

ARCALIB

A non-profit-making association subject to Law dated 1901
Statutes

Article 1 – Name

A Non-profit-making association, subject to the law dated 1st July 1901 and to the decree dated 16th August 1901, named ARCALIB, has been created between the members who adopted those present statutes.

Article 2 – Purpose

This association aims at encouraging and developing, without taking its place, the activity carried out by the Clinical Research Associates (CRA) generally freelancers and especially its members, by:

- promoting the image of the freelance CRA's profession to pharmaceutical companies, service providers for the pharmaceutical industry, doctor's associations or any other clinical trials' promoter.
- Encouraging its members' training
- putting in touch its members and the clinical trials' promoters.

Article 3 – Head office

The head office is set at the following address: Allée des Chênes, F-56470 La Trinité-sur-mer. It can be transferred to any place on the French metropolitan territory, if the board of members agrees on this decision.

Article 4 – Composition

The association is composed of the founding members as well as any other member who could be admitted according to the requirements mentioned in article 5 of those present statutes.

Can be members natural persons who are freelance CRA and who do not employ any salaried CRA.

Article 5 – Membership

The admission of new members will be accepted under supreme decision taken by the association's board of members, unanimously, on presentation of a well-documented application form from the candidate.

If the board of members thinks it is necessary, it can refuse the application without giving any explanation.

Article 6 – Subscription

The subscription amount will be set every year by the board of members, which will propose its decision for approval during the next Annual General Meeting.

Article 7 – Membership cancellation

The membership is lost when there is:

- Resignation
- Death
- The membership cancellation is decided by a majority of the board members for:
 - Non-payment of the subscription

- Non-respect of any of the statutes' articles or internal procedures.
- Loss of any condition necessary for the membership

The person concerned is invited, by registered mail with acknowledgement of receipt, to give his explanations in front of the board of members.

Article 8 – Resources

The Association's resources include:

- The subscriptions' amount
- Subsidies from the State, from the departements, from the towns and from legal entities
- Any other resource authorized by legal and statutory texts.

Article 9 – Board of members

The association is managed by a board of minimum 4 members and maximum 6 members who are elected by a majority at the General Meeting.

The board is totally renewed every 3 years.

The outgoing members can be re-elected.

The board of members chooses between its members, by secret ballot, a committee composed of:

- A president
- A secretary
- A treasurer

The committee is elected for 3 years.

In case of vacancy, the board of members temporarily provides for the replacement of its members. Their final replacement is decided during the next Annual General Meeting. The power allowed to the members elected in this way ends at the time when the mandates of the members replaced should expire.

Free mandate: the members of the board and of the committee cannot get any payment for the functions conferred on them. Only expenses can be paid back with written proofs.

Article 10 – Board of members' meeting

The board of members meets at least once a year, by invitation from the president or on demand by a quarter of its members.

The decisions are taken by a majority of members attending or having given a proxy. Each attending member can only have one proxy. When votes are shared, the president has a casting vote.

The sessions' minutes are drawn up by the secretary, signed by the president and put at all the association members' disposal. The head office keeps a copy of those minutes.

Any member of the board of members who, without any legitimate excuse according to the committee, does not attend 3 consecutive meetings, might be considered as a resigning member.

Article 11 – Annual General Meeting (AGM)

The AGM includes all the members belonging to the association. The AGM meets at least once a year on notification by the board of members.

2 weeks before the date set, the members of the association are convened to the AGM by mail or e-mail from the secretary.

The notification will mention the agenda of the AGM.

The number of proxies given to each active member is limited and subject to the internal procedures. The president, assisted by members of the board, chairs the AGM and explains the moral situation of the association as well as the association's activity.

In case the president is absent, the secretary chairs the AGM or failing that, the treasurer.

The treasurer reports on his bookkeeping and submits the balance of accounts to the AGM for approval.

The AGM deliberates by a majority of its active members attending the meeting or represented.

Decisions are taken by a show of hands or by secret ballot, if required by the board of members.

To deliberate in a legitimate way, the AGM must gather, physically or by proxy, at least half of the association's members.

When the topics of the agenda are settled, the AGM replaces the outgoing members of the board of members by secret ballot.

During the AGM, only topics mentioned on the agenda will be discussed.

Article 12 – Extraordinary General Meeting (EGM)

General Meetings are said to be extraordinary when they aim at modifying the association's statutes.

If the board of members decides so, the president can convene an EGM under the same conditions as mentioned in article 11.

The EGM is chaired by the president, failing that, by the board of members' secretary.

Extraordinary decisions must be adopted by over 2/3 of the members.

Article 13 – Internal procedures

The internal procedures are drawn up by the board of members, which has to get the approval from the general meeting.

These internal procedures intend to set different rules not mentioned in the statutes, above all those concerning the internal management of the association.

Article 14 – Dissolution

In case of a dissolution agreed by at least 2/3 of the members present or represented at the EGM, one or several liquidators are appointed by the EGM and the assets are allotted according to article 9 of the law dated 1st July 1901 and the decree dated 16th August 1901.