



1 **Obligations and Rights of Membership**

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Article 1.

- 5 1.1. By accepting membership in the Association, all members agree to follow the statutes, by-
6 laws and rules of the Association, as well as the agreements and decisions taken by the
7 Association.
8 1.2. Student members are accepted for the INA membership for a period of two years. The
9 studentship has to be confirmed through a written statement by a regular or a honorary INA
10 member. On termination of the two year period, the student membership is immediately
11 renewable for one more period of two years, provided that the studentship is reconfirmed by
12 a regular or a honorary INA member.
13 1.3. Regular members must pay a contribution to the Association. The amount and period are
14 proposed by the Executive Committee and approved by the membership eligible to vote.
15 1.4. Honorary and student members are exempt from paying membership dues.
16 1.5. The Executive Committee is authorized to grant partial or entire exemption of dues payment
17 to a regular member. Exemption will be granted only on a written request of the candidate
18 member to the Secretary. The request must provide reasonable arguments for exemption of
19 dues.
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21 **General Business Meetings**

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Article 2.

- 25 2.1. Every two years, a general business meeting shall take place during the Scientific Meeting of
26 INA stipulated by the Executive Committee.
27 2.2. The following items will be discussed in addition to those mentioned in Article 12 of the
28 Statutes of INA:
29 a. a financial report of the local sub-committee responsible for the organization of the
30 previous general scientific meeting
31 b. an account of the scientific subcommittee during the previous period of administration
32 c. proposals for the location and date of future general scientific meetings
33 d. all actions and intentions of which the Executive Committee can reasonably assume are
34 of general interest to the Association
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36 **Ballot voting procedure**

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Article 3.

- 40 3.1. ... The procedure for ballot voting must be described in the by-laws (Article 14.6 of the
41 Statute)
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43 **Executive Committee Meetings**

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Article 4.

- 47 4.1. The Executive Committee assembles whenever it is deemed necessary. Executive Committee
48 meetings are convened by the President or by a majority of Executive Committee members.

- 49 4.2. For the purposes of adopting a resolution, a quorum of at least five?? Executive Committee
50 members must be present. A resolution is adopted by simple majority vote. In case of a tie,
51 the vote of the President is decisive.
- 52 4.3. If an insufficient number of members can be present, meetings can be replaced by written or
53 telephone consultation. In this case, the voting on proposals can occur by post, facsimile
54 message or by electronic means if agreed to by the members. Meetings and voting conducted
55 when Executive Committee members are not physically gathered are organized by the
56 Secretary.

57
58 **Article 5.**

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60 5.1. If one of the Executive Committee members petitions the President to hold a meeting of the
61 Executive Committee, the President shall make arrangements for such a meeting.
- 62 5.2. The President, Secretary and at least two other member of the Executive Committee must be
63 present at such a meeting.

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65 **Nomination, Election and Dismissal of the Executive Committee**

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67 **Article 6.**

- 68
69 6.1. Only regular members can be elected to the Executive Committee.
- 70 6.2. At least nine months before the general business meeting, the Secretary of the Executive
71 Committee shall:
72 a. inform all members of the Association of the names of the resigning Executive
73 Committee members and the eligibility of the resigning members for re-election, and
74 b. request nominations for candidates to the Executive Committee
- 75 6.3. Nominations for vacant posts in the Executive Committee shall be made in written form by
76 regular members of the Association. Nominations should reach the Secretary at least 6
77 months before the general business meeting.
- 78 6.4. The Secretary will submit nominations to the chair of the Nominating Committee. The
79 immediate Past-President shall serve as chair of the Nominating Committee. Other members of
80 the Nominating Committee shall be two other Past-presidents.
- 81 6.5. Each provisional candidate shall be polled by the chair of the Nominating Committee to
82 determine if s/he is willing to undertake the duties if elected. The provisional candidate must
83 respond in writing and each response will be maintained in the historical files of the
84 Association.
- 85 6.6. Two provisional candidates for each office who indicate their willingness to serve shall be
86 selected by the Nomination Committee and placed on the ballot for election. A ballot will be
87 prepared by the Secretary and sent to the voting members of the Association at least by
88 February 15 prior to the general business meeting.
- 89 6.7. Each new member of the Executive Committee shall be elected by a simple majority of votes
90 received by the Secretary within 60 days after postmark of the ballots to the membership. In
91 the event of a tie vote, the Executive Committee shall select the new Executive Committee
92 member by a simple majority vote of the Executive Committee members. The ballots for
93 each candidate will be counted by the Secretary and recorded in the Association's historical
94 files. Individual ballots will not be retained.
- 95 6.8. The new members of the Executive Committee will be announced at the general business
96 meeting following the election, and shall begin their terms of office at the conclusion of the
97 meeting.

