

## SOCIETY

This seventeenth february of the year nineteenhundred and eighty-nine, appeared before me, Pieter Johan Nicolaas van Os, -civil law notary officiating in Amsterdam:

Mr. Henri Leonard Hamburger, neurologist, living in 1017 SW Amsterdam, Tweede Weteringdwardsstraat 20, according to his statement acting for these presents as mandatory of:

1. Mr. Frank Hopkins Duffy, professor, living in Boston, MA 02135, 1990 Commonwealth Avenue 3, (United States of America), born in Honolulu on the twenty-secondth of January nineteenhundred thirty-seven;
2. Mr. Dietrich Lehman, professor of clinical neurophysiology, living in CH-8125 Zollikerberg, Ruterwiesstrasse 15, (Switzerland), born in Heidelberg (West-Germany) or the third of December nineteenhundred twenty-nine;
3. Mr. Fernando H. Lopes da Silva, professor, living in 3721 JA Bilthoven, Kometenlaan .31, the Netherlands, born in Lissabon (Portugal) on the twenty-fourth of January nineteenhundred thirty-five;
4. Mr. Konrad-Georg Eberhard Maurer, professor, living in 8701 Sommerhausen, Rumorknechtsweg 1-3,(West-Germany), born in Stuttgart on the fourteenth of May nineteenhundred forty-three;
5. Mr. Ken Nagata, neurologist, living in 100-2-6 Tsurude-cno Hiroomai, (Japan), born in Hiratsuka (Japan) on th thirty-first of January nineteenhundred fifty-three;
6. Mr. Wolfgang Skrandies, scientific assistant, living in 6350 Bad Nauheim, Eleonorenring 33, (West Germany), born in Kaufbeuren on the twenty-first of March nine- teenhundred fifty-two;
7. Mr. Harold Weinberg, professor, living in 2965 Sunnyside Road, Anmore, (Canada), born in New York on the twenty sixth of June nineteenhundred thirty-three;
8. Mr. Peter K.H. Wong, director deputy of diagnostic neurophysiology children's hospital, assistant professor, living in 4810 Osler street, Vancouver, (Canada), born in Hongkong on the twenty-second of May nineteenhundred fifty;

The said mandate is evidenced by a power of attorney underhand which having been declared true by the agent in the presence of me, the notary, and having been signed by both in witness will remain attached to this instrument. The deponent declared to form by these presents a Society and to confirm the articles of association as follows:

### Article 1

#### NAME, REGISTERED OFFICE AND JURISDICTION

- 1) The name of the Society shall be "International Society for Brain Electromagnetic Topography, abbreviated "ISBET".
- 2) The Society shall be registered in the register of societies.
- 3) The registered office of the Society is in Amsterdam.
- 4) The courts of Amsterdam shall have jurisdiction.

### Article 2

#### OBJECTIVE OF THE SOCIETY

- 1) The International Society for Brain Electromagnetic Topography pursues objects which are directly and entirely non-profitmaking within the meaning of the part of the Tax Code entitled "Objects giving rise to tax concessions."
- 2) The objects of the International Society for Brain Electromagnetic Topography is to promote the application and further development of electromagnetic brain studies for the basic understanding of human brain functioning and for the improvement of patient care. These objectives are to be attained in particular by:

- a. the encouragement of research in and practical applications of electromagnetic brain studies;
  - b. organization of congresses on brain electromagnetic topography;
  - c. encouragement of collaboration between electromagnetic-physiologists and related disciplines;
  - d. "BRAIN TOPOGRAPHY" is recognized as the official journal of the society;
  - e. organization of training courses on the application of topography
- 3) The Society is neutral with regard to politics and religions.

