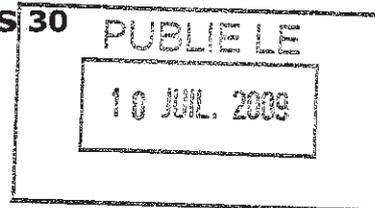


**EXTRAIT DU REGISTRE DES DÉLIBÉRATIONS**  
**DU CONSEIL DE LA COMMUNAUTÉ D'AGGLOMÉRATION DE L'ALBIGEOIS**

**SÉANCE DU 7 JUILLET 2009 À 18 HEURES 30**



N° 3 - 72 / 2009 : APPEL A PROJETS « PACK AGGLO BUSINESS »

**L'An Deux Mille Neuf, le 7 Juillet 2009**

Le Conseil de la Communauté d'Agglomération de l'Albigeois s'est réuni en Mairie d'Albi le Mardi 7 Juillet à 18 Heures 30 en séance publique, sur convocation de Monsieur Philippe BONNECARRÈRE, Président de la Communauté d'Agglomération de l'Albigeois.

Présidait la séance : Monsieur Philippe BONNECARRÈRE

Secrétaire : Monsieur Serge NEAU

**Membres présents :**

**Membres titulaires :** Mesdames, Messieurs, Philippe BONNECARRÈRE, Stéphanie GUIRAUD-CHAUMEIL, Christine DEVOISINS, Jean-Michel BOUAT, Geneviève PARMENTIER, Michèle BARRAU-SARTRES, Louis BARRET, Stephen JACKSON, Laurence PUJOL, Michel FOURNIALS, Michel FRANQUES, Dominique BILLET, Pierre DOAT, Thierry GINESTET, Robert GAUTHIER, Jean-Claude De LAPANOUSE, Dominique SANCHEZ, William NION, Gérard POUJADE, Anne-Marie ROSÉ, Thierry DUFOUR, Jacques LASSERRE, Maryse BERTRAND, Robert BOUDES, Michel DELPOUX, Serge NEAU, Jean-Philippe ROQUES.

**Membres suppléants votants :** Mesdames, Messieurs, Gisèle DEDIEU, Christelle GUILLAUMOT, Jean-Marie COUDERC, Pascal LAMESLE, Thierry MALLÉ, Blandine THUEL.

**Membres suppléants présents non votants :** Mesdames, Messieurs, Gérard FABRE, Marie-Claude DURAND, Alain GRIMAL, Alain LONG, Patrice MANGIONE, Eliane CARLES, Emmanuelle VIEILLEDENT.

**Membres excusés :**

**Membres titulaires :** Mesdames, Messieurs, Olivier BRAULT, Monique HUBERT, Patrick GARNIER, Paul JUAREZ, Sarah LAURENS, Christian CHAMAYOU, Claude JULIEN, Félix TORRÈS, Thierry ASTOULS, Bruno LADOUCETTE, Philippe HEIM, Michel TRÉBOSC, Viviane COMBES.

**Membres suppléants :** Mesdames, Messieurs, Naïma MARENGO, Laure SUDRE, Daniel GAUDEFROY, Pierre COSTES, Pierre-Yves LAMBOLEZ, Jean ESQUERRE, Frédéric ESQUEVIN, Marie-Louise AT, Bernard GILABERT, Marie-France DE TRUCHIS, Claude DEUTSCHMEYER, Michel ALBARÈDE, Françoise LESCURE, Christian MALGOUYRES, Michel ANDRAL, Robert PAGGI, Francine ALARY, Noël RAMON, Claude COSTES, Jean-Marc WISNIEWSKI, Benoît DELERIS, Jean-Charles BORGOMANO, Monique MILHAU, David KOWALCZYK, Marc DE GUALY, Dominique BALOUP, Jean MAURIÈS.

**Présents (titulaires, suppléants votants et suppléants non votants) : 40**

**Votants (titulaires, suppléants votants) : 33**



## **CONSEIL COMMUNAUTAIRE DU MARDI 7 JUILLET 2009**

### **N° 3 - 72 / 2009 : APPEL A PROJETS « PACK AGGLO BUSINESS »**

Pilote : Développement Economique

Autres services concernés : Direction Générale des Services  
Finances et Budget

#### **Monsieur Robert GAUTHIER, rapporteur,**

La situation économique particulièrement délicate contraint nombre d'entreprises à accorder une place déterminante au maintien et/ou développement de leur marché.

La Communauté d'Agglomération de l'Albigeois, compétente en matière de développement économique, souhaite accompagner les démarches volontaristes des entreprises albigeoises, tant industrielles que de services, en mettant à la disposition de ces dernières des outils efficaces destinés à relancer leur activité ou se développer.

La forme proposée est celle d'un appel à projets, ouvert à toutes les pme-pmi albigeoises des secteurs « industrie » et « services ». Après expertise du jury composé de représentants des chambres consulaires d'institutionnels régionaux et de personnalités qualifiées, les lauréats de l'appel à projets se verront proposer une campagne de télémarketing destinée à développer leur chiffre d'affaires, fidéliser leurs clients voire reconquérir des clients perdus.

Le prestataire de services pour cette campagne de télémarketing sera retenu dans le cadre d'un marché à procédure adaptée.

S'agissant d'aides publiques accordées à des entreprises, ces dernières s'inscrivent dans la réglementation dite « de minimis » et feront, à ce titre, l'objet d'une déclaration auprès de la Région.

