

Data, AI and Robotics - STATUTES

« Data, AI and Robotics (DAIRO) » international non-profit association (AISBL)

SECTION I: ASSOCIATION SPECIFICS/DURATION/OBJECTIVES/CONDUCT

1. LEGAL STATUS, NAME, HEAD OFFICE, WEBSITE AND EMAIL ADDRESS

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

1.2 It is named “**Data, AI and Robotics (DAIRO)**” (hereafter ‘the Association’).

1.3 The registered office of the Association is located in the Brussels-Capital Region. 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.

1.4 The Association has an official website: <https://www.bdva.eu>

1.5 The Association has an official email address: info@core.bdva.eu. Any communication by members at this email address will be considered as valid. The Board of Directors may change the address of the website and the e-mail address, notwithstanding that they appear in the statutes.

2. DURATION

The Association is incorporated for an indefinite term.

3. OBJECTIVES AND ACTIVITIES

3.1 The objectives of the Association (hereafter the ‘Objectives’) are to boost European AI (Artificial Intelligence), Data and Robotics research, development and innovation, and to foster value creation for business, citizens and the environment The Association aims at:

- (a) *boosting European competitiveness, societal wellbeing and environmental aspects to lead the world in researching, developing and deploying value-driven trustworthy AI, data and robotics based on European fundamental rights, principles and values*
- (b) *promoting the widest and best uptake of AI, Data and Robotics technologies and services for public, professional, and personal use;*
- (c) *establishing the excellence in science and business in AI, Data and Robotics*

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 may include:

- (a) developing strategic goals and roadmaps for research, development, innovation and deployment of European AI, Data and Robotics solutions, and supporting their implementation;

- (b) cooperating with the European Commission in the setup and implementation of public-private partnerships and other relevant and strategic programmes;
- (c) improving industrial competitiveness of Europe through innovative AI, Data and Robotics technologies, applications, services, solutions,...
- (d) positioning AI, Data and Robotics products and services as key enablers for addressing Europe's societal and environmental challenges;
- (e) Establishing an open, collaborative and inclusive hub for the AI, Data and Robotics, by networking with partners from European, international, national and regional/local governments, industry incl. SME/start-ups, research, regulators, investors, other AI, Data, and Robotics communities, users and user associations and representatives from civil society;
- (f) promoting AI, Data and Robotics offerings at European scale and beyond;
- (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;
- (i) developing pre-standardisation activities and influencing standardization bodies;
- (j) participating in projects and tenders;
- (k) developing educational activities and offering educational services;
- (l) supporting the federation of European experimentation AI, Data and Robotics infrastructures, Digital Innovation Hubs and similar infrastructures.

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 three types of membership: Full Members, Associated Members and Strategic Members.

5.1.2 All members shall have a legal presence and shall 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) the United Kingdom;
- (c) associated countries;
- (d) candidate countries; and

(e) any additional countries as stated in the Bylaws of the Association.

5.1.3 The following categories shall be used to describe the types of members of the Association (including technology/service providers, and users):

- SME as per EU definition, including start-ups
- Large Industry
- Academic and Research
- Associations (including national and industrial initiatives on AI, Data and Robotics)
- Public bodies, whether or not legal entities (e.g Regions)
- Others (including investors, venture capital, etc)

5.1.4 Strategic Members shall be not-for-profit organisations having members itself whose main objectives are of essential value for the Association.

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) convening an extraordinary General Assembly;
- (d) being excluded from membership, but only after having been able to present in person their defence before the General Assembly;
- (e) terminating their membership 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 organised for Full Members;
- (g) propose candidates for the appointment of members of 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 organised for Associated Members 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.

5.2.1.3 Strategic Members shall enjoy the following rights:

- (a) attending the meetings of the General Assembly;
- (b) voting at the General Assembly;
- (c) convening an extraordinary General Assembly;
- (d) being excluded from membership, but only after having been able to present in person their defence before the General Assembly;
- (e) terminating their membership 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 organised for Strategic Members;
- (g) propose candidates for the appointment of members of the Board of Directors;

(h) having the possibility for their own members to become a member of the Association by completing a simplified application procedure.

