

STATUTES
REVISED 29th September 2008

***THE EUROPEAN
BRAIN COUNCIL***

2008

TITLE I – NAME AND REGISTERED OFFICE

Art. 1. An international non-profit-making association called « The European Brain Council » is created. The association has the right to use the abbreviation “EBC” in all acts, announcements, publications and other documents of the association.

This association is governed by the dispositions of Title III of the Belgian Law of June 27, 1921 on the non-profit-making associations, the international non-profit-making associations and the foundations (hereafter called ‘the law of June 27, 1921’)

Art. 2. The office of the association is established in Belgium at the EBC Office, Fondation Universitaire, 11 Rue D’Egmont, B-1000 Brussels. It may be transferred, by simple decision of the Board, to any other place in Belgium. This decision will be published in the annexes of the Belgian Official Journal and communicated to the “Federal Public Service of Justice” (Service Public Fédéral Justice) in the month in which the decision is taken. The activities of the association may take place all over the world.

TITLE II – OBJECTIVES AND DURATION

Art. 3. The association is a non-profit-making organisation, comprising health care professionals, scientists, patients, carers, the pharmaceutical, healthcare, insurance and other industries, teaching and government bodies and other agencies or bodies which support, or are interested in, issues pertaining to the illnesses and/or characteristics of the brain.

The association may realise its objectives of international utility in the most appropriate way. It may engage in any similar activity with the same objective. It may, e.g., raise funds through information campaigns, press campaigns, or the organising of any other activities in order to achieve its objectives. The association does not support any particular political party, political tendency or religious movement.

Art. 4. In order to realise its objectives, the association may acquire, receive and manage all personal or real estates, solicit grants, and receive donations or legacies. It may dispose of all contributions or income, whether received periodically or not.

EBC shall serve as a forum for contact and exchange of information among member organisations. It may be used by member organisations to co-ordinate or carry out activities that span the interests of more than one member organisation. EBC shall use its best endeavours to promote the work and interests of its member organisations but shall in no way and under no circumstances seek to influence or exert control over research projects, administration or any other matters of its member organisations. EBC shall promote and encourage programmes and

awareness of initiatives for the brain at a pan-European level and shall assist in the promulgation and distribution of the findings and results of all relevant research.

Art. 5. The duration of the association is unlimited: it can be terminated at any time by decision of the General Assembly of the member organisations.

TITLE III – MEMBER ORGANISATIONS

§ 1. Categories of member organisations and conditions of admission

Art. 6. The number of member organisations is unlimited, but shall be not less than three. The association is composed of ordinary (voting) member organisations, associate member organisations and honorary members.

The category of ordinary membership may be available to pan-European organisations which are legally constituted according to the laws and customs of their country of origin and which are concerned with, or engaged, or interested in brain research and brain illness, or which seek to promote the work and objectives of EBC. The ordinary member organisations include the founder members of EBC. Membership applications from suitably qualified organisations must be agreed by the General Assembly by a three-quarters majority vote. A quorum of two-thirds of ordinary member organisations represented in person by their delegates or represented by proxy is required for this decision. Ordinary membership ends ipso facto by the cessation of the functions that gave the right to be an ordinary member organisation.

The category of associate (non-voting) member organisations applies to all organisations legally constituted according to the laws and customs of their country of origin that are concerned with, or engaged, or interested in brain research and brain illness or which seek to promote the work and objectives of EBC, and whose applications for membership have been agreed by the Board by a three quarters majority vote. A quorum of two-thirds of voting Board members present in person or represented by proxy is required for this decision. Associate membership ends ipso facto by the cessation of the functions that gave the right to be an associate member organisation.

The category of honorary member (non-voting) is available to individuals or organisations who/which have provided outstanding contributions to EBC'S aims, in furtherance of its aims and objectives. The election of an Honorary Member must be agreed by the Board by a three quarters majority vote. Such a decision shall require a quorum of two-thirds of the voting Board members present in person or represented by proxy.

Only the ordinary member organisations may vote on any resolution. Honorary members and associate member organisations may attend the General Assemblies in a consultative capacity only. The ordinary member organisations of EBC are represented (for voting purposes) in the Association by up to two delegates, but by only one vote. If the two delegates of one organisation disagree on how their single vote should be cast, that vote shall be void.

§2. Resignation or exclusion of member organisations

Art. 7. Member organisations are free to resign from the association by sending their resignation to the Board in writing. Such resignation will be effective immediately.

