

Registration number: 824.793.473  
Name (in full): EUROPEAN NETWORK OF LIVING LABS  
(abbr.): ENoLL  
Legal form: International non-profit association  
Registered office: 1050 Brussels, Pleinlaan 9  
Subject: Memorandum of association - assignment

Present act (10 pages, registered at the 3<sup>rd</sup> registration office in Brussels on 2<sup>nd</sup> February 2010 book 64, page 40 section 11, received: 25 Euros – S. Geronnez-Lecomte), attested on 25<sup>th</sup> February 2010 by Mr. Olivier Brouwers, associate notary public in Elsene:

- 1) The non-profit association “INTERDISCIPLINAIR INSTITUUT VOOR BREEDBANDTECHNOLOGIE”, abbr. “IBBT”, with registered seat at 9050 Ledeborg (Gent), Gaston Crommenlaan, 8, pob 102, registration number in the Commercial Register in Ghent: 0866.386.380, organisation constituted by means of private act, published in the annexes to the Belgian Official Journal on 26 July 2004, reference number 04111759, the by-laws of which were amended by minutes of the General Assembly dated 21 July 2007, published in the annexes to the Belgian Official Journal on 06 October 2008, reference number 08158863,  
represented by Mr. BALLON Pieter Jan Paul, born in Leuven on 20 September 1972, domiciled at 2800 Mechelen, Koningin Astridlaan, 129, authorized by means of private proxy, attached hereto,
- 2) The company with limited liability under Finish law “HERMIA OY” Ltd, department “Suuntaamo Tampere Region Living Lab”, with registered seat at FI-33720 Tampere, Hermiankatu, 1, registration number in the Commercial Register in Finland: 2271637-6,  
represented by Mrs. LINDFORS Kirsi Susanna, born in Tampere (Finland) on 24 August 1976, with Finnish nationality, domiciled at FI-33880 Lempäälä (Finland), Simunantie, 8-12, C-2, authorized by means of private proxy dated 23 December 2009, attached hereto,
- 3) The non-profit association under Portuguese law “LIGHTING LIVING LAB – ASSOCIAÇÃO”, with registered seat at 3754-500 Agueda (Portugal), Praça do Município, registered in the Commercial Register in Agueda (Portugal) with number 403/2009 and registration number 508.946.557,  
represented by Mr. DUARTE DE OLIVEIRA Alvaro, born in Olalhas-Tomar (Portugal) on 19 October 1942, with Portuguese nationality, domiciled at 2750-368 Cascais (Portugal) Alameda da Guia, 192A, authorized by means of private proxy dated 13 January 2010, attached hereto,
- 4) The Joint Stock Company under Italian law “INFORMATICA TRENTINA S.P.A.”, department “TRENTINO AS A LAB (TASLAB)”, with registered seat at 38100 Trento (Italy), Via Gilli, 2, registration number in the Commercial Register in Trento: 00990320228,

represented by Mr. PILATI Ivan, born in Trento (Italië) on 24 January 1974, with Italian nationality, domiciled at Trento (Italy), Via per Zambana, authorized by means of private proxy dated 13 January 2010, attached hereto,

- 5) The association under French law “CAP DIGITAL PARIS REGION”, with registered seat at 75012 Paris (France), rue du Faubourg Saint Antoine, 74, registration number in the Siret Register: 489 749 291 00014,

represented by Mr. BARTOLI Jonathan, born in Saint-Denis (France) on 19 December 1983, with French nationality, domiciled at 93500 Pantin (France), Quai de l’Aisne, 24, authorized by means of private proxy dated 11 January 2010, attached hereto,

- 6) The company with limited liability under German law “CeTIM Center For Technology and Innovation Management GmbH”, department “Munich Knowledge Worker Living Lab”, with registered seat at 85577 Neubiberg (Germany), Werner von Heisenberg-Weg, 39, registration number in the Commercial Register of Munich (Germany): 127842,

represented by Mr. KATZY Bernhard Robert, born in Aachen (Germany) on 9 April 1962, with German nationality, domiciled at 2311 KL Leiden (The Netherlands), Plantsoen, 97,

hereinafter called "the FOUNDER" / “INSTALLATION COMMITTEE”

requested the acting notary to register by means of an authentic deed the installation of an international non-profit association,

of which the by-laws in accordance with the Belgian law of June twenty-seventh nineteen hundred twenty-one on non-profit associations, international non-profit associations and endowment funds, as amended by the law of May second two thousand and two as well as its enforcement decrees, are listed below:

## I. PRELIMINARY STATEMENTS

### A. PROXIES

### B. MEMORANDUM OF ASSOCIATION – FOUNDERS / INSTALLATION COMMITTEE

The association is founded by the following legal entities:

