

Constitution

*Proposed at the Council Meeting on the 31st of January 2008 in Berlin
and approved at the Business Meeting on the 13th of July 2009 in Leipzig*

A. Name.

The name of the Association is: **The European Society for Neurochemistry**
("the Society")

B. Administration.

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Council, constituted by clause **H** of this constitution ("**Council**").

C. Objects.

- a) The object for which the Society is established is the advancement of the science of Neurochemistry for the public benefit.
- b) In furtherance of these objectives the Society shall endeavour to:-
 - i) Aim to promote the development of Neurochemistry in Europe and to facilitate exchange of ideas and interests amongst its members. [Europe is defined as including those countries bordering the Mediterranean Sea.]
 - ii) Foster the interaction between clinical and basic Neurochemistry.
 - iii) It should be open to all who are interested in Neurochemistry and allied subjects. No one should be excluded from membership of the Society or from attendance at its meetings on grounds of race, religion or nationality.
 - iv) It should seek to be represented on the appropriate advisory and consultative bodies that might impinge upon Neurochemistry, and should seek close relationships with related professional bodies of disciplines interested in Neurobiology.
 - vi) Promote general scientific meetings for the discussion and dissemination of research findings in Neurochemistry.
 - vii) Arrange and provide for exhibitions, lectures, and training courses.
 - viii) Publish leaflets, pamphlets, journals and books upon the science of Neurochemistry.
 - ix) Collect, tabulate and distribute information on all matters relating to Neurochemistry.
 - x) Promote, organise and support research relating to Neurochemistry.

vxi) Raise funds and invite and receive contributions from any person or organisation by way of subscription or donation, provided that the Society shall not undertake any trading activities in raising funds for the said objectives.

D. Powers.

In furtherance of the objects but not otherwise the Council may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions, provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power, subject to any consents required by law, to borrow money with repayment of the money so borrowed;
- (iii) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (iv) power to establish or support any charitable trusts, associations or
- (viii) power to appoint and constitute such advisory committees as the Council may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the objects.

E. Membership.

(1) Membership of the Society shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Council, unless the subscription has been waived for some categories of membership (below)

(2) Categories of membership are:

- a) Ordinary Members. Applications are welcome from neurochemists (and neuroscientists or clinicians interested in the subject) from all countries.
- b) Honorary Members. Individuals who in the opinion of the Society have made an exceptional contribution to Neurochemistry may be nominated as non fee-paying Honorary Members by the Council and elected by a majority of two-thirds of the Ordinary Members at a Business Meeting.
- c) Emeritus Members. Ordinary Members will be eligible on recommendation by Council for non fee-paying Emeritus Membership upon retiring from regular professional duties.
- d) Sustaining Members. Any organisation, society, company, industry or foundation which has an interest in Neurochemistry or associated scientific disciplines which

makes a donation to the Society may at the discretion of the Council be eligible for election as a Sustaining Member. Such an organisation may then nominate one of its staff or alternate as representative as the Sustaining member. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

- (3) Every member of any category shall have one vote.
- (4) The Council may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Council, accompanied by a friend, before a final decision is made.

F. Subscriptions

Annual membership subscriptions shall be approved at the Business Meeting. The amount of the subscription should be determined by Council, who should bear the following points in mind: it should be kept as low as possible and designed to cover costs of notices rather than the costs of Council meetings. The latter should be included in the costs of the Scientific meetings.

G. Officers.

The preferred practice of the Society is to appoint the Secretary and the Treasurer in rotation as the President. In accordance with this practice, each of the Secretary and the Treasurer is elected by ballot for a four-year-term and the appointments are staggered so that the Treasurer is appointed two years after the appointment of the then Secretary. Having served for four years the Secretary or the Treasurer as appropriate shall be appointed by the Council as the President. The President is appointed for a two-year-term. All such appointments shall take effect from the Business Meeting. If this practice cannot be followed in any particular case the Council shall be empowered to implement alternative arrangements until new arrangements have been approved by the Ordinary Members and are fully implemented.

