

**PARTICIPACIÓ DE LA UPC EN L'ASSOCIACIÓ *FuseNet*
(The European Fusion Education Network)**

Acord núm. 2017/05/15 del Consell de Govern pel qual s'aprova la participació de la UPC en l'Associació FuseNet.

- Document pendent d'aprovació, si escau, pel Ple del Consell Social.
- Document informat favorablement per la Comissió d'Economia i Infraestructures del Consell de Govern celebrada el 06/10/2017

ACORD DEL CONSELL DE GOVERN PEL QUAL S'APROVA LA PARTICIPACIÓ DE LA UPC EN L'ASSOCIACIÓ *FuseNet* (*The European Fusion Education Network*)

ANTECEDENTS

- 1.** FuseNet és una entitat legal independent fundada el 2010 per proporcionar una plataforma per a la coordinació de les activitats d'educació en fusió nuclear a Europa. La seva missió és estimular, donar suport i coordinar l'educació de fusió a Europa, amb l'objectiu d'atraure els bons estudiants a la fusió, compartir el conjunt d'eines educatives, estimular la mobilitat dels estudiants i actuar d'enllaç entre la indústria, els centres de recerca i la universitat per proporcionar posicions de pràctiques acadèmiques i llocs de treball als estudiants.
- 2.** La Universitat Politècnica de Catalunya ja és membre en l'actualitat de FuseNet, a través de la divisió d'Enginyeria Nuclear, del Departament de Física, que fins ara ha assumit al seu càrrec les despeses associades.
- 3.** Atès que en l'actualitat altres grups de recerca de la universitat han manifestat també el seu interès per col·laborar amb aquesta associació, la UPC considera adient incrementar la seva participació, obrint-la a d'altres equips. En conseqüència, es proposa assumir de manera centralitzada el 50% de la quota anual (actualment de 750 €), quedant l'altre 50% a càrrec del grup o grups directament vinculats.
- 4.** La UPC formarà part de l'associació com a membre de ple dret, representada pel rector o persona en qui delegui.

FONAMENTS DE DRET

L'article 46 dels Estatuts de la UPC, aprovats per Acord de Govern 43/2012, de 29 de maig, preveu que l'aprovació, la modificació i l'extinció de la participació de la UPC en les entitats participades requereix, l'aprovació, a proposta del rector, del Consell de Govern i del Consell Social.

En virtut del que precedeix, el rector de la UPC formula els següents

ACORDS

Primer.- Aprovar la participació de la UPC en l'associació FuseNet.

Segon.- Autoritzar el rector de la Universitat Politècnica de Catalunya perquè, en nom i representació de la Universitat, realitzi davant de qualsevol autoritat, organisme o entitat, ja sigui públic o privat, qualsevol acte que sigui necessari per a la formalització dels anteriors acords i els compromisos que se'n derivin, i rectifiqui els defectes formals o les omissions que eventualment es puguin advertir.

Tercer.- Elevar aquest acord al Consell Social, per a la seva aprovació definitiva.

MZ.BA.
10.0183/1006547/22461957

In this translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.

DEED OF INCORPORATION OF THE ASSOCIATION
Fusenet

This day, the ninth of December two thousand ten,-----
appeared before me, *mr.* MAARTEN WILLEM VAN DER ZANDEN, a civil-law notary -
practising in Eindhoven (the Netherlands): -----

1. mister **ROGER JOZEF ELISABETH JASPERS**, born in -----

2. mister **NICOLAAS JOOST LOPES CARDOZO**, born in De Bilt (the -----
|
|
|

The appearers declared to hereby form an association and to adopt the following --
association charter for this purpose: -----

ARTICLES OF ASSOCIATION

NAME AND REGISTERED OFFICE

Article 1

1. The association is named: **FUSENET**.
2. It has its registered office in Eindhoven (the Netherlands).

OBJECTS

Article 2

The objects of the association are stimulating and coordinating education in the sphere of nuclear fusion on an European level, including the development of an education network relating to nuclear fusion on an European level, and furthermore anything that is connected with the foregoing in the broadest sense of the term or may be conducive thereto.

DURATION

Article 3

The association is formed for an indefinite period of time.

