

## **ARRIGE BY-LAWS**

**Nota bene** : *This is an English translation of the original bylaws filed in French, which consist in the only valid bylaws in any event. In other words, this translated version is for better clarity but has no legal value.*

### **ARTICLE 1 – NAME**

This association governed by the Law of 1 July 1901 and the decree of August 16th 1901 is created under the name Association for Responsible Research and Innovation in Genome Editing, which may be referred to an abbreviated form as ARRIGE (hereinafter the “Association”).

### **ARTICLE 2 : OBJECTIVES**

The objectives of the Association are, at the national and the international level:

- (i) to promote a global governance of genome editing through a comprehensive setting for all stakeholders, including academics, researchers, clinicians, public institutions, private companies, patient organizations and other non-governmental organizations, regulators, citizens, communication media, governmental agencies and decision makers;
- (ii) to push forward the scientific, ethical, social, legal and political reflection in the field of genome editing;
- (iii) to foster the development of genome editing technologies within a safe and ethical framework for individuals and for our societies;
- (iv) the dissemination of reliable information regarding genome-editing technology for experts (all fields included), politicians and citizens throughout the world.

### **ARTICLE 3 – MEANS OF ACTION**

The Association shall reach its objectives notably through:

- (i) The implementation of diverse communication channels (including an inclusive mailing list, a forum, a blog and any other suitable form of communication by internet) where all members and stakeholders could discuss any current news related to genome editing technology, its applications and implications at the scientific and the ethical level;
- (ii) The drafting of recommendations, procedures, protocols, lists and guidelines for user of genome editing technologies, national and international policy makers and the society at large;
- (iii) The preparation of ethical recommendations, procedures, protocols, checklists and guidelines intended for users of genome editing technology, national and international decision-makers and civil society in general;
- (iv) The regular organization of, or participation to meetings, conferences and workshops, at the national and international level, where all aspects of genome editing technology, its applications and implications could be reviewed and discussed with delegates from all stakeholders;
- (v) The participation in other national and international events focusing on similar issues.

### **ARTICLE 4 - MAIN ADDRESS**

The main address is based in the INSERM headquarters located at Center for Interdisciplinary Research, 8 rue Charles V, Paris 4ème. It can be transferred anywhere in the French territory upon decision of the Board.

### **ARTICLE 6 – TERM**

The Association is set up at the time of its publication in the “Journal Officiel” for an unlimited duration.

## **ARTICLE 7 - MEMBERS**

### Section 1 – Types

The Association consists of founding members, active members and other types of members as stated in the Internal Rules (all the “Members”).

- (i) The individuals who have taken the initiative to create the Association are “Founding Members” ;
- (ii) The Founding Members and the individuals and legal entities that actively contribute to the operation of the Association and the realization of its purpose are “Active Members”. Legal entities are represented by their legal representative or any other duly authorized person ;
- (iii) Other types of members may be set up in the Internal Rules.

### Section 2 - Acquisition of membership

To become an Active Member, one must be accepted by the Board, whose decision is discretionary and does not have to be justified. New incoming Members can be proposed by approved Members to the Board by email or any other communication channel, in writing.

### Section 3 - Loss of membership

Membership shall be lost upon:

- (i) written resignation notified to the president of the Association;
- (ii) death (for individuals);
- (iii) dissolution, for any cause, of entities, placement under legal administration or judicial winding-up;
- (iv) expulsion ordered by the Board or the General Assembly on serious grounds, for any action contrary to the objectives of the Association or against the Association itself, following the hearing of the member;
- (v) automatic expulsion on January 1st, for non-payment of the previous annual fee (as applicable), after unsuccessful reminders, during the current year.
- (vi) Dissolution of the Association.

## **ARTICLE 8 – FINANCIAL SUPPORT**

The Association’s resources are:

- (i) Annual registration fees of the Members (as applicable), which are set in the Internal Rules and may be changed annually by the Board;
- (ii) Direct and indirect subsidies from public bodies and from private organizations ;
- (iii) Donations;
- (iv) Incomes generated by the sale of goods, publications or services provided by the Association Association;
- (v) Any other financial resources authorized by the law.

## **ARTICLE 9 - BOARD**

### Section 1 – Composition

The Board of the Association is composed of :

- ☐ a President;
- ☐ a Vice-President

- ☐ a Secretary General;
- ☐ a Treasurer;
- ☐ a Communication Manager

The members of the Board are elected by the ordinary General Assembly.

