

Internal Regulations

EOSC Association (EOSC-A)

Data Internal Regulations

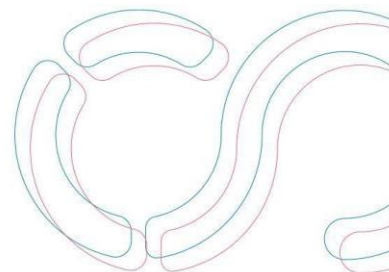
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1

EOSC Association AISBL

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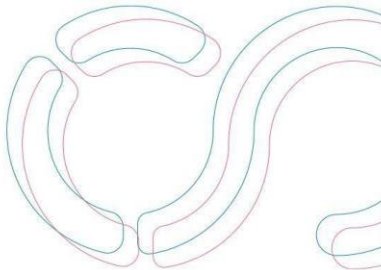
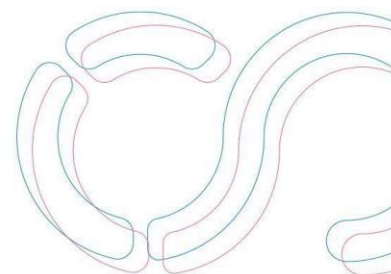


TABLE OF CONTENTS

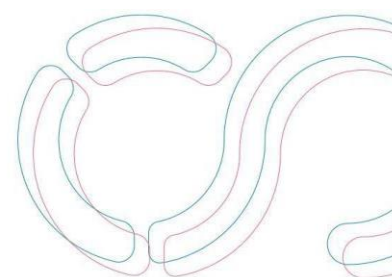
DEFINITIONS	4
ARTICLE 0. GENERAL PROVISIONS	5
ARTICLE 1. PURPOSE AND ACTIVITIES - TRANSPARENCY AND CONFIDENTIALITY	5
ARTICLE 1.3 PURPOSE AND ACTIVITIES.....	5
ARTICLE 1.4 TRANSPARENCY AND CONFIDENTIALITY	5
ARTICLE 2 MEMBERS AND OBSERVERS	5
ARTICLE 2.1 CATEGORIES AND ADMISSION CONDITIONS	5
ARTICLE 2.2 RIGHTS AND OBLIGATIONS OF MEMBERS AND OBSERVERS	7
ARTICLE 2.3 ADMISSION.....	8
ARTICLE 3. GENERAL ASSEMBLY	9
ARTICLE 3.1 COMPOSITION AND POWERS AND MEETINGS.....	9
ARTICLE 3.4 VOTING	10
ARTICLE 4. BOARD	13
ARTICLE 4.1 COMPOSITION AND POWERS	13
ARTICLE 5. SECRETARIAT	15
ARTICLE 5.1 SECRETARY GENERAL	15
ARTICLE 6. OPERATIONAL AND ADVISORY BODIES	17
ARTICLE 6.1 DEFINITION OF OPERATIONAL BODIES	17
ARTICLE 6.2 DEFINITION OF ADVISORY BODIES	17
ARTICLE 6.3 FORMATION OF OPERATIONAL AND ADVISORY BODIES	17
ARTICLE 6.4 TERMS OF REFERENCE FOR OPERATIONAL AND ADVISORY BODIES	17
ARTICLE 6.5 REPORTING AND OVERSIGHT OF OPERATING AND ADVISORY BODIES	18
ARTICLE 6.6 REVIEW AND DISSOLUTION OF OPERATING AND ADVISORY BODIES	18
ARTICLE 7. FINANCIALS	18
ARTICLE 7.1 FINANCING	18
ARTICLE 7.3 BUDGET	19



DEFINITIONS

In these Internal Regulations the terms with a capital letter, which are not defined otherwise in these Internal Regulations, have the meaning set forth in the [Articles of Association](#) of EOSC Association AISBL.

<u>Term / Acronym</u>	<u>Meaning</u>
Delegate	The General Assembly is the supreme authority of the Association and is composed of one Delegate per Member with voting rights.
Deputy Delegate	Deputy Delegate replaces the Delegate in case he/she cannot attend the GA.
Deputy Representative	Deputy Representative replaces the Representative in case he/she cannot attend the GA.
Mandated Organisation	Organisation appointed to represent national interests, to be appointed by the government of the Member State or Associated Country, that has one or more organisations that are Members of the Association. Some groupings of International Organisations may also appoint Mandated Organisations.
Operational body	Operational Bodies are established to contribute to the purpose and activities of the Association and to implement the resolutions of the General Assembly and the Board.
Representative	The General Assembly is the supreme authority of the Association and is composed of one Representative per Observer without voting rights.
Staff	Staff refers to all employees and internal consultants of the EOSC Association.
Task Force / TF	(Part of) an Operational Body established to contribute to the purpose and activities of the Association.