MEMBERS

Article 4

1. The association has effective members and associated members. Effective members and associated members of the association are members as referred to in Book 2 Dutch Civil Code.
2. Institutions who offer higher technical and/or academic education in the broad field of nuclear fusion can become an effective member.
3. Organizations which are employed on the field of nuclear fusion in the broad sense, not being an education institution, and endorse the aims of the association can be an associated member.
4. Anyone wishing to become a member will apply for membership in writing to the secretary.
The board will initially decide whether or not a candidate will be admitted to effective or associated membership.
The secretary will forthwith communicate the decision to either or not admit the candidate to membership to the candidate in writing.
If a candidate is not initially admitted, it may appeal to the general meeting within fourteen days of receipt of the communication.
The appeal must be submitted to the secretary in writing.
A decision will be made on the appeal at the next general meeting.
The term 'in writing' in these articles of association will also mean all forms of written text assignment, including a readable and reproducible message sent by fax, telegram, telex or by electronic means.
5. Every institution which is a member, has the opportunity to appoint a natural person to represent the member in the association.

END OF MEMBERSHIP

Article 5

1. Membership will end:
 - a. through dissolution of the member;
 - b. through cancellation in writing by the member; cancellation may take place at any time without observing a notice period;
 - c. through cancellation in writing by the association;The board may cancel membership at all times and without observing a

- notice period in the event the association cannot reasonably be required to continue membership as well as in the event a member no longer meets -- the membership requirements laid down in the articles of association; -----
- d. through disqualification; -----
the board can only disqualify a member in the event such member violates the articles of association, bylaws or resolutions or unreasonably ----- prejudices the association. -----
2. A member with respect to whom a cancellation or disqualification decision has been made on behalf of the association will be notified of such decision in ----- writing as soon as possible and the reasons will be stated. -----
S/he may appeal to the general meeting within four weeks of receipt of the --- notification. The appeal must be submitted to the secretary in writing. -----
3. During the appeal period and pending appeal the party involved will be ----- suspended, on the understanding however that the involved member is ----- authorised to attend the general meeting in which the appeal will be decided -- during the hearing of the appeal and to address the meeting. The involved ---- member will not have a voting right, however. -----

SUSPENSION-----

Article 6-----

1. In the cases referred to in article 5 paragraph 1d the board may suspend a ---- member as such for a period of three months if the board finds there are ----- insufficient grounds to decide to disqualify such member. -----
2. The provisions of article 5 paragraph 2 and 3 applies mutatis mutandis. -----

OBLIGATIONS-----

Article 7-----

1. The obligations members (membership fees and other contributions) owed by - the effective and associated members and the rights involved, will be set by -- the general meeting. -----
2. The general meeting may also decide that a registration fee set by the general meeting will become due upon commencement of the membership. -----
3. The board will decide the manner and timeframe within which the financial ---- obligations must be met at the latest. -----
4. Those members whose membership commenced or was cancelled or who were suspended will owe the membership fee in its entirety for the year in which --- their membership commenced, was cancelled or suspended, unless the board - decides otherwise. -----

Board-----

Article 8-----

1. The board is charged with managing the association. -----
2. The board is, with prior approval of the general meeting, authorised to decide - on entering into agreements for the purpose of acquiring, alienating and ----- encumbering registered property and entering into agreements through which the association binds itself as a surety or co-debtor, warrants performance by - a third party or binds itself as a surety for a third-party debt. -----

Article 9-----

1. The board consists of at least two members. -----
The number of board members is set by the general meeting having regard for the fact that the board must have at least two members. -----

2. Only individuals who are employed by or otherwise associated with an institution that is a member of the association can be appointed as a board member. Board members shall refrain from representing an effective or associated member of the association, as referred to in article 4; board members therefore can't exercise the right to vote in the general meeting as a representative of a member of the association.
3. New board members will be appointed by the general meeting at the recommendation of the board with a majority of at least two-thirds of the votes cast in a meeting at which at least two-thirds of the members of the association are present or represented. If the above-mentioned quorum is not achieved, the proposal will be adjourned until the next general meeting; if the above-mentioned quorum is achieved and the proposal is rejected, the board prepares a new recommendation. If this second recommendation will be also rejected, the general meeting is free in the nomination of a candidate and the appointment. Then, voting occurs in according with article 17 paragraph 3.
4. The chairman is elected as such by the general meeting. The chairman has to be employed by or otherwise associated with an institution which is an effective member of the association. The board divides the positions of secretary and treasurer among themselves in consultation. The functions of secretary and treasurer may be fulfilled by the same person.
5. Board members will be appointed for a maximum period of four years. The term 'year' shall be taken to mean the period between two successive annual meetings. Board members can be suspended and dismissed by the general meeting stating the reasons at any time.
6. The board will prepare a rotation schedule. Retiring board members will be eligible for immediate reappointment no more than once, provided that at least half of the board members are changed every four years.
7. Newly elected board members will accept their position immediately after the meeting in which they were elected. The general meeting may, however, set another time for their acceptance.
8. A board member may resign at all times. The board membership will furthermore end if the board member leaves the employment of one of the association's members or by the expiry of the period of which the board member is appointed, unless there is a reappointment.
9. In the event of a vacancy in the board a general meeting will be held within two months for the purpose of filling the vacancy, unless the board decides to postpone filling the vacancy until the next general meeting set by the board. In the event there are one or more vacancies the board will continue to form a competent body.

