

## Appendix 10

# Federation Statutes and Bye-Laws

The International Federation of Clinical Neurophysiology (IFCN) is governed by several enabling documents. These now are commonly referred to as the Statutes and Bye-Laws.

The Statutes are the primary organizational rules that govern the Federation. They are the principal document filed with the Canadian Ministry of Industry. They contain the major rules for overall conduct of Federation business as well as statements of its mission.

The Bye-Laws are subsidiary organizational rules that govern portions of the Federation. There are six sets of Bye-Laws:

- Bye-Laws of the IFCN
- Bye-Laws of the European Chapter
- Bye-Laws of the Latin American Chapter
- Bye-Laws of the Asian and Oceanian Chapter
- Bye-Laws of the North American Chapter
- Bye-Laws of the International Clinical Neurophysiology Society (ICNS)

These are considered Bye-Laws of the Federation even though some are labeled as Statutes of the individual chapter organization.

Under Canadian Law, the actual official names of these documents are different. The legal name of the Federation's Statutes is the "Bye-Laws", since in Canada a Statute refers to an Act of Parliament. The Federation's six sets of Bye-Laws are the "Rules and Regulations", in keeping with the standard terminology in use legally in Canada. Nevertheless, it remains allowable for the Federation to continue to refer to its own documents internally by their traditional and familiar names as the Statutes and Bye-Laws. That is how they

are presented here. Together the collection of Statutes and Bye-Laws sometimes is referred to as the Constitution.

The original 1949 Constitution is printed in *Electroencephalography and Clinical Neurophysiology*, 1951, 3: 517–522. A series of changes and additions were made in new Bye-Laws over the next three decades. The revised full Constitution was printed in *Electroencephalography and Clinical Neurophysiology*, 1978, 45: 151–171. With a few further small changes, it also is printed in Recommendation for the 1983 book, *Practice of Clinical Neurophysiology*, pages 151–191.

Following that, a series of changes were made in the subsequent two decades, culminating in a complete reformatting at the time of Canadian incorporation. The primary goal then was not to change the rules but rather to reformat them. At that time, some items were moved from the Bye-Laws into the Statutes, and vice versa. The logo was added, as was an item about indemnification and legal protection.

The rules are voted upon by the General Assembly on recommendations brought to them by the Rules Committee. For the most part the rules below are as approved through the 2006 General Assembly meeting.

The official rules are bilingual or multilingual. The official Statutes and Bye-Laws are in both English and French. The Latin American Chapter Bye-Laws also are in Portuguese. Only the English version is printed below because of printed page space considerations.

A full copy of the current Statutes and Bye-Laws is printed below. The reader should recall

that these are a living set of rules that do change over time. Before the ink is dry on these pages, some changes may have been made.

## **Statutes of the International Federation of Clinical Neurophysiology**

The following shall constitute the Bye-Laws of the INTERNATIONAL FEDERATION OF CLINICAL NEUROPHYSIOLOGY (the “Federation”) which have been drafted, to the extent possible, in a manner consistent with the Statutes of the predecessor Federation formed under French law and shall be referred to herein and in the conduct of the business of the Federation as the “Statutes”.

In order to provide for terminology consistent with that employed by the predecessor Federation, thereby providing for greater continuity in the operations of the Federation, the rules and regulations contemplated under Article 13.1 of these Statutes shall be referred to herein and in the conduct of the business of the Federation as the “Operational Bye-Laws”.

The official languages of the Federation shall be English, French and Spanish and the translation of these Statutes from one language to the other shall be organized as much as possible to give, if not the whole text, at least a summary. The English text of these Statutes is authoritative. All official communications of the Federation shall be conducted in English.

### **1. Mission and objects**

#### *1.1. Main object*

The mission of the Federation is to strive, in all countries, to promote education and the attainment of the highest level of knowledge and understanding in the field of clinical neurophysiology in so far as such activities shall be of a wholly non-profit making nature. (The term “clinical neurophysiology” shall not be interpreted in a restrictive sense.)

#### *1.2. Intended goals*

To that end but without restricting the foregoing main object of the Federation, and in so far as the same shall be wholly charitable, the Federation intends:

- (a) To foster and encourage scientific research, investigation and demonstration in the field of clinical neurophysiology;
- (b) To improve the quality of instruction in the professions dealing with these sciences;
- (c) To supply information to, to cooperate with and to advise, through its committees, any society, institution or individual interested in these problems;
- (d) To propose guidelines for the practice of clinical neurophysiology and to give advice concerning criteria for methods, techniques and for the interpretation of results; and
- (e) To establish and maintain an efficient collaboration with international and national learned societies, governmental organizations, professional associations and other groups, societies, institutions and individuals who contribute to progress in the field of clinical neurophysiology.

#### *1.3. Stated means*

The means of attaining these ends shall consist more particularly in:

- (a) Organizing international congresses and chapter and regional meetings of clinical neurophysiology to be held in one of the countries represented in the membership of the Federation;
- (b) Appointing special committees, commissions, groups or individuals for the purpose of studying all problems related to the aims of the Federation;
- (c) Fostering and facilitating, in all countries, the proper methods of study and promote meeting and exchange of ideas concerning progress attained in clinical neurophysiology;

- (d) Printing and publishing, and controlling the printing and publishing, of a journal, book, or reprint, and using all other ways of disseminating information. In particular, publishing, in conjunction with such publishing house with which the contract is for the time being in force, the international journal “Clinical Neurophysiology” (the “Journal”). Appointing the officers of the same and determining through them the policies of the Journal;
- (e) Making known its activities as well as those of congresses and chapter or regional meetings, and those of its committees, by all appropriate means and, in particular, through the medium of the Journal and the Federation website; and
- (f) Collaborating with the United Nations Educational, Scientific and Cultural Organization, and with other institutions insofar as they endeavor to improve human health in the field of normal and pathological physiology of the nervous system, including the World Health Organization.

## 2. Membership

### 2.1. Member societies

The Federation is a corporation without share capital incorporated under Part II of the *Canada Corporations Act* composed of member societies of clinical neurophysiology and related neurological sciences, whose names appear on Appendix “A” to these Statutes or whose application for membership shall have been accepted by a majority vote of the General Assembly as specified in Article 6.5 below. Only members of such societies may hold office or serve on committees or commissions of the Federation.

Application for membership must be made in writing to the President and be accompanied by a list of current officers and members of the applying society with a copy of its constitution.

### 2.2. Right of withdrawal

Any member society may withdraw from the Federation by delivery to the Federation of a written resignation to the Secretariat of the Federation.

### 2.3. Removal

Any member society may be required, on a reasoned proposal of the Executive Committee (ExCo), to resign by a vote of three-quarters of the General Assembly, provided that a member of such society shall be granted an opportunity to be heard at a meeting of the General Assembly.

### 2.4. Annual dues

Each member society shall pay annual dues. The amount shall be determined by the General Assembly and the dues of each member society shall be in proportion to the number of its members. Payment shall be made in advance on the first day of January of each year. Failure of a member society to pay its annual dues within 1 year following the date on which they are due, shall result in the suspension of the right of that society to vote in the General Assembly or in the election of IFCN Directors, until such payment has been made.

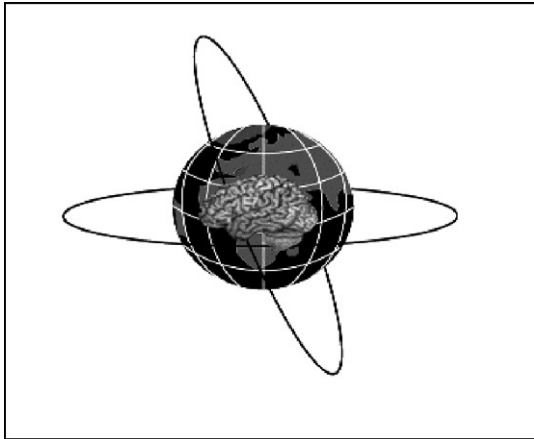
### 2.5. Honorary fellows and other non-voting members

Any person who has rendered important services to the Federation may be appointed an Honorary Fellow of the Federation by a two-thirds (2/3) majority of the General Assembly. All Past-Presidents of the Federation other than the immediate Past-President, who continues to serve as a member of the Executive Committee, are Honorary Past-Presidents of the Federation. All Honorary Fellows and Honorary Past-Presidents hold such title for life and are entitled to attend all congresses without paying registration fees and attend meetings of the General Assembly; however, they are not entitled to vote thereat.

### 3. Corporate seal

#### 3.1. Form of seal

The seal, an impression of which is stamped in the box below, shall be the seal of the Federation:



### 4. Head office

#### 4.1. Head office

The head office of the Federation shall be in the City of Vancouver in the Province of British Columbia which shall serve as the office of record for acceptance of all correspondence contemplated under Part II of the Canada Corporations Act and other applicable legislation. The head administrative office of the Federation shall be the office of the Secretariat of the Federation as determined by the Executive Committee (as defined below) from time to time.

### 5. Executive Committee

#### 5.1. Powers and composition

The property and business of the Federation shall be managed and administered by an executive committee (the “Executive Committee”) composed of the President, the immediate Past-President, the Secretary and the Treasurer of the Federation, the Editor(s)-in-Chief of the

Journal, and two additional Members-at-Large. Included in the powers of the Executive Committee is the responsibility to act as the executive board of the Journal with full power to appoint and remove all members of the Journal’s editorial staff.

#### 5.2. Directors

Each member of the Executive Committee is also a director of the Federation.

#### 5.3. First directors and Executive Committee

The applicants for incorporation named below shall become the first directors of the Federation, holding the following offices until their successors are duly elected or appointment in accordance with these Statutes:

<i>Name</i>	<i>Office</i>
François Mauguière	President
Marc R. Nuwer	Past-President
Andrew Eisen	Treasurer
Graham F.A. Harding	Secretary
Mark Hallett	Editor-in-Chief
Johannes Noth	Member-at-Large
Ryuji Kaji	Member-at-Large

#### 5.4. Term

The term of office of all subsequent Executive Committees shall be one Fiscal Period (as defined below).

#### 5.5. Limitation on term of office

The President, Secretary, and Members-at-Large may serve only one term in office. The Treasurer is eligible for re-election once only. The term of office of the Editor(s)-in-Chief of the Journal shall not extend more than 2 years into the next Fiscal Period following the Fiscal Period in which he/she was appointed by the Executive Committee. Each Editor-in-Chief’s total term of office, including

reappointments, cannot exceed 8 years. No person shall serve as an elected or appointed member of the Executive Committee for more than 12 years total, except that a person who has served already for 8 years would be allowed to run for President and, if elected, serve for 4 years as President and a further 4 years as Past-President.