INTERNAL REGULATIONS OF EUROPEAN OPEN SCIENCE CLOUD ASSOCIATION

21 November 2023 – Version 1.0.

The European Open Science Cloud Association is condensed to either 'EOSC Association' or 'Association' in this document.

ARTICLE 0. GENERAL PROVISIONS

These Internal Regulations are drawn up pursuant to Article 9.2 of the Articles of Association and to further specify the Internal Regulations of the Association.

In case of contradictions between the Articles of Association and these Internal Regulations, the former shall prevail.

They add to the rights and obligations of Members and Observers and to the rules in the Articles of Association which define how the Association operates.

The General Assembly, upon proposals by the Board, may decide if they want to comply with special policies. These policies shall not contradict the vision and values of these Internal Regulations.

The official version of these Internal Regulations is in the English language. In the event of any discrepancy in translated versions of the Internal Regulations, the English version shall prevail (subject to the legal requirements verification).

ARTICLE 1. PURPOSE AND ACTIVITIES - TRANSPARENCY AND CONFIDENTIALITY

ARTICLE 1.1 PURPOSE AND ACTIVITIES

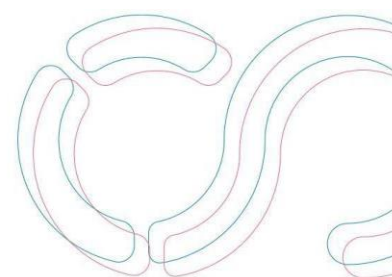
Members and Observers of the Association subscribe to the Articles of Association and all applicable Internal Regulations and endorse the EU Framework Programme for Research and Innovation.

ARTICLE 1.2 TRANSPARENCY AND CONFIDENTIALITY

All Members and Observers promote that the cooperation in this Association in general does not require the exchange of confidential information and is open and transparent. Therefore, in principle, no confidential information will be exchanged in the framework of the operations of the Association and its bodies. Insofar as the exchange of confidential information is, nevertheless, deemed necessary, all parties involved agree that they shall keep such information confidential to the extent legally possible, in accordance with applicable laws regarding the principles of public access to information.

ARTICLE 2 MEMBERS AND OBSERVERS

ARTICLE 2.1 CATEGORIES AND ADMISSION CONDITIONS



Number of Members and Observers: The number of Members and Observers is not limited. However, the number of Members cannot be less than three.

Categories of Members and Observers:

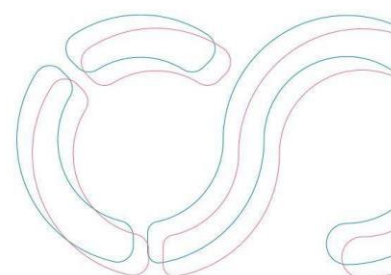
1. Research funding organisations: these can be public and/or private organisations that fund research.
2. Research performing organisations: these can be publicly and/or privately funded organisations.
3. Service providing organisations: these can be publicly and/or privately-funded organisations.
4. Other organisations: these can be publicly and/or privately-funded organisations, which contribute to the aims of the Association.

Application procedure:

1. Applicants must fill in the EOSC Association Member/Observer application form which consists of (i) mandatory organisational information, including VAT details and a link to the organisation's website, and (ii) the statement on contributions for implementing Open Science and EOSC.
2. The Association is entitled to assume that the mandatory organisational information given in the Application Form remains valid so long as the Member/Observer has not provided updated information in writing to the Secretary General.
3. It is the responsibility of every Member/Observer to deliver timely written notifications of any changes in the mandatory information to the Secretary General.

Nomination of Mandated Members:

1. National governments and some groupings (see point 4 below) of International Organisations can nominate an organisation, based in their respective country, and which is a Member of the Association, as a "Mandated Organisation" (Article 2.1 of the Articles of Association).
2. The nomination is expressed by a letter on behalf of the national government to the Secretary General of the Association.
3. This status is maintained until the respective national government revokes the nomination or supersedes it by nominating another organisation which is based in its country, and which is a Member of the Association.
4. The EIROforum and the ERIC Forum can each nominate one of its Members, which is also a Member of the Association, as a "Mandated Organisation". The above-mentioned provisions for nomination and maintenance of status apply analogously (see Article 2.1 of the Articles of Association).



