

**“ERAB: THE EUROPEAN FOUNDATION FOR  
ALCOHOL RESEARCH”,  
abbreviated as « ERAB »**

A FOUNDATION OF PUBLIC INTEREST

The registered office of the Foundation is situated at  
Université Catholique de Louvain, Place Croix du Sud, 1, bte L7.04.03, 1348  
Louvain-la-Neuve, Belgium.

**BY-LAWS**

**AS APPROVED BY THE ROYAL DECREE OF  
12<sup>th</sup> APRIL 2005  
and amended on  
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***Original version in French available upon request to  
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## **TITLE 1: NAME**

### **Article 1. Name**

It has been agreed to constitute a foundation of public utility named "ERAB - The European Foundation for Alcohol Research. The foundation of public utility is hereafter referred to as "the Foundation".

The Founder is:

The non-profit-making international scientific association "**THE BREWERS OF EUROPE**", having its registered offices at, rue Caroly, 23-25, 1050 Brussels and the registered enterprise number of 0428031108.

### **Article 2. Registered office**

The registered office of the Foundation, a Foundation of public utility, is situated at Rue Washington, 40, 1050, Brussels, Belgium. It may be transferred to any other address in Belgium upon decision by the Board of Directors, to be published in conformity with the law.

### **Article 3. Purposes**

The purpose of the Foundation is to promote scientific knowledge of, and education in, the medical, bio-medical, and socio-behavioural effects of alcoholic beverages in general, and beer in particular. The Foundation also promotes research on the prevention of alcohol related problems and the harm caused thereby.

The Foundation is entitled to perform any acts directly or indirectly related to its purposes. The Foundation can help and have interests in any other activity similar or connected to the activities of the Foundation.

In this context and in order to achieve the above mentioned purposes, the Foundation shall implement and develop any activity directly or indirectly linked to its purpose, and shall, in particular:

1. Fund and support high quality research;
2. Provide the scientific community, the decision-makers and the stakeholders with a better understanding of the effects of alcoholic beverages in general and beer in particular on the behaviour and health of individuals and society in general, and ensure the appropriate dissemination of the relevant results of research; and
3. Provide a scientific base for the prevention and treatment of alcohol misuse.

#### **Article 4. Duration**

The duration of the Foundation shall be unlimited.

## **TITLE II: BOARD OF DIRECTORS**

#### **Article 5. Composition**

The Board of Directors shall be composed of a minimum of three and a maximum of twenty directors, and shall include

- businessmen, personalities of civil society and the academic world;
- representatives of brewers and trade associations.

The businessmen, personalities of civil society and the academic world shall hold an absolute majority of seats on the Board.

The Chairman of the Advisory Board shall be an ex officio director, and must be a representative of academic life.

The three following individuals are named as initial directors of the Foundation:

1. Professor Oliver F.W. JAMES, Director of the School of Clinical Medical Sciences, University of Newcastle, The Medical School, Framlington Place, Newcastle upon Tyne, United Kingdom, NE2 4HH, of British nationality.
2. Mr. Raymond GEORIS, Managing Director, Network of European Foundations for Innovative Cooperation, Residence Palace, rue de la Loi, 155, 1000 Brussels, of Belgian nationality.
3. Mr. Piero PERRON, President, The Brewers of Europe, rue Caroly, 23-25, 1050 Brussels, of Italian nationality.

The term of office of a director shall be three years, in principle renewable once. It may be renewed beyond two terms on the proposal of the Steering Committee. The one exception is the mandate of the Secretary General whose duration is for an indeterminate period.

A director's mandate shall terminate at the end of his/her term of office and also at his/her death, resignation or revocation.

Each director can nominate a candidate to become a director. The candidate shall be elected if the Board of Directors agree by an absolute majority of the votes cast.

The Board of Directors shall elect a Chairman, who must be a physical person representing the world of business, civil society, or the academic world.

The Chairman may receive a reasonable fee in return for time spent working on behalf of the foundation as set out in the Internal Regulations. The amount of the remuneration is decided by the board of Directors in the absence of the Chairman. He may also obtain reimbursement of expenses incurred in connection with the exercise of his mandate, as defined in the Internal Regulations.

The other directors perform their duties "pro bono". They can claim reimbursement of expenses incurred in the exercise of their mandate, as defined in the Internal Regulations.

Directors may be revoked by the Board of Directors deciding by absolute majority of the votes cast. The director concerned shall not take part in the debate, but shall have the opportunity to present his or her case.

## **Article 6. Powers**

The Board of Directors has the widest powers to perform all acts of management and disposal directly or indirectly related to or necessary or useful to achieve the purposes laid down in Article 3 of these by-laws.

