

## **Statutes of European Brain Council AISBL**

***[The official text is in French – English convenience translation for information purposes only]***

***[We have made amendments to the current Statutes (i) to render them compliant with the companies and associations Code of March 23, 2019 (hereafter: “Code”), (ii) for consistency purposes, (iii) for good governance purposes and (iv) to avoid potential litigation]***

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## **TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE**

### **Article 1. Name. Legal form. Term**

**1.1** The international non-profit association named “European Brain Council”, abbreviated “EBC” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

**1.2** All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

### **Article 2. Registered office**

**2.1** The registered office of the Association is located in the region of Brussels-Capital.

**2.2** The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

**2.3** If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 24 of these Statutes.

**2.4** The Association may establish offices in any country or place.

## **TITLE II. NON-PROFIT PURPOSE. OBJECT**

### **Article 3. Non-profit purpose**

**3.1** The non-profit purpose of international utility of the Association shall be, within Europe and worldwide, to:

- (a) Promote brain research and contribute to improving the quality of life of those affected by brain diseases;
- (b) Address fragmentation in European brain research;
- (c) Raise awareness and promote education in order to attract young people to work in brain research;
- (d) Attract more investment in brain research; and
- (e) Bring science and society closer together and include European citizens in the dialogue by the involvement of patient associations.

**3.2** Unless otherwise stipulated in these Statutes, within the context of these Statutes “Europe”, “European countries” and “European” shall be construed as referring to the countries included in the definition of the “European Region” of the World Health Organisation (WHO).

#### **Article 4. Object**

**4.1** To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Foster collaboration with its Members, partners and different institutions to realize the abovementioned purpose and to avoid duplication of their work;
- (b) Promote dialogue between patients, scientists, industry and society;
- (c) Interact with the European Commission, the European Parliament and other relevant international institutions;
- (d) Disseminate information and issue publications regarding brain research and brain diseases in Europe;
- (e) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;
- (f) Collect and analyse statistical data; and
- (g) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

**4.2** The activities of the Association can include activities of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

**4.3** In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

### **TITLE III. MEMBERS**

#### **Article 5. Membership**

**5.1** The Association shall have five (5) membership categories: Full Members, Associate Members, National Brain Council Members, Industry Partners and Corresponding Members. The Association shall always consist of at least two (2) Full Members.

**5.2** All references in these Statutes to “Member” or “Members” without any other specification are references to Full Members, Associate Members, National Brain Council Members, Industry Partners and Corresponding Members collectively.

**5.3** The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.

**5.4** Membership is *intuitu personae* and can neither be transferred nor assigned.

## **Article 6. Full Members**

**6.1** The category of Full Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having a legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin;
- (c) Being a non-profit legal entity, i.e. a legal entity which pursues a disinterested purpose and does not distribute between its founders, members and/or members of the Board the profits it generates in the framework of its disinterested purpose;
- (d) Having its activities and registered office in Europe; and
- (e) Being a pan-European umbrella organisation concerned with, or engaged in, or interested in brain research and/or treatment of brain illnesses, or seeking to promote the work and object of the Association, without being disease-specific.

**6.2** Full Members shall be divided into two (2) subcategories:

- (a) Patient Organisations; and
- (b) Scientific Members.

**6.3** Legal entities of a same group of legal entities cannot each become a Full Member.

**6.4** Full Members shall enjoy all membership rights, including voting rights.

## **Article 7. Associate Members**

**7.1** The category of Associate Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Not meeting the criteria to be eligible as a Full Member;
- (b) Having a legal personality;
- (c) Being duly constituted in accordance with the laws and practices of its country of origin;
- (d) Being a non-profit legal entity, i.e. a legal entity which pursues a disinterested purpose and does not distribute between its founders, members and/or members of the Board the profits it generates in the framework of its disinterested purpose;
- (e) Having its activities and registered office in Europe; and
- (f) Being a regional, national or pan-European organisation concerned with, or engaged in, or interested in brain research and/or treatment of brain illnesses, or seeking to promote the work and object of the Association, with a focus on specific diseases.

**7.2** By derogation to Paragraph 7.1(a) of the present Article, Associate membership is open and accessible to any legal entity meeting the criteria to be eligible as a Full Member but not wishing to join the Association as a Full Member.

**7.3** Associate Members shall be divided into two (2) categories:

- (a) Patient Organisations; and
- (b) Scientific Members.

**7.4** Legal entities of a same group of legal entities cannot each become an Associate Member .

**7.5** Associate Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.

**7.6** If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 58 of these Statutes, the Associate Members shall neither be consulted nor have a voting right.

## **Article 8. National Brain Council Members**

**8.1** The category of National Brain Council Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Not meeting the criteria to be eligible as a Full Member or as an Associate Member;
- (b) Having a legal personality;
- (c) Being duly constituted in accordance with the laws and practices of its country of origin;
- (d) Being a non-profit legal entity, i.e. a legal entity which pursues a disinterested purpose and does not distribute between its founders, members and/or members of the Board the profits it generates in the framework of its disinterested purpose;
- (e) Having its activities and registered office in Europe; and
- (f) Being a national brain council, i.e. an independent and multidisciplinary council that unites scientific organisations of neuroscientists, psychiatrists, neurologists, neurosurgeons, patients' associations, as well as the pharmaceutical, medical device or other healthcare industry at a national level.

**8.2** National Brain Council Members shall be divided into two (2) categories:

- (a) Patient Organisations; and
- (b) Scientific Members.

**8.3** Legal entities of a same group of legal entities cannot each become a National Brain Council Member.

**8.4** National Brain Council Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.

**8.5** If the rights specifically granted to and/or the obligations of the National Brain Council Members pursuant to these Statutes are amended in accordance with Article 58 of these Statutes, the National Brain Council Members shall neither be consulted nor have a voting right.

## **Article 9. Industry Partners**

**9.1** The category of Industry Partner Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Not meeting the criteria to be eligible as a Full Member, an Associate Member or a National Brain Council Member;
- (b) Having a legal personality;
- (c) Being duly constituted in accordance with the laws and practices of its country of origin;
- (d) Having its activities and registered office in Europe; and
- (e) Being a private commercial entity which supports the purpose and object of the Association and which is active in areas which are relevant for the Association and its Members.

**9.2** Industry Partners can be divided in different categories in function of their size.

**9.3** Legal entities of a same group of legal entities may each become an Industry Partner with their own membership rights, provided that they each pay membership fees.

