

Governance Model

Maghreb-TP

**Maghreb Technology Platform
Algeria - Morocco – Tunisia - Libya**

**Version 1.0
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CONTENTS

I.	Maghreb Technology Platform (MagTP) Governance Model	3
1.	MagTP Scope	3
2.	Principles of MagTP Community.....	3
3.	MagTP Stakeholders.....	4
4.	MagTP Guideline documents	5
II.	MagTP Governance Structure	6
1.	MagTP General Assembly.....	7
2.	MagTP Steering Council	8
3.	MagTP Secretariat	11
4.	MagTP Working Groups	12
5.	MagTP Observers	13
III.	MagTP Membership	13
IV.	MagTP’s Working practice	13
V.	Strategic Research and Innovation Agenda - SRIA	14
VI.	MagTP Consensus and voting rules	14
1.	Consensus	14
2.	Voting rules	14
VII.	Economic support of the MagTP.....	15
VIII.	Use of the MagTP brand	15
IX.	Dissemination Policy.....	15
X.	MagTP Intellectual Property and Confidentiality Policy	16
XI.	Leaving the MagTP	16
XII.	MagTP Discipline Procedures	16
XIII.	Validity of these rules for the MagTP.....	17
	Glossary	18
	List of Acronyms.....	18

I. Maghreb Technology Platform (MagTP) Governance Model

MOSAIC is a project to promote Cooperation with Mediterranean Partners to build Opportunities around ICT and Societal And Industrial Challenges of Horizon 2020. According to his vision, she proposes to create of 2 Mediterranean Technology Platforms (MEDTPs) and **MagTP** (Maghreb Technology Platform) is one of them. MagTP includes four Maghreb countries (Algeria, Morocco, Tunisia, and Libya) and intended to establish and promote cooperation between Maghreb and European researchers and innovators.

In a document published previously, the MagTP's vision was detailed, so it is necessary that a governance plan is established in order to achieve the objectives. Thus, the governance model has to objective to define all the structure and the roles that will be necessary for the smooth running of the platform.

1. *MagTP Scope*

The objectives of the MagTP community are to:

- Provide a unified view for research in the field of ICT;
- Define research strategy and enhance collaboration on project
- Improve education and research environment
- Improve invest condition to encourage R&D department creation in private industries
- Identify a shared Strategic Research and Innovation Agenda based on the technological and economic considerations of the Maghreb region;
- Demonstrate the potential application of research results to existing business processes as well as in new products and services;
- Establish the strategies to speed up the realization of the objectives of **MagTP**, including the support to public policies;
- Ensure that **MagTP** members have a well-structured way of interaction;
- Act as a facilitator to establish complementary and cooperative research projects and related activities;
- Enable the collaboration between **MagTP** and other regional and global technology platforms.

2. *Principles of MagTP Community*

The principles of the MagTP community are:

- **Roadmap:** The **MagTP** community is driven by market needs according industry stakeholders needs and tenders.
- **Working environment:** The MagTP allow environment for the creation, promotion, and deployment of new inventions and innovation in the ICT field and related sectors
- **Stakeholders Collaboration:** MagTP community aims to align Research, Development and Innovation (RDI) in helping to finance innovative projects and fostering collaboration

between participants through research projects, training program, tenders that will contribute to its members and society development.

- **Openness:** All Maghreb entities engaged in the ICT field and wishes, by their activities, contribute to the platform development can integrate the MagTP communities.
- **International cooperation:** the MagTP community aims to create environment cooperation between Maghreb country and European countries.

