

ARTICLES OF ASSOCIATION OF THE ASBL BELGIAN BRAIN COUNCIL

Between the undersigned founders :

1. Laurence Ris, domiciled rue de Flénu 29, 7340 Pâturages, Belgian, born 4 January 1973, university lecturer
2. Jean Schoenen, resident at Allée Dubois, 4052 Beaufays, Belgian, born 12 December 1947, neurologist

who met at a general meeting on 16 November 2023 to form a non-profit association under private seal.

The ASBL decided to reconvene on 23 January 2024 in order to bring the Articles of Association into line with the Code des Sociétés et des Associations. To this end, they unanimously accepted the following Articles of Association:

Article 1. The association

1.1. Legal form

The association is constituted in the form of an entity with legal personality and, more specifically, in the form of a not-for-profit association (hereinafter referred to as "ASBL").

1.2. Name

The ASBL is called BELGIAN BRAIN COUNCIL, in abbreviated form BBC

This name must appear on all deeds, invoices, advertisements, publications, letters, orders and other documents issued by the association, immediately preceded or followed by the words "non-profit association" or the abbreviation "ASBL", and accompanied by a precise indication of the registered office.

1.3. Headquarters

The registered office of the association is established in the Brussels-Capital Region. The registered office may be transferred to any other location in the Brussels-Capital Region by simple decision of the administrative body.

If the registered office is transferred to another Region, the decision to transfer the registered office falls within the remit of the General Meeting.

1.4. Duration

The ASBL is established for an indefinite period. It may be dissolved at any time under the conditions set out in these Articles of Association.

Article 2. Aims and activities

2.1. Goals

The purpose of the ASBL is to

1. Informing and educating the general public about the brain and brain disorders
2. Lobby for an increase in financial and other resources for basic and clinical neuroscience research
3. To support the activities of its members and encourage exchanges between them, by promoting the empowerment of patients in the management of brain disorders and related public health policies.
4. Bringing science and society closer together and including citizens in the dialogue
5. To cooperate with and assist other initiatives and/or organisations with a similar aim to that of the association, as well as other regional and/or international initiatives and/or organisations.
6. To promote data altruism in its areas of interest and the development of databases relating to mental and brain health at Belgian and international level.

2.2. Main activities

The activities carried out to achieve the aims of the ASBL include the following:

1. International Brain Week (BAW) is held every year in the 3^{ème} week of March.

2. The organisation, if possible on an annual basis, of a symposium or forum with representatives of patient associations, neuroscientists and representatives of the pharmaceutical industry on the following themes about brain research and brain diseases.
3. Participation in and support for altruistic data activities at Belgian and international level. international, including participation in international associations as well as development and management of IT tools to create a database on mental health and the brain.
4. Communication between members and information for the general public via a website www.braincouncil.be, social media (LinkedIn, Facebook, X) and regular email newsletters.

The ASBL may also develop any activities that contribute directly or indirectly to the achievement of the aforementioned non-profit objectives, including industrial or commercial operations, the proceeds of which will be allocated exclusively and entirely to the achievement of the aforementioned non-profit objectives.

Article 3. Members

The association has 3 categories of members

3.1. Full members

The ASBL is made up of effective members who have all the rights granted to members under the Code of Companies and Associations and these Articles of Association.

Each full member will, on admission, be deemed to be either Dutch-speaking, French-speaking or German-speaking. Dutch-speaking members on the one hand and French-speaking or German-speaking members on the other should, if possible, be equal in number.

The effective members of a language group may, if they so wish, acquire legal personality at a later date by forming an ASBL to be known as the "Dutch-speaking Section of the Belgian Brain Council" or the "French-speaking and German-speaking Section of the Belgian Brain Council". In this case, the current ASBL and any ASBLs to be formed will do everything in their power to promote good cooperation in the general interest.

The above-mentioned founders are the first full members. Other members will subsequently be admitted as full members by the Board of Directors. The Board of Directors may decide in its sole discretion not to accept a candidate as a full member.

Full members are divided into 2 (sub)categories:

- Patient associations
- Scientific societies

The number of full members is not limited, but may not be less than 2.

3.2. Adherent members.

Any individual, legal entity or organisation that supports the aims of the ASBL may submit a written application to become an associate member.

