



# **Statutes**

## **European Quantum Industry Consortium e.V.**

**Version 04.02.2021**

## § 1 Name, Registered Office, Fiscal Year

- (1) The name of the Association is „**European Quantum Industry Consortium**“ (**QuIC**). It is to be registered in the register of associations on the basis of an official German translation of these Statutes; after registration, its name will be „European Quantum Industry Consortium e.V.“.
- (2) The Association has its registered office at 52425 Jülich, Germany.
- (3) The fiscal year of the Association is the calendar year.

## § 2 Purpose, Objectives and activities

- (1) The purpose of the Association is to promote science, research and innovation.
- (2) The exclusive and immediate purposes of the Association are non-for-profit. The purpose of these Statutes shall in particular be achieved by:

The objectives of the Association are to boost European Quantum Technologies, and to foster value creation for business, citizens and the environment. The Association aims at:

- (a) *boosting European industry competitiveness, societal wellbeing and environmental aspects to lead the world in researching, developing, innovating, and deploying Quantum Technologies;*
- (b) *promoting the market uptake of Quantum technologies, including products and services for professional, public and personal use;*
- (c) *establishing the European excellence in science and business in Quantum Technologies.*

The Association shall carry out acts, take steps and commit to all activities that are deemed appropriate or useful in view of achieving its objectives. This may include:

- (a) *developing and coordinating strategic goals and roadmaps for research, development, innovation and deployment of European Quantum Technologies, and supporting their implementation;*
- (b) *cooperating with the European institutions and other stakeholders through relevant public-private partnerships and other strategic programmes; influencing framework programmes and funding instruments;*
- (c) *fostering industrial growth and competitiveness of Europe through innovative Quantum technologies products and services;*
- (d) *establishing a collaborative hub and a vibrant ecosystem for Quantum Technologies industry;*
- (e) *positioning Quantum Technologies products and services as key enablers for addressing Europe’s societal and environmental challenges;*
- (f) *engaging in pre-standardisation activities, and collaborating with standardization bodies;*
- (g) *developing IP strategies to enable a competitive European Quantum Technologies industry;*
- (h) *determining education & skills workforce needs and professional profiles;*
- (i) *participating in projects and tenders if it serves the association objectives.*

- (3) In order to pursue the purpose, the Association may maintain commercial activities.
- (4) The Association acts without self-interest; it does not primarily pursue its own financial interests.
- (5) Funds of the Association may only be used for the purposes set out in these Statutes. No benefits may be paid to Members out of the funds of the Association. Payments under contracts with Members to provide a particular service are not “benefits” in the meaning of the preceding

sentence. No person shall benefit from expenditures that are not in keeping with the purpose of the Association or by being granted inappropriately high remuneration.

### **§ 3 Membership and Application for Membership**

- (1) The Association has full Members and associate Members.
- (2) Membership is open to any legal entity with quantum-related Research & Development and/or commercial activities, and with their headquarters (controlling entity/body) in the European Member States, the UK and the Candidate States and Associated Countries of the EU.
- (3) Full-Membership is open for industrial entities.
- (4) Other legal entities with quantum-related R&D (academic institutions, Research and Technology Organisations (RTOs)) are by default associate Members.
- (5) The General Assembly can grant exceptions with respect to the principles set out in paragraph 2, 3 and 4 above.
- (6) Rights and Obligations of the Members:
  - a) full-Members bear the following rights and have the following obligations:

Rights:

    1. Attending the meetings of the General Assembly;
    2. Voting at the General Assembly;
    3. calling for an extraordinary General Assembly
    4. Proposing candidates and being elected at the Governing Board;
    5. Participating in activities of the Association;
    6. Resigning from the Association.

Obligations:

    7. Paying the annual membership fees
    8. Adhering to the Statutes, By-laws and decisions of the governing bodies
    9. Notifying the Executive Team of any changes regarding the status of the Member, which could affect compliance with the membership criteria set out in this article.
  - b) Associate Members bear the following rights and have the following obligations:

Rights:

    1. Attending the meetings of the General Assembly as observers without voting rights;
    2. Participating in the activities of the Association;
    3. Resigning from the Association

Obligations:

    4. Paying the annual membership fee;
    5. Adhering to the Statutes, By-laws and all decisions of the governing bodies;
    6. Notifying the Executive Team of any changes regarding the status of the Member, which could affect compliance with the membership criteria set out in this article.
- (7) Legal entities who are interested in becoming Members of the Association shall submit a written application to the Executive Director (§ 7). The application shall indicate whether the candidate applies for Full member or for Associate member. After a formal assessment regarding fulfilment of the eligibility criteria for Membership, the Governing Board may provisionally approve the application. It shall then submit the application to the General Assembly, which shall decide on the application at its next meetings by majority vote according to § 9 (11). The Membership shall be effective upon admittance by the General Assembly. There is no entitlement to admission.

