

**Bye Laws of the Association named**

**'BRAINSTEM SOCIETY'**

**(BSS)**

**I. NAME, RULES, DURATION, TERRITORIALITY, ADDRESS, OBJECTIVE, MEANS.**

Article 1.- NAME AND RULES. The name of the Society is 'Brainstem Society' (BSS). The BSS is a non-profit Society, and is ruled by the bye laws herein and the European laws of Scientific Associations, respecting the laws of the country where the Head Office is located.

Article 2.- DURATION. The BSS is intended to be a long lasting entity. It may be dissolved in accordance with these bye laws or the general laws regarding dissolution of scientific entities.

Article 3.- ADDRESS. The provisional address of the Society is Carretera Antiga de Vallvidrera a Barcelona, 72-76, Barcelona, 08017, Spain.

This address may be changed subsequent to approval by the General Assembly

Article 4.- TERRITORIALITY. The BSS scope is world-wide.

Article 5.- OBJECTIVE. The objectives of the BSS are the research, study, diffusion and development, world-wide, of all scientific matters involving the brainstem and, by extension, other related areas of the nervous system.

Article 6.- MEANS. The Society is entitled to use all means that, being legitimate, the General Assembly deems suitable for accomplishing the Objectives of the Society. In particular, the BSS may organise, or promote the organisation of, Conferences, Meetings, Seminars, Courses or Research Encounters. Also, it may issue scientific Reports or Comments, and publish scientific texts in periodical journals as well as create its own means of publication.

The Society is entitled to establish co-operative links with other Societies interested in the Brainstem, including such fields as Neurology, Anatomy, Physiology, and others.

**II. AGENCIES OF THE ASSOCIATION**

Article 7.- MANAGEMENT AND REPRESENTATION. The Society shall be managed by the General Assembly of all Members and the Board of Directors, in accordance with what is stated in the present bye laws and the law.

**SECTION 1.- THE GENERAL ASSEMBLY**

Article 8.- THE GENERAL ASSEMBLY. The General Assembly is the meeting of all members, being specifically convened by the Board of Directors. Their decisions shall be binding for all members, including desidents and absentees, without prejudice to their legal rights and actions.

Article 9.- TYPES OF GENERAL ASSEMBLIES. The General Assemblies may be ordinary and extraordinary. They all shall be convened by the Board of Directors.

The ordinary General Assembly shall be held at least once a year. At this meeting the accounts of the previous financial year, the estimates for the next financial year and the management of the Board of Directors shall be presented for approval.

The extraordinary General Assembly shall meet on the decision of the Board of Directors, or when expressly requested by at least 20% of the members. The items to be discussed shall be set out in the request for the meeting.

Article 10.- SUMMONING. The General Assemblies, both ordinary and extraordinary, shall be summoned by the Board of Directors at least 15 days before the date of the meeting, stating the day and time of the

first and second summoning, which should not be more than 24 hours apart.

In the summoning there should be an agenda of the items to be dealt with in the General Assembly.

When the meeting is requested by 20% of the members or more, the Board of Directors shall summon the meeting within 30 days from the date of the request.

The General Assembly may take place with no previous summoning if, being all members present in one place, they agree in doing so.

**Article 11.- ATTENDANCE TO THE GENERAL ASSEMBLY.** All members may attend the General Assembly in person or be represented by another member. Representation should be stated in writing and for each Assembly. The document stating the representation shall be delivered to the Secretary before the meeting. A photocopy of an I.D. card or passport of the member to be represented and the member who shall represent shall be presented with the letter in order to verify the signature.

**Article 12.- QUORUM.** The General Assembly shall be validly constituted at the first summoning when the simple majority of the members are present. In the second summoning, it shall be constituted whatever the number of members present.

Regardless of that stated in the above paragraph, for valid decisions to be taken on the eventualities listed at the end of this paragraph, the General Assembly shall be constituted by two thirds of the members in the first summoning or the simple majority of members in the second summoning and the agreement of at least two thirds of the members present or represented shall be required:

- a) Acquisition or transfer of real estate
- b) Dissolution of the Association
- c) Other eventualities specified in the law

**Article 13.- LIMITS OF REPRESENTATION.** No member may represent more than five other members.

**Article 14.- PLATFORM, DELIBERATIONS AND AGREEMENTS.** The President of the Board of Directors or, in his/her absence, the Vice-President, shall preside the Assembly.