- 1) The non-profit association “INTERDISCIPLINAIR INSTITUUT VOOR BREEDBANDTECHNOLOGIE”, in short “IBBT”,
- 2) The Company with limited liability under Finnish law “HERMIA OY” Ltd, department “Suuntaamo Tampere Region Living Lab”,
- 3) The non-profit association under Portuguese law “LIGHTING LIVING LAB – ASSOCIAÇÃO”,
- 4) The Joint Stock Company under Italian law “INFORMATICA TRENTINA S.P.A.”, department “TRENTINO AS A LAB (TASLAB)”,
- 5) The association under French law “CAP DIGITAL PARIS REGION”,

- 6) The Company with limited liability under German law “CeTIM Center For Technology and Innovation Management GmbH”, department “Munich Knowledge Worker Living Lab”,

accordingly acknowledged as first members.

Only the abovementioned founding members, represented as said, will be considered as the founders of the association.

#### C. CORPORATE PERSONALITY

The association will have corporate personality as of the date of issue of the Royal Decree granting it allotment / recognition through the approval of the by-laws. These will become binding for third parties as of the date of publication in the Belgian Official Journal after deposition at the Registry of the Commercial Court in the district where the registered office of the association is located.

#### D. START OF THE ACTIVITIES – FIRST FINANCIAL YEAR

The association starts its activities as from the signature hereof. The first financial year of the association starts on the date of the signature hereof and will end on December thirty-one, two thousand eleven. The first meeting of the Ordinary General Assembly will be held in March two thousand eleven.

#### E. TAKE-OVER OF THE COMMITMENTS

All commitments as well as the obligations resulting thereof and all activities undertaken prior to this deed since January 1st 2009 by the non-profit association “INTERDISCIPLINAIR INSTITUUT VOOR BREEDBANDTECHNOLOGIE”, founder sub 1, on behalf of and for the account of the association in formation are taken over by the association that is herewith founded.

As to the activities to be undertaken subsequently hereto and until the acquisition of the corporate personality referred to above, the other founders declare to appoint the non-profit association “INTERDISCIPLINAIR INSTITUUT VOOR BREEDBANDTECHNOLOGIE”, founder sub 1, as mandatary and to empower IBBT to undertake, for them and on their behalf, consistent with article 50 §2 of the law, all necessary and useful commitments for the realisation of the statutory objects and activities for the account of the association in the process of formation, and that is herewith founded. Such mandate will only become operative if the mandatary, when entering into said commitments, also acts in his personal capacity. The operations carried out pursuant to this mandate for the account of the association in the process of formation and the resulting commitments will be deemed to have been made from the start of the association founded herewith.

Such take-overs will only become operative as of the moment the association will have gained corporate personality.

## F. USE OF LANGUAGES

This act is drawn up in Dutch for publication in the same language in the Appendices to the Belgian Official Journal consistent with the legal provisions governing the use of languages in Belgium. The act will also be translated in English.

In case of interpretation discrepancy with respect to the translations, if any, only the Dutch version of this act and its amendments will prevail legally.

## G. FOREIGNERS – PERMITS

# II. BYLAWS

## TITEL 1: BASE ACT

### Art. 1: Legal form - Denomination

The association is incorporated as an international non-profit association (serving international interest) consistent with the law and is named “European Network of Living Labs”, in short “ENoLL”.

All outgoing acts, invoices, announcements, publications and other documents of the international non-profit association must mention its denomination, immediately preceded or followed by the words "international non- profit association" or the acronym "IVZW", as well as the address of its registered office.

### Art. 2: Registered office

The registered office of the association is located at Boulevard de la Plaine 9, in 1050 Brussels (Ixelles) in the judicial district of Brussels.

The registered office of the association can, by simple majority of the members present or represented at the Executive Board, be moved to any other place in Belgium. It cannot in any case, be moved abroad.

Each act concerning the transfer of the registered office of the association must be deposited (in extenso) in the file of the association which is kept at the Registry of the Commercial Court in the district where the registered office of the association is located and must be published in the Annexes to the Belgian Official Journal.

