

EUROP Terms of Reference

30th October 2008

§ 1

General

(1) The *European Robotics Technology Platform (EUROP)* is a *European Technology Platform* as described in the Report EUR 21265 by the *Commission Inter-Service Group on Technology Platforms* of the European Commission¹. It is an industry-lead voluntary association of stakeholders in the field of robotics in Europe.

(2) **EUROP** was founded on 7th October 2005 in Brussels at a launch meeting attended by the Commissioner for Information Society and Media.

(3) **EUROP** is not registered as an independent legal entity. No individual, no group of individuals and no legal entity may engage in legal or financial transactions or responsibilities on behalf of **EUROP**, unless otherwise stated. Neither **EUROP** nor any of its members may be held responsible or liable for any such activities. **EUROP** holds no assets or possessions of any kind, apart from membership fees and/or funding, according to §3 (5), §9 (4).

(4) Members of **EUROP** or of its bodies act on voluntary basis and are not entitled to financial compensation for their activities, except the **EUROP Secretariat**. When pre-decided by the **EUROP Executive Board** a member of the **EUROP Executive Board** may be reimbursed for travel expenses incurred for representing **EUROP**.

(5) The seat of **EUROP** is at the registered office of the *Secretariat*.

§ 2

Mission

(1) The mission of the **EUROP** is the concerted strategic planning, the coordination and the facilitation of pre-competitive robotics industrial and research activities in Europe, encompassing education, basic research, applied research and development.

(2) To this end, **EUROP** will discuss industrial, scientific, technical, political, social and economic objectives.

(3) The goals of **EUROP** are decided by the *EUROP Members*. The initial goals chosen by the Member Assembly on 10 April 2008 are:

- Promote European Robotics
- Provide network activities for the European robotics community
- Develop the Strategic Research Agenda of European Robotics and ensure its high quality and endorsement

¹ ISBN 92-894-8191-9 and published under *cordis.europa.eu/technology-platforms*

§ 3

EUROP Membership

(1) Membership in **EUROP** is open to all organisations or entities concerned with industrial or research activities in the field of robotics in Europe².

(2) Membership can be obtained by submitting an application to the **EUROP Secretariat** or **Executive Board** which will be internally reviewed and decided upon by the **Executive Board**. **EUROP Membership** is granted on a corporate basis (one vote per member at elections).

(3) Membership ends by a written notice of resignation by the member to the **EUROP Secretariat** or to the **Executive Board Chair** with a termination period of six months effective to the end of a calendar year. Membership also ends by insolvency, inability or unwillingness of the member to perform its statutory duties, by not paying membership fees (in case a membership fee structure was determined by the **Board of Stakeholders** according to §3 (5)), or by exclusion.

(4) Exclusion from membership is possible on the basis of severe cause. This includes, but is not restricted to, significant violation of the regulations of the **Terms of Reference**, activities against the mission of **EUROP**, and any actions or activities which violate the public standing of **EUROP**. Exclusion may be decided by **BoS** with a majority of two thirds of the voting (attending or by proxy) **BoS** members upon request by the **Executive Board**.

(5) Changes to these **Terms of Reference** may be decided upon by the Board of Stakeholders according to §6 (1). In particular, a membership fee structure may be decided by the **BoS** upon proposal by the **Secretariat** or the **Executive Board Chair**. Where a change of these **Terms of Reference**, and in particular, a membership fee structure is agreed, it is announced to all **EUROP Members** giving them a chance to resign from membership within 6 weeks of the announcement.

(6) Members shall bear their own expenses arising from their participation in **EUROP** activities except where agreed otherwise in advance by the **Executive Board** and within the financial abilities of **EUROP**.

(7) Members shall contribute to the mission and to the activities of the Technology Platform. This is done particularly by sending at least one representative with voting rights to the **EUROP General Assembly** meetings and by participating actively in the **Working Groups**. Each member is assigned to at least one **Working Group** according to his/her preference. In addition, members receive relevant information on strategies, projects, funding opportunities, and others.

