

Vanguard Initiative – Statutes

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VANGUARD INITIATIVE
New growth through smart specialisation

Preamble

Name : Vanguard Initiative for new growth through smart specialisation

Legal Form : Non profit association

Registered Office : c/o Government of Flanders, Boulevard du Roi Albert II
35, 1030 Brussels

Between :

Have established the Vanguard Initiative for new growth through smart specialisation, as a non-profit association governed by Belgian law (according to the Belgian Law of 27 June 1921, changed by the Belgian Law of 2 May 2002), hereafter referred to as Vanguard Initiative, together with:

- Tampere Region
- Basque Country
- Flanders Government

TITLE 1

Denomination, registered office

Article 1

The association is called: “Vanguard Initiative for new growth through smart specialisation”, hereafter referred to as “Vanguard Initiative”.

Article 2

The registered office is based in Brussels in the Government of Flanders:
Boulevard du Roi Albert II, 35
1030 Bruxelles

TITLE 2

Objectives

Article 3

Vanguard Initiative is committed to delivering, growth and jobs through inter-regional cooperation, co-creation and co-investment.

It brings together industrial and innovative regions where there is a political will to play an active role in the strengthening or renaissance of industry and to transform regional clusters into world-class clusters.

The main objectives of the Vanguard Initiative are the following:

- Developing the Vanguard Initiative as a valued focus partnership to stimulate and support a strategic dialogue among members and with the European Institutions.

- Pioneering a new form of inter regional collaboration in Europe among clusters, companies (especially SMEs) and RTOs to foster innovation, growth and jobs through the design and implementation of cooperation projects in future fields of technology and economic development.
- Supporting the setting up of inter-regional networks that will foster innovation roadmaps for co-investment in European priority areas.
- Fostering open innovation on an inter-regional level
- Facilitating access to combined funding for co-investment projects, taking advantage of better synergies between regional, national and European instruments.
- Exploring solutions to leverage public-private investments to support demonstration and piloting of new value chains.
- Contributing to the European Cluster Policy development through interregional cooperation.

TITLE 3

Membership, associated partners, observers

Article 4

The Vanguard Initiative is an Association of regions part of the European Union, European Economic Area and candidate countries (as defined further in article 6).

Article 5

The Vanguard Initiative is composed by members, observers and associated partners committed to comply with the framework established by the present Statutes and Internal Rules of the VI.

The number of members is unlimited, with a minimum of three.

Article 6

Members of the Vanguard initiative are Regional Authorities responsible for the implementation of Smart Specialisation Strategy.

The observer status describes the preliminary status of new regions joining the VI for a period of up to one year before full accession (cf. art. 7).

In order to qualify as a member of the VI, the following eligibility criteria must be met:

- Agreement with the purpose of the association as described in the preamble and article 3
- Being a regional authority. If this level of authority does not exist in a country, the authority level which is responsible for the Smart Specialisation Strategy, is also eligible.
- Being responsible for an Industry based Smart Specialisation Strategy
- Expressing political commitment for the objectives of the VI by signing the Milan Declaration or subsequent political statement of the Vanguard Initiative

Article 6.1

Upon admission to the VI, members must:

- a) Respond to a membership survey
- b) Involve industrial stakeholders and RTOs which are able to commit to the objectives of the Vanguard Initiative
- c) Full and active participation in at least one core activity of the Vanguard Initiative. Core activities and full and active participation are defined in the internal rules. Members may temporarily refrain from full and active participation as previously described for a period no longer than 6 months without losing its member status.
- d) Paying an annual membership fee directly to the Vanguard Initiative (cf. Article 8)

Article 6.2

Associated partners are third parties/regional stakeholders, involved in Vanguard core activities and appointed to deliver functions on behalf of VI Members. Rules for the recognition of the status of associated partner are detailed in the internal rules.

Article 7

In order to join the VI, a written application must be directed to the Chair of the Board. The General Assembly decides on the admission of new members provided the eligibility criteria of Article 6.1 are positively evaluated through the Board. The accession procedure is detailed in the internal rules.

If the conditions of article 6 are no longer met, the Board will start the procedure that can end in the termination of the membership as described in the internal rules.

Should the conditions change, a region may apply anew after being rejected.

Article 8

Non members (not eligible to become associated partners or observers) can participate in core activities, according to the conditions for non-members participation specified in the internal rules. If these conditions are no longer met, the Board can start the procedure that can end in the termination of the participation, as described in the internal rules.

TITLE 4

Membership Fees and financial liability

Article 9

Members of Vanguard Initiative will be required to pay an annual membership fee. The level of the membership fee will be proposed by the Board following the procedure for the fixation of the exact amount as described in the Internal Rules, and subsequently approved by the General Assembly. The General Assembly has the faculty to increase the amount of the annual membership fee if justified by the activities approved in the annual action plan. The membership fee, in any case, cannot exceed 25.000 €.

Article 10

Any member is free to withdraw from the Vanguard Initiative by notifying the Chair via writing communication. The withdrawal will be formally communicated to the General Assembly. The resigning member will remain liable for its financial obligations towards the Vanguard Initiative until the end of the financial year. The termination period starts immediately.

