

Statutes of an Association compliant with the French Law of July 1st 1901 and to the decree of August 16th 1901

Clause 1 – Name

An Association following the law of July 1st 1901 and the decree of August 16th 1901 is founded by the trustees subscribing to the present statutes; its name is: **Association of Resources for Biophysical Research in Europe**. Its acronym is **ARBRE**.

Clause 2 – Aim and Scope

The aim of this association is to promote the research field of molecular biophysics and to bring together the core facilities, platforms, and shared resource laboratories using molecular-scale biophysical techniques, primarily in Europe.

ARBRE will have no commercial activities, therefore it will comply with the non-profit non-governmental type of organization.

ARBRE will pursue its goals through a series of activities specified in the internal bylaws.

Clause 3 – Registered Office - Headquarters

The headquarters of ARBRE are at the Bâtiment ASTREE, 6 Avenue Gaston Berger, Campus Tech La Doua, 69622 Villeurbanne CEDEX, Auvergne-Rhône-Alpes, France.

The headquarters can be transferred by decision of the Board of Directors and after approval by the General Assembly.

Clause 4 – Duration

The association has an unlimited duration.

Clause 5 – Composition

ARBRE is composed of the following trustees:

- a) Honorary Members
- b) Ordinary Members
- c) Early career Members
- d) Associate Members

Only physical persons can adhere to ARBRE, not legal entities or societies.

There is no restriction to the total number of Members.

- a) Honorary members are nominated trustees, exempted of annual fee; they can participate in the General Assembly (GA) and have the right to vote.
- b) Ordinary members are regular trustees, who actively participate to reach the objectives of the Association. They are subjected to an annual fee, they participate in the General Assembly, and can be part of the Management committee (MC) and/or the Board of Directors (BoD).
- c) Early career members are regular trustees up to 8 years after their highest Academic degree, who actively participate to reach the objectives of the Association. They are subjected to a reduced annual fee, they participate in the General Assembly, and can be part of the Management committee (MC) and/or the Board of Directors (BoD).
- d) Associate Members are employees of Commercial for-Profit Companies who would like to collaborate with the Association in specific activities. They are subjected to an annual fee, can be invited to take part in the General Assembly as guests, but cannot vote and cannot be part of the MC nor of the BoD.

Clause 6 – Terms of admission

ARBRE is open to every adult individual, without discrimination; however an applicant trustee needs to comply with the admission criteria, specified in the internal bylaws, and to be approved by the Board of Directors.

Clause 7 – Membership – Subscription

The active members, both Early career and ordinary, are those trustees who have been admitted and have subscribed to the association by paying an annual fee, whose amount is established by the General Assembly (GA) every year and reported in the internal bylaws.

The honorary members are those trustees who have provided significant help to the association; they are exempt from subscription. A minimum of 10 active members must propose the candidacy of an honorary member, whose nomination has to be approved by the GA.

The associate members are those trustees employed by commercial for-Profit Companies, who would like to collaborate with the Association in specific activities. They subscribe to the Association by an annual fee, as stated in the bylaws.

Clause 8 – Conditions for Eviction

The membership is lost when:

- a) A member resigns
- b) A member dies
- c) A member hasn't paid the membership fee for 2 consecutive years, after having received reminders
- d) A member has committed a serious offence, in which case the offender is first invited by the Board of Directors (BoD) to give explanations either in person or in writing. A definition of serious offence is given in the internal bylaws
- e) The Association is dissolved

Clause 9 – Affiliation

The present association can affiliate to other associations, unions, groups of associations by proposal of the Management Committee, after approval by the General Assembly.

Clause 10 – Financial resources

The financial resources of the Association include:

- a) Membership fees (as defined in the internal bylaws and approved by the GA)
- b) Subsidies and grants from institutions or public bodies
- c) All financial resources authorised by the law and local regulations (including corporate sponsorship)

Clause 11 – Ordinary General Assembly (GA)

The general assembly (GA) includes all the active and honorary members of the association.

The GA meets once per calendar year. The meeting can be in person, by videoconference or hybrid. All the members can be present or represented by a proxy.

They are invited to the GA at least 15 days before the fixed date by an electronic letter (eMail) from the secretary. The invitation will also contain the Agenda.

An ordinary GA is considered to have reached the quorum if 50%+1 of the active and honorary members are either present (in person or virtually) or represented by a proxy. The chair of the GA keeps track of the Agenda. The BoD reports on the general situation and activities of the association.

The treasurer reports on the financial situation and on the annual accounting (balance sheet, results and annexes), which have to be approved and voted by the GA.

The GA is the ultimate decision body concerning all ARBRE activities, but it may decide to delegate certain tasks to the Management Committee (MC) or to the BoD.

