

ProTon Europe Charter

I: NAME AND PURPOSE

Article 1: Name

The Association is formed as an international not-for-profit association in accordance with the provisions of section III of the Belgian law of June 27, 1921 on not-for-profit associations, international not-for-profit associations and foundations under the name “Public Research Organisations Transfer Offices Network – Europe”, abbreviated as « ProTon Europe ».

The full or abbreviated names can be used together or separately. They must always be preceded or followed by the qualification “association internationale sans but lucratif” or the abbreviation “AISBL”

Article 2: Registered Office

The registered office of the Association is located 44 Rue des Palais, B-1030 Brussels, Belgium. It can be transferred to any other location in Belgium by a decision of the Board of Directors, published within one month of its date in the Annexes to the Belgian State Gazette.

Article 3: Purpose

The Association is a not-for-profit entity. Its purpose is to promote innovation in Europe by a more effective knowledge transfer from universities and other research organisations funded primarily by public funds (Public Research Organisations or PRO) so that the public shall benefit.

The specific objectives of the Association are to:

- Establish a professional association of knowledge transfer offices (TOs) from PROs that is representative at European level;
- Facilitate networking among such TOs for the exchange of experience and good practice at European level;
- Contribute to establishing high standards of conduct and professional competence and to raise the profile of TO professionals;
- Provide an extensive geographical scope to activities, including regions and operators that may usefully benefit from the Association (in particular regions of the European Union and Associated States where the knowledge transfer activity is less developed)
- Represent its Members at European level in innovation policy and other matters relevant to its purpose.

The operations that the Association intends to conduct in order to reach these objectives are mainly the following:

- The organisation and financing of conferences and seminars;
- The organisation of training courses;
- The collection, editing and diffusion of good practices and tools in support of knowledge transfer;

- The organisation and financing of staff exchange grants for the learning and dissemination of good practices;
- The development and operation of information systems for document management and communication;
- The organisation of surveys on the practices and the needs of the members;
- The membership administration, the promotion of the Association and the collection of membership fees;
- The collaboration and exchanges with national and international associations pursuing similar objectives;
- The representation of the members at European and international political levels;

The Association shall encourage the creation and growth of national associations in Europe following similar objectives and shall collaborate with international associations providing significant services to TOs.

The Association shall also encourage collaboration with industry and the formation of new companies by promoting entrepreneurship, the formation of technology incubators and the availability of seed capital.

The Association is empowered to acquire and dispose of property and goods but only insofar as necessary to enable the Association to carry out its purpose.

The Association can be merged with other not-for-profit associations with similar or complementary purposes, or whose purposes can help achieve its own purpose, subject to approval by the majority of votes cast at a general assembly.

Article 4: Duration

The association is formed for an unlimited duration. It can be dissolved at any time in accordance with the law and its Charter.

II: MEMBERSHIP

Article 5: Membership in General

Organisations involved in the transfer of knowledge from European PROs are eligible to become Members of the Association. There are two classes of Members.

Article 5.1: Full Membership

Full membership is open exclusively to organisations (not physical persons) involved in the transfer of knowledge from PROs (hereinafter referred to as Transfer Offices or TOs):

- That are entrusted by one or several PROs with a substantial activity in the transfer of knowledge from those PROs, including intellectual property management, licensing, partnering with industry and the creation of new companies. Such organisations can range from dedicated departments from PROs to separate limited liability companies;
- Whose main objective is to promote innovation from public research for the general benefit of the public;

- Which can provide active management support to their associated PRO(s) in innovation related matters;

As a further condition for eligibility, Full Members shall adhere to the Code of Conduct defined by the Board of Directors.

Full Members may register several employees and collaborators as delegates. Each Member must have one official delegate acting as main contact person and entitled to represent the Member and to vote on its behalf at the General Assembly. The delegates have access to the services provided by the Association, with the privileges reserved to Full Members.