The Secretary shall act as secretary of the Assembly.

The President shall direct the deliberations and allow all members in turn to intervene, first who have applied in writing and then those who have applied verbally.

Each of the items on the agenda that need to be voted on shall be voted on separately. The agreements shall be adopted by the majority of the members present or represented at the Assembly.

All present or legally represented members who have paid the periodical fees shall have the right to intervene and vote. Honorary members shall have the right to intervene but not to vote.

**Article 15.- AGREEMENTS.** All agreements shall require at least the simple majority of the members present or legally represented at the Assembly, except for the eventualities listed in Article 12, which shall require two thirds of the members present or legally represented at the Assembly.

**Article 16.- ATTRIBUTES OF THE GENERAL ASSEMBLY.** The General Assembly shall:

1. Examine and, if required, approve the Report and the State of the Accounts presented by the Board of Directors.
2. Evaluate and approve, if required, the management of the Society
3. Designate auditors if required by law.
4. Other items legally pertaining to the General Assembly.

**Article 17. – MINUTES.** The debate and deliberations held during the General Assembly shall be described in the minutes of the Assembly,

which shall be signed by the President and the Secretary or by the persons who legally represent them in the Assembly. The minutes should be submitted for approval at the next general Assembly.

All members are entitled to request certified copies of past minutes from the Secretary of the Board of Directors, who shall deliver them within one month from the request.

## **SECTION 2.- THE BOARD OF DIRECTORS**

Article 18.- THE BOARD OF DIRECTORS. The Board of Directors shall be formed by 8 members who shall be called board members. The board members shall elect: the President, Vice-President, Secretary, Vice-Secretary, Treasurer, Vice-Treasurer, and 2 board members. One member shall not be able to occupy two positions at the same time.

Article 19.- REQUIREMENTS FOR BEING A MEMBER OF THE BOARD OF DIRECTORS. The only requirement shall be to be member of the society and have paid the annual fees.

Article 20.- ELECTIONS FOR THE BOARD OF DIRECTORS. All members of the Board of Directors shall be elected for a period of 2 years. All elections shall take place at a General Assembly summoned for that purpose.

After two years all members of the Board of Directors shall be changed at a General Assembly summoned for that purpose. The members of the Board of Directors may be candidates for re-election for the same position only once.

Article 21. CANDIDATES FOR THE BOARD OF DIRECTORS. Candidates for the Board of Directors shall deliver their candidacy in writing, stating explicitly the position they are applying for on the Board of Directors, to the Secretary at least 15 days before the date of the meeting. Candidates may not apply for more than one position.

Article 22.- ELECTION PROCEDURE. The deadline for presentation of the candidates to the Board of Directors shall be fifteen days before the day of the election.

Article 23.- ELECTORAL COLLEGE AND VOTES. On the election day, the Secretary shall make public announcement of the names of the candidates to the General Assembly. At that time, any member may challenge or object to the candidacies, which the Secretary shall record, although the elections shall proceed with the candidates considered valid.

The electoral college shall be formed by the President and the Secretary, plus one adviser for each candidate.

Votes shall be made in writing. The votes from members represented by other members may only be accepted if the representation complies strictly with the requirements of the article 11 of these bye laws.

The members of the electoral college shall count the votes during the meeting. The candidate who receives the most votes shall be the one chosen for the position. If there is only one candidate, voting shall not be necessary.

The results of the election shall be reported in the minutes of the Assembly at which the election took place.

Article 24.- CHALLENGES AND OBJECTIONS. All objections to the electoral procedure shall be resolved by the electoral college, which shall continue constituted up to the resolution of the conflict. In any event, they shall resolve this conflict within a maximum of 10 days.

Objections to that resolution may be debated at the general Assembly.

Article 25.- SUMMONING, QUORUM AND AGREEMENTS OF THE BOARD OF DIRECTORS. The Board of Directors shall meet when required by the Society and, at least, once a year. The meeting shall be summoned by the President or by the President's substitute.

