



Association ArgoSpine

**Registered office: 25 Rue Schweighaeuser
67000 Strasbourg**

Draft revised articles of association

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Preamble

The Association ArgoSpine was founded in 1996 under the name "Argos" by reference to "Association européenne des Groupes d'études pour l'Ostéosynthèse rachidienne" and "Association of European Research Groups for Spinal Osteosynthesis" on the initiative of surgeons looking to encourage applied research in the area of spinal surgery.

The Association is an internationally recognised scientific player and is characterised by a spirit of scientific independence, openness and exchange, which has led it to reject any dogmatic approach or prejudice.

It is particularly committed to compliance with and defence by its members of the values of Curiosity, Circumspection, Rigour and Conviviality.

After ten years of work, the need was felt to specify once again the missions and means of action of ArgoSpine and to review its working and the composition of its governing bodies in order to adapt them to the reality of the action taken currently and make the role of its managing bodies clearer.

That is the background in which these articles, adopted at an extraordinary general meeting on January 25, 2007 replace the former articles in their entirety.



Article 1: Constitution and name

At a general constituent meeting of 11 May 1996, an association named Argos was set up.

On 28 July 1999, the association filed the "Argos" brand name with the French National Institute for Intellectual Property.

Members at an extraordinary general meeting held on January 25, 2007 decided that the association would be named "ArgoSpine" from that date.

The association has been set up under the regime of the local law applicable to voluntary associations of the Upper Rhine, Lower Rhine and Moselle departments governed by articles 21 *et sequentes* of the Local Civil Code.

Article 2: Scope

In order to further public health and in accordance with applicable laws, the aims of the Association are as follows:

- Promoting the knowledge by all means of techniques for the treatment of spinal disorders and the various means for the objective assessment of the effectiveness of the treatment
- Fostering pure and applied research in the area of the treatment of spinal disorders

Article 3: Means of action

The association pursues its object in three ways - Communication, Training and Assessment.

Its means of action particularly include the following:

- Organisation of conferences, talks, classes and seminars in France or elsewhere,



- Preparation or participation in any professional information or training work,
- Edition, publishing and circulation of documents, books, articles and generally all media that may be covered by the object above or likely to contribute to its furtherance,
- Use of partnerships with institutional or private parties working in the area of health and generally taking all action likely to contribute to that goal or facilitate its achievement.

Article 4: Registered office and term

The registered office is at Strasbourg – 25 Rue Schweighaeuser.

It may be moved to any other location within the same department if so decided by the Board of Directors.

The association shall have an indefinite term.

The association is registered with the register of associations of the Court of Strasbourg under volume 81, folio 279.

Article 5: Members – Categories and definitions

The association is made up of:

- Active members,
 - Honorary members.
- a) Active members are all persons who are qualified doctors of medicine, doctors of science or engineers or have scientific competencies compatible with the object of the Association and take part regularly in the work of the Association and agree to work for the furtherance of its object.
 - b) Honorary members are the persons to whom the Board of Director has granted membership as a result of their exceptional moral, intellectual or financial contribution to the aims of the Association.

Active members pay annual membership fees, the amount and payment date of which are set every year by the Board of Directors.



Article 6: Acquisition of membership

Only persons who have been approved by the Board of Directors may be admitted as active members of the Association. The decisions of the Board of Directors shall be final and shall not need to be justified.

A list of members shall be kept by the Board of Directors.

The status of members shall not be transferable or transmissible.

Article 7 – Liability of the Association

No member shall be personally liable for the commitments taken on by the Association, which shall be covered by the assets of the Association alone.

The Association shall be liable for any injury by the Board of Directors, a member or any other representative appointed in accordance with its articles to a third party as the result of any act or omission in the performance of their duties.

Article 8: Loss of membership

Membership shall be lost in the following cases:

- 1) Resignation notified to the Chairman of the Association
- 2) Death of natural persons
- 3) Winding up for any reason of legal entities or their going into receivership or liquidation under court supervision
- 4) Exclusion by the Board of Directors:
 - a) if the membership fees are not paid within three months of their becoming payable,
 - b) for serious misconduct.