3. MagTP Stakeholders

MagTP can be joined by all entities (enterprise or RDI structure) working in the ICT field. It's also:

- Academic and research institutions (Universities, educational centres)
- Research Centres
- Application Developers
- Associations of the ICT industry
- Regional Centres for Technology Incubators
- Broadcasting organizations
- Chambers of Commerce
- Commercial Technology Providers
- Content providers
- Equipment suppliers and ICT Vendors
- Industrial users
- Technology Integrators
- ICT Operators
- Public Institutions (Ministries, National Scientific Labs, Technology Parks)
- Funding Agencies (Public, Private, Regional, International)
- R&D Centres
- Service providers
- SMEs
- Solution providers
- ICT Training Centers

We distinguish four stakeholders categories in the MagTP community, according to their nature and size:

- Large Enterprises
- SMEs
- Education and Research Domain (Universities, R&D centres)
- Observers (associations, chambers, R&D agencies, government, etc)

4. MagTP Guideline documents

In order to establish a well founded RDI framework in ICT for the following years and to orient members in the Maghreb region for RDI endeavours, MagTP embodies its guidelines in the following documents:

- **Governance Model Document:** It establishes and regulates the principles of operation of the MagTP community.
- **Strategic Vision MED-TP of Maghreb Document:** It comprises the vision of the **MagTP** community, establishing the goals and challenges of the community. It is developed by the Steering Council and endorsed by the General Assembly. It is reviewed and updated every two years.
- **MagTP Strategic Research and Innovation Agenda (SRIA):** The Strategic Research and Innovation Agenda reflects the main challenges in achieving MagTP Vision 2020 and identifies specific research priorities, their importance and time-relevance.

MagTP Roadmap: The SRIA Roadmap contains a list of future research topics, defining their objectives and scope, expected impact, estimated budget and duration, as well as project ideas toward the implementation of MagTP SRIA.

II. MagTP Governance Structure

The MagTP governance is based on the following structure:

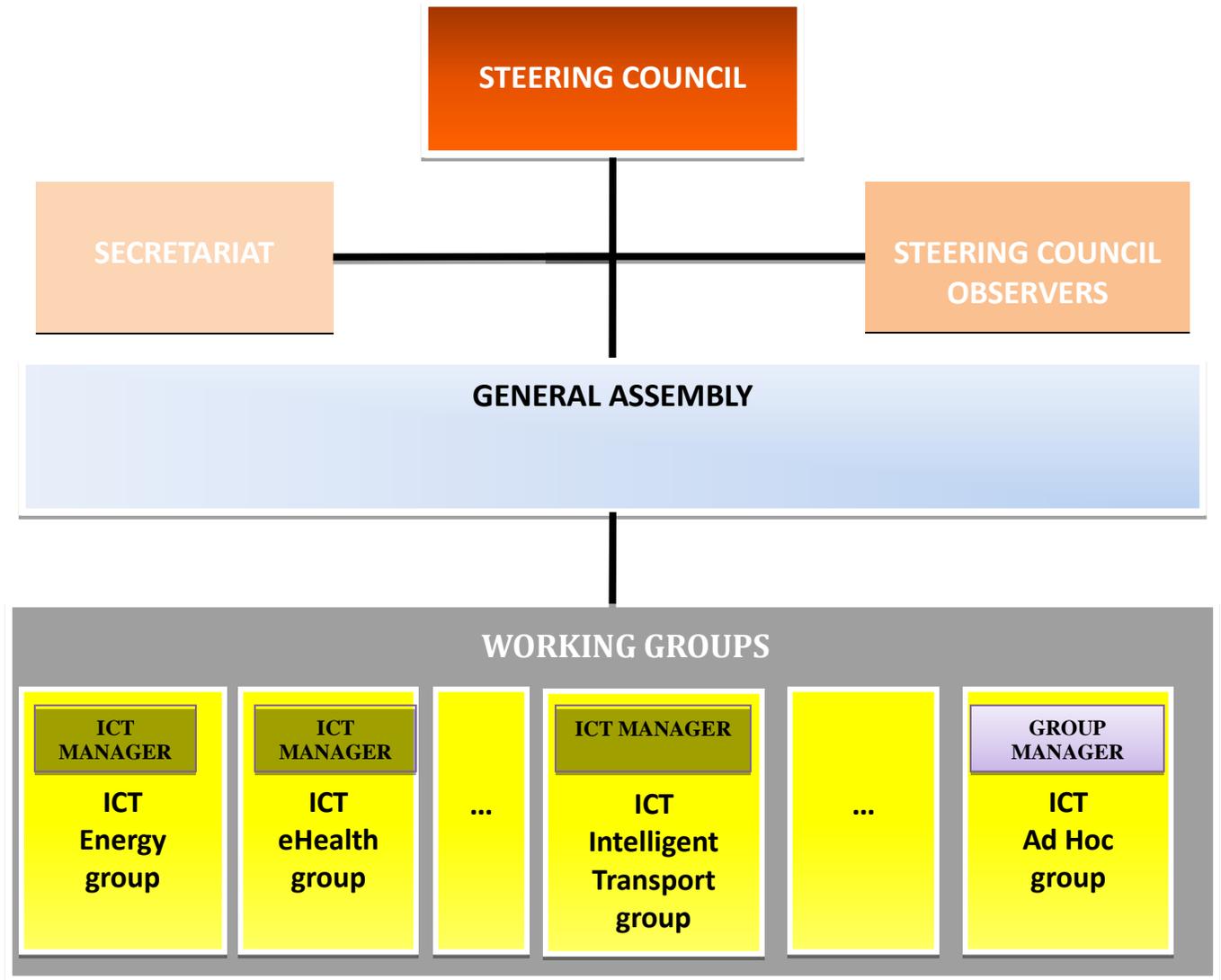


Figure 1. MagTP Governance Structure

- The **MagTP General Assembly (GA)** regroups the MagTP community members. Any entity fulfilling the conditions mentioned above may be part of the community. The stakeholders of the MagTP community have a duty to elect the MagTP Steering Council, establish the Strategic Research and Innovation Agenda (SRIA) and the community policies.

- The **MagTP Steering Council (SC)** is a representative set of enterprises and research development and innovation structure who are members of the MagTP community. They have to define the strategic vision of the MagTP community, and establish a Strategic Research and Innovation Agenda (SRIA) to achieve the goals set by the General Assembly.
- **MagTP's Chairperson** chairs the Steering Council. He is appointed by consensus among the members of the Steering Council. If no consensus is found, a call for candidacy where only the members of the Steering Council can apply is organized and a vote is then held. The winner is the one who wins the elections with an absolute majority, over 50% of the votes. He have to interact at senior level with other industry players and key representatives from the International and national Public Authorities.
- The **MagTP Secretariat** have to organize General Assemblies, send the necessary information to the different members of the MagTP community, draft the minutes of the General Assemblies and represent MagTP community under mandate of the MagTP's Chairperson, where it will be necessary. The MagTP's Secretariat will be supported by the project MOSAIC¹ until December 2015. After this, the MagTP community must be self-managed and self-supported by its own members.
- **Steering Council Observers** is composed by additional parties, who participate in the activities of the Steering Council to facilitate the synchronisation of MagTP activities with their organisations.
- **MagTP Working Groups:** To facilitate better collaboration between actors (R&D centers, industry and government entities) exercising in the same area, each ICT topic will be a group and managed by a Group Manager. **Group Managers** provide coordination and execution of group activities and collaboration with other groups. The Steering Council may decide to create a temporary group (Ad Hoc group) for the realization of activities including several distinct groups.

1. MagTP General Assembly

All entities involved in the MagTP community activities must be represented at the General Meeting.

Each Group Manager must present the actions of the group and its program activities to contribute to the development of the MagTP community.

The General Assembly may review the work done by the Steering Council and managers of Working Groups.

¹ MOSAIC is funded by the European Commission under the "Information & Communication Technologies" Theme of the 7th Framework Program for Research and Technological Development.

Responsibilities of the General Assembly members

The GA have to:

- **Revise the governance model document when it's no longer appropriate**
- Elect the members of the Steering Council and the Working Groups managers.
- Elect of Chairperson and Vice-Chairpersons for the General Assembly.
- Decide to accept, suspend or expel members of the community.
- Contribute to the Strategic Research and Innovation Agenda, reports and recommendations.
- Contribute to the work plan of the Working Groups and the preparation of project proposals.
- Decide the income resources of MagTP community, expenditure venues, and budget of the MagTP.

