

EuroHYP - European Stroke Research Network for Hypothermia

BYLAWS

Disclaimer: the official version of the bylaws is available in French language, as required by the law in Belgium. The current text cannot be used as an official reference, only the French version is adequate for such purposes.

A. Constitution

§ 1. With the signature of these bylaws, a non-profit association (Association sans but lucratif, ASBL) is created under the Belgian law (Loi du 27 juin 1921 sur les associations sans but lucratif, les associations internationales sans but lucratif et les foundations). The registered office of the organisation is located under the address: Square de Meeus 38/40, 1000 Bruxelles – Belgium.

The non-profit organisation is named ‘European Stroke Research Network for Hypothermia’, abbreviated ‘EuroHYP’.

The association is founded for an indefinite duration.

B. Purpose

§ 2. The association aims to develop, support and promote the medical research and dissemination activities related to stroke and brain diseases in general, especially considering the experimental and clinical research related to hypothermia and its therapeutic applications aiming to protect the human health.

§ 3. The purpose is substantiated by

- 3.1. the creation of a pan-European organizational platform for networking and collaboration among scientists involved in hypothermia and stroke research;
- 3.2. organisation of scientific symposia and participation in conferences;
- 3.3. the design, organisation and implementation of experimental and clinical research trials, and projects aiming to identify the benefits of hypothermia - including the validation of novel technologies;
- 3.4. fundraising effort aiming to build the financial base necessary for conducting novel, advanced hypothermia experimental and clinical studies;
- 3.5. the creation of a website as a depository of the literature and research efforts ongoing in the area of hypothermia;
- 3.6. the realisation of other projects in the context of the association’s general purpose.

Moreover, to achieve its purpose, the association may undertake any action that is directly or indirectly connected to it or is conducive to its development or can facilitate its realisation.

§ 4. In regard to the pursuit of its goals, the organization will consider and engage into cooperation with international, national and regional, academic as well as other professional stroke organisations, assuming such opportunity is identified and made feasible by the potential partners.

C. Membership

§ 5. The association shall have no fewer than three full members. The undersigned founders are the first members of the association.

5.1. Members are: regular members; associate members; institutional members, junior members; honorary members, advisory members and sponsoring members.

5.2. Regular members can be scientists and professionals working in the area of stroke research or medical research in general, including the statistical and health economic aspects of the research. Applications for regular membership can be done via submitting a professional CV to the Executive Committee, together with an application form.

5.3. Associate Members can be scientists and professionals invited by the Executive Council based on their professional achievements and eventual collaboration with the organization. Associate membership becomes official with the written acceptance of the invitation and is valid until resignation or eventual suspension by the Executive Council.

5.4. Institutional members can be educational or other professional organizations - for example Universities, European Stroke Associations, etc. – engaged into activities related to the objectives of the organization. Applications for institutional membership can be done via the application form created for this purpose, sent to the Executive Committee.

5.5. Junior members can be scientists and professionals undertaking graduate or postgraduate studies in the area of stroke and brain research in general. Applications for junior membership can be done via submitting a professional CV to the Executive Committee, together with an application form.

5.6. Advisory Members can be scientists and professionals invited by the Executive Council based on their outstanding professional achievements and eventual collaboration with the organization. Advisory Membership becomes official with the written acceptance of the invitation and is valid until resignation or eventual suspension by the Executive Council.

5.7. Sponsoring members can be individuals or organizations: profit or non profit, which agree with the aims of the association and provide non-restricted grants in order to support the realization of the objectives and programs defined by the association. Sponsorship agreements are approved by the Executive Committee and signed by the President and Secretary General.

5.8. Decisions regarding membership acceptance are made by the Executive Committee.

5.9. The exclusion decision towards a member is made by the General Assembly (with a majority vote of 67% of the present or represented votes (only for effective members = those with voting rights), if an important reason exists, especially if the member violates the bylaws or if the member is in the association's financial dept (by the amount of at least one annual membership fee) and has not covered the financial dept after two written notices. Reasons have to be provided for the decision of the General Assembly.

