

In any dispute about interpretation of these Bylaws, the Spanish version shall prevail.

## **BYLAWS**

### **CHAPTER I**

#### **NAME, AIMS, REGISTERED ADDRESS & SCOPE**

Article 1. Under the name of the “**International Society for Transgenic Technologies (ISTT)**”, hereinafter the Society, a non-profitmaking ASSOCIATION, with a legal personality and full legal capacity, is hereby constituted in accordance with Spanish Organic Law 1/2002, of 22 March, and complementary legislation.

Article 2. The Society is constituted for an indefinite period of time.

Article 3. The Society has the following aims:

a) To foster and encourage knowledge generation, discussion, training and education, and the diffusion of the technologies and specific research used for the genetic modification of animals, in particular those aimed at generating and/or analysing transgenic and mutant animals as particularly useful experimental models in the biology, biomedicine and biotechnology disciplines.

b) To act as a meeting point and debate forum for all professionals and students in the field, including scientists and specialists, personnel from relevant companies and, in general, any individuals with an interest in the generation and/or the analysis of transgenic animals.

Article 4. With a view to fulfilling these aims, the Society shall undertake the following activities:

a) To organise, at regular intervals, an international conference, to be entitled the “Transgenic Technology Meeting” (“TT Meeting”), the location and organisation of which shall be rotated in turn among the members of the Society in Europe, Asia-Oceania and America. This “TT Meeting” shall be the principal activity of the Society.

b) To be represented and to participate in other national and international conferences, seminars and specialist workshops in which animal transgenesis issues are discussed.

c) To publish information bulletins, abstracts, monographs, books, protocols and other specialised texts aimed at promoting knowledge generation, discussion, training and education, and the diffusion of the technologies and specific research associated with animal transgenesis.

d) To promote and organise courses, seminars and other educational activities for both Society members and other interested individuals, specifically aimed at the training of scientists and/or specialists in any of the techniques used in animal transgenesis.

e) To create and maintain a website and specific email accounts, as also any other Internet tool or resource (for example, videoconferencing or telephony facilities)

considered as potentially useful for promoting knowledge generation and discussion and for publicising the activities of the Society.

- f) To promote exchange and short-visit programmes among Society members belonging to different laboratories, centres or units.
- g) To cooperate with other national and international societies with similar aims, with a view to affiliation or the creation of associations that may constitute the basis for an international federation.
- h) To provide adequate information to the public in general on the benefits associated with the use and application of transgenic technologies in animals.
- i) To provide expert advice and guidance to local, national and international bodies in relation to any scientific, technical or other aspects of animal transgenesis.
- j) In general, any other scientific, academic, educational, social or cultural activity aimed at fostering and encouraging knowledge generation, discussion, training and education, and diffusion in relation to any issue concerning animal transgenesis.

Article 5. The registered address of the Society shall be **Centro Nacional de Biotecnología (CNB-CSIC), Campus de la UAM en Cantoblanco, C/ Darwin, nº 3, 28049 Madrid (Spain)**. The territorial scope of the Society and its activities shall be international.

## CHAPTER II EXECUTIVE COMMITTEE

Article 6. The Society shall be managed and represented by an Executive Committee consisting of a President, Vice-President, Secretary, Treasurer and a maximum of seven additional Officers, in accordance with the following provisions:

- a) None of the members of the Executive Committee shall be remunerated.
- b) Members of the Executive Committee shall be members of the Society. They shall be appointed and ceased by the General Assembly and shall normally be elected for 4 year terms.
- c) No member of the Society may be re-elected to any post on the Executive Committee for more than two consecutive terms.
- d) The posts of Secretary and Treasurer may be combined.
- e) Elections for incoming Executive Committee members shall take place, whenever possible, in the first half of the fourth year of the term of office of the existing post-holder. Incoming members of the Executive Committee shall become familiar with the functions and responsibilities corresponding to their new post in the final year of the term of office of their predecessor, so as to ensure that information in relation to the post is suitably transmitted.
- f) The term of office for any Executive Committee post shall commence on 1 January of the year following election, and shall terminate on 31 December of the fourth year in office.

