

BIG DATA VALUE - STATUTES

English Translation of final statutes (revSAP Legal, 25June2014)

« BIG DATA VALUE », international non-profit association (AISBL) located at Rue de Trèves 49/51, 1040 Brussels, Belgium

SECTION I: LEGAL STATUS/NAME/OFFICE/DURATION/OBJECTIVES/CONDUCT

1. LEGAL STATUS, NAME AND HEAD OFFICE

1.1 The Association is incorporated as a Belgian international non-profit association (AISBL - *Association Internationale Sans But Lucratif*, meaning “international non-profit association”).

1.2 It is named “BIG DATA VALUE” (hereafter ‘the Association’).

1.3 The registered office of the Association is located at Rue de Trèves 49/51, 1040 Brussels, Belgium. This registered office can be transferred to any other address in Belgium following a corresponding decision of the Board of Directors. The address change shall be published in the annexes of the *Moniteur Belge* and submitted to the registered file at the competent commercial court within a month from the date of the decision.

2. DURATION

The Association is incorporated for an indefinite duration.

3. OBJECTIVES AND ACTIVITIES

3.1 The objectives of the Association (hereafter the ‘Objectives’) are to boost European BIG DATA VALUE research, development and innovation and to foster a positive perception of BIG DATA VALUE. It aims at:

- (a) *strengthening competitiveness and ensuring industrial leadership of providers and end users of BIG DATA VALUE technology-based systems and services;*
- (b) *promoting the widest and best uptake of BIG DATA VALUE technologies and services for professional and private use;*
- (c) *establishing the excellence of the science base of creation of value from BIG DATA.*

3.2 The Association shall carry out acts, take steps and commit to all activities that are deemed appropriate or useful in view of achieving its Objectives. This is to include:

- (a) collaborating with the European COMMISSION (including to establish a Public-Private Partnership, and to develop and implement a strategic roadmap for research, technological development and innovation in the BIG DATA VALUE and other ICT domains);
- (b) developing strategic goals of European BIG DATA VALUE research and innovation and supporting their implementation;
- (c) improving industrial competitiveness of Europe through innovative BIG DATA VALUE technologies, applications, services, solution,...
- (d) positioning data value products and services as key enablers for solving Europe’s societal challenges;

- (e) strengthening networking activities of the European BIG DATA VALUE community;
- (f) promoting European BIG DATA VALUE offerings and organisation;
- (g) reaching out to existing and new users and markets,
- (h). contributing to policy development, education and technology ramification in the widest possible sense and addressing ethical, legal and societal issues

4. .ETHICAL CONDUCT

4.1 Each Member of the Association is committed to integrity and to respect the confidentiality of the Associations' internal documents.

4.2 Each Member shall maintain and enforce adherence to lawful business practice and shall act in good faith and transparently with respect to other Members.

4.3 The Association and its Members shall operate in full compliance with European Competition Law.

SECTION II: MEMBERSHIP

5. CATEGORIES AND CONDITIONS OF MEMBERSHIP

5.1 General provisions

5.1.1 There are two types of Membership: Full Members and Associated Members.

5.1.2 All Members shall have a legal presence be established in at least one of the European countries. For the purpose of these Statutes, European countries are defined as

- (a) the EU member states,
- (b) associated countries, and
- (c) candidate countries.

5.1.3 The following categories shall be used to describe the types of organisation of Members of the Association:

- Technology Provider – SME as per EU definition,
- Technology Provider – Large (non RDI Industry-SME),
- Academic and Research,
- User (where technology provision in the context of the Association is not the organisations main goal),
- Other.

5.2 Rights and obligations of Members

5.2.1 Rights of Members

5.2.1.1 Full Members shall enjoy the following rights:

- (a) attending the meetings of the General Assembly;
- (b) voting at the General Assembly;
- (c) calling for an extraordinary General Assembly;

- (d) being excluded from Membership only after having been able to present in person their defence before the General Assembly;
- (e) resigning from the Association after having notified this decision to the Secretary-General of the Association by registered letter to the registered office of the Association;
- (f) participating in the activities of the Association;
- (g) being elected to the Board of Directors.

5.2.1.2 Associated Members shall enjoy the following rights:

- (a) participating in the General Assembly as observers without voting rights;
- (b) participating in the activities of the Association without voting rights;
- (c) resigning from the Association after having notified this decision to the Secretary-General of the Association by registered letter to the registered office of the Association.

