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18 June, 2016

English translation of the French statutes, French statutes prevail.

STATUTES

TO

**THE ASSOCIATION
OF CORE TECHNOLOGIES
FOR LIFE SCIENCES (CTLS)**

**PROJECT - VERSION 2.5
18 JUNE 2016**

ARTICLE I: CONSTITUTION, NAME AND DURATION

The Association named “*Core Technologies for Life Sciences*” (herein referred to as “CTLS”) is founded by and between the current and future signatories for an unlimited duration based upon the Articles of Association governed by the law of 1 July 1901 and the Decree of August 16, 1901 for the following purpose:

ARTICLE II: PURPOSE

The objective of CTLS is:

- Promotion and support to individuals, groups of scientists, administrators and organizations within the scientific community to improve accessibility and scientific productivity of infrastructures and technological platforms and other resources shared in the field of life sciences and biomedical research.
- The definition and implementation of tools and procedures, standards and operations to improve the scientific impact and scientific value of shared technology resources.
- Support for training and communication to improve scientific performance of shared resources.

ARTICLE III: HEAD OFFICE

The headquarters of the Association is located at *25-28 rue du Docteur Roux, Paris, France (75015)*. The office may be transferred later, by decision of the Executive Council, subject to the ratification of this decision by the General Assembly of members.

ARTICLE IV: MEMBERSHIP

SECTION 1 - Active Members

An Active, or Ordinary Member is deemed any person interested to further the purpose of the CTLS. For example, scientists, administrators, executives wishing to contribute by sharing their professional experience working in or in close association to life science shared resource facilities. This may include permanent or non-permanent core facility personnel, core facility users, core facility support personnel working in academic or industrial/commercial domains. Each accession of Active Member shall be approved by the Executive Council.

Active members must pay an annual fee to CTLS, the amount and mode of payment will be determined by the Executive Council at the beginning of each year.

SECTION 2 - Associate Members

Personnel from commercial organizations working mainly with, or supplying resources to technology platforms (e.g. manufacturers, software developers, equipment suppliers, consumables suppliers *etc.*) can become Associate Members, after approval of the Executive Council ("Associate Member").

Associate Members must pay an annual fee determined by the Executive Council. They are not eligible for appointment to the Executive Council.

SECTION 3 - Partner Institutions/Organizations

Academic, and/or Not-for-Profit Organizations can become privileged partners to CTLS, represented by signed commitment of an individual person legally empowered to engage the organization. Partner institutions/organizations will be interested in technology resources shared in the field of life sciences and biomedical research, and are subject to approval of the Executive Council ("Partner Institution/Organization").

Partners Institutions must pay an annual fee determined by the Executive Council (in exchange for tariff benefits for their employees Active members). Members of partner institutions cannot claim a privileged representation in the Executive Council.

SECTION 4 - Termination of Memberships

All memberships (Active members, Associate Members and Partner Institutions) may be terminated:

- By resignation at anytime to the President of the Association by registered letter;
- For non-payment of dues thirty (30) days after sending a reminder of unpaid assessment,
- Exclusion by decision of the Executive Council, which will be available to hear the member concerned.

ARTICLE V: GOVERNANCE

The activities and affairs of the Association shall be directed by the Executive Council, primarily through the duly elected Board of Directors.

The members of the Board of Directors and the Executive Council are not paid.

SECTION 1 - Executive Council

The Executive Council will consist of a number of Active Members elected by a vote at the Annual General Assembly to exercise a leadership role.

The Executive Council is responsible for electing the President and the Board of Directors from among its members.

SECTION 1.1. Number of members and term of office.

The Executive Council of the Association shall consist of a minimum of six (6) and a maximum of twenty-four (24) members elected to terms of two (2) years renewable three (3) times. Unless decided otherwise the mandated term will run from 1 January of the year following election and end on 31 December two years later.

SECTION 1.2. Qualifications of Members of the Executive Council.

Each member of the Executive Council will be an Active Member of the Association as defined by ARTICLE IV of these Statutes. The Executive Council will never draw upon more than three members employed by the same institution.