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99 **Duties and Responsibilities of the Executive Committee**

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101 **Article 7.**

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103 7.1. The President coordinates the work of the Executive Committee and represents the
104 Association at official occasions. The President should be present at all scientific meetings
105 organized by the Association and acts as President at the general business meeting.

- 106 7.2. The President is a member of the scientific organizing committee for the Association's
107 scientific meetings.
- 108 7.3. The President-elect takes the place of the President in case of absence and assumes the duties
109 of the President in case of resignation or removal.
- 110 7.4. The Past-President serves as chair of the Nominating Committee.
- 111 7.5. The Past-President reviews the Statutes and the By-laws of the Association and recommends
112 changes to the Executive Committee, if any.
- 113 7.6. The Past-President is a member of the local organizing committee for the Association's
114 scientific meetings.
- 115 7.7. The Secretary shall:
- 116 a. Maintain the membership list, respond in a timely manner to requests to join the
117 Association, make lists of new Members, Members registered at the annual meeting of
118 the Association, and Members removed from the membership, make these lists available
119 to any Member of the Association, and report on membership issues either at the annual
120 business meeting of the Association, or by mail.
- 121 b. Distribute announcements, ballots, letters, and other information to the membership at the
122 request of any Officer of the Committee, by the means requested (e.g., by paper or
123 electronic mail), in a timely fashion. The Association may, at the discretion of the
124 Secretary and with the concurrence of the President, bear the costs of all distributions.
- 125 c. Record minutes of each business session and Council meeting at each annual meeting of
126 the Association, or designate an alternate Member to do so. Report the minutes of the
127 business session of the previous meeting, if requested by any Member.
- 128 d. Maintain the Association's historical files, including: correspondence received by or sent
129 in the name of the Association; minutes from the business session; and significant
130 Association business completed each year, including a summary record of all votes taken.
131 The Secretary may purge files of outdated material from any prior President's term, but
132 without destroying the Association's history. Files from each President's term shall be
133 made available for inspection by any Member at the annual Association meeting, if notice
134 of such request is made to the Secretary at least 1 month in advance of the meeting.
- 135 e. Count the ballots submitted during all Association elections and report the results to the
136 President.
- 137 f. The secretary shall receive applications for membership in the Association and shall
138 serve as the Chair of the Membership Committee. At least twice per year, the Secretary
139 shall distribute the applications to one other member of the Executive Committee for a
140 decision concerning membership. In the event of disagreement between the Secretary and
141 other EC member concerning the applicant, the application shall be distributed to all
142 members of the EC who shall then vote on the acceptability of the applicant for
143 membership. A majority of votes shall be necessary to accept a new member.
- 144 7.8. The treasurer is responsible for collecting the contributions of the members of the
145 Association and supervises the financial transactions of the Association. The treasurer is
146 responsible for maintaining the Association's bookkeeping.

