

# **STATUTES AND BY-LAWS**

## **ARTICLES OF STATUTES**

### **ARTICLE I**

The International Brain Research Organization, or in French, L'Organisation internationale de recherche sur le cerveau, was incorporated 29 March 1961 by the Statute of Canada, 9 - 10 Eliz.II, c.84. It is hereinafter referred to as IBRO.

## **OBJECTIVES**

### **ARTICLE II**

The objectives of IBRO shall be

- to develop, support, co-ordinate and promote scientific research in all fields concerning the brain
- to promote international collaboration and interchange of scientific information on brain research throughout the world, and
- to provide for and to assist in education and the dissemination of information relating to brain research by all available means.

## **MEMBERSHIP**

### **ARTICLE III**

Individual members shall be persons anywhere in the world who have contributed notably to brain research and who support the goals of IBRO. Local, National and Regional Organizations, Commercial Companies and Foundations who contribute to the objectives of IBRO may become members in the appropriate category.

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## **BY-LAWS**

### **SECTION A. PURPOSES AND PROGRAMME AIMS**

#### **ARTICLE I**

The object of the organization is to foster throughout the world fundamental scientific research contributing to an understanding of the nervous system. It is to develop, support, co-ordinate, promote and undertake throughout the world scientific research and education in all fields of neuroscience.

- IBRO shall encourage the application of progress in neuroscience for the benefit of mankind and co-operate with national, regional and international bodies whose aims are consonant with those of IBRO.

- IBRO shall contribute to the advancement of neuroscience in all aspects that involve international relations.
- IBRO shall promote international co-operation in research, publication and dissemination of knowledge in neuroscience.
- IBRO shall act as a world federation of neuroscientists and shall represent the interests of its individual members and its Member Organizations in matters related to international communication and co-operation in neuroscience.

## **SCOPE AND MEANS**

### **ARTICLE II**

- IBRO will devote its activities to research involving the collaboration of scientists belonging to different disciplines and to international collaboration and worldwide education in neuroscience.
- The scope of fundamental research of major concern to IBRO includes all disciplines contributing to scientific knowledge of the nervous system.
- IBRO will work through and with Member Organizations to help them in reaching their own particular objectives and will solicit their aid in advancing the objectives of IBRO.

## **PROGRAMME OF ACTION**

### **ARTICLE III**

- *International Congresses*  
In collaboration with Societies of neuroscience throughout the world, IBRO will promote International Congresses and Meetings on neuroscience on a recurring basis. The Governing Council shall have the supreme authority in all essential matters pertaining to the organization of IBRO Congresses.
- *Education*  
IBRO will encourage training and education in neuroscience at all education levels by such means as organizing training courses, workshops, seminars and visiting lecture teams, and establishing fellowships and IBRO professorships.
- *Fellowships*  
IBRO will promote the establishment of international fellowships, the purpose of which is to stimulate and facilitate international and interdisciplinary advanced training in the basic sciences of importance to neuroscience. Preference shall be given to young researchers seeking training in new techniques.
- *Visiting Lecture Teams*  
IBRO may organize Visiting Lecture Teams which shall encourage the development and organization of neuroscience in countries which can benefit therefrom.
- *Publication and Distribution of Information*  
IBRO will promote international publication and dissemination of information in neuroscience.

- *Visiting Professorships*  
IBRO may designate selected individuals approved by the Executive Committee as IBRO Visiting Professors.

IBRO is composed of the following categories of members:

- Corporate Members
- Academic Members
- Individual Members
- Supporting Members
- Honorary Members

## **SECTION B. MEMBERSHIP**

### **CORPORATE MEMBERS**

#### **ARTICLE IV**

A Corporate Member shall be a Neuroscience Society or Committee devoted to neuroscience or cognate discipline, National Chapter of IBRO, a Research Council or similar scientific society. Application for Corporate Membership shall be sent to the Secretary-General and shall be accompanied by a statement of the nature of the scientific society.