Aussi je vous demanderais :

- D'approuver le lancement de l'appel à projets.
- De valider le cahier des charges joint à la présente délibération.
- D'autoriser la publication et la diffusion de l'appel à projets.
- D'approuver le lancement d'un Marché A Procédure Adaptée pour la sélection du prestataire de services.

#### **Le Conseil de Communauté d'Agglomération de l'Albigeois**

VU le Code Général des Collectivités Territoriales,

Considérant l'intérêt pour l'économie du territoire de la Communauté d'Agglomération de l'Albigeois de contribuer au développement du tissu économique.

VU l'avis favorable du bureau communautaire du 16 juin 2009.

**ENTENDU LE PRÉSENT EXPOSÉ,**



**APRÈS EN AVOIR DÉLIBÉRÉ, À L'UNANIMITÉ,**

☞ **APPROUVE** le lancement de l'appel à projets sur la base du cahier des charges proposé.

☞ **AUTORISE** la publication et la diffusion de l'appel à projets.

☞ **DECIDE** d'affecter une enveloppe de 30 000 € (trente mille euros) à l'opération proposée.

☞ **DIT** que les crédits nécessaires sont prévus aux chapitres 11 - fonction 90 - Article 6228.

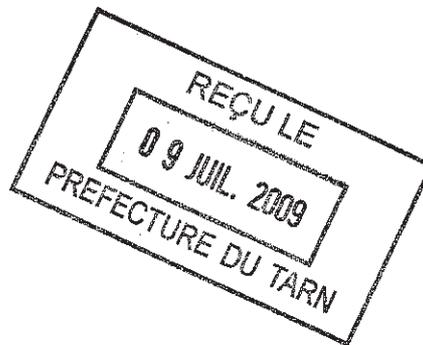
☞ **AUTORISE** Monsieur le Président à signer tout acte afférent à cette opération.

Pour extrait conforme,  
Fait le 7 Juillet 2009

Le Président,



Philippe BONNECARRÈRE







## PROGRAMME DE DEVELOPPEMENT ECONOMIQUE DE L'ALBIGEOIS

# APPEL A PROJET « PACK AGGLO BUSINESS »

### Cahier des charges

La Communauté d'Agglomération de l'Albigeois lance un appel à projets, ouvert à l'ensemble des entreprises disposant d'un établissement sur une des dix-sept communes membres.

#### 1 - Contexte

La situation économique particulièrement délicate contraint les entreprises à accorder une place encore plus importante au maintien et/ou développement de leur marché.

La Communauté d'Agglomération de l'Albigeois, compétente en matière de développement économique, souhaite accompagner les démarches volontaristes des pme-pmi albigeoises, tant industrielles que de services, en mettant à la disposition de ces dernières des ressources destinées à relancer leur activité ou se développer.

Sur la base des projets proposés par les entreprises, l'Agglomération de l'Albigeois et ses partenaires régional et départemental, prévoient de sélectionner les meilleurs dossiers et d'accompagner leur mise en œuvre via le financement de campagnes de télémarketing et ou télévente.

#### 2 - Entreprises éligibles

L'appel à projet s'adresse aux pme-pmi répondant aux deux conditions cumulatives :

- Avoir un établissement, et donc un SIRET, sur une des dix-sept communes de l'agglomération de l'albigeois ;
- Travailler sur un secteur d'activités du domaine « industrie » ou « services » ; ceci se traduira à travers le code APE-NAF (voir liste fournie en annexe)

Une même entreprise ne peut présenter plus d'un dossier de candidature.



## **2 – Catégories de concours**

Les projets présentés seront répartis dans une des trois catégories définies :

- Entreprises de 1 à 10 salariés
- Entreprises de 10 à 30 salariés
- Entreprises de plus de 30 salariés

Les entreprises postulent dans la catégorie correspondant au nombre de salariés rattachés aux établissements situés sur les dix-sept communes de l'Agglomération.

A l'issue de l'appel à projets, le comité de sélection retiendra un nombre minimal de trois lauréats : un lauréat par catégorie ouverte. Dans le cas, exceptionnel, où un nombre insuffisant de projets soit déposé dans une catégorie, le comité pourra décider de fusionner deux catégories contiguës, auquel cas il retiendra deux lauréats au titre de la catégorie nouvellement créée.

Le comité se réserve enfin le droit de désigner un quatrième lauréat, dans le cas où deux dossiers d'une même catégorie ne pourraient être aisément départagés.

## **4 - Sélection des lauréats**

Le comité de sélection est présidé par le Président de la Communauté d'Agglomération de l'Albigeois. Il est constitué de représentants des chambres consulaires, d'institutionnels régionaux et/ou locaux et de représentants qualifiés.

Ce comité de sélection pourra s'appuyer sur un groupe d'experts nommés intuitu personae par le Président du comité de sélection. Ce groupe d'experts aura alors pour mission d'analyser les candidatures présentées sur la base d'une grille d'évaluation commune et émettre un avis consultatif.

Les candidatures seront appréciées au regard :

- De la qualité du dossier présenté au regard de l'objectif de développement commercial sous-tendu par l'appel à projet
- De la valeur ajoutée d'une action de campagne de télémarketing par rapport à la stratégie énoncée par l'entreprise et à ses capacités
- De l'accompagnement que l'entreprise prévoit d'apporter à la mise en œuvre de cette action
- De la présentation générale de la candidature,

## **5 - Campagnes de télémarketing**

Les lauréats bénéficieront d'un droit de tirage, exprimé en k€ (kilo Euros) auprès d'un prestataire de services qui aura été préalablement sélectionné par l'Agglomération suivant les réglementations en vigueur. Ce droit de tirage prendra la forme d'une, voire plusieurs, campagnes de télémarketing financées par l'Agglomération de l'Albigeois et réalisées par le



prestataire pour le compte de l'entreprise-lauréate. Les campagnes de télémarketing devront être conformes au projet tel qu'il a été présenté à l'approbation du jury.

