

## CONSTITUTION OF THE BCI SOCIETY

### **Name**

#### **Article 1**

The association bears the name: Brain-Computer Interface Society

### **Seat**

#### **Article 2**

The association has its seat in the municipality of Utrecht, The Netherlands

### **Objective**

#### **Article 3**

1. The objective of the association is: to foster research leading to technologies that enable people to interact with the world through brain signals.
2. The association among other things tries to attain said objective by:
  1. organizing meetings;
  2. collaborating with like-minded organizations and individuals;
  3. sharing research and information amongst its members,
  4. providing information, position statements and other advice on relevant topics and issues to other scientific, technical or clinical societies, governmental or regulatory entities, the scientific or popular media and general public, everything in the broadest sense, including any acts and activities connected with the above either directly or indirectly or possibly conducive to the objective.
3. The association may not distribute any profit among its members.
4. The association may stipulate rights in behalf of the members. It may claim observance of stipulated rights towards and compensations to a member, unless the member will oppose this.

### **Members**

#### **Article 4**

1. The association will have members.
2. Members of the association will be those who will have applied for membership by letter to the Board and who will have been admitted as members by the Board.
3. Acceptance as a member will require substantive scientific, technical, clinical, commercial, regulatory, or governmental expertise (or potential for) that are directly related to the objectives of the association.
4. The Board will keep a register containing the names and (electronic) addresses of all members.

### **Admittance**

#### **Article 5**

1. The Board will decide with respect to the admittance of members. Applications shall be directed to the Secretary-Treasurer of the Board.
2. In case of non-admittance as a member, the general meeting may adopt a resolution for admittance.

### **End of membership**

#### **Article 6**

1. Membership will end:
  1. as a result of the decease of the member;
  2. as a result of giving notice of termination by the member;
  3. as a result of giving notice of termination by the association;
  4. as a result of expulsion.
2. Notice of termination of the membership may only be given towards the end of a financial year and with due observance of a period of notice of four weeks; this period will not be subject to the General Extension of Time-Limits Act. Membership may in any case be terminated by notice of termination given towards the end of the financial year following the year in which notice of termination is given, or with immediate effect, in case it cannot in reasonableness be asked to allow the membership to continue.

3. Any notice of termination contrary to the provisions in the preceding paragraph, will result in termination of membership at the earliest possible moment following the date at which notice of termination was given.
4. A member may terminate his membership with immediate effect within one month:
  1. after he/she will have become conversant with or notified of a decision as a result of which his/her rights have been restricted or his obligations have been increased; the decision will then not be applicable to him. However, a member may not terminate his/her membership with immediate effect in case of a change in financial rights and obligations.
  2. after he/she will have been notified of a decision to convert the association into another legal form, for merger or for splitting-up.
5. The association may terminate the membership in case a member will have ceased to fulfil the requirements for membership laid down in the articles, in case he/she will not observe his obligations towards the association and also in case the association cannot in reasonableness be asked to allow the membership to continue. Notice of termination will be given by the Board.
6. A member may only be expelled in case he/she will act contrary to the articles, the rules or resolutions of the association or will prejudice the association in an unreasonable manner. The member will be expelled by the Board.
7. The person concerned may appeal from a decision for termination of membership by the association on the ground that the association cannot in reasonableness be asked to allow the membership to continue and a resolution for expulsion as a member to the general meeting within one month after receipt of the notification of the decision. For this purpose he/she will be notified in writing of the decision with additional statement of the reasons as soon as possible. During the appeal period and pending the appeal, the member will be suspended.
8. In case membership will end in the course of a financial year, the annual contribution will continue to be due in full.

## **Obligations**

### **Article 7**

1. Members will be under the obligation to pay an annual contribution to be fixed by the general meeting. For this purpose they may be divided into categories, which pay different contributions.
2. In special cases the Board will be competent to grant members full or partial exemption from the obligation for payment of a contribution.

