

Governance Model

MACHI

FUTURE INTERNET

CHILE

Latin American Technology Platform

www.latin-american-technology-platforms.eu

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CONTENTS

| | | |
|-----|---|----|
| 1. | Introduction: Scope and principles of the platform..... | 3 |
| 2. | The MACHI Governance Structure: Basic Elements..... | 4 |
| 3. | MACHI General Assembly..... | 5 |
| 4. | MACHI Steering Council..... | 7 |
| 5. | MACHI Secretariat | 11 |
| 6. | Working Groups..... | 11 |
| 7. | Participation in Working Groups | 12 |
| 8. | Working practice..... | 12 |
| 9. | Production of the MACHI SRA | 13 |
| 10. | MACHI Intellectual Property and Confidentiality Policy..... | 13 |
| 11. | Endorsement of project proposals and projects..... | 14 |
| 12. | Use of the MACHI brand | 14 |
| 13. | Leaving the MACHI..... | 14 |
| 14. | MACHI Discipline Procedures | 15 |
| 15. | Validity of these rules for the MACHI..... | 15 |

1. Introduction: Scope and principles of the platform

This document describes the governance rules which are used in the **MACHI** Technology Platform, name of the Chilean Technology Platform of Future Internet. The objective of the Governance is to have a clear and simple management structure, which allows the effective operation of the platform and permits that the majority of the effort is devoted to the development and promotion of the platform priorities.

The intended scope of the **MACHI** is to:

- F-* provide a unified view for research in the field of Future Internet;
- F-* Identify a shared strategic research agenda based on technological and economic considerations;
- F-* coordinate implementation of the research objectives;
- F-* demonstrate the potential application of research results to existing business processes as well as in new products and services;
- F-* continuously analyse relevant state-of-the-art technologies, including the opportunities offered by available approaches and the appearance of new paradigms;
- F-* Continuously analyse the state of the Future Internet industry and the economic impact of the research undertaken. This will provide real economic data for the definition of future research directions; and
- F-* Establish the strategies to speed up the realization of the vision of the platform, including support to public policies.
- F-* This document sets out the governance framework for the **MACHI** – setting the parameters and providing guidance for coordinating its activities.

The **MACHI** is based on the following principles:

- F-* the platform is industry-driven; and
- F-* Participation in the platform is open. All major stakeholders from the Future Internet field in **Chile** have the opportunity to join the platform and contribute to the activities of the platform.

