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STATUTES OF THE PEPPER ASSOCIATION¹

I. Purpose and composition

Article 1 – Purpose

Purposes of the association named “Public-private platform for the pre-validation of endocrine disruptors characterization methods” - or “PEPPER” - include:

- identifying and pre-validating methods of identification of endocrine disruption properties in various chemical agents;
- improving public and consumer confidence in the risk assessment surrounding the placing on the market of products which allegedly contain endocrine disruptors;
- fostering peer recognition on investigated methods and accelerating the validation process by official regulation or standardisation authorities.

The association is established for a duration of 99 years.

Its registered office is in Paris (75013), France, 22 rue Charcot.

The decision to move the registered office within the same “*département*” (French local authority) must be taken by the Board, ratified by the General Assembly and communicated to the “*Prefet*” and the Minister of the Interior.

The association will aim at being acknowledged “of public interest”.

Article 2 – Activities

In order to fulfil its mission as per article 1, the association will conduct a series of activities, including:

- establishing a list of candidate methods to pre-validation;
- establishing a list of potentially suitable laboratories for the ring tests;
- assessing the relevance of each candidate method to pre-validation;
- selecting the methods to undergo the pre-validation process;
- organising the necessary series of tests for the selected methods;
- monitoring the testing process and synthesizing the results;
- assessing the consistency of the tests results;
- supporting the development of promising tests (“proof of concept”);
- monitoring and promoting scientific information;
- supporting the methods’ validation process;
- helping laboratories roll-out the methods.

¹ These Statutes have been written in French and translated into English. The French version of the Statutes shall take precedence.

Article 3 – Members

Association members can be natural persons or legal entities.

The association is made of 4 categories of members:

- Founding members;
- Supporting members;
- Ordinary members;
- Associate members (no voting rights).

The annual membership fee is established by the Association's General Assembly, as per article 6 of the hereby statutes.

The annual membership fee has been set for the year 2022:

- at 1 000 € for legal entities,
- at 100 € for natural persons joining as individuals.

(1) Founding members:

As the association is formed, will be considered Founding members the legal entities which have signed the hereby statutes and which commit to making a significant financial contribution to the association for at least 3 years (annually greater or equal to 150 times the membership fee).

After 3 years, any legal entity or natural person which makes a significant financial contribution to the association for at least 3 years (annually greater or equal to 150 times the membership fee) can become a Founding member.

The status of Founding member will be renewed upon successive commitments by the Founding members to pay annually, in addition to their membership fee, and for at least 3 years, a significant contribution to the association (of an amount greater or equal to 150 times the annual membership fee).

The status of Founding member may be withdrawn by the Board of Directors should a Founding member fail to pay the announced financial contribution. The Board may then assign another status to the said member, in compliance with the provisions of the hereby statutes.

Each Founding member has 3 votes at the General Assembly.

Within the Founding members category, a distinction is made between the so-called "Platinum Founding members", who pay an annual financial contribution of at least 500,000 euros to the association for three years, and the so-called "Gold Founding members", who pay, in addition to their membership fee, and for at least 3 years, a significant contribution to the association (of an amount greater or equal to 150 times the annual membership fee).

(2) Supporting members:

Supporting members make a significant financial contribution to the association each year for at least 3 years (annually greater or equal to 30 times the membership fee).

They can be co-opted by Founding members to join the Board in the association's first 3 years.

The status of Supporting member will be renewed upon successive commitments by the Supporting members to pay annually, in addition to their membership fee, and for at least 3 years, a significant contribution to the association (of an amount greater or equal to 30 times the annual membership fee).

The status of Supporting member may be withdrawn by the Board of Directors should a Supporting member fail to pay the announced financial contribution. The Board may then assign another status to the said member, in compliance with the provisions of the hereby statutes.

Each Supporting member has 2 votes at the General Assembly.

Supporting members may become Founding members in recognition of their significant contribution to the association's development under the conditions established for the Founding members. The decision to grant the Founding member status is then taken by the Board.

(3) Ordinary members:

Ordinary members pay the annual membership fee.

They can be co-opted by Founding members to join the Board in the association's first 3 years.

Ordinary members can become Supporting members or Founding members if they meet the relevant criteria, upon decision from the Board.