**9.4** Industry Partners shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.

**9.5** If the rights specifically granted to and/or the obligations of the Industry Partners pursuant to these Statutes are amended in accordance with Article 58 of these Statutes, the Industry Partners shall neither be consulted nor have a voting right.

#### **Article 10. Corresponding Members**

**10.1** The category of Corresponding Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having a legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (c) Being concerned with, or engaged in, or interested in brain research and/or treatment of brain illnesses, or seeking to promote the work and object of the Association.

**10.2** Legal entities of a same group of legal entities may each become a Corresponding Member with their own membership rights, provided that they each pay membership fees.

**10.3** Corresponding Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.

**10.4** If the rights specifically granted to and/or the obligations of the Corresponding Members pursuant to these Statutes are amended in accordance with Article 58 of these Statutes, the Corresponding Members shall neither be consulted nor have a voting right.

#### **Article 11. Admission to membership**

**11.1** Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Executive Director.

**11.2** The Executive Director shall submit this application for admission to the Executive Committee for a non-binding advice. After having verified that all conditions for membership are complied with and



having taken into account the Executive Committee's non-binding advice, the Board shall decide on the admission to membership. The decisions of the Board regarding membership admissions are final, sovereign and the Board shall give reasons for its decisions.

## **Article 12. Representation of Members**

**12.1** Each Member shall appoint at least one (1) natural person, called the "Delegate", to represent it within the Association. If a Member appoints more than one (1) Delegate, it must appoint one (1) Head of Delegation – when applicable – who shall cast the vote of his/her Member (hereafter: "**Head of Delegation**"). Each Head of Delegation must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Delegate, he/she shall be the Head of Delegation of his/her Member.

**12.2** If a Delegate ceases to be employed by or is no longer otherwise linked to the Member he/she is representing (i) he/she shall as of right lose his/her capacity as Delegate (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Delegate unless the Member has another Delegate and, if applicable, another Delegate who has been appointed as Head of Delegation.

**12.3** Each Member shall inform, via regular means of communication, the Executive Director of the identity, contact details, and, as the case may be, appointment or revocation as Head of Delegation, of its Delegate(s).

## **Article 13. Resignation. Exclusion**

**13.1** Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 31 July of each year, to the Executive Director. The Executive Director shall submit the resignation to the Board, which shall in turn acknowledge it. The resignation shall be effective on 31 December of the year during which the written notice has been sent to the Executive Director.

**13.2** A Member is deemed resigning if the Member is in one of the following situations:

- (a) Voluntary/as of right/legal dissolution/liquidation;
- (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
- (c) Judicial administration/reorganisation;
- (d) Merger (only if the concerned Member is the acquired legal entity);
- (e) Transfer of a universality; and
- (f) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 6, Article 7, Article 8, Article 9, or Article 10 of these Statutes following a (partial) demerger or transfer of a branch of activity.

**13.3** This resignation shall be effective upon decision of the Board. A Member has the right to defend its position at (or in writing prior to) the meeting of the Board at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under Paragraph 13.4 of the present Article. The decisions of the Board regarding the resignation of Members as referred to in

the Paragraphs 13.3 and 13.4 of the present Article are final, sovereign and the Board shall give reasons for its decisions.

**13.4** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6, Article 7, Article 8, Article 9 or Article 10 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon recommendation of the Board to the General Assembly.

**13.5** Before recommending the exclusion of a Member to the General Assembly, the Board shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of its exclusion. The Board may decide to propose the exclusion of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Board and has received the possibility to defend its position during the meeting of the Board and prior to the voting on the proposal of exclusion. The decisions of the Board regarding the proposal of exclusion of a Member to the General Assembly are final, sovereign and the Board shall give reasons for its decisions.

**13.6** Upon recommendation from the Board, the General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The General Assembly can validly decide on the exclusion of a Member only if (i) at least half (1/2) of the Full Members are present or represented and (ii) the decision to exclude obtains at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly shall give reasons for its decisions.

**13.7** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Board not to recommend the exclusion of the concerned Member to the General Assembly, or (ii) if the Board decides to recommend the exclusion of the concerned Member to the General Assembly, until the decision of the General Assembly.

**13.8** By derogation to Paragraph 13.7 of the present Article, if a Member fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the President, all its membership rights shall be automatically and immediately suspended until the payment of the membership fee or the decision of the General Assembly to exclude the concerned Member, in accordance with Paragraph 13.4 of the present Article.

**13.9** A Member which, in whatever way and for whatever reason, ceases to be a Member shall remain liable for its obligations towards the Association, including for the payment of the membership fees (i) for the financial year during which notice is given and, (ii) in case the notice is served after 31 July, for the financial year during which the notice is given and the following financial year. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the Executive Director, promptly deliver to the Association all material, equipment,

software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

**13.10** A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

#### **Article 14. Membership fees**

**14.1** Each Member shall pay membership fees per year according to the category and subcategory it belongs to as referred in Article 6, Article 7, Article 8, Article 9 and Article 10 of these Statutes, as proposed by the Executive Director and decided by the Board.

**14.2** The amount of the membership fees and the calculation method of the membership fees for each membership category and subcategory (Patient Organisations and Scientific Members) shall be proposed by the Executive Director and decided by the Board. The Board can also decide to waive part or all of a Member's membership fees.

**14.3** Members joining the Association before July 31 shall pay the total amount of annual membership fees as calculated for their membership category and subcategory. Members joining the Association after July 31 shall pay half of the amount of the annual membership fees as calculated for their membership category and subcategory.

**14.4** In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be decided by the Board.

**14.5** The Executive Committee shall decide on the invoicing procedure and the time for payment of the membership fees.

#### **Article 15. Compliance with the Statutes, the internal rules, and Antitrust Law**

**15.1** Any Member shall expressly adhere to these Statutes and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 11 of these Statutes.

**15.2** The Members commit not to enter into any discussion, activity or conduct that may infringe EU and applicable national competition law rules (hereafter: "**Antitrust Law**"). The Association shall take all possible measures in order to ensure that it fully complies with the provisions of Antitrust Law and that the Members are aware of the importance of complying with Antitrust Law.

#### **Article 16. Register of Members**

**16.1** The Executive Director shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Member. In addition, all the decisions regarding the admission, the resignation or the

exclusion of the Members shall be included in the register of Members by the Executive Director, immediately after the Board has taken a decision.

