

A4 Statutes of 5G Infrastructure Association

“THE 5G INFRASTRUCTURE Association”

Internationale vereniging zonder winstoogmerk
Officepark Zuiderpoort, Gaston Crommenlaan 10 bus 101 blok C3,
9050 Gent-Ledeberg

STATUTEN

ENGLISH TEXT

DEFINITIONS

Affiliate of a legal entity means a legal entity directly or indirectly Controlled by, or under common Control with or Controlling such legal entity, for so long as such Control lasts.

For the above purposes, “Control” of any entity shall exist through the direct or indirect

- ownership of more than 50% of the nominal value of the issued share capital of the entity or of more than 50% of the issued share capital entitling the holders to vote for the election of directors or persons performing similar functions
- right by any other means to elect or appoint managing board members of the entity (or persons performing similar functions) who have a majority vote

Associate Member means the legal entities that meet the criteria as defined in Article 9 and have been granted Associate Member status in accordance with the process as set forth in the same article of these Statutes;

Association means the international non-profit association under Belgian law, “The 5G Infrastructure Association”, to which these Statutes relate;

Board of the Association means the management body of the Association as described in Part 4 of these Statutes;

By-Laws means the internal regulation of the Association, providing for additional rules governing the Association, its Members and its governing bodies, as described in Article 30;

Chairman of the Board of the Association or Chairman means the person appointed in accordance with Article 19 c);

Net!Works ETP means the European Technology Platform for communications networks and services, which name will be changed in the future in accordance with the procedures laid down in the Terms of Reference; Further information is provided on <http://www.networks-etp.eu/>;

Net!Works ETP Steering Board shall mean the steering board of Net!Works ETP, as it will be elected from time to time in accordance with the Terms of Reference;

Net!Works ETP Steering Board Member shall mean a member of the steering board of Net!Works ETP;

5G Infrastructure PPP Matters means those subjects that are related to the SRIA and to the priority setting towards the Horizon 2020 PPP work program, derived from the SRIA;

5 G Infrastructure PPP means collectively the 5G PPP Projects under Horizon 2020;

5G Infrastructure Partner means any participant of the 5G Infrastructure PPP, that has entered into the 5G PPP Collaboration Agreement;

5 G PPP Collaboration agreement means the agreement to be entered into by any 5G Infrastructure Partner;

General Assembly means the body of the Association as described in Part 3 of these Statutes, in which the Members and Associate Members are gathered;

Member means a legal entity that is member of the Association, a distinction is made between A Members and B Members;

Members Agreement means the contractual arrangement that each Member shall execute or accede to, in accordance with the provisions of that agreement;

Membership Fee means the financial contribution by the Members and Associate Members to the Association;

PPP Contract means the contractual arrangement to be entered into between the Association and the European Commission for the implementation of the PPP's Concept Paper for the establishment of a model contractual arrangement on setting up a public-private partnership for industrial research between the European Union and a stakeholder association /alternative for setting up a Public Private Partnership in the area of Advanced 5G Network Infrastructure for the Future Internet;

Statutes means these statutes governing the Association;

SRIA means the Strategic Research and Innovation Agenda of 5G Infrastructure, as determined and decided upon by the Net!Works ETP Steering Board in accordance with its Terms of Reference, and outlining the research and development programme for the years 2014 up to and including 2020, of industry, R&D institutes, universities and other organisations and persons being a 5G Infrastructure Partner, and indicating the commitment of these participants for executing activities to meet the objectives of the programme both in type of research and development activities as well as in the size and amount of personal, financial and other recourses required to be made available to that purpose;

Terms of Reference means the document describing the governance of the Net!Works ETP.

Part 1

NAME, FORM, HEAD OFFICE, OBJECTIVES, DURATION

Article 1: Name

Name. The name of the Association is “The 5G Infrastructure Association”.