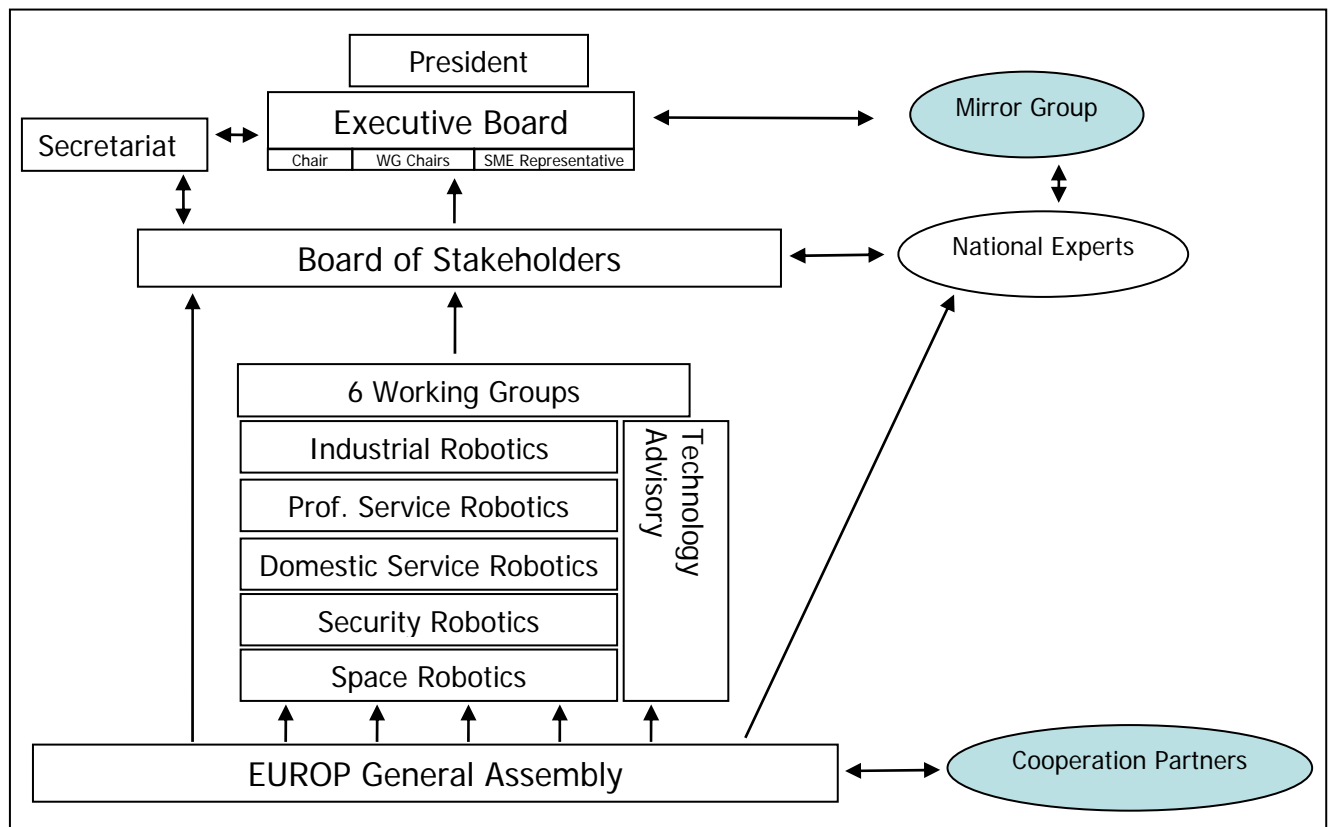
(8) A complete list of the **EUROP Membership** will be publicly available on the **EUROP** website. When submitting their membership application the members agree to have their entities names, affiliation and contact persons listed in such way.

² With Europe is meant: the EU member states (status quo: 27) and associated countries - with science and technology cooperation agreements that involved contributing to the framework programme budget (status quo: Switzerland, Israel, Norway, Iceland, Liechtenstein, Turkey, Croatia, the Former Yugoslav Republic of Macedonia and Serbia).