#### 5.6. *Election and appointment process*

- (a) The President, Secretary, Treasurer, and the Members-at-Large are elected by the member societies in accordance with the following process:
  - (i) Not less than 1 year before the end of the Fiscal Period, the Executive Committee shall elect three delegates to serve as a nomination committee under the chairmanship of the Past-President (the “Nomination Committee”).
  - (ii) The Nomination Committee shall invite nominations from the member societies for the offices of President, Secretary, Treasurer, and the Members-at-Large to hold office for the following Fiscal Period. Having ascertained the willingness of the candidates to serve, the Past-President, as chairman of the Nomination Committee shall submit their names to a ballot vote of the member societies, and inform the Secretary of the result of the ballot. Each member society has the same number of votes to which it is entitled in the General Assembly. The ballot is to be sent to the Delegate (as defined below) of the member society who is responsible for returning the ballot by the specified date.
  - (iii) In establishing the slate of candidates for election, the Nomination Committee shall adhere to the following guidelines to ensure geographical and disciplinary balance in the composition of the Executive Committee:
    - Geographical areas are (1) North and South America, Australasia and Japan and (2) Europe, Asia (except Japan)

- and Africa. At the time of their nomination, nominees should be given a disciplinary designation of electroencephalographer or electromyographer by the nominating society. The designation should be justified on the basis of practice or research. The Nominating Committee should approve the designation. If the designation is disapproved, the decision may be appealed to the Executive Committee whose decision is final. The disciplinary designation cannot be changed during a voting cycle. Even if a society is not eligible to vote, it may still nominate persons for any position, and its members remain eligible for nomination. The President and Past-President should preferably be from different geographical regions, and cannot be from the same geographical region in more than two consecutive elections. The Secretary and Treasurer should be from different geographical regions. The two Members-at-Large should be from different geographical regions and from countries different from that of the President, Past-President, Treasurer and Secretary. Concerning disciplinary balance, the Executive Committee shall at all times be comprised of no more than five representations from one discipline.
- (iv) Voting for members of the Executive Committee should occur in the following sequence: first round, President and Treasurer; second round, Secretary; third round, Members at Large. For each round of voting, voting should be by written ballot only (post or fax is permitted) and adherence to the deadline is mandatory. To declare an election valid, ballots must be received from at least 50% of the member societies eligible to vote. The deadline can be extended to achieve a quorum. Extension is limited to the

time when the quorum is achieved. To win an election, an absolute majority of the votes cast is required; and a run-off election between the top two candidates should be held if necessary. If a society ineligible to vote becomes eligible during an election, it may initiate participating in the voting when the next round of the election begins.

- (v) The members of the Nomination Committee or the Executive Committee should not promote a particular candidate for any office. The Nomination Committee should report to the Executive Committee after each step of the election process. The report must include the number of votes for each candidate.
- (b) The Editor(s)-in-Chief of the Journal are appointed by the Executive Committee. The Editor(s)-in-Chief cannot vote on their own reappointment, tenure or termination of appointment and may not be present at meetings of the Executive Committee when any such matter is discussed or put to a vote.

#### 5.7. Vacancy

The office of any director and member on the Executive Committee shall be automatically vacated:

- (a) if that director shall resign his office on the Executive Committee by delivery of a written resignation to the Secretary of the Federation, and in the case of a resigning Secretary to the President;
- (b) if he/she is found by a court of competent jurisdiction to be of unsound mind;
- (c) if he/she is convicted by a court of competent jurisdiction of a serious crime;
- (d) if he/she becomes bankrupt; or
- (e) upon death.

If a vacancy on the Executive Committee shall occur for any of the above reasons, the office may be filled by a qualified candidate appointed by the Executive Committee except that the office of President shall be immediately assumed by the immediate Past-President.

#### 5.8. Conduct of meetings

The Executive Committee may hold meetings at any time and in any place which may be convenient to its members and may conduct its business by postal ballot or any other means of communication.

#### 5.9. Remuneration

The members of the Executive Committee shall serve as such without remuneration and no member shall directly or indirectly receive any profit from his position as such, provided that a member of the Executive Committee may be paid reasonable expenses incurred by him in the performance of his duties.

#### 5.10. Exoneration of liability vis-à-vis the Federation and third parties

Except as otherwise provided in the Act or in the Statutes of the Federation, no director or officer, commissioner or other person appointed to serve on behalf of the Federation, acting or having acted for or in the name of the Federation shall be held liable, in this capacity or in his capacity as agent of the Federation, whether it be vis-à-vis the Federation or third parties, for the acts, conduct, things done or allowed to be done, omissions, decisions made or not made, liabilities, undertakings, payment made, receipts given or discharges granted, negligence or the faults of any other director, officer, employee, clerk or representative of the Federation. Among other things, no director or officer shall be held liable vis-à-vis the Federation for any direct or indirect loss suffered by the latter for any reason whatsoever; in particular, he shall not be held liable either for the insufficiency or the deficiency of title to any property acquired by the Federation, or for or on its behalf, or for the insufficiency or the deficiency of any security or debt instrument in or by which any of the funds or of the assets of the Federation shall be or have been placed or invested or for any loss or damage resulting from the bankruptcy, the insolvency or the delictual act of any person, including any

person with whom or with which funds, shares, assets or negotiable instruments shall be or have been placed or deposited. Furthermore, the directors or the officers shall not be held liable vis-à-vis the Federation for any loss or embezzlement, misappropriation or any other damage resulting from any dealings with respect to any funds, assets or shares or for any other loss, damage or misfortune whatsoever which may occur in the discharge of, or in relation to the discharge of, their duties unless the same shall occur owing to their failure to discharge the duties of their office prudently, diligently, honestly and faithfully in the best interests of the Federation or owing to the fact that the directors or the officers shall have placed themselves in a position of conflict of interest between their personal interest and that of the Federation. None of the above shall be interpreted in such a way as to relieve a director or an officer of his duty to act in accordance with the Act and its Regulations or of his joint and several liability for any breach thereof, in particular in the event of a breach of the specific provisions of the Act or its Regulations. Moreover, the directors or the officers shall not be held individually or personally liable vis-à-vis third parties during their term of office in respect of a contract, a decision made, an undertaking or a transaction, whether or not concluded, or with respect to bills of exchange, to promissory notes or to checks drawn, accepted or endorsed, to the extent that they are acting or they acted in the name, or on behalf, of the Federation, in the ordinary course of the performance of the powers which they have received, unless they acted prior to the incorporation of the Federation and unless their acts have not been ratified by the Federation after its incorporation within the time limit prescribed by the Act.

#### *5.11. Right to compensation*

The Federation shall compensate its directors, officers or its representatives in respect of all costs or expenses reasonably incurred by them in connection with the defense of an action, of a suit, or a petition, of a proceeding of a civil, of a criminal or

of an administrative nature or of any other legal proceeding to which one or more of them were parties by reason of their duties or of their office, whether this action, this suit, this petition or this legal proceeding was instituted by or on behalf of the Federation or by a third party. Reasonable costs or expenses shall include, in particular, all damages or fines arising from the acts done by the directors, by the officers or by the representatives in the discharge of their duties as well as all amounts paid to settle an action or to satisfy a judgment. The right to compensation shall exist only to the extent that the directors, the officers or the representatives were substantially successful on the merits in their defense of the action, of the suit, of the petition or of the legal proceeding, that they acted prudently, diligently, honestly and faithfully in the best interests of the Federation, that they did not place themselves in a position of conflict of interest between their personal interest and that of the Federation, and, in the case of an action, of a suit, of a petition or of a proceeding of a criminal or of an administrative nature leading to the imposition of a fine, to the extent that they had reasonable grounds for believing that their conduct was lawful or to the extent that they were acquitted or freed. The Federation shall assume these liabilities in respect of any person who acts or acted at its request as a director, as an officer or as a representative of a body corporate of which the Federation is or was a member or a creditor. If such be the case, this compensation shall be paid to the heirs, legatees, liquidators, transferees, agents, legal representatives, successors, assigns or rightful claimants of the directors, of the officers or of the representatives, in accordance with the following.

#### *5.12. Legal action by third party*

Where an action, a suit, a petition, a proceeding of a civil, criminal or administrative nature or any other legal proceeding is instituted by a third party against one or more of the directors, officers or representatives of the Federation for one or more acts done in carrying out their duties, the Federation shall assume the defense of its agent.

### *5.13. Legal action by the Federation*

Where an action, a suit, a petition, a proceeding of a civil, criminal or administrative nature or any other legal proceeding is instituted by the Federation against one or more of its directors, officers or representatives for one or more acts done in carrying out their duties, the Federation may pay compensation to the directors, officers or representatives if it loses its case and is a court of law or a tribunal so orders. If the Federation only wins its case in part, the court of law or the tribunal may determine the amount of the costs or of the expenses which the Federation shall assume.

### *5.14. Liability insurance*

The Federation may purchase and maintain for the benefit of its directors, officers, representatives, of their predecessors as well as of their heirs, legatees, liquidators, transferees, agents, legal representatives, successors, assigns or rightful claimants insurance covering any liability incurred by them by reason of their acting or having acted as a director, officer or representative of the Federation or, at the request of the latter, of a body corporate of which the Federation is or was a member or a creditor. However, this insurance shall not cover the liability arising from the failure of the insured to act prudently, honestly and faithfully in the best interests of the Federation, nor the liability arising from a fault or from a personal offence severable from the discharge of their duties nor the liability arising from the fact that the insured shall have placed themselves in a position of conflict of interest between their personal interest and that of the Federation.

### *5.15. Compensation after end of term of office*

The Compensation provided for in the preceding paragraphs may be obtained even after the person has ceased to hold the office of director, officer or representative of the Federation or, if such be the

case, of a body corporate of which the Federation is or was a member or a creditor. In the event of death, the compensation may be paid to the heirs, legatees, liquidators, transferees, agents, legal representatives, successors, assigns or rightful claimants of such person. Such compensation may also be combined with any other recourse which the director, officer or representative, one of his predecessors as well as his heirs, legatees, liquidators, transferees, agents, legal representatives, successors, assigns or rightful claimants may have.

### *5.16. Determination of conditions prior to compensation*

In the event that a court of law or a tribunal has not made a finding on the matter, the compliance or the non-compliance of the conduct of a director, officer or representatives with the standards of conduct set out in paragraph 5.11 above, or the question of whether a case was won in part or whether a person was substantially successful on the merits in his defense of the action, of the suit, of the petition or of the legal proceeding shall be determined in the following manner: (a) by a simple majority vote of the directors who are not parties to such action, suit, petition or legal proceeding, if a quorum exists; or (b) by way of opinion from an independent legal counsel if such a quorum of the directors cannot be attained, or, even if attained, if a quorum of the directors who are not parties to such action, suit, petition or legal proceedings so decides; or, failing the above, (c) by decision of the simple majority of the members of the Federation.

### *5.17. Place of action*

The powers and the duties of the Federation with respect to the compensation of any director, officer or representatives shall apply regardless of the place where the action, the suit, the petition or the legal proceedings shall have been instituted.



## 6. The General Assembly

### 6.1. Composition

The General Assembly is composed of the Executive Committee and the delegates and additional representatives of each member society, or their specified alternates. Each member society has one delegate that is the principal person serving as a liaison between the Federation and the member society. The number of additional representatives of each member society who are eligible to sit in the General Assembly corresponds to the number of dues-paying members of that society as follows:

- 1–99 members = 1 additional representative
- 100–399 = 2 additional representatives
- 400 or more = 3 additional representatives

Each delegate is appointed by his member society to represent his society and to be the point of communication with the Federation. In the absence of a delegate from a meeting of the General Assembly an alternate shall be appointed by the member society for the duration of the meeting of the General Assembly. The names of its current delegates or, if required, its alternates shall be forwarded by each member society to the Secretary and the Secretary shall at all times maintain a list of all current delegates and alternates. In addition, the names of additional representatives shall be notified to the Secretary prior to a meeting of the General Assembly.

### 6.2. Frequency of meeting

The General Assembly is bound to meet at the place and date fixed for the session of the Congress.

### 6.3. Business of General Assembly

The General Assembly shall:

- (a) propose the place and date of the next International Congress of Clinical Neurophysiology (the “Congress”);

- (b) vote on the proposals for memberships of the Federation submitted to it by the Executive Committee;
- (c) vote on the budget for the following Fiscal Period proposed and presented by the Executive Committee; and
- (d) vote upon all other resolutions relating to the fulfillment of the purposes of the Federation placed before it by the Executive Committee.

### 6.4. Those entitled to vote

All persons registered at the Congress may attend the General Assembly, but only members of the Executive Committee and delegates, alternates and additional representatives whose names appear on the list maintained by the Secretary (each a member of the General Assembly) may speak and vote at the General Assembly. Exceptionally, the chairman of the General Assembly (normally the President, or in his absence the Past-President of the Federation), with the approval of the General Assembly, may invite persons other than members of the General Assembly to speak.

