

Articles of Association

EUROPEAN OPEN SCIENCE CLOUD ASSOCIATION

Abbreviated: EOSC Association: International non-profit association

ARTICLE 1. NAME – SEAT – PURPOSE – ACTIVITIES - TERM

1.1 Name

The association is named: the “European Open Science Cloud Association”, abbreviated to “EOSC Association” and is an AISBL (hereinafter referred to as the “Association”). The Association is governed by the Code of companies and associations as introduced by the law of 23 March 2019 and as amended from time to time (hereinafter referred to as the “Code”).

1.2 Registered office

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

The address at which the Association's registered office is situated may, by decision of the Board, be transferred to any place in the Brussels-Capital Region without this giving rise to a change in the language of the Articles of Association.

The email address of the Association is info@eosc.eu.

Any communication via this address by shareholders, holders of securities issued by the Company and holders of certificates issued with the cooperation of the Company shall be deemed to have been validly made.

1.3 Purpose and activities

The Association advances Open Science to accelerate the creation of new knowledge, inspire education, spur innovation and promote accessibility and transparency.

The international purpose of the Association is (1) to provide a single voice for advocacy and representation for the broader EOSC stakeholder community, (2) to promote the alignment of European Union research policy and priorities with activities coordinated by the Association, and (3) to enable seamless access to data through interoperable services that address the entire research data life cycle, from discovery to storage, management, analysis and re-use across borders and scientific disciplines.

The Association achieves its purpose through the synergistic efforts of its Members and through the coordinated provision of services to the European research community, by pursuing a range of activities including but not limited to:

- Bringing together key stakeholders in the European research environment, including research funders, service providers, representatives of the research community, intergovernmental organisations, and Mandated Organisations of Members States and Associated Countries to agree strategies for the advancement of Open Science and for optimising the conditions for research outcomes to benefit European society;
- Collaborating with the European Commission, Member States and Associated Countries on activities including but not limited to establishing a Partnership and developing and communicating a Strategic Research and Innovation Agenda (SRIA) for Open Science for the European Research Area;
- Maintaining alignment between the operations sponsored by the Association and the European Commission's Open Science strategy;
- Identifying key infrastructure requirements for the representation, capture, storage, processing and appropriate sharing of diverse forms of data;
- Promoting FAIR data and the coordination of standards development and adoption among researchers and data service providers;
- Enabling key services, including but not limited to e-infrastructures, to promote broad and secure access to data resources and data processing services;
- Coordinating and fostering technical environments and promoting the skills that enable the federation of existing and new scientific data infrastructures, distributed across disciplines within the geographic territory of Members as defined in Article 2.1.
- Facilitating communication, outreach and engagement with its Members and Observers, external service providers, research communities, stakeholder organisations and society as a whole to assure transparency and promote Open Science for the benefit of all.

1.4 Term

The Association is established for an indefinite period of time.

ARTICLE 2. MEMBERS AND OBSERVERS

2.1 Admission conditions

The Association is comprised of Members and Observers.

Members and Observers must:

1. Be a legal entity established in accordance with the laws and customs of the country of origin or be constituted as an intergovernmental organisation pursuant to an international treaty in accordance with principles of international law. They cannot be a department of national governments or ministries;
2. Confirm in writing that they embrace and endorse the vision of the Association and adhere to its values;
3. Have a substantial and significant interest in, and potential contribution to or impact on EOSC.

All Members other than international organisations must be legal entities established in an EU Member State or a country associated to the latest EU Framework Programme for Research and Innovation. Existing Members that do not fulfil these conditions shall cease to be Members within one year after the entry into force of the EU Regulation establishing the latest EU Framework Programme for Research and Innovation. Observers may be established outside this area.

All Members that are international organisations must (i) include a majority of members that are EU Member States or countries associated to the latest EU Framework Programme for Research and Innovation and (ii) have as a principal objective to promote scientific and technological cooperation in Europe. Observers that are international organisations do not need to fulfil conditions (i) and (ii).

Each Member state or associated country that has one or more organisations that are Members of the Association may appoint one (1) Member to act as its mandated organisation, to represent national interests. International organisations that are Members of the Association may appoint one (1) Member to act as their mandated organisation, to represent their views.

European Research Infrastructures Consortia that are Members of the Association may appoint one (1) Member to act as their mandated organisation, to represent their views.