Membership will be accepted by majority vote of the Executive Committee. Each Corporate Member shall pay an annual subscription to IBRO, the amount of which shall be in relation to the number of individual members of the society and in accordance with the fee categories decided by the Executive Committee. All individual members of a Corporate Member Organization are entitled to individual membership of IBRO (see ARTICLE VI).

Corporate Members of IBRO will have representatives on the Governing Council of IBRO with voting rights in relation to the size of their membership (see ARTICLE XIV).

Corporate Members shall promote among their members knowledge and active interest in the objectives and work of IBRO and shall inform the Secretary-General of IBRO of events and developments in their geographical regions that are of importance to IBRO.

### **ACADEMIC MEMBERS**

#### **ARTICLE V**

Academic Membership is open to National Academies of Science or similar scientific societies.

The procedure for application and acceptance of Academic Members shall be the same as for Corporate Members. Each Academic Member shall have one representative on the Governing Council normally with one vote (see ARTICLE XIV). Academic Members shall be entitled to negotiate the amount of their dues.

## **INDIVIDUAL MEMBERS**

### **ARTICLE VI**

In addition to all members of Corporate Member Organizations, any individual anywhere in the world who has contributed notably to brain research and who supports the goals of IBRO may apply for membership. New individual members shall be elected by the Executive Committee.

## **SUPPORTING MEMBERS**

### **ARTICLE VII**

Supporting Members shall be commercial companies, foundations or other bodies who wish to contribute financially to the objectives of IBRO. Membership will be obtained by invitation from the President or the Secretary-General and upon recommendation of the Executive Committee. A Supporting Member shall be responsible for payment of an annual subscription to IBRO, the amount of which will be recommended by the Executive Committee to the Supporting Member.

## **HONORARY MEMBERS**

### **ARTICLE VIII**

Individuals who have made outstanding contributions to neuroscience and to the objectives and work of IBRO, on recommendation of the Nominating Committee, may be elected Honorary Members of IBRO by a two-thirds majority of Governing Council members voting. Honorary Members shall have the rights and privileges of regular members.

## **RESIGNATION**

### **ARTICLE IX**

Members of IBRO may submit their resignation by letter to the Secretariat at any time. Resignation shall become effective three months after receipt of this letter. Corporate, Academic and Supporting Members may withdraw or be required by the Executive Committee to withdraw at any time for proper cause.

## **SECTION C. ADMINISTRATION**

The work of IBRO shall be conducted by:

- The Governing Council
- The Executive Committee
- The Committees and other bodies set up under the provisions of the Statutes and the By-Laws

The composition and functions of these bodies are defined in the By-Laws.

## **COMPOSITION OF THE GOVERNING COUNCIL**

### **ARTICLE X**

The Governing Council shall be composed of:

- President of IBRO (Chairperson)
- Representatives of Member Organizations (Corporate and Academic Members of IBRO)
- Directors of Programmes
- Liaison Officers
- Members of the Executive Committee
- Chairpersons of the Regional Committees

## **ELECTION PROCEDURES FOR MEMBERS OF THE GOVERNING COUNCIL**

### **ARTICLE XI**

Member Organizations shall have the right upon invitation of the Secretary-General to appoint members of the Governing Council with voting rights determined by the size category to which the organization belongs, as stated in ARTICLE XIV.

## **TERMS OF OFFICE FOR MEMBERS OF THE GOVERNING COUNCIL**

### **ARTICLE XII**

Members of the Governing Council shall serve for two years. Members with voting rights may serve for up to three consecutive terms. If a Council member should fail to complete his/her term, a substitute may be appointed by the Member Organization concerned, for the remainder of the term.

The term of Corporate and Academic Members should be decided by their own organizations.

## **FUNCTIONS OF THE GOVERNING COUNCIL**

### **ARTICLE XIII**

The Governing Council is the governing body of IBRO. It determines the policies and programmes of IBRO and directs their implementation and conduct. The Governing Council is empowered to take all steps necessary to fulfil its function. It may enter into contracts that IBRO may lawfully make. The Governing Council may make suitable arrangements for co-operation with other organizations.

