

***This is a fair English translation of the articles of association of International Society of Intraoperative Neurophysiology, an association incorporated under Dutch law, having its official seat in the municipality Groningen, the Netherlands, registered with the Dutch trade register under number 80310532.***

***In this translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law prevail.***

## **ARTICLES OF ASSOCIATION**

Concerning: **International Society of Intraoperative Neurophysiology**

### **I. Name and Place of Residence of the Association**

#### **Article 1**

The Association is named **International Society of Intraoperative Neurophysiology**, and is domiciled in Groningen.

The Association will be governed by the laws of The Netherlands.

#### **Article 2**

The association year coincides with the calendar year, and the financial year of the Association thus runs from 1 January up to and including 31 December.

### **II. Objects and Means of the Association**

#### **Article 3**

The objects of the association are the pursuits of the international advancement of excellence in intra- and perioperative neurophysiology.

Advancing standards of care for patients undergoing surgical procedures associated with risk of neurological injury

Advancing standards of education for professionals involved in intraoperative neurophysiology

#### **Article 4**

The Association strives to attain the objects listed in Article 3 by:

- a. Providing education in Intraoperative Neurophysiologic educational and scientific events;
- b. Promoting research related to intraoperative Neurophysiology;
- c. Representing intra- and perioperative Neurophysiology around the world,

The ISIN and its representatives will act and decide with utmost respect for human rights, scientific integrity and independence, as well as independence from outside financial interests.

The ISIN shall be a non-profit international multidisciplinary independent scientific society.

### **III. The Members of the Association**

#### **Article 5**

The Executive Board, or designated representative, must keep a register containing the names and addresses of all the members and the prospective members.

#### **Article 6**

1. The association can have full members and associate members. Both private individuals and legal entities can be members of the association.
2. Full members are either MDs or PhD's or equivalent by an WHO accredited institution.
3. Any person with an active interest in intraoperative and perioperative Neurophysiology can be admitted as (non-full) member.
4. The admission process is described in the standing orders.

#### **Article 7**

Membership expires with:

- (a) death (in case of a private individual) or bankruptcy and/or dissolution (legal entities);
- (b) removal according to Articles 8, 9 and 10;
- (c) withdrawal according to Article 11.

#### **Article 8**

Membership can be removed as described in the standing orders.

#### **Article 9**

Membership shall be removed if the member, in the opinion of the Executive Committee: affects or harms the reputation of the Association, or behaves in a manner unbecoming to a member and prejudicial to the standing and interests of the Association.

Specifically included under (a) and (b) of this Article 9 is substantial scientific misconduct by the relevant member.

#### **Article 10**

If a member fails to comply with the provisions of Articles 8 and 9, the Executive Committee can:

- (a) suspend a member until the following members' meeting dealing with removal – the member will be informed of the suspension,
- (b) request a member to withdraw from the Association,
- (c) remove membership if the member refuses to comply with the request referred to in Article 10(b) – the member will be informed of the removal and of the member's right to appeal to the next general assembly.

#### **Article 11**

Any member wishing to withdraw membership should notify the Executive Committee in writing at least 30 days before the beginning of the new Association year.

#### **IV. Contributions of the Members**

##### **Article 12**

Members pay an annual contribution set by the Standing Orders. The annual contribution may be differentiated depending between the different types of membership.

#### **V. Structure and Functioning of the Association**

##### **Article 13**

The Association has a general assembly, an Executive Committee, working groups, and committees.

##### **The general assembly**

##### **Article 14**

The general assembly decides upon the initiative of the Executive Committee with respect to the proposed policy. All members are admitted to the general assembly and have the right to address the general assembly. Only full members may cast votes in the general assembly. Guests may be invited by the Executive Committee. The general assembly decides, on the Executive Committee's proposal, on the policy to be conducted.

##### **Article 15**

The general assembly normally takes place once every two years. At a request of twenty-five (25%) percent of the full members, an extra-ordinary meeting can be held.

The general assembly can be held in person, or virtually.

##### **Article 16**

The agenda of the general assembly shall always contain the following points:

- a. the report of the Executive Committee on the activities of the Association,
- b. the financial report,
- c. the report of the auditors as defined in the standing orders
- d. the budget over the following period of one or more years,
- e. the organization of the next members' meeting.
- f. presentation of the next educational and scientific meetings
- g. discharge of the board.

##### **Article 17**

Subject to the other provisions of these Articles, all decisions in the general assembly are by an absolute majority of the votes validly cast of the members present at the general assembly.

##### **Article 18**

The general assembly are held in accordance with the rules set in the Standing Orders.

#### **VI. The Executive Committee**

##### **Article 19**

The Executive Committee prepares the general assembly, carries out the decisions of the general assembly and voting (either in person or electronic), and conducts the business of the Association in the periods between the general assembly.