Article 2: Form, Head Office

- (a) **Form.** The Association is an international non-profit association with scientific purpose governed by the provisions of Title 3 of the Belgium Law of twenty-seventh of June nineteen hundred twenty-one, and its revisions, on non-profit associations, international non-profit associations and foundations.
- (b) **Head Office.** The Association has its seat in Gent, Belgium.
Its first address is at:
c/o Officepark Zuiderpoort, Gaston Crommenlaan 10 bus 101 blok C3, 9050 Gent-Ledeberg
The Association may change its seat to any other location in Belgium upon decision of the General Assembly to be published in the Belgian Official Journal.

Article 3: Purpose

The purpose of the Association is to enter into the PPP Contract, to execute this PPP Contract and to promote R&D in the networks industry in order to strengthen the networks industry in the European Union, to foster technology skills in Europe by attracting students and to increase the competitiveness of the European industry by providing new tools and capabilities for manufacturing in Europe.

In execution of the above mentioned purpose, the Association will enter into the PPP Contract and may:

- (i) Endorse the SRIA; as developed by the Net!Works ETP and the industry roadmap as developed by the 5G Infrastructure PPP competent body;
- (ii) liaise with Net!Works ETP
- (iii) Collaborate and communicate with the European Commission with regard to all 5G Infrastructure PPP Matters;
- (iv) Obtain and use financial contributions or donations that might be received by the Association from other sources than the Members in accordance with the terms and conditions applicable to such contributions or donations;
- (v) Represent and address the legitimate interests of the Members and Associate Members and Net!Works ETP towards the European Commission, other public authorities and stake holders, without the authority to legally bind Members or legal entities belonging to Net!Works ETP;
- (vi) Share information of common interest among the Members and Associate Members and Net!Works ETP to the purpose mentioned above, as far as legally permitted;
- (vii) Perform everything that is related to the above.

Article 4: Duration

The Association is established for an indefinite period of time and can be dissolved at any time in conformity with Article 31 of these Statutes.

Part 2 **MEMBERSHIP**

Article 5: Members

- (a) **Legal Nature of Members.** Membership in the Association is open to and limited to entities with legal personality.
- (b) **Members of the Association.**

There are two categories of members of the Association: the Full Members of the Association, with a distinction between A and B Members, and the Associate Members.

Each Member shall for the duration of its membership of the Association remain a party to the Members Agreement.

Article 6: Full Members - A Members

The A Members of the Association are:

- Initially the legal entities that have established this Association and have appeared in the deed of constitution of the Association, hereinafter referred to as the “Founding Members”.

Each Founding Member will enter into the Members Agreement.

- Other legal entities, being those legal entities that are a Net!Works ETP Steering Board Member or an Affiliate to such legal entity, it being understood that a Net!Works ETP Steering Board member may not designate more than one legal entity to become an A Member of the Association.

Each new A Member will enter into the Members Agreement and will become a Member of the Association upon written confirmation by the Chairman (the “membership confirmation date”).

- The first term of the membership of any A member shall be limited to a time period until the annual General Assembly of 2015 (the “original term”).

After expiry of the original term, the membership of any A Member may continue, provided the A Member is or becomes a Net!Works ETP Steering Board Member or an Affiliate to such legal entity.

- Each A Member shall have to remain bound to the Members Agreement.

Article 7: Full Members - B Members

7.1 B Members are legal entities, complying with the criteria set out in article 7.2, that after the call for candidates has been launched by the Net!Works ETP in accordance with its Terms of Reference, have submitted a written request to the Chairman and to the chairperson of the Net!Works Steering Board to become B Member and who have been accepted as such in accordance with these Statutes.

7.2 B Members need to comply with the following criteria

- be a member of the Net!Works ETP
- represent sectors, which are not represented in the Net!Works Steering Board

7.3 Any legal entity having made an application as provided for in article 7.1. will be subject to the election procedure for B Members by the Net!Works ETP in accordance with the Terms of Reference. The number of B Members will never exceed 20% of the number of A Members.

Upon its election by the Net!Works ETP, the legal entity will enter into the Members Agreement and will become a B Member of the Association upon written confirmation by the Chairman (the “membership confirmation date”).

