



## **RULES**

### **1. PREAMBLE**

- 1.1. The British Neuroscience Association (the “Association”) was formerly called the Brain Research Association and it was first registered as a charity in 1972 (number 264450). The current charity was registered in 2006 (number 1103852). Its Articles of Association were substantially altered at the AGM in 2017.
- 1.2. The Association’s governing document is its Articles of Association (“Articles”), a legal document which sets out what the Association, as a charity and a company, can do in pursuit of the charitable objects for which it was established.
- 1.3. The Association’s objects (as stated in Article 4) are: To preserve and protect health and advance public education in neurosciences related to health and disease (in particular but not exclusively) by:
  - (a) Promoting on a multidisciplinary basis the study of the development structure and function of the nervous system in health and disease;
  - (b) Promoting the dissemination of information to all those interested in the neurosciences and related disciplines by means of lectures, discussions, meetings and reports from time to time obtained from such researchers;
  - (c) Advising as far as possible on issues in neurosciences related to health and disease;
  - (d) Endeavouring to increase public awareness and understanding of neuroscience research in health and disease;
  - (e) Assisting in the training of neuroscientists and other professionals engaged in neuroscience teaching and research;

(f) Representing the interests of neuroscience researchers and promoting the case for the advancement of neuroscience research in the United Kingdom to government, to agencies providing research funding and to bodies engaged in science administration, regulation and standards.

1.4. The Articles can only be amended by a 75% majority of votes on a Special Resolution in accordance with the provisions of the Articles, with the proviso that changing certain Articles would also need the approval of the Charity Commission (Article 56).

1.5. The Association can be dissolved in accordance with Article 56, following a 75% majority vote at a General Meeting. Any remaining assets must be applied for charitable purposes the same as or similar to those of the Association in accordance with Article 57.

1.6. These Rules govern the day-to-day operations of the Association in more detail than can be dealt with in the Articles.

1.7. In the event of a conflict between these Rules and the Articles, the Articles shall prevail.

## **2. MEMBERSHIP AND MEMBERS**

### **2.1. Categories of membership**

2.1.1. Full members, open to those who have interests in the science of the brain and nervous system in a professional capacity, eg as a research scientist or clinician in a university, hospital, or research institution;

2.1.2. Full (Industry) members, open to those who have interests in the science of the brain and nervous system in a professional capacity in a commercial or trading company.

2.1.3. Honorary members, who shall be individuals whose contributions to neuroscience and/or to the Association are judged significant according to criteria established by the trustees. Honorary members may be nominated by any member and shall be approved by 75% of the trustees;

2.1.4. Undergraduate student members, with a minimum age of 16. Qualifying students need to be undertaking, or preparing to undertake, any bioscience degree in a recognised university or higher education institution. This category includes medical students studying for a 5 or 6 year medical degree. Verification by a tutor or supervisor will be obtained in order to prove eligibility;

2.1.5. Postgraduate student members, open to those undertaking a Master's programme or PhD comprising neuroscience-related content (this can include students on courses

other than pure neuroscience, eg those that have modular choices), and F1 and F2 junior doctors. Verification by a tutor or supervisor will be obtained in order to prove eligibility;

2.1.6. Early career members, open to individuals for the first five years following completion of their highest degree (e.g. MSc or PhD) or, for clinicians, the first five years following completion of F2. After five years, Early career members are invited to become Full members;

2.1.7. Associate members, open to all those who have a genuine interest in neuroscience, but do not work in neuroscience in a professional capacity;

2.1.8. Retired members, open to those with interests in the science of the brain and nervous system in a professional capacity, eg as a research scientist or clinician, who have now retired;

## 2.2. Voting rights

Every Full, Full (Industry), Honorary, Undergraduate student, Postgraduate student, Early career, and Retired member shall have one vote, subject to payment of any fees being up to date. Associate members are not eligible to vote.

## 2.3. Applications for membership (Article 10)

2.3.1. Applications for membership shall be made via the Association's web site using the online forms provided.

2.3.2. The format of applications and the supporting documentation required (if any) shall be set by the Trustees and details shall be published on the Association's web site.

