



Rules of Procedure of the European Technology Platform on Smart Systems Integration (EPoSS Association)

In accordance with the decision of the EPoSS General Assembly on 26th April 2024

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Preamble

In accordance with § 4 of the Articles of Association, EPoSS e.V. adopts the following Rules of Procedure to regulate central areas of its work.

I Funding

- (1) Depending on the type of membership, the member organisation pays a fixed annual membership fee and a variable contribution (full members) or a variable contribution only (programme members). The variable contribution is proportionate to the funding received from the member organisation's participation in projects within the framework of Joint European Technology Initiatives / Joint Undertakings or similar initiatives. Reciprocal associate membership is free of charge.
- (2) The Board shall determine the amount of the membership fees and the percentage of the variable contribution and shall account for them at the General Assembly. Additional funds requested for the achievement of the Association's purpose must be approved by the General Assembly.
- (3) Information on the amount and due date of the membership fees and the variable contribution as well as calculation and settlement modalities are laid down in the Contribution Rules.

II Functioning of the Association

II.A Functioning of the Board

- (1) The Board meets at least twice a year and ad hoc whenever deemed necessary or appropriate. The meetings can be held either as in-person, virtual or hybrid meetings.
- (2) A meeting shall be chaired by the Chairperson or, in his/her absence, by a Vice-Chairperson. The meeting shall be convened in writing at least two weeks in advance unless the Board members agree by simple majority to a shorter notice.
- (3) Any member of the Board may propose topics for discussion and decision.
- (4) By decision of the Board, any other member or external expert may participate at the meetings of the Board as an observer without voting rights.
- (5) In general, the Board takes decisions in the Board meetings. A quorum shall exist when two thirds of the Board members attend the meeting or have delegated their vote. If a member of the Board is prevented from attending, he/she may send a proxy from his/her own organisation to the meeting or delegate his/her vote to a member of the Board or the Office Director. In this case, the proxy shall have the right to vote.
- (6) If necessary, the Board may take its decisions by way of written procedure. A quorum shall exist when two thirds of the members of the Board have taken part in the vote. A member of the Board who is prevented from voting may appoint a proxy from his/her own organisation or delegate his/her vote to a member of the Board or the Office Director. In this case, the proxy shall have the right to vote. The results shall be recorded in writing by the EPoSS Office and the Board shall be notified immediately of the resolutions passed.
- (7) The Board shall, as far as possible, try to reach decisions unanimously. If consensus cannot be reached, decisions shall be taken by a simple majority of the valid votes cast. Abstentions shall be counted as invalid votes and as not cast. In the event of a tie, the Chairperson shall have the casting vote; in his/her absence, the vote of the Vice-Chairperson chairing the meeting shall have the casting vote.
- (8) The decisions of the Board must be recorded in the minutes of the meeting. Draft minutes shall be sent to all Board members within one month of the meeting. If no written objections are received within four weeks, the

minutes shall be deemed approved and legally binding. Discussions and minutes shall be kept confidential unless otherwise agreed.

- (9) The Board shall propose one or two auditors to the General Assembly for election. They shall be appointed for a term of three years and may be re-elected for another term. The auditors shall audit the annual financial records of the Association at a reasonable time before the General Assembly. The audit may also be conducted virtually.

II.B Functioning of the Executive Committee

- (1) The Executive Committee shall elect a Chairperson from among its members. The Chairperson of the Executive Committee shall be elected by the members of the Executive Committee by simple majority. He/she shall not have the right to legally represent the Association.
- (2) The Executive Committee makes proposals for policy development. Where appropriate, it contributes objectively to policy developments by providing advice and representing and reporting on key issues that affect the development and innovation potential of Smart Systems (such as legislation, fiscal issues, non-fiscal incentives, research funding). The Executive Committee proposes scope and content of periodic technical reports, the political interfaces and reports to the public.
- (3) The Executive Committee may propose, initiate and coordinate new actions, documents and position papers within the EPoSS Association. It will propose structures and activities that support the core purpose of the EPoSS Association, i.e. initiate specific steering committees or initiative groups on key topics and propose working groups.
- (4) One task of the Executive Committee is the quality assurance of draft resolutions and documents. The Executive Committee reviews the qualitative and timely preparation of reports and specific deliverables to be presented to the Board.
- (5) Liaisons shall be established with relevant bodies, institutions and networks. Requirements for key strategic considerations, necessary to support technical and non-technical activities and/or to respond to emerging political issues, shall be identified and specified. The Executive Committee shall propose persons who will be responsible for the interaction with other initiatives.
- (6) The Executive Committee shall establish a regular exchange with external parties on technological key topics and activities. To this end, representatives of other associations may be invited to meetings and members of the Executive Committee shall attend meetings of other associations and share information on upcoming projects.
- (7) The Executive Committee meets regularly four times a year or ad hoc whenever deemed necessary. The meetings can be held either as in-person, virtual or hybrid meetings.
- (8) If the Executive Committee is divided on a matter, the decision will then be subject to a simple majority vote; in the event of a tie, the Chairperson shall have the casting vote. If necessary, the opinion of the Executive Committee may be obtained by way of written procedure. Documents required for the decision-making process shall be distributed at least one week in advance.
- (9) The decisions of the Executive Committee must be recorded in the minutes of the meeting. Draft minutes shall be sent to all members of the Executive Committee and the Board within one month of the meeting. If no written objections are received within four weeks, the minutes shall be deemed approved and legally binding. Discussions and minutes shall be kept confidential unless otherwise agreed.
- (10) The Executive Committee shall be assisted by the EPoSS Office and may entrust the Office with the implementation of decisions.