### 6.5. Required vote

Each member of the General Assembly has one vote. In all cases a simple majority (50% plus one vote) is required except:

- (a) a two-thirds (2/3) majority is required for the election of an Honorary Fellow (as defined above), for the amalgamation or dissolution of the Federation and for the amendment of these Statutes; and
- (b) a three-quarters (3/4) majority is required for the expulsion of a member society from membership in the Federation.

In all cases the requisite majority is of those voting either in person or by ballot.

### 6.6. Tie-vote

A tie-vote on a simple (for/against) motion is lost. In the case of a tie-vote concerning a choice

between courses of action or between candidates, the Chairman of the General Assembly has the deciding vote, whether or not he has already voted.

### 6.7. *Quorum*

A quorum of the General Assembly is one delegate of each of one-third (1/3) of the member societies together with the President and two other members of the Executive Committee. The Chairman of the General Assembly shall be the President. The Secretary of the General Assembly shall, if present, be the Secretary, otherwise shall be such other member of the Executive Committee as appointed by the President.

## 7. **Organization of congress**

### 7.1. *Establishment of organizing committee*

The organization and conduct of the Congress approximately every 4 years is vital to the operation and advancement of the objectives of the Federation. Not less than 3 years before the end of the current Fiscal Period an organizing committee (the "OCIC") shall be established for the purpose of organizing all aspects of the next congress.

### 7.2. *Composition of the OCIC*

The Organizing Committee of the International Congress (OCIC) shall be comprised of the President, Past-President, Secretary, Treasurer, one Editor-in-Chief, and four appointees of the member society in charge of the Congress as chosen at the last General Assembly. The President shall be the Chairman of the OCIC and the appointees of the member society shall act as Convener, Secretary, Treasurer of the OCIC, and the Scientific Program Committee Chairperson.

### 7.3. *Delegation*

The OCIC may establish sub-committees to conduct the different affairs of the Congress and the other persons may be co-opted as members of the OCIC.

### 7.4. *Honorary President*

Not less than 2 years before the end of the current Fiscal Period the member society in charge of the Congress shall recommend an Honorary President(s) of the Congress to the OCIC.

## 8. **Financial year end and annual proceedings**

### 8.1. *Financial year and annual proceedings*

The financial year end of the Federation shall be December 31. Within 6 months of the most recently completed financial year end the Treasurer shall, through the Secretariat, mail the following to all member societies:

- (a) audited financial statements for the most recently completed financial year, with the auditor's report thereon; and
- (b) a disapproval form which may be completed by any member society, disapproving of the audited financial statements; the appointment of the auditor of the Federation for the ensuing financial year, or both. A completed disapproval form is to be sent to the Secretariat Federation no later than 8 months following the most recently completed financial year.

### 8.2.1. *Disapprovals*

In the event that the Secretariat receives disapproval forms from member societies representing more than 50% of the eligible vote, the Executive Committee shall immediately call a meeting to be conducted by ballot vote for the purpose of:

- (i) approving the financial statements for the most recently completed financial period, and

(ii) appointing the auditors of the Federation for the ensuing financial year.

#### *8.2.2. Finance matters*

The Executive Committee determines all matters of finance such as the site of the Treasury and the making of grants and loans, except that the amounts of dues levied on the Member Society are determined by the General Assembly.

### **9. Fiscal period**

For the purposes of these Statutes, the Fiscal Period shall mean the period commencing at the end of one congress and ending at the completion of the next congress, normally 4 years. In no case shall a Fiscal Period of the Federation exceed 6 years.

### **10. The minutes of Executive Committees**

The minutes of the Executive Committee shall not be available to the general membership of the Federation but shall be available to the members of the Executive Committee, each of whom shall receive a copy of such minutes.

### **11. Amendment of Statutes**

The Statutes of the Federation not embodied in the Letters Patent may be replaced or amended by a Bye-Law enacted by a majority of the Executive Committee and sanctioned by the affirmative vote of at least two-thirds (2/3) of the members of the General Assembly, provided that the repeal or amendment of such Statutes shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

### **12. Books and records**

The Secretary shall see to it that all necessary books and records of the Federation required by the Statutes of the Federation or by any applicable statute or law are regularly and properly kept.

## **13. Operational Bye-Laws**

### *13.1. Rules and regulations*

The Executive Committee may, on its own or upon the recommendation of the Rules Committee, propose such rules and regulations, to be termed "Operational Bye-Laws", not inconsistent with these Statutes relating to the management and operation of the Federation as they deem expedient, provided that such Operational Bye-Laws shall not have force and effect until approved by the General Assembly.

## **14. Committees**

### *14.1. Rules Committee*

At the beginning of the "Fiscal Period" a Rules Committee of five members shall be set up by the Executive Committee. The Rules Committee shall constantly review the Statutes and any other Bye-Laws of the Federation and make recommendations, if necessary, for their amendment to the Executive Committee. Questions regarding the interpretation of existing Statutes and Bye-Laws may be referred to the Rules Committee by the President, and its decisions shall be final.

### *14.2. Special committees*

Special committees may be appointed by the President of the Federation and ratified by the Executive Committee. A Special Committee may act through representatives duly appointed.

## **15. Special commissions**

On recommendations of the Executive Committee, with the approval of the General Assembly, special commissions may be set up, each to represent a special branch of Neurophysiology. Each special commission shall be composed of three members, one of whom shall be designated

Chairman; they will be proposed by the Nomination Committee and elected by the member societies similarly to the members of the Executive Committee. The Chairman will be a member of the Executive Committee and will advise it of the interest of his specialty. The members will be members of the General Assembly. The President may delegate tasks, such as the organization of specialized meetings, to the appropriate special commissions.

## 16. Chapters

On recommendation of the Executive Committee and the approval of the General Assembly, Chapters may be set up, each to represent the member societies located in a particular region. Each Chapter is governed by its own Bye-Laws. Those Bye-Laws are considered to be Bye-Laws of the Federation. These Bye-Laws must be compatible with these Statutes, reviewed by the Executive Committee and approved by the General Assembly. The Federation Rules Committee serves as the Rules Committee of each Chapter.

## 17. Interpretation

In these Statutes and in all other Bye-Laws of the Federation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## 18. Dissolution or amalgamation

As specifically provided for in the Federation's Application for Incorporation:

- (a) The Federation may be dissolved or may amalgamate with another body having similar objectives, on the proposal of the Executive Committee, ratified by a two-thirds (2/3) majority vote of the General Assembly.

- (b) In the event of its dissolution the assets of the Federation may not be divided among its members and shall be transferred to another international body, or bodies, of like interests, agreed to by the General Assembly.

## International Federation of Clinical Neurophysiology Bye-Laws

### 1. General policies

The Secretary should keep a book containing the current Bye-Laws and in which all such modifications are entered as they are made. The Bye-Laws may conveniently be grouped under the titles of the topics to which they refer, and in relation to the Statutes to which they are addenda.

#### 1.1. Member societies

##### 1.1.1. (Statutes 2.1)

Any national society for the study of a branch of clinical neurophysiology and its related sciences may apply for membership, but the Federation will give preference to those societies which encompass all branches of clinical neurophysiology. A society can be formed by three members (President, Secretary and Treasurer), but a minimum of 10 members is required to apply for IFCN affiliation and to maintain membership once approved. In the event of application being made by a society from a country in which there is already a member society of the Federation, the Executive Committee shall discuss with the societies concerned the possibility of their amalgamation. If this should prove impossible the Federation may accept the application from the second society, provided that its main sphere of interest differs from that of the first. Not more than two national societies from any country can simultaneously be members of the Federation.

Societies which exclude suitably qualified non-medical scientists from full voting membership shall be urged to make their inclusion possible in

consideration of their contributions to clinical neurophysiology.

If a professional is excluded from membership in a national society, that society may officially support such excluded persons for ICNS membership.

## *1.2. Executive Committee*

### *1.2.1. Conduct of meetings (Statutes 5.8)*

The meetings must be convened by the President who, however, is not compelled to be present. Those who cannot attend may express their views by letter or other available methods. At the meeting the opportunity may be taken, at the discretion of the President or, in his absence, of the Chairman of the meeting, of hearing the views of persons who are not members of the Executive Committee, although such persons are not entitled to vote.

*1.2.2.* No person may hold, at one time, more than one office by virtue of which he is a member of the Executive Committee.

## *1.3. Delegates*

*1.3.1.* Each Delegate is appointed by his member society to serve continuously during the Fiscal Period of the Federation.

*1.3.2.* The appointment of the Delegate for the new Fiscal Period must be made by each member society prior to the International Congress of Clinical Neurophysiology and his name given to the Secretary of the Federation before the Congress. The responsibilities of the new Delegate commence with the beginning of the new Fiscal Period.

Should any member society not give the name of a new or re-appointed Delegate, the Delegate for the previous Fiscal Period shall be the responsible Delegate for that society. The member society will be so informed by the Secretary of the Federation.

*1.3.3.* In case of appointment by a member society of a new Delegate during the Fiscal Period, the

name of this Delegate must be immediately forwarded to the Secretary of the Federation.

*1.3.4.* In the event of a Delegate being unable to attend a meeting of the General Assembly, an alternate to attend may be appointed by the member society for the duration of the meeting only. The name of this alternate shall be submitted in writing to the Secretary of the Federation prior to the meeting.

*1.3.5.* One Delegate or alternate may represent only one member society at any one time, and may not be a member of the Executive Committee.

*1.3.6.* No person may hold, at any one time, more than one office by virtue of which he is a member of the General Assembly.

## *1.4. Special commissions*

### *1.4.1. (Statutes 15.1)*

The Executive Committee for any reasons which it deems sufficient, may propose to the General Assembly that a Special Commission be discontinued. The General Assembly shall be informed of the reasons for and against the action. If the proposal receives the assent of a two-thirds majority of the General Assembly, the Commission shall be discontinued at the end of the Fiscal Period in which General Assembly action is taken unless an earlier date is specified.

*1.4.2.* Commissions shall have powers of co-option by majority vote but co-opted members shall have no voting rights.

## *1.5. Committees*

### *1.5.1. Rules Committee (Statutes 14.1)*

The Rules Committee can be terminated only by the Fiscal Period but the Executive Committee shall fill vacancies in its composition as they arise and, at the beginning of a new Fiscal Period, must reconstitute the Committee with the same or altered membership.

### *1.5.2. Special Committees (Statutes 14.2)*

The composition of a Special Committee set up by the President is determined by him, and he nominates a Chairman and, if necessary, a Secretary; these appointments must be notified to the Executive Committee, whose assent is assumed in the absence of any counter-proposal within reasonable time, allowing for postal delays. Such a Committee may be disbanded whenever the President is satisfied that it has completed its task, normally when it has made a definitive report. When it is terminated by the end of a Fiscal Period the new President may reconstitute it immediately or later, with the same or altered membership and terms of reference.

Special Committees, with the exception of the Rules Committee, shall have powers of co-option by majority vote but co-opted members shall have no voting rights.

## **2. General Assembly**

### *2.1. Officers*

These shall be the Chairman, the Secretary and the Procedural Counselor.

*2.1.1. THE CHAIRMAN* of the Assembly shall be the President of the Federation. In the absence of the President the immediate Past-President shall act as the Chairman. In the absence of both, the Chairman must be appointed by agreement between those members of the Executive Committee present.

*2.1.2. THE SECRETARY* shall be the Secretary of the Federation. In the absence of the Secretary an alternate must be appointed by agreement between those members of the Executive Committee present.

*2.1.3. THE PROCEDURAL COUNSELOR* shall be appointed by the Executive Committee prior to the meeting of the General Assembly.

