

Statutes of the Association
“Core for Life -
Association for the Advancement of Life Sciences through Core Facilities”

§ 1 Name and offices of the Association

- (1) The Association shall bear the name "Core for Life - Association for the Advancement of Life Sciences through Core Facilities", it may be abbreviated as "C4L".
- (2) The Association shall have its offices in Vienna (Dr. Bohrgasse 3, 1030 Vienna, Austria) and shall be active in all parts of Europe.

§ 2 Objectives and activities of the Association

- (1) Objective of the association Core for Life is to create an excellence alliance of people working at scientific life science core facilities in Europe. The mission of Core for Life is to explore the potential of coordinating and bundling core facility expertise and resources across institutes and countries in order to advance knowledge and to benefit the entire scientific and technological community. *The activities of Core for Life shall be charitable and not-for-profit.*
- (2) The Association shall pursue the above objectives by the following activities:
 - a) Drafting guidelines and discussing best practices and common standards for core facility management, operating procedures, benchmarking, quality control, pricing policies, etc.
 - b) Establishing a training network for core facility personnel.
 - c) Joint scouting for and validating emerging technologies.
 - d) Exploring models for capacity sharing and coordinated equipment/technology investments across institutes and countries.
 - e) Engaging EU and national organizations and funding bodies in a dialogue towards improving the landscape of funding opportunities for core facilities, shared equipment and core facility networks.

- f) Creating an open platform to share results such as best practices and core facility management models with a larger scientific community and to provide training to the next generation of core facility scientists.

§ 3 Funds

- (1) The funds required for attainment of the objectives of Core for Life and the fulfilment of its activities shall be raised by:
 - a) Entrance fees and annual membership subscription fees;
 - b) Revenues from Core for Life events;
 - c) Sponsorship and grants;
 - d) Gifts, legacies, donations and other contributions.
- (2) Funds raised by or given to Core for Life for attainment of the objectives of Core for Life may be used only for supporting the objectives and/or activities of Core for Life according to Article § 2 above.

§ 4 Base Institutions

- (1) The goals of Core for Life require the close cooperation of persons working at a limited number of selected core facility providers (research institutions). These research institutions, hereinafter referred to as Base Institutions, will commit themselves to actively support the objectives and activities of Core for Life by signing a Memorandum of Understanding (hereinafter MoU).
- (2) Candidate core facility provider institutions interested in Core for Life need unanimous approval of the Executive Board (as defined hereafter) to acquire the status of Base Institution.
- (3) Base institutions may execute among themselves bi- and multilateral cooperation contracts focussed on specific goals to allow for better achievement of Core for Life objectives.
- (4) Base Institutions can resign from the MoU and their cooperation with Core for Life by the end of each calendar year upon six months prior notice period.

§ 5 Regular membership

- (1) Regular Members shall be persons holding positions of upper or middle management in centralized core facilities at approved Base Institutions (e.g. director of central services or core facility head).
- (2) Applicants for regular membership will be required to file an application in written form to the Executive Board, endorsed by at least one Regular Member in each case. All decisions relating to admission of Regular Members shall be made by the Executive Board. The decision shall be final, and shall require no justification.
- (3) Regular Members are entitled to unrestricted voting and active and passive election rights in the General Assembly. Regular Members shall pay a membership subscription fee.

§ 6 Associate membership

- (1) Persons who were Regular Members but are not employed anymore at Base Institutions and whose further cooperation appears of great interest to the Association can apply in written form for associate membership.
- (2) All decisions relating to admission of Associate Members shall be made by the Executive Board. The decision shall be final, and shall require no justification.
- (3) Associate Members are entitled to unrestricted voting and active and passive election rights in the General Assembly. Associate Members shall pay a membership subscription fee.

§ 7 Sponsoring and Honorary Members:

- (1) Sponsoring Members:

Persons, institutions and companies promoting the objectives of the Association may become Sponsoring Members upon written application. All decisions in this regard shall be made by the Executive Board. Sponsoring Members shall pay a membership subscription fee. Such Members may attend the General Assembly, but shall enjoy neither voting nor active nor passive election rights. Corporate Members shall be represented at the General Assembly by authorised proxies appointed by their management.

(2) Honorary Members:

Persons having performed outstanding services in the field of operating scientific core facilities may be appointed as Honorary Members by the General Assembly upon proposal by the Executive Board. Honorary Members may attend the General Assembly, but shall enjoy neither voting nor active nor passive election rights and shall pay no membership subscription fees.

