

Statutes
of the
European Service Network of Mathematics for Industry and Innovation
(EU-MATHS-IN)
An International Non-Profit Association

1. NAME, REGISTERED OFFICE

Article I

An international non-profit association has been established under the name of “European Service Network of Mathematics for Industry and Innovation”, abbreviated as EU-MATHS-IN (hereafter “Association”). The working language of the Association is English.

The Association is registered under <<country’s>> law as an international non-profit association and is registered in the company register of commerce (“<<abc>>”) with the number <<...xyz...>>.

Article II

The Association’s registered office shall be located in <<country>> and is presently at <<complete address>>

2. PURPOSE AND NATURE OF ACTIVITEIS

Article III

The Association aims to leverage the impact of mathematics on innovations in key technologies by enhanced communication and information exchange between and among the involved stakeholders on a European level.

In order to realise its aims the Association shall build a network of networks to provide the required services and infrastructures and to extend in an inclusive, innovative and synergetic manner the scale and impact of initiatives with similar purposes that are already being undertaken by its members.

Article IV

The Association shall perform any activities deemed useful for the realisation of its aims. Activities may include but are not limited to those listed in the accompanying strategy document.

3. OVERALL GOVERNANCE STRUCTURE

Article V

The Association is a network of networks. Its members will be national (or multinational) networks plus the promoting entities, which are the European Consortium for Mathematics in Industry (ECMI) and the European Mathematical Society through its Applied Mathematics Committee (EMS-AMC). Each member will be represented by one person in the Association’s General Assembly. An Executive Committee elected from and by the General Assembly will run the Association. There will be a President, Treasurer and Secretary elected from and by the Executive Committee. The details of this governance structure are set out in the following

Sections 4 through 9.

4. MEMBERS

Article VI

The Association's membership shall consist of national or multinational networks (at most one per country, possibly legally established, in accordance with the laws and rules of their countries of origin) as well as the promoting entities (ECMI and EMS).

Each member shall designate one person as its representative.

Article VII

National networks shall gather in their respective country (in an inclusive and non-discriminatory manner) research groups, laboratories, institutes and centres that are active in the field of industrial mathematics and mathematics for innovation.

In case that several countries want to team-up, a multinational network can be formed and accepted as a member.

All nodes participating in the national or multinational networks are eligible to participate in and proactively contribute to the activities of the Association.

Article VIII

The admission of new members shall be approved by the Executive Committee.

Members shall pay annual membership dues to the Association, the amount of which shall be determined by the General Assembly upon recommendation of the Executive Committee.

Each member shall have one vote at meetings of the General Assembly. Only members who have paid all amounts owed to the Association, including membership dues, may vote.

Members are free to resign at any moment by written notice. Membership may be terminated upon expulsion by the Executive Committee, the procedure of which shall be regulated in the Bylaws.

5. GENERAL ASSEMBLY

Article IX

The General Assembly shall have the broadest powers enabling the Association to achieve its purpose and aims and shall be composed of one representative of each of the members of the Association.

In particular, the General Assembly shall have exclusive authority to amend these Statutes, to appoint and remove members of the Executive Committee, and to dissolve and liquidate the Association.

Article X

The General Assembly shall meet at least once every three years, convened by written notice with a proposed agenda by the President at least two weeks prior to the meeting.

An extraordinary meeting of the General Assembly may also be convened whenever the interests of the Association so requires and upon written request of one-quarter of the members of the Association.

Article XI

The General Assembly may only validly deliberate if at least one-half of the members of the Association are present and may only decide upon matters mentioned in the agenda.

Except as otherwise provided in these Statutes, all resolutions shall be adopted by a simple majority of votes cast by the General Assembly. In case of a tie vote, the President of the meeting shall have the deciding vote.

In case of urgency decisions by the General Assembly may be adopted without holding a meeting by means of a (electronically) written consent of its members in accordance with the quorum set forth above.

Article XII

An Advisory Board with a strong representation of companies in particular SMEs shall be installed by the General Assembly upon recommendation of the Executive Committee.