5.10. In case of resignation, the decision must be communicated to the Executive Committee by written notice. Resignation is only possible at the end of the calendar year and must be stated to the board through written request by 1st of December of the current year. Membership is discontinued automatically in case of death or dissolution of an institutional member. At the moment of a member's resignation all entitlements to the organization expire. Upon resignation, the former members do not acquire any rights in relation to the association's financial deposits.

D. Governance entities

§ 6. Governance entities of the association are the forums: (a) General Assembly, (b) Executive Committee, (c) Coordination Committee; (d) Advisory Board; (e) Secretariat; and officers: (f) President; (g) Vice President;(h) Scientific Coordinators; (i) Treasurer; (j) Secretary General and (k) National Coordinators.

§ 7. General Assembly

7.1. The General Assembly is the ultimate decision making governance entity of the association. The rights and mandates of the General Assembly are the ones defined by the law or these bylaws.

7.2. The General Assembly consists of all members of the association, independent from the type of membership held. Consequently, all members have to be invited to the General Assembly – however the associate, honorary and sponsoring members do not have any voting rights. The invitation of the members to the General Assembly is extended in writing, via email and also regular mail. The invitation has to specify the place and time of the meeting, which can be in Belgium or abroad.

In case a member is not available to attend the General Assembly, is entitled to provide an Authorization Letter to another member of the association in order to permit the representation – including the participation in all voting sessions. The Authorization Letter has to be sent to the Secretary General by email or regular mail 2 working days before the date of the General Assembly. One member participating at the General Assembly can hold only two Authorization Letters maximum.

7.3. Each member of the association has the right to participate at the General Assembly. Voting rights of the regular, advisory, institutional and junior members are defined based on three factors: (a) position held in the association; (b) participation in the activities of the association (research programs; symposia and data dissemination); (c) participation and effectiveness in the fundraising effort of the association. Accordingly, the rules for defining and allocating the additional voting rights are the following:

(7.3.1.) all members of the Executive Committee have two additional votes;

(7.3.2.) all members of the Coordination Committee have one additional vote;

(7.3.3.) the members of the association acting as speakers in at least two symposia, press release or any other public event organized centrally by the association, within a period of 2 calendar years preceding the General Assembly – have one additional vote in the General Assembly;

(7.3.4.) all members actively contributing to and participating in a successful national or international fundraising effort – raising at least € 200 000 (cumulative grant amount on an individual basis), and supporting a research project registered and endorsed by the association – preceding in time the General Assembly by no more than 2 calendar years, have one additional vote. All participation in fundraising efforts awarded with an additional vote, has to be evidenced by written communication (for example emails or letters).

The additional voting rights acquired by the members in the current and previous 2 calendar years are announced at the opening of each General Assembly and made available in writing during the meeting.

7.4. The functions and decisions of the General Assembly are related to the following areas:

(7.4.1) receives and ratifies the Executive Committee's annual activity report and activity plan;

(7.4.2.) decides about the modifications of the bylaws of the association;

(7.4.3.) elects and dismisses the members of the Executive Committee; ratifies via voting the recommendation of the Executive Committee regarding the person of the officers in charge: President, Vice President, Treasurer, Secretary General and Scientific Coordinators, members of the Coordination Committee;

(7.4.4.) decides about the annual membership fee;

(7.4.5.) receives and accepts the annual financial report and budget plan;

- (7.4.6.) decides about the employment and removal of financial auditors and the determination of their remuneration – as required by the relevant laws;
- (7.4.7) decides about the exclusion of members;
- (7.4.8) ratifies via voting the recommendation of the Executive Committee regarding strategic alliances with other associations or institutions;
- (7.4.9) decides about the dissolution of the association;
- (7.4.10) ratifies the Ethical Policies and Code of Conduct;
- (7.4.11) discharges the members of the Executive Committee and the financial auditor(s);
- (7.4.12) ratifies via voting the annual budget of the Secretariat, including the remuneration package of the Secretary General – budget items recommended by the Executive Committee;
- (7.4.13) approves the reimbursement rules associated to the travel expenses of the Executive Committee and Advisory Board, especially considering the participation at the events organized by the association;

