



Articles of Association: English version

Eurobot

www.eurobot.org

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1. Name

In 2004, the members subscribing to these articles of association hereby form an international association subject to the French law of 1st July 1901, to be called:

Eurobot

2. Object

- the object of Eurobot is to foster and develop interest in robotics in young people on an international scale.

It is proposed that the object includes the following:

- first and foremost, to develop activities Europe-wide.
- to promote and organise national qualifying rounds and international finals for the Eurobot robotics competition, with the help of the members.
- to provide assistance to members in setting-up and running projects relating to robotics competitions.
- to train new members on how to organise Eurobot competitions and to share experience gained on the ground with everyone.
- to be associated with demonstrations and events enabling clubs to display their robots, and thus contribute to spreading a culture of science and technology, in particular for young people.
- to ensure quality and consistency of the Eurobot competition and label image at international level, insofar as its beneficiaries, partners, supporters and the media are concerned.
- generally speaking, to carry out all tasks necessary for the development of its activities and the dissemination of its expertise both within Europe and other countries, together with its interests and those of its object.

3. Duration

- Eurobot is formed for a period of undetermined duration.

4. Registered office

- The registered office of Eurobot is located in the premises of:

Planète Sciences

16, place Jacques Brel

91 300 Ris Orangis

France

- It may be transferred to any other address by simple decision of the Executive Committee approved by the Annual General Meeting.

5. Composition

5.1 Members

- Eurobot comprises:
 - o competition founder-members
 - o working members: the National Organising Committees
 - o individual members
 - o honorary members
 - o beneficiary members
- These members may be natural persons or legal entities.
- Founder members and honorary members are ex-officio members of Eurobot and exempt from payment of subscription fees.
- Working members, individual members and beneficiary members are paid-up members.

5.2 Description of the different categories of member

5.2.1 Founder members

- The town of La Ferté-Bernard (France), Planète Sciences and VM Group are the three founder-members of the Eurobot competition.
- The competition founder-members are the original founders of the Eurobot association.
- The competition founder-members own the intellectual property rights to the Eurobot label, the Eurobot competition and derived products.
- The competition founder-members are legal entities.

6.2.3 Working members: National Organising Committees

- Working members are the National Organising Committees. These committees are
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non-profitmaking entities or educational benefit societies which supervise and regulate their country's teams.

- Their candidacy for inclusion on the roll of National Organising Committees must be approved by the Executive Committee.
- Working members are legal entities.

6.2.4 Individual members

- Individual members are natural persons.

6.2.5 Honorary members

- Honorary members are persons who have rendered services to Eurobot or who are recognised for their specific skills relating to the object of the Eurobot association.
- Honorary members are natural persons.

6.2.6 Beneficiary members

- In countries with no National Organising Committee, Eurobot association accepts clubs on the basis of beneficiary member status: they will be able to access the benefits necessary to enable them to participate in the activities of Eurobot.
- However, this does not entitle them to vote at General Meeting. They attend on a consultative basis.
- Beneficiary members are legal entities.

5.3 Applications for membership

- Applications for membership of Eurobot must be made in writing and submitted to the Executive Committee, which has sole capacity to decide on the admission of new members. It is not obliged to give the grounds on which refusal might be based.
- Honorary members are proposed by the Executive Committee and appointed by the General Meeting.
- The amount of the annual subscription is fixed annually by the Executive Committee.

5.4 Loss of membership

- Membership terminates on:
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- the death of a natural person, or the dissolution of a legal entity;
- resignation;
- non-payment of the annual subscription;
- cancellation decided by the Executive Committee on reasoned grounds; the interested party is first called to account before the Executive Committee which has sole capacity to decide to strike out that party's membership without having to provide the grounds to anyone except the interested party present.

6. The responsible bodies within Eurobot

6.1 General Meeting

6.1.1 Annual General Meeting

- The General Meeting is comprised of all members who have paid their subscription in full when the said meeting is opened, together with the founder members and honorary members.

Ordinarily the General Meeting is held at least once a year and every time there is need.

- Notice of the meeting is given either:
 - by the chairman, or
 - at the request of at least one-third of the members, or
 - at the request of at least one-third of the members of the Executive Committee
 - The agenda is set by the Executive Committee. Notices and agendas must be sent out at least fifteen days in advance. The General Meeting deliberates on any other items submitted to the chairman at least one month prior to the General Meeting.
 - The General Meeting receives and approves the chairman's report, the treasurer's financial report and the auditor's report for the previous financial year. It also receives a presentation of the activities and the budget planned for the current year and appoints the auditor.
 - It ratifies the decisions of the Executive Committee regarding the Terms of reference, the choice of location for the Eurobot finals for the year n+2, and the admission and exclusion of working members.
 - It decides on the appointment of honorary members and elects members to serve on the Executive Committee from among its members (excluding beneficiary members).
 - It confers authority on the Executive Committee, or on some of the committee members, to carry out operations falling within the objects of Eurobot but for which the statutory powers would be insufficient.
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- Members having voting rights as set out below:
 - o Competition founder-members:
 - 20 votes
 - o Working members (the National Organising Committees):
 - 10 votes
 - o Individual members:
 - 1 vote
 - o Honorary members:
 - 1 vote
 - Beneficiary members having non-voting rights but are entitled to speak.
 - If the competition founder-members present or represented at the meeting all agree, they have the right of veto.
 - From time to time, the Executive Committee may invite any natural personal or legal entity to attend and address the general meeting, where the committee considers it necessary to obtain advice.
 - The General Meeting is composed of members representing at least a third (1/3) of votes. Members may be represented by another member at the General Meeting provided they have a written proxy to that effect. The maximum number of procurations which a single member of the General Meeting may be entitled to exercise is 5 whatever is the number of representing votes of each procuration.
 - All resolutions of the General Meeting are passed on a show of hands on the absolute majority of members present or represented. A secret ballot may be requested by either the chairman or by a quarter of the members present or represented.
 - Minutes of the General Meeting are drawn up.