6. EXECUTIVE COMMITTEE

Article XIII

The Association shall be governed by an Executive Committee that consists of five (5) members, according to the decision of the General Assembly:

- 3 members elected by the General Assembly;
- 2 members appointed by the promoting members EMS and ECMI;

that are appointed for a period of three (3) years.

The members of the Executive Committee that are elected by the General Assembly shall be elected so by simple majority vote.

Members of the Executive Committee may be dismissed by the General Assembly with a two-thirds majority vote of the members of the Association present or represented.

If a member of the Executive Committee is absent for more than three (3) consecutive meetings of the Executive Committee its position in the Executive Committee comes to an end.

The Executive Committee shall elect from among its members a President, a Treasurer and a Secretary.

Article XIV

The Executive Committee shall meet at least once a year and shall be convened by written notice by the President.

The Executive Committee may validly decide upon matters only if at least one-half of its members are present; only the promoting members may be represented by proxy.

The resolutions of the Executive Committee shall be adopted by a simple majority of the votes cast by the members present. In case of a tie vote, the President shall have the deciding vote.

Decisions by the Executive Committee may be adopted without holding a meeting by means of a written consent of its members in accordance with the quorum set forth above.

Article XV

The Executive Committee shall have the power of decision making for the Association, subject to the powers reserved to the General Assembly.

The Executive Committee may delegate some of its powers for specified purposes to the President or arrange a decision procedure with the President.

Once a year the Executive Committee shall present to the members of the General Assembly a report on planned activities and the corresponding budget plan; once every three years it shall present a strategic plan, which shall be discussed during the meeting of the General Assembly.

The Executive Committee may implement for specific tasks designated working groups, whose members do not need to be member of the Executive Committee.

Article XVI

Legal action involving the Association, both as plaintiff and as defendant, shall be taken by the Executive Committee, represented by the President or by a member appointed for such purpose.

Article XVII

Any transaction binding the Association shall be signed by the President.

7. PRESIDENT

Article XVIII

The President is elected from among and by the members of the Executive Committee, acts on behalf of the Association and represents it towards third parties and manages and coordinates the daily operations of the Association in accordance with the decisions of the Executive Committee.

Regardless of his/her responsibility, the President may delegate certain tasks to other members of the Association.

The President reports on his/her activities to the Executive Committee and the General Assembly, usually with in the framework of its respective meetings.

8. TREASURER AND AUDITORS

Article XIX

The Treasurer is elected from among and by the members of the Executive Committee and is responsible for administering the Association's funds, maintenance of its bank accounts, as well as draft and revision of the annual budget and financial reports.

Article XX

The Auditors are either appointed/dismissed from among the Association's members, or, if necessary, appointed from the corresponding authority from <<country>>.

9. SECRETARY

Article XXI

The Secretary is elected from among and by the members of the Executive Committee and is responsible for the administrative management of the Association, amongst others for establishing the minutes of the meetings of the Executive Committee and the General Assembly.

10. AMENDMENTS OF THE STATUTES

Article XXII

Upon proposal from the Executive Committee at least four weeks in advance, the General Assembly may amend the Statutes of the Association. Amendments require a two-third majority of the votes cast.

11. DISSOLUTION OF THE ASSOCIATION

Article XXIII

The General Assembly can decide with a two-third majority of the votes cast to dissolve the Association. The promoting members can decide after an evaluation period of two years to leave the Association and thereby dissolve it. In such case, any net assets remaining after discharge of all debts shall be transferred to a European non-profit organisation with aims similar to those of the Association. On-going projects and other legal obligations involving the Association will be continued.

12. BYLAWS

Article XXIV

As required, the Executive Committee may suggest Bylaws, which implement and further specify the provisions of these Statutes, to be adopted by the General Assembly upon corresponding positive votes from at least half of the members of the Association.

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

13. APPLICABLE LAW

Article XXV

All questions not covered by these Statutes or by any regulations made for their application shall be settled in accordance with <<country's>> law.