Each Ordinary member has 1 vote at the General Assembly.

(4) Associate members:

Associate members do not pay a membership fee.

The Board of Directors may engage in any initiative allowing the development of Associate memberships, in order to broaden the points of view expressed within the association, with institutions, governmental, non-governmental, national or international organisations.

Entities/persons who noticeably help or have helped the association and entities/persons who have made a financial donation greater or equal to 150 times the annual membership fee can submit an application for Associate membership to the Board, which shall deliberate on the matter.

Associate members can take part in the General Assembly's and other association activities and voice their opinion but have no voting right.

Associate members can bring their input and act as consultants to the General Assembly and the Board.

Associate members may become Supporting members, Founding members or Ordinary members if they meet the relevant criteria, upon decision from the Board.

(5) Sponsors

Any member - whatever their category - or non-member, who makes a one-off annual financial contribution to the association of at least 500,000 euros shall be qualified a Sponsor of the association.

Article 4 – Membership admission procedure

Membership applications must be sent in writing to the Executive Secretary at the association's office and must include:

- a formal declaration in which the applicant commits to enforce and comply with the association's statutes and Rules of Procedure as well as the association's Charter established by the Board, and makes explicit, where applicable, his/her intentions and commitments to contribute to the association, with regard to the association's goals and to its development;
- a declaration of membership (Supporting members, Ordinary members or Associate members);
- the name of a representative if the applicant is a legal entity;
- a copy of the applicant's statutes and/or registration document;
- a short presentation of the applying organisation and its governance.

The Executive Secretary, having assessed the application's relevance against the association's goals and its values as established in the association's Charter, will submit the application to the Board for approval.

The Executive Secretary will inform the applicant of the decision in writing. The Board's decision cannot be appealed.

Membership is effective following the payment of the membership fee (ordinary members only) and the acceptance of the Statutes and Rules of procedure (Ordinary members, Supporting members and Associate members).

Article 5 – Termination of membership

Membership can be terminated:

- through written resignation (for natural persons);
- through withdrawal, for legal entities, following the entity's own rules;
- through an exclusion decided on reasonable grounds by the Board;
- due to the non-payment of the membership fee acknowledged by the Board;
- in case of disappearance or death (for natural persons) or dissolution (for legal entities);

- following direct or indirect enrichment of the member, as a result of the association's activities, acknowledged by the Board.
In cases of exclusion (i) on reasonable grounds, (ii) for non-payment of the membership fee for the current year, the interested party is entitled to present its defence ahead of any decision, in accordance with the process set out in the Rules of Procedure.

The decision may be appealed before the General Assembly of the Association.

II – Governance and procedures

Article 6 – General Assembly procedures

The General Assembly of the association consists of Founding members, Supporting members, Ordinary members who have paid their membership fee, as well as Associate members.

The General Assembly decides on the annual membership fee.

Association staff who are not association members cannot join in the General Assembly unless they have been invited by the President. In which case they may attend the meeting but have no voting right.

The General Assembly is chaired by President of the Association and shall meet at least once a year. It is convened by the Chair of the Board or upon request of at least a quarter of the association's members.

The General Assembly shall be convened at the registered office or at any other location indicated on the letter of convocation. The meeting may also be held remotely by any videoconferencing or telecommunications means allowing for the identification of members participating in the meeting and the remote voting of members.

The General Assembly deliberates on the issues put on its agenda by the Board and those put on the agenda, according to the process described in the Rules of Procedures, upon request of at least one tenth of the association's members.

The agenda and all documents necessary to the deliberations, including the auditor's report, are made available to members by the President in the timeframe and the conditions set out in the Rules of Procedure.

Voting by proxy is permitted. Each member present in person may only hold up to 2 proxies.

The Assembly decides on the voting method. In case the meeting is held remotely, the association may set up remote voting systems, including electronic voting via a dedicated platform or mailbox.

Unless the hereby statutes specifically require otherwise, the General Assembly adopts its decisions by a majority of the votes cast. Abstentions are not counted as votes cast. Neither are blank or null votes in case of secret ballot.

In the case of a tie vote, the President of the association shall have the casting vote.

