

**“EUROpean Association for Communications and Networking”
in short: "EURACON"**

Avenue George Lemaître 4-6, 1348 Louvain-la-Neuve, Belgium

Statutes

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SECTION I - NAME – REGISTERED OFFICE

Article 1

The **Association** named “**European Association for Communications and Networking**”, in short: “**EURACON**”, is an international non-profit association, within the framework of the Belgian law of 27 June 1921 regarding the non-profit associations, the international non-profit associations and the foundations, as modified by the law of 2 May 2002.

Article 2

The registered office of the *Association* is situated in 1348 Louvain-la-Neuve, Avenue George Lemaître 4-6, Belgium.

Article 3

The implementation of the present statutes is further detailed by the EURACON **Internal Rules**, listed in a separate document.

Article 4

The present statutes have been established in French and English. In case of discussions regarding the interpretation of the text, the French version will prevail.

The working language is English. The **Internal Rules** will precise the cases in which other languages may be used.

SECTION II - AIMS - DURATION

Article 5

The aim of the *Association* is to maintain, develop and broaden, on a non-profit basis, the activities initiated by the European Network of Excellence “NEWCOM++” with the following initial list:

- Organising and endorsing European Conferences, European workshops, as well as all related events within the field of Communications and Networking (hereinafter C&N);

- Supporting European Schools, as well as Master & PhD programmes regarding C&N;
- Creating or supporting (online) scientific publications (books, magazines) according to the highest scientific criteria within the field of C&N;
- Creating a European web portal regarding research and education within the field of C&N based upon the former European ViCe-WiCom (Virtual Centre of Excellence in Wireless Communications);
- Circulating and exchanging information among European scientists and engineers within the field of C&N, and promoting standardisation;
- Facilitating contacts between on the one hand the academic and scientific circles, and on the other hand the industry, the services and institutions on a European level within the field of C&N;
- Promoting European research within the field of C&N;
- Promoting and harmonizing the cooperation between the communities and national associations within the field of C&N;
- Supporting the European Commission for the determination of the research agenda within the field of C&N;
- Coordinating and managing research and education initiatives within the field of C&N on a large scale.

The *Association* may perform all actions directly or indirectly related to its objectives. It is particularly allowed to organize any form of cooperation between its members: symposia, seminars, study schemes, and to carry out and publish studies, magazines or books, etc.

Article 6

The *Association* has been constituted for an unlimited duration; it may be wound up at any time.

The social year runs from January 1 to December 31 of each year.

SECTION III - MEMBERS – DELEGATES - BODIES

Article 7

The *Founder Members* of the *Association* are:

- **Dr. Carlos ANTÓN-HARO**, CTTC, Spain;
- **Prof. Sergio BENEDETTO**, Politecnico di Torino, Italy;
- **Prof. Pierre DUHAMEL**, SUPELEC/CNRS, France;
- **Prof. Marco LUISE**, Università de Pise, Italy;
- **Prof. Roberto VERDONE**, Università de Bologna, Italy ;
- **Prof. Luc VANDENDORPE**, Université Catholique de Louvain-la-Neuve, Belgium.

Article 8

The *Members* of the *Association* are:

- the **Founder Members**;
- other natural persons admitted as **Ordinary Members**;
- other natural persons admitted as **Student Members**, as specified in the *Internal Rules*;
- other natural persons admitted as **Honorary Members**, as specified in the *Internal Rules*.

The number of *Ordinary Members*, *Student Members* and *Honorary Members* of the *Association* is not limited.

The ***Student Members*** are natural persons that can prove, at the moment of their application to become a member of the *Association*, as well as at the moments of the payment of the annual fees, their student status within the field of C&N. They are entitled to a reduced annual fee as specified in the *Internal Rules*.

The ***Honorary Members*** are natural persons that have distinguished themselves through the execution of scientific and professional activities within the field of C&N. They are exempted from paying a membership contribution or annual fees and their membership does not expire.

Article 9

The *Delegates* of the *Association* are:

- the *Founder Members*;
- the *Elected Regional Delegates*, i.e. the *Members* that are elected among the *Members* of the *Association* and this for a period of three years in order to have a link between the *Association* and specific European regions;
- the *Representatives of the Associated Institutions*;
- the *Additional Delegates*, i.e. the *Members* elected by the *Delegates Assembly* and this for a period of three years, representing institutions or activities of which the relevance for the *Association* has been acknowledged.

Article 10

Legal entities may be admitted as *Associated Institutions* as specified in the *Internal Rules*. The number of *Associated Institutions* is not limited.

Article 11

The *Association* will be governed by the following bodies:

- a) the **Delegates Assembly**, composed of the *Delegates*;
- b) the **Board of Directors**, composed of the *Directors*.

Article 12

The *Members* and *Associated Institutions* are admitted upon request, by decision of the *Delegates Assembly*. The *Delegates Assembly* can appoint the Board of Directors to act on behalf of the *Delegates Assembly* in accepting the admissions of the *Members* and *Associated Institutions*.