General Assembly Meetings

A general meeting is organized every six months to review the past six months and establish an action plan for the next 6 months. All MagTP member have to assist at this General Assembly and participate to an eventual vote. Each MagTP member organisation has one vote.

The Chairperson of the MagTP Steering Council must to convene and direct the meeting. Each member must receive notice from the Steering Council secretariat at least one month prior to the general meeting.

Extraordinary GA meetings may be called at any time by 25% of the MagTP GA members or 50% of the MagTP Steering Council members. The agenda of the extraordinary GA meeting must be finalized and available to all members not later than 72 hours before the meeting.

2. MagTP Steering Council

The Steering Council is the governing body of the MagTP Community. It is composed of 21 members, 5 members per country. Since it would take an odd number to decide when to vote, Morocco, as coordinator of the platform can have six representatives. However the first Steering Council will be made up of 5 people (two for morocco and one for another country). This will facilitate the launch of the MagTP community.

All the entities in the community should be depicted within the council. The representation of each sector in the Steering Council will depend on its activities and its representation in the MagTP community.

Steering Council composition

The MagTP Steering Council must always have a balanced composition from the industrial and academic sectors as well as observers as deemed appropriate by the Steering Council. The ideal balance of the MagTP Steering Council may have the following structure:

- Maximum of 5 members from each country expected Morocco who can have 6

- The 5 members are distributed as follows:
 - Large industry : Minimum of 1 member by country
 - SMEs: Minimum of 1 member by country
 - Academia and Research Centres : Minimum of 1 member by country
 - Observers : No restriction

This balance is subject to review by the Steering Council. The Governing Board has the power to change its composition based on the dynamism and representation of the community

Each company is affiliated with a class when it was admitted in the MagTP community. If it is appointed to serve on the executive the Steering Council, it will represent this category. If it belongs to multiple categories, it will choose one of them to represent it.

The number of observers must be identified according to the appropriateness of their participation at the Steering Council. Their participation should be oriented to complement MagTP activities.

Organizations that participate in MagTP's Secretariat, are honorary members of the Steering Council, and therefore participate in the SC meetings.

Election of the Steering Council

MagTP's Steering Council is to be elected by MagTP's General Assembly. Elections for available positions must be notified to the General Assembly at least 30 days in advance of the meeting. The elections at the meeting will be performed by simple majority of the votes of the attending members. There is only one vote per member.

Steering Council members 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 position becomes vacant. The members may be re-elected by the General Assembly if they wish to continue on the Steering Council.

If a council member becomes vacant due to any reason, before the end term of the member, a replacement of the member will be conducted based on a special decree from the Steering Council, which is responsible for determining the time frame for the election, and the method for voting and/or selecting the replacement.

Eligibility for Steering Council membership

Any registered MagTP member can propose his/her organisation as a candidate for a Steering Council membership. It is required that the organisation appoints a specific person to participate in the Steering Council on a regular basis.

Chairperson and Vice-Chairperson of the Steering Council

The members of the Steering Council will elect a Chairperson and, if appropriate, a number of Vice-Chairpersons (Each Vice-Chairperson shall have a concrete role such as VC for Public relations, or VC for venture capital for research activities, etc.). They will serve for a two-year period 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 re-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 of MagTP's Strategic Research and Innovation Agenda. It is also responsible for ensuring that MagTP is operated in an open and effective manner.

The MagTP Steering Council will meet as required. Due to the spread of the Security Council across countries, it is deemed appropriate to hold virtual meetings as necessary. Virtual meetings shall not by any means eliminate the physical meetings. At least one physical meeting per year of the Steering Council is deemed necessary.

The Steering Council may decide on the creation of new thematic working groups open to all members of MagTP GA, with the specific objective of moving forward on the Strategic Research and Innovation Agenda of MagTP or in other work elements.