§ 4 Organisation

(1) **EUROP** is composed of the following bodies:

- the *General Assembly (GA)*
- the *Board of Stakeholders (BoS)*
- the *Executive Board (EB)* and *President*
- the *Working Groups (WG)*
- the *Secretariat*
- the *National Experts (NE)*
- the *Mirror Group (MG)*
- the *Cooperation Partners (CP)*



§ 5

General Assembly

- (1) The **EUROP** General Assembly forms the basis of the Technology Platform.
- (2) Every **EUROP** Member shall send one representative with voting rights to each **EUROP** General Assembly. If he is unable to attend, a **EUROP** Member may transfer the vote to another **EUROP** Member or to another qualified replacement representative. The **EUROP** Secretariat has to be informed by written prior notice of any transfer of vote by the member.
- (3) Decisions and elections at the **EUROP** General Assembly shall be taken by majority vote of those members present (attending or by proxy).
- (4) A **EUROP** General Assembly will generally be held at least once a year upon invitation by the Executive Board Chair, announced at least 4 weeks in advance.

§ 6

Board of Stakeholders

- (1) The *Board of Stakeholders (BoS)* is the main decision-making body of the platform. In particular, the *BoS* bears responsibility for:
 - the determination of all matters related to **EUROP**, unless otherwise stated within these *Terms of Reference*;
 - defining, pursuing and implementing the objectives of **EUROP** according to its mission;
 - establishing or discontinuing *Working Groups*;
 - electing the *Executive Board Chair*;
 - receiving and approving the annual activity report from the *Executive Board Chair*, including the plan of activities of the *Executive Board*, the *Working Groups* and the *EUROP Secretariat*;
 - all necessary decisions on **EUROP** Membership issues; and
 - changing the *Terms of Reference*.
- (2) *BoS* members are generally organisations or entities concerned with robotics-related industrial or research activities in Europe. *BoS* membership is granted on a corporate basis.
- (3) In general, there will be only one representative per member. Selection of the representative is at the discretion of the member.
- (4) The *BoS* members commit themselves to taking an active part in the endeavours of **EUROP**, to comply with the responsibilities of the *BoS* and with the *Terms of Reference* and to attend all meetings of the *BoS*. In the case of being unable to attend, a *BoS* member may exceptionally transfer the vote to another *BoS* member or to another qualified replacement representative when the **EUROP** Secretariat is informed by written prior notice. This rule of exception does in no case apply to two meetings in succession.
- (5) The members of the *BoS* are elected every three years by the **EUROP** General Assembly, under the conditions that a minimum of two thirds of the *BoS* members shall, at any time, represent industry and that the total size of the *BoS* does not exceed 20 members.
- (6) In general, the selection of the *BoS* members shall be made:

- in consideration of the standing and capabilities of the applicant organisation with respect to **EUROP**'s mission and
- in view of the overall composition of the *BoS* in terms of topical and geographical coverage with respect to the **EUROP membership**.

(7) Elections will generally be held at the *EUROP General Assembly* meetings as appropriate. Following the three year anniversary of election, *BoS members* will continue to fulfil their role until re-election or until a new member is elected. *BoS membership* ends by a written notice of resignation by the member to the *Executive Board Chair*. *BoS membership* also ends when **EUROP membership** ends (see §3 (3)), or by exclusion.

(8) Exclusion from *BoS membership* is possible on the basis of severe cause. This includes, but is not restricted to, significant violation of the regulations of the *Terms of Reference*, significant lack of participation in **EUROP** activities, activities against the mission of **EUROP**, and any actions or activities which violate the public standing of **EUROP**. Exclusion may be decided by *BoS* with a majority of two thirds of the voting (attending or by proxy) *BoS members* upon request by the *Executive Board*.

(9) Meetings of the *Board of Stakeholders* will at least be held once a year upon invitation of the *Executive Board Chair*, announced at least four weeks in advance.

(10) Unless otherwise stated, decisions of the *BoS* that are made at these meetings require the presence or representation of more than the half of the *BoS members*.

(11) Each *BoS member* has one vote. Decisions of the *BoS* are taken by majority vote unless otherwise stated.

§ 7

Executive Board

(1) The *Executive Board (EB)* is the managing body of the platform. The *EB* is responsible for the coordination and execution of the platform operations, for the preparation and the implementation of the decisions of the *BoS* and for the external representation of the platform.

(2) The *EB* is composed of the *Chair*, the *Working Group (WG) Chairs* and the *SME representative*. The *EB Chair* will be elected by the *BoS* from amongst its own members. At least one representative of the Secretariat will be delegated as non-voting member of the *EB*.

