

BY LAWS

Of The Public Association “Azerbaijan Neuroscience Society” ANS

I. GENERAL PROVISIONS

1.1. The Public Association “Azerbaijan Neuroscience Society” (hereafter referred to as “ANS”) is an international non-governmental organization that is founded on the principles of common interests, volunteerism, membership equality, the main purpose of which is not to generate and distribute revenue among its members.

1.2. This Association is founded in accordance with the Constitution of Azerbaijan Republic and Azerbaijan Republic Law “On The Non-governmental organisations (public unions and funds),” as well as the present document of ANS By Laws.

1.3. This Association acquires the status of a Legal Entity (Person) from the date of registration by the Ministry of Justice of Azerbaijan Republic.

1.4. The formal name of this Association is as follows:

In Azerbaijani language: Azərbaycan Neyroelm Cəmiyyəti

In English language: Azerbaijan Neuroscience Society

1.4. The formal address of this Association is as follows:

76 Firuz Qambarov st., Unit 319, Khatai District, Baku, Azerbaijani

II. THE AIMS AND DUTIES OF THE ASSOCIATION

2.1. The main aim of the Association is to support the collaboration of the persons engaged in the occupation of Neuroscience.

2.2. To this end, the Association carries the following duties:

- To promote the exchange between medical science researchers, practising clinicians and researchers working in industry;
- To support the education in the fields of clinical and fundamental neurosciences;
- To facilitate research of the nervous system and its dysfunctions involving collaboration between academic investigators and practising clinicians with diverse research backgrounds;

- To inform the public about current research advances and their implications brought about by the field of neuroscience;
- To organise diverse courses and seminars, round tables, meetings and exhibitions, scientific conferences and other cultural and public events;
- To spread information about its aims and activities through the means of media, in accordance with all rules and regulations;
- To enhance the exchange and cooperation with relevant structures of Azerbaijan Republic, municipalities and international organisations;
- To carry out activities that are not prohibited by the legislative regulations and acts of Azerbaijan Republic and that do not contradict the provisions of these By Laws.

2.3. This Association must not participate in the elections of the President of Azerbaijan Republic and the parliamentary elections of the National Assembly of Azerbaijan Republic, as well as municipal elections.

III. THE RIGHTS OF THE ASSOCIATION

- 3.1 The Association is entitled to the following rights:
 - To establish contractual ties with other parties, on its own behalf, to acquire property and other personal non-proprietary possessions, to carry out its duties, to appear in the court as a claimant or a respondent;
 - To be a member of various international organisation, to maintain relations with the international organisations;
 - To open bank accounts and carry out the bookkeeping duties;
 - To be entitled to the unconstrained possession of its own monetary balance, stamp, seal and other requisites;
 - To carry out proprietary functions that are not prohibited by the legislation and that are in accordance with the provisions of these By Laws;
 - To establish representations within Azerbaijan Republic and abroad;
 - To avail of other rights defined in the legislation of Azerbaijan Republic.

IV. ASSETS AND FINANCIAL SOURCES OF THE ASSOCIATION

4.1. The assets of the Association may include buildings, devices, real estate, equipment, inventories, monetary instruments, stocks, other valuable papers and other possessions that provide income required to carry out the its functions as described in these By Laws and that are not prohibited by the legislation.

4.2. The Association shall be responsible for its assets. The ownership of these assets can be transferred only in accordance with the laws of Azerbaijan Republic.

4.3. The monetary and other sources of income are listed below:

- Regular or one-time membership fees collected from the Co-founders or Members of the Association;
- Assets and donations provided by the official institutions, entities, local and international organisations, and voluntary contributions of the citizens;
- Any income acquired from use or sales of the assets belonging to the Association;
- Grants;
- Any revenue generated from exhibitions, concerts and other public events;
- Any income generated by the entities established by the Association;
- Other income that is not prohibited by the legislation.

4.4. The members of the Association shall not have a right of the individual possession over any of the assets belonging to the Association.

4.5. The Association has a right of the ownership, use and disposition of the assets, in accordance with its goals and indications for use of the asset, as defined in the legislation of Azerbaijan Republic.

4.6. Any income on the balance of the Association deposited with pre-defined purposes must not be used towards other expenses.