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; and

(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, an Associated Membership or a Strategic Membership.

6.2 All parties that want to become a 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.

6.5 The own members of a Strategic Member shall have the possibility to become a member of the Association by completing a simplified application procedure as stated in the Bylaws.

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 and Strategic Members have to submit their resignation by registered letter three (3) 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 a breach of any provisions of 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 (30) 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 whose membership is terminated 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 e.g. membership fees, grants, revenues generated by the Association, 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 as a daily manager of the Association (in accordance with Article 11bis of the statutes) 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 and the Strategic Members (jointly) inform both the President and the Secretary-General that they would like to organise an extraordinary General Assembly.

10.2.3 Each Full Member and each Strategic Member is represented at the General Assembly by one (1) delegate with full powers. Each Full Member and each Strategic Member has one (1) vote. Full Members and Strategic Association Members are entitled to exercise their voting rights by proxy or transfer of voting rights to another member as defined in the Bylaws of the Association.

The President has a casting vote in case of parity 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 decision making

10.4.1 A General Assembly in physical form or via electronic means of communication can only take decisions if a majority of the members with voting rights (Full Members and the Strategic Members) (i.e. 50% plus one) are represented at the meeting. If this condition is not met at a meeting, the President, or in his/her absence, the Vice President, shall call another meeting pursuant to Article 10.2.1 of the statutes with the same agenda within the following three (3) months, which meeting shall constitute a quorum regardless of the number of Full Members and Strategic Members represented, provided, however, that this has been clearly stated in the convocation of this second meeting.

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

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

Resolutions adopted are binding for all members of the Association.

10.4.3 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 Meetings of the General Assembly

10.6.1 The General Assembly is composed of duly authorised representatives of all members. Each member can have no more than three (3) proxies from other members.

10.6.2 Each member with voting rights (Full Members and Strategic Members) shall have one (1) vote.

10.6.3 General Assembly meetings can be held in physical form, or as further set out in (a) and (b) below via electronic means of communication (e.g., audio-/video-conference) or by way of written procedure, provided that the form of the meeting is so announced in the convening notice.

(a) **Meetings via electronic means of communication.** In such meetings the decisions may be taken through any electronic means of communication, provided that the Member Representatives (as defined in Article 10.6.6) can be identified, can participate directly to the deliberations held during the meeting and can exercise their voting right.

(b) **Meetings via written procedure.** When indicated by the President or on the request from at least ten per cent (10%) of the members with voting rights (Full Members and Strategic Members), the General Assembly may make decisions by a written procedure. To that effect, the President, or in his/her absence, the Vice President shall send the proposed resolutions with a written notice to all members via regular letter or via e-mail. The proposed resolutions shall be accompanied by a memorandum of the Board of Directors setting forth (i) the reasons which have led to the use of the written procedure, as well as (ii) the context of the proposed resolutions and (iii) the specific requirements of the written procedure as provided for herein. The proposed resolutions shall be deemed approved if within fourteen (14) days after having been sent, the number of duly completed written and signed communications returned to the President, (or in his/her absence, the Vice President), by the members approving the proposed resolutions is sufficient to meet the following specific requirement: approval by a majority of two third of all members with voting rights (Full Members and Strategic Members).

10.6.5 Each Full Member and each Strategic Member is represented in meetings of the General Assembly by one delegate ("Member Representative") with full powers.