The *Members* and *Associated Institutions* are free to resign with a three-month notice period by sending their resignations by registered mail with acknowledgment of receipt to the *Secretary*. However, before actually resigning, they shall have to fulfil all their obligations towards the *Association*.

Members and *Associated Institutions* shall be excluded or suspended from the *Association* only upon proposal of the Board of Directors and by decision of the *Delegates Assembly* and after having had the opportunity to defend themselves.

Resigning, excluded or suspended *Members* and *Associated Institutions* and the mandatories or rightful heirs of a deceased *Member* shall have no rights to the *Association's* funds. They shall not be entitled to request or claim records, statements of account, affixing of seals nor inventories.

The *Internal Rules* shall specify the admission criteria, the exclusion and suspension process and shall particularly set out the rights of defence.

Article 13

The annual fees for *Members* and *Associated Institutions* are determined by the *Delegates Assembly*.

The *Ordinary Members* and *Student Members* are legally part of the *Association* as long as the annual fees are paid.

The fees shall never be reimbursed.

The *Internal Rules* shall determine objective criteria to fix the fees to be decided upon by the *Delegates Assembly* for the *Members* and the financial contributions of the *Associated Institutions*.

SECTION IV - DELEGATES ASSEMBLY

Article 14

The *Delegates Assembly* is the sovereign power of the *Association*.

The following decisions are reserved for its competence:

1. General policy of the *Association*, including the financial aspects;
2. Approval of the *Internal Rules* of the *Association*;
3. Admittance of *Members* and *Associated Institutions*;
4. Exclusion or suspension of *Members* and *Associated Institutions*;
5. Amendments to the Statutes of the *Association*;
6. The winding-up of the *Association*;
7. Appointment and dismissal of *Directors*;
8. Approval of the report of the *Board of Directors* (including the balance, the accounts and the budget) and the discharge of the directors;
9. Any decisions exceeding the powers legally or statutory granted to the *Board of Directors*;

Unless the present statutes or the *Internal Rules* stipulate otherwise, the decisions regarding the powers listed under the points 1 to 8 are taken by a relative majority of the votes and the decisions regarding the powers listed under point 9 are taken by a majority of two thirds of the *Delegates* present or represented.

It is permitted to vote electronically through the website of the *Association*.

Article 15

The *Internal Rules* shall detail the rules for the election of *Delegates*. The *Delegates* may be re-elected. If a *Delegate* cannot complete their term, they will be replaced by the first runner-up candidate of the vote.

The *Delegates Assembly* is chaired by the *Chairperson*, or, failing that, by the *Vice-Chairperson*, both supported by the *Secretary*.

Article 16

The *Delegates Assembly* shall be held at least once a year, the time and date being determined by the *Chairperson*. The *Delegates Assembly* must be convened when at least one third of the *Delegates* request so. Any *Delegates Assembly* shall be held on the day, time and place stated in the convening notice.

Article 17

The *Delegates Assembly* shall be convened by the *Secretary* acting on behalf of the *Chairperson* by sending an e-mail addressed to all the *Delegates* at least one month prior to the *Delegates Assembly*. The convening notice shall contain the agenda, date, place and time of the meeting, and is sent by letter, airmail, telegram, telex, fax, e-mail or any other written means.

Article 18

The *Delegates Assembly* shall first deliberate on the agenda approved at the beginning of the session, and analyse the questions raised during the session. However, proposals or amendments to the Statutes of the *Association*, which were not mentioned in the convening notice, will not be deliberated upon.

All the *Delegates* have an equal right to vote and each *Delegate* possesses one vote. The *Delegates* who cannot attend the *Delegates Assembly* may be represented by a proxy.

Article 19

Unless other stipulations in the present statutes, for decisions requiring the relative majority of the votes, the *Delegates Assembly* is validly constituted when at least half of the *Delegates* are present or represented. Unless other stipulations in the present statutes, for decisions requiring a majority of two thirds of the votes, the *Delegates Assembly* is validly constituted when at least two thirds of the *Delegates* are present or represented.

If half / two thirds of the *Delegates* are not present or represented during the first *Delegates Assembly*, a second *Delegates Assembly* will need to be convened (according to the stipulations in article 17) and will be able to deliberate regardless of the number of *Delegates* present or represented.

Article 20

The decisions of the *Delegates Assembly* shall be registered in minutes in a special register signed by the *Chairperson* and the *Secretary* or, failing that, by one of the *Delegates* present, appointed

Secretary for that meeting. The register is kept at the registered office of the *Association*, where all the *Delegates* have the right to read it without taking it away. Electronic versions of the documents mentioned above may be used for archive and distribution purposes.

SECTION V - BOARD OF DIRECTORS

Article 21

The *Delegates Assembly* elects, among its members, the *Chairperson* for a term of three (3) years. If the *Chairperson* cannot attend, the tasks of the *Chairperson* will be executed by the *Vice-Chairperson*.

Article 22

The *Association* shall be governed by a *Board of Directors* composed by a minimum number of five (5) *Directors*. The *Directors* are elected by the *Delegates Assembly* and among the *Delegates*, and this for a three-year (3) term and can be revoked by it.