### Art. 3: Purposes- Activities

The association forbears from the pursuit of profit and has as non-profit making objectives in the international interest:

- Promote and enhance user-driven innovation ecosystems, more precise the Living Labs concept globally, i.e. open innovation environments in real-life circumstances, in which user-driven innovation is fully integrated within the co-creation process of new services, products and societal infrastructures;
- Share information on best practices related to Living Labs;

- Offer a platform for active, dynamic and impact yielding networking on innovation co-creation;
- Influence policies on a European level to best foster innovation co-creation among all interested parties and at various operational levels: local, regional, European and global;
- Influence the development of cross-regional instruments to enable and speed up cooperation, piloting and methodology creation of the Living Labs concepts;

The pursuit of these objectives will take place through the following activities:

- Facilitate and stimulate the communication between members;
- Facilitate and stimulate the communication towards the stakeholder groups;
- Contribute to policy development on various levels: local, regional, European and global;
- Raise awareness about the European Network of Living Labs;
- Develop mechanisms in order to involve individuals and organisations that contribute to the Living Lab ideology;
- Launch calls for new membership applications;
- Promote and conduct R&D activities on Living Labs, in particular participate in projects and R&D activities as a supporting partner;

The association can carry out all activities that are in direct or indirect relationship with its objectives. The association can give support to and take an interest in any activity with similar purposes and participate in studies and consultations in line with these objectives; it can organise the exchange of experiences and information, centralise all necessary documentation and ensure the diffusion thereof by all useful means, in particular through the organisation of conferences, seminars and international congresses as well as through publications. It can also acquire, rent or let any business or personal property and implement all necessary human, technical and financial means. The association will set up adequate links with other associations. The Executive Board is authorised to construe the objectives and activities of the association.

#### Art. 4: Financial means

In order to finance its activities, the association can among others:

- collect annual contributions of its members (membership fee);
- organise congresses and trainings;
- publish all documents and publications relating to its objectives and activities;
- take all initiatives allowing to contribute to the realisation of its objectives and/or to promote the development thereof;
- ask the members who participate in a specific project, the payment of a specific management fee for the project of the association in which they participate;

- receive donations and legacies;
- close contracts with supporting parties;

The activities of the association ENoLL, when taking part in Research & Development projects, are mainly aimed at coordination, support and facilitation. The principle of subsidiarity applies towards its members.

#### Art. 5: Members

The association is open to Belgians and non-Belgians.

The association comprises effective members, adherent members and associated members.

1. The effective members, organisations with corporate personality that represent a Living Lab which was duly selected according to the ENoLL selection process, and that pay the annual membership as stipulated in article 7, are called "members".
2. The adherent members are organisations that represent a Living Lab which was duly selected according to the ENoLL selection process, and that do not pay membership.
3. The associated members are organisations which are involved in the objectives and activities of the association, which are not selected according to the ENoLL selection process, and which pay the annual membership as stipulated in article 7 or more.

Only the effective members enjoy all the rights granted by the law and by these bylaws.

The number of members is unlimited. There is a minimum of three members.

Members are: the founders that are named in the Memorandum of Association as well as any Living Lab that is admitted subsequently as member by the General Assembly, upon proposal from the Executive Board.

Upon proposal from the Executive Board, the General Assembly can admit adherent members and associated members who will participate in the objectives and activities of the association. They will be invited to participate in the meetings and will have an advisory capacity.

#### Art. 6

The admission of new effective members, adherent members and associated members is submitted to the following conditions:

The candidates are proposed by the Executive Board and admitted as such by the General Assembly. The General Assembly has an unlimited power of assessment hereof, but will deliberate upon such matters with a majority of two thirds of the present or represented members. The decision of the General Assembly does not have to be motivated, there is no appeal.

The members of the various categories can resign under the following conditions:

by sending their resignation in writing to the Executive Board and complying with a three-months notice.

Is considered as resigning:

1. any effective or associated member who does not pay his contribution within three months following the reminder sent by the Executive Board;
2. any effective, adherent or associated member, who infringes on the provisions of the bylaws.

The Executive Board can propose to exclude an adherent or associated member from the association, after having heard the defence of the party concerned. The exclusion can be pronounced by the General Assembly with a majority of two thirds of the present or represented members, the decision does not have to be motivated.

The Executive Board can suspend the concerned member pending the decision of the General Assembly.

The effective, adherent or associated member who ceases (through dissolution or otherwise) to be part of the association has no right to the corporate fund and cannot claim reimbursement of the contributions paid or payment for other services provided.

#### Art. 7

The members can be invited by the General Assembly upon proposal from the Executive Board to pay a membership fee fixed every year for the category to which they belong.

#### Art. 8: Responsibility

The effective, adherent and associated members do not have any personal liability for the commitments of the association.

## **TITEL 2: ORGANISATION**

### **Chapter 1 – Governance (governance – management – representation)**

#### Art. 9: General Assembly (general steering body)

The General Assembly has all powers allowing the realisation of the objective(s) as well as the realisation of the activities of the association.

The General Assembly comprises all effective members. The adherent and associated members can attend the meetings with an advisory capacity. Its decisions are binding to all members, adherent members and associated members. The General Assembly explicitly holds all powers assigned to it by the law and by the bylaws.