The Governing Council shall elect the following officers of IBRO:

- President
- Secretary-General
- Treasurer

The terms of the President and the Treasurer shall be three years. These officers may be re-elected for one further term.

The Secretary-General shall serve for three years after serving for up to one year as Secretary-General-Elect. He/she shall not be eligible for re-election. Following the completion of his/her third year in office, the Secretary-General will continue to serve on the Executive Committee for one more year as Past-Secretary-General.

The Nominating Committee (see ARTICLE XXII) shall present nominations for successors to retiring officers of the Governing Council. The nominee receiving the greatest number of votes from members of the Governing Council shall be appointed.

The President shall preside at meetings of the Governing Council. In his/her absence an elected Vice-President shall preside.

Meetings of the Governing Council will be called by the Secretary-General on behalf of the Chairperson of the Governing Council at intervals not normally exceeding three years. The Secretary-General will send written notice of the place and time of the meeting to all members of the Governing Council at least ninety days before the meeting. On the written request of at least six members of the Governing Council for an extraordinary meeting of the Governing Council, the Secretary-General will, as quickly as possible, arrange a postal ballot of the Governing Council; if more than half is in favour, such a meeting must be held within two months of receipt of the votes.

The quorum for a meeting of the Governing Council is one-third of members with voting rights plus one. The Chairperson of the Governing Council, or in his/her absence an elected Chairperson pro tempore, and the Secretary-General, and the Treasurer or his/her designee must be present. If the Secretary-General is unable to be present at a properly called meeting of the Governing Council, the Chairperson of the Governing Council may appoint a Secretary-General pro tempore to permit the conduct of business.

Decisions will be reached by simple majority vote of members present, except for the election of Honorary Members and for modifications of the Statutes and the By-Laws (see ARTICLE XXVIII) which require two-thirds majority. The same rules shall apply to postal ballots; the result shall be judged as a proportion of the number of the votes cast. With the agreement of the Chairperson and the Secretary-General, the proceedings of an inquorate meeting may be ratified by means of a postal ballot in which a majority of members of the Governing Council with voting rights approves the minutes of the meeting.

## **VOTING RIGHTS OF MEMBERS OF THE GOVERNING COUNCIL**

### **ARTICLE XIV**

Corporate Members of IBRO will have representatives with voting rights on the Governing Council. Voting rights will be determined by the number of members of the Corporate Member Organization, as follows:

- Fewer than 100 members: 1 vote
- 100-1999 members: 2 votes
- 2000-2999 members: 3 votes
- 3000-3999 members: 4 votes
- 4000-4999 members: 5 votes
- plus 1 vote more for each additional 10,000 members

Normally a society must have a minimum of 50 individual members to qualify for affiliation with IBRO as a Corporate Member Organization.

Academic Members, such as National Academies of Science that do not primarily represent neuroscientists shall normally each have one representative with a single vote. However, the representatives of Academic Members from regions not represented by a Corporate Member Organization shall have votes in relation to the number of neuroscientists represented by the Academy or other organization, according to the formula applied to Corporate Members, but with a minimum of one vote.

The Directors of Programmes, Liaison Officers, Chairs of the Congress Committee and Finance Committee, and members of the Executive Committee (with the exception of the President) have no voting rights on the Governing Council, unless they are also representatives of Member Organizations with voting rights.

## **COMPOSITION AND APPOINTMENT OF THE EXECUTIVE COMMITTEE**

### **ARTICLE XV**

The Executive Committee shall consist of the President, the Secretary-General, the Executive Secretary (if appointed), the Treasurer and the Chairpersons of the Regional Committees. The Secretary-General-Elect and the Past-Secretary-General shall also be members of the Executive Committee for a period of up to one year.

## **FUNCTIONS OF THE EXECUTIVE COMMITTEE**

### **ARTICLE XVI**

The Secretary-General or his/her designee shall serve as Chairperson of the Executive Committee. A quorum for a meeting of the Executive Committee shall be the Secretary-General or his/her designee and three other members. Meetings shall be called by the Secretary-General.

