

Title I- Name and Headquarter

Article. 1. Name

The name of the association is “NANO*futures*”. Any document issued by the Association should contain the name, the abbreviation “ASBL” and its address.

Article. 2. Headquarter

The headquarter is in Burotel Belgium, Rue de la Presse 4, 1000 Brussels - Belgium

Any address modification should be published in the Official Gazette, the shortest period of time.

Title II- Name and Headquarter

Article. 3. Purpose of the association.

The NANO*futures* association is oriented to be a business network. The European NANO*futures* Association is not-for-profit organization governed by a strong industry-driven board of directors. The association provides a common, cohesive and unified voice on behalf of technology driven industries utilizing nano and micro-manufacturing technologies. It serves as the catalyst agency to connect, co-ordinate, facilitate, promote, educate, and unify the benefits in the area as a major economic engine.

The Association is one legal arm of the NANO*futures* European Technology Platform, providing entrepreneurial mindset and skills necessary for knowledge transfer and industrial activities.

Art. 4. Object of Activity

4.1 The NANO*futures* association is oriented to be a business network.

The European NANO*futures* Association is a not-for-profit organisation governed by a strong industry-driven board of directors. The Association provides a common, cohesive and unified voice on behalf of technology driven industries utilising nano- and micro-manufacturing technologies. It serves as the catalyst agency to connect, co-ordinate, facilitate, promote, educate, and unify the benefits in the area as a major economic engine.

4.2 The association has the purpose to gather industries, research institutions and any other legal body based in Europe involved or having interests in the area of nano and micro manufacturing. The action of the association will be to represent the interests of its members in constituting an effective business network in the area: attracting financial resources and institutional interest in the area; creating business to business opportunities and associate these with its research members.

This will be pursued by several different actions:

Business to business relations;

attract support and financial resources for a Joint Technology Initiative (JTI) or very large projects and research initiatives tailored to micro and nano manufacturing;

advising on calls contents in EU and national research programs;

information services to the members;

networking and brokerage also by specific areas of interests;

projects promotion;

web services and public awareness;

constituting national branches of the organization to promote national activities and attraction of financial resources;

participate to calls of proposal for coordinated actions or similar in the framework programs.

4.3 This Association is responsible for all the facts related to its scope. . The NANO*futures* Association will pro-actively engage in the definition of future RTD& Implementation work programmes at European and National level to shape the technological content of the micro- and nano- community of Europe. It offers access to European-wide projects and programmes, on the basis of a well-structured legal form that represents the main stakeholders in the field of micro and nano-.

Title III. Memberships

Article. 5 Membership

5.1 Association members can be legal entities with full contractual capacity.

Membership is awarded on joining the association.

Declaration of membership must be presented in writing to the Board.

The board approves acceptance by simple majority. Joining becomes effective on presentation of a written acceptance declaration. There is no right to membership. The member designate a person to represent him in the association bodies.

5.2 There are five types of members (in the following referred to as: members):

1. **Founder Members**
2. **Sponsoring Member (in the following referred to as: SMember). Limited to industries: Has rights to vote (and become member) up to three members in the board.**
3. **Full Member (in the following referred to as: FMember): Limited to Industries. has right to vote (and become member) up top four members in the board..**
4. **Member (in the following referred to as: Member): Any legal entity except industries, they have right to vote at the General Assembly.**
5. **Associate Member (in the following referred to as: AMember): any legal entity except industries, they have no right to vote at the General Assembly.**

According to the Law, the Founders, Sponsoring, Full and Members are understood as “effective” members, since associate member is understood to be “adherent” member.

The representative of each effective member will have one vote in the General Assembly. Voting rights may be exerted with effect from the first full month upon admission as NANO*utures* member

An adherent member is fully entitled to participate in the work of the Sections Committees and obtain all relevant papers.

Representatives of the adherent members shall have the right to take part in the discussions at the General Assembly but not at the votes.

Art..6. Termination of membership

Art. 6.1

(1) All members are entitled to leave the association. Withdrawal can only occur at the end of a calendar year and requires a 3-month notice.

(2) Membership may also be terminated if mutually agreed by both the board and the leaving member. In this case, membership shall be terminated at the time indicated in the certificate.

(3) Membership shall be terminated if the member loses its legal identity (liquidation, merging).

Art. 6.2 Expulsion/cancellation of membership

(1) The board may propose to expel a member with immediate effect by way of a resolution of General Assembly. The resolution requires a 2/3 majority of the present members with voting rights..

(2) Members will also be withdrawn on cancellation of membership.

Membership can be cancelled under the following conditions:

(2.1) The member has not paid its annual membership fees within April each year;

(2.2) The board has sent a reminder of the outstanding fee by registered post to the members' last known address. The reminder contains a reference to potential expulsion;

(2.3) The member fails to pay the outstanding fees within three months of the reminder being issued.

Membership is cancelled by way of a General Assembly resolution upon proposal of The Board and notified to the affected member in writing.

Title IV. Fees

Article. 7 Membership fees

(1) The association levies a membership fee. The fee must be paid annually in advance (due 1st of January of the respective calendar year) and must be paid in full for the year of joining (due on joining).