§ 8 Termination of Membership

(1) Membership shall be terminated:

- a) By voluntary resignation, confirmed in written form. Resigning members shall remain liable to pay the membership subscription fee for the current year;
- b) Regular Members will lose their membership status in case of quitting the employment at the Base Institution;
- c) In case that a Base Institution declares not to support Core for Life any longer and resigns from the status of Base Institution, or in case of annulment of the status Base Institution by the Executive Board, all Regular Members affiliated with the former Base Institution will lose their membership status;
- d) By decease in the case of personal members; by expiration or dissolution of the legal entity in case of Corporate Members;
- e) As a result of failure to pay the membership subscription fee for one year, despite at least two warnings issued with adequate noticing period by the Executive Board;
- f) As a result of expulsion for dishonourable, culpable or immoral actions undermining the interests of the Association;
- g) As the result of expulsion for failure to comply with the obligations incumbent upon Members as defined by the Statutes.

(2) The expulsion of a Member shall be decided by majority vote of the Executive Board. For the annulment of the status Base Institution see § 13 (6); for the termination of an honorary membership see § 12 (1) (d).

§ 9 Rights and obligations of the Members

- (1) All Members shall be entitled:
 - a) To participate in and speak to the General Assembly and to file motions;
 - b) To make use of the assets of the Association according to rules issued by the Executive Board and to take advantage of any and all the privileges which membership may provide. The Executive Board may decide to make the said privileges also available to non-members, subject, however, to revocation at any time;
 - c) To be informed of all the activities of the Association on a regular basis.
 - d) To actively participate in Working Groups (§ 15) and to engage in actions aimed at achieving the objectives of the Association (§ 2).
- (2) All members are entitled and requested to use the C4L logo in presentations and publications related to the objectives of the association.
- (3) All Members shall be obliged to protect the interests of the Association in compliance with the Statutes and decisions of its administrative bodies and to refrain from unwanted conduct detracting from the prestige of the Association.
- (4) All Members shall pay the established membership subscription fee when due. All Members shall notify the Executive Board of any change in their contact addresses without delay.
- (5) Members who have been expelled shall under no circumstances enjoy any claim against the Association for reimbursement of subscription fees or contributions, or with regard to any assets of the Association.

§ 10 Administrative bodies of the Association

- (1) The administrative bodies of the Association are the General Assembly (including all members as defined in §§ 5, 6 and 7), the Executive Board, the Auditors and the Conciliation Body.

§ 11 General Assembly

- (1) The Association shall hold one Ordinary General Assembly annually.

- (2) The Executive Board shall present the annual accounts for the past year, reading a report on the said annual accounts in front of the Ordinary General Assembly.
- (3) Extraordinary General Assemblies may be convened at any time on the decision of the Executive Board or the Ordinary General Assembly, or following a written request of the auditors or of one tenth of the Regular Members. Following the presentation of an application to this effect, the Executive Board shall convene the General Assembly in such a manner as to ensure that the said Extraordinary General Assembly is held within eight weeks.
- (4) The convocation in written form shall be drawn up by the Chairperson of the Executive Board, or, if he or she is unable to act, by the Vice-Chairperson. The convocation must list the agenda and shall be sent to the Members at least one month before the date of the said Assembly.
- (5) All motions submitted to the General Assembly must be in written form, fully reasoned, and filed within two weeks of the date of the General Assembly at the very latest. Motions for amendments to the Statutes must be filed in a timely manner, setting forth the full wording of the said motion, so that they can be sent to the Members together with the convocation.
- (6) The General Assembly shall be chaired by the Chairperson of the Executive Board or, if he or she is unable to act, by the Vice-Chairperson or by another member of the Executive Board, appointed by the Executive Board.
- (7) In case a Member of the Association entitled to vote cannot attend the General Assembly personally he/she may be represented by another member duly empowered to this effect by a written power of attorney. A member may not hold more than two powers of attorney.
- (8) Each General Assembly shall be entitled to take decisions, on the condition that at least one third of the Members of the Association entitled to vote are present or represented. In the event of failure of one third of all Members entitled to vote to appear on the date established for the Assembly, a new General Assembly shall be held one half hour later, being entitled to take decisions without regard to the number of Members present.
- (9) The decisions of the General Assembly, in the absence of regulations to the contrary stated in the Statutes, shall be taken by simple majority vote of the attending Members entitled to vote. In the event of a tie, the Chairperson shall cast the deciding

vote.