For the purpose of organising their representation in the meetings of the General Assembly, such members have the following options: (i) either the member nominates for each separate meeting a Member Representative (with the right of substitution) on the basis of written power of attorney specifically provided for that meeting to the President; (ii) or the member, upon its admission as member, nominates a permanent Member Representative (with the right of substitution) by providing a written power of attorney to the President. In addition, a member can choose to nominate an alternate (with the right of substitution) for its permanent Member Representative. Both the permanent Member Representative and the alternate, if any, can be changed by the member at any time. For this purpose, members shall communicate a new written power of attorney to the President, at least until one week prior to a meeting of the General Assembly in order to have the change of the permanent Member Representative and/or alternate to be effective. When nominating a permanent member representative and an alternate, the member shall also communicate to the President the address and the e-mail address of such persons; (iii) or the member transfers its voting right to another Full Member or Strategic Member (without the right of substitution) in accordance with Article 10.2.3 of the statutes on the basis of a written power of attorney specifically provided for a meeting to the President. The right to vote will be exercised by the respective Member Representative of the Full Member or Strategic Member to whom the voting right has been transferred.

10.7 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 the Board of Directors are individual representatives of Full Members and Strategic Members elected by the General Assembly. The minimum number of members of the Board of Directors is three (3). To the extent possible, the composition of the Board of Directors shall be such that the different categories and scopes (AI, Data and Robotics) of Full Members and Strategic 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 shall 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 (2) 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.

11.1.4 At any time, a Board of Directors member's mandate may be terminated:

- (a) by written resignation of the director;
- (b) as a result of the termination of membership of the member of which he/she is the representative;
- (c) by decision of the General Assembly.

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, amongst others, the competence 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 the Bylaws of the Association;
- (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 Directors;
- (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 Decision making

11.3.1 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 Meetings of the Board of Directors

11.4.1 The Board of Directors can meet physically or virtually. The Board of Directors shall meet as frequently as necessary, but at least four (4) times per year.

11.4.2 A written notice stating the place, date, time and the agenda of the meeting shall be sent fifteen (15) days in advance by the President, or by the Secretary-General. The Board of Directors is not authorised to take decisions on questions not included in the agenda circulated with the notice, unless all its members are present or represented at the meeting and unanimously decide otherwise. In case a director cannot attend the meeting, he/she can either identify a replacement from his/her own organisation or appoint a proxy as specified.

The proxy shall be notified to the Secretary-General.

Each director can also give a proxy in writing, including through electronic means, to another director to represent him or her at a specific meeting of the Board of Directors, provided, however, that no director can represent more than one (1) other Director.

11.5 Written resolutions

Any resolution of the Board of Directors may be adopted without holding a physical meeting by means of a written consent of all of the members of the Board of Directors in conventional or electronic form (e.g., by e-mails or web-based tools).

11.6 Minutes

11.6.1 Resolutions and minutes of meetings of the Board of Directors shall be circulated to all members of the Board of Directors within (2) two weeks.

11.6.2 Minutes shall be prepared by the Secretary-General. If the Secretary-General cannot be present, a suitable reporter shall be appointed by the directors present. The Secretary-General or the appointed reporter shall prepare and circulate the minutes (in English) to all directors for comments. If no comments are received, the minutes are considered approved. If comments are received, the minutes will be revised and circulated again for approval only if the meaning of the minutes has changed. The Secretary-General will circulate the final official minutes and archive them.

11BIS. DAILY MANAGEMENT

11bis.1 The Board of Directors is entitled to delegate the day-to-day management of the Association to one or more persons or entities in accordance with Article 10:10 of the Belgian Companies and Associations Code.

11bis.2 The daily management includes both actions and decisions that do not exceed the needs of the daily functioning of the Association and actions and decisions that do not justify the intervention of the Board of Directors, either because of their minor importance or because of their urgency.

11bis.3 The Secretary-General of the Association shall be appointed as a daily manager.

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. SECRETARY-GENERAL

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

13.2 The Secretary-General operates in accordance with the general guideline he/she 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 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. SECRETARIAT

The secretariat operates under the authority of the Secretary-General and executes its tasks as described in the Bylaws.

15. 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 in accordance with 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 AI, data and robotics community. He/she is preferably a member of the senior management of a major European AI, data and robotics.

16. 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 members of the Board of Directors. The Association is represented with regard to the daily management by its Secretary-General who is appointed as the daily manager.

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 approval 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 suggests 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 those 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.

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 matters not covered by these statutes or by any regulations made for their application shall be settled in accordance with Belgian law.