

European Association of Innovation Consultants



Articles of Association

Title I: Name, Registered Office, Purpose and Activities

Article 1 - Name

The Association is named European Association of Innovation Consultants (EAIC).

Article 2 - Registered Office

The registered office of the Association is established in Belgium at Square de Meeüs 35, 1000 Brussels.

The registered office of the Association may be transferred to any other location in Belgium, following a simple majority of the valid votes cast by a General Meeting of its members and publication in the Annexes of the "Moniteur Belge".

Article 3 - Purpose

The Association is an International Association under Belgian law. Its articles of association are based on the law on international associations of 25th October 1919, modified by the law of 6th December 1954, modified by the law of May 2nd 2002.

The Vision of the Association is to become the recognized pan-European reference for professional, high-quality consulting organizations for Research, Development and Innovation (RDI) related funding programmes.

The purpose of the Association is to:

1. Create synergies between European consulting companies specialized in RDI financing and management to promote the added value their professional services bring to RDI collaborations in Europe and carry out actions of common interests and benefits for its members.
2. Enhance a positive image of European professional innovation consulting companies by ensuring and maintaining high professionalism and ethical values among members.
3. Represent the EAIC towards European institutions and stakeholders to defend the specific expertise and professionalism of EAIC members and acknowledge the increased project impact they deliver to the European research and innovation community.
4. Identify common issues and goals of its members and pursue them in a coordinated manner on a national level by contributing to national concertation and enhancing direct dialogues with the different representations of the EU Member States.
5. Facilitate knowledge sharing on best practices and information between members on latest evolutions in the European RDI ecosystem.
6. Foster the participation of the private sector to European RDI programmes for stronger impact and exploitation of results.

The Association may acquire any and all assets, fixed or otherwise, enter into contractual commitments, receive gifts, dispose of assets, grant privileges or securities in respect of its assets, and transfer title to its assets in accordance with the law, with these Articles of Association and any amendments to them.

Title II: Working Language and Activities of the Association

Article 4 - Working Language

The working language of the Association is English.

Article 5 - Activities of the Association

The activities of the Association shall include:

- **Advocacy:** Being the voice and representing the interest of the Innovation Consultancy sector in Europe vis-à-vis European institutions and related European stakeholders. Influencing the funding budgets, drafting of work programmes. call topics, evaluation mechanisms and instrumentation for RDI funding.
- **Information Sharing:** Sharing and exchanging information about European Policies and Programmes that are of interest of its members. Analysing, understanding, and promoting best practices within the European Innovation Consultancy sector. Enhancing the role of consultants (as individuals) and consulting companies as economic players.
- **Communication & Marketing:** Developing promotion campaigns at European level on the added value role of Innovation Consultancies. Organizing and participating in events, workshops and conferences of interest to the members.
- **National Activities:** Supporting its members in promoting the role of funding for research and innovation across Europe. Promoting the role of innovation consultancies towards national funding agencies. Facilitating, when relevant, the creation of national associations of innovation consultants across Europe.

Title III: Membership

Article 6 - Categories of Membership

There shall be different categories of members: Individual Members; Association Members; Corresponding Members, and Associated Members. All members are individuals or organisations legally established and operating in good standing according to the laws of their country.

Category 1 - Individual Members shall be organisations established in member countries of the European Union or European Economic Area or in an "Associated Country", in the meaning of the EU Framework Programme for Research and Innovation. Individual members' predominant activity is to provide consulting services as defined in EAIC membership criteria, principally to industry, universities, research and technology organizations (RTOs) and governments. They are private for-profit organisations. Individual members are managerially independent. The organisation is a legal entity or part of a larger for-profit organisation and has its own financial system (issuing its own financial statement, annual report etc.). Companies acting in different countries through independent companies but with same brand or through subsidiaries shall subscribe as a single individual member unless a reasoned request is accepted by the Executive Board.

EAIC services accessible: all the services without restriction.

Category 2 - Association Members shall be not-for-profit national/regional/sectoral associations established in the European Union or European Economic Area or in an "Associated Country", in the meaning of the EU Framework Programme for Research and Innovation and whose members are predominantly organisations which meet the conditions for individual membership and whose members are broadly similar to EAIC Individual Members.