- (10) Minutes shall be drawn up following each General Assembly, stating, in particular, the number of persons present or represented, the quorum, the motions and decisions, including the number of votes cast for, against, or abstaining. The minutes shall be presented to the next General Assembly for approval.
- (11) Motions for the dismissal of members of the Executive Board, amendments of the Statutes and the dissolution of the Association shall require a qualified majority of three quarters of the present or represented Members entitled to vote, with a quorum at the General Assembly of half of the Regular Members being present or represented.
- (12) Secret voting may be requested by the Executive Board or by the majority of Members present and entitled to vote.

§ 12 Functions of the General Assembly

- (1) The purpose of the General Assembly is to assist in the decision-making process of the Association Members. The following functions are reserved to the General Assembly:
 - a) The election of the electable members of the Executive Board;
 - b) The election of the Auditors;
 - c) The dismissal from office, if applicable, of members of the Executive Board;
 - d) The appointment of Honorary Members, as well as the revocation of Honorary Membership, if applicable;
 - e) The approval of the statement of accounts and the Auditor's report;
 - f) Discharge of the members of the Executive Board for the past financial period;
 - g) Approval of the estimated budget for the coming financial period;
 - h) Establishment of the membership subscription fees upon proposal by the Executive Board;

- i) The decision-making process relating to an amendment of the Statutes;
- j) The decision-making process relating to the dissolution of the Association.

§ 13 Executive Board

- (1) The Executive Board shall consist of the following members:
 - a) Chairperson;
 - b) Chairperson Elect (Vice-Chairperson); assumes the function of secretary
 - c) Treasurer;
 - d) all directors of central core facility services at Base Institutions, or their Executive Board approved deputies, not nominated for functions a) – c);
 - e) The Executive Board shall be entitled to co-opt members of the Association into the Executive Board. These co-opted members shall have advisory function but shall not enjoy voting rights.
- (2) The electable Members of the Executive Board as defined in § 13 (1) a) – c) shall be elected by the General Assembly and shall be affiliated to different Base institutions. Each Executive Board member may not hold more than one executive function in Core for Life at a time. The Vice-Chairperson will when finishing his or her term(s) of office assume the function of the Chairperson.
- (3) The term of office of the members of the Executive Board shall be a period of about two years starting with the end of the General Assembly and expiring at the end of the General Assembly in which new Executive Board members are elected. Re-election to the same office shall be permissible. The term of co-opted Members of the Executive Board ends together with the Executive Board co-opting them.
- (4) All Meetings of the Executive Board shall be chaired by the Chairperson, or, if he/she is unable to act, by the Vice-Chairperson. If the said Vice-Chairperson is also unable to act, the meeting shall be chaired by an Executive Board member elected by majority vote.
- (5) In all cases that the Statutes do not regulate otherwise, the Executive Board shall be entitled to take decisions in the presence of at least half of all members, following

proper convocation. The Executive Board shall take its decisions by simple majority vote. In the event of a tie, the Chairperson shall cast the deciding vote. Minutes shall be drawn up following all meetings of the Executive Board. Board Members may delegate their voting rights to another Board Member by a written power of attorney in case they cannot attend the Executive Board meeting personally.

- (6) Approval of core facility provider institutions as Base Institutions or the annulment of such status shall require a written unanimous vote of all members of the Executive Board; the member(s) of the Executive Board representing the Base Institution whose status approval or annulment is under discussion shall enjoy no right to vote in this decision;
- (7) The decisions of the Executive Board may also be taken in written form, if no member disagrees.

§ 14 Functions of the Executive Board

- (1) The Executive Board shall be empowered to concern itself with all matters relating to the Association, acting as a strategic planning committee responsible for the pursuance and attainment of the objectives of the Association. The Executive Board shall be competent in all matters not assigned to another administrative body of the Association by the Statutes. Its functions shall, in particular, consist of the following:
 - a) Holding at least two Executive Board meetings per calendar year;
 - b) Convening the General Assembly and approval of the statement of accounts;
 - c) Drawing up the annual closing of accounts and budget estimate;
 - d) Decision how to invest the Association's funds;
 - e) Approval of Regular, Associate and Sponsoring Members;
 - f) Expulsion of Regular, Associate and Sponsoring Members;
 - g) Approving motions from Members, preparation of motions for the General Assembly and supervising the enforcement of all decisions taken;
 - h) Proposals for appointments of Honorary Members

