



FEDERATION OF EUROPEAN NEUROSCIENCE SOCIETIES

Articles of Association

**Adopted by Vote of the Governing Council
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Article I. Name and statutory seat

1. The society bears the name: **Federation of European Neuroscience Societies.**
2. The society is also known by the acronym: FENS.
3. Its statutory seat is in the Netherlands, in the municipality of Groningen.

Article II. Objects

1. The society is a non-profit scientific organisation which federates societies involved in the development of neuroscience from basic research to applied and clinical research.
The society has been formed for the public benefit to advance research and to develop neuroscience education in Europe.
2. For this purpose the society aims:
 - a. to promote interaction and coordination between its member societies and to develop neuroscience research in their respective countries and disciplines;
 - b. to facilitate the interaction between neuroscientists and related scientists in Europe and outside Europe by holding scientific meetings and by any other appropriate means;
 - c. to facilitate the dissemination of scientific information by publications in journals and through other communication channels;
 - d. to support education and training of young neuroscience researchers by provision of information, set-up of schools and training programmes and provision of grants to young scientists;
 - e. to promote understanding and involvement in neuroscience among the general public and to advise decision-makers on the results and the implications of neuroscience research.

Article III. Duration

The society was founded for an indefinite period of time.

Article IV. Membership

1. The members of the society are:
 - a. Full Members;
 - b. Associate Members;
 - c. Affiliate Members.Wherever membership or member(s) is/are referred to, the membership of Full Members and Associate Members or Full members and Associate Members will also be considered to be included, unless explicitly stated otherwise.
2. *Full Members of the society are:*
Legally registered societies of scientists which are active in the field of neuroscience, as well as other organisations of which the objects correspond with those of the society. Members pay a membership fee and have voting rights in the Governing Council.
3. *Associate Members of the society are:*
Legally registered societies of scientists which are active in the field of neuroscience, as well as other organisations of which the objects correspond with those of the society. Associate members do not pay a membership fee and have no voting rights in the Governing Council. They are however entitled to attend and participate in all meetings of the Governing Council.

4. *Affiliate Members of the society are:*
Organisations and companies in related fields of interest with which the society wishes to enter into relations for the advancement of the society's objects. Affiliate members pay a biennial membership fee, but do not have any voting rights in the Governing Council and are not entitled to attend and to participate in the meetings of the Governing Council.
5. Each member appoints one natural person to represent the member towards the society.

Article V. Admission

Admission as a Full or Associated member will take place by means of a resolution for this purpose by the Governing Council.

Admission as an Affiliated Member will take place by means of a resolution for this purpose by the Executive Committee.

Article VI. Termination of the membership

1. The membership will terminate:
 - a. by resignation by the member;
 - b. by resignation by the society;
 - c. by disqualification.
2. Resignation from the membership by the member may only take place by the end of a financial year. Such resignation will be realised by letter to the Executive Committee with due observance of a notice period of at least four weeks.
If the resignation has not been realised in time, the membership will continue until the end of the next financial year.
Membership will end immediately:
 - a. if the member cannot reasonably be expected to continue the membership;
 - b. within one month after a member has taken cognisance of or been informed of a resolution by which the rights of the members have been restricted or their obligations have been increased;
 - c. within one month after a resolution to convert the society into another legal form or to merge has been communicated to a member.
3. Termination of the membership on behalf of the society may be effected by the Executive Committee at the end of the current financial year:
 - if a member has failed to fulfil its financial obligations towards the society after having been repeatedly demanded to do so in writing;
 - if the member has ceased to comply with the requirements which the articles of association demand for the membership at that time.

The notice period will be at least four weeks.
If resignation has not been realised in time, the membership will continue until the end of the next financial year.
The resignation from the membership may however result in immediate termination if the society cannot reasonably be expected to continue the membership.
Resignation shall always take place by a letter stating the reasons.
4. Disqualification from the membership may only be pronounced if a member acts in violation of the articles of association, regulations or resolutions by the society or if the member adversely affects the society in an unreasonable manner. Disqualification will be proposed by the Executive Committee, which will inform the member of the resolution as soon as possible, stating the reasons. Disqualification will be pronounced by a majority vote of the Governing Council.
5. If the membership ends in the course of a financial year, the annual membership fee will be owed for the entire year, unless the Executive Committee resolved otherwise.

