

STANDING ORDERS OF THE „FOUNDATION OF THE EUROPEAN SOCIETY OF MINIMALLY INVASIVE NEUROLOGICAL THERAPY (EFMINT)“

The present By-laws are adopted by the Board of the Foundation according to Article 8 of the Statutes of the Foundation. Unless otherwise defined, these Standing orders adopt the definitions contained in the Statutes of the Foundation.

Article 1 – Board of the Foundation

1.1. Functions of the Board

The primary duties of the Board are listed in art. 8 of the statutes. The board shall also

- determine the Foundation policy, strategic plan and objectives governing the activities of the Foundation;
- Identify and resolve issues of importance for the achievement of Foundation objectives;
- Serve as advocates for the objectives of the Foundation;
- Approve all operations related to the Office, including the Work Plan and Budget;
- Participate in fund-raising efforts and in general increase the capital and the revenues of the Foundation;
- Review, approve and disseminate the Foundation’s annual report, prepared by the Office;
- Delegate to the Office or to any committee it may deem appropriate relevant power authorities for management purposes;
- Designate persons having the authority to commit the Foundation resources and determine the type of signing authority of those persons to be registered in the register of commerce;

1.2. Yearly Cycle

The Board shall organize its work according to a yearly cycle which consists of

1. Planning
2. Budgeting
3. Evaluation
4. Monitoring.

During the fourth quarter of the year the Board will plan the activities for the next year including the donations and grants. The Board will also draw up a budget for the revenues and costs of the next year.

During the first quarter of the year the Board will evaluate the activities of the past year, including the donations.

The monitoring will take place during the whole year.

The Head of Office is in charge of the timelines of these activities. He will also prepare proposals regarding the decisions to be taken with respect to the yearly cycle, if so requested by the Board.

1.3. Decision-making of the Board

The Board shall physically convene for a meeting as scheduled and as the need arises, but in any event at least once a year.

Meetings or teleconferences of the Board shall be scheduled by the Chairperson and conveyed by the HO by means of mail or email.

The Office, in collaboration with the Chairperson of the Board, shall prepare the agendas for Board meetings and teleconferences.

Board members shall make every effort to participate in all Board meetings and teleconferences. Members may not appoint an alternate to serve in their stead.

Resolutions taken by means of circular letter (mail or email) are valid if no member of the Board demands oral proceedings.

1.4. Quorum and majority

The Board shall be in grade to take valid resolutions if at least 3 members participate in the decision-making; participation may mean physical presence, but also participation by telephone, videoconference, email or other practical means as determined in advance by the board.

Whenever possible, Board decisions-making shall be by consensus. If all practical efforts by the Chairperson of the Board have not lead to consensus, any Board member may call for a vote.

1.5. Minutes

The resolutions of the Board are set down in minutes, signed by the Chairperson of the board and the HO and kept in a special register. All members of the Board shall receive a copy thereof within 7 days.

1.6. Resignation

Any member of the Board may resign by sending his or her resignation to the Chairperson of the Foundation by mail or email.

Once the resignation is effective, all rights and duties of the member of the Board concerned are terminated.

Article 2 – The office and the Head of office

2.1. Functions of the office

The office is responsible for the day-to-day operations of the Foundation, which are not attributed to other organs of the Foundation.

Its operations are subject to policy guidance and directives provided by the Board.

The primary duties of the office shall be to:

- Draft a strategic plan for approval by the Board, which shall provide specific direction on the strategies to be used and actions to be taken, and annual actions plans and programs for the Foundation;
- Provide the Board with a detailed annual report on the Foundation's strategic plan, including objectives achieved and not achieved and any appropriate further information on all activities;
- Oversee the expenditure of the budget;
- Support the Board in advocacy and fund raising;
- Facilitate the payment of the operating expenses;
- Maintain Foundation publications and its website;
- Arrange and provide administrative assistance at Board meetings, prepare agendas and draft minutes.

2.2. The head of office (HO)

The HO shall:

- Serve as head of office of the Foundation for an initial term, renewable at the discretion of the Board;
- Be responsible for the overall operations of the Foundation, except for those attributed to the Board or to other organs of the Foundation;
- Report to the Chairperson of the Board;
- Act as the spokesperson for the Foundation in cooperation with the Chairperson of the Board.

2.3. Operations

The office shall be located in Berne. The Board may change the location as necessary by an absolute majority vote of the Board, subject to the approval of the Federal Department of the Interior.

2.4 Financing

The HO shall develop a work plan and annual budget for the office, for approval by the Board.

Article 3 – Amendments

Subject to the approval of the Federal Department of the Interior, the present By-laws of the Foundation may be amended by the Board at any time according to the usual decision-making procedure.