

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

as of October 4th, 2012

This document is an unofficial translation of the statutes of the NEST Initiative for the benefit of the NEST Community. The German language version of the statutes is the binding version of the statutes.

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 Ecublens.

Article 2

The purpose of the NEST Initiative is to further science and research especially in the field of simulation technology in the neurosciences.

Article 3

The NEST Initiative pursues its goals particularly

1. by working for the strengthened scientific exchange about methods of computational neuroscience, especially through scientific publications;
2. by the joint development, support and documentation of the *Neural Simulation Tool (NEST)* as a simulation software for neuronal systems, for the benefit of the scientific community;
3. by distributing software and documentations according to no. 2 under open source licenses;
4. by managing the rights, including trademark rights, to software and documentation according to no. 2;
5. as the official voice of software projects according to no. 2 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. Membership

Article 5

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

Article 6

There are the following types of membership:

1. *Members of the NEST Community* (short: Community Members) are natural or legal persons who support the purpose of the association and the pursuit of its goals. Community members do not have the right to vote at the general assembly.
2. *Active membes* are natural persons who support the purpose of the association and the pursuit of its goals by active and continuous cpontributions to the joint software development according to Article 3, No. 2. Active members enjoy full membership rights and obligations.
3. *Honorary members* are natural or legal persons who have made outstanding contributions to the pursuit of the goals of the association. Honorary members do not have to pay member dues and do not have the right to vote at the general assembly.

Article 7

Legal persons name a natural person as their representative to exercise their rights and obligations as members.

Article 8

The membership can be obtained in the following way:

1. Membership in the NEST Community according to Article 6, No. 1, is conferred by the board upon application. The application is to be sent to the board in writing.
2. Active membership according to Article 6, No. 2, is conferred to members of the NEST Community and terminated by decision of the board.
3. Honorary membership is conferred by decision of the general assembly.

Article 9

Membership in the associaton ends

1. by resignation of the membership;
2. by failure to pay membership dues in time;
3. by exclusion;
4. for natural persons upon their death;
5. for legal persons by their dissolution.

Article 10

A member may resign from its membership by written declaration to the board.

Article 11

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.

Article 12

Any claims to the property of the association cease upon the termination of the membership. Membership dues paid will not be refunded.

Article 13

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 14

The bodies NEST Initiative Association are the Board of Directors and the General Assembly.

Article 15

In cases where written communication is required between members and bodies of the association, this includes electronic correspondence.

IV. Board of Directors

Article 16

1. The board of directors is composed of the president and at least two and at most four further persons.
2. The president and the other directors are elected by the general assembly for a two year term. Beyond this, the board constitutes itself.

Article 17

The board of directors takes care of the day-to-day operations and represents the association externally. The board has all powers and obligations which are not, by these statutes or by law, the prerogative of the general assembly.

Article 18

Directors remain in office after the end of their term until a new board has been elected. Re-election is possible. If directors leave the board during their term, the board may complement itself. Such complementary elections have to be submitted to the next general assembly for approval.

Article 19

The board can make decisions if at least three of its members are present. The president has only a single vote even in case of a tied vote; in this case, a proposal is considered rejected.

Article 20

The board decides upon its rules of business. These may permit that board meetings be held by telephone- or videoconference and that board decisions can be made by mail circular. The board informs the members of the association about its rules of business.

V. General assembly**Article 21**

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

Article 22

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. Proposals by the members have to be communicated to the board in a timely fashion.

Article 23

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

Article 24

Active members according to Article 6 No. 2 have the right to vote at the general assembly. Community members and honorary members have the right to make proposals and to be heard, but do not have the right to vote. Each member may, with written authorization, exercise the voting right of one other member with the right to vote.

Article 25

The general assembly has the following duties in particular:

1. To hear the annual report of the board about the activities of the association.
2. To hear the business report of the board.
3. To hear the report of the controllers for the previous calendar year.
4. To discharge the board of its responsibilities.
5. To determine the membership dues.
6. To elect the board.
7. To elect the controllers.
8. To decide about the conferral of honorary memberships and the exclusion of members.
9. To decide about changes to these statutes or the dissolution of the association.

Article 26

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

Article 27

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

Article 28

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

Article 29

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 30

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

Article 31

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 32

The business year coincides with the calendar year.

Article 33

The assets 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 34

1. The members have to pay annual membership dues as decided by the general assembly.
2. The general assembly may set different levels of dues for natural and legal persons.
3. The board of directors may exempt members in individual cases from the obligation to pay membership dues. The reason for the exemption must be documented in writing.
4. The membership dues are payable by January 31st of each year.
5. Members who join the association in the course of a year have to pay the full membership dues within 30 days of the acceptance into the association.

VIII. Special items

Article 35

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 valid votes.

Article 36

These statutes have been accepted on occasion of the founding assembly of October 4th, 2012, and have been put into force at once.

The participants of the founding assembly

Markus Diesmann (signed)

Marc-Oliver Gewaltig (signed)

Abigail Morrison (signed)

Hans Ekkehard Plesser (signed)