2.2 Rights and obligations of Members and Observers

a. Members being not for profit organisations

Members being not for profit organisations bear the following rights:

1. Attending the meetings of the General Assembly;
2. Voting at the General Assembly;
3. Presenting in person their defence before the General Assembly, prior to being excluded from membership;
4. Resigning from the Association;
5. Participating in the activities of the Association;
6. Proposing candidates for the Board; and
7. Chairing operational and advisory bodies of the Association.

Members have the following obligations:

1. Paying the annual membership fee;
2. Adhering to the Articles of Association, Bylaws and decisions of the Board; and
3. Notifying the Secretary General of any changes regarding the status of the Member, which affect compliance with the membership criteria.

b. Members being for profit organisations

Members being for profit organisations bear the following rights:

1. Attending the meetings of the General Assembly;
2. Voting at the General Assembly;
3. Presenting in person their defence before the General Assembly, prior to being excluded from membership;
4. Resigning from the Association; and
5. Participating in the activities of the Association.

Members have the following obligations:

1. Paying the annual membership fee;
2. Adhering to the Articles of Association, Bylaws and decisions of the Board; and
3. Notifying the Secretary General of any changes regarding the status of the Member, which affect compliance with the membership criteria.

c. Observer organisations

Observers bear the following rights:

1. Attending the meetings of the General Assembly without voting rights;
2. Presenting in person their defence before the General Assembly, prior to being excluded from membership;
3. Resigning from the Association; and
4. Participating in the activities of the Association.

Observers have the following obligations:

1. Paying the annual Observer fee;
2. Adhering to the Articles of Association, Bylaws and all decisions of the Board; and
3. Notifying the Secretary General of any changes regarding their status, which affect compliance with the criteria for Observers.

2.3 Admission

Applications for admission as Member or Observer shall be submitted in writing to the President who will submit them to the next General Assembly following receipt of the applications. Membership is granted by the General Assembly. Due to the long period between two General Assemblies, on the proposal of the President, the Board may admit applicants as provisional Members or Observers pending final decisions of the General Assembly.

The General Assembly shall monitor the Association and make necessary steps to ensure that its composition and operation remains appropriate to its mission.

2.4 Resignation & termination

Members and Observers may resign, or their membership may be terminated. Moreover, membership ceases automatically and with immediate effect when a Member or Observer is dissolved or liquidated, or no longer meets the conditions of admission. Resignation from membership must be notified to the Secretary General.

Members can submit their resignation by registered letter or email at any time. Should resignation occur less than six (6) months before the end of the financial year, the full membership fee for the following financial year shall be due despite resignation.

Observers may resign at any time by registered letter or email. The Observer fee for the remaining part of the financial year in which they resign shall not be reimbursed.

The General Assembly may terminate the membership status of any Member or Observer, after hearing the defence of the organisation concerned:

1. For serious contravention to the Articles of Association, the Bylaws, or a decision of the General Assembly or the Board, and if the Member or Observer has failed to rectify such contravention within a period of three (3) months after formal notice of the contravention has been given;
2. For acting in a manner seriously injurious to the reputation of the Association;
3. For default of payment of the financial contribution, after an official reminder has remained unremedied for more than ninety (90) calendar days from the date of issue;
4. For another serious reason it deems justified if the Member or Observer has failed to rectify such contravention within a period of three (3) months after a formal notice has been issued to cease the conduct.

The General Assembly shall justify its decision to terminate. The Member or Observer who sees its membership terminated by resignation, dissolution, liquidation, because it no longer meets the conditions of admission or otherwise, has no right whatsoever to the assets of the Association or to the Member fee or Observer fee already paid. Any fees due that are not already paid must be paid in full for the year that termination occurs.

2.5 Fees

Together with the determination of the budget, the General Assembly sets the annual fees to be paid by each Member and Observer for the next accounting year, upon proposal by the Board.

While fees for Members may vary between the Members, the fee for Observers is equal for all Observers.

2.6 Limited liability

The Members do not assume any liability for the commitments of the Association.

ARTICLE 3. GENERAL ASSEMBLY

3.1 Composition and powers

The General Assembly is the supreme authority of the Association and is composed of one (1) delegate per Member with voting rights and one (1) representative per Observer without voting rights.