### Article 3

#### AQUISITION OF MEMBERSHIP

- 1) Any person working in the field of electromagnetic brain studies and who accepts the objectives of the Society may become a full member. Subscribing members are corporate members or those outside of the field of electromagnetic brain studies. Only full members have voting rights
- 2) Written applications for admission as full or subscribing members must be sent to the chairmen, on a form laid down by the executive committee; the executive committee will decide on the application. An applicant who is refused membership has the right to appeal to the next general meeting of members within one month of notification of the decision of refusal. A final decision will be given by the general meeting. A right of admission cannot be claimed.
- 3) The executive committee may confer honorary membership for special services relating to the Society's object.

### Article 4

#### TERMINATION OF MEMBERSHIP

- 1) Membership shall end:
  - a. in the event of death, on the date of death or, on the dissolution of a company;
  - b. by resignation. Written notice of resignation can only be given by thirtieth September of any calendar year to expire at the end of the year. The resignation must be sent to the chairmen
  - c. by expulsion. A member may be expelled from the Society if
    - I. the member's conduct as determined by the executive committee seriously conflicts with the Society's interests, the articles of association, rules or decisions or if there are other serious grounds. If possible, however, the member in question should not be expelled, but should be warned and expressly informed of the possibility of expulsion;
    - II. a member fails to pay the annual subscription fee after two reminders. The second reminder will be accompanied by express notification of the possibility of expulsion.Membership can be ended instantly in case the society or a member considers it impossible to continue the membership. Expulsion will be decided upon by the executive committee. Before the resolution is passed, the member concerned must be given an opportunity to submit his observations. A member who is expelled has the right, within one month of notification of expulsion (letters which cannot be delivered are deemed to have been received if the resolution is sent to the last known address), to appeal to the next general meeting, which will give a final decision on membership. Membership rights will be suspended until the decision by the general meeting of members.

- 2) If membership ends in the course of a year, the membership fee will remain due on the whole. Resignation in violation of paragraph 1 of this article ends the membership earliest at the date following the resignation as is in accordance with the articles of association. A member who resigns or is expelled shall have no claims whatever in relation to the Society's assets.
- 3) In case of enhancement of the membership obligations, a member can debar the decision by which the obligations are enhanced by resigning from membership within a month the decision concerned is taken. It is not allowed to debar a decision in so far it concerns only an enhancement of financial obligations.

#### Article 5

##### MEMBERSHIP FEE AND FUNDS OF THE SOCIETY

- 1) A membership fee must be paid. The amount will be decided on by the executive committee unless the general meeting of members fixes a different amount by a three-fourth majority.
- 2) The annual membership fees are to be paid at the Society's registered office. It is payable in full for the year of acquisition or termination of membership. The subscription must be paid not later than twenty-eighth February of the current financial year.
- 3) The financial year corresponds to the calendar year.
- 4) Honorary members are exempt from the obligation to pay membership fees.
- 5) The executive committee has the right to waive all or part of the membership fee for individual members.
- 6) The Society's funds may only be used for the objectives laid down in the Rules. Members cannot receive allocations from the Society's funds. No person may receive favors by means of expenses which are not related to the Society's objectives or of unreasonably high payments. Members holding honorary posts are entitled only to reimbursement of expenses actually incurred.
- 7) Financial decisions are made by the executive committee; all allocations from the Society's funds are made by the executive committee.
- 8) The general meeting of members is responsible for overseeing the management of the Society's affairs (compare Article 7, paragraph 4b of these Rules).

#### Article 6

##### BODIES OF THE SOCIETY

The International Society for Brain Electromagnetic Topography consists of the following bodies:

- a. the general meeting of members;
- b. the executive committee;
- c. the Scientific Advisory Board.

#### Article 7

##### GENERAL MEETING OF MEMBERS

- 1) The general meeting of members is the primary governing body of the Society. Meetings are convened at least every two years by the chairmen, giving written notice of the meeting and stating the agenda. At least four weeks must elapse between sending the notice and the date of the meeting.
- 2) Motions to be considered by the general meeting must be submitted in writing to the chairmen not later than twelve weeks beforehand. A motion will be assessed by the executive committee, which may then recommend its adoption in the agenda. If a motion is not submitted within the time limit, it may be considered by the general meeting at the discretion of the executive committee.