La prestation couvrira les actions obligatoires suivantes:

- Définition, entre le prestataire et le lauréat, des modalités de réalisation de la campagne de télémarketing;
- Etablissement d'un argumentaire ou « kit de conversation argumentée »
- Lancement de la campagne d'appels destinée, par exemple, à la prise de rendez-vous d'affaires et/ou à la contractualisation directe par téléphone (suivant l'option retenue) ;
- Etablissement d'un bilan qualitatif/quantitatif de fin de campagne

En fonction de l'avancement de la définition de l'action par le lauréat et du souhait de l'entreprise, la prestation pourra également inclure des actions complémentaires :

- Constitution de la cible de prospects et/ou clients à contacter ;
- Etablissement de bilans intermédiaires.

Le lauréat s'engage à collaborer à la mise en œuvre de l'opération et fournira, au prestataire, toutes les informations requises pour sa bonne réalisation; il en va notamment des données relatives aux cibles marketing ou encore des éléments d'argumentation nécessaires aux téléconseillers pour réaliser les appels sur la cible prédéfinie.

La mise en œuvre du pack de campagne télémarketing devra avoir été clôturée au plus tard fin mars 2010.

## 6 - Calendrier de mise en œuvre de l'appel à projets

Un seul appel à projet est prévu : toutes les entreprises candidates sont donc invitées à déposer leur dossier avant le 8 septembre 2009.

Toutefois, la sélection pourrait s'effectuer en deux phases en cas de nombre de dossiers insuffisants ou s'il devait apparaître au premier examen que certains projets ne présentaient pas le degré de maturité/qualité requis. Les entreprises correspondantes disposeraient alors d'un délai supplémentaire de 30 jours à l'issue de la sélection pour retravailler leur candidature.

**Date limite pour le dépôt des candidatures : 8 septembre 2009 à minuit**

Le cas échéant, dépôt des candidatures retravaillées : 7 octobre 2009 à minuit

La date limite de sélection des lauréats est arrêtée au 30 octobre 2009.

Les candidats recevront une notification électronique (courriel) de la décision du jury quant à la suite donnée au projet qu'ils ont présenté.



## 7 - Dossier de candidature

Le contenu du dossier de candidature inclut :

- Le formulaire de candidature, dûment rempli;
- Tout document que l'entreprise jugera bon d'annexer et pouvant permettre au jury d'apprécier la qualité du projet ;

La candidature est à déposer :

- Soit en « exemplaire électronique » (courriel) auprès de l'Agglomération de l'Albigeois à l'adresse suivante : [conomie@grand-albigeois.fr](mailto:conomie@grand-albigeois.fr) - Il est vivement conseillé d'inclure un accusé de réception, ou mieux une demande de confirmation de lecture, à l'occasion de l'envoi du mail ;
- Soit sous forme d'un « dossier papier », à adresser à :  
Monsieur le Président  
Communauté d'Agglomération de l'Albigeois  
Parc François Mitterrand  
81160 Saint Juéry

Tout dossier incomplet sera rejeté.

## 8 - Clauses de confidentialité et de communication

L'entreprise candidate, dans le cas où son projet soit retenu, autorise la Communauté d'Agglomération de l'Albigeois et ses partenaires à communiquer sur ce dernier, vis-à-vis des acteurs économiques, institutionnels, des media ou encore du grand-public.

L'Agglomération de l'Albigeois et ses partenaires s'engagent à ne pas communiquer ou diffuser d'informations relevant du secret des affaires ou de la relation commerciale entre un client et son fournisseur, sans avoir obtenu préalablement un accord d'un représentant de l'entreprise.

Sur demande du(es) lauréat(s), une clause de confidentialité pourra être signée entre l'entreprise lauréate d'un côté, le prestataire de télémarketing et/ou l'agglomération de l'autre côté.

L'entreprise s'engage également à fournir à la Communauté d'Agglomération de l'Albigeois un résultat quantitatif et qualitatif de l'action de télémarketing, et ce dans un délai de trois mois à compter de la fin de la campagne menée par le prestataire.

## 9 – Aides

Le dispositif envisagé consiste à apporter un soutien aux entreprises sélectionnées, ce qui le place dans le contexte des aides économiques aux entreprises. Lors de l'attribution de cette aide relevant du système dit « de minimis », l'entreprise bénéficiaire devra certifier que le montant total cumulé d'aides de cette nature ne dépasse pas le montant en vigueur, à savoir 200 000€ sur les trois derniers exercices.

Conformément aux dispositions en vigueur, les aides feront l'objet d'une déclaration auprès des services de la Région Midi-Pyrénées.



