

STATUTES

EUROPEAN OPEN SCIENCE CLOUD ASSOCIATION

Abbreviated: EOSC Association: International non-profit association

ARTICLE 1. NAME – SEAT – PURPOSE – ACTIVITIES - TERM

1.1 Name

The Association is named: the “European Open Science Cloud Association” abbreviated to “EOSC Association” and is an AISBL. The Association is governed by the Code of companies and associations as introduced by the law of 23 March 2019 and as amended from time to time (hereinafter referred to as the “Code”).

1.2 Seat

The Association has its registered seat in the Brussels Region.

The Board may transfer the seat to any other location in Belgium, and reflect this change in the Statutes, provided that such transfer does not require a modification of the language of the Statutes. If the language of the Statutes must be amended due to the transfer of the registered seat, only the General Assembly is entitled to decide about such transfer.

1.3 Purpose and activities

The Association advances Open Science to accelerate the creation of new knowledge, inspire education, spur innovation and promote accessibility and transparency.

The international purpose of the Association is (1) to provide a single voice for advocacy and representation for the broader EOSC stakeholder community, (2) to promote the alignment of European Union research policy and priorities with activities coordinated by the Association, and (3) to enable seamless access to data through interoperable services that address the entire research data life cycle, from discovery to storage, management, analysis and re-use across borders and scientific disciplines.

The Association achieves its purpose through the synergistic efforts of its Members, with the advice of an external Strategy Committee, and through the coordinated provision of services to the European research community, by pursuing a range of activities including but not limited to:

- Bringing together key stakeholders in the European research environment, including but not limited to Mandated Organisations of Member States and Associated Countries, research funders, service providers, representatives of the research community, and intergovernmental organisations to agree strategies for the advancement of Open Science and for optimising the conditions for research outcomes to benefit European society;
- Collaborating with the European Commission, Member States and Associated Countries on activities including but not limited to establishing a Partnership and developing and

communicating a Strategic Research and Innovation Agenda (SRIA) for Open Science for the European Research Area;

- Maintaining alignment between the operations sponsored by the Association and the European Commission's Open Science strategy;
- Identifying key infrastructure requirements for the representation, capture, storage, processing and appropriate sharing of diverse forms of data;
- Promoting FAIR data and the coordination of standards development and adoption among researchers and data service providers;
- Enabling key services, including but not limited to e-infrastructures, to promote broad and secure access to data resources and data processing services;
- Coordinating and fostering technical environments and promoting the skills that enable the federation of existing and new scientific data infrastructures, distributed across disciplines within the geographic territory of Members as defined in Article 2.1.
- Facilitating communication, outreach and engagement with its Members and Observers, external service providers, research communities, stakeholder organisations and society as a whole to assure transparency and promote Open Science for the benefit of all.

1.4 Term

The Association is established for an indefinite period of time.

ARTICLE 2. MEMBERS AND OBSERVERS

2.1 Categories and admission conditions

The Association is comprised of Members and Observers.

Members and Observers must:

1. Be a legal entity established in accordance with the laws and customs of the country of origin or be constituted as an intergovernmental organisation pursuant to an international treaty in accordance with principles of international law. They cannot be a department of national governments or ministries;
2. Confirm in writing that they embrace and endorse the vision of the Association and adhere to its values;
3. Have a substantial and significant interest in, and potential contribution to or impact on, ECSC;
4. Fall into one or more of the following categories of organisations:
 - a. Research funding organisation;
 - b. Research performing organisation;
 - c. Service providing organisation;
 - d. Other organisation.

All Members should have a presence in an EU Member State or Associated Country, or any other country associated with the EU Framework Programme for Research and Innovation. Observers may be established outside this area.

Each Member State or Associated Country that has one or more organisations that are Members of the Association may appoint one (1) Member to act as its Mandated Organisation, to represent

national interests. In addition, the EIROforum is permitted to mandate one of its members to represent the views of the Forum. Mandated Organisations can fall into any member category.

