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## MEMORIA JUSTIFICATIVA DEL PAGO POR PARTE DE LA AGENCIA ESTATAL DE INVESTIGACIÓN DE LA CUOTA 2022 COMO MIEMBRO DE LA ASOCIACIÓN SCIENCE EUROPE.

### Aspectos competenciales y organizativos

#### A) Agencia Estatal de Investigación:

El objeto de la Agencia Estatal de Investigación, según su Estatuto, aprobado por Real Decreto 1067/2015, de 27 de noviembre, es la *financiación, evaluación, gestión y seguimiento de la actividad de investigación científica y técnica destinada a la generación, intercambio y explotación del conocimiento que fomente la Administración General del Estado por su sola iniciativa o en concurrencia con otras Administraciones o entidades españolas o de otros países u organismos internacionales.*

En este sentido, son fines de la Agencia *la promoción de la investigación científica y técnica en todas las áreas del saber mediante la asignación eficiente de los recursos públicos, la promoción de la excelencia, el fomento de la colaboración entre los agentes del Sistema y el apoyo a la generación de conocimientos de alto impacto científico y técnico, económico y social, incluidos los orientados a la resolución de los grandes retos de la sociedad, y el seguimiento de las actividades financiadas así como el asesoramiento necesario para mejorar el diseño y planificación de las acciones o iniciativas a través de las que se instrumentan las políticas de I+D de la Administración General del Estado.*

Por otro lado, el artículo 5 del Estatuto establece que para el cumplimiento de su objeto y fines, la Agencia realizará determinadas funciones, entre la que se



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



encuentra la de participar *en reuniones y foros nacionales e internacionales relacionados con las materias propias de su objeto y fines, y la representación en foros de políticas de I+D+i cuando así lo determine el Ministerio de Economía y Competitividad. La actuación de la Agencia en foros internacionales tendrá lugar en coordinación con el Ministerio de Asuntos Exteriores y de Cooperación cuando así se determine necesario.*

#### B) Science Europe

Science Europe es la asociación heredera de la EuroHORCs (European Heads of Research Councils), que estaba integrada por consejos de investigación nacionales y otros organismos científicos de la Unión Europea y países asociados, y que estaba ligada (de hecho, era la financiadora) de la European Science Foundation (ESF). La creación de Science Europe supuso la desaparición de la ESF.

Actualmente *Science Europe* es una asociación que reúne a 38 entidades europeas, de 29 países, todas ellas de relevancia sustancial en su sistema nacional de investigación, que están financiadas con fondos públicos y disponen de capacidad e independencia operativa, entre las que se encuentran la Agencia Estatal Consejo Superior de Investigaciones Científicas, el Instituto de Salud Carlos III y la Agencia Estatal de Investigación. Su objetivo es reforzar la colaboración entre las instituciones científicas europeas y promover los intereses comunes de éstas para fomentar la investigación europea a través de una reflexión común de sus miembros sobre políticas, prioridades y estrategias.

Science Europe trabaja y colabora con otras entidades como las universidades europeas, las academias europeas, organizaciones científicas intergubernamentales y la Comisión Europea para desarrollar sinergias de forma coordinada y no excluyente. Tanto su estructura como las acciones que



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



desarrolla aseguran que se tienen en cuenta los intereses y opiniones de los investigadores de los distintos sistemas de investigación europeos.

Para asesorar y definir estrategias, *Science Europe* cuenta con varios comités de expertos en distintas disciplinas y un número determinado de grupos de trabajo (Cross-border Collaboration; Open Access to Scientific Publications; Research Data; Research Careers; Research Infrastructures; Research Integrity; Academic Freedom; Horizon Europe).

A continuación se presentan resumidamente los aspectos más relevantes de los estatutos de Science Europe (se adjuntan a la presente memoria como documento número 1):

#### *1.- Régimen jurídico, objeto y fines de Science Europe*

Science Europe es una asociación internacional, sin ánimo de lucro, sujeta al ordenamiento jurídico de Bélgica con domicilio social en Bruselas.

Science Europe tiene como objeto promover los intereses colectivos de las organizaciones de investigación que realizan financiación e investigación de Europa. Además, apoya a sus miembros en sus esfuerzos por fomentar la investigación europea y refuerza el espacio europeo de investigación a través de su compromiso directo con socios clave.

A tal fin, y siempre que no sea contrario a las normas aplicables a sus miembros, Science Europe llevará a cabo las siguientes actividades en beneficio de sus miembros:

- Apoyar la labor de sus miembros y promover la cooperación entre ellos tanto a nivel de políticas como de actividades.



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



- Fortalecer la comunidad científica como tercera voz en el espacio europeo de investigación, junto con los gobiernos nacionales y la Comisión Europea.
- Actuar para maximizar la aportación de los miembros en el desarrollo del espacio europeo de investigación.
- Trabajar con otras organizaciones europeas para garantizar que se establezca un foro de base amplia para informar sobre el espacio europeo de investigación y cuestiones políticas conexas.
- Proporcionar plataformas, como talleres anuales de alto nivel, para el diálogo con los ministros nacionales de investigación cuando proceda y en interés colectivo de sus miembros.
- Cooperar con organizaciones de investigación no europeas, cuando proceda y en interés colectivo de sus miembros.
- Ofrecer una hoja de ruta para garantizar que la investigación y la innovación financiadas con fondos públicos en Europa tenga el máximo impacto, contribuyendo al desarrollo de la economía y proporcionando soluciones para obtener beneficios sociales.

Science Europe podrá llevar a cabo todas las operaciones y actividades, tanto en Bélgica como en el extranjero, que directa o indirectamente aumenten o promuevan su finalidad.

## *2.- Requisitos para ser miembro de Science Europe*



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



Los requisitos de una institución para ser miembro de Science Europe son los siguientes:

- Tener persona jurídica.
- Estar creada al amparo de las leyes y costumbres del país de origen.
- Comprometerse a cumplir con los Estatutos Sociales, el Reglamento Interno, la finalidad y las políticas de la Asociación, y las decisiones de sus órganos.
- Tener por finalidad la investigación o la financiación de la misma.
- Tener domicilio social en Europa.
- Tener un impacto sustancial y significativo en su sistema nacional de investigación y presupuesto.
- Financiarse principalmente a través de fondos públicos nacionales.
- Tener una independencia operativa sustancial de su gobierno nacional. Esa independencia incluiría la libertad de emitir juicios científicos sobre la financiación, independientemente de la injerencia política.
- No tener ánimo de lucro.

La Agencia suscribió con fecha 5 de octubre de 2020 el correspondiente instrumento jurídico por la que adquirió la condición de miembro de pleno derecho de "Science Europe", asumiendo los compromisos asociados a dicha condición, incluyendo el abono de la cuota anual correspondiente.

### *3.- Contribución económica de los miembros*

Todos los miembros deberán pagar una cuota. Además, a los nuevos miembros se les puede cobrar una tarifa de admisión. Los miembros tienen derecho a participar en las reuniones de la Asamblea General, a expresar su opinión y a votar. La cuantía de la tasa de afiliación, será las que se establezca en el Reglamento Interno.



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



El pago de las cuotas de cada miembro tendrá carácter anual, según lo propuesto por la Junta de Gobierno y decidido por la Asamblea General. Cada año, el monto de las cuotas y el método de cálculo de las cuotas para cada miembro serán propuestos por la Junta de Gobierno y decididos por la Asamblea General.

La Asamblea General podrá decidir aplicar la deducción de las cuotas de afiliación a ciertos miembros, siempre que estos miembros paguen al menos las cuotas mínimas según lo determine la Asamblea General, a propuesta de la Junta de Gobierno.

Además de las cuotas, los miembros pueden estar sujetos al pago de contribuciones adicionales. El importe de las contribuciones adicionales será propuesto por la Junta de Gobierno a la Asamblea General para su aprobación.