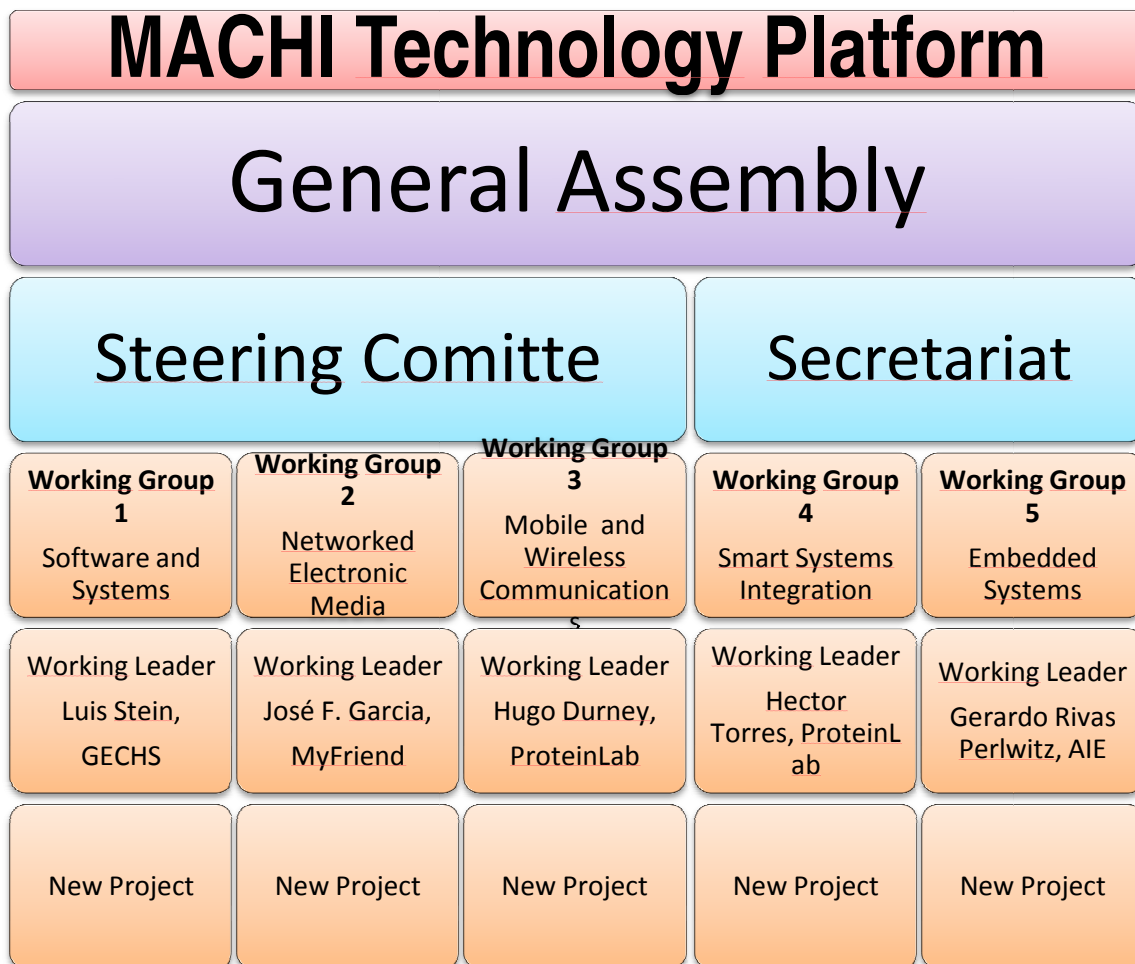
The **MACHI** has set up a support structure capable of working in a consistent manner, characterised by: openness, effectiveness, efficiency, and readiness to respond to the needs of the **MACHI** stakeholders.

Membership of the **MACHI** is open to all by registering via the webpage of the FIRST project that promotes the creation of the platform (www.latin-american-technology-platforms.eu). Once the FIRST project finalises, the platform will develop its own website.

A particular focus of the initiative is to ensure that SMEs are well represented, to maximise the benefits of the platform to the economy of Chile.

2. The MACHI Governance Structure: Basic Elements

The MACHI governance is based on the following structure:



- F-* The **MACHI General Assembly** assembles all interested stakeholders. Membership is open to all and members will be encouraged to actively participate in MACHI events and contribute to MACHI activities (e.g. updating the MACHI Strategic Research Agenda). General Assembly members elect the MACHI Steering Council, endorse the Strategic Research Agenda as well as the policies and content of the initiative. All members are welcome to participate in the GA meetings.

- F-* The **MACHI Steering Council**, involves a representative set of players of all domains of the Future Internet field, representing the Chilean industrial and academic environment. They define the strategic vision and the key orientations of the platform, aiming at converting the MACHI vision into a strategic agenda, and setting the operational goals for achieving this agenda. The Steering Council members, through their participation at this level, are displaying their commitment to significant research investment in the MACHI domain over at least the next 5 to 10 years.
- F-* A **MACHI Chairperson** is appointed by the Steering Council as a representative role held by a senior person from the MACHI community who is prepared to interact at senior level with other industry players and key representatives from the International and national Public Authorities.
- F-* The **Steering Council** may decide to set up **MACHI new Working Groups** with focused activities open to all members of the MACHI General Assembly, with the specific goal of progressing one or more parts of the MACHI SRA or other work items. Their terms of reference are defined by the Steering Council and endorsed by the General Assembly.
- F-* **Steering Council Observers:** Additional parties, who will be the nominated representatives of several key organisations, will be invited to participate in the activities of the Steering Council to facilitate the synchronisation of MACHI activities with their organisations.
- F-* The **MACHI Secretariat** is a fixed secretariat providing the working infrastructure for the MACHI platform. This includes managing the communications, document support, meeting support, handling publications, and representing MACHI where appropriate. For the period from May 2011 to December 2011, the activities of the MACHI Secretariat will be supported by the Support Action project FIRST. After this project, the platform must be self-managed and self-supported by its own members.