Article 5.2: Associate Membership

Associate membership is open to organisations that provide significant assistance to TOs in their tasks, but which do not fulfil the criteria for Full Membership. Organisations eligible to become Associate Members include, but are not limited to commercial companies having significant R&D operations, law firms, patent attorney firms, technology brokers, financial advisers, business development consulting firms, seed capital organisations, technology incubators, national or international associations of knowledge transfer. As a condition for eligibility, the Associate Members must demonstrate a sizeable activity in support of Full Members.

The Associate Members may register several employees and/or collaborators as delegates. Each Associate Members must have at least one representative delegate acting as contact person. The delegates have access to the services reserved to Associate Members.

Article 6: Partner Associations

The Association shall encourage partnership with national associations of TOs and with international associations providing services to TOs in order to make available a more complete range of services meeting their national or international needs, as provided under partnership agreements.

National associations of Transfer Offices from European Member States or Associated States may become National Partner Associations and obtain benefits for their members, including lower membership dues and representation at Board level. As a condition for eligibility, these associations must be representative, pursue similar objectives to the Association and adhere to an equivalent code of conduct. They must provide significant services to their members and agree to collaborate with and to be represented by the Association at the European level. As a minimum the lower of 50% of their members or 10 members must have registered as Full Members within one year of signing a partnership agreement.

International associations having at least 50 European TOs as members may become International Partner Associations and obtain similar benefits for their members, including lower membership dues and representation at Board level. As conditions for eligibility, their objectives must be consistent with those of the Association, provide significant services to their TO members and agree to collaborate with the Association at the European level. As a minimum, 25 of their members must have registered as Full Members within one year of signing a partnership agreement.

The Partner Associations shall designate one delegate as correspondent.

Article 7: Request for Admission and Proposals for Partnerships

Requests for admission as Full or Associate Member must be addressed in writing to the Chairman of the Board and must contain a commitment of abidance by the Charter and commitment to meet the financial obligations of membership for the entire duration of the membership.

The Board of Directors shall adopt procedures for the agreements with Partner Associations.

Candidates for membership and accepted Members shall disclose such information as reasonably and equitably requested by the Board of Directors from time to time and under the appropriate and clearly defined conditions of confidentiality. In particular, they shall participate in the regular surveys conducted by the Association.

Article 8: Scrutiny of the Admissibility

The Executive Committee shall scrutinise the admissibility of the candidate for membership on the basis of the request for admission and in light of the conditions set out in Article 5 above. If the request for admission is accepted by the Executive Committee, the candidate shall become, as the case may be, a Full Member or Associate Member of the Association upon receipt by the Association of the applicable dues and membership fees. Refusals of admission cannot be appealed and need not be justified.

The terms of the collaboration with Partner Associations will be defined by the Executive Committee and are subject to Board approval.

Article 9: Loss of Membership

Each Member has the right to withdraw from the Association, by addressing a written resignation to the Chairman of the Board of Directors. Such resignation, however, does not affect the liability for payment of membership fees for any indebtedness until the end of the current accounting year.

The exclusion of a Member for failure to abide by the Charter, including non-payment of the membership fees, or for any other lawful reason, can be decided by the Board of Directors. The Board of Directors may elect to put such a proposal to that effect to the General Assembly and in that case the General Assembly meeting shall decide with a majority of two thirds of the votes of the Members present or represented. The Member concerned will be heard but will not take part to the vote.

III: ORGANISATION OF THE ASSOCIATION

Article 10: General Assembly

The General Assembly is composed of all the Full Members and Associate Members. It has the authority to perform all lawful acts useful or necessary to the realisation of the Association's purpose.

Each Full Member of the Association shall be entitled to one vote, irrespective of the number of delegates. Associate membership shall carry no voting rights. Each Full Member may designate by proxy another Full Member to represent him at the General Assembly and to vote and act in his name and stead. A proxy holder can represent no more than two Full Members in addition to himself.