- 3) Notice of general meetings is duly given if it is sent to the last address given by the member.
- 4) The general meeting has the following responsibilities:
  - a. to vote on alterations to the Rules (compare Article 10 of these Rules);
  - b. to vote on other matters concerning the Society submitted to it by the executive committee;
  - c. to alter the subscription fee in accordance with Article 5, paragraph 1 of these Rules;
  - d. to pass a resolution to dissolve the Society (compare Article 11 of these Rules);
  - e. to decide questions of membership (compare Article 3; paragraph 2 and Article 4, paragraph 1c of these Rules);
  - f. to approve the annual report, the account and report of two auditors as mentioned hereafter. The executive committee gives an annual report and renders an account of its management over the ended period in the general meeting. The general meeting will appoint two auditors to verify the treasurer's report. The auditors must report to the general meeting and make a recommendation. The auditor's findings must be recorded in writing. The executive committee has an obligation to the auditors to provide them with all information and to produce all documents. The auditors have a duty to treat confidentially all the information they receive;
  - g. to elect a successor on the resignation or retirement of a member of the executive committee or of the Scientific Advisory Board.

Other general meetings are held whenever the executive committee regards it necessary.

- 5) A duly convened general meeting constitutes a quorum. Any defects in the notice of a meeting will be cured if members who did not receive due notice actually attend.
- 6) Voting is by show of hands unless a member demands a secret vote. Secret votes happen by unsigned closed letters. Resolutions are passed by a simple majority of the members present. Abstentions and invalid votes are not counted. If voting is equal, motions and candidates for election are deemed to be rejected.
- 7) The general meeting is conducted by the chairmen of the society or a substitute. If chairmanship is not provided for in this way, the general meeting will itself provide. Minutes must be kept of every general meeting. The minutes must contain at least the place and date of the meeting, the number of members attending (attendance list), the notice of the meeting, motions put to the meeting, resolutions passed and elections held. The minutes must be signed by the chairman or his representative and the secretary. The minutes must be approved at the next general meeting. Every member has a right to inspect the minutes.
- 8) A special general meeting can be called by the written requests of a quarter of the membership or fifty people whichever is the case. This meeting may consider the single issue for which it was called. Notification of a special general meeting is the same as for a general meeting. Although the Rules of the Society may not be altered as such, motions or decisions of a special general meeting must be put on the agenda at the next general meeting.

## Article 8

### EXECUTIVE COMMITTEE

- 1) The executive committee consists of
  - a. President;
  - b. President elect;
  - c. Past President;

d. Secretary

e. Treasurer

f. Members at large

The executive committee will be elected for eight year by simple majority at the foundation meeting. Alterations in the Composition of the executive committee are governed by Article 8, paragraph 3 of these Rules.

- 2) The society is represented for judicial purposes and otherwise by the chairman or two members of the executive committee jointly. Representation of the society can only be delegated by a resolution of the executive committee.
- 3) The office of a Committee member comes to an end on retirement or resignation from the Society. After the first 8 years and from there on every 3 years members of the Committee shall retire, but may stand for re-election. Exceptions are the presidents who will hold their positions for 3 years respectively without possibility for re-election. Past presidents can be elected as "member at large".
- 4) The executive committee will be responsible for the management of the Society and is accountable at the general meeting. It lays down its own Rules of procedure. It is responsible for all matters concerning the Society for which the general meeting of members does not have power.  
Every executive committee member can be discharged or suspended at all times. A suspension not followed within three months by a decision of dismissal, ends by the lapse of this period.
- 5) The executive committee passes resolutions by a simple majority of members. Executive committee members who cannot attend meetings may delegate their right to vote in writing to other executive committee members. A quorum is constituted when at least five executive committee members are able to vote by attending personally or by written proxy. If voting is equal, motions and candidates for election are deemed to be rejected.
- 6) The executive committee has, with due of provision 7 of this article, the power to make agreements concerning buying and selling of encumbering of immovable property, make agreements by which the society goes bail or is bound jointly and severally and to guarantee and back the debts of any third party.
- 7) The executive committee needs the agreement of the general assembly concerning decisions :
  - a. to make agreements as mentioned in provision 6 of this article;
  - b. to rent or lease out and to take on lease any immovable property and to end the agreements concerned;
  - c. to make agreements concerning bank loans;
  - d. to borrow and to lend monies, with exeptance of the use of bank loan facilities;
  - e. to compromise and to compound;
  - f. to represent the society in legal proceedings, arbitration included, with exceptance of taking protective measures and measures which allow no delay;
  - g. make contracts of employment;Lack of agreement of the general assembly cannot be called upon against any third parties.

