

I. PRIOR STATEMENT

Between the undersigned:

Mr./Ms. [surname and first names], residing in [postal code] [town/municipality], [full address], born in [place of birth] on [date of birth], acting by proxy, given by the general meeting

it is agreed to change the articles of association of the association EANS as follows:

II. NAME/ADDRESS/PURPOSE/DURATION

ARTICLE 1. NAME

The association bears the name 'European Association of Neurosurgical Societies', in short 'EANS'.

ARTICLE 2. ADDRESS

The association has its registered office in 9051 Sint Denijs Westrem, Kortrijksesteenweg 1142 bus 5.

ARTICLE 3. PURPOSE

The association is a non-profit association of neurosurgical associations and individual persons, which is regarded as a geographical and cultural entity. Its purpose is to:

1. enhance the free exchange of neurosurgical knowledge and experiences among its members;
2. promote the interests of the neurosurgical discipline, of neurosurgeons and of their patients within and without the European Community;
3. enhance the exchange of teaching staff and surgeons in training;
4. join national and international neurosurgical associations.

To that end the association will undertake the following activities, among others:

1. the organization of neurosurgical congresses, under which, by regular intervals, the European Congress of Neurosurgery;
2. the organization of programmes of clinical research and educational importance relating to neurosurgery and associated sciences;
3. to advise its members on training programmes in order to establish a uniform standard for these trainings;
4. to act as advisory body on topical issues submitted to the association by its members.

The association may perform all acts which are directly or indirectly connected with its purpose, including additional commercial and profitable activities within the limits set by law and the entire proceeds of which will be used at all times for the achievement of the association's purpose.

ARTICLE 4. DURATION

The association is established for an indefinite period of time and can be dissolved at all times.

III. MEMBERS

ARTICLE 5. EFFECTIVE MEMBERS AND JOINED MEMBERS

The association has effective members and joined members.

ARTICLE 6. NUMBER OF EFFECTIVE MEMBERS

There are at least 3 effective members. There is no maximum number.

ARTICLE 7. EFFECTIVE MEMBERS: PROCEDURE AND CONCRETE CONDITIONS

The general meeting is authorized to decide on the acceptability of effective members. Effective members can be either natural persons or associations.

These are the conditions to be met by **a natural person** in order to join the association as an effective member:

- be part of the Board of Officers; or
- being a delegate of the Joined members (as defined hereinafter);

These are the conditions to be met by **an association** in order to join the association as an effective member:

- to be recognized as a national society for neurosurgery and neurosurgeons in their home-country provided that this country falls within the excepted geographical and cultural definition of Europe;
- to submit a letter of application to the General Meeting;
- to submit a list of their members as well as a copy of the deed of formation.

Association-effective-members are at all times represented by two delegates of their choice.

ARTICLE 8. EFFECTIVE MEMBERS: RIGHTS AND OBLIGATIONS

Effective members have the right to vote at the General meeting.

Each delegate of the Association-effective-members has a voting right (2 votes / association).

The representatives of the joined members and officers of the board of Officers have each right at 1 vote per person.

ARTICLE 9. EFFECTIVE MEMBERS: END

All effective members can resign from the association at any time.

Resigning effective members do not need to observe any notice period.

They hand in their resignation writing and submit it to the to the Board of Officers.

If the number of effective members falls below the statutory minimum due to this resignation, the resignation of the effective member is suspended for a reasonable time until a replacement has been found.

The function of effective member will be suspended in case of an criminal investigation against the effective member for high crimes, including but not limited to fraud, cheating in commercial transactions, and serious misconduct.

Effective members will be deemed to have resigned in the following circumstances:

- if the effective member no longer meets the concrete conditions to be an effective member of the association; or
- if an effective member was a member of the General meeting in a certain capacity and he or she loses that capacity;
- death or dissolution of the effective member;
- in case of conviction of the effective member for high crimes, including but not limited to fraud, cheating in commercial transactions, and serious misconduct;
- in case the effective member is struck off the Medical Register.

An effective member can be excluded at all times by the General meeting with a 2/3 majority of the votes present and represented.

The vote on the exclusion of an effective member is secret.

The membership of an effective member ends by operation of law at the time of death of

the effective member in question.

Any resigning member or any member that is excluded or suspended as well as the heirs or rightful claimants of a deceased effective member are not entitled to the social fund. Neither can they claim back the contributions paid. They cannot demand any specification or justification of the accounts, nor can they ask to have the seals affixed or to make an inventory.

ARTICLE 10. EFFECTIVE MEMBERS: CONTRIBUTION

The contribution to be paid by effective members is set at maximum € 20.000 per year. The General Meeting determines the exact amount on an annual basis and notifies all effective members thereof.