El Secretario General informará a cada miembro por escrito del monto de la cuota de afiliación. Esta cuota se pagará dentro de los treinta (30) días siguientes a esta notificación por escrito. En caso de que el pago no se realice dentro de este período, los intereses se aplican automáticamente al tipo legal belga con una notificación previa por escrito enviada por correo ordinario o cualquier otro medio de comunicación por escrito (incluido el correo electrónico).

### **Justificación de la necesidad de la continuidad de la Agencia Estatal de Investigación como miembro de Science Europe**

Existen en el mundo un gran número de organizaciones que tienen la responsabilidad de financiación de la investigación a nivel nacional. Por otro





MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



lado, hay organizaciones que se ocupan de coordinar los esfuerzos de los financiadores de la investigación a nivel mundial o bien en regiones del mundo.

A nivel mundial, el Consejo Mundial de la Investigación (Global Research Council, GRC) es la organización de referencia. El GRC se define como “una organización virtual, compuesta por los jefes de agencias de financiación de ciencia e ingeniería de todo el mundo, dedicada a promover el intercambio de datos y las mejores prácticas para una colaboración de alta calidad entre las agencias de financiación de todo el mundo”. Al ser el GRC una organización virtual (sin personalidad jurídica), su funcionamiento está basado exclusivamente en los esfuerzos de los países miembros. La Agencia Estatal de Investigación es miembro del GRC y acude regularmente a sus reuniones anuales. No se satisfacen cuotas al GRC y no se cuenta con un reglamento de orden interno.

La participación de la Agencia Estatal de Investigación en el GRC permite progresar en el alineamiento de las agencias financiadoras alrededor de principios globalmente aceptados de gestión de la ciencia. Sin embargo, esto no es suficiente para hacer frente a los retos de la ciencia europea en el contexto mundial.

A nivel europeo, Science Europe es la única organización que se ocupa de representar a las principales organizaciones públicas de investigación que financian o realizan investigación científica en Europa.

La integración de la Agencia Estatal de Investigación en Science Europe encaja dentro de su objeto y forma parte de sus funciones, considerándose además de máxima importancia por los fines que persigue dicha asociación. La pertenencia a Science Europe como miembro permite desarrollar estrategias coordinadas con las agencias equivalentes de la Unión Europea. Un marco de



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



trabajo común en Europa es fundamental para converger en el tratamiento de los problemas y en el aprovechamiento de las oportunidades:

1. Una mejor interacción con el Programa Marco de Investigación e Innovación de la UE. Science Europe está comprometida con la promoción de los intereses y la experiencia clave de sus miembros en las discusiones en curso sobre el Programa Marco, Horizon Europe.
2. Mejores procedimientos de evaluación de la investigación, que optimicen las herramientas y los procesos que se utilizan (como la revisión por pares) para seleccionar a los mejores investigadores y proyectos de manera justa y transparente.
3. Una aplicación coordinada y progresiva del acceso abierto los resultados científicos. Science Europe está estableciendo su propio conjunto de principios comunes que facilitarán una transición sin problemas de la suscripción al acceso abierto a las publicaciones científicas.
4. Un mejor acceso y un intercambio efectivo de datos de investigación. Science Europe se ha comprometido a apoyar el intercambio de datos al contribuir a la definición y el uso de políticas y prácticas consistentes para compartir datos, como la gestión de datos de investigación y los planes de gestión de datos.
5. Una mayor colaboración entre países europeos para contribuir a la excelencia científica. Esto permitirá a las comunidades de investigación de los distintos países trabajar juntas y alcanzar objetivos más ambiciosos, minimizando la carga administrativa.
6. Un uso compartido de las Infraestructuras de Investigación localizadas en los distintos países. La mayor parte de la financiación para la





MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



construcción y operación de estas infraestructuras es nivel nacional. Por ello, el desarrollo coordinado de mecanismos de acceso y de financiación en Europa es crucial para mejorar la eficiencia.

### **Contribución económica de los miembros de Science Europe.**

La integración de la Agencia Estatal de Investigación en la organización Science Europe genera obligaciones económicas, al tener que abonar una cuota anual.

La metodología para el cálculo de las cuotas que deben abonar los miembros de la organización está recogida en su reglamento interno (se adjunta extracto como documento número 2). Dichas cuotas no son uniformes para todos los miembros y su determinación variará en función:

- Del presupuesto en investigación de cada miembro.
- Del número de miembros de Science Europe
- De los presupuestos aprobados de la asociación

La cuota establecida por la Asamblea General de la asociación para la Agencia Estatal de Investigación para el año 2022 asciende a 84.551,60 € (se adjunta cuadro de cuotas por entidades como documento número 3). Dicho importe sería financiado con cargo a la aplicación presupuestaria 28.303.463B.490 del presupuesto de gastos de la Agencia Estatal de Investigación.

### **Régimen jurídico aplicable a la contribución de la Agencia Estatal de Investigación como miembro de Science Europe**

El encuadre jurídico de la integración de la Agencia Estatal de Investigación en la asociación supranacional Science Europe se encuentra en la disposición



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



adicional cuarta de la Ley 25/2014, de 27 de noviembre, de Tratados y otros Acuerdos Internacionales, al no tener encaje en las figuras de tratado internacional, acuerdo internacional administrativo, acuerdo internacional no normativo y la recogida en el artículo 47.2.d) de la Ley 40/2015, de 1 de octubre, de Régimen Jurídico del Sector Público.



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



## DOCUMENTO 1

### CHAPTER I – NAME, REGISTERED OFFICE, PURPOSE AND DURATION OF THE ASSOCIATION

#### Article 1 – Name

An international non-profit Association was incorporated under Belgian law on October 3, 2011. Its name is “**Science Europe**” and in abbreviated form “**SE**”, hereinafter referred to as “the Association”. The full name or the abbreviated form can be used indistinguishably.

All acts, bills, announcements, publications and other documents stemming from the Association mention its name preceded or followed immediately by the wording “*association internationale sans but lucratif*” or “*internationale vereniging zonder winstoogmerk*” or by the initials “*AISBL*” or “*IVZW*”, and by the address of its registered office.

The Association is submitted to the provisions of the Title III of the Belgian law of 27 June 1921 on non-profit associations, foundations, European political parties and the European political foundations (hereafter: “Law”).

#### Article 2 – Registered Office

The registered office is established at Rue de la Science/Wetenschapstraat 14, 1040 Brussels, Belgium.

The registered office may be transferred to any other location in the Brussels-Capital Region by a decision of the Governing Board. The decision to transfer the registered office must be published in the Annexes of the Official Belgian Gazette (*Moniteur belge/Belgisch Staatsblad*).

The decision of the Governing Board to transfer the registered office of the Association does not constitute an amendment to the Articles of Association and does not require a decision by the General Assembly. The Governing Board is entitled to establish a coordinated version of the Articles of Association and to file it at the Commercial Court.

#### Article 3 – Purpose

The Association has as non-profit purpose to:

Promote the collective interests of the research funding and research performing organisations of Europe. It supports its members in their efforts to foster European research. It will strengthen the European research area through its direct engagement with key partners. In doing so, it will be informed by the scientific community in its reflections on policies, priorities and strategies.



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



To this end, and provided that it is not contrary to the rules applicable to its members, the Association will conduct the following activities for the benefit of its members:

- Support the work of its members and promote co-operation between them at both the policy and activity level.
- Strengthen the scientific community as a third voice in the European research area, together with national governments and the European Commission.
- Act to maximize the input of the members in the development of the European research area.
- Work with other European organisations to ensure that a broad based forum is established to inform discussions on the European research area and related policy matters.
- Provide platforms, such as annual high-level workshops, for dialogue with national ministers of research where appropriate and in the collective interests of its members.
- Co-operate with non-European research organisations, where appropriate and in the collective interests of its members.
- Deliver a roadmap to ensure that publicly funded research and innovation in Europe has the maximum impact, contributing to the development of the economy and providing solutions to deliver societal benefit.

The Association may carry out all operations and conduct all activities, both in Belgium and abroad, which directly or indirectly increase or promote its purpose.

The Association can accomplish all the acts related directly or indirectly to its purpose and in particular co-operate with and express its interest for any other association or organization within its areas of interest.