## Article 9

### SCIENTIFIC ADVISORY BOARD

- 1) The Scientific Advisory Board advises the executive committee on the attainment of the objects laid down by the Rules. It draws up proposals for the Society's activities and prepares motions on its proposals for general meetings and executive committee meetings.

- 2) The Scientific Advisory Board will be initially appointed by a simple majority at the foundation meeting. The office of a member of the Scientific Advisory Board will end after four years or ends on retirement or resignation from the Society. Reelection is possible. If a member of the Board resigns or retires for any reason, the executive committee will appoint a managing member to replace him until the next general meeting
- 3) The executive committee may ask for the resignation of a Scientific Advisory Board member or appoint additional members, if it deems this necessary. The general meeting will be notified of the changes.
- 4) The structure of the Scientific Advisory Board will be laid down in Advisory Board Rules.

#### Article 10

##### ALTERATIONS TO RULES

- 1) Alterations to the Rules can only be considered at general meetings if the former version is compared with the desired version in the agenda and reasons for the change are stated. The notice of the meeting must state expressly the proposed alteration and the provision of the Rules which are to be changed.
- 2) Alterations to the Rules can only be resolved upon by a majority of two/third of the members present and entitled to vote (compare Article 7 paragraph 6 of these Rules), or at the discretion of the executive committee ratified by a mail ballot two/third majority. Alterations on the basis of legal requirements may be resolved upon by the executive committee. They must be reported to the next general meeting.
- 3) An alteration of the Rules is not valid until it is instrumented.

#### Article 11

##### DISSOLVING OF THE SOCIETY

- 1) The Society may be dissolved by the resolution of the general meeting. The dissolving resolution will require a majority of four/fifth of the members present and entitled to vote (compare Article 7 paragraph 6 of these Rules). The dissolving of the Society will be the only item on the agenda of this meeting.
- 2) The dissolving will be carried out by the executive committee.
- 3) If the Society is wound up or if its existing object ceases to apply, the Society's assets will pass in equal parts to the institutions where members of the executive board are affiliated which must use them exclusively and directly for non-profitmaking purposes within the meaning of Article 2 of these Rules. Resolutions on the future of the assets may only be implemented after the consent of the appropriate tax office.

#### Article 12

The executive committee shall for the first time be composed as follows:

1. Mr. Frank Hopkins Duffy, before mentioned sub 1, and Mr. Dietrich Lehmann, before mentioned sub 2, as chairmen;
2. Mr. Henri Leonard Hamburger, the deponent, as secretary-treasurer;
3. Mr. Konrad Georg Eberhard Maurer, before mentioned sub 4, as secretary;
4. Mr. Fernando H. Lopes da Silva, before mentioned sub 3, Mr. Ken Nagata, before mentioned sub 5, Mr. Wolfgang Skrandies, before mentioned sub 5, Mr. Harold Weinberg, before mentioned sub 7 and Mr. Peter K.H. Wong, before mentioned sub 8, as members.

The deponent is known to me, notary.

This present instrument prepared with an original copy for filing was executed in Amsterdam on the date first stated. After the substance of

the contents of this instrument had been given to the deponent in summary form, she declared to have taken note thereof and to dispense with a full reading.

Immediately after the summary reading the deponent signed this instrument together with me, notary.