3. MACHI General Assembly

The General Assembly should represent a broad membership from all interested stakeholders in order to take into account in the activities the views and interests of all sector actors and active players. Any

- F-* legally established corporation and individual firm, partnership, university and research institute, government body or international organisation,
- F-* based in Chile,
- F-* supporting the mission and vision of the MACHI Platform and

- F-* confirming to be committed to the active participation in the ongoing and future framework programmes

can apply for membership in the MACHI Platform General Assembly.

Each organisation should declare in its membership application, to which Stakeholder Group

- F-* Large industry
- F-* SMEs
- F-* research domain (universities, R&D centers)
- F-* Observers (associations, chambers, R&D agencies, Ministries, etc)

it belongs to.

MACHI General Assembly membership is open to every organisation that is willing to assist in the implementation of the MACHI Vision, make it happen and contribute to the investment in R&D activities.

MACHI must hold at least one General Assembly meeting per year. Two could be considered normal operation. Every MACHI member organisation registered in the General Assembly has the right to participate in the meeting and vote on the issues presented. There is one vote per registered member organisation.

The Chairperson of the MACHI Steering Council is responsible for calling, convening and chairing the General Assembly meetings. The notice for the MACHI General Assembly meetings should go out two months in advance.

Notification of issues for decision must be provided with the meeting notification and all supporting information and the final agenda must be available not later than one month before the meeting.

Extraordinary General assembly meetings may be called at any time by 25% of the MACHI General Assembly members or 50% of the MACHI Steering Council.

Responsibilities of the General Assembly members

The main responsibilities are:

- F-* Election of Chairperson and Vice-Chairpersons for the General Assembly.
- F-* Election of the members of the Steering Council and the Working Groups coordinators.
- F-* Decision on accepting new members in the Platform.
- F-* Decision on suspension, exclusion or expulsion of members in the Platform.
- F-* Contribute to the Strategic Research Agenda, reports and recommendations.
- F-* Contribute to the workplan for the establishment of Working Groups and the preparation of project proposals.

Each member of the General Assembly can submit contributions to the Steering Council for review on the Strategic Research Agenda, the vision or the roadmap for future cooperation.

The General Assembly will review the work done by the Steering Council and the Working Groups.

Consensus

As a matter of principle, all the governance bodies of the platform seek to take decisions by unanimous consent. The Chairperson and the Secretariat shall make every reasonable effort to facilitate consensus amongst the members of the General Assembly.

If unanimity is not achievable, then consensus -- that is, the absence of sustained opposition to a position which is supported by a broad majority -- is an acceptable basis for agreement on a position, a statement or a course of action. Members undertake to only sustain opposition to a broad majority view in situations where, in their view, their own highly important interest is threatened. If a vote shall be held, the results shall be recorded even when consensus has been reached.

Voting rules

Routine operational decisions are taken by consensus; voting is reserved for significant decisions, where traceable evidence is required, or if required by any voting member. Vote in the various governance bodies is to be done on a per organization basis, with one vote per eligible organization.

Organizations shall designate the voting member in the General Assembly and the Steering Council by name. Organisations may temporarily or permanently replace the voting member by a deputy, who is another member of their organization, after notification to the Chairperson of the Steering Council and the Secretariat.

There shall be no voting by proxy.

Voting is done on a 75% majority basis, as determined by either total number of members eligible to vote or the number of voting members present, as specified. Simple majority voting shall not be used to take decisions in MACHI.

Votes shall be cast by secret ballot in the case of election of officers of the Steering Council, in disciplinary matters, or when requested by two or more members of the voting community. All other votes shall be done by show of hands.

4. MACHI Steering Council

The Steering Board is the governing body of the MACHI Platform.

The MACHI Steering Council may have up to 25 members representing reasonably to all stakeholders groups, the leading players involved in the scope of the Chilean vision. The constitution of the Steering Council shall reflect the need for adequate representation of all industry sectors and stakeholders, including SMEs and Academia in the country.