2.3.3. Applications for membership shall be assessed by the Association's staff according to the criteria in force at the time.

2.3.4. Nominations for Honorary membership shall be assessed in accordance with Rule 2.1.3.

2.3.5. No person shall be deemed to be a member of the Association unless the procedure has been followed correctly, acceptance has been notified to the member by the Association, and any subscriptions have been paid.

2.3.6. The Trustees, acting in the best interests of the Association, may refuse to admit any person as a member, provided the applicant has been given reasonable opportunity to appeal against the refusal as provided in Article 10.

2.3.7. Membership is not transferable from one person to another.

## 2.4. Membership fees

2.4.1. The Trustees shall decide which categories of member shall pay a subscription fee and shall determine the fees annually.

- 2.4.2. Memberships shall commence on the date on which the application is approved and subscription fees shall be due on the anniversary of this date.
- 2.4.3. A member whose subscription fee is in arrears by more than six months shall cease to be a member, but may rejoin without further formalities on payment of the current year's fee (Article 12).
- 2.4.4. Discounted or free access to member benefits is only available to members whose fees are paid up to date.

## 2.5. Termination of membership (Article 12)

Membership of the Association comes to an end if:

- 2.5.1. the member dies; or
- 2.5.2. the member sends a notice of resignation to the Association, provided there will be at least twenty members remaining; or
- 2.5.3. any sum of money owed by the member to the Association is not paid in full within six months of its falling due; or
- 2.5.4. the Trustees decide that it is in the best interests of the Association that the member in question should be removed from membership, and pass a resolution to that effect, having allowed the member the right of appeal in accordance with Article 12.

## 3. THE COUNCIL

### 3.1. Composition of the Council

- 3.1.1. The Society shall be governed by a Council of trustees ("the Trustees") comprising between seven and twelve members of the Association (Article 29).
- 3.1.2. The Trustees shall be elected by the members, except for the President-Elect, who shall be appointed by the Trustees, and up to two additional Trustees, who may also be appointed by the Trustees to fill specific gaps, provided that the number of appointed Trustees does not thereby exceed the number of elected Trustees (Article 32).
- 3.1.3. The President and Past-President are appointed automatically on expiry of their term as President-Elect and President respectively (Article 32).
- 3.1.4. The President-Elect, President and Past-President shall be appointed to serve for a period of two years (Article 34).
- 3.1.5. Other trustees shall serve for a period of four years, but may be re-elected or re-appointed for one further term of four years, after which at least one year must elapse before they can stand for further election, unless elected or appointed as an Officer (Article 33).

3.1.6. The Local Groups Co-ordinator and the Meetings Secretary shall attend meetings of Council but shall not have voting rights.

3.1.7. Other people may be invited to attend specific Council meetings as needed, but shall not have voting rights (Article 37).

### 3.2. Election of Trustees

3.2.1. Where Trustees are to be elected by the members, nominations may be made by the Trustees or by at least two members of the Association eligible to vote.

3.2.2. Although the President-Elect is appointed by the Trustees, members may make nominations for this role and such nominations shall be sought in accordance with this clause 3.2.

3.2.3. A call for nominations shall be sent to the members at least two months before the date of the election, specifying the format of nominations and the deadline for receipt of nominations at the Association's office, which shall be at least four weeks before the election takes place.

3.2.4. The call for nominations and voting instructions should include a reminder to members of the need to adhere to the Association's policies, including the Equality and Diversity Policy.

3.2.5. If so determined by the Trustees, the call for nominations may specify types of nominee required, for example independent Trustee, so as to ensure a balanced body of Trustees.

3.2.6. Each nomination form shall relate to one candidate only and the candidate must indicate their acceptance of the responsibilities of trusteeship.

3.2.7. All nominees must be eligible to be trustees as set out in Article 32 and must not be disbarred from trusteeship under Article 35.

3.2.8. Every nominee must have been a member of the Association for at least one year at the time of his or her appointment as a Trustee, with the exception of the President-Elect and up to three independent Trustees, who may become members on assumption of office.

