



On 6 April 2017, between the following parties:

The Autonomous Community of the Basque Country, upon a decision of the Government Council dated 21 March 2017, represented by the Basque Country Representative for the EU (rue des Deux Églises 27, 1000 Brussels), Marta Marín Sánchez, on behalf of the Basque Government, located in Donostia - San Sebastian Kalea, 1, 01010 Vitoria-Gasteiz

The Emilia-Romagna region, Regional Government, located at Viale Aldo Moro 52, 40127 Bologna, Italy (CF 800.625.903.79), represented by Ms. Lorenza Badiello, Director of the Emilia-Romagna Delegation, Rue Montoyer, 21, 1000 Brussels, authorised to sign this deed by Regional Decree no. 25 of 10/03/2017

The Pirkanmaa Regional Council (Tampere Region), Kelloportinkatu 1, PO Box 1002, 33101 Tampere, Finland, represented by Ms. Hannele Räikkönen, director of Tampere Region EU Office, Rue du Luxembourg 19-21, 1000 Brussels

The Flemish (Vlaanderen) Region, by a decision of the Flemish Government dated 17 March 2017, represented by Mr. Philippe Muyters, Minister of Employment, Economy, Innovation and Sports (Minister van Werk, Economie, Innovatie en Sport), located at 1000 Brussels, 7 Place des Martyrs

It was decided unanimously:

To establish a non-profit Association governed by the provisions of Part III of the Belgian law of 27 June 1921 on non-profit associations, foundations, European political parties and European political foundations, according to the specific terms set out in the current bylaws.



## ***Articles of Association of the Vanguard Initiative Asbl [non-profit Association]***

### **PART 1**

#### **Name of the Association, registered office**

##### *Article 1*

The Association's name: "Vanguard initiative for new growth through smart specialisation", hereinafter referred to as "the Vanguard Initiative Asbl".

##### *Article 2*

The registered office of the association is located at Boulevard Baudouin, 30 box 50 to 1000 Brussels, in the judicial district of Brussels. It may be transferred to any place in Belgium by decision of the Board published in the appendices to the Belgian Monitor during the month in which it is taken, with observation of the language laws.

### **PART 2**

#### **Objectives of the association**

##### *Article 3*

The main objective of the Vanguard Initiative Asbl shall be to contribute to the economic development and employment of the member regions through interregional cooperation at European level and to joint investments.

It shall include all the industrial areas and innovative regions where there is a genuine political will to play an active role in the revival of the industry and strengthening of the clusters.

The main objectives of the Vanguard Initiative Asbl shall be to:



- Develop partnerships to stimulate and support a strategic dialogue between the member regions and European institutions.
- Establish new forms of interregional cooperation in Europe between clusters, businesses (especially SMEs) and research centres to promote innovation, growth and employment through the design and implementation of cooperative projects the fields of new technologies, digital technology and economic development.
- Support the establishment of interregional networks that will promote innovation roadmaps for joint investments in priority European areas.
- Promote open innovation at interregional level.
- Facilitate access to funding for joint investment projects, by taking advantage of better synergies between regional, national, and European financial instruments.
- Explore solutions in public-private investments to support demonstrations and steering of new value chains.
- Contribute to the development of the European Smart Specialisation Strategy by interregional cooperation.

### **PART 3**

#### **Members, associate partners, observers**

##### *Article 4*

The Vanguard Initiative Asbl Association shall be composed of regions of member countries and candidates from the European Union and the European Economic Area (as defined below in Article 6).

##### *Article 5*

The Vanguard Initiative Asbl shall be composed of members, observers and associate partners, who are committed to complying with the framework established by these bylaws.

The ASBL shall also be composed of a General Meeting, whose operation is described in Part 5 and a Board whose operation is described in Part 6.

The minimum number of members is set at four.

##### *Article 6*



The members of the Vanguard Initiative Asbl are regional authorities responsible for implementing a smart specialisation strategy.

Observer status is a preliminary status for new regions joining the Association for a period of up to one year before full membership (see Article 7).

To be a member of the Vanguard Initiative Asbl, all of these criteria shall be met:

- Agreement with the key objectives described in the preamble and Article 3
- Be a regional authority. If this governing level does not exist in a country, it shall be the local authority responsible for the implementation of the smart specialisation strategy that will be eligible to join the association.
- Be responsible for a smart specialisation strategy focused on industry.
- Affirm a political commitment to the objectives of the Vanguard Initiative Asbl by signing the Declaration of Milan or any other political statement from the Vanguard Initiative Asbl.

At their request for membership, the candidate regions shall be asked to:

- Respond to a questionnaire about their industrial profile
- Involve industrial players and research centres capable of working towards the objectives of the Vanguard Initiative Asbl
- Ensure an active participation in at least one activity of the Association. The activities of the Vanguard Initiative Asbl are set out in the rules of procedure. Members may temporarily refrain from participating in any activities described above for a period not exceeding six months without losing their membership.
- Pay an annual fee directly to the Vanguard Initiative Asbl (see Article 8)

Associated partners shall be regional economic actors involved in the activities of the Association and appointed by their respective regions. The rules for recognising this associate partner status shall be set out in the rules of procedure.

