



# EUROPEAN ACADEMY OF SCIENCES

## STATUTES OF THE EUROPEAN ACADEMY OF SCIENCES

(A.I.S.B.L, BCE 0865.074.308)

Approved by Royal Decree of the King of Belgium of December 17<sup>th</sup>, 2003

amended by the Presidium, on January 17<sup>th</sup>, 2006, on March 1<sup>st</sup>, 2007 and April 24<sup>th</sup>, 2015

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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 aim is created and called EUROPEAN ACADEMY OF SCIENCES.

1.2 This Association is ruled by the title III of the Belgian Law of June 27, 1921, relating to Non Profit Associations, International Non Profit Associations and foundations (hereinafter referred as "the Law")\*. All documents issued by the Association shall state its name which shall always be preceded or followed by the words "International Non Profit Association" or "A.I.S.B.L.".

#### **Article 2. Registered office and Operations Center**

The registered office is established in Belgium, Rue d'Egmont 11, 1000 Brussels, the Operations Center is established in Boulevard de la Sauvenière 40/1, in the legal district of LIEGE.

### **Title 2: Association's objective**

#### **Article 3. Association's objective**

3.1 The Association's objective is to promote scientific European research.

3.2 While promoting international cooperation, the Association tries to enhance fruitful collaboration between scientists, researchers, professors, engineers and public authorities, to enhance links between fundamental and applied research, to support the transfer of know-how between researchers and users, to stimulate the public research policies and to aid in raising the funds needed for solving the most important scientific and technological problems.

3.3 The Association solicits the most eminent scientists, identifies the most prominent scientific questions and the approaches under investigation. It disseminates the new knowledge through publications, colloquia, conferences and international conventions.

3.4 The Association may accomplish all activities directly and indirectly in relation to its aim. It

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shall make all transactions and own or hire all goods, services or real estates directly or indirectly necessary for realization of its objectives.

3.5 Notwithstanding its non profit nature, it shall make use of all the financial or material means in order to pursue its aim.

3.6 It shall also participate and be interested in any activities consistent to its objectives.

## Title 3: Members

### Article 4. Members of the Scientific Community and effective members

4.1 The members of the Scientific Community who constitute the Academy are divided in the following categories: "Honorary Members", "Fellows", and "Foreign Members". The Academy elects within it the effective members, who are members of the Presidium.

4.2 The admission conditions of the members of the Scientific Community are the following: they shall be persons or legal entities whose work greatly contributed to the objectives of the Association or who showed interest for its activities. The Presidium will elect them through a simple majority, the election procedure is described in the bylaws. It can also revoke them if they breach any of the conditions in these Statutes or in the Bylaws. The Bylaws establish three different categories among these members (Fellows, Honorary Members and Foreign Members).

4.3 The members of the Scientific Community of the Association organize all scientific activities of the Association.

4.4 Each member having paid the annual contributions according to the Statutes and the Bylaws has the following rights, regarding the organization of the Association:

- to be present and vote at General Assemblies of the members of the Scientific Community of the Association;
- to propose or support the nomination of candidates for elections of members of the Scientific Community (in categories Fellows, Honorary Members or Foreign Members);
- to propose or support the nomination of candidates for election of Officers, including effective members of the Presidium;
- to be candidate as Officer, including as effective member of the Presidium, awarding to conditions and rules described in the Bylaws.

4.5 Each member having paid the annual contributions according to the Statutes and the Bylaws has the following rights, regarding the activities of the Association:

- to use the premises of the Association, according to the Bylaws, for reasons linked and in accordance with the Association's objective;
- to participate to the Association's activities open to all its members;
- to receive information related to the Association and its activities;
- to receive publications granted to members, according to the Bylaws;

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- 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.

4.6 The founding members are the initial effective members of the Presidium. The effective members constitute the Presidium and their minimum number shall be three.

4.7 The admission conditions of new effective members are the following: they shall be persons or legal entities, set up in accordance with the laws and uses of their country, who submitted their written application and were agreed by the Executive Committee through a simple majority of present in person or represented voters. This admission to the Presidium is valid for four years and can be renewed.

## **Article 5. Annual contributions**

5.1 The Fellows and Foreign Members shall pay an annual contribution of the amount voted every year by the Presidium.  
The Honorary Members are exempted to pay the annual contribution.

5.2 Every year, the Executive Committee will propose to the Presidium the amount of contributions according to the different categories of members. The Executive Committee may allow a reduction of the voted contributions in particular cases.

5.3 All paid contributions shall remain property of the Association.

## **Article 6. Members' resignation. Consequences of the contribution non payment**

6.1 All members are free to leave the Association at any time. They will present their written resignation to the President of the Executive Committee.

6.2 The effective member who does not pay the annual contribution shall be considered as having resigned as effective member.

6.3 The Executive Committee will establish the internal regulations that shall describe the consequences of the annual contribution non payment by the members of the Scientific Community.

## **Article 7. Members' exclusion. Rights on the Association's properties**

7.1 The Executive Committee can propose the exclusion of a member to the Presidium in case of severe misbehavior; the reasons will be communicated to the member who will be allowed to get by the Presidium (by letter or by person).