- (8) By applying for membership, the Members acknowledge the content of the statutes and other Association regulations.
- (9) The Association shall not be held liable for the activities of its Members.

#### **§ 4 Termination of Membership**

- (1) Membership shall end by exclusion, by liquidation of the Member or by resignation from the Association.
- (2) Resignations shall be made in writing to the Executive Team. Notice of resignation may be given only to take effect at the end of a fiscal year, observing a notice period of two months.
- (3) A Member may be expelled from the Association by resolution of the Governing Board with immediate effect for important reasons if the important reason makes the continuation of membership unreasonable. Such an important reason exists in particular if the Member is in arrears with payment of its membership fees for more than six months despite a formal written reminder or if it negligently and deliberately damages the interests of the Association. The reasons for the exclusion by the Governing Board shall be stated in writing and sent to the Member concerned. The Member may appeal against the resolution to the General Assembly. The appeal shall be submitted to the Governing Board within one month following receipt of the resolution. Within one month after the appeal has been filed in accordance with the applicable deadline, the Governing Board shall convene the General Assembly, which shall take the final decision on the exclusion of the Member. The Member shall be notified of the decision by the Governing Board.
- (4) Members shall be excluded from the list of Members by resolution of the Governing Board if they no longer meet the Membership criteria pursuant to § 4.
- (5) The Member who sees its membership terminated by resignation, dissolution, liquidation, removal from the list of Members or otherwise, has no right whatsoever to the assets of the Association or to the membership fee already paid. Any fees due that are not already paid must be paid in full for the year that termination occurs.

#### **§ 5 Membership Fees**

- (1) Members shall be charged an annual membership fee.
- (2) The amount and payment terms of membership fees shall be determined annually by the General Assembly upon recommendation of the Governing Board in its last quarter meeting for the following fiscal year on the basis of membership fee regulations.
- (3) Insofar as the Association budget is not covered by membership fees, it shall be funded by apportionment to the Members on the basis of fair and transparent principles laid down in the membership fee regulations. Any expenditure beyond the agreed budget must be previously approved by the General Assembly. If this results in an additional levy upon Members, Members have the extraordinary right to resign from the Association with immediate effect.

## **§ 6 Executive Team**

- (1) The Executive Team advises and supports the General Assembly and the Governing Board and coordinates the implementation of their decisions. It is responsible for the day-to-day management of the Association. It prepares the annual plan and annual budget for the Governing Board.
- (2) The Executive Team consists of an Executive Director and the Secretariat.
- (3) The Executive Director is appointed and dismissed by the Governing Board. He/she is mandated to manage the Association within the scope of the approved annual plan and annual budget. He/She may be given special power of representation, determined by the Governing Board.
- (4) Any member of the Governing Board can represent the Executive Director.
- (5) The Executive Team shall receive suitable remuneration for their activities.

## **§ 7 Constituent Bodies of the Association**

The constituent bodies of the Association are the Governing Board and the General Assembly.

## **§ 8 General Assembly**

- (1) The General Assembly is the ultimate Association Body. It is composed of all members of the association.
- (2) The General Assembly is responsible for the following issues:
  - a) Granting Membership in the Association;
  - b) Approving the budget and the annual plan drawn up by the Governing Board for the next fiscal year;
  - c) Approving the annual accounts of the association; Discharging the members of the Governing Board, the Chair, any Vice-Chair and the auditor(s), if any, from liability for the exercise of their mandate;
  - d) Accepting the annual report to be issued by the Governing Board; formally approving the actions of the Governing Board in the last fiscal year;
  - e) Appointing and dismissing members of the Governing Board, including the Chair, any Vice-Chair and the Treasurer;
  - f) Appointing the Auditor and, if needed, a deputy auditor according to § 11 (1);
  - g) Granting and dismissing powers of representation to Governing Board officials and Executive Director;
  - h) Passing resolutions on complaints against the exclusion of Members of the Association
  - i) Passing resolutions to amend the Statutes and to dissolve the Association;
  - j) all other tasks delegated to the General Assembly by law or elsewhere in the Statutes.
- (3) An ordinary meeting of the General Assembly shall be held at least once a year and it is expected that all members will attend. It shall be convened by the Chair of the Governing Board in text format, giving at least one-month advance notice and specifying the agenda. The notice period shall begin on the day following dispatch of the letter convening the meeting. The textual

message convening the meeting shall be deemed received by the member if it is sent to the address last specified by the Member to the Association in writing.

