



EOSC Association AISBL
Extraordinary, 3rd EOSC General Assembly
Meeting Minutes, released 07.02.2022

Date/Time:	10 December 2021, 13:30 – 17:00 CET
Location:	Zoom meeting [https://us02web.zoom.us/j/88440133114]
Chair:	Karel Luyben (CESAER) < k.c.a.m.luyben@tudelft.nl >
Secretary:	Ute Gunsenheimer (EOSC-A) < Ute.Gunsenheimer@eosc.eu >
Directors:	Ignacio Blanquer (UPV) < iblanque@dsic.upv.es > Ronan Byrne (HEAnet) < ronan.byrne@heanet.ie > Suzanne Dumouchel (CNRS) < suzanne.dumouchel@huma-num.fr > Robert Jones (CERN) < robert.jones@cern.ch > Sarah Jones (GÉANT) < sarah.jones@geant.org > Marialuisa Lavitrano (UNIMIB) < marialuisa.lavitrano@unimib.it > Klaus Tochtermann (ZBW) < k.tochtermann@zbw.eu > Wilhelm Widmark (SU) < wilhelm.widmark@su.se >
Election Committee:	Helmut Sverenyak (CESNET) Helmut.Sverenyak@cesnet.cz Claudio Allochio (GARR) Claudio.Allocchio@garr.it

BEFORE THE MEETING

Registration time, 12:00 – 13:30 CET

Registration opens at 12:00 CET and all participants are requested to identify themselves with a valid ID or passport in a private Zoom breakout room before entering the main online meeting room. During the registration process participants are asked to rename themselves in Zoom in order to indicate whether they are a Delegate (D) of a Member organisation, a representative of an Observer organisation (O) or a guests (G).

Due to the high number of participants the registration time is extended to 13:45 CET. In total 198 registered their participation in GA#3, and a total of 203 (including support staff and those participants, who could not attend the entire meeting) attend the meeting. With a representation of 24 Mandated Members and 98 Members all statutory quorums were met.

OPENING, 13:45 CET

Item 01: Welcome and Opening of the General Assembly Meeting #3

The Chair, EOSC-A President Karel Luyben opens the Extraordinary, 3rd General Assembly (GA) of the EOSC Association AISBL with 15 minutes delay and welcomes all participants to the online meeting. He explains the approach to the meeting, which is structured into three parts: the Extraordinary General Assembly that will be held in the physical presence of the notary and addresses agenda items 08 – 11, the regular GA, which addresses items 01 – 07 and items 12 – 16; and the informal part that is planned to start at 17:00 CET.

The Chair also highlights the voting procedures: only Delegates, i.e., the official representatives of Member organisations have voting rights. Voting will be held in open and anonymized fashion as indicated in the draft agenda. Open voting will be done by raising the virtual hand in the Zoom meeting, anonymized voting will be facilitated by the ZEUS voting system.

The Chair announces that GA#3 will be recorded, and participants are invited to opt-in to this functionality.

Item 02: Adoption of Draft Agenda

In line with Art. 3.2 of the Statutes the first agenda draft was shared with the member base on 27.10.2021. Since none of the members had suggested further items or requested any revisions, the draft agenda was submitted to the members on time on 19.11.2021. After consultation with the notary a slightly up-dated final draft agenda dated 30.11.2021 was shared by email on 01.12.2021.

The latest agenda of 30.11.2021 is unanimously adopted by the GA. It is noted that in the future more time should be allocated to the presentation and discussion of the Work Plan of the coming year.

Item 03: Admission of New Members and Observers of the Association

- Paper A - New Members and Observers

The Board notes that 4 Members and 2 Observers have resigned. The Board screened all new applications and proposed a list of 11 new Members and 11 new Observers which met the requirements for Members and Observers in the EOSC-A Statutes. The General Assembly unanimously accepted all proposed new Members and Observers: Yes = 122 | No = 0 | Abstain = 0. The Board welcomes the new Members and Observers which will soon be added to the list on the [membership webpage of EOSC-A](#).