*Article 7*



To join the Vanguard Initiative Asbl Association, a written request shall be sent to the Chairperson.

The General Meeting shall decide on the admission of new members provided that the eligibility criteria set out in Article 6.1 have been evaluated positively by the Board. The membership procedure is detailed in the rules of procedure.

If the conditions set out in Article 6 are no longer met, the Board shall be entitled to initiate the procedure that could result in the termination of the membership in accordance with the rules of procedure.

If conditions change, a region may reapply after being rejected.

#### *Article 8*

Non-members (not eligible to become associates or observers) may participate in the activities of the Vanguard Initiative Asbl Association, in accordance with the participation conditions specified in the rules of procedure. If these conditions are not met, the Board may initiate the procedure which may terminate their participation, as described in the rules of procedure.

## **PART 4**

### **Annual fee and financial responsibility**

#### *Article 9*

The members of the Vanguard Initiative Asbl Association shall be required to pay an annual fee. The amount of the fee shall be proposed by the Board in accordance with the procedure for setting the exact amount as described in the Rules of Procedure and approved by the General Meeting. The General Meeting shall have the authority to increase the amount of the annual fee if the activities approved in the annual action plan warrant it. The annual fee, in any case, shall not exceed € 25,000.

#### *Article 10*



Each member is free to withdraw from the Vanguard Initiative Asbl Association by informing the Chairperson in writing. The withdrawal shall be officially communicated to the General Meeting. The outgoing member shall remain liable for its financial obligations to the Vanguard Initiative Asbl until the end of the budget year. Termination is immediate.

#### *Article 11*

The members shall not be personally liable in any way for the obligations of the Association. Their liability shall be limited to the payment of their fees.

The members of the Board, Chairpersons and those responsible for the daily management of the Association shall not be personally liable for the obligations of the Association. Their liability shall be limited to the proper performance of their duties.

## **PART 5**

### **The General Meeting**

#### *Article 12*

The General Meeting shall be the decision-making body of the Vanguard Initiative Asbl, bringing together all members in accordance with the Rules of Procedure. It shall be composed of all the members of the Association or their authorised representatives.

#### *Article 13*

The General Meeting shall:

- Approve the membership of new members, associate partners and observers.
- Approve the annual action plan and the annual budget for the following year.
- Elect the Chairperson and the other members of the Board.
- Elect the treasurer.
- Release the Chairperson, the members of the Board and the treasurer from their responsibilities after their terms of office.



- Approve the annual report and the accounts/expenditures for the year ended.
- Approve the method of calculation of the fee and its amount.
- Determine the rules of procedure and take decisions about any proposal to amend the Articles of Association and the rules of procedure.
- Decide whether to exclude members.
- Decide whether to dissolve the Association (see Article 32).
- Be responsible for any other major issue, including the development of new objectives for the Association.

Decisions shall be taken by simple majority of members present with at least 50% of members present or represented (including remotely). The procedures of the General Meeting shall be described in the rules of procedure.

#### *Article 14*

The General Meeting shall meet at least twice per year. For decisions to be valid, a General Meeting shall bring together at least half of the members present or represented. The Board may convene an Extraordinary General Meeting at any time for well-founded reasons. An Extraordinary General Meeting shall also be convened upon written request of at least one fifth of the members. Each meeting of the General Meeting shall take place on the dates and in the locations mentioned in the notice. All members shall be invited in time.

#### *Article 15*

The General Meeting shall be convened by the Board at least four weeks before the Meeting; written notice shall be sent by regular mail, by electronic mail or by facsimile, and shall indicate the date, time, place and agenda of the General Meeting.

The agenda of the General Meeting shall be included in the notice. In exceptional cases, it may be communicated two weeks in advance. Each member shall have the right to propose items for the agenda, submit requests for information or other requests. The Board shall forward the resulting proposals to the members in due time to allow a joint decision. Items proposed by at least one twentieth of the members in advance shall be added to the agenda. At the beginning of the General Meeting, the agenda shall be approved.



#### *Article 16*

Each member shall ensure that a suitable representative attend the General Meeting, fulfilling the requirements specified in the rules of procedure.

#### *Article 17*

The members shall have equal voting rights at the General Meeting, one vote per member.

#### *Article 18*

The General Meeting shall only deliberate on amendments to the Articles of Association or the dissolution of the Association in accordance with Articles 8 and 20 of the Belgian Act of 21 June 1921, amended by the Act of 2 May 2002.

#### *Article 19*

The decisions of each General Meeting shall be co-signed by the Chairperson and another member of the Board. The meeting minutes and appendices thereto shall be drafted and kept in a register available at the head office of the Association.

#### *Article 20*

The General Meeting may approve the creation of a secretariat or other mechanism to improve the operation of the Association.

## **PART 6**

### **The Board**

#### *Article 21*





The Board shall be the executive body of the Association and shall implement the decisions of the General Meeting. Its responsibilities shall be detailed in the Rules of Procedure. The Board shall be composed of 3 to 10 members.