Members - whether natural persons or legal entities - whose exclusion is envisaged on the initiative of the Board of Directors or the Committee due to serious misconduct shall be called to a meeting by the Board of Directors by notice given by recorded delivery with acknowledgement of receipt at least fifteen days before the date of the meeting.

The notice shall specify the place and time of the meeting, the facts held against the member and the disciplinary action for the facts.

Any member who is duly called shall be asked to provide explanations. In that respect, the member may use the means of defence of their choice, including appointing an assistant or representative at their own cost, after first informing the Board of Directors of the same.

In the event of any impossibility to attend, the member shall be called again in the same way. With the exception of force majeure circumstances, any failure by the member to attend after a second notice shall lead to their exclusion.

The following shall be cases of serious misconduct:

- Any initiative aimed at slandering the Association or its representatives or deliberately hindering the achievement of its object
- Any public stance presented in the name of the Board of Directors or the Committee that does not have the due approval of the Board of Directors or the members of the Association in a general meeting
- Any misappropriation of the assets of the Association
- Any behaviour that is harmful to the interests of the Association.

The excluded member may appeal against the decision notified to him/her before members at a general assembly.

Article 9: Resources

The resources of the association shall include:

- Membership fees paid by active members
- Subsidies from the state, public authorities and their establishments
- Income from the organisation of seminars
- Amounts received under sponsorship agreements



- Amounts collected for ongoing occupational training
- Manual donations
- Interest and income from the assets and securities belonging to the Association
- Donations and legacies that the Association may be allowed to accept as a result of its object and activities
- Income from property, products and services sold by the Association
- Any other resources that are not forbidden by the laws and regulations

Article 10: Membership fees

Membership fees shall be called at the start of the financial year and shall be payable within thirty days of the call.

They shall be due for the financial year begun, any resignation or exclusion notwithstanding.

Article 11: Accounts

Within four months of the end of the financial year, the Association shall prepare annual accounts in accordance with applicable accounting standards, subject to any adaptations provided in the regulation and appendix of 16/02/1999 relating to the modalities of preparation of the annual accounts of associations and foundations.

The annual accounts, the management report, the financial report and the reports from the Auditors shall be made available to members for a period of fifteen days before the date of the Ordinary General Meeting called to approve the accounts of the year ended previously.

Article 12: Financial year

The financial year shall begin on 1 January and end on 31 December.



Article 13: Reserve fund

The Association shall build up a reserve fund with the specific purpose of (a) covering the financial commitments taken on by it as part of its working and honouring all or part of the obligations it has taken on, and (b) standing in for voluntary donations in the event of any shortfall.

The mechanism for the working and endowment of the reserve fund shall be decided by members at the General Assembly, upon a proposition from the Board of Directors.

Article 14: Transfers

In the event of any transfer to the Association of movable or real property, the transferor's right to take back shall be exercised in accordance with the provisions under the agreements made with the Association, duly represented by its Chairman.

Article 15: Board of Directors - Composition

The Board of Directors shall be made up of five members elected out of the active members of the Association for a three-year term by members at an Ordinary General meeting voting by secret ballot.

Legal entities shall be represented by their current legal representative or by any other person duly appointed for that purpose and notified to the Board of Directors.

All the members of the Board of Directors shall be renewed at the same time, once in every three years.

Outgoing members shall be re-eligible.

In the event of a vacancy or vacancies in the Board of Directors, the Board of Directors shall, if it wishes, replace its members temporarily by co-opting them. Their final replacement shall take place at the next general meeting. The terms of the directors appointed in that way shall end at the end of the normal terms of the replaced directors.

If the directors are not ratified at the general assembly, the proceedings of such directors any acts accomplished shall however be valid.



The duties of director shall end with the resignation, loss of membership of the Association, unexcused absence at consecutive meetings of the Board of Directors, revocation by members at an Ordinary General Meeting or the winding up of the Association.

