

BYLAWS

OF

INTERNATIONAL SOCIETY FOR TRANSGENIC TECHNOLOGIES INC.

ARTICLE I

Membership

Section 1. Membership Requirements. Membership of International Society for Transgenic Technologies Inc., a Type B not-for-profit corporation (hereinafter called 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.

Section 2. Membership Categories. Members shall be classified under one of the following membership categories:

- 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 recognized prestige or individuals who may have contributed significantly to animal transgenesis or to the promotion or development of the Society. The Board of Directors 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 Board of Directors and approved by the General Assembly.

Section 3. Termination of Membership. 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 Board of Directors.
- 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 Board of Directors 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 Board of Directors and agreed by two-thirds of the attendees at an extraordinary meeting of the General Assembly.

Section 4. Members' Rights and Responsibilities.

a. Rights of Founding, Ordinary, Emeritus and Corporate Members. Founding, ordinary, emeritus and corporate members shall have the following rights:

1. To take part in any activities organized by the Society that comply with its purpose.
2. To benefit from all the advantages accruing to the Society.
3. To participate in General Assembly meetings with voice and vote.
4. To identify and nominate, from among willing Society members, replacements for outgoing members of the Board of Directors.
5. To elect candidates and to present themselves as candidates for positions of responsibility within the Society.
6. To receive information on the actions adopted by the representative bodies of the Society.
7. To put forward suggestions to the Board of Directors in relation to the pursuit of the aims of Society.

b. Obligations of Founding, Ordinary, and Corporate Members. Founding, ordinary, and corporate members shall have the following obligations:

1.To comply with these bylaws and the decisions of the Board of Directors and the General Assembly.

2.To pay their membership dues.

3.To attend General Assembly meetings and other relevant acts.

4.To fulfill, as appropriate, the obligations inherent to the post occupied by them.

5.To contribute with their professional behavior and activities to the good name and prestige of the Society.

c. Rights and Obligations of Honorary Members. Honorary Members shall have all the obligations of the founding, ordinary and corporate members listed above, with the exception of having to pay membership dues or fulfill the obligations inherent to the post occupied by them. Honorary members shall, likewise, have the same rights listed above, with the exception that they may participate in General Assembly meetings, but shall have no right to vote, elect candidates or present themselves as candidates for positions of responsibility within the Society.

d. Obligations of Emeritus Members. Emeritus Members shall have all the obligations of founding, ordinary and corporate members listed above, with the exception of paying their membership dues.

Section 5. Membership Fees; Failure to Pay. Annual membership fees will fall due on the 1st day of January each year and shall be payable by the *31st day of January*# 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 (2) consecutive years shall, moreover, have their membership cancelled. Any member who has been dropped for non-payment may be reinstated as a new member upon payment of the fees due for the year in which reinstatement is desired.

ARTICLE II

General Assembly

Section 1. General. The General Assembly is the supreme governing body of the Society and shall be composed of all its members.

Section 2. General Assembly Meetings. 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 organized by the Society, such as the “**TT Meeting**”. It shall, moreover, be held within ten months from the end of the Society’s fiscal year. Extraordinary meetings shall be held as circumstances dictate, in the opinion of the President, when agreed by the Board of Directors, or when proposed in writing by a minimum of 25% of the Society members. The items to be discussed shall be duly indicated.

- a. General Assembly Meeting Organization. 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 (15) 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.

A proposal to amend these 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 five (5) members of the Society, to the President of the Society with at least thirty (30) days’ notice. The remaining members of the Society, moreover, shall be notified of the proposal for amendment of these bylaws at least two weeks in advance of its discussion in the extraordinary meeting of the General Assembly convened for this purpose.

General Assembly Meetings can also be held virtually, using any communication resource or meeting tool available via internet or other suitable network. Members can be represented by any other member at each General Assembly Meeting, by a written notice/proxy, email or fax sent to the Board of Directors. One member can represent a maximum of three (3) others.

- b. General Assembly Meeting Quorum. 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 Board of Directors.

- c. General Assembly Meeting Voting.