## **ANNEXE 1 : LISTE DES CODES APE ACCEPTES POUR POUVOIR CANDIDATER**

**Les deux premières lettres du CODE APE dont doit disposer l'entreprise doivent impérativement être présentes dans la liste ci-dessous :**

### **INDUSTRIE**

- 01 Produits de l'agriculture et de la chasse et services annexes
  - 02 Produits sylvicoles et services annexes
  - 03 Produits de la pêche et de l'aquaculture ; services de soutien à la pêche
  - 05 Houille et lignite
  - 06 Pétrole brut et gaz naturel
  - 07 Minerais métalliques
  - 08 Autres produits des industries extractives
  - 09 Services de soutien aux industries extractives
  - 10 Produits des industries alimentaires
  - 11 Boissons
  - 12 Produits du tabac
  - 13 Produits de l'industrie textile
  - 14 Articles d'habillement
  - 15 Cuir et articles en cuir
  - 16 Bois, articles en bois et en liège, à l'exclusion des meubles ; articles de sparterie et de vannerie
  - 17 Papiers et cartons
  - 18 Travaux d'impression et de reproduction, produits imprimés
  - 19 Produits de la cokéfaction et du raffinage
  - 20 Produits chimiques
  - 21 Produits pharmaceutiques de base et préparations pharmaceutiques
  - 22 Produits en caoutchouc et en plastique
  - 23 Autres produits minéraux non métalliques
  - 24 Produits métallurgiques
  - 25 Produits du travail des métaux, à l'exclusion des machines et équipements
  - 26 Équipements informatiques, électroniques et optiques
  - 27 Matériels électriques
  - 28 Machines et équipements n.c.a.
  - 29 Véhicules automobiles, remorques et semi-remorques
  - 30 Autres matériels de transport
  - 31 Meubles
  - 32 Autres produits manufacturés
  - 33 Réparation et installation de machines et d'équipements
  - 35 Electricité, gaz, vapeur et air conditionné
  - 36 Eau naturelle ; traitement et distribution d'eau
  - 37 Assainissement ; boues d'épuration
  - 38 Collecte, traitement et élimination des déchets ; récupération de matériaux
  - 39 Dépollution et autre traitement des déchets
- 

### **BÂTIMENT-TRAVAUX PUBLICS**

- 41 Bâtiments et travaux de construction de bâtiments
- 42 Ouvrages et travaux de construction de génie civil



### 43 Travaux de construction spécialisés

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#### SERVICES

- 49 Transports terrestres et transports par conduites
- 50 Transport par eau
- 51 Transports aériens
- 52 Entreposage et services auxiliaires des transports
- 53 Services de poste et de courrier
- 55 Services d'hébergement
- 56 Services de restauration
- 58 Edition
- 59 Production de films cinématographiques, vidéos et émissions de télévision ; enregistrement sonore et édition musicale
- 60 Programmation et diffusion
- 61 Services de télécommunications
- 62 Programmation informatique, conseils et activités connexes
- 63 Services d'information
- 64 Services financiers, à l'exclusion des assurances et caisses de retraite
- 65 Services d'assurance, de réassurance et de caisses de retraite, à l'exclusion de la sécurité sociale obligatoire
- 66 Services auxiliaires aux services financiers et aux assurances
- 68 Services immobiliers
- 69 Services juridiques et comptables
- 70 Services de sièges sociaux ; services de conseil en gestion
- 71 Services d'architecture et d'ingénierie ; services d'essais et analyses techniques
- 72 Services de recherche et développement scientifique
- 73 Services de publicité et d'études de marché
- 74 Autres services professionnels, scientifiques et techniques
- 77 Location et location-bail
- 79 Services des agences de voyage, voyagistes et autres services de réservation
- 80 Services de sécurité et d'enquête
- 81 Services relatifs aux bâtiments et aménagement paysager
- 86 Services de santé humaine
- 87 Services de soins résidentiels
- 88 Services d'action sociale sans hébergement
- 90 Services créatifs, artistiques et du spectacle
- 95 Services de réparation d'ordinateurs et de biens personnels et domestiques
- 96 Autres services personnels
- 97 Services des ménages en tant qu'employeurs de personnel domestique
- 98 Biens et services divers produits par les ménages privés pour leur consommation propre



## DOSSIER DE CANDIDATURE

### Données sur l'Entreprise

Raison sociale :

SIRET :

Code APE (NAF) :

Nombre d'employés de l'établissement :

### Adresse de l'entreprise

Voie et n° dans la voie :

Code postal :

Commune :

Nom/Prénom du mandataire social :

### Responsable du projet au sein de l'entreprise

Nom/Prénom :

Téléphone :

Mail :

Portable :

### Descriptif du projet présenté

Objectif poursuivi

(cocher une ou plusieurs cases)

Conquête de nouveaux clients :

Fidélisation des clients :

Récupération de clients perdus :

Vente de services du catalogue :

Vente de nouveaux services :

Autre :  préciser :

Nombre de clients nouveaux

Nombre de prospects

Nombre de clients fidélisés

Nombre de services vendus

Nombre de services proposés

Chiffre d'affaires supplémentaire



Envisagez-vous que le prestataire de télémarketing puisse vendre directement par téléphone ?

Oui

Non

Non applicable

### Cible marketing

Disposez-vous d'un fichier exhaustif des prospects/clients à appeler ?

Si oui, ce fichier contient-il toutes les données (nom, prénom, téléphone, fonction, ...) à jour

Si non, prévoyez-vous de le mettre à jour avant le début de l'opération ?

Pouvez-vous nous décrire quelle serait la cible des personnes/entreprises à appeler ?

Avez-vous identifié un cœur de cible prioritaire au sein de cette cible ?

Remarques éventuelles :

### Prérequis et facteurs de succès

Quels prérequis avez-vous identifié comme indispensable au succès de l'action que vous proposez ?



Quels seraient les éléments à prendre en compte pour maximiser l'efficacité de cette opération ?

**Descriptif le plus détaillé possible du projet de l'entreprise**

Pensez à aborder le cadre dans lequel cette action s'inscrirait au sein de l'entreprise, les actions préalables lancées par l'entreprise ainsi que celles complémentaires que l'entreprise pourrait mettre en œuvre, l'impact escompté en terme économique et social.