Article 16: Working of the Board of Directors

The Board of Directors shall meet at least twice a year, on the initiative and when called by the Chairman.

It may also meet on the initiative of a third of its members, when called by the Chairman or alternatively by one of the members of the Board of Directors.

Notices of meetings may be given by all written means such as ordinary post, email or facsimile transmission sent to the Directors at least fifteen days before the date set for the meeting.

Notices shall contain the agenda of the meeting prepared by the Chairman or alternatively by a member of the Committee.

When the Board of Directors meets on the initiative of a third of its members, the members may require the inclusion of issues of their choice on the agenda.

The proceedings at meetings of the Board of Directors shall only be valid if half its members are present in person or by proxy.

A Director may only be represented by another Director with a special proxy form authorising such representation. No director may hold more than proxy forms.

The proxy forms may be transmitted by email or by facsimile transmission.

Where applicable, a salaried manager may attend the meetings of the Board of Directors without voting on resolutions.

The Board of Directors may invite to its meetings any person whose competencies or experience are likely to inform its decisions. The persons invited in that way may not vote on resolutions.

Decisions shall be made by a majority of the members present in person or by proxy. In the event of an equality of votes, the Chairman shall have the casting vote.



All Directors may take part in and vote at meetings of the Board of Directors by videoconference or by any means of telecommunication enabling their identification.

All the proceedings and resolutions of the Board of Directors shall be recorded in minutes entered in the register of proceedings and signed by the Chairman and the Secretary, who may together or separately issue copies or extracts of the same.

Article 17: Powers of the Board of Directors

The Board of Directors shall have the widest powers to act in the name of the Association and carry out all the acts or operations that are not reserved for members at the general assembly, particularly:

- a) It shall define the policy and general orientations of the Association. It may set up specialised working commissions, of which it shall specify the operating rules.
- b) It shall rule on the admission and exclusion of members.
- c) It shall decide whether or not any movable property and objects are to be transferred, cause all the repairs, works and arrangements to be made and sell and buys all securities.
- d) It may, with the prior approval of the Ordinary General Assembly, take leases on and acquire all properties required for the achievement of the object of the Association, grant leases and mortgages on the properties of the Association, sell or exchange the said properties, take any loans and grant any guarantees.
- e) It shall decide the broad lines of communication and public relations action.
- f) It shall prepare budgets and check that they are followed.
- g) It shall prepare the accounts of the previous year, prepare notices to general assemblies and set their agenda.
- h) It shall appoint the members of the Committee and put an end to their terms.
- i) Where applicable, it will appoint the salaried manager responsible for executing the policy decided and put an end to his or her term. It will specify the nature of his or her functions and the extent of his or her powers.
- j) It shall propose to members at a general assembly the appointment of regular and substitute auditors.
- k) It shall approve the internal regulations of the Association.



- l) It shall authorise the acts and commitments that exceed the specific powers of the Chairman and may grant to a director any delegation of powers for a given mission.
- m) It shall give its opinion on the draft agreements covered by article L 612-5 of the Commercial Code that are submitted to it by the Chairman.
- n) It may appoint regional delegates to represent it and develop the action of the Association locally.
- o) It may ask for the opening of the proceedings for receivership or liquidation under court supervision when the Association is unable to cover its liabilities with its available assets.

The duties of Director shall be carried out free of charge. The expenses incurred as part of their mission shall be advanced to them following the submission of a quote or refunded in view of substantiation.

Article 18: Committee - Composition

The Board of Directors shall appoint a Committee from out of its members, made up of the following:

- Chairman,
- Secretary General,
- Treasurer.

The Committee members shall be elected by secret ballot.

Legal entities shall be represented by their current legal representative or by any other person duly appointed for that purpose and notified to the Association.

The members of the Committee shall be elected with each partial renewal of the Board of Directors.

Outgoing members shall be re-eligible.



The functions of Committee members may end with their resignation from directorship, unexcused absence at three consecutive members of the Committee or revocation by the Board of Directors, which may take place *ad nutum*, upon a mere meeting incident.

