

Statutes of the *Neural Simulation Technology Initiative* (NEST Initiative)

Draft version 2.2

Note:

- This is a rough translation by a non-native speaker with little experience with English legalese.
- The German text will be binding.
- Swiss law governing associations (Vereine), can be found here (in German): <http://www.admin.ch/ch/d/sr/210/index1.html#id-1-2>.

I. General

Article 1

The *Neural Simulation Technology Initiative (NEST Initiative)* is an association as defined by article 60 ff. of the Schweizerische Zivilgesetzbuch. The seat of the association is Lausanne.

Article 2

The purpose of the NEST Initiative is to further science and research especially in the field of computational neuroscience.

Article 3

The NEST Initiative achieves its purpose particularly

1. by supporting the development, quality control, and distribution of scientific software for computational neuroscience, with special consideration given to the software package *Neural Simulation Tool (NEST)*;
2. by managing the rights to pertinent scientific software according to no. 1, including pertaining documentation and trademark rights;
3. as the official voice of software projects according to no. 1, in particular the Neural Simulation Tool, in communications with media, funding institutions and commercial as well as non-commercial users.

Article 4

The NEST Initiative is oriented towards the common good. Its activities are not oriented towards profits.

II. Mitgliedschaft**Article 5**

Natural and legal persons who share and support the goals of the NEST Initiative, may become members of the NEST Initiative.

Article 6

To account for the various ways in which members support the goals of the NEST Initiative, the following types of membership are provided:

1. *Active members* are natural persons who support the purpose of the association and the implementation of its goals by active long-term collaboration. Active members enjoy full membership rights and obligations.
2. *Supporting members* are natural or legal persons who support the purpose of the association and the implementation of its goals without actively participating in their implementation. Legal persons nominate a natural person as their representative to exercise their remaining membership rights and obligations. Supporting members do not have the right to vote at the general assembly.

Article 7

The membership can be obtained in the following way, or changed from one type of membership to another:

1. An application for supporting membership is to be addressed to the board. The board decides the matter.
2. Active membership is obtained upon a proposal by at least two active members, which has to be approved by at least half of all active members.
3. An active member can become a supporting member by written statement addressed to the board.
4. If an active member for more than one year ceases to contribute actively to the implementation of the goals of the association, then the board has the right to convert the membership to a supporting membership. The member can appeal this decision to the general assembly.

Article 8

Membership in the association ends

1. upon the death of the member or the dissolution of the legal person;

2. by resignation of the membership;
3. by exclusion.

Article 9

A member may resign from its membership by written declaration towards the board. Membership dues that have already been paid are not refunded.

Article 10

A member may, upon proposal of the board, be excluded from the association on grounds of behavior detrimental to the association. The member has to be informed about the reasons for the exclusion and has to be given the opportunity for rebuttal. The decision about the exclusion is made by the general assembly with 2/3 majority. The decision is effective immediately.

Article 11

Any claims to the property of the association cease upon the termination of the membership.

Article 12

Obligations of the NEST Initiative Association are limited to the assets of the Association. Personal liability of the members of the association is excluded.

III. Organisation

Article 13

The NEST Initiative Association has a Board and a General Assembly.

IV. Board

Article 14

The board of the association is composed of the president and at least two and at most four further members. Only active members can be members of the board.

Article 15

Each member of the board may represent the association individually.

Article 16

The president and the other members of the board are elected by the general assembly for a period of three years.

Article 17

Board members remain in office after the expiry of their term until a new board has been elected. Re-election is possible.

Article 18

The board designates amongst its members a vice president and a treasurer.

Article 19

The board decides upon rules of order. These may permit that board meetings be held by

telephone- or video-conference and that board decisions can be made by mail. The board informs the membership about its rules of order.

Article 20

The board has all powers and obligations which are not, by these statutes or by law, the prerogative of the general assembly.

V. General assembly

Article 21

The general assembly has to be convened at least once a year.

Article 22

The general assembly has to be convened if at least one fifth of all members require it in writing.

Article 23

The board invites the members to the general assembly at least four weeks before the date of the assembly. The invitation includes the agenda for the assembly.

Article 24

Any properly convened general assembly has the power to make decisions.

Article 25

Active members have the right to vote at the general assembly. Supporting members have the right to make proposal and to be heard, but do not have the right to vote. Each member with the right to vote may, with written authorization, exercise the voting right of one other member with the right to vote.

Article 26

The general assembly has the following duties in particular:

1. To elect a chair of the assembly.
2. To hear the annual report of the board about the associations activities in the previous calendar year.
3. To hear the business report for the previous calendar year.
4. To hear the report of the controllers for the previous calendar year.
5. To discharge the board of its responsibilities (i.e., to vote that the board has done its job well and that the assembly does not want to hold the board responsible for wrongdoing).
6. To determine the membership dues for the coming calendar year.
7. To elect the board.
8. To elect the controllers.
9. To decide about changes to these statutes or the dissolution of the association.

Article 27

Provided nothing else is stated in these statutes, the general assembly decides by simple majority of the votes cast. Blank votes are ignored. If there are equal numbers of jays and nays, a proposal is not accepted. Votes are to be cast secretly if at least one member with voting rights demands this.

Article 28

A change of these statutes requires a majority of three quarters of the votes cast.

Article 29

The general assembly can make decisions only about such items that were listed on the agenda included with the invitation to the assembly.

Article 30

Meeting minutes are to be recorded by a record taker elected by the assembly. The minutes shall contain location, time, number of voting and non-voting members present, the decisions made, the precise wording of changes to the statutes and the results of any votes taken. The minutes are to be signed by the chair of the assembly and the record keeper.

VI. Controllers

Article 31

The general assembly elects two members, who are not members of the board, as controllers for a period of one year.

Article 32

The controllers control the accounts of the association and the annual report of the board and report in writing to the general assembly. The general assembly can require that the controllers report orally to the assembly.

VII. Financial matters

Article 33

The business year coincides with the calendar year.

Article 34

The funds of the association are to be used to achieve the purpose and goals of the association. The use of the funds is to be documented by bookkeeping, and is to be reported to the general assembly.

Article 35

The members have to pay annual membership dues as decided by the general assembly. The general assembly may decide different levels of dues for active and supporting members, and for natural and legal persons.

VIII. Special items

Article 36

1. The dissolution of the association can only be approved by a general assembly convened only for this purpose and invited at least six weeks before the date of the assembly.
2. The invitation to the general assembly which is to vote upon the dissolution of the association, must contain a proposal for the disposition of the assets of the association.
3. A decision about the dissolution of the association requires a majority of three quarters of the attending members with voting rights.

Article 37

The incorporating assembly

1. decides which founding members are active members of the association;
2. elects the president for three years, and at least one board member for one year and at least one board member for two years;
3. elects controllers;
4. sets the membership dues for the current and subsequent calendar years.