The Ordinary meeting of the General Assembly shall be held once a year at the date, time and place determined by the Board of Directors within six months after the close of the accounting year to decide on the following matters:

- a) Approval of the accounts for the past year;
- b) Discharge to the Directors for the past year;
- c) Election of Directors;
- d) Approval of the work programme and of the budget for the next year.

Special Meetings of the General Assembly must be convened by the Chairman of the Board, at the request of not less than half of the Board of Directors or not less than one third of the Full Members of the Association.

Notice letters indicating the date, time, place and agenda of the assembly shall be sent by mail to all Members of the Association at least four weeks before the scheduled date of the Ordinary Assembly and at least two weeks before the scheduled date of a Special General Assembly. The documents relevant to the agenda items can be obtained on request or consulted on the Members section of the electronic communication platform of the Association at the latest two weeks before the meeting.

The General Assembly shall be validly constituted when at least the greater of 30 Full Members or one third of its Full Members are present or represented. If, however, such a quorum is not present or represented at a given meeting of the General Assembly, the Board of Directors may convene a second meeting with the same agenda within eight weeks. This meeting shall be validly constituted regardless of the number of Full Members present or represented.

All resolutions shall be made by a simple majority vote of the Full Members present or represented, except in the cases where the present Charter requires a special majority.

The General Assembly shall be chaired by the Chairman of the Board or in his absence by the Chairman-Elect if present or by another Director appointed by the Full Members present or represented at the meeting. The chairman shall appoint a secretary for the duration of the meeting.

The resolutions of the General Assembly shall be recorded in minutes, signed by the chairman and the secretary of the meeting and kept at the disposal of the Members. The minutes shall be kept in the special registry of decisions of the General Assembly, which shall be maintained in the registered office and which can be consulted by the members.

Article 11: Board of Directors, Composition and Powers

The Association is managed by a Board of at least six, but no more than forty Directors, physical persons, members or not of the Association, who are elected or confirmed by the General Assembly for a term of office of one year, which is renewable.

The representation of Full Members within the Board of Directors at any one time is normally limited to one representative per country where Full Members have their main centre of operations and their principal place of business. The candidates for election as Directors for each country must be presented by the National Partner Association. If a national association has not been constituted, then Full Members in that country may collectively propose a candidate where that candidate is supported by at least 50% or 10 Full Members (whichever is lower) of the recognized TOs in such country. In addition, the Board of Directors and each International Partner Association can propose one candidate for election, who shall not count towards the limit of one Director per country. Partner Associations having executed a partnership agreement with the Association may send an observer to the Board of Directors until the next General Assembly.

The election of the Directors will take into account the experience in operating TOs and the range of skills required to run Operating Committees and to participate to the management of the Association. At least one Director must be of Belgian nationality.

The Directors shall remain in office until their successors are elected. They can be re-elected, but each may not serve for more than four consecutive years, except those Directors elected by the Board as Chairman, Chairman-Elect, Past-Chairman and Secretary-General, whose terms of office are extended *ex-officio* until the end of their office.

In case of death, resignation or departure for any reason whatsoever of a Director, the remaining Directors may co-opt a new Director from the same country or Partner Association who shall remain in office until the next General Assembly, which shall elect the new Director.

The Board elects from among its members the Chairman, who accepts its anticipated nomination to the Board as Past-Chairman the following year, the Chairman-Elect, who accepts its anticipated nomination to the Board as Chairman the following year, the Treasurer, and the Secretary-General. The Chairman, the Chairman-Elect and the Past-Chairman shall be of different nationality.

The Board of Directors is empowered to perform all lawful acts of management and administration, with the exception of those specifically reserved for the General Assembly. The Board of Directors shall delegate the daily management of the Association to the Executive Committee. The following matters however are reserved to its competence and may not be delegated:

- The definition of the Code of Conduct of the Association and its observance by the Members.
- The conclusion of partnerships with national or international associations.
- The election of the Chairman, of the Chairman-Elect, of the Past-Chairman, of the Treasurer and of the Secretary-General.