Where applicable, the salaried manager of the Association may attend the meetings of the Committee without voting on resolutions.

The Committee may also invite to its meetings any person whose competencies or experience are likely to inform its decisions.

The persons invited in that way may not vote on resolutions.

Article 19: Powers and working of the Committee

Without prejudice to their respective duties as described above, the members of the Committee shall work collegially to prepare and implement the decisions of the Board of Directors.

The Committee shall meet at least four times a year and when called by the Chairman, who shall set the agenda. Notices may be given by any means at least fifteen days before the set date. Decisions shall be made by a majority of members present. In the event of an equality of votes, the Chairman shall have the casting vote.

All Committee members may take part in and vote at Committee meetings by videoconference or by any means of telecommunications enabling their identification.

The minutes of the meetings of the Committee shall be held in an ad hoc binder and signed by the Chairman and Secretary General.

Article 20: Chairman

The Chairman shall be Chairman of the Committee, of the Board of Directors and of the Association at the same time. The Chairman shall be responsible for managing the day-to-day work of the Association and shall act on behalf of the Committee, the Board of Directors and the Association, particularly:

- a) The Chairman shall represent the Association in all the acts of civil life and shall have all the powers to commit it.



- b) The Chairman shall be authorised to represent the Association in justice, as petitioner and as defendant. The Chairman may only be replaced by specially empowered representative.
- c) The Chairman may, with the prior permission of the Board of Directors, take any legal action to defend the interest of the Association, come to any arrangements or seek any remedies.
- d) The Chairman shall call the meetings of the Committee and the Board of Directors, set their agenda and chair their meetings.
- e) The Chairman shall carry out the decisions made by the Committee and the Board of Directors.
- f) The Chairman shall schedule expenditure, present the annual budgets and check that they are complied with.
- g) The Chairman shall be empowered to open and operate any accounts and savings accounts in all credit or financial institutions.
- h) The Chairman may sign all sale or purchase agreement and generally all the deeds and agreements required for the execution of the decisions of the Committee, the Board of Directors and members at General Meetings.
- i) The Chairman shall present the annual activity report at the General Meeting.
- j) The Chairman shall inform the Auditors of any agreements covered by article L 612-5 of the Commercial Code within a month of becoming aware of them.
- k) The Chairman may delegate part of his/her powers and signature to one or more members of the Committee or the salaried manager, providing that is done in writing after the Board of Directors has been informed of the same.

The delegations of signature shall be limited in time, in space and in the authorisation amounts.

Article 21: Secretary General

The Secretary General shall look after the proper material, administrative and legal operating of the Association. The Secretary General shall prepare or cause to be prepared under his or her control the minutes of the meetings and proceedings of the Committee, the Board of Directors and members at General Meetings.

The Secretary General shall be responsible for the completion of the formalities provided under the Local Civil Code.



The Secretary General shall be responsible for all the acts and declarations provided under articles 59, 64, 67, 71, 72, 73, 74 and 76 of the Local Civil Code.

Article 22: Treasurer

The Treasurer shall prepare or cause to be prepared under his or her control the annual accounts of the Association. The Treasurer shall call or cause the annual membership fees to be called and prepare or cause the preparation of the financial report, which the Treasurer shall present with the annual accounts to members at an Ordinary General Meeting.

The Treasurer shall make or cause to be made under his or her control the payment of expenses and the receipt of income.

The Treasurer shall manage or cause the management under his or her control of the reserve fund and the cash of the Association as determined by the Committee.

Article 23: Technical Committees

The Board of Directors may set up technical committees.

The members shall be selected by the Board of Directors (subject to their acceptance) for their specific competencies or experience relating to the aims of the Association.

Qualified non-members may also be invited to participate in the work of these committees.

The task of the technical committees shall be to work on and make proposals relating to the issues identified by the Board of Directors.

The Board of Directors shall set their terms of working.