7.5. The General Assembly is convened upon need, however **at least annually**, or upon request of more than one fifth of the members, or by the Executive Committee – or in exceptional cases by the Secretary General (in case of absence of timely decision by the Executive Committee considering the legal obligations of the association in face of the Belgian law). The Executive Committee decides upon time and place. All members mentioned in § 5, as well as all representatives of member organisations are entitled to participate. All members shall be convened by letter or by e-mail sent at least 8 calendar days before the meeting. The Executive Committee composes the agenda of the General Assembly. At request of one twentieth of the members, the Executive Committee is obliged to add requested subjects to the agenda. This request has to be made, at least three days before the meeting of the General Assembly, to the President of the Executive Committee.

Subjects that are not mentioned in the agenda can only be treated by the General Assembly if all members are present or represented and agree upon the requested, additional agenda point.

7.6. Decisions of the General Assembly require a simple majority: 50% + 1 votes; except the decisions for which the law foresees a stricter quorum (for example: modifications of the bylaws, dissolution of the association, expulsion of members, and modification of the purpose). In case less than half of the members are present in the General Assembly, the President has the right to postpone certain important decisions until a new General Assembly is convened – however no voting can be postponed more than the General Assembly taking place in the next calendar year. The voting about the Executive Committee and the ratification of the officers is done via a secret ballot.

7.7. The chair of the General Assembly is the President of the association. In case of undecided vote, the President has the right to take the final decision.

7.8. The General Assembly has full respect towards all relevant legislation defining the operation of the association in Belgium, including the rules defined for the dissolution of the association.

7.9. The decisions of the General Assembly are captured in the minutes of the meeting and are signed by the President and Secretary General (or any other administrator). The records of all meeting minutes are kept at the head office and can be consulted any time, without physically removing these. In addition to this, the electronic copies of the meeting minutes are placed on the website of the association, in a password protected area.

§ 8. Executive Committee

8.1. The Executive Committee is the primary decision making governance entity of the association, ensuring the realization of the mission of the association, focusing primarily on the design and implementation of new medical research projects and the associated data dissemination. The Executive Committee is composed of maximum nine members, members of the association. The number of members of the executive committee is always lower than the number of members of the association.

8.2. The members of the Executive Committee are elected by the General Assembly for 6 years and involves nine members: the President; Vice President; Treasurer, five Scientific Coordinators (Principal Investigators) and the Secretary General. Only the members of the Executive Committee are eligible to be nominated for the five different leadership roles of the association: President, Vice President, Treasurer, Scientific Coordinator and Secretary General. The mandate of member of the Executive Committee is renewable.

The members of the Executive Committee retain their right to resign and abandon their roles in the Executive Committee. In case of resignation, the decision must be communicated to the President by written notice. Resignation is possible any time of the year and must be stated to the President through written request. The President shall, for information purposes, include this point in the agenda for the next meeting of the Executive Committee.

The resigning member of the Executive Committee shall continue to fulfil his obligations as member of the Executive Committee for a period that is reasonable to find a replacement.

In case of resignation, the Executive Committee is authorized to recommend another candidate to the General Assembly, to become a member of the Executive Committee – assuming the ratification of the decision.

The Secretary General of the association can be remunerated for her / his work and contributions (the details of this contract are determined by the Executive Committee), especially considering the effort made towards **fundraising** and the administrative, managerial tasks related to the operational maintenance of the association.

8.3. The functions and decisions of the Executive Committee are related to the following areas:

- (8.3.1) preparation of the annual activity reports and plans;
- (8.3.2) preparation of the annual and mid-term budget reports and plans, including the financial and other activity reports required by the law;
- (8.3.3) recommendation formulated for subsequent ratification by the General Assembly regarding the officers in charge: President, Vice President, Treasurer, Scientific Coordinators, Secretary General, and
- (8.3.4.) preparation of recommendations related to strategic alliances;
- (8.3.5.) preparation of applications, project proposals for submission to public or private funding programs; and members of the Coordination Committee;
- (8.3.6.) preparation and decision about the sponsorship agreements;
- (8.3.7.) decision about the content and maintenance of a web site;
- (8.3.8) preparation the Ethical Policy and Code of Conduct;
- (8.3.9) decision about the contracts established with suppliers: clinical research organisations; consultants; IT service providers; decision about the reimbursement for the costs and work delivered by the Secretary General;

(8.3.10) decides about leadership and governance structure of the new multinational pan-European or Global clinical trials, including for example the topic of Principal Investigators; Safety and Data Management Committee; etc.