EAIC services accessible: All services, however only the "Secretariat" of the association *strictu sensu* shall enjoy the rights of EAIC membership (i.e. Association cannot send its members to participate to EAIC Working Groups).

Category 3 - Corresponding Members shall be consulting organisations or associations, which are established in countries which do not meet the geographic criteria of individual membership.

EAIC services accessible: Newsletter service, participate to EAIC general events, can join Working "Secretariat" of the association Groups, do not have voting rights.

Category 4 - Associated Members shall be individuals or organisations which do not qualify for membership of the Association and which by their activities, their financial contributions or other means, make a significant contribution to the fulfilment of the purpose of the Association.

EAIC services accessible: Newsletter service, participate to EAIC general events, can join Working Groups, do not have voting rights.

Article 7 - Individual Members and Association Members

The Association aims for a membership of the largest possible number of Individual Members, i.e. individual innovation consultancies, and Association Members, as defined in the Articles of Association, in order to enhance the opportunities for interfacing with national and regional governments and other organisations, by accepting into EAIC membership Associations of consulting organisations which are well established, representative and reputed in their respective countries, regions, sectors or other spheres of activity.

Individual Member with subsidiaries in many countries can participate as one Member and has respective rights and responsibilities defined in the Articles of Association.

Article 8 - Members Votes

Each Individual Member shall have one vote.

Each Association Member shall have one vote.

Other member categories do not have voting rights.

Article 9 - Admission of Members

Applications for membership shall be made in writing. These applications shall be confirmed by the Executive Board.

Executive Board shall open the applications for consultation from members for one (1) week before decision.

The Executive Board shall base its decision on meeting currently valid Membership Criteria in meeting EAIC Code of Conduct.

Article 10 - Termination of Membership

Any member may withdraw from the Association at any time by written notification to the registered office of the Association and after having fulfilled all its obligations with respect to the payment of membership fees and any other amounts due to the Association. Excess membership fees are not returned.

Membership shall terminate in any of the following circumstances:

- when a member no longer fulfils the criteria above-mentioned in Article 6;
- bankruptcy, liquidation, dissolution, or any similar situation resulting in the cessation of a member's activity;
- failure to pay membership fees or any other sum due to the Association within sixty days of written request and after a reminder giving thirty days' notice of overdue payment;
- infringement of the provisions of these Articles of Association or other rules for the conduct of members such as the EAIC Code of Conduct), as may be determined from time to time by the Association.

Exclusion from membership can be proposed by any Member and decided by the Executive Board. Exclusion shall be effective immediately.

A member who resigns or is excluded from membership of the Association shall have no claim to the net assets of the Association.

Article 11 - Membership Subscriptions

Each Individual, Association, Corresponding or Associated Member shall pay each year the annual membership subscription for that year and category of membership as agreed by the General Meeting of the members upon a proposal by the Executive Board.

Membership subscriptions shall be due on January 30th of each year and shall be paid within 60 days of written request. Failure to pay within this time may result in exclusion from membership, as provided for in Article 10.

Article 12 Membership Fees

The Executive Board will propose Membership Fees for all member categories for General Meeting, based on the budget for next financial year activities.

In principle, the fees are dependent on company size. The company size definition follows the EU guidelines. Individual Members should report changes in company size according to latest approved financial results to the Executive Board.

Title IV: Governing Bodies

Article 13 – Governance of the Association

The Association shall be governed by the General Meeting of the members ("General Meeting") and an Executive Board.

Article 14 - General Meeting

The General Meeting shall be the supreme governing body of the Association. The General Meeting shall be invested with all powers necessary or advantageous for the purpose of achieving the objectives of the Association. The General Meeting shall decide the general policy of the Association and shall oversee the management of the Association by the Executive Board.

The following powers shall be reserved exclusively for the General Meeting:

- on or before June 30th of each year, approval of the final accounts for the preceding financial year and discharge of the members of the Executive Board in respect of their stewardship of the affairs of the Association during the preceding financial year;
- on or before June 30th of each year, approval of the budget of the Association for the current financial year;
- the election and dismissal of the members of the Executive Board;
- amendments to the Articles of Association;
- the dissolution of the Association;
- the establishment and subsequent amendment of the statutes of the Association;
- the nomination, if required, of auditors.