In particular, it may undertake and implement any act or transaction, participate in agreements or contracts, acquire, exchange, or sell any movable or immovable properties, raise mortgages or loans, conclude long-term contracts, accept any legacies, subsidies, donations, or money transfers, renounce any rights, confer any powers on its chosen representatives, and represent the Foundation in court actions, either as defendant or applicant. It may also recruit or revoke the Foundation's staff, have access to and receive any monies and valuables, withdraw any determined monies or valuables, open any accounts with banks or postal banks, carry out any transaction with such accounts, in particular, it may effect withdrawals by cheque or by bank transfer, or use any other settlement mandate, may rent a security safe from a bank, and pay any sum due by the Foundation. It may collect from postal services, customs' agents, or railway company offices, letters, telegrams, parcels, registered post, insured or not, and cash any postal money order, and receive any postal credit order or receipt. It shall adopt the internal regulations.

The Board of Directors acts as guarantor for the independence of the research promoted by the Advisory Board.

The Board of Directors may establish a Steering Committee comprised of a maximum of 5 members who do not all need to be Members of the Board of Directors.

The Chairman of the Board of Directors, the Secretary General and the Chairman of the Advisory Board are ex officio members of the Steering Committee.

At least one representative of the Founder is also included.

The mission of the Steering Committee is to make recommendations and proposals to the Board of Directors.

The Board of Directors may establish a patronage committee, made up of partners providing substantial support to the activities of the Foundation. It may also confer honorary membership on prominent personalities.

### **Article 7. Convocation and Vote**

The Board of Directors shall meet at least once a year.

The Board shall be convoked at the request of the Chairman of the Board of Directors or at least one third of the directors.

The convocation shall be sent to the directors at least eight days prior to the meeting, by post or by any other modern means of written communication, including e-mail, and shall mention the date, time, and place of the meeting. Any director present or represented at the meeting shall be deemed to have been regularly convoked.

Without prejudice to any other provisions of these by-laws or the law, the Board of Directors shall only be able to deliberate and decide if at least half of the directors are present or represented. Decisions shall be taken with an absolute majority of the votes cast.

Each time the Board of Directors takes a vote or makes a decision with a certain majority, blank votes, invalid votes and abstentions shall not be counted as part of the total vote.

In exceptional circumstances justified by the urgency of the matter and the interest of the Foundation, the Board of Directors may decide via written consent of the directors.

Notwithstanding the foregoing paragraphs, the Board of Directors shall not decide via written consent of the directors or via modern means of telecommunications on amendments to the by-laws of the Foundation or on the dissolution and liquidation of the Foundation.

A director shall be entitled to be represented at the Board of Directors meeting by another director holding a written power of attorney. A director may not hold more than one power of attorney.

#### **Article 8. Conflicts of interest**

In case a director has a direct or indirect conflicting interest of a patrimonial nature in a decision or transaction within the authority of the Board of Directors, he/she must so notify the other directors prior to a decision by the Board of Directors. His/her statement and the grounds justifying the aforementioned conflict of interest must be recorded in the minutes of the Board of Directors which must make the decision. In case the Foundation has a statutory auditor, the director concerned must also inform the statutory auditor of the conflicting interest. The director concerned may not participate in the deliberations of the Board of Directors regarding such decision or transaction and may not participate in the related vote.

### **TITLE III: ADVISORY BOARD**

#### **Article 9. Advisory Board**

The Foundation has an Advisory Board composed of a minimum of six and a maximum of nine members specialising in the behavioural and bio-medical sciences, with a proven international independent scientific stature and from a variety of countries.

The Board of Directors appoints the Chairman of the Advisory Board.

The Board of Directors, acting on a proposal from the Chairman of the Advisory Board, appoints the members of the Advisory Board.

The selection procedure for candidates for the position of Chairman or member of the Advisory Board is laid down in the internal regulations.

The term of office of the members of the Advisory Board and its Chairman shall be three years, in principle renewable once. It may be renewed beyond two terms on the recommendation of the Chairman of the Advisory Board.

The Advisory Board shall meet at least twice a year.

Its tasks are:

- to propose to the Board of Directors the key areas needing further European projects, without excluding the possibility of seeking other sources of finance, especially from the European Union;
- to advise the availability of grants;

- to peer review grant applications;
- to recommend to the Board of Directors which applications should be funded;
- to encourage the publication of the results of the selected projects in scientific literature;
- to organise regular conferences in Europe; and
- to submit an annual activity report to the Board of Directors.

In order to preserve the independence of ERAB the members of the Advisory Board provide assistance to the Foundation "pro bono". They can claim reimbursement of expenses incurred in the exercise of their mandate, as defined in the Internal Regulations.

## **TITLE IV: SECRETARY GENERAL**

### **Article 10. Secretary General**

The Board of Directors, acting on a proposal from the Chairman, shall appoint a Secretary General for an indeterminate period. The Secretary General shall be an ex officio director.

