



## D.T3.1.4

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Network operational model

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SMART\_watch

## **D.T3.1.4 Network operational model**

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## PREAMBLE

The SMART\_watch project served as a transnational “think tank” cooperation for developing and share a unique approach called “Regional Branch Observatories” that helps SMEs and decision-makers to find best ways to implement smart specialisation strategies as well as transfer them to other regions. That should also contribute to enhance innovation-driven growth in the regions and reduce regional disparities. Within the SMART\_watch activities, we have developed, shared and maintained a cooperation platform between stakeholders of the innovation sectors in Central Europe. The development of this innovative database could only be achieved through the extraordinary commitment of many involved actors and like-minded partners across European borders, who have put their heart and advanced knowledge into the implementation of this transnational project.

Therefore, an effort was made to establish a non-profit network to enable a systematic development and sustainable expansion of the SMART\_watch collaboration. It shall combine the cross-innovation approach with cross-border activities, help to bring strengths of the regions together, matching research fields and market needs, bundle resources and offer better and time-saving services for companies.

With the current statutes, the aims and objectives of the association/network should be formulated more clearly and their implementation should be presented in a comprehensible way.



## § 1 NAME AND SEAT OF THE ASSOCIATION, BUSINESS YEAR

1. The association leads the name “ROs network for smart specialization”.
2. The association has its headquarters/domicile in Plzeň and is running according to the Czech law.
3. The business year is the calendar year.

## § 2 AIMS OF THE ASSOCIATION

The main objective of the association is to increase the efficiency of regional branch observatories (ROs) monitoring technology trends and market developments in the field of technology and smart specialisation. Therefore, the association will undertake the attempt to maintain a stable cooperation platform of key participants of the innovation sectors as well as equip them with a set of market-relevant monitoring and benchmarking tools.

Based on smart specialisation in project partners regions specific technology sectors were selected, for which knowledge management services and tools will be elaborated to generate products corresponding to the real needs of end-users.

Also, the association will actively engage in providing suggestions to regional and national decision-makers for new perspectives and changes, strengthen innovation capacity as well as increase transnational links for improving existing and developing new services. All members and institutions participating in the association are obliged to promote and represent the network to the target groups in an efficient way.

The association achieves its goals in particular through:

- a) the establishment and maintenance of a cooperation platform,
- b) sharing knowledge, contacts and competences,
- c) participation in public events and social media activities,
- d) participation in business networks and initiatives,
- e) publication of market-relevant facts, figures and news,
- f) promoting the network and its value.



### § 3 BODIES OF THE ASSOCIATION

The bodies of the association are:

1. Management board/board of directors (two people): they share the leader tasks, distribute tasks to members and represent each other.
2. Specialized focus groups, characterized by either sectors and field of activity or region (for example regional groups, cluster group etc.)
3. General assembly.

### § 4 RIGHTS AND DUTIES OF THE MEMBERS

1. Members have the right to take full advantage of the cooperation platform and competence map.
2. Members may make proposals and put forward candidates for the board of directors.
3. Members may participate in the election of the board of directors.
4. Members can submit proposals for changes to the statutes or changes of purpose as well as dissolution of the association.
5. Members must actively participate in the association/network as well as the implementation of its objectives.
6. Members must actively participate in the work and activities of their focus group.
7. The members are obliged to keep internal information confidential.
8. Members are obliged to notify changes of their address and bank details. These data are required exclusively for membership administration.
9. Members must contribute to a positive public image of the association/network and participate in related marketing events.
10. Members are obliged to pay the annual membership fees determined by the general assembly.

### § 5 MEMBERSHIP AND MEMBERSHIP FEES

1. Members may be SMEs and business promoters, regional authorities and other key players providing knowledge, competencies, contacts and infrastructure in the field



of smart specialization and innovative technologies who share and support the objectives of the association.

2. Two types of membership are available:

a) full member with voting and speaking rights,

b) general technology partner (e.g. sponsor) without voting rights but with the right to speak, paying fees for promoting their technologies through the network.

3. Membership is acquired by a written declaration of accession to the board of directors and the successful completion of an internal audit. The membership is confirmed by the board of directors. In case of rejection of membership by the board of directors, the general assembly decides.