The following activities are reserved to its competence:

- approval of the budgets and accounts upon proposal and presentation by the Executive Board;

- election, dismissal and discharge of Executive Board members;
- and should the case arise, of the auditors ;
- modification of the bylaws;
- dissolution of the association;
- admission of a member, an adherent or associated member upon proposal from the Executive Board;
- exclusion of a member, adherent or associated member upon proposal from the Executive Board;
- adoption of standing orders upon proposal from the Executive Board;
- fixing the amount of the contributions upon proposal from the Executive Board;
- all cases where the bylaws or the law require(s) so.

#### Art. 10

The General Assembly meets *ipso jure* every year, under the chairmanship of the Chairman of the Executive Board or in his/her absence the eldest of the Executive Board members at the registered office or at the place indicated in the notice.

The notice is sent by the Executive Board.

It is sent at least fifteen days prior to the General Assembly by letter, fax, electronic mail or any other communication means and contains the agenda.

All effective members have to be convened; adherent and associated members have to be invited.

The Assembly can only confer and vote on items mentioned in the agenda.

The Assembly should be convened when more than half of the members requests so. In such case the effective members should mention in their request the items to be put on the agenda.

Moreover, an Extraordinary General Assembly can be convened under the same conditions as defined here above.

#### Art. 11: General Assembly: Representation

Each member can be represented at the General Assembly by another member holding a special proxy. Each member can however not hold more than 3 proxies.

Unless otherwise specified in these bylaws, the General Assembly can only deliberate validly if half the members are present or represented.

However, if a meeting of the General Assembly does not gather half the members of the association, a new General Assembly will be convened under the same conditions as above, and will deliberate validly, regardless of the number of present or represented members.

All the members have an equal voting right. If a member requests so, the voting will be secret and in writing.



Art. 12: General Assembly: Decisions

For all but the exceptional cases provided for in these bylaws, the decisions are taken with a simple majority of the present or represented members.

In case of a tie, the vote of the Chairman will be decisive.

Art. 13: General Assembly: Minutes

The decisions of the General Assembly will be registered in minutes signed by the Chairman and the Secretary and sent to all effective, adherent and associated members as quickly as possible by letter, fax, electronic mail or any other communication means.

These minutes will be kept in a file at the registered office where all effective, adherent and associated members can look into them, however without moving them.

The extracts that are to be deposited at the registry court or elsewhere will be signed by the Chairman or by an executive Board member appointed by the Executive Board with that purpose.

Art. 14: Executive Board (management body)

1. The association is managed by an executive Board comprising at least three and maximum twenty-one Executive Board members("directors"), appointed with a simple majority by the General Assembly, among the natural persons representing the members of the General Assembly.

The Executive Board can be composed to a maximum of one third Executive Board members chosen among the adherent and associated members; these members must be natural persons and must have a seat at the Executive Board as a representative of an organization with corporate personality. Adherent and associated members have equal rights in the Executive Board as the other members.

2. The Executive Board elects among the Board members a chairman, a secretary and a treasurer. The positions of chairman, secretary and treasurer will be subject to a yearly election.
3. The Executive Board can entrust to one person, whether a member or not of the Executive Board, the daily management and representation of the association as far as the daily management is concerned.

The person in-charge of the daily management can act individually under the conditions specified by the Executive Board.

This provision is binding to third persons within the legal conditions. The person in-charge of the daily management will bear the title of "delegate director" or "delegate secretary", depending on whether that person is a member of the Executive Board or not.

4. The Executive Board can entrust several people with the daily management of the Association. In such case, they will have to act jointly.

5. The identity of the representative(s) for the daily management will be deposited at the Registry of the Commercial Court and published in the Appendices to the Belgian Official Journal.
6. Furthermore, the Executive Board can grant under its responsibility specific special powers to one or several person(s).

#### Art. 15: Executive Board: Appointments - Dismissal

1. The Executive Board members are appointed by the General Assembly for a term of office of three years subject to what follows: each year, one third of the Executive Board members will be replaced, this means that during the two first years after the foundation of the association, the terms of office of two thirds of the Executive Board members could be limited to one, resp. two years.

The loss of membership implies ipso jure the dismissal as member of the Executive Board.

The mandates for the Executive Board members are renewable.

2. In case of vacancy during a term of office, the General Assembly can appoint a replacement who will finish the term of office of the one he/she is replacing.
3. The Executive Board members can be dismissed by the General Assembly resolving at the majority of two thirds of the present or represented members, without its decision having to be justified.

#### Art. 16: Executive Board: Meetings

The Executive Board meets at least once every three months, including meetings by telephone, or meetings upon special convocation by the Chairman. The Executive Board must be convened when more than half the Executive Board members or, if the Executive Board is composed by more than 12 members, 6 Executive Board members require so.

The notice together with the agenda will be sent at least ten days in advance by letter, fax, electronic mail or any other communication means. In case of emergency the notice can be sent 24 hours in advance, by electronic mail or fax.