A **list of participants** is added to this final version of the minutes.

Item 04: Selection of three Board members

- Paper G - Information about Candidates for Directors

The EOSC-A Members are asked to elect three (3) new EOSC-A Board members for a 3-years term each. The election is implemented in two rounds of anonymous voting facilitated by the ZEUS voting system:

- Firstly, the selection of three (3) of the four (4) running candidates, and
- Secondly, the election of the selected short-list of three (3) candidates.

122 Members and 6 Members holding a proxy were present at GA#3 of which 124 cast their vote in the selection process. The results are:

Sara Garavelli, 120 votes;

Bob Jones, 101 votes;

Wilhelm Widmark, 87 votes;

Raimundas Tuminauskas, 61 votes.

One (1) vote was cast blank.

Item 05: Preliminary election of three Board members

- Paper G - Information about Candidates for Directors

The election of the three (3) selected candidates is confirmed unanimously and the results are presented by Mandated Members and Members.

Mandated Members - 24 potential voters, 21 votes cast:

Yes = 20, No = 0, Abstain = 1.

Members – 128 potential voters, 97 votes cast:

Yes = 97, No = 0, Abstain = 0.

The Chair congratulates the three Directors with these election results and welcomes them in the EOSC Association Board.

Item 06: Report of the President / Achievements 2021

- Paper B – Report of the President

While the two rounds of voting are ongoing the President present his report about the achievements of the EOSC Association in 2021. It addresses the establishment of the EOSC Association AISBL, the launch of the co-programmed Horizon Europe (HE) EOSC Partnership, the up-coming Monitoring and Reporting obligations of the EOSC-A and its members, the input to HE Work Programme 2023/24 as well as collaboration activities with other partners.

The GA takes note of the Report of the President.

Since Notary Tim Carnewal from the company [Berquin](#) is delayed, agenda item 12 is advanced.

Item 12: Report of the Secretary General

- Paper C – Report of the Secretary General

Secretary General Ute Gunsenheimer presents her achievements since joining EOSC-A in June 2021. These include the transition of EOSC-A into the full operation of the AISBL, the establishment of basic communication platforms and channels, the coordination of the Horizon Europe INFRA-2021-EOSC-01-02 proposal EOSC Focus as well as the support of the day-to-day work of the President, the Board of Directors and the EOSC Partnership Board.

The GA takes note of the Report of the Secretary General.

Item 07: Closing of first part of General Assembly Meeting #3

The Chair closes the first part of GA #3 at 14:45 and calls for an extended break in order to allow for the arrival and set-up of the notary in the offices of EOSC-A in Rue du Trône 62 in Brussels.

OPENING OF EXTRAORDINARY GENERAL ASSEMBLY, 15:15 CET

Notary Tim Carnewal opens the Extraordinary General Assembly.

Item 08: Adoption of revised Statutes / Articles of Association

- Paper F – Revised Statutes / Articles of Association

Art. 3.4 of the Statues requires a double 2/3 majority of the Members and Mandated Members present or represented at the GA. The initial vote by raising the virtual hand in Zoom showed 18 votes against adopting the revised Statutes / Articles of Association. **Thus, the 2/3 majority of all the members was clearly reached.**

However, checking how many of these votes came from Mandated Members (in order to check whether the 2/3 **double majority** was reached) caused some confusion while not all the Members were clear about their status (mandated or normal member). After calling out each of the Mandated Members individually and asking for their vote the following result was obtained:

Mandated Members of the following countries were in favour:

AL, CH, CZ, DE, DK, EE, ES, FR, IE, LU, NO, PT, SK, UKR, EIROforum

Mandate Members of the following countries were against:

AT, BE, HR, HU, IT, PL, SE, SI

The Delegate of the Romanian Mandated Member was not present or did not respond at that point in time and hence no eligible vote was cast.

Thus, the 2/3 majority of the Mandated Members was not reached.

With this result Notary Carniwal notes the rejection of Paper F.