8.4. The decisions of the Executive Committee will be taken based on consensus - or in case of diverging opinions – by vote (open or secret, based on the decision taken by the President or on the request of one or more members of the Executive Committee). All members of the Executive Committee have one vote. The decisions made via voting will be based on a simple majority: 50% + 1 vote.

8.5. The meetings and exchanges (Telephone or Video Conferences) of the Executive Committee are organized by the Secretary General, and can be initiated by the President, Secretary General or two other members of the Committee, via an email sent **at least 8 days in advance** to all members of the Executive Committee. The agenda will be joint to the invitation. The decisions of the Executive Committee are binding in case at least 7 members out of 9 are present or represented. In case of unavailability, any member of the Executive Committee can authorize another member to represent his / her views and exercise the voting rights. However, one member can represent only a second one, multiple representations are not possible.

Subjects that are not mentioned in the agenda can only be treated by the Executive Committee if all members are present or represented and agree upon the requested agenda point.

8.6. In case of long term inactivity (absence from the meetings and exchanges; no contributions to the activities of the association for more than 18 months) – manifested by a member of the Executive Committee, the other members of the Executive Committee have the right to propose another person to the General Assembly, as a replacement for the inactive member. In these cases the Executive Member implied will be notified in writing by the Secretary General at least 2 months before the meeting of the General Assembly.

8.7. The decisions of the Executive Committee are captured in the minutes of the meeting and are signed by the President and Secretary General (or any other administrator). The records of all meeting minutes are kept at the head office and can be consulted any time, without physically removing these. In addition to this, the electronic copies of the meeting minutes are placed on the website of the association, in a password protected area.

§ 9. Coordination Committee

9.1. The Coordination Committee is the primary entity ensuring an effective collaboration within and among the European Member States and other participating countries, especially considering the implementation of large multinational, multicentric trials.

9.2. The members of the Coordination Committee - the National Coordinators - are elected by the General Assembly, with a term of 2 years.

9.3. The functions and decisions of the Coordination Committee are related to the following key areas:

(9.2.1) leadership and coordination of the activities of the association on a national level;

(9.2.2) invitation of new members – especially considering the aim to implement the research programs designed and enabled via the efforts of the association;

§ 10. Advisory Board

- 10.1. The Advisory Board is the entity guaranteeing a strong connection to the senior scientist community in the field of neurological medical sciences and Global scientific community. The Advisory Board members are consulted in group or individually; depending upon the nature of the question.
- 10.2. The members of the Advisory Board are recommended by the members of the Executive Committee and Coordinating Committee and elected by the Executive Committee in a secret vote.
- 10.3. The functions of the Advisory Board are related to the following areas: (a) scientific topics related to the research programs planned; (b) organizational matters related especially to the cooperation with other scientific organizations.

§ 11. Secretariat

- 11.1. The Secretariat is the entity guaranteeing the daily administrative management of the association, especially considering the legal and administrative obligations and the rules and policies defined by the bylaws.
- 11.2. The Secretariat is set up and managed by the Secretary General, who - following an approval from the Executive Committee - has the rights to hire additional manpower to fulfil all administrative obligations.
- 11.3. The functions of the Secretariat are related to the following areas:
- (11.3.1) maintenance and storing of all meeting minutes: Executive Committee meetings and General Assembly sessions;
 - (11.3.2) preparation of the administrative, financial and legal reports specified by the law;
 - (11.3.3) administration of the documentation associated to contractual relationships established by the association;
 - (11.3.4) all other administrative tasks and actions supporting the delivery of the mission of the association.

The annual budget of the Secretariat is proposed by the Executive Committee and is approved by the General Assembly.