## **Board**

### **Article 8**

1. The association will be managed by a Board consisting of at least eight (8) and at most twelve (12) natural persons, called Board members. The Board will be elected from the members. The Board members will be elected by the general meeting to fill scheduled and unscheduled positions as needed, as described in these Articles. The general meeting will fix the number of members of the Board.
2. In case the number of Board members will at any time have dropped below the fixed minimum, the Board members still in office will nevertheless continue to form a lawful Board. The Board shall then convene a general meeting as soon as possible in which the filling of the vacancy (vacancies) will be considered.
3. The Board will elect the associations officers from its number comprising the following positions: President, Vice-President, Past-President, Secretary- Treasurer and Academic Development Officer. The President, Vice-President and Secretary-Treasurer roles are permanent required officer positions. The Academic Development Officer is a discretionary officer position whose election will be determined by the Board at each election of officers. It may designate a deputy for each of them from its number.

## **Election of Board members**

### **Article 9**

1. The Secretary will be responsible for announcing and managing all Board Elections and will lay out an appropriate election calendar each time it is determined a Board election is required. Board elections will be called to fill vacancies arising from the pending expiration of a term held by existing board members, or for the

early departure of existing board members for whatever reasons. In case of vacancies in the Board there will be at least one Board Election per calendar year. In the event an election is necessary, it will be scheduled to start, two months prior to the end of the membership cycle .

2. In establishing an election calendar, the following time frames will be considered minimum time frames for each phase of the election:
  - Call for nominations – two (2) weeks
  - Review of nominations and announcement of final state of candidates – one (1) week
  - Voting – two (2) weeks
3. All members entitled to vote will have the right to stand for election to the Board. Members can self-nominate, or be nominated by other members in good standing. In the case of nomination by others, the nominee must accept in writing his nomination as a Board member prior to being confirmed as a nominee. The Board has the right to establish appropriate criteria that must be met members to be considered as candidate for election.
4. The announcement of an election calendar, the call for nominations, the notification of confirmed candidates, the instructions for voting and the announcement of election results will be sent via email to each member in good standing. Voting will be conducted through an electronic process where each member in good standing is provided with specific instructions for accessing the ballot, such ballot will be uniquely accessible to each voter. Reminder notices will be sent to the members during the voting period to encourage as full a participation rate as possible. The online ballot will automatically close at the specified voting end date and time, whereupon, the electronically tabulated results will be reviewed by the secretary and the president prior to being announced to the membership.
5. All members entitled to vote will have the right to vote in Board elections. The person(s) who has/have collected the most votes is/are elected. The President will only cast a vote to break any ties resulting from the vote of members.
6. If a member does not have access to internet the association will take care that this member can participate in the election procedure.

### **End of position on the Board**

#### **Article 10**

1. A Board member may at any time be dismissed or suspended by the general meeting also in case he/she will have been appointed for a fixed period. A suspension which is not followed by a dismissal within three months will be removed as a result of expiry of said period.
2. A Board member will resign at the latest three (3) years after having been appointed in accordance with a rota of resignation to be drawn up by the Board.
3. A resigning Board member can be re-appointed once. Board Members can be reappointed again for two three-year terms, following a period of two (2) years absence from the Board. Any person appointed to an interim vacancy, will take the place of his predecessor in the rota.
4. The position of Board member will furthermore end as a result of decease, as a result of resignation and as far as a Board member elected from the members is concerned, as a result of termination of membership of the association.

### **Board duties and representation**

#### **Article 11**

1. Subject to the restrictions in accordance with the articles, the Board will be charged with the management of the association.
2. The Board will, provided this will have the approval of the general meeting, to adopt resolutions for entering into agreements for the acquisition, alienation, encumbrance of registered property and for concluding of agreements in which the association binds itself as surety or joint and several debtor, warrants performance by a third party or provides security for a debt of another party. The requirement of approval will also apply to the power of representation of the association with respect to said acts. The approval will be proved satisfactorily from the extract of the minutes of the relative general meeting, signed by the President and the Secretary-Treasurer.

3. Except for contracts and legal requirements relating to the planning, management and delivery of the associations meetings, the Board will require the approval of the general meeting for resolutions for entering into legal acts and making investments exceeding an amount or a value of one hundred thousand euro (€ 100,000.-), as well as for resolutions relating to:
  1. renting, letting-out and in any other manner acquiring and granting the use or enjoyment of immovable property;
  2. concluding agreements in which the association is granted a bank credit;
  3. granting on loan of moneys as well as the raising of moneys, not including the use of a bank credit granted to the association;
  4. reaching compromises;
  5. taking legal action, including conducting arbitration proceedings, however, with the exception of taking protective measures and taking those legal measures which cannot be postponed;
  6. concluding and changing employment contracts. The lack of said approval cannot be invoked by and towards third parties.
  7. The Board will represent the association. The power of representation will also accrue to the President and the Secretary-Treasurer acting jointly. This will not prejudice the competence of the Board to grant power of attorney in a resolution of the Board to represent the association.
  8. Testamentary dispositions may only be accepted with the benefit of inventory.
  9. Under its responsibility the Board will be competent to cause specific parts of its duties to be carried out by committees appointed by the Board.

