

RULES OF PROCEDURE OF ARRIGE ASSOCIATION

Adopted by the Board on May 28th 2021
in accordance with Article 19 of the ARRIGE Association Bylaws

Nota bene: All capitalized terms not defined in these By-Laws shall have the meaning ascribed to them in the ARRIGE Association bylaws (the "**Bylaws**").

ARTICLE 1 - MEMBERS

Section 1 - Categories

In accordance with Article 6 - Section 1 of the Bylaws, the Association is composed of the following categories of Members:

(i) The "**Founding Members**" are the persons who created the present Association (Mr. Lluís Montoliu; Ms. Jennifer Merchant; Mr. Hervé Chneiweiss; Ms. Christine Lemaitre; Mr. François Hirsch; Ms. Marion Abecassis and Mr. Cyril Sarrauste de Menthière). They are subject to the same dues as all other Active Members;

(ii) "**Active Members**" are individuals or legal entities who actively participate in the operation of the Association and the realization of its purpose. Legal entities shall be represented by a legal representative or any other person duly authorized for that purpose;

(iii) "**Benefactor Members**" are natural or legal persons who make an exceptional financial contribution to the Association;

(iv) "**Honorary Members**" are natural or legal persons appointed by the Board in recognition of their investment in the field of genome editing or in appreciation of their exceptional support or assistance to the Association. The Honorary Members do not pay membership fees and may contribute to the discussion during the General Assembly (they can make their point of view heard but cannot vote nor exercise an elective mandate).

Section 2 – Becoming a Member

(i) Founding Members

The Founding Members are the individuals who created the present Association (Mr. Lluís Montoliu; Ms. Jennifer Merchant; Mr. Hervé Chneiweiss; Ms. Christine Lemaitre; Mr. François Hirsch; Ms. Marion Abecassis and Mr. Cyril Sarrauste de Menthière).

(ii) Active and Benefactor Members

In order to become an Active Member or a Benefactor Member of the Association, it is necessary to fill out the form provided for this purpose on the Association's website, adhere to the Articles of the Association and to the present Internal Regulations, and pay dues (if any) in accordance with Article 2 of the present Rules of Procedure.

ARRIGE is committed to promoting the membership of individuals and legal entities with limited resources (in particular, individuals or legal entities from low-income countries according to the classification established by the World Bank and on the date of application for membership). An additional form is available on ARRIGE's website to allow aspiring members who fulfill eligibility requirements to become Active Members who may benefit from the exemption of paying dues (the "**Active Exempt Members**"). Eligibility criteria shall be based on the aspiring member's resources, nationality and motivation to join the Association.

The Board reserves the right to deny membership in the Association and/or Active Exempt Membership to any member. Its decision in this regard is discretionary.

(iii) Honorary Members

Honorary Members of the Association are appointed by the Board in recognition of their investment in the field of genome editing or in appreciation of their support or exceptional assistance to the Association. Admissions of new Honorary Members are reported at the General Assembly.

Section 3 - Participation in General Assemblies and Elective Office

In accordance with Article 15 - Section 1 of the Bylaws, Members who have paid their dues participate in the General Assemblies. Honorary Members have an advisory vote at the General Assembly, in other words they may make their point of view heard but may neither take part in the votes nor exercise an elective mandate.

ARTICLE 2 - DUES

Section 1 - Active Members

In accordance with Article 6 - Section 1 of the Bylaws, Active Members shall pay annual dues as follows, subject to the exemptions provided in subsection (ii):

- **Legal entity:** three hundred euros (€300)
- **Individual (excluding students):** fifty euros (50 €)

- **Individual (student):** twenty euros (20 €)
- **Active Exempt Member :** no dues

For the purposes of these Rules of Procedure, a "student" is defined as any person enrolled in post-secondary education (including doctoral students).

Section 2 - Benefactor Members

Benefactor Members shall pay annual dues in excess of three hundred euros (€300). This contribution may be made in the form of a one-time or regular donation(s).

Section 3 - Honorary Members

Honorary Members do not pay any dues.

Section 4 - Payment

Payment of dues shall be made by bank transfer or other acceptable electronic means of payment no later than thirty (30) days after joining or renewing membership.

All dues paid to the Association are final. No refund of dues may be required in the event of resignation, expulsion or death of a Member during the year. That being said, any dues paid by a potential member whose membership has been refused by the Board will be refunded by the Association.

Table summarizing the categories of the Association's Members

	Active Members	Active Exempt Members	Benefactor Members	Honorary members
Definition	Actively participate in the functioning of the Association and the achievement of its goals	Actively participate in the functioning of the Association and the achievement of its goals. Fulfills specific eligibility requirements	Provide an exceptional financial contribution to the Association	Appointed by the Board in recognition for her/his investment in the field of genome editing and/or in recognition of her/his support and exceptional investment in the Association
Dues	Legal entity : 300 € Individual (not a student) : 50 € Student : 20 €	No dues	> 300 €	No dues
Right to vote at the General Assembly	Yes	Yes	Yes	Opinion/no vote*
Becoming an elected member	Yes	Yes	Yes	No

* They can participate in the General Assembly and express their point of view heard but cannot take part in the votes.