The Board of Directors shall be validly constituted when the simple majority of the members are present, including always the President and the Secretary. The minutes of the meeting, containing the agreements

made, should be recorded by the Secretary and reported at the general Assembly.

**Article 26.- RESPONSIBILITIES OF THE BOARD OF DIRECTORS.**

1. To designate the position of each member.
2. To propose candidates for vacant positions on the Board
3. To summon the General Assembly and prepared the agenda
4. To nominate the Committees deemed necessary.
5. To establish the rules for these Committees and the rules for the Board of Directors.
6. To accept or refuse requests for membership, according to these bye laws.
7. To decide how to use the funds of the Society.
8. To sanction the errors made by members.
9. To resolve the objections and appeals posed against resolutions previously taken by the Committees or Board of Directors.
10. To write resolutions that are pertinent to the normal functioning of the Association and are not on domain of the General Assembly, as defined by these bye laws or the law.

**Article 27.- RESPONSIBILITIES OF THE BOARD OF DIRECTORS.** The Board of Directors shall make sure these bye laws are strictly adhered to, preventing the Society from deviating from their objectives.

**Article 28.- THE PRESIDENT.** The President of the Board of Directors shall also be the President of the Society and of all the Committees created by the Board of Directors. The President shall represent the Society, and has the following responsibilities:

1. To summon, preside, and adjourn the meetings celebrated by the Board of Directors, the General Assembly and the interim Committees.

2. To direct the debates, with a quality vote that shall be decisive in a tie.
3. To propose changes in the bye laws and prepare the rules for the normal development of the activities of the Society.
4. Other duties as legal representative of the Society.

**Article 29.- THE VICE-PRESIDENT.** The Vice-President is the natural substitute of the President and shall represent him/her in case of absence, death, or resignation. He/she shall also represent the President at any act or function the President deems appropriate to delegate the Vice-President. In the event of a permanent need for substitution, the first duty of the Vice-President shall be to convene a General Assembly within 2 months, for the election of a new President.

**Article 30.- THE SECRETARY.** The Secretary of the Board of Directors shall also be the Secretary of the Society. The Secretary shall keep the relevant documents of the Society, and shall make sure the Society follows the internal laws, especially in regard to the legal aspects of Associations.

**Article 31. – THE VICE-SECRETARY.** The Vice-Secretary is the natural substitute of the Secretary.

**Article 32.- THE TREASURER.** The treasurer is the person responsible for the financial management of the Society and authorises all payments and income, in accordance to the rules of the Society. The Treasurer shall be in charge of the prompt paying of any the fees and other social, fiscal and contractual obligations of the Society.

The bank deposits and withdrawals and any cheques drawn against the Society's current account shall require the signature of the Treasurer, or of the Vice-Treasurer or the President if the Treasurer is not available.

**Article 33.- THE VICE-TREASURER.** The vice-Treasurer is the natural substitute of the Treasurer.

Article 34.- THE MEMBERS. The members of the Board of Directors shall have the rights and duties corresponding to their position and those delegated by the President.

### **III. MEMBERS**

#### **SECTION 1.- PROCEDURE FOR OBTAINING AND LOSING MEMBERSHIP**

Article 35.- REQUIREMENTS FOR MEMBERSHIP. The Society is open for membership to all who, because of their profession, qualifications, experience or scientific knowledge, are interested in the study of the physiology and pathophysiology of the brainstem, and who would be admitted by the Board of Directors.

Candidates should apply for membership to the Secretary, in writing. The application should be accompanied by a brief curriculum vitae, a letter of support from another member and undertake to pay the membership fee and the annual fees.

Article 36.- HONORARY MEMBERS. The Board of Directors may nominate honorary members whose fees may be waived. Honorary members are usually professors who have made important scientific contributions and may be of help to the Society in the obtaining its objectives.

Article 37.- OBTAINING MEMBERSHIP. The person requesting membership shall become a member at the time which the membership fee is paid, except for honorary members who shall become members on agreement by General Assembly.