Descriptif – Suite

(rajouter autant de feuillets que de besoin)





## EUROPEAN BUSINESS & INNOVATION CENTRE NETWORK

### STATUTES

#### SECTION I – NAME- REGISTERED OFFICE – OBJECTS – DURATION

##### Article 1 – Name

An international association under Belgian Law is hereby established, governed by the law of 27<sup>th</sup> June 1921 (twenty-seventh of June, Nineteen hundred and twenty-one), and amended by the law of 2d May 2002 (second of May, two-thousand and two) , entitled "European Business and Innovation Centre Network", and abbreviated as "E.B.N."

##### Article 2 – Registered Office

The registered office of the Association is located in Brussels, Belgium, but may be transferred to any other place at the discretion of the Board of Directors, duly published in the appendices to the Belgian Monitor in the same month. The term "Brussels" includes all boroughs of the "Region of Bruxelles-Capitale".

##### Article 3 – Objects

The Association is an international non-profit making organisation. All funds available to the Association will be devoted to the pursuit of the Association's aims and objects. Its main object is to promote the growth of Business and Innovation Centres both within and outside the European Union (EU), the aim of which is to set up new small or medium-sized enterprises (SMEs) and/or new activities within existing SMEs based on new ideas with growth potential. It will mobilize any system, service or activity, which may directly or indirectly assist its members in achieving their objectives with optimum professionalism and efficiency. The Association is permitted to purchase and dispose of assets solely for the purpose of achieving its objects.

##### Article 4 – Duration

The Association is established for an indefinite duration and may be dissolved at any given moment in accordance with the law and its Statutes.

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*European Business & Innovation Centre Network (EBN)*  
Avenue de Tervuren, 168 Bte 25  
B – 1150 Bruxelles  
Tel : + 32 2 772 89 00 / Fax : + 32 2 772 95 74  
E-mail : [ebn@ebn.be](mailto:ebn@ebn.be) / <http://www.ebn.be>

## **SECTION II – MEMBERS**

### **Article 5 – General Membership**

Natural persons, associations and all types of organization are eligible to join the Association.

The Association comprises:

- Honorary members
- Full members
- Associate members
- Exchange members

There is no limit on the number of members. There may not, however, be fewer than three, at least one of which must be of Belgian nationality.

### **Article 6 – Honorary Membership**

Honorary membership is conferred by the General Meeting, at the proposal of the Board of Directors, on natural persons, companies, associations or organizations, which have taken an active part in the development of, or made an important contribution to, the Association.

### **Article 7 – Full Membership**

Organizations operating as Business and Innovation Centres, the common aim of which is to create new SMEs and new activities within existing SMEs based on new ideas with growth potential, may become full members, whereby they will only be considered to be full members if they act and develop their activities in line with the concept of the Business and Innovation Centre, as defined by EBN internal regulations and by the criteria laid down by the European Commission within the framework of the EC-BIC figurative and registered trademark and the corresponding Quality system.

The definition of the BIC concept, as defined by the quality system (for detailed criteria, please refer to the Quality System) being as follows:

“BICs are Regional/Local Economic Development Tools aimed at developing entrepreneurial innovation. Depending on the characteristics of the territory and of the existing actors, BICs may place emphasis on fostering the creation of new innovative enterprises and/or developing innovation in existing enterprises.

BICs must work in a specific catchment area, be acknowledged by public authorities who are relevant within the framework of their mission, be either public or private but preferably public/private, work in coordination with other support organisations, have an allocated budget, have a clear positioning, strategy and action plan aimed at creating new jobs through the creation of innovative companies or bringing forward existing companies, have identified premises (a BIC may be hosted by a bigger organisation) and have an identified staff (with the appropriate skills and the experience required for the deployment of the BIC mission) of at least 3 people full time.

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*European Business & Innovation Centre Network (EBN)*

*Avenue de Tervuren, 168 Bte 25*

*B – 1150 Bruxelles*

*Tel : + 32 2 772 89 00 / Fax : + 32 2 772 95 74*

*E-mail : [ebn@ebn.be](mailto:ebn@ebn.be) / <http://www.ebn.be>*

*EBN statutes*

BICs must support regional/local authorities in designing and implementing local development programmes aimed at creating new innovative SMEs and/or bringing forward existing SMEs. BICs' missions are to accelerate the generation of new innovative enterprises, to provide integrated incubation support to start-ups and spin-offs, to stimulate and mentor innovation projects in developing SMEs, and to create awareness for entrepreneurship, innovation and internationalisation at regional and local communities level".

#### **Article 8 – Associate Membership**

Natural or legal persons likely to support the activity of the Association or exercise a favourable influence on it may become associate members. Financial institutions; banks, industrial and commercial enterprises, professional bodies, national and regional development companies, consultancy firms, experts, universities, research centres, technology parks, other similar entities are eligible for associate membership.

#### **Article 9 – Exchange membership**

Exchange membership is available only to organizations working towards economic development in the widest sense of the term, and with which EBN expects to maintain relations of a collaborative nature. The Board will define in writing the objectives of the proposed collaboration, which may be limited to the exchange of information. Exchange members are not required to pay a subscription fee.

#### **Article 10 – Membership application**

All applicants for full or associate membership must be made in writing to the Association and submitted to the Board of Directors for examination. The applicant must state in his application that he agrees to:

- Abide by these Statutes and the internal regulations;
- Pay the annual subscription fees throughout his membership;
- Observe the rules of conduct of the Association.