The General Assembly elects the President for a term of three (3) years, who may be re-elected for one (1) more term. The General Assembly elects the Directors, in principle for a term of three (3) years. The Directors may be re-elected for one (1) more term. The President chairs the meetings of the General Assembly and the Board.

The General Assembly has all powers except those expressly reserved or delegated to the other bodies of the Association by the Code, these Articles of Association or by a decision passed by the General Assembly.

The General Assembly has the power to decide upon:

1. Any amendment to the Articles of Association;
2. Adoption and amendment of Bylaws;
3. Appointment, dismissal and discharge of members of the Board;
4. Appointment and dismissal of operational and advisory bodies;
5. Appointment, dismissal and discharge of the Statutory auditor;
6. Approval of the annual budget and accounts;
7. The dissolution of the Association as well as merger, demerger, transformation or any other restructuring;
8. Admittance and termination of Members and Observers; and
9. The fees for Members and Observers.

3.2 General Assembly meetings representation

The General Assembly meets at least once a year and more if required. It must be convened when one fifth of the Members so request. The date must be convened with sixty (60) calendar days noticed. Members may propose topics for the agenda up to thirty (30) calendar days prior to the meeting. The General Assembly members will receive all relevant documents at least twenty (20) calendar days before the meeting.

In cases of exceptional urgency duly justified, the time limit for convening the meeting and sending the draft agenda and all relevant documents is reduced to seven (7) calendar days. Any Member can waive such notice and, in any event, the meeting is deemed to have been duly convened if the member is present or represented at the meeting of the General Assembly.

Any Member may appoint proxyholders who do not have to be Members themselves. The proxy must comply with the form prescribed by the Board. It must be presented at the General Assembly. A power of attorney granted remains valid for any subsequent General Assembly to the extent that the agenda remains the same. Members can appoint a number (as specified in the Bylaws) of experts to attend the General Assembly meetings without voting rights.

3.3 Quorum

A General Assembly shall validly deliberate if at least half of the Members is present or represented. Regarding the decisions mentioned in the following article and requiring a double majority, the General Assembly can only validly deliberate if at least half of the Members and at least half of mandated organisations are present.

When the quorum is not reached, the Board must convene a second meeting of the General Assembly no earlier than twenty (20) calendar days after the first one. The second meeting of the General Assembly is entitled to take valid decisions, irrespective of the number of Members present or represented.

3.4 Voting

The General Assembly strives to adopt its decisions by consensus. If a vote proves necessary, the General Assembly makes its decisions as follows.

The General Assembly may only deliberate on the items set out in the agenda, unless a minimum of two-thirds ($\frac{2}{3}$) of the Members are present or represented and unanimously decide to add extra items on the agenda.

The decisions of the General Assembly are validly taken with a simple majority of votes of Members present or represented. Votes may be taken by a raising of hands, by paper ballot or by electronic means.

Notwithstanding the foregoing paragraph, the following decisions:

1. Modification of the Statutes;
2. Adoption, modification, and abolishment of the Bylaws;
3. Matters related to the high-level strategy;
4. Dissolution of the Association;

5. The election of Directors of the Board;
require a double majority requiring both:

- Two-third ($\frac{2}{3}$) majority of votes of Members present or represented, and;
- Two-thirds ($\frac{2}{3}$) majority of votes of Mandated Organisations present or represented.

Notwithstanding the foregoing, for the following decision:

1. Approval of the annual accounts, budget and fees;
votes are allocated to the Members on the basis of the contribution to the annual budget in the current year. No Member can have less than one (1) vote;
and such decisions require:

- Two-third ($\frac{2}{3}$) majority of votes of Members present or represented.

In determining the various majorities provided for in this Statutes, only votes cast for or against a position shall be taken into account.

Members who are in arrears by 31st December on the previous year are ineligible to vote.

To enable anonymous voting, the Members' votes may not be disclosed to the other Members by the choice of systems used.

3.5 (Written and electronic) meetings – Distance voting

Members may, within the legal limits, take unanimous and written decisions that fall within the competence of the General Assembly, with the exception of amendments to the Articles of Association.

The Board may allow Members to participate remotely in the General Assembly by means of an electronic means of communication made available by the Association, provided that the Association can verify the capacity and identity of the participating person concerned by means of the electronic means of communication used.