The Board of Directors may decide, in its sole discretion and without further explanation, not to accept a candidate as a full member.

3.3. Partners in Industry

Pharmaceutical and medical equipment companies have the status of partner members with a consultative vote at General Meetings.

3.4. Membership fees

Each member shall pay an annual subscription, depending on the category and sub-category to which they belong in accordance with Articles 3.1, 3.2 and 3.3.

3.5. Resignation

Full members are free to withdraw from the ASBL at any time by sending their resignation in writing to the Administrative Body. The resignation will take effect 30 days from the date of the written resignation.

Adherent members are free to withdraw from the ASBL at any time, by means of verbal or written notification. The resignation will take effect 30 days from the date of such notification.

3.6. Exclusion of a member

The administrative body may suspend members who have committed serious breaches of the Articles of Association or of the laws of honour and propriety, until such time as the General Meeting decides.

If a full member acts contrary to the aims of the ASBL, it may, on the proposal of the administrative body or at the request of at least 1/5 of all members, be excluded by a special decision of the General Meeting, at which at least 2/3 of the full members are present or represented. This decision shall be taken by secret ballot and by a majority of 2/3 of the votes present or represented.

Associate members who act contrary to the aims of the ASBL may be excluded by a unilateral decision of the administrative body.

Members must be informed in advance of the reasons for their exclusion.

Members have the right to defend themselves and to be heard.

3.7. Rights on assets

No member may assert or exercise any claim whatsoever on the assets of the ASBL by virtue of his or her membership alone.

This exclusion of rights to assets applies at all times: during the period in which the person concerned is a member, when this status ceases to exist for any reason whatsoever, when the ASBL is dissolved, etc.

Full members, members who have resigned or been excluded, as well as the heirs or assigns of a deceased member, have no rights over the Company's assets. They may not claim or request any statement, rendering of account, affixing of seals, inventory or reimbursement of contributions paid.

They must return to the ASBL all its assets in their possession within one month of their resignation or exclusion.

3.8. Register of full members

The association must keep a register of full members, under the responsibility of the administrative body.

All decisions to admit, resign or exclude full members shall be entered in the register by the Board of Directors within eight days of the Board of Directors becoming aware of the change(s).

Article 4. The General Meeting

4.1. Composition

The General Meeting consists of the full members. It is chaired by the Chairman of the Board.

4.2. Observers

Observers may attend the General Meeting and may, with the Chairman's permission, address the General Meeting.

4.3. Skills

The General Meeting is the sovereign power of the ASBL.

It has the powers expressly conferred upon it by law or by these Articles of Association. The

powers of the General Meeting include the right to :

- Amend the Articles of Association of the ASBL;
- To appoint and dismiss members of the Board of Directors;
- To appoint and dismiss the directors, the statutory auditor(s), the auditor(s) and the liquidator(s);
- Setting remuneration, where remuneration is awarded ;

- To set the financial and other conditions of a directorship;
- Exclude a member ;
- Approve the annual budgets and accounts;
- Discharge the directors, the auditors and, in the event of voluntary dissolution, the liquidators;
- To approve the internal rules and amendments thereto;
- To dissolve or convert the ASBL, in accordance with the relevant legal and statutory provisions;
- Determining the destination of assets in the event of dissolution of the ASBL ;
- Decide to bring a liability action against any member of the ASBL, any director, any commissioner, any person authorised to represent the ASBL or any agent appointed by the General Meeting;
- Exercise all other powers deriving from the law or the Articles of Association.

4.4. Meetings

The General Meeting is held at least once a year, within six months of the end of the financial year. This takes place in June.

The General Meeting is convened by the Board of Directors.

All meetings are held at the registered office (in person, online or hybrid), on the day and at the time indicated in the notice of meeting. All members must be convened.

Meetings are convened by ordinary letter, fax or e-mail, sent at least fifteen days before the date of the Meeting. They shall contain the agenda, which shall include at least the presentation of the annual report of the administrative body, the approval of the accounts for the past financial year and the provisional budget for the following financial year.

The General Meeting may only deliberate on items on the agenda.

An Extraordinary General Meeting may be convened at any time, by decision of the administrative body, either at the request of the latter or at the request of 1/5 of the full members of the ASBL.

