

European Cloud Computing Research Alliance AISBL (in abbreviation “EUCLORA”)

Articles of Association

I. NAME, REGISTERED OFFICE, AIMS

Article 1 Name (Denomination)

- 1.1. The “**European Cloud Computing Research Alliance AISBL**” (in abbreviation “**EUCLORA**”, hereafter referred to as “the Association”), is an International Non-Profit Association, constituted in accordance with the provisions of the Belgian Code on Companies and Associations (“CAC”).
- 1.2. All deeds, invoices, announcements, notifications, letters, orders, website and other documents whether or not in electronic form, issued by the Association must mention its denomination, preceded or followed by the words, written legibly and in full, ‘international non-profit association’ or the abbreviation ‘AISBL’, as well as the address of the Association's registered office, in addition to the requirements of Article 2:20, 1° to 7° of the CAC.

Article 2 Registered Office

- 2.1. The Association has its registered office in Belgium, Brussels. It may be transferred to any other location in Belgium by simple decision of the Management Board, provided that such displacement does not require a change in the language of the Articles of Association by virtue of the applicable language regulations. This transfer will be published in the Annexes au Moniteur Belge. If the registered office is transferred to another region of Belgium, the Management Board may amend the Articles of Associations.
- 2.2. If, as a result of the displacement of the registered office, the language of the Articles of Association has to be changed, only the General Assembly has the power to take this decision, subject to compliance with the rules prescribed for amending the Articles of Association.
- 2.3. Administrative offices may be set up, in Belgium or abroad, by decision of the Management Board.

Article 3 Purpose

- 3.1. The Association is a non-profit organisation in alignment with European digital sovereignty and open standards principles.
- 3.2. The purpose of the Association is to promote open research and facilitate, open-source software development and stewardship, and policy coordination in the field of cloud and infrastructure efficiency, in alignment with European digital-sovereignty principles.

It will strive to unite academic institutions, public providers, private-sector organisations, and EU-level research programmes around a shared, measurable framework for software efficiency and interoperability across Europe’s digital infrastructure.

For the purposes of these Articles of Association, “InnoFabric” refers to the Association’s open architecture and reference implementation for a unified European control-plane. It comprises open-source software components, shared technical specifications, interoperability standards, and a community-driven RFC process, and is designed to enable sovereign, efficient, and interoperable cloud and edge infrastructure across public and private providers. InnoFabric is developed and stewarded under the governance of the Association and may evolve into successor versions or architectures maintained by the Association.

3.3. To achieve that purpose, the Association shall develop the following activities:

- 1) promote its mission, attract and acquire members, organise conferences, workshops, and other events, and disseminate knowledge relating to cloud and infrastructure efficiency;
- 2) facilitate collaboration among academic institutions, public providers, private-sector organisations, political and policy-making systems, and EU-level research programmes, ensuring that progress in individual components, including software, compounds into measurable, system-wide efficiency;
- 3) seek, secure, and manage funding for its activities, including paid memberships, membership contributions, grants, and co-funding under EU digital-infrastructure programmes such as Horizon Europe and CEF Digital;
- 4) develop, oversee, and steward the InnoFabric ecosystem, including its open architecture, open-source software components, and the InnoFabric RFC Series as a transparent, community-driven process for defining and validating technical and governance standards. This includes maintaining the associated roadmap and development streams and providing long-term stewardship of the InnoFabric control-plane software or any successor open architecture stewarded by the Association;
- 5) make the InnoFabric documentation, specifications, and software available to members, in accordance with the Association’s open-source stewardship policies and applicable licensing terms;
- 6) establish, coordinate, and operate test facilities, including test data-centres funded by the Association through membership contributions and external funding sources, including EU programmes, to verify interoperability, performance, and real-world applicability of open components.

II. MEMBERS

Article 4 Categories – Applications – Obligations

4.1. The Association is composed of Effective Members and Associate Members (the “Members”). The Association may adopt Internal Rules (the “Internal Rules”) that further specify the rules governing membership, governance, technical processes, and operational procedures.

Category A: Effective Members

Effective Members are legal entities or individuals who meet the admission criteria defined in these Articles of Association and the Internal Rules, and who participate actively in the

activities of the Association. Only Effective Members enjoy full voting rights at the General Assembly.

Category B: Associate Members

Associate Members are organisations or individuals who support the objectives of the Association but do not meet, or do not seek to meet, the criteria for Effective Membership. Associate Members have no voting rights. They are allowed to participate in selected activities relevant to their expertise and may attend meetings upon invitation of the Management Board.