Steering Council composition:

The MACHI Steering Council must always have a balanced composition from the industrial sectors as well as appropriate observers from relevant organisations as deemed appropriate by the Steering Council. To support this there will be nominal quotas for the different stakeholders groups on the Steering Council.

Steering Council members should be key actors in the Chilean Future Internet sector. In their Steering Council role they will primarily represent a field of activity or industry sector interests in the MACHI context.

The ideal balance of the MACHI Steering Council is to have adequate representation from all relevant sectors, including:

- F*- Large industry
 - Minimum of 3 members
- F*- SME's
 - Minimum of 6 entities
- F*- Academia and Research Centres
 - Minimum of 6 entities
- F*- Observers
 - No restrictions

This balance is subject to review by the Steering Council prior to every Steering Council election. The Steering Council has the right to introduce new categories and to delete existing ones if they are no longer appropriate.

Companies being proposed for the Steering Council must select for themselves which category they wish to represent and demonstrate suitable competence and activities to justify their ability to represent this sector.

Additional observer positions may be identified to complement MACHI activities.

Election to the Steering Council

The MACHI Steering Council is to be elected by the MACHI General Assembly. Elections for available positions must be notified to the General Assembly at least 40 days in advance of the meeting. The elections at the meeting will be by simple majority of the votes from registered members present.

Votes are on the basis of one per member.

Eligibility for Steering Council membership

Steering Council membership is held by organisations, but it is required that the organisation nominates a specific person to participate in the Steering Council on a regular basis.

Any registered MACHI member may propose his organisation as a candidate for a Steering Council post if the post available is in line with the competence of his organisation. The Secretariat is responsible for advising candidates if they are not deemed appropriate for the post to which they have nominated themselves.

No member may nominate another member without the written agreement for the nominee organisation.

Term of Secretariat for Steering Council Members

Steering Council members elected at a General Assembly are elected for a two-year term. The term begins at the General Assembly where they are elected and ends at the corresponding General Assembly two years later. At the end of the term the post comes vacant and the members must be re-elected by the General Assembly if they wish to continue on the Steering Council.

Chairperson, Vice-Chairperson of the Steering Council

The members of the Steering Council will select a Chairperson and if appropriate number of Vice-Chairpersons (Each Vice-Chairperson shall have a concrete role such as VC for Public relations, or VC for research activities, etc.). They will serve for a 2-year period of Secretariat to coincide with the Steering Council elections. They may be re-appointed for several terms. If more than 50% of the Steering Council has been elected at a General Assembly a new election could be held if deemed appropriate.

Responsibilities of the Steering Council

The Steering Council has the ultimate responsibility for the development and dissemination for the MACHI Strategic Research Agenda.

The Steering Council is also responsible for ensuring that the MACHI is operated in an open and effective manner where participation from all is welcomed and the working structures are minimal but effective.

Voting on any issue is on a one vote per Steering Council member basis and all decisions except budgets require a simple majority. Budget decisions (and any decision with a financial liability implication) require a 75% majority. During the time in which the FIRST project supports the platform any economical support from the project will be conditioned to the project internal rules, budget and EC procedures for managing the funds.

The organizations involved in the MACHI Secretariat, at this stage ALETI, are honorary members of the Steering Council. They are full participants of the meetings but do not have formal votes. However, these entities may also be elected as Steering Council members and thereby obtain voting rights. Observer roles are also non-voting.

The MACHI Steering Council will meet as required. Two-three times per year is seen today as the appropriate periodicity.

In summary, the main responsibilities of the Steering Council are:

- F*- Proposal of the Steering Council Chairperson and three Vice-Chairpersons. The Chairperson will also chair the General Assembly.
- F*- Implementation of the MACHI Platform Vision.
- F*- Initiation of the elections of Steering Council members in the General Assembly in time.
- F*- Guidance on strategic direction, conflict resolution and the related proposals for the General Assembly.
- F*- Decision on changes in the organizational structure.
- F*- Development and approval of the Strategic Research Agenda, of reports and recommendations.
- F*- Development and approval of the work plan for the establishment of Working Groups and the preparation of project proposals.
- F*- Launching of complementary and cooperating project proposals by taking into account contributions of the General Assembly.
- F*- Handling of membership issues such as accepting new members in the MACHI Platform.
- F*- Proposals for suspension, exclusion or expulsion of members in the MACHI Platform.
- F*- Organization of General Assembly meetings with the support of the Secretariat.
- F*- Organization of voting procedures by e-mail in the General Assembly.