### **Convening of Board meetings**

#### **Article 12**

1. The Board meetings will be convened by the President or the Secretary-Treasurer, whenever deemed necessary by them as well as within seven days after at least two Board members will have sent a written request for a meeting to be held to the President or the Secretary-Treasurer stating the items to be considered.
2. The convening notice will be sent in writing to the addresses of the Board members. The convening notice may be sent, if the Board member so consents, by way of a legible and reproducible communication transmitted by electronic means to the address notified by him/her to the association for such purpose.
3. The period for convening the meeting will be at least seven days; disregarding the date of the convening notice and the day of the meeting.
4. The convening notice will state the subjects to be considered.

### **Board meetings**

#### **Article 13**

1. The Board meetings will be chaired by the President. In case of his absence, the meeting itself will elect the President.
2. Minutes of the proceedings at every meeting will be kept by the Secretary-Treasurer, which minutes will be confirmed and signed by the President and the Secretary-Treasurer.
3. Half of the members of the Board in office, among who at least two officers, constitute the quorum for resolutions to be taken by the Board.

### **Decision-making process of Board meetings.**

#### **Article 14**

1. The opinion of the President expressed at the meeting with respect to the outcome of a vote shall be decisive. The same will apply to the text of an adopted resolution insofar as votes were cast on a proposal not laid down in writing.
2. However, in case immediately after the opinion referred to in the first paragraph having been expressed, its correctness will be challenged, a new vote will be held in case the majority of the meeting or, in case the original votes had not been cast severally or in writing, one Board member attending will make the relative request.

3. Insofar as not laid down otherwise in the articles or the law, all resolutions of the Board meeting will be adopted by an absolute majority of the votes cast.
4. Abstentions and invalid votes will be regarded as votes not cast.
5. In case votes will be equally divided on a the proposal will have been rejected.
6. All votes will be cast orally unless a written vote will be deemed desirable by the President or one of the persons entitled to vote will have made the relative request prior to the vote. Written votes will be cast by unsigned sealed ballot papers. Adopting resolutions by means of acclamation will be allowed unless one of the persons entitled to vote will request a several vote.
7. A Board member may be represented by a fellow Board member, authorized in writing or by fax or by electronic means provided proxy.
8. Resolutions can also be taken outside a meeting, provided that all board members have accepted this method decision making. Approval for this method of decision making can be provided by electronic means.
9. When resolutions are taken outside a meeting, votes will be cast in writing, including by electronic means. The requirement of written votes has been fulfilled if the resolution has been laid down stating the manner in which each Board member has cast her/his vote.

### **General meetings**

#### **Article 15**

1. In the association all powers not entrusted to the Board by law or the articles will accrue to the general meeting.
2. Annually, at the latest six months after the end of the financial year, a general meeting – the annual meeting – will be held. At the annual meeting the following subjects will among other things be considered:
  1. the annual report and the annual accounts as referred to in article 21 with the report of the committee mentioned there;
  2. the appointment of the committee mentioned in article 21 for the following association year;
  3. discharge from liability to the Board;
  4. filling any vacancies;
  5. proposals of the Board or of members, announced in the convening notice for the meeting;
3. Other general meetings will be held whenever deemed desirable by the Board.
4. At the written request of at least such a number of members as will be competent to cast one tenth part of the votes in the general meeting, the Board furthermore shall convene a general meeting at a period not exceeding four weeks after the request will have been submitted.
5. In case no action will be taken upon the request within a fortnight, the petitioners themselves may proceed to convene a meeting by sending convening notices in accordance with article 16 or in an advertisement in at least one newspaper widely read in the place where the association has its seat. The petitioners may then charge persons other than Board members to preside over the meeting and to draw up the minutes.