6.1.2 Extraordinary General Meeting

- A General Meeting is Extraordinary when it is called upon to rule on modifications to the articles of association. It may decide the dissolution of the association, as well as the merger with any other association.
 - The Extraordinary General Meeting is composed of at least half the members of Eurobot and decisions are taken on the majority of three-quarters of the votes of members present or represented. Members prevented from attending may be represented by another member of the General Meeting provided they have a written proxy to that effect. The number of members' voting rights and the maximum number of votes held by any one member are the same as for the Annual General Meeting.
 - If a quorum is not reached on the first call to an Extraordinary General Meeting, the meeting is called again no less than fifteen days and no more than one month later. On this second attempt, the meeting may pass resolutions whatever the number of members present or represented.
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6.2 Executive Committee

- The Executive Committee is charged with directing and controlling the day-to-day operations of Eurobot. It ensures the consistency of the national qualifying round competitions and the final with Eurobot's objectives and long-term strategy. It submits a proposal to the General Meeting for the country in which the Eurobot final will be held at least two years before the final takes place.
 - This committee is composed of:
 - o 1 representative from each of the competition founder-members as ex-officio members;
 - o 3 members elected by the Annual General Meeting. Membership is renewed annually by one-third, renewal initially being settled by drawing lots. Outgoing members are eligible for re-election;
 - o 3 representatives from the National Organising Committee of the Eurobot final for the current year;
 - o 1 representative from the National Organising Committee of the Eurobot final for the following year;
 - o 1 representative from the Eurobot Operating Group.
 - It elects at least a chairman, a secretary and a treasurer from among its members, and where appropriate, a vice-chairman and deputies, depending on what is required.
 - The chairman is charged with fulfilling the formalities insofar as statutory declarations and publications are concerned, to comply with current law and regulations, so that the Eurobot association can be endowed with a legal personality. All powers are given to the bearer of these articles in order to carry out these formalities.
 - The chairman represents Eurobot in all aspects of civil life and all powers are vested in him to this effect. In particular, he has the right to take part in court proceedings on behalf of Eurobot both as an applicant and as a defendant. In the event of absence, he is replaced by a vice-chairman, or failing which, by the longest-serving elected member of the Executive Committee. He delegates his signature and necessary powers for day-to-day management to agents accepted by the Executive Committee.
 - Every member of the Executive Committee has one vote. If the competition founder-members present or represented at the meeting all agree, they have the right of veto.
 - Members of the Executive Committee may be represented by another executive committee member provided they have a written power. The maximum number of votes which a single member of the Executive Committee may exercise is two (2).
 - Decisions are taken on the absolute majority of the members voting, the chairman
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having the casting vote in the event of a tied vote. At least one half of the members of the committee must be represented for the deliberations to be valid.

- The chairman of the Executive Committee may from time to time invite a natural or a legal person to address the committee where he considers it necessary to receive advice.

- The committee meets at least twice a year, on notice from the chairman who sets the agenda, or at the request of at least one-quarter of the members.

- A record of the meeting is drawn up by the secretary.

6.3 National Organising Committees

- The National Organising Committees are approved by the Executive Committee.

- They take the practical decisions needed to organise their national qualifying rounds.

- The Organising Committee responsible for organising the final is the National Organising Committee in the country hosting the Eurobot final.

- It takes the practical decisions needed to organise the final.

- A representative from the Eurobot Operating Group is a member of the Organising Committee for the final.

- This committee is identified at least two (2) years prior to the final.

- No National Organising Committee may host a final for more than three (3) times in succession. In the absence of a candidate, however, the Executive Committee may decide to hold the final in the same place.

6.4 Working Groups

- The Executive Committee forms and dissolves working groups in order to run and operate the Eurobot competition.

 - The working groups are open to all.

 - Among these working groups are:
 - o the Refereeing Committee which concerns itself with the rules of Eurobot and everything related thereto

 - o the Eurobot Operating Group which manages those teams with no national qualification.
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7. Terms of Reference

- The Executive Committee draws up the Terms of Reference for approval by the General Meeting to settle the terms and conditions in which these articles of association are carried out, or to settle certain points not fixed by the articles which relate to the internal administration of the Eurobot association. In particular the Terms of Reference provide for the terms and conditions in which the annual subscription is fixed, and define the rules with which the various members must comply, particularly insofar as any public pronouncements made by members of the Eurobot association in Eurobot's name are concerned.
- The Terms of Reference apply to all members of the Eurobot association.

8. Resources

- The currency used by the association is the euro.
- The resources of Eurobot comprise:
 - o any contributions that might be made;
 - o the annual subscriptions from members and the entry fees which may be fixed by the Executive Committee;
 - o any subsidies which may be granted to the association by the European Union, States or private or public authorities;
 - o sums collected in consideration for services provided;
 - o any resources whatsoever that are not forbidden by current laws and regulations.

9. Remuneration

- No remuneration shall be paid to any members (natural persons) in consideration for their participation in the various different responsible bodies within the Eurobot association.
- Any costs incurred by members, in particular travelling expenses, may be reimbursed against receipted invoices depending on what is provided in the Terms of Reference.

10. Languages

- The official language for communication within the Eurobot association is English.
 - Official statutory and regulatory documents will be drawn up in French and in English, the French version being the authentic version in the event of dispute.
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