#### **TITLE IV. AMBASSADORS AND HONORARY MEMBERS**

##### **Article 17. Ambassadors and Honorary Members**

**17.1** The General Assembly shall have the right to grant the title of Ambassador and Honorary Member to any natural person, being a physician, scientist or professional who has rendered exceptional services to the Association, its purpose, object and/or its Members. The General Assembly may revoke the title of Ambassador and Honorary Member granted to one or several natural person(s) at any time. The decisions of the General Assembly regarding the granting or the revocation of the title of Ambassador and Honorary Member are final, sovereign and the General Assembly shall not give reasons for its decisions.

#### **TITLE V. ORGANISATIONAL STRUCTURE**

##### **Article 18. Bodies**

**18.1** The bodies of the Association are:

- (a) The General Assembly;
- (b) The Board;
- (c) The President;
- (d) The two (2) Vice-Presidents;
- (e) The Treasurer;
- (f) The Executive Committee;
- (g) The Industry Board;
- (h) The National Brain Councils Academia;
- (i) The Working Group(s); and
- (j) The Executive Director.

#### **TITLE VI. GENERAL ASSEMBLY**

##### **Article 19. Composition. Voting rights**

**19.1** The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Head of Delegation pursuant to Article 12 of these Statutes.

**19.2** Each Full Member shall have one (1) vote.

**19.3** Associate Members, National Brain Council Members, Industry Partners and Corresponding Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard upon decision of the chairperson.

**19.4** Each member of the Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Board who has been appointed

as a Head of Delegation, shall be authorised to vote in this specific capacity for the Full Member he/she represents.

**19.5** The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the youngest Vice-President (in age). If the President and both Vice-Presidents are all unable or unwilling to chair the General Assembly, the General Assembly shall designate the person who will chair the General Assembly.

**19.6** The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly, these third parties will receive the right to speak.

**19.7** The General Assembly may decide to confer the status of permanent observer to one or more natural persons or legal entities. Permanent observers shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. All convening notices to all meetings of the General Assembly shall simultaneously be notified to the permanent observers. The General Assembly may revoke the status of permanent observer at any time. By derogation to the above, the National Action Groups, referred to in Article 48 of the present Statutes, shall be permanent observers at the General Assembly.

**19.8** Notwithstanding the above Paragraph, the President may decide that the National Action Groups cannot attend one or more meeting(s) or part(s) of a meeting(s) of the General Assembly.

## **Article 20. Powers**

**20.1** The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:

- (a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal of the members of the Board and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Board will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
- (d) The discharge to be given to the members of the Board and, if any, to the statutory auditor;
- (e) The approval of the annual accounts and the budget of the Association;
- (f) The granting of the title of Ambassadors & Honorary Member to certain natural persons;
- (g) The amendment of these Statutes;
- (h) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
- (i) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

## **Article 21. Meetings**

**21.1** The General Assembly shall meet at least once a year upon convening by the President, the Executive Committee or the Board, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Board shall determine the exact date of the Ordinary General Assembly.

**21.2** A meeting of the General Assembly shall be convened at any time by the President, the Executive Committee or the Board whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President at the written request of at least half of the Full Members. In this last case, the President shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the fortieth (40<sup>th</sup>) calendar day following this request.

## **Article 22. Proxies**

**22.1** Each Member shall have the right, via regular means of communication, always with copy to the Executive Director via similar means, to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than one (1) proxy.

**22.2** Each Member shall have the right via regular means of communication, always with copy to the Executive Director via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 58 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

## **Article 23. Convening notices. Agenda**

**23.1** Without prejudice to Article 24, Article 58, and Article 59 of these Statutes, convening notices for the General Assembly shall be notified to the Members and the members of the Board by the Executive Director via regular means of communication at least twenty-one (21) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Executive Director and adopted by the Executive Committee or the Board.

**23.2** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full Members and notified to the President at least fourteen (14) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the Board of the additional item(s) on the agenda of the General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.

**23.3** No vote shall be cast regarding an item that is not listed on the agenda, except if at least two thirds (2/3) of the Full Members are present or represented at a meeting of the General Assembly and at least two thirds (2/3) of the Full Members present or represented vote to proceed with such vote.

**23.4** Each Member and each member of the Board shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless it disagrees, any Member present or represented and any member of the Board present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

**Article 24. Presence quorum. Voting majority. Votes**

**24.1** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Full Members are present or represented.

**24.2** If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these Statutes, at least five (5) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the Paragraph 24.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

**24.3** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**24.4** In the event of a tie, the Full Member whose Delegate is the President shall have the decisive vote and, in its absence, (whether represented or not), the Full Member whose Delegate is the oldest Vice-President (in age) shall have the decisive vote. If the Full Member whose Delegate is the President and the Full Member whose Delegate is the oldest Vice-President (in age) are both absent (whether represented or not), the Full Member whose Delegate is the youngest Vice-President (in age) shall have the decisive vote. If the Full Member whose Delegate is the President and the Full Members whose Delegates are the Vice-Presidents are all absent (whether represented or not), the Full Member whose Delegate has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

**24.5** The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.

**24.6** By derogation to the Paragraph 24.3 of the present Article, for the election of the members of the Board referred to in Article 27.7 of these Statutes, decisions of the General Assembly regarding the election of one or more member(s) of the Board shall be validly adopted as follows:

- (a) If the number of candidate members of the Board is equal to or below the number of mandates of members of the Board to be fulfilled:
  - i. The General Assembly shall vote once on the list of candidates members of the Board as a whole; and

- ii. The list of candidates members of the Board shall obtain at least fifty per cent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.
- (b) If (i) there are more candidates members of the Board than the number of mandates of members of the Board to be fulfilled or (ii) the chairperson of the General Assembly decides to derogate to Paragraph 24.6, (a) of the present Article:
- i. The ballot shall be organized in a way that each Full Member will be able to cast its vote as many times as there are mandate(s) of members of the Board to be fulfilled (e.g. if five (5) members of the Board shall be elected, the Full Member can cast five (5) votes, i.e. one (1) vote per member of the Board to be elected); and
  - ii. The candidate member(s) of the Board shall obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Full Members present or represented. In the event of a tie between two (2) or more candidates member of the Board, subsequent voting round(s) shall take place until the tie is broken.

**24.7** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Board and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Board shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.

**24.8** Provided that this possibility has been granted by the Board and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Board shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronical voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

**24.9** The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

## **Article 25. Register of minutes**

**25.1** Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by the President and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Executive Director to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.



