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« European Brain Council »

Acronym: « EBC »

International Non Profit Organisation

Headquarters: rue d'Egmont, 11

1000 Bruxelles

Registered organisation in Brussels : 0864.644.340

**EXTRAORDINARY GENERAL ASSEMBLY
MODIFICATION OF STATUTES – MANDATES**

ACTE 2015/*

Dossier : 15/15/18798 – ADB

2015

23rd of September, at University Foundation in Brussels

Meeting of extraordinary general assembly of International Non-profit Organisation
« **European Brain Council** »,

Last time EBC's statutes were modified was in 2009 (Belgian Official Journal of 13 Nov.
2009 number 09160279)

EBC's statutes have not been modified since then.

BOARD

Meeting opens at *, under presidency of *,

President appoints secretary scrutineer.

ASSEMBLY COMPOSITION

Assembly is composed by full and associate members, present or represented, whose identity is collected on the attached list of attendance.

Therefore, the report of the meeting is treated as follows:

ORDER OF THE DAY

A) The Chairman sets out that the following are to be discussed and voted for:

- 1) Welcome and call.
- 2) Approval of accounts and budget for 2014.
- 3) Abrogation of the statutes of the association and adoption of the new statutes, without any change of denomination, corporate name, office and headquarters nor goals or objectives.
- 4) Adoption of accounts.
- 5) Mandates.

B) The present assembly was regularly summoned.
Copy of summons and appendix given to Notary.

C) Each voting member shall have one vote.

DELIBERATIONS

The assembly addresses order of the day, and after deliberations, decides:

First resolution **Welcome and call**

The President welcomes assembly and call each member to process the list of attendance.

Are present and represented:

- 7 full members out of 7.
- 4 associate members out of 7.
- 0 honorary members out of 5.
- Officers: 4.

List of attendance is attached.

Vote : this decision is taken unanimously from present and represented Full Members, on the exception of * who votes against this proposition.

First resolution **Approval of accounts and budget of 2014**

The assembly gives discharge to the Executive Committee, and approves annual accounts and budget for 2014.

Vote : this decision is taken unanimously from present and represented Full Members, on the exception of * who votes against this proposition.

Third resolution **Abrogation of current statutes – Adoption of new statutes**

The assembly decides to abrogate the current statutes, without any change of denomination, or goals or objectives, and to adopt the new statutes, as per attached to notification and mandate.

The association's statutes are formulated as follows :

Article 1: Name and Registered Office of the Association

The European Brain Council - EBC was established in Belgium as an international not-for-profit association (aisbl) and is governed by the provisions of Title III of the law of 27 June 1921, and the law of 2 May 2002, governing not-for-profit associations, foundations and international not-for-profit associations. The full and abbreviated names of the association may be used separately.

EBC has its registered office and headquarters located at Fondation Universitaire, Rue d'Egmont 11, BE-1000 Brussels, Belgium, in the Brussels Capital Region and in the judicial district of Brussels.

EBC's registered office may be transferred to any other location in Belgium by decision of the Board of Directors. Every decision of transfer shall be communicated to the Federal Public Service of Justice and published within one month in the Annexes of the Official Journal (Moniteur Belge).

Article 2: Goals and Objectives of the Association

The goals and objectives of EBC shall be to promote brain research in Europe and to contribute to improving the quality of life of those affected by brain diseases.

EBC's activities will include but will not be limited to:

- Fostering collaboration with its member organisations, while avoiding duplication of their work
- Promoting dialogue between patients, scientists, industry and society
- Interacting with the European Commission, the European Parliament and other relevant international institutions
- Raising awareness and promoting education on the brain
- Disseminating information about brain research and brain diseases in Europe

More specifically, EBC shall pursue a set of clear missions.

Through cooperation with its members & partners and with institutions, EBC shall aim to:

- Address fragmentation in European brain research
- Attract young people to work in brain research
- Attract more investment in brain research
- Bring science and society closer together and include European citizens in the dialogue by the involvement of patient associations

EBC shall aim to be a partner for European-wide foundations and businesses with an interest in brain research and the treatment of brain disorders.