Minutes are taken and signed by the President of the association and the Executive Secretary. They should be free of any blank space or crossing-out, recorded on numbered pages and kept at the association's registered office. They may be signed electronically, through an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

The attendance sheet shall be certified by the President of the association and may also be signed electronically, using an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

Each year, the annual report and approved accounts are put at the disposal of all members. They are sent to any member who so requests.

Article 7 – Role of the General Assembly

The General Assembly hears the report on the Board management as well as the financial and moral reports.

The General Assembly approves the accounts for the year ended, adopts the budget for the following year and approves the level of membership fees.

It elects Board members according to the rules set out in article 8.

It decides on the association's strategic orientations.

It approves the Rules of Procedure.

It appoints one or several auditor(s) and their deputy, from the list mentioned in article L 822-1 of the French commercial code (*code de commerce*).

It approves the Board deliberations pertaining to the acquisition, exchange and disposition of properties, the mortgaging of said properties, leases exceeding 9 years, borrowings over 1 year and loan guarantees.

It also approves the Board deliberations pertaining to other dispositions of assets whose value exceeds the threshold established in the Rules of Procedure, such dispositions impacting significantly the association's operations.

Article 8 – Composition of the Board of Directors

The association is governed by a Board of Directors (the "Board") whose members are elected by the General Assembly.

The number of members of the Board of Directors, determined by a deliberation of the General Assembly prior to any Board members election, shall be between 11 members at least and 14 members at most.

Board members may be natural persons or legal entities.

The Board is made of 4 colleges:

- the college of Founding members (with voting right);
- the college of Supporting members (with voting right);
- the college of Ordinary members (with voting right);
- the college of observers or permanent guests (who have the right to voice their opinion but no voting right).

During the association's first 3 years, the Founding members automatically sit at the Board. Each of them has 3 votes.

During these first 3 years, Founding members may, by unanimous decision, co-opt up to 6 new Board members amongst Supporting members and/or Ordinary members. Each new Board member will have 2 votes (Supporting members) or 1 vote (Ordinary members).

After the first 3 years, Board members will be elected by secret ballot by the General Assembly for a 3-year mandate. Voting shall be held by the Assembly as a whole and not by separate votes in the categories, with the following distribution of Directors to be elected:

- 4 Founding members, each of them having 3 votes;
- between 3 and 4 Supporting members, each of them having 2 votes;
- between 4 and 6 Ordinary members, each of them having 1 vote.

As an exception to the above, in the event of an insufficient number of Ordinary members standing for election to the Board of Directors, a Supporting member may be elected in the college of Ordinary members, who shall then have 1 vote, in the same way as the other Ordinary members.

The Board shall be free to determine the number of observers or permanent guests to the Board of Directors.

Outgoing members can be re-elected and serve up to 3 mandates in total.

Board members must satisfy the following conditions:

- having paid their membership fees;
- being less than 75 years old, in the case of representatives of a legal entity member of the Board;
- enjoying their full rights as citizen, for Board members who are natural persons or representatives of a legal entity member of the Board;
- for legal entities which are members of the Board, their main activity cannot consist in the development and commercialisation of endocrine disruption assays.

Board members can be revoked by the Board on reasonable grounds or on the ground of repeated absence. Such decisions must be adopted by a two-third majority of serving members, unless a suspensive appeal is brought before the General Assembly. Members in question are invited to present their defence ahead of any decision.

The representatives of the college of observers or permanent guests are appointed by the Board for a period of 3 years renewable 3 times.

Article 9 – Role of the Board of Directors

The Board implements the strategic orientations adopted by the General Assembly. It manages and runs the association in line with these priorities and with the adopted budget.

The Board prepares the proposals to be submitted to the General Assembly

It approves/decides on the agenda of the General Assembly.

The Board prepares the association's forecast budget which is submitted to the approval of the General Assembly. It finalises the financial statements, submit them to the General Assembly for approval and proposes the allocation of profits.

The Board monitors and controls the budget as approved by the General Assembly.

The Board accepts gifts and bequests, according to the conditions set out in article 910 of the French Civil Code (*code civil*).

The Board proposes to the General Assembly the appointment of one or several auditor(s), chosen on the list mentioned in article L.822-1 of the French Commercial code (*code de commerce*) and carrying out the duties set out in articles L.823-9, L. 612-3 and L.612-5 of the same Commercial code.

