



By Laws ScimPulse

As in addition to the statute

By laws act as addition to the statute to ensure Governance and full transparency on policy and procedure regarding the operations of the Foundation.

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1. Definitions

In these regulations definitions shall apply:

- **Foundation** : SCImPULSE, established in Maastricht, registered with the Chamber of Commerce under number 57942048;
- **the statute** , the statutes of the foundation , as laid down in an Act passed by the first of May 2013, at Metis Notarissen, Sittard;
- **the board**: the board of the foundation under Article 3 of the Statute, containing the founders of the Foundation as mentioned in the statute;
- **the Board of Advisors**: the Board of Advisors of the Foundation as defined in article 9 of the statute
- **event**: activities which enable the projects and contribute to the sustainability of the foundation.
- **projects**: activities in the context of achieving the objectives of the foundation
- **volunteer**: people which contribute to the foundation in kind
- **donators**: people and organizations which make resources available to the foundation in kind.
- **fellows**: those subjects (individuals) that are endorsed by SCImPULSE and enter a bilateral agreement (contract?) under which they would be entitled to support (living expenses, research material, travels,...) in exchange for committing their time to a research project of mutual interest
- **associates**: those subjects (individuals) that enter a formal cooperation with SCImPULSE on specific activities, which might be related to a project or transversal to a number of projects
- **partners**: those subjects (individuals or legal entities) that enter a bilateral agreement (contract?) with SCImPULSE under which commit significant resources to the development of a roadmap/project.

2. Policy:

General

The policy is derived from strategy which is documented in a strategic document. Strategy is set out by the board members and is reviewed once a year in November:

- This policy is updated and reviewed annually, together with strategy .
- each new version of a policy is in effect at the time it was approved, unanimously, by the board
- the policy contains (or is complemented by) an annual plan and an annual budget.

Volunteer Policy .

Volunteers can be asked to contribute in an activity of the foundation:

- They are appointed by the board, after screening, by majority of votes
- They are obliged to sign the memorandum of understanding and a data agreement for confidentiality
- If funds are available they are entitled to a volunteer remuneration and coverage of their costs.
- There can never be a claim from a volunteer to the foundation regarding remuneration or deployment.
- Scimpulse does not have an insurance policy for volunteers. Volunteers first, on their own initiative, have to check if their activities for the Foundation are covered by their own insurance. In those cases their insurance does not provide coverage, volunteers have to bring this to the table of the board. The board will decide on the insurance.
- we expect the volunteers to represent the foundation in such a way it will not be harmed in any way
- a volunteer can become inactive when the majority of the board decides on it

3. Duties and responsibilities of board members

The board:

- Consist of an odd number of members, with a minimum of 3
- Manages and represents the foundation ;
- Decided in ad hoc situations individually on spending up to 2.500 euros;
- Is not authorized to enter into loans;
- Acts within the framework, laid down in the policy including the annual budget and project budgets. Board members, who do not act accordingly without consent of the rest of the board, will be asked to resign at the next board whereon new elections will take place;
- If there is a vacancy within the board, then new candidates may be nominated only upon nomination by one or more board members ;
- Only natural persons can take a seat on the board;
- New board members are appointed by acclamation by the Chairman or upon written election, both on a regular board meeting, preferably the annual meeting. Candidate board members must be present in person at the meeting, or a written statement prepared sent to the Chairman ;
- All board members are committed as a whole and as individuals to preserve the status ANBI (public benefit organization) and declare their willingness to resign if their presence on the board will, or could bring the ANBI status in danger.

The Chairman:

- Has overall management of the foundation;
- Represents the foundation outwards;
- Consults with official bodies, or delegates this to a fellow board member;
- Provides leadership to the Board;
- Is the first point of contact for other board members;
- Does the board meetings and the annual meeting where the annual report will be discussed and approved ;
- See to it that decisions are taken in accordance with the law, the statutes and the rules of procedure;
- Sets, in consultation with the Secretary and the Treasurer , the policy and revise it annually , prior to the annual meeting;
- Coordinates and directs activities;
- Looks at that board members to perform their tasks and addresses them accordingly if this seems not the case .