The B Member’s term of membership will be for a time period until the second annual General Assembly after the membership confirmation date.

Each B Member shall have to remain bound to the Members Agreement

Article 8: Termination of membership

The membership of any A Member shall terminate upon

- (1) the expiry or termination for whatever reason of the mandate of that Member of the Net!Works ETP Steering Board, or
- (2) its withdrawal as a Member upon written notice of one month, such notice to be provided to the Chairman or
- (3) the exclusion of the A Member, in accordance with the provisions of article 10.

The membership of any B Member shall terminate upon

- (1) the expiry of the term of its membership,
- (2) its withdrawal as a Member upon written notice of one month, such notice to be provided to the Chairman or
- (3) the exclusion of the B Member, in accordance with the provisions of article 10.

Article 9: Associate members

- 9.1 Associate Members are legal entities, complying with the following criteria:
- * be involved in significant R&D activities in Europe,
 - * contribute and/or support the overall value chain,
 - * be an organisation that represents interests that are relevant for the 5G Infrastructure PPP.

- 9.2 Associate Members may join the Association by invitation or by application. Legal entities meeting the criteria set forth in article 9.1 may be invited by the Chairman, acting on behalf of the Board of the Association, to become an Associate Member.

Legal entities meeting the criteria set forth in Article 9.1 that are interested to become an Associate Member shall also have the right to apply for associate membership by providing a written notice to the Chairman.

The Board of the Association shall decide on all applications taking into account the criteria set out in article 9.1 of the Statutes. When deciding upon such application the Board of the Association shall apply the principles of transparency and non-discrimination, and shall in any case motivate its decision.

Each Associate Member shall enter into an accession agreement.

Rejection and Appeal.

The Board of the Association's rejection of an application for Associate Member status shall set forth the principal reasons underlying the decision, which reasons shall be based on the criteria for Associate Member status as referred to above and the principles of transparency and non-discrimination. The applicant concerned shall have the right to appeal that decision of the Board of the Association with the General Assembly. The General Assembly shall decide about this appeal at the first meeting.

- 9.3 The Associate Member's term of membership will be for a time period until the second General Assembly after the date of its entering into the accession agreement. Each Associate Member may be granted or apply for a renewal of its membership in accordance with the provisions of Article 9.2 above, without limitation on the number of subsequent renewals

- 9.4 The membership of any Associate Member shall terminate upon
- (1) the expiry of the term of its membership,
 - (2) its withdrawal as an Associate Member upon written notice of one month, such notice to be provided to the Chairman or
 - (3) the exclusion of the Associate member, in accordance with the provisions of article 10.

Article 10: Exclusion of Members of Associate Members

If any Member or Associate Member does not comply with these Statutes, the By-Laws, and/or any rules and regulations, issued pursuant to these Statutes or the By-Laws, or any decision of the bodies of the Association, or no longer fulfills the membership conditions, all hereinafter referred to as “default”, it can be excluded as a Member or an Associate Member subject to the following:

- a) In the event of a default which is irremediable or is not remedied within one month of the date of receipt of a written notice from the Chairman, acting on the basis of a decision taken by the Board of the Association with at least 75% majority, not calculating the defaulting Member or Associate Member, such notice requiring that the default be remedied, the Board of the Association may decide to terminate the membership of the defaulting Member or Associate Member.
For the avoidance of doubt, the termination of the Members Agreement for a Member shall be considered as an irremediable default for the Member concerned.
- b) Upon a decision to terminate membership taken in accordance with the previous paragraph, the Board of the Association, acting through the Chairman, shall send a notice of decision of termination to the Member or Associate Member concerned, stating the reasons of such termination. Such decision may only become effective after the expiry of a period of 30 days during which the Member concerned shall have had the right to present its defense to the Board of the Association.
At the expiry of the 30 days period, the Board of the Association, acting through the Chairman, shall after having considered the defaulting Member’s or Associate Member’s defense, if any, communicate in writing to the defaulting Member or Associate Member its confirmation of its decision of termination or its withdrawal of the decision of termination.
- c) The membership of any Member that is not or no longer a party to the Members Agreement, shall be terminated with a written notice from the Chairman. Such notice of termination shall have immediate effect.
- d) The membership of any Member or Associate Member that judicially has been declared insolvent or bankrupt can be terminated with a written notice from the Chairman, acting on the basis of a decision taken by the Board of the Association. Such notice of termination shall have immediate effect.