The Board decides on hiring conditions and salaries for the association's employees.

The Board assesses and approves membership applications.

Article 10 – Procedures of the Board of Directors

The Board shall meet at least once every 6 months. The meeting is convened upon request of the association's President or of a quarter of the Board members or of a quarter of the association's members representing a quarter of the votes.

The Board meeting shall be held at the registered office or at any other location indicated on the letter of convocation. The meeting may also be held remotely by any videoconferencing or telecommunications means allowing for the identification of members participating in the Board meeting and the remote voting of members.

The Board may also take decisions by means of written consultation or by deed under private seal.

A written consultation may be initiated by the President or by a quarter of the Board members or by a quarter of the association's members representing a quarter of the votes.

Draft resolutions, alongside relevant and available information on the issues on the agenda shall be sent to each member in writing by any means of communication (facsimile, post, e-mail etc.).

Board members shall have a period of at least 10 days (or any longer period stipulated by the initiator of the consultation) from receipt of the draft resolutions to approve or reject them by any means of written communication.

A member who has not responded within this period shall be deemed to have approved these draft resolutions.

The President or a quarter of the Board members or a quarter of the association's members representing a quarter of the votes may also consult the Board of Directors by deed under private seal.

In this case, the decision of the Board shall be made through the signature of the minutes by all the Board members, no other formality being required.

At least half of the Board members must take part to a vote for it to be valid.

Voting by proxy is authorised for a Board meeting, including when the meeting is held remotely. Each Board member can only hold one proxy.

Unless the hereby statutes specifically require otherwise, the Board adopts its decisions by a majority of the votes cast. Subject to statutory provisions, abstentions are not counted as votes cast. Neither are blank or null votes in case of secret ballot.

In the case of a tie vote, the President of the association shall have the casting vote.

Minutes are recorded for each meeting.

Minutes are signed by the President of the association and the Secretary of the meeting. They should be free of any blank space or crossing-out, recorded on numbered pages and kept at the association's registered office. They may be signed electronically, through an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

The attendance sheet shall be certified by the President of the association and may also be signed electronically, using an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

Depending on the agenda, the Board may occasionally invite representatives from Ordinary members, Associate members, sponsors or external organisations (non-members) to take part to the Board meeting with a consultative role. However, the Board shall deliberate *in camera* should a Board member request so.

Article 11 – Links and conflicts of interests

Board members cannot be compensated for their service.

Expenses can be reimbursed upon presentation of receipts, according to the conditions established by the Board and the process set out in the Rules of Procedure.

Board members, alongside any meeting participant, must keep confidential any information outlined as such during the meeting and/or in the minutes. The same obligation applies to the members of the various committees within the association: Relevance Committee, Scientific Council and Ethics Committee.

Each member is responsible for preventing and handling any conflict of interests (whether existing, potential or perceived) between its own personal or professional interests and the interests of the association.

The President is responsible for preventing and handling any conflict of interests (whether existing, potential or perceived) between the interests of the association and the interests of the association's members, the association's employees or any person acting in the name of the association or in the name of one of its committees.

Measures to prevent conflicts of interest are specified in the association's Rules of Procedure.

Should a member have knowledge of a conflict of interests, whether existing, potential or perceived, potentially involving himself, he/she shall immediately report it to the President and shall abstain from taking part to the discussions and voting in the governance body at stake. The same applies to any applicant to a Board member seat. The President shall inform the General Assembly of the situation ahead of its deliberations.

Article 12 – Executive Committee

The Board elects amongst its members and by secret ballot the members of the Executive Committee, including a President, an Executive Secretary and a Treasurer and other members up to one third of the total number of Board members.

The Executive Committee is elected each time the Board is renewed. In the event of the death, resignation, permanent impediment or revocation of an Executive Committee member, a new member is elected at the closest Board meeting. The mandate of the new member will end when the mandate of the member he/she is replacing would have ended.

The Executive Committee oversees the daily running of the association and the implementation of the Board's and the General Assembly's decisions.

Executive Committee members who act as association trustees can only act in accordance with the Board's decisions and with the rules and limits established in the hereby statutes.