Members of the Board are appointed for three (3) years.

Former members may be re-elected for two consecutive terms at most, unless otherwise provided in the Internal Rules.

#### Section 2 – Vacancy

In the event of vacancy, the Board may select Members to replace absent members of the Board. Such replacement shall terminate at the time the duties of the replaced members were supposed to expire.

#### Section 3 - Term of the office

The duties of the members of the Board cease upon resignation, loss of membership of the Association, expulsion ordered by the Ordinary General Assembly on serious grounds, and dissolution of the Association.

#### Section 4 – Duties

The Board is vested with the most extensive powers in order to manage the Association, subject to the powers reserved to the General Assembly pursuant to the bylaws, in particular:

- (i) It defines the strategic direction and the guidelines of the Association;
- (ii) It decides the acquisition or the transfer of all movable assets, the repairs, all work and system layout and buys and sells any shares and any securities.
- (iii) It leases and acquires any immovable property necessary to the realization of the Association's purpose, confers any leases and mortgages on immovable property of the Association and proceeds to the sale or the exchange of these ones, makes any loans and grants any guarantees and safeties.
- (iv) It decides the guidelines of communication and public relations.
- (v) It sets the budgets and controls their implementation.
- (vi) It approves the financial statements at the end of the fiscal year.
- (vii) It controls the performance of their duties by the Board members
- (viii) It appoints and revokes all and any employees and fixes their salary.
- (ix) It orders the expulsion of Members, in accordance with Article 7, Section 3 (iv).
- (x) It appoints the auditors (if applicable).
- (xi) It approves the Internal Rules of the Association.
- (xii) It authorizes the acts and commitments outside of the scope of the President's powers;
- (xiii) It creates ad hoc committees to further the goals of the Association.

The duties of the Board may be extended and further specified in the Internal Rules.

Each member of the Board further individually exercises the powers described in the applicable articles.

#### Section 5 - Meetings

The Board shall meet at least twice per year, at the initiative of the President (meetings may be held using modern communication means).

The notices convening the meetings shall be made by email, letter or through any other modern communication means and sent to the members of the Board at least [seven (7)] days prior to the day of the meeting.

The notice shall provide the agenda of the meeting.

The agenda is established by the President.

#### Section 6 – Decisions

The Board shall keep minutes of all meetings. The minutes must be signed by the President and a member of the Board.

### **ARTICLE 10 - SCIENTIFIC ADVISORY COMMITTEE**

#### Section 1 - Composition

The Scientific Advisory Committee shall be composed of a variable number of members, provided that it is not required for members of the Scientific Advisory Committee to be Members of the Association, representing major scientific and social disciplines involved in the field of genome editing, appointed by the Board for a period of 2 (two) years, pursuant to the rules stated in the Internal Rules.

Members of the Scientific Advisory Committee may be reelected for two (2) consecutive terms at most, unless otherwise provided in the Internal Rules.

Legal entities are represented by their legal representative or any other duly authorized person.

#### Section 2 – Vacancy

In the event of vacancy, the [Board] may replace absent members of the Scientific Committee, [upon proposal of the other members of the Scientific Committee]. Such replacement shall terminate at the time the duties of the replaced members were supposed to expire.

#### Section 3 – Terms of the office

The duties of the members of the Scientific Committee cease upon the resignation, loss of membership of the Association, expulsion ordered by the Ordinary General Assembly or the Board on serious grounds, and the dissolution of the Association.

#### Section 5 - Duties

The Scientific Committee provides a forum of experience and knowledge-sharing in the field of genome-editing.

The Scientific Committee ensures the quality and scientific integrity of the studies and reports undertaken by the focus groups of the Association.

The Scientific Committee is responsible for the quality and the scientific integrity of the ethical recommendations the Association may draft for users of genome-editing technology, national and international decision-makers and civil society in general.

The duties of the Scientific Committee may be extended and further specified in the Internal Rules.

### **ARTICLE 11 – PRESIDENT**

#### Section 1 - Status

The President is president of the Board and the Association.