- 4.2. Only legal entities duly constituted in accordance with the laws of their country of origin , or individuals acting in their own capacity, can become a Member of the Association. The Internal Rules may establish sub-categories of Effective Members and Associate Members in order to reflect the multi-stakeholder nature of the Association, including, without limitation, cloud operators, software contributors, academic and research institutions, public-sector bodies, and individual contributors.
- 4.3. Applications for membership shall be submitted in the form and manner determined by the Management Board, in accordance with these Articles of Association and the Internal Rules. The Management Board shall determine the information to be provided for applications for membership.

For Effective Members, the Management Board shall verify that the admission requirements are satisfied. The Management Board may provisionally appoint the applicant as an Effective Member, with such appointment taking immediate effect. The provisional appointment shall be submitted to the next General Assembly for ratification.

The General Assembly shall not be obliged to communicate reasons for a rejection. Should the General Assembly refuse ratification, the provisional membership shall automatically cease with immediate effect.

Associate Members may be admitted by the Management Board in accordance with an online or written application process defined in the Internal Rules. Their admission does not require confirmation by the General Assembly.

- 4.4. The Members' main obligations shall be the following:
 - 1) to cooperate to the best of their efforts in the achievement of the Association's goals;
 - 2) to refrain from all activities contrary to the law, these Articles of Association, or the Internal Rules or which may jeopardise the achievement of the Association's objectives;
 - 3) to pay the membership fees as determined by the General Assembly;
 - 4) to uphold the highest standards of professional conduct and act with integrity and discretion;
 - 5) to ensure that all their representatives are aware of and act according to these rules.
- 4.5. The Internal Rules shall be adopted and may be amended by the General Assembly. In the event of any inconsistency between the Internal Rules and these Articles of Association, the Articles of Association shall prevail.

Article 5 Admission - Resignation - Exclusion - Suspension

- 5.1. An Effective Member may be excluded from the Association by the General Assembly by a majority of at least three quarters of the votes cast by the Members present or represented for any of the following reasons:

- 1) if the Member fails to comply with the membership obligations;
- 2) if the Member acts in violation of the law (including competition law), the Articles of Association, the Internal Rules, the decisions of the General Assembly or more generally the general interest of the Association;
- 3) if the Member engages in practices which might engage the Association's civil or criminal liability;
- 4) if the Member has been declared insolvent;
- 5) if the Member has substantially changed its activities;
- 6) if the Member acts in a manner inconsistent with the Association's principles of openness, neutrality, interoperability, or European digital sovereignty, or repeatedly obstructs the InnoFabric governance or RFC processes;
- 7) if the Member acts in a manner inconsistent with the Association's principles of openness, interoperability, or European digital sovereignty, or repeatedly obstructs the InnoFabric RFC or governance processes;
- 8) for any other reasonable reason determined by the Management Board in a decision communicated to the Member.

An Associate Member can be excluded at any time, by simple decision of the Management Board.

The Management Board shall hear the Member, whose exclusion is proposed, before taking a decision.

Any Member may be suspended with immediate effect by the Management Board, where such suspension is justified by serious circumstances detrimental to the interests or reputation of the Association. The Management Board has discretion as to what constitutes serious circumstances.

- 5.2. A Member may resign from the Association at the end of any calendar year, by giving notice to the Management Board no later than three months before the end of such year. Notice may be given by e-mail or by any other written means permitted under the Internal Rules.
- 5.3. Any Member who ceases to be part of the Association, for any reason, shall have no right over the assets or funds of the Association and shall not be entitled to any refund of membership fees or contributions already paid.

Article 6 Liability

- 6.1. Effective Members are liable for the debts and obligations of the Association only to the extent of funds or assets they have contributed or otherwise made available to the Association. Any commitment entered into by the Association in its name shall be binding solely upon the Association and shall not create any legal rights or obligations, which may extend to its Members.
- 6.2. Associate Members are not liable for any debts or obligations of the Association.

Article 7 Membership Fees

- 7.1. Membership fees of the different categories of Members, where applicable, shall be decided annually by the General Assembly, upon proposal of the Management Board, on the basis of the annual budget for the following year.

III. ORGANISATION AND OPERATION

Article 8 Legal bodies of the Association

8.1. The affairs of the Association shall be conducted by:

- 1) a General Assembly;
- 2) a Management Board;
- 3) an Executive Manager, if applicable.

