

ARTICLES

EUROPEAN EMBRYO TRANSFER ASSOCIATION

TITLE 1 : FORMATION AND OBJECT

ARTICLE 1 : FORMATION

A non profit making Association, governed by the French Law of the 1st July 1901 and the texts which have modified the same, is formed between those adhering to the present statutes, and is named “EUROPEAN EMBRYO TRANSFER ASSOCIATION”.

ARTICLE 2 : OBJECT

The object of the “EUROPEAN EMBRYO TRANSFER ASSOCIATION” is to facilitate the diffusion and application of knowledge relative to embryo transfer in mammals.

To achieve this, the Association will endeavour to :

1. create a forum for the exchange of scientific, technical and practical information at a European level, by organising regular meetings and by encouraging everyone to participate: teachers, scientists, practitioners, technicians and students.
2. establish European technological solidarity, favourable to international exchange of embryos, by creating study groups and by striving to become a body to whom European veterinary and agricultural authorities may make proposals, and seek consultation.

ARTICLE 3 : DURATION, HEAD OFFICE

The duration of the Association is unlimited. The head office is established at Lyon, in premises put at the Association’s disposal by the FOUNDATION MARCEL MERIEUX. It may be transferred to any other location proposed by the Board and decided upon at a general meeting of the Association.

TITLE II : COMPOSITION, ADMISSION, EXCLUSION

ARTICLE 4 : COMPOSITION

The Association is composed of:

- active members, individuals.
- associated active members, individuals or legal entities.
- honorary members, individuals or legal entities.

Active members are individuals of European nationality, whose subscription has been paid to the Association.

Associated active members are either individuals of nationalities other than European, or legal entities whose subscription has been paid. They participate neither in the Association Administration, not at elections and they are not entitled to vote at meetings.

Honorary members are individuals or legal entities designated as such by the Board after examination of the particular services rendered to the Association. They participate in elections and are entitled to vote at meetings. They do not pay subscriptions.

ARTICLE 5 : ADMISSION

Individuals or legal entities of French or European nationality may join the Association by applying to the President. Individuals or legal entities of other nationalities may also join the Association as associated members.

Application for membership must be made in writing, signed by the person making the request, and be accepted by the Board, which, in the event of a refusal of membership, it is not bound to disclose the reasons of such a refusal.

ARTICLE 6 : RESIGNATION, EXCLUSION

Membership of the Association ceases :

- upon written resignation, sent to the President of the Association by registered post.
- upon exclusion when proposed by the Board and passed by vote at general meeting, either for non-payment, of subscriptions or for misconduct; the person concerned having been invited, in a letter sent by registered post, to give within a period of one month an explanation for such conduct to the President of the Association,
- upon death or dissolution

TITLE III : ORGANISATION

ARTICLE 7 : CONSTITUENT BODIES

The constituent bodies of the Association are :

- The General Council, which deals with ordinary and extraordinary matters.
- The Board of Governors.
- The Executive Committee.

ARTICLE 8 : GENERAL MEETING

This is composed of all active members present or represented, and whose subscription have been paid. Each individual active member or associate may not dispose of more than five votes from members they are representing, in addition to their own vote.

ARTICLE 9 : ROLE OF THE GENERAL COUNCIL

The general council will deliberate especially on :

1. Approval of admission, resignation and exclusion of members.
2. The report of the Association activities since last meetings.
3. The programme of the Association activities.
4. Election of Board members.
5. Approval of the accounts for the previous year.
6. Approval of subscription rates.
7. Adoption of the project budget for the coming year.
8. And any other subject relating to the purpose and running of the Association.

ARTICLE 10 : FUNCTIONING OF THE GENERAL COUNCIL

The general council will be held at least once every two years. The meeting is called by the President after deliberation by the Board. Deliberation of the General Council are valid regardless of the number of members present or represented. Decisions are adopted by simple majority of votes of members present or represented.

The Secretary of the Association is responsible for the preparation of a report on the deliberation of the General Council.

It is signed by the President and the Secretary of the Association before being distributed to the members of the Association , at the latest three months after the General Council Meeting.

TITLE IV . ADMINISTRATION

ARTICLE 11 : COMPOSITION OF THE BOARD OF GOVERNORS

The Association is directed by a Board of ten Governors elected for four years. The same members may be re-elected.

Half of the Board is renewed every two years. Drawing of lots will be used to determine which half of the Board is to be renewed first, at the end of the first two years operation.

ARTICLE 12 : ROLE OF THE BOARD OF GOVERNORS

The Board of Governors is fully empowered to take all decisions not reserved for the General Council. It watches over the management applied by the Executive Committee, and the Executive Committee reports to it on its activities.

The Board is especially entrusted with :

- The preparation of scientific and technical meetings.
- The preparation of the General Council Meeting.

ARTICLE 13 : FUNCTIONING OF THE BOARD OF GOVERNORS

The Board elects every two years, following a General Council Meeting, a President, a Vice President, a Treasurer and a Secretary who constitute the Officers of the Association.

The Board Meeting is held at least once a year, upon the request of the President, or upon the request of a third of the Board members.

The Board deliberates by majority, half of the number of members present plus one. In the event of an absence of a majority after two ballots, the President's decision is conclusive.

The deliberation of the Board are minuted in the form of reports established under the responsibility of the President and/or his Secretary.

ARTICLE 14 : THE EXECUTIVE COMMITTEE OF THE ASSOCIATION

This is composed of the President, the Vice President, the Treasurer and the Secretary of the Association. Outgoing members can be re-elected.

The Executive Committee is responsible for the duties entrusted to them by the Board and for day-to-day affairs.

The Executive Committee meets upon the request of the President or another member of the Bureau.

ARTICLE 15 : RESOURCES

The financial resources of the Association are as follows :

- Annual subscriptions from active members and associated active members, which are fixed every year.
- Gifts and contributions made to the Association.
- Interest on invested funds.
- All other income resulting from the Association activities.
- Subsidies collected from public or semi-public organisations.

ARTICLE 16

Books are kept which show yearly results and a balance.

ARTICLE 17

The position of a member of the Board or of the executive Committee, or even of a member of a study group is held gratuitously. Expenses incurred in the course of duty may be reimbursed on presentation of a certified receipt.

ARTICLE 18 : RIGHTS OF SIGNATURE AND LEGAL RESPONSIBILITY

The Association is represented by its President, or in case of his being unavailable, by a nominated member of the Executive Committee. The Association is financially committed by the signature of the President or of the Treasurer of the Association. In case of their being unavailable, this may be delegated to another member of the executive Committee.

ARTTICLE 19 : EXTRAORDINARY GENERAL COUNCIL MEETING

The modification of the Articles of the Association or the dissolution of the Association may only take place at an Extraordinary General Council Meeting specifically called to that effect.

The Council Meeting must comprise at least one quarter of all active members; it must enact upon a majority of two thirds of the votes of the members present or represented.

If the quorum is nor reached for the General Council Meeting at the first call, the Meeting will be called again following the same procedure, fifteen days later, and may validly deliberate, whatever the number of members present.

Any proposal to modify the Articles or to dissolve the Association must be notified in writing to all members at least two months before the date of the Extraordinary Council Meeting.

In the event of dissolution fo the Association, decisions as to how the funds of the Association are to be used , once all obligations have been met in conformity with applicable law, will be taken at this last General Council Meeting.