Article VII. Governing Council

1. The Full Members together form the Governing Council, which is the highest body of the society.
2. The following members have access to the meetings of the Governing Council: the Full Members, the members of the Executive Committee, the members of the Advisory Board, the Associate Members as well as those which have been invited to attend by the Executive Committee and/or the Governing Council.
3. Each Full Member, as well as each member of the Executive Committee, has one vote in the Governing Council.
4. A unanimous resolution by all persons entitled to vote, even if they have not gathered in a meeting, will have the same power as a resolution by the Governing Council. This resolution may also be passed in writing or electronically, provided that the Governing Council previously has agreed upon this way of voting.
5. All resolutions for which the law or these articles of association do not prescribe a larger majority will be passed by absolute majority of the votes cast. In the event of an equality of votes, the motion will be rejected.

Article VIII. Governing Council meetings

1. The Governing Council will be convened by the Executive Committee as often as the Executive Committee considers desirable or is obliged to do by virtue of the law, but at least once every year.
2. At the written request of at least two-thirds of the number of Full Members, the Executive Committee will be obliged to convene the Governing Council.
3. The Governing Council will be convened by written notice to the members within a term of at least a month.
The notice convening the Governing Council will state the items to be discussed.

Article IX. Executive Committee - Composition

1. The Executive Committee consists of:
 - the President;
 - the Secretary General;
 - the Treasurer;
 - the chairmen of the standing committees as referred to in article 16;
 - the chairperson of the Local Organizing Committee of the next FENS forum, to be appointed as a member of the Executive Committee by the Executive Committee.
2. Members of the Executive Committee may also be elected from non-members. Members of the Executive Committee may not be simultaneously representatives of a member of the society as referred to in article 4 under 5.
3. Members of the Executive Committee will be appointed for a period of two years at most and are not immediately eligible for reappointment.
4. The appointment of the members of the Executive Committee will take place with due observance of the provisions in the articles 15 and 16.
5. If a member of the Executive Committee does not properly perform his tasks, the other members of the Executive Committee, or two-thirds of the number of Full Members, may propose to the Governing Council to have him suspended and/or removed.
6. If there is a vacancy in the Executive Committee, the Executive Committee will however remain competent.
7. Each member of the Executive Committee has one vote in the Executive Committee.

Article X. President

1. The President, who will act as the main representative of the society and manage the society professionally, will be in office for a term of two years after having served in the Advisory Board for a term of two years as President-Elect.
2. The President will only function as President for one term.
3. In the event that a vacancy for the position of President arises before the end of a term, the current President-elect will immediately act as President in the Executive Committee and continue to do so until the end of the current term, and subsequently for the term for which he has been elected.

Article XI. Executive Committee - Missions

1. The Executive Committee is entrusted with the administration of the society.
2. With the prior approval of the Governing Council, the Executive Committee has the power to resolve to conclude agreements to acquire, alienate or encumber registered properties and to conclude agreements by which the society binds itself as surety or as joint and several debtor, warrants performance by a third party or provides security for the debt of a third party.

Article XII. Representation

1. The Executive Committee represents the society.
2. The power to represent the society is also vested in two members of the Executive Committee acting jointly.

Article XIII. Executive Director

1. The Executive Committee has the power to appoint and remunerate an Executive Director.
2. The Executive Director is responsible for the management of the society, as described in more detail in *Regulations* as referred to in article 17, under the general supervision of the Executive Committee.
3. The Executive Director will be entitled to attend all meetings of the Governing Council, the Executive Committee and the committees and to participate in them in a consulting capacity, unless his own position is under discussion. He does not have voting rights in such meetings. The Executive Committee annually evaluates the activity of the Executive Director.

Article XIV. Offices

The Executive Committee may establish offices for the management of the society. These offices will perform the tasks assigned to them on the authority of the Executive Committee and report to the Executive Committee on their activities.

Article XV. Advisory Board

1. The Advisory Board consists of:
 - a. the Past President;
 - b. the President-Elect;
 - c. the Secretary General-Elect;
 - d. the Treasurer-Elect.

2. Members of the Advisory Board may also be elected from non-members. Members of the Advisory Board may not be simultaneously representatives of a member society as referred to in article 4 under 5.
3. The Past President is appointed to the Advisory Board at the end of his term as President.
4. The elections of the officers-elect will take place from one or more nominations. The members of the Executive Committee as well as Full Members or Associate Members will be authorised to make such a nomination.
5. Officers-elect will be elected, suspended and/or removed by the Governing Council.
6. If a member of the Advisory Board does not properly perform his tasks, the members of the Executive Committee, or two-thirds of the number of Full Members, may propose to the Governing Council to have him suspended and/or removed.
7. The Advisory Board is entitled to participate to the meetings of the Executive Committee and the Governing Council, with no voting rights. The Executive Committee may give the responsibility of specific tasks to one or several members of the Advisory board.
8. At the end of their term, the officers-elect are appointed to the Executive Committee as President, Secretary General and Treasurer respectively.