7.2 A member can only be excluded by the Presidium through a 2/3 majority of the present in person or represented members.

7.3 The resigned or excluded member, the rightful claimants of an excluded or defunct member shall have no right on the Association's properties.

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## Article 8. Members' suspension

The Executive Committee has all rights of suspending any member accused of a severe misbehavior, until a final decision is made by the Presidium.

## Title 4: Presidium and General Assemblies

### Article 9. General Assemblies of the Presidium

9.1 The Presidium consists of the effective members. It is the main organ, governing the Association.

9.2 The Executive Committee shall call an Ordinary General Assembly of the Presidium every year, before June 30th. It shall submit the financial statements as per December 31<sup>st</sup> previous year, together with current year budget. The Ordinary General Assembly of the Presidium will approve these statements and give discharge to the Executive Committee.

9.3 An Extraordinary General Assembly of the Presidium can be called, at any time, by the President or upon the request of at least 1/5 of the members of the Presidium.

### Article 10. Powers of the Presidium

10.1 The General Assembly of the Presidium exercises the rights it received from the Law and the present Statutes, particularly:

- approval of budget, annual contributions and financial statements;
- discharge to executives;
- election and revocation of executives, and of the Perpetual Secretary;
- Statutes amendments;
- exclusion of a member;
- approval of proposals of the Executive Committee or the General Board;
- dissolution of the Association and following decisions.

### Article 11. Presidency of the Presidium General Assemblies

11.1 The mandate of the President is voted by all members having paid their annual contributions.

11.2 The President chairs the General Assembly of the Presidium. In case of absence, the Vice President or the eldest of Vice-Presidents will replace him. If the Vice Presidents are absent, the Perpetual Secretary replaces the President.

### Article 12. Call of the General Assembly of the Presidium

12.1 A General Assembly of the Presidium is called by the President by means of an ordinary letter, or fax, or e-mail, sent to each member at least thirty days before the meeting. The convocation contains the agenda. Any resolution introduced by a member fifteen days before the meeting must be added to the agenda.

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12.2 The General Assembly of the Presidium can, by a simple majority of the present or represented, decide to debate points not mentioned in the agenda, excluding the matters of Statutes amendments or dissolution of the Association.

## **Article 13. Votes and usual majorities**

13.1 Each effective member of the Presidium has one vote. An absent member to the General Assembly of the Presidium may give a proxy to another member of the Presidium.

13.2 Each member may only hold one proxy.

13.3 Except where law and Statutes will decide differently, decisions are made by simple majority vote of the effective members. In case of parity, the President has the casting vote.

## **Article 14. Decisions needing special majorities**

14.1 Amendments of the Statutes and dissolution of the Association may only be decided by a General Assembly of the Presidium with a minimum of 2/3 of the effective members present or represented. It will decide by the majority of 2/3 of the present or represented members.

14.2 Amendments of the Association's objects, transformation of the Association in another legal type or dissolution of the Association may only be decided by a Presidium's General Assembly with a quorum as defined in art. 4.1. It will decide by the majority of 4/5 of the present and represented members.

14.3 In case there is insufficient quorum, a second Extraordinary Meeting of the Presidium will be called again within thirty days by registered letter, but at least fifteen days after the first meeting. It will decide by the same majorities, regardless of the number of the members present or represented.

14.4 The amendments of the Statutes will only be effective after royal decree, if it relates to the objects and activities of the Association. These amendments will be published according to law.

## **Article 15. Minutes of meetings**

15.1 The decisions of the General Assembly of the Presidium will be written in meeting minutes signed by the President and one Vice-President of the Executive Committee, or the Perpetual Secretary. These minutes will be kept in a register at the Operation Center. All effective members will receive a copy of the minutes.

15.2 The decisions of the Presidium are also published on the "members area" of the website.

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## Title 5: Executive Committee

### Article 16. Organization of the Executive Committee

16.1 The Association is managed by an Executive Committee of minimum three members and maximum fifteen. They are elected for four years by the Presidium. The number of Executives shall always be inferior to the number of effective members.

16.2 This mandate automatically expires with the term; it shall be subject to renewal for further terms. The Executive wishing to resign shall send his/her resignation letter to the President.

16.3 A new election will be on the agenda of the Ordinary General Assembly of the Presidium prior to the expiration of the mandates.

16.4 A mandate may be revoked by the General Assembly of the Presidium deciding by a 2/3 majority of the present or represented members.

16.5 The Executive Committee shall vote the replacement of a revoked executive for the remaining of the mandate till the coming elections.

### Article 17. Functions in the Executive Committee

The elected President of the Academy is President of the Executive Committee. The Executive Committee is elected by the Presidium and chooses among its members one or two Vice Presidents. The Perpetual Secretary who has the functions of Treasurer and Secretary is elected by the Presidium.

The mandates of the President and the Vice President(s) are for two years and are renewable. The mandate of the Perpetual Secretary is for seven years and is renewable.