Article 9 General Assembly

9.1. The General Assembly is the governing body of the Association and consists of the Effective Members.

Each Effective Member has one vote.

9.2. An effective member may confer upon another Effective Member the right to represent it at the meeting. Such proxy must be delivered to the Management Board in advance of the meeting by e-mail or by any other written means permitted under the Internal Rules. One Effective Member cannot hold more than two proxies.

9.3. The General Assembly shall be convened at least once a year by the Management Board.

The General Assembly has the exclusive power for the following decisions:

- 1) appointing and removing members of the Management Board;
- 2) appointing the President, the Vice-President and the Treasurer;
- 3) approving the annual budget and the financial accounts of the Association;
- 4) discharging the Management Board from its responsibilities of the previous financial year;
- 5) fixing the membership fees;
- 6) receiving and approving proposals from the Management Board;
- 7) transacting any other business competent to the General Assembly in accordance with the Articles of Association;
- 8) amending the Articles of Association;
- 9) approving the admission or exclusion of Effective Members;
- 10) creating new categories of members or change the admission requirements;
- 11) dissolving the Association;
- 12) dealing with any matter that falls within the exclusive competence of the General Assembly in accordance with the Articles of Association.

9.4. Extraordinary General Assemblies may be called at any time by the President, and must be called within one month upon receipt of a request made in writing, by e-mail or by any other written means permitted under the Internal Rules, to the Management Board by Effective Members representing at least one fourth of the total votes at the General Assembly.

9.5. Notice of an Annual General Assembly and of any Extraordinary General Assembly together with a copy of the agenda, shall be sent by the Management Board to all Members at least fifteen days before the date of the proposed meeting, by e-mail or by any other electronic means permitted under the Internal Rules.

The agenda shall be drawn by the Management Board and will only include propositions made by the Management Board itself and propositions that were brought to its attention thirty days prior to the General Assembly by at least one tenth of the Effective Members, signed or electronically authenticated in accordance with the Internal Rules.

9.6. Except in cases prohibited by law, General Assembly meetings may be held by electronic means of communication, including by videoconference or teleconference, enabling remote and simultaneous debate and the possibility for Members to cast an affirmative or

negative vote on any proposal or to abstain. Any member participating in such remote meetings shall be considered present in person. In the case of a fully or partly remote meeting, the convening notice will indicate the electronic means of communication that will be used and the information required for each member to join the meeting remotely.

- 9.7. The quorum for any meeting of the General Assembly shall be at least the majority of total voting rights present or represented at the General Assembly. Except where these Articles of Association provide otherwise, decisions of the General Assembly shall be adopted by a simple majority of the votes expressed by the members present or represented. If the quorum of the majority of the total voting rights is not reached, a new General Assembly shall be called, fifteen days after the first meeting at the earliest, and shall validly and definitely decide upon the points on the agenda, regardless of the number of voting rights present or represented. In the event of deadlock, the resolution shall be deemed to be rejected by the General Assembly. The General Assembly shall be presided over by the President or, if they are prevented, by the Vice-President.
- 9.8. The Association shall keep a digital register at its registered office containing the minutes of each meeting of the General Assembly. This register shall be accessible electronically to the Effective Members.
- 9.9. All decisions of the General Assembly shall be recorded in the Minutes, which shall be signed by the President.

Article 10 The Management Board

- 10.1. The Management Board is composed of a minimum of two and a maximum of seven Members, including the President, the Vice-President and the Treasurer.
- 10.2. The Members of the Management Board shall serve for a term of two years. Their term of office shall be renewable.
- 10.3. All Members of the Management Board shall be elected by the General Assembly. The General Assembly may develop more precise nomination rules for membership of the Management Board in the Internal Rules.

The mandate of the Members of the Management Board shall not be remunerated. Expenses may be reimbursed to Members of the Management Board when incurred in the conduct of official business for the Association.

The President shall not be regarded as the representative of any Member of the Association and shall not accept instructions from, nor express the point of view of, any Member.

The Vice-President shall act for the President whenever the President is prevented. Should the President definitely cease to hold office for any reason, the Vice-President shall act as President until a new President is appointed. The Vice-President may also perform other duties assigned by the Management Board.

- 10.4. If, for any reason, a Member of the Management Board ceases to hold office between meetings of the General Assembly, the Management Board may appoint a replacement Member to serve for the remainder of the term of office. The appointment shall be submitted to the General Assembly for ratification at its next meeting.
- 10.5. The Management Board is responsible for the overall management of the interests of the Association and for taking all decisions not specifically reserved to the General Assembly by these Articles of Association. It shall ensure the proper implementation of the decisions of the General Assembly.