§ 12. The President

- 12.1. The President is the officer providing a clear leadership to the association concerning the scientific and research policy aspects, having as an aim (a) the successful implementation of the mission of the association defined under paragraphs 2 and 3; and (b) the advancement of the projects defined in the annual activity plans generated by the Executive Committee.
- 12.2. The President of the association is elected by the General Assembly for a period of two years, based on the nomination formulated by the Executive Committee. The Executive Committee nominates the candidate based on consensus or a secret ballot.
- 12.3. The roles of the President are related to the following areas:
- (12.3.1) chairmanship during the meetings of the association, including the scientific sessions;
 - (12.3.2) leadership in taking the final decisions about the research programs planned and the associated networking and fundraising actions; formalization of the decisions together with the Secretary General;
 - (12.3.3) representation of the association at public events, for example scientific meetings (Congresses; symposia; etc.) and other public events: press conferences; meetings with funding organisations; etc.

(12.3.4) preparation and signature of agreements with the sponsoring members, task completed together with the Secretary General;

(12.3.5) preparation and signature of agreements with third parties: public sponsoring organizations (for example the European Commission; European Science Foundation; etc.), task completed together with the Secretary General.

(12.3.6) leadership related to the enlargement of the association, concerning the invitation of new members.

§ 13. The Vice President

13.1. The Vice President is the officer ensuring a continuity and increased visibility in the leadership of the association concerning all external and internal matters.

13.2. The Vice President of the association is elected by the General Assembly for a period of two years, based on the nomination formulated by the Executive Committee. The Executive Committee nominates the candidate based on consensus or a secret ballot.

13.3. The roles of the Vice President are related to the following areas:

(13.3.1) chairmanship during the meetings of the association, including the scientific sessions; especially considering the situations when the President is not available to fulfil these obligations;

(13.3.2) representation of the association at public events, for example scientific meetings (Congresses; symposia; etc.) and other public events: press conferences; meetings with funding organisations; etc.

(13.3.3) preparation and signature of official documents related to sponsorship and other legal matters – in case of written mandate and authorization by the President, considering the eventual unavailability of the President to fulfil these obligations.

§ 14. Scientific Coordinators

14.1. The Scientific Coordinators are the officers ensuring the development of new scientific research programs – including the effective internal and external coordination related to the design and implementation of these projects. The Scientific Coordinators are the lead candidates for playing a role as Principal Investigators in the trials designed and developed by the association.

14.2. The Scientific Coordinators are elected by the General Assembly for a period of two years, based on the nomination formulated by the Executive Committee. The Executive Committee nominates the candidate based on consensus or a secret ballot.

14.3. The roles of the Scientific Coordinators are related to the following areas:

(14.3.1) preparation of recommendations related to new research projects, trials, scientific networking programs; etc.

(14.3.2) preparation of trial protocols;

(14.3.3) scientific and organizational coordination of the preparation and implementation of the various experimental and clinical trials. All aspects related to the financing of the research projects - for example clinical trials - have to be approved by the Executive Committee, prior to implementation.

§ 15. Treasurer

15.1. The Treasurer is the officer ensuring a transparent and optimized management of the financial resources, also considering the legal obligations of the association; and the overall mission of the association.

15.2. The Treasurer is elected by the General Assembly for a period of two years, based on the nomination formulated by the Executive Committee. The Executive Committee nominates the candidate based on consensus or a secret ballot.

15.3. The roles of the Treasurer are related to the following areas:

(15.3.1) implementation of the decisions taken by the Executive Committee concerning the budget plan and financial actions of the association;

(15.3.2) approval of major financial transactions, including for example the signature of all bank transfers above the limit defined by the Executive Committee;

(15.3.4) preparation and presentation of the annual financial report at the General Assembly, with the support and collaboration of the Secretary General

§ 16. Secretary General

16.1. The Secretary General is the officer ensuring the continuous and transparent administrative and organizational management and representation of the association, especially considering the legal requirements of the Belgian law <Loi du 27 juin 1921>; and the mission of the association related to effective fundraising – enabling the conduct of novel medical research programs.

16.2. The Secretary General is elected by the General Assembly for a period of two years, based on the nomination formulated by the Executive Committee. The Executive Committee nominates the candidate based on consensus or a secret ballot.