Executive Committee members can be revoked by the Board, collectively or individually, on reasonable grounds, and in compliance with the rights of defence. This revocation only does not impact their membership to the Board.

Representatives of the association must be enjoying their full rights as citizen.

Article 13 – President

The President comes from the private sector.

He/she:

- represents the association in all civil acts;
- chairs the Board and the General Assembly;
- decides on how the budget is spent, in line with the orientations established by the General Assembly and within the budget limits;
- can receive delegated powers from the Treasurer to incur expenses within the limits set by the Board;
- can give a delegation of powers in the conditions set out in the Rules of Procedure;
- appoints the association's Managing Director, decide on his/her remuneration and can terminate his/her employment after having heard the opinion of the Board;
- convenes the General Assembly;
- prepares the minutes of the General Assembly's meeting;
- implements the decisions of the Board;
- is authorised to sign any document pertaining to the association's commercial or financial activities or to its legal representation.

The association can only be legally represented – whether as plaintiff or defendant – by a representative having received power of attorney from the President.

Article 14 – Executive Secretary

The Executive Secretary reports directly to the Board. He/she is responsible for the daily management of the association and the effective interactions between members.

He/She:

- prepares and organises the General Assembly meetings;
- collects the proposals from the Board and the General Assembly pertaining to the annual programme of activities;
- assists in the preparation of the annual programme of activities, based on the Board's contributions, including the preparation of the draft proposal(s) which will be submitted to the General Assembly;
- receives membership applications;
- draws up the minutes of the Board meetings;
- acts in lieu of the President should the President be impeded.

Article 15 – Treasurer

He/She:

- keeps the Board informed on the financial health of the association and ensures the sound management of the association's finances;
- collects the revenue and pays the expenses under the President's surveillance;

- runs the annual collection of membership fees.

In his/her absence, the Treasurer can give a delegation of powers in the conditions set out in the Rules of Procedure.

Article 16 – Managing Director

The Managing Director is given by the President the delegation of powers necessary to fulfil his/her mission. In this framework he/she manages the association's departments and runs the daily operations, including the hiring and dismissal of the association's employees as well as disciplinary procedures. He/she also organises the working rules of committees defined in articles 17 and 18. He/she attends in his/her own rights and with a consultative voice the meetings of the Board and of the Executive Committee, unless a deliberation about him-/herself is taking place.

The President may grant the Managing Director a delegation of powers allowing the Managing Director to represent the association in disputes pertaining to the association's daily operations under the conditions set out in the Rules of Procedure.

The missions of the Managing Director are defined in a job description, including the financial limits of the powers delegated to him/her.

Article 17 – Composition of the Scientific Council

The association has a Scientific Council whose mission is to pre-validate or dismiss the methods selected by the Relevance Committee and tested through the *ad hoc* test protocol. The Scientific Council is also in charge of promoting the dissemination and reliability of pre-validated methods in order to achieve peer recognition or validation at international level.

The Scientific Council is made of 12 members *intuitu personae* coming in equal proportions from the following sectors:

- research bodies, research institutes, universities and higher education establishments from the countries represented in the association membership;
- research bodies, research institutes, universities and higher education establishments from other countries;
- private research organisations.

Members of the Scientific Council may work for one of the association's members. They cannot be members of the association themselves.

Scientific Council members work pro-bono. Only expenses related to the Scientific Council's meetings will be refunded according to the conditions set out in the Rules of Procedure.

Members of the Scientific Council are appointed for 3 years, by the Board, on proposal of the Managing Director.

Members of the Scientific Council cannot serve more than 3 consecutive mandates.

Members of the Scientific Council can be revoked by the Board on reasonable grounds or on the ground of repeated absence. Such decisions must be adopted by a two-third majority of Board members, unless a suspensive appeal is brought before the General Assembly. Members in question are invited to present their defence ahead of any decision.

Article 17-1 – Scientific Council Procedures

The Scientific Council shall meet at least once every 6 months. The meeting is convened upon request of the association's Managing Director.

The meeting shall be held at the registered office or at any other location. The meeting may also be held remotely by any videoconferencing or telecommunications means allowing for the identification of members participating in the meeting and the remote voting of members.

At least one third of the Scientific Council members must take part to a vote for it to be valid.

