

**FEDERATION OF EUROPEAN NEUROSCIENCE SOCIETIES**

**Articles of Association**

## **Table of contents**

Article I. Name, legal form and statutory seat  
Article II. Purposes and activities  
Article III. Duration  
Article IV. Membership  
Article V. Admission  
Article VI. Termination of the membership  
Article VII. Governing Council  
Article VIII. Governing Council meetings  
Article IX. Executive Committee – Composition and functioning  
Article X. President  
Article XI. Executive Committee - Missions  
Article XII. Representation  
Article XIII. Executive Director  
Article XIV. Secretariat  
Article XV. Advisory Board  
Article XVI. Committees  
Article XVII. Regulations  
Article XVIII. Financial means  
Article XIX. Annual report and accounting  
Article XX. Amendment to the Articles of Association  
Article XXI. Dissolution and winding-up

## Article I. Name, legal form and statutory seat

1. The organisation bears the name: **Federation of European Neuroscience Societies** (hereinafter referred to as the "Organisation").
2. The Organisation is also known by the acronym: FENS.
3. The Organisation is an international non-profit organisation ("*internationale vereniging zonder winstoogmerk*" / "*association internationale sans but lucratif*") governed by the provisions of Title III of the Law of 27 June 1921 on non-profit organisations, international non-profit organisations and foundations, as modified (hereinafter referred to as the "NPO-Law").
4. Its statutory seat is located at Egmontstraat 11, 1000 Brussels, Belgium. The Organisation may also set up administrative and operational offices, branches, subsidiaries and affiliates, both in Belgium and abroad, by a resolution of the Executive Committee.

## Article II. Purposes and activities

1. The Organisation is an international non-profit scientific organisation which federates national organisations involved in the development of neuroscience from basic research to applied and clinical research.
2. The Organisation has been formed for the public benefit and internationally to promote non-profit purposes, more specifically the advancement of research and the development of neuroscience education in Europe.
3. In particular, and in order to further the aforementioned purposes, the Organisation aims to:
  - a. promote interaction and coordination between its members and to develop neuroscience research in their respective countries and disciplines;
  - b. facilitate the interaction between neuroscientists and related scientists in Europe and outside Europe by holding scientific meetings and by any other appropriate means;
  - c. facilitate the dissemination of scientific information by publications in journals and through other communication channels;
  - d. support education and early career training of neuroscience researchers by provision of information, set-up of schools and training programs and provision of travel grants.
  - e. promote understanding and involvement in neuroscience among the general public and to advise decision-makers on the results and the implications of neuroscience research.
4. In addition, the Organisation may engage in any other activities and undertake any other actions that are directly or indirectly related to the above-mentioned purposes, or that are necessary or useful for the realisation of such purposes, including accessory commercial and profit-making activities within the boundaries of what is legally permitted and of which the revenues shall be fully destined for the realization of the altruistic non-profit purposes and objectives of the Organisation.

## Article III. Duration

The Organisation was founded for an indefinite period of time.

## Article IV. Membership

1. The members of the Organisation are:
  - a. Full Members;
  - b. Associate Members;
  - c. Affiliate Members;

d. Individual Members.

Wherever membership or member(s) is/are referred to, the membership of Full Members, Associate Members, Affiliate Members and Individual Members are considered to be included, unless explicitly stated otherwise.

2. *Full Members of the Organisation are:*  
Legally registered (i.e. having legal personality) scientific societies active in the field of neuroscience, as well as other societies of which the objects correspond with those of the Organisation. Full Members pay an annual membership fee that is decided by the Executive Committee and have voting rights in the Governing Council.
3. *Associate Members of the Organisation are:*  
Legally registered (i.e. having legal personality) scientific societies, active in the field of neuroscience, as well as other societies of which the objects correspond with those of the Organisation. 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 Organisation are:*  
Organisations and companies in related fields of interest with which the Organisation wishes to enter into relations for the advancement of the Organisation's objects. Affiliate members pay a biennial membership fee that is decided by the Executive Committee. Affiliate Members 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. *Individual Members of the Organisation are:*  
Scientists who are active in the field of neuroscience and that live and work in a country where no Full Member of the Organisation is active and where no European national society for neuroscience is established. Individual Members pay an annual membership fee that is decided by the Executive Committee. Individual Members 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.
6. Each Full Member, Associate Member, and Affiliate Member appoints one natural person to represent the member towards the Organisation.