The Vice-Chairman

- Give the current structure, will be represented by the secretary in order to avoid conflict of interest and maintain segregation of duties;
- Replaces the Chairman in his absence;
- Represents the foundation in language areas where the Chairman does not speak the language;
- Performs the fund control, with regards to the annual report, prior to the annual meeting. Advises the annual meeting, whether or not to grant discharge the treasurer;
- Performs an interim fund control from the moment the treasurer announces its wish to resign. Recommends here as to whether or not to grant discharge.
- Monitors the compliance with statutes;
- The Vice Chairman manages the CRM database, which contains data of board members, former board members, donors and representatives of the supported charities and volunteers of the foundation. He or she ensures that the database is up to date and reliable, as far as is reasonably possible.

The Treasurer

- Performs financial administration;
- Ensures continuity of financial administration, particularly in the case of succession;
- Draws up financial statements in full compliance with the law and accounting rules;
- Draws up the financial part of the annual report;
- Manages cash, bank accounts and any savings;
- Advices on investments and divestments
- Budgets income (fundraising) and expenditure (projects/events/foundation costs) and brings them to the board meeting for approval;
- Decide on independent expenditures up to 2.500 euros;
- Assess whether expenditure and invoices fall within the annual budget, the frames of project budgets and / or agreements made in board meetings and advices the board accordingly;
- Maintains contacts with external stakeholders for auditing, earmark or tax purposes.
- Does the minutes for each meeting, a report which stated minimum:
 - The date and place of the meeting;
 - The board members present and absent;
 - The powers granted;
 - The decisions taken.

The Secretary

- Creates a summary of the meeting minutes for the website;
- Sets the non - financial section of the annual report;
- Receives all incoming Foundation mail, directly or through other board members;
- Notes and covers mailing , switches where appropriate, other board members to deal with the mail and provides the resulting correspondence;
- Archives all relevant documents;
- Is responsible for all communication which involve the foundation, including the communication plan.
regular , timely appearance .

4. Board meetings:

Decisions:

The board takes decisions together for those which will tie or touch the Foundation in any way or with regards to:

- Strategic
- Tactical
- Operational

The autonomy with regards to expenditures up to € 2.500,- still holds if no major impacts will be inflicted on strategic, tactical or operational level with the Foundation.

The structure of the board will be that there always can be a majority of votes, when all vote.

Each decision has to be approved by a majority of votes in a board meeting (official or ad-hoc).

Not to paralyze the ability to act, there are a limited amount of exceptions to this general rule:

- Not all board members can **be present** at the board meeting to vote on the decision:
 - The board member which is unable to attend, is notified on the subject
 - He/She has been given the opportunity to vote via other (documented) methods
 - There is documented that each board member is aware of the vote of the board member which is not able to attend on the particular subject.
- A board member **withholds** him/herself from voting (e.g. he/she feels not knowledgeable enough to take a decision):
 - The Chairman's vote will weigh more heavy than the other votes
 - If it is the Chairman which withholds himself from voting, the vice Chairman's vote weights more severe.

A decision, taken by the board, is only official if it is documented properly and acknowledged by a signed decision document. Not to paralyze the ability to act of the foundation and given the demographic distance of the different board members, the decision document can also be approved by e-mail consent.

- The board has to be informed on the expenditure the board meeting after the expenditure

Board meeting frequency:

- The board meets at least 6 times a year and holds an annual meeting once a year.
- The Board meets if one of the board members request this, after approval of the Chairman
- Meeting is held at the time when they are planned, or if the situation prevents this, within four weeks thereafter.
- Meetings to which a request is made, have to be held within four weeks after the submission of the request.
- Every board meeting is proceeded by a sent agenda:
 - Drawn up by the treasurer
 - Send around a minimum of two days before the actual meeting
 - Every individual board member has the right to bring in agenda points. In case of "force majeure" the agenda can be completed at the beginning of the boardmeeting.
 - Recurrent items;
 - Settling the minutes of the previous board meeting
 - Short update on activities of the different board members

- Project update
- Event update
- In the annual meeting, the treasurer gets discharged for previous year.
- If the time bucket of the meeting is not enough to cover all agenda points. The remaining items will move to the next board meeting. This is also documented in the minutes.