147
148 **Article 8.**

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- 150 8.1. Once each year, before the end of each administrative and fiscal year, the Treasurer on behalf
151 of the Executive Committee will prepare a financial statement of the last administrative and
152 fiscal year, containing a balance-sheet and a list of the assets and debts of the Association.
- 153 8.2. The Treasurer's account, as stated in Paragraph 1 of this Article by two regular members of
154 the Association who have been appointed for this task at the general business meeting.
- 155 8.3. The Executive Committee is obliged to disclose all information necessary for examination by
156 the auditors named in Paragraph 2 of this Article.

157
158 **Article 9.**

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- 160 9.1. The Executive Committee has the authority with approval of the membership to employ and
161 pay one or more persons outside the regular members or Executive Committee to supervise,

162 organize or carry out work for the Association. In that case, the Executive Committee is
163 responsible for setting the conditions, length of employment and salary. The Executive
164 Committee may discharge any employee for due reason.
165 9.2. The employment and discharge of any person by the Association can only be done by the
166 Executive Committee.
167

168 **Article 10.**

- 169
- 170 10.1. The Executive Committee will maintain at least one bank account in the Netherlands.
 - 171 10.2. The Treasurer may open an additional bank account in his/her country that can serve as the
172 active account for covering operating costs during his/her term of office. The bulk of the
173 Association's funds shall be maintained in the Netherlands, where the Association is
174 incorporated
 - 175 10.3. The Executive Committee will authorize in writing members eligible to conduct transactions
176 on behalf of the Association.
 - 177 10.4. The Executive Committee will authorize the opening of a bank account by the local
178 organizing committee of the next scientific meeting in the country in which the meeting is
179 being held. Payment by means of this bank account requires the signature of the President of
180 the local organizing committee.
 - 181 10.5. The Executive Committee will make available to the local organizers funds for the initiation
182 of organizational activities for the next scientific meeting, the amount of which will be
183 determined by the Executive Committee. Unless approved otherwise by the Executive
184 Committee, this amount shall be returned to the treasury of the Association within 1 year
185 after the scientific meeting.
 - 186 10.6. The Executive Committee will make provisions for the endowment of the Jacob Hooisma
187 Memorial Fund and the reimbursement of the named speaker.
 - 188 10.7. Unless otherwise agreed upon by the Executive Committee and the local organizing
189 committee, fifty percent of any profits made from the scientific meetings will be returned to
190 the Association's treasury .
191

192 **Sub-committees**

193 **Article 11.**

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- 195
 - 196 11.1. The Executive Committee will establish 3 sub-committees: a Membership Committee, a
197 Local Organizing Committee of the next scientific meeting and a Scientific Committee of the
198 next scientific meeting. These committees will be established and will operate according to
199 Article 11 of the Statutes.
 - 200 11.2. The Local Organizing Committee will consist of persons from the institution that organizes
201 the scientific meeting and will include the Past-President and one other member of the
202 Executive Committee.
 - 203 11.3. The Local Organizing Committee selects and arranges the facilities for the scientific
204 meeting, raises funds for the meeting, is responsible for the timely announcement of the
205 conference and provides the technical facilities necessary for the conference. This sub-
206 committee selects the persons who can apply for a reduction of their conference fee. The
207 Local Organizing Committee must prepare a financial budget for the meeting to the Treasurer
208 of the Association and works with the Treasurer in all financial matters concerning the
209 conference. The Local Organizing Committee works together with the Scientific Organizing
210 Committee concerning all scientific matters.
 - 211 11.4. The Scientific Organizing Committee consists of the President of the Executive Committee,
212 the President of the Local Organizing Committee and at least two appointed members. The
213 Scientific Organizing Committee should reflect the different disciplines within the field of
214 Neurotoxicology and work closely with the Local Organizing Committee in organizing the
215 scientific program. The Scientific Organizing Committee is responsible for obtaining
216 proposals for symposium topics and speakers from the regular members, for, reviewing all
217 scientific articles and abstracts that are submitted for presentation at the meeting. If not all

218 submissions can be accepted, the choice of the Scientific Organizing Committee will be
219 based exclusively on scientific merit.