Article 11

Individual members are in no way responsible for the obligations of the Association. Members will not be personally liable for the obligations of the Association. Their liability is limited to the payment of their membership fees.

Members of the Board, Chairs and persons entrusted with the daily management of the Association will not be personally liable for the obligations of the Association. Their liability is limited to the proper performance of their function.”

TITLE 5

The General Assembly

Article 12

The General Assembly is the decision-making body of the Vanguard Initiative, gathering all the members in accordance with the Internal Rules. It is composed of authorized representatives of all members.

Article 13

The General Assembly:

- Approves the accession of new members, associated partners and observers.
- Approves the annual action plan as well as the annual budget for the consecutive year

- Elects the Chair and other members of the Board.
- Discharges the Chair, the Board and the Treasurer of its liabilities after their term.
- Elects the treasurer and possible other office-holders
- Approves the annual report and accounts / expenditure for the closed year
- Approves the calculation method of the membership fee (exact amount).
- Decides on the internal rules and any proposed amendments to the statutes and internal rules.
- Decides on exclusion of members.
- Decides on the dissolution of association (see article 32)
- Is responsible for any other matter of major significance including the development of the association in terms of objectives

All decisions are taken by the simple majority of the members present with at least 50 percent of the members present or represented (including remotely). The General Assembly procedures are described in the internal rules.

Article 14

The General Assembly meets at least twice a year.

For decisions to be valid, a General Assembly have to gather at least half of the members present or represented.

The Board can convene an extraordinary General Assembly any time in well-founded reasons. Upon written request of at least one fifth of the members, an extraordinary General Assembly has to also be convened.

Each meeting of the General Assembly takes place on dates and places mentioned in the invitation. All members must be invited in time.

Article 15

The General Assembly is convened by the Board at least 4 weeks before the meeting.

The decision points of the General Assembly must be included to the invitation. In exceptional cases, it can be communicated 2 weeks in advance. Each member has the right to propose agenda points, submit information requests or other requests and the Board is obliged to forward propositions accordingly to the members in due time to allow for a joint decision. Points proposed by at least one twentieth of the members in advance must be added to the agenda.

At the beginning of the General Assembly, the agenda must be approved.

Article 16

Each member must ensure that an appropriate representative attends the General Assembly, meeting the requirements as specified in the internal rules.

Article 17

Members have equal voting rights at the General Assembly, one vote per member.

Article 18

The General Assembly can deliberate on amendments of the Statutes or the dissolution of the association only in accordance with the articles 8 and 20 of the Belgian Law of June 27, 1921.

Article 19

The General Assembly decisions must be co-signed in minutes by the Chair and one other Board member.

Article 20

The General Assembly can approve the creation of a secretariat or other mechanism to improve the functioning of the Vanguard Initiative.

TITLE 6

The Board

Article 21

The board is the executive body of the Vanguard Initiative and endorses the decisions of the General Assembly. Its responsibilities are detailed in the Internal Rules. The Board is made up of members of the VI. The minimum number of members of the board is 5, and the maximum is limited to 10.

Article 22

The Board shall meet a minimum of four times a year. Meetings of the Board are convened by the Chair notifying the place, the date, the hour and the agenda at least 1 week in advance.

Article 23

The members of the Board are elected by the General Assembly for a mandate described in the Internal Rules. If a member wants to resign before the end of his term, he must inform the Chair in writing.

Article 24

The Board has the power to take necessary or useful action to achieve the purpose of the ASBL, except for those powers that Article 13 reserves to the General Assembly.

Article 25

Task groups may be formed to tackle specific and temporary goals of the VI.

TITLE 7

Representation of Vanguard Initiative – Financial Year

Article 26

The Chair or one Board member shall individually represent the ABSL with respect to all acts of daily management, all legal acts and also in court proceedings within the limits of the daily management.

Article 27

The financial year of the ASBL will start on the 1st January and end on 31st December of the same year.

Article 28

The accounts and the budget will be kept in accordance with Belgian Law and can be consulted at any time by all members of the Vanguard Initiative.

TITLE 8

Dissolution – Balance of liquidation

Article 29

In case of voluntary dissolution, the General Assembly, or, failing this, a tribunal will appoint one or more liquidators. It will also determine their powers and the method of liquidation.

Article 30

Decisions regarding amendments to the statutes of the ASBL or the dissolution of the ASBL shall be taken with a majority of four fifth of the vote cast.

Any proposal to amend these statutes or to dissolve the ABSL shall only be valid when it is proposed by the majority of the members.

Article 31

In case of dissolution of the ASBL, the General Assembly shall decide on the appointments, powers and remunerations of the liquidators, the methods and procedures for the liquidation, and the destination to be given to the net assets of the ASBL

TITLE 9

Final Comments

Article 32

Any points not specifically mentioned in the above statutes will come under the legislation of the Belgian Law of 21 June 1921 as amended by the law of 2 May 2002.

Article 33

The official version of the statutes will be written in French, regarding the Belgian Law.

Article 34

Any dispute with the statutes of the ASBL, its internal rules or any decision of one of its bodies, shall be governed by Belgian Law and shall be submitted to the Brussels courts.