



## **NEREUS STATUTES**

(as amended on 25.11.2020)

### **TITLE I – NAME, HEADQUARTERS, AIMS AND DURATION**

#### **Article 1: Name**

The Association is an International non-profit making Association (AISBL) hereby named as Network of European Regions Using Space Technologies (NEREUS), hereafter referred to as "the association" or "NEREUS".

The name must always follow or precede the description "International non-profit making Association" or the acronym AISBL.

The association is registered under the applicable provisions of the companies and associations Code.

#### **Article 2: Headquarters**

The office of the Association is located on the territory of the Brussels Capital Region

The Association's registered office can be transferred to any address within the Brussels Capital region only by a decision of the Management Board. The Association's registered office can be transferred to another address within Belgium borders only by a decision of the General Assembly on a qualified majority of full members present or represented, as well as to establish permanent or temporary detached headquarters in Belgium or abroad. Any modification of the legal seat must be published in the annexes of the Belgian Official Journal within one month of the decision.

#### **Article 3: Aims**

The non-profit aims with an international utility of the Association / NEREUS are as follows:

1. To introduce the regional level into the elaboration and development of European space programmes and activities linked to infrastructures and applications.
2. To promote and implement partnerships, to foster trans-national and cross-border cooperative schemes between European regions, in order to develop common or complementary assets and approaches, including preparation of recommendations for common projects and initiatives.
3. To fulfil and sustain end users' needs from the space services, provided by the European Union programmes.
4. To ensure that space services are used across all European Regions as to ensure a balanced development of the European Union and allow full exploitation of its space technologies potential.
5. To support a better promotion of the European space dimension in the globalised economy.

6. To increase the citizens' participation in the European policy construction and development of space services markets.

In order to achieve its objectives, NEREUS could carry out actions such as, but not limited to:

1. Gathering information on the available sources of financing in Europe, both public (European Structural Funds, UE Framework programmes, etc) and private, in order to allow NEREUS members to plan and develop projects on space technologies.
2. Identifying European opportunities of financing to support and sustaining networking activities of the Association when necessary.
3. Organising conventions, study seminars and educational activities for the benefit of the Association's members.
4. Promoting and educating users (public and private) on the potential and benefits of space applications.
5. Carrying out activities such as identifying end users, mapping common issues and needs, discussing challenges related to space applications common amongst European regions, identifying common ground with regard to users' demands.
6. Specifying or supervising scientific studies, plans and updates in order to enhance the dissemination of knowledge on space technologies.
7. Expressing opinions of NEREUS' regions on European community legislation and publications of common interest; especially where the aims of NEREUS are impacted upon.

The Association will undertake more general actions in order to directly realise and fulfil NEREUS' aims.

#### **Article 4: Duration**

The Association shall be set up for an undetermined period. It may be dissolved at any time by a decision of its General Assembly, following the conditions required for changing the Statutes, as laid down in articles 24 and 25.

### **TITLE II - MEMBERS**

#### **Article 5: Member categories**

The Association comprises two member categories: full members and associate members.

The number of full members must be a minimum of three.

The rights and obligations of the different categories of members are determined by the current Statutes.

The initial members are the founding members.

### **1. Full membership**

Full members are regions or territorial entities, herewith formally acknowledged as "regions", from EU member states with a measure of autonomy existing on the next level below the state level and endowed with an independent political representation.

In the case where regions, as defined in this Article, do not exist, public institutions representing territorial area comparable to "regions" can be considered as a full member. It is possible that in certain situations, national authority may be considered as a full member. In any case a formal approval of the Management Board will be needed.

Full members have the right to vote at General Assembly meetings and may be elected to the Management Board via their representatives.

### **2. Associate membership**

Associate members are local authorities (other than regions), companies, corporations, associations, foundations, banks, universities, firms, private actors, stakeholders, other networks, etc. as long as they have competence, knowledge and interests concurrent with the Association's aims.

Any institution or company (profit or non-profit) wishing to participate to the activities of the NEREUS AISBL for their own interest and not on behalf of the regional power must request its adhesion as an associate member.

Associate members are allowed:

- To participate in all working group meetings.
- To take part in General Assembly meetings in a non-voting capacity.

The acquisition of membership implies the acceptance of the legal Statutes approved by the Association and the payment of annual subscription fees.

### **Article 6: Eligibility and Member's admission**

The admission as full member or associate member should be requested by a formal letter to the Management Board. The written application must be made on the standard application form and be accompanied by a letter explaining the rationale for the request to join the Association.

The General Assembly decides without appeal on proposal of the Management Board on the admission of the new members by a majority of two thirds of the full members of the General Assembly present or represented.