The Board of Directors will establish the procedure governing the admission of members. Applicants for membership of the Association are required to divulge to the Association, in confidence, any information which may reasonably and fairly be requested of them by the Board of Directors.

The proposal for granting **Honorary Membership** will be submitted to the Board of Directors by one or more members of the Board or of the Executive Committee.

In case of agreement of the Board, the Chairman will contact the concerned individual and, providing he accepts, will confirm in writing to him the Board's decision to submit his access to Honorary Membership to the General Assembly. The Honorary Members are not required to pay a subscription fee.

The applications for Exchange Membership can take any form of written proposal containing the base of a well balanced bilateral cooperation, at least materialized by an exchange of information and realized through a reciprocal membership without payment of subscription fees.

The proposals for admission of **Exchange Members** will be submitted to the approval of the Board. The membership will be effective as soon as the reciprocity will be materialized.

#### **Article 11 – Examination of eligibility**

The Board of Directors will examine the eligibility of the applicant on the basis of this application for membership and in accordance with the conditions stipulated under Article 10 above and will lay down any special conditions governing his admission. The Board of Directors may delegate this examination and this decision to the Executive Committee (see article 21).

If the Board of Directors approves the application for membership, the applicant becomes a full or associate member, as applicable, on receipt by the Association of the relevant fees and subscription.

#### **Article 12- Loss of membership**

All members are entitled to resign from the Association by submitting a letter of resignation to the Board of Directors. However, their resignation will have no effect whatsoever on the member's obligation to pay outstanding or current subscriptions or any other sum due.

Any full or associate member who has not paid the subscription owed by him within three months of a reminder sent to him by registered letter is deemed to have resigned, unless an ad-hoc repayment schedule is agreed with the EBN management.

A member may be expelled by the General Meeting, solely at the proposal of the Board of Directors, for failure to observe the Statutes, the internal regulations, the obligations of the EC-BIC figurative and registered trademark and the corresponding Quality system (as far as Full Members are concerned), or the rules of conduct or on any other legitimate grounds. At the next General Meeting, there must be a majority vote of two thirds of the members present or represented, and the member in question is allowed first to state his case, if he so requests, but does not take part in vote.

The Board of Directors may, pending the decision of the next General Meeting, suspend any member guilty of serious violation of the Statutes, the internal regulations, the rules of conduct or honour or property.

Any member who has resigned or been expelled and the beneficiaries of any member who has resigned, been expelled or died have no claim against the assets to the Association.

Any Exchange Member who does not respect the agreed terms of reciprocity within 3 months of a reminder sent to him by registered letter is deemed to have resigned.

### **SECTION III – GENERAL MEETING**

#### **Article 13 – Authority of the General Meeting**

The General Meeting will have the authority to execute any legal deed necessary or conducive to the achievement of the objects of the Association. The following matters in particular come within its remit:

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- a) election of directors;
- b) amendment to the articles of association and dissolution of the Association;
- c) approval of the budget and the accounts;
- d) determination of the amount of the annual subscription;
- e) approval of the administration of the Board of Directors and discharge of the Directors;
- f) expulsion of members at the proposal of the Board.

#### **Article 14 – Ordinary and Extraordinary General Meetings**

An Annual General Meeting, the date, time and place of which will be appointed by the Board of Directors, will be held within six months of the close of the financial year.

The President of the Board of Directors will convene an Extraordinary General Meeting at the request of a minimum of one half of the Board of Directors or a minimum of one third of the full members.

#### **Article 15 – Invitation to attend**

A written invitation stating the date, time, place and agenda will be sent to all members of the Association by fax or e-mail, to be confirmed by letter, at least four weeks before the date set for an Ordinary General Meeting and at least two weeks before the date set for an Extraordinary General Meeting.

#### **Article 16 – Composition – Vote**

The General Meeting is composed of all fully paid-up full and associate members of the Association.

Each full member has the right to one vote and may give written power of proxy to another full member to represent him at the General Meeting. The proxy is invested with the widest authority to represent the member in question and may vote on his behalf on all items on the agenda of the General Meeting.

Associate members are only entitled to vote in elections for associate members to the Board of Directors, as stipulates under Article 20. Each associate member has the right to one vote only and may give power of proxy to another full or associate member to represent him at such election. No full or associate member may represent more than two other members.

The Board of Directors may organize consultation by correspondence on matters, which may or may not be subject to the decision of the General Meeting, the results of which, in the case of matters subjects to the decision of the General Meeting, must be confirmed by the Meeting before being applied definitively.

#### **Article 17 – Quorum and Majority**

The General Meeting is quorate if a minimum of one third of the fully paid-up Full Members are present or represented by proxy, unless the law or these Statutes state otherwise.

If there is no quorum, a second General Meeting with the same agenda will be convened. This second Meeting is quorate irrespective of the number of full members present or represented by proxy and may be convened on the same day and at the same place as the General Meeting it follows.

Resolutions are passed by simple majority of the votes present or represented, by proxy, unless the law or these Statutes state otherwise.

#### **Article 18 – Organization of the Meeting**

The General Meeting is chaired by the President of the Board of Directors or, in his absence, by the oldest Vice-President or another Director appointed by the full members present or represented by proxy.

The President appoints a Secretary, normally the Chief Executive Officer, and the Meeting appoints two Returning Officers. The President, the Secretary and the Returning Officers form the Committee, the role of which is to:

- ensure that the Meeting proceeds correctly, especially with regard to proxies and votes;
- certify the accuracy of the minutes.