Article XVI. Committees

1. The society may establish standing and special committees for the performance of certain activities.
2. Standing committees will be established by the Governing Council, which will also set their tasks and powers. A standing committee will report to the Governing Council and to the Executive Committee. The chairman of a standing committee will be elected and may be suspended or removed by the Governing Council, in the manner as determined for the appointment, suspension and removal of a member of the Executive Committee.
3. Special committees will be established by the Executive Committee, which will also set their tasks and powers. The Executive Committee will inform the Governing Council of the establishment of a special committee. A special committee will report to the Executive Committee.
4. A committee may be dissolved by the body by which it was established.

Article XVII. Regulations

1. The Governing Council may lay down and modify one or more regulations, which regulate issues which these articles of association do not or not entirely provide for.
2. Regulations may not contain any provisions which conflict with the law or with these articles of association.
3. A motion to lay down or modify regulations may be made by the Executive Committee or by any Full Member.
4. Amendment to *Regulations* may only be realised by a resolution by the Governing Council which was convened by a notice stating that amendment to the *Regulations* would be discussed in this meeting.
5. Those who have convened the meeting to discuss a motion to amend a regulation shall make a copy of that motion which includes the amendment word for word available for inspection at a location which is suitable for the members, at least a month prior to the date of the meeting until the date at which the meeting was held has passed.
6. The Governing Council may only resolve to modify a regulation with an absolute majority of the number of votes cast in a meeting in which at least half of the persons entitled to vote are present.

Article XVIII. Financial means

The financial means of a society will be obtained from membership fees, as well as from gifts and all other benefits which legally accrue to the society, insofar as they do not violate the principles or are inconvenient to the realisation of the objects of the society.

Article XIX. Annual report

The financial year of the society concurs with the calendar year. Within six months of the lapse of each financial year, except where this period has been extended, the Executive Committee will issue its annual report about the course of affairs in the society and about the policy which has been conducted. The Executive Committee will submit the balance sheet and the statement of income and expenditure with the explanatory notes to the Governing Council for approval.

Article XX. Amendment to the Articles of Association

1. A motion to amend the *Articles of Association* may be made by the Executive Committee or by a majority of the Full Members.
2. The *Articles of Association* may only be amended by a resolution by the Governing Council, which was convened with the notice that a motion to amend the *Articles of Association* will be made in the meeting in question.
3. Those who have convened the meeting to discuss a motion to amend the *Articles of Association* shall make a copy of that motion which includes the amendment word for word available for inspection at a location which is suitable for the members at least a month prior to the date of the meeting until the date at which the meeting was held has passed.
4. The Governing Council may only resolve to amend the *Articles of Association* with a majority of at least two-thirds of the number of votes cast in a meeting in which at least half of the persons entitled to vote are represented.
5. The amendment to the *Articles of Association* will not take effect until it has been drawn up in a notarial deed.
Each of the members of the Executive Committee will have the power to have the deed of amendment to the *Articles of Association* executed.
6. The provisions in paragraphs 1 and 2 will not apply if in a meeting of the Governing Council all persons entitled to vote are present or represented and the resolution to amend the *Articles of Association* is passed unanimously.
7. The members of the Executive Committee will be obliged to file an authentic copy of the deed of amendment to the *Articles of Association* and a complete text of the articles of association, as they read after the amendment, with the office of the register held by the Chamber of Commerce and Industry.

Article XXI. Dissolution and winding-up

1. A motion to resolve may be made by the Executive Committee or by a majority of two-thirds of the Full Members.
2. Dissolution of the society may only take place by a resolution by the Governing Council, in a meeting which has been convened with due observance of a term of at least two months with the notification that a motion to dissolve the society will be discussed there.
3. The Governing Council may only resolve to dissolve the society with a majority of at least two-thirds of the number of votes cast in a meeting in which at least two-thirds of the persons entitled to vote are present.

4. By its resolution referred to in the previous paragraph, the Governing Council will determine the designation for the credit balance, which is to be in accordance with the objects of the society as much as possible.
5. The winding-up will be effected by the Executive Committee.
6. After its dissolution, the society will continue to exist insofar as this is necessary for winding up its assets. During the winding-up the provisions of the articles of association will continue to apply as much as possible. In documents and notices sent by the society the words "in liquidation" must be added to its name.
7. The winding-up will be completed when the liquidators are satisfied that all assets are accounted for.
8. The books and documents of the dissolved society must be kept for ten years after the winding-up. The custodian will be the party appointed as such by the liquidators.