Unless the hereby statutes specifically require otherwise, the Scientific Council adopts its decisions by a majority of the votes cast. Abstentions are not counted as votes cast. Neither are blank or null votes in case of secret ballot.

Minutes are recorded for each meeting.

Minutes are signed by the Chair of the Scientific Council or, should he/she be hindered, by another member of the Scientific Council. They should be free of any blank space or crossing-out, recorded on numbered pages and kept at the association's registered office. They may be signed electronically, through an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

The attendance sheet shall be certified by the Chair of the Scientific Council and may also be signed electronically, using an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

The Scientific Council may decide to hear any person whose opinion or advice is deemed necessary.

Article 18 – Composition of the Relevance Committee

The association has a Relevance Committee, whose mission is to select methods which have a strong potential and are advanced enough to enter the pre-validation process.

The Relevance Committee is made of 40 seats allocated as follows:

- 6 representatives from the health agencies, agencies in charge of biodiversity and official authorities;
- 8 representatives from trade bodies or individual companies;
- 2 representatives from consumer organisations;
- 3 representatives from environmental protection organisations;

- 2 representatives from the most representative trade unions in the Chemical sector (as per the French IDCC 44 convention);
- 4 representatives from the field of Research and Technological Development
- 1 representative from a platform for the development, validation and dissemination of alternative methods to animal testing;
- 5 internationally recognised scientists, experts or academics in the field of endocrine disruption and related assays;
- 4 representatives from Government departments;
- 5 representatives from institutions in European countries involved in the project.

Members of the Relevance Committee may or may not come from association members. In any case, they contribute to the Committee pro-bono. Only expenses related to the Committee's meetings will be refunded according to the conditions set out in the Rules of Procedure.

Members of the Relevance Committee are appointed for 3 years, by the Board, on proposal of the Managing Director. They cannot serve more than 3 consecutive mandates.

Members of the Relevance Committee can be revoked by the Board on reasonable grounds or on the ground of repeated absence. Such decisions must be adopted by a two-third majority of Board members, unless a suspensive appeal is brought before the General Assembly. Members in question are invited to present their defence ahead of any decision

Article 18-1 – Relevance Committee procedures

The Relevance Committee shall meet at least once every 6 months. The meeting is convened upon request of the association's Managing Director or of a quarter of the Board members.

The meeting shall be held at the registered office or at any other location. The meeting may also be held remotely by any videoconferencing or telecommunications means allowing for the identification of members participating in the meeting and the remote voting of members.

At least half of the Committee members must take part to a vote for it to be valid.

Unless the hereby statutes specifically require otherwise, the Relevance Committee adopts its decisions by a majority of the votes cast. Abstentions are not counted as votes cast. Neither are blank or null votes in case of secret ballot.

Minutes are recorded for each meeting.

Minutes are signed by the Chair of the Relevance Committee or, should he/she be hindered, by another member of the Committee. They should be free of any blank space or crossing-out, recorded on numbered pages and kept at the association's registered office. They may be signed electronically, through an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

The attendance sheet shall be certified by the Chair of the Relevance Committee and may also be signed electronically, using an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

The Relevance Committee may decide to hear any person whose opinion or advice is deemed necessary.

Article 19 – Composition of the Ethics Committee

The association has an independent Ethics Committee, whose mission is to monitor the association's compliance with the rules of professional conduct as per the French "*Charte nationale de l'expertise*", i.e.:

- a transparent and regulated governance;
- the disclosure of any link between the experts involved and the interested parties;
- a systematic and thorough follow-up on any environmental or health alert.

The Committee shall also implement the rules and values of integrity in research: reliability, honesty, respect and accountability.

The Committee is made of 3 members *intuitu personae* : 2 personalities who are not part of the association (one being appointed by the President, the other by the Managing Director) and one who is a member of the Relevance Committee, upon proposal of its Chair and approval by the Board.

Members of the Ethics Committee work pro-bono. Only expenses related to the Committee's meetings will be refunded according to the conditions set out in the Rules of Procedure.

Members of the Ethics Committee are appointed for 3 years,

They cannot serve more than 3 consecutive mandates.