Article 7. Membership of the Executive Committee shall cease when voluntary resignation is notified in writing to the Executive Committee, for reasons of breach of duty, or as a consequence of the expiry of a term of office.

Article 8. Members of the Executive Committee whose term of office is extended beyond 4 years shall continue in their posts until their replacement has formally accepted the new post.

Article 9. The Executive Committee shall meet as often as determined by the President and at the request of half plus one of its members. The Executive Committee shall be constituted when half plus one of its members are in attendance. Agreements shall be adopted by a majority vote in favour. In the event of a tied vote, the President shall have the casting vote.

Article 10. Powers of the Executive Committee.

The powers of the Executive Committee shall, in a general sense, govern all actions aimed at achieving the aims of the Society, provided that, in accordance with these Bylaws, these actions do not require the express authorisation of the General Assembly.

The specific powers of Executive Committee are listed as follows:

- a) To assume responsibility for financial and administrative control of the Society and for its acts, and as required, to reach agreement in relation to contractual undertakings and legal acts.
- b) To execute the decisions of the General Assembly.
- c) To draw up the annual accounts and to present these for approval by the General Assembly.
- d) To reach agreement in regard to the admission of new members.
- e) To appoint delegates for specific activities of the Society.
- f) To draw up additional internal rules and regulations with a view to ensuring the proper functioning and management of the Society, and, providing these do not enter into conflict with these Bylaws, to obtain the corresponding approval of the General Assembly.
- g) To propose additional membership categories and to have these approved by the General Assembly.
- h) To identify and nominate, from among willing Society members, replacements for outgoing members of the Executive Committee, and to have these nominations approved by the General Assembly.
- i) Any other powers that do not fall within the exclusive scope of the General Assembly.

Article 11. The President shall have the functions listed as follows: to legally represent the Society before all public and private bodies; to convene, preside over, moderate the discussions of, and formally close the meetings of the General Assembly and Executive Committee; to order payments and authorise, with his/her signature, documents, legal instruments and correspondence; and to adopt any urgent measure dictated as being in the interest of the good functioning of the Society or as necessary or appropriate for the implementation of its activities, without prejudice, moreover, to the requirement for rendering account thereof to the Executive Committee.

Article 12. In the President's absence, whether due to illness or any other cause, the Vice-President shall act in his/her place and perform his/her functions.

Article 13. The Secretary shall be responsible for the following: overseeing the purely administrative tasks of the Society; issuing certificates; notifying Society members of the date and venue for all events organised or promoted by the Society, including upcoming General Assembly meetings; keeping the minutes of all meetings of the Executive Committee and the General Assembly; registering the minutes in the corresponding Minutes Book; maintaining all legally required books and membership records, and safeguarding the documentation of the Society. He/she shall, moreover, implement the proper procedures in relation to appointments to the Executive Committee and any other formal agreements that require registration with the corresponding Registries, and shall comply with all documentary obligations established by law.

Article 14. The Treasurer shall collect and safeguard all funds corresponding to the Society and shall implement payment orders issued by the President.

Article 15. Officers shall assume the obligations arising from their position as members of the Executive Committee of the Society, as also any others that arise from the delegation of powers or from tasks entrusted to them by the Executive Committee.

Article 16. Any vacancy that may occur during the term of office of any of the members of the Executive Committee shall be provisionally covered by the remaining members until such time as an election is called, by the General Assembly, for the purpose of appointing a replacement.

### **CHAPTER III GENERAL ASSEMBLY**

Article 17. The General Assembly is the supreme governing body of the Society and shall be composed of all its members.

Article 18. The General Assembly shall hold both ordinary and extraordinary meetings. An ordinary meeting shall be held at least once a year, and shall, if possible, coincide with a conference or seminar promoted or organised by the Society, such as the "TT Meeting". It shall, moreover, be held within six months from the end of the financial year. Extraordinary meetings shall be held as circumstances dictate, in the opinion of the President, when agreed by the Executive Committee, or when proposed in writing by a minimum of 25% of the Society members. The items to be discussed shall be duly indicated.