## **Article 26. Written procedure**

**26.1** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 23 of these Statutes do not have to be complied with.

**26.2** For this purpose, the President, upon request of the Executive Committee or the Board, and with the assistance of the Executive Director, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Board, with request to the Full Members to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Board and within the time limit mentioned in the notice.

**26.3** If the votes in favor of all of the Full Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

**26.4** For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.

**26.5** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Board.

**26.6** The decisions taken via written procedure shall be sent via regular means of communication by the Executive Director to the Members.

**26.7** The members of the Board and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

## **TITLE VII. BOARD**

### **Article 27. Composition**

**27.1** The Association shall be administered by a Board composed of at least four (4) members.

**27.2** Each member of the Board shall be:

- (a) A Delegate of a Full Member; and
- (b) A representative or past-representative (i.e. having been a representative at any time during the past six (6) years) at the top decision-making level (e.g. president, CEO, secretary general, director general, chairman, director or board member) of the Full Member he/she is employed by or otherwise linked to, who is involved in the sector of brain research, and who has an expertise required to pursue the non-profit purpose of the Association.

**27.3** Up to two (2) representatives of the Industry Board, and up to two (2) representatives of the National Brain Councils Academia, may attend the meetings of the Board as permanent observers without voting rights and with the right to be heard, unless more than half of the members of the Board object thereto.

**27.4** In accordance with Belgian law requirements, each member of the Board shall represent the Association and shall act in the interest of the Association and not in the interest of the Full Member he/she is employed by or otherwise linked to.

**27.5** The General Assembly shall elect the members of the Board. The term of office of the members of the Board is a two (2) years term, twice renewable in a row. The mandate performed by a President, Vice-President or Treasurer pursuant to Article 36.5 of these Statutes shall not be taken into account for the computation of the number of terms of office.

**27.6** The mandate of the members of the Board shall be non-remunerated.

**27.7** Each Full Member shall have the right to nominate one (1) Delegate as a candidate member to the Board at least twenty-eight (28) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Board will be elected. The Board shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Board, taking into account the criteria set out in Paragraph 27.2 of the present Article, shall draw up a list of all proposed candidate members of the Board. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Board will be elected. The list shall indicate for each proposed candidate member of the Board the criteria set out in Paragraph 27.2 of the present Article. If there is no list or an incomplete list of candidate members of the Board, the General Assembly may freely elect without any formality one or more member(s) of the Board out of the Delegates of the Full Members. The detailed procedures for the election of members of the Board shall be determined in the internal rules, if any.

**27.8** The term of office of the members of the Board begins on the first (1<sup>st</sup>) of January following their election. In case Paragraph 27.12 of the present Article is applied, the term of office shall begin immediately.

**27.9** The mandate of a member of the Board terminates on the thirty-first (31<sup>st</sup>) of December following the expiry of his/her directorship. The mandate of a member of the Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Board ceases to be employed by or is no longer otherwise linked to the Full Member he/she is employed by or otherwise linked to, or (iii) if the Full Member the member of the Board is employed by or otherwise linked to, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the member of the Board is employed by or otherwise linked to, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the member of the Board is employed by or otherwise linked to, has substantially modified its activities, or (vi) if a member of the Board does no longer meet the criteria set out in Paragraph 27.2 of the present Article.

**27.10** The mandate of a member of the Board also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a member of the Board at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

**27.11** The members of the Board are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate

of a member of the Board for whatever reason, except the cases of automatic termination of the mandate of a member of the Board, or dismissal, the member of the Board shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

**27.12** If the mandate of a member of the Board ceases before its term, for whatever reason, the Board may freely appoint (by co-optation) a new member of the Board for the remainder of the term, provided that (i) the member of the Board appointed fulfils the criteria set out in Article 27.2 of these Statutes, and (ii) his/her candidature has been proposed within thirty (30) calendar days as from the end of the mandate of the outgoing member of the Board by the Full Member whose Delegate is the outgoing member of the Board without prejudice to the regularity of the composition of the Board. Notwithstanding the preceding sentence, if the Full Member whose Delegate is the outgoing member of the Board does not propose a candidate within thirty (30) calendar days as from the end of the mandate of the outgoing member of the Board, the General Assembly may freely appoint a new member of the Board for the remainder of the term, provided that the member of the Board appointed fulfils the criteria set out in Article 27.2 of these Statutes without prejudice to the regularity of the composition of the Board.

**27.13** In case of termination of the mandate of a member of the Board for whatever reason, the member of the Board shall have no claims for compensation on the Association or for its assets.

**27.14** The Board shall be chaired by the President. If the President is unable or unwilling to chair the Board, the Board shall be chaired by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to chair the Board, the Board shall be chaired by the youngest Vice-President (in age). If the President and both Vice-Presidents are unable or unwilling to chair the Board, the Board shall be chaired by the oldest member of the Board (in age) present.

**27.15** The Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board.

## **Article 28. Powers**

**28.1** The Board shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Board shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").

**28.2** The Board shall in particular have the following powers:

- (a) The transfer of the Association's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association's strategies and policies;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The admission of new Members taking into account the Executive Committee's non-binding advice;
- (g) The acknowledgement of the resignation of a Member;
- (h) The recommendation of the exclusion of a Member to the General Assembly;
- (i) The election and dismissal of the President, the Vice-Presidents, and the Treasurer;
- (j) The appointment and dismissal of the Executive Director, including the discharge to be given;

- (k) The decision on the amount of the membership fees and the calculation method of the membership fees upon proposal of the Executive Director;
- (l) The decision on the amount of additional contributions;
- (m) The convening of the General Assembly;
- (n) The adoption of the agenda of the meetings of the General Assembly, after preparation by the Executive Director;
- (o) The adoption of propositions to be submitted to the General Assembly;
- (p) The appointment of two (2) internal finance auditors forming the Internal Finance Committee;
- (q) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
- (r) In cooperation with the Executive Director, the Treasurer and the Internal Finance Committee, the finalisation and approval of the draft annual accounts and the draft budget and the submission thereof to the General Assembly;
- (s) The adoption, the amendment and the revocation of the internal rules, if any;
- (t) The decisions to amend Article 54.2 of these Statutes; and
- (u) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these.

**28.3** Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

**28.4** At any time, the Board may delegate specific powers to one or more member(s) of the Board or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

#### **Article 29. Meetings**

**29.1** The Board shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of at least two (2) members of the Board, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board, the Board shall be convened by the oldest Vice-President. If the President and the oldest Vice-President (in age) are both unable or unwilling to convene the Board, the Board shall be convened by the youngest Vice-President (in age). If the President and both Vice-Presidents are unable or unwilling to convene the Board, the Board shall be convened by the oldest member of the Board (in age).