Any resigning effective member or any effective member that is excluded or suspended is not liable to pay the approved contribution for the current year.

ARTICLE 11. EFFECTIVE MEMBERS: MEMBERSHIP REGISTER

The Board of Officers of the association is obliged to keep a membership register.

Whenever the membership of the association's effective members changes, those changes must be entered in the membership register within eight days following the notification thereof to the Board of Officers.

The effective members are obliged to notify the Board of Officers of any change of address.

The original of the membership register is kept at the registered office of the association.

Effective members have the right to demand inspection of the membership register if no supervisory Officer was appointed by the association. They make a written application to the Board of Officers.

Upon receipt of an oral or written request, the association must immediately give public authorities, administrations and departments, including public prosecutors, registry clerks and members of courts, tribunals and all courts of justice as well as the legally authorized officials access to its membership register. In addition the association must submit to these authorities all copies or extracts from this register which they deem necessary.

ARTICLE 12. JOINED MEMBERS

Joined members are subdivided into the following categories and have joined the association:

- Full members: must be fully qualified neurosurgeons at work in an EANS-member-country;
- Junior members: must be neurosurgeons in training;
- Associate members: no neurosurgeons, but a member who works in a related medical specialty, irrespective of their place of residence;
- International members: specialized neurosurgeons working outside the an EANS-member-country;
- Senior members: retired neurosurgeons or non-practising neurosurgeons;
- CNS members: members belonging to the CNS group and joining EANS as a result of fraternization between the two organizations.
- Society members: associations and/or societies that don't qualify (for any reason) as an effective member.

All joined members must have credentials of their specialisation, recognized in their country or by their national society.

ARTICLE 13. JOINED MEMBERS: PROCEDURE AND CONCRETE CONDITIONS

The Board of Officers is authorized to decide on the acceptability of joined members. Anyone who wishes to become a joined member of EANS, must fill out an application form, available on the website of EANS and indicate the category of joined member they qualify for. As soon as this application form has been filled out and the invoice for their contribution has been paid, the joined member is immediately accepted.

EANS will periodically and at random basis assert that the joined members fulfil the conditions that are required for the category the joined members applied for.

Further conditions and formalities to qualify as a joined member are detailed in the By-Laws.

ARTICLE 14. JOINED MEMBERS: RIGHTS AND OBLIGATIONS

All joined members have the following rights and obligations.

The joined members are entitled to delegate members as effective members, in order to represent them within the General Meeting. Each delegated member of the joined members, will act as an effective member and will have one vote in the General Meeting.

The procedure for the nomination of the representatives of the joint members, are detailed in the By-Laws.

The joined members are allowed to attend to the General Meeting, without voting rights.

The number of the representative members, representing the joined members in the General Meeting depends on the amount of joined members:

- As to 750 individual members : 10 representatives to be chosen
- Between 750 and 1.500 individual members: 20 representatives to be chosen
- More than 1.500 individual members 40 representatives to be chosen.

Effective members can change the rights and obligations of the joined members without the consent of the latter.

ARTICLE 15. JOINED MEMBERS: END

All joined members can resign from the association at any time.

They hand in their resignation written and submit it to the Board of Officers or any committee assigned hereto by the Board of Officers in accordance with the By-Laws.

Joined members are deemed to have resigned

- if the joined member no longer meets the concrete conditions to be a joined member of the association;
- death or dissolution of the joined member.

A joined member can be excluded at all times by decision of the Committee for individual membership.

The vote on the exclusion of a joined member is secret.

Any resigning member or any member that is excluded or suspended as well as the heirs or rightful claimants of a deceased joined member are not entitled to the social fund. Neither can they claim back the contributions paid. They cannot demand any specification or justification of the accounts, nor can they ask to have the seals affixed or to make an inventory.

ARTICLE 16. JOINED MEMBERS: CONTRIBUTION

The contribution to be paid by joined members is determined annually by the Board of Officers. It is however set at maximum € 500 per year.

IV. GENERAL MEETING

ARTICLE 17. COMPOSITION

The General meeting is composed of all effective members and is presided by the President of the Board of Officers, or in his absence by the President Elect of the Board of Officers, or in his absence by the Past President.

Each effective member may represent another effective member without restrictions. Each effective member may represent only one other effective member.

All effective members may have themselves represented by another effective member.

ARTICLE 18. POWERS

The powers of the General meeting include but are not limited to:

- to modify the articles of association;
- to appoint Officers and remove them from office;
- to appoint supervisory Officers and remove them from office & to determine their remuneration, if any;
- to grant discharge to Officers and supervisory Officers;
- to approve the budget and the accounts;
- to dissolve the association;
- to appoint liquidators when the association is to be dissolved;
- to exclude a(n) effective member;
- to transform the association into a company with a social purpose.