220 11.5. The Membership Committee judges applications for membership and recommends
221 applications to the Executive Committee.
222

223 **Notification of Members**

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225 **Article 12.**

226

227 12.1. Any notice may be given by the Secretary to any member either in person or, as the case may
228 be, to his or her appointed representative, or by post at his or her last known address, or by
229 electronic means if so indicated by the member. Any notice sent by regular post is deemed to
230 have been received within 10 days of mailing. Any notification sent by electronic means is
231 deemed to have been received within 7 days unless a notice to the contrary has been
232 received.
233

234 **Discretionary Powers**

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236 **Article 13.**

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238 13.1. In matters where no provision has been made in these by-laws, the Executive Committee
239 shall decide.
240

**English translation of the
Statutes of the
International Neurotoxicology Association**



Disclaimer: This translation of the Statutes of the International Neurotoxicology Association is an accurate representation of the original Dutch text. However, in case of differences between the interpretation of the translated text and that of the original text, the interpretation of the latter will prevail.

INCORPORATION/995850/72302/MLB

Today, the twenty sixth of June two thousand and two, appeared for me, mr. Nico Cussell, notary at Leiden:

1. Mrs. DR BEVERLY KULIG (... *personal info left out* ...)
2. Mr. DR HENDRIKUS PETRUS MARIA VIJVERBERG (... *personal info left out* ...)

The persons appeared declared herewith to call into existence a society to which will apply the following

STATUTES

Name and Seat

Article 1

The name of the association is: **International Neurotoxicology Association** .
She is seated in Leiden (*..added note: Leiden, The Netherlands*).

Purpose

Article 2

1. The purpose of the Association is to promote scientific knowledge regarding the action of toxic agents on the nervous system and the exchange of information on this field among its members as well as with scientists of other disciplines.
2. She shall endeavor to achieve these objectives through:
 - organization of scientific meetings at which may be present: the members, members of other scientific associations, representatives of governmental and regulatory governmental bodies and other individuals;
 - promotion of the conduct of scientific research and the publication of the results thereof;
 - collection and dissemination of information pertaining to the goal set forth above and the exchange of information with others having the same purpose, wherever in the world;
 - promotion of the preparation of articles, books, journals, pamphlets or other documents and their dissemination;
 - everything that may further benefit the purpose of the Association in the broadest sense

Duration

Article 3

The Association has been founded for an indefinite period.

Membership

Article 4

1. The Association consists of regular members, student members, and honorary members.
2. Only natural persons can be members of the Association.

Article 5

1. Regular Members are those who are concerned with the purpose of the Association and are directly or indirectly involved in the field of neurotoxicology and who have applied as such to the Executive Committee and have been admitted as such to the Association by the Executive Committee.

2. Student Members are students or junior scientists, who are registered as participants in higher education (Bachelors, Masters, Ph.D.) in neurotoxicology or in a subject related to neurotoxicology and who have applied as such to the Executive Committee and have been admitted as such to the Association by the Executive Committee.
3. Honorary Members are persons of distinction in the field of neurotoxicology and who, on proposal by the Executive Committee, have been appointed as such by the general business meeting.
4. Only Regular Members are members in legal sense. In the following, the term 'members' refers to all members, unless otherwise stated.

Article 6

1. The membership ends:
 - a. through the death of the member
 - b. through resignation by the member
 - c. through notice by the Association
 - d. through expulsion
2. Termination of the membership of the Association by a member occurs through written notification to the Secretary.
3. The Executive Committee can cancel the membership when the fees for the membership of the Association have not been paid for a period of more than two years past the due date. The membership may be reinstated on the request by the delinquent member and after payment of fees for the current period.
4. The Association can expel a member when the member acts contrary to the statutes of the Association, rules or decisions of the Association, or if other valid reasons are present. Expulsion from the membership is possible only when the member acts in violation with statutes, rules or decisions of the Association, or when the member causes harm to the Association in an unreasonable way. The Executive Committee must notify the member to be expelled as soon as possible in writing stating the reasons for the action considered. The member shall have the right of appeal within one month after receipt of the notification at the general business meeting of the Association. During the period of appeal and pending the appeal, the member is suspended.

