

Statutes of the *NEST Initiative e.V.*

of April 23, 2024, amended on June 4, 2024

This translation is for informational purposes only. The German text of the *Satzung der NEST Initiative e.V.* is the sole binding version of the statutes.

§1 Name and Location

1. The association is named *NEST Initiative*. It shall be registered in the association register and then bear the suffix “e.V.”.
2. The association is based in Jülich.
3. The fiscal year is the calendar year.

§2 Purpose of the Association

1. The association pursues exclusively and directly charitable purposes within the meaning of the section “Tax-privileged purposes” of the German Tax Code. The association is altruistically active; it does not primarily pursue its own economic purposes. Funds of the association may only be used for statutory purposes. No person may receive benefits that are foreign to the purpose of the association or by disproportionately high remuneration.
2. The purpose of the association is to promote science and research in the field of computational neuroscience methods.
3. In particular, the purpose of the statutes is realized through
 - (a) the promotion of scientific exchange on methods of computational neuroscience;
 - (b) the joint development, maintenance, and documentation of simulation software for neural systems for the benefit of the scientific community;
 - (c) the dissemination of software, documentation, and teaching materials under open source licenses;
 - (d) the organization and participation in scientific conferences, seminars, and training sessions;
 - (e) the management of rights, including trademark rights, to software, documentation, and teaching materials for joint software projects;
 - (f) the representation of joint software projects in communication with the public, media, funding agencies, and commercial as well as non-commercial users.
4. Members do not receive any allocations from the association’s funds. Proven expenses incurred in the interest and on behalf of the association can be reimbursed within the

framework of the funds available to the association.

§3 Acquisition of Membership

1. Natural and legal persons who support and wish to promote the goals of the NEST Initiative can become members of the NEST Initiative. Legal entities designate a natural person as a representative to exercise their rights and duties as members.
2. There are the following types of membership:
 - (a) *Supporting members* are natural or legal persons who support the purpose of the association and the realization of the association's goals. Supporting members do not have voting rights at the general meeting.
 - (b) *Active members* are natural persons who support the purpose of the association and the realization of the association's goals through active and continuous participation in the joint software development according to §2 No. 3b. Active members have the full rights and duties of an association member.
 - (c) *Honorary members* are natural persons who have made special contributions to the realization of the association's goals. Honorary members are exempt from paying membership fees. Honorary members do not have voting rights at the general meeting.
3. The application for membership must be submitted in writing. The board decides on the application for membership and whether an applicant is admitted as a supporting member or as an active member. The rejection of an application does not require justification.
4. Honorary membership is granted by resolution of the general meeting.

§4 Membership Fee

1. Members must pay an annual fee, the amount of which is determined by the general meeting.
2. The general meeting can decide on different fee levels for natural and legal persons as well as for certain groups of persons.
3. The board can exempt members from the obligation to pay fees in individual cases. The exemption must be justified in writing.
4. Members who join during the year must pay the full membership fee.
5. If fees are not paid on time, membership rights are suspended.

§5 Change and Termination of Membership

1. A supporting member can apply for active membership once per calendar year by submitting a written application to the board. The board decides on the application; rejection does not require justification.
2. An active member can change their membership to a supporting membership at any time by submitting a written declaration to the board.
3. The board can change the membership of an active member to a supporting membership if the member no longer meets the requirements for active membership according to §3 No. 2b.
4. Membership ends
 - (a) by resignation;
 - (b) by exclusion;
 - (c) in the case of natural persons, by their death;
 - (d) in the case of legal persons, by their dissolution.
5. Resignation is effected by submitting a written declaration to the board.
6. A member can be excluded from the association on the proposal of the board due to behavior damaging to the association or unpaid membership fees. The board decides on the exclusion.
7. Before deciding on an exclusion from the association or on changing an active membership to a supporting membership, the member must be given the opportunity to comment, stating the reasons. The member has the right to appeal the exclusion or change to the general meeting. The appeal must be submitted in writing to the board within one month.

