

Statutes

1. Form - Name of the Association

The association is constituted as an international non-profit association (of international utility) in accordance with the law and is called "Confederation of Laboratories on Artificial Intelligence Research in Europe" (in French: "Confédération des Laboratoires de Recherche sur l'Intelligence Artificielle en Europe"), abbreviated to "CLAIRE".

The full and abbreviated names may be used together or separately.

All deeds, invoices, announcements, publications and other documents emanating from the international non-profit association must mention its name, immediately preceded or followed by the words "international non-profit association" or the abbreviation "AISBL" as well as the address of its registered office.

2. Headquarters

The head office of the association is in the Brussels-Capital Region.

3. Objectives - Purpose - Activities

The association, which is devoid of any profit-making spirit, has a non-profit-making aim of international utility (disinterested aim):

- A. To strengthen and develop European excellence in all areas of research and innovation in human-centred artificial intelligence (AI) research and innovation throughout Europe and in all countries with close links to Europe.
- B. To improve collaboration and cooperation between researchers and research institutions in all fields of artificial intelligence, throughout Europe and in all countries with close links to Europe.

In particular, in order to achieve this disinterested goal, the association has as its object the following activities, both in Belgium and abroad, on its own account or on behalf of its Members:

- A. The association will focus on a trustworthy *Artificial Intelligence (AI)* that enhances rather than replaces human intelligence, and thus benefits the people of Europe and the world.

- B. The association will strive to significantly increase public and private funding, and to use the funds effectively, to support existing scientific strengths, develop *Artificial Intelligence (AI)* talent, and open up new research opportunities.
- C. The association will work towards the creation of regional centres and a European centre for research and innovation in the field of *Artificial Intelligence (AI)*.
- D. The association will work with key actors from academia, industry, society and politics across Europe to implement effective mechanisms for citizen engagement, industry and public sector collaboration, and innovation-driven start-up and expansion.
- E. The association will define and address the challenges presented by *Artificial Intelligence (AI)* in a variety of sectors and across a wide range of applications, including health, industry, transportation, scientific research, financial services and entertainment.
- F. The association will liaise with *Artificial Intelligence (AI)* organizations, governments and relevant funding agencies to achieve its objectives.

It shall, in general, have full legal capacity to carry out all acts and operations which have a direct or indirect connection with its object or which would be likely to facilitate, directly or indirectly, wholly or partially, the achievement of that object.

It may take an interest by way of association, contribution, merger, financial intervention or otherwise in any company, association or enterprise whose object is identical, analogous or related to its own or likely to promote the activities and objectives described above.

It may act as administrator or liquidator in other associations.

It may act as guarantor or provide security for legal persons whose object is identical, analogous or related to its own or which is likely to promote the activities and objectives described above, in the broadest sense.

The administrative body shall be competent to interpret the subject matter.

4. Conditions of admission - exclusion - termination of membership - Categories of membership

4.1 The Association has two categories of Members whose admission is subject to the following conditions:

- A. Non-profit Members: Non-profit entities, including higher education institutions, research institutes and other organisations, as well as well-defined groups within these non-profit entities that conduct research in the field of Artificial Intelligence (AI) or related fields.

- B. For-profit Members: Companies, legal entities, and groups or units within these companies that develop or use Artificial Intelligence (AI) methods or technologies.

Ordinary admission procedure

Candidate Members, for each membership category, apply for membership by completing and signing an online information form provided by the Association. The information form is provided and maintained by the Board of Directors (BOD). The model of the information sheet is set out in Annex I.

Specific admission procedure

A specific admission procedure is foreseen between the date of the founding of the Association and a date to be determined by the General Assembly. This period is called the "inauguration phase".

During this period, candidate Members may apply for membership through the procedure provided for on the Association's website.

Thereafter, an Admissions Committee established by the Board of Directors will review applications for membership, which will be confirmed by the Board of Directors.

4.2 Membership shall only take effect when:

- A. the information on the forms has been validated;
- B. membership was approved by the Board of Directors;
- C. the applicable membership fees have been paid.

Membership fees are determined by the Board of Directors.

Members are the constituents to the act of incorporation, as well as any person subsequently admitted as a member.

5. Rights and obligations of Members

5.1 Members of the Association shall have the following rights:

- A. the opportunity to participate in activities organized by the Association, such as symposia, workshops and working groups,
- B. access to the results of the Association's activities, unless otherwise specified,

- C. the possibility of participating in the search for funding opportunities, for which the Association organizes consortia,
- D. the use of communication mechanisms provided by the Association to exchange information and collaborate with other Members of the Association.

