

NATURALIA ET BIOLOGIA

**46 boulevard des Invalides
75007 PARIS**

STATUTES AND BYLAWS

18 January 2002

By decision of the special annual meeting, held on 18 January 2002, the statutes of the Association NATURALIA ET BIOLOGIA, which was founded 3 November 1958 on the initiative and under the sponsorship of the Ecole Pratique des Hautes Etudes, 3rd Section (Ministry of Education, Higher Education Branch) as adopted on 23 April 1963 and modified 28 April 1982, 28 April 1985, and 17 May 1995, are again modified as follows:

TITLE 1

AIMS AND MEMBERSHIP OF THE ASSOCIATION

Article 1 - The Association known as "NATURALIA ET BIOLOGIA" (NEB), which was founded 3 November 1958, and registered in compliance with all statutory requirements (Journal Officiel dated 19 November 1958) has as its aim to promote the development of research in all domains of science.

It organizes, manages and provides the administrative services for research operations (including biomedical research) entrusted by third parties to one of its members, who are directors of research laboratories.

The Association carries out its aims by all means authorized by law, and in particular:

- it coordinates and follows up the relations between its members and the third parties described above;
- it concludes contracts with the third parties mentioned above relative to the management of research operations assigned to its members;
- it provides its members with the materiel and personnel needed to perform these research operations:
- it offers services intended to promote training of researchers (financial support for training courses in laboratories, special assignments, participation in conferences; allocation of grants and prizes, etc.) and publicizes results of research work (organization of conferences, funding for publication of scientific books, theses, etc.) ;
- it awards subsidies and gifts intended to contribute to any research activity.

Article 2 - The headquarters of the Association is 46 boulevard des Invalides, 75007 PARIS.

Article 3 - The following are eligible to be members of the Association: physical persons engaged and interested in the development of research in all scientific domains, exercising official responsibility in a research institution, university, or any body involved in science as well as legally created artificial persons: statutory bodies, public interest agencies, associations reported in compliance with section 5 of the Law of 1 July 1901, non-trading companies interested in or promoting this research. Commercial or trading companies cannot be members of the Association.

Membership in the Association is granted by the Board of Directors after nomination by the executive board, which is authorized to grant temporary membership.

Membership fees are set annually by the Board of Directors.

The title of "honorary member" may be awarded by the Board of Directors to persons who are providing or have provided important services to the Association. This title confers on its holders the right to participate in the annual meeting without having to pay annual dues.

Article 4 - Membership in the Association is terminated:

- by resignation,
- by cancellation ordered by the Board of Directors for non-payment of dues or for cause, by an annual meeting after a report from the Board of Directors. The member is first asked to furnish an explanation.

TITLE II

ADMINISTRATION AND OPERATION

Article 5 - The Association is administered by a Board of Directors composed of 12 members, elected by secret ballot for four years at the annual meeting. The Board may temporarily coopt successors for any vacancies that occur. Their final successors shall be elected at the next annual meeting. The powers of these successors shall end at the conclusion of the term of the members they replaced.

Members whose terms have expired are eligible for reelection.

The Board of Directors meets each year at the end of the annual meeting to choose by secret ballot from among its members an Executive Committee composed of a president, several vice-presidents, a secretary, an assistant secretary, a treasurer, assistant treasurer, and members at large.

The members of the Executive Committee are elected for one-year terms and may be reelected.

The President's term may not exceed six consecutive years.

The past president remains a non-voting ex-officio member of the Board of Directors for 2 years.

Article 6 - The Board of Directors meets as determined by the President and at least twice a year, or at the request of one quarter of its members.

Absent members may give a proxy to another Board member; no member shall vote more than one proxy at each meeting.

A quorum, defined as the physical or proxy presence of one third of the Board, is required for valid Board actions.

The Executive Committee and the Board of Directors may, upon motion of a member, be assisted during these meetings by the Association's technical staff. These persons may not vote.

The secretary shall take minutes of these meetings. The minutes shall be signed by the President or the Secretary. They are transcribed without blank spaces or deletions in a numbered register, and initialed.

In addition to its Board of Directors, NEB may create a "Scientific Committee", which shall be composed of no more than 10 members, invited by the Board of Directors from among or outside of the members of the Association. The members of this Scientific Committee may be asked by the President or the Board of Directors for its opinion on questions submitted to them and may be asked to report their conclusions to members of the Board.