## Article V. Admission

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

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

Admission as an Individual Member will be decided by the Secretariat of the Organisation.

## Article VI. Termination of the membership

1. The membership will terminate:
  - a. by resignation by the member;
  - b. by termination of the membership by the Organisation;
  - c. by disqualification of the member.
2. Resignation from the membership by the member may only take place by the end of a financial year. Such resignation will be realized by letter to the Executive Committee with due observance of a notice period of at least four weeks.  
If the resignation has not been realized in time, the membership will continue until the end of the next financial year.
3. Termination of the membership by the Organisation 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 Organisation after having been demanded twice via email to do so;

- 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 the notice has not been served in time, the membership will continue until the end of the next financial year.  
Termination of the membership may however result in immediate termination if the Executive Committee deems it unreasonable to expect a continuation of the membership. The foregoing sentence does, however, not apply to Full Members and Associate Members.  
Termination shall always take place in writing stating the reasons.
- 4. Disqualification with immediate effect from the membership may only be pronounced if a member acts in violation with the Articles of Association, regulations or resolutions by the Organisation or if the member by the Executive Committee is considered to adversely affect the Organisation in an unreasonable manner.
  - a. Immediate disqualification of a Full Member or Associate Member 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 and will take effect immediately following the approval of the resolution.
  - b. Immediate disqualification of an Affiliate member or Individual member can be decided by the Executive Committee and will be communicated via email as soon as possible following the decision, stating the reasons.
- 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 resolves otherwise.

## **Article VII. Governing Council**

1. The Full Members together with the members of the Executive Committee form the voting members of the Governing Council, which is the highest body of the Organisation.
2. Each Full Member, as well as each member of the Executive Committee, has one vote in the Governing Council. No powers of attorney can be granted.
3. The following members have access to the meetings of the Governing Council without voting right: 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. A unanimous resolution by all Full Members and members of the Executive Committee, even if they have not gathered in a meeting, will have the same power as a resolution by the Governing Council. For matters related to membership, as defined under articles IV, V and VI in the present document, or regarding any other issue to the extent the Governing Council has previously agreed by vote during a regular meeting to proceed in this way, a resolution may be passed in writing or electronically via email or other means. Such resolution shall only be adopted if approved by at least 50% of the voting members.
4. A meeting of the Governing Council will be able to validly deliberate and resolve if at least 50% of the voting members of the Governing Council are present. 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 by the voting members that are present at a meeting. In the event of an equality of votes, the motion will be rejected.
5. Resolutions of the Governing Council are recorded in minutes and shall be signed by the Secretary General and communicated to the Full Members and the members of the Executive Committee via email. The minutes shall be at the disposal of the Full Members and the members of the Executive Committee at its registered office.

## **Article VIII. Governing Council meetings**

1. The Governing Council will be convened by the Executive Committee:
  - as often as the Executive Committee considers this desirable or when it is obliged to do so by virtue of the law, but at least once every year.
  - following a written request sent to the attention of the Secretary General by email or letter from at least two-thirds of the Full Members.
2. Governing Council meetings shall be convened by written notice sent by letter, fax, email or any other means of communication specified in article 2281 of the Civil Code to all Full Members and members of the Executive Committee at least one month in advance. The notice convening the Governing Council will state the items to be discussed.