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

- Election of the SC Chairperson and Vice-Chairpersons. The Chairperson will also chair the General Assembly and must be approved by the GA.
- Definition and Implementation of the MagTP Vision.
- Timely initiation of the elections of SC members at the GA meeting.
- Guidance on strategic direction, conflict resolution and the related proposals for the General Assembly.
- Decision on changes in the organisational structure of MagTP.
- Development and approval of the Strategic Research and Innovation Agenda, reports and recommendations.
- Development and approval of the work plan for the establishment of Working Groups and the preparation of project proposals.
- Launching of complementary and cooperative project proposals by taking into account the contributions made by the General Assembly.
- Handling of membership issues such as acceptance, suspension, expulsion of members in the MagTP Community.
- Proposals for suspension, exclusion or expulsion of members in the MagTP Community.
- Organisation of General Assembly meetings with the support of MagTP's Secretariat.
- Organisation of voting procedures in the General Assembly.
- Decision on the Community's name, Logo and Letterhead.
- Preparing the annual report of the MagTP and submitting to the GA meeting for approval
- Preparing the annual budget proposal of the MagTP and submitting to the GA meeting for approval.

Voting at the Steering Council

Each Council member has one vote per organization. All decisions, except those related with MagTP's budget, are approved by majority. Decisions on the budget (and any decision with financial implications) require an approval by more than 60% of the members of the Steering Council. During the time the MOSAIC project supports the community, financial support of the

project shall be subject to rules of the MOSAIC project, budget and procedures for the management of funds.

(The 60 % majority is necessary to guarantee at least 2 countries are in favour of the rule)

Organizations that participate in MagTP's Secretariat have no formal vote. However, these entities may also be elected as members of the Steering Council and obtain voting rights.

Observers have no right to vote in the decisions of the Steering Council.

Leaving the Steering Council

Any Steering Council member may resign from the Steering Council at any time but their liability will conclude at the end of their official term, if it continues as a member of the community.

Steering Council members who do not attend to two consecutive meetings will be deemed to have resigned from the Steering Council. Their position will be made available for election at the next General Assembly.

It is expected that the representative appointed by each organization for the Steering Council may act on behalf of the organization in making decisions. The appointment of a substitute is possible. The Steering Council has the right to request the replacement of the representative based on general principles of eligibility including but not limited to professionalism and ethics.

Official term of the first MagTP Steering Council

The first MagTP Steering Council was a recommendation made by the promoters of the community with the support and advice of the project MOSAIC. This (first) council consists of the 4 member representatives from Algeria, Morocco, Tunisia, and Libya on the same order and capacity as determined by the MOSAIC MED MAGHREB group. 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.

3. MagTP Secretariat

MagTP's Secretariat provides support to administrative activities to MagTP Community. This includes managing the communications, document support, meeting support, handling publications, and representing MagTP where appropriate. The activities of the MagTP Secretariat will be supported by the MOSAIC project until December 2015. After this project, the MagTP community must be self-managed and self-supported by its own members.

Operational decisions will be made on the basis of Steering Council decisions. MagTP's Secretariat will have a representative from each of the entities that compose it.

The Secretariat reports its activities to MagTP's Chairperson and the Steering Council.

Secretariat Responsibilities

The main responsibilities of the Secretariat are to:

- Ensure that MagTP's meetings are properly prepared, organised and managed.
- Ensure that meeting reports are produced, approved and disseminated promptly, and that action points are followed up.
- Manage, edit and disseminate major documents produced by MagTP

4. MagTP Working Groups

MagTP uses a structure of Working Groups to perform specific tasks. These thematic working groups are:

- **ICT-Health**
- **ICT-Energy**
- **ICT-Transport**
- **ICT-Security**
- **ICT -**

These Working Groups are created by the Steering Council. No Working Group can start operating prior to this decision.

In general, Working Groups are open to all MagTP members.