- (4) Any Member may submit agenda items to the Governing Board for inclusion in the meeting by written proposal at least one week prior to the meeting of the General Assembly. The Chair of the Governing Board shall notify the General Assembly of any resulting amendment to the agenda at the beginning of the meeting. Proposals for amendments to the agenda which are made at the meeting shall be decided on by the General Assembly.
- (5) An extraordinary meeting of the General Assembly shall be convened by the Chair of the Governing Board whenever deemed necessary in the interest of the Association, or if requested in writing by at least a third (1/3) of the full-Members, specifying the purpose and the reasons behind their request. A period of notice of at least 14 days from the date of dispatch (including electronic dispatch) shall apply.
- (6) The meetings of the General Assembly may also be held virtually, which must be specified accordingly in the textual message convening the meeting.
- (7) Meetings of the General Assembly shall be chaired by the Chair of the Governing Board or, if the latter is unavailable, by another member of the Governing Board. In the case of elections, an electoral committee may be elected by the General Assembly in order to chair the meeting for the duration of the ballot and the preceding discussion.
- (8) The method of voting shall be determined by the Chair of the Governing Board. The vote shall be made by written ballot if one third of the members present so request.
- (9) The General Assembly shall have a quorum if at least 50% of the voting rights are represented. Each full-Member pursuant to § 4 (1) shall have one vote at the General Assembly. Voting rights may be exercised by an authorised representative. The power of representation shall be substantiated in written format to the Executive Director prior to the meeting.
- (10) Each Member-representative has to pre-emptively declare his/her Conflict of Interest prior to a vote. Representatives of a Member with Conflict of Interest are excluded from voting and shall temporarily leave the meeting.
- (11) The General Assembly shall normally pass resolutions by simple majority of the valid votes cast. Abstentions shall be counted as invalid votes. However, amendments to the Association Statutes and the dissolution of the Association require a majority of two thirds (2/3) of the valid votes cast.
- (12) In elections, the candidate obtaining more than half of the valid votes cast shall be elected. If no candidate obtains more than half of the valid votes cast, a run-off ballot shall be held between the two candidates who obtained the most votes. The candidate who then obtains the most votes shall be elected.
- (13) Minutes documenting all resolutions passed by the General Assembly shall be drawn up in English by a member of the Executive Team, shall be signed by the Executive Director and the Chair of the Governing Board, and shall be circulated to all members within four weeks. These minutes shall be deemed approved unless objected to in writing within four weeks following dispatch. The minutes shall be archived.

## § 9 Governing Board

- (1) The Governing Board shall consist of up to 15 persons: The Chair, the Vice-Chair, the Treasurer and up to twelve other members of the Governing Board (Governing-Board Officials). At least 13 of the 15 seats are represented by companies headquartered in European Union Member States.
- (2) Within the meaning of § 26 BGB, the Governing Board comprises 3 members: the Chair, the Vice-Chair and the Treasurer. The Governing Board shall legally represent the Association, including representation in and out of court. Two members of the Governing Board together have joint power of representation. Each member of the interim Governing Board is allowed to register the association.
- (3) The members of the Governing Board are only liable to the Association for intentional or grossly negligent conduct. If members of the Governing Board are called upon by third parties on the basis of their work on the Governing Board, the Association shall in exempt the affected member of the Board of these claims, unless the member of the Governing Board acted intentionally or through gross negligence.
- (4) The Governing Board shall be appointed by the General Assembly from among the representatives of the full-Members of the Association for a term of two years from the date of appointment. Re-election is possible once. Each member of the Governing Board shall be elected individually. Membership of the Governing Board is personal, no representation is permitted.
- (5) Members of the Governing Board are elected from individuals designated by member organizations. If the individual leaves the organization, then he or she shall also automatically leave the Governing Board.
- (6) If a member of the Governing Board resigns early or is another way permanently not able to fulfil his/her duties as member of the Governing Board, the Governing Board may appoint a successor for the remaining term of office of the departing member. Such an appointment shall be ratified by the General Assembly.
- (7) The Governing Board shall be responsible for all affairs of the Association, unless entrusted to another constituent body of the Association by its Statutes. Its responsibilities shall include:
  - a) preparing and convening the General Assembly and setting the agenda for the meeting;
  - b) Preparation of the budget, the annual accounts and the annual report;
  - c) implementing resolutions of the General Assembly;
  - d) appointing the Executive Team;
  - e) setting up and stopping working groups, appointing its members;
  - f) Determining the by-laws of the Association, such as: membership fee regulations, rules of procedure;
  - g) determining the membership fees for the next fiscal year
- (8) In all matters of particular importance, the Governing Board shall obtain a resolution from the General Assembly.
- (9) An ordinary meeting of the Governing Board shall be held at least once in every quarter of the year and it is expected that all members will attend. It shall be convened by the Chair of the Governing Board in text format, giving at least two weeks advance notice.
- (10) The Chair of the Governing Board is entitled to call for an extraordinary meeting of the Governing Board whenever deemed necessary in the interest of the Association.
- (11) The meetings of the Governing Board may also be held virtually, including electronic voting or video-call. It is also permitted to participate and vote in a physical meeting by video or telephone conference provided that members can be identified, can participate directly to the deliberations held during the meeting and can exercise their voting right.