2.2 Rights and obligations of Members and Observers

Members bear the following rights:

1. Attending the meetings of the General Assembly;
2. Voting at the General Assembly;
3. Presenting in person their defence before the General Assembly, prior to being excluded from Membership;
4. Resigning from the Association;
5. Participating in the activities of the Association;
6. Proposing candidates for the Board of the Association.

Members have the following obligations:

1. Paying the annual membership fee;
2. Adhering to the Statutes, Bylaws and decisions of the governing bodies;
3. Notifying the Secretary General of any changes regarding the status of the Member, which affect compliance with the membership criteria.

Observers bear the following rights:

1. Attending the meetings of the General Assembly without voting rights;
2. Presenting in person their defence before the General Assembly, prior to being excluded from Membership;
3. Resigning from the Association;
4. Participating in the activities of the Association.

Observers have the following obligations:

1. Paying the annual Observer fee;
2. Adhering to the Statutes, Bylaws and all decisions of the governing bodies;
3. Notifying the Secretary General of any changes regarding their status, which affect compliance with the criteria for Observers.

2.3 Admission

Applications for admission as Member or Observer shall be submitted in writing to the President who will submit them to the next General Assembly following receipt of the applications.

Membership is granted by the General Assembly. Due to the long period between two General Assemblies, the Board or President may admit applicants as provisional Members or Observers pending final decisions of the General Assembly.

The General Assembly shall monitor the Association and make necessary steps to ensure that its composition and operation remains appropriate to its mission.

2.4 Resignation & termination

Members and Observers may resign, or their membership may be terminated. Moreover, membership ceases automatically and with immediate effect when a Member or Observer is dissolved or liquidated, or no longer meets the conditions of admission. Resignation from membership must be notified to the Secretary General.

Members can submit their resignation by registered letter or email at any time. Should resignation occur less than six (6) months before the end of the financial year, the full membership fee for the following financial year shall be due despite resignation.

Observers may resign at any time by registered letter or email. The Observer fee for the remaining part of the financial year in which they resign shall not be reimbursed.

The General Assembly may terminate the membership status of any Member/Observer, after hearing the defence of the person concerned:

1. For serious contravention to the Statutes, the Bylaws, or a decision of the General Assembly or the Board, and if the Member/Observer has failed to rectify such contravention within a period of three (3) months after formal notice of the contravention has been given;
2. For acting in a manner seriously injurious to the reputation of the Association;
3. For default of payment of the financial contribution, after an official reminder has remained unremedied for more than ninety (90) calendar days from the date of issue;
4. For another serious reason it deems justified if the Member/Observer has failed to rectify such contravention within a period of three (3) months after a formal notice has been issued to cease the conduct. The General Assembly shall justify its decision to terminate.

The Member or Observer who sees its membership terminated by resignation, dissolution, liquidation, because it no longer meets the conditions of admission or otherwise, has no right whatsoever to the assets of the Association or to the membership fee or Observer fee already paid. Any fees due that are not already paid must be paid in full for the year that termination occurs.

2.5 Fees

Together with the determination of the budget, the General Assembly sets the annual fees to be paid by each Member and Observer for the next accounting year, upon proposal by the Board.

While fees for Members may vary, the fee for Observers is equal for all Observers.

2.6 Limited liability

The Members do not assume any personal liability in that capacity for the commitments of the Association.

ARTICLE 3 GENERAL ASSEMBLY

3.1 Composition and powers

The General Assembly is the supreme authority of the Association and is composed of one (1) Delegate per Member with voting rights and one (1) Representative per Observer without voting rights.

The General Assembly elects the President for a term of three (3) years, who may be re-elected for one more term. The first President may be elected for a shorter term. On the proposal of the President, the Board appoints the Vice-President and Treasurer. The President chairs the meetings of the General Assembly and the Board.

The General Assembly has all powers except those expressly reserved or delegated to the other bodies of the Association by the Code, these Statutes or by a decision passed by the General Assembly. The General Assembly has a.o. the power to decide upon:

1. Any amendment to the Statutes;
2. Adoption and amendment of Bylaws;
3. Appointment and discharge of Directors of the Board;
4. Appointment and discharge of the auditor;
5. Approval of the annual budget and accounts;
6. The dissolution of the Association as well as merger, demerger, transformation or any other restructuring;
7. Admittance and termination of Members and Observers;
8. The fees for Members and Observers.