The duties of members of technical committees shall be carried out free of charge. The expenses incurred as part of their mission shall be advanced to them following the submission of a quote or refunded in view of substantiation.

The propositions of the technical committees shall not be binding on the Board of Directors and the committees shall only have an advisory role.



Article 24: General Meetings – Common provisions

- a) General Meetings may be attended by all the members of the Association who have paid their membership fees on the date of the sending of the notice of the meeting.
- b) Legal entities may be represented by their current legal representative or by any other person appointed and notified to the Board of Directors.
- c) General Meetings shall be called by the Chairman by delegation from the Board of Directors, by all written means such as ordinary letter, email or facsimile transmission at least fifteen days in advance. The notice shall contain the agenda set out by the Board of Directors. Where General Meetings are called on the initiative of a fraction of members, those members may ask for the inclusion of issues of their choice on the agenda.
- d) Each member may be represented by another member of the Association having a special proxy form; representation by any other party shall not be allowed.

The number of proxy forms held by any one member at the meeting shall be limited to two.

The proxy forms may be sent to the Association by facsimile or by email.

- e) Only the points recorded on the agenda may be discussed at meetings.
- f) General Meetings shall be held at the registered office of the Association or any other place stated in the notice.
- g) The General Meeting shall be chaired by the Chairman of the Board of Directors or alternatively by the person appointed by members at the General Meeting.
- h) An attendance sheet shall be prepared and signed by members as they enter the meeting. The attendance sheet shall be certified by the Chairman and the Secretary of the General Meeting.
- i) All the proceedings and resolutions at meetings shall be recorded in minutes and filed in the register of *Proceedings at General Meetings* signed by the Chairman and the Secretary.



Article 25: Ordinary General Meetings

Ordinary General Meetings shall be held at least once a year, within six months of the closing of the financial year and every time they are called by the Board of Directors.

The Board of Directors may also call exceptional meetings if so requested by at least a third of the members, within no more than two months of the request.

The management report, the financial report and the reports of the Auditors shall be read out to members at ordinary general meetings, who shall be asked to approve the accounts of the year ended, vote in favour of the forecast budget and give discharge to the directors for their management.

Members at Ordinary General Meetings shall elect and revoke directors.

They shall give their opinion of the report under article L 612-5 of the Commercial Code presented to them by the Auditors.

The proceedings of members at Ordinary General Meetings shall only be valid if a quarter of the members are present in person or by proxy.

Failing a quorum when the meeting is first called, the General Meeting shall be called again fifteen days later with the same agenda. Its proceedings shall then be valid regardless of the number of members present in person or by proxy.

The decisions shall be taken by a majority of the votes.

In accordance with article 34 of the Local Civil Code, a member may not vote on resolutions relating to legal acts or legal action concerning that member.

No exemption shall be allowed from article 32 of the Local Civil Code, which provides for the validity of resolutions away from meetings if all the members give their consent to the resolution in writing.

Article 26: Extraordinary General Meetings

Members at Extraordinary General Meetings may modify the articles of association, wind up the Association or vest its assets, merge it or transform it. Extraordinary General Meetings shall be called by the Board of Directors or at the request of at least a third of the members of the Association.

The proceedings of members at Extraordinary General Meetings shall only be valid if a third of the members are present in person or by proxy.



Failing a quorum when the meeting is first called, the meeting shall be called again fifteen days later with the same agenda. Its proceedings shall then be valid regardless of the number of members present in person or by proxy.

The decisions shall be taken by a three-fourths majority of the votes.

Article 27: Winding up

In the event of winding up that does not result from a merger, members at an Extraordinary General Meeting shall appoint one or more liquidators for carrying out the liquidation operations.

They shall allocate the net assets to any declared association or not-for-profit body of its choice that has an object that is identical, similar or connected to its own.

Article 28: Regulations

Regulations prepared by the members of the Committee and approved by the Board of Directors may specify and complement the provisions of these articles relating to the working of the Association as and when required.

Made out in Paris, on January 25, 2007 in 2 copies