**Article 20**

The Executive Committee is elected by the full members at regular or extra-ordinary general assembly, for both of which votes can also be cast in person, or by electronic voting.

**Article 21**

Only members who have been members of the Association for two financial years can be elected in the Executive Committee.

**Article 22**

The nomination and election of members of the Executive Committee and their term of office are regulated by the Standing Orders.

**Article 23**

1. The offices held are defined in the standing orders but must include the following
  - (a) President
  - (b) Secretary
  - (c) Treasurer
2. The Standing Orders will include the regulations on the designation of a President and the role of an Incoming President and the Past-President.
3. If a seat on the Executive Committee is vacant, the Executive Committee remains authorized.

**Article 24**

The Executive Committee promotes the interests of the Association and represents the Association judicially and extra-judicially.

**Article 25**

Without prejudice to Article 24, the Executive Committee can delegate part of its duties to one or more members.

**Article 26**

The Executive Committee can be assisted from time to time by one or more experts who are not members of the Association, or by committees other than those envisaged in Articles 27 and following.

**VII. The Committees**

**Article 27**

The Executive Committee can, without prejudice to the provisions of Article 24, delegate all preparatory organization of scientific meetings, conferences, congresses, symposia, and seminars, in whole or in part (and whether that committee acts alone or in co-operation with others) to one or more ad hoc committees duly established for such purposes.

The Executive Committee can delegate administrative work regarding managing the Association and for the organization of meetings and congresses, by hiring the professional services of persons or organizations.

**Article 28**

The Executive Committee can, for the promotion of cooperation with other associations in the field of intraoperative neurophysiology, appoint members to represent the Association in international, contact, consultation, and co-operation committees and grant these members special powers, without prejudice to Article 24.

**Article 29**

The Executive Committee can, without prejudice to Article 24 and in addition to Article 27, delegate its duties either wholly or partially to one or more committees, which committees are composed of members and are specified in the Standing Orders.

**Article 30**

The general assembly can itself appoint other committees in addition to those referred to in Articles 27, 28, and 29.

**VIII. The Finances**

**Article 31**

The income of the Association consists of:

- a. members' contributions,
- b. contributions of supporting associations and institutions,
- c. donations and legacies,
- d. the proceeds of publications,
- e. subsidies,
- f. interest, and
- g. vendor payments to exhibit at scientific meetings, conferences, congresses, symposia, and seminars other legal profits.

**Article 32**

The Treasurer bears specific responsibility for the financial management, in accordance with the provisions of the Standing Orders.

**Article 33**

The Association can establish one or more funds for research or for other activities related to the Association's objects. The Association can also participate in the activities of other national or international associations or institutions whose objects are similar or relevant to those of the Association.

**IX. Articles and Standing Orders**

**Article 34**

The Articles are established by the general assembly. Votes in this regard can also be cast electronically within a period of ultimately twenty (20) days preceding the members' meeting.

**Article 35**

Changes to the Articles can be proposed by the Executive Committee or by at least twenty-five percent (25%) of the members eligible to vote.

**Article 36**

A proposal by the Executive Committee to change the Articles must be notified in writing to the members at least 20 days before the members' meeting.

**Article 37**

Any proposed change requires a majority of at least two-third (2/3) of the validly cast votes and at least twenty (20) validly cast votes in favor.

**Article 38**

Changes to the Articles shall not come into force before a notarial deed has been executed.

**Article 39**

Matters not regulated by the Articles, and those regarding the financial management, can be regulated in the Standing Orders.

**Article 40**

The Standing Orders shall not contain regulations in conflict with the Articles or the law.

**Article 41**

The Standing Orders shall be established and amended (as the case may be):

- a. by the members' meeting, for which votes can also be cast electronically, or by
- b. electronic voting.

**Article 42**

Changes to the Standing Orders can be proposed by the Executive Committee or by at least twenty-five (25%) of the members eligible to vote.

**Article 43**

Changes to the Standing Orders require an absolute majority of votes, in a meeting in which at least the majority of the full members is present or represented at the general assembly.

**Article 44**

In any situation not provided for in the Articles or the Standing Orders, the Executive Committee decides.

**X. The Dissolution of the Association**

**Article 45**

The Association can be dissolved by an absolute majority of the validly cast votes of the general assembly.

**Article 46**

A motion for the dissolution of the Association shall be in the same manner as a motion to change the Articles.

**Article 47**

If dissolution takes place, the assets of the organization shall be used for scientific purposes as designed by the General Assembly or if the General Assembly cannot meet, by the Executive committee.

**Transitional provision.**

The first financial year of the Association shall run up to and including the thirty-first of December two thousand twenty-one.

This article will cease to be operative after the first financial year has ended.