3.2 Convening notice and representation

The Board convenes the General Assembly at least once a year and more if required. It must be convened when one-fifth of the Members so request. The Auditor may also convene the General Assembly.

Members may propose topics for the agenda up to thirty (30) days prior to the meeting. The Secretary General sends the convening notice, including the draft agenda, date, time and place of the meeting of the General Assembly, and all relevant documents at least twenty (20) days before the meeting. In cases of exceptional urgency duly justified, the time limit for convening the meeting and sending the draft agenda and all relevant documents is reduced to seven (7) days. Any Member can waive such notice and, in any event, the meeting is deemed to have been duly convened if it is present or represented at the meeting of the General Assembly.

Any Member can give a proxy to any other Member to vote in their place if delivered before voting. A maximum of three (3) proxies can be granted to one Member. Members can appoint a number (as specified in the Bylaws) of Experts to attend the General Assembly meetings without voting rights.

3.3 Quorum

A General Assembly shall validly deliberate if at least half of the Members is present or represented. Regarding the decisions mentioned in the following article and requiring a double majority, the General Assembly can only validly deliberate if at least half of the Members and at least half of Mandated Organisations are present.

When the quorum is not reached, the Board must convene a second meeting of the General Assembly no earlier than twenty (20) calendar days after the first one. The second meeting of the General Assembly is entitled to take valid decisions, irrespective of the number of Members present or represented.

3.4 Voting

The General Assembly strives to adopt its decisions by consensus. If a vote proves necessary, the General Assembly makes its decisions as follows.

The General Assembly may only deliberate on the items set out in the agenda, unless a minimum of two-thirds ($\frac{2}{3}$) of the Members are present or represented and unanimously decide to add extra items on the agenda.

The decisions of the General Assembly are validly taken with a simple majority of votes of Members present or represented. Votes may be taken by a raising of hands, by paper ballot or by electronic means.

Notwithstanding the foregoing paragraph, the following decisions:

1. Modification of the Statutes;
2. Adoption, modification, and abolishment of the Bylaws;
3. Matters related to the high-level strategy;
4. Dissolution of the Association;
5. The election of Directors of the Board;

require a double majority requiring both:

- Two-third ($\frac{2}{3}$) majority of votes of Members present or represented, and,
- Two-thirds ($\frac{2}{3}$) majority of votes of Mandated Organisations present or represented

Notwithstanding the foregoing, for the following decision:

1. Approval of the annual accounts, budget and fees;

votes are allocated to the Members on the basis of the contribution to the annual budget in the current year. No Member can have less than one (1) vote; and such decisions require:

- Two-third ($\frac{2}{3}$) majority of votes of Members present or represented.

In determining the various majorities provided for in this Statutes, only votes cast for or against a position shall be taken into account.

Members who are in arrears by 31st December on the previous year are ineligible to vote.

To enable anonymous voting, the Members votes may not be disclosed to the other Members by the choice of systems used.

3.5 Meetings

A duly convened meeting of the General Assembly shall be validly held in person, digitally, or by a hybrid of these that allow Members to directly hear each other and directly speak to each other. In such a case, the Members shall be deemed present.

Decisions made by telephone, video or web conference are deemed to come into force on the day following that of the meeting of the General Assembly.

3.6 Written procedure

Except for decisions that must be enacted by the notary public, the General Assembly may take decisions via written procedure.

For this purpose, the Secretary General, upon request of the Board, informs all Members via regular mail or via any other means of written communication (including e-mail). The communication must mention the agenda and the proposed decisions, a term within which decisions are to be made and an address for replies.

If the approval of at least half of all Members regarding the items on the agenda is not received within writing within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

Decisions taken by written procedures are deemed to come into force on the date mentioned on the letter sent to the Members.