The General Assembly does not have to give a reason for its decision.

The Management Board is authorised to allow a provisional membership until the next General Assembly decides definitely.

### **Article 7: Annual membership fee**

Both full and associate members of the Association will be required to pay an annual subscription fee.

The amount of this fee will be proposed by the Management Board and formally approved by the General Assembly.

The annual subscription fee will be fixed in the internal rules of the Association, but the maximum of annual subscription shall not exceed 10,000 EUR, unless otherwise decided by the General Assembly on a qualified majority vote of the two-third of the full members present or represented.

A member who has not paid its subscription fee will automatically be invited to leave the Association.

### **Article 8: Termination of membership**

All members are free to terminate their membership of the Association at any time. Any resignation must be made known to the Management Board via the Secretariat by means of a registered letter. Termination of membership will come into force only after a period of 6 months from the date of reception of the registered letter.

The exclusion of a member may only be decided upon by the General Assembly by a majority of two thirds of the members present or represented.

The Management Board may until a formal decision of the General Assembly suspend any member guilty of serious infringement(s) of the Statutes.

When leaving the Association members have no right on the Association's patrimony.

### **Article 9: Liability of Members**

Full or associate members are in no way responsible or liable for the obligations of the Association. Their liability is limited to the payment of their membership fees and to the respect of the Statutes.

Members of the Management Board and persons entrusted with the daily management of the Association will not be personally liable for the obligations of the Association. Their liability is limited to the proper performance of their function.

## **TITLE III – GENERAL ASSEMBLY**

### **Article 10: Composition**

The General Assembly consists of all members of the Association (full and associate) and is chaired by the President of the Management Board.

Each member has only one vote expressed by a representative person. Each member should nominate its representative person for the General Assembly and inform the Secretariat of the Association at least two weeks before their first participation in the General Assembly by means of a formal letter. For lack of informing the Secretariat of the Association, the concerned member will be legitimately represented by the person nominated at the previous meeting of the General Assembly.

A full member may be represented by written proxy by another full member at the General Assembly.

An associate member may be represented by written proxy by another associate member at the General Assembly. But it cannot express a vote.

Each member may only represent one other member. Proof of proxy sent to the Secretariat of the Association at least two weeks before the General Assembly may be made by means of a facsimile message. The General Assembly may unanimously admit a member represented to participate in the vote even if its proxy has not been transmitted on time to the Secretariat.

Only members, who have paid their fees, have the right to participate to the General Assembly.

Only full members have the right to vote at the General Assembly. Associate members have the right to express a consultative vote at the General Assembly.

#### **Article 11: Powers**

The General Assembly is the supreme power of the Association. It holds all the powers necessary or only useful to fulfil the aims of the Association.

The General Assembly has the following responsibilities:

1. to elect or dismiss the President, the Vice-Presidents, the Treasurer and the members of the Management Board,
2. to alter the Statutes,
3. to approve the membership of new members and provisional members,
4. to exclude members,
5. to disband the Association,
6. to approve the budget and annual accounts together with the work programme and report of activities.

#### **Article 12: Convening the General Assembly**

A General Assembly will be convened at least once a year (ordinary General Assembly). An extraordinary General Assembly may be convened at any time, by decision of the Management Board or by request of one fifth of the members of the General Assembly, as and when the aims or interests of the Association so demands.

Notification will be made by means of a simple letter, signed by the President, or two of the members of the Management Board, and issued at least one month before the General Assembly is due to take place. Notifications should mention the date, place, time and agenda of the General Assembly.

All proposals signed by at least 2 members and which arrives to the Secretariat in due time must be put on the agenda. The General Assembly may discuss points, which do not figure on the agenda, except in those cases foreseen in articles 2:110, 9:21 and 9:23 of the Companies and Associations Code.

#### **Article 13: Procedure of decision making**

Except in cases foreseen by law or by the Statutes, all decisions will be taken by a simple majority of votes of full members present or represented. In the case of an even vote the President will have the casting vote.

The General Assembly may only decide on any changes to the Statutes if said changes are explicitly foreseen in the call to Assembly and if two thirds of the full members are present or represented. Any modification may only be adopted by a majority of two thirds of the votes of the full members present or represented.

However, if the modification to the Statutes concerns one of the aims for which the Association was created, the vote will only be held as valid if it is adopted by a majority of four fifths of the full members present or represented at the General Assembly.

Any modification of the Statutes must be published within the month in the annex of the Belgian Official Journal.