3.2.9. If there are more nominations than vacancies, elections shall normally be held by postal or electronic ballot (e-vote) in advance of the Annual General Meeting ("AGM") of the Association, although ballots may be held between AGMs if required, by postal or e-vote. In such case, the elected Trustee shall take office immediately upon election and shall serve until the fourth AGM after election, as detailed in Article 33 (2).

3.2.10. Members shall be advised of details of nominees at least two weeks before the election takes place.

3.2.11. If so determined by the Trustees, voting may be categorised according to the types of nominee detailed in 3.2.5 above, so that the correct number of Trustees in each category is elected.

### 3.3. Meetings of the Council

3.3.1. The quorum for meetings of the Council shall be three or one half of the total number of Trustees (rounded up if necessary), whichever is the greater, or such larger number as may be decided from time to time by the Trustees, as set out in Article 38.

3.3.2. Meetings shall be chaired by the President or, in his/her absence, the Past President. If neither is present, the Trustees shall decide amongst themselves who shall chair the meeting (Article 40).

3.3.3. Meetings shall normally be called by the Secretary, but any Trustee may call a meeting (Article 37).

3.3.4. Meetings may be held electronically (Article 37).

### 3.4. Responsibilities

3.4.1. The Secretary shall be responsible for giving notice of meetings, preparing and circulating agendas in advance and for preparing and circulating minutes.

3.4.2. The Treasurer shall be responsible for the Association's funds and its book-keeping, accounting and auditing services, including liaising with relevant staff.

3.4.3. The President shall represent the Association externally and shall be the voice of the Association, and shall chair meetings.

3.4.4. Responsibilities may be delegated to alternate Trustees or staff where appropriate.

3.4.5. All responsibilities designated in this clause are subject to the delegation rules in 3.5 below.

### 3.5. Delegation (Article 42)

3.5.1. The Council may form committees consisting of members of the Association and may delegate specific aspects of the Association's work to such committees, subject to setting up formal terms of reference for such committees.

3.5.2. Any such committee shall have at least one Trustee among its number.

3.5.3. The Council shall have the authority to disband any such committee or dismiss any or all of its members.

3.5.4. Each committee shall report to the Council through its chair.

3.5.5. The current committee is the National Advisory Committee.

3.5.6. The Trustees may also appoint members to other delegated roles as required, including a Meetings Secretary.

3.5.7. The Trustees may delegate any of their powers or functions to anyone employed or engaged by the Trustees.

3.5.8. All delegations shall comply with any authorisation policy in force at the time.

3.6. Retirement or removal of Trustees is governed by the Article 35.

#### **4. THE NATIONAL ADVISORY COMMITTEE**

4.1 The role of the National Advisory Committee is to represent different demographics and interests within the Association's membership, and to use their skills and experience to provide information and advice to the Council.

4.2 The National Advisory Committee comprises the Trustees and not less than 6 nor more than 10 additional members, elected by the Association's members.

4.3 The National Advisory Committee is chaired by the President of the Association.

4.4 The election process shall be the same as the process for electing Trustees as detailed in Rule 3.2.

4.5 National Advisory Committee members (other than Trustees) shall serve a four-year term, and may then stand for re-election for one further four-year term, after which a period of at least one year must elapse before they can stand for election again, unless serving in the position of Trustee.

4.6 Trustees' term of office on the National Advisory Committee shall be co-terminous with their term of office as Trustees.

4.7 The National Advisory Committee may co-opt up to three additional members to its number, for a term not exceeding four years.

4.8 The Secretary of the Association shall be the Secretary of the National Advisory Committee.

4.9 Fuller details of the National Advisory Committee's role and operation shall be set out in a charter document.

#### **5. LOCAL GROUPS**

5.1. The Association's Local Groups (LGs) are geographically defined groups of members, usually centred at a university or research institution. Every member has the option of

joining one or more LGs. The role of LGs is to enable members to identify, network with and support other local neuroscientists, especially where there are no other neuroscience groups where they work; to provide two-way communication between members and the Council; and to support members and promote the Association across the UK. Each LG shall have a Local Group Representative (LGR) who shall be the primary point of contact between their LG and the Council. LGs are eligible to apply for funding and other benefits from the Association.