The Executive Committee shall meet at least once a year and may make decisions by postal ballot.

The Executive Committee shall work with the Secretary-General to implement the initiatives of the Governing Council. The Executive Committee will make decisions about the acceptance of individual members and Member Organizations of IBRO and will elect Directors for the various programmes mandated by the Governing Council, and Liaison Officers with other organizations, and will receive their reports. The initial period of appointment for each of these officers will be three years but they will be eligible for re-election for a period to be determined by the Executive Committee. The Executive Committee will make temporary appointments of officers and committee members when necessary.

The Executive Committee may, on the request of the Secretary-General, appoint an Executive Secretary for a term of three years. The Executive Secretary would be eligible for re-election.

The Executive Committee shall elect the Finance Committee and shall be empowered to establish new committees of IBRO and elect new members of these committees. Such committees shall normally have a term of three years unless reappointed by the Executive Committee.

## **OFFICERS OF IBRO**

### **ARTICLE XVII**

The Officers of IBRO shall be:

- The President
- The Secretary-General
- The Executive Secretary (if appointed)
- The Treasurer

## **THE PRESIDENT**

### **ARTICLE XVIII**

The President, in conjunction with the Secretary-General, shall act as principal spokesman of IBRO. The President shall be the Chairperson of the meetings of the Governing Council. He/she shall be generally responsible for all matters concerning the administration of the Governing Council and shall advise the various committees about matters pertaining to their responsibilities. In collaboration with the Secretary-General he/she shall be responsible for promoting the execution of policies determined by the Governing Council and shall perform such other functions as fund raising and any other duties that may be necessary or desirable in the furtherance of the purposes of IBRO as stated in the ARTICLES of its Statutes and By-Laws.

## **THE SECRETARY-GENERAL**

### **ARTICLE XIX**

The Secretary-General shall be the Chief Executive Officer of IBRO and, in conjunction with the President, shall act as principal spokesman for IBRO. He/she shall preside at the meeting of the Executive Committee, act as Secretary of the Governing Council and be responsible for executing policies determined by the Governing Council and the Executive Committee. He/she shall be responsible for managing the main secretariat of IBRO. He/she shall initiate new programmes and activities of IBRO,



communicate with Member Organizations, foster liaison with other scientific unions and international organizations and represent IBRO at regional and national meetings.

## **THE EXECUTIVE SECRETARY**

### **ARTICLE XX**

If appointed, the duties of the Executive Secretary shall be to assist the Secretary-General in his/her duties and to carry out the responsibilities of the Secretary-General in his/her absence or disability. He/she shall act as Secretary of the Executive Committee, be responsible for maintenance of the records of IBRO and shall maintain a registry of the members at IBRO Headquarters. He/she shall prepare the agenda for, and give notice of, all meetings of the Governing Council and the Executive Committee and shall make administrative arrangements for these meetings. In addition, he/she shall be responsible for the preparation and distribution of the Annual Report of IBRO. He/she shall communicate with and receive the reports of the Directors of IBRO Programmes, organize voting and disseminate information about IBRO activities.

## **THE TREASURER**

### **ARTICLE XXI**

The Treasurer shall be the Chairperson of the Finance Committee and have the custody of IBRO funds and securities, shall keep full and accurate account of receipts and disbursements of funds belonging to IBRO and shall deposit all monies and other valuable effects in the name and to the credit of IBRO, in such depositories as may be designated by the Governing Council or the Executive Committee. He/she shall also disburse the funds of IBRO as authorized by the Executive Committee and shall render to the Governing Council and the Executive Committee at their regular meetings, or when the Governing Council or the Executive Committee so require, an account of the financial condition of IBRO.

## **SECTION D. COMMITTEES SET UP UNDER THE PROVISIONS OF THE STATUTES AND THE BY-LAWS**

### **NOMINATING COMMITTEE**

#### **ARTICLE XXII**

The IBRO Executive Committee will appoint members of the IBRO Nominating Committee, preferably those who have served previously as a Chair or Member of a Regional Committee. Members of this committee will serve for four years, or until their successors are appointed by the Executive Committee, and may be eligible for re-election.