#### **Article 4 – Duration**

The Association is incorporated for an unlimited period of time.

### **CHAPTER II: MEMBERS**

#### **Article 5 – Criteria for membership, categories of members and rights and obligations of the members**

The Association shall consist of only one membership category, i.e. full members (hereafter: “member(s)”). The Association must be composed of at least two members.

Full membership may be granted to legal entities who meet the following criteria:

- a) They have legal personality;
- b) They have been established in accordance with the laws and customs of the country of origin;



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



- c) They agree in writing to abide with the Articles of Association, the Internal Regulations, the purpose and policies of the Association, and the decisions of its bodies;
- d) They are either research funding or research performing legal entities;
- e) They have their registered office in Europe;
- f) They have a substantial and significant impact on their national research system and budget.
- g) They are primarily funded through national public funding, e.g. through the tax system;
- h) They have substantial operating independence from their national government. Such independence would include freedom to make scientific judgments about funding, independent of political interference; and
- i) They have a not-for-profit purpose.

For the purposes of membership in the Association, Europe is defined according to membership in the Council of Europe.

Members will be charged membership fees. In addition, new members may be charged an admission fee. They have the right to participate in the meetings of the General Assembly, to voice their opinion and to vote.

#### **Article 6 – Register of members**

A register containing an up-to-date list of all members shall be held at the registered office of the Association. The register will be considered as the only valid proof of membership, to the exclusion of any other form of document.

Members may have access to the register at the registered office of the Association. Certified extracts of the register can also be delivered to the members, upon written request to the Governing Board.

#### **Article 7 – Admission of members**

Any application for membership shall be sent to the Secretary General, with all necessary documentation evidencing that the applicant fulfils the membership criteria. The Secretary General shall submit the application to the Governing Board, which will examine whether or not the application meets the membership criteria. In case of the fulfillment of the membership criteria, the Governing Board will submit the application to the General Assembly.

The General Assembly shall take its decision with a majority of two-thirds (2/3) of the votes cast by the members present or represented. The decision of the General Assembly to admit or not the applicant shall be final and the General Assembly shall be under no obligation to justify its decision.





MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



#### **Article 8 – Representation of members**

Each member shall be represented by a duly authorized natural person, normally at their top decision-making level (e.g. president, secretary general, CEO, director general, etc.) designated by the member as its Representative.

The detailed provisions regarding the representation of members shall be determined in the Internal Regulations, if any.

#### **Article 9 – Resignation, suspension and exclusion of members**

Any member may resign from the Association at any time by giving twelve (12) months notice by registered letter addressed to the Secretary General. The resignation shall only come into force at the end of the twelfth month following the month during which the Secretary General has received the registered letter. The Secretary General informs the Governing Board of the resignation of the member. However, the resigning member will remain liable for its financial obligations vis-à-vis the Association until the end of the financial year in the course of which the resignation comes into effect.

A member which (i) ceases to satisfy the definition of the membership as set out in Article 5 of the Articles of Association, or (ii) is not duly or timely or fully complying with the Articles of Association, the Internal Regulations, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, despite a written warning from the Secretary General, having been sent with the approval of the Governing Board, or (iv) infringes the interests of the Association, or (v) is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly, on proposal of the Governing Board.

Before excluding a member, the Secretary General shall provide the Governing Board with the relevant details which may lead to the exclusion of the concerned member. After having verified the relevant details, the Governing Board shall decide whether or not to propose to the General Assembly to exclude the concerned member. Before excluding a member, the Secretary General shall provide the concerned member with the relevant details in writing via registered mail. The concerned member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned member and/or to send its remarks to the Secretary General via regular mail or via any other means of written communication (including e-mail), within sixty (60) calendar days after the date of the registered mail. The General Assembly may decide to exclude a member, provided that the concerned member is convened at the meeting and has received the possibility to defend its position during the meeting of the General





MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



Assembly and prior to the voting on the exclusion. The General Assembly shall take its decision to exclude a member with a majority of two-thirds (2/3) of the votes cast by the members present or represented. The decisions of the General Assembly regarding the exclusion of a member are final, sovereign and must not be motivated. All membership rights of the member concerned by the abovementioned exclusion procedure shall be suspended until the decision of the General Assembly.

A member which, in whatever way and for whatever reason, ceases to be a member of the Association shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees, up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a member of the Association in any manner, and (iv) upon decision of the Secretary General, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

A member which has resigned or has been excluded from the Association and wishes to re-join the Association as a member may be considered as an applicant to membership.

In case a member does not pay all its membership fees within the stated period, despite a written warning from the Secretary General, having been sent with the approval of the Governing Board, the Governing Board may decide to suspend all membership rights of the member concerned, until the concerned member pays all its membership fees.

### CHAPTER III – BODIES OF THE ASSOCIATION

#### Article 10 – Bodies of the Association

The bodies of the Association are:

- the General Assembly;
- the Governing Board;
- the President;
- if applicable, the Vice-Presidents;
- the Secretary General.

### CHAPTER IV – GENERAL ASSEMBLY

#### Article 11 – Composition and powers of the General Assembly

The General Assembly shall consist of all members. Third parties may be invited on proposal of the Governing Board to attend without voting rights one or more meeting(s) or part(s) of



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



meetings of the General Assembly. The General Assembly may decide to hold all or part(s) of its meeting(s) *in camera*, i.e. without the presence of third parties.

The decisions passed by a General Assembly shall be binding on all members, including those absent or those who refrained to vote or were dissenting.

The General Assembly shall have the powers specifically granted to it by Law or the Articles of Association. In particular, the General Assembly shall have the following powers:

- a) Providing high-level input to the Governing Board regarding the Association's strategy and important science policy issues;
- b) Approval of (i) the annual accounts, (ii) the annual report of the Governing Board, (iii) the annual budget, (iv) the membership fees, and, as the case may be, and (v) the additional contributions;
- c) Appointment, dismissal and granting of discharge of the Governing Board members;
- d) Appointment, dismissal and granting of discharge of the statutory auditor and determination of his/her/its remuneration;
- e) Admission and exclusion of members, upon proposal of the Governing Board;
- f) Adoption, amendment or revocation of the Internal Regulations;
- g) Amendments to the Articles of Association;
- h) Appointment and dismissal of the President, and if applicable, the Vice-Presidents; and
- i) Dissolution and liquidation of the Association.

#### **Article 12 – Meetings and notices of the General Assembly**

An Ordinary General Assembly shall take place at least once a year.

The meetings of the Ordinary General Assembly shall be called by the President, by a Vice-President, or at least two (2) Governing Board members.

Any member may send a request to the Secretary General for an item to be added to the agenda at the latest fourteen (14) calendar days before the date of a meeting of the General Assembly. If any additional item(s) is added to the agenda, the Secretary General shall inform the members of the addition of this/these new item(s) at the latest ten (10) calendar days before the date of the meeting of the General Assembly.

An Extraordinary General Assembly shall be called by the Governing Board, when the interests of the Association so require or at the written request of at least one quarter (1/4) of the members. Any request for an Extraordinary General Assembly shall state the items of the agenda to be considered by the Extraordinary General Assembly. If the request for an Extraordinary General Assembly is called by at least one quarter (1/4) of the members, any member may send a request to the Governing Board for an item to be added to the agenda at the latest fourteen (14) calendar days before the date of the meeting of the Extraordinary General Assembly. If any additional item is added to the agenda, the Secretary General shall inform the members of the addition of



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



this/these new item(s) at the latest ten (10) calendar days before the date of the meeting of the Extraordinary General Assembly. The Extraordinary General Assembly must reunite at the latest three (3) months as from the date of receipt of the request by the Governing Board.

The notice shall contain the place, date, hour and agenda of the meeting of the Ordinary or Extraordinary General Assembly and is sent to all members via regular mail, or via any other means of written communication (including e-mail) at least twenty (20) calendar days before the date of the meeting of the Ordinary or Extraordinary General Assembly by the Secretary General. As the case may be, the working documents are attached to the notice. The agenda is decided by the Governing Board, in consultation with the Secretary General.