#### **Article 30. Proxies**

**30.1** Each member of the Board shall have the right, via regular means of communication, to give a proxy to another member of the Board, to be represented at a meeting of the Board. No member of the Board may hold more than two (2) proxies.

#### **Article 31. Convening notices. Agenda**

**31.1** Convening notices for the Board shall be notified to the members of the Board by the Executive Director via regular means of communication at least fourteen (14) calendar days before the meeting of the Board. The convening notices shall mention the date, time and place of the meeting of the Board. In addition, the convening notices shall mention if the members of the Board can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board shall be prepared by the Executive Director and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the youngest Vice-President (in age). If the President and both Vice-Presidents are unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Board (in age).

**31.2** Each member of the Board shall have the right to propose additional item(s) to be included on the agenda of the Board, which shall be notified via regular means of communication to the President at least seven (7) calendar days before the meeting. In such a case, the President shall inform the members of the Board of the additional item(s) on the agenda of the Board via regular means of communication at least three (3) calendar days before the meeting of the Board.

**31.3** No vote shall be cast regarding an item that is not listed on the agenda, except if all members of the Board are present or represented at a meeting of the Board and vote to proceed with such vote.

**31.4** Each member of the Board shall have the right, before, during or after a meeting of the Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Board present or represented at a meeting of the Board shall be considered to have been regularly convened to this meeting.

**Article 32. Presence quorum. Voting majority. Votes**

**32.1** Unless otherwise stipulated in these Statutes, the Board shall be validly constituted when at least half of the members of the Board are present or represented.

**32.2** If at least half of the members of the Board are not present or represented at the first meeting, a second meeting of the Board may be convened pursuant to Article 31 of these Statutes, at least fourteen (14) calendar days after the first meeting of the Board. The second meeting of the Board shall validly deliberate irrespective of the number of members of the Board present or represented, in accordance with the voting majority stipulated in the Paragraph 32.3 of the present Article. In any case, the Board shall always be constituted of at least two (2) members of the Board physically or virtually present.

**32.3** Unless otherwise stipulated in these Statutes, decisions of the Board shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Board present or represented. Each member of the Board shall have one (1) vote.

**32.4** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both absent (whether represented or not), the youngest Vice-President (in age) shall have the decisive vote. If the President and the both Vice-Presidents are absent (whether represented or not) the oldest member of the Board (in age) present shall have the decisive vote.

**32.5** A duly convened meeting of the Board shall be validly held even if all or some of the members of the Board are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the members of the Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Executive Director shall set up the practical procedures to organise this in practice. In such a case, the members of the Board shall be deemed present.

**32.6** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Board may vote via electronic means during a meeting of the Board. The Executive Director shall take the necessary steps allowing the members of the Board to vote electronically. The Executive Director shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Board having expressed their vote and (ii) the control of compliance with the prescribed time limit.

**Article 33. Register of minutes**

**33.1** Minutes shall be drawn up at each meeting of the Board. They shall be approved and signed by the President and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Executive Director to the members of the Board. The register of minutes shall be kept at the registered office of the Association where all members of the Board may consult it, without, however, displacing it.

**Article 34. Written procedure**

**34.1** The Board may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 31 of these Statutes do not have to be complied with.

**34.2** For this purpose, the Executive Director, upon request of the President or two (2) members of the Board acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Board, with request to the members of the Board to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Executive Director and within the time limit mentioned in the notice.

**34.3** The decisions are deemed to have been taken if (i) at least half of the members of the Board have sent their vote(s) back via the means of written communication designated by the Executive Director within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Board having sent their vote(s) back via the means of written communication designated by the Executive Director. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**34.4** For the purpose of the present Article, members of the Board are not allowed to grant proxies to other members of the Board.

**34.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Board.

**34.6** The decisions taken via written procedure shall be sent via regular means of communication by the Executive Director to the members of the Board.

## **Article 35. Conflict of interests**

**35.1** In case a member of the Board (hereafter: “**Concerned member of the Board**”) has a direct or indirect interest of a patrimonial nature which is conflicting with the interest of the Association in a decision or an operation falling within the powers of the Board (hereafter: “**Conflicting Interest**”), he/she shall notify the Conflicting Interest to the Board and provide all facts material to understand the nature and scope of the conflict, as soon as possible and before the Board takes the concerned decision.

**35.2** If the Concerned member of the Board fails to do so, any member of the Board aware of the potential Conflicting Interest shall raise the issue with the Board before it takes a decision in relation thereof.

**35.3** The statements and the explanations regarding the nature of the Conflicting Interest of the Concerned member of the Board shall be recorded in the minutes of the meeting of the Board that shall take the concerned decision. The nature of the concerned decision/operation and the patrimonial consequences thereof for the Association and the reason(s) of the decision that has been taken shall be described by the Board in the minutes of the meeting of the Board that shall take the concerned decision.

**35.4** If a statutory auditor has been appointed, the minutes of the meeting of the Board shall be communicated to the statutory auditor.

**35.5** The Concerned member of the Board shall neither participate in the deliberations of the Board nor participate in the vote related to the items on the agenda relating to the Conflicting Interest.

**35.6** In relation to the items on the agenda relating to the Conflicting Interest, the Concerned member of the Board shall not be taken into account for the calculation of the presence quorum as provided for by Article 32.1 of these Statutes. The rules relating to the voting majority provided for by Article 32.3 of these Statutes remain unchanged.

**35.7** If at least half of the members of the Board present or represented have a Conflicting Interest, the decision or operation will be submitted to the General Assembly. If the General Assembly approves the decision or the operation, the Board may implement said decision or operation.

**35.8** Notwithstanding the preceding Paragraphs, the procedure of conflict of interests described above shall not be applied when the decisions of the Board relate to regular operations concluded on normal market terms and guarantees for operations of the same type.

## **TITLE VIII. PRESIDENT, VICE-PRESIDENTS AND TREASURER**

### **Article 36. Election and function of the President, Vice-Presidents and Treasurer**

**36.1** The Board shall elect a President, two (2) Vice-Presidents and a Treasurer amongst the members of the Board. The President, the Vice-Presidents and Treasurer shall be four (4) distinct members of the Board. Their mandate shall be non-remunerated.

**36.2** As far as possible, the President shall be a member of the Board for at least two (2) years prior to his/her election as President.