EBC may pursue its purposes through all lawful means which may be directly or indirectly necessary, useful or desirable for the furtherance or accomplishment of its goals and objectives, as interpreted in the broadest sense.

EBC may conduct economic or other activities that are ancillary to and related to its goals and objectives described in these Statutes, and all of its activities may take place in any part of the world.

Article 3: Membership

3.1: Membership Categories

There shall be four (4) categories of membership of EBC

- Full members
- Associate members
- Observers
- Industry Partners

Full members and Officers of EBC shall be the only voting members of EBC, with one vote each. All other categories shall be non-voting members and will sit in an advisory capacity.

3.2: Full membership

The Full membership of EBC shall consist of at least three (3) legal entities, which shall be formally registered in a European country, active at the European level and shall meet the following criteria:

- Shall be concerned with, or engaged, or interested in brain research and or treatment of brain illnesses, or which seek to promote the work and objectives of EBC.
- Commits to adhering to these Statutes and the decisions of the General Assembly, the Board and the Executive, including with respect to the benefits and responsibilities of members.
- Whose application for membership has been approved by the Board.

Full membership ends, ipso facto, by the cessation of the functions that gave the right to be a Full member.

The list of Full members of EBC at the time of signing these Statutes is published in Annex 1. It includes the Founder Members of EBC and any other organisations that are already voting members.

3.3: Associate membership

Associate membership may be open to any organisation which is active at the European level and which meets the following criteria:

- Is concerned with, or engaged, or interested in brain research and brain illness, or which seek to promote the work and objectives of EBC but which remains disease-specific
- Commits to adhering to these Statutes and the decisions of the General Assembly, the Board and the Executive, including with respect to the benefits and responsibilities of members
- Whose application for membership has been approved by the Board

Associate membership ends, ipso facto, by the cessation of the functions that gave the right to be an Associate member

3.4: Observers

Observer status is open to any organisation or legal entity, Belgian or foreign, who meets the following criteria:

- supports the goals and objectives of EBC,
- is active in areas relevant to the goals and objectives of EBC and/or its members
- wishes to collaborate and, where relevant, contribute to EBC's activities, to achieve its goals and objectives
- commits to adhering to these Statutes and the decisions of the General Assembly, the Board and the Executive, including with respect to the benefits and responsibilities of observers
- whose application for observer status has been approved by the Board

Observer status ends, ipso facto, by the cessation of the functions that gave the right to be an Associate member

3.5: Industry partners

The status of industry partner is open to any private company who meets the following criteria:

- supports the goals and objectives of EBC,
- is active in areas relevant to the goals and objectives of EBC and its members
- wishes to collaborate and, where relevant, contribute in some capacity to EBC's activities, to achieve its goals and objectives
- commits to adhering to these Statutes and the decisions of the General Assembly, the Board and the Executive, including with respect to the benefits and responsibilities of industry partners
- whose application for membership has been approved by the Board

Article 4: Advisory & Honorary Members

In addition to the above, the General Assembly may at any time confer the title of Advisory Member or Honorary Member to an individual who has provided outstanding contributions to EBC'S activities,

in furtherance of its aims and objectives. The General Assembly of EBC shall decide on any proposal for the election of an Advisory Member or Honorary Member. Their role shall be limited to an advisory function and participation to EBC meetings will be conditional to a specific invitation being received.

Article 5: Representation of Members

Each organisation full member, associate member or observer of EBC shall designate one person as its delegate and a second person who will act as an alternate in the delegate's absence.

The term of office for delegates and alternates will be for a period of two (2) years and may be renewed up to a total of six (6) consecutive years. The delegate or the alternate shall act on behalf of the member organisation in connection with the activities of EBC. The representative and the alternate shall be a current or past senior member of the member organisation that they represent. EBC member organisations shall be entitled to replace their delegate or alternate in accordance with the Internal Rules of EBC.

Article 6: Voting Rights

Voting Rights are exclusively reserved to the Full Members of EBC.