4.7. The Association shall not provide monetary and other material aid to any political parties.

4.8. The Association shall account for its finances, as well as prepare and declare its financial records in accordance with the Law “On Accounting.” The fiscal year of the Association shall begin on the first day of January and shall end on the thirty-first day of December of the year.

V. THE CO-FOUNDERS OF THE ORGANISATION AND ITS MEMBERS, THEIR RIGHTS AND RESPONSIBILITIES

5.1. The Association can be co-founded by juridical persons (with the exception of the State Government and Institutions of Local Self-Governance) and natural persons of at least 18 years old.

5.2. The Co-founders are entitled to equal rights. The nature of the relationship between Co-founders, as well as their rights and responsibilities, are determined within the framework of legislation, any contractual agreements established between given persons or the present By Laws.

5.3. In Azerbaijan Republic, any juridical persons (with the exception of the State Government and Institutions of Local Self-Governance) and natural persons may become a member of a Public Association. The Co-founders of the Association are also considered to be Members of the Association.

5.4. Admission of new Association members is carried out by the Executive Board of the Association.

5.5. The Members shall apply to the Executive Board to be admitted to the membership by submitting their written request in an electronic application. The request shall be processed in the course of one month. The application for membership shall be approved if more than half of the Executive Board approve the candidacy.

5.6. The Association shall issue a membership ID card to the candidates approved by the Executive Board.

5.7. The members are equally entitled to the following rights:

- To participate in the administration of the Association defined in the present By Laws and other relevant documents;
- To participate in the Board elections of the Association, as voters or as candidates;
- To participate in the activities and public events organised by the Association;
- To receive information on the activities of the Executive Board and surveil its activities;
- To address to the Association with requests to support their interests;
- To participate personally in the discussion of their rights and responsibilities, to express their objections and complaints to the responsible Board.

5.8. The Member of the Association shall not hold two elected Board positions simultaneously.

5.9. The Member of the Association shall only represent it or make any public statements on its behalf if provided with authority by the Executive Board.

5.10. The Members of the Association bear the following responsibilities:

- To follow the provisions established by the present ByLaws, as well as the code of moral and ethical conduct;
- To execute decisions made the elected Board of the Association;
- To follow the requirements of the present By Laws;
- To participate in the public events of the Association.

5.11. The Membership fee shall be determined by the Executive Board of the Association.

5.12. The Membership may be terminated in the following instances:

- If a Member wishes to voluntarily terminate their membership;
- If the Membership is cancelled.

5.13. The Membership can be cancelled in the following instances:

- In case of committing an action that discredits the reputation of the Association;
- In case of evasion from participation in regular business of the Association;
- In case of committing an action that contradicts the provisions of the present By Laws.

5.14. The cancellation of Membership or the Co-founder status may be brought about by the decision of the Executive Board.

5.15. The Members has a right to complain about a membership cancellation decision to the current Board of the Association or court.

5.16. The Assistant of the Association are the following:

5.16.1. Juridical or natural persons who render non-substitutive assets to the Organisation's disposal, as wells providing other support, voluntary work or services *pro bono*;

5.16.2. The Assistants of the Association may participate in all public events organised by the Association, as well as they may receive legal support and endorsement of the Organisation within its capacities and in accordance with legislation;

5.16.3. The Assistants of the Association must not commit any actions that can harm the reputation and the purposes of the Association;

5.16.4. The Assistants of the Association may terminate their participation at any time.

VI. THE STRUCTURE AND EXECUTIVE BODIES OF THE ASSOCIATION

6.1. The supreme executive body of the organisation is the General Assembly.

6.2. The General Assembly may be called by the requests of the Executive Board, and/or one of the co-founders, and/or one third of the members of the Association.

6.3. The co-founders and members of the Association shall be notified about the location and the scheduled time of a General Assembly meeting no later than 2 weeks prior to the meeting.

6.4. Responsibilities of the General Assembly include the following:

- Proclamation and amendment of the By Laws of the Association;
- Determination of the principles governing the acquisition and utilisation of the assets belonging to the Association;
- Appointment of the executive bodies of the Association and/or termination of their mandate ahead of the schedule;
- Confirmation of the annual financial report of the Association;
- Participation in other organisations;
- Re-foundation of the Association or its dissolution;
- Hearings of the reports provided by the chairs of the executive bodies of the Association.