SECTION 1.3. Nomination of members of the Executive Council.

At least five (5) months and at most seven (7) months after January 1 of each year, the President shall receive nominations of Active Members for candidates to the Executive Council that will be subject to elected approval at the Annual General Assembly of members. Applications can be proposed subject to majority vote by a nominating committee appointed by the Executive Council. In addition, any Active Member may propose a candidate for election to the Executive Council. All candidature proposals must be in writing and supported by a second Active Member from another research institution to the first. Each member shall submit or support only one proposal per year. Each

candidate will commit to accepting the office if elected and will be up-to-date with Active Member dues at the start date of the mandate. If less than six (6) candidates have been nominated by members before the Annual General Assembly, the Executive Council may appoint other candidates to reach a total of at least six (6) candidates before the General Assembly.

SECTION 1.4. Powers, Missions, Functions and Responsibilities of The Executive Council will include:

- Offer choices and strategic directions to submit for approval at the General Assembly by show of hands
- Vote approval to the budget for the following year upon proposal of the President by a show of hands
- Approve annual financial statements upon proposal of the President of the Association, and submit them for approval at the General Assembly by show of hands
- Establish annual Management Report
- Submit draft amendments to the Statutes to be voted at the Extraordinary General Assembly
- Authorise legal procedures
- Make decisions on financial transactions
- Ensure the management and preservation of assets of the Association
- Determine the powers, duties, functions and responsibilities of the Executive Director (see below)
- Fix the amount of annual dues of Active Members, Associate Members and Partner Institutions
- Make recommendations on ethical issues and issues relating to conflicts of interest
- Ensure compliance with the Articles of Association and rules of procedure, if applicable; The Executive Council also has the power to propose amendments to these documents that must in turn be approved at a General Assembly of members.

All decisions are taken by majority vote of the members of the Executive Council; the President's vote is decisive. The decisions are recorded in minutes signed by the President of the Association.

SECTION 2 - Board of Directors

The Board of Directors is elected by the Executive Council from among its members. The Board of Directors consists of 6 members:

- 1 President
- 1 Vice President

- 1 Secretary
- 1 Deputy Secretary

- 1 Treasurer
- 1 Assistant Treasurer

SECTION 2.1. Mandate

Members of the Board of Directors may not work for more than six consecutive one-year mandates. Every year, members of the Executive Council decide on the renewal of the mandate of the members of the Board of Directors or the appointment of new members after the Annual General Assembly of Members.

SECTION 2.2. Powers, Missions, Functions and Responsibilities

The Board of Directors may take any decision for which the adoption of a resolution by the General Assembly is not required or expected by these statutes, provided the decision is approved by a

majority of members of the Executive Council either in person or in formal written consent (including email).

The missions of the members of the Board are:

- The President shall ensure the proper functioning of the Association and represent it in all acts of civil life; and may be represented by the Vice-President, or another member of the Board of Directors (or a representative appointed and authorized by the Board of Directors) for one or more specific purposes.
- The Vice-President assists the President in the course of his/her duties and can replace the President in case of absence.
- The Secretary is responsible for convening meetings; recording the minutes and official correspondence. The Assistant Secretary assists the Secretary in the performance of his/her duties and replaces him/her in case of absence.
- The Treasurer manages the accounts of the Association, and reports regularly to the Executive Council as well as the Annual General Assembly. The Assistant Treasurer assists the Treasurer as part of his/her duties and replaces him/her in case of absence.

The Board of Directors, with the assistance of the Executive Council may establish its own ad hoc committees, whose purpose including, without limitation:

- i) The organization of meetings and conferences of the Association,
- ii) The establishment of pilot or strategic initiatives,
- iii) The conduct and/or promotion of surveys,
- iv) The conduct and/or promotion of scientific studies,
- v) The conduct and/or promotion fundraising,
- vi) The development and dissemination of press releases and various communications
- vii) The establishment, conduct and/or promotion of educational/training initiatives,
- viii) Conducting lobbying efforts

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors will meet by teleconference or videoconference at the request of at least one of its members. The President shall convene the members of the Board at least three (3) calendar days before the meeting. If he deems it necessary, any member of the Board of Directors may propose to invite others to attend the meeting, subject to approval by the President.