Minutes:

Each meeting is documented in minutes. The Treasurer makes sure the minutes are drawn up within two weeks after the meeting. The minutes will be settled in the following boardmeeting. A summary of the minutes will be put together by the Secretary and placed on the web-site. Sensitive information will be left out.

Communication

The Board recognizes the importance of good communication to all stakeholders. Given the international nature of the foundation, the communication will be in the English language under the responsibility of the Chairman. PR-activities and official external communication, will take place under responsibility of the Chairman and will be cascaded to the Vice-Chairman if needed, approved by the Chairman. He, the Chairman, is also responsible for contacts with the media .

5. Donations

- Larger donations, multi-year grants, and donations by will be accepted by the notary in name of the foundation. In this we are supported by our associated notary office “Metis Notaries”. Threshold will be > € 100.000,-
- large and / or multi-year donations will be accompanied (on request) by a written donation confirmation, signed by the Chairman of the foundation. In this confirmation is stated:
 - The amount
 - The (fiscal)year
 - The donating party
- Large donation will also be accompanied by a letter where clearly is stated that there will be no commitments or rights linked to the donation.
- Small, one-time or periodic donations are deposited to the bank account of the foundation. On request the donator can get a confirmation of the donation (for tax purposes)
- The Foundation will accept no cash donations, if offered
- In cases where the foundation receives “like for like” donations, it treats these in the same manner as normal donations: On request the donating party can receive a signed receipt for the donation. The nature of the donation is stated, as is the volume. There will be no statement by the Foundation on the value of this donation. The donation, like a normal donation, will be accompanied with a written and signed statement that there can be no rights to the donators or commitments of the Foundation to the donators as a result from the donation.
- **There can never be a product patented which is an outcome of a project, funded by the foundation.**
- **If a product is patented or commercialized which contains a part which is created under the creative commons, the profit deriving from that part has to be donated to the Foundation.**

6. Declaration/remuneration

- Board members are entitled to get their private expenses, including mileage, reimbursed from the foundation.
 - They have to use a declaration form, which is approved by the other board members
 - Is only liable if the Foundation’s cash flow is sufficient
 - If the cash flow is not sufficient, the declaration will be posted to the balance sheet as a liability.
 - In no circumstances, the declaration can be a threat to the going concern of the foundation. In that case, the importance of the Foundation, is prevailed over the declaration of private costs.
 - The declarations of private costs are only viable if they are closely related to the activities needed for the Foundation, proven to be for the foundation and limited to the tax-maximum.
 - Expenditures above the threshold to which a board member can autonomously decide, € 2.500,-, have to be pre-approved. If not, they are not eligible for declaration.

- Board members are also entitled to a volunteer remuneration.
 - Only if the financial position of the Foundation allows it
 - Will have the lowest priority
 - No risk on going concern
 - Limited to the tax maximum.

Cancellation from the board:

- A board member may be expelled if he / she has caused or could have caused injury to the foundation by mismanagement and this can be clearly, without a doubt, been proven.
- A board member may be expelled if he / she has failed, between two annual meetings, more than half of the issued number of meetings.
- A board member can be expelled if a work relationship within the board is such that it could cause jeopardize the continuous of the Foundation. This is possible by a majority of votes.

7. Periodic review:

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. Final Provisions

- In cases where the law, the statutes and the rules and regulations do not provide, the chairman decides.
- All interested parties, at the first request, receive from the hands of the Secretary a copy of the Statutes and of these regulations as an electronic copy by email . Paper copies are available upon request for a fee to be determined by the Board.

9. Advisory board

To be constructed