If the quorum of the full members are not present or represented at the first meeting, a second meeting may be called with the same agenda. Such second General Assembly shall be able to deliberate upon the changes referred to under paragraphs 2 or 3 here-above. However such a second General Assembly may not be held before a period of at least fifteen days after the first meeting.

The General Assembly may only decide on the dissolution of the Association if four fifths of the full members are present or represented. If this condition is not fulfilled a second meeting may be called, which may decide regardless of the number of full members present. However such a second General Meeting may not be held before a period of at least fifteen days after the first meeting.

#### **Article 13bis: General Assembly held following the written procedure**

§1. The Full Members may, within the limits authorized by law, make unanimously by written procedure all the decisions within the powers of the General Assembly, excepting those that must be made by authentic deed.

Nevertheless, they must communicate the propositions of decisions to the Associate Members in order for them to be able to communicate, if necessary, their opinion. The communication to the Associate Members must include the delay within which and the modalities following which such Associate Members will have to communicate their opinion. If it is failed to proceed so, the decisions made will be automatically void.

§2. As for the date of the General Assembly, the date of the decision signed by all the Full Members is deemed to be the date foreseen by the statutes for the General Assembly, except otherwise proven, on the condition that the written decision signed by all the Full Members is provided to the Association 20 days before the statutory date. If several exemplars of the propositions of the decisions have been sent, the reception date of the last exemplar is determinative for the date of the decision.

The written decision, in several exemplars or not, comes with a declaration dated and signed by the board of directors indicating that the decision signed by all the Full Members has been delivered to the office of the association at least 20 days before the statutory date of the annual meeting and that it bears all the required signatures;

If the last written decision has not been delivered at least 20 days before the statutory date of the annual meeting, the board of directors must convene the General Assembly.

§3. As for the date of the particular General Assembly, the date of the decision signed by all the Full Members is deemed to be the date at which the decision is delivered to the office of the association, except proven otherwise. If several exemplars of the propositions of the decisions have been sent, the reception date of the last exemplar is determinative for the date of the decision.

The written decision, in one or several approved proposition, comes with a declaration dated and signed by the board of directors indicating that the decision signed by all the Full Members has been delivered to the office of the association at last 20 days before the statutory date of the annual meeting and that it bears all the required signatures;

The sent proposition of written decision must indicate if all the matters of the agenda must be globally approved to form a valid written decision or if a written approval is required for each matter of the agenda take separately.

§4. The sent proposition of written decision may determinate that the approval must be delivered to the office of the association before a specific date to form a valid written decision. If the unanimously approved written decision is not delivered, in one or more exemplars, on due date, the decision made will lose all legal force.

§5. The Management Board Members and the statutory auditor may, on demand, take knowledge of the decisions.

#### **Article 13ter: Electronic General Assembly**

##### **1. Participation on distance to the GA**

§1. The Full and Associate Members may participate on distance to the general assembly through electronic procedure put at the association's disposal. The Full and Associate Members participating through this procedure at the general assembly are deemed to be present at the place where the general assembly is held for the purpose of the compliance with the presence and majority conditions.

The quality of Member and the identity of its agent at the meeting are checked and guaranteed by modalities defined in an intern set of rules for the General Assemblies held on distance through electronic procedure established by the board of directors. This set of rules will also fix the modalities following which it is established that a Member participate to the general assembly through a mean of electronic communication and can therefore be considered as present.

In order to guarantee the safety of the electronic communication, the intern set of rules may submit the use of means of electronic communication to conditions it determines.

It is up to the bureau of the general assembly to verify the compliance with the conditions foreseen by law, the present statutes and the intern set of rules and to establish if one Member validly participates to the general assembly through electronic communication and may therefore be considered as present.

§2. The mean of electronic communication provided by the association must at least enable the Member to directly, simultaneously and continuously take knowledge of the discussions within the meeting and on all the matters on which the meeting is conveyed to deliberate.

Only the Full Members have the right to vote. The above-mentioned mean of communication must therefore also enable the Full Member to exercise his voting right.

§3. The invitation to the general assembly includes a clear and precise description of the procedures regarding the participation on distance foreseen by the intern set of rules foreseen by §1.

##### **2. Use of the voting right through electronic procedure before the General Assembly**

Any Full Member has, as mentioned under above mentioned point 1, the possibility to electronically vote on distance before the General Assembly, in compliance with the modalities foreseen by the intern set of rules mentioned under point 1, §1 of the present article.

The quality of Full Member and the identity of its agent are verified and guaranteed by the modalities foreseen by the intern set of rules mentioned under point 1, §1 of the present article.