ARTICLE 2.2 RIGHTS AND OBLIGATIONS OF MEMBERS AND OBSERVERS

Rights of Members:

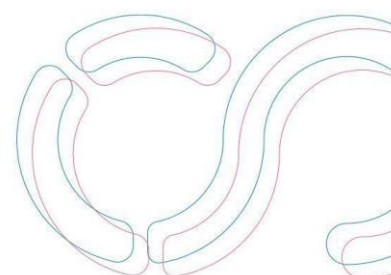
In addition to the rights set out in Article 2.2 of the Articles of Association, Members have the following rights:

1. Voting right: Members have the right to vote in the General Assembly. Each Member shall have one vote.
2. Delegate: Each Member shall nominate one Delegate. A nomination shall be expressed in writing by the legal representative of the Member, which is addressed to the Secretary General. The Delegate is entitled to attend the meetings of the General Assembly, to express opinions, put forward suggestions and to cast the vote.
3. Deputy Delegate: Each Member can nominate one Deputy Delegate. A nomination shall be expressed in writing by the legal representative of the Member, which is addressed to the Secretary General. The Deputy Delegate can attend the meetings of the General Assembly in case the Delegate is unable to attend. In this case, the Deputy Delegate shall execute the rights and obligations of the Member. Either the Deputy Delegate or the Delegate can attend the GA when it is in-person. However, in online GA meetings, both the Delegate and the Deputy Delegate can attend but then, only the Delegate has voting rights. In this case, the Delegate shall inform the Secretary General of the Association, in writing, before the registration deadline.
4. Expert: Each Delegate can invite either, one (1) Expert affiliated or linked to the organisation of the Delegate, or one (1) Deputy Delegate to attend the meetings of the General Assembly, without voting rights. The Delegate shall inform the Secretary General of the Association, in writing, about the chosen invitee before the registration deadline.

Obligations of Members:

In addition to the obligations set out in Article 2.2 of the Articles of Association, Members have the following obligations:

1. Organisational data: The Association is entitled to assume that the mandatory information given at the time of admission remains valid so long as the Member has not provided updated information in writing to the Secretary General. It is the responsibility of every Member to deliver timely written notifications of any changes in the mandatory information to the Secretary General.
2. Continuous adherence to admission conditions: During its membership, the Member shall continue adhering to the admission conditions and to the values of the Association as described on the website.
3. Other obligations that come from the EOSC Partnership included in the [Memorandum of Understanding \(MoU\) for the Co-programmed European Partnership on the European Open Science Cloud](#).



4. Members are expected to fill in the Additional Activities Plan (AAP) survey.

Rights of Observers:

In addition to the rights described in Article 2.2.c of the Articles of Association Observers acknowledge the following:

1. Observers do not have voting rights.
2. Representative: Each Observer can nominate one Representative. A nomination shall be expressed by a nomination letter of the legal representative of the Observer, which is addressed to the Secretary General. A Representative is entitled to attend the meetings of the General Assembly, to express opinions and put forward suggestions.
3. Deputy Representative: Each Observer can nominate one (1) Deputy Representative. A nomination shall be expressed by a nomination letter of the legal representative of the Observer, which is addressed to the Board of the Association. The Deputy Representative can attend the online meetings of the General Assembly together with the Representative. However, only the Representative, or the Deputy Representative, can attend the in-person General Assembly meetings.

Obligations of Observers:

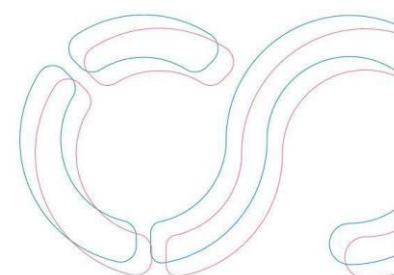
In addition to the obligations listed in the Article 2.2.c of the Articles of Association, Observers acknowledge the following:

1. Organisational data: The Association is entitled to assume that the mandatory information given at the time of admission remains valid so long as the Observer has not provided updated information in writing to the Secretary General. It is the responsibility of every Observer to deliver timely written notifications of any changes in the mandatory information to the Secretary General.
2. Continuous adherence to admission conditions: During observership, the Observer shall continue adhering to the admission conditions and to the three sets of values according to article 1.3 of these Internal Regulations.

ARTICLE 2.3 ADMISSION

Applications for admission as Member or Observer shall be submitted in writing to the President and the Secretary General who will submit them to the next General Assembly following receipt of the applications.

1. Application Form: Applicants shall provide mandatory information about their organisation. Plus, a statement, explaining their motivation to become a Member/Observer of the Association and what they intend to contribute towards implementing EOSC and Open Science.
2. Presentation of the application to the Board: The statement of the application will be forwarded to the Board. The Board can approve applicants as provisional Members/Observers.