### **Convening of general meetings**

#### **Article 16**

1. The general meetings will be convened by or on behalf of the Board. The meeting will be convened by means of convening notices sent to the addresses of the members in accordance with the register, referred to in article 4. The period for convening the meeting will be at least seven days.
2. In case a member will agree to this, the meeting will be convened by means of a readable and reproducible message sent electronically to the address made known by him/her for said purpose.
3. The convening notice will state the subjects to be considered.

### **Admittance and voting right**

#### **Article 17**

1. All members of the association and all Board members will be admitted to the general meeting. Suspended members and suspended Board members will not be admitted unless for the purpose of being heard or expressing themselves with regard to their suspension.

2. The general meeting will decide with respect to the admittance of persons other than those mentioned in paragraph 1.
3. At least ten members (including members of the Board ) physically present or represented by another member constitute the quorum for decisions to be taken at the General Assembly. In the event that ten members are not present or represented at a General Assembly, a second General Assembly will be convened and held within four weeks from then, at which General Assembly a resolution may be adopted on the proposal as brought up for consideration in the previous General Assembly, irrespective of the number of members present or represented.
4. Every member of the association who has not been suspended will have one vote.
5. A member may have his vote cast by another member authorized for said purpose. A member may act as proxy for a maximum of two members. The requirement of a written power of attorney will be fulfilled in case the power of attorney has been laid down electronically.

#### **Article 18**

1. In case the Board will adopt the relative resolution and subject to the relative conditions fixed by the Board, a person entitled to vote may cast his vote via an electronic means of communication.
2. For the application of paragraph 1 it will be required that the person entitled to vote can be identified via the electronic means of communication, can take note directly of the proceedings at the meeting and can exercise the voting right.
3. The conditions mentioned in paragraph 1, to be fixed by the Board will be announced in the convening notice.

#### **Presidency and minutes**

##### **Article 19**

1. The general meeting will be presided over by the President of the association or the Vice-President. In case the President and the Vice-President will be lacking, one of the other Board members, to be designated by the Board, will act as President. In case the Presidency will not be provided for in this manner either, the meeting itself will elect its President.
2. Minutes of the proceedings at every meeting will be kept by the Secretary- Treasurer or his deputy or by another person designated for said purpose by the President, which minutes will be confirmed and signed by the President and the minutes Secretary-Treasurer. Those who will convene the meeting may have a notarial record of the proceedings drawn up. In said case the signature of the civil law notary and his witnesses, if any, will suffice.

The members will be notified of the text of the minutes or of the official record.

#### **Decision-making process of the general meeting**

##### **Article 20**

1. The opinion of the President expressed at the general meeting with respect to the outcome of a vote will be decisive. The same will apply to the text of an adopted resolution insofar as votes were cast on a proposal not laid down in writing.
2. However, in case immediately after the opinion of the President referred to in the first paragraph having been expressed, its correctness will be challenged, a new vote will be held in case the majority of the meeting or, in case the original votes had not been cast severally or in writing, one member present and entitled to vote will make the relative request. The new vote will render the legal consequences of the original vote invalid.
3. Insofar as not laid down otherwise in the articles or the law, all resolutions of the general meeting will be adopted by an absolute majority of the votes cast.
4. Abstentions and invalid votes will be regarded as votes not cast.
5. In case no one will have obtained the absolute majority in an election of persons, a second ballot, or in case of a binding nomination, a second ballot between the candidates nominated, will be held.

In case no one will then again have obtained the absolute majority, re-ballots will be held until either one person will have obtained the absolute majority or a ballot will have been held between two persons and the votes will be equally divided.

At aforesaid re-ballots (not including the second ballot) votes will each time be cast for the persons for whom votes were cast at the previous ballot, however, with the exception of the person who will have collected the smallest number of votes at said previous ballot.

In case the smallest number of votes will have been cast for more than one person at said previous ballot, lots will be drawn to decide which of said persons may no longer be voted for at the new ballot.

In case of an equality of votes at ballot between two persons, lots will be drawn to decide which of the two will have been elected.

6. In case votes will be equally divided on a proposal not relating to the election of persons, the proposal will have been rejected.
7. All votes will be cast orally unless a written vote will be deemed desirable by the President or one of the persons entitled to vote will have made the relative request prior to the vote. Written votes will be cast by unsigned sealed ballot papers.

Adopting resolutions by acclamation will be possible unless one of the persons entitled to vote will request a several vote.