Article 19-1 – Ethics Committee procedures

The Ethics Committee shall meet at least once per year. The meeting is convened upon request of the association's President or of a quarter of the Board members or of a quarter of the General Assembly members.

The meeting shall be held at the registered office or at any other location. The meeting may also be held remotely by any videoconferencing or telecommunications means allowing for the identification of members participating in the meeting and the remote voting of members.

Unless the hereby statutes specifically require otherwise, the Ethics Committee adopts its decisions by a majority of the votes cast. Abstentions are not counted as votes cast. Neither are blank or null votes in case of secret ballot.

Minutes are recorded for each meeting.

Minutes are signed by the Chair of the Ethics Committee or, should he/she be hindered, by another member of the Committee. They should be free of any blank space or crossing-out,

recorded on numbered pages and kept at the association's registered office. They may be signed electronically, through an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

The attendance sheet shall be certified by the Chair of the Ethics Committee and may also be signed electronically, using an electronic signature solution offering a sufficient degree of reliability to allow for the identification of the signatory.

The Ethics Committee may decide to hear any person whose opinion or advice is deemed necessary.

The Chair of the Ethics Committee takes part to the Board meeting with a consultative role and presents each year a report to the General Assembly.

III – Annual resources

Article 20 – Resources

The association's annual resources are made of:

- the income derived from its assets;
- membership fees and subscriptions;
- funding from the Government, local authorities, public bodies, amongst others;
- gifts, donations and bequeaths, whose use will be decided during the year;
- the proceeds from occasional conferences and workshops;
- the proceeds from the sale of ancillary services.

Article 21 – Investments

Assets qualifying for investment are those listed in article R. 332-2 of the French Insurance Code (*Code des assurances*).

Article 22 – Accounts

Accounts are kept in order; a balance sheet, profit-and-loss account and an annexe are prepared each year.

IV – Amendments to the statutes and dissolution

Article 23 – Amendments to the statutes

Statutes can only be amended by the General Assembly upon proposal of the Board or of a tenth of the association's members.

In any case, the proposed amendments are put on the agenda of the following General Assembly meeting, to be sent to all its members no later than 30 days ahead of the meeting.

At least a quarter of the serving members, representing at least a quarter of the votes must physically attend the meeting.

Should the quorum not be reached, the General Assembly is convened again no sooner than 15 days later. It can then make a decision, regardless of how many members are present.

In any case, statutes can only be amended through a two-third majority of the votes cast. Renouncing to be acknowledged of public interest shall be decided according to the procedure set out in the present article.

Article 24 – Dissolution

The association can only be dissolved by the General Assembly. The procedure for the dissolution proposal and convocation of the General Assembly is the one set out in the previous article.

More than half of the serving members, representing at least half of the votes, must physically attend the General Assembly meeting.

Should the quorum not be reached, the General Assembly is convened again no sooner than 15 days later. It can then make a decision, regardless of how many members are present

In any case, a dissolution can only be adopted with a two-third majority of the votes cast.

Article 25 – Liquidation

In the case of a dissolution, the General Assembly shall appoint one or several commissioners, in a vote following the rules set out in article 5, whom it entrusts with the liquidation of the association's assets and the powers necessary thereto.

Following the same procedure, the General Assembly will transfer the association's net asset to one or several organisations pursuing similar goals, whether public or acknowledged of public interest, or entitled to receive donations as per the law of July the 1st, 1901 amended, article 6, or to a local authority which has a mandate to pursue similar goals.

V – Surveillance and Rules of Procedure

Article 26 – Surveillance

The President or his/her representative shall inform within 3 months the Government representative within the “*département*” (French local authority) where the association has its registered office of any change in the association's governance, in compliance with the law of July the 1st, 1901 amended, article 5.

Article 27 – Rules of Procedure

The association's Rules of Procedure are drafted by the Board and adopted by the General Assembly. The Rules of Procedure detail how the present statutes should be implemented. They shall be established no later than 6 months after the adoption of the hereby statutes.

The Rules of Procedure can be amended following the same procedure.

Equally, each Committee (Relevance Committee, Scientific Council, Ethics Committee) establishes its own Rules of Procedure, which include the Chair designation process, the missions and operating rules, how to handle conflicts of interests and confidentiality declarations.

Original in French