The President determines the agenda for each meeting.

A quorum is reached in the presence of the majority of members of the Board of Directors. In the absence of a quorum, a new notice shall be sent to convene an extraordinary meeting of the Board for which no quorum will be required.

The questions submitted for discussion at a meeting of the Board of Directors may in particular include the following:

- Establishment of the management report before submission to the Executive Council
- Preparation of the agenda of meetings of the Executive Council and the General Assembly
- Questions about the life of the Association needing urgent discussion or a quick decision
- Deliberation and vote on other issues on the agenda and recorded in the minutes

Meetings of the Board of Directors will lead to the drafting of written records to be submitted to the Executive Council for approval in writing (including by email).

Article VII: MEETINGS OF THE EXECUTIVE COUNCIL

The Executive Council will meet by teleconference or videoconference at least three times a year, and also whenever the President deems necessary. The President shall convene the members of the Executive Council at least seven (7) calendar days before the meeting. In case of emergency, the notice period may be reduced to three (3) calendar days.

If he deems necessary, any member of the Executive Council may propose to invite others to attend the meeting, subject to approval by the President.

The President determines the agenda for each meeting, which must be approved in advance by the Board of Directors. The other members of the Executive Council may propose the inclusion of items on the agenda in writing by submitting them to the President, who shall consult the Board of Directors regarding their relevance.

A quorum is reached in the presence of the majority of members of the Executive Council. In the absence of a quorum, a new notice shall be sent to convene an extraordinary meeting of the Executive Council for which no quorum will be required. The Board of Directors may revoke any member of the Executive Council who is absent from three consecutive meetings without a valid reason.

On the occasion of any meeting, the Executive Council may hold a public meeting, which will be open to all members of the Association. However, in this case, only the members of the Executive Council may vote at the public meeting.

The questions submitted for discussion at a meeting of the Executive Council may include:

- Reviewing of the Management Report made by the Board of Directors before the Annual General Meeting, and issuing recommendations where appropriate,
- Establishment of the Rules of Procedure of the association, if any,
- Election of Board of Directors and the President
- Propose changes to the members of the Executive Council
- Deliberation and vote on other issues on the agenda and recorded in the minutes

The Executive Council meetings will lead to the drafting of written minutes to be approved unanimously at the next meeting or formally accepted in writing (including by email).

ARTICLE VIII: GENERAL ASSEMBLIES OF MEMBERS

SECTION 1- Definition, Purpose and Frequency of General Assemblies

The General Assembly is composed of all Active Members, Associate Members and Partner Institutions of the Association meeting in a physical place convened by the:

- i. President (through his executive mandate)
- ii. Board of Directors (acting unanimously)
- iii. Executive Council (acting unanimously).

A General Assembly must be convened at least once per calendar year, and no more than five times per calendar year.

The General Assembly of members is:

- i. to hear the reading of the reports of the President, the Board of Directors and the Executive Council
- ii. to approve the accounts for the financial year;

- iii. to choose the members of the Executive Council by secret ballot;
- iv. to discuss the function and activities of the Association, debate followed by a vote of confidence;
- v. to approve the Rules of Procedures of the association, where appropriate.

SECTION 2 - Vote and Quorum

Only Active Members have the right to vote. Each Active Member has one vote at each ballot.

At the General Assembly, the quorum will be reached only if the majority (over 50%) of Active Members is present, and must necessarily include the majority of the Board of Directors and the Executive Board (present or represented).

In the absence of a quorum, a new notice will be sent on the same terms (as described in Section 3). The quorum for the meeting will be reached, regardless of the number of members present or represented.

In case of absence, another member duly authorized by written mandate can represent any member of the Association. A member cannot represent more than four proxy votes.

Members can attend the General Assembly in person or by teleconference or videoconference, but only the votes expressed by the members physically present at the meeting or those who have established a proxy before the meeting will be taken into account.