#### Section 2 - Duties

The President ensures the day-to-day management of the Association. He/She acts on behalf of the Board, Board and the Association, and, in particular:

- (i) He/She represents the Association in all matters of civil life and has all powers necessary to bind the Association.
- (ii) He/She may represent the Association in Court, as plaintiff or as defendant. He/She may only be replaced by the Vice-President or a proxy pursuant to a special power.
- (iii) He/She calls the meetings of the Board, the Board and the General Assemblies, sets the agenda and chairs the meetings.
- (iv) He/She is empowered to open and operate in any lending or financial institutions, all accounts and saving accounts.
- (v) He/She implements the decisions taken by the Board and the Board.
- (vi) He/She signs any purchase or sale agreement and, globally every act and every agreement necessary to the execution of the board's decisions, or of the Board and of the General Assembly.
- (vii) He/She may proceed to the payment of the expenses and to the receipt of the incomes.
- (viii) He/She presents the annual budgets and controls their execution.
- (ix) He/She submits the Association's Internal Rules to the approval of the Board.
- (x) He/She submits an activity report and a moral report to the annual General Assembly.
- (xi) He/She may delegate, in writing, his powers and signature; he may at any moment stamp out to these delegations.
- (xii) Any acts, any commitments which exceed the limit of the powers defined above have to be beforehand authorized by the General Assembly.

#### **ARTICLE 12 - VICE PRESIDENT**

The Vice President of the Association automatically takes over the duties of the President during his/her absence or any inability to act.

#### **ARTICLE 13 – GENERAL SECRETARY**

The General Secretary ensures the proper administrative, accountant and legal functioning of the Association.

- (i) He/She drafts or has minutes drafted under his control, of the Board's meetings and of the General Assemblies.
- (ii) He/She keeps or has records kept under his control.
- (iii) He/She undertakes to make declarations to the prefecture and to submit publications to the Journal Officiel, in compliance with legal and regulatory provisions, or have them done under his control in compliance with applicable legal and regulatory provisions.
- (iv) He/She may act by delegation of the President.
- (v) He/She may be assisted in his/her functions by an assistant general secretary.

#### **ARTICLE 14 - TREASURER**

The Treasurer establishes the annual accounts of the Association, or has them established under his control.

- (i) He/She calls for annual membership fees.
- (ii) He/She drafts a financial report, that he/she will present together with the annual accounts to the annual ordinary General Assembly.

(iii) He/She proceeds to the payment of the expenses and to the receipt of the incomes of the Association, up to a certain amount to be set in the Internal Rules.

(iv) He/She may be authorized by means of delegation of the President and under his/her control, to open and operate in any credit or financial institutions, any accounts including saving accounts.

(v) He/She may be assisted in his/her duties by an assistant treasurer.

The duties of Secretary and Treasurer may be combined into the same person.

#### **ARTICLE 15 - COMMUNICATION MANAGER**

The Communication Manager is in charge of maintaining the official web site of the association, its web domain(s) and any other communication channel (including social medias) established by the Association to promote exchange of ideas and discussion among its Members but also to the general public.

The Communication Manager is also responsible (within the limits its powers and duties attributed in a more detailed manner in the Internal Rules) for the external communications and for preparing press releases and short summaries for any person interested in genome editing technologies.

(i) He/She may be assisted in his/her duties by one or several assistant communication managers, in particular one for internal communication and one for external communication.

(ii) He/She controls the communications made Association in the name of the Association by the Members.

#### **ARTICLE 16 - GENERAL ASSEMBLIES**

##### Section 1- Common provisions

(i) Only Members of the Association who have duly paid their annual membership fees at the time of the meeting (as applicable) have access to the General Assemblies and participate to the votes.

(ii) Each Member has one vote, at each meeting.

(iii) General Assemblies are called by the President at least 15 days in advance. The notice contains the agenda set by the President.

(iv) The President chairs the General Assemblies, introduces the questions on the agenda and leads the debates. If the President is unable to attend, the President is replaced by the Vice President.

(v) The General Assemblies can only take decisions on questions that are mentioned in the agenda.

(vi) The General Assemblies may be ordinary or extraordinary: the decisions that are regularly adopted are mandatory to all.

(vii) Any Member unable to attend can be represented by another Member who has a special power for this purpose, it being provided that a Member may not hold more than three special powers, unless otherwise provided in the Internal Rules.

(viii) The General Assemblies can hear any person who can enlighten its decisions.

(ix) Minutes of all meetings shall be kept. The minutes must be signed by the president and the secretary of the session.