The Secretary General is appointed and may be revoked by the Board of Directors, the latter having made its decision with an absolute majority of the votes cast. In the case of revocation, the Secretary General may not take part in the debate, but shall have the opportunity to present his or her case.

The position of the Secretary General shall terminate on his/her death, resignation or revocation.

The task of the Secretary General is to implement the decisions adopted by the Board of Directors, working under the authority of the Chairman. He or she is responsible for the day-to-day management of the Foundation and communicating to the Board of Directors and the Advisory Board any information that may be useful to these instances in accomplishing their objectives.

The Secretary General can be paid. The amount of the remuneration will be agreed by the Board of Directors in the absence of the interested party.

## **TITLE V: REPRESENTATION**

### **Article 11. Representation of the Foundation**

The Foundation shall be validly represented in all legal and extralegal acts by the Chairman of the Board of Directors acting individually or by two directors acting jointly, or, within the limits of daily management, by the Secretary General acting individually.

Legal proceedings, either as plaintiff or as defendant, shall be conducted by the Board of Directors represented by the Chairman of the Board of Directors or by any two directors.

The provisions laid down in articles 5 and 10 of these by-laws on the modalities of appointment, revocation or resignation, are applicable to representatives of the Foundation.

These persons do not have to justify their power vis-à-vis third parties.

In particular, they may draw up and conclude any agreements or contracts, buy, sell, exchange, make use of, lease or rent out any furniture or real estate, approve and accept any credit arrangements, with or without the promise of a sale, contract any loans, agree to any guarantees and appropriations, even involving a mortgage charge, accept any guarantees, issue any receipts and discharges; give withdrawal of opposition to any orders, oppositions, distraints, foreclosures, or registrations, as well as any registration of mortgage, ex officio or otherwise, renounce all preferences, mortgage rights and resolatory actions, and any real competences, exempt the Mortgage Registrar from registration ex officio, all of this either before or after settlement, allocate available funds or reserves, manage, come to terms, and make agreements on any area of social import, appoint and dismiss any agents or employees, determine their duties, pay, and possibly deposits or caution monies, represent the enterprise before the law, either as applicant or defendant, and to the public service in the course of executing formalities.

The list above constitutes an enunciation and is not limitative.

## **Article 12. Specific mandates**

In addition, the Foundation may, in order to complete a determined task, also be validly represented, within the limits of their mandate, by special proxy holders designated by the Board of Directors.

## **TITLE VI: FINANCIAL YEAR, ANNUAL ACCOUNTS, AND THE BUDGET**

### **Article 13. Financial year**

The financial year of the Foundation shall run from the first of January to the thirty-first of December. However, the first financial year of the Foundation shall begin on the day the Foundation obtains legal personality, and ends on the thirty-first of December two thousand and five.

#### **Article 14 - Annual accounts and budget**

Within six months following the end of the financial year, the Board of Directors shall prepare annual accounts with respect to the preceding financial year. The budget for the next financial year shall be adopted before the end of the current financial year.

If the Foundation must, according to applicable law, nominate a statutory auditor, then such nomination shall be made by the Board of Directors on a proposal of the Chairman of the Board of Directors. The statutory auditor shall be designated among the members, physical persons or legal entities, of the (Belgian) Institute of Company Auditors.

### **TITLE VII: AMENDMENTS TO THE BY-LAWS. DISSOLUTION. LIQUIDATION**

#### **Article 15. Amendments to the by-laws**

The Board of Directors can validly deliberate on the amendments to the by-laws only if the proposed modifications are explicitly mentioned in the convocation and if at least three fourths of the directors are present or represented.

No amendment can be adopted if it does not obtain at least three fourths of the votes of the directors present or represented.

Amendments to the by-laws shall be effective only after approval of the competent authorities in accordance with applicable law. They must be published in the annexes to the (Belgian) Official Journal.

#### **Article 16. Allocation of the net asset in case of dissolution-liquidation**

Upon the dissolution and liquidation of the Foundation, the Founder or its successor-in-law may retrieve from the Foundation an amount equal to the cash and/or the value of the goods they allocated for the realisation of the purpose of the Foundation, provided that the purpose for which the Foundation was incorporated is completed. The remaining net assets of the Foundation shall be distributed to a private law non-profit entity, which has a similar or identical purpose as the purpose of the Foundation.

## **TITLE VIII: INTERNAL REGULATIONS**

### **Article 17. Internal Regulations**

The Board of Directors shall adopt, with the majority laid down in article 7, internal regulations establishing and detailing the provisions of these by-laws. Any amendments to these internal regulations shall be decided by the Board of Directors, in conformity with article 7 of these by-laws.

## **TITLE IX: GENERAL PROVISIONS**

### **Article 18. Language**

The language used for all official documents shall be French when required by Belgian law.

The working language of the Foundation shall be English.

### **Article 19 - Various**

All items not covered by these by-laws or, as the case may be, the Foundation's internal rules shall be regulated according to applicable law.