§6 Association Bodies

1. The bodies of the NEST Initiative are the general meeting and the board.
2. General meetings and board meetings can be held as video conferences.
3. If written form is required for communication between members and association bodies, this includes electronic correspondence.

§7 General Meeting

1. The general meeting is the highest body of the association.
2. The general meeting must be held at least once a year.
3. The general meeting is convened by the board with a notice period of four weeks. The invitation must be in writing, stating the agenda. Members' motions must be communicated to the board in good time. Every properly convened general meeting has a quorum.
4. Active members have voting rights at the general meeting. Supporting members and honorary members have the right to make proposals and speak, but no voting rights. Each member can exercise the voting right of another voting member with a written power of attorney.
5. The general meeting has the following tasks in particular:
 - (a) Receiving the annual report of the board on the activities of the association.
 - (b) Receiving the accountability report of the board.
 - (c) Receiving the audit report.
 - (d) Discharging the board.
 - (e) Setting the membership fees.
 - (f) Electing the board.
 - (g) Electing the auditors.
 - (h) Resolutions on the awarding of honorary memberships.
 - (i) Resolutions on the amendment of these statutes and the dissolution of the association.
6. Unless otherwise specified in these statutes, the general meeting decides by a simple majority of valid votes. Abstentions are not counted. In the event of a tie, a motion is considered not adopted. Votes must be conducted by secret ballot if at least one voting member requests it.
7. To amend these statutes, at least two-thirds of the valid votes are required.
8. The general meeting can only pass resolutions on agenda items mentioned in the invitation to the general meeting.
9. A record of the general meeting must be prepared by a secretary appointed at the meeting, indicating the location, time, number of voting and non-voting members present, the resolutions passed, the exact wording of the amended statutes, and the voting results. The record must be signed by the chairperson of the meeting and the secretary.

§8 Board

1. The board within the meaning of §26 BGB consists of the president and at least two and at most four other persons. They represent the association in and out of court. Two board members represent the association jointly.
2. The president and the other board members are elected by the general meeting for two years. Re-election is possible. With the exception of the president, the board members can be elected en bloc, provided no participant of the general meeting objects. Furthermore, the board constitutes itself.
3. The board members remain in office after the end of their term until a new board is elected. If board members leave during their term, the board can complement itself if necessary.
4. The board conducts the day-to-day business and represents the association externally. It is responsible for all tasks not reserved for the general meeting by these statutes or by law.
5. The board adopts its own rules of procedure.

§9 Audit

1. The general meeting elects two natural persons who are not members of the board as auditors for a term of one year. Re-election is permitted.
2. The auditors audit the bookkeeping and the accountability report of the board and report to the general meeting in writing. The general meeting can require the auditors to report orally.

§10 Dissolution

1. The dissolution of the association can only be decided by a general meeting convened specifically for this purpose with a notice period of at least six weeks.
2. A resolution on the dissolution of the association requires a majority of at least three-quarters of the valid votes.
3. In the event of dissolution or annulment of the association or if tax-privileged purposes cease to apply, the assets of the association, including intangible rights, shall pass to the *Bernstein Network Computational Neuroscience e.V.*, which must use them directly and exclusively for scientific purposes, particularly in the field of neuroscience.

§11 Transitional Provisions

1. The NEST Initiative is intended to be the legal successor of the *Neural Simulation Technology Initiative*, founded on October 4, 2012, in Ecublens, Switzerland.
2. It is intended to take over all rights and assets of the *Neural Simulation Technology Initiative*, including intangible rights.

3. All members of the *Neural Simulation Technology Initiative* are entitled to be admitted to the NEST Initiative with the same membership status. This entitlement must be asserted in writing to the board within three months after the NEST Initiative is entered in the association register. Membership fees already paid to the *Neural Simulation Technology Initiative* will be credited.