5.2 Members of the Association have the following obligations:

- A. provide free access to the results of the Association's projects and activities, unless otherwise specified.
- B. demonstrate at all times ethical conduct and respectful interaction with other Members of the Association, and within the so-called "*European Community of Artificial Intelligence*" community in general.

6. End of membership

Membership in the Association shall terminate:

- A. upon written notice of termination by the Member.
- B. upon written notice of striking off by the Association. Such notice of termination may be given if a Member no longer satisfies the conditions of membership, no longer meets its obligations to the Association, or if the Association cannot reasonably be required to maintain membership.
- C. A Member may only be expelled if it acts in breach of the Statutes, By-laws or resolutions of the Association, or if it unreasonably disadvantages the Association.

Authorisation to remove a Member is given by the General Assembly (GA) on the advice of the Board of Directors.

A Member who ceases to be a Member of the Association loses his rights to the capital.

7. Administration - Management

7.1 Foundation of the International Association

The Association was founded by the 'Initiators of CLAIRE', namely Mr. Holger Hoos, Mr. Morten Irgens and Mr. Philipp Slusallek. The initiators will form the first Board of Directors of the Association, with a mandate of three (3) years from the date of foundation. In recognition of their substantial initial investment, DFKI, Leiden University and Oslo Metropolitan

University (OsloMet) each have one seat on the Board of Directors for three (3) years from the date of foundation.

7.2 Governance

The governance of the Association consists of a Board of Directors (BoD), a Supervisory Board (SB) and a General Assembly (GA).

7.3 Board of Directors

The Board of Directors shall be responsible for conducting an open and transparent process for the establishment, within two years of the date of foundation, of a governance structure which may require amendments to these Articles, in accordance with Article 12, and for developing and documenting effective working methods and internal procedures, including mechanisms for coordinated work programmes covering multiple Members of the Association and well-defined interfaces with other Artificial Intelligence (AI) associations and initiatives.

7.3.1 Appointment rules and procedure

At least three (3) months before the end of the term of office of the members of the Board of Directors, the General Assembly shall elect a new Board of Directors, which shall take office immediately after the end of the current Board of Directors's term of office.

The elections will be observed and the results of the elections will be validated by the Supervisory Board.

The rules and nomination procedure for the Board of Directors are as follows:

- A. A timetable for the election and term of office of the members of the Board of Directors will be announced by the General Assembly.
- B. The Board of Directors shall be composed of a minimum of three (3) and a maximum of seven (7) members.
- C. The terms of reference of the Board of Directors are set out in Annex II.
- D. The Board of Directors shall select from among its members a Chairman and a Vice-Chairman.
- E. For its meetings, the Board of Directors will have a procedural order, described in Annex III.
- F. Term of office as Director: three (3) years renewable.

7.3.2 Revocation

Members of the Board of Directors may be dismissed and removed from office:

- A. upon written request of the member of the Board of Directors; or
- B. by a vote of the General Assembly, convened by any Member, supported by at least one-third (1/3) of the Non-Profit Members and one-third (1/3) of the For-Profit Members; the vote shall be taken by a two-thirds (2/3) majority according to the Common Voting Procedure described below and subject to a quorum of two-thirds (2/3) of the Members.

7.4 Supervisory Board

The Supervisory Board will be composed of one representative (designated by their organization) from each of the following organizations:

- A. European Association for Artificial Intelligence (EurAI)
- B. German Research Centre for Artificial Intelligence (DFKI)
- C. Leiden University
- D. Oslo Metropolitan University (OsloMet)
- E. National Institute for Research in Computer Science and Control (Inria)
- F. Czech Institute of Informatics, Robotics and Cybernetics (CIIRC)
- G. Fondazione Bruno Kessler (FBK)
- H. Netherlands Organisation for Applied Scientific Research (TNO)

Other members of the Supervisory Board may be appointed by by-law. The organizations listed above may change their representatives or leave their seats vacant; any such change must be communicated in writing to the Board of Directors, which will inform all members.

7.5 General Assembly

The Members of the Association constitute the General Assembly.

The General Assembly shall meet once a year under the chairmanship of the Chairman of the Board of Directors, at the registered office or at the place indicated in the notice of assembly.

This is done by the Board of Directors.

Such an assembly may be held by telecommunication, provided that this gives all Members an equitable opportunity to attend and participate.

An extraordinary General Assembly may also be convened by the Chairman of the Board of Directors under the following conditions: upon written request addressed to the Board of Directors by two-thirds (2/3) of the Members.

The General Assembly shall elect a President and at least one Vice-President.

The General Assembly will have an order of procedure, described in annex IV.