Article 7: Admission, resignation and exclusion

Admission

The admission of New Members (whether Full, Associate or Observer) and Industry Partners is made under the following conditions:

- The organisation fulfilling the criteria stated in Article 3 and wishing to join EBC must submit its application to the Executive of EBC.
- The Executive shall determine under which category of Membership the candidate organisation can join, and then submits the proposal to the Board to vote on the admission.
- The Board of EBC decides on this candidature by a vote with a majority of two thirds of the votes cast.

Resignation

Any full, associate or observer member is free to resign at any time from the association, by a request to the Executive in writing. The resignation shall come into force after a period of one year.

Exclusion

The exclusion of member organisations can be proposed by the Executive to the Board on the basis of:

- a Member's failure to continue to meet any of the criteria for membership laid down in Article 3 of these Statutes
- Member's conduct that is deemed by the Board, in its sole discretion, to be capable of causing prejudice to EBC's reputation and good standing, or
- a Member's failure to comply with these Statutes or a decision of the General Assembly, the Board or of the Executive.

The exclusion is decided by the Board by a majority of two thirds (2/3) of the Members present or represented.

The Board shall be convened for this purpose, either on the initiative of the Executive or upon request by at least one-fifth (1/5) of the Voting Members. The Member whose conduct is being reviewed shall have the opportunity to present a defence before the Board votes on the proposal to terminate the membership.

Resigning and excluded Members have no rights to the assets.

Article 8: Resources

Resources of EBC come from:

- Annual membership fees from all categories of Members

The amount and repartition are fixed each year by the Board, following the proposal of the Executive. In determining the amount of the fees, the Board may take into account any criteria that it deems reasonable and appropriate and in application of such criteria may impose a different level of fees for different categories of membership, and for different members within each category. The Board may also decide to waive part or all of a member's membership fees.

- Any financial support from any other origin and approved by the Board.

Any member or partner having yet to pay its contribution six months after being given formal notice to pay can be suspended or excluded by the Board according to the procedure mentioned in Article 7. The Board may decide to readmit a suspended or excluded Member with a decision by two thirds (2/3) after payment of the outstanding contribution.

Members shall have no right or claim to any portion of EBC's assets.

Any organisation which ceases to be a member of EBC shall forfeit all rights enjoyed by the Members, yet shall be responsible for any membership fees for the membership year during which the membership ceases.

Article 9: General Assembly

9.1: Composition and Voting Rights

The General Assembly shall be the highest governing body of EBC and shall consist of the delegates from the full members, associate members, observers and industry partners.

Only members and partners that have paid all amounts owed to EBC may attend the meetings of the General Assembly.

All full members that have paid all amounts owed to EBC may vote in meetings of the General Assembly. Each voting member shall have one vote.

Alternates and Executive Directors from the full members, associate and observers may also attend meetings of the General Assembly, yet they shall not be entitled to vote unless they do so in their capacity as delegate of a voting member.

9.2: Competences

The General Assembly shall be empowered and have the ultimate authority to:

- amending the Statutes
- approving the report of the Board
- approving the audited annual financial statement for the previous financial year, presented by the Treasurer, and the proposed budget for the following year
- winding up the organisation and allocate its assets after settlement of debts

All other matters shall be within the competence of the Board.

9.3: General Assembly's Function

The General Assembly shall meet at least once a year, at any place, in Belgium or abroad, indicated in the notice of the meeting signed by the President, or in his or her name, and sent at least sixty (60) days prior to the date set for the meeting.

The notice of the meeting shall include an agenda of items to be discussed. Such a notice may be sent by any written means of communication, including but not limited to electronic mail, facsimile, and postal mail, and shall be considered sent on the day it is transmitted by the sender.

An extraordinary meeting of the General Assembly may also be convened:

- by the President of EBC, whenever the interests of EBC so require

- following a resolution of the Board, or
- upon written request to the President of EBC from one-fifth (1/5) of the voting members, together with a summary of the business for which the meeting is to be called in the form of a resolution for debate.

