



Facts about EMMC ASBL and EU projects

26 May 2023

Recently discussions have been taking place related to responsibility allocation in EMMC, in particular regarding:

- responsibility allocation in a legal entity under Belgian Law between Board of Directors and General Assembly (Members).
- responsibility for EMMC activities and rights to write EU proposals

The EMMC Board of Directors and Executive Secretary would herewith like to clarify some facts upon which we have based our strategy and activities.

- 1) Historically, EMMC ASBL has arisen from an H2020 Coordination and Support Action ([EMMC-CSA, 2016-2019](#)), funded under call [NMBP-24-2016 - Network to capitalise on strong European position in materials modelling and to allow industry to reap the benefits](#)
- 2) EMMC ASBL is an association, i.e. a legal entity governed by Belgium law and its Statutes implementing that Law and agreed by a Notary and the Chamber of Commerce.
- 3) According to its Statutes, the bodies of EMMC ASBL are
 - a. the General Assembly;
 - b. the Board of Directors;
 - c. the President and the Vice-President;
 - d. the Working Group(s) and Committees;
 - e. the Executive Secretary.
- 4) The Board of Directors has the following powers
 - a. the transfer of the registered office of the Association ;
 - b. the adoption, amendment and revocation of internal rules, where appropriate;
 - c. the determination of the strategy and policy of the Association to be implemented by the Executive Secretary, as the case may be;
 - d. the monitoring of expenditure and budget allocation;
 - e. the implementation of the decisions of the General Assembly;
 - f. the appointment and dismissal of members of the Operational Management Committee;
 - g. determining the calculation of the method and the amount of the annual contribution;
 - h. upon receipt of the draft annual accounts and the business budget from the Operational Management Committee, the finalisation and approval of the draft annual accounts and the draft budget shall be submitted to the General Assembly for approval ;
 - i. the determination of proposals to be submitted to the General Assembly; and
 - j. decisions to establish and delegate tasks to one or more sector committees and/or working groups and the supervision thereof.
- 5) Representation of EMMC and legal responsibilities.

According Article 29 of EMMC Statutes, legal representation of EMMC is via the President or Vice-President or by two Directors acting jointly. Within the framework of day-to-day management, the Association may be validly represented vis-à-vis third parties and for all



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judicial and extra-judicial acts (the signature being authentic) by the Executive Secretary, acting alone.

According to these powers, EMMC through its BoD has adopted the following strategy and policies regarding EU projects that are in line with the EMMC objectives (to improve interaction and collaboration between all stakeholders in different types of modelling and digital representation of materials).

- a. As published on its [website](#), EMMC encourages that at least one beneficiary in an EU project related to EMMC activities becomes an organisational member of the EMMC in order to support clustering and collaboration via EMMC Task Groups.
- b. EMMC offers paid services to organise inter-project collaboration pro-actively.
- c. Further services are foreseen, as also described in Statutes 3.2 (I): “To enter into any service agreement, partnership agreement or contract of any nature whatsoever with members and/or third parties to the extent necessary or useful to achieve the purpose of the Association.”
- d. EMMC Statutes foresee EMMC to “Undertake, alone or with others, joint activities as a partner or in any other capacity with the institutions of the European Union, national, federal or local governments, or with other public and semi-public authorities, companies and organisations”. Hence participation in EU or national projects in order to support its objectives is a foreseen activity according EMMC Statutes.
- e. The BoD has decided that it is current EMMC policy for EMMC not to enter as a partner in Research and Innovation projects. However, coordination and support actions are in line with EMMC activities (both historically and according to statutes). Hence EMMC has been discussing CSA calls and has recently entered into a proposal partnership ([MatCommons](#)) as announced.

From the Law and the Statutes the following conclusions have to be drawn

- a. EMMC is a legal body and according to Belgian Law the BoD and Executive Secretary are fully and personally responsible for all EMMC activities. In contrast, according to Article 10 of EMMC Statutes, Members are not liable in their capacity as members for the commitments and debts of the Association. Also any member undertakes to comply with the Statutes, the Association’s Regulations, and code of ethics.
Hence, any member can propose activities but has to pass activities carried out in the name of EMMC via the BoD and abide by their decision. In particular:
The name of the EMMC and its logo may not be used to endorse or promote actions relating to the EMMC activity, including projects, proposals and workshops etc, without prior permission of the EMMC BoD.
- b. EMMC will never be in the way of its members submitting proposals to any Call. However, only the EMMC BoD can commit the EMMC ASBL to a role in any proposal. And no EMMC activities can be proposed in any EU proposal without the explicit knowledge and agreement by the EMMC Board of Directors.