- 5.2. The Local Group Co-ordinator's role is to represent LGRs on Council, and to facilitate communication between Council and LGRs.
- 5.3. The Local Group Co-ordinator shall be elected by the members in the same way as Trustees as set out in clause 3.2.
- 5.4. Local Groups may also have a Local Group Student Representative (LGSR). The LGSR's role is to support the LGR and represent their local student population. LGSRs are selected by way of an application and appointment procedure defined by Council.
- 5.5. Role descriptions shall be set out giving fuller details of these roles.

## **6. PROCEEDINGS AT GENERAL MEETINGS AND MEMBERS' DECISIONS (Articles 13-27)**

- 6.1. In accordance with Article 13, Annual General Meetings (AGMs) must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined as applicable) and the Trustees' annual report.
- 6.2. Other General Meetings of the members of the Association may be held at any time and may be called by the Trustees or at least 5% of the members.
- 6.3. Notice of the meeting shall be sent to all members not less than twenty-one clear days before an AGM or a meeting called to pass a Special Resolution, or not less than fourteen clear days before the date of any other General Meeting.
- 6.4. Every eligible member, as defined in Rule 2.2, shall have one vote.
- 6.5. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second, or casting vote.
- 6.6. The quorum for the meeting shall be fifteen members at an AGM and ten members at any other General Meeting.
- 6.7. General Meetings shall be chaired by the President or, if the President is not present, by a Trustee nominated by the Trustees.



- 6.8. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least two of the members present in person or by proxy at the meeting and having the right to vote. Any poll shall be carried out in accordance with the Article 20.
- 6.9. The Association may, if the Trustees so decide, conduct votes by post or e-voting to elect Trustees or to make a decision on any other matter.
- 6.10. Any member of the Association may appoint a proxy to vote on their behalf as laid out in Articles 21 and 22.

## **7. ACCOUNTS**

- 7.1. The Council shall cause true accounts to be kept in accordance with charity and company law, giving full particulars: (i) of all the moneys, investments and assets of the Association; (ii) of all moneys received and expended by the Association, and of the matters in respect of which such receipts and expenditure take place; (iii) of the credits and liabilities of the Association; (iv) of all sales and purchases of goods by the Association.
- 7.2. The Association's accounts shall be independently examined each year in accordance with charity and company law and shall be made available to all members in advance of the AGM.
- 7.3. All expenditure, and commitments to incur expenditure, shall be authorised in accordance with any authorisation policy currently in force and in accordance with Charity Commission regulations.
- 7.4. The accounts and books of the Association shall be open to the inspection of members during business hours, subject to any reasonable restrictions.

## **8. CONFLICTS OF INTEREST**

- 8.1. As a charity, the Association expects its members to conduct themselves with a high degree of probity when carrying out the Association's business, and in accordance with any Code of Conduct currently in force.
- 8.2. Articles 8 and 9 deal generally with conflicts of interest.
- 8.3. Trustees, committee members and others carrying out the Association's business are expected to inform the President or other relevant officer with regard to any matter that may lead to a conflict of interest.

8.4. Conflicted persons should not take part in any process (eg marking grant applications) where they have a potential conflict.

**9. BENEFITS AND PAYMENTS**

Trustees may not receive payment for their role as a Trustee. Any payments and benefits to Trustees or other post holders must only be made in accordance with Article 7.

**10. TRADING SUBSIDIARY**

The Association may have a trading subsidiary to carry out commercial activities on behalf of the Association. Any such subsidiary must remit all of its profits annually by GiftAid to the Association unless otherwise determined by the Trustees. Any such subsidiary must be run in accordance with Charity Commission regulations regarding subsidiaries. BNA Events Ltd is the Association's current subsidiary.

British Neuroendocrine Association  
Company Limited by Guarantee, registered in England number 04307833  
Charity registered in England number 1103852  
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