5.2.2 Obligations of the Members:

- (a) obey at any time to the statutes, the bylaws and to all decisions of its governing bodies
- (b) actively participate in activities,
- (c) notifying the Secretary-General of any changes regarding the status of the Member, in particular changes that cause that the Member does not obey to the Membership criteria as defined in this Article 5 anymore.

6. APPLICATION FOR MEMBERSHIP

- 6.1 Applications for Membership shall be addressed in writing to the Board of Directors who will submit them to the next General Assembly. The application shall indicate whether the candidate applies for Full Membership or for Associated membership.
- 6.2 All parties, including NESSI partners and members, that want to become Member of the Association have to apply for membership, based on principles of transparency and non-discrimination.
- 6.3 Membership is granted by the General Assembly upon the proposal of the Board of Directors.
- 6.4 Due to the long period between two General Assemblies, applicants may be admitted as new Members on a provisionally basis by a resolution of the Board of Directors. Such provisional admittance needs to be confirmed by the next General Assembly, failure of which the application and the provisional admittance become null and void.

7. TERMINATION OF MEMBERSHIP

- 7.1 Membership can be terminated by resignation, by exclusion or by the liquidation of the Member.
- 7.2 Resignation from membership must be notified to the Board of Directors. Full Members have to submit their resignation by registered letter three months before the end of the financial year at the latest. Otherwise, their resignation enters into force only at the end of the following financial year and the full financial contribution for the following financial year shall be due. Associated Members may resign at any time.
- 7.3 The General Assembly may terminate the Membership of any Member:
 - (a) for contravention to the Statutes, the Bylaws, or a resolution of the General Assembly or the Board of Directors;
 - (b) for acting in a manner injurious to the reputation of the Association or against its interests or the interest of its Members;

- (c) for default of payment of the financial contribution after that an official reminder has remained unremedied for more than thirty calendar days; and
- (d) for any other reason it deems justified, the General Assembly being not obliged to justify its decision of exclusion.

7.4 The Member who sees its Membership terminated by resignation, exclusion or liquidation has no right whatsoever to the assets of the Association or to the financial contribution and other contributions already paid.

8. FINANCIAL CONTRIBUTION

8.1 The Association shall be a self-financed and independent organisation supported through Membership fees, grants, donations and testamentary provisions and any transfer not prohibited by law.

8.2 In order to pursue the Objectives and to carry out the activities of the Association the Members may be required to pay an annual financial contribution, which is the Membership fee.

8.3 The amount of the Membership fee as well as the payment terms thereof are decided annually by the Board of Directors.

SECTION III: ORGANISATION OF THE ASSOCIATION

9. ORGANISATION STRUCTURE

9.1 The Association's management is ensured by the following bodies:

- (a) the General Assembly,
- (b) the Board of Directors.

9.2 The Association furthermore appoints a Secretary-General who ensures the operational implementation of the decisions taken by the managing bodies and who is in charge of the Association's day-to-day operations. This Secretary-General may be assisted by a Secretariat.

10. GENERAL ASSEMBLY

10.1 Composition

The General Assembly is composed of all Members. Observers and external experts may be invited by the President.

10.2 Organisation of the General Assembly

10.2.1 The General Assembly of the Association shall be convened at the place and on the date fixed by its President, the Vice Presidents or a named substitute as often as necessary. It shall meet at least once a year. A convening notice with an agenda and indicating the venue, in the form of a letter or electronic mail, shall be sent to the Members at least four weeks before the date fixed for the meeting.

10.2.2 An extraordinary General Assembly shall be convened whenever the Board of Directors judges it necessary or when at least one third of the Full Members inform both the President and the Secretary-General that they would like to organise an extraordinary General Assembly.

10.2.3 Each Full Member is represented at the General Assembly by one delegate with full powers. Each Full Member has one vote. Full Members are entitled to exercise their voting rights by proxy or transfer of voting rights to another Member as defined in the Bylaws.

The President has a casting vote in case of equality of votes.

10.3 Competence

10.3.1 The General Assembly is the ultimate decisional body of the Association. The General Assembly approves the general policy of the Association on the basis of proposals of the Board of Directors and gives recommendations to the Board of Directors for its application.