Article 11: Effects of termination of membership

A Member who ceases to be a Member or an Associate Member of the Association through withdrawal, exclusion or any other cause shall have no claim to the Association’s assets; such Member or Associate Member shall remain liable for its Membership Fee, as far as applicable, in relation to the current financial year.

Such termination shall not affect commitments entered into or liabilities incurred by such Member or Associate Member towards the Association prior to such withdrawal or termination.

Article 12: Rights of the Members and of the Associate Members

The Members and the Associate Members of the Association will have the rights attributed to them by these Statutes, the By-Laws and decisions taken by the bodies of the Association in accordance with these Statutes and the By-Laws.

Article 13: Obligations of the Members and of the Associate Members

The Members and the Associate Members shall comply with the applicable law, these Statutes and the By-Laws and the decisions taken by the bodies of the Association in accordance with these Statutes and the By-Laws.

Article 14: Assets of the Association

The assets of the Association shall consist of:

- a) Subsidies;
- b) Membership Fees;
- c) Donations, properly obtained in accordance with the applicable law;
- d) Any other assets or income received.

Part 3 **GENERAL ASSEMBLY**

Article 15: Powers of the General Assembly

The General Assembly shall have all powers not attributed to other bodies of the Association by law or by these Statutes, to achieve the purpose stated in Article 3. Amongst other things, the General Assembly shall have the powers to discuss and:

1. set Membership Fees, upon proposal of the Board of the Association;
2. approve or reject annual budgets and annual accounts, proposed by the Board of the Association;
3. elect and dismiss the members of the Board of the Association;
4. grant discharge to the members of the Board of the Association;
5. appoint and dismiss the statutory auditors for the Association;
6. approve the PPP Contract;
7. approve all agreements with commitments exceeding one year or exceeding a value of 200.000 €;
8. approve or reject the By-Laws of the Association as proposed by the Board of the Association;
9. endorse the SRIA and any update thereof, as developed by the Net!Works ETP and the industry roadmap as developed by the 5G Infrastructure PPP competent body, upon proposal of the Board of the Association;
10. amend the Statutes, and amend the By-Laws, including decisions pertaining to the change of the seat of Association;
11. dissolve the Association.

Article 16: Composition of the General Assembly

- 16.1 The General Assembly shall be composed of the Members of the Association. Each Member is represented by one delegate, hereinafter referred to as the “Member representative”.

In case a Member representative cannot attend the General Assembly, the Member may give a proxy to a Member representative of another Member, it being understood that a representative of an A Member may only give a proxy to another A Member and that a representative of a B Member may only give a proxy to another B Member.

Provisions concerning the registration of Member representatives for Member representatives (if any) may be outlined in the By-Laws.

The meetings of the General Assembly shall be chaired by the, Chairman, or if the Chairman is not available, the oldest member of the Board of the Association attending the meeting.

The person chairing the General Assembly shall designate a secretary in charge of establishing the minutes of the meeting of the General Assembly.

All members of the Board of the Association shall have the right to attend and speak at the meetings of the General Assembly and shall use their reasonable effort to attend such meetings.

- 16.2 Associate Members shall have the right to attend and to speak at the meetings of the General Assembly, but shall have no voting rights at the General Assembly. In case an Associate Member representative cannot attend the General Assembly, the Associate Member may give a proxy to a representative of another Associate Member.