**36.3** The term of office of the President, the Vice-Presidents and the Treasurer is a two (2) years term, twice renewable in a row.

**36.4** The term of office of the President, Vice-Presidents and Treasurer begins on the first (1<sup>st</sup>) of January following the Board meeting at which they were elected. In case Paragraph 36.5 of the present Article is applied, the term of office shall begin immediately.

**36.5** Each new President, Vice-President or Treasurer who is elected by the Board to replace a President, Vice-President, or Treasurer whose mandate has terminated before the expiry of its term, shall be elected for the remainder of the term of the President, Vice-President, or Treasurer being replaced. The mandate performed by a President, Vice-President or Treasurer pursuant to this Paragraph shall not be taken into account for the computation of the number of terms of office.

**36.6** The mandate of the President, Vice-President, and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

**36.7** The Board may further dismiss the President as President, the Vice-Presidents as Vice-Presidents, and the Treasurer as Treasurer at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President, Vice-President, or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Board and prior to the voting on the dismissal. The concerned President, Vice-President, or Treasurer shall not participate in the deliberation of the Board regarding such decision or action, and also not to the relevant voting.

**36.8** The President, Vice-Presidents, and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board. In case of the end of the mandate of the President, the Vice-Presidents, or the Treasurer for whatever reason, except the cases of automatic termination of the directorship, or dismissal, the President, Vice-President, or Treasurer as the case may be shall continue performing the duties of his/her office until the Board has provided in his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**36.9** In case of termination of the mandate of the President, Vice-Presidents, or the Treasurer for whatever reason, the President, Vice-Presidents, or Treasurer as the case may be shall have no claims for compensation on the Association or for its assets.

#### **Article 37. Powers of the President, Vice-Presidents, and Treasurer**

**37.1** The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:

- (a) The convening of meetings of the General Assembly;
- (b) The adoption of the agenda of the Board and the Executive Committee, after preparation by the Executive Director;
- (c) Presiding the meetings of the General Assembly, the Board and the Executive Committee;
- (d) Signing and approving the minutes of the meetings of the General Assembly, the Board and the Executive Committee;



- (e) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (f) In the event of a tie vote, having the casting vote within the General Assembly, the Board and the Executive Committee.

**37.2** The Vice-Presidents shall have the powers specifically reserved for them by these Statutes. As a general rule, the oldest Vice-President shall replace the President in his/her absence, and, in his/her absence, the youngest Vice-President.

**37.3** The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Board. As a general rule, the Treasurer shall oversee the financial affairs of the Association, prepare, in cooperation with the Executive Director and the Internal Finance Committee, the draft annual accounts and the draft budget of the Association and report in this respect to the Board.

## **TITLE IX. EXECUTIVE COMMITTEE**

### **Article 38. Composition of the Executive Committee**

**38.1** The Executive Committee shall be composed as follows:

- (a) The President shall be as of right a member of the Executive Committee;
- (b) The Vice-Presidents shall be as of right members of the Executive Committee; and
- (c) The Treasurer shall be as of right a member of the Executive Committee.

**38.2** Each member of the Executive Committee shall represent the Association and shall act in the interest of the Association and not in the interest of the Full Member he/she is employed by or otherwise linked to.

**38.3** The term of office of the members of the Executive Committee is determined on the basis of their mandates respectively as President, Vice-President or Treasurer.

**38.4** The mandate of the members of the Executive Committee terminates by expiry of their mandates respectively as President, Vice-President or Treasurer.

**38.5** The Executive Committee shall be chaired by the President. If the President is unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the youngest Vice-President (in age). If the President and both Vice-Presidents are unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by the Treasurer.

**38.6** The Executive Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Committee.

### **Article 39. Powers of the Executive Committee**

**39.1** The Executive Committee shall act as a collegial body (in French: “organe collégial” / in Dutch: “collegiaal orgaan”).

**39.2** The Executive Committee shall have the powers specifically granted to it by these Statutes. In particular, the Executive Committee shall have the following powers:

- (a) The taking of initiatives and the proposal of strategies for the development of the Association to the Board;
- (b) The preparatory work, organization of meetings and follow-up of decisions taken by the General Assembly and the Board;
- (c) The making of proposals to the Board;
- (d) The supervision of the management and the monitoring of the Association between meetings of the Board;
- (e) The decision on the invoicing procedure and the time for payment of the membership fees;
- (f) The convening of the General Assembly; and
- (g) The adoption of the agenda of the meetings of the General Assembly, after preparation by the Executive Director.

**39.3** At any time, the Executive Committee may delegate specific powers to one or more member(s) of the Executive Committee or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

#### **Article 40. Meetings**

**40.1** The Executive Committee shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of at least two (2) members of the Executive Committee, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the youngest Vice-President (in age). If the President and both Vice-Presidents are unable or unwilling to convene the Executive Committee, the Executive Committee shall be convened by the Treasurer.

#### **Article 41. Proxies**

**41.1** The members of the Executive Committee shall not have the right to give a proxy to another member of the Executive Committee, to be represented at a meeting of the Executive Committee.

#### **Article 42. Convenings. Agenda**

**42.1** Convening notices for the Executive Committee shall be notified to the members of the Executive Committee by the Executive Director via regular means of communication at least fourteen (14) calendar days before the meeting of the Executive Committee. The convening notices shall mention the date, time and place of the meeting of the Executive Committee. In addition, the convening notices shall mention if the members of the Executive Committee can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Executive Committee shall be prepared by the Executive Director and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest Vice-President (in age). If the President and the oldest Vice-President (in age) are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the youngest Vice-President (in age). If the President

and both Vice-Presidents are unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer.

**42.2** Each member of the Executive Committee shall have the right to propose additional item(s) to be included on the agenda of the Executive Committee, which shall be notified via regular means of communication to the President at least seven (7) calendar days before the meeting. In such a case, the President shall inform the members of the Executive Committee of the additional item(s) on the agenda of the Executive Committee via regular means of communication at least three (3) calendar days before the meeting of the Executive Committee.

**42.3** No vote shall be cast regarding an item that is not listed on the agenda, except if all members of the Executive Committee are present or represented at a meeting of the Executive Committee and vote to proceed with such vote.

**42.4** Each member of the Executive Committee shall have the right, before, during or after a meeting of the Executive Committee, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Executive Committee present or represented at a meeting of the Executive Committee shall be considered to have been regularly convened to this meeting.