Finances and financial year

Article 7

1. The funds of the Association consist of membership contributions, testamentary dispositions, legacies, donations, grants, and other income.
2. Members must pay a contribution to the Association on a periodic basis. The amount and period of member contributions are subject to approval by the membership at the general business meeting. The members may be divided into different categories, who pay different contributions.
3. The Executive Committee is authorized in special cases to grant partial or complete exemption of dues payment to a member.
4. The funds of the Association shall be spent to support the Association and to the benefit of the purpose of the Association. No part of the earnings of the Association shall be to the benefit of, or distributable to the members, the Executive Committee, or other persons. This does not exclude reasonable payment to employees of the Association or reasonable compensation of expenses made by members of the Executive Committee and other committees of the Association.
5. The fiscal year coincides with the calendar year.

The Executive Committee

Article 8

1. The Executive Committee consists of at least five members. The functions within the Executive Committee include, in any case, the following: President, President-elect, Secretary, Treasurer, and Immediate-Past President. In addition, the function of Councilor can also exist within the Executive Committee. Members of the Executive Committee are appointed in function by the general business meeting or by a decision of the Regular Members outside the general business meeting as described in Article 14.6.

2. The Secretary and Treasurer are elected for a period of four years. A year is understood to mean the period between two consecutive annual general meetings. The Councilors are elected for a period of two years. The Secretary, Treasurer and Councilors are eligible for immediate re-election for a second term in the same position or in another position in the Executive Committee. The function of President-elect is for a period of two years and is directly followed by a two-year period as President. The function of President is directly followed by a two-year period as Immediate-Past President. The Immediate-Past President is not directly eligible for re-election as President-elect.
3. In case of a vacancy within the Executive Committee occurring between elections, the Executive Committee can request a Regular Member of the Association to join the Executive Committee as a member. An Executive Committee member thus appointed shall resign at the first next general business meeting, but can be re-appointed thereafter.
4. The executive authority of an incomplete Executive Committee is maintained.

Article 9

1. The Executive Committee is charged with the management of the affairs of the Association.
2. The Executive Committee is, among others, responsible for:
 - organizing the election, resignation and replacement of Executive Committee members
 - selecting speakers for the Jacob Hooisma Memorial Lecture
 - establishing and making arrangements for collaborations and affiliations with other organizations, including scientific journals and other scientific organizations.
3. The Executive Committee is not authorized to make a decision to enter into agreements to acquire, transfer and/or obtain a mortgage for registrable property, and to enter into agreements which commit the Association as guarantor or primary debtor, make an effort on behalf of a third party, or guarantee the debts of a third party.

Representation

Article 10

1. The Executive Committee is authorized to represent the Association.
2. The right to represent the Association is also due to two members of the Executive Committee acting together, among whom in any case either the President, or the Treasurer, or the Secretary.

Committees

Article 11

The Executive Committee has the authority to establish temporary and permanent committees. The Executive Committee determines the task, the composition and the duration of these committees. All activities of these committees are reported to the Executive Committee.

General Business Meeting

Article 12

1. Each year, a general business meeting of the Association will be held at a time and place stipulated by the Executive Committee.
2. The items discussed at the general business meeting include, but are not limited to, the following:
 - the report of the actions of the Executive Committee during the previous period of administration
 - the report on the finances of the Association during the previous year. In the general business meeting, the Executive Committee shall present the budget for the following year to the membership.
3. General business meetings are chaired by the President of the Association or his representative. In their absence, the meeting will be chaired by another member of the Executive Committee designated by the Executive Committee. If a chairperson cannot be selected in this manner, a chairperson will be selected by the members at the meeting.