Article 17: Quorum, Majority

- (a) **Quorum.** Unless otherwise provided by these Statutes, the General Assembly can only take decisions if a majority of the Members is represented at the meeting. If this condition is not met at a meeting, the Chairman shall call another meeting pursuant to Article 16 with the same agenda within the following three months, which meeting shall constitute a quorum regardless of the number of Members represented, provided, however, that this has been clearly stated in the convocation of this second meeting.
- (b) **Consensus.** In principle decisions will be taken by consensus, also to be obtained from the Associate Members.
- (c) **Voting** In the event that no consensus can be reached, voting by the Member representatives will take place. Each Member shall have one vote in the General Assembly. For decisions of the General Assembly a simple majority the votes of the Members represented is required, unless stated otherwise in these Statutes.
- d) For amendments to the Statutes, dissolution of the Association and approval or rejection of the By-Laws or amendments to the By-Laws, the provisions of Article 31 of these Statutes apply.

Article 18: Meetings, Agenda, Resolutions

- 18.1 The General Assembly shall take decisions in ordinary or extraordinary meetings. At least one General Assembly shall be organized per year. The Chairman shall each year call an ordinary meeting of the General Assembly (the “annual meeting of the General Assembly”) with at least the following points on the agenda:
- (1) approval of annual accounts for the past financial year,
 - (2) approval of annual budgets for the current financial year,
 - (3) election and dismissal of members of the Board of the Association,
 - (4) discharge to members of the Board of the Association for the execution of their mandate during the past financial year and
 - (5) appointment of the statutory auditor.
- The Chairman shall further call extraordinary meetings of the General Assembly whenever he or she deems this appropriate or is obligated to convene an extraordinary meeting upon written request to the Board of the Association from at least 20% of all Members.

- 18.2 Meetings shall be called by the Chairman, acting on behalf of the Board of the Association, with at least one month prior written notice to every Member. The notification shall contain an agenda for the meeting. An item has to be included on the agenda of the General Assembly on the request from at least 10% of the Members. Members may put additional points on the agenda, provided that all Members are present and agree with such addition. Notwithstanding the foregoing, the call for the first meeting of the General Assembly is not subject to the one month prior written notice and the first meeting of the General Assembly may be called with three days prior written notice to every Member. A General Assembly meeting shall be held at the seat of the Association or such other venue within the European Union as may be specified in the invitation.
- 18.3 General Assembly meetings can be held in physical form, or via electronic means of communication, including but not limited to telephone or video conference, provided that the form of the meeting is so announced in the written notice calling for the meeting. In all cases the General Assembly may be held and decisions in such meetings taken through any electronic means of communication provided that the Member representatives via the electronic means of communication can be identified, can participate directly to the deliberations held during the meeting and can exercise their voting right. When indicated by the Board of the Association acting through its Chairman or on the request from at least ten per cent (10%) of the Members, the General Assembly may make decisions by a written procedure. To that effect, the Chairman shall send the proposed resolution(s) with a written notice to all Members via regular mail and/or via e-mail. The proposed resolution(s) shall be accompanied by a memorandum of the Board of the Association signed by the Chairman, setting forth
- (1) the reasons which have led to the use of the written procedure, as well as
 - (2) the context of the proposed resolutions and
 - (3) the specific requirements of the written procedure as provided for herein.
- The proposed resolutions shall be deemed approved if within thirty (30) days after having been sent, 75% of all the Members have approved the proposed resolution through duly completed written and signed communications returned to the Chairman. For the avoidance of doubt, Members not replying to the proposed resolution within the period of thirty (30)days shall be deemed not to have expressed an opinion on the proposed resolution.
- 18.4 The proceedings at every meeting of the General Assembly shall be laid down by the secretary or another person designated by the person chairing the General Assembly in minutes. The opinion of the person chairing the General Assembly expressed at the meeting of the General Assembly about the outcome of a vote shall be decisive. The same shall apply to the contents of a resolution passed, in so far as a vote was taken about a proposal not laid down in writing. If, however, immediately after the utterance of the opinion referred to in the paragraph above its correctness is contested, a new vote shall be taken if the majority of the Members represented at the General Assembly or, if the original vote had not been taken as a poll or in writing, one Member desires this.