It is up to the bureau of the general assembly to verify the compliance with the modalities foreseen in the above-mentioned paragraphs and to establish the validity of the votes given on distance.

##### **3. Exercise of the right to electronically ask written questions and expose an opinion before the General Assembly**

The Full and Associate Members may, upon the communication of the invitation, ask by written means questions to the directors and the statutory auditors, to which it shall be answered during the meeting, as long as these Full and Associate Members have complied with the admission formalities. These questions may be electronically addressed to association at the address mention in the invitation to the meeting.

#### **Article 14: Minutes**

Minutes will be taken at each meeting, to be signed by the President and the Secretary General, and written into a register reserved for this purpose at the registered office of the Association.

Members or third parties who express a valid interest will have the right to consult the minutes into this register. Other acts of documents will be validly signed by the President or by two members of the Management Board.

#### **TITLE IV – MANAGEMENT BOARD**

##### **Article 15: Composition**

The Association is managed by a Management Board, which consists of representatives of full members of the General Assembly. They are elected by the General Assembly for a period of 2 years and may be re-elected. The number of Management Board members consists of a minimum of 3 members including the President, the Vice Presidents and the Treasurer and must not exceed 17 members.

In any case the number of Management Board members shall be inferior to the number of the full members of the Association.

The costs to participate in the Management Board are not covered by NEREUS.

#### **Article 16: Election Procedure / Nomination**

Only full members can nominate a person to the Management Board.

Each full member can propose only one candidate. Applications for President, Vice-Presidents and Treasurer should be identified as such. One election by position will be implemented in addition to the one for the Management Board. Applications for President, Vice-Presidents and Treasurer include automatically the application for the Management Board. Nominations for election to the Management Board must be received via the Secretariat not later than two weeks prior to the date of the General Assembly. In case a nomination for President, Vice-Presidents and Treasurer is withdrawn within two weeks prior to the date of the General Assembly a nomination for the relevant function is possible until the beginning of the General Assembly under the requirements of sentence 1 and 2 of this article.

The vote on the election to the Management Board will take place by secret ballot.

Without prejudice to the other articles of the Statutes, the people who receive the largest number of votes will be elected to the Management Board until the seats on the Management Board have been filled. The number of votes must achieve at least the simple majority of votes of full members present or represented. In the event of a tie in the number of votes received by two or more persons the President determines a way of resolving the issue of the tie.

There will be a maximum of three representatives of regions per EU Member States elected to the Management Board. All members of the Management Board will be free to resign from their duties by sending a registered notice to the registered office of the Association to the attention of the President or, if the President resigns, to the attention of one of the Vice-Presidents. If all members of the Management Board wish to resign such resignation shall occur by sending notice to all members of the Association.

The nomination, revocation or resignation of a member of the Management Board will be published in the annex of the Belgian Official Journal, during the month in which this takes place. In the case of a member of the Management Board vacating a position during the course of a mandate, a new member of the Management Board will be elected by the Management Board until the end of the mandate period of the person whom he or she replaces.

#### **Article 17: Role**

The Management Board holds the overall responsibility for the administration and management of the Association. The Management Board runs the Association on an ongoing basis through the mandate provided to it by the General Assembly.

The Management Board can delegate the daily management of the Association to an individual, member or not of the Management Board. The Management Board can decide the withdrawal of the daily management by the majority of two thirds of its members present or represented.

#### **Article 18: Meetings, decisions**

The Management Board meets regularly convened by the President or at the request of two members of the Management Board. The notification is sent by mail, fax, electronic mail or any other written mean of communication. The Management Board meets at the place indicated by the notification which includes the agenda.

A meeting of the Management Board will only be considered valid if a majority of members of the Management Board are present or represented.

A member of the Management Board may be replaced by another member of the Management Board, but a member of the Management Board may not act as proxy for more than one person at a time. Proof of proxy may be shown by means of a facsimile message, letter, electronic mail or any other written material.

In case an urgent decision has to be taken before the next meeting of the Management Board is scheduled, the Management Board is allowed to take the decision through a written circulation procedure by e-mail.

The Board may hold meeting by videoconference, and this as long as:

- each participant is equipped with a computer (or any other equipment) equipped with hardware enable it to hear and see the other participants to the meeting and to interact with them;
- the principle of collegiality must be respected.

Decisions will be taken by a simple majority of votes put forward by the members of the Management Board present or represented. In the event of a tie in the numbers of votes the President shall have the casting vote.

Minutes will be taken at each meeting and will be formally approved at the next meeting.

Minutes are written into a register reserved for this purpose at the registered office of the Association. All members will have the right to consult these minutes at the registered seat of the Association.