6.5. The General Assembly can be conducted only in the instances whereas more than a half of the members of the Association are participating.

6.6. The decisions on the matters brought forward during the General Assembly are decided on by the mere majority of the members' votes. Each member is entitled to one vote on a particular issue. The decisions on the matters involving the amendment of the By Laws, as well as the dissolution of the Association, shall be decided on by at least two thirds of the members' votes.

6.7. Regular activities of the Association are carried out by the current Executive Board of the Association.

6.8. The Executive Board consists of the Chair of the Association, their Vice-Chairs and other persons in charge.

6.9. The Executive Board, as an Executive College of the Association, is entitled to the following powers:

- To admit new members and cancel their membership;
- To bring forward proposals and projects;

- To establish the branch and representations of the Association;
- To resolve and issues that are not directly related to the mandates of the individual Executive Bodies established by the Association.

6.10. The Executive Board meetings shall be valid in the presence of more than a half of its members and shall decide on the matters by the mere majority of the Board members' votes.

6.11. The Chair, Vice-Chairs and other members of the Association are elected by the General Assembly for the period of four years.

6.12. The Chair shall:

- Represent the Association, perform on its behalf, conduct negotiations, sign contracts and provide the power of attorney, organize the General Assembly and the meetings of the Executive Board.
- Establish communication between different structures of the Association and co-ordinate their activity;
- Establish communication with the Government and public organisations;
- Issue orders, recommendations and proclamations related to current activities of the Association;
- To perform any functions that are assigned to the Chair by the General Assembly and the By Laws.

6.13. The sittings of the elect Bodies of the Association shall be protocolized for the record.

VII. THE BRANCHES AND REPRESENTATIONS OF THE ASSOCIATION

7.1. The Association may establish the branches and representations in Azerbaijan Republic or abroad.

7.2. The branch of the Association shall be established in a location other than its current headquarters and shall take over a part of the responsibilities.

7.3. The branch of the Association shall be established in a location other than its current headquarters and shall represent and defend the interests of the Association.

7.4. The branches and representations of the Association are not a separate judicial person, shall receive their assets from the Association and shall act in accordance with the By Laws of the Association. The Association shall be responsible for the activity of the branches and representations.

7.5. The branches and representations shall act within the mandates provided by the Executive Board of the Association.

VIII. THE ABOLITION OF THE ACTIVE ASSOCIATION

8.1. The abolition of the active association may be brought about to live by the process of its re-foundation (merger, alignment, dissociation, separation, transformation) and cancellation.

8.2. According to the decision of the Association abolition, the Abolition Committee shall be established. After this, all governing responsibilities of the Association are transferred to the Abolition Committee. The Abolition Committee compiles the termination balance of the Association. During revocation, the budget of the association is calculated and all debt is repaid to the creditors, after which the remaining assets are disposed of in accordance with the aims of the By Laws and, in case that is not feasible, are handed to the balance of the Government. The abolition of the Association shall be conducted in accordance with the Civil Code of Azerbaijan Republic and other legislative acts.

8.3. In case of the re-foundation of the Association due to its merger or alignment with another organisation, the process of re-foundation shall be considered complete upon the registration of the abolition in the state registry of one of the former organisations by the respective Executive Body of the Government.

8.4. In case of the dissociation or separation of the Association, the re-foundation shall be considered complete upon the registration of the dissociation by the Executive Body of the Government, or abolition of the former organisation, following by the registration of the resulting non-governmental organisations, as judicial persons, in the respective state registry.

8.5. In case of the re-foundation of the Association due to its reformation, the process of reformation shall be considered complete upon registration of the abolition of the organisation and its *de novo* re-foundation in the state registry by the respective Executive Body of the Government.

8.6. In case of the re-foundation of the Association, any matters related to its succession will be handled in accordance with the Civil Code of Azerbaijan Republic.

VIII. OTHER PROVISIONS

9.1. All matters that are not covered in the present By Laws shall be regulated in accordance with the legislation.

9.2. Shall any of the provisions listed in the present By Laws contradict any of the legislative provisions, the Government legislation will be considered superior and implemented above anything else.

9.3. The fiscal year of the Association shall last from the time of its registration until the 31st of December of the following year. In the future years, the fiscal year will span the period between the 1st of January and the 31st of December of the given year.