An Executive Board member can (in writing by fax or electronic mail) let himself be represented at an Extraordinary General Assembly by another Executive Board member. Each member can however hold no more than 2 proxies.

The Executive Board can only deliberate validly if at least half of its members are present or represented.

However, if less than half the Executive Board members show up for a Board meeting, a new Executive Board will be convened under the same conditions as above, and will meet regardless of the number of present or represented Executive Board members.

The decisions are taken with a simple majority of votes of the present or represented Executive Board members. In case of a tie, the vote of the Chairman will be decisive.

#### Art. 17: Minutes

The decisions of the Executive Board will be registered in minutes signed by the Chairman and the Secretary and sent to all Board members as quickly as possible by letter, fax, electronic mail or any other communication means. The minutes have to be approved during the next Board meeting and will be kept in a file at the registered office where all effective, adherent and associated members can look into them.

The extracts that are to be deposited at the registry court or elsewhere will be signed by the Chairman or by an executive Board member appointed by the Executive Board with that purpose.

If the meeting of the Executive Board takes place without notice, the minutes of that meeting will have to be signed by all the members of the Executive Board and approved at the next Executive Board meeting.

#### Art. 18: Conflict of Interests

If an Executive Board member has a direct or indirect property right interest that conflicts with a decision or action of the Executive Board, he/she will have to communicate this to the other Executive Board members prior to the deliberations of the Executive Board. His/her statement as well as the reasons explaining the conflict of interest for the concerned Executive Board member must be mentioned in the minutes of the Executive Board meeting that will have to decide on that specific subject. Furthermore the concerned Executive Board member has to inform the auditor, if any, thereof. In the minutes of the meeting, the Executive Board describes the nature of the decision or action and gives a justification of the decision that has been taken; the Executive Board also mentions the property right consequences for the association. The minutes will be noted entirely in the management report. Furthermore, the report of the auditor, if any, should include a separate description of the property right consequences for the association resulting from the decisions of the Executive Board, which could possibly include a conflict of interest within the meaning of this article.

The concerned Executive Board member can attend the proceedings of the Executive Board relating to these actions or decisions, but cannot take part in the vote. This article does not apply when the decisions of the Executive Board relate to usual actions entered into under normal conditions for actions of the same nature.

#### Art. 19: Representation

All acts binding the association - except in the case of special proxies – will be signed by the chairman of the Executive Board or by special proxy signed by the chairman of the Executive Board, who will not have to give any justification concerning the authority granted for that purpose.

Judicial proceedings, both as plaintiff and as defendant, are attended by the Executive Board, represented by its Chairman or by an Executive Board member appointed to this end by the Executive Board.

**Art. 20: Liability of the Members**

The Executive Board members are not incurring any personal obligation with respect to the commitments of the Association.

Their liability is limited to the performance of the term of office they have been granted and to the faults committed within the performance thereof.

Unless the General Assembly decides otherwise, their term of office is honorary.

**Chapter 2 – Accounting**

**Art. 21: Financial year and annual account**

The financial year is closed on 31 December of each year. The first financial year will start today and will end on 31 December 2010.

Subject to the application of the provisions of the Belgian law of seventeenth July nineteen hundred seventy-five relating to the bookkeeping of companies in the cases provided by article 53 §3 of the law, the Executive Board has to submit the annual account of the past financial year and the estimate for the next financial year for approval to the General Assembly that will decide on this subject during its next meeting.

The General Assembly can decide the constitution of a reserve fund, fix the amount thereof and the terms and conditions for the contribution to this fund due by each member.

**Art. 22: Control**

In the cases provided by article 53 §5 of the law, the Executive Board will entrust the financial control of the association to one or more auditors of its own choice. The auditor(s) must be member of the Institut de Réviseurs d'Entreprise and can be nominated by the General Assembly for a renewable duration of three years.

In any case where it is considered as useful or necessary, the Executive Board can entrust the control of a project to such an auditor for the time deemed necessary.

**TITEL 3: MODIFICATION & DISSOLUTION**

**Art. 23: Modification of the bylaws and dissolution**

Without prejudice to the law, any proposal aiming at a modification of the bylaws or at the dissolution of the association can only proceed from the Executive Board or from at least half the effective members of the association.

The Executive Board has to notify the members of the association at least three months in advance of the date of the General Assembly that will decide on said proposal.

The General Assembly can only proceed validly if at least two thirds of its members is present or represented.

A decision will only be valid if adopted with a majority of two thirds of the votes.

If however less than two thirds of the members of the association is present or represented at the General Assembly, a new General Assembly will be convened under the same conditions as above; this Assembly will deliberate finally and validly on the proposal in question, with the same majority of two thirds of the votes, regardless of the number of members, present or represented.