16.3. The roles of the Secretary General are related to the following areas:

(16.3.1) ensures the adequate management of all tasks related to the effective administration of the association: organisation of meetings, teleconferences, information exchanges, website updates, preparation of meeting summaries, preparation of legal and financial documents related to the association, project proposal submission packages; etc.

(16.3.2) initiates, undertakes and coordinates the various fundraising efforts aiming to secure sufficient financial resources enabling the conduct of medical research programs – especially considering the fundraising from public entities: pan-European or national organisations having as a mission the sponsorship and support of pan-European research projects (for example the Research Directorate General of the European Commission; the European Science Foundation; etc.)

(16.3.3) represents the association towards the funding organisations: public and private entities;

(16.3.4) participates in the negotiations with the sponsoring members;

(16.3.5) together with the President and Treasurer, is responsible for the preparation and signature of the contracts containing the key legal obligations of the association.

(16.3.6) deposit of the financial report required by the Belgian law

§ 17. National Coordinators

17.1. The National Coordinators are the officers ensuring an effective implementation of the pan-European projects in their respective country.

17.2. The National Coordinators are elected by the General Assembly for a period of two years, based on the nomination formulated by the Executive Committee. The Executive Committee nominates the candidate based on consensus or a secret ballot.

17.3. The roles of the National Coordinators are related to the following areas:

(17.3.1) information exchanges with the members of the Executive Committee aiming at developing thorough understanding and mastering of the plans and context of the research projects developed by the association;

(17.3.2) national coordination of the effort needed to create and maintain a local, national research network, working on the projects developed together with the association;

(17.3.3) consultation about the research opportunities arising on a national level – opportunities for obtaining funding for the projects supported by the association.

E. The rights and obligations of the members and associate members

§ 18. The rights and obligations of the regular members

18.1. The members of the association have the right to (a) be informed on a regular basis about the research programs prepared by the association; (b) participate in meetings in which the projects are presented and discussed; (c) participate in the research programs – assuming adequate funding is available, and the funding proposed is acceptable by the member.

18.2. The members of the association have the right to propose candidates for the Executive Committee and to participate in the voting about the candidates.

18.3. The members of the association have the right to access the books of the association containing the details of the financial transactions, including the sponsorship agreements.

18.4. The members of the association have to fulfil their obligations regarding the payment of the annual membership fees. The annual membership fee is determined by the General Assembly and communicated to all members in writing (email and regular letter).

18.5. The members of the association accept and respect the Ethical Policy and Code of Conduct of the association, especially considering the confidentiality of the research projects under development.

18.6. The maximum annual membership fee for regular members is € 500.

§ 19. The rights and obligations of the associate members

19.1. The associate members have the right to participate in the research programs to which they have been invited by the Executive Committee, assuming that they accept the terms and conditions of the participation.

19.2. The associate member do not have the right to participate in meetings in which the details of the research projects under development are discussed.

19.3. The associate members do not have the right to recommend candidates to the Executive Committee, or to participate in the voting related to the leadership of the association.

19.4. The maximum annual membership fee for associate members is € 100.

§ 20. The rights and obligations of the institutional members

20.1. The institutional members of the association have the right to (a) be informed on a regular basis about the research programs prepared by the association; (b) participate via representatives (maximum three people) in meetings in which the projects are presented and discussed; (c) participate in the research programs – assuming adequate funding is available, and the funding proposed is acceptable by the member.

20.2. The members of the association have the right to propose candidates for the Executive Committee and to participate in the voting about the candidates. All institutional members have one vote in the General Assembly.

20.3. The members of the association have to fulfil their obligations regarding the payment of the annual membership fees. The annual membership fee is determined by the General Assembly and communicated to all members in writing (email and regular letter).

20.4. The members of the association accept and respect the Ethical Policy and Code of Conduct of the association, especially considering the confidentiality of the research projects under development.

20.5. The maximum annual membership fee for institutional members is € 2400.

§ 21 The rights and obligations of the junior members

21.1. The junior members have the right to participate in the research programs to which they have been invited by the Executive Committee, assuming that they accept the terms and conditions of the participation.

21.2. The junior members have the right to participate in meetings in which the details of the research projects under development are discussed.