He shall normally be a member of the Rules Committee but not of the Executive Committee.

*2.1.4.* Other members of the Executive Committee will not be officers of the General Assembly. They may vote as members of the General Assembly.

### *2.2. The duties of the officers*

#### *2.2.1. The chairman*

The Chairman shall officially open and close the General Assembly. He shall direct discussion, decide right and order of speaking, advice regarding the form of motions, rule on points of order and limit the length of discussion or the number of times a discussant speaks.

He shall pronounce or cause to be pronounced to the General Assembly the final form of any motion or amendment.

He shall be responsible for maintaining audibility of proceedings and of keeping order in the General Assembly.

The Chairman, as President of the Federation, shall present his report to the General Assembly.

The Chairman may propose deferments and amendments on his own initiative. He shall reintroduce deferred motions at the appropriate time in the General Assembly. The Chairman may vote if he so wishes.

#### *2.2.2. The secretary*

The Secretary shall be responsible for notifying all Delegates of the proposed date, time and place of the General Assembly, at least 1 month before the Congress. He shall also be responsible at the beginning of the Congress for displaying visually and notifying verbally to the members the exact date, time and assembly hall of the General Assembly.

The Secretary shall draw up the Agenda and be responsible for its presentation to the members of the General Assembly. He shall record the motions, their proposers and seconders, the

results of the voting and the number of votes cast for and against, if counted. He shall briefly record the trend of the discussion.

The Secretary shall report to the General Assembly on his work since the last Congress. A report of the previous General Assembly published in the Journal "Clinical Neurophysiology" shall be taken as read.

The Secretary shall be responsible for the publication of a report on the meeting of the General Assembly, approved by the Executive Committee, in the Journal "Clinical Neurophysiology." The minutes of the General Assembly, approved by the Executive Committee, shall be approved by the Delegates of national societies by e-mail, fax or airmail.

The Secretary shall maintain a list of all members of the General Assembly. The Secretary may discuss, move and vote. He may have assistants who may, or may not, be members of the General Assembly.

### 2.2.3. *The procedural counselor*

The Procedural Counselor shall be responsible for assisting the Chairman in interpretation of points of order and Rules of Order. He shall assist the Chairman before and during the General Assembly. When the ruling of the Chairman is challenged by a motion from the floor, the ruling of the Procedural Counselor shall be final for that General Assembly.

The Procedural Counselor can only discuss, he cannot move or vote unless he should also be a member of the General Assembly as a Delegate or Officer of a member society.

## 2.3. *The agenda*

2.3.1. The agenda of the General Assembly, when convenient, shall follow this sequence:

- i. The report of the President of the Federation.
- ii. The report of the Secretary.
- iii. The report of the Treasurer on past expenditures.

- iv. The report of the Editor(s)-in-Chief of the Journal.
- v. The reports of the Chairmen of Special Commissions.
- vi. The report of the Chairman of the Nominating Committee.
- vii. The reports of Chairmen of other Committees.
- viii. Proposal of budget for the forthcoming Fiscal Period.
- ix. Election of Honorary Fellows.
- x. Selection of time and place of next Congress.
- xi. Amendments of Statutes.
- xii. Further business relating to the Federation.
- xiii. Roll call of member societies and introduction of Delegates for the new Fiscal Period.
- xiv. Closure of meeting.

2.3.2. All reports may be pre-circulated. Each individual must present his report, have it caused to be presented or request that it be taken as read. No vote of acceptance or rejection is necessary. Discussion of points in any report shall be made immediately after the giving of the report.

Motions made on a report may be made immediately after the report or under the item of "Further business relating to the Federation" (item 2.3.1 xii of these Bye-Laws). Deferment for later discussion may be moved by the Chairman, on his own initiative, or by a seconded motion from the floor; it shall then be voted on.

2.3.3. The proposed budget shall be presented by the Treasurer or alternate appointed by the Executive Committee and voted on. In the case of rejection an amendment shall be proposed and voted on. Failure of this requires resubmission of the budget in modified forms until it is accepted.

## 2.4. *Motions*

### 2.4.1. *Mechanisms of proposal*

- i. Proposed by the Chairman acting on the request of the Executive Committee.

- ii. If the Executive Committee recommends acceptance of a proposal from a Delegate the Chairman may call on that Delegate or an alternate to propose the motion. No seconder shall be required.
- iii. A motion proposed from the floor without prior notification shall be seconded. The Chairman shall have the motion repeated in the official languages.

#### 2.4.2. *Withdrawal*

A motion may be withdrawn by the proposed with agreement of the seconder.

#### 2.4.3. *Amendments*

Amendments may be proposed by the Chairman on his own initiative, on the request of the Executive Committee, or from the floor. A seconder shall be required in the latter case.

A motion that is withdrawn cannot be amended.

The amendment shall be voted on before the motion is voted on.

Amendments to amendments shall not be permitted. In cases where further amendments are desired the Chairman may request the proposer of the first motion to withdraw it and resubmit it in the amended form.

The relevance of amendments may be challenged on a point of order.

#### 2.4.4. *Deferment*

A motion before the General Assembly may be moved to be deferred for later discussion by the Chairman on his own initiative, or from the floor. In the latter case a seconder is required. The deferment can only be to some appropriate time in the same General Assembly. The motion of deferment, with or without amendment, shall be voted on in the normal manner before any further business is conducted.

#### 2.4.5. *Relevance*

When following a report the motion must be relevant to the contents of the report, otherwise it must be deferred to an appropriate point in the Agenda. Amendments must be relevant to the motion on the floor. Relevancy may be challenged

by the Chairman or as a point of order from the floor without seconding.

#### 2.4.6. *Discussion*

This shall always be directed through the Chairman. When a question is asked from the floor, providing it is relevant, the Chairman may direct any appropriate person to answer it. Discussion itself must be relevant to the motion being presented. The relevancy may be challenged by the Chairman or as a point of order from the floor unseconded.

#### 2.4.7. *Voting*

Votes shall normally be indicated by a show of hands. Votes for the motion first, against last. In cases of doubt of majority the Chairman may move or it may be moved and seconded from the floor that there be an exact count of votes. This motion does not require to be voted on and cannot be denied by the Chairman.

At the discretion of the Chairman or by seconded motion from the floor a secret ballot may be moved. This motion does not require to be voted on and cannot be denied by the Chairman.

A member abstaining may request his abstention to be recorded.

#### 2.4.8. *Majority (Statutes 6.5)*

In all cases a simple majority (more than 50%) is required except that a two-thirds (2/3) majority is required for the election of an Honorary Fellow, for amalgamation or dissolution of the Federation, or for amendment of the Statutes.

#### 2.4.9. *Subject of motions*

- i. *Specific subjects:* The General Assembly is normally expected to pass, amend, or reject motions pertaining to subjects raised in the reports of the President, the Secretary, the Treasurer, the Editor(s)-in-Chief of the Journal and the Chairmen of Commissions and Committees. The General Assembly approves proposals for the date and place of the next Congress, the election of Honorary Fellows, and changes in the Statutes.



- ii. *General subjects*: The General Assembly is expected to vote on other items on the Agenda submitted by the Chairman and on written or verbal proposals intended to fulfill the purposes of the Federation as outlined in the Statutes (Statutes 1.1–1.3).

#### 2.4.10. *Precedence of motions*

- i. The motions of the Chairman take first precedence, those of the Officers of the Federation or the various Chairmen second precedence, and verbal motions last. Nevertheless, verbal motions take precedence for an amendment, deferment, calling for a secret ballot, interpretation of a point of order, vote count or introducing a Rule.
- ii. Only one motion can be considered at any one time except when there is a motion of amendment, deferment, call for secret ballot, point of order, vote count or introducing a new Rule. When any of these latter are presented they must be voted in the order of the last presented first, last but one second, and so on.

#### 2.5. *Requests*

These may be made by any member of the General Assembly including the Chairman. They require no seconding. They take immediate precedence and must be acted on immediately:

- a. for improving audibility;
- b. for maintaining order;
- c. for interpretation of a point of order;
- d. for translation into an official language.

All other procedures must be in the form of motions.

#### 2.6. *Points of order*

These shall include challenge of relevancy and of interpretation of the Rules of Order. The Chairman must decide immediately on the relevancy of the point or the interpretation of the Rules of Order. If the Chairman's ruling is challenged it must be as a seconded motion from the floor and

thereupon voted on. The Chairman shall then consult the Procedural Counselor whose ruling shall be final for the meeting.

When a situation arises for which no Rule exists, the Chairman or any other member may propose a Rule in the manner of a motion, which must thereupon be voted on. This Rule shall hold for the duration of the Assembly only.

#### 2.7. *Validity*

Should these Rules of Order be incorrectly implemented and the fact not challenged, nevertheless all decisions passed by the requisite majority shall be valid.

#### 2.8. *Selection of the time and place of a subsequent international congress*

Selection of the time and place of the International Congresses should be made at least 4 years in advance. Nominations may be made by any member society. Preference should be given for successive congresses to be in different geographical areas. Nominations must be less than 10 min each and should include both oral and written information about the proposed Organizing Committee, the congress venue, the hotel arrangements and a preliminary budget. General information about the city or country of the nomination cannot exceed 5 min of the presentation time.

The final selection should be by majority vote, each member of the General Assembly casting one vote. After the first round of voting, should no nomination receive a majority, a second round should consider only those nominations receiving the four highest number of votes. After the second round of voting, should no nomination receive a majority, a third round should consider only those nominations receiving the two highest number of votes.

### 3. **Organization of a congress**

3.1. The OCIC, constituted as indicated in Statute 7.1, shall have responsibility to organize all aspects of the International Congress. A budget

shall be created consistent with standard accounting practices and appropriate fiscal assumptions. Responsibility for any net financial deficit of the congress shall be decided explicitly at least 2 years prior to the Congress. Fiscally responsible organizations shall be presented with accounting reports and budget estimates at least twice each year through the time of the Congress.

3.2. The OCIC will set aside congress program time for three honorary lectures, named the Berger, Adrian and Kugelberg lectures. The OCIC will invite distinguished speakers to present these lectures.

3.3. The OCIC will budget to set aside as uncommitted funds 15% of the congress registration fee from all active members of constituent societies, excluding junior members. If the congress runs a budget deficit, these uncommitted funds will be used to cover the deficit. If uncommitted funds still remain or if the congress has a net profit, these uncommitted funds will be transferred to the IFCN to defray costs of a fellowship program to help young clinical neurophysiologists attend congresses.

#### 3.4. *Other international meetings*

3.4.1. In addition to the International Congress of Clinical Neurophysiology the Federation may organize or sponsor interim meetings on any other subject related to clinical neurophysiology. The President of the Federation shall be the Chairman of the Organizing Committees of such meetings, but may delegate authority to organize a meeting to two members of the Executive Committee with the cooperation of the host society.

3.4.2. The financial arrangements for such meetings shall be subject to 3.1 of these Bye-Laws.

#### 3.5. *Finance*

3.5.1. The Treasurer of an Organizing Committee shall keep proper accounts of the expenses and

receipts of the Congress or meeting. Any excess shall be deposited in the Treasury of the Federation.

3.5.2. In the case of any symposium or meeting sponsored jointly by the Federation and another body any profit or loss shall be born in such proportions as shall have been previously agreed.

## 4. **Journal**

### 4.1. *(Statutes 5.6 (b))*

The Executive Committee appoints the Editor(s), assigns to them their functions and defines their relationships. If there are two Editors-in-Chief, they should be from different geographical areas. It appoints the Consulting Editors from nominees submitted by the Editor(s)-in-Chief based upon scientific merit and willingness to serve. Except for the Editor(s)-in-Chief, all these appointments may be for an indefinite period. All these appointments may be subject to review at any time and shall not be terminated by the end of the Fiscal Period.

