

STATUTES OF THE EUROPEAN ACADEMY OF SCIENCES (EurASc)

Approved by Royal Decree of the King of Belgium of December 17, 2003
amended by the *Presidium*, on January 17, 2006, on March 1st, 2007, April 24th, 2015,
September 9th, 2019, and on February 23rd, 2024.

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English translation

The official version of the Statutes is registered in French.

Title 1: Name and Registered Office

Article 1. Name

- 1.1 An International Association with scientific aims is created and called the EUROPEAN ACADEMY OF SCIENCES, henceforth abbreviated **EurASc** or Association.
- 1.2 This Association is ruled by the Code of Companies and Associations (Belgian Law of 23 March 2019, concerning the Code of Companies and Associations, hereinafter referred to as "the Law"). All documents issued by the Association shall state its name, which shall be preceded or followed by the words "International Non-Profit Association" or "A.I.S.B.L.", as well as the address of its headquarters, its company number, the words "Legal Person Register" and the competent jurisdiction, its e-mail address, and its website.

Article 2. Registered Office and EurASc Headquarters

- 2.1 The registered office and Operations Center of EurASc headquarters is established in Belgium, Rue d'Egmont 11, 1000 Brussels (Brussels region), Belgium.

Title 2: Association's Objective

Article 3. Association's Objective

- 3.1 The Association's objective is to promote European scientific research.
- 3.2 While promoting international cooperation, the Association strives to enhance fruitful collaboration between scientists, researchers, academics, engineers, and public authorities, to enhance links between fundamental and applied research, to support the transfer of knowledge between scientists and users, to stimulate public research policies, and to aid in raising research funds needed for solving the most important scientific and technological problems.
- 3.3 The Association solicits the most eminent scientists, identifies prominent scientific questions and the approaches under investigation. It disseminates new knowledge through publications, colloquia, conferences, and international conventions.

() The law of October 25th, 1919, is now integrated into the law of June 27th, 1921, on Non-Profit Associations, International Non-Profit Association and foundations.*

- 3.4 The Association endeavors to accomplish all activities, directly and/or indirectly, concerning its aim. It will make all transactions and own or hire all goods, services or real estate, directly, or indirectly, as necessary for the realization of its objectives.
- 3.5 Notwithstanding its non-profit status, it will use of all the financial or material means to pursue its aim.
- 3.6 It will also participate in any activities consistent with its objectives.

Title 3: Members and Governing Bodies

Article 4. Members of EurASc and Governing Entities

- 4.1 The EurASc Scientific Community is constituted by the following categories: “**Elected Members**”, “**Honorary Members**” and “**Guest Members**”. All Members are Fellows of the Academy.
- 4.2 Admission to the Association is restricted to persons or legal entities whose work greatly contributes to the objectives of the Association and who have shown interest in its activities.
- 4.3 The nomination for the election of a new Member to a division of EurASc must be submitted by a Member of the Academy and supported by at least one more Member.
- 4.4 At least 75% of the Members within each EurASc division must be either European citizens or living in Europe for more than five years at the time of the election. The others are designated as Non-European Members.
- 4.5 Elected Members are required to pay an annual due according to the Statutes and the Bylaws. Honorary Members and Members over 80 years of age are not required to pay the annual membership due.
- 4.6 **Active Members** are composed of the Elected Members who have paid their annual due and those exempt from membership due, *i.e.*, Honorary Members and Members above 80 years of age (see article 5.2).
- 4.7 The **General and Extraordinary General Assembly** of the Association, as defined in Articles 9 and 10 hereafter, are open to all Active Members.
- 4.8 **The Presidium** comprises the President of the Association, the Vice-President of the Association, the General Secretary of the Association, and up to five Active Members. Any Active Member may be a candidate for election to the Presidium. Except for the General Secretary, Presidium Members are elected by the Active Members. The General Secretary is elected by the Members of the Presidium.
- 4.9 **The Executive Committee** is composed of the President, Vice-President, and General Secretary of the Association and one or two Active Members from the Presidium and appointed by the Presidium. Its functions are defined in Article 17.1 hereafter.