ARTICLE 19. MEETING

The General meeting must be convened at least once a year by the Board of Officers to approve the accounts of the past year and the budgets for the next year, at a place and date to be determined by the Board of Officers.

The meeting is open to all members of the EANS, effective and joined members, but only the effective members will have voting rights.

The General meeting is also convened by the Board of Officers whenever the Board of Officers deems it necessary.

The Board of Officers is obliged to convene the General meeting when this is requested by at least 1/5 of the effective members. The effective members must make this request to the Board of Officers by registered letter or by electronic mail.

The Board of Officers invites all the effective members and joined members to the General meeting. The joined members have the right to attend the General meeting, without voting right.

This notice is sent by e-mail and is published on the website of EANS at least 6 months prior to the General meeting. The notice is signed by the Board of Officers. The notice mentions the date, time and place of the General meeting.

The agenda is drawn up by the Board of Officers. Any proposal signed by 1/20 of the effective members must be placed on the agenda. Proposals formulated by the effective members must be sent to the Board of Officers by registered mail and signed by the required amount of Effective Members at the latest 2 months before the date of the General meeting.

At least 1 month before the General Meeting, the agenda items will be notified to all effective and joined members.

On the day of the General meeting and during the General meeting itself it is not possible to add items to the agenda, unless all the effective members are present or represented and agree.

Before being admitted to the General meeting, all members must identify themselves by showing their identity card.

ARTICLE 20. ATTENDANCE QUORUM & MAJORITIES

The General meeting can deliberate, irrespective of the number of members present, except where these articles of association require otherwise.

Natural persons, as effective members, have 1 vote per person; associated effective members have 2 votes per association.

In case of any modification to the articles of association or to the association's purpose, in case of exclusion of effective members or in case of dissolution of the association, the attendance quorum and special majorities as laid down in the Act of 27 June 1921, amended by the Act of 2 May 2002, are applied. In order to be able to deliberate validly, these specific items, including the proposed amendments, must be on the agenda of the General Meeting.

The special quorum and special majorities are:

- Changing the articles of association: 2/3 attendance quorum and 2/3 approval
 - Changing the purpose of EANS: 2/3 attendance quorum and 4/5 approval
 - Dissolution of the association: 2/3 attendance quorum and 4/5 approval
- Exclusion of effective members: 2/3 approval.

Any other decisions within the General meeting are taken by simple majority of the votes present or represented.

To calculate the simple and special majorities as indicated above, also abstentions and invalid votes are taken into account.

ARTICLE 21. MINUTES

The decisions of the General meeting are entered in the minutes.

The effective members are informed of these decisions by publication on the website and by the sending of an electronic copy of the original reports of the General meeting.

Joined members are at all times entitled to inspect the minutes of the General meeting on the website of the association.

TITLE V. BOARD OF OFFICERS

ARTICLE 22. CONDITIONS AND COMPOSITION

To be appointed Officer, the candidate must work as a specialized neurosurgeon within an EANS member country and be a joined member of the association.

The Board of officers are allowed to invite non-officers to their meeting to take part in an advisory capacity.

Officers can have themselves represented by proxy by another Officer. An Officer can represent only one other Officer.

The Board of Officers will comprise at least the following positions:

- President;
- President Elect;
- Past President;
- The 4 chairmen of the Training Committee, the Individual Membership Committee,

Scientific Committee, CME and guidelines Committee

- Secretary;
- Treasurer;

The Board of Officers assigns the positions of the Officers. In the event of the death, incapacity or impeachment of the President, the President Elect shall take over as Acting President. In case the President Elect is prevented from attending this function, the Past President will take over.

The Board of Officers is presided by the President.

ARTICLE 23. NUMBER

The Board of Officers is composed of at least 9 Officers, including the President, , the President Elect, the former President, the chairmen of the Training Committee, the Individual Membership Committee, Scientific Committee, CME and guidelines Committee, the secretary, the treasurer.

The number of Officers must always be smaller than the number of active or effective members. There no maximum number of Officers.

If the number of Officers has fallen below the statutory minimum due to voluntary resignation, expiry of the term or removal from office, then the Officers remain in office until regular replacement Officers have been found.

If Officers resign voluntarily, if their term of office has expired or if they are removed from office, they must remain in office until regular replacement Officers have been found.

ARTICLE 24. APPOINTMENT

The Officers are appointed by the General meeting, except for the Past President.