Leaving the Steering Council

Any Steering Council member may resign from the Steering Council at any time but their liability will end at the end of their official term of Secretariat.

Steering Council members who do not attend two consecutive meetings will be deemed to have resigned from the Steering Council and, subject to a confirming decision of the Steering Council, their post will be made available for election at the next GA.

The appointed representative of each Steering Council member is expected to serve in a personal capacity on the MACHI Steering Council. The appointment of a substitute is possible but two consequent absences of the appointed representative will be noted as one *non-participation*. In exceptional circumstances, e.g. change of organization, a Steering Council member may propose a new representative.

Official term of the 1st MACHI Steering Council

The first MACHI Steering Council was a recommended composition made by the promoters of the platform with the support and advice of the FIRST project. For functional reasons, this initial Steering Council will be considered as valid until the first General Assembly takes place, when all the positions will be elected.

5. MACHI Secretariat

The MACHI Secretariat provides a secretariat function to MACHI.

Operational decisions will be made on the basis of Steering Council decisions. The MACHI Secretariat will have an appointed representative from the entities that compose it.

The Secretariat reports to the Executive Director MACHI Chairperson and the Steering Council.

6. Working Groups

MACHI uses a structure of Working Groups to perform specific tasks, notably:

- F*- Software and Systems
- F*- Networked Electronic Media
- F*- Embedded Systems
- F*- Mobile & Wireless Communications
- F*- Smart Integration System

These Working Groups were voted on the Steering Council meeting held in Santiago de Chile on December 1st, 2010.

In general, Working Groups are open to all MACHI members through a process defined below.

The lifetime of each working group is determined on a case-by-case basis, depending on, for example, the breadth of scope and the contribution made to the Strategic Research Agenda. The

Steering Council decides on continuation at the end of this period and sets a date for subsequent review.

7. Participation in Working Groups

(a) Members of the platform are encouraged to express their interest in joining Working Groups, according to their interests, capacities and future expectations.

(b) On the basis of subsection (d) below, members of the MACHI can join MACHI Working Groups. Any external invited party will be required to become MACHI Member.

(c) Industry associations are welcome to participate in the MACHI but will not be selected to join Working Groups. All the entities that form a WG must be capable to perform R&D activities and join R&D projects.

(d) Notwithstanding the above criteria, the candidates will be selected based on their motivation to the objectives of the MACHI and their ability and commitment to contribute to the Working Group. Previous participation to the MACHI activities and other EU research projects will be taken in consideration as key indicators of the above. The overall balance and efficiency of the Working Group will be considered as well.

8. Working practice

MACHI will develop the Vision and the Strategic Research Agenda together with position papers, opinions, recommendations and reports as necessary. These documents will be communicated to the country government, the European Institutions (Including ETPs and European Commission), the relevant non-governmental organisations and all stakeholders. Copies of these documents will be made available to the public (e.g. by web site) upon request.

In performing the functions of its mission, MACHI may be supported by ad-hoc Groups. On MACHI advice and request, the Steering Council may set up Working Groups of limited duration to deal with particular issues of special concern to its mission.

MACHI will endeavour to consult with established advisory bodies and high level groups on relevant issues of networked and electronic media research.

MACHI will instigate and maintain an awareness programme to improve the profile and perception of the MACHI worldwide with particular focus on Europe and the European Technology Platforms.

9. Production of the MACHI SRA

The SRA will reflect the key challenges to achieve the Vision and in doing so, will identify the main research areas to be addressed.

The MACHI Steering Council will establish the process of preparation and later updates of the Strategic Research Agenda. The first version of the SRA must be completed before April 2011.

MACHI will determine the scope and content of the Strategic Research Agenda in accordance with the Vision. The content of the Strategic Research Agenda will be presented in an agreed format.