Article 12: Executive Committee, Composition and Powers

The daily management of the Association shall be entrusted to an Executive Committee of minimum of six Officers composed as follows:

- The Chairman
- The Chairman-Elect
- The Past-Chairman
- The Treasurer
- The Secretary-General
- The Chairmen that preside over specific Operating Committees established within the Association further to Article 17.

In the event of non-re-election, death, resignation or departure of a Member of the Executive Committee for any reason whatsoever, the Board of Directors may co-opt a Director as member of the Executive Committee who will remain in this office until the next Ordinary General Assembly.

The Executive Committee shall advise and prepare decisions of the Board of Directors and shall execute such decisions. It shall establish the Committees set forth in Article 17 of the Charter and shall co-ordinate their activities.

The Executive Committee shall supervise the operational activities of the Secretariat of the Association.

Article 13: Meetings of the Board and of the Executive Committee.

A special meeting of the Board of Directors shall be held immediately following the Ordinary General Assembly and shall elect among its Members the Chairman, the Chairman-Elect and the Treasurer of the Association.

Regular meetings of the Board shall be held as determined by the Board. Special meetings of the Board of Directors may be called by the Chairman at the request of not less than one third of the Directors.

The Executive Committee shall meet regularly at the Network Secretariat or at some other place that the Chairman may designate. A special meeting of the Executive Committee shall be held immediately following the meeting of the Board of Directors following the Ordinary meeting of the General Assembly and shall determine the regular meetings for the following year. Special meetings of the Executive Committee shall be called by the Chairman at the request of not less than one third of the Members of the Executive Committee.

Notice of all meetings shall be mailed, faxed, telephoned or communicated by any electronic means, at least fifteen days prior to the date of such meeting. Meetings of the Board or of the Executive Committee may also be held without the notice of fourteen days if all the Directors are present or if those not present waive notice prior to the meeting.

Any Director may be represented at a meeting of the Board of Directors by another Director. Each Director may represent not more than one other Director.

Any Member of the Executive Committee may be represented at a meeting of the Executive Committee by another Member of the Executive Committee. Each Member of the Executive

Committee may represent not more than one Member. Members may participate by telephone conference.

The Board of Directors and the Executive Committee may only deliberate validly if one half of its Members are present or represented.

The resolutions of the Board of Directors and of the Executive Committee shall be made by a majority vote of Directors present or represented. In case of a tie, the vote of the Chairman shall decide the vote.

Article 14: Observers at Meetings of the Board of Directors

Up to two observers, designated by the Commission of the European Communities, may attend all meetings of the Board of Directors and of the Executive Committee.

Notice of all Meetings shall be mailed, telephoned or communicated by any electronic means in use, to the observers at least fourteen days prior to the date of such meeting. The observers shall act as advisers to the Board of Directors and shall have access to any information and records necessary to fulfil their functions.

Article 15: Representation of the Association

Except in those cases where pursuant to Article 11 of the present Charter a delegation of powers published in the Annexes to the Belgian State Gazette was made, all acts binding the Association shall be signed by the Chairman of the Board or, in his absence, by two Directors, members of the Executive Committee. They shall be under no obligation to justify to third parties the powers conferred upon them to that end.

Article 16: Minutes

The resolutions of the Board of Directors and of the Executive Committee shall be recorded in minutes, signed by the Chairman or by the Chairman-Elect, and kept in a special minute book.

The minutes books shall be kept at the registered office of the Association. Copies of all minutes shall be sent to each Director and to the observer(s).

The copies or excerpts from the resolutions of the Board of Directors to be filed with courts of justice or otherwise are signed by the Chairman or, in his absence, by two Directors, members of the Executive Committee.

Article 17: Operating Committees

The Executive Committee may establish those operating Committees within the Association, which it considers necessary to promote the purpose of the Association. The Operating Committees shall have such powers as specified by resolutions of the Executive Committee.

Each Committee shall be led by a chairman who is appointed as Member of the Executive Committee, if he or she is not already serving in that capacity.