4.2. The Executive Committee advises the Editor(s)-in-Chief on matters of general policy and arbitrates on matters referred to it by the Editor(s)-in-Chief, but leaves the day to day conduct of, and responsibility for, the Journal entirely to the Editor(s)-in-Chief, in conjunction with the Publishers.

4.3. The Editorial Staff may consist of one or two Editor(s)-in-Chief, several Associate Editors as necessary, a Review Editor, a Consultant for Supplements and such others as the Executive Committee may decide. At any time any of these posts may be in abeyance, and any two or more may be combined at the discretion of the Executive Committee.

4.4. The function of the Consulting Editors is to give critical evaluation of, and to correct when

necessary, manuscripts submitted to them by the Editor(s). Nevertheless, the Editors are free to make use of the services of other experts. The number of Consulting Editors may be increased or decreased at any time by the Executive Committee.

4.5. The contract for the publication of the Journal “Clinical Neurophysiology” is made between the Executive Committee, acting for the Federation, and the Publishers (Elsevier Science Publishers).

## **Statutes of the European Chapter of the International Federation of Clinical Neurophysiology**

### **1. Purpose**

The European Chapter of the International Federation of Clinical Neurophysiology (EC-IFCN) is created and shall be governed by the present statutes.

### **2. Aims of the EC-IFCN**

The EC-IFCN has the following goals:

- To organize the European Congress of (the Societies of) Clinical Neurophysiology.
- To promote and support pre- and postgraduate educational programs in Clinical Neurophysiology in Europe, as well as regional educational courses suggested by National Societies and approved by the EC-IFCN ExCo.
- To foster and encourage European scientific research in Clinical Neurophysiology. This includes promoting and organizing Research projects.
- To establish, maintain and encourage efficient collaboration within Europe in order to promote education and good practice in Clinical Neurophysiology. This includes the promotion of an important role of Clinical Neurophysiology in European Public Health Plans.
- EC-IFCN shall not engage in any activity contrary to the statutes of the IFCN.

### **3. EC-IFCN society members**

Membership of EC-IFCN will be those national societies for Clinical Neurophysiology which are members of the IFCN and are situated in the European geographic region, as well as Societies affiliated to this region.

Exceptions from the geographical rule can be decided by the General Assembly.

European Societies for Clinical Neurophysiology intending to join the IFCN may be granted the status of Candidate Society of the EC-IFCN pending the outcome of their application to the IFCN. They may attend the meetings of the EC General Assembly but will not have the right to vote. If, for any reason, one of the societies is excluded from IFCN its membership to the EC-IFCN will cease.

### **4. EC-IFCN finances**

1. EC-IFCN will receive any surplus funds from the European Congresses. It has the right to accept and administer gifts, legacies, movable and immovable properties, donations and assets of any kind.
2. EC-IFCN will receive support from the International Federation dependent on IFCN-ExCo finances and policy.
3. The assets of the EC-IFCN shall be used for its own operation and in a general way to provide for the attainment of its purposes. In particular, they shall be used for the material organization of the European Congress and other scientific and educational Chapter activities. Any excess shall be deposited in the treasury of the EC-IFCN. No portion of the assets of the EC-IFCN shall be paid directly or indirectly to any member society or any officer of the EC-IFCN except for reimbursement for direct expenses (reasonable payment for services actually rendered), or of expenses incurred in the EC-IFCN. Officers, delegates, committee members and other professionals

serving the chapter do so on a voluntary basis and are not reimbursed for their own professional time spent. The assets of the EC-IFCN are kept in a separate account by the IFCN Treasurer. Any of the reimbursements mentioned above will be sent out through the treasurer of the IFCN. The expenses will be audited and controlled according to the rules of the IFCN. The IFCN Treasurer will deliver an annual report of the account of the EC-IFCN to the Executive Committee of the EC-IFCN (EC-ExCo). The Treasurer of the IFCN has final responsibility, but EC-IFCN has its own account and the right to spend an appropriate amount of money to be proposed by the EC-IFCN Secretary/Treasurer and to be decided by the EC-IFCN General Assembly.

4. The EC-IFCN may be dissolved by a two-thirds majority vote of the EC-General Assembly. In the event of its dissolution the treasury of the EC-IFCN shall be transferred to the IFCN.

### **5. Executive Committee of the EC-IFCN**

1. The EC-ExCo consists of the Chairman, the Secretary/Treasurer, the Liaison Officer of the IFCN and two Members-at-Large. These members are to be proposed and elected by the member societies except for the Liaison-Officer which is an IFCN-ExCo member and appointed by the ExCo of the IFCN. Except for the Liaison Officer, members of the EC-ExCo cannot serve at the same time on the IFCN-ExCo.
2. Election of EC-ExCo officers will be performed, preferably, during the European Congress of Clinical Neurophysiology (ECCN), by the vote of the Delegates during the EC General Assembly. However, should the 4-year term of office of one or several of the ExCo members expire more than 6 months before the next EC General Assembly, an electronic ballot will be held

to ensure the replacement, before expiry of (an) officer's(s') terms and in a time scale which allows his/her/their replacement in time. To this aim, national societies will be contacted by the EC-ExCo and prompted to nominate candidates for each of the positions to be renewed (Chairman, Secretary/Treasurer or Member-at-Large). A period of at least 1 month will be allotted for individuals to bid as candidates, and for national societies to proceed with nominations to EC-ExCo.

Only national societies can nominate, and they can nominate only one person for each office, from their own or a different country. When making nominations national societies should be aware that the successful candidates for each of the EC-ExCo positions must come from different countries. Therefore, if any of the top three candidates declared eligible for two or more EC-ExCo positions after the first ballot are from the same country (in terms of the affiliated national society to which they are entitled to belong), then the final ballot will be carried out sequentially in two or three steps to ensure that no country's national society will be represented by more than one Officer or Member-at-Large in the EC-ExCo. The voting should then occur in the following sequence: first round President, second round Treasurer/Secretary, third round Members-at-Large.

After the EC-IFCN Secretary has received nominations, ExCo will ensure that nominees are willing to run for the position, and then accepted nominations shall be communicated to all national societies via their Delegates, so that an electronic (e-mail) vote can take place. A first ballot of all candidates will take place on a one society one vote method. After this the top three candidates in votes will participate in the second and final vote under the same method. Each national Society will send their votes to the

Secretary/Treasurer of the EC-ExCo. The results will then be communicated by e-mail to all National Societies and to the IFCN ExCo, and will be posted in the Web site of the EC-IFCN. The candidate with the most votes will be elected. The quorum of the electronic ballot is one-half of the European CN Societies. It is hoped to have voting for each office within a month. In the event of more than one officer retiring voting will be sequential to ensure officers are from different countries.

3. Elected EC-ExCo officers will serve a term of 4 years and will be eligible for re-election once. The maximum term of office for EC-ExCo officers and Members-at-Large is thus 8 years no matter if served consecutively or in non-consecutive years. Within this maximal term of office EC-ExCo officers are re-eligible for any of the positions in the EC-ExCo. The Officers and the Members-at-Large should be from different countries and reflect the whole geographical area. The IFCN Liaison Officer can also be appointed only for a maximum term of 8 years and must be a European (and is voted for within IFCN elections).
4. Most of the work and decisions of the EC-ExCo shall be made by fax and e-mail. The regular EC-ExCo meetings will be held by teleconferences or computerized connections as well as at every ECCN and, if necessary, during world congresses of the IFCN (ICCN).
5. The Chairman of the EC-IFCN shall organize and chair the EC General Assembly and is the official representative of the EC-IFCN. He coordinates the activities of the EC-ExCo. He shall submit a Chairman's report to each EC General Assembly. The Chairman and the Secretary/Treasurer should summarize the activities of the chapter every other year in a written report which should be delivered to the delegates and the IFCN officers. The Chairman shall keep close contact with the IFCN preferably during the IFCN-ExCo

meetings in Europe. If the Chairman's and Secretary/Treasurer's terms are expiring 6 months before the next General Assembly, a complete report will be circulated in parallel with the election procedures and approved by e-mail by the Delegates.

6. The Secretary/Treasurer shall be responsible for correspondence, keeping archives for the EC-ExCo, notifying delegates of the EC General Assembly and for circulating the agenda at least 1 month before the ECCN and Advanced Courses. The Secretary/Treasurer of the EC-IFCN is responsible for the assets of the society. He/she shall keep proper accounts of the expenses and receipts and shall give a report and submit a budget for the next fiscal period at the EC General Assembly.
7. The Liaison Officer shall represent the IFCN.
8. The Members-at-Large can perform all other duties of the EC-IFCN in order to fulfill the aims of the EC-IFCN.

## **6. The European Congress of Clinical Neurophysiology**

1. The ECCN should be held by the EC-IFCN, if possible, every 2 years. National Societies can apply to host the next congress at least 2 months before the preceding congress with an informal application (including the place of the congress and the convener) to the EC-IFCN Chairman. The EC General Assembly will decide on the place and date of the next congress. The EC General Assembly appoints the convener of the next ECCN. The convener should not be an elected member of the current EC-ExCo.
2. The Organizing Committee of the ECCN consists of the Convener, the Secretary/Treasurer of the Congress, three additional members to be determined by the National Society organizing the ECCN, the officers of the EC-IFCN and two IFCN officers including the Liaison Officer of the IFCN. Budget

and spending decisions have to be made by a two-thirds majority.

3. The International Scientific Committee consists of the delegates of the EC-IFCN Member Societies and additional members approved by the convener of the next ECCN together with the EC-ExCo.
4. The program of the ECCN will be proposed by the Organizing Committee and will be circulated among the members of the International Scientific Committee for further suggestions and comments. The Journal "*Clinical Neurophysiology*" is the official journal for the congress.
5. The National Society being appointed is responsible for the financial success of the congress. The EC-IFCN will help the hosting National Society with its assets.
6. The IFCN will provide a fixed amount of money for Fellowships for the ECCN and other Chapter's activities. The EC-ExCo is responsible for the election of the Fellows receiving grants. It will be paid out through the IFCN Treasurer. The EC-IFCN can provide additional Fellowships if resources are available. The amount of each fellowship will be decided by the EC-IFCN. The rules for receiving Fellowships will be the same as for the IFC Fellowships to the IFCN congresses. The ECCN will reimburse the IFCN for the cost of the Fellowships out of congress profits (if any).

## 7. The EC General Assembly

1. The EC General Assembly is composed of the EC-ExCo officers and of the delegates of each member society (according to a representative ratio as detailed in Article 7.4 of the present Bye-Law). The delegates or their substitutes should be the same for the IFCN and for the EC-IFCN.
2. The EC General Assembly decides the place and date of the next congress on the basis of bids presented by individual National Societies. It appoints the convener

of the next European Congress. It discusses and approves, if deemed fit, the financial statement and accounts for the current fiscal period, submitted, duly audited, by the Treasurer of the EC-IFCN. It votes on the budget of the following fiscal period proposed by the EC-ExCo. It discusses and votes upon all resolutions and decisions taken to fulfil the purposes of the Federation and on all questions appearing on the agenda.

3. The EC General Assembly is bound to meet at each ECCN Congress. It is chaired by the Chairman of the EC-IFCN or his specified deputy. If one or more EC-ExCo officers arrive at term of mandate at the Congress, or less than 6 months earlier, the EC General Assembly elects the members to be replaced. If officers arrive at term more than 6 months before the next General Assembly, an electronic ballot is set in place according to the rules in Article 5.2 of the present Bye-Laws.
4. The number of delegates of each Member Society who are eligible to sit in the EC General Assembly is based on the number of the Society members paying dues to the IFCN as follows: 1–99: 1 delegate, 100–399: 2 delegates, >400: 3 delegates. Written identification of all the delegates or their substitutes must be submitted in advance to the secretary or the EC-IFCN by each Member Society. All those registered at the EC-IFCN Congress may attend the EC General Assembly, but only members of the Assembly may speak and vote.
5. The quorum of the EC General Assembly is one-half of the delegates or their substitutes, together with the Chairman and Secretary/Treasurer, or their specified deputies and one other EC-ExCo officer.
6. Each delegate and EC-ExCo officer has one vote. Vote by proxy is not allowed.
7. On the second request of one delegate a secret ballot shall be organised on any point of the agenda.