**Article 43. Presence quorum. Voting majority. Votes**

**43.1** Unless otherwise stipulated in these Statutes, the Executive Committee shall be validly constituted when at least half of the members of the Executive Committee are present or represented.

**43.2** If at least half of the members of the Executive Committee are not present at the first meeting, a second meeting of the Executive Committee may be convened pursuant to Article 42 of these Statutes, at least fourteen (14) calendar days after the first meeting of the Executive Committee. The second meeting of the Executive Committee shall validly deliberate irrespective of the number of members of the Executive Committee present, in accordance with the voting majority stipulated in the Paragraph 43.3 of the present Article. In any case, the Executive Committee shall always be constituted of at least two (2) members of the Executive Committee physically or virtually present.

**43.3** Unless otherwise stipulated in these Statutes, decisions of the Executive Committee shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Executive Committee present or represented. Each member of the Executive Committee shall have one (1) vote. Blank votes, invalid votes and abstentions shall not be counted.

**43.4** In the event of a tie, the President shall have the decisive vote and in his/her absence, the oldest Vice-President (in age).

**43.5** A duly convened meeting of the Executive Committee shall be validly held even if all or some of the members of the Executive Committee are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the members of the Executive Committee to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Executive Director shall set up the practical procedures to organise this in practice. In such a case, the members of the Executive Committee shall be deemed present.

**43.6** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Executive Committee may vote via electronic means during a meeting of the Executive Committee. The Executive Director shall take the necessary steps allowing the members of the Executive Committee to vote electronically. The Executive Director shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Executive Committee having expressed their vote and (ii) the control of compliance with the prescribed time limit.

**Article 44. Register of minutes**

**44.1** Minutes shall be drawn up at each meeting of the Executive Committee. They shall be approved and signed by the President and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Executive Director to the members of the Executive Committee. The register of minutes shall be kept at the registered office of the Association where all members of the Executive Committee and the Board may consult it, without, however, displacing it.

**Article 45. Written procedure**

**45.1** The Executive Committee may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 42 of these Statutes do not have to be complied with.

**45.2** For this purpose, the Executive Director, upon request of the President or two (2) members of the Executive Committee acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Executive Committee, with request to the members of the Executive Committee to vote on the proposals and to send their vote(s) back via the means of written communication designated by the Executive Director and within the time limit mentioned in the notice.

**45.3** The decisions are deemed to have been taken if (i) at least half of the members of the Executive Committee have sent their vote(s) back via the means of written communication designated by the Executive Director within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Executive Committee having sent their vote(s) back via the means of written communication designated by the Executive Director. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**45.4** For the purpose of the present Article, members of the Executive Committee are not allowed to grant proxies to other members of the Executive Committee.

**45.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Executive Committee.

**45.6** The decisions taken via written procedure shall be sent via regular means of communication by the Executive Director to the members of the Executive Committee.

## **TITLE X. INDUSTRY BOARD**

### **Article 46. Composition and function of the Industry Board**

**46.1** The Industry Board shall serve as convening body for the Delegates of the Industry Partners and shall have a supporting role towards the Board on specific issues.

**46.2** The Industry Board shall be composed of all the Industry Partners.

**46.3** The Board shall determine amongst others the mission, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Industry Board.

**46.4** The Industry Partners shall have the right to attend meetings of the General Assembly without voting rights in accordance with Article 19.3 of these Statutes, unless the Board decides otherwise.

**46.5** The Industry Board shall not represent the Association vis-à-vis third parties.

**46.6** The Industry Board shall always act under the responsibility of the Board and shall report periodically to Board on its/their activities, and/or at the request of the Board.

**46.7** The Industry Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Industry Board.

## **TITLE XI. THE NATIONAL BRAIN COUNCILS ACADEMIA**

### **Article 47. Composition and function of the National Brain Councils Academia**

**47.1** The National Brain Councils Academia shall serve as convening body for the Delegates of the National Brain Council Members and shall have a supporting role towards the Board on specific issues.

**47.2** The National Brain Councils Academia shall be composed of all the National Brain Council Members.

**47.3** The Board may decide to confer the status of permanent observer at the National Brain Councils Academia to one or more natural persons or legal entities. Permanent observers shall have the right to attend the meetings of the National Brain Councils Academia without voting rights and with the right to be heard. All convening notices to all meetings of the National Brain Councils Academia shall simultaneously be notified to the permanent observers. The Board may revoke the status of permanent observer at the National Brain Councils Academia at any time. By derogation to the preceding sentence, the National Action Groups shall be permanent observers at the National Brain Councils Academia.

**47.4** Notwithstanding the above Paragraph, the Board may decide that the National Action Groups cannot attend one or more meeting(s) or part(s) of a meeting(s) of the National Brain Councils Academia.

**47.5** The Board shall determine amongst others the mission, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the National Brain Councils Academia.

**47.6** The National Brain Councils shall have the right to attend meetings of the General Assembly without voting rights in accordance with Article 19.3 of these Statutes, unless the Board decides otherwise.

**47.7** The National Brain Councils Academia shall not represent the Association vis-à-vis third parties.

**47.8** The National Brain Councils Academia shall always act under the responsibility of the Board and shall report periodically to Board on its/their activities, and/or at the request of the Board.

**47.9** The National Brain Councils Academia may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the National Brain Councils Academia.

## **TITLE XII. THE NATIONAL ACTION GROUPS**

### **Article 48. National Action Groups**

**48.1** Members from the same State may propose to the Board a National Action Group. Upon the aforementioned proposal, the Board shall decide whether or not to grant the status of National Action Group. The Board shall also decide to revoke the status of the National Action Groups.

**48.2** The National Action Groups are not part of the Association and do not represent the Association. National Action Groups shall bear the cost of their activities.

**48.3** The National Action Groups shall be permanent observers at the General Assembly.

## **TITLE XIII. WORKING GROUP(S)**

### **Article 49. Working Group(s)**

**49.1** The Board may establish, dissolve and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Board on specific issues. The Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s).

**49.2** The Working Group(s) shall not represent the Association vis-à-vis third parties.

**49.3** The Working Group(s) shall always act under the responsibility of the Board and shall report periodically to Board on its/their activities, and/or at the request of the Board.

**49.4** The Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

## **TITLE XIV. EXECUTIVE DIRECTOR**

**Article 50. Appointment and function of the Executive Director**

**50.1** The Board shall appoint a natural person or legal entity, not being a member of the Board and not being a Delegate, as Executive Director. His/her/its office may be remunerated. When a legal entity is appointed as Executive Director, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Executive Director in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Executive Director. The Executive Director's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board.