Art. 8. The exclusion of any member organisation of the association can be proposed by the Board, after having heard the defence of the interested member organisation. The decision on exclusion is taken by the General Assembly, by a three quarters majority of the vote. A quorum of two-thirds of the ordinary member organisations represented by their delegates or by proxy is required for this decision. The Board may suspend, until the decision of the General Assembly, the membership of any member organisation which is accused of serious acts or omissions against the interests of EBC

Art. 9. The interdiction of a member organisation generates ipso facto the resignation of that member organisation.

Art. 10. Member organisations or honorary members who/which have resigned, or been excluded, or have left because of interdiction, as well as the heirs of a deceased member, have no rights over the social funds of EBC. This includes any rights to refunds of contributions which may have been paid by the member organisation. They have no right to demand or receive financial statements. They have no right to use the name or logo of EBC in any way.

Art. 11. Member organisations have no personal liability with regard to any undertakings of EBC and EBC is not responsible for the activities of member organisations outside those of EBC. The Board members of EBC have no personal obligation for the undertakings of EBC. Their liability is limited to responsibility for the execution of their mandate.

§ 3. Contributions

Art. 12. The ordinary and associate members of EBC shall pay an annual membership fee, which will be determined each year by the Board. The membership fee may vary in terms of the membership category, but shall be not less than €50. Member organisations which resign, are excluded or are leaving because of interdiction shall be liable to pay the current year's membership fee.

TITLE IV – GENERAL ASSEMBLY

Art. 13. The General Assembly possesses all powers to pursue the objectives of the Association, and is composed of the ordinary member organisations of the Association. The associate member organisations and honorary members may attend the General Assembly in an advisory capacity.

The following powers shall be exercised solely by the General Assembly:

- amendments to the constitution;
- election or removal of member organisations to/from the Board;
- approval of the budget and of the accounts;
- voluntary dissolution of the Association;
- admission of ordinary member organisations to the Association
- exclusion of ordinary member organisations on the recommendation of the Board.

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

Art 14. The General Assembly shall meet at least once a year. Each Assembly shall take place on the day, place and hour indicated in the letter calling the meeting, which must be sent to all ordinary member organisations.

The Association shall meet in Extraordinary General Assembly by decision of the Board or on the request of one quarter of the ordinary member organisations of the General Assembly. Such a request must state the agenda and the grounds for calling an Extraordinary General Assembly.

Art. 15. The General Assembly shall be called by the Board by ordinary letter addressed to each member organisation, 13 weeks before the meeting and signed by the President or by one other Board member. The letter shall include the agenda.

Any member organisations may request the addition of items to the agenda by way of an application to be received by the Secretary not later than 4 weeks before the day of the meeting. Copies of such a request shall be circulated to member organisations not later than three weeks before the day of the meeting and the agenda shall be amended accordingly. Additional resolutions, other than those on the agenda, may be taken at the meeting with the agreement of at least one third of the ordinary member organisations represented in person by their delegates or represented by proxy.

Art. 16. The General Assembly shall be chaired by the President of the Board or, in default, by the Vice-President or in default by any other member of the Board. The chairperson shall designate the secretary of the meeting.

Art. 17. Deliberations and decisions of the General Assembly are valid only if two thirds of the delegates of the ordinary member organisations are present. The decisions of the General Assembly shall be made by simple majority vote unless the constitution of EBC or the law specifically stipulate otherwise. The ordinary member organisations have an equal right to vote, each with one vote. Each member organisation, if unable to be represented at the meeting by their delegate, may be represented by a proxy, chosen from among the other delegates of the ordinary member organisations of the Association. The member organisation designates the proxy by a procuration sent to the Secretary of the Association. Each proxy can represent no more than two full member organisations. The Chairperson shall have a casting vote, in the event of an equal vote on any resolution.

Art. 18. Decisions of the General Assembly shall be recorded in minutes and signed by the President/chairperson and one other Board member. Those minutes shall be

kept at the Registered Office of the association, where every member organisation may consult it, without removing the documents.

Art. 19. The accounts of the previous financial year and the budget for the next financial year shall be closed each year on December 31. The following General Assembly shall approve these accounts and the budget for the following year.

Art. 20. In case of voluntary dissolution, the General Assembly shall designate one or two liquidators and determine their powers.

TITLE V – MODIFICATION OF THE CONSTITUTION AND DISSOLUTION

Art. 21. Without prejudice to articles 50 §3, 55 and 56 of the law of June 27, 1921, each proposal of amendments to the constitution or of dissolution of the association shall be made by the Board or by at least 2 ordinary member organisations of EBC. The Board shall submit the proposal to the member organisations of EBC at least 90 days prior the General Assembly at which it is to be voted upon.