The validity of the notice cannot be challenged if all members are present or validly represented at the Ordinary or Extraordinary General Assembly.

#### **Article 13 – Proxies**

Each member shall have the right via regular mail or via any other means of written communication (including e-mail), always with copy to the Secretary General via similar means, at least seven (7) calendar days before the date of the meeting of the General Assembly, to give a proxy to another member to be represented at a General Assembly meeting. No member may hold more than two (2) proxies.

Each member shall have the right via regular mail or via any other means of written communication (including e-mail), always with copy to the Secretary General via similar means, at least seven (7) calendar days before the date of the meeting of the General Assembly, to give a proxy to another member or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to the Articles of Association which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence and voting quorums stipulated in Article 33 of the Articles of Association. In that case, each member or third party may hold an unlimited number of proxies.

In the notice, the Governing Board may specify the form of the proxy and require that the proxy be returned to the registered office of the Association and addressed to the Secretary General at the latest seven (7) calendar days before the meeting of the General Assembly.

#### **Article 14 – Proceedings, quorums and votes of the General Assembly**

The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired, if applicable, by the oldest (in age) Vice-President. If the President and the oldest (in age) Vice-President are unable or unwilling to chair the General Assembly, the General Assembly shall be chaired, if applicable, by





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E INNOVACIÓN



the second Vice-President. If the President and the Vice-Presidents are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest (in age) Governing Board member present.

The Secretary General is the secretary of the meetings of the General Assembly. In his/her absence, the General Assembly appoints another person as secretary.

a) Presence quorum

An attendance list, indicating the member's name, shall be signed before each meeting of the General Assembly by each Representative.

Unless otherwise provided for in the Articles of Association, a General Assembly shall be validly constituted if at least half of the members is present or represented.

When this quorum is not reached, a new meeting of the General Assembly shall be convened no earlier than twenty (20) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall be entitled to take valid decisions, irrespective of the number of members present or represented.

b) Votes and voting quorum

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

Each member has one (1) vote. In matters related to the approval of the annual accounts, the annual budgets and the setting of membership fees, votes will be allocated to the members on the basis of the percentage contributions to the general budget in the current year. Each member will be allocated a number of votes equal to its percentage contribution, multiplied by ten, rounded to the nearest whole number. No member can have less than one (1) vote.

Unless otherwise provided for in the Articles of Association, the General Assembly takes its decisions as follows:

- When there are more than two (2) propositions, the decisions of the General Assembly shall be taken by a simple majority of the votes cast by the members present or represented (i.e. the proposition which obtain the highest number of votes is adopted);
- When there are only two (2) propositions, the decisions of the General Assembly shall be taken when one (1) proposition obtains a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members present or represented.

Abstentions, blank and invalid votes will not be counted in the total amount of votes cast by the members present or represented. In the event of a tie, the member whose Representative is the



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chairperson of the General Assembly shall have the decisive vote.

All votes will be taken by a show of hands, unless at least two (2) members request a secret and written ballot.

c) Meetings held via telephone, video or web conference

A duly convened meeting of the General Assembly shall be validly held even if some of the members are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow members to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members shall be deemed present.

Decisions taken by telephone, video or web conference are deemed to come into force on the date of the meeting of the General Assembly.

d) Written procedure

Except for (i) the amendment of the Articles of Association, and (ii) the dissolution and liquidation of the Association, and in exceptional cases and when the urgency of the matter so requires, the General Assembly may take decisions via written procedure.

For this purpose, the Secretary General, upon request of the Governing Board, shall send a letter, via regular mail or via any other means of written communication (including e-mail) to all members, mentioning the agenda and the propositions for the decisions to be taken with request to the members to approve the propositions and to send the letter back via regular mail or via any other means of written communication (including e-mail) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter. If the approval of at least half of all members regarding the items on the agenda and regarding the procedure in writing is not received 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 resolutions are deemed to come into force on the date mentioned on the letter sent to the members.

**Article 15 – Minutes of the General Assembly meetings**

The decisions taken by the General Assembly shall be recorded in minutes, which are sent out within fifteen (15) calendar days after the meeting of the General Assembly to each member. Subsequently, members have fifteen (15) calendar days to respond with proposals for amendments.



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DE CIENCIA  
E INNOVACIÓN



Once approved, the minutes shall be signed by the chairperson of the General Assembly and the Secretary General, and are kept in a register at the members' disposal at the registered office of the Association.

## CHAPTER V – GOVERNING BOARD

### Article 16 – Composition of the Governing Board

The Governing Board is composed of:

- a) Minimum three (3) Governing Board members (including the President), if the Association has ten (10) members or fewer; or
- b) Minimum nine (9) Governing Board members (including the President and the two (2) Vice-Presidents), if the Association has more than ten (10) members.

At the moment of appointment by the General Assembly, each Governing Board member shall be a representative of a member, at its top decision-making level (e.g. president, secretary general, CEO, director general, etc.).

The General Assembly shall endeavour to appoint a Governing Board as balanced and as representative as possible of the diversity of the members. The General Assembly shall also endeavour to appoint a Governing Board being as well balanced as possible in terms of gender.

The General Assembly shall appoint the Governing Board members. The term of office of the Governing Board members shall be two (2) years, unless specifically decided otherwise by the General Assembly, renewable twice. The mandate performed by a Governing Board member pursuant to Article 17, § 4 of the Articles of Association, shall not be taken into account for the computation of the number of terms of office.

A Governing Board member whose mandate has been renewed twice may only be re-elected for a new two (2) years term, renewable twice, after the expiration of a two (2) years period.

By derogation to the maximum double renewal of the term of office of a Governing Board member as provided for in the present paragraph, a Governing Board member being elected President pursuant to article 23, § 6 of the Articles of Association, can be reappointed as Governing Board member for a term equal to the remainder of the term of its office as President.

Unless specifically decided otherwise by the General Assembly, the term of office of the Governing Board members will come into effect at the end of the General Assembly having appointed them and will expire at the end of the General Assembly approving the annual accounts being held two (2) years later.

The office of Governing Board member is not remunerated.





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The detailed procedures for the appointment of Governing Board members shall be determined in the Internal Regulations, if any.

The appointments of Governing Board members shall be filed and published in accordance with the provisions of the Law.

#### **Article 17 – Dismissal, resignation and vacancy of Governing Board members**

The mandate of a Governing Board member terminates by expiry of his/her office as Governing Board member. The mandate of a Governing Board member terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a Governing Board member ceases to be employed by or is no longer otherwise linked to the member he/she is representing, or (iii) if the member the Governing Board member represents, for whatever reason, ceases to be a member, or (iv) if the member the Governing Board member represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the member the Governing Board member represents, has substantially modified its activities.

The General Assembly may dismiss the Governing Board members at all times. The decision of the General Assembly to dismiss a Governing Board member is final, sovereign and must not be motivated.

Any Governing Board member wishing to resign must send a written notice, via regular mail or via any other means of written communication (including e-mail) of his or her resignation to the Secretary General. Nonetheless, the resignation will only come into force on the date of the next Governing Board or the next General Assembly acknowledging his or her resignation.

If the mandate of a Governing Board member ceases before its term of office, for whatever reason, the Governing Board may freely appoint (by co-optation) a new Governing Board member for the remainder of the term, provided that the Governing Board member appointed (by co-optation) fulfils the criteria for the composition of the Governing Board of the replaced Governing Board member.

The dismissal and resignation of the Governing Board members will have to be published in accordance with the provisions of the Law.

#### **Article 18 – Powers of the Governing Board**

The Governing Board shall be vested with the power to undertake any act necessary or useful to achieve the purpose of the Association, except for those powers that the Law or the Articles of Association reserve to the General Assembly or to another body. The Governing Board shall act as a collegial body.