Unless otherwise provided for by law or the Statutes, resolutions of the General Assembly shall be adopted by a simple majority. The decisions are brought to the attention of the Members by e-mail.

7.5.1 The General Assembly may vote on the following points:

- A. on strategic matters, with the exception of the dismissal of members of the Board of Directors, the adoption or amendment of the by-laws and the amendment of the Statutes: by a majority of the Members present or represented
- B. in financial matters: by a majority
- C. adoption or amendment of the by-laws: by a simple majority of the Members present or represented .

7.5.2 Common voting procedure of the General Assembly

In order to ensure a reasonable representation of Non-Profit and For-Profit Members, as well as Member groups and organizations of different sizes, the following procedure is used for all votes, including elections:

- A. Members who belong to the same legal entity (e.g. a university or a company) are allocated block votes. The number of votes allocated to each block shall be determined according to the following rule:
 - 1. Blocks of at least sixty-four (64) full-time equivalents (FTEs) working as *Artificial Intelligence* experts, *Artificial Intelligence* developers or *Artificial Intelligence* researchers in paid positions (including paid doctoral and post-doctoral positions, but not purely administrative positions) at the time of the vote shall be allocated five (5) votes.
 - 2. Blocks of thirty-two (32) to sixty-three (63) full-time equivalents (FTEs) working as *Artificial Intelligence* experts, *Artificial Intelligence* developers or *Artificial Intelligence* researchers in paid positions (including paid doctoral and post-doctoral positions, but not purely administrative positions) at the time of the vote shall be allocated four (4) votes.
 - 3. Blocks of sixteen (16) to thirty-one (31) full-time equivalents (FTEs) working as *Artificial Intelligence* experts, *Artificial Intelligence* developers or *Artificial Intelligence* researchers in paid positions (including paid doctoral and post-doctoral positions, but

not purely administrative positions) at the time of the vote shall be allocated three (3) votes.

4. Blocks with between eight (8) and fifteen (15) full-time equivalent (FTE) staff working as *Artificial Intelligence* experts, *Artificial Intelligence* developers or *Artificial Intelligence* researchers in paid positions (including paid doctoral and post-doctoral positions, but not purely administrative positions) at the time of the vote shall be given two (2) votes.
5. Blocks of four (4) to seven (7) full-time equivalents (FTEs) working as *Artificial Intelligence* Experts, *Artificial Intelligence* Developers or *Artificial Intelligence* Researchers in paid positions (including paid doctoral and post-doctoral positions, but not purely administrative positions) at the time of the vote shall be allocated one (1) vote.
6. Blocks of less than four (4) full-time equivalents (FTEs) working as *Artificial Intelligence* experts, *Artificial Intelligence* developers or *Artificial Intelligence* researchers in paid positions (including paid doctoral and post-doctoral positions, but not purely administrative positions), at the time of the vote, shall not be granted votes.

B. If multiple votes are assigned to a block of Members, they may be arbitrarily distributed among several options in a given voting process.

C. The votes cast by blocks of For-profit and Non-profit Members are added together to determine the total number of votes, unless there are more votes from for-profit members than non-profit members.

D. If there are more For-Profit Member votes than Non-Profit Member votes (including abstentions), the Non-Profit Member Block votes are each multiplied by a factor "f" (described under E below) before being added to the For-Profit Member Block votes to determine the total number of votes. The purpose of this mechanism is to ensure that Non-Profit Members never jointly have less than half of the total vote; this is done to clearly reflect the Association's emphasis on Artificial Intelligence research and innovation conducted in non-profit organizations, while giving significant weight to For-Profit Members.

E. The multiplication factor "f" referred to in point D shall be calculated as follows. Let "n" be the total number of votes of the not-for-profit membership blocks (including abstentions), and let "p" be the total number of votes of the for-profit membership blocks (including abstentions). The factor "f" is defined as p/n . (Example: 20 votes are cast by blocks of not-for-profit members, and 30 votes by blocks of for-profit members: $n=20$, $p=30$, and thus $f=30/20=1.5$, and all votes cast by blocks of not-for-profit members are multiplied by 1.5 before being counted).

F. Irregularities or complaints regarding voting are resolved by the Supervisory Board, which is notified in writing.

8. Financial Issues

- A. The governance of the Association will deal with tax matters to allow for-profit membership.
- B. The financial year shall end on 31 December of each year. The first financial year shall commence on this date and end on 31 December 2020.
- C. Annual reports will be provided by the 6th month of each year.
- D. Financial reports will be provided by the fourth month of each year and will be externally audited by the sixth month of each year.
- E. Members may be asked to pay a membership fee set annually (for the category to which they belong) by the General Assembly on the proposal of the Board of Directors.