- 4.10 The Association Members belong to specific scientific **Divisions** whose Active Members elect their **Division Head**. The terms are for 3 years and are renewable twice.
- 4.11 The Division Head is assisted by up to 4 **Division Officers** elected by the Division's Active Members. The terms are for 3 years and are renewable twice.
- 4.12 The **General Board** is constituted by the **Presidium** and the **Heads** of each **Division**.
- 4.13 The Active Members of the Association are eligible to participate in all scientific activities of the Association.
- 4.14 Each Active Member has the following rights, regarding the organization of the Association:
- ✓ To be present and vote at General Assemblies;
 - ✓ To propose or support the nomination of candidate "Elected Members", "Honorary Members" and "Guest Members";
 - ✓ To be a candidate for acting as Division Head or Officer and Member of the Presidium, according to conditions and rules described in the Bylaws.
 - ✓ Provided that the request addressed to the President is signed by at least twenty Active Members, to ask the President to convene a General Assembly or an Extraordinary General Assembly.
- 4.15 Each Active Member has the following rights, regarding the activities of the Association:
- ✓ To use the premises of the Association, according to the Bylaws, for reasons linked to and in accordance with the Association's objective;
 - ✓ To participate in the Association's activities, open to all its Members;
 - ✓ To receive information related to the Association and its activities;
 - ✓ To receive publications according to the Bylaws;
 - ✓ To have access to the Members' area of the website, where internal information and official documents are published;
 - ✓ To benefit from the other advantages as described in the Bylaws.

Article 5. Annual Membership Due

- 5.1 Active Members shall pay an annual due, the amount of which is proposed by the Executive Committee of EurASc, ratified by the Presidium, and published on the EurASc website.
- 5.2 The Executive Committee may propose a reduction of the voted membership due in special cases.
- 5.3 All paid dues shall remain property of the Association.

Article 6. Members' Resignation. Consequences of Non-payment of the Annual Membership Due.

- 6.1 All Members are free to leave the Association at any time. They will present their written resignation to the President.
- 6.2 A Member who does not pay the annual membership due shall be considered as having resigned and loses their status as an Active Member. The Executive Committee will establish the internal regulation for the implementation and eventual modulation of this rule, depending on the circumstances.

Article 7. Members' Exclusion. Rights on the Association's Properties.

- 7.1 The Executive Committee can propose the exclusion of a Member from the EurASc Scientific Community in cases of serious misconduct. The reasons will be communicated to the Member who will be allowed to contact the Presidium (by letter or in person) to appeal the exclusion.
- 7.2 A Member can only be excluded by the Presidium through a simple majority of those present in person or represented by proxy.
- 7.3 A resigned or excluded Member or the rightful claimants of an excluded or defunct Member shall have no rights on the Association's decisions.

Article 8. Members' Suspension

The Executive Committee has the right to suspend any Member accused of serious misconduct until a final decision is made by the Presidium.

Title 4: General Assemblies of the Association

Article 9. General Assembly

- 9.1 The **General Assembly** is called by the President through an ordinary letter, fax, or e-mail, sent to each Member at least thirty days before the meeting. The invitation contains the agenda. Any resolution introduced by a Member fifteen days before the meeting must be added to the agenda.
- 9.2 During the General Assembly, the following will be presented: the President's report, the financial situation, and statements as of December 31st of the previous year, together with the current year's budget, the new Members, the deceased Members, the resignations and any questions related to the activities of the Association.

- 9.3 The General Assembly can, by a simple majority of those present or represented, decide to debate points not mentioned in the agenda, except for matters pertaining to the amendments of the Statutes or the dissolution of the Association.
- 9.4 The General Assembly will vote to approve the statements presented and decisions made and will delegate their implementation to the Executive Committee.
- 9.5 The annual Awards Ceremony will be organized in conjunction with the General Assembly to present the medals and prizes of the Association.

Article 10. Extraordinary General Assembly

- 10.1 An Extraordinary General Assembly can be called, at any time, by the President or upon request of at least two Members of the Presidium to examine specific questions or upon request signed by at least twenty Active Members addressed to the President, at the headquarters of the Association. The President will set a date for this Extraordinary General Assembly within thirty days after receiving this request.
- 10.2 An invitation shall be addressed to every Active Member at least thirty days before the meeting date. This invitation shall specify the reason for this Extraordinary General Assembly. No other questions will be discussed without prior notification.

Article 11. Votes and Usual Majorities by the General Assemblies

- 11.1 Each Active Member of the General Assembly or Extraordinary General Assembly has one vote. An absent Active Member may give a proxy vote to another Active Member.
- 11.2 Each Active Member may hold up to five proxy votes.
- 11.3 Except for matters dealing with the Bylaw and Statutes (see Art. 14.1), decisions are made by a simple majority vote of the General Assembly or Extraordinary General Assembly attendees. In case of parity, the President casts the deciding vote.
- 11.4 The Executive Committee may propose to the Presidium that Active Members can participate remotely in the General Assembly or Extraordinary General Assembly. The Executive committee must be able to check the identity of the Members who participate in the General Assembly or Extraordinary General Assembly.