3. Provisional Members/Observers: The Board shall forward all provisionally approved applications to the General Assembly in one batch before the next meeting of the General Assembly. The Board ensures it provides the information required for the General Assembly to judge the applications.
4. Approval of application: approval of applications is by the General Assembly, by a simple majority.
5. Withdrawal of application: Applications for becoming a Member/Observer can be withdrawn at any time before the final decision of the General Assembly without financial consequences.
6. Rejection by the General Assembly: The General Assembly can reject an application if the applying candidate Member or Observer does not fulfil the requirements detailed in the Articles of Association and Internal Regulations. The General Assembly can reject an application by a simple majority. The Secretary General will inform the applicant of the decision of the General Assembly in writing. In case of rejection, reasons shall be provided.
7. Check: The Board checks the compliance of applicants versus the admission conditions and reports to the General Assembly.
8. Changing status in the application:
 - a) In case a Member wishes to change status to an Observer, the Member resigns and informs in writing that they want to become an Observer with the legal representative in copy of the email. This application is handled in the next formal Board meeting and put up for approval to the next General Assembly considering the applicable periods to process the documents. In case an Observer wishes to become a Member, the Observer resigns and sends in an application to become a Member (Art 2.3 of the Articles of Association). If the request is rejected, the organisation continues as an Observer. This resignation and application are handled in the next formal Board meeting and put up for approval to the next General Assembly considering the applicable periods to process the documents.

ARTICLE 3. GENERAL ASSEMBLY

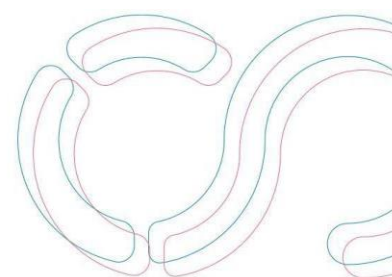
ARTICLE 3.1 COMPOSITION AND POWERS AND MEETINGS

The composition, powers, procedures for meetings and methods of election of Directors of the Association are set out in article 3 of the Articles of Association.

The following regulations are supplementary and subordinated to the provision of the Articles of Association.

The Secretariat maintains an overview of the legal representatives of all Members who bear the exclusive right to appoint the Delegate to represent the Member in the General Assembly and to bear its voting rights. Each Delegate must identify himself/herself before each meeting of the General Assembly to determine the quorum. The General Assembly may convene

9



physically or digitally upon justified notice by the President.

The General Assembly elects the President and Directors as follows:

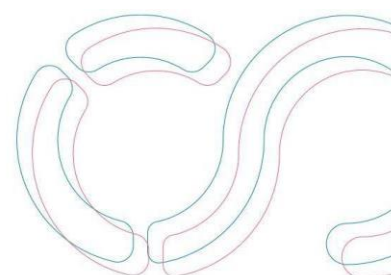
1. The Board proposes the total number of Directors and the terms for adoption by the General Assembly. The number of vacancies per annum takes account of the number of Directors completing their term, and additionally any that stand down. The General Assembly (in accordance with its power to enact Internal Regulations in line with the Articles of Association) adopts procedures for the election, which may include digital or physical means for conducting them.
2. The Board invites all Members to nominate candidates from amongst the Delegates for any identified vacancies. Only nominations received by the specified deadline will be considered.
3. The Secretariat may liaise with the nominated candidates to ensure compliance with the Articles of Association. In line with article 2.4 of the Articles of Association, the Board may undertake activities to ensure that the General Assembly can endeavour to appoint a Board being as well-balanced as possible in terms of gender, diversity, geography, expertise, and stakeholder representation.
4. The Secretary General finalises a list identifying the candidates for election. This list is sent, together with relevant background information on the candidates, and a proposal for the procedure for the election, to the Delegates.
5. The election is organised in rounds whereby a number of the vacancies are filled through each round (e.g., half of the vacancies in the first round). The election ballot will contain all names and Member affiliations, for each round, the number of votes will correspond to the number of vacancies to be filled in the round and Delegates may vote only once for each candidate. The candidates with the most votes are ranked by double majority (see article 3.4 of the Articles of Association) and appointed to the vacant positions. In case of a tie, an additional round is introduced to select from among the tied candidates. The candidates not elected may go forward to the next round(s). The General Assembly may choose to conduct this process by digital and online means.

The Secretariat maintains the register of decisions for insight to all Members and Observers and provides the minutes of the General Assembly meetings by mail and publishes it on the website of the Association. The minutes of the General Assembly are to be signed by the President.

ARTICLE 3.2 VOTING

Election procedure of the President:

During the election of the President, the (electronic) election ballot will contain all Delegates who have duly announced their candidacy for the vacancy (both their name and the name of the corresponding Member).



Recalling article 3.1 of the Articles of Association which states that for the election of Directors of the Board and for 'matters related to the high-level strategy', including the President, a 'double majority' is required with both:

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

To fulfil this requirement, the election of the President takes place using at least two (2) rounds in this order:

1. Selection of the President
2. Election of the President.

For the selection round, the (electronic) election ballot will contain all who have duly announced their candidacy for the vacancy (both their names and the names of the corresponding Member). Each Delegate will have one (1) vote.