Article 15 – Meetings of the General Meeting

There shall be a General Meeting at least once per year, and whenever the Executive Board shall consider a General Meeting to be necessary, and whenever at least one-fifth of the members of the Association make written request to the Executive Board for a General Meeting.

General Meetings shall be chaired by the President or, in his absence, by a member of the Executive Board appointed for this purpose by the Executive Board, or, failing an appointment by the Executive Board, by a person designated at the beginning of the General Meeting.

General Meetings shall be convened in writing by the Executive Board with at least fifteen days' notice and with indication of the place or digital platform, date and time of the meeting. The agenda of the meeting shall be sent with the written notice of the meeting. No business may be conducted on any matter not shown on the agenda, unless all members with voting rights are present or represented.

General Meetings can be held also remotely and digital access to all members should be provided for all meetings.

Article 16 Voting, Quorum

Only Individual Members and Association Members shall be entitled to vote at General Meetings of the members.

An Individual Member or an Association Member may be represented at a General Meeting by giving written proxy to any other member with voting rights. No member may simultaneously exercise more than three proxies.

The General Meeting shall conduct business only if at least 40% of the votes held by members are present or are represented by proxy.

Unless otherwise stipulated in these Articles of Association or by the law, decisions of a General Meeting shall be taken by a simple majority of the valid votes cast by the members present or represented by proxy. However, decisions of a General Meeting shall be valid only if voted by at least 25% of the total votes of Members.

Decisions of the General Meeting shall be made known to all members.

Decisions of the General Meetings shall be recorded in minutes which shall be kept at the registered offices of the Association.

Article 17 - Election of the Executive Board

Executive Board consists of six to twelve Executive Board members, elected by the General Meeting for a period of two years.

Executive Board should represent as widely as possible the diversity of the Members (company sizes, nationalities, gender, consulting services offered, industries served).

Executive Board is formed with the following process:

- The Executive Board in place shall publishes at least two months before the election date, a call for candidates together with a detailed election process.
- Specific voting rules can be decided by the Executive Board, prior to the beginning of the election process, to ensure that the diversity of the Executive Board is sufficient.
- Each Individual Member and Association Member can nominate one candidate to become a Board Member.
- Candidates are expected to be committed and respected professionals, who can use sufficient personal time and if relevant, delegated time in their organization for serving the Association.
- The Executive Board members shall be elected by the General Meeting amongst a single list of candidates.
- Executive Board members can be re-elected without limitation.

If for any reasons, the Executive Board is not complete (less than 12 members), the Executive Board can call from a vote to elect additional Executive Board members during a General Meeting. These additional Executive Board Members shall be elected following the same process for the rest of the two-years period.

Article 18 – Role of the Executive Board

Subject to the powers granted to the General Meeting by Article 14 of these Articles of Association, the Executive Board shall enjoy full powers to manage the Association and to perform for this purpose all acts, as it may judge necessary or advantageous for achieving the purpose of the Association.

The Executive Board shall elect from among its members the President and may elect Vice-Presidents with specific functional responsibilities. The President, the Vice-President(s) and the members of the Executive Board shall be elected *intuitu personae*.

The period of office of the President, the Vice-President(s) and the members of the Executive Board shall be two years, renewable without limit. The President, the Vice-President(s) and the members of the Executive Board shall not be remunerated for the services which they provide to the Association as elected officers, except reimbursement of priorly agreed expenses.

The Executive Board may delegate some or all its powers to the President, the Vice-President(s) or to one or more of its members.

The Executive Board may appoint a Secretary General to take charge of the day-to-day management of the Association and may delegate to the Secretary General the authorities necessary for the accomplishment of this task.

The Executive Board may appoint, from among its members a Steering Committee to oversee the management of the Association between meetings of the Executive Board.

Article 19 – Meetings of the Executive Board

The Executive Board shall meet as frequently as the interests of the Association require and at least six times per year. The Executive Board shall meet whenever at least one half of its members request in writing that a meeting be held. Meetings can be held also remotely and digital access to all members should be provided for all meetings.

Notice of meetings of the Executive Board shall be given in writing by the President, at least six days in advance, with indication of the place or digital platform, date and time of the meeting. The agenda of the meeting shall be sent with the written notice of the meeting.