The decisions concerning essential elements, such as the social purpose, the competences, means of convening and means of decision-taking of the general steering body, as well as the conditions on how the resolutions are brought to the knowledge of the members, and the conditions of modification of the statutes, dissolution, liquidation and the destination of the assets of the association will be ascertained by an authentic act deposited in the file kept at the Registry of the Commercial Court and published in the Belgian Official Journal.

Furthermore and consistent with article 50 §3 of the law, the decisions on modification of the objectives of the association will only become effective after approval by the King, which will also be published in the Belgian Official Journal. All other decisions on modification of statutory mentions do not have to be communicated for approval to the Belgian Minister for Justice or to his representative.

#### Art. 24: Liquidation and Attribution of the assets

The Association is installed for an unlimited duration.

In case of judicial or voluntary dissolution, the General Assembly will appoint one or several liquidator(s), fix their competences and the mode of liquidation of the association.

The net assets, if any, after liquidation, will be attributed to a non-profit legal entity which has objectives similar to those of the association or – if no such entity exists, at least to a charitable cause.

### **GENERAL PROVISIONS**

#### Art. 25: Choice of domicile

For the performance of these bylaws, any effective, adherent or associated member, Executive Board member and liquidator who is domiciled abroad, appoints his/her domicile at the registered office of the association where all notifications for that person can be sent validly.

A copy of all notifications and communications will be sent for information, by mail, fax or ordinary letter, to the residence of the recipient abroad; each recipient is required to communicate a change of address within 48 hours.

Art. 26: Common law

For all matters that are not laid down in these bylaws, we refer to the law; clauses that are contrary to the mandatory provisions will be regarded as not written.

Art. 27: Jurisdiction

For all disputes between the association, its members, partners, debenture-holders, Executive Board members, auditors and liquidators and relating to the affairs of the association and to the performance of these bylaws, the courts of Brussels have exclusive jurisdiction, only the Belgian law is applicable.

### III. TRANSITIONAL PROVISIONS

#### FIRST GENERAL ASSEMBLY

The association being thus founded, the founders meet in an Extraordinary General Assembly to make the following decisions unanimously:

**I.- Appointment of new “creating members”:**

(1) Are appointed as effective members:

- The public non-profit organisation “IAVANTE Fundacion Publica Andaluza para el Desarrollo Tecnologico y Entrenamiento Profesional”, department “Living Lab Salud Andalucia”, with registered office at 29590 Campanillas, Malaga (Spain), Calle Marie Curie, 16, registration number in the Andalusian registry MA/579, VAT number G29817988,  
represented by Mr. BIDATZI Marin Bastida, born in Granada (Spain) on 10 August 1977, with Spanish nationality, domiciled at Arroyo de la Miel, Malaga (Spain), Avenida Cerro del Viento 54 BJ B, authorized by means of private proxy dated 15 January 2010, attached hereto,
- The public non-profit organisation “FUNDACION INSTITUTO DE INNOVACION PARA EL BIENESTAR CIUDADANO – FIBIC (Foundation Institute of Innovation for Human Wellbeing)”, department “Rio Nacimiento Living Lab”, in short “RioNLL” with registered office at 29590 Malaga (Spain), Parque Tecnologico de Andalucia, Complejo Malaga Business Park, modulos 19 y 20, registration number in the Andalusian registry MA/1074, VAT number G92837947,  
represented by Mrs. GARCIA ROBLES Ana, born in Madrid (Spain) on 29 November 1971, with Spanish nationality, domiciled at 29012 Malaga

(Spain), Calle Pinosol 26 5-A, authorized by means of private proxy dated 15 January 2010, attached hereto,

- The Finnish university “UNIVERSITY OF OULU”, department “Northern Rural-Urban Living Laboratory (NORTHROLL)”, with registered office at 90014 Oulu (Finland), Pentti Kaiteran Katu, 1, registration number FI 02458955,

represented by Mrs. YLIMAULA Anna-Maija, born in Helsinki (Finland) on 2 March 1950, with Finnish nationality, domiciled at FI-90800 Oulu (Finland), Karinkannant, 41, authorized by means of private proxy dated 19 January 2010, attached hereto,

- The company with limited liability under Finnish law “SNOWPOLIS Ltd”, department “KAINUU Living Lab - Snowpolis Vuokatti”, with registered office at FI-88610 Vuokatti, Kidekuja, 2, registration number in the Commercial Registry in Finland 1916356-3,

represented by Mr. LAAJALA Pasi Matias, born in Jyväskylä (Finland) on 18 July 1961, with Finnish nationality, domiciled at FI-88610 Vuokatti (Finland), Kivrinteentie, 4, authorized by means of private proxy dated 20 January 2010, attached hereto,