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The Governing Board shall in particular have the following powers:

- a) The transfer of the Association's registered office;
- b) The control that the activities and policies of the Association comply with the input provided by the General Assembly;
- c) The preparation and the submission of proposals regarding the long-term strategy of the Association to the General Assembly;
- d) Upon instruction of the General Assembly, the determination of the Association's strategies and policies;
- e) The general management and administration of the Association;
- f) The monitoring of the budget expenditures and the allocation of the budget;
- g) In cooperation with the Secretary General, the execution of the decisions of the General Assembly;
- h) The suspension of membership rights of members;
- i) The proposal to the General Assembly of the admission and exclusion of members;
- j) The appointment and revocation of the Secretary General;
- k) The delegation of tasks to Secretary General and the overseeing of it;
- l) The proposal of the amount of the membership fees to the General Assembly;
- m) The proposal of the amount of additional contributions to the General Assembly;
- n) Upon receipt of the draft annual accounts, the draft annual activity report and the draft annual programme and the draft annual budget from the Secretary General, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
- o) The adoption of propositions to be submitted to the General Assembly; and
- p) Upon proposal of the Secretary General, the decisions to establish, and determine the working and governance rules of, and delegate tasks to one or more committee(s), working group(s), and/or any similar bodies and the overseeing of this/these.

Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Governing Board shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the membership fees, and (iii) the activities of the Association.

At any time, the Governing Board may delegate specific powers for particular or specific purposes to one or more third parties or bodies, with or without sub-delegation powers to the legal extent possible.

#### **Article 19 – Meetings and Notices of the Governing Board meetings**

The Governing Board shall take place at least twice a year.



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The meetings of the Governing Board shall be called by the President or by at least two Governing Board members.

The notice shall contain the place, date, hour and agenda of the meeting of the Governing Board. It must be sent to all Governing Board members via regular mail or via any other means of written communication (including e-mail) at least fifteen (15) calendar days before the date of the meeting of the Governing Board, or two (2) calendar days in case of urgency. The agenda of the meetings of the Governing Board shall be prepared by the Secretary General and adopted by the President. As the case may be, the workings documents are attached to the notice.

The validity of the notice cannot be challenged if all Governing Board members are present or validly represented.

The President may invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Governing Board.

#### **Article 20 – Proxies**

Each Governing Board member shall have the right, via regular mail or via any other means of written communication (including e-mail), to give a proxy to another Governing Board member to be represented at a Governing Board meeting.

No Governing Board member may hold more than two (2) proxies. The proxies must be sent via regular mail or via any other means of written communication (including e-mail) to the Secretary General at least three (3) calendar days before the date of the Governing Board meeting.

#### **Article 21 – Proceedings, quorums and votes of the Governing Board**

The Governing Board shall be chaired by the President. If the President is unable or unwilling to chair the Governing Board, the Governing Board shall be chaired, if applicable, by the oldest (in age) Vice-President. If the President and the oldest (in age) Vice-President are unable or unwilling to chair the Governing Board, the Governing Board shall be chaired, if applicable, by the second Vice-President. If the President and the Vice-Presidents are all unable or unwilling to chair the Governing Board, the Governing Board shall be chaired by the oldest (in age) Governing Board member present.

##### **a) Presence Quorum**

The Governing Board shall be validly constituted if at least half of the Governing Board members is present or represented.





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When this quorum is not reached, a new meeting of the Governing Board shall be convened no earlier than seven calendar days after the first meeting. The second meeting of the Governing Board shall be entitled to take valid decisions, irrespective the number of Governing Board members present or represented.

b) Votes and voting quorum

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

Each Governing Board member has one (1) vote.

Unless otherwise provided for in the Articles of Association, the Governing Board takes its decisions as follows:

- When there are more than two (2) propositions, the decisions of the Governing Board shall be taken by a simple majority of the votes cast by the Governing Board members present or represented (i.e. the proposition which obtain the highest number of votes is adopted);
- When there are only two (2) propositions, the decisions of the Governing Board shall be taken when one (1) proposition obtains a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Governing Board members present or represented.

Abstentions, blank and invalid votes will not be counted in the total amount of votes cast by the Governing Board members present or represented. In the event of a tie vote, the chairperson of the Governing Board meeting, has a casting vote.

All votes will be taken by a show of hands, unless at least two (2) Governing Board members request a secret and written ballot.

c) Meetings held via telephone, video or web conference

A duly convened meeting of the Governing Board shall be validly held even if all or some of the Governing Board members are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow members to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the Governing Board members shall be deemed present.

Decisions taken by telephone, video or web conference are deemed to come into force on the date of the meeting of the Governing Board.

d) Written procedure



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When the urgency of the matter requires, the Governing Board may take decisions via written procedure.

For this purpose, the Secretary General, upon request of the President, shall send a letter, via regular mail or via any other means of written communication (including e-mail) to all Governing Board members, mentioning the agenda and the propositions for the decisions to be taken, with request to the Governing Board members to approve the propositions and to send the letter back via regular mail or via any other means of written communication (including e-mail) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

If the approval of at least half of all Governing Board members regarding the items on the agenda and regarding the procedure in writing is not received 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 resolutions are deemed to come into force on the date mentioned on the letter sent to the Governing Board members.

#### **Article 22 – Minutes of the Governing Board meetings**

The decisions taken by the Governing Board shall be recorded in minutes, which are sent out within fifteen (15) calendar days after the meeting of the Governing Board to each Governing Board member. Subsequently, Governing Board members have fifteen (15) calendar days to respond with proposals for amendments.

Once approved, the minutes shall be signed by the President and the Secretary General, and are kept in a register at the Governing Board members' disposal at the registered office of the Association.

### **CHAPTER VI – PRESIDENCY AND VICE-PRESIDENCY**

#### **Article 23 – Appointment and function of the President and Vice-presidents**

The General Assembly shall appoint a President and, if the Association has more than ten (10) members, two (2) Vice-Presidents, among the Governing Board members.

The President, and, if applicable, the Vice-Presidents shall be three (3) distinct Governing Board members. Either the President or, if applicable, one of the Vice-Presidents should be a Representative from a member being a research-performing organisation. Either the President or one of the Vice-Presidents should be a Representative from a member being a research-funding organisation. The term of office of the President, and if applicable, Vice-President, shall be two



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(2) years, unless specifically decided otherwise by the General Assembly. Their mandate shall be non-remunerated.

The mandate of the President, and, if applicable, the Vice-President(s), terminates by expiry of the term of their office or, as of right and with immediate effect, by expiry of their membership of the Governing Board.

The General Assembly may further revoke the President as President, and, if applicable, the Vice-Presidents as Vice-Presidents, at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the President, and, if applicable, the Vice-President concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and before the voting on the revocation. The concerned President, and, if applicable, Vice-President shall not participate, in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

The President, and, if applicable, the Vice-Presidents are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Governing Board. In case of the end of the mandate of the President, or, if applicable, the Vice-Presidents for whatever reason, except the cases of automatic termination of the membership of the Governing Board, or revocation, the President, or, if applicable, the Vice-President(s) as the case may be shall continue performing the duties of his/her office until the Governing Board has provided in his/her replacement within ninety (90) calendar days.

If the office of the President ceases before its term of office, for whatever reason, the Governing Board may appoint (by co-optation) one of the Vice-Presidents (if applicable) as new President for the remainder of the term, provided that the President appointed (by co-optation) fulfils the criteria as set forth under the present Article. If one of the offices of Vice-President ceases before its term of office, for whatever reason, the Governing Board may freely appoint (by co-optation) a new Vice-President amongst the Governing Board members for the remainder of the term, provided that the Vice-President appointed (by co-optation) fulfils the criteria as set forth under the present Article. The appointment (by co-optation) by the Governing Board of a President and Vice-Presidents shall be submitted for approval at the next meeting of the General Assembly

In case of termination of the mandate of the President, or, if applicable, the Vice-Presidents for whatever reason, the President, or, if applicable, the Vice-Presidents as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law provisions, if applicable.