4.5. Quorum and votes

Each member has the right to attend and participate in the meeting, either in person or through the intermediary of any proxy of his choice, provided that the proxy is himself a member of the ASBL and may not carry more than two votes by proxy in addition to his own vote.

All members have equal voting rights at the General Meeting, with each member having one vote.

In order to deliberate validly, the General Meeting must be attended by at least 2/3 of the members present or represented at the meeting. Resolutions are passed by a simple majority of the votes present or represented, unless otherwise provided by law or in the Articles of Association. In the event of amendments to the Articles of Association, a two-thirds majority applies.

Voting may be by roll call, show of hands or, if requested by one of the full members present or represented, by secret ballot.

In the event of a tie, the Chairman has the casting vote.

The resolutions of the General Meeting are recorded in minutes, which are kept in a register of minutes signed by the Chairman and Secretary and by any members who so request, and are kept at the registered office of the ASBL, where they may be consulted by full members. Third parties wishing to consult the minutes of the resolutions of the General Meeting may submit a request to that effect to the administrative body, which may authorise or refuse such consultation in its sole discretion and without giving further reasons.

Article 5. Administration and representation

5.1. Composition of the Board of Directors

The ASBL is managed by an Administrative Body consisting of at least three directors. If and for as long as the association has fewer than three members, the administrative body may consist of two directors. As long as the administrative body has only two members, any provision granting a member of the administrative body a casting vote automatically loses its effect.

The members of the administrative body are chosen from among the members and are appointed for a renewable term of 4 years by decision of the General Meeting of the ASBL, ruling by a simple majority of the votes present or represented. Directors' terms of office expire on death, resignation or dismissal.

The Board of Directors appoints from among its full members :

- A Chairman
- A Chief Executive Officer (CEO)
- Two Vice-Chairmen, one from the patient associations, the other from the scientific societies.
- A Treasurer
- A secretary

Any director wishing to resign must notify the Board of Directors of his decision in writing. However, the resigning director must remain in office until such time as a replacement can reasonably be provided.

In principle, directors carry out their duties free of charge. They are reimbursed for expenses incurred in the performance of their duties.

5.2. Meetings, deliberations and decisions

The administrative body meets when convened by the Chairman or by two directors, as often as the interests of the ASBL require.

The body is chaired by the President or, in his/her absence, by a Vice-President. The meeting is held at the registered office of the ASBL (or online) or at any other place in Belgium indicated in the letter convening the meeting.

The Board may only deliberate and take decisions when at least half of its members are present. Decisions are taken by a simple majority of the votes of the members present or represented. Any director may be represented by another director. A director may hold only one proxy. In the event of a tie, the President has the casting vote.

Minutes of the meeting are drawn up and signed by the Chairman and the Executive Director. These minutes are kept in a register of minutes which may be consulted by full members, who shall exercise their right of consultation. Any member or interested third party may request extracts from the register in writing.

In exceptional cases, where urgency and the interests of the ASBL so require, decisions of the administrative body may be taken with the unanimous written agreement of the directors. To this end, the prior unanimous agreement of the directors to apply a written decision-making process is required. In any event, the written decision-making process implies prior deliberation by email, videoconference or teleconference.

5.3. Conflict of interest

If a director has, directly or indirectly, a conflicting interest of a proprietary nature in a decision or transaction falling within the remit of the Board of Directors, he must disclose this to the other directors before the Board of Directors takes a decision.

His declaration and explanation of the nature of this conflicting interest must be included in the minutes of the meeting of the administrative body which is to take this decision. The administrative body may not delegate this decision.

A director with an opposing interest withdraws from the meeting and refrains from taking part in the deliberations and voting on the matter in question.

If the majority of the directors present or represented have a conflict of interest, the decision or transaction is submitted to the General Meeting. If the decision or transaction is approved by the General Meeting, the Board of Directors may implement it.

The aforementioned procedure does not apply to usual transactions that take place under the conditions and with the securities that are normally prevailing on the market for similar transactions.

5.4. Internal administration - restrictions

It has the widest powers for the administration and management of the ASBL, with the exception of those which fall within the exclusive competence of the General Meeting, in accordance with the law or these Articles of Association.

Notwithstanding the obligations that result from collegiate administration, namely consultation and control, the directors may divide the administrative tasks between themselves. Such a division of tasks is not enforceable against third parties, even if it has been published. However, in the event of non-compliance, the director(s) concerned may be held liable.