The convocation to the General Assembly shall include a clear and precise description of the procedures relating to distance participation.

If no summonses have been made, the General Assembly shall decide whether the relevant Member is validly present. In any event, the electronic means of communication should at least enable Members, without prejudice to any restriction imposed by or pursuant to the Belgian law, to take direct, simultaneous and continuous access to the discussions at the General Assembly and, as far as Members are concerned, to exercise their right to vote on all the points on which the General Assembly is to give its opinion. The electronic means of communication should also enable Members to participate in the deliberations and to ask questions.

The members of the General Assembly's bureau cannot participate in the General Assembly by electronic means.

Members may also vote remotely before the General Assembly, by letter or via the Association's website, provided that they have complied with the admission formalities and provided that the Board has approved the means of communication used. In any event, the means of communication used should allow the status and identity of the person wishing to vote remotely before the General Assembly.

The distance voting form shall contain at least the following entries: (i) the name of the Member and his registered office, (ii) the number of votes that the Member wishes to cast at the General Assembly, (iii) the agenda of the General Assembly, including the proposals for a decision, (iv) the period within which the Association must receive the form to vote remotely, (v) the Member's signature handwritten or electronic (in the manner provided for in the Belgian law), (vi) the voting method or abstention concerning each proposed decision. The forms stating neither the voting method nor the abstention shall be null and void.

Decisions made by the General Assembly by electronic means are deemed to come into force on the calendar day following that of the meeting of the General Assembly.

3.6 Minutes

The decisions made by the General Assembly shall be recorded in minutes, which are provided to each Member out by mail or by email or displayed on the website of the Association within fifteen (15) calendar days of the meeting. Subsequently, Members have fifteen (15) calendar days to respond with proposals for amendments, followed by further cycles of (15) calendar days for the Board to act upon amendments and fifteen (15) calendar days for approval by Members.

Once approved, the minutes shall be signed by the President and kept in a register at the disposal of Members and Observers.

ARTICLE 4. BOARD

4.1 Composition and powers

The Board is composed of the President and Directors who are appointed in their individual capacity, from amongst the delegates of the General Assembly. Individuals can no longer be a delegate of the General Assembly once appointed to the Board. The appointments of the President and Directors shall be filed and published in accordance with the provisions of the Code.

The Board is chaired by the President and supported by the Vice-President and Treasurer. The number of Directors including these two last roles is a minimum of seven (7), or equal to the number of Members when there are fewer than seven (7) Members of the Association. The General Assembly will decide on the number of the Directors.

The General Assembly shall endeavour to ensure balance in terms of gender, diversity, geographic coverage, expertise and stakeholder representation.

The Board, on the proposal of the President, appoints the Vice-President and Treasurer from amongst its Directors. The members of the Board shall continue to act until re-election or until new members take office as specified in the Bylaws.

The Board is in charge of achieving the purpose and directing the activities of the Association by implementing the decisions, instructions and recommendations adopted by the General Assembly.

The Board will announce the number of vacancies and terms so appointments can be staggered.

The Board has the power to:

1. Convene the General Assembly;
2. Prepare the meetings of the General Assembly and propose decisions;
3. Prepare the budgets and the annual accounts, including the annual membership fees, and submit them to the General Assembly for approval;
4. Propose amendments to the Articles of Association and Bylaws;
5. Provide recommendations on the admission or termination of Members and Observers;
6. Direct the implementation of decisions made by the General Assembly;
7. Propose to set-up and dissolve operational and advisory bodies subject to validation by the General Assembly;
8. Appoint the Vice-President and Treasurer from amongst its Directors, and dismiss them;
9. Appoint, dismiss and discharge the Secretary General;
10. Represent the Association at external events, promoting the Associations' visibility, public relation work and identity; and
11. Propose to the General Assembly to appoint, dismiss and discharge the Statutory auditor.

The President will:

1. Act as legal representative of the Association;
2. Act as the spokesperson of the Association;
3. Together with the Board, lead and represents the Association;
4. Convene meetings of the Board;
5. Chair meetings of the General Assembly and the Board;
6. Together with the Board, enhance relationships and foster cooperation with strategic partners and other institutions in order to raise the Association's impact;
7. Decide on necessary ad hoc measures (limited to non-strategic issues) between meetings of the bodies;
8. Be responsible for the ongoing affairs of the Association and the preparation and implementation of the decisions by the General Assembly and the Board;
9. Propose the Vice President and Treasurer from amongst the Directors for appointment by the Board of Directors; and
10. Supervise the Secretary General.