#### **Article 24 – Powers of the President and the Vice-Presidents**





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The President shall have the powers specifically granted to him/her by the Articles of Association. In particular, the President shall have the following powers:

- a) Convene the meetings of Ordinary General Assembly and the meetings of the Governing Board;
- b) Chair the meetings of the General Assembly and the meetings of the Governing Board;
- c) Request the use of the written procedure within the General Assembly.

The Vice-Presidents shall have the powers specifically granted to for them by the Articles of Association. As a general rule, the oldest (in age) Vice-President shall replace the President in his/her absence. If the oldest (in age) Vice-President is unable or unwilling to replace the President, the second Vice-President shall replace the President in his/her absence. If the Vice-Presidents are unable or unwilling to replace the President, the oldest (in age) Governing Board member shall replace the President.

#### CHAPTER VII – SECRETARY GENERAL AND THE OFFICE

##### Article 25 – Appointment and function of the Secretary General

The Governing Board shall appoint a natural person, not being a member's representative, as Secretary General. His/her/its office may be remunerated. The Association shall cover all reasonable expenses exposed by the Secretary General.

The Secretary General's term of office will be of a fixed term determined by the Governing Board.

The appointment and termination of the office of Secretary General shall be filed and published in accordance with the provisions of the Law.

The mandate of the Secretary General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Secretary General is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

Unless otherwise agreed, the Governing Board may revoke the Secretary General at any time and possibly with immediate effect, without (i) having to justify its decision, (ii) any compensation or cost becoming due by the Association, and (iii) without prejudice to the mandatory labor law provisions, if applicable.

The Secretary General is free to resign from his/her/its office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, his/her/its resignation to the Governing Board, without prejudice to the mandatory labor law provisions, if applicable.



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E INNOVACIÓN



In case of the end of the mandate of the Secretary General for whatever reason, the Secretary General shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law provisions, if applicable.

The Secretary General shall be a permanent observer in the General Assembly, the Governing Board, and committee(s), working group(s), and/or any similar bodies, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies must simultaneously be notified to the Secretary General.

#### **Article 26 – Powers of the Secretary General**

The Secretary General shall have the powers specifically granted to him/her/it by the Articles of Association and the powers specifically delegated to him/her/it by the Governing Board.

The Secretary General shall lead the office, implement the strategy of the association and execute the daily management of the Association.

Detailed provisions regarding the powers of the Secretary General shall be provided in the Internal Regulations, if any.

The Secretary General shall always act under the responsibility of the Governing Board and within the approved budget. The Secretary General shall report, periodically and/or at the request of the Governing Board, to the Board on his/her/its actions and activities regarding the daily management of the Association, any other powers which have been delegated to him/her/it by the Governing Board and the activities of the Office.

The Office works under the authority of the Secretary General. The role of the Office is to provide management and administrative support to the Association's activities. This includes identify and facilitate activities to increase the collective influence and visibility of the Association, provide input into and coordinate the development of the Association's strategy and policy and coordinate the work programmes of committee(s), working group(s), and/or any similar bodies established by the Governing Board.

The Office shall provide secretarial and project management services to the General Assembly and the Governing Board. The Office is funded through the budget of the Association.

### **CHAPTER VIII – EXTERNAL REPRESENTATION OF THE ASSOCIATION**

#### **Article 27 – External representation of the Association**



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The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone or by two (2) Governing Board members, acting jointly.

Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Secretary General, acting alone.

None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Governing Board, the President acting alone, or two (2) Governing Board members, acting jointly, or, within the framework of daily management, by the Secretary General, acting alone.

#### **CHAPTER IX – FINANCIAL YEAR – ANNUAL ACCOUNTS – BUDGET – AUDIT – FINANCING**

##### **Article 28 – Financial year, annual accounts and annual budget**

The financial year shall coincide with the calendar year.

The Secretary General shall establish each year the draft annual accounts of the past financial year, the draft annual activity report for the past financial year, the draft annual budget for the next financial year, and the draft annual programme for the next financial year, in order to be submitted to the Governing Board. The annual budget shall present the ordinary and extraordinary income and expenses for the following financial year.

The Governing Board finalizes the draft annual accounts, the draft annual budget, the draft annual activity report and the draft annual programme and submits them within six (6) months following the end of the financial year, to the approval of the General Assembly.

After the approval of the annual accounts, the General Assembly shall take a special vote on the release from liability of the Governing Board members, and, as the case may be, the Secretary General and the statutory auditor.

##### **Article 29 – Audit**

To the extent required by law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the Belgian law or the Articles of Association, shall be entrusted to one or several statutory auditors (*commissaires/commissarissen*), appointed by the General Assembly in accordance with the



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E INNOVACIÓN



Belgian law among the members of the Institute of Auditors (*Institut des Réviseurs d'Entreprises/ Instituut der Bedrijfsrevisoren*).

In the case that the Law does not require the appointment of a statutory auditor, the Association may appoint one or more external accountants.

The statutory auditors (*commissaires/commissarissen*) shall establish an annual report that shall be presented to the General Assembly.

#### **Article 30: Financing and membership fees**

The Association shall secure its financing by:

- a) the payment of membership fees, in accordance with the rules laid down in the Internal Regulations;
- b) as the case may be, the payment of an admission fee for new members;
- c) any other form of authorized financial resource that are compliant with the not-for-profit purpose of the Association.

Each member shall pay membership fees per year, as proposed by the Governing Board and decided by the General Assembly. Each year, the amount of membership fees and the calculation method of the membership fees for each member shall be proposed by the Governing Board and decided by the General Assembly.

The General Assembly may decide to apply membership fees deduction to certain members, provided that these members pay at least the minimum membership fees as determined by the General Assembly, upon proposal of the Governing Board.

Members joining the Association may pay an admission fees.

In addition to membership fees, members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Governing Board to the General Assembly for approval.

The Secretary General shall inform each member in writing of the amount of membership fees that are owed. These membership fees shall be payable within the thirty (30) days that follow this written notification. Should payment not be made within this period, interests are automatically applied at the Belgian legal rate with prior written notice sent via regular mail or any other means of written communication (including e-mail).

#### **CHAPTER X – INTERNAL REGULATIONS**





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#### **Article 31 – Internal regulations**

If any, upon proposal of the Governing Board, the General Assembly may adopt, amend and revoke the Internal Regulations of the Association. The Internal Regulations regulate the functioning of the Association and its bodies in general.

In the event there is a conflict between the Articles of Association and the Internal Regulations, if any, internal procedures, or any other kind of rules of the Association, the Articles of Association shall prevail.

#### **CHAPTER XI – LIMITED LIABILITY**

##### **Article 32 – Limited liability**

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

The Governing Board members and the Secretary General will not be personally liable for the commitments of the Association. They are only liable for the performance of their function and the misconduct in their management.

#### **CHAPTER XII – AMENDMENTS TO THE ARTICLES OF ASSOCIATION, DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION**

##### **Article 33 – Amendments to the Articles of Association, dissolution and liquidation of the Association**

The General Assembly may amend the Articles of Association as well as dissolve and liquidate the Association. Any proposal to amend the Articles of Association or to dissolve the Association shall only be valid when it is proposed to the General Assembly, either by the Governing Board or by at least fifty percent (50%) of the members.

The proposed amendments to the Articles of Association must be attached to the convening the meeting.

The General Assembly can validly decide on amendments to the Articles of Association or on the dissolution of the Association only if at least half of the members are present or represented.

When this quorum is not reached, a new meeting of the General Assembly shall be convened no earlier than twenty (20) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall be entitled to take valid decisions, irrespective of the number of members present or represented.



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E INNOVACIÓN



Decisions regarding amendments to the Articles of Association or the dissolution of the Association shall be taken with a majority of two-thirds (2/3) of the votes cast by the members present or represented. To the extent required by the Law, any decision related to the amendments of the Articles of Association shall be submitted to the Belgian Ministry of Justice and published in the Annexes of the *Moniteur belge*.

In the event that the Association is dissolved, the General Assembly shall decide by a two-thirds (2/3) majority of the votes cast by the members present or represented on (i) the appointment, powers and remuneration of the liquidators, (ii) the methods and procedures for the liquidation of the Association and (iii) the destination to be given to the net assets of the Association. The net assets of the Association will have to be allocated to a non-profit purpose.