The lifetime of each working group is determined on its scope and its contribution to the Strategic Research and Innovation Agenda. The Steering Council decides on continuation at the end of this period and sets a date for subsequent review.

Each Working group is directed by a Group Manager, elected by the General Assembly. Each Working Group manager shall be assisted by a Working Group Vice-Coordinator, also elected by the General Assembly. Working Group Coordinators will be elected every two years.

Each Working Group Coordinator will report annually the activities and future plans of their Working Group to the General Assembly.

Each Working Group will identify projects to implement the Strategic Research and Innovation Agenda.

Participation in Working Groups

- MagTP Members are encouraged to express their interest in joining one or more Working Groups, according to their interests, capacities and future expectations.
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- All the entities that participate in a WG must be capable of performing RDI activities and join RDI projects.
- Any external organization interested in joining a Working Group is required to become MagTP Member.

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

5. MagTP Observers

MagTP observers are additional entities, mainly associations, chambers of commerce, R&D agencies, Government bodies, invited to participate in the activities of the Steering Council and the General Assembly. The Steering Council observers will be required to sign MagTP's 'Letter of interest'. Their participation is mainly oriented to facilitate the synchronisation of MagTP activities with their organisations and to keep them informed about the activities of the Community.

III. MagTP Membership

Membership of the **MagTP** is open to all by registering and filling out the form "MagTP Membership". Once the MOSAIC project finalises, the Community will develop its own website, where online registration will be available.

Any legally established corporation and individual firm, partnership, university and research institute, government body or international organisation, that meets the following requirements, can apply for membership in the MagTP General Assembly:

- Supports the mission and vision of the MagTP Community and
- Confirms to be committed to the active participation in the on-going and future framework programmes.

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

IV. MagTP's Working practice

MagTP will develop the Vision and the Strategic Research and Innovation Agenda together with position papers, opinions, recommendations and reports as necessary. These documents will be communicated to the countries' governments, international 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) or upon request.

On MagTP advice and request, the Steering Council may set up additional Working Groups of limited duration to deal with particular issues of special concern for achieving MagTP's mission.

MagTP will promote and maintain an awareness programme to improve the profile and perception of MagTP worldwide.

V. Strategic Research and Innovation Agenda - SRIA

The Steering Council must define the community's vision. The SRIA will reflect the key challenges to achieve the MagTP's Vision and in doing so, it will identify the main research areas to be addressed.

The MagTP Steering Council will establish the process of preparation and later updates of the Strategic Research and Innovation Agenda. The first version of the SRIA must be completed before April 2015.

The Strategic Research and Innovation Agenda will not be a detailed research work programme. The SRIA contains a statement of research priorities, including a half-page description per topic, its importance, expected impact and time-relevance. The content of the Strategic Research and Innovation Agenda will be presented in an agreed format. The SRIA will be reviewed on an annual-basis.

The selection of priorities, carried out on the basis of objective criteria established by MagTP, will take into account relevant policies (e.g. competition, trade, information society, industry, IPR, environment, safety, employment, education, etc).

MagTP will propose a SRIA Roadmap towards the implementation of AMTP's SRIA and Vision. This roadmap must contain a list of future research topics, defining their objectives and scope, expected results, estimated budget and duration, specific research activities and projects.

VI. MagTP Consensus and voting rules

1. Consensus

As a matter of principle, all the governance bodies of the Community 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 is an acceptable basis for agreement on a specific topic. Members undertake to only sustain opposition to a broad majority in situations where, in their view, their own interest is threatened. If a vote shall be held, the results shall be recorded even when consensus has been reached.

2. 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 specifically designate one representative per entity to vote in the General Assembly and the Steering Council; if the organisation is part of the SC. Organisations may temporarily or permanently replace the voting member by a substitute, who is another member of their organization, after notification to the Chairperson of the Steering Council and the Secretariat.

Voting is done on a 60% majority basis, as determined by either total number of members eligible to vote or the number of voting attending members. Simple majority voting shall not be used to take decisions in MagTP.