Title 5: Presidium

Article 12. Powers of the Presidium

- 12.1 The Presidium, as defined in Art. 4.8, exercises the rights it received from the Law and the present Statutes, concerning in particular:
 - ✓ Approval of the budget, annual membership due, and financial statements;
 - ✓ Discharge of executives;

- ✓ Election and exclusion of Active Members;
- ✓ Amendments to the Statutes, by a vote of at least 6 Members;
- ✓ Approval of proposals of the Executive Committee or the General Board;
- ✓ Dissolution of the Association and subsequent decisions.

Article 13. Presidency of the Presidium, of the Executive Committee, and the General Assembly of the Association.

- 13.1 The mandate of the President is voted by the Association Active Members.
- 13.2 The President chairs the Presidium, the Executive Committee, and the General Assembly of the Association. In the event of the President's absence, the Vice-President will replace the President. If the Vice-President is absent, the General Secretary replaces the President.

Article 14. Decisions Requiring Special Majorities

- 14.1 Amendments to the Statutes and dissolution of the Association may only be decided by the Presidium with a minimum of five of its Active Members present or represented.
- 14.2 Amendments of the Association's objectives, transformation of the Association into another legal type, or dissolution of the Association may only be decided by the Presidium. It will be decided by a majority of six Members of the present and represented Presidium Members.
- 14.3 In case the required quorum has not been reached, an extraordinary meeting of the Presidium will be called within thirty days by letter with acknowledgment of receipt, but at least fifteen days after the first meeting. Decisions will be taken by a simple majority, regardless of the number of Members present or represented.
- 14.4 The amendments to the Statutes will only be effective after the Royal Decree if it relates to the objectives and activities of the Association. These amendments will be published according to law.

Article 15. Minutes of Meetings

- 15.1 The decisions of the Presidium will be written in the meeting minutes signed by the President and the Vice-President, or the General Secretary. These minutes will be kept in a register at the Operations Center of the Association. All active Members will receive a copy of the minutes.
- 15.2 The decisions of the Presidium are also published in the Members Area of the website.

Title 6: Executive Committee

Article 16. Organization of the Executive Committee

- 16.1 The Presidium and Executive Committee Members are elected for four years.
- 16.2 This mandate automatically expires with the term. It shall be subject to renewal for a two-term mandate.
- 16.3 Members of the Executive Committee wishing to resign shall send their resignation letter to the President.
- 16.4 A new election to the Executive Committee will be on the agenda of the Ordinary Presidium meeting prior to the expiry of the mandate.
- 16.5 A mandate may be revoked by the Presidium deciding by a simple majority of the Members present or represented.
- 16.6 The Executive Committee shall vote on the replacement of a revoked executive for the remainder of the mandate until the next election.
- 16.7 Members of the Executive Committee and Presidium domiciled outside Belgium must administratively elect domicile at the headquarters of the A.I.S.B.L. during their mandate for correspondence purposes.

Article 17. Functions in the Executive Committee

- 17.1 The President of the Association is the President of the Executive Committee (see Article 4.9). The General Secretary also has the functions of Treasurer and Secretary.
- 17.2 The mandates of the President and the Vice-President(s) are for three years and are renewable twice. The mandate of the General Secretary is for seven years and is renewable twice.

Article 18. Legal Representation of the Association

- 18.1 The President of the Executive Committee is also President of the Presidium and President of the Association. The President acts for the Association and represents the Association in all the transactions.
- 18.2 The President represents the Association in Tribunals and Courts as claimant or respondent.
- 18.3 In all acts where the President commits the Association, their signature must be accompanied by an indication of their position.

Article 19. Meetings and Decisions of the Executive Committee

- 19.1 The Executive Committee meets at least twice a year at the President's request or if three of its Members request it. The invitation shall be sent by letter, fax or e-mail.

- 19.2 The meeting will be conducted by the President, in his absence by the Vice-President or by the General Secretary. The Executive Committee can only make decisions if the majority of its Members participate in the vote.
- 19.3 Except when law and Statutes will decide differently, decisions are made by a simple majority of present or represented Members. In case of parity, the President has the deciding vote. Deliberations and votes of the Members may be organized by video conference. In exceptional cases when urgency and the Association's interest justify it, decisions of the Executive Committee may be made by written votes of the Members. This written vote may be transmitted by mail or e-mail.
- 19.4 The absent Members may give a proxy to any other Executive Committee Member. The proxy holder may only have one proxy.