The Vice-President will replace the President in the event of unavailability.

The Treasurer is responsible for:

1. Revising the annual budget of the Association;
2. Revising the financial reports and maintaining the Association's accounts; and
3. Supervising the finances of the Association.

The members of the Board do not have voting rights in the General Assembly. Their organisations need to appoint an alternate Delegate.

The Board may by an 80% majority decision delegate the day-to-day management of the Association to the Secretary General as well as revoke such delegation.

4.2 End of mandate

A Director may resign by notifying the President. The President may resign by notifying the Board which then notifies the General Assembly. A President and/or Director who is no longer an employee or a representative designated by a Member or who is part (either employed or engaged) of a Member leaving the Association is deemed to have resigned with immediate effect as from the date employment or representation or membership ceases.

In case of vacancy or for any reason that prevents the President from fulfilling office, the Vice-President temporarily takes this function until a new election of the President has been made by the General Assembly.

In case of vacancy or for any reason that prevents a Director from fulfilling office, the remaining Directors remain in charge. The Board, on notifying the President, may provisionally replace the Director that cannot fulfil office until the next General Assembly which shall decide on a definitive appointment.

4.3 Conflict of Interest

Any member of the Board is required to inform the Board of any direct or indirect conflict of interest before the Board makes a decision, and they may not participate in the Board's deliberation on this action, nor vote in connection with it, under any circumstances.

If all members of the Board have a direct or indirect conflict of interest, the decision will be escalated to the General Assembly. If the General Assembly approves the decision, the Board will be able to implement the decision.

4.4 Meetings of the Board

The Board meets at least four (4) times a year. The meetings may be called by the President or by at least two (2) Directors. The notice shall contain the place, date, time, and agenda of the meeting. It must be sent to all members of the Board at least eight (8) calendar days before the date of the meeting of the Board. Directors may propose topics for the agenda up to five (5) calendar days prior to the meeting of the Board. In case of urgency, the meeting can be set up in three (3) calendar days.

Directors may attend or be represented at a meeting of the Board in person, by telephone or by digital means.

Each member of the Board shall have the right to give a proxy to another member of the Board to be represented at a Board meeting. No member of the Board may hold more than two (2) proxies. The proxies must be received by the President at least two (2) calendar days before the date of the Board meeting. A power of attorney granted remains valid for any subsequent Board meeting to the extent that the agenda remains the same.

The President may invite third parties without voting rights to attend a meeting or part of a meeting of the Board. The Secretary General will ordinarily be invited to attend meetings of the Board ex officio without voting rights.

4.5 Decisions

The Board validly deliberates if at least half of the members of the Board are present or represented. If this quorum is not reached, a new meeting of the Board shall be convened no earlier than seven (7) calendar days after the first meeting. The second meeting of the Board is entitled to make valid decisions, irrespective of the number of members of the Board present or represented.

The Board may only deliberate on the items set out in the agenda unless a minimum of two-thirds (2/3) of the members of the Board are present or represented and decide unanimously to add extra items on the agenda.

The Board shall strive to adopt its decisions by consensus. If a vote proves necessary, each member of the Board has one (1) vote.

The Board makes its decisions by simple majority of the votes cast by the members of the Board present or represented. Abstentions, blank and invalid votes shall not be counted in the total amount of votes cast by the members of the Board present or represented. In the event of a tied vote, the President has a casting vote.

Votes may be taken by a raising of hands, by paper ballot or by electronic means. Voting will be transparent unless at least two (2) members of the Board request a secret ballot.

4.6 Minutes

The decisions taken by the Board shall be recorded in minutes, which are sent out by email within fifteen (15) calendar days after the meeting of the Board to each member of the Board. Subsequently, members of the Board have fifteen (15) calendar days to respond with proposals for amendments, followed by further cycles of (15) calendar days for the President and Secretary General to act upon amendments and fifteen (15) calendar days for approval by the members of the Board.

Once approved, the minutes shall be signed by the President and be kept in a register at the disposal of the members of the Board. Members and Observers of the Association may request access to minutes, which may be provided in redacted form (e.g., when concerning personal data).