(3) The *EB* shall not exceed 10 members. In case more than 8 **EUROP Working Groups** are established, the *BoS* will decide which *Working Group Chairs* shall become members of the *EB*.

(4) *EB membership* is granted on a corporate basis. In general, there will be only one representative/contact person per member. Replacement of the representative is at the discretion of the member.

(5) The *SME Representative* will be elected from the **EUROP Membership** by the subset of the **EUROP membership** consisting of representatives of industrial Small and Medium Sized Enterprises (SMEs)³. The election of a *SME Representative* may result in an additional member entering the *EB* or an existing member of the *EB* taking on an additional role thereby giving him two votes (which he may split) and his/her presence counting twice with respect to §7(6).

³ SME as described in the Commission Recommendation 2003/261/EC: “The category of micro, small and medium-sized enterprises (SMEs) is made up of enterprises which employ fewer than 250 persons and which have an annual turnover not exceeding 50 million € and/or an annual balance sheet total not exceeding 43 million €”

(6) Decisions of the *EB* require the presence or representation of more than the half of the *EB members*.

(7) Each *EB member* has one vote unless stated otherwise in these terms of reference (see §7(5)). Decisions of the *EB* are taken by majority vote.

(8) The members of the *EB* shall be elected for a period of two years. They can be elected for an unlimited number of consecutive terms. Elections will generally be held at the next *BoS* or **EUROP** *General Assembly* meeting as appropriate. Following the two year anniversary of election members will continue to fulfil their role until re-election or until a new member is elected.

(9) The *EB* reports to the *BoS* at least once a year.

(10) The *EB* is chaired by the *Executive Board Chair*. The *EB Chair* is the day to day representative of **EUROP** and is responsible for managing the conduct of the platform business. He or she acts in this capacity in accordance with the rules set by the *BoS* and reports annually and upon request to the *BoS* about the performed and planned *EB* activities. The *EB Chair* may appoint one of the *EB members* as his/her substitute on single occasions. The *EB Chair* may entrust the **EUROP** *Secretariat* with representing **EUROP** at events.

(11) Every two years the *EB* will elect a president to represent **EUROP** at high level. The **EUROP** *President* is expected to be a board member of a major European robotics business. Following the two year anniversary of election the **EUROP** *President* will continue to fulfil his/her role until re-election or until a new president is elected.

§ 8

Working Groups

(1) The *Working Groups (WGs)* of **EUROP** are the main centres of activities within the *Technology Platform*. They focus on domain-specific or cross-disciplinary, technological or application-oriented issues or on specific tasks related to robotics. *Working Groups* can be established or discontinued by the *Board of Stakeholders* on a simple majority vote on request of the *Working Group* itself or the **EUROP** *Membership*.

(2) The *Working Group Chairs (WG Chairs)* are elected within the *Working Group* from amongst the **EUROP** *Members* participating in the *Working Group* in accordance with §7 (8).

(3) The composition of a *Working Group* will be established under the responsibility of its Chairperson, who will represent the *Working Group* at the *Executive Board* and report annually and upon request to the *Executive Board* about the activities of his/her *WG*.

(4) *Working Group Chairs* become members of the *EB* and become *BoS* members, unless his/her election is opposed by the **EUROP** *General Assembly*. In this case a motion supported by at least 10% of the membership has to be put to the *Executive Board Chair* within 4 weeks of the announcement of the election result and a re-election of the *Working Group Chair* will take place.

(5) On written request the *EB Chair* may release a *WG Chair* of his/her position and initiate a re-election.

§ 9

Secretariat

(1) The *BoS* will appoint an organisation to establish a platform office, the **EUROP Secretariat**, which shall provide organisational and operational support to the *BoS*, to the *EB* and to the *WGs*. The **EUROP Secretariat** acts on behalf of, and reports to, the *EB*.

