

BYLAWS EARA 2022

I. Purpose

The name of this organisation will be the European Animal Research Association (EARA). According to Article of Association 2 (Object), EARA is established to inform and educate the public and key stakeholders about the continuing need for, and the benefit of, the humane use of animals for scientific purposes, including:

- 2.1.1 the creation and fostering of favourable conditions in Europe for research using animals;
- 2.1.2 the creation, development and maintenance of national organisations in Europe with expert knowledge of and expertise in the advocacy of animal research;
- 2.1.3 getting the Association recognised by relevant European and governmental authorities as a body bridging public and private research institutions, and as a representative of such institutions;
- 2.1.4 the development of activities in communication, intelligence, security and lobbying in support of the matters set out in sub-paragraphs 2.1.1 to 2.1.3 of this Article 2.

II. Becoming a member of EARA

<i>Refer to "Application for membership" of the Articles of Association (article 21)</i>
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Criteria for membership

EARA seeks to protect the interests of organisations that are established and/or operate research activities in Europe and Associated States. EARA is open to accept membership applications from entities outside of Europe.

For-profit and not-for-profit organisations can become members of EARA, not individuals. Once accepted as member, each organisation should appoint an individual person as its representative (a so-called, Qualifying Person).

Organisations can apply when their activities (or their members' activities) directly include the use or supply of animals for education or research for scientific purposes, benefit from these activities, or collaborate with them.

The list of potential members includes (but is not restricted to):

- Professional scientific associations and learned societies (including federations, etc.);
- Research institutions (public, academic, foundations, not-for-profit, private...);
- Industry (pharmaceutical or chemical company, CROs, animal breeders and suppliers, research facility equipment manufacturers and suppliers);
- Patient groups, medical research charities and customer associations.
- Transport providers

Application for membership

Each application shall be sent in writing signed by the Chairman (or a delegated person) of the Organisation, and include the information requested in the most recent version of the Application Form. The Application Form will be reviewed annually by the Board.

The application can be approved by the Board or by the EARA Executive Director (ED) on behalf of the Board if the organization fulfils the membership criteria, and it will then be entered into the Register of Members of the Association. When approved by the ED, the ED will communicate the new member, including the submitted application form to the Board, who in case of disagreement could discontinue the membership according to EARA Article 22.

Termination of membership

The Board will have the right to terminate the membership of any member for conduct detrimental to the Association. A member may only be expelled pursuant to this rule by a resolution passed by two-thirds of those voting at the respective meeting of the Board. The Board must give the member at least one month's notice in writing of the meeting. The notice calling the Board meeting must set out particulars of the complaint of conduct detrimental to the Association, and must request the member to attend the meeting.

Membership fee

Funding from members is the main revenue EARA has to rely on for its regular operations. Other funding could be accepted, like grants for special projects.

Each member organisation is liable to an annual fee the amount of which will vary depending on the status and size of the organisation.

The minimum amount for the annual fee is defined according to the following categories:

European Annual turnover	Minimum Annual Fee Amount
Not-for-profit (public, academic institution, NGO)	2.000 €
Less than 100.000 k€	2.500 €
100 – 200 k€	5.000 €
200 - 500 k€	10.000 €
500 k€ or more	20.000 €

This fee can be negotiated depending on special situations of the applicant organisation at the discretion of EARA Executive Director. The fees may be reviewed every year according to the cost of living and any other circumstances.

Members' powers & responsibilities

It is the responsibility of each member organisation to:

- Pay the agreed annual fee and consider potential additional participation (financial or in-kind);
- Nominate one individual person as its representative to EARA, the so-called, Qualifying Person;

- Send the Qualifying Person to attend the annual general assembly of EARA and take part in votes;
- Contribute to the success of EARA, spreading positive messages about EARA, its members and directors and help attract new members;
- Help support the maintenance of informed public understanding and acceptance of a balanced policy and regulatory environment for the humane use of animals in biomedical research.

III. Sitting on the Governing Board of EARA

From "Directors" of the Articles of the Association (article 7)

7.1 The maximum and minimum number of members of the Board, unless otherwise determined by the Company in general meeting in accordance with Article 11, shall be respectively 16 and 6. In the event of the minimum number of members of the Board fixed pursuant to these articles being one, a sole member of the Board shall have authority to exercise all the powers and discretions by these articles expressed to be vested in the members of the Board generally.

7.2 Each director must be a Qualifying Person*.

* Qualifying Person: means an individual nominated by a corporate or unincorporated entity who is a Member as its representative. (from Article 1.1 "Interpretation")

Election of governing board members (Directors)

EARA members, as per the requirements of the membership have to nominate an individual (a "Qualifying Person") as their representative. These individuals are eligible as Directors. Nominations for Directors are to be made one month before the Annual General Meeting, when the Board elections take place "Qualifying Persons" are required to attend board meetings and need to nominate a deputy from the same organisation in case they are unable to attend. Should the "Qualifying Person" no longer be able to attend EARA Board meetings (for example a change in employment or status) then the member institution will nominate a new "Qualifying Person". They will adopt the same terms of office of the outgoing "Qualifying Person".

In the interest of the Association and all its members it is expected that there will be enough candidates both from for-profit and not-for-profit organisations in order to obtain a well-balanced Board for EARA.

One third of the Directors will be subject to subsequent retirement or re-election by rotation at each annual general meeting, according to the Article 11 of the Association.

Roles and Responsibilities of Directors

Refer to Articles 8, 9 & 10 of the Association

IV. EARA ad hoc Committees.

Article of Association 12.7., The Board may delegate any of its powers and discretions to committees consisting of such member or members of its body and such other person or persons as it thinks fit provided that, in all cases, there is present on any committee so formed at least one member of the Board; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board and all acts and proceedings of any such committee shall be fully and promptly reported to the Board; the exercise by any such committee of the powers and discretions so delegated to it shall operate as if the same were exercised by the Board.

Role, Function and Composition of the ad hoc Committees

Ad hoc Committees appointed by the Board will work on tasks as determined by the Board according to specific identified needs.

Composition and functioning of any appointed committee will be reviewed at least every two years by the Board followed by a decision on its continuation.

A Committee will provide non-binding strategic advice and “wise counsel” on a particular matter to the Executive Director and the Board, or may be assigned any specific executive task.

A Board member will be nominated as responsible for each ad hoc Committee to coordinate the actions of the Committee and report periodically to the Board.

The composition of the Committee will be proposed by the Board and will reflect the expertise needed to obtain or execute the desired counsel or action.

Expenses concerning the work of an ad hoc Committee will be covered by EARA. A budget may be assigned by the Board to the activities of the Committee.