### Article 18. Legal representation of the Association

18.1 The President of the Executive Committee is also President of the General Assembly of the Presidium. He acts for the Association and represents it in all the transactions.

18.2 He represents the Association in Tribunals and Courts as claimant or respondent.

### Article 19. Meetings and decisions of the Executive Committee

19.1 The Executive Committee meets at least two times a year on President's request or if three Executives request it. The convocation shall be sent by mail, fax or e-mail.

19.2 The meeting will be conducted by the President, in his absence by the Vice President (or by the eldest of Vice Presidents) or by the Perpetual Secretary. The Executive Committee can only take decision if the majority of its members take part in the vote.

19.3 Except when law and Statutes will decide differently, decisions are made by simple majority of presents or represented members. In case of parity, the President has the casting vote. Deliberation and votes of Executives may be organized by video-conference. In exceptional cases when urgency and the Association's interest justify it, decision of the Executive Committee may be taken by written votes of the Executives. This written vote may be transmitted by mail, telegram, e-mail with certified signature or fax.

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19.4 The absent Executive may give a proxy to any other Executive. The proxy holder may only have one.

## **Article 20. Powers of the Executive Committee**

20.1 Except for the powers assigned to the General Assembly of the Presidium by the law or the Statutes, the Executive Committee benefits from the largest prerogatives in order to act in the Association's sake in all matters relevant to its objects, as defined in article 3.

20.2 The Executive Committee may particularly:

- keep a register of effective members, and on the website, publish all modifications in the list of members of the Scientific Community;
- establish internal regulations in order to enforce the present Statutes;
- call for ordinary and extraordinary meetings of the Presidium and determine the agenda;
- submit to the Presidium financial balances of the previous year, and a draft of budget for the present year, before the Ordinary General Assembly of the Presidium;
- determine conditions and deadlines to apply for the Executive Committee or responsibilities described in article 17;
- receive any deposit, acquire, exchange or alienate moveable assets;
- contract for work or sale;
- contract for rent or hire even for a maximum of five years;
- receive all gifts, donations, subsidies and grants from private as well as public sources, in accordance with internal regulations;
- trade, transact, compromise, agree and 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 by the General Assembly of the Presidium shall be approved by the General Assembly of the Presidium.

## **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.

## **Article 22. Appointment of employees**

The Executive Committee may appoint other persons whose functions, roles 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 meeting minutes signed by the

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President, or the Perpetual Secretary, in case of absence, and kept in a register at the Operations Center. All Executives will receive a copy of the minutes. Any effective member who justifies their interest may obtain a copy.

24.2 Any members, who justify their interest, may obtain extracts.

## **Article 25. Responsibility of the Association, of the Executives, of the day-to-day managers**

The Association is responsible of the faults of its employees and of its organs, by which its wills are expressed. Executives and day-to-day manager 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. Effective members don't contract, in this quality, any liability regarding the commitments of the Association.

## **Title 6: Ordinary General Meeting of the Association**

### **Article 26. Annual General Meetings of the Association**

A General Meeting of the Association will be organized every year, usually in October or November. Every Fellows, Honorary Members or Foreign Members of the Scientific Community are invited to this meeting, by an invitation sent, at least, six weeks before.

During this general meeting, would be presented: the President's report, the report of the financial situation of the Association, the new members, the deceased members, the resignations and any question related with the activities of the Association.

The annual Ceremony will be organized with this meeting to award the medals and prizes of the Association.

### **Article 27. Extraordinary General Meetings of the Association**

The President may invite the Fellows, Honorary Members and Foreign Members of the Scientific Community to an Extraordinary General Meeting, if such a meeting is necessary.

An Extraordinary General Meeting may be called to examine specific questions, by a request, signed by at least twenty of the Fellows and Honorary Members, addressed to the President, at the address of the Operations Center of the Association. The President will set a date for this Extraordinary General Meeting within 30 days after receiving this request.

An invitation shall be addressed to every Fellows, Honorary Members and Foreign Members of the Scientific Community, and to the effective members of the Presidium for this Extraordinary General Meeting, at least 30 days before the date. This invitation shall specify the object of this meeting. No other questions will be discussed.

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## Title 7: Miscellaneous

### Article 28. Other Committees

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

### Article 29. Fiscal Year

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

### Article 30. Languages

The official documents are written in French. The language used for any other document or discussion into the Association is English.

### Article 31. Decisions of dissolution, Extraordinary General Assembly of the Presidium

31.1 In case of dissolution of the Association, the Presidium will elect a liquidator.

31.2 The General Assembly of the Presidium shall decide the dissolution if only two effective members of the Presidium remain or if the registered address of the Association is relocated outside the Belgian territory. The General Assembly of the Presidium will determine the method of liquidation.

### Article 32. 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 objects. The General Assembly of the Presidium will elect this beneficiary by a 2/3 majority of the present or represented effective members.

### Article 33. Applicable law

All questions not expressly settled in these Statutes are ruled by the Belgian Law of June 27, 1921, giving legal personality to International Associations which are aimed at philanthropic, religious, scientific, artistic or pedagogic objectives, and subsequent amendments.

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