The Executive Board shall conduct business only if at least one half of its members are present or are represented by written proxy. A member of the Executive Board may not exercise more than one proxy simultaneously.

Decisions of the Executive Board shall be taken by a simple majority of the votes cast by its members present or represented by proxy. In the case of a tied vote, the President shall have a casting vote.

Article 20 Steering Committee

The Steering Committee is appointed at the discretion of the Executive Board and has two purposes. It shall:

- Manage the affairs of the Association and perform for this purpose all acts it may judge necessary for achieving the purpose of the Association on behalf of the Executive Board;
- Oversee the daily management of the Association implemented by the Secretariat.

Members of the Steering Committee can only be chosen from Members of the Executive Board.

The Steering Committee reports to the Executive Board.

The Steering Committee shall meet as frequently as the interests of the Association require.

Title V: Financial Management

Article 21 - Financial Year

The financial year of the Association shall commence on January 1st of each year and shall end on December 31st of the same year. The first financial year of the Association shall commence on the day of the constitution of the Association and shall end on December 31st of the same year.

The Executive Board shall propose the annual budget of the Association, which it shall submit for approval to the General Meeting, in accordance with Article 9 of these Articles of Association. The Executive Board shall draw up draft final accounts for each financial year, which it shall submit for approval to the General Meeting of the Association, in accordance with Article 9 of these Articles of Association.

The Executive Board shall be responsible for managing the funds of the Association and maintaining the primarily maintained by Executive Board bookkeeping, assisted, if required, by a professional accountant. In case the activities of the Association require the appointment of statutory auditors, such an appointment shall be made by the General Meeting. The Association may constitute a "Reserve Fund", in particular for the purpose of financing special activities or covering special expenditures.

Article 22 - Legal Representation

All legal acts entered into by the Association shall be signed, unless otherwise stipulated, by two members of the Executive Board acting in co-signature or by the President of the Association in co-signature with another member of the Executive Board. Those exercising co-signature on behalf of the Association shall not be required to justify towards third parties their authority to sign.

All legal action or arbitration involving the Association, as plaintiff or defendant, before courts, tribunals or other jurisdictions shall be the responsibility of the Executive Board, represented by the President or a member of the Executive Board designated by the President.

Title VI: Amendment of the Articles of Association – Dissolution

Article 23 - Amendment of the Articles of Association - Dissolution

Without prejudice to Article 5 of the law of 25th October 1919, any proposal to amend the present Articles of Association or to dissolve the Association shall be made by the Executive Board or by at least one half of the members with voting rights. The Executive Board shall give at least three months' notice of the General Meeting of the members called to vote on the proposal to amend the Articles of Association or to dissolve the Association.

The General Meeting of the members called for this purpose shall conduct business only if at least one half of the members with voting rights are present or are represented by proxy. Any member with voting rights may be represented by proxy according to the same rules as for ordinary General Meetings of the members. A decision to amend the Articles of Association or to dissolve the Association shall require a majority of two-thirds of the votes cast by the members present or represented by proxy at the General Meeting.

If the General Meeting does not achieve the quorum stipulated above, a further General Meeting of the members shall be called within one calendar month. This further General Meeting of the members shall be empowered to take a binding and final decision on the proposal to amend the Articles of Association or to dissolve the Association, which shall require the votes of two-thirds of the members present or represented by proxy.

Any decision to amend the Articles of Association shall take effect only after having been confirmed by royal decree and after fulfilment of the requirements for publication provided for in Article 3 of the law of 25th October 1919. In the event of a decision to liquidate the Association, the General Meeting of the members shall appoint one or more liquidators charged with realising the Association's assets and settling its debts. Any net assets shall be disposed of in accordance with prevailing law.

Title VII: General Provisions

Article 24 - Notice of Meetings, Proxies

Notice of meetings and award of proxies shall be made in writing by electronic mail ("e-mail").

Article 25 - Changes in the Statutes

Changes and amendments in Statutes shall be prepared by the Executive Board and ratified by the General Meeting.

Article 26 – Liability and indemnity

A provision will be made for liability insurance and/or indemnities for Executive Board members.

Article 26 - Other

Any matters which are not covered by the present Articles of Association, in particular requirements regarding publication in the Annexes of the "Moniteur Belge", shall be determined in accordance with prevailing law.