In particular, the GA:

- fixes the amount of annual membership fees for each category of members;
- elects, recalls and discharges the MC;
- elects, recalls and discharges the President;
- chooses an election committee to supervise the election of the MC and the President;
- approves by voting the annual reports presented by the MC, BoD, President, and Treasurer.

A simple majority of the members present or represented by a proxy is required to approve all the decisions. In case of tie, the decision/application is rejected.

Once the Agenda is covered, the members of the MC and BoD, whose mandate is terminated, are replaced.

All decisions are adopted by show of hands (or electronic vote), except for the election of the MC and the President.

All the decisions taken by the GA are to be abided by all the members, whether present, represented or absent.

The GA is not public, but guests may be allowed by the BoD to attend part of it, as specified in the internal bylaws.

Clause 12 – Extraordinary General Assembly

In order to modify the statutes, to dissolve the association or to deliberate on real estate items, the President can call for an extraordinary GA, following the terms of Clause 11.

Alternatively, upon request of 25% of the trustees to the BoD, an extraordinary GA, following the terms of Clause 11, can also be called (including to dismiss the BoD/MC before the end of the mandate).

The invitation terms are identical to those of the ordinary GA, as stated in Clause 11.

All the resolutions of an extraordinary GA will have to be approved by 2/3 of the members present or represented.

Clause 13 – Management Committee (MC)

The association is managed by a Committee of min 9 up to 20 members, elected for a period of 3 years by the GA. The members can be elected for a max of 2 consecutive mandates.

The MC meets at least every six months (either in person or by videoconferencing), by invitation of the President, or upon request from ¼ of the members. The secretary sends the Agenda and the invitations by eMail.

All the decisions will be taken by simple majority of the votes (either by show of hands or electronic vote); in case of draw, the decision is rejected.

All those MC members who do not attend 3 consecutive meetings without justification are considered as resigning.

The MC is in charge of supervising ARBRE's management; it prepares the budget, monitors its execution, organises the GA and implements the decisions taken. The MC specific duties and rights are those specified in the internal bylaws.

Clause 14 – The Board of Directors (BoD)

The Board of Directors is composed by:

- 1) One President
- 2) One Vice-President
- 3) One Secretary and, optionally, one deputy Secretary
- 4) One Treasurer and, optionally, one deputy Treasurer

None of the positions can be combined.

All the duties and functions of the BoD are specified in the internal bylaws and approved by the GA.

The GA elects by secret vote a president, which will then be part of the MC. The President is elected for a maximum of 2 mandates of 3 years each.

The Management Committee elects among its members by secret vote the rest of the BoD.

The President and Treasurer are the legal representatives of ARBRE with respect to the Prefecture du Rhone and to the banks.

Clause 15 – Allowances

All ARBRE responsibilities are benevolent, included those devolved to the BoD and MC. Only occasional expenses due to the accomplishment of their missions can be reimbursed, based on justification of the expenses. The annual financial report presented to the GA needs to include any beneficiary's eligible expenses, as detailed in the internal bylaws.

Clause 16 – Internal Rules & Regulations - Bylaws

A chart of internal rules and regulations (bylaws) has been established and approved in the first GA. This chart specifies all the items of these statutes and those concerning the specific internal affairs of the association. If needed, the internal bylaws can be updated during the annual GA, after a vote requiring 2/3 of the present members (either in person, represented by a proxy, or by videoconferencing).

Clause 17 – Termination

In case of termination of the ARBRE association, decided by an Extraordinary General Assembly, as stated in Clause 12, one or more liquidators are nominated.

The potential residual net asset will be attributed to another non-profit association with similar aims and objectives, according to the decisions taken by the extraordinary GA which voted the dissolution. The net asset cannot be assigned to any member of the association, even partially, except if it is to refund a deposit or a loan.

Clause 18 – Liberalities (from last will and testament)

The annual activities and financial reports, as defined in Clause 11, including those of putative local committees, must be kept for a minimum of 5 years and sent to the Head of the Prefecture, whenever requested.

The association commits to present all the receipts and invoices, as per local authorities requests, especially those involving the use of eventual liberalities (as per Article 6 of the Law 1 July 1901), which the association is authorised to accept. The association commits to open its offices to the competent authorities for inspection and to fully report on its operations.

Clause 19 – Compliance to the General Data Protection Regulation GDPR EU 2016/679

ARBRE complies with the European Union GDPR. It will not disclose any personal detail to third parties, it will keep the personal data of members (independently of their status) only for the daily management of the Association and it commits to destroy them upon termination of membership.

Done in Lyon (*via* videoconferencing), on the day July 1st 2021

The President – Adriana Erica MIELE

The Vice President – Stefan Heiko KNAUER

The Treasurer – Paloma FERNANDEZ-VARELA