H. Council

- (1) The Council shall consist of European members, not less than 10, nor more than 15, being:
 - (a) the Officers specified in the preceding clause;
 - (b) not less than 7 members elected at the Business Meeting who shall hold office from the conclusion of that meeting.
 - (c) The Council may in addition appoint up to 5 co-opted members. Each appointment of a co-opted member shall be confirmed at the next business meeting.
 - (d) Council should take note of the desirability of representation from younger neurochemists and as broad a spread of geographical distribution as possible and that it should include clinical as well as basic neurochemists.
- (2) Elections to the Council should be by postal ballot. The Secretary should advertise for nominations in the ESN news and ESN web site. Nominations for election of members to

Council shall be made in writing or by email by the proposer and seconder, with written agreement of the candidate. Three months later the nominations should be listed in the web site with a request that votes from members be sent to the Secretary within a further month. The results of the election (after scrutiny by three members of Council) must be published as soon as possible in the web site.

- (3) All the members of the Council shall retire from office together at the end of the Business Meeting next after the date on which they came into office but they may be re-elected or re-appointed for a maximum of 8 years.
- (4) The proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

I. Termination of Membership of Council.

A member of the Council shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Council from all their meetings held within a period of one year and the Council resolve that his or her office be vacated; or
- (4) notifies to the Council a wish to resign (but only if at least three members of the Council will remain in office when the notice of resignation is to take effect).

J. Council Members not to be personally interested.

- (1) [Subject to the provisions of sub-clause (2) of this clause] no member of the Council shall receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.
- (2) Any member of the Council for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Council to act in a professional capacity on behalf of the Society: Provided that at no time shall a majority of the members of the Council benefit under this provision and that a member of the Council shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

K. Meetings and proceedings of the Council.

- (1) The Council shall hold at least one Meeting each year. A special meeting may be called at any time by the President or by any three members of the Council upon not less than 30 days' notice being given to the other members of the Council of the matters to be discussed.

- (2) The President shall act as chairman at meetings of the Council. If the President is absent from any meeting, the members of the Council present shall choose one of their number to be chairman of the meeting before any other business is transacted
- (3) There shall be a quorum when at least one third of the number of members of the Council for the time being or three members of the Council, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Council present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Council and any sub-committee.
- (6) The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Council may appoint one or more sub-committees consisting of two or more members of the Council plus persons from the ordinary membership, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee : provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.

L. Receipts and expenditure.

- (1) The funds of the Society, including all donations contributions and bequests, shall be paid into an account operated by the Council in the name of the Society at such bank as the Council shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Council.
- (2) The funds belonging to the Society shall be applied only in furthering the objects.

M. Property.

- (1) Subject to the provisions of sub-clause (2) of this clause, the Council shall cause the title to:

all investments held by or on behalf of the Society; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Council at their pleasure and shall act in accordance with the lawful directions of the Council. Provided they act only in accordance with the lawful directions of the Council, the holding trustees shall not be liable for the acts and defaults of its members.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Council may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any

subsidiary of any such stockbroking company) as nominee for the Council, and may pay such a nominee reasonable and proper remuneration for acting as such.

N. Accounts.

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Society;
- (2) the preparation of annual statements of account for the Society;
- (3) the auditing or independent examination of the statements of account of the Society; and
- (4) the transmission of the statements of account of the Society to the Commission.

O. Annual Report.

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

P Annual Return.

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

Q. Business Meeting.

- (1) There shall be a Business Meeting of the Society, which shall take place at least every other year in connection with the scientific Conference.
- (2) Every Business Meeting shall be called by the Council. The Secretary shall give at least 30 days' notice of the Business Meeting to all the members of the Society. All the members of the Society shall be entitled to attend and vote at the meeting.
- (3) The President will normally act as chairman of the meeting. In his or her absence, before any business is transacted at the Business Meeting the persons present shall appoint a chairman of the meeting.
- (4) The Council shall present to each Business Meeting the report and accounts of the Society for the preceding year.

R. Special Business Meetings.

The Council may call a Special Business Meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 30 days' notice must be given. The notice must state the business to be discussed.

S. Procedure at Business Meetings.

- (1) The Secretary or other person specially appointed by the Council shall keep a full record of proceedings at every Business Meeting of the Society.
- (2) There shall be a quorum when at least one tenth of the number of members of the Society for the time being or ten members of the Society, whichever is the greater, are present at any Business Meeting.

T. Notices.

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary or the Council on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address, and any letter so sent shall be deemed to have been received within 14 days of posting.

U. Alterations to the Constitution.

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a Business Meeting. The notice of the Business Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause **A** (the name of charity clause), clause **C** (the objects clause), clause **J** (Council members not to be personally interested clause), clause **V** (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- (4) The Council should promptly send to the Commission a copy of any amendment made under this clause.

V. Dissolution.

If the Council decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 30 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Council shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commission.