Deliberations and decisions of the General Assembly are valid on proposed amendments to the constitution or on a proposal to dissolve the association only if two thirds of the delegates of the ordinary member organisations are present or represented by proxy. An amendment to the constitution shall be admitted only if it gains a majority of at least three quarters of the votes of the delegates of the ordinary member organisations present at the meeting or represented by proxy.

However, if the General Assembly does not have a quorum of two thirds of the delegates of the ordinary member organisations, a new General Assembly will be called under the same conditions mentioned above, and the meeting will decide validly and definitely on the proposition by a three quarters majority vote, regardless of the number of delegates of the ordinary member organisations present or represented by proxy.

Amendments to the constitution shall be effective only after approval by the competent authority in conformity with article 50, §3 of the law of June 27, 1921 and after publication in the annexes to the Belgian Official Journal according to article 51, §3 of this law.

The General Assembly shall decide on the manner of any dissolution and liquidation of the Association. Each decision concerning the dissolution or the liquidation of the Association shall be admitted only if it gains a majority of two thirds of the delegates of the ordinary member organisations present or represented by proxy at the meeting, and if at least three quarters of those delegates are present or represented by proxy.

In all cases of dissolution, at any time and for any reason, the residual funds of the association, after paying all debts and charges, shall be allotted, following a decision of the General Assembly by majority vote, preferably to a non-profit-making organisation with similar aims and objectives to those of EBC. In default of such a decision, the funds must be allotted to a private non-profit-making corporate

body with similar objectives to those of the Association. By default of such a body, the funds must be allotted to a disinterested goal.

TITLE VI – BOARD

Art. 22. The association shall be managed by a Board composed of at least 5 members and a maximum of 18. These members shall be the delegates of those ordinary member organisations who have been elected to the Board by the General Assembly by simple majority vote, plus four delegates elected by the EBC Industrial Partners. Ordinary member organisations may each have up to two delegates elected to the Board, but each of these member organisations shall have only one vote on any issue. Delegates of the Industrial Partners may cast two votes, one for pharmaceutical members and one for medical device and other industries. If the delegates of pharmaceutical or medical device and other industrial partners disagree on how their vote should be cast, that vote shall be void.

Board members must be senior representatives of their parent organisations for the duration of their term of office on the Board.

The members of the Board are normally elected for a first term of two years and are eligible for re-election for two further terms. No person shall be eligible to serve on the Board for more than six consecutive years with the exception of the officers during their period of office. After six consecutive years in office, a Board member may not be nominated again for election until at least one calendar year has elapsed. Exceptionally, and to provide continuity, one half of the Board members elected at the first General Assembly of EBC following the publication of the present Constitution, shall retire finally after a maximum of four consecutive years and shall not be eligible for re-election until at least one calendar year has passed. The persons who shall fall into this category shall be removed from office by the General Assembly on proposal of the Board. Thereafter, Board members shall retire and be eligible for re-election as normal.

Board members representing member organisations that resign or are excluded from the Association shall be removed from office.

Member organisations may replace their Board member at any time, after consultation with the President of EBC to ensure that the new nominee meets the criteria for Board member status.

Following consultation with the parent organisations, Board members may be removed from office by the Board by a three-quarters majority vote of the members present. The Board shall decide validly on such a matter only if two thirds of the members are present or represented by proxy. The member organisation shall be invited to provide a replacement Board member for the remaining period of office.

All acts established in conformity with the law and concerning the election, the removal from office and the cessation of the functions of Board members or of the persons entitled to represent EBC, shall be communicated to the Federal Public

Service of Justice in order to be deposited in the file and shall be published, at the Association's cost, in the annexes to the Belgian Official Journal.

For the better governance of EBC, the composition of the Board should, wherever possible, include a representative from the following bodies, that is to say: neurologists, neuropsychopharmacologists, psychiatrists, neurosurgeons, basic scientists, neurological patients, psychiatric patients and industry and commerce.

Art. 23. The Board shall choose from among its members a President, two Vice-Presidents, a Secretary and a Treasurer.

Officers shall remain the delegates of their organisations for their period of office.

The position of Past-President shall also be made available, and the Past-President shall be an officer of EBC.

If the President is absent, his/her functions shall be assumed by a Vice-President or, by default, by the longest serving Board member present at the meeting.

The members of the Board shall act on a voluntary, unpaid, basis but they may receive reimbursement of costs to attend the meetings of the Board.