8. If not otherwise stated here, the EC General Assembly will be conducted according to the “Bye-Laws for the conduct of the General Assembly of the IFCN”.
9. Amending of Bye-Laws. The Bye-Laws can be modified by a majority vote of the EC member societies, either during the EC General Assembly or through an electronic ballot, and subsequent ratification of the Bye-Laws by the IFCN ExCo. An electronic ballot will be held only if modification of the Bye-Laws are urgent as judged by the EC-ExCo. To this aim, national societies will be contacted by the EC-ExCo and prompted to discuss, via e-mail, the Bye-Law modifications proposed by the EC-ExCo. A period of at least 3 weeks will be allotted for this discussion. Subsequently, the EC-ExCo will make such adjustments to the Bye-Law modifications that have gained substantial support during the discussion and present the final version for an electronic ballot.

### **Statutes of the Latin-American Chapter of the International Federation of Clinical Neurophysiology**

#### **1. Definition**

The Latin-American Chapter of the International Federation of Clinical Neurophysiology (CLA-IFCN) is a federation of all Latin-American societies affiliated to IFCN.

CLN-IFCN was founded by the representatives of the Latin-American societies at Guatemala City in October 1995 and officially accepted as a chapter of the Federation in Kyoto, Japan in October 1995.

#### **2. CLA-IFCN societies members**

- (a) All Latin-American societies ordinarily affiliated to IFCN are eligible to CLA membership.
- (b) Admission of new societies to CLA can only occur after they have become

members of IFCN. However, while waiting IFCN application approval, the new societies may apply for CLA membership. During this interim period these societies may participate in CLA General Assembly, but are not entitled to vote and cannot be officially accepted into the chapter.

- (c) Societies that lose their IFCN affiliation also will lose CLA membership.
- (d) CLA shall submit these Bye-Laws and any future amendments or changes in these Bye-Laws to IFCN for review and to IFCN’s council for ratification.

#### **3. Aims of CLA-IFCN**

- (a) To promote, in accordance with IFCN, the creation, organization and development of Clinical Neurophysiology and encourage the formation of Clinical Neurophysiology Societies in Latin-America.
- (b) To promote and encourage education and scientific research in Clinical Neurophysiology in Latin-America.
- (c) To help establish and define equipment specifications and organize guidelines and minimal practice requirements for Clinical Neurophysiology.
- (d) To promote, organize and announce, in accordance with IFCN, Clinical Neurophysiology meetings, congresses and advanced courses in Latin-America. These may occur in country members of CLA-IFCN and follow or precede other local national or international events. It is advisable that the society in charge of organizing such meeting receives help from other member societies. Information on local meetings and congresses should be shared among every CLA members to facilitate international collaboration in Latin America.
- (e) CLA-IFCN shall not engage in activities contrary to IFCN Statutes.

#### 4. CLA-IFCN organization and directory

- (a) The administrative address of CLA is that of the current President.
- (b) CLA-IFCN Executive Committee (CLA-ExCo) consists of: the President, the Past-President, the Secretary/Treasurer, the Liaison member of IFCN and two Members-at-Large.
- (c) These members are to be proposed and elected by the society members, except for the Liaison member, who is an IFCN member, appointed by the IFCN's ExCo. Except for the Liaison member, other members of CLA-IFCN cannot serve at the same time on the IFCN-ExCo.
- (d) Elected CLA-ExCo members will serve a 4-year term and will be eligible for re-election only once. The maximum term of office for CLA-ExCo members is 8 years, either served consecutively or non-consecutively. To maintain continuity in the chapter's leadership half of the CLA-ExCo will be replaced every 2 years as detailed in Section 5h. CLA-ExCo members should belong to different societies, reflecting geographical diversity. The Liaison member may also serve an 8-year term.
- (e) The chapter is administered by the ExCo composed of the President, the immediate Past-President, the Secretary/Treasurer, two Members-at-Large and the Liaison member of IFCN. CLA-ExCo may hold meetings at any time and in any place that may be convenient to its members. It may also conduct its business by postal ballot or teleconference. It shall have full authority to formulate Bye-Laws, subject to ratification by the General Assembly.
- (f) CLA-IFCN will have a permanent statute committee, composed by three elected members that will serve a 4-year term. The members of the committee are eligible for re-election only once.
- (g) CLA-IFCN General Assembly is composed by the delegates of each member society, or their specified alternates. The General Assembly will meet every 2 years, during the Latin-American Clinical Neurophysiology Congress, meeting or advanced course.
- (h) Communication among CLA-ExCo members and with IFCN will be done through various means including: mail, e-mail, fax, telephone, etc.
- (i) The CLA President's duties are: (1) coordination of CLA activities; (2) preparation, together with the Secretary/Treasurer, of the General Assembly agenda; (3) chairing the ExCo; (4) convene and chair the General Assembly; (5) report the activity of the ExCo and the chapter.
- (j) In the event of prolonged incapacity or death of the President, the immediate Past-President assumes his/her office and duties for the remainder of the Fiscal Period.
- (k) The CLA Secretary/Treasurer's duties are: (1) preparation of a summary of CLA activities, informing both the delegates of society members and the IFCN through the Liaison member; (2) organization of CLA mailing and archives; (3) preparation, together with the President, of the General Assembly agenda; (4) dissemination of information of CLA societies of the General Assembly agenda and date, at least 2 months before its occurrence; (5) dissemination of information to CLA General Assembly delegates of the finances report.
- (l) The Liaison member represents IFCN and constitutes the officer in charge of communication between CLA and IFCN.
- (m) The Members-at-Large perform the designated tasks of CLA-IFCN in order to accomplish the aims of CLA-IFCN.
- (n) Official CLA languages are Spanish and Portuguese.
- (o) CLA may be dissolved by a two-thirds majority of valid votes in an Extraordinary General Assembly especially created for



this purpose. In this case, all financial resources and properties will be transferred to IFCN.

- (p) These statutes may be modified by vote majority in the General Assembly, pending IFCN-ExCo approval.

## 5. CLA General Assembly

- (a) Every 2 years, during CLA congresses or courses, a General Assembly will take place. The General Assembly and its agenda shall be informed by CLA-ExCo at least 2 months prior to the meeting.
- (b) Every CLA member may participate in the General Assembly, but only the delegates of society members of CLA will be allowed to vote.
- (c) CLA societies shall send to the Secretary/Treasurer of the chapter, before the General Assembly the name of the designated delegate(s) that is their representatives. The name of the delegate(s) or an alternate in his/her absence shall be appointed by each society at least 2 months in advance of the General Assembly.
- (d) CLA General Assembly quorum is equal to half the number of designated delegates added to the members of CLA-ExCo.
- (e) The number of votes per society shall be proportional to the number of members of the society, according to the following rules: (1) less than 49 members = 1 vote; (2) from 50 to 149 members = 2 votes; (3) more than 150 members = 3 votes. A member society may entrust by proxy all its votes (1–3) to only one delegate. However at least one delegate per member society must be present to the meeting to cast the vote.
- (f) By proposal of any delegate, seconded by another, a secret ballot shall be organized on any point of the agenda.
- (g) The General Assembly will discuss: (1) the President's report; (2) the Secretary/Treasurer's report, including the financial report; (3) reports of other members of CLA-ExCo; (4) the agenda previously prepared. The reports must be approved by the General Assembly. The General Assembly has the right to introduce new items at the assembly.
- (h) At each General Assembly part of CLA-ExCo will be elected; the President and one Member-at-Large are elected in one General Assembly. After 2 years, a next election will choose the Secretary/Treasurer and the other Member-at-Large. The Liaison member is selected by IFCN-ExCo.
- (i) The General Assembly proposes the place and date of next congress and/or course, and also appoints the local convener. The local society must accept the selection of the General Assembly.
- (j) When the congress or advanced course takes place in a country that is not a member of CLA-IFCN, the General Assembly will appoint a committee of representatives of CLA members to help in the organization of the meeting.
- (k) In all cases a proposal is approved by a simple majority (more than 50%) with the exception for the dissolution of the chapter or for amendment of the By-Laws. In these two cases a two-thirds majority is required.
- (l) Not less than 1 year before the end of the biennial CLA congress or course, the CLA ExCo shall select three delegates to serve as a Nomination Committee under the chairmanship of the immediate Past-President. Should the immediate Past-President be incapacitated for a prolonged period of time or dead the President will appoint a member of the ExCo to serve as a chair of the nominating committee. Members of the nominating committee shall not be eligible for nomination for the fiscal period they select the nominees.

- (m) The Nomination Committee shall invite nominations from the delegates of each member society and from all the members of the CLA ExCo. As half of the officers will be elected every 2 years, the nominees are for the position of President and one Member-at-Large at one meeting and for the Secretary/Treasurer, and one Member-at-Large at the next meeting. It is desirable that the officers belong to different societies reflecting geographical diversity. The President and the Past-President cannot be from the same country. Having ascertained the willingness to serve, the Chairman of the Nomination Committee shall submit their names to the postal vote of the member societies, and inform the Secretary/Treasurer of the results of the ballot. Each society has the number of votes to which it is entitled in the General Assembly.

## 6. CLA finances

- (a) The CLA Fiscal Period is defined as a 4-year period starting at the end of one CLA meeting to the end of the second CLA meeting 4 years hence. The Fiscal Period defines the term of the Executive Committee and its members, the term of the General Assembly and all special committees or commissions.
- (b) CLA will receive any surplus funds generated by the CLA congresses and advanced courses.
- (c) The CLA shall have the right to accept and administer gifts, legacies, donations of any kind, without restriction as to the amount of value.
- (d) CLA is a non-profit charitable organization.
- (e) CLA assets shall be used for its own administrative operation and to provide for its educational and research accomplishment as described in its Bye-Laws. In particular, they shall be used for the

organization of CLA congresses and advanced courses. Any excess shall be deposited in CLA treasury. No portion of CLA assets shall be paid directly or indirectly to any member, society or officer of CLA-IFCN, except for reimbursement of direct authorized expenses, incurred in the interest of CLA-IFCN. Officers of CLA-ExCo and delegates serve the chapter on a voluntary basis and are not reimbursed for their own professional time spent on behalf of the chapter.

- (f) The Secretary/Treasurer shall keep proper books of account.
- (g) CLA expenses will be audited and controlled according the rules of IFCN at the end of each Fiscal Period.

## 7. CLA clinical neurophysiology congresses and advanced courses

- (a) Latin-American clinical neurophysiology congresses or advanced courses should be held every other year (biennial). National societies can apply to host the next congress or advanced course at least 2 months before the preceding congress, with a written application to CLA-ExCo.
- (b) The organizing committee of the CLA congress or advanced course consists of the Convener, the Secretary/Treasurer of the congress, three Members appointed by the National society and two officers of CLA-ExCo, including the Liaison member of IFCN. The convener and local society hold the responsibility for the scientific and local arrangements. The local society is responsible for financial aspects of the congress and/or courses. Whenever possible, CLA will help in this organization.
- (c) The convener, together with CLA-ExCo, will appoint the international scientific committee. The scientific program shall be proposed by the international committee

and receive evaluation of CLA-ExCo and delegates of societies. All these processes will be supervised by IFCN through the Liaison member.