SECTION 3 - Annual General Assembly

An Annual General Assembly shall be held once a year (the "Annual General Assembly" or "AGA"), in a place and at a date and time fixed by the Executive Council in a notice sent by e-mail at least thirty (30) calendar days before the date of the meeting.

The AGA will concern the election (or renewal) of Executive Council members, presentation and communication of activities of the Association and its Executive Council; as well as the expression of a vote of confidence vis-à-vis the members of the Executive Council and the Board of Directors.

The AGA is an opportunity to deliberate on any other matters arising (proposed before the AGA by at least one member of the Executive Council).

Any Active Member may propose a point to the agenda of AGA by communicating it in advance to one of the members of the Executive Council, which will be responsible for submitting it in time for its consideration by the President and the Board of Directors.

The final agenda will be determined by the President of the Association and submitted to the Board of Directors for approval. It must be communicated to members at least seven (7) calendar days before the meeting.

During each AGA (usually towards the end of the proceedings), the President will ask for a show of hands or a vote by acclamation to express their confidence by a majority of members physically present in support of:

- i. The Executive Council
- ii. The Board of Directors
- iii. The President

An agenda template for AGA could be the following:

- Reading by the President of the annual activity report to members
- Presentation by the Board of Directors of the management report and annual accounts
- Discharge given by the Executive Council to the President and Board of Directors
- Presentation, discussion and vote on any other arising question(s) on the agenda.
- Other business - The President gives the floor to members regarding the issues for deliberation and opens a general discussion

- Call by the President or the Executive Director to a vote of confidence among its members
- Election of new members of the Executive Council
- Date and place of the next AGA.

Decisions must be passed by majority vote of the Active Members present or represented.
All decisions are recorded in minutes signed by the President and the Secretary of the Association.

SECTION 4 - Extraordinary General Assembly

The President and the Board of Directors may propose to convene an Extraordinary General Assembly (EGA) with permission of the majority of members of the Executive Council in special circumstances, for example when it is necessary to obtain a vote of confidence from members on urgent issues. It can be, for example (but without limitation):

- The need to amend the Articles,
- Ratify an emergency replacement of members of the Executive Council or the Board of Directors
- Make a decision on the dissolution of the Association, the devolution of its assets or its merger with another association
- Deliberate on any issue that may possibly, in the opinion of the Executive Council, have an impact on the situation, reputation and financial stability of the Association.

The EGA decisions will be taken by a majority of two-thirds of the Active Members present or represented, including a favorable vote of the President.

ARTICLE IX: RESOURCES

The resources of the Association include:

- 1 / Membership fees
- 2 / Financial Grants and aid secured by CTLS
- 3 / Any income or earnings from events organized by CTLS
- 4 / All gifts, donations or other amounts granted by companies or individuals to CTLS
- 5 / All other financial, or in-kind resources authorized by law (e.g. premises, equipment, and/or material).

ARTICLE X: EXECUTIVE ADMINISTRATIVE DIRECTOR

The Board of Directors may decide to appoint an Executive Administrative Director (EAD) to facilitate the organizational and operational activities of the Association.

The EAD will be in charge of the daily operations of the Association under the responsibility of the Board of Directors.

To this end, the EAD may act proxy to the president by delegation and with BoD oversight.

The Executive Director, who may be a member or not of the Association should be invited to attend General Assemblies, and meetings of the Board of Directors and the Executive Council, without voting rights.

ARTICLE XI: RULES OF PROCEDURE

Internal regulation or Rules of Procedure can be established by the Executive Council and approved by General Assembly. The purpose of such rules is to clarify and supplement the Articles of

Association and may include in particular elements relating to the internal administration of the Association.

ARTICLE XII: YEAR

The year of the Association starts on 1 January and ends on 31 December each year. Exceptionally, the first financial year begins on the date of constitution of the Association and ends December 31, 2016.

ARTICLE XIII: DISSOLUTION

In case of dissolution, the Extraordinary General Assembly shall appoint one or more liquidators who will be responsible for liquidating the assets of the Association, in accordance with Article 9 of the Law of 1 July 1901 and the decree of August 16, 1901.