Article 10

1. The chairman decides when and where a board meeting will be held. A board meeting is convened by the chairman or by the secretary on the chairman's behalf.
2. The chairman draws up the agenda. S/he is enjoined to place a specific item on the agenda at the request of at least two board members.
3. Valid decisions are adopted by an absolute majority (more than one half) of the votes validly cast. Each board member is entitled to cast one vote. In the event of a tie the

- chairman will have the deciding vote. -----
4. The secretary will keep minutes, unless the board decides that only a decision list needs to be prepared. -----
The minutes or the decision list will be adopted by the board and signed for --- approval by the chairman and the minutes secretary.-----

COMMITTEES-----

Article 11-----

1. The board is authorised to establish one or several committees. -----
2. The committees established by the board are accountable to the board. -----

EXECUTIVE OFFICE-----

Article 12-----

1. The board will set up an executive office. By order of the board the executive - office is charged with the day-to-day management of the association. In ----- addition, the executive office will carry out the guidelines and decisions made - by the board. -----
2. The board will grant a power of attorney to one or several members of the ---- executive office enabling them to carry out the tasks and powers they have --- been charged with in or under these articles of association. -----

REPRESENTATION-----

Article 13-----

1. The board represents the association, unless the law should provide otherwise. -----
2. Representative authority will also be vested in two board members acting ---- jointly. -----

GENERAL MEETINGS-----

Article 14-----

1. A general meeting (annual meeting) will be held at least once a year within six months of the end of the financial year. -----
The general meeting can, however, extend the term mentioned for each ----- separate year. The general meeting can decide to extend this term by ----- consultation in writing. -----
2. A general meeting will also be held when the chairman so decides or pursuant to a board decision. -----
The chairman will be enjoined to convene a general meeting if at least four (4) members or any number of members who are jointly authorised to cast ----- one/tenth (1/10) of the votes cast in a general meeting request the board to -- convene a meeting while accurately stating the items to be dealt with. -----
In the event neither the chairman nor the board complies with this request, --- such that the meeting is not held within four weeks, the petitioners are ----- themselves authorised to convene the meeting, to consult the member ----- register, adopt an agenda and appoint the chairman and minutes secretary. ---
3. A general meeting is chaired by the chairman of the board. -----
In the event of a vacancy or absence of the chairman the board will designate a chairman from among their midst having regard for the provisions of ----- paragraph 2 of this article. -----
4. Any members that have not been suspended, subject to the provisions of ---- article 5 paragraph 3, the board and anyone invited to attend the general ---- meeting by the board and/or the general meeting, will have access to the ---- general meeting. All present will be authorised to address the general meeting.

5. With the exception of suspended members, each member will be entitled to --- cast one vote at the meeting. Each holder of voting rights may grant a written power of attorney to another holder of voting rights to cast his vote. A holder - of voting rights may act as a power of attorney for two individuals at most. ---

Article 15-----

1. The agenda for the annual meeting will at least state the following items: -----
a. election of board members; -----
b. discussion of the annual report prepared by the board concerning the ----- general course of events and the policy pursued by the association; -----
c. approval of the balance sheet and statement of assets and liabilities with - explanatory notes prepared by the board, which must be signed by all ---- board members; -----
in the event either of their signatures is missing, this must be stated and - the reason must be given; -----
d. discharge of the board for the policy it pursued in the previous financial --- year; -----
e. annual appointment of an audit committee comprising of at least two ----- members who may not be part of the board; -----
f. report of the audit committee's findings. -----
2. If an audit report ("*accoutantsverklaring*") stating the truthfulness of the ----- annual report is also annually submitted to the general meeting the agenda --- items stated in paragraph e and f above will lapse. -----
3. The agenda of a general meeting will otherwise be set by the board having ---- regard for the provisions of this article 15. -----