Every President will act as Past President, after expiry of the term for which he had been appointed. He will continue to be a voting member of the Board of Officers for the 2 years following the expiry of his office.

The Officers can be chosen out of the joined members, providing they are qualified neurosurgeons working in an EANS member-country.

Nominations may be made either by effective members or by joined members. Valid nominations from joined members must have a proposer and at least 6 seconders, who may be joined members.

The President Elect shall be elected at the General meeting two years prior to his assumption of office. The other Officers shall be elected at the yearly General meeting immediately preceding their term of office.

The duration of the offices as Officers will be as follows:

- President, President Elect: assigned for 2 year-period, no extension of the term possible;
- Past president: assigned for 2 years after expiry of President-office, no extension of the term possible;
- Chairmen of the committees, secretary and treasurer: assigned for 2 years, can be extended for a maximum of one other 2 year term.

The maximum continuous period for which any person can remain Officer on the Board of Officers, is six years unless after six years, an Officer assumes the position of President.

Officers are appointed by simple majority of the votes present or represented.

An attendance quorum is not required.

The office of Officer is not remunerated, unless agreed otherwise by the General Meeting.

ARTICLE 25. POWERS

The Board of Officers manages the association and represents the association in and out of court. The Board of Officers has all the powers that are not reserved to the General meeting.

The Board of Officers has the power to outline the policy and the activities of the association.

The Board of Officers has the power to give power of attorney to certain representatives who will have to represent the association vis-à-vis international institutions.

The Board of Officers is entitled to delegate the day to day management of the association to one or several administrative officers and office staff, who will at any time act under the ultimate supervision of the Board of Officers.

The Board of Officers may delegate its powers and may, at this purpose, constitute several committees, an EANS Council, and/or sections with specific powers and competences whose intention is to facilitate specific purposes and projects. The composition, organisation

competences and supervision of the committees, EANS Council and/or sections will be elaborated in the By-Laws. The President, President Elect and Past President shall have the right to select members of the Board to serve on committees, the EANS Council and/or the sections. The President and the Secretary will be ex-officio members of all committees, the EANS Council and/or sections.

The qualifications for membership and/or chairmanship in the committees/EANS-council/sections will be elaborated in the By-Laws, as well as the duration of the offices within these bodies.

The Board of Officers is entitled to draft the By-Laws.

The Officers exercise their powers as a board.

ARTICLE 26. MEETING

The Board of Officers must be convened whenever it is in the interest of the non-profit association.

Every Officer has the right to convene the Board of Officers. To this end he or she submits a request to the President.

The Board of Officers is convened by the President.

The invitation to a meeting of Board of Officers is sent by e-mail at least 1 week before the meeting of the Board of Officers to the email-adress that has been communicated by the Officers. The notice mentions the date, time and place of the meeting of the Board of Officers as well as the agenda items.

The following non-voting members will have the right to attend at any Board of Officers and will be invited by email to the Board of Officers to exercise their right to discussion: Editor in Chief of Acta Neurochirurgica, President of the UEMS Section of Neurosurgery and the executive director(s).

The method of notice is detailed in By-Laws. The agenda is drawn up by the secretary.

ARTICLE 27. ATTENDANCE QUORUM & VOTE

Each Officer has one vote.

Non-Officers who have the right of discussion do not have any vote, though only advisory capacity.

To be able to deliberate validly on agenda items at least half of the Officers must be present or represented. To be able to deliberate validly on items that were not on the agenda, all members should be present and should agree.

The decisions within the Board of Officers on all agenda items are taken by simple majority of the votes present or represented.

A proposal is not accepted if the vote is undecided.

ARTICLE 28. MINUTES

Minutes are drawn up of the meeting of the Board of Officers.

The Officers are informed of the decisions by the sending of an electronic copy of the original reports of the board of officers, sent to them on behalf of the Secretary.

Effective and joined members are entitled to inspect the minutes of the Board of Officers, after appointment, made by the Secretary.

ARTICLE 29. END OF OFFICE

If the term of office has expired, the office comes to an end by operation of law.

Officers can resign from the association at any time.

They hand in their resignation by registered letter and submit it to the General meeting, who will make sure that the resignation of the Officer will be added to the agenda of the next General Meeting and will take care of the necessary formalities for publication in the Belgian Gazette.

If the operation of the association is at risk due to the resignation, the Officer's resignation is suspended for a reasonable time until a replacement has been found.

Officers will be deemed to have resigned in the following circumstances:

- if the Officer no longer meets the concrete conditions to be an Officer of the association;

- if an Officer was a member of the Board of Officers in a certain capacity and he or she loses that capacity
- in case of conviction of the Officer for high crimes, including but not limited to fraud, cheating in commercial transactions, and serious misconduct.