In case of a vacancy arising during a term of office, a temporary officer may be elected by the Board to fulfil the remainder of the term of office of the leaving officer.

Art. 24. The Board shall meet at the request of the President or of two Board members. The holding of a Board meeting is obligatory when at least one third of the Board members request it. The convocations are addressed by ordinary letter, fax or e-mail.

The Board can deliberate or vote validly only if at least half of the Board members are present or represented by proxy. Each Board member, if unable to attend a meeting, may be represented by a proxy chosen from among the other Board members.

The absent member shall designate proxy in writing to the Secretary. Each proxy may represent only one other Board member.

The decisions of the Board are taken by simple majority vote of the present or represented members, unless the constitution of EBC specifically stipulates otherwise. In case of an equal vote, the Chairperson shall have a casting vote.

For each meeting, the decisions shall be noted in minutes which shall be signed by two Board members and kept in a register. This register is kept at the Registered Seat of the association. Those minutes shall be regularly communicated to the ordinary member organisations and shall be considered as regular notification of the decisions of the Board. Any extracts which have to be produced, as well as all other forms of legal publication, shall be validly signed by the President or by two other Board members.

The Board shall meet at least twice a year. It may take decisions by telephone conference. The minutes of the conference shall mention the modalities of the debate. The votes of a meeting held by telephone conference require confirmation in writing.

Art. 25. The Board has all powers and all procuration to decide and realise all acts of administration and disposition in view of the objectives of the present constitution.

The Board is competent to undertake all acts of administration, in the widest sense. All matters not expressly reserved by the law or the constitution to the competence of the General Assembly, shall come under the competence of the Board.

The Board may, e.g.,

- make and receive payments and require or give receipt for payment;
- make and receive deposits;
- acquire, exchange or alienate – for payment or not – and hire , even for more than nine years, all real or personal estate required for the implementation of its corporate purpose;
- accept or receive all official and private grants;
- accept or receive all legacies and donations;
- consent to and conclude all contracts, transaction/procurement and ventures;
- raise all loans, with or without guarantees;
- consent to and accept all surety agreements and subrogation;
- mortgage the social real estates;
- contract and make all loans and advances;
- renounce all obligation rights or real rights as well as renounce all real or personal guarantees;
- grant a discharge – before or after payment – on all privilege or mortgage inscriptions, transcriptions, seizures or other obstacles;
- introduce juridical procedures, plead – as plaintiff as well as defendant – before all jurisdictions and enforce or making enforced all judgements;
- compound and compromise.

The Board shall, by itself or by delegation, appoint and dismiss all agents, employees and personnel of the Association and determine their remuneration and fees.

Art. 26. The Board shall fulfil all acts required to ensure the carrying out of the Association's activities and the execution of the decisions of the General Assembly.

Art. 27. All acts which commit the Association shall be signed by the President and one other Board member neither of whom requires justification of their power. Any acts which commit the Association for an amount higher than €2000 shall be signed by the Treasurer and one other Board member.

The Board shall appoint a secretary to deal with the day-to-day work of the Association. The secretary shall provide reports for the Board on the work of the association and make proposals to the Board. He/she completes validly all acts of daily management. He/she is empowered to sign all documents of daily

management. Acts that commit the Association for an amount of less than €2000 may be signed by the secretary, the Treasurer or by the President.

Art. 28. According to need, the Board shall draw up all internal regulations it considers necessary and create/set up subcommittees from among the member organisations of the association. The aim of internal regulations is to complete the provisions of this Constitution. Subcommittees may only be created on an advisory basis and do not have the power to take decisions which commit the association.

Art. 29. Any legal actions as plaintiff or as defendant shall be pursued by the Board represented by its President or by another Board member designated by the president.

Art. 30. The official language of EBC is French. The working language of EBC is English. In case of conflict of interpretation, the French text has priority.

TITLE VII – BUDGET AND ACCOUNTS

Art. 31. The financial year of the association shall begin on 1st January and end on 31 December.

According to article 53 of the Law of June 27, 1921, the annual accounts of the ended financial year and the budget for the following year shall be established each year by the Board and submitted for approval to the General Assembly at its following meeting.

An annual audit of the books and records of the Treasurer is carried out by an independent and authorised auditor.

The accounts shall be communicated to the Federal Public Service of Justice in conformity with article 51 of the law.

TITLE VIII – GENERAL DISPOSITIONS

Art. 32. The dispositions of Title III of the law of June 27, 1921 shall deal with any matters not covered by the present constitution, especially the publications to be made in the annexes to the Belgian Official Journal.