3.7 Minutes

The decisions made by the General Assembly shall be recorded in minutes, which are provided to each Member out by mail or by email or displayed on the website of the Association within fifteen (15) calendar days of the meeting. Subsequently, Members have fifteen (15) calendar days to respond with proposals for amendments, followed by further cycles of (15) calendar days for the President and Secretary General to act upon amendments and fifteen (15) calendar days for approval by Members.

Once approved, the minutes shall be signed by the President and kept in a register at the disposal of Members and Observers.

ARTICLE 4. BOARD

4.1 Composition and powers

The Board is composed of Directors, who are appointed in their individual capacity, from amongst the Delegates of the General Assembly. Individuals can no longer be a Delegate of the General Assembly once appointed to the Board. The appointments of Directors shall be filed and published in accordance with the provisions of the Code.

The Board is chaired by the President and supported by the Vice-President and Treasurer. The number of Directors including these roles is a minimum of seven (7), or equal to the number of Members when there are fewer than seven (7) Members of the Association. The General Assembly will decide on the number and terms of the Directors.

The composition of the Board must reflect the different categories of Members. The General Assembly shall also endeavour to ensure balance in terms of gender, diversity, geographic coverage, expertise and stakeholder representation.

The General Assembly elects the Directors, ordinarily for a term of three (3) years, renewable once. The first Directors appointed at incorporation may be appointed for a shorter term. The General Assembly will announce the number of vacancies and terms so appointments can be staggered. The Board appoints the Vice-President and Treasurer from amongst its Directors for a term of three (3) years, renewable once. The President is elected by the General Assembly. The Directors of the Board shall continue to act until re-election or until new Directors take office as specified in the Bylaws.

The Board is in charge of achieving the purpose and directing the activities by implementing the decisions, instructions and recommendations adopted by the General Assembly.

The Board has the power to:

1. Prepare the meetings of the General Assembly and propose decisions;
2. Prepare the budgets and the annual accounts, including the annual membership fees, and submit them to the General Assembly for approval;
3. Propose amendments to the Statutes and Bylaws;
4. Provide recommendations on the admission or exclusion of Members and Observers;
5. Direct the implementation of decisions made by the General Assembly;
6. Propose to set-up and dissolve operational and advisory bodies subject to validation by the General Assembly;
7. Appoint the Vice-President and Treasurer from amongst its Directors, and dismiss them;
8. Appoint and dismiss the Secretary General;
9. Represent the Association at external events, promoting the Associations' visibility, public relation work and identity.

The Vice-President will replace the President in the event of unavailability.

The Treasurer is responsible for:

1. Revising the annual budget of the Association;
2. Revising the financial reports and maintaining the Association's accounts;
3. Supervising the finances of the Association.
4. Proposing the fees.

The President, Vice-President and Treasurer do not have voting rights in the General Assembly. Their organisations need to appoint an alternate Delegate.

The Board may by an 80% majority decision delegate the day-to-day management of the Association to the Secretary General, who may not be a Director, pending investigation of their duties, as well as revoke such delegation.

4.2 End of mandate

A Director may resign by notifying the President. A Director who is no longer an employee of a Member or is employed by a Member leaving the Association is deemed to have resigned with immediate effect as from the date employment or membership ceases.

In case of vacancy or for any reason that prevents a Director from fulfilling office, the remaining Directors remain in charge. The Board, on notifying the President, may provisionally replace the Director that cannot fulfil office until the next General Assembly which shall decide on a definitive appointment.

4.3 Conflict of Interest

Directors are required to inform the other Directors of any direct or indirect pecuniary interest before the Board makes a decision, and they may not participate in the Board's deliberation on this action, nor vote in connection with it, under any circumstances.

4.4 Meetings of the Board

The Board meets at least four (4) times a year. The meetings may be called by the President or by at least two (2) Directors. The notice shall contain the place, date, hour and agenda of the meeting. It must be sent to all Directors at least eight (8) calendar days before the date of the meeting of the

Board, or three (3) calendar days in case of urgency. Directors may propose topics for the agenda up to ten (10) days prior to the meeting of the Board.