The candidate with the most votes is selected for the position. In case of a tie, an additional round is introduced to select from among the tied candidates. Following the round(s) to select the President, a confirmatory election will take place to fulfil the 'double majority' requirement. All Delegates will have one (1) vote each and will be invited to cast their vote for one of the two options:

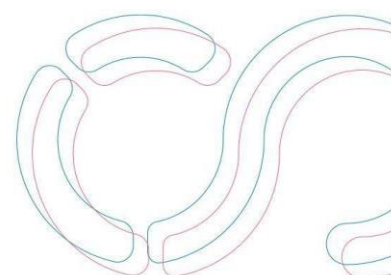
1. Endorse the selected President;
2. Not endorse the selected President.

If the number of Delegates endorsing the selected President does not pass the double majority requirement, then the selected President will be un-selected, and the vice-President shall act as a President during the interim period until the approval of a new President. For this purpose, a new selection procedure will start all over and an extraordinary GA will be set up within a year. If the number of Delegates endorsing the selected President passes the double majority requirement, then the candidate is elected as President.

If the elected President had also announced his/her candidacy for election as Director, then he/she is automatically removed from consideration for the election of the Directors. Any unsuccessful candidate for President who had also announced their candidacy for election as Director, is retained for the election of Directors.

For good order, we recall article 4.1 in the Articles of Association which clarifies that the President does not have voting rights in the General Assembly. All Members who have a candidate for President are invited to ensure they have designated and announced (prior to the General Assembly) to the Chair and Secretary of the General Assembly, a person (Deputy Delegate) attending the General Assembly who can take over the role as Delegate in case their candidate is successfully elected.

[Election procedure of Directors:](#)



Recalling article 3.4 of the Articles of Association which states that for the election of the Board a 'double majority' is required with both:

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

To fulfil this requirement, the election of the Board takes place using several rounds in this order:

1. Selection round(s) of Directors
2. Election of the selected Directors.

For each selection round, the electronic election ballot will contain all valid candidates (both their name and the name of the corresponding Member), and the number of votes for each Delegate will correspond to the number of vacancies to be filled in the round. For example, if there are two (2) vacancies then each Delegate will have two (2) votes as two (2) Directors will be selected.

In each round, Delegates may vote only once for each candidate. The candidates with the most votes are selected to the vacant positions. In case of a tie, an additional round is introduced to select from among the tied candidates.

When the selection round/s is/are completed, a confirmatory election will take place of the selected Directors to fulfil the 'double majority' requirement. All Delegates will have one (1) vote each and will be invited to cast their vote for one of the two options:

1. Endorse the selected Directors;
2. Not endorse the selected Directors.

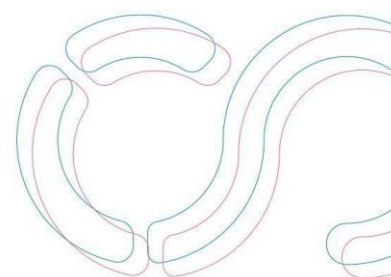
If the number of Delegates endorsing the selected Directors does not pass the double majority requirement, then all selected Directors are un-selected. In this case, the selection procedure will start again, Director by Director, from the beginning, in the same General Assembly. If there is no agreement on the selected Directors, then the Board members will be reduced until the next General Assembly for new applications. If the number of Delegates endorsing the selected Directors pass the double majority requirement, then the Directors are elected to the Board.

All Members who have a candidate for Director are invited to ensure they have designated and announced (prior to the General Assembly), to the Chair and Secretary of the General Assembly, a person (Deputy Delegate) attending the General Assembly who can take over the role of Delegate in case their candidate is successfully elected.

Voting procedure for other matters requiring double majority.

Recalling article 3.4 of the Articles of Association which states that for Internal Regulations and matters

related to the high-level strategy a 'double majority' is required with both:



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

To fulfil this requirement, single decisions between two options can be made through a simple vote. For more complex decisions (for example selecting from among many options or in multi-step decision-making), the President may propose a two-step procedure by indicating this on the draft agenda of the General Assembly. The two-step procedure consists of at least two rounds in the following order:

1. Selection round(s);
2. Decision round.

For each 'selection round', selection proceeds as indicated in the documentation provided to the General Assembly to prepare the complex decision (e.g., selecting among many options or for multi-step decision making). When the selection round/s is/are completed, a confirmatory decision round will take place for the selected decision to fulfil the 'double majority' requirement. All Delegates will have one (1) vote each and will be invited to cast their vote for one of the two options:

1. Endorse the selected decision;
2. Not endorse the selected decision.

If the number of Delegates endorsing the selected decision does not pass the double majority requirement, then the selected decision is un-selected. The selection procedure will be postponed to the next GA or an extraordinary GA. If the number of Delegates endorsing the selected decision passes the double majority requirement, then the decision is considered taken by the General Assembly.