- (12) The Executive Director shall be invited to all Governing Board Meetings as recorder.
- (13) Considering the strong link between the Association and the EU Quantum Flagship program, the Chair of the Quantum Community Network (QCN) shall be invited to all Governing Board Meetings as observer.
- (14) The Governing Board can decide to invite further advisors or observers to one or more meetings, or part of a Governing Board meeting if this is deemed relevant.
- (15) The Governing Board shall have a quorum if at least half of its members are present, at least two of which must be members in accordance with § 26 of the German Civil Code (BGB). Resolutions shall be adopted by a majority of all valid votes cast, with the Chair or, in the latter's absence, the Vice-Chair, having the casting vote in the event of a tie.
- (16) Each member of the Governing Board has to pre-emptively declare his/her Conflict of Interest prior to a vote. Members with Conflict of Interest are excluded from voting and shall temporarily leave the meeting.
- (17) The Governing Board may pass resolutions by circular. This may also be executed with the use of an electronic voting system.
- (18) Minutes documenting the resolutions passed by the Governing Board shall be drawn up by the Executive Director, unless otherwise stipulated by the Chair. These minutes shall be deemed approved unless objected to in writing within four weeks following dispatch.

## **§ 10 Auditing**

- (1) For each financial year, the General Assembly appoints an auditor and, if needed, a deputy auditor, who shall not be members of the Governing Board or employees of the Association. The auditor examines the accounts and the annual accounts, reports on the audit results in the General Assembly and makes a recommendation for a decision on the discharge of the Governing Board.
- (2) The re-election of the auditor and the deputy auditor shall be permitted.

## **§ 11 Dissolution of the Association**

In the event of the dissolution or cancellation of the Association or the loss of tax-advantaged purposes, the assets of the association shall be transferred to a legal person governed by public law or other tax-advantaged body for use for the promotion of science and research in the field of Quantum Technologies.

## **§ 12 By-laws**

Separate by-laws (rules of procedure, membership fee regulations, etc.) may be adopted to regulate the business of the Association. Regulations are made by the Governing Board by a corresponding majority (§ 9) or a body designated by it for this purpose draws up the regulations and submits them to the Governing Board for a decision.

In case of discrepancies between the Bylaws and these statutes, the latter shall prevail.

### **§ 13 Anti-corruption and influence peddling**

With regard to any activities related to QuIC, the Members shall always act in accordance with the national and foreign laws and regulations applicable to the prevention and detection of risks of corruption and influence peddling.

Whether directly or via third parties, neither Member shall propose to any person, or shall accept from any person, any offer, promise, donation, gift or benefit of any kind which would be linked to a misuse that would be made by that person, or that has already been made by that person, of his/her real or supposed influence with a view to obtaining, for itself or for others, a distinction, a job, a contract or any other favourable decision.

Neither Member shall solicit or accept for itself any offer, promise, donation, gift or benefit of any kind, for the purpose of misusing its influence with a view to making or obtaining any favourable decision.

The Members shall each enforce and maintain appropriate internal codes, policies and procedures to ensure compliance with the abovementioned regulations and principles as well as those of corporate social responsibility.

Members have the extraordinary right to resign from the Association with immediate effect in case of violation, by another Member, of any provision of this §13.

### **§ 14 Language**

The working language of the Association shall be English.

These Statutes shall be written in the German and English language. In case of a dispute relating to the Statutes between the Members the German version of the Statutes shall prevail. Towards third parties the official published German version is the only relevant version.

### **§ 15 Applicable Law**

These Statutes are subject to German law and should be interpreted on such.

The above Statutes were adopted at the founding assembly of February 4<sup>th</sup>, 2021

Laure Le Bars  
SAP SE  
QuIC interim president

Benno Broer  
Qu&Co BV  
QuIC interim vice-president

Thomas Strohm  
Robert Bosch GmbH  
QuIC interim treasurer

Thierry Botter  
Airbus

Thomas Monz  
AQT

Steffen Stadel  
Atos Information  
Technology GmbH

Carlos Kuchkovsky  
BBVA

Grégoire Ribordy  
id Quantique SA

Jan Götz  
IQM Finland Oy

Christophe Jurczak  
Quantonation Ventures

Carlos Abellán  
QuSide Technologies SL

Sophie Muller  
THALES SA

Wilhelm Kaenders  
TOPTICA Photonics AG

Moritz Kirste  
Zurich Instruments