10.3.2 The General Assembly shall have exclusive competences which cannot be delegated on the following matters:

- (a) Admitting and excluding Members;
- (b) Appointing and dismissing the members of the Board of Directors, including the President, any Vice President and the Treasurer due to Article 11.1.1 (upon proposal of the Board of Directors) and the Auditor(s), if any, (upon proposal of the Board of Directors as well);
- (c) Discharging the members of the Board of Directors, the President and the Auditor(s), if any, from liability for the exercise of their mandate;
- (d) Receiving and approving reports on the activities on the past year from the Board of Directors;
- (e) Approving the annual accounts and the budget proposed by the Board of Directors;
- (f) Approving proposals for resolutions and plans of activities proposed by the Board of Directors;
- (g) Amending the Statutes of the Association and decide the dissolution and liquidation of the Association;
- (h) the Association's membership of any other international body or its withdrawal from any such body.

10.4 Quorum and Adoption of Resolutions

10.4.1 The General Assembly shall strive to adopt its resolutions by consensus of both Full and Associated Members. If a vote proves necessary, the resolution shall be adopted if it receives a:

- (a) simple majority of votes of Full Members present or represented in the case of regular resolutions;
- (b) two-third majority of votes of Full Members present or represented in case of modification of the statutes of the Association.

Resolutions adopted are binding for all Members of the Association.

10.4.2 The General Assembly resolves only on the points in the agenda.

10.5 Chairperson of the General Assembly

At all meetings of the General Assembly, the President (or, in his absence, the Vice-President or a named substitute) acts as a chairperson.

10.6 Minutes

The minutes of the General Assembly are established by the Secretary-General and are signed by the Chairperson and shall be circulated to all Members within one month.

11. BOARD OF DIRECTORS

11.1 Composition and designation

11.1.1 The Association is managed by the Board of Directors members of which are individual representatives of Full Members elected by the General Assembly. The minimum number of members of the Board of Directors is three.

To the extent possible, the composition of the Board of Directors shall be such that the different categories of Full Members are adequately represented.

The Board of Directors shall propose to the General Assembly candidates for the following functions:

- (a) a President of the Board of Directors;
- (b) Vice-President(s) of the Board of Directors;
- (c) a Treasurer.

These candidates need to be members of the Board of Directors.

11.1.2 The members of the Board of Directors are elected by the General Assembly for a renewable period of two years.

The Directors shall continue to act until re-election or until new Directors take office as specified in the Bylaws.

11.1.3 In case of death, illness, accident or any other reason that prevents a member of the Board of Directors from fulfilling its duties, the remaining members of the Board of Directors remain in charge. They may replace the member of the Board of Directors that cannot fulfil its duties until the next General Assembly which will decide on a definitive appointment.

11.2 Competence

11.2.1 The Board of Directors shall be in charge to achieve the Objectives of the Association. It follows the resolutions, instructions and recommendations adopted by the General Assembly.

11.2.2 The Board of Directors implements the policies and the plans of activities adopted by the General Assembly.

11.2.3 The Board of Directors shall have exclusive competence (without possibility of delegation) on the following matters:

- (a) preparing the consolidated annual plan of activities and the long term strategic vision of the Association for approval by the General Assembly, on the basis of input from the Members, preferably consolidated through topical Task Forces and discussions with the public side.
- (b) setting up and dissolving Task Forces; determining the requirements for their establishment;
- (d) drafting, approving and amending Bylaws;
- (e) appointing the Secretary-General of the Association;
- (f) appointing an organisation to run the Associations' secretariat;
- (g) proposing the agenda of the General Assembly;
- (h) proposing internal rules determining the calculation of the Members' financial contributions to the General Assembly;
- (i) providing recommendations to the General Assembly on applications for Membership or exclusion of Members;
- (j) inviting advisers or honorary members to meetings of the Board of Director;
- (k) having the power of ordinary management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings;
- (l) being in charge of the financial management, preparing of budgets, including subscriptions for approval of the General Assembly, budgets and the control of expenditure;
- (m) proposing amendments to the Statutes of the Association;
- (n) representing the Association at external events, promoting the Associations' visibility, public relation work and identity;
- (o) establishing the amount of the Membership fees as well as the payment terms thereof due to Article 8.3.

11.3 All decision shall be reached by consensus. If a vote proves necessary, it shall be taken at a simple majority of the votes expressed , except for the Bylaws which are adopted, modified or abolished by a majority of two third of the votes expressed.

11.4 Any resolution of the Board of Directors may be adopted without holding a meeting by means of a written consent of all of the members of the Board of Directors in conventional or electronic form. The form of the written consent in lieu of a meeting is detailed in the Bylaws.

11.5 Resolutions and minutes of Meetings of the Board of Directors shall be distributed to all members of the Board of Directors within two weeks.

12. TASK FORCES

12.1 Task Forces can be established to consider specific matters of common interest within the 'Objectives' of the Association under the authority of the Board of Directors.

