

STATUTES OF THE "GROUPE POLYPHENOLS"

Statutes for an international association

(In accordance with the law dated 1st July 1901 and the decree of 1st August 1901)

At the general assembly, held at the National Institute for Agronomical Research (INRA) on 12th October 1995, it was decided to amend article 1 of the statutes dated 16th September 1994 (published in advance in "Polyphénols Actualités", no. 11, May 1994), with regard to the Group's head office. It was unanimously agreed to transfer the INRA's head office from Narbonne to the University of Bordeaux 2.

The statutes of the "Groupe Polyphenols" which are reproduced in full below take account of this latest amendment.

I – PURPOSE AND COMPOSITION

Article 1: The "Groupe Polyphenols" is an international scientific association. Its duration is unlimited. Its head office is at:

GROUPE POLYPHÉNOLS (Siège International et Secrétariat)
Laboratoire de Pharmacognosie – Case 80 -Université Victor Segalen Bordeaux 2
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Its head office may be transferred by decision of the General Assembly.

2: Its purpose is to promote the study of polyphenols in all fields involving these substances, both fundamental and applied, to encourage research in these two areas, and to facilitate the exchange of information between researchers. French and English are the two official languages of the Association.

3: The Association's scope of action is determined by the Board Committee which assigns organisational responsibility of the association to the executive committee in accordance with internal regulations. The Association may, inter alia, organise seminars, conferences, training, and excursions, and publish works in relation with its sole aim, either alone or in collaboration with other organisations.

4: The Association is composed of active members who may be either fully-paid up individuals or public or private corporate bodies.

5: Membership of the Association is lost through:

- resignation,
- expulsion, decided by the Board Committee, for non-payment of subscriptions or serious misconduct. If the member concerned has been called to provide explanations before the Board, he/she has the right to make an appeal before the General Assembly.

II - ADMINISTRATION AND OPERATION

6: The Association is administered by a Board composed of:

- 12 full members, elected by secret ballot, for 4 years by the General Assembly, and chosen from the category of active members.
- 4 alternate members, elected by secret ballot, for 2 years by the General Assembly, and chosen from the category of active members.

7: Half of the full members of the Board are renewed every two years in accordance with procedures laid down in the internal regulations. Outgoing members are not immediately eligible for re-election.

Alternate members, not eligible for re-election as alternate members, are eligible as full members.

8: The Board Committee chooses by secret ballot from among its members an executive committee comprising a president, vice-president, treasurer and secretary whose functions are defined by the internal regulations.

The executive committee is renewed after each Board is renewed.

9: The Board and executive committee meet several times per year and each time when convened by the president or at the request of a third of its members.

Minutes are taken at meetings, written up without blank spaces or erasures, and signed by the President and secretary or his/her representative chosen from among the members present.

Attendance by half the members of the Board and executive committee is required so that motions carried are valid.

Their decisions are taken by simple majority; in the event of a split vote, the President has the casting vote.

The Board and executive committee may appoint, in a consultative capacity, any qualified person with regard to their agenda, and particularly the outgoing President.

10: The Association's General Assembly comprises the whole of the active members.

It meets at least once per year and each time it is convened by the Board Committee or by request of half of its members. Its agenda is determined by the Board Committee; it must be notified at least one month in advance. The session chairperson is fully empowered to conduct proceedings as normal.

It receives reports on management activities of the Board Committee, the status and financial situation of the Association, approves the accounts of the fiscal year ended, votes on the budget for the following year and, if applicable, renews the Board and admits new members.

It sets the level of subscriptions.

The annual reports and accounts are sent to all members of the Association every year.

11: Decisions of the General Assembly are made by the absolute majority of members present or represented. Members unable to attend the General Assembly may give their proxy vote to an active member present at the General Assembly.

Any member present may hold no more than four proxies in addition to his/her own.

12: The Board Committee is vested with the widest powers to sanction all acts which are not within the remit of the General Assembly.

- it monitors the activities of members of the executive committee, and has the right to request to be informed of such activities;
- it may set up a Scientific Committee or Organisational Committee for each International Polyphenols' Study Day, as well as an Editorial Committee for the publication of "Polyphénols Actualités" (Polyphenols News). The composition and function of these various bodies are defined by the internal regulations;
- it may grant all delegation of authority for a specific issue and a limited time;
- it decides on the internal regulations which set out in detail the ways these statutes are to be applied.

III – ANNUAL RESOURCES, SUBSIDIES AND RESERVE FUNDS

13: The Association's receipts are made up of:

- members' subscriptions.
- subsidies from states, departments, regions, communes and public and private institutions.
- income resulting from services provided by the Association.
- any other resources sanctioned by legislation and regulation.

14: All functions performed within the Association by its members are for free. If occasion arises, expenses incurred by a member may be refunded after the agreement of the Board.

All contractual commitments are in the name of the Association and are guaranteed by its sole assets. No member may, under any circumstance, be held responsible for such commitments.

IV – AMENDMENT TO STATUTES AND WINDING UP

15: The statutes may only be amended on the motion of the Board Committee or by two thirds of the Association's members.

An Assembly which will decide on amendments to the statutes shall be held with at least half of the active members. Decisions shall be taken on a two-thirds majority of members present or represented by another member of the Association.

Any member present may hold no more than four proxies in addition to his/her own. An attendance record shall be signed and validated by members of the executive committee.

If, when convened the first time, a quorum is not present at an Assembly meeting, the Assembly shall be re-convened fifteen days later and may validly carry motions whatever the number of members present, on the basis of an absolute majority of members present or represented.

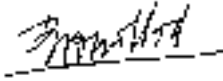
16: A General Assembly called upon to decide on the winding up of the Association and which has been specially convened for this purpose, should be composed of at least two thirds of active members.

If this proportion is not reached, the Assembly shall be re-convened fifteen days later, and this time may validly carry motions whatever the number of members present.

In all cases, winding up may only be voted for on the basis of a majority of two thirds of the members present.

17: If the Association is wound up, the General Assembly shall appoint one or more than one administrator responsible for liquidating the Association's property. It shall assign the net assets to one or more comparable public body, or recognised public-interest body.

Fait à Strasbourg, le 26 janvier 1996.

A handwritten signature in black ink, appearing to read 'R. Brouillard', written over a horizontal dashed line.

Professeur R. BROUILLARD
Président du « Groupe Polyphénols »

A handwritten signature in black ink, appearing to read 'J. Vercauteren', consisting of a few stylized, connected strokes.

Professeur J. VERCAUTEREN
Vice-Président