As a result of this new vote the legal consequences of the original vote shall be cancelled.

The minutes shall be submitted for approval to the Members within a period of 30 days after the date of the meeting of the General Assembly. The minutes shall be brought to the knowledge of the Net!Works ETP through the Net!Works ETP Steering Board.

The resolutions shall be registered and kept in a minute book at the seat of the Association at the disposal of all Members.

Part 4 **BOARD OF THE ASSOCIATION**

Article 19: The Board of the Association

- (a) **Functions.** The Board of the Association shall have the powers to:
1. propose for endorsement by the General Assembly of the SRIA and any update thereof, as developed by the Net!Works ETP and the industry roadmap as developed by the 5G Infrastructure PPP competent body;
 2. monitor the progress of the Association's activities;
 3. terminate membership of defaulting Members, in accordance with the provisions of Article 10;
 4. propose to the General Assembly Membership Fees;
 5. prepare and file for acceptance by the General Assembly annual budget and annual accounts pursuant to Article 28;
 6. propose for resolution by the General Assembly the By-Laws pursuant to Article 30;
 7. decide about the opening of offices for the Association, and decide upon the participation in other non-profit associations;
 8. manage the Association;
 9. accept Associate Members.
- (b) **Members of the Board of the Association.** The members of the Board of the Association shall include the individual persons nominated as the chairperson, and the vice-chairpersons of the Networks ETP.
In addition, the General Assembly may decide to create a dedicated number of additional mandates for Board membership.
In such case each of the A Members shall have the right to propose one candidate.
The members of the Board of the Association should be an employee of the Member proposing their candidature or of any of its Affiliates.
There will be minimum three members of the Board of the Association and there will be maximum nine members of the Board of the Association.
The first members of the Board of the Association shall be the persons listed in the deed of constitution of this Association.
Their mandate will expire after the first meeting of the General Assembly but they can be re-elected a first time until the annual general assembly of 2015, and thereafter in accordance with the provisions of article 19 e).
- (c) **Chairman.** The chairperson of the Networks ETP shall act as Chairman of the Association.
The Chairman shall be appointed and dismissed in his/her role by the Board of the Association.
The first Chairman shall be the person listed in the deed of constitution of this Association.

His/her mandate will expire after the first meeting of the General Assembly, but he/she can be re-elected, a first time until the annual general assembly of 2015 and thereafter can be re-elected again .

In the event that the chairperson of Networks ETP has lost his/her mandate in the Networks ETP, he/she shall also lose his/her mandate as Chairman. In the event the Chairman loses his/her mandate or withdraws before the expiry of the term, the following will apply : the Board of the Association will have the right to temporarily fill the vacancy by appointing a Chairman from the vice-presidents of the Networks ETP until a new Chairperson of the Networks ETP shall have been appointed and

- (1) an extraordinary general assembly shall have been organized to appoint the new Chairperson of Networks ETP as member of the Board of the Association and
 - (2) the Board of the Association shall have appointed this new person as the new Chairman of the Association.
- (d) **Term.** The term of the mandate of the members of the Board of the Association shall be for two years, until the annual General Assembly after the expiry of the second financial year from the date of their nomination.

A member of the Board of the Association shall lose its mandate, if the Member having nominated such a member of the Board of the Association is no longer a Member or if the member of the Board of the Association is no longer employed by the Member having proposed its candidature or any of its Affiliates.

In the event that a member of the Board of the Association loses its mandate or withdraws before the expiry of the term of its mandate, the Board of the Association shall have the right to temporarily fill the vacancy by appointing a new member, if applicable, from functions or nominations made in accordance with this Article 19 sub (b).

Such member of the Board of the Association appointed to fill an interim vacancy shall act as a member of the Board of the Association, until the next General Assembly

- (f) **Dismissal.** The General Assembly can dismiss the members of the Board of the Association at any time.

Article 20: Meetings

The Board of the Association shall meet at least two times a year.