Article 19. General Assembly meetings shall be convened in writing, indicating the place, date and time of the meeting and including an agenda listing the items to be discussed. At least fifteen days' notice shall be given of the first call to a meeting of the General Assembly, and if appropriate, a second call shall be indicated for the meeting, with no more than one hour elapsing between the times indicated for the called meetings.

Article 20. Both ordinary and extraordinary meetings of the General Assembly shall be deemed as validly constituted, irrespective of whether in response to a first or second call, when attended by a minimum of 10% of members with voting rights and when at least 50% of the attendees are not members of the Executive Committee.

Ordinary General Assembly agreements shall be adopted by a simple majority vote of individuals present or represented, when, once all null and blank votes and abstentions have been excluded, votes in favour outnumber votes against.

Extraordinary General Assembly agreements shall be adopted by the vote of a majority of two-thirds of individuals present or represented, when, once all null and blank votes and abstentions have been excluded, votes in favour outnumber votes against.

A qualified majority, resulting in votes in favour from at least half of the members present or represented, shall be required for the following:

- a) Dissolution of the Society.
- b) Amendment of its Bylaws.
- c) Disposal or sale of immovable assets.
- d) Remuneration of the members of the representative bodies of the Society.

Article 21. The General Assembly shall have the following powers

- a) To approve, as necessary, the management of the Executive Committee.
- b) To examine and approve the annual accounts.
- c) To elect the members of the Executive Committee.
- d) To establish ordinary and extraordinary membership dues.
- e) To sell or dispose of assets.
- d) To agree, as necessary, on the remuneration of the members of the representative bodies of the Society.
- g) To approve new membership categories.
- h) To approve additional internal rules and regulations as proposed by the Executive Committee, providing these do not enter into conflict with these Bylaws.
- i) Any other powers that are not specifically attributed to any other representative body of the Society.

Article 22. An agreement adopted by an extraordinary meeting convened by the General Assembly for the purpose shall be required in the following circumstances:

- a) To amend the Society Bylaws.
- b) To dissolve the Society.
- c) To expel any members as proposed by the Executive Committee.
- d) To request a declaration of public interest.
- e) To create federations or to take up membership in federations.

Article 23. A proposal to amend the Bylaws will be considered for approval by an extraordinary meeting of the General Assembly, provided said proposal is presented, in writing and with the signature of at least 5 members of the Society, to the President of the Society with at least one month's notice. The remaining members of the Society,

moreover, shall be notified of the proposal for amendment of the Bylaws at least two weeks in advance of its discussion in the extraordinary meeting of the General Assembly convened for this purpose.

## **CHAPTER IV MEMBERS**

Article 24. Membership of the Society is open to all individuals in full possession of their faculties with an interest in pursuing the aims of the Society. Members shall, moreover, be professionals or students in the transgenic animal research, generation or analysis fields, or shall participate in the academic training and education of animal transgenesis professionals.

Article 25. The following membership categories shall be established for the Society:

- a) Founding members: individuals who participated in the act of constituting the Society.
- b) Ordinary members: individuals who are admitted following constitution of the Society. There shall be two classes of ordinary members: professional members, and student or technician members. Different levels of membership dues may be established for these classes, provided the latter class pays less than the former. The obligations and rights of both these classes shall be equal.
- c) Emeritus members: ordinary members who are retired and who wish to remain associated with the Society.
- d) Honorary members: individuals of recognised prestige or individuals who may have contributed significantly to animal transgenesis or to the promotion or development of the Society. The Executive Committee shall be responsible for appointing honorary members.
- e) Corporate members: companies wishing to be associated with the Society, who shall appoint an individual to represent them in all the acts of the Society. For all effects and purposes, corporate members shall have the same representational capacity as any of the founding, ordinary or emeritus members of the Society.
- f) Any other membership category proposed by the Executive Committee and approved by the General Assembly.