The chairperson of a General Assembly shall cause minutes of the meeting to be written and circulated for approval in advance of the next following General Assembly. The chairperson of that following General Assembly shall sign the minutes, after approval by the voting members present.

All meetings of the General Assembly shall be presided over by the President, or in his or her absence, by a Vice President, or in his or her absence by a person chosen by the members of the Board present at the meeting. Meetings of the General Assembly shall be considered valid if a majority (half + 1) of the voting members (full members and officers) are present.

9.4: Decisions

Except as otherwise mentioned in these Statutes, all decisions of the General Assembly shall be adopted by a simple majority of the total number of votes cast, on condition that at least one-third (1/3) of the Voting Members are present at the time of the decision. Abstentions shall be counted as a vote not given. In case of an equality of votes, the person presiding over the meeting shall have the deciding vote.

In the event that the above quorum requirement is not met, a second meeting of the General Assembly may be convened under the same conditions as mentioned above and with the same agenda, at which the General Assembly shall decide validly irrespective of the number of voting members present at the meeting.

Except as otherwise provided in these Statutes, no member may give a proxy to another member to represent it at a meeting of the General Assembly. Notwithstanding, whenever a meeting must, according to Belgian law, be held in Belgium in front of a notary, there shall be no limit on the number of proxies that a Member may carry on behalf of other Members. In such cases, all proxy instruments shall be presented to the person presiding over the meeting before the opening of the meeting.

Article 10: Board

10.1: Composition of the Board

EBC shall be governed by a Board composed of one representative nominated by each Full Member, with two additional representatives appointed from the Industry Board who will sit in an advisory capacity, as well as the Officers of EBC.

A Members' delegate on the Board may, but need not, be the same person as its representative to the General Assembly, designated in accordance with Article 9 of these Statutes.

To be eligible to serve on the Board, an individual must be a current or past senior member of and be nominated by a member organisation. Nominations of delegates and deputies must be communicated to the EBC Brussels Office at the beginning of every calendar year and shall become effective as from the first Board Meeting every year.

10.2: Powers of the Board

The Board shall have the power of administration and management over EBC, subject to the powers reserved to the General Assembly. The Board shall be primarily responsible for defining the strategy and policies of EBC and shall act in governing EBC in all areas where the General Assembly does not have exclusive authority, including but not limited to the following:

- electing the Officers of EBC sitting on the Executive Committee
- proposing the report to be presented to the General Assembly on the management of EBC
- appointing and removing the Executive Director; and delegating to such Executive Director, and to one or more third parties, who need not be a member of the Board, certain powers for limited specified purposes

- fundraising, including by borrowing money, subject to such constraints as may be required by the law, in order that EBC might pursue its stated goals and objectives.

10.3: Notice of Meetings of the Board

The Board shall meet at least twice a year, at the place indicated in the notice of the meeting signed by the President, or in his or her name, and sent at least thirty (30) days prior to the date set for the meeting. The notice may be sent by any written means of communication, including but not limited to electronic mail, facsimile, and postal mail, and shall be considered sent on the day it is transmitted by the sender.

Meetings of the Board shall be considered valid if a majority (half + 1) of the voting members (full members and officers) are present.

An extraordinary meeting of the Board may also be convened:

- by a notice sent by the President in the same manner as described in the preceding paragraph, whenever the interests of the Association so require or
- upon written request of at least three (3) members of the Board, containing a draft resolution to be debated.

In case of urgency, extraordinary meetings of the Board need not be in person and may be held in a manner stated in the notice of the meeting, including by telephone, video conference, or other electronic means, provided that at least one (1) week's notice is provided to all members of the Board, together with an agenda and sufficient information to make a decision on the points listed therein. If an extraordinary meeting is to be held through a form of communication without an opportunity for oral debates, the notice of the meeting shall contain the reasons for holding the meeting in such manner. All resolutions adopted at an extraordinary meeting held without the physical presence of the members will be subject to the ratification of the Board at its next meeting held in the Board members' physical presence.