#### **Article 19 – Minutes**

The resolutions of the General Meeting are entered in the minute book and signed by the President and the Secretary. This book is kept at the registered office and may be consulted there by all members, but may not be removed.

A copy of the minutes will be sent to any member who so requests.

### **SECTION IV – BOARD OF DIRECTORS**

#### **Article 20 – Board of Directors**

##### **20.1 Composition**

The Association is administered by a Board composed of full and associate members elected by the General Meeting.

##### **20.2 General**

The members of the Board are natural persons, whose term of office ends automatically when the duties to which they have been elected within the body, which they represent come to an end during their term of office.

Directors do not incur any personal liability pursuant to their function and are only responsible for the execution of their mandate, which is fulfilled free of charge.

##### **20.3 Directors representing full members**

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### **20.3.1 Principle of national representation for EU-countries**

Members belonging to a Member State of the European Union are entitled to be represented on the Board by a director. No country may have more than one director representing full members.

### **20.3.2 Directors representing full members for non EU-countries**

Full members not governed by the term of article 20.3.1 above will have the right to be represented on the Board by one Director.

The said director must be elected from the nationals of countries other than those covered by Article 20.3.1 above.

### **20.3.3 Eligibility**

Directors representing full members must be full-time Chief Executive Officers (or an equivalent function) of Business and Innovation Centres or of organizations operating as a Business and Innovation Centre, and have held this position for a minimum of one year at the moment of their election. They must have a working knowledge of the English language in order to be able to take an active part in debates.

## **20.4 Directors representing associate members**

Associate members will be represented by two directors. No more than one associate member by State will be elected to the Board, irrespective of whether the State is a member or non-member of the European Union.

## **20.5 Joint provisions governing all directors**

### **20.5.1 Candidacy**

All full or associate members standing for election to the post of the director must submit their candidacy in writing.

The said candidacy must be proposed, likewise in writing, by four other members, who will vouch for the ability and willingness of the candidate to serve the Association efficiently.

These sponsors must be full members for full members standing for election and may be full or associate members for associate members standing for election.

Candidates and sponsors alike shall take full advantage of their rights within the Association and must, in particular, be fully paid-up members.

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*EBN statutes*

In the event that several candidates register in the same State, the nationals of that country will be invited to express their preference beforehand, in an advisory capacity. In the event that several candidates are retained, this preference on the part of the nationals will be communicated without comment to the members of the Association during the voting procedure.

### **20.5.2 Election**

Full members standing for election to the Board of Directors will be elected by the full members alone. Associate members will be elected by both full and associate members.

### **20.5.3 Terms of office**

#### **20.5.3.1 Duration**

Terms of office have duration of three years. The term of the office of an outgoing Director ceases immediately on closure of the General Meeting which held the re-election

#### **20.5.3.2 Extension**

The term of office of a Director may be extended only once, so that a single person may not hold more than two consecutive terms of office. By exceptional circumstances, the terms of office can be extended by the General Meeting.

#### **20.5.3.3 President**

The President, as a member of the Board of Directors, is governed by the provision for all Directors with the single exclusion of the extension of the terms of office. Irrespectively of the situation in which the elected President would be, it is agreed that an extension of the term of office is granted to guaranty a term of office of maximum three years, subject to an annual confirmation by the Board of Directors.

### **20.5.4 Dismissal**

Directors may be dismissed at any given moment by a majority of two thirds of the votes of the General Meeting, whereby the resolution of dismissal may be passed only after debate, express notice of which is given in the invitation to attend.

### **20.5.5 Resignation - Incapacity**

In the event of the resignation of a Director or his incapacity to fulfil his mandate, the other Directors may appoint a Director of the same category as far as Associate Members and Full Members from non-EU countries are concerned (irrespectively of their nationality) and of the same nationality and category (as far as Full members from EU-countries are concerned), who will complete the term of office of his predecessor, subject to ratification by the next General Meeting. The new Director may serve a two times three years mandate from the next General Meeting.

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## Article 21 – Authority and Delegation of Authority

The Board of Directors is invested with full authority to administer and manage the Association, with the exception of those responsibilities specifically attributed to the General Meeting, and will be responsible for drawing up the internal regulations and rules of conduct of the Association, by which all members will be bound.

The new Board will meet immediately after the closure of the General Meeting and will appoint one member of the Board as President, who will chair official meetings, as stipulated in Article 22 below, and official functions organized by the Association.

The Board will also appoint ten (10) of its members to an Executive Committee, which will comprise:

- the elected President;
- four directors representing the full members of those States which, not counting that of the President, have the largest number of full members;
- five other directors from the Board, irrespectively if they are full or associate members representatives

The President will ensure that these appointments are rotated between the various countries, so that, in time, as many countries as possible are represented on the Executive Committee.

The Executive Committee will appoint one or more of its members to act as Vice-Presidents to the Association, whose role is to deputize for the President when required, in accordance with the provisions of these Statutes and the internal regulations. In the event of the resignation or of the incapacity of the President to fulfil his mandate, it is recommended that a Vice-President will terminate the mandate of President until next Annual General Meeting, upon agreement of the Board of Directors.

In addition, the Board or the Executive Committee may, at its own responsibility, confer specific authority on one or more persons or Committee(s).

The Executive Committee is responsible for the supervision of the Chief Executive Officer of EBN, and will give him its full support. It will prepare Association policy proposals and oversee their implementation following approval.

## Article 22 – Meetings, quorum and majority

The Board of Directors enters office immediately after the Meeting which elected it.

The Board of Directors meets at the invitation of the President at least twice a year.