4.7 Representation

The Association is validly represented in legal proceedings and towards third parties, including public officers by either:

1. By the President or Vice-President acting alone;
2. By an ad hoc proxy holder appointed by the General Assembly; or
3. Within the limits of day to day management of the Association, by the Secretary General.

4.8 Limited liability

The members of the Board shall not be personally liable for the commitments of the Association. They are only liable for the (non-)performance of their function, including misconduct in their responsibilities and tasks.

ARTICLE 5. SECRETARIAT

The Secretariat advises and supports the General Assembly and the Board and coordinates the implementation of their decisions. The Secretary General is entrusted with the day-to-day management of the Association, leads the Secretariat and serves as secretary to the General Assembly and the Board. The Secretary General discharges duties in accordance with the Articles of Association and the Bylaws. The Secretary General and the other staff of the Secretariat are compensated for their activities.

The Secretariat is responsible for:

1. supporting the Secretary General in conducting the day-to-day management, including, under supervision of the Secretary General, performing all administrative acts and other necessary arrangements including legal proceedings;
2. managing and administering the finances of the Association under supervision of the Secretary General; and
3. supporting the Secretary General in implementing the decisions of the General Assembly under the direction of the Board.

Daily management includes both acts and decisions which do not exceed the needs of the Association's daily life or those which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Board.

ARTICLE 6. OPERATIONAL AND ADVISORY BODIES

6.1 Role

The Association may form operational bodies to address issues or concerns relating to the mission and operations of the Association.

The Association may form advisory bodies to provide advice on fulfilment of the Association's mission.

Each operational or advisory body may be constituted by one or more task forces.

6.2 Creation

Any Member can propose the establishment of operational and advisory bodies. The proposal for their creation and dissolution is taken by the Board to the General Assembly to be validated. The purpose, tasks and expected term of operation, if applicable, of these entities are described in written terms of reference articulated by the Board.

6.3 Membership

Chair(s) of operational and advisory bodies must come from members of the Association. Members of operational bodies should be members or observers of the Association. Members of advisory bodies in contrast may be internal or external to the Association. Members of the Board shall not be part of an advisory body. However, they may act as a liaison between the chair(s) of the body or subgroup and the Board as a whole. The appointment, term of service, and revocation of the role of Chairs is the responsibility of the Board. Members of operational and advisory bodies may be nominated by the Board, with approval of membership determined by the Board.

ARTICLE 7. FINANCING - FINANCIAL YEAR - BUDGET - STATUTORY AUDITOR - RECORDS RETENTION

7.1 Financing

The reporting currency of the Association shall be the Euro for the annual accounts and all other official accounting, tax and legal documents.

The Association is financed through the fees of its Members and Observers. It may also accept:

1. Subsidies or grants by Members, Observers, other organisations or legal persons, subject to acceptance by the Board; and
2. Donations or bequests of financial or other assets free of legal encumbrances, subject to review and acceptance by the Board and the Statutory auditors, and in accordance with the Code.

7.2 Financial year

The financial year shall begin on 1 January and end on 31 December.

7.3 Budget

The annual budget of the Association projects the income and expenditure for the next financial year, linked to the activities and resources. The Secretary General prepares and submits the budget to the Board forty (40) calendar days prior to the annual meeting of the General Assembly.

7.4 Statutory auditor

The General Assembly appoints a Statutory auditor, if required by law, from among Members of the Belgian Institute of Chartered Accountants.

The role of the Statutory auditor is to:

- Advise on and verify establishment and maintenance of internal financial procedures, including the retention of financial records; and
- Verify the annual accounts of the Association in accordance with the Code.

7.5 Records retention

All financial records pertinent to income and expenditure, as well as Statutory auditors' reports, whether in printed or electronic format, are retained by the Association for a period of ten (10) years.

ARTICLE 8. AMENDMENTS TO ARTICLES OF ASSOCIATION - DISSOLUTION

8.1 Amendments to Articles of Association

The Board proposes modification of the Articles of Association to the General Assembly.

Any proposals for modification must be brought to the attention of Members at least four (4) weeks prior to the date of the General Assembly that shall resolve thereon. Article 3.4 outlines voting procedures for modification of the Articles of Association.