(2) The **EUROP Secretariat** shall, in particular, provide the following support and services

- representing **EUROP** at events as agreed with the *Executive Board*,
- acting as internal and external contact point,
- conducting and coordinating public relations,
- promoting **EUROP**'s Strategic Research Agenda,
- managing all matters related to membership and administration of the platform,
- organising platform meetings,
- collecting and distributing information internally and externally,
- conducting and coordinating publications of the platform,
- driving the process of updating **EUROP**'s Strategic Research Agenda,
- maintaining a platform website,
- keeping in touch and cooperating with other ETPs,
- collecting and administering a membership fee, if agreed upon according to §3 (5), and
- creating annually or upon request activity reports for various audiences..

(3) The **EUROP Secretariat** shall have access to all information held by **EUROP** related to the tasks listed in §9(2). The **EUROP Secretariat** will develop a yearly business, activity and budget plan in cooperation with the *Executive Board*.

(4) The **EUROP Secretariat** will undertake all efforts to seek public funding to cover the cost of its operations carried out on behalf of **EUROP**. In case not enough funding is obtained, a membership fee structure to cover the arising expenses of the **EUROP Secretariat** will be established by the *BoS*, upon proposal of the *Secretariat* and in accordance with §3 (5). The finances of the **EUROP Secretariat** will be reported to, and overseen by, the *EB*. Reports and all relevant information may be requested by the *EB* at any time. The *BoS* is informed about the activities and finances of the **EUROP Secretariat** by the *Executive Board Chair* through the annual activity report, in accordance with §6 (1).

(5) The entity operating the **EUROP Secretariat** shall be appointed by the *BoS* every two years. The **EUROP Secretariat** may be substituted on decision of two thirds of the *BoS* members (attending or by proxy). The substitution has to be announced three months in advance.

§ 10

National Experts

(1) *EUROP National Experts (NEs)* are **EUROP** representatives who are expected to engage national funding and policy bodies in the furtherance of **EUROP** objectives. In particular, the *NEs* will help to disseminate **EUROP**'s Strategic Research Agenda and actively provide robotics related information to national bodies and will act as the in-country point of contact for any queries regarding **EUROP** matters.

(2) There will notionally be one *NE* appointed for every European country represented within the **EUROP membership**.

(3) *NEs* will be appointed from among the **EUROP Membership** by the *BoS*, in consultation with the *EUROP membership*. The appointment will last for a nominal period of 2 years unless terminated by the *BoS*.

§ 11

Mirror Group

(1) The *EUROP Mirror Group (MG)* is composed of representatives from relevant European public authorities

(2) The *Mirror Group* will facilitate information exchange and co-ordination between the ETP and nationally-funded activities, providing advice to the ETP on behalf of the Member States on relevant policy issues and supporting the alignment of the SRA with national or regional initiatives and supporting its implementation and take-up.

(3) The *Mirror Group* is established by the European Commission and has its own rules and procedures.

§ 12

Cooperation Partners

(1) **EUROP Cooperation Partners (CPs)** are organisations with goals synergistic with the goals of **EUROP** or are representatives of public bodies, organisations or initiatives whose activities have a bearing on meeting the goals of **EUROP** but who are not members of **EUROP**. *CPs* may be non-European entities. Examples for *Cooperation Partners* are other European Technology Platforms, professional associations, national initiatives within Europe (such as clusters), end users etc.

(2) *CPs* may be invited to get involved with **EUROP's** activities on an individual or corporate basis by the *EB*. In particular *CPs* may be invited to participate in the activities of *Working Groups*.

(3) *CPs* are not eligible to vote on any **EUROP** matters.

§ 13

Concluding Clause

(1) The present *Terms of Reference* have been decided by the **EUROP Member Assembly** during its meeting on 30th October 2008 in Pisa and are in effect from that date on.

(2) Amendments of the *Terms of Reference* of **EUROP** shall be made with a majority of two-third of the voting (attending or by proxy) *BoS* members.

(3) Following written requests from at least one third of the **EUROP** members sent to the *EB Chair* at least four weeks before an **EUROP General Assembly**, the *EB Chair* will add a vote to decide about the dissolution of **EUROP** to the agenda and will announce this to the membership at least three weeks before the **EUROP General Assembly**. The dissolution will commence if three-fourths of the members (attending or by proxy) at the *General Assembly* support the motion. In this case the *General Assembly* will also decide by simple majority vote how assets remaining after satisfaction of all outstanding obligations and liabilities, if any, shall be distributed to the **EUROP** members.