**50.2** The mandate of the Executive Director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Executive Director is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

**50.3** Unless otherwise agreed, the Board may dismiss the Executive Director at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**50.4** The Executive Director is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Board, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Executive Director for whatever reason, except the cases of automatic termination of the mandate of the Executive Director or dismissal, the Executive Director shall continue performing the duties of his/her/its office until the Board has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**50.5** In case of the end of the mandate of the Executive Director for whatever reason, the Executive Director shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**50.6** The Executive Director shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Executive Director.

**50.7** Notwithstanding the above Paragraph, the President may decide that the Executive Director cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board.

**Article 51. Powers of the Executive Director**

**51.1** The Executive Director shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Executive Director shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members;

- (c) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (d) In cooperation with the President, the coordination and the organisation of the meetings of the Board;
- (e) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (f) Submitting the applications for admission to membership to the Board;
- (g) The hiring and the dismissal of the employees of the secretariat of the Association;
- (h) The proposal of the amount of the membership fees and the calculation method of the membership fees to the Board;
- (i) Sending the convening notices of the General Assembly and the Board;
- (j) The preparation of the agenda of the meetings of the General Assembly, the Board and the Executive Committee;
- (k) In cooperation with the Treasurer and the Internal Finance Committee, the preparation of the draft annual accounts and the draft budget that must be submitted to the Board for finalisation and approval;
- (l) The execution of all decisions of the Board regarding any projects (including EU grant agreements and funds), as well as the representation of the Association in this respect;
- (m) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
- (n) Ensuring the public relations of the Association, particularly regarding communication with third parties.

**51.2** The Executive Director shall always act under the responsibility of the Board and within the approved budget. The Executive Director shall report periodically to the Board on his/her/its actions and activities, and/or at the request of the Board.

## **TITLE XV. LIABILITY**

### **Article 52. Liability**

**52.1** The members of the Board, the President, the Vice-Presidents, the Treasurer, and the Executive Director are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

**52.2** The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

## **TITLE XVI. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

### **Article 53. External representation of the Association**

**53.1** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) members of the Board, acting jointly.

**53.2** Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Executive Director, acting alone.



**53.3** None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

**53.4** In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Board, the President acting alone, or two (2) members of the Board, acting jointly, or, within the framework of daily management, by the Executive Director, acting alone.

## **TITLE XVII. INTERNAL RULES AND PROCEDURES**

### **Article 54. Internal rules and procedures**

**54.1** To detail and complete the provisions of these Statutes, the Board may adopt, amend and/or revoke internal rules.

**54.2** On the date of the last amendments to these Statutes, no internal rules have been adopted.

**54.3** The Board is further entitled to adopt Board internal procedures and any other kind of statement that falls within the scope of its powers.

## **TITLE XVIII. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS**

### **Article 55. Financial year**

**55.1** The financial year of the Association shall run from 1 January to 31 December.

### **Article 56. Annual Accounts. Budget**

**56.1** In cooperation with the Executive Director, the Treasurer and the Internal Finance Committee, the Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

**56.2** Each year, within six (6) months following the end of the financial year, the Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

**56.3** The draft annual accounts and the draft budget shall be circulated amongst all Members at least twenty-one (21) calendar days before the Ordinary General Assembly.

### **Article 57. Auditing of the annual accounts**

**57.1** If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*", for a three (3) years term.

**57.2** If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

**57.3** The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

## **TITLE XIX. AMENDMENTS TO THESE STATUTES**

### **Article 58. Amendments to these Statutes**

**58.1** The General Assembly can validly decide on amendments to these Statutes only if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**58.2** If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the Paragraph 58.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**58.3** By derogation to Paragraph 58.1 of the present Article, the Board can also validly decide on amendments to Article 54.2 of these Statutes.

**58.4** The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Board.

**58.5** The date on which the amendments to these Statutes shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.

**58.6** Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **TITLE XX. DISSOLUTION. LIQUIDATION**

### **Article 59. Dissolution. Liquidation**

**59.1** The General Assembly can validly decide on the dissolution of the Association only if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**59.2** If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 23 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting

of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the Paragraph 59.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**59.3** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Board.

**59.4** Except in case of a dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Board shall be deemed to be jointly in charge of the Association's liquidation.

**59.5** The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 3 of these Statutes.

## **TITLE XXI. VARIA**

### **Article 60. Notifications**

**60.1** Any notice or other communication under or in connection with these Statutes shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:

- "Regular means of communication" means regular mail or any other means of written communication (including email); and
- "Special means of communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

### **Article 61. Computation of time**

**61.1** For the use of the computation of time limits set out in these Statutes, the terms below shall be defined as follows:

- "Month(s)" mean(s) (a) calendar month(s); and
- "Calendar day(s)" mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

### **Article 62. Terminology**

**62.1** For the purposes of these Statutes, the terms "as of right" shall mean "automatically".

### **Article 63. Abstentions**

**63.1** For the determination of the voting majorities set out in these Statutes, “abstentions shall not be counted” means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

**Article 64. Secret ballot**

**64.1** For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the Full Members, the members of the Board, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Executive Director and the staff of the Association.

**Article 65. Varia**

**65.1** Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

**65.2** Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Board to do so. Members shall have no claim on the Association’s assets.

**65.3** For the performance of their duties, members of the Board may elect domicile at the registered office of the Association.

**65.4** The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.

**TITLE XXII. TRANSITIONAL PROVISION**

**Article 66. Mandates of the members of the Board, the President, the Vice-Presidents and the Treasurer**

**66.1** Notwithstanding Articles 27.1 and 27.5 of these Statutes, the new rules regarding the term of office and the renewal of the term of office of the members of the Board shall only enter into force as from the meeting of the Extraordinary General Assembly of November 30, 2022 with no retroactive effect. Moreover, by derogation to Article 27.5 of these Statutes, the Extraordinary General Assembly of November 30, 2022 shall have the right to (re)elect the members of the Board and determine the duration of their mandate.

**66.2** Notwithstanding Article 36.3 of these Statutes, the new rules regarding the term of office and the renewal of the term of office of the President, the Vice-Presidents and Treasurer shall only enter into force as from the meeting of the Extraordinary General Assembly of November 30, 2022 with no retroactive effect. Moreover, by derogation to Article 36.1 of these Statutes, the new elected Board shall have the

right to (re)elect the President, the Vice-Presidents and the Treasurer among the members of the Board and determine the duration of their mandate.