The Nominating Committee shall be responsible for nominating candidates for President, Secretary-General, Treasurer and the members of the Regional Committees. Members of the Nominating Committee cannot be members of another IBRO Committee.

*(Amended 12/07/2003) (Amended 25/3/2014)*

## **REGIONAL COMMITTEES**

### **ARTICLE XXIII COMPOSITION AND ELECTION**

To select the representatives of the Regional Committees to the Executive Committee of IBRO, each Member Organization within a Region (Corporate and Academic) may nominate up to three candidates for consideration by IBRO's Nominating Committee. A maximum of two of the nominees may be members of the nominating Member Organization; the other nominee should be from another country in the Region or from outside the Region but with a strong demonstrable commitment to neuroscience in the Region.

Candidates shall have expressed a willingness to serve. From the entire list of candidates, the Nominating Committee shall select up to eight people to be members of the Regional Committee, subject to approval by the Governing Council of IBRO. The members of the Regional Committees approved by the Governing Council will serve for four years. Once the Regional Committees are formed, each committee will nominate its Chairperson to serve as a member of the Executive Committee of IBRO.

## **ADDITIONAL COMMITTEES**

### **ARTICLE XXIV**

Additional Committees may be appointed by the Executive Committee, such as:

- Finance Committee
- Planning and Policy Committee
- Committee for Relations with International Scientific Unions
- Communication and Publication Committee

## **FINANCES**

### **ARTICLE XXV**

The President, the Secretary-General and the Treasurer are empowered in the name of IBRO to accept bequests, subventions, grants or donations for carrying out the programmes of action of IBRO specified in ARTICLE III.

The Secretary-General and the Treasurer shall be responsible for the expenditure of funds according to a budget established by the Executive Committee upon the recommendation of the Treasurer. When funds have been given subject to restrictions or have been designated for specific purposes, the Treasurer shall ensure that the monies are disbursed only for the stated purposes. At each meeting of the Governing Council, the Treasurer shall submit a financial report.

The financing of International Congresses shall be accounted separately from the other funds of IBRO; an audit of the Congress accounts shall be conducted on the request of the Governing Council or the Executive Committee.

The fiscal year of IBRO shall commence on the first day of January and end on the thirty-first day of the following December. The proposed budget for the forthcoming fiscal year shall be prepared by the Treasurer and must be approved by the Finance Committee and the Executive Committee.

An audit of IBRO finances shall be conducted annually at the end of the fiscal year. The Executive Committee shall appoint an auditor, normally a person or corporation authorized to act as a public accountant.

## **SECTION E. MISCELLANEOUS ARTICLES**

### **DISSOLUTION**

#### **ARTICLE XXVI**

In the event of dissolution of IBRO, all assets remaining after payment of liabilities will be divided according to a formula decided by the Executive Committee between Member Organizations of IBRO.

### **POSTAL BALLOT**

#### **ARTICLE XXVII**

Voting by postal ballot may be required by the Governing Council or the Executive Committee. Such postal balloting shall be conducted by the Secretary-General except in the event of a ballot for the removal of the Secretary-General, in which case it will be conducted by the Chairperson of the Governing Council.

Ballot papers shall be sent by first class mail to the last known address of the member appearing in the register of IBRO, at least thirty days prior to the day fixed for the counting of the vote. The vote shall be counted by two scrutinizers appointed by the Governing Council or the Executive Committee.

### **AMENDMENTS**

#### **ARTICLE XXVIII**

Amendments of the STATUTES may be proposed in writing to the Chairperson of the Governing Council, who will then appoint an ad hoc Committee to consider and make recommendations on the changes. They may then be adopted by a two-thirds majority of individual members of IBRO voting, not less than one year after they are informed of the proposed changes.

Amendments of the BY-LAWS may be proposed by any member of the Governing Council or the Executive Committee, but before coming to vote must be considered by an ad hoc Committee appointed by the Executive Committee. They may then be adopted by a two-thirds majority of members of the Governing Council with voting rights.