8. Subject to the approval of the Board, the voting right may be exercised by electronic means of communication. For this purpose the person entitled to vote by electronic means of communication must be able to be identified, and must be able to take cognizance of the proceedings at the meeting and exercise the right to vote. Alternatively votes cast prior to the General Assembly by electronic means of communications but not before the thirtieth day prior to that of the meeting shall be valid as those cast at the time of the General Assembly. Conditions may be set out by or pursuant to the Statutes (in the By Laws) for the use of these electronic means of communication.
9. A unanimous resolution of all members, even though they will not have assembled in a meeting, provided it will be adopted with prior knowledge of the Board, will have the same effect as a resolution of the general meeting.
10. As long as all members will be present or represented at a general meeting, valid resolutions may be adopted, provided they will be adopted unanimously, on all subjects brought up for consideration – consequently also a proposal for the amendment of the articles or for dissolution – even though a meeting will not have been convened or the meeting will not have been convened in the prescribed manner or any other regulation with respect to the convening and holding of meetings or any formality in connection with this will not have been observed.

## **Financial management**

### **Article 21**

1. The financial year will run from the first day of October of any year up to and including the thirtieth day of September of the following year.
2. The Board shall keep such records of the financial position of the association and of everything relating to the activities of the association, in accordance with the requirements ensuing from said activities, and shall keep the relative accounting records, documents and other data carriers in such a manner, that the rights and obligations of the association can be known at any time.
3. At a general meeting within six months after the end of the financial year, apart from extension of said period by the general meeting, the Board will publish an annual report on the course of affairs in the association and the policy conducted.

The Board will submit the balance sheet and the statement of income and expenditure with explanatory memorandum to the meeting. Said documents will be signed by the Board members; in case the signature(s) of one or several of them will be lacking, the reasons will be stated. After expiry of the period each member may claim fulfilment of said obligations by the joint Board members at law.

4. Annually, the general meeting will appoint a committee of at least two members who shall not be on the Board. The committee will audit the documents referred to in the second sentence of paragraph 3 and will report its findings to the general meeting. The Board shall provide the committee with any information requested for the purpose of its audit, if so desired show it the cash in hand and assets and make the accounting records, documents and other data carrier of the association available for reference.

5. Each member of the committee may at any time be discharged from office by the general meeting.
6. The Board shall keep the accounting records, documents and other data carriers referred to in paragraph 2 of the present article for a period of seven years.
7. The data put on a data carrier, with the exception of the balance sheet and statement of income and expenditure put on paper, may be transferred on to another data carrier and stored provided this will be done with a correct and full rendering of the data and said data will be available during the full storage time and may be retrieved within a reasonable period.

### **Amendment of the articles**

#### **Article 22**

1. The articles of the association cannot be amended other than by a resolution of a general meeting which will have been convened with the announcement that an amendment of the articles will be proposed there.
2. Those who will have convened the general meeting for the consideration of a proposal for an amendment of the articles, shall deposit an extract of said proposal, containing the verbatim text of the proposed amendment, at a suitable place for perusal by the members at least five days before the meeting until the end of the day on which the meeting will be held. A resolution for the amendment of the articles will require a simple majority of the votes cast.
3. On penalty of nullity, an amendment of the articles shall be laid down in a notarial deed. Every Board member will be competent to have the deed passed.

### **Dissolution**

#### **Article 23**

1. The association may be dissolved by a resolution of the general meeting. The provisions in paragraphs 1, 2 and 3 of the preceding article will be correspondingly applicable. In the resolution for dissolution, on the proposal of the Board, the general meeting will appoint the liquidators; otherwise the Board members at the time of the resolution will be the liquidators.
2. The balance remaining of the capital of the dissolved association after payment of all debts will be given to three (3) organizations with a common purpose as the association, which organizations will be appointed by the general meeting and which organizations are also public welfare institutions ("algemeen nut beogende instellingen") within the meaning of the general law on State Taxes ("Algemene Wet inzake Rijksbelastingen").

### **By-laws**

#### **Article 24**

1. The general meeting may lay down by-laws.
2. By-laws may not be in conflict with the law, also in cases where they will have no mandatory provisions, nor may any by-laws be in conflict with the articles.

### **Final provision**

#### **Article 25**

1. In the association all powers not entrusted to other bodies by law or the articles will accrue to the general meeting.
2. The statutes laid down in this deed are based on the unofficial English translation thereof, which have been approved by the association. The English translation shall never prevail over the Dutch text.