The Management Board is responsible for proposing changes to the Articles of Association and Internal Rules when this is in the interest of the Association.

The Management Board shall submit the budget and accounts to the General Assembly and shall report on the strategy and the annual work programme of the Association.

- 10.6. Documents committing the Association in relation to third parties and which are not matters of routine administration, including the decision to engage the Association in legal proceedings as defendant or claimant, unless the General Assembly makes special arrangements, shall be signed by the President or, in their absence, by two Members of the Management Board.
- 10.7. The Management Board shall be convened at least three times a year by the President or by the Vice-President when the President is prevented, by e-mail or by any other electronic means permitted under the Internal Rules.

The Management Board shall also be convened whenever at least one third of its Members request a meeting.

The agenda shall be set prior to the meeting by the President.

- 10.8. The Management Board shall take its decisions in a collegial manner. If no consensus can be reached on one or more issues and a vote is necessary, decisions shall be taken by a simple majority of the Members of the Management Board present or represented. In the event of a deadlock, the President shall have a casting vote.

A Member of the Management Board may be represented by another Member of the Management Board, it being understood that one Member may carry a maximum of two proxies. Proxies shall be given in writing, including by electronic means permitted under the Internal Rules.

- 10.9. The Association shall keep a digital register at its registered office containing the minutes of each meeting of the Management Board. This register shall be accessible electronically to the Members of the Management Board.

Article 11 Executive Manager

- 11.1. The Management Board may appoint an Executive Manager (“Directeur Exécutif” / “Directeur Général”).
- 11.2. The Executive Manager shall be responsible for the effective day-to-day management of the Association. They shall ensure that proper records are kept of all meetings of the General Assembly and of the Management Board. They shall represent the Association in matters of routine administration within the limits set by the Management Board and by the law. They shall be responsible for the recruitment, dismissal, remuneration and other benefits of the Association’s staff, within the limits of the delegation decided by the Management Board.
- 11.3. The Executive Manager shall be accountable to the Management Board.

IV. TECHNICAL COUNCILS, COMMITTEES, TASK FORCES AND ORGANISATION OF REGIONAL ACTIVITIES

Article 12 Technical Councils - Committees - Task Forces - Working Groups

- 12.1. The Management Board may decide to structure the work of the Association through Technical Councils, Committees, Task Forces or Working Groups.
- 12.2. These groups shall have an advisory role, but may be entrusted with some decision-making powers for the purpose of their mission. They may operate according to specific internal

rules and with a specially designated budget. They shall not have the authority to legally bind the Association, unless decided otherwise by the Management Board.

V. AMENDMENTS TO THE Articles of Association AND DISSOLUTION

Article 13 Amendments (Modifications)

13.1. These Articles of Association may be amended at any time by the General Assembly, at an Annual General Assembly or at an Extraordinary General Assembly convened by the President for that purpose. No amendment shall be adopted by the General Assembly unless at least two third of the Effective Members are present or represented, and unless the modification is approved by a majority of at least two thirds of the Effective Members present or represented.

However, if less than two third of the Effective Members are present or represented at the General Assembly, a new General Assembly shall be convened in the same conditions, fifteen days after the first meeting at the earliest, and shall definitely and validly decide on the proposed amendments by a majority of three quarters of the Effective Members present or represented.

13.2. Amendments to these Articles of Association shall not take effect until approved by the competent authorities in accordance with the Belgian Code on Companies and Associations.

Article 14 Dissolution

14.1. The rules of article 13 above shall also be applicable in the case of a proposed dissolution of the Association. In such a case the General Assembly shall determine the modalities of dissolution and liquidation of the Association.

14.2. The assets remaining after liquidation shall be attributed to a non-profit organisation with a similar mission.

VI. ANNUAL ACCOUNTS AND BUDGETS

Article 15 Accounts - Budget

15.1. The Management Board shall keep a record of the receipts and expenditures of the Association.

15.2. The Management Board shall submit to General Assembly the annual accounts of the past financial year and the budget for the following financial year.

Article 16 Financial Year

The financial year of the Association shall be the calendar year.

VII. MISCELLANEOUS

Article 17 Language

The official language of the Association shall be French. The working language of the Association shall be English.

Article 18 Application of the Code of Companies and Associations

Matters not covered by these Articles of Association, including publications in the Annexes au Moniteur Belge, shall be governed by the provisions of the Code of Companies and Associations.