Article 7 - Members of the Association may not receive any remuneration for the functions assigned to them.

Article 8 - The annual meeting of the Association includes all members of the Association.

It is held once a year and when called by the Board of Directors or at the request of one quarter of its members.

Its agenda is determined by the Board of Directors. Its Executive Committee is that of the Board of Directors.

It shall receive reports on the management of the Board of Directors and on the finances, activities, and policies of the Association.

It shall approve the financial statement for the past year, vote the budget for the coming year, debate questions on the agenda, and when necessary, elect members to the Board of Directors. Proxy voting is allowed for elections to the Board. No member physically present at the annual meeting can vote more than 5 proxies.

The annual report, including the full financial statement, shall be sent each year to all members of the Association.

Article 9 - Expenses shall be authorized by the President.

The Association shall be represented in court and for all purposes of civil law by its President.

Article 10 - The deliberations of the Board of Directors concerning the acquisition, exchange or transfer of real property required for the mission of the Association, the issuance of mortgages on this property, leases exceeding nine years, the transfer of goods included in its endowment, and loans must be submitted for approval by the annual meeting.

Article 11 - The deliberations of the Board of Directors relative to the acceptance of gifts and bequests are not valid until governmental approval, as provided by section 910 of the Civil Code and section 7 of the law of 4 February 1901 and decree N°66-388 dated 13 June 1966, as modified.

Article 12 - The powers and duties of the various members of the Executive Committee and the operation of the Association are specified by the rules and regulations established by the members of the Board of Directors and require approval by an absolute majority of its members.

TITLE III

ENDOWMENT, RESERVES AND ANNUAL RESOURCES

Article 13 - The endowment includes:

- the real property necessary for the missions of the Association;
- the portion of the excess income not necessary for the Association's operation for the next fiscal year.

Article 14 - A reserve fund shall be established into which the excess income at the end of each fiscal year shall be deposited when it is not intended for the endowment nor necessary for the Association's operation during the first semester of the next fiscal year.

The amount and composition of the reserve fund can be modified by decision of the annual meeting.

This decision must be reported within a week to the Prefect of Police of Paris.

Article 15 - The Association's income is composed of all income not forbidden by applicable laws and regulations, and in particular:

- dues and subscriptions of its members;
- remuneration for services furnished by the Association in furtherance of its mission;
- subsidies of all types and gifts,
- income from gifts, the use of which was authorized by the Prefect of Police of Paris
- the part of the income from its property not included in the endowment.

Article 16 - Each year, the annual financial statement must include a statement of revenue, expenses and changes in fund balance, a balance sheet, and full schedules.

The Association is required to make available its books and supporting documents to the Minister of the Interior or the prefect on request, concerning its use of gifts, and to submit to the prefect an annual financial statement.

TITLE IV

MODIFICATION OF STATUTES AND BYLAWS AND DISSOLUTION

Article 17 - The statutes can be modified only on motion of the Board of Directors or one tenth of the members eligible to participate at the annual meeting; the motion must be submitted to the Executive Committee one month before the annual meeting.

In each case, the proposed modifications are placed on the agenda of the next annual meeting, which must be sent to all members of the Association at least 20 days before the meeting.

At least one quarter of the current members of the Association must be present at the annual meeting. If this number is not present, the meeting is called again, for at least fifteen days later; and this time it can make valid decisions regardless of the number of members present or represented.

In all cases, the statutes can be modified only by a two thirds majority of the members present or represented.

Article 18 - The annual meeting called to approve the dissolution of the Association and convoked especially for this purpose, must include at least a simple majority of the current members.

If this number is not present, the meeting is called again, for at least fifteen days later, and this time it can make a valid decision, regardless of the number of members present or represented.

In all cases, dissolution can be voted only by a two thirds majority of the members present or represented.

Article 19 - In the case of dissolution, the annual meeting shall designate one or several administrators to liquidate the property of the Association. It shall assign the net assets to one or several analogous establishments, either public or recognized to be of public interest or to establishments covered by section 6, paragraph 2 of the Law of 1 July 1901.

Article 20 - The President must report to the Prefect of Paris within three months all modifications occurring in the administration or direction of the Association.