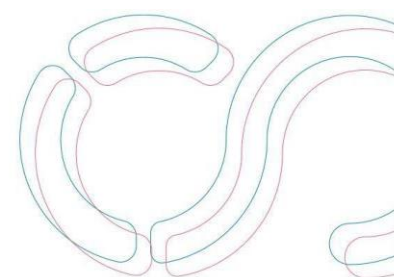
ARTICLE 4. BOARD

ARTICLE 4.1 COMPOSITION AND POWERS

The composition, powers, procedures for meetings and methods of election of the Board are set out in article 4 of the Articles of Association.

The following regulations are supplementary, and subordinate, to the provision of the Articles of Association.

1. The Board is composed of the President and Directors, who are elected in their individual capacities, from amongst the Delegates of the General Assembly.
2. Board members must resign their position in accordance with article 4.3 of the Articles of Association when:
 - a. The individual is no longer affiliated with any of the Member organisations (for example if their mandate at a Member organisation ends, or if the person moves to a position at a new organisation which is not a Member of the



Association). When the individual moves to another Member organisation, he/she must be supported by the new organisation to remain as part of the Board.

- b. The Member organisation, the individual comes from, ceases to be a Member of the Association.
 - c. The mandate is revoked by the General Assembly for serious reasons, for instance because of conflicts of interest or inappropriate behaviour, with a statement of such reasons, by a resolution passed by simple majority of votes.
3. According to article 4.2 of the Articles of Association, when a Board vacancy occurs (including because of a resignation), a provisional Director of the Board can be appointed by the Board for a limited period ending with the next General Assembly. The President must be informed and may choose to hold an election instead of accepting a provisional Director. The next General Assembly will decide on a definitive appointment.
 4. An exception to the preceding rule applies in the situation where a Director of the Board is elected as President. In this case, their term on the Board is effectively restarted at the point they take up office as President. This is to ensure that an individual already on the Board is not precluded from standing for President because they have limited time remaining in their Board mandate. This exception applies only to the President's post, and not to the Vice-President's. The total mandate of a President should not exceed a six-year period.
 5. An individual that has served for two consecutive periods on the Board cannot be a candidate for President or Director for a period of three years.

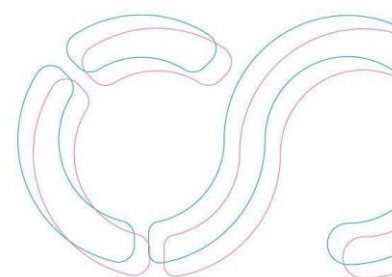
Nomination and election process

1. Every year, the General Assembly will ordinarily elect approximately one third of the Directors of the Board. Directors of the Board shall be appointed usually for a term of three years. Delegates will be invited to indicate their interest in standing for either Director or President.
2. The General Assembly will vote on everyone who is correctly proposed as part of the list put forward. Board members are elected from different organisations.
3. In the event of a tie, the General Assembly shall proceed to a new vote. In the event of a second tie, the member, whose Representative is the President of the General Assembly's meeting, shall have the casting vote.
4. In the event of a re-application of a Board member, the Board member shall have the support of his/her organisation.

The Board leads the development and implementation of the strategy of the Association aligned with the high-level strategy decided by the General Assembly.

The Board directs the activities and development of the Association aligned with the high-

14



level strategy decided by the General Assembly.

The Board may use unanimous and written resolutions. For this purpose, the President (either him/herself, or by directing the Secretary General to communicate on his/her behalf), informs all Directors via written communications (for example: email) of the decision requested and how the Directors can reply to the proposed decision.

Recalling article 4.5 in the Articles of Association, the Board makes its decisions by simple majority and the President has a casting vote in the event of a tie.

Members of the Board should duly notify the General Assembly in terms of possible conflicts of interest either before assuming office or for selected votes.

The Board shall adhere to the guidelines, instructions and mandates agreed by the General Assembly.

The Association should take all measures necessary so that all members of the Board are insured regarding all liability arising from their participation in the Board.

ARTICLE 5. SECRETARIAT

All staff of the Secretariat execute their office on behalf of the Association as a whole and may not represent the interests of particular Members and Observers.

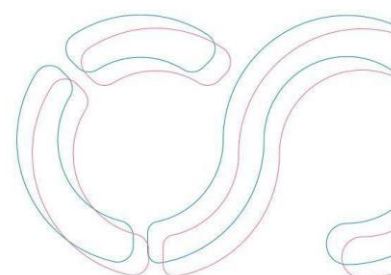
The Secretary General executes the attributed powers under the principle of trust by the Board.

ARTICLE 5.1 SECRETARY GENERAL.