ARTICLE 3 - Board

Section 1 – Composition

The Board shall consist of a minimum of five (5) and a maximum of nine (9) persons.

Section 2 - Election

In accordance with Article 8 - Section 1 of the Bylaws, the officers are elected by the regular General Assembly for three (3) years. Retiring members are eligible for re-election for a maximum of one second consecutive term.

An electoral committee ("**Electoral Committee**") may be established to oversee the organization of the elections.

Any Active Member (including an Active Exempt Member) may present his or her candidacy, which will be relayed (by the Electoral Committee, if necessary) by any means to all Members of the Association prior to the General Assembly when the election is to take place.

The election takes place at the General Assembly, which may be held in person or by any appropriate means of communication (including by videoconference or other electronic means). The election is carried out by single-member ballots, and electronic voting is allowed.

In accordance with Article 15 - Section 1 of the Bylaws, Members entitled to vote shall each have one (1) vote. Any Member who is unable to attend may be represented by another Member with a special power of attorney, up to a limit of three (3) powers of attorney per Member (it being understood that the power of attorney must be communicated to the Electoral Committee reasonably in advance).

ARTICLE 4 - SCIENTIFIC COMMITTEE

Section 1 - Composition

The Scientific Committee is composed of a variable number of members (who do not need to be Members of the Association to be part of the Scientific Committee), representing major scientific and social disciplines involved in the field of genome editing, and appointed by the Board for a period of two (2) years.

Section 2 - Functions

In accordance with Article 9 - Section 4 of the Bylaws, the Scientific Committee provides a forum for sharing knowledge and experience in the field of genome editing. The Scientific Committee oversees the quality and scientific integrity of the studies and reports conducted by the Association's working groups. The Scientific Committee is responsible for the quality and integrity of ethical recommendations that the Association drafts and which are intended for users of genome editing technologies, national and international public decision-makers and civil society.

Section 3 - Charter

The members of the Scientific Committee adhere to the present Rules of Procedure and to the Charter of the Scientific Committee in Annex 1 of the present Rules of Procedure.

ARTICLE 5 - MISCELLANEOUS PROVISIONS

The Association's Rules of Procedure are drawn up by the President and approved by the Board in accordance with Article 19 of the Bylaws.

They may be modified by the Board following the proposal of one of the Board members or any other Member of the Association who has paid her/his dues (as applicable).

These Rules of Procedure shall be made available to all Members on the Association's website – any and all publication or modification of these Rules shall also be immediately notified to each Member by any means of communication.

Annex 1

Charter of the Scientific Committee

The primary role of ARRIGE Scientific Committee (“SC”) is to provide advice to the ARRIGE Board to support their decision process and policies on a gene editing related matter. The SC is a collegial entity appointed from the ARRIGE board. The ARRIGE SC has currently 19 members including a chair and a vice chair. This document aims to define the role of the chair and vice chair and the internal communication within SC.

ARTICLE 1 - Term of appointment of a SC member

The ARRIGE SC is an advisory entity appointed from the ARRIGE board. The term of appointment of a SC member is determined by the ARRIGE board according to the ARRIGE by-laws (section 10) and is of 2 years with a possibility of extension from the board. When tenure of a SC member is getting over or if the ARRIGE board wishes to terminate the tenure of a SC member, the ARRIGE board should consult with the Chair and the vice-chair to determine whether the SC member should be given extension.

ARTICLE 2 - Declaration of conflict of interests

To preserve the independence of a SC member and avoid conflict of interest, membership to ARRIGE from SC members is voluntary. Each SC member must declare potential conflict of interests (link to a biotechnology or pharmaceutical, agroalimentary company, shares...) and must declare potential conflict of interest at the beginning of a discussion on policies.

ARTICLE 3 - Role of the Chair and vice Chair

The role of the ARRIGE SC chair and vice chair is primarily to facilitate the communication between ARRIGE SC and the board to provide expert advices on gene editing matters. The chair is the SC primary contact from the board whereas the vice chair fulfills the chair’s role in case of unavailability (sickness, vacation...).

ARTICLE 4 - Election of the Chair and vice Chair

The maximum term of 2 years non re-eligible. A vice chair could be elected as a chair but not a chair as a vice chair. To ensure gender equity, the position of chair and vice chair must be fulfilled between a man and a woman. For example, if the elected chair is a woman, the vice chair should be a man.

The election of the Chair and vice chair is organized from the outgoing chair. The person will seek nominations, ensure the integrity of the process and the maximum vote from the SC member will be elected chair and the second with most vote elected vice chair in agreement to the gender equity recommendation for SC membership leadership.

ARTICLE 5 - Voting procedure

Procedure for voting in the ARRIGE SC: Following collegial discussion and consensus from ARRIGE SC for any matters regarding gene editing requested from the ARRIGE board or a

SC member, a review of scientific and ethics recommendations drafted by the ARRIGE SC will be submitted for approval from the ARRIGE SC and then submitted to the board for discussion. 2/3 majority for approval is required to reach a consensus. If a minority opinion is raised, the document should outline the opinion anonymously to respect all possible nuances and minority viewpoints.