1. Ordinary General Assembly actions shall be adopted by a majority vote of members having voting rights that are present or represented, when, once all null and blank votes and abstentions have been excluded, votes in favor outnumber votes against (a “Majority Vote”).
2. Extraordinary General Assembly actions shall be adopted by a vote of two-thirds (2/3) of members having voting rights that are present or represented with all null and blank votes and

abstentions being excluded (a "Two-Thirds Vote"). The following are Extraordinary General Assembly actions, for which a Two-Thirds Vote is required:

- A. Dissolution of Society.
- B. Amendment of Society's certificate of incorporation.
- C. Amendment of these bylaws.
- D. Expulsion of any members as proposed by the Board of Directors.
- E. Request of declaration of public interest.
- F. Creation of federations or for taking membership in federations.

Section 3. General Assembly Powers. The General Assembly shall have the following powers, which may be exercised pursuant to a Majority Vote:

- a. To dispose of or sell immovable assets.
- b. To approve, as necessary, the management activities of the Board of Directors.
- c. To examine and approve the annual accounts.
- d. To elect or remove Directors.
- e. To sell or dispose of assets.
- f. 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 Board of Directors, 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 III

Board of Directors

Section 1. General. The Society shall be managed and represented by a Board of Directors. The Board of Directors has the power to take any actions aimed at achieving the purposes of the Society. However, the Board of Directors must obtain prior express authorization of the General Assembly for any actions requiring such authorization under these bylaws. The Board of Directors has the power to take the following actions (without prior authorization from the General Assembly):

- 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. Any other powers that do not fall within the exclusive scope of the powers of the General Assembly.

Section 2. Number and Qualifications. The initial Board of Directors shall be composed of eleven (11) Directors. Additional Directors may be elected by the General Assembly. The total number of Directors may be increased to a maximum of fifteen (15) Directors, or decreased to such number not less than three (3), by the General Assembly at any time by a Majority Vote. No decrease in the number of Directors shall shorten the term of any incumbent Director. Any vacancy created by an increase in the number of Directors shall be filled as provided in Section 7 of Article III hereof. Directors must be at least eighteen years of age.

Section 3. Election and Tenure. The Directors of the Society to be elected, except as otherwise provided by law or these bylaws, shall be elected by the General Assembly at the Transgenic Technology Meeting and shall hold office until their successors are elected and have qualified. Directors shall be members of the Society and shall be appointed and ceased by the General Assembly for a term of three (3) consecutive Transgenic Technology Meetings. At least on third (1/3) of the Board of Directors (3 Directors) shall be renewed on each Transgenic Technology Meeting. Nominations for incoming Directors shall take place, whenever possible, during the immediate six months before the date of the Transgenic Technology Meeting.

Section 4. Term of Office. No member of the Society may be re-elected to serve as a Director for more than two (2) consecutive terms. The term of office for any Director shall commence on the day of the General Assembly of a Transgenic Technology Meeting (meeting number 1) and shall end on the day of the General Assembly of the third consecutive Transgenic Technology Meeting (meeting number 3).

Section 5. Resignation. Any Director of the Society may resign at any time by giving his or her resignation to any Director of the Society. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 6. Removal. Any or all of the elected Directors may be removed, either with or without cause, in the following two (2) instances: (1) by a Majority Vote of the General Assembly in instances involving breach of duty or (2) as a consequence of the expiry of a term of office. Directors whose term of office is extended beyond three (3) consecutive Transgenic Technology Meetings shall continue in their posts until their replacement has formally accepted the new post.

Section 7. Newly Created Directorships and Vacancies. Any vacancies in the Board of Directors shall be provisionally covered by the remaining Directors until such time as an election is called by the General Assembly for purposes of appointing a replacement.

Section 8. Compensation. No Director as such shall receive any compensation, either by way of salary, fees for attendance at meetings, or otherwise, or shall be reimbursed for his or her expenses, except pursuant to authorization of the General Assembly. This section shall not preclude any Director from serving the Society in any other capacity or from receiving compensation for such services and reimbursement for his related expenses.