The Strategic Research Agenda will not be a detailed research work programme; the formulation of such work programmes is the responsibility of competent organisations in the public or private sectors;

MACHI will determine specific priorities in the Strategic Research Agenda. The selection of priorities carried out on the basis of objective criteria established by MACHI will take into account relevant policies (e.g. competition, trade, information society, industry/IPR's, environment, safety, employment, education, etc).

The Strategic Research Agenda will be a statement of research priorities, including timing and identification of the necessary actions to be taken.

10. MACHI Intellectual Property and Confidentiality Policy

For individual research and technology development projects under public programmes such as Framework Programme 7, intergovernmental, national or regional programmes the IPR provisions of the respective public programmes and of the project specific consortium agreement will apply.

All contributions to the Strategic Research Agenda should have a legal status that the material can be published. Material submitted for the SRA must be free of any IPR or copyright restrictions and may be included in MACHI documentation without restriction.

This is inherent in MACHI working group participation and if any company or individual is not in agreement with this they should not participate in the MACHI discussions.

The MACHI public documents are the property of the MACHI and will be copyrighted as such.

Anyone seeking to use all or part of the MACHI documentation in any form must seek permission from the MACHI Steering Council.

The documents and discussions of the MACHI executive functions (Steering Council, Executive group, etc.) are confidential to the participants in those groups and may not be distributed outside of those groups without the respective permission. In exceptional cases the MACHI Chairperson

has the authority to decide to share some information externally if he/she believes it is in the interest of the MACHI.

Membership of the MACHI includes agreement to and the promise to adhere to these IPR rules.

The confidentiality rules apply for three years from receipt of any information and they remain in force even if any individual or company leaves the MACHI.

11. Endorsement of project proposals and projects

If an institution or a consortium expresses its intention to submit to an RTD funding source an RTD proposal with the MACHI label, or to use the MACHI label in an ongoing project, the Steering Council shall approve it.

12. Use of the MACHI brand

The MACHI brand (including the acronym and logo) shall be associated with all publications approved for release by the Steering Council. The Office shall have the right to use the MACHI letterhead to conduct regular platform business and accomplish their assigned mission.

The MACHI brand may be used on the public MACHI web site managed on behalf of the Steering Council. The MACHI brand may be used on banners, displays, and printed material associated with events organized or sponsored by the MACHI. As a matter of principle, the MACHI brand shall never be used as a point of focus in the promotion of any organization or party.

Partners are authorized to mention their partner status and use the MACHI logo in commercial documentation, providing the MACHI brand is not a point of focus in the promotional message.

All other usage of MACHI brand is subject to approval of the Steering Council.

13. Leaving the MACHI

Members may resign at any time by sending a letter to the MACHI Secretariat. The resignation becomes effective at the end of the calendar year following receipt of the letter. Letters received after the 30th November in any year will take effect from the end of the following year.

This applies also for members of the Steering Council or the Executive Group with the additional requirement that they step down from whichever role once they have announced their resignation.

14. MACHI Discipline Procedures

If a member of the MACHI is considered to be acting against the interests of the MACHI the first action will be for the Chairperson to contact the member and ask for an explanation and a complete stop of the offending behaviour.

If there is a continuation of the problem the Chairperson has the right to suspend the offending member until the next Steering Council where the issue must be discussed. The offending member has the right to be invited to part of the Steering Council meeting to present their side of the issue.

If the Steering Council decides that the member should not be allowed to continue in the MACHI platform they must present a recommendation to the next General Assembly to withdraw membership from the offending member. The offending member will remain suspended during this time.

The Steering Council and the member must present their views in less than 10 mins each at the next General Assembly and the forum must decide if the member will be removed from the initiative. A two-thirds majority of members present at the General Assembly is necessary for such a decision to be passed.

An excluded member must wait at least 18 months before re-applying for membership.

15. Validity of these rules for the MACHI

These rules enter into force on adoption by the Steering Council and approval by the general assembly.

They will remain in force until the decision is taken by the Steering Council or the General Assembly to end the MACHI.

Discussions on amendments to these rules may be started at any time on request of more than two Steering Council members.

The adoption of amendments to these rules requires a two-thirds majority of the Steering Council.