4. The resignation of a member is made by a written declaration to the board of directors and is possible with a notice period of one month to the end of the business year.

5. A member can be excluded by resolution of the board of directors if it acts contrary to the aims of the network or fails to meet its obligations to the network (e.g. non-payment of membership fees for at least two years despite two written reminders, in case a fee has been agreed).

6. The member can appeal against the decision to the general assembly. This meeting makes the final decision. The member must be invited to the meeting and heard.

7. The general meeting is entitled to decide about membership fees and in case it is decided shall adopt a schedule of membership fees, which shall regulate and adjust the amount of the membership fees to be paid annually.

## § 6 MEMBERS' ASSEMBLY

1. The supreme body of the network is the general assembly (general meeting). As a rule, it is chaired by the board of directors.

2. The members execute their rights in the general meeting. It establishes the guidelines for the work of the association and decides on questions of fundamental importance. The general meeting is qualified to pass resolutions if the invitation has been sent and at least one-third of the members entitled to vote are present. It is composed of the following members:



- a) regular members,
  - b) management board/board of directors.
3. At least once a year the board of directors must convene an ordinary general meeting. The meeting is convened by e-mail, giving four weeks' notice and stating the agenda and place to be held.
4. At the general meeting, in particular questions of fundamental content are discussed and clarified such as:
- election and de-selection of the management,
  - yearly report and plan for the next year regarding common or special activities,
  - joint networking and social media activities,
  - creation of new focus groups,
  - decisions on financial expenditures (sponsoring, allocations),
  - distribution of tasks to members and adaptation of tasks,
  - resolution on the assumption of new tasks or withdrawal from tasks by the network,
  - decisions on new projects and activities,
  - cost-sharing for joint marketing activities,
  - amendments and changes to the statutes,
  - resolution on the change of the purpose of the association and the dissolution.
5. Minutes shall be kept of the proceedings of the general meeting and the resolutions passed. This is to be signed by the keeper of the minutes and by the chairman of the meeting.
6. A two-thirds majority is required for an amendment to the statutes, for all other decisions a simple majority of the members present and entitled to vote is required. Abstentions will not be counted.
7. In elections, the candidate with the most votes is elected. The general meeting decides in principle by open vote. However, a secret ballot must be held at the request of a member.





## § 7 MANAGEMENT BOARD - BOARD OF DIRECTORS

1. The management board consists of two people/chairmen. The members of the management board are elected by the general meeting for a period of two years. The re-election or the dismissal of a member of the management board by the general meeting is permissible.
2. A board member remains in duty after expiry of his regular term of office until his successor has been elected.
3. For legally binding representation, the subscription by one board member is sufficient. As a rule, the management board should meet every three months. The resolutions passed at the meetings must be recorded and signed in writing and digitally. The minutes of the meetings must be digitally forwarded to all association members.

## § 8 REMUNERATION OF THE MANAGEMENT BOARD

The work and leadership of the management board are done voluntarily. However, expense reimbursements to the board members are possible. The general meeting can decide on an annual activity remuneration for the board members depending on the financial possibilities of the association. The remuneration may not be disproportionately high, considering the amount of work and resources involved.

## § 9 TASKS OF THE MANAGEMENT BOARD

The management board of the association is responsible for representing the association and conducting its business activities. It has, in particular, the following tasks:

- a) convening and preparing the general meetings, including setting the agenda,
- b) execution of resolutions of the general meeting,
- c) management of the association's assets,
- d) maintain the communication platform with the support of all members,
- e) preparation of the annual report,
- f) development of information materials, evaluations and statistics,
- g) the admission of new members,



- h) press and media work,
- i) networking with other institutions,
- j) external representation of the association.

## § 10 DISSOLUTION OF THE ASSOCIATION

1. The network can be dissolved by resolution of the general meeting. The resolution to dissolve the association requires a two-thirds majority of the members present and entitled to vote.
2. In the event of the dissolution of the network, the management board are liquidators with the power of representation, if the general meeting does not appoint other people for this purpose.
3. If the network is dissolved, the utilisation rights for the protected innovations and developments automatically revert to the respective authors.

## § 11 FINAL DETERMINATION

If one or several paragraphs on the operational model are ineffective or will be, all other points remain effective. All members will work together to revise the relevant issues.