The meetings of the Board of the Association shall be chaired by the Chairman, or, if the Chairman is not available, by another member of the Board of the Association.

The Chairman shall duly notify the Board of the Association of such meeting at least (14) fourteen days before the date of the meeting, together with an agenda specifying for which item of the agenda a vote will be required.

Further details may be regulated in the By-Laws.

Meetings of the Board of the Association can be held in physical form or through any electronic means of communications provided that the form of the meeting is so announced in the written notice calling for the meeting.

When the meeting is held by any electronic means of communications, the following requirements need to be met: via the electronic means of communication the members of the Board of the Association can be identified, can participate directly to the deliberations held during the meeting and can exercise their voting right.

Notwithstanding the foregoing, the call for the first meeting of the Board of the Association is not subject to the fourteen days prior written notice and the first meeting of the Board of the Association may be called upon, upon written notice of minimum three days.

Each member of the Board of the Association can be represented by another member of the Board of the Association, provided, however, that no Board member can represent more than one other member of the Board of the Association.

For this purpose, the member of the Board of the Association shall communicate a written power of attorney to the Chairman, at least three days prior to a meeting of the Board of the Association.

Resolutions of the Board of the Association shall be kept by the Chairman of the Association of the Board of the Association in a minute book.

A dated and detailed document signed by the members of Board of the Association and recorded or inserted in the register of minutes shall equal a decision of the Board of the Association.

Resolutions of the Board of the Association shall be filed by the Chairman at the seat of the Association.

In case that a member of the Board of the Association has a conflict of interest in any decision taking by the Board of the Association, such a member of the Board of the Association shall abstain from taking part in that decision.

Article 21: Quorum, Majority

- (a) **Quorum.** The Board of the Association is properly convened if at least two-thirds of the members of the Board of the Association are present or duly represented.
- (b) **Majority.** In case of voting, each member of the Board of the Association shall have one vote. A simple majority of the votes of the members of the Board of the Association present is required for taking decisions, unless stated otherwise herein.

Article 22: Representation of the Association

The Association will be legally represented towards third parties and in legal proceedings, by two members of the Board of the Association acting together.

More specific and more limiting rules for the representation of the Association, including with regard to the representation of the Association for the daily management, may be laid down in the By-Laws.

The Board of the Association may grant general or specific powers of attorney to any person it deems appropriate.

In particular, the Board of the Association may grant specific powers to represent the Association towards the EU Commission for example for the signature of the PPP Contract to any person or persons its deems appropriate. When representing the Association in high level events for example for the signature of the PPP Contract, this person will be authorized to carry the title of “President of the Association”.

The Board of the Association is authorized to delegate or outsource parts of its tasks, but not its responsibilities, to an external party. The tasks that can be outsourced are:

- bookkeeping and accounting
- secretarial work

- collecting Membership fees
- any other tasks as the Board of the Association deems fit.

PART 5 **CHAIRMAN, TREASURER, SECRETARY**

Article 23: Chairman of the Board of the Association

The Chairman shall be responsible for :

- daily management of the Association, as may be further detailed in the By-Laws;
- Having a coordinating role between the Board of the Association and the Net!Works ETP Steering Board.
- Reporting to Net!Works ETP Steering Board on a regular basis, on all matters related to 5G Infrastructure, including the communication in that respect with the European Commission.

Article 24: Treasurer, Secretary

The following persons will be appointed and dismissed by the Board of the Association from within the membership of the Board of the Association:

- * The Treasurer
- * The Secretary

The powers of the Chairman, Treasurer and the Secretary are defined in the By-Laws.

The Treasurer and the Secretary are appointed for a term of 2 years and their mandate can be renewed.

However, the Board of the Association can at any time dismiss the Treasurer or the Secretary.

Part 6 **MEMBERSHIP FEES, FINANCIAL YEAR, ANNUAL ACCOUNTS**

Article 25: Membership Fees and other Contributions

The Membership Fees are determined by the General Assembly upon proposal of the Board of the Association for each financial year. Such proposal shall divide the amount of the budget for each financial year that shall be covered by Membership Fees over the Members and Associated Members.