##### Section 2 - Ordinary General Assemblies

###### Subsection 1- Meeting

The ordinary General Assembly meets once per year, within six months of the end of the business year, and any time it is necessary, at the initiative of the President.

#### Subsection 2- Subject matter

The ordinary General Assembly hears the activity report, the moral report, the financial report and the auditor's report (if applicable).

The ordinary General Assembly approves the annual accounts for the financial year, votes the forecast budget and discharges the members of the Board of their management.

#### Subsection 3- Appointment

[The ordinary General Assembly proceeds to the election and to the revocation of the members of the Board and the President]

#### Subsection 4- Commitment

The ordinary General Assembly authorizes the Board to sign any act, to accept any commitment and to enter in any agreement that exceeds the scope of its statutory powers.

#### Subsection 5- Agenda

The ordinary General Assembly deliberates on all questions which are in the agenda and which are not in another body's scope of duties.

#### Subsection 6- Quorum and majority

The ordinary General Assembly may deliberate, if, at least, the number of Members attending or being represented, not represented in the Board, equals the number of the members of the Board plus one, unless otherwise provided in the Internal Rules.

The decisions are taken at the majority of the member's votes presents or represented. Modalities of the votes may be further specified in the Internal Rules.

### Section 3- Extraordinary General Assemblies

#### Subsection 1- Competence

The extraordinary General Assembly is competent to proceed, upon proposal of the Board [or proposal of of a number of Members not represented by the Board that equals, at least, the number of the members of the Board plus one], to the modification of the bylaws, the dissolution of the Association and to the distribution of its goods and to the merger or the transformation of the Association and to the creation of a subsidiary, funds or another structure which has a direct link with the Association.

It orders the expulsion of Members, in accordance with Article 7, Section 3 (iv)

#### Subsection 2- Convocation

It is called any time as necessary, at the President's initiative.

#### Subsection 3- Quorum and majority

The extraordinary General Assembly may deliberate, if, at least, the number of Members attending not represented in the Board equals the number of the members of the Board plus one, unless otherwise provided in the Internal Rules.

The decisions are taken at the majority of the presents or represented member's votes. Modalities of the votes may be further specified in the Internal Rules.

### **ARTICLE 17 - FISCAL YEAR**

The fiscal year begins on 1 January and finishes on 31 December. Exceptionally, the first fiscal year will begin the day of the publication of the Association in the Journal Officiel and ends on 31 December.

## **ARTICLE 18 - ACCOUNTING ACCOUNTS AND ANNUAL DOCUMENTS**

An accounting is kept in accordance with the rules of the [French associative accounting plan], and shows an annual report, a profit and loss account, and as the case may be, one or several exhibits.

The annual accounts are available to all Members, together with the activity report, the moral report, the financial report and the auditor's report (if applicable), fifteen (15) days prior to the date of the ordinary General Assembly that will deliberate on the accounts for the fiscal year.

## **ARTICLE 19 - DISSOLUTION**

The Association's dissolution is proposed by the [Board] at the extraordinary General Assembly.

In case of dissolution, the extraordinary General Assembly appoints one or several legal liquidator (s) in charge of the liquidation's operations.

At the end of the liquidation process, the extraordinary General Assembly decides the distribution of the assets pursuant to the legal provisions of the Law of 1 July 1901 and the decree of 16 August 1901.

In any case, the members of the Association may not get any share of the property of the Association, except their contributions that they are allowed to get back.

## **ARTICLE 20 - INTERNAL RULES**

Internal Rules elaborated by the President of the Association and approved by the Board, specify and complete any provision of these bylaws regarding the operation of the Association.

They may be modified by decision of the Board.

Adherence to the bylaws automatically implies adherence to the Internal Rules.

## **ARTICLE 23 - FORMALITIES**

Any modification of the bylaws will be declared within three (3) months at the prefecture and will be listed in the special register pursuant to the legal provisions. For this purpose, the Secretary General will fulfill the statement's formalities and of publications prescribed by the statute.

All necessary powers are given for this purpose to the bearer of one original of the Bylaws.

Bylaws approved by the General Assembly gathered for this purpose on \_\_\_\_\_.

Executed in \_\_\_\_ original copies, \_\_\_\_ of them [number deposited to the prefecture of \_\_\_\_ and [number] of them to be kept at the main address.

Signature(s)