Minutes to be produced, as well as any other acts or documents, may validly be signed by the President or any other two members of the Management Board.

The Management Board will nominate or dismiss, either directly or by the means of a mandated intermediary, the employees of the Association; it will also decide upon their work and conditions.

The Management Board will establish the internal rules of the Association to be approved by the General Assembly by the qualified majority of the two-third of its full members present or represented.

#### **Article 19: Representation towards third parties**

All acts of management may validly be signed by the two members of the Management Board, acting collectively, without any justification of a previous decision of the Management Board.



Any actions in justice or arbitration led as demanding or defending party in Common Courts or any other jurisdictions will be initiated and followed by the Management Board, represented by two members of the Management Board acting collectively.

#### **Article 20: Declaration of interests**

Before the Management Board takes a decision or undertakes an operation in which any of their members may have a personal interest, either directly or indirectly, that member of the Management Board is held to declare the interest to the Management Board.

That member of the Management Board who has this interest may not participate to the meeting and not deliberate and vote in matters regarding that operation or decision.  
This procedure may not apply to the usual operations when these operations are conducted within the usual way of the market for similar operations.

#### **Article 21: Secretariat**

The Management Board will establish a Secretariat in Brussels.

The Secretariat shall assist the General Assembly, the Management Board, and the Working Groups in carrying out the respective duties.

#### **Article 22: Working Groups**

Working Groups will be commissioned and implemented by the Management Board to carry out the work programme of the Association. Members of the Working Groups will be composed of representatives of full and associate members, whatever their country of origin, with a specific competence in the field, according to their interests. The number of Working Groups member is not limited

The leader of each Working Group will be nominated by the Management Board, taking into account the possible proposals of the Working Groups and will report to the Management Board. All institutions and companies (profit or non profit) located on the territory of a Region member of NEREUS network, have, in general, the right to participate to the activities of the NEREUS Working Groups and to get information from the network, if their Regional power nominates them as experts.

Experts shall be individuals belonging either to a company, or to a laboratory of any other entity, entrusted personally by their regional power to participate to the activities of the NEREUS Working Groups, and who have received the mandate of expert by their regional power.

Each Working Group leader may consult on a case-by-case basis one or more experts, different from those designated by the Regions.

Experts may attend the NEREUS General Assemblies without voting right.

No reimbursement will be provided by the Association to experts and Working Group members concerning the fees and expenses due to their mission and participation to the Working Groups or the General Assemblies of NEREUS.

#### **Article 23: Duration of the financial year**

The financial year of the Association will start on the 1<sup>st</sup> of January and end on the 31<sup>st</sup> of December.

The Management Board will prepare the accounts of the actual year, as well as the budget for the next year, and will then present these to the General Assembly for approval.

These documents are sent to the members at the same time as the notification of the General Assembly.  
According to the legal clauses the accounts are registered in the file of the Association.

The social accounts are held according to the Belgian accounting practice rules applicable to the not-for-profit international associations.

Except the case when the Association is obliged to appoint an accounting commissioner, each full member possesses absolute powers of investigation and authorisation to check social accounts. This power can be carried out at the registered office of the Association (the head office).

#### **Article 24: Modification of the legal statutes**

Notwithstanding Sections 2:6, §3 and 2:113 of the Companies and Associations Code any proposition subject to a modification of the legal statutes or the dissolution of the Association should come from the Management Board or at least of the two thirds of the full members of the Association. Any modification must be adopted at the majority of two thirds of full members present or represented at the General Assembly and follow the conditions of publicity mentioned in the law.

#### **Article 25: Dissolution and liquidation**

In the event of a voluntary dissolution the General Assembly or, failing this, a tribunal will appoint one or more liquidators. It will also determine their powers and the method of liquidation.

In the case of dissolution / liquidation of the Association, the net balance, after payment of debts, will be donated to one or more associations with a similar objective, as designated by the General Assembly.

#### **Article 26: Language**

All formal and legal records of the association (budget, official communications,...) will be in French, in accordance with Belgian Law, and will be translated into English.  
English will be the working language of the Association and the language of working documents.

#### **Article 27: Final comments**

Any points not specifically mentioned in the above Statutes will be regulated by the applicable provisions of the companies and associations Code.

Signed in

by

Name

Position

Organisation

Brussels, on 20th Nov 2020

Roya Ayari  
Secretary General  
NEREUS



**NEREUS a.i.s.b.l.**

~o Representation of the State of Hessen to the EU

Rue Montoyer 21

1000 Brussels, Belgium

Enterprise No: 898.367.280