(2) The level of membership fee is determined by the board for the four members levels. It is provisionally determined as: Sponsoring Member 15000 €, Full Member 1500 €, Member 1000 €, Associate member 500 €. Founding Members pays membership at least as Full Member-.

Title V. Bodies of the association

Article. 8 Bodies of the association

The bodies of the association are:

- a. The founders council
- b. The General Assembly
- c. The Board of Directors

The Founders council is composed of 6 members: ASM Assembly Products B.V., IPA, MBN Nanomaterialia spa, MicroTEC, Obducat, Umicore.

Art. 9. Founders Council

The founders Council has the exclusive rights:

- a) To propose changes of the object of the activity to the General Assembly

Art. 10. General Assembly

The General Assembly is constituted by all the effective members. The general assembly has the following rights and the rights expressly given by law:

- 1) the election of one (three in case of Board of 10 members) member of the board or the election of the Board voting on the list presented by the President
- 2) modifying the Statute and by laws
- 3) approving annual resume of accounts and foreseen budget plan for the next year
- 4) voluntary dissolution of association
- 5) transform the association in a for-profit company
- 6) expulsion/cancellation of membership

The General Assembly is convened usually in the first quarter of a calendar year, by the board or following the request of at least one fifth of the effective members, with a two-week period of notice. Notice of the meeting must indicate the object of the resolution (agenda). The period begins with the day on which the invitation is sent to the member's last known address.

The Assembly is valid being present at least 2/3 of the members (eventually represented by a Proxy) having voting rights. In case the 2/3 of members is not reached the Board may call a second assembly, with the same agenda and not earlier than 15 days, which is valid being present any number of members (eventually represented by a Proxy) having voting rights.

In second Call the Assembly cannot decide on points 2-4-5.

The general assembly votes with a simple majority of members present except for points 2-4-5 above for which a majority of at least 4/5 of members present is required.

Art. 11. Board

The Board is composed by minimum 5 members , and can be expanded to 10 members on decision of the General Assembly.

The President is nominated from the Board with simple majority among the members of the board immediately after its election.

The Board and President remains in charge for three years, but can be revoked by the General Assembly in any moment.

Board components are nominated as follows: two (three in case of Board of 10 members) from the SMembers among SMembers, two (four in case of Board of 10 members) from FMembers among FMembers, one (three in case of Board of 10 members) from the General Assembly. In case there are not enough SMembers, the related remaining components are nominated by FMembers among FMembers.

Meetings of the SMembers and FMembers to elect Board components are convened by the President and follow the same rules as the general assembly as concerns validity, prior notice, voting.

The President in charge can present a list of Board members (with the same composition in terms of type of members) to be approved, in such a case the meetings above are not held

Meetings of the Board are convened by the President with an Agenda at least with two weeks prior advice. The meetings can be held via tele/phone/web conferences while emails in such a case are the sole proof of vote of single members.

The Board may constitute up to three invited components, having no voting rights, among important persons representing external entities like EU Commission representatives, European Technology Platforms representatives, others.

The President has the Legal representativity of the Association.

The Board has the general Administration of the Association and has all the powers which are not explicitly reserved to the General Assembly or the Founders Council, including:

- Preparing annual accounts for the General Assembly
- Assuming obligations on behalf of Association
- Stipulating Contracts with third parties or employees
- Opening and closing bank accounts, access to bank credits and loans
- Establishing subsidiaries
- Appointing one or more Executive Directors

The Board nominate executive directors (one or more) which receive specific and limited mandates. This or these refers directly to the President on their mandate and for this will keep complete transparency of all economical transactions, duties and obligations done on behalf of the Association. In particular, the details of the accounts open on the name of association will be made readable to the President and Board members having interest.

Art. 12. Voting

The board decisions are taken by the majority of votes of the members of the Board. In case of parity the President vote is counted as double.

Art. 13. Responsibility

The President, the board components, the executive directors and the persons in charge with the daily management as well as the persons who can represent the association have no personal responsibilities in fulfilling the representation of the Association, executing their mandate. Their mandate is not remunerated except the one of the executive director.

Art. 14. Sections

The Board may constitute Sections of the Association which could be either thematic (i.e. on one topic, for example nanomaterials) or territorial (for example German Section). In case of constitution the Board will approve proper roles for the financial and technical management of such Sections.

Article. 15 Recording of members' resolutions

The resolutions passed in the board or in the General Assembly or in the meetings of SMembers and FMembers for Board election are recorded in a written document. The document must be signed by the President and made available to the members via email.

Art.16 - Litigation

Any dispute arising during the life of the Association or during its dissolution either between the members of the Association and its Board or between the members and the Association or between the members themselves as a consequence of the Association's activity shall be decided upon by the Courts of Brussels. Belgium law is applicable in all cases.

Art.17 - Fiscal year

The fiscal year shall start on January 1 and end on December 31.

Art.18 - Dissolution

In the event of dissolution of the Association, its assets are first used to discharge its liabilities. Any balance of liability shall be borne by the members in proportion to their annual fees. Any surplus funds remaining after the liabilities have been discharged will be distributed to those which are members at the date of dissolution in proportion to their total contributions to the Association.