Directors may attend or be represented at a meeting of the Board in person, by telephone or by digital means.

Each Director shall have the right to give a proxy to another Director to be represented at a Board meeting. No Director may hold more than two (2) proxies. The proxies must be received by the President at least two (2) calendar days before the date of the Board meeting.

The President may invite third parties without voting rights to attend a meeting or part of a meeting of the Board. The Secretary General will ordinarily be invited to attend meetings of the Board ex officio without voting rights.

4.5 Decisions

The Board validly deliberates if at least half of the Directors are present or represented. When this quorum is not reached, a new meeting of the Board shall be convened no earlier than seven (7) calendar days after the first meeting. The second meeting of the Board is entitled to make valid decisions, irrespective of the number of Board Directors present or represented.

The Board may only deliberate on the items set out in the agenda, unless a minimum of two-thirds (2/3) of the Board Directors are present or represented and decide unanimously to add extra items on the agenda.

The Board shall strive to adopt its decisions by consensus. If a vote proves necessary, each Director has one (1) vote.

The Board makes its decisions by simple majority of the votes cast by the Board Directors present or represented. Abstentions, blank and invalid votes shall not be counted in the total amount of votes cast by the Directors present or represented. In the event of a tied vote, the President has a casting vote.

Votes may be taken by a raising of hands, by paper ballot or by electronic means. Voting will be transparent unless at least two (2) Board Directors request a secret ballot.

4.6 Minutes

The decisions taken by the Board shall be recorded in minutes, which are sent out by email within fifteen (15) calendar days after the meeting of the Board to each Director. Subsequently, Directors have fifteen (15) calendar days to respond with proposals for amendments, followed by further periods of (15) calendar days for the President to act upon amendments and fifteen (15) calendar days for approval by Directors.

Once approved, the minutes shall be signed by the President and be kept in a register at the disposal of the Directors. Members of the Association may request access to minutes, which may be provided in redacted form (e.g. when concerning personal data).

4.7 Representation

The Association is validly represented in legal proceedings and towards third parties, including public officers by either:

1. By the President or Vice-President acting alone;
2. By an ad hoc proxy holder appointed by the General Assembly;
3. Within the limits of daily management, by the Secretary General.

4.8 Limited liability

The Directors and the Secretary General shall not be personally liable for the commitments of the Association. They are only liable for the (non-)performance of their function including the misconduct in their responsibilities and tasks.

ARTICLE 5. SECRETARIAT

The Secretariat advises and supports the General Assembly and the Board and coordinates the implementation of their decisions. The Secretary General is entrusted with the day-to-day management of the Association, leads the Secretariat and serves as secretary to the General Assembly and the Board. The Secretary General discharges duties in accordance with the Statutes and the Bylaws. The Secretary General and the other staff of the Secretariat are compensated for their activities.

The Secretariat has the power to:

1. Conduct day-to-day management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings;
2. Manage and administer the finances of the Association;
3. Implement the decisions of the General Assembly under the direction of the Board.

Daily management includes both acts and decisions which do not exceed the needs of the Association's daily life or those which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Board.

ARTICLE 6 OPERATIONAL AND ADVISORY BODIES

6.1 Role

The Association may form operational bodies such as working groups and task forces to address issues or concerns relating to the mission and operations of the Association. Advisory bodies such as committees may also be formed to provide advice on fulfillment of the Association's mission.

6.2 Creation

Any Member can propose the establishment of operational and advisory bodies. The proposal for their creation and dissolution is taken by the Board to the General Assembly to be validated. The purpose, tasks and expected term of operation, if applicable, of these entities are described in written terms of reference articulated by the Board.

6.3 Membership

Conveners of operational bodies must be Delegates. Members of advisory bodies in contrast may be internal or external to the Association. Directors of the Board are excluded from membership of operational and advisory bodies. The appointment, term of service, and revocation of role of Convener is the responsibility of the Board. Members of operational and advisory bodies may be nominated by the Board or General Assembly, with approval of membership determined by the Board.