- The organisation under Dutch law “AMSTERDAMSE INNOVATIE MOTOR”, in short “Stichting AIM” or “AIM”, with registered office at De Ruyterkade 5, 1013 AA Amsterdam (The Netherlands), registration number in the Commercial Registry of Amsterdam 34254035,

represented by Mr. VELTHAUSZ Daan Dierik, born in Wisch (Nederland) on 3 January 1968, with Dutch nationality, domiciled at 7707 GG Doetinchem (The Netherlands), Bosstraat, 38, authorized by means of private proxy dated 19 January 2010, attached hereto,

- The French public scientific and technological institute « Institut National de Recherche en Informatique et en Automatique (INRIA) », acting on behalf of « ICT Usage Lab », with registered office at 78153 Le Chesnay (France), Domaine de Voluceau-Rocquencourt, BP 105, registration number in the Siret Register 180089047 00047,

represented by Mrs. TROUSSE Brigitte Mireille Jeanne, born in Le Cannet (France) on 20 December 1958, with French nationality, domiciled at 06110 Le Cannet (France), avenue des Tignes, 15 bis, Villa la Nuée Bleue, authorized by means of private proxy dated 20 January 2010, attached hereto,

- The company with limited liability under Finnish law “LAUREA - AMMATTIKORKEAKOULU OY”, department “Laurea Living Labs”, with registered office at FI-01300 Vantaa, Ratatie, 22, registration number in the Commercial Registry in Finland 618.016,

represented by Mrs. HIRVIKIOSKI Tuija Hannele, born in Vaasa (Finland) on 24 June 1955, with Finnish nationality, domiciled at FI-04250 Kerava (Finland), Santaniitynkatu 24 C 44, authorized by means of private proxy dated 18 January 2010, attached hereto,

- The Norwegian public university “NORGES TEKNISK - NATURVITENSKAPELIGE UNIVERSITEIT (NTNU)”, department

“Wireless Trondheim Living Lab”, with registered seat at 7491 Trondheim (Norway), Høgskolevegen, 1, registration number in the Commercial Registry 974 767 880,

represented by Mr. KROGSTIE John, born in Oslo (Norway) on 23 May 1967, with Norwegian nationality, domiciled at 7049 Trondheim (Norway), Bjorkhaugveien, 19, authorized by means of private proxy dated 18 January 2010, attached hereto,

- The non-profit organisation under Finnish law “Radio-ja Televisiotekniikan Tutkimus RTT oy Ltd (Forum Virium Helsinki)”, acting on behalf of “HELSINKI Living Lab”, with registered seat at Uutiskatu, 2, 00240 Helsinki (Finland), registration number in the Commercial Registry in Finland 2170029-2,

represented by Mr. Heer ESKELINEN Jarmo Tapani, born in Joensuu (Finland) on 20 November 1962, with Finnish nationality, domiciled at Kisatie 7 A 2, 00720 Helsinki (Finland), authorized by means of private proxy dated 20 January 2010, attached hereto,

(2) Are appointed as associated members:

- The Finnish University “AALTO UNIVERSITY FOUNDATION”, with registered seat at FI-00076 Aalto (Finland), PO Box 11000, registration number FI 2228357-4,

represented by Mrs. KULKKI Seija Kyllikki, born in Pieksämäki (Finland) on 1 November 1945, with Finnish nationality, domiciled at FI-00160 Helsinki (Finland), Kruunuvuorenkatu, 9 C 33, authorized by means of private proxy dated 20 January 2010, attached hereto,

- The organisation under Italian law “ESOCE NET (European Society of Concurrent Engineering – net)”, with registered seat at 00135 Roma (Italy), Via Cortina d’Ampezzo, 164, registration number in the Registry of legal entities of Rome 239 2.003,

represented by Mr. Heer SANTORO Roberto, born in Bari (Italy) on 28 July 1952, with Italian nationality, domiciled at 00135 Rome (Italy), Via Cortina d’Ampezzo, 164, authorized by means of private proxy dated 7 January 2010, attached hereto,

- The organisation under Finnish law “DIGITAL SERVICE MEDIA INNOVATIONS FINLAND”, in short “DIMES ry”, with registered seat at FI-00130 Helsinki (Finland), Korkeavuorenkatu, 30A, registration number in the Registry of Organisations in Finland 191.143, VAT number 1965219-9,

represented by Mr. NIITAMO Veli-Pekka Olavi, born in Helsinki (Finland) on 09 April 1957, with Finnish nationality, domiciled at FI-00200 Helsinki (Finland), Lokkikuja, 6 I, authorized by means of private proxy dated 20 January 2010, attached hereto.

All are represented and accept.