The Executive Committee meets at least every three months or at the request of the President or at the request of half of the Executive Committee.

The President chairs the General Meetings, the meetings of the Board of Directors and Executive Committee.

Meetings of the Board are reaching the quorum only if at least one half of its members are present or represented by proxy.

The resolutions of the Board of Directors are passed by a majority of the votes cast by the Directors present or represented by proxy. In the event of a tied vote, the President or the Director deputizing for him has the deciding vote.

Any Director unable to attend or absent may delegate another Director by letter, e-mail or fax to represent him at the Board Meetings and vote in his place and on his behalf, in which case the delegate is deemed to be present. Each Director may hold one proxy only.

Any member of the Board who does not attend three consecutive meetings without what the Board of Directors considers to be a valid excuse, may be deemed to have resigned.

Invitations to attend, which contain the agenda, are made by fax, telephone or e-mail, and are confirmed by letter, at least 14 days before the Board Meeting.

A resolution signed by all the Directors in office will have the same validity as one taken after discussion by the Board of Directors.

#### **Article 23 – Representation of the Association**

All deeds which the Association are signed, with the exception of delegation of authority under Article 21 of these Statutes, duly published in the appendices to the Belgian Monitor, by the President of the Board of Directors and a Director, who are not required to justify to third parties the authority conferred on them for this purpose.

Legal action, be it as plaintiff or defendant, is conducted by the Board of Directors, represented by its President or by a Director appointed for the purpose by the Board of Directors.

#### **Article 24 – Minutes**

The resolutions of the Board of Directors are recorded in minutes signed by the President and a Director and kept in a minute book.

A copy of the minutes of each meeting is sent to each member of the Board of Directors.

The minute book will be kept at the Association secretariat.

#### **Article 25 – Committees – Commissions – Working Parties**

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*EBN statutes*

In accordance with Article 21, the Board of Directors may set up within the Association any Committees, Commissions or Working Parties, which it considers necessary to further its objects. These Committees, Commissions or Working Parties will exercise the authority delegated to them by resolution of the Board of Directors. Each Committee, Commission or Working Party must include at least one Director.

#### **Article 26 – Personnel**

The Association will have a permanent Chief Executive Officer and staff. The Chief Executive Officer will be invited by the President to be the secretary to the General Meeting and will usually attend, but without right to vote at the meeting of the Board of Directors and the Executive Committee.

### **SECTION V – COMPANY ACCOUNTS – FUNDS**

#### **Article 27 – Company Accounts**

The financial year closes on 31<sup>st</sup> December of each year. The Association accounts will be examined at the close of each financial year by a Company of Auditors appointed for the purpose for a period of three years by the Board of Directors, which will also stipulate the fees.

The Board is required to submit the accounts of the previous financial year and the budget for the forthcoming financial year for the approval of the Ordinary General Meeting.

#### **Article 28 – Funds**

The Association will be financed by the annual membership subscriptions, private or public contributions and payments for services rendered within the context of the Association's objects, which must be approved by the General Meeting.

Any amendment to the amount payable in annual subscriptions fees by a member is decided by the General Meeting.

### **SECTION VI – AMENDMENT TO THE STATUTES – DISSOLUTION**

#### **Article 29 – Amendment to the Statutes**

Without prejudice to the law of 2d May 2002, any proposal to amend the statutes must be made by the Board of Directors or by a minimum of two thirds of the full members of the Association.

The Meeting must represent 2/3 of the full members, either in person or by proxy. If there is no quorum, a second Meeting convened in accordance with the provisions of Article 14 of these Statutes

may vote on the matter irrespective of the number of full members present or represented by proxy at that General Meeting.

In order to be accepted, the amendment must obtain 2/3 of the valid votes cast.

Amendments to the Statutes become valid after approval by royal decree and on fulfilment of the conditions of the law of 2d May 2002, and its article governing publicity.

### **Article 30 – Dissolution**

The dissolution of the Association may be decreed only by a General Meeting specially convened for that purpose, which meets under the conditions governing amendments to the Statutes.

In the event of dissolution, the General Meeting will appoint one or more receivers, define their powers and determine the distribution of the Association's assets in accordance with the following:

The funds, investments and other assets of the Association will be distributed amongst the full members of the Association on the basis of the number of years during which they have been members of the Association, once all debts and obligations of whatsoever nature have been discharge, if necessary by the members.

## **SECTION VII – WORKING LANGUAGES AND GENERAL REGULATIONS**

### **Article 31 – Working languages**

English will be the working language of the Association.

All documents intended for publication in the appendices of the Belgian Monitor will be written in French. An English translation will always be available. In the event of discrepancy between the French and English versions of above-mentioned published documents, the French version alone will be definitive.

### **Article 32 – General regulations**

All matters not expressly governed by these Statutes will be governed in accordance with Belgian legislation.

## **SECTION VIII – TEMPORARY PROVISIONS**

### **Article 33 – Validity**

These Statutes will become valid on adoption by the Extraordinary General Meeting convened for that purpose.

However, the articles 20.3, 20.4, 21 and 22 of these statutes, ruling the representativity of the Members at the Board of Directors and Executive Committee, will come into force at the General meeting of the year 2006 (on 30<sup>th</sup> June 2006 at the latest), so that there will be one year of transition allowing these specific modifications to be implemented.

**Article 34 – Terms of office of the Directors**

In all events, all the Directors having been elected or re-elected during the Annual General Meeting of 19<sup>th</sup> May 2005 or at former AGMs will continue and complete normally their terms of office until its end.

Nantes, 19<sup>th</sup> May 2005