Notes: 1) During the discussion regarding the votes, it was suggested using the ZEUS System rather than a simple show of hands in the future for votes on important aspects such as the Statutes as well as to vote on the Statutes article by article next time rather than one package vote on all changes. 2) Members proposed further discussion of roles and responsibilities of mandated organisations. The chair acknowledged and expressed the intend to implement this.

Item 09: Final appointment of three Board members

Notary Carnival confirms the election of the three (3) Board members Sara Garavelli, Bob Jones, and Wilhelm Widmark for a 3-years term each.

Item 10: Appointment of statutory auditor

Paper D – Appointment of Auditor

The General Assembly unanimously adopts the proposal of the Board to appoint the firm VRC BEDRIJFSREVISOREN SC, having its registered office at 8820 Torhout, Lichterveldestraat 39 A, as statutory auditor for a period of three years covering the financial years 2021, 2022 and 2023. The aforementioned firm would designate Geert KEUNEN, registered auditor, to represent the firm and carry out the appointment on behalf of the firm.

Item 11: Change of registered office

In the presence of the Notary Mr. Tim Carnewal the General Assembly approved unanimously the change of the registered office.

Notary Tim Carnewal closes the Extraordinary General Assembly at 15:50.

While the President and the Secretary General sign the deed in the presence of the notary, the participants take a break.

CONTINUATION OF GENERAL ASSEMBLY, 16:00 CET

Item 13: Report and Discharge of Treasurer

- Paper E – Report of the Treasurer / Balance Forecast 2021

Treasurer Klaus Tochtermann present the Balance Forecast of EOSC-A for 2021. He points out the peculiarity of this first year with a number of activities being supported by the Horizon 2020 EOSC Secretariat project as well as several in-kind contributions from EOSC-A Members.

The Treasurer provides an up-dated overview of the income situation of EOSC-A and kindly reminds all Members and Observers to pay their recently invoiced 2021 membership subscription.

The General Assembly was invited to take note of the Report of the Treasurer and agreed unanimously on discharging the Treasurer.

Note: in Paper E a small typo was acknowledged and corrected.

Item 14: Work Plan 2022

- Paper H: Work Plan 2022

President and General Secretary present the Work Plan of EOSC-A for 2022, which is structured into the three headlines:

- Deepening of the co-programmed EOSC Partnership
- Widening of the EOSC ecosystem
- Consolidating the EOSC Association AISBL

To accommodate the request under Item 02, the Chair invites the GA to take their time and discuss the presented Work Plan for 2022 in more detail. Members raise concerns regarding their level of involvement in informing the future Horizon Europe Work Programme 2023/24, the sustaining of activities currently being funded under Horizon 2020 projects as well as the measures of success for EOSC-A in 2022.

In response to the suggestion to involve the members in the development of a Monitoring Framework, it was clarified that this framework was proposed by the EC and was now being 'brushed up' with the help of two newly appointed staff members specifically for monitoring.

Item 15: Budget Proposal 2022

- Paper I – Budget Proposal 2022

Treasurer Klaus Tochtermann presents the budget proposal of EOSC-A for 2022. The projected income is sourced from the membership fees of the 161 Members and 73 Observers



at the same rate as in 2021, i.e. EUR 10.000 for Members and EUR 2.000 for Observers. In addition, the EOSC-A pro rata part of the Horizon Europe project proposal EOSC Focus (EUR 262.621,53) assuming this proposal is selected for funding.

The estimated costs are presented in the categories personnel, office, financial management and legal advice, monitoring and reporting, communication activities, event and travel.

In the discussion it was requested that future budget proposals would be presented in more detail and that the membership fees would become diversified (not the same for all members).

The General Assembly adopted the budget with a clear majority with 2 no votes and 6 abstentions.

CLOSING, 17:00

The President expresses his warm thanks to the preparation team of this General Assembly; the trustees; Trust-IT; the Board of the EOSC Association; the Secretary General; to those forgotten and last but not least to all the participants of this Extraordinary, 3rd General Assembly of the EOSC Association for their participation and invites everyone to join the following informal part and enjoy Christmas live music and singing by Swara Vocal Ensemble.