10.4: Resolutions and quorum of the Board

Except as otherwise provided in these Statutes, all decisions of the Board shall be adopted by a simple majority of the votes, on condition that at least one-half (1/2) of the members of the Board are present.

A Board member may be represented by proxy at a meeting by another Board Member. However, each Board Member can only receive one proxy.

The chairperson of the meeting will cause minutes to be written and sent to all Board members for information and approval at the next Board meeting. The minutes will be signed by the chairperson of the meeting, after approval by the Board members.

All meetings of the Board shall be chaired by the President, or in his or her absence, by a Vice-President, or in his or her absence by a person chosen by the members of the Board present at such meeting.

10.5: Terms of office of the Board Members

All Board members shall be appointed by their member organisations for a period of two (2) years, and may be re-appointed for two additional terms of two (2) years each.

10.6: Officers

The Board shall appoint the following Officers: a President, two Vice-Presidents and a Treasurer. These Officers shall serve both for the Board and for the General Assembly and shall be considered the Officers of EBC. In doing so, they attend meetings of the Board and of the General Assembly with voting right individually.

The Board shall fill all positions of Officers from among current or past Board members. Elections shall be held during the last meeting of the year for elected Officers to take office on 1st January of the following year.

Unless otherwise expressly provided at the time of selection or election, each Officer shall serve a term of two (2) years, coinciding with her or his term as a member of the Board.

The Officers shall have such duties as those assigned to them in these Statutes, in the Internal Rules of EBC, or as described from time to time by the Board in a resolution.

10.7: Conflicts of Interest

Board members shall have a duty of trust and loyalty to EBC.

In the event that a matter requiring action involves a conflict of interest for one or more members of the Board present or represented at the meeting at which such matter is to be debated, that member shall be required to declare that interest to the President or other person chairing the meeting. Such declaration shall be recorded in the minutes of the meeting.

Where a conflict of interest has been declared under this Article, the member or members of the Board in question shall refrain from participating in the debate or vote on the matter in question, and shall absent herself, himself or themselves temporarily from the meeting while the matter is deliberated, unless otherwise authorised by the President or other person chairing the meeting.

10.8: Representation and Required Signatures

The Board may delegate the power to manage the daily affairs and business of EBC to the Executive Director, or such other Officer or member of staff as appropriate. The Board may also delegate the power to represent EBC, as needed in order to implement such daily management powers.

Any transaction outside the scope of daily management that binds EBC, subject to any monetary limits set by the Board, shall be signed by the President, Treasurer, or the Executive Director, acting alone below limits defined in the Internal Rules and jointly above the said limits, or by any other person or persons receiving a delegation of powers in accordance with this Article of these Statutes, as confirmed in a resolution of the Board. The persons exercising these powers need not offer proof of their authority to third parties.

10.9: Legal Actions

Legal action involving EBC, both as plaintiff and as defendant, shall be taken by the Board, represented:

- by its President, or
- by a member of the Board appointed for such purpose.

Article 11: Industry Board

11.1. Composition

The Industry Board shall be composed of representatives of current EBC Industry Partners of EBC, ie. having paid their annual membership fees for the current year.

11.2. Meetings

The Industry Board shall meet at least twice a year, at the place indicated in the notice of the meeting signed by the President, or in his or her name, and sent at least thirty (30) days prior to the date set for the meeting. The notice may be sent by any written means of communication, including but not limited to electronic mail, facsimile, and postal mail, and shall be considered sent on the day it is transmitted by the sender.

An extraordinary meeting of the Industry Board may also be convened:

- by a notice sent by the President in the same manner as described in the preceding paragraph, whenever the interests of the Association so require or
- upon written request of at least three (3) members of the Industry Board, containing a draft resolution to be debated.

In case of urgency, extraordinary meetings of the Industry Board need not be in person and may be held in a manner stated in the notice of the meeting, including by telephone, video conference, or other electronic means, provided that at least one (1) week's notice is provided to all members of the Industry Board, together with an agenda and sufficient information to make a decision on the points listed therein. If an extraordinary meeting is to be held through a form of communication without an opportunity for oral debates, the notice of the meeting shall contain the reasons for holding the meeting in such manner. All resolutions adopted at an extraordinary meeting held without the physical presence of the members will be subject to the ratification of the Industry Board at its next meeting held in the Industry Board members' physical presence.