- i) Observing the exclusive and immediate fulfilment of the objectives of the not-for-profit Association;
 - j) Approval of core facility provider institutions as Base Institutions and annulment of the status of Base Institution according to § 13 (6);
 - k) The appointment, support and dissolution of Working Groups;
- (2) The Chairperson shall be responsible for the operational management of the Association and the representation of the Association to external parties. Copies and announcements of the Association must be signed by the Chairperson and endorsed by a second member of the Executive Board. An Executive Board member may be empowered by decision of the Executive Board to sign in the name of the Association in the absence of a second signature. In the event of danger of delay, the Chairperson may be empowered to give instructions on his/her own responsibility, in the absence of a second signature, filing a subsequent report to the Executive Board.
- (3) The Vice-Chairperson shall be responsible for all correspondence, mailings and record keeping. If unable to act, another member of the Executive Board may be entrusted with the performance of the assigned tasks.
- (4) The Treasurer shall be responsible for managing the assets of the Association. At the end of each financial period, the Treasurer shall draw up the accounting, together with the financial statements, making them available to the Auditors (§17) for inspection at least two months prior to the date of the General Assembly.

§ 15 Working Groups

- (1) The Executive Board shall be empowered to create temporary Working Groups on defined themes for the purpose of attaining the objectives of the Association.
- a) The responsibilities of the Working Groups shall be established by decision of the Executive Board.
 - b) The Working Groups shall work independently, but shall have no legal entity of their own, and are not administrative bodies of the Association.
 - c) The Working Groups shall report to the Chairperson of the Executive Board and the General Assembly.

§ 16 Financial Period

The financial period shall commence on 1 January and shall terminate on 31 December.

§ 17 Auditors

- (1) Two Auditors shall be elected by the General Assembly for the term of office of the simultaneously elected Executive Board according to § 13 (3). They shall be eligible for re-election. With the exception of the General Assembly, the Auditors may not be members of any other body the activities of which may form the objective of the audit.
- (2) The Auditors shall be responsible for the ongoing monitoring and inspection of all business transactions, as well as for auditing the administration of the funds of the Association, with regards to the correctness of the accounting and the application of funds in compliance with the Statutes.
- (3) The Auditors shall report the findings of the audit in the form of an Auditor's report for the past financial period during the Ordinary General Assembly together with the statement of Accounts.

§ 18 Conciliation Body

- (1) All disputes arising from activities of the Association shall be laid before a Conciliation Body consisting of five persons. The Conciliation Body shall be formed in such a manner that each party to the dispute shall be able to designate two Association members as conciliators before the Executive Board within eight days. The four nominees shall elect by majority voting from among the Association Members a fifth member who presides of the Conciliation Body; in the event of a tie, the decision shall be made by drawing lots.
- (2) The Conciliation Body shall conciliate according to its own best knowledge and in the light of its own conscience, without formally binding decisions. Its decisions shall be final, and shall be reached by simple majority vote, in the presence of all its members.

§ 19 Dissolution of the Association

- (1) The voluntary dissolution of the Association may only be decided by the General Assembly convened expressly for this purpose.

- (2) The full text of the reasoned motion to dissolve the Association must be sent along with the convocation to the General Assembly. The motion must also contain specific proposals for the use of the assets of the Association (§ 3).
- (3) In the event of dissolution of the Association or discontinuation of the previously intended objectives of the Association, the remaining assets of the Association shall be used for charitable, benevolent or not-for-profit educational or training purposes.
- (4) Any decision to dissolve the Association shall require a qualified majority according to § 11 (11).
- (5) The General Assembly shall appoint a liquidator, who shall transfer the remaining assets of the Association after covering the liabilities.

§ 20 General Provisions

- (1) Members shall work in an honorary capacity in the administrative bodies of the Association. However, the Association may employ qualified persons to support the administrative bodies, the Working Groups or to perform specific projects to attain the objectives of the Association.
- (2) “In written form” means expressions in physical writing, via facsimile transmission or via e-mail. Each member informs the Vice-Chairperson about changes of the postal address, the facsimile numbers and the e-mail addresses, the Vice-Chairperson will regularly inform the other parties about this in written form.
- (3) The Association is constituted according to the Austrian Law on Associations; Austrian law applies for all relations between the Association, its Members and the members of the administrative bodies.