The Membership Fee shall be payable at such time and in such manner as shall be determined by the General Assembly.

Article 26: No individual liability for the Members

Members of the Association do not incur by their membership any individual or joint and several liability for the Association's undertakings and the obligations of Members are strictly limited to the amount of their Membership Fee.

Article 27: Financial Year

The financial year begins on the first of July and ends on the thirtieth of June of each year.

The first financial year of the Association shall run from the date of establishment of the Association until June 30, 2014.

Article 28: Annual Accounts

Each year the annual accounts for the past financial year and the budget for the current financial year shall be submitted to the annual meeting of the General Assembly.

Together with the annual accounts, the Board of the Association shall submit to the General Assembly a “management report” in which it shall account for its management actions and provide all legally required information.

Article 29: Audit

If required by law, the General Assembly appoints one or more statutory auditors or any other person fulfilling the requirements imposed by law, who will be charged with the audit of the financial status of the Association, the annual accounts and the regularity of the Association’s transactions reflected in these annual accounts (“the Audit”).

The statutory auditor(s) will draw up a comprehensive written report (the ‘supervision report’), which will be submitted to the annual General Assembly.

Part 7 **BY-LAWS**

Article 30: Issuing of By-Laws

The General Assembly on specific proposal from the Board of the Association shall adopt By-Laws compatible with the provisions of these Statutes, in order to ensure the functioning of the Association and its administration, containing but not limited to provisions regarding:

- * delegation of task and/or authorisations to one or more members of the Board of the Association or third parties.

Part 8 **AMENDMENTS, DISSOLUTION, EFFECTIVE DATE**

Article 31: Amendments to the Statutes, Adoption and Amendments to By-Laws Dissolution,

- (a) **Amendments of Statutes, Dissolution.** Decisions to amend the Statutes and/or to dissolve the Association require a majority of 75% of the Members represented in the General Assembly, while for these purposes, the General Assembly shall not be deemed to be properly convened unless three quarters of the Members are represented at the meeting.
- (b) **Adoption and Amendments of By-Laws.** Decisions to adopt the By-Laws and decisions on amendments of the By-Laws require a majority of 75% of the Members represented in the General Assembly, while for these purposes, the General Assembly shall not be deemed to be properly convened unless a simple majority of the Members are represented at the meeting.
- (c) **Liquidation.** In the event of a decision by the General Assembly to dissolve the Association, the General Assembly shall decide on the method of liquidation, and will designate the liquidator or liquidators and determine their powers.
The General Assembly will also decide upon the destination of Association’s funds remaining after liquidation, taking into consideration that the assets must be disposed of to the benefit of an organisation pursuing a similar and non-profit objective.

All decisions shall be taken with the same quorum and majority requirements as are set forth in Article 31 (a).

- (d) In case a General Assembly is not properly convened for the resolutions referred to in paragraphs (a) (b) and (c) above, the Chairman shall call another meeting with the same resolutions on the agenda, within the following three months, which meeting shall constitute a quorum regardless of the number of Members represented, provided, however, that this has been clearly stated in the convocation of this second meeting.

The majority requirements shall be as set forth in Article 31 (a).

Part 9 **GENERAL PROVISIONS**

Article 32: Miscellaneous

All matters which are not covered by the present Statutes, shall be settled in accordance with applicable law or, if not covered in applicable law, by a decision of the Board of the Association.

Article 33: Settlement of disputes

- (a) All disputes or differences arising directly in connection with these Statutes, the By-Laws, and the decisions taken by the bodies of the Association which cannot be settled amicably, shall be subject to the jurisdiction of the competent court of Brussels, Belgium.
Such court shall have jurisdiction in the event of a counterclaim made by the defendant in any legal action.
- (b) The Members concerned and the Association may instead elect unanimously to seek to resolve by mediation any dispute or difference which cannot be settled amicably by them.