9. Conflict of Interest

If a Director has, directly or indirectly, a conflicting interest of a proprietary nature in a decision or transaction falling within the scope of the Board of Directors' authority, he must inform the other Directors of this prior to the Board's deliberations. His statement, together with the reasons justifying the opposing interest of the Director concerned, must be included in the minutes of the Board of Directors which will have to take the decision. In addition, they must inform the Commissioner, if any. The Board of Directors describes, in the minutes, the nature of the decision or operation and a justification of the decision that has been taken as well as the patrimonial consequences for the association. The management report contains the full minutes. The report of the Statutory Auditor, if any, must also include a separate description of the financial consequences for the Association of the decisions of the Board of Directors which involved an opposing interest within the meaning of this Article.

The Director concerned may not be present at the Board of Directors' deliberations relating to these operations or decisions, nor may they take part in the vote. This article does not apply when the decisions of the Board of Directors concern transactions concluded under normal conditions for transactions of the same nature.

10. Advisory Committees

The Association may set up advisory bodies:

- A. On strategic issues
- B. On governance issues

C. On other issues

The advisory bodies shall be established by the General Assembly on the advice of the Board of Directors.

11. Representation

All acts binding on the association are, except for special powers of attorney, signed by the Chairman of the Board of Directors and another director, acting jointly, who will not have to justify to third parties the powers conferred for this purpose.

Legal actions both as plaintiff and defendant are monitored by the Board of Directors represented by its Chairman or a director appointed for this purpose by the latter.

12. Amendments to the Statutes

- A. The Statutes may only be amended by a resolution of the General Assembly, at a assembly for which it is specified in advance that an amendment to the Statutes will be proposed at that assembly and in accordance with the Law.
- B. Resolutions to amend the Statutes may only be adopted by the General Assembly by a two-thirds majority of all Members of the Association, using the Common Voting Procedure.
- C. The persons who have convened the General Assembly for the discussion of a proposal to amend the Statutes must make available to the Members, in an appropriate place, a copy of this proposal, containing the proposed amendment verbatim, for consultation by the Members, at least (1) one month before the assembly and until the end of the day on which the assembly is held.
- D. An amendment to the Statutes will only come into force after a notarial deed has been drawn up. Each Member of the Board of Directors is authorised to have this act carried out.

13. Dissolution of the Association

- A. The Association may be dissolved by a resolution of the General Assembly. The provisions of Article 7.5 of these Statutes shall apply accordingly.
- B. After dissolution, the Association shall be liquidated by the Board of Directors. The Board of Directors may decide to appoint other persons as liquidators.
- C. In the resolution to dissolve the Association, it will also be decided how any liquidation surplus will be allocated, it being understood that this credit balance will be donated to the

causes corresponding most closely to the objectives of the Association and must be given to institutions with a similar objective to that of the Association.

- D. Once the liquidation is completed, the books, registers and other information media of the dissolved Association shall remain in the custody of the person designated for that purpose by the liquidators for the period prescribed by law.

14. By-laws

- A. The General Assembly may adopt By-laws.
- B. The By-laws may not be contrary to the law, even insofar as they do not contain mandatory rules of law, nor to these Statutes.
- C. The rules will be written in English.

15. Election of domicile

For the execution of these Statutes, any effective or adherent Member, administrator and liquidator, domiciled abroad, shall elect domicile at the registered office of the association where any notification may be validly made to them.

16. Common Law

For all that is not provided for in these statutes, reference is made to the law and clauses contrary to mandatory provisions are deemed unwritten.

17. Jurisdiction

For all disputes between the association, its Members, associates, bondholders, administrators, commissioners and liquidators relating to the affairs of the association and the execution of these Statutes, exclusive jurisdiction is attributed to the courts of the registered office, unless the association expressly waives this jurisdiction.

18. Forms Appendices

The appendices mentioned in these statutes are accessible on the Association's website.

19. Daily management

The Board of Directors may delegate the day-to-day management, as well as the representation of the association with regard to this management, to one or more persons, whether or not members of the Board of Directors.

The Board of Directors shall determine whether they act alone, jointly or collegially.

Day-to-day management includes both acts and decisions that do not exceed the needs of the daily life of the association and acts and decisions which, either because of the minor interest they represent or because of their urgency, do not justify the intervention of the Board of Directors.

The delegates responsible for day-to-day management may, with regard to such management, grant special mandates to any authorised representative.

The Board of Directors determines the powers and remuneration, if any, for the delegates for day-to-day management. They may revoke their mandates at any time.