Article 16-----

1. General meetings will be convened by the secretary of the board through a ---- written notification sent to the members at least fifteen (15) days in advance - not counting the day of convocation and the day the meeting is held. -----
2. The notifications will state the time and location of the meeting to be held as -- well as the agenda. -----

Article 17-----

1. All resolutions by the general meeting will be adopted by an absolute majority (more than one half) of the votes validly cast, unless these articles of ----- association prescribe a larger majority. -----
Invalid and blank votes are deemed not to have been cast. -----
2. Unless the chairman or the meeting decides otherwise matters concerning ----- persons will be voted on in writing, business matters will be decided verbally. -
3. In the event of a tie in votes the proposal will be rejected. -----
When a vote is held on persons and a majority vote is not achieved in favour - of one person, a second vote will be held between the two individuals who ---- obtained a majority of the votes. -----
Should the votes tie after a second vote, lots will be drawn. -----

Article 18-----

Resolutions by the general meeting may also be adopted other than at a meeting, provided the board was notified in advance and provided those entitled to cast ---- votes unanimously vote in favour of the proposal. This resolution may also be ----- adopted in writing. -----

FINANCIAL YEAR-----

Article 19-----

The financial year of the association is equal to the calendar year. -----

AMENDMENT OF THE ARTICLES OF ASSOCIATION -----

Article 20-----

1. This articles of association may be amended through a resolution by the -----
general meeting adopted with a majority of at least two-thirds of the votes ----
validly cast. -----
In this meeting at least half of the members must be present or represented. -
2. In the event less than half of the members is present or represented at a -----
meeting in which a proposal to amend the articles of association is dealt with, -
a new meeting will be convened after at least fifteen days and within two -----
months following the first meeting. -----
In this meeting a resolution to amend the articles of association may be validly
adopted by a majority of at least two-thirds of the votes validly cast -----
notwithstanding the number of members present or represented. -----
3. At least five days prior to the meeting a copy of such proposal in which the ----
proposed amendment is recorded verbatim must be available for inspection by
the members at an appropriate location until after the day on which the -----
meeting is held. -----
4. The amendment will only take effect after having been laid down in a notarial -
deed. -----
Each board member will be authorised to have such deed executed. -----
5. The board members will be enjoined to submit a certified copy of the -----
amendment of the articles of association and the continuous text of the articles
of association following the amendment at the offices of the trade register of --
the Chamber of Commerce of the district within which the association has its --
registered office. -----

DISSOLUTION-----

Article 21-----

1. The general meeting will be authorised to dissolve the association. -----
The provisions of article 20 paragraph 1, 2 and 3 apply mutatis mutandis to ---
the resolution to dissolve the association. -----
2. The appropriation of any surplus following liquidation of the association -----
following its dissolution will be set in a resolution by the general meeting. ----
The provisions of article 20 paragraph 1, 2 and 3 will apply mutatis mutandis -
to this resolution. -----
3. The board will liquidate the association, unless the board appoint one or more
others as a liquidator. -----
4. Following its dissolution the association will continue to exist as far as -----
necessary for the liquidation of its assets. During liquidation the provisions of -
the articles of association will remain in effect as much as possible. -----
Documents and notifications sent by the association must contain the phrase -
"in liquidation" after its name. -----
5. The liquidation will end at the time the liquidator is no longer aware of any ----
assets being present. -----
6. The books and documents of the dissolved association must be kept during the
statutory term following the liquidation. The party designated by the -----
liquidators as such will be the keeper. -----

BYLAWS

Article 22

1. The general meeting may adopt and amend bylaws providing for issues this association charter does not or does not fully provide for.
2. Bylaws may not contain any provisions contrary to the law or these articles of association.

FINAL PROVISION

Article 23

The general meeting of the association will have all powers not vested in other bodies by law, these articles of association or any bylaws.

CONCLUDING STATEMENTS

- A. The board will comprise the following individuals for the first time:
 - board member: mister R.J.E. Jaspers, aforementioned, as secretary; and
 - board member: mister N.J. Lopes Cardozo, aforementioned, as chairman;
- B. The first financial year of the association will end on the thirty-first day of December two thousand eleven.

The appearers are known to me, the civil-law notary.

WHEREOF THIS DEED

executed in Eindhoven (the Netherlands) on the date stated in the preamble hereof.

I, the civil-law notary, stated and explained the gist of the deed to the appearers. The appearers declared not to appreciate a full reading of the deed and to have taken note of the contents of the deed and agree to it. After a limited reading, this deed was subsequently signed by the appearers and by me, the civil-law notary.