Section 9. Meetings of Directors. Meetings of the Board of Directors shall be held at such times and at such places as may be determined by action of the Board of Directors or in the absence of such action at the request of half plus one of the Directors.

Section 10. Notice of Meetings of Board of Directors. Notice of the time and place of each meeting of the Board of Directors shall be given by the president or the secretary, or by the two members of the board calling the same to each member of the board not less than three

(3) days before the meeting by mailing the notice, postage prepaid, addressed, to each member of the board at his or her residence or usual place of business, or not less than one (1) day before the meeting by delivering the notice to each member of the board personally, or by e-mail, or by telephone. Notice of a meeting of the Board of Directors or a committee thereof need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting of the board or a committee thereof without protesting prior thereto or at its commencement the lack of notice to him or her shall constitute a waiver of notice. The meeting shall be duly called and held if notice is given to, or is waived by, all absent Directors.

Section 11. Quorum. At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation or these bylaws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire board, and the vote of a majority of the Directors present shall decide any question that may come before the meeting. In the event of a tied vote, the President shall have the casting vote. A majority of the Directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting.

Section 12. Procedure. The order of business and all other matters of procedure at every meeting of Directors may be determined by the presiding Officer or Director.

Section 13. Committees of the Board. The Board of Directors may, by resolution or resolutions adopted by a majority of the entire board, designate from among its members one or more committees, each consisting of three or more Directors, and each of which, to the extent provided by the applicable resolution, shall have all of the authority of the Board of Directors, except insofar as its exercise of authority may be inconsistent with any provision of law, the certificate of incorporation or these bylaws. The board may designate one or more Directors as alternate members of a committee, who may replace any absent member or members at any meeting of such committee. The committees shall keep regular minutes of their proceedings and make the same available to the board upon request.

Section 14. Annual Report. The Board of Directors shall keep a fair record of all of the transactions of the Society, a report of which, prepared in accordance with the provisions of the Not-For-Profit Corporation Law, shall be presented at each annual meeting of the Board of

Directors. The report shall be filed in the Society's records and a copy of the report shall be entered in the minutes of the proceedings of the annual meeting of Directors. Such report shall contain a statement that the Society has not engaged in any activity which would give rise to liability for tax imposed under Section 4941, 4942, 4943, 4944 or 4945 of the Internal Revenue Code of 1986 (the "Code"), as amended, as if the Society were a private foundation within the meaning of Section 509 of the Code.

Section 15. Action Without A Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the board or the committee consent in writing (including via electronic mail or other means) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the board or the committee.

Section 16. Meetings by Conference Telephone. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Officers

Section 1. Officers. The Officers of the Society may include: a president, a secretary, a treasurer, and such additional Officers as the board may deem desirable, such as chairman of the board and one or more vice presidents. Such additional Officers shall exercise such powers and perform such duties as usually pertain to their respective offices or as are properly delegated or assigned to them from time to time by the Board of Directors.

Section 2. Election and Tenure. The Officers of the Society to be elected, except as otherwise provided by law or these bylaws, shall be one of the members of the Board of Directors and shall be elected to their Officer positions by the General Assembly at the Transgenic Technology Meeting and shall hold office until their successors are elected and have qualified.

Section 3. Term of Office. The Officers of the Society, unless otherwise determined by the Directors, shall hold office until the expiry their respective terms as Directors. Any Officer may be removed at any time with or without cause by the Board of Directors. Vacancies in any office shall be filled by the Board of Directors.

Section 4. Officer Positions.

a. The President. The President shall 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 Board of Directors; to order payments and authorize, 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 Board of Directors and shall perform such other duties as the Board of Directors shall prescribe.

b. The Vice President. 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 and shall perform such other duties as the Board of Directors shall prescribe.

c. The Secretary and Assistant Secretaries.

1. The Secretary shall be responsible for overseeing the purely administrative tasks of the Society; issuing certificates; notifying Society members of the date and venue for all events organized or promoted by the Society, including upcoming General Assembly meetings; keeping the minutes of all meetings of the Board of Directors 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 or she shall, moreover, implement the proper procedures in relation to appointments to the Board of Directors and shall comply with all documentary obligations established by law and shall perform such other duties as the Board of Directors shall prescribe.