Article 18: Staffing

The Association may have a permanent staff which will include the Secretary-General of the Association.

The Secretary-General shall attend all General Assemblies and all meetings of the Board of Directors and of the Executive Committee. The Secretary-General serves as Secretary to the Executive Committee and to the Board of Directors.

Members of staff will be appointed by and will report to the Executive Committee. They will have the powers delegated to them by the Executive Committee.

IV: ANNUAL ACCOUNTS, BUDGET, DUES

Article 19: Budget and Accounts

The accounting year shall end on July 31 of each year.

The Board must submit the accounts for the accounting year ended as well as the budget for the next accounting year to the General Assembly for approval.

Article 20: Dues

The Association shall be financed by annual subscriptions of the Members and by contributions from private or public sources. Upon a proposal by the Executive Committee, the Board of Directors shall determine the amount of dues and other charges and the manner of payment.

Full Members who are also members of national or international Partner Associations may be granted more favourable admission fees and dues, which can be cumulative.

Changes in the amount of dues or other charges shall not be effective until thirty days after the Members are notified in writing of such change. If a Member remains in arrears with its financial obligations for more than eight weeks after being reminded by registered mail, its voting rights and other rights of membership shall lapse.

V: AMENDMENT OF THE CHARTER, DISSOLUTION

Article 21: Amendments to the Charter

Every proposal to amend the Charter must be notified by the Board of Directors or by at least two thirds of the Full Members of the Association. The General Assembly shall be validly constituted when at least two thirds of its Full Members are present or represented.

If, however, at this General Assembly less than two thirds of the Full Members are present or represented, another General Assembly convened pursuant to Article 10 of the present Charter shall validly and finally decide on the agenda, irrespective of the number of Full Members present or represented at the General Assembly.

The resolutions shall be made with a majority of 75% of the Full Members present or represented.

Every amendment to the purpose of the Association or to the list of proposed activities to be undertaken to reach such purpose must be approved by Royal decree. Any modification of the dispositions covered by article 48, 5° and 7° of the Law of June 27, 1921 on not-for-profit associations, international not-for-profit associations and foundations, must be recorded before a notary public.

Article 22: Dissolution, liquidation

Without prejudice to articles 55 and 56 of the law of June 27, 1921, on the not-for-profit associations, the international not-for-profit associations and the foundations, the Association can be dissolved at any time by decision of the General Assembly, subject to quorum and majority provisions defined in article 21.

The General Assembly shall determine the modalities of the dissolution and liquidation of the Association.

Article 23: Disposal of the assets of the Association in the event of liquidation

Upon dissolution of the Association, and after payment of all indebtedness and obligations of any kind, the net assets of the Association shall be contributed to a not-for-profit association whose purposes and objectives are closest to those defined in Article 3, according to the law. This determination can only be made by the General Assembly voting on the dissolution.

VI: GENERAL PROVISIONS

Article 24: Language

The two working languages of the Association are French and English.

The present charter and by laws have been drafted in French and translated into English. All documents for publication in the Annexes of the Belgian State Gazette shall be drafted in French. An English translation will always be available.

Should the French and English versions of the documents for publications differ, the French version shall prevail.

Article 25: Governing law

Should any item not be governed by the present Charter and by internal regulations of the Association shall be settled according to Belgian law of June 27, 1921 on not-for-profit

associations, international not-for-profit associations and foundations. Accordingly, the provisions of this law that have not been legally modified by the charter, shall be deemed to be included in the present by laws and the provisions that are in contradiction or may become in contradictions with the compulsory provisions of the law shall be deemed void.

Article 26: Notifications

Any member, administrator, officer, auditor or liquidator domiciled outside Belgium, who will not have registered a domicile in Belgium, validly noticed to the Association, shall be deemed to be domiciled at the registered office of the Association where all notices can be validly be served, the Association having no other obligation than putting theses notices at his disposal. A copy of these notices shall also be addressed, for information, to the addressee at his place of residence outside Belgium.