11.3. Representation to the Board of EBC

The Industry Board shall appoint up to four (4) – 2 delegates and 2 deputies- of its members to serve on the Board, for a term of two (2) years, with the possibility of re-appointment for up to two (2) further terms, each of two (2) years. These appointees shall be selected in such a way as to ensure that the industries, organisations and experience embodied in the Industry Board shall be well represented on the Board. Appointments shall be arranged from time to time, as necessary.

Article 12: The Executive Committee

12.1: Members of the Executive Committee

The Executive Committee shall be composed of all the Officers appointed by the Board in accordance with Article 10 of these Statutes.

They shall therefore sit ex officio and no longer represent their organisation, unless this is explicitly requested by the said organisation which shall then bear the expenses related to the meetings where it is represented by the EBC Officer.

12.2: Powers & functioning of the Executive Committee

The Board shall delegate to the Executive Committee the authority to take decisions concerning urgent matters not involving EBC's policies that cannot wait to be handled by the full Board and/or decisions implementing resolutions adopted by the full Board.

Meetings of the Executive Committee shall be held with the elected Officers and the Executive Director, and can also include any other Board Member or Staff of EBC when required by the agenda.

12.3: Resolutions and Quorum of the Executive Committee

All decisions of the Executive Committee shall be adopted by a simple majority of the votes casted by the elected Officers, on condition that at least one-half (1/2) of the Officers are present.

A member of the Executive Committee may not be represented by proxy at a meeting of the Executive Committee.

The minutes of the meetings of the Executive Committee shall be circulated to all Committee members for approval and shall be signed by the President, and sent to all members of the Board thereafter.

All meetings of the Executive Committee shall be presided over by the President, or in his or her absence, by a Vice-President, or in his or her absence by a person chosen by the members of the Executive Committee present at such meeting.

12.4: Terms of Office of the Executive Committee

The terms of office of the Executive Committee members who are Officers shall coincide with each person's term as an Officer.

Article 13: General Management

Executive Director

The Board shall appoint an Executive Director or such other Officer to manage the daily affairs of EBC. The Executive Director shall carry out her or his functions until her or his dismissal by the Board of Directors or her or his resignation. The terms of service, responsibilities and powers of the Executive Director or Officer shall be established and reviewed as appropriate by the Board.

Article 14: Working Groups

14.1: Composition and Role of the working groups

EBC may be advised by those individuals, and representatives of companies and organisations which/who have been appointed to a special working group. Officers of EBC, including the President, will also be appointed to the working group.

Working groups may be created on a temporary basis by the Board, to whom they shall report on a regular basis. They shall have a consultative role by providing input and recommendations on issues relating to the goals and objectives of EBC. Working groups may act on their own initiative within the remit of their mission statement and mandate, or upon request by either the General Assembly, the Board or the Executive Committee. Working groups can be dissolved by simple majority of the Board.

14.2: Functioning of working groups

Working groups shall meet at least twice a year, at the place indicated in the notice of the meeting signed by the President, or in his or her name, and sent at least four (4) weeks prior to the date set for the meeting. The notice of the meeting shall include an agenda of items to be discussed at the meeting. Notice may be sent by any written means of communication, including but not limited to electronic mail, facsimile, and postal mail, and shall be considered sent on the day it is transmitted by the sender.

The minutes of working groups meetings shall be circulated for approval to all participants and will be signed by the chairperson of the next following meeting, after approval by the participants. The signed minutes will then be circulated to all Board members.

All meetings of working groups shall be chaired by a person chosen by the members of the working group present at such meeting.

Article 15: Finance

Budget and Accounts

The fiscal year of EBC shall begin on 1st January and close on 31st December.

The Treasurer shall cause to be prepared audited accounts of the past fiscal year and the budget for the next fiscal year and shall submit these to the General Assembly for its approval.