#### CHAPTER XIII – FINAL PROVISIONS

##### Article 34 – Language

The Articles of Association shall be written in the French and English languages. The French version is the official version of the Articles of Association and shall take precedence.

English shall be the working language of the Association.

##### Article 35 – Applicable law

Anything that is not expressly covered in the Articles of Association shall be governed by Belgian law.

##### Article 36 – Competent courts

Any dispute in connection with the Articles of Association, its Internal Regulations or any decision of one of its bodies, shall be governed by Belgian law and shall be submitted to the Courts of Brussels.

#### CHAPTER XIV – TRANSITIONAL PROVISION

##### Article 37 – Transitional provision

By derogation from the Articles of Association and Internal Regulations, the President who was in office, according to the previous statutes and rules of procedure based on a decision of the





MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



General Assembly at its meeting on May 20, 2014 , shall remain in office and be a member of the Governing Board for the term as decided by the General Assembly during its meeting of May 20, 2014, i.e. until and including November 30, 2017.



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



## DOCUMENTO 2



### Extract from Internal Regulations

#### Budget Approval and Calculation of Membership Fees

##### Section 1: Budget Preparation and Approval

1. A budget proposal for the following year will be prepared by the Secretary-general, discussed with the Finance Committee, and presented to the Governing Board at its autumn meeting.
2. After discussion and approval by a simple majority vote by the Governing Board, the budget proposal will be presented to the General Assembly for approval at its autumn meeting (normally in November). The General Assembly will vote to approve the budget on the basis of a simple majority of vote weighted according to membership fees, as specified in Article 14(b) of the AoA.
3. Following approval of the budget, the Secretary-general will inform member organisations of their required contributions by no later than the 15<sup>th</sup> December. Payment of membership fees will be required by 31<sup>st</sup> March of the following year.

##### Section 2: Calculation of Membership Fees

4. Each organisation's membership fee will be calculated as the percentage of the Science Europe budget that is equal to the percentage of its research budget with respect to the total of all member organisations, as per the agreed methodology described below.
5. Fees will be based on MO research budgets, as per the agreed criteria and with flat-rate reduction for eligible deductions over a set limit.
6. As a minimum fee, no MO will pay less than one tenth of the 'average' fee (calculated as the mean fee per MO for the proposed budget), which ensures a minimum level of engagement and commitment.
7. An upper limit (cap) will apply, meaning that no MO will pay more than 10% of the total Science Europe budget. If the budget of an MO would lead to a percentage above this, it will be capped at 10% and the budget re-distributed across Member Organisations accordingly (with the exception of those paying the agreed minimum contribution, which is fixed).
8. The Science Europe Office will issue a request to Member Organisation for provision of research budget data at regular intervals (at least every 3 years). The research budget figures collected from Member Organisation for calculation of the fees should be as follows:
  - Research budget is to be defined as the total revenue of the organisation.
  - The figure to be communicated is the total revenue shown in the final accounts for the previous year (or the last year for which audited and publicly-available accounts are available).



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



In cases where a member organisation is not in position to provide audited accounts due to its decentralised nature or the specific financing and operational mechanisms applicable to them, the member should provide the revenue or budget allocation for the previous year (or for the last year for which such data is available) as evidenced by publicly available or official documentation ;

- Each MO must provide a copy (or a link to a copy) to a published document that provides this information. In cases where a member organisation is not in position to provide published or publicly available documentation due to its decentralised nature or the specific financing and operational mechanisms applicable to them, the member should provide official documentation to evidence the data reported;
- Each MO must indicate where in the evidence document(s) the total revenue declared can be found;
- The amount declared must be the total for the whole organisation, without deductions;
- Administration costs must be included in this total; and
- The totals provided will be used as a basis to determine the fees for each MO.
- When currency conversion is applicable, the European Central Bank exchange rate applicable is that of 31 December of the year preceding the data collection.

9. If a MO believes that a significant amount (more than 15%) of its budget falls into one or more of the following categories it may be eligible for a flat-rate deduction from the total. The MO should prove that at least 15% is deductible by providing an annotated copy of the accounts with the relevant items clearly indicated and explained in English.

If there is evidence that these elements do indeed exceed 15%, then the 'total' for the organisation will be reduced by 15% for the purpose of inputting information to the fees calculation.

**The categories of deductions are:**

- Income/expenditure related to private sector contracts;
- Large subscriptions to facilities (national or international) where the MO has no decision-making power regarding what is spent, and other money that is purely 'in transit' for state functions; Educational programmes (below post-graduate level); and
- Other: this category should only be used in exceptional cases where a MO believes that there are other items that could be potentially deductible. These should be items that are not research-related, and/or not publicly-funded, and/or do not form part of the budget that the organisation directly controls.



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



10. The Office will check the financial information provided and liaise with the MO if further explanation is required. The data will then be submitted to the Finance Committee which will:

- review the collected budget data and supporting evidence
- consider and validate deductions declared under the following categories
  - Income/expenditure related to private sector contracts;
  - Large subscriptions to facilities (national or international)
  - Educational programmes (below post-graduate level).
  - Other
- agree where 15% deductions are allowable.
- validate the data to be used for each MO for the purpose of calculating the membership fees.

11. Additional rules in case of merger of member organisations

In case of merger of member organisations that will lead the resulting new member to reach the 10% cap (as foreseen under point 7 above) and therefore impact the distribution of membership fees between members in a way that would decrease the fees share for the merging members and increase the fees share for all other members, the following mitigating mechanism will apply:

- a) The calculation of membership fees in the post-merger situation will be done based on the aggregated research budgets of the merging organisations as described under point 8 above.
- b) The membership fees of the new member will be calculated taking into account
  - the fees paid by the merging organisations pre-merger
  - the fees applicable to the new member post-merger
  - a phased decrease mechanism as described below
- c) Phased decrease mechanism:
  - The reference for the pre-merger situation is the aggregated fees due by the merging organisations in the pre-merger situation (referred to as 1 January of Year 0).
  - The reference point for the post-merger situation (referred to as 1 January of Year 1) is the fees that will be due based on the Science Europe capped budget applicable in Year 0. In cases where the maximum cap applies in the post-merger situation, the fees due will be calculated taking into account the applicable maximum cap of 10 % in relation to the Science Europe capped budget in Year 0.
  - The phased decrease in membership fees will be calculated based on the difference between the pre-merger and post-merger fees (see table below). The decrease will





MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



entail a percentage decrease based on this difference in a way that will gradually decrease the fees due by the new member to the level it should pay post-merger as follows:

Calculation of amount difference pre- and post-merger	
Pre-merger Fees	A (in euro)
Post-merger fees	B (in euro)
Amount difference	$C = A - B$ (in euro)

	Pre-merger	Post-merger			
	Year 0	Year 1	Year 2	Year 3	Year 4
Percentage decrease	NA	30% of C	30% of C	30% of C	Maximum capped fees applicable that year

- In any case, should an increase in SE's budget before year 4 mean that the new organisation would pay – due to the phased reduction mechanism – less than the fee they should pay following the standard methodology, then the standard methodology applies.

**12. Transitional provision:** Section 2 - paragraph 7 of the Internal Regulations provides that the maximum cap is set at 10%. By derogation to this given that the maximum cap was set to 8% until 2018, the maximum cap applicable to member organisations (as applied in 2018) will gradually increase to 10% from 2019 to 2022 as follow:

- 2019: maximum cap 8.5%
- 2020: maximum cap 9%
- 2021: maximum cap 9.5%
- 2022: maximum cap 10%

As of 2022, only the maximum cap of 10% will apply.