Article 26. Membership in the Society shall terminate in any of the following circumstances:

- a) When a member voluntarily resigns by means of a written notification to the Executive Committee.
- b) When a member fails to comply with his/her financial obligations by not paying membership dues. The Treasurer shall duly notify both the member in question and the Executive Committee of any failure to comply with this obligation.
- c) When, on the basis of member misconduct that prejudices the interests of the Society or that is scientifically unethical, expulsion is proposed by the Executive Committee and agreed by two-thirds of the attendees at an extraordinary meeting of the General Assembly.

Article 27. Founding, ordinary, emeritus and corporate members shall have the following rights:

- a) To take part in any activities organised by the Society that comply with its purpose.
- b) To benefit from all the advantages accruing to the Society.
- c) To participate in General Assembly meetings with voice and vote.
- d) To elect candidates and to present themselves as candidates for positions of responsibility.
- e) To receive information on the agreements adopted by the representative bodies of the Society.
- f) To put forward suggestions to the Executive Committee in relation to the pursuit of the aims of Society.

Article 28. Founding, ordinary, and corporate members shall have the following obligations:

- a) To comply with the Bylaws and the decisions of the Executive Committee and the General Assembly.
- b) To pay their membership dues.
- c) To attend General Assembly meetings and other relevant acts.
- d) To fulfil, as appropriate, the obligations inherent to the post occupied by them.
- e) To contribute with their professional behaviour and activities to the good name and prestige of the Society.

Article 29. Honorary members shall have all the obligations of the founding, ordinary and corporate members listed above, with the exception of b) and d).

Honorary members shall, likewise, have the same rights listed in Article 27 above, with the exception of c) and d). They may, moreover, attend General Assembly meetings, but shall exercise no voting rights.

Article 30. Emeritus members shall have all the obligations of founding, ordinary and corporate members listed in Article 28 above, with the exception of b).

Article 31. The financial resources for funding the Society are anticipated to be provided by:

- a) Ordinary and extraordinary membership dues.
- b) Subsidies, donations by public and private bodies and individuals, and gifts and legacies that are legally endowed on the Society by associates or third parties.
- c) Any other licit resources.

Article 32. The founding capital of the Society amounts to 3,000 (three thousand) euros.

Article 33. The financial and membership year shall be annual and shall terminate each year as of 31 December.

Annual membership fees will fall due on 1 January each year and shall be payable by 1 April each year. New members joining at any time during the year shall pay the full annual fee for the corresponding year.

Members whose fees are in arrears shall not receive publications or communications of the Society and shall be ineligible to vote. Members who fail to pay their fees for two consecutive years shall, moreover, have their membership cancelled. Any member who has been dropped for non-payment may be reinstated upon payment of the fees due for the year in which reinstatement is desired.

## **CHAPTER V DISSOLUTION**

Article 34. The Society shall be dissolved automatically, in accordance with the provisions of Article 20 of these Bylaws, by agreement of an extraordinary meeting of the General Assembly specifically convened for this purpose.

Article 35. In the event of dissolution, a winding-up committee shall be constituted, and the funds remaining after the Society's debts have been paid off shall be donated either to a foundation that promotes science or to a like-minded scientific, technical or academic society, to be used in a way that does not detract from the Society's non-profitmaking philosophy.

## **ADDITIONAL PROVISION**

In all matters not governed by these Bylaws, of application shall be Spanish Organic Law 1/2002, of 22 March, governing the right of association, as also complementary provisions.

In Madrid, January 2, 2005

(Society founder SIGNATURES. Any subsequent amendment to the Bylaws to be inscribed in the Register shall be signed by the President and by the Secretary of the Society. The margin of each page of the Bylaws shall also be signed. The date of the

General Assembly meeting in which an amendment to the Bylaws was agreed shall also be noted).

Note: This document has 9 pages

Society founder SIGNATURES

Lluís MONTOLIU  
Belén PINTADO  
Anna PUJOL  
M<sup>a</sup>Carmen MUÑOZ  
Sagrario ORTEGA  
Francina LANGA