Article 20. Powers of the Executive Committee

- 20.1 Except for the powers assigned to the Presidium by the Law or the Statutes, the Executive Committee benefits from the largest prerogatives in order to act in the Association's interests in all matters relevant to its objectives, as defined in Article 3.
- 20.2 The Executive Committee will, in particular:
- ✓ Keep a register of Active Members, and on the website, publish all modifications in the list of Active Members;
 - ✓ Establish internal regulations in order to enforce the present Statutes, which are communicated to all Members;
 - ✓ Call for ordinary and extraordinary Assemblies and determine the agenda;
 - ✓ Submit to the Presidium financial balances of the previous year, and a draft of the budget for the present year, before the Ordinary General Assembly and within 6 months of the end of the previous fiscal year;
 - ✓ Determine conditions and deadlines to apply to the Executive Committee or responsibilities described in Article 17;
 - ✓ Receive any deposit, acquire, exchange, sell, or dispose of moveable assets;
 - ✓ Contract for work or sale;
 - ✓ Receive all gifts, donations, subsidies, and grants from private as well as public sources, in accordance with internal regulations;
 - ✓ Trade, transact, compromise, agree or desist, lift mortgage before or after payment;
 - ✓ Litigate as claimant or respondent before any authorities or competent court without exception, execute any awards;
 - ✓ Establish an Administrative Office different from the Registered Office.

20.3 Any transaction exceeding the amount voted in advance by the Presidium is to be submitted for the approval of the General Assembly.

Article 21. Delegation of the Day-to-Day Management

The Executive Committee may delegate the day-to-day management to one or more appointed persons whose duties, roles, and salaries will be defined in a contract. This person is jointly and severally responsible for the Association.

Article 22. Appointment of Employees

The Executive Committee may appoint other persons whose functions and salaries will be defined in a contract.

Article 23. Power of Signature

Notwithstanding Article 22, the binding engagement taken by the Association will be signed by the President or the Vice-President acting on delegation of the President's authority, or by an Executive with a special mandate of the Executive Committee, with the signature of one other Executive.

Article 24. Meeting Minutes

24.1 The decisions of the Executive Committee are written in the meeting minutes signed by the President or the General Secretary, in case of the President's absence, and kept in a register at the Operations Center of the Association. All Executives will receive a copy of the minutes. Any Active Member who justifies their interest may obtain a copy.

24.2 Any Active Member who justifies their interest, may obtain excerpts.

Article 25. Responsibilities of the Association, the Executives, and the Day-to-Day Managers

The Association is responsible for the faults of its employees and of its organs, by which its wills are expressed. Active Members and day-to-day Managers don't contract any personal obligation regarding the Association's commitments. Their personal liability is limited to the execution of the mandate they received and to the faults they committed in their function. Active Members don't contract, as such, any liability regarding the commitments of the Association.

Title 6: General Board and other Committees

Article 26. The General Board is composed of the Division's Head, elected by the Active Division Members, and of the Presidium Members. The General Board is competent in questions relating to any scientific topic and the scientific life of the Academy. In particular, it proposes actions to increase the recognition of the Academy globally.

Article 27. The Executive Committee will establish technical and scientific committees as well as other consultative committees whose structure, missions and working procedures will be stated in the Association's Bylaws.

Title 7: Fiscal Year and Languages

Article 28. Fiscal Year

The fiscal year will begin on January 1st and end on December 31st of each year.

Article 29. Languages

The official documents are written in French. The language used for any other documents or discussions within the Association is English.

Title 8: Dissolution of the Association

Article 30. Decisions of Dissolution

- 30.1 In case of dissolution of the Association, the Presidium will elect a liquidator.
- 30.2 The Presidium will decide the dissolution if only two Active Members remain in the Presidium or if the registered address of the Association is relocated outside Belgian territory. The Presidium will determine the method of liquidation. The transfer of the headquarters to another country can only take place after approval by the court of the Association's Registered Office. This approval must be requested by the liquidator.
- 30.3 A deed transferring the Registered Office of the AISBL in liquidation may only be filed and published if a copy of the decision of the court approval is attached to it.

Article 31. Transfer of Assets

In all cases of voluntary or judicial dissolution, at any time or due to any reason, the assets of the Association will be transferred to a non-profit association or corporate body pursuing similar objectives. The Presidium will select this beneficiary by a simple majority of the present or represented Active Members.

Article 32. Applicable Law: Companies and Associations Code

All questions, not expressly addressed in these Statutes, are ruled by the Belgian Code of Companies and Associations.

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These are the coordinated Statutes of the Association.