The function of an Officer will be suspended in case of an criminal investigation against the Officer for high crimes, including but not limited to fraud, cheating in commercial transactions, and serious misconduct.

A Officer can be removed from office at all times by the General meeting by simple majority. The vote on an Officer's removal from office is secret.

A Officer's office ends by operation of law at the time of death of the Officer in question.

TITLE VI. DAY-TO-DAY MANAGEMENT
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ARTICLE 30. CONDITIONS AND COMPOSITION

The Board of Officers may charge of one or more Executive Directors, with the duties of day-to-day management.

ARTICLE 31. APPOINTMENT

Executive Directors are appointed by the Board of Officers, by simple majority of the votes present or represented. An attendance quorum is not required.

The vote on the appointment of the Executive director is open.

ARTICLE 32. POWERS AND DURATION

Any Executive Director may perform everyday acts, acts of minor importance and urgent acts within the association. Within the limits of these powers any Executive Director may represent the association individually towards third persons, and in and out of court.

The Board of Officers defines the duration of the office as Executive Director at the appointment. If nothing has been decided, the Executive Director will be deemed to have been appointed for 6 years. Executive Directors are eligible for reappointment.

ARTICLE 33. END OF OFFICE

If the term of office as an Executive Director has expired, the office comes to an end by operation of law.

An Executive Director can resign at any time, taking into account the obligations resulting from contracts he/she concluded with the association. The Executive Director hands in his/her resignation by registered letter and submit it to the Board of Officers.

If the operation of the association is at risk due to the resignation, the Executive Director resignation is suspended for a reasonable time until a replacement has been found.

An Executive Director can be removed from office at all times by the Board of Officers by simple majority.

TITLE VII. REPRESENTATION

ARTICLE 34. REPRESENTATION

The association is represented in court or vis-à-vis third parties by the joint signature of at least 3 Officers.

If the Board of Officers charged one or more Executive Directors with the day-to-day management in accordance with article 30 of the present articles of association, then the association is validly represented in all its acts of day-to-day management by one Executive Director who is charged with the day-to-day management. This person does not need to produce proof of any prior decision to that effect.

TITLE VIII. BUDGET & ACCOUNTS

ARTICLE 35. BUDGET & ACCOUNTS

The financial year of the association runs from 1st of January to 31st of December.

After approval of the annual accounts and the budget, the Board of Officers renders account of the policy pursued in the previous year, and the General meeting decides by separate vote on the discharge to be granted to the Officers.

A supervisory Officer must be appointed if the association falls under the conditions of a very large association. The supervisory Officer is a member of the Institute of Registered Accountants.

The supervisory Officer is appointed by the General meeting by simple majority of the votes present and represented. The remuneration will be determined by the General meeting.

The supervisory Officer is appointed for a period of 3 years.

The supervisory Officer's assignment comes to an end after expiry of the term for which he or she had been appointed and after he or she was removed from office by the General meeting .

Resigning supervisory Officers are obliged to continue their activities during the current financial year.

A supervisory Officer is removed from office by simple majority of the votes present or represented at the General meeting . An attendance quorum is not required.

TITLE IX. DISSOLUTION, NULLITY & LIQUIDATION

ARTICLE 36. DISSOLUTION

The association can be dissolved voluntarily at all times. An attendance quorum of 2/3 of the effective members is required for that. The decision to dissolve the association must be taken by a special majority of 4/5 of the votes of the effective members present or represented.

At the request of a member, an interested third party or the Public Prosecutor, the court of first instance can pronounce the judicial dissolution of an association which: (a) is unable to meet its obligations, (b) uses its capital or the income from this capital for a purpose other than the one for which the association was established, (c) acts in serious contravention of the articles of association, acts in contravention of the law or of public order, (d) failed to file the annual accounts for three financial years in succession unless the missing annual accounts are filed before the debates are closed, (e) has less than three members.

The nullity of the association can be pronounced by the court at the request of any interested party (a) if the association's purpose has not been described with enough precision, (b) if one of the purposes for which the association was established is in contravention of the law or of public order, (c) if the articles of association do not mention the name of the association, the address of its registered office and the judicial district to which the association belongs.

ARTICLE 37. APPROPRIATION OF NET ASSETS

The net assets must be appropriated for the research and educational interest in neurosurgical and related sciences.

TITLE X. FINAL STIPULATIONS

To all cases not provided for by the present articles of association, the provisions of the legislation on non-profit associations including the Act of 27 June 1921, amended by the Act of 2 May 2002, shall apply.

DRAFT