The Secretary General is responsible for the day-to-day management of the EOSC Association.

More specifically the role of Secretary General consists of:

1. facilitating evolution and alignment of strategy, biennial work plans, annual reports, Terms of Reference of bodies and planning and their adoption;
2. facilitating admission of new Members and Observers, organising active membership management, overseeing maintenance of the members' archive and promoting equality, diversity and inclusion in the Association;
3. serving and advising the President and the board;
4. representing the Association to internal and external stakeholders in particular the European Commission and the representatives of the Member States and Associated Countries;
5. participating in events of members and delivering specialised services (i.e., answering questions, giving presentations and speeches, and organising visits);
6. delivering a "State of the Association" report;
7. facilitating progression towards a sustainable and carbon-neutral organisation;



8. preparing the budget; and
9. ensuring compliance with legal and fiscal obligations.

The Secretary General directly reports to the President of the Association.

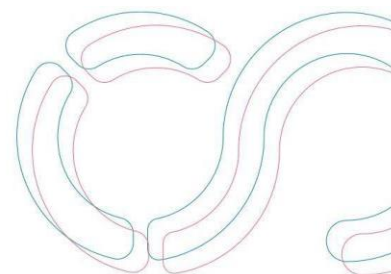
The Secretary General advises and supports the Board of the Association and its General Assembly and coordinates the implementation of their decisions.

The Secretary General will further be granted the following specific powers:

1. the representation of the Association with the Crossroad Bank for Enterprises and the administration of the Belgian Official Gazette;
2. the affiliation of the Association to professional associations and business organisations;
3. the undersigning of correspondence;
4. to obtain, up to an amount not exceeding EUR 15.000, orders and enter contracts for the purchase, preparation and conditioning of prime materials and supplies and for the promotion and sale of the Association's products and services, in line with the yearly budget and yearly workplan;
5. to represent up to an amount not exceeding EUR 15.000, the Association for transactions with the State, the governmental, provincial and municipal authorities, the customs, the post, telephone and telegraph services, the railway and aviation companies and other public services and to sign all engagements towards these authorities, services and companies, in line with the yearly budget and yearly workplan;
6. to sign all receipts for funds received and also for registered letters or packages addressed to the company through the post, the customs, the railway, aviation and other transportation companies and to sub-delegate such powers to employees of the company;
7. to contract insurances;
8. to sign notes and bills drawn on customers;
9. to endorse bills of lading and all other transport documents; and
10. to delegate to any of the other employees of the Association one or several of his/her powers in the manner and for the duration that he/she determines together with the President of the Association.

The Secretary General is appointed and dismissed by the Board. The Secretary General cannot be a Member of the Board. The Board carries out the duties of the Secretary General in case there is no Secretary General.

The contract of the Secretary General is determined by the Board.



The Board shall devote a meeting to evaluate the performance of the Secretary General at least once per year.

The Secretary General and the other staff of the Secretariat carry out their duties with strict impartiality. All information pertaining to the Association is confidential and all staff of the Secretariat keep such information confidential when performing their duties.

ARTICLE 6. OPERATIONAL AND ADVISORY BODIES

ARTICLE 6.1 DEFINITION OF OPERATIONAL BODIES

Operational Bodies can be established to contribute to the purpose and activities of the Association and to implement the resolutions of the General Assembly and the Board. An Operational Body may be authorised to act on behalf of the General Assembly or the Board either through such resolutions or via delegation of powers specified in its Terms of Reference.

Full members of Operational Bodies must come from Members or Observers of the Association as required by Article 6.3 of the Association's Articles of Association. Any other criteria or restrictions for membership desirable for an Operational Body to be able to fulfil its purpose should be specified in the Terms of Reference for that Operational Body.

ARTICLE 6.2 DEFINITION OF ADVISORY BODIES

Advisory Bodies advise and support the General Assembly and the Board in carrying out their mandates. An Advisory Body would not act on behalf of the General Assembly or Board but would provide guidance to those who are authorised to act on behalf of the Association. An example of an Advisory Body would be a Scientific or Research Advisory Committee.

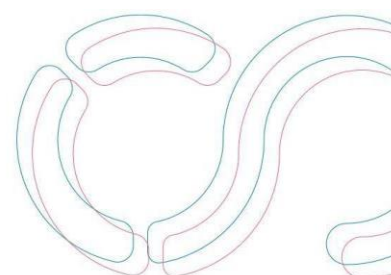
Article 6.3 of the Articles of Association prohibits Directors of the Board from being full members of an Advisory Body. There are no other Statutory restrictions on full members of Advisory Bodies, and the same Article permits Advisory Bodies in principle to include individuals from outside the Association. Any other criteria or restrictions for membership desirable for an Advisory Body to be able to fulfil its purpose should be specified in the Terms of Reference for that Operational Body.