The *Internal Rules* will detail the rules for the appointment of *Directors* and fix the number of *Directors*. The *Board of Directors* elects, among its member, the *Vice-Chairperson*, the *Secretary* and the *Treasurer*. The *Chairperson* of the *Association* is ex officio member of the *Board of Directors* and presides it.

Article 23

The *Board of Directors* shall meet at least once a year when convened by the *Chairperson*, or at any other time when necessary to the good operation of the *Association*. The *Board of Directors* shall also be convened upon request of one third of its members.

The convocation letters will be addressed to the *Directors* at least eight days before the meeting, unless in urgent cases to be justified in the minutes of the meeting. These convening notices contain the agenda, the date, place and time of the meeting, and will be sent by letter, airmail, telegram, telex, fax, e-mail or any other written means.

The convocations are considered having been done at the moment they are sent.

When all the members of the *Board of Directors* are present or validly represented, there is no need to prove a prior convocation.

The *Board of Directors* is allowed to deliberate if at least half of its members are present or represented. If this condition is not fulfilled, a new meeting can be convened that will decide validly regarding the items on the agenda of the previous meeting, insofar as two *Directors* are present or represented.

Any *Director* may give the power to another member of the *Board of Directors*, by letter, telex, telegram, fax or any other written means, to represent them at a meeting of the *Board of Directors* and to vote in his/her place. However, none of the *Directors* may represent more than one of his colleagues.

The decisions of the *Board of Directors* are taken by a relative majority of the votes from the *Directors* present or represented. In the event of equal voting, the *Chairperson* or the substitute has the casting vote.

The deliberations of the *Board of Directors* shall be registered in minutes in a special register, which shall be signed by the *Chairperson* and the *Secretary*. Copies and extracts shall be signed by the *Chairperson* and the *Secretary* acting jointly.

Article 24

The *Board of Directors* is invested with the powers to perform the acts of administration and management of the *Association*. The *Board of Directors* shall administrate the *Association* according to the general policy determined by the *Delegates Assembly*. The *Internal Rules* specify the tasks of the *Directors*.

Without prejudice to the authorizations provided by the law and the present Statutes, the *Board of Directors* may, on behalf of the *Association*, execute and receive any payment, request or give a receipt of the payment, pay or receive any deposit, acquire or alienate real estate, rent or let with a lease agreement, even for more than nine years, accept and receive private or state subsidies, accept and receive legacies, donations and transfers, grant and accept loans and advances, with or without guarantee, grant and accept subrogation and securities, mortgage real estate, waive contractual or actual rights, decide to release mortgages, plead whether as plaintiff or defendant before any jurisdiction, carry out court decisions, conclude agreements or make compromises, the enumeration mentioned above not being restrictive.

Article 25

Actions exceeding the day-to-day management and committing the *Association* shall be signed by the *Secretary* and the *Chairperson*, acting jointly. Legal proceedings as plaintiff or defendant shall be coordinated by the *Board of Directors* represented by the *Chairperson*.

Within the limits of daily management, the *Association* will be validly represented towards thirds and regarding all deeds by the *Secretary* acting solely.

Moreover, the *Association* will also be represented validly, within the limits of their mandate, by special mandataries appointed by the Board of Directors.

The signatories shall not have to justify their powers to third parties. Financial contracts exceeding the current expenses shall have to be signed by the *Chairperson* and the *Secretary* of the *Association*.

Article 26

By their functions, the *Directors* do not contract any personal obligation. Their responsibilities are limited to the performance of their mandate. *Directors* are not paid to perform their functions. However, their expenses may be reimbursed.

SECTION VI - ANNUAL ACCOUNTS - BUDGET

Article 27

On February 28 of each year, upon proposal by the Treasurer, the *Board of Directors* shall draw up the accounts of the *Association* for the previous year and fix the budget for the year to come. The *Board of Directors* shall submit the budget and accounts for approval by the next *Delegates Assembly*.

SECTION VII - AMENDMENTS - WINDING-UP - LIQUIDATION

Article 28

Any amendment to the mentions listed under article 48, first paragraph, 2° of the Belgian law of 27 June 1921 regarding the non-profit associations, the international non-profit associations and the foundations needs to be approved by the King.

Article 29

The winding-up of the *Association* may only be decided upon by the *Delegates Assembly* if at least two thirds of the *Delegates* are present at the meeting, whether they are present or represented, and with a majority of four fifths of the votes of the *Delegates* present or represented.

If two thirds of the *Delegates* are not present or represented at the first *Delegates Assembly*, a second *Delegates Assembly* will need to be convened, which will be able to deliberate regardless of the number of *Delegates* present or represented.

Article 30

In the event of voluntary winding-up, the *Delegates Assembly* shall appoint one or two liquidators and determine their powers.

Article 31

In the event of any winding-up, whether voluntary or judicial, at any time and for any reason, the *Delegates Assembly* shall decide to allot the *Association's* assets, after have settled the debts, to an institution in a similar field and with an aim similar to that of the present *Association*.

Article 32

Any clause not dealt with by the present Statutes, and in particular regarding the publications in the annexes to the Belgian State Gazette, shall be governed by the law.