## **Article IX. Executive Committee – Composition and functioning**

1. The Executive Committee consists of:
  - the President;
  - the Secretary General;
  - the Treasurer;
  - the Chair of the standing committees as referred to in article 16;
  - the Chair of the Host Society Committee of the upcoming FENS Forum, to be appointed by the Executive Committee.
  - The Chair of the Programme Committee of the upcoming Forum.
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 Full Member, Associate Member, or Affiliate Member towards the Organisation as referred to in article 4 under 6.
3. Members of the Executive Committee will be appointed for a period of two years at most. The positions as President, Secretary General, and Treasurer are not immediately eligible for reappointment.
1. The appointment of the members of the Executive Committee will take place with due observance of the provisions in the articles 15 and 16.
2. If a member of the Executive Committee does not properly perform his/her 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/her suspended and/or removed.
3. If there is a vacancy in the Executive Committee, the Executive Committee will however remain competent to validly deliberate and resolve.
4. Each member of the Executive Committee has one vote in the Executive Committee.
5. Meetings of the Executive Committee are convened at the request of the Secretary General of the Organisation. Notice must be given at least 10 days prior to the meeting, except in case of emergency. In case of emergency, the nature of and reasons for the emergency should be specified in the convening notice. Convening notices are valid if delivered by letter, email or any other means of communication specified in Article 2281 of the Civil Code. The convening notice shall contain the agenda, the date and time of the meeting. In the event that all members of the Executive Committee are present at a meeting, there is no need to provide evidence of a prior convening notice.
6. A meeting of the Executive Committee shall be able to validly deliberate and resolve when at least the majority of its members are present. Unless determined otherwise in these Articles of Association, every decision of the Executive Committee shall be adopted by a simple majority of the votes cast by the members present. Each member of the Executive Committee is entitled to one vote. In case of a tie vote, the vote by the President is decisive.
7. In exceptional circumstances, where the urgency of the matter and interests of the Organisation so require, resolutions of the Board may be approved by unanimous written consent from all members of the Executive Committee.
8. Resolutions of the Executive Committee are recorded in minutes and signed by the Secretary General and communicated to the members of the Executive Committee via email. The minutes shall be at the disposal of the Full Members

and the members of the Executive Committee at the registered office of the Organisation.

9. In the event that a member of the Executive Committee experiences a conflict of interests, e.g. an interest of financial nature contrary to a decision to be taken by the Executive Committee or to a transaction to be decided upon by the Executive Committee, such member shall immediately notify the other members of the Executive Committee. The minutes of the meeting shall reflect such member's declaration as well as the justifications relating to the conflict of interests. A conflicted member may recuse themselves from the conflicted agenda item, or having declared an interest, rather than a conflict of interest, shall be entitled to take part in the deliberation of the Executive Committee but shall not be entitled to vote on the decision giving rise to the conflict of interest.

## **Article X. President**

1. The President chairs the Executive Committee and the Governing Council, and administers the Organisation together with the other members of the Executive Committee. The president who will act as the primary spokesperson of the Organisation 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 or she has been elected.

## **Article XI. Executive Committee - Missions**

1. The Executive Committee is entrusted with the management and administration of the Organisation.
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 immovable properties and to conclude agreements by which the Organisation 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.
3. All powers that are not by virtue of the law or by virtue of these Articles of Association entrusted to the Governing Council, belong to the Executive Committee.

## **Article XII. Representation**

1. The Executive Committee represents the Organisation.
2. The power to represent the Organisation 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 daily management of the Organisation, 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/her own position is under discussion. The Executive Director does not have voting rights in such meetings. The Executive Committee annually evaluates the activity of the Executive Director.

## **Article XIV. Secretariat**

The Executive Committee may establish a Secretariat for the Organisation. The Secretariat will perform the tasks assigned to it by the Executive Director on the authority of the Executive Committee. The Executive Director shall regularly report to the Executive Committee on these 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 organisation as referred to in article 4 under 6.
3. The Past President automatically becomes a member of the Advisory Board at the end of his or her term as President.
4. Election of the officers-elect will take place from among one or more nominated persons. The members of the Executive Committee as well as Full Members and Associate Members will be authorized to make such nominations.
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 or her tasks, the members of the Executive Committee, or two-thirds of the number of Full Members, may propose to the Governing Council to have this member suspended and/or removed.
7. The Advisory Board members are entitled to participate in 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 automatically appointed to the Executive Committee as President, Secretary General and Treasurer respectively.