ARTICLE 7. FINANCING – FINANCIAL YEAR – BUDGET – AUDITOR – RECORDS RETENTION

7.1 Financing

The reporting currency of the Association shall be the Euro for the annual accounts and all other official accounting, tax and legal documents.

The Association is financed through the fees of its Members and Observers. It may also accept:

1. Subsidies or grants by Members, Observers, other organisations or legal persons, subject to acceptance by the Board;
2. Donations or bequests of financial or other assets free of legal encumbrances, subject to review and acceptance by the Board and the auditors, and in accordance with the Code.

7.2 Financial year

The financial year is the calendar year.

7.3 Budget

The annual budget of the Association projects the income and expenditure for the next financial year, linked to the activities and resources. The Secretary General prepares and submits the budget to the Board twenty (20) days prior to the annual meeting of the General Assembly.

7.4 Auditor

The General Assembly appoints an auditor, if required by law, from among Members of the Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren (Belgian Institute of Chartered Accountants). The role of the auditor is to:

- Advise on and verify establishment and maintenance of internal financial procedures, including the retention of financial records;
- Verify the annual accounts of the Association in accordance with the Code.

7.5 Records retention

All financial records pertinent to income and expenditure, as well as Auditors' reports, whether in printed or electronic format, are retained by the Association for a period of ten (10) years.

ARTICLE 8. AMENDMENTS TO STATUTES – DISSOLUTION

8.1 Amendments to Statutes

The Board proposes modification of the Statutes to the General Assembly.

Any proposals for modification must be brought to the attention of Members at least four (4) weeks prior to the date of the General Assembly that shall resolve thereon. Article 3.4 outlines voting procedures for modification of the Statutes.

8.2 Dissolution and liquidation

The General Assembly, upon proposal by the Board, may decide to dissolve and liquidate the Association, and to appoint and define the powers and fees of one or more liquidators.

Article 3.4 outlines voting procedures for dissolution of the Association.

The liquidators shall distribute the net assets of the Association, if any, to a European non-profit organisation with similar or closely related objectives to that of the Association.

ARTICLE 9. GENERAL PROVISIONS

9.1 Bylaws

The General Assembly adopts and modifies the Bylaws, which implement and specify the provisions of these Statutes and regulate the daily activities of the Association, upon proposal of the Board.

Article 3.4 outlines voting procedures for Adoption, modification, and abolishment of the Bylaws.

In case of discrepancies between the Bylaws and these Statutes, the latter shall prevail.

9.2 Applicable Law

The Statutes, the Bylaws and/or any decisions of the General Assembly and Board, is governed by the Belgian law.

Anything that is not covered in these Statutes or in the Bylaws shall be governed by the Code.

9.3 Conflict resolution

Should any dispute arise between Members, Observers and/or the Association regarding the interpretation and application of these Statutes, the Bylaws or any decisions of the General Assembly or the Board, the Members and/or the Association shall submit the dispute to mediation in accordance with the CEPANI mediation rules. The place of mediation shall be Brussels. The language to be used in mediation shall be English.

If, and to the extent that, any such dispute has not been settled pursuant to the mediation within two (2) months of the commencement of the mediation, it shall, upon the filing of a request for arbitration by either party (a Member/Observer or the Association), be referred to and finally determined by arbitration in accordance with the CEPANI arbitration rules. Alternatively, if, before the expiration of

the said period of two (2) months, either party fails to participate or to continue to participate in the mediation, the dispute shall, upon the filing of a request for arbitration by the other party, be referred to and finally determined by arbitration in accordance with the CEPANI Rules of Arbitration. The arbitration tribunal shall consist of three arbitrators designated in accordance with the CEPANI Rules of Arbitration. The place of arbitration shall be Brussels. The language to be used in the arbitration proceedings shall be English.

9.4 Language

The working language is English, without prejudice to applicable legal obligations.

These statutes have been written in French and English. Both French and English versions are filed with the clerk's office of the competent court. In the event of any discrepancy between the aforementioned versions, the French version shall prevail.

Allegato 1 a Delibera 11/2021