- (d) IFCN will provide funds for fellowship during CLA congresses and advanced courses. Requests for fellowship will be submitted in writing to the IFCN ExCo at least 1 year prior to the meeting. These monies will be paid out through the IFCN Treasurer. CLA-IFCN can provide additional fellowships, if resources are available. CLA-ExCo will be responsible for selection of the fellows receiving grants. The rules for the award of these fellowships shall be the same as the rules of IFCN in awarding grants for IFCN congresses.
- (e) At the biennial CLA meeting and/or course, the ExCo will set up the organization for the next chapter meeting.

## **Statutes of the Asian and Oceanian Chapter of the International Federation of Clinical Neurophysiology**

### **1. Purpose**

The Asian and Oceanian Chapter of the International Federation of Clinical Neurophysiology (AOC-IFCN) is created and shall be governed by the Statutes.

### **2. Aims of the AOC-IFCN**

The AOC-IFCN has the following goals:

- To organize the Asian and Oceanian congress of clinical neurophysiology (AOCCN) and the educational courses in clinical neurophysiology.
- To promote and support pre- and postgraduate educational programs in clinical neurophysiology in Asia and Oceania.
- To foster and encourage scientific research in clinical neurophysiology in Asia and Oceania.

- To establish, maintain and encourage efficient collaboration among countries in Asia and Oceania in order to promote education and good practice in clinical neurophysiology.
- AOC-IFCN shall not engage in any activity contrary to the Statutes of the IFCN.

### **3. AOC-IFCN society members**

Membership of the AOC-IFCN will be those national or regional societies for clinical neurophysiology which are members of the IFCN and are situated in the Asian and Oceanian geographic region.

None of the national or regional societies for clinical neurophysiology which belongs to another regional chapter can be a member of AOC-IFCN.

Asian and Oceanian Societies for Clinical Neurophysiology intending to join the IFCN may be granted the status of Candidate Society of the AOC-IFCN pending on the outcome of their application to the IFCN. They may attend the meetings of the General Assembly but will not have the right to vote. If, for any reasons, one of the societies is excluded from IFCN, its membership to the AOC-IFCN will cease.

### **4. AOC-IFCN finances**

4.1. AOC-IFCN will receive any surplus funds of the Asian and Oceanian congress and the educational course. It has the right to accept and administer gifts, legacies, movable and immovable properties, donations and assets of any kind.

4.2. The assets of the AOC-IFCN shall be used for its own operation and in a general way to provide for the attainment of its purposes. In particular, they shall be used for the material organization of the congress and the educational courses. Any excess shall be deposited in the treasury of the AOC-IFCN. No portion of the assets of the AOC-IFCN shall be paid directly or indirectly to any Member Society or officer of the AOC-IFCN

except for reasonable payment for services actually rendered, or repayment of expenses incurred in the interest of the AOC-IFCN.

4.3. The AOC-IFCN may be dissolved by a two-thirds majority vote of the General Assembly. In the event of its dissolution the treasury of the AOC-IFCN shall be transferred to the IFCN.

### **5. Executive Committee of the AOC-IFCN (AOC-ExCo)**

5.1. The AOC-ExCo consists of the Chairperson, the Secretary/Treasurer, and the Liaison officer of the IFCN. These members are to be proposed and elected by the Member Societies except for the Liaison officer who is appointed by the ExCo of the IFCN.

5.2. At each Asian and Oceanian congress, the AOC-ExCo except for the Liaison officer is elected by the General Assembly. Elections shall be held by the General Assembly at the Asian and Oceanian Congress at intervals of not more than 4 years.

5.3. Elected AOC-ExCo officers will normally serve a term of 4 years and will be eligible for reelection once. The maximum term of office for AOC-ExCo officers is thus 8 years. Within this maximal term of office the ExCo officers are re-eligible at any of the positions in the AOC-ExCo. The officers should be from different countries. The Liaison officer can also be appointed only for a maximum term of 8 years. The Liaison officer of the IFCN must be from the Asian and Oceanian Societies of IFCN.

5.4. Most of the work and decisions of the AOC-ExCo shall be made by mail, fax and e-mail. The regular AOC-IFCN meetings will be held at every AOCCN Congress and if necessary during the World Congresses of the IFCN.

5.5. The Chairperson of the AOC-IFCN shall organize and chair the General Assembly and is the official representative of the AOC-IFCN.

He/she coordinates the activities of the AOC-ExCo. He/she shall submit a Chairperson's report to each General Assembly.

5.6. The Secretary/Treasurer shall be responsible for correspondence, keeping archives for the AOC-ExCo, notifying delegates of the General Assembly and for circulating the agenda at least 1 month before the AOC-IFCN Congress. The Secretary/Treasurer of the AOC-IFCN is responsible for the assets of the society. He/she shall keep proper accounts of the expenses and receipts and shall give a report and submit a budget for the next fiscal period at the General Assembly.

5.7. The Liaison officer shall represent the IFCN.

### **6. The Asian and Oceanian Congress of Clinical Neurophysiology and educational courses**

6.1. The AOCCN is to be held by the AOC-IFCN every 4 years. National societies can apply to host the next congress at least 2 months before the preceding congress with an informal application (including the place of the congress and the convener) to the AOC-IFCN Chairperson. The General Assembly will decide on the place and date of the next congress. The General Assembly appoints the Convener of the next AOCCN.

6.2. The Organizing Committee of the AOCCN consists of the Convener, the Secretary/Treasurer of the Congress, additional members to be determined by the National Society organizing the AOCCN and the officers of the AOC-IFCN.

6.3. The International Scientific Committee consists of the delegates of the AOC-IFCN member societies and additional members approved by the Convener of the next AOCCN together with the AOC-ExCo.

6.4. The National Society being appointed is responsible for the financial success of the congress. The AOC-IFCN will help the hosting National Society with its assets.

## 7. The General Assembly

7.1. The General Assembly is composed of the ExCo officers and of the delegates of each member society.

7.2. The General Assembly proposes the place and date of the next congress. It appoints the Convener of the next Asian and Oceanian congress. It discusses and approves, if deemed fit, the financial statement and accounts for the current fiscal period, submitted, duly audited, by the Treasurer of the AOC-IFCN. It votes on the budget of the following fiscal period proposed by the AOC-ExCo. It discusses and votes upon all resolutions and decisions taken to fulfill the purposes of the Federation and on all questions appearing on the agenda.

7.3. The General Assembly is bound to meet once every 4 years at the place and date fixed for the AOCCN. It is chaired by the Chairperson of the AOC-IFCN or his/her specified deputy. The General Assembly elects the AOC-ExCo in the following sequence: (1) Chairperson (2) Secretary/Treasurer.

7.4. Each member society has one vote. Written identification of all the delegates or their substitutes must be submitted in advance to the secretary of the AOC-IFCN by each member society. All those registered at the congress may attend the General Assembly, but only Members of the Assembly may speak and vote.

7.5. The quorum of the General Assembly is one-half of the delegates or their substitutes, together with the Chairperson and Secretary/Treasurer, or their specified deputies.

7.6. Each delegate and AOC-ExCo officer has one vote. Vote by proxy is not allowed.

7.7. On the seconded request of one delegate a secret ballot shall be organized on any point of the agenda.

7.8. If not otherwise stated here, the General Assembly will be conducted according to the Bye-Laws for the conduct of the General Assembly of the IFCN.

## North American Chapter Bye-Laws of the International Federation of Clinical Neurophysiology

### 1. Membership

There will be three society members of the North American (NA) Chapter of the IFCN: the American Association of Neuromuscular and Electrodiagnostic Medicine (AANEM), the American Clinical Neurophysiology Society (ACNS), and the Canadian Society of Clinical Neurophysiologists (CSCN).

### 2. Chapter board of directors

#### 2.1. Board of directors

The Board of Directors of the chapter will consist of three Directors and one Treasurer. The Directors and Treasurer are appointed as follows:

Director – the designated AANEM Delegate to the IFCN (currently Dr. Donald Sanders);

Director – the designated ACNS Delegate to the IFCN (currently Dr. John Ebersole);

Director – the designated CSCN Delegate to the IFCN (currently Dr. M. George Elleker);

Treasurer – chosen by the other directors.

#### 2.2. Terms

The term for each Director will begin effective the date this document is signed below and the term shall end when a new IFCN delegate is appointed by the member society. The Treasurer shall be voted on by the other Directors each year and serve through December of the year elected to serve. Each society must notify the AANEM when a new IFCN Delegate is appointed for their organization.

### 2.3. Treasurer's duties

The Treasurer shall oversee the financial aspects of the NA Chapter. He/she will with the assistance of the AANEM Executive Director maintain an itemized account of receipts and disbursements. He/she shall oversee and direct the AANEM Executive Director in the receipt and disbursement of funds as approved by the NA Chapter Board of Directors and shall report the results after each year to the Chapter Board of Directors.

### 3. Members' meetings

The Board of Directors of the North American Chapter shall hold a regular meeting annually to discuss the administration of the funds received by the IFCN. The specific time and place will be designated by the Board members. Meeting may be held via conference call or other electronic means.

### 4. Mission and objectives

The mission of the NA Chapter of the IFCN is to strive to promote education and the attainment of the highest level of knowledge and understanding in the field of clinical neurophysiology by:

- (a) providing fellowships to physicians in disadvantaged countries to attend the meetings of NA member societies,
- (b) providing educational opportunities within disadvantaged countries,
- (c) distributing educational material to disadvantaged countries, and
- (d) providing networking opportunities for physicians from disadvantaged countries.

The primary intent of the NA Chapter of the IFCN is to provide educational opportunities for physicians from disadvantaged countries. Physicians from these countries should receive special consideration. In addition, the funds can be used to support travel to meetings of the AANEM, ACNS, or CSCN for individuals in training or

early in their careers who are not from disadvantaged countries.

The NA Chapter member societies acknowledge that the meeting held by each society currently provides excellent educational opportunities for physicians from disadvantaged countries and that there is no need for the NA Chapter to hold an additional educational meeting. This does not limit the opportunity for member societies to hold a joint meeting in the future. Each society is encouraged to discuss this possibility for the future.

### 5. IFCN funds

#### 5.1. Allocation of initial IFCN distribution

The IFCN has agreed initially to distribute US \$100,000 to the NA Chapter over a 4-year fiscal period beginning in 2007 and ending 2010. The IFCN will send these funds to the AANEM. The AANEM will maintain a separate interest bearing account for the funds. If the entire US \$100,000 is distributed to the AANEM by the IFCN in a lump sum, interest earned (less a US \$1000 annual administrative fee to the AANEM) will be reported to the NA Chapter Board of Directors each year and will be allocated based on the allocation proportion listed below, that has been agreed to by all three chapter member societies. Earned interest will be allocated in the same allocation proportion as listed below and will be available for distribution the following year. If the IFCN distributes US \$50,000 or less during the 4-year period, the AANEM will retain any interest earned (if any) to cover the administrative expenses of handling the funds. Each of the member chapters will receive a portion of the funds. The proportions are as follows:

Allocation proportion:

AANEM	60% (US \$15,000/year);
ACNS	25% (US \$6250/year);
CSCN	15% (US \$3750/year).

### 5.2. Allocation of future IFCN distributions

Should the IFCN determine to issue further funds to the NA Chapter, the funds will be allocated as described in Section 5.1 above (including payment to AANEM of administration fees), and the same approval and disbursement procedures as listed in Sections 5.3 and 5.4 below will be followed.

### 5.3. Approval

Each of the three member societies should prepare a Project Plan for the use of the allocated funds (including a budget). The Project Plan should identify which of the missions listed in Section 4.0 above is being addressed. Project Plans and fund requirements should be submitted no later than January 31 of the year the money is to be spent to the NA Chapter Board of Directors via e-mail with a copy to the AANEM Executive Director. In 2007, if a chapter member plans to expend funds, the Project Plan including budget requirements should be submitted by July 1, 2007.