21.3. The associate members do not have the right to recommend candidates to the Executive Committee, or to participate in the voting related to the leadership of the association.

21.4. The maximum annual membership fee for associate members is € 100.

§ 22. The rights and obligations of the Advisory Board members

22.1. The Advisory Board members have the right to participate in the research programs to which they have been invited by the Executive Committee, assuming that they accept the terms and conditions of the participation.

22.2. The Advisory Board members have the right to participate in meetings in which the details of the research projects under development are discussed.

22.3. The Advisory Board members are entitled to a compensation for their efforts and contributions. The compensation is defined and approved by the Executive Committee.

22.4. The Advisory Board member are not obliged to pay any membership fees.

§ 23. The rights and obligations of the sponsoring members

23.1. The sponsoring members have the right to participate in the research programs to which they have been invited by the Executive Committee, assuming that they accept the terms and conditions of the participation.

23.2. The sponsoring members can be invited to participate in meetings in which the details of the research projects under development are discussed. The invitation to the meetings is decided by the Executive Committee and communicated by the President or Secretary General.

23.3. The sponsoring members do not have the right to recommend candidates to the Executive Committee, or to participate in the voting related to the leadership of the association.

23.4. The maximum annual membership fee for sponsoring members is € 5 000 000 (five million Euro).

F. Administration of the association

§ 24. Daily administration of the association and representation rules

24.1. The association is administered by the Executive Committee involving nine people.

24.2. The officers entitled to represent the association individually in front of the authorities and administrative organisations in Belgium are: the President; Vice president; Treasurer and General Secretary. All legal commitments related to the association have to be signed by the President and Secretary General; or Vice President and Secretary General. In exceptional cases the Executive Committee can delegate his representation rights to one of the Scientific Coordinators.

24.3. The persons authorized to administrate the bank account of the association are: the Treasurer and Secretary General. A specific Financial Operational Policy document can be formulated by the Executive Committee to define the transaction and approval rules associated to the financial management of the association; The Financial Operational Policy is expected to be finalized and approved in case the annual budget of the association surpasses the threshold of € 120 000.

The Treasurer or Secretary General is: (1) not authorized to perform any financial transactions (payments) above the limit of € 10 000 / month / officer (Treasurer or Secretary General, separately), without the explicit written approval and agreement from the Executive Committee; (2) nor is authorized to take on any financial commitments in the name of the association (beyond the maximum limit of € 10 000 / month / officer), without the approval and written authorization of the Executive Committee.

G. Miscellaneous Provisions

§ 25. Accounting period

The accounting and official activity period of the association starts on 1st of January and ends on 31st of December. The first financial year ends on the 31th of December 2009.

§ 26. Amendments to the bylaws and Dissolution

Any proposed amendment to these bylaws must be submitted to a General Assembly. To be adopted, it must receive two thirds of the votes of the members present or represented. Such members must constitute or represent two thirds of the vote- holding members of the association.

If two thirds of the members are not present or represented at the first meeting; a second meeting shall be called. That meeting will deliberate whatever the number of members present or represented, not earlier than fifteen days from the date of the first meeting. Amendments to the bylaws require a two-thirds majority vote of members present or represented except that amendments to the purpose clause require a four-fifths majority of members present or represented.

The General Assembly can decide to dissolve the Association provided the same conditions regarding quorum and majority are met as for changing the purpose of the association. In the event of the dissolution of the association, any assets remaining after settlement of liabilities shall be allocated to one or more institutions or associations whose objects come closest to those of the European Hypothermia in Stroke Study Network, designation being by the Board of Directors.

§ 27. Working language

The working language of the association shall be English. However, as long as the association keeps its registered office in Brussels, all documents which the law requires to be drafted in French or in Dutch shall be drafted in French.

§ 28. Non-regulated aspects

Any issue not explicitly addressed in these articles of association shall be governed by the law of 27 June 1921 on non-profit associations, as amended by the Law of 2 May 2002, and its implementing Royal Decrees Drafted in two copies and accepted with unanimity of votes on the constitutionally General Meeting held in Brussels, on the 12th of December 2008.