II.C Functioning of the working groups

- (1) The activities of the working groups may include (but are not limited to):
 - (a) drawing up roadmaps on Smart Systems technologies in the various fields of application,
 - (b) developing and providing input for the creation of strategic research agendas in the area of Smart Systems technologies,
 - (c) assessing options for funding instruments, mechanisms and structures in the framework programme, including project proposals,
 - (d) addressing issues relating to the research infrastructure, including centres of excellence,
 - (e) focusing on the various non-technical innovation aspects, standardisation, IPR, commercialisation, SME-specific issues and other horizontal aspects,
 - (f) labour market and human resources issues.
- (2) The working groups are free to choose their internal structure and processes. However, they must elect a chairperson who will have an interface function and shall be responsible for reporting as well as communicating the results of the working group.
- (3) Regular meetings shall be held in which, if appropriate, members of other working groups can participate to report on specific topics and to initiate R&D projects on specific topics and common (cross-cutting) issues.

II.D Functioning of the Office

- (1) The EPoSS Office supports the various processes in the EPoSS Association and takes over management and administrative as well as information and communication functions.
- (2) The Office provides organisational and operational support to the Chairperson and Vice-Chairpersons of the EPoSS Association, the other members of the Board, to the Executive Committee and its Chairperson, to the committees, working groups and the General Assembly. The Office provides information on association matters and in particular monitors appointments and deadlines, organises meetings, receives and distributes documents, prepares minutes.
- (3) The Office Director shall have observer status in the Board and the Executive Committee. He/she has no voting rights of her own; however, members may transfer votes to her/him in the event of absence.
- (4) The Office shall provide the Association with the necessary IT support and shall develop and ensure the implementation of a communication strategy based on the internet and other media. The Office must put into place an efficient information handling system to optimise the functioning of the various bodies.
- (5) The Office shall organise an annual event, providing an opportunity to connect to key stakeholders in the Smart Systems technologies field and give a platform for interaction and the creation of shared responsibilities and common goals. The event is organised in the form of plenary sessions and parallel workshops and provides an opportunity for individual projects to share information and results. Virtual events and internet-based collaborative activities may be used to supplement the regular physical events.
- (6) Upon proposal of the Executive Committee and with approval by the Board, specific administrative tasks of the Office may be delegated to a member of the Association or contracted to external third parties.
- (7) The Office is financed by the contributions from the members.
- (8) The Office shall keep records for each calendar year in accordance with §§ 141 ff. of the German Fiscal Code (Abgabeordnung – AO). Based on the records, a competent person should be able to check the income and expenditure at any time. Once a year, an auditor shall assess the appropriate and proper use of funds. The auditor's opinion is submitted to the Board, the General Assembly and the Executive Committee.

- (9) Once a year, the Office shall prepare a draft budget for the next business year as the basis for the decisions of the responsible bodies. The Office forwards the draft budget to the Chair of the EPoSS Association, the Board and the Executive Committee.
- (10) The Office shall prepare an annual statement of accounts for the previous financial year and submit it to the Board for decision.
- (11) Unless otherwise decided by the General Assembly, the Office shall be operated by VDI/VDE Innovation + Technik GmbH, Steinplatz 1, 10623 Berlin – the seat of the EPoSS Association.

II.E Honorary Board Members

- (1) Honorary Board Members contribute to the purpose of the Association by
 - (a) reporting on their current activities in the field of Smart Systems technologies,
 - (b) giving their opinion on specific questions,
 - (c) assessing general developments,
 - (d) providing thematic support at events (e.g. jury of the Start-Up Award, panels).
- (2) Honorary Board members are entitled to attend the Board meetings and the General Assembly. They have an advisory function and do not have voting rights. Participation in the Annual Forum is free of charge.
- (3) Honorary Board membership is free of charge. Compensation for costs incurred in the context of the position (e.g. travel expenses for participation in meetings and events) is in general not provided.
- (4) Honorary Board members may resign from their position at any time.

III Entry into force

These Rules of Procedure shall enter into force in accordance with the resolution of the General Assembly on 26.04.2024. The rules laid down herein shall replace all previous rules of the Association applicable to the points dealt with, with the exception of the provisions of the current Articles of Association and the Contribution Rules.

Berlin, 26th April 2024