Article 38.- LOSS OF MEMBERSHIP. Membership shall be lost due to resignation, death, repeated delay in paying the fees, or by decision of the Board of Directors to expel the member.

Article 39.- EXPULSION OF MEMBERS. Members of the Society may be expelled if they fail to pay the annual fee or their behaviour is judged unsuitable and prejudicial to the Society by the Board of Directors. In this case, the Board of Directors should inform the member, whose behaviour is questioned, of their decision. This member shall then have the opportunity to explain his/her behaviour in public or otherwise defend him/herself as regards the decision made by the Board of Directors.

#### **SECTION 2.- RIGHTS AND DUTIES OF THE MEMBERS**

Article 40.- RIGHTS OF THE MEMBERS.

1. Receive help, advice, information and assistance in all matters constituting the objective of the Society.
2. Attend the Conferences, Meetings and Scientific Sessions organised by the Society.
3. Intervene in debates, and vote according to these bye laws and the law.
4. To object to decisions, be informed of the general state of accounts, and exert other rights inherent to the members according to these bye laws and the general law.

Article 41.- DUTIES OF THE MEMBERS.

1. Obey the bye laws and the decisions reached by the General Assembly and the Board of Directors.
2. Pay the membership fee and all the periodical fees determined by the Board of Directors.
3. Behave in a suitable manner with respect to other members.

Article 42.- FEES. The membership fee and the periodical fees shall be determined by the General Assembly. Repeated delay in payment of the fees may lead to expulsion of the member from the Society. This shall be

considered when, after a personal letter, the member does not pay the debt within one month.

The initial membership fee is fixed at 25 E. This fee shall cover membership until the end of the year of acceptance. The annual fee is fixed at 25 E, to be paid during the first 3 months of the natural year.

Article 43.- DEMOCRATIC RESPECT. All members have the right to free expression of their opinion and may not be sanctioned for expressing a difference of opinion with regard to that of the Board of Directors, as long as these differences of opinion do not infer dishonour, disrepute, or contempt and are expressed with due respect.

#### **IV. FINANCIAL REGULATIONS**

Article 44.- FOUNDATION EQUITY. The BSS does not have any equity. At the time of its constitution, the estimated initial budget is 7.500 E.

Article 45.- FINANCIAL RESOURCES. The financial resources shall be those deriving from membership fees and periodical fees, donations, and other legitimate activities the Board of Directors decides may be carried out in accordance with the objectives of the Society.

Article 46.- USE OF SOCIETY FUNDS. Once the expenses derived from its constitution and organisation are paid, the Society shall use the remaining funds for the organisation of Conferences, Meetings, Seminars, Scientific Sessions, as well as the publication of scientific texts, reports and comments and in general to finance all that which the Board of Directors considers to be in accordance with the objectives of the Society.

Article 47.- ADMINISTRATION OF FUNDS. Once a year, at least, for the presentation of the accounts to the General Assembly, and at any other time the Board of Directors deems necessary, the Board of Directors

may revise the state of the accounts under the supervision of the Treasurer.

#### **V. DISSOLUTION OF THE SOCIETY**

Article 48.- CAUSES FOR DISSOLUTION OF THE SOCIETY. The Society shall be dissolved:

1. Because the members decide to dissolve it in an Extraordinary General Assembly, with the requirements established Article 12.
2. Due to legal causes.
3. By final judgement.

Article 49.- DESTINATION OF THE REMAINING FUNDS. In the event of the dissolution of the Society, the General Assembly who agrees to the dissolution, shall nominate a Committee, made up of five members, to deal with the remaining funds. After paying all debts, the remaining funds, if any, shall be donated to a non-profit medical Society.

#### **FINAL PROVISIONS**

**FIRST.** These bye laws may be modified only after agreement of the general Assembly summoned specifically for this purpose.

**SECOND.** All that is not provided for in the present bye laws shall be resolved according to European law and current regulation regarding Associations, with respect to the laws of the country where the Head Office of the Society is located.

**THIRD.** These bye laws are written in English and Spanish and their meanings are equivalent. The two versions are equally valid before the competent, official agencies.

Amsterdam, 28 April, 2001