## **Article XVI. Committees**

1. The Organisation may establish standing and special committees for the performance of certain activities.
2. The realm and different purpose of standing and special committees are defined in the Regulations of the Organisation that are referred to in article 17.
3. 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 chairperson and the members 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.
4. Special committees will be established by the Executive Committee, which will also set their tasks and powers and elect its members. The Executive Committee will inform the Governing Council of the establishment of a special committee. A special committee will report to the Executive Committee.
5. A committee may be dissolved and its members suspended or removed by the body by which it was established.

## **Article XVII. Regulations**

1. The Governing Council may adopt, modify and abort 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 adopt, modify or abort a regulation may be made by the Executive Committee or by any Full Member.
4. The adoption, modification or abortion may only be realized by a resolution of the Governing Council, which was convened by a notice stating that adoption, modification or abortion of a regulation will be discussed and resolved upon in this meeting.
5. Proposals for an adoption, modification or abortion of a regulation, shall be added as annex to the convening notice. Alternatively, the convening notice shall indicate the (virtual) location of the proposal. In case of a modification, the differences between the existing wording and the proposed wording shall be stated word for word.

## **Article XVIII. Financial means**

The financial means of the Organisation will be obtained from membership fees, as well as from gifts and all other benefits, which legally accrue to the Organisation, insofar as they do not violate the basic principles or do not interfere with the realization of the purposes of the Organisation.

## **Article XIX. Annual report and accounting**

The financial year of the Organisation concurs with the calendar year. The Organisation shall keep its accounting and draw up its accounts in accordance with Article 53 of the NPO-Law.

Each year, the Executive Committee will issue its annual report about the course of affairs in the Organisation and about the policy, which has been conducted.

The Executive Committee will submit the annual financial statements to the Governing Council for approval. The Executive Committee will also submit the budget for the next financial year 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 of the Governing Council, which was convened with a notice stating that an amendment of the Articles of Association will be discussed and resolved upon in this meeting.
3. The proposed amendment to the Articles of Association shall be added as annex to the convening notice. Alternatively, the convening notice shall indicate the (virtual) location of the proposed amendment. The differences between the existing wording of the Articles of Association and the proposed wording shall be stated word for word.
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 present.
5. 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 and the resolution to amend the Articles of Association is passed unanimously.
6. According to Article 50, §3 of Title III of the NPO-Law:
  - Modifications to the Articles of Association relating to the statutory purpose or

the activities by which such purpose is pursued must be approved by Royal Decree

- Modifications to the Articles of Association relating to the powers and functioning of the Governing Council must be recorded in a notarial deed; and
- Modifications to the Articles of Association relating to the conditions for modifying the Articles of Association or dissolution or allocation of the assets must be recorded in a notarial deed.

## **Article XXI. Dissolution and winding-up**

1. A motion to dissolve may be made by the Executive Committee or by a majority of two-thirds of the Full Members.
2. Dissolution of the Organisation may only take place by a resolution of the Governing Council, in a meeting which has been convened with due observance of a notice period of at least two months. The convening notice must state that a motion to dissolve the Organisation will be discussed and resolved upon.
3. The Governing Council may only resolve to dissolve the Organisation 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 destination of the liquidation surplus, which is to be in accordance with the purposes of the Organisation as much as possible.
5. The winding-up will be effected by the Executive Committee, which will act as liquidator, unless the Governing Council decides to appoint one or more other liquidators.
6. After its dissolution, the Organisation will continue to exist insofar as this is necessary for winding up its assets.  
In documents and notices sent by the Organisation the words "in liquidation" must be added to its name.
7. The winding-up will be completed when the liquidator(s) is(are) satisfied that all assets and liabilities are accounted for.
8. The books and documents of the dissolved Organisation must be kept for ten years after the winding-up. The custodian will be the party appointed as such by the liquidator(s).

## **Transitional provisions**

Notwithstanding what is mentioned in the Articles of Association:

1. The first financial year of the Organisation will run from the date on which the Organisation obtains legal personality until 31 December 2016.
2. The first members of the Executive Committee shall consist of the President, the Secretary General and the Treasurer and shall be appointed by the founding members in the incorporation deed.
3. Each founding member shall be authorized to grant a power of attorney to another founding member or to a third party in order to be represented at the incorporation meeting before the notary public.