Chairs of Advisory Bodies can only come from Members of the Association and, in exceptional cases, from Observers to be decided by the Board (e.g., in a transitory phase).

ARTICLE 6.3 FORMATION OF OPERATIONAL AND ADVISORY BODIES

Any Member of the General Assembly may propose the establishment of an Operational or Advisory Body. The establishment of such Bodies requires a written Terms of Reference specific to that Body. According to Article 6.2 of the Articles of Association, the purpose, tasks and expected term of operation of these bodies are described in written terms of reference articulated by the Board. Creation, and dissolution, of these bodies is taken by the Board to the General Assembly to be validated.

ARTICLE 6.4 TERMS OF REFERENCE FOR OPERATIONAL AND ADVISORY BODIES



The Terms of Reference for Operational and Advisory Bodies are determined by Board, based on a draft suggested by the Operational and Advisory Bodies.

ARTICLE 6.5 REPORTING AND OVERSIGHT OF OPERATING AND ADVISORY BODIES

All Bodies must keep minutes of their meetings. The minutes shall be available to the General Assembly and Board and, upon request by any Member or Observer of the General Assembly or Board. All Bodies will report to the General Assembly upon request by any Member or Observer of the General Assembly.

Running costs for the meetings of these Bodies would be managed by the Secretariat subject to its usual budget approval, oversight processes (as defined in Internal Regulations Article 7), and policies.

The General Assembly may propose the inclusion of a budget for Operational Bodies for undertaking specific activities within their remit or authority.

ARTICLE 6.6 REVIEW AND DISSOLUTION OF OPERATING AND ADVISORY BODIES

The General Assembly may request a review of the Terms of Reference of any Operational and Advisory Body at any time, but the Board shall review each Operational and Advisory Body at least every three years in line with the term of the President.

Any subsequent changes to the Terms of Reference must be submitted through the Board to the General Assembly for approval.

Any Body deemed to have served its purpose may be dissolved by agreement of the General Assembly.

ARTICLE 7. FINANCIALS

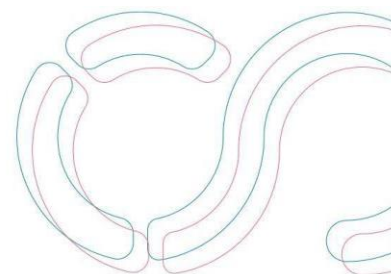
ARTICLE 7.1 FINANCING

To allow for reliable planning of the EOSC Association's budget of the following year, membership fee levels should be determined in the first half of a financial year. Based on these levels a detailed budget will be presented to the General Assembly for decision making in the second half of that year.

Membership fees will be invoiced on an annual basis, during the first quarter of the financial year. Members and Observers should pay fees within the agreed deadline and, in exceptional cases, a request to pay fees over a maximum of four quarterly instalments may be agreed directly with the Secretary General.

Payments not received within three (3) months from the payment deadline may result in a penalty of 5% of the outstanding amount. According to Belgian law, you have 14 days to settle the invoice upon receiving the initial reminder, which can be sent 30 days after the invoice date. If the debt remains unsettled after this period, the EOSC association reserves the right to send a second reminder, along with the 5% penalty, if the debt has been outstanding for three months on that day.

The Association:



1. May accept bequests, endowments, donations, and other sources of income that are considered unrestricted funds, subject to review and acceptance by the Board and the Statutory auditors.
2. May participate in mono- and multi-beneficiary grants and tenders subject to the prior approval by the Board.

ARTICLE 7.2 BUDGET

The budget, expenditure and assets of the Association are in line with Belgian laws and regulations.

It separates the expenditures for the Secretariat and for the activities of the Association.

The Treasurer with the help of the Secretary General of the Association prepares the budget for the next financial year, together with a proposal for an adjustment of the fees if appropriate. The Treasurer presents the budget and the proposal for a possible adjustment of fees for discussion to the Board. The Treasurer presents the resulting proposed budget and any adjustment of fees to the General Assembly for approval.

The Secretariat provides quarterly financial reports to the Treasurer on expenditures related to the budget and forecasts for the remainder of the financial year. The Treasurer presents the quarterly reports to the Board at their quarterly meetings.

Annual budget forecasts are prepared by the Treasurer and Secretary General of the Association for the next financial year, before the end of the current financial year and circulated to the Board and General Assembly. The Secretariat may execute regular and budgeted payments as approved by the General Assembly.

The Secretary General must seek approval for purchasing a product or a service on behalf of or in the name of the Association as indicated in the Purchase and Procurement Policy of the Association. Proposed unexpected expenditures in excess of 20% of the annual budget must be approved by the General Assembly.

A Board member shall comply with the special policies of the Association related to the reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs).