Article 13

1. In addition to the general business meeting referred to in the previous article, the Executive Committee may call for additional general business meetings as often as judged desirable.
2. Furthermore, the Executive Committee is required to call for a general business meeting within four weeks of receipt of a written request submitted by at least one tenth of the members having voting rights. In the case that the request has not been acted upon within fourteen days, the requesting members can call for such a meeting themselves.
3. Calling the general business meeting occurs through a written postal or electronic announcement to all members with voting rights at least seven days prior to the meeting. The call shall contain the subjects of the meeting.

Article 14

1. Access to the general business meeting is granted to non-suspended members, persons who take part in the committees and other organs of the Association, as well as those who have been invited to attend by the general business meeting. A suspended member has access to the general business meeting in which the decision for suspension is treated and is authorized to speak on this issue.
2. The non-suspended regular members have the right to vote.
3. For the purposes of adopting a resolution at a business meeting, a quorum of at least 25% of the regular members of the Association must be present.
4. If the quorum is present at the general business meeting, all resolutions shall be decided by a simple majority of votes.
5. If the quorum is not present at the general business meeting, the resolutions proposed during the meeting will be decided on outside the meeting within a period of three (3) months after the meeting in which the proposals were made.
6. It is possible for the members to adopt resolutions and to appoint members of the Executive Committee in another way than gathered in a general business meeting, if all members get the opportunity to vote and none of them opposes this way of decision making. A resolution will be adopted if the required majority of the votes casted are in favor of adopting the resolution. A procedure for voting in this way will be described in the rules and by-laws of the Association.
7. In case of a tie in voting, the President can record a second vote.

Rules and by-laws

Article 15

1. The Executive Committee is authorized to draw up procedural rules and by-laws for the Association. These rules and by-laws must be presented as soon as possible for approval to the members at the general business meeting and once approved they will become effective immediately.
2. Rules and by-laws shall not contain any stipulations violating the law or these statutes.
3. Decisions to approve regulations shall be in accordance with that specified in Article 16.

Modification of the Statutes

Article 16

1. Modification of the statutes can only be decided by the general business meeting, called with the announcement that a modification of the statutes will be proposed in the meeting. Modification of Article 2 item 1 of these statutes as well as of this sentence is not possible.
2. Those, who have called the general business meeting proposing a modification of the statutes, must deposit a verbatim written copy of the proposal on a suitable place for inspection by the members from at least five days before the day of the meeting until the end of the day the meeting was held.
3. Modification of the statutes by the general business meeting can only be adopted with the approval of a majority of at least two-thirds of the votes.
4. Changes in the statutes take effect only following the drawing up of a legal, notarial act.
5. The Executive Committee members must deposit an authentic copy of the act of the modification of the statutes as well as a full, continuous text of the modified statutes at the register kept by the Chamber of Commerce ("Kamer van Koophandel").

Dissolution and Liquidation

Article 17

1. The text of Article 16, items 1, 2 , and 3 is equally applicable to a decision of the general business meeting to dissolve the Association.
2. Unless the general business meeting decides otherwise the affairs of the Association will be settled by the Executive Committee.
3. Any assets remaining shall be transferred to the International Red Cross in Geneva or such other charitable organizations with objectives and purpose similar to the Association, as to the judgment of the general business meeting.
4. After the dissolution the Association will remain in existence as far as required for the settlement of her assets. During the settlement the statutes will remain in force as much as possible. The words 'in liquidation' shall be added to the name of the Association in the mail, correspondence and announcements of the Association.
5. The records of the Association must be kept for seven years after conclusion of the settlement.

Final statement

Article 18

In all cases, for which these statutes or any regulation do not provide, the Executive Committee decides.

Noted, passed in Leiden on the date mentioned in the head of this act.

The appeared person is known to me, notary.

The factual contents of this act has been communicated and explained by me, notary, to the appeared person. The appeared person has declared to have been timely informed about the contents of this act and to agree with it.

Thereupon the act has been read out partially and thereafter signed by the appeared person. Immediately thereafter this act has been signed by me, notary.

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