MINISTERIO  
DE CIENCIA  
E INNOVACIÓN



DOCUMENTO 3

					2022 membership fees estimates							
	Country	MO	2021 fees (Using the 500K surplus from previous year)	2021 Fees (If the surplus hadn't been used)	2022 25% Discount for new members and reduced max CAP	% contribution to budget	Country	MO	2022 25% Discount for new members and reduced max CAP and approval of new Member (SFRS)	% contribution to budget	2023 fees estimates	2023 % contribution to budget
	Country	MO			Fees		Country	MO	Fees		Fees	
1	Austria	FWF	€ 31.303,45	€ 35.165,84	€ 38.581,99	2,15%	Austria	FWF	€ 38.514,24	2,14%	€ 47.728,84	2,13%
2	Belgium	FNRS	€ 22.230,82	€ 26.826,67	€ 27.399,84	1,53%	Belgium	FNRS	€ 27.351,72	1,52%	€ 33.895,67	1,51%
3	Belgium	FWO	€ 42.610,78	€ 54.182,59	€ 52.518,46	2,92%	Belgium	FWO	€ 52.426,23	2,92%	€ 64.969,30	2,90%
4	Bulgaria	BAS	€ 11.200,56	€ 10.074,60	€ 13.804,87	0,77%	Bulgaria	BAS	€ 13.780,63	0,77%	€ 17.077,67	0,76%
5	Croatia	HRZZ	€ 4.622,86	€ 6.011,75	€ 5.179,15	0,29%	Croatia	HRZZ	€ 5.047,29	0,28%	€ 6.017,43	0,27%
6	Czech Repub	GACR	€ 20.109,02	€ 24.483,86	€ 24.784,69	1,38%	Czech Rep	GACR	€ 24.741,17	1,38%	€ 30.660,54	1,37%
7	Denmark	DG	€ 4.622,86	€ 8.914,73	€ 5.179,15	0,29%	Denmark	DG	€ 5.047,29	0,28%	€ 6.017,43	0,27%
8	Denmark	DCIR_DFF	€ 19.827,32	€ 21.138,05	€ 24.437,49	1,36%	Denmark	DCIR_DFF	€ 24.394,58	1,36%	€ 30.231,02	1,35%
9	Estonia	ETAg	€ 4.622,86	€ 6.011,75	€ 5.179,15	0,29%	Estonia	ETAg	€ 5.047,29	0,28%	€ 6.017,43	0,27%
10	Finland	AKA	€ 47.661,12	€ 61.859,36	€ 58.743,09	3,27%	Finland	AKA	€ 58.639,93	3,27%	€ 72.669,64	3,24%
11	France	ANR	€ 93.306,46	€ 121.432,02	€ 115.001,69	6,40%	France	ANR	€ 114.799,74	6,39%	€ 142.265,78	6,34%
12	Germany	DFG	€ 158.101,75	€ 205.601,75	€ 179.586,85	10,00%	Germany	DFG	€ 179.586,85	10,00%	€ 224.324,04	10,00%
	Germany	MPG	€ 158.101,75	€ 205.601,75								
13	Hungary	ELKH			€ 3.851,48	0,21%	Hungary	ELKH	€ 3.750,13	0,21%	€ 6.017,43	0,27%
14	Iceland	RANNIS	€ 10.084,84	€ 10.735,46	€ 12.429,72	0,69%	Iceland	RANNIS	€ 12.407,90	0,69%	€ 15.376,51	0,69%
15	Ireland	HRB	€ 4.622,86	€ 6.011,75	€ 5.179,15	0,29%	Ireland	HRB	€ 5.047,29	0,28%	€ 6.017,43	0,27%
16	Ireland	IRC	€ 4.622,86	€ 6.011,75	€ 5.179,15	0,29%	Ireland	IRC	€ 5.047,29	0,28%	€ 6.017,43	0,27%
17	Ireland	SFI	€ 24.953,33	€ 32.745,65	€ 30.755,38	1,71%	Ireland	SFI	€ 30.701,37	1,71%	€ 38.046,72	1,70%
18	Italy	INFN	€ 43.733,88	€ 56.856,61	€ 53.902,70	3,00%	Italy	INFN	€ 53.808,05	3,00%	€ 66.681,71	2,97%
19	Latvia	LZP	€ 4.622,86	€ 6.011,75	€ 5.179,15	0,29%	Latvia	LZP	€ 5.047,29	0,28%	€ 6.017,43	0,27%
20	Lithuania	LMT	€ 4.622,86	€ 6.011,75	€ 5.179,15	0,29%	Lithuania	LMT	€ 5.047,29	0,28%	€ 6.017,43	0,27%
21	Luxembourg	FNR	€ 4.622,86	€ 14.636,02	€ 9.927,39	0,55%	Luxembor	FNR	€ 9.909,96	0,55%	€ 12.280,93	0,55%
22	Netherlands	NWO	€ 139.187,15	€ 153.986,20	€ 171.550,36	9,55%	Netherlan	NWO	€ 171.249,12	9,54%	€ 212.220,76	9,46%
23	Norway	RCN	€ 106.724,14	€ 154.872,25	€ 131.539,19	7,32%	Norway	RCN	€ 131.308,20	7,31%	€ 162.723,92	7,25%
24	Poland	NCN	€ 34.793,01	€ 38.896,11	€ 42.882,93	2,39%	Poland	NCN	€ 42.807,63	2,38%	€ 53.049,43	2,36%
25	Poland	FNP	€ 4.622,86	€ 6.011,75	€ 5.179,15	0,29%	Poland	FNP	€ 5.047,29	0,28%	€ 6.017,43	0,27%
26	Portugal	FCT	€ 59.310,75	€ 84.635,17	€ 73.101,43	4,07%	Portugal	FCT	€ 72.973,06	4,06%	€ 90.431,99	4,03%
27	Romania	UEFISCDI	€ 10.554,31	€ 15.936,55	€ 13.008,35	0,72%	Romania	UEFISCDI	€ 12.985,51	0,72%	€ 16.092,32	0,72%
	Serbia	SFRS					Serbia	SFRS	€ 3.750,13	0,21%	€ 6.017,43	0,27%
28	Slovakia	APVV/SRD	€ 4.622,86	€ 6.011,75	€ 5.179,15	0,29%	Slovakia	APVV/SRD	€ 5.047,29	0,28%	€ 6.017,43	0,27%
29	Slovenia	ARRS	€ 22.028,07	€ 24.864,04	€ 27.149,94	1,51%	Slovenia	ARRS	€ 27.102,27	1,51%	€ 33.586,53	1,50%
30	Spain	CSIC	€ 81.986,32	€ 93.661,15	€ 101.049,44	5,63%	Spain	CSIC	€ 100.871,99	5,62%	€ 125.005,79	5,57%
31	Spain	AEI	€ 68.721,50	€ 108.568,73	€ 84.700,33	4,72%	Spain	AEI	€ 84.551,60	4,71%	€ 104.780,71	4,67%
32	Spain	ISCIII	€ 0,00	€ 0,00	€ 31.723,17	1,77%	Spain	ISCIII	€ 31.639,61	1,76%	€ 52.771,91	2,35%
33	Sweden	VR	€ 72.857,19	€ 102.429,34	€ 89.797,64	5,00%	Sweden	VR	€ 89.639,95	4,99%	€ 111.086,46	4,95%
34	Sweden	FORMAS	€ 18.536,35	€ 23.284,27	€ 22.846,34	1,27%	Sweden	FORMAS	€ 22.806,22	1,27%	€ 28.262,65	1,26%
35	Sweden	FORTE	€ 8.861,25	€ 10.288,40	€ 10.921,64	0,61%	Sweden	FORTE	€ 10.902,46	0,61%	€ 13.510,89	0,60%
36	Switzerland	SNSF	€ 100.341,89	€ 156.084,49	€ 123.672,97	6,89%	Switzerla	SNSF	€ 123.455,80	6,87%	€ 152.992,81	6,82%
37	UK	UK RI	€ 210.873,35	€ 258.373,35	€ 179.586,85	10,00%	UK	UK RI	€ 179.586,85	10,00%	€ 224.324,04	10,00%
			€ 1.664.228,98	€ 2.164.228,98	€ 1.795.868,52	100,00%			€ 1.795.868,52	100,00%	€ 2.243.240,37	100,00%