The Board of Directors will review and approve or reject each Project Plan via e-mail. A majority of the Board of Directors must approve each Project Plan. If a Director of the Board has concerns about a Project Plan, he/she must articulate the areas of concern. If a majority of the Board of Directors does not approve a member society's Project Plan, the Director who represents that member society must notify his/her society of these concerns and seek clarification or changes to the Project Plan that address the concerns of the other members of the board. This new information should then be provided to the NA Chapter Board of Directors. The Board will reconsider their decision and vote again on the Project Plan. If a majority of the Board of Directors does not approve the revised plan, further opportunity will be allowed for changes to the Plan until a majority vote can be reached. At any time, a member of the Board of Directors can call for a meeting of the group

via teleconference or other mutually agreed upon methods. Each Director is responsible for coordinating approval requests with his/her society.

### 5.4. Disbursement

After a fund-sponsored event, but no later than December 1 of the year in which the Project Plan was approved, the member society shall submit to the AANEM the actual expenditures for the Project Plan for that year. The NA Chapter Treasurer, with the assistance of the AANEM Executive Director, will assure that the submitted expenditures align with the approved Project Plan. Checks will be disbursed within 30 days of receipt of the request. In the event that less money is spent than budgeted, only the expended funds will be disbursed, and the remaining funds will be added to the monies available to that chapter society for the following year. In the event that the actual expenses exceed the budgeted amount, the full amount will be paid only if funds owed to the society are available in the account. The excess payment will reduce the monies available the next year unless there was carryover from prior years. If no additional funds exist in that society's account, only the budgeted amount will be paid. Chapter member societies may resubmit any unpaid bills for payment after another IFCN distribution is received, if any.

## 6. Parliamentary authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bye-Laws.

## 7. Amending Bye-Laws

These Bye-Laws may be amended by majority vote of the Board of Directors at any scheduled

meeting. All proposals, however, must be submitted in final written, adoptable form to the Treasurer at least 10 days before the meeting. The Bye-Laws may be amended via mail, e-mail, facsimile, or any other appropriate communication method. Each Director must receive approval from their respective society for the amendment prior to amending these Bye-Laws. After the changes are approved by the North American Board of Directors, the amended Bye-Laws must be approved by the IFCN Rules Committee and ratified by the IFCN General Assembly before the change is final.

### 8. Notices

Any notices should be sent to the following:

#### **American Association of Neuromuscular & Electrodiagnostic Medicine (AANEM)**

Attention Shirlyn Adkins, JD Executive Director  
2621 Superior Drive NW  
Rochester, MN 55901  
USA  
[sadkins@aanem.org](mailto:sadkins@aanem.org)

#### **American Clinical Neurophysiology Society (ACNS)**

Attention: Jackie Coleman, Executive Director  
One Regency Drive  
PO Box 30  
Bloomfield, CT 06002  
USA  
[jcoleman@ssmgt.com](mailto:jcoleman@ssmgt.com)

#### **Canadian Society of Clinical Neurophysiologists (CSCN)**

Attention: Dan Morin, Chief Executive Officer  
Canadian Neurological Sciences Federation  
7015 MacLeod Trail SW, Suite 709,  
Calgary, AB T2H 2K6  
Canada

These Bye-Laws were duly adopted by a unanimous vote of the NA Directors. Each signatory below verifies that their respective society Board

of Directors has approved and authorized their agreement to these Bye-Laws.

### **Statutes of the International Clinical Neurophysiology Society (ICNS)**

#### **1. Mission statement**

The ICNS (for members of non-affiliated countries) is a professional association dedicated to fostering excellence in clinical neurophysiology and furthering the understanding of nervous system function in health and disease through education, research and the provision of a forum for discussion and interaction. This society is designated for members from countries that do not have an affiliated society membership in the IFCN.

#### **2. Name**

The name of the society shall be “International Clinical Neurophysiology Society (for members of non-affiliated countries).” The name shall be abbreviated to ICNS.

#### **3. Purposes**

The purposes of the society shall be:

- To promote personal contact between investigators and clinical neurophysiology and closely related fields, between the society and other similar societies throughout the world through the IFCN, thus facilitating of exchange of scientific and professional information and opinions.
- To further the greater understanding and knowledge of clinical neurophysiology and disorders for which it is applied.
- To arrange for the exchange of journals or other written materials in these fields.
- To assist in the formation of committees for evaluation of standards, techniques, procedures, education, training or qualification of physicians or technologists.



- To achieve high standards for clinical practice of clinical neurophysiology.

#### **4. Members**

The society shall consist of honorary fellows, fellows, members and junior members from non-affiliated countries. Additional members may be from countries with an affiliated society if the individual cannot be a member of that affiliated society, and that society provides written support for the individual's request for ICNS membership.

Only honorary fellows, fellows and members shall vote on any question concerning the society. Each person is entitled to one vote.

Should the number of members in any one country exceed 10, it is expected that they will apply to the IFCN for affiliation. Should affiliation take place, the individual members of the ICNS from that country will be transferred to the new affiliated National Society. In that case, individual memberships in ICNS shall be discontinued. Also, if the ICNS President or Council Members-at-Large are from a society so converted to full IFCN membership, his or her service on the ICNS Council shall be discontinued effective 1 year after his or her membership in ICNS is discontinued.

#### **5. Officers**

5.1. Only fellows and members shall be eligible to hold elected office.

5.2. The officers of the society shall be a President, Secretary and Treasurer. The President shall be nominated by the IFCN Executive Committee. The Secretary and Treasurer shall be the IFCN Secretary and IFCN Treasurer.

5.3. The ICNS Council will consist of eight members. These include the three ICNS officers, three Members-at-Large, and the two most recent ICNS Past-Presidents. The Members-at-Large will be chosen from among the ICNS membership at the time of the election of officers.

#### **6. Meeting of the society**

6.1. The society shall meet at the time and location of the International Congress. For installation of officers, the transaction of such business may come forward and presentation of any scientific or educational program.

6.2. Council may call special meetings of the society whenever it is expedient.

#### **7. Rules of consistency**

The IFCN Rules Committee will review any issues arising out of conflicting rules or opinions about ICNS rules, or between the ICNS rules and other IFCN organizations' rules. Decisions of the IFCN Rules Committee shall be final. These ICNS Bye-Laws shall be considered to be Bye-Laws of the IFCN.

#### **8. IFCN membership**

The ICNS shall be considered to be a member society of the IFCN. It shall be allowed to apply for membership in IFCN Chapters. It shall elect a Delegate to the IFCN General Assembly and is entitled to votes and representatives in the IFCN General Assembly consistent with its membership numbers.

#### **9. Effective date**

9.1. These statutes will become effective upon acceptance by at least 15 prospective ICNS members, and after acceptance by the IFCN in accordance with its rules for acceptance of IFCN Bye-Laws.

9.2. These ICNS Statutes may be amended in accordance with proposals initiated by ICNS Council or by petitions signed by at least 15 members of the society. Such proposals shall be placed on the agenda for general discussion at the next meeting. If approved at the meeting, a final adoption will be made by mail ballot sent to all

members of the society. Changing the Statutes requires responses from a majority of eligible voters, with at least two-thirds of the voting members voting in favor of the proposed amendment. All amendments to the Statutes shall take effect immediately after both the necessary two-thirds vote and ratification by the IFCN in accordance with its rules for acceptance of IFCN Bye-Laws.

## **10. Bye-Laws**

### *10.1. Members*

Honorary fellows are distinguished workers in the field of clinical neurophysiology. Honorary fellows do not pay fees for dues.

Fellows are experienced individuals in the field of clinical neurophysiology, including physicians, neuroscientists, and others who have distinguished themselves in the field. Fellows pay dues, vote, and can hold appointive office in the society.

Members are other individuals who support the aims of the society and who are professionally active in the field of clinical neurophysiology, allied fields, neurophysiology technologists, allied health professionals or others, whose work advances the goal of the society. Members pay dues, vote and may hold appointive office.

Junior members work in clinical neurophysiology or closely related fields. These are generally pre-doctoral or post-doctoral trainees. Junior membership shall be limited to a period of 5 years. Junior members pay dues, but do not vote or hold office. Applications for membership for any category of membership shall be made in writing to the societies' secretary along with any documentation required by policies and procedures of the society. Acceptance for membership or change in membership status shall be made by majority vote of the council.

Any member who fails to pay dues for three successive years shall be considered to have withdrawn from the society, and his or her membership will be discontinued. The individual may,

however, reapply for membership in the normal manner.

Any individual considered to have acted in a manner unworthy of membership in the society may be dismissed from membership by a three-fourths vote of council members, confirmed by a majority vote of society members present at the next meeting. The individual shall have the right to appear before the council, hear the charges and argue in defense, with witnesses if desired. Expenses for this will be borne by the accused.

### *10.2. Officers*

The President shall preside at all business meetings of the society and at the council meetings. The President shall be allowed to vote in all matters before the society and the council. The President shall appoint members to the standing committees of the society, except for a nominating committee. The President appoints members of the nominating committee only after a majority vote of the council. The President may act as the delegates to the IFCN General Assembly.

The IFCN Secretary shall serve as Secretary to the ICNS Council and to the Society and shall ensure that a true and careful record of the meetings of the society and council is kept. The Secretary shall ensure that members are kept informed of society activity, proposed annual meetings, educational opportunities, process for applications for membership and other appropriate duties.

The Secretary shall also keep a listing of the members with their addresses and other contact information. This information shall be distributed to officers and other council members upon request.

The IFCN Treasurer shall be empowered to receive and hold in trust or otherwise such funds, personal or real property received by gift, bequest or otherwise, and to invest or reinvest, expend, convey or otherwise dispose of such funds or property in a manner as appropriate to accomplish the purposes of the society. Such actions will be under

the control and within the appropriate policies and procedures as established by the council. The Treasurer shall pay all fees, bills or other obligations of the society and for that purpose shall sign checks or drafts in payment. The Treasurer shall be responsible for collecting fees or dues.

The ICNS Council shall be responsible for conducting the affairs of the society and have direction over all officers and all appointed committee members. It shall act on all questions of general policy and administration, and have final authority regarding policies and procedures of the society and expenditures of money and budgeting. The council shall approve of all appointees to a nominating committee. It shall approve the date and place of the next meeting, and announce its decision to members of the society. Council will choose a delegate to the IFCN, who may be the same as one of the society officers. Council shall determine the annual dues, or waive dues as needed, or make other special assessments. A quorum of the council to conduct business shall consist of a majority of the members of the council.

### *10.3. Elections*

The ICNS Council shall set forth the policies and procedures for the timing and conduct of the elections. However, the elections must be held at least as often as the IFCN elections for officers. The

Secretary shall ensure that mail ballots are sent out to the voting members of the society. The candidates for Members-at-Large receiving the largest number of ballots cast shall be elected. In the case of a tie vote by mail, those receiving the number of tying votes shall be voted in a second round election. In the case of a tie vote on the second round, the President of the society shall cast a deciding vote.

The Council has authority to establish a Nominating Committee to prepare a slate of proposed new Members-at-Large for the society in advance of the time of the elections.

### *10.4. Amendments to the Bye-Laws*

Amendments to the Bye-Laws may be initiated by the Council or by a petition signed by at least 15 voting members of the society. Bye-Law amendments will be proposed to the voting members either by mail ballot or at the time of the annual meeting. A majority vote is needed to adopt the proposal.

Amendments must be ratified by the IFCN General Assembly before they can become effective.

### *10.5. Proposed dues*

Dues for individual members from non-affiliated countries initially should be US \$4.00.