12.3 The Board of Directors shall consider and approve mission statements and terms of references issued for each Task Forces.

12.4 The operational details of the functioning of the Task Forces are further detailed in the Bylaws.

13. BIG DATA VALUE SECRETARY-GENERAL

13.1 The Secretary-General of the Association discharges his/her duties in accordance with the Statutes and the Bylaws.

13.2 The Secretary-General operates in accordance with the general guideline he receives from and reports to the Board of Directors

13.3 The Secretary-General is appointed and dismissed by the Board of Directors.

13.4 The duties of the Secretary-General and the outline of the organisation of the BIG DATA VALUE Secretariat are more precisely specified in the Bylaws.13.5 The Secretary-General is responsible for the day-to-day administrative management of the Association.

14. BIG DATA VALUE SECRETARIAT

The Secretariat operates under the authority of the Secretary-General and executes the day-to-day management of the Association as described in the Bylaws.

15. BIG DATA VALUE PRESIDENT

15.1 The General Assembly elects, following the suggestion of the Board of Directors, a President, a Vice President/Vice Presidents and a Treasurer for a renewable period of two years due to article 11.1.1.

15.2 The President and the Vice-President(s) are respectively the President and Vice-President(s) of the General Assembly and the President and Vice-President(s) of the Board of Directors.

15.3 The President can represent the Association vis-à-vis political institutions and other stakeholders at high level and on important occasions and important matters.

15.4 The President is expected to be a highly respected member of the European BIG DATA VALUE community. He/she is preferably a member of the senior management of a major European BIG DATA VALUE business.

16. BIG DATA VALUE TREASURER

The Treasurer is responsible for the management of the financial aspects of the activities of the Association, including:

- (a) Preparing the draft annual accounts and the annual budget of the Association to be submitted to the General Assembly; (b) Liaising with the Auditors (if any).
- (c) Reviewing the financial reports and the Association's accounts for the discharging the secretariat general.

SECTION IV: OTHER CLAUSES

17. REPRESENTATION

17.1 All acts binding the Association, other than those of the daily management, are valid only if signed by two member of the Board of Directors. The Association is represented with regard to the daily management by its Secretary-General.

17.2 All legal proceedings, whether as plaintiff or as defendant, are conducted, in the name of the Association, by the Board of Directors or by the Secretary-General together with one member of the Board of Directors, or by any other person appointed for this purpose by the Board of Directors.

18. ACCOUNTS, BUDGET, AND COST

18.1 The financial year of the Association starts on 1 January and ends on 31 December of each year.

18.2 The Board of Directors shall submit for reviewing by the General Assembly accounts for the past financial year and a budget for the next year.

18.3 Every Member, any of its representatives, any member of the Board of Directors, the President the Vice President as well as the Treasurer shall bear all their own costs in connection with the performance of their activities for the benefit of the Association. Any costs and expenses sustained by the Secretary-General and Secretariat in the performance of their duties will be borne by the Association.

19. CHANGES TO THESE STATUTES

19.1 The Board of Directors suggest to the General Assembly modifications of the Statutes of the Association.

19.2 Any proposals for the modification of the Statutes must be brought to the attention of the Members of the Association at least four weeks prior to the date of the General Assembly that will resolve thereon.

19.3 All modifications of the Statutes are subject to the approval of the Belgian Ministry of Justice. Such modifications will be published in the Annexes of the Moniteur Belge.

20. DISSOLUTION

20.1 In case of dissolution of the Association, the General Assembly establishes the method, designates the liquidators and determines their powers and fees.

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

20.3 No Member of the Association shall be held liable for any remaining debts and liabilities of the Association prior to, during or after the dissolution procedure. The Members of the Board of Directors of the Association are not liable if they have acted within their powers. Should the Board of Directors have exceeded their powers or neglected their obligations, they may be held personally liable.

21.BYLAWS

21.1 The Board of Directors shall adopt the Bylaws, which implement and specify the provisions of these Statutes and also regulate the daily activities of the Association.

21.2 Bylaws can be drafted and they shall be adopted by a two-thirds majority of members of the Board of Directors present or represented. Changes to the Bylaws will be announced to all Members together with a list of differences with respect to the previously valid version.

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

22.LANGUAGE

22.1 The official working language of the Association is English.

22.2 The French version of these Statutes is the official version.

23.APPLICABLE LAW

23.1 All questions not covered by these Statutes or by any regulations made for their application shall be settled in accordance with Belgian law.