#### *Article 22*

The Board shall meet at least four times a year. Meetings shall be convened by the Chairperson, stating the place, date, time and agenda at least one week in advance.

#### *Article 23*

The members of the Board shall be elected by the General Meeting for a term of one year, renewable. If a member wishes to resign before the end of his or her term, he or she shall inform the Chairperson in writing.

The meeting shall have the authority to dismiss members of the Board.

#### *Article 24*

The Board shall meet in person or by other means at least once a year or by special convocation of the Chairperson. Before each meeting, the Chairperson shall send a written notice to the Board by regular mail, electronic mail or facsimile, stating the place, date and time of the meeting. The agenda shall also be communicated to the Board members before any meeting.

Each member of the Board may be represented by another member of the Board, who shall only hold one proxy.

For decisions to be valid, the Board shall bring together at least half of the members present or represented.

The Board shall have the power to take any management and administrative measures that are necessary or useful for achieving the objective of the Association, with the exception of the powers that Article 13 reserves for the General Meeting. The members of the Board shall perform their duties in a collegial manner.



Board decisions shall be taken by simple majority of Board members present or represented. The Chairperson shall cast the deciding vote in the event of a tied vote.

The meeting minutes and appendices thereto shall be drafted and kept in a register available at the head office of the Association.

#### *Article 25*

The Board may, within the limits of the powers reserved for it, delegate its powers to one or more of its members. The Board may, in particular, delegate the everyday management of the Association to the Chairperson. This includes any necessary measure that may be taken without a formal decision of the Board (issues of minor importance or in the event of an emergency), including the use of the signature required for such management. The Board may, at any time, dismiss this delegate for everyday management and said delegate may resign by sending a notice of intent to the Chairperson.

#### *Article 26*

Working groups may be established by the Board to achieve specific or temporary objectives of the association.

## **PART 7**

### **Representation of the Vanguard Initiative Asbl - Financial Year**

#### *Article 27*

The Chairperson or a member of the Board may individually represent the Association in respect of all legal acts and in court proceedings within the limits of the everyday management.

#### *Article 28*

The financial year of the Association shall begin on 1 January and end on 31 December of the same year.



#### *Article 29*

The accounts and the budget of the Association shall be kept in a record pursuant to the Belgian Act of 21 June 1921 as amended by the Act of 2 May 2002 and may be consulted at any time by all members.

### **PART 8**

#### **Dissolution and liquidation**

#### *Article 30*

In the event of voluntary dissolution of the Association, the General Meeting or, failing that, a court shall appoint one or more liquidators. It shall also determine their powers and the method of liquidation.

#### *Article 31*

Decisions relating to amendments of the Association's bylaws or its dissolution shall be taken by a two-thirds majority of votes cast, with a minimum of two thirds of members present or represented.

Any proposal to amend these bylaws or dissolve the ABSL shall only be valid if proposed by the majority of members.

#### *Article 32*

In the event of dissolution of the Association, the General Meeting shall decide on appointments, powers and remuneration of the liquidators, liquidation methods and procedures and the disposal of the net assets of the association, which shall be allocated for an altruistic purpose.



## PART 9

### Miscellaneous

#### *Article 33*

All matters which are not explicitly mentioned in these articles shall fall under the Belgian Act of 21 June 1921 as amended by the Act of 2 May 2002.

#### *Article 34*

The official version of the Articles of Association shall be drafted in French.

#### *Article 35*

Any dispute concerning the Articles of the Association, its rules of procedure or any decision by one of its bodies shall be governed by Belgian law and shall be referred to the French-speaking Court in Brussels.

#### *Transitional arrangement:*

The end of the first fiscal year: the first fiscal year shall begin on the date of incorporation and end on 31 December 2017.

As an interim arrangement, the Parties shall take the following decisions unanimously, which shall come into force when the Vanguard Initiative Asbl has legal personality:

#### **Appointment of members of the Board**

Marta Marín Sánchez, Representative of the Basque Country to the EU  
Secretariat General of Foreign Affairs - Presidency of the Government of the Basque Country  
Address (private): avenue Jupiter 109 – 1190 Forest  
Address (professional): rue des Deux Eglises, 27 – 1000 Brussels  
Date of birth: 25-08-1968  
Place of birth: Bilbao, Bizkaia (ES)



Barbara Cattoor

Department Economy, Science and Innovation of the Government of Flanders – Departement Economie, Wetenschap en Innovatie van de Vlaamse Overheid

Address (private): Dorpsstraat 116, 3350 Linter

Address (professional): Koning Albert II laan 35 bus 10, 1030 Brussels

Date of birth: 30-05-1985

Place of birth: Leuven, Belgium

Hannele Räikkönen, Tampere Region Director EU Office

Address (private): Avenue Reine Astrid 444, 1950 Kraainem

Address (professional): Rue du Luxembourg 19-21, 1000 Brussels

Date of birth: 04-06-1974

Place of birth: Nokia (FIN)

### **Appointment of the treasurer**

Treasurer

Marta Marín Sánchez, Representative of the Basque Country to the EU

Done in two original copies in Brussels, on 6 April 2017.