Approval of the accounts by the General Assembly shall discharge the Board members from liability for all acts set out in the annual financial documents.

No part of the assets, income, profits or net earnings of EBC shall benefit any officer, employee, agent, trustee, director or other person except as reasonable compensation for services rendered to EBC in relation to its purpose.

Article 16: Amendment of Statutes and Dissolution

16.1: Amendments of the Statutes

Proposals to amend these Statutes or to dissolve EBC must emanate from the Board or from at least one-fifth (1/5) of the Voting Members. In the event of such a proposal, the Board shall inform the Members thereof, at least one (1) month before the date on which the General Assembly shall meet to discuss said proposal. The proposed amendments or dissolution must be expressly mentioned in the notice of the meeting.

The General Assembly may only validly deliberate on such a proposal if two-thirds (2/3) of the Members are present. A resolution shall be adopted if approved by a two-thirds (2/3) majority of the total votes cast by the General Assembly.

If, however, the above-mentioned quorum of two-thirds (2/3) of the Members is not reached, a new meeting of the General Assembly may be convened under the same conditions as mentioned above, at which the General Assembly shall decide validly and definitively on the proposal, by the majority required (pursuant to the preceding paragraph) of the total votes cast by the Members present, irrespective of the number of such Members present or represented. The second meeting must be held at least fifteen (15) days after the first meeting.

The amendments to the Statutes shall enter into force as soon as the conditions required under Belgian law have been satisfied.

16.2: Dissolution

Except as otherwise stated in these Statutes, the General Assembly shall determine the conditions and procedure for dissolving and winding up the Association. Notwithstanding, the decision on how to distribute EBC's assets remaining after dissolution shall be made by a majority of the Founding Members present at the meeting at which such decision is taken.

All funds of EBC shall be dedicated to its goals and objectives, as described in Article 2 of these Statutes. In the event of dissolution, the assets remaining after dissolution shall be disposed of exclusively to or for the benefit of one or more organisations established and operated exclusively for purposes similar to those of EBC, as the beneficiary. Nothing in this provision shall prevent the funds from being distributed to one or more Founding Members if they qualify under the conditions stated in the preceding sentence.

Article 17: General Provisions

17.1: Official Language

The official language of EBC shall be French and the working language shall be English.

17.2: Internal Rules

The Board may decide by a simple majority vote to establish, amend or abolish all or part of the Internal Rules.

17.3: General clauses

Any item not provided expressly in these Statutes or by the Internal Rules shall be resolved in accordance with the law of 27 June 1921 or the law of 2 May 2002 on not-for-profit associations, international not-for-profit associations, and foundations. Consequently, the provisions of these laws, from which no exception has been lawfully made, are deemed to be incorporated into these Statutes and any provisions of these Statutes which are contrary to mandatory provisions of this law shall be deemed to be non-applicable.

At the time of adoption of these new Statutes, the following organisations were Founding Members of the European Brain Council:

European Academy of Neurology (EAN)

European Association of Neurosurgical Societies (EANS)

European College of Neuropsychopharmacology (ECNP)

European Federation of Neurological Associations (EFNA)

European Psychiatric Association (EPA)

Federation of European Neuroscience Societies (FENS)

Global Alliance of Mental Illness Advocacy Networks (GAMIAN-Europe)

Vote : this decision is taken unanimously from present and represented Full Members, on the exception of * who votes against this proposition.

Fourth resolution
Adoption of accounts

The assembly adopts the annual accounts for 2014.

Vote : this decision is taken unanimously from present and represented Full Members, on the exception of * who votes against this proposition.

Fifth resolution
Mandates

The assembly mandates the Président and Secretary General to implement the decisions taken today, and as notary to establish the new statutes of EBC.

Vote : this decision is taken unanimously from present and represented Full Members, on the exception of * who votes against this proposition.

CLOSURE

No other issue from the agenda is pending, and no further comment is being raised. The President closes the extraordinary general assembly.

In conclusion, the Notary establishes the current report.

Venue and date.

After the current report was read and commented, the President, the members present as well as we notary have signed it.