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.

VII. Economic support of the MagTP

Economic support is expected to come from the following sources:

- Investment by MagTP
- Public support by local, regional and national authorities in Maghreb countries, if agreed.

VIII. Use of the MagTP brand

The MagTP brand (including the acronym and logo) shall be associated with all publications approved for release by the Steering Council. The MagTP Secretariat shall have the right to use the MagTP letterhead to conduct regular Community activities and accomplish its assigned mission.

The MagTP brand may be used on the public MagTP website managed on behalf of the Steering Council. The MagTP brand may be used on banners, displays, and printed material associated with events organized or sponsored by the MagTP. As a matter of principle, the MagTP 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 MagTP logo in commercial documentation, providing the MagTP brand if it is not a point of focus in the promotional message.

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

IX. Dissemination Policy

MagTP should pay special attention to the disclosure of their activities, both nationally and internationally.

The public dissemination of the MagTP activities will be done using all means and tools available, such as newspapers and journals, specific publications, conferences, mass mailings, newsletters, among others.

The MagTP community will develop an official website for the diffusion of the activities of the community and to allow better internal communication among its members.

X. MagTP Intellectual Property and Confidentiality Policy

Intellectual property of tools, processes and products that an RDI project would result in belong to the participants of the project, the consortium created for it, or their authors, as appropriate.

For RDI projects under public programmes such as the Seventh Framework Programme, H2020, intergovernmental, national or regional programmes, the IPR will be managed by the guidelines provided by each programme and the specific consortium agreement.

Public MagTP documents are property of MagTP and shall be copyrighted as such.

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

The documents and discussions of the MagTP SC Meetings are confidential and cannot be distributed outside of this group without the appropriate permission, except for the Steering Council report to the General Assembly. MagTP's Chairperson has the authority to decide to share some information externally if he/she believes it is in the interest of MagTP.

The confidentiality rules apply for three years from receipt of any information and remain valid even if any individual or company leaves MagTP.

XI. Leaving the MagTP

Members may resign at any time by sending a letter to the MagTP Secretariat. The resignation becomes effective at the end of the calendar year of reception of the letter, except for letters received after the 30th November, which will become effective at the end of the following year.

XII. MagTP Discipline Procedures

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

If the problem persists, the Chairperson has the right to suspend the offending member until the next Steering Council meeting, where the issue must be discussed. The offending member has the right to be invited to be part of the Steering Council meeting to present his/her explanation.

If the Steering Council decides that the member should not be allowed to continue in the MagTP Community, it must present a recommendation to the next General Assembly to withdraw membership of the offending member. The offending member will remain suspended during this time.

The Steering Council and the member must present their views at the next General Assembly and the forum must decide if the member will be removed from the community. A 60% majority of members attending to the General Assembly is necessary for such a decision to be approved.

An excluded member must wait at least 2 years before re-applying for membership.

XIII. Validity of these rules for the MagTP

Discussions on amendments to these rules may be started at any time on request of more than 25% of the Steering Council members (this guarantees that one country in Maghreb can request the amendment).

The adoption of amendments to these rules requires a 60% majority of the Steering Council.

All provisions or decisions are not taken into account in this document are the responsibility of the Board. It may be subjected to a general meeting if necessary.

Glossary

ICT: The ICT is a major federating research theme that includes different areas associated to traditional sector such as IT; Communications technology; mobile 4/5 G networks; ICT based solutions for the health, energy, transport, environment, security, education; software services; nanoelectronics; smart systems integration; and embedded intelligence and systems.

Technology Platform: It is private-public partnership aimed at fostering RDI activities, projects and programs in a more rapid and effective way.

List of Acronyms

ETP	European Technology Platform
ICT	Information and Communication Technology
GA	General Assembly
IPR	Intellectual Property Rights
MagTP	Maghreb Technology Platform
SC	Steering Council
SME	Small and Medium Enterprises
RDI	Research, Development and Innovation
TP	Technology Platform
WG	Working Group