5.5. External power of representation

The administrative body represents the ASBL in judicial and extra-judicial acts.

Deeds which commit the ASBL, other than those of day-to-day management, in the absence of a delegation given by a special resolution of the administrative body, are signed either by the Chairman of the administrative body or by two directors, who will not be required to justify a prior decision of the body with regard to third parties.

Article 6. Day-to-day management

The day-to-day internal management of the ASBL may be delegated by the administrative body to a day-to-day management body consisting of one or more persons. When the day-to-day management is entrusted to several persons, they act individually.

The office of Managing Director ceases upon death, resignation or dismissal.

The appointment and termination of office of the persons responsible for the day-to-day management are recorded in the ASBL's file at the clerk's office of the Commercial Court.

Legal actions, both as plaintiff and defendant, are brought or supported on behalf of the ASBL by the administrative body.

Article 7. Liability of the director and the person delegated for day-to-day management

The directors and the persons delegated with the day-to-day management are liable for decisions, acts or behaviour that manifestly exceed the prudent and diligent administration required for ordinary management. They are also liable for breaches of the Articles of Association or of the Companies and Associations Code. They are jointly and severally liable to third parties.

Directors may report mismanagement and be relieved of this responsibility. To do so, they must record the denunciation and the ensuing discussions in the minutes of the meeting.

Their liability to the ASBL and to third parties is limited to the performance of their duties in accordance with ordinary law, the provisions of the law and the provisions of the Articles of Association. They are also liable for manifestly imprudent or negligent breaches.

Members are not liable for commitments entered into by the ASBL.

Directors are liable to the ASBL for faults committed in the performance of their duties. However, they are only liable for decisions, acts or behaviour that are manifestly outside the margins within which normally prudent and conscientious directors in the same circumstances might reasonably have a different opinion.

Directors are jointly and severally liable for breaches of the CSA or the Articles of Association of the ASBL, even if there is no collegiate administrative body.

Unlike liability for ordinary mismanagement, this liability applies not only to the legal entity but also to third parties.

The liability of a director is limited in any event to €125,000.00 if the ASBL's turnover is less than €350,000.00 and the balance sheet total less than €175,000.00, or to the amounts indicated in the CSA (Art 2:57) if these figures are higher.

The directors may be held liable in the event of the Association's bankruptcy if it is established that their gross negligence contributed to the bankruptcy.

Article 8. Financing and accounting

8.1. Financing

The ASBL will be financed, inter alia, by subsidies, grants, donations, subscriptions, gifts, bequests and other testamentary dispositions and sponsorship obtained both to support the general aims of the ASBL and to support a specific project.

The ASBL may also raise funds in any other legal manner.

8.2. Accounting

The financial year begins on 1^{er} January and ends on 31 December.

Each year, and no later than six months after the end of the financial year, the Board of Directors submits the annual accounts for the past financial year and the budget for the following financial year to the General Meeting for approval.

Article 9. Internal regulations

The Board of Directors may submit internal regulations to the General Meeting. Amendments may be made by a simple majority of the members present or represented at the General Meeting.

Article 10. Dissolution

The General Meeting shall be convened to consider proposals for dissolution submitted by the Board of Directors or by at least 1/5 of all members. The meeting shall be convened and the agenda set in accordance with Article 4, Section 4 of these Articles of Association.

The deliberation and the decision relating to the dissolution respect the quorum and the majority required for a modification of the purpose, provided for in article 4, section 5, of these Articles of Association. As from the decision to dissolve, the ASBL will always mention that it is an "ASBL in dissolution", in accordance with the law.

In the event of dissolution and liquidation, the Extraordinary General Meeting shall appoint one or more liquidators, determine their powers and indicate the use to be made of the net assets of the Company, which must be in favour of an association with a similar purpose to that of this Association.

All decisions relating to the dissolution, the conditions of liquidation, the appointment and termination of liquidators, the closure of the liquidation and the allocation of assets must be filed with the Registrar and published in accordance with the law.

Article 11. Miscellaneous

All matters not expressly provided for in these Articles of Association are governed by the Code of Companies and Associations governing not-for-profit associations.

Done at Brussels on 23 January 2024 in 3 original copies.