**II. All founding members and new effective members, with approval of the associated members, gathered in an Extraordinary General Assembly, agree unanimously on the following:**

1. Assignment of the Executive Board members among effective, associate and adherent members:

The number of Executive Board members is fixed at fourteen (14.)

Are appointed as Executive Board members:

- Mr. BALLON Pieter, aforementioned,
- Mr. BIDATZI Marin, aforementioned,
- Mr. ESKELINEN Jarmo, aforementioned,
- Mrs. HIRVIKIOSKI Tuija, aforementioned,
- Mr. KATZY Bernhard, aforementioned,
- Mr. LAAJALA Pasi, aforementioned,
- Mrs. LINDFORS Kirsi, aforementioned,
- Mr. NIITAMO Veli-Pekka, aforementioned,
- Mr. DUARTE DE OLIVEIRA Alvaro, aforementioned,
- Mr. PILATI Ivan, aforementioned,
- Mr. ROY Philippe-Emmanuel, born in Neuilly-sur-Seine (France), on 16 June 1955, with French nationality, domiciled at 75005 Paris (France), rue de Poissy, 15,
- Mr. SANTORO Roberto, aforementioned,
- Mrs. TROUSSE Brigitte, aforementioned,
- Mr. VELTHAUSZ Daan, aforementioned,

who intervene here and accept.

Said terms of office:

- are carried out on honorary basis;
- end immediately after the Ordinary General Assembly of two thousand eleven.

2. Appointment of the auditors

Estimates, that were made bona fide, show that for the first financial year, the association meets the criteria listed in article 53 §5 of the law, therefore it has been decided not to appoint an auditor.

3. Proxy for formalities

With this reserve, that an extract of the current act is deposited at the Registry of the Commercial Court in Brussels and the acquisition resulting thereof of the legal status for the association incorporated here), the Executive Board members declare to give proxy for unlimited duration and with the possibility of substitution, to the company

JORDENS, in 1210 Brussels, rue du Méridien 32, in order to fulfill all legal and administrative formalities with the Central Undertakings Bank (application for a registration number and possibly a number of business unit) as well as with the administration of Value-Added Tax (statement of start of activity) on behalf of and for the account of the association, after its incorporation, through the intermediary of an agreed "guichet d'entreprise" of its choice.

These competences cover all changes, inscriptions, deletions and all other formalities for decisions taken in the past or in the future.

### **FIRST EXECUTIVE BOARD**

The Executive Board members mentioned above, gathered in an Executive Board meeting have appointed:

- as chairman of the Executive Board: aforementioned Mr DUARTE DE OLIVEIRA Alvaro
- as vice president: aforementioned Mr SANTORO Roberto
- as secretary: aforementioned Mr BALLON Pieter
- as treasurer: aforementioned Mrs LINDFORS Kirsi

These appointments are accepted unanimously, except for the appointment of the chairman which is accepted with 8 votes for and 6 votes against.

#### **2. The Chairman, the Secretary or the Treasurer can each by him/herself:**

- Sign any necessary lease, leasing or purchase agreements that are necessary for the objectives and activities of the association;
- Collect or receive on behalf of the association, from the post office, customs office, any parcel services and railways or receive at home: letters, boxes, packages, parcels, whether by recorded delivery or not, whether charged or not; receive any deposits; hand over shipping bills, dispatch-notes and other necessary documents, sign all documents and discharges;
- Draw up inventories of goods and values that belong to the association;
- Appoint and dismiss all agents and employees of the association, fix their remuneration, commissions, wages, bonuses, as well as all other conditions of their admission and dismissal;
- Apply for inscriptions, modifications or cancellations at the trade register;
- Apply for the affiliation of the association to professional organisms;
- Represent the association before any public or private administration;
- Replace one or several representatives for the competences he / she will define and for the duration he/she will fix.

The above mentioned enumeration is exemplary and not exhaustive.

TRUE COPY

Olivier BROUWERS, associate notary

Annex: Certified copy with proxies

Voor eensluidende vertaling uit het Nederlands naar het Engels.

*Heyndrickx*

Marleen Heyndrickx

24 november 2010



Gezien door ons, L. Hennart  
Voorzitter van de rechtbank van  
1ste Aanleg te Brussel.  
Voor echtsverklaring van de handtekening  
van M ..... *Heyndrickx H.*

Beëdigd vertaler te Brussel.  
Brussel, op

**25-11-2010**

Voor de Voorzitter,  
De gemachtigde griffier

*[Signature]*  
Ch. SAUVAGE  
Greffier délégué  
Afgevaardigd Griffier

Gezien in de Federale Overheidsdienst Justitie  
voor legalisatie van de handtekening van *Ch Sauvage*  
Brussel, **26-11-2010**  
De gemachtigde ambtenaar,

*[Signature]*  
Katty VAN SCHIL