2. The assistant secretaries, if any, may, in the absence or disability of the secretary, or at his or her request, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the Board of Directors shall prescribe.

d. The Treasurer and Assistant Treasurers.

1. The Treasurer shall collect and safeguard all funds corresponding to the Society and shall implement payment orders issued by the President. The treasurer shall keep full and accurate accounts of all the moneys received by him or her and paid by him or her on account

of the Society. The treasurer shall make and sign such reports, statements and instruments as may be required by the Board of Directors or by the laws of the United States or of any state in which the Society operates, and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Directors.

2. The assistant treasurers, if any, may, in the absence or disability of the treasurer, or at his or her request, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the Board of Directors shall prescribe.

e. Transgenic Technology Meeting Chairs. The Chair of the next Transgenic Technology Meeting shall be part of the Board of Directors as “ex officio” non-voting member from the end of the previous Transgenic Technology Meeting until the end of the Transgenic Technology Meeting the Chair is responsible for. This slot is not included in the list of Officers mentioned in this Section, unless one (1) member of the council coincidentally happens to be the Chair of next Transgenic Technology meeting.

f. Past President Chair. Past Presidents shall serve as Past President Chairs in an advisory (non-voting, “ex officio”) capacity to the Board of Directors from the end of their respective mandates and for one additional period (three consecutive TT Meetings). Past Presidents need not be current members of the Board of Directors to be elected for this position.

g. Webmaster Chair. The webmaster of the Society, in charge of maintaining the contents of the Society’s website, shall serve as Webmaster Chair in an advisory (non-voting, “ex officio”) capacity to the Board of Directors without a term limitation. However, the Board of Directors can replace him/her at any time. The Webmaster Chair need not be a current member of the Board of Directors to be elected for this position.

Section 5. Officers Holding Two or More Offices. Any two or more of the above-mentioned offices, except those of president and secretary, may be held by the same person, but no Officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more Officers.

Section 6. Officers Obligations. Officers shall assume the obligations arising from their position as members of the Board of Directors of the Society, as also any others that arise from the delegation of powers or from tasks entrusted to them by the Board of Directors.

Section 7. Temporary Transfer of Powers and Duties. In case of the absence or illness of any Officer of the Society, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate and assign, for the time being, the powers and duties of any Officer to any other Officer or to any Director.

Section 8. Compensation. No Officers as such shall receive any compensation, either by way of salary, fees for attendance at meetings, or otherwise, or shall be reimbursed for his or her expenses, except pursuant to authorization of the General Assembly. This section shall not preclude any Officer from serving the Society in any other capacity or from receiving compensation for such services and reimbursement for his related expenses.

ARTICLE V

Indemnification

The Society shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a Director, trustee or Officer of the Society, or, while a Director, trustee or Officer, serves or served, at the request of the Society, any other Society, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Society has given its prior consent to such settlement or other disposition.

The Society shall advance or promptly reimburse upon request any trustee or Officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount if such person is

ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled. This Article shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts, or failures to act prior to the date of the adoption of this Article. The right to indemnification or advancement of expenses under this Article shall be a contract right.

ARTICLE VI

Dissolution

The Society shall be dissolved automatically, in accordance with the provisions of these bylaws. In the event of dissolution, a winding-up committee shall be constituted, and the funds remaining after the Society's debts have been paid 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-profit philosophy.

ARTICLE VII

Miscellaneous

Section 1. Form of Seal. The seal of the Society shall be in such form as the Directors shall determine.

Section 2. Financial Resources. The financial resources for funding the Society are anticipated to be provided by:

- a. Ordinary membership dues.
- b. Sponsorships, 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.

Section 3. Fiscal Year. The fiscal year of the Society shall be *from 1 October to 30 September* unless otherwise provided by the Board of Directors.

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[#Items in italics represent amendments adopted by membership at respective EGAs.]