8.2 Dissolution and liquidation

The General Assembly, upon proposal by the Board, may decide to dissolve and liquidate the Association, and to appoint and define the powers and fees of one or more liquidators.

Article 3.4 outlines voting procedures for dissolution of the Association.

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.

ARTICLE 9. GENERAL PROVISIONS

9.1 Choice of residence

Members, Observers, each member of the Board, the Secretary General, the statutory auditor, the liquidators or provisional directors may choose residence at the place where they carry out their professional activity. In that case, only this address shall be communicated in the documents filed with the corporate court.

All notices concerning the Association to the organs of directors and the statutory auditor shall be given at the last email address notified to the Association or, failing that, at the last postal address notified to the Association. Any change shall be notified to the Board by e-mail with acknowledgment of receipt or by registered letter or by letter with acknowledgment of receipt.

If no such address is known, all notices, communications, reminders, summonses and service of process relating to the affairs of the Association shall be validly effected at the registered office of the Association.

9.2 Bylaws

The General Assembly adopts and modifies the Bylaws, which implement and specify the provisions of these Articles of Association and regulate the daily activities of the Association, upon proposal of the Board.

Article 3.4 outlines voting procedures for adoption, modification, and abolishment of the Bylaws.

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

9.3 Applicable Law

The Articles of Association, the Bylaws and/or any decisions of the General Assembly and Board, are governed by the Belgian law.

For all that is not provided for in these Articles of Association or the Bylaws, only the provisions of the Code apply.

9.4 Conflict resolution

Should any dispute arise between Members, Observers, and/or the Association regarding the interpretation and application of these Articles of Association, the Bylaws or any decisions of the General Assembly or the Board, the Members, Observers, and/or the Association shall submit the dispute to mediation in accordance with the CEPANI mediation rules. The place of mediation shall be Brussels. The language to be used in mediation shall be English.

If, and to the extent that, any such dispute has not been settled pursuant to the mediation within two (2) months of the commencement of the mediation, it shall, upon the filing of a request for arbitration by either party (a Member/Observer or the Association), be referred to and finally determined by arbitration in accordance with the CEPANI arbitration rules. Alternatively, if, before the expiration of the said period of two (2) months, either party fails to participate or to continue to participate in the mediation, the dispute shall, upon the filing of a request for arbitration by the other party, be referred to and finally determined by arbitration in accordance with the CEPANI Rules of Arbitration. The arbitration tribunal shall consist of three arbitrators designated in accordance with the CEPANI Rules of Arbitration. The place of arbitration shall be Brussels. The language to be used in the arbitration proceedings shall be English.

Notwithstanding the above, should the national law of the Member or Observer not allow such a Party to submit a dispute to arbitration or mediation, the dispute shall be referred to the competent national court of Belgium.

9.5 Language

The working language is English, without prejudice to applicable legal obligations.

These Articles of Association have been written in French and English. Both French and English versions are filed with the clerk's office of the competent court. In the event of any discrepancy between the aforementioned versions, the French version shall prevail.

ARTICLE 10. DEFINITIONS

In these Articles of Association, the following words have the following meaning:

“Articles of Association” means these articles of the Association.

“Association” means European Open Science Cloud Association.

“Board” means the board of the Association as mentioned in article 4.1.

“Bylaws” means the bylaws of the Association as mentioned in article 9.2.

“Code” means the Code of companies and associations as introduced by the law of 23 March 2019 and as amended from time to time.

“Directors” means the directors of the Association as mentioned in article 4.1.

“General Assembly” means the general assembly of the Association as mentioned in article 3.1.

“Members” means the members of the Association as mentioned in article 2.

“Observers” means the observers of the Association as mentioned in article 2.

“Open Science” means an approach to the scientific process that focuses on spreading knowledge as soon as it is available using digital and collaborative technology as mentioned in article 1.3

“President” means the president of the Association as mentioned in article 4.1.

“Secretariat” means the secretariat of the Association as mentioned in article 5.

“Secretary General” means the secretary general of the Association as mentioned in article 4.1.

“Statutory auditor” means the statutory auditor of the Association as mentioned in article 7.4.

“Treasurer” means the treasurer of the Association as mentioned in article 4.1.

“Vice-President” means the vice-president of the Association as mentioned in article 4.1.