



## **Articles of Association for the Caribaea Initiative Association, a Non-Profit Organization**

(Approved by the Founding Meeting, October 9, 2014, and modified by the Annual General Meeting, June 15, 2017 (Art. 13))

### **ARTICLE 1 – LEGAL FORM AND NAME**

The non-profit organization, the Caribaea Initiative Association is hereby founded in accordance with the French law of July 1, 1901 and the decree of August 16, 1901.

### **ARTICLE 2 – INTENT AND PURPOSE**

The purpose of the Caribaea Initiative Association is to contribute to the development of scientific research on biodiversity and the management of animal populations in the Caribbean.\* To achieve that goal, the Association will help fund the training of young scientists from the region who live there, with priority--but not exclusive--attention given to citizens of Haiti and the Lesser Antilles. The levels of training targeted correspond essentially to masters and doctoral degrees.

More generally, the Association will work to strengthen collaboration between scientists in the Caribbean and teams of researchers from beyond the region, particularly by co-supervising the scientific research of students and developing joint research projects. At the same time, it will endeavor to assist the young scientists it helps to obtain a degree find a job in the local market. It will also help to disseminate the knowledge acquired on biodiversity and the management of animal populations in the Caribbean within the international scientific community, as well as to the general public, young people, and decision makers.

*\* The Caribbean is understood in these Articles as the zone covering approximately 1500 km<sup>2</sup>, located between 10° and 23° north latitude, and bordered by the Atlantic Ocean to the east and the Caribbean Sea to the west. It includes the Greater Antilles to the north (Cuba, Haiti, the Dominican Republic, Puerto Rico, the Bahamas, and Jamaica) and the Lesser Antilles to the south (the Virgin Islands, Anguilla, Saint Martin, Saint Barthélemy, Saint Christopher, Antigua and Barbuda, Montserrat, Saint Kitts and Nevis, Guadeloupe, Dominica, Martinique, Saint Lucia, Saint Vincent, the Grenadines, Barbados, Grenada, and Trinidad and Tobago).*

### **ARTICLE 3 – REGISTERED OFFICE**

The registered office is in the premises of the Tour du Valat Foundation, Le Sambuc, 13200 Arles, France. It may be transferred by a simple decision made by its Board of Directors.

### **ARTICLE 4 – DURATION**

The duration of the Association is unlimited.

### **ARTICLE 5 – MEANS OF ACTION**

Its means of action are notably:

- The financing or co-financing of masters, doctoral, and post-doctoral grants.
- Support for research programs (lab equipment and technical and material aid).
- The organization of scientific seminars intended to complete the initial training of students in the fields of ecology and the evolutionary sciences.
- funding scientific publications and the participation of young researchers in colloquia and conferences;
- The organization of conferences and technical workshops and any other initiatives that can help to achieve the goals of the association or to promote its actions.

## **ARTICLE 6 – RESOURCES**

The Association's resources include: dues paid by its members; public and private subsidies; revenues from the sales of products made to support the cause of the Association (posters, post cards, stickers, badges, insignia, tee-shirts, key rings, or any other similar objects), from services provided by the association, manual donations, and any other income authorized by current laws and regulations.

## **ARTICLE 7 – HONORARY PRESIDENT OF THE ASSOCIATION**

Mrs. Véra Michalski-Hoffmann is hereby named Honorary President, because of the decisive role she played in creating the Association.

## **ARTICLE 8 – MEMBERS OF THE ASSOCIATION**

The Association is made up of:

### **- Honorary Members**

Honorary Members include Founding Members, former Presidents, and the Honorary President. They do not have to pay dues and can vote at the Annual General Meeting.

### **- Active Members (Standard or Benefactor Members, according to the dues paid):**

Active Members are those who have paid their annual dues. They can vote at the Annual General Meeting.

### **- Members of Honor**

Those who have rendered remarkable services to the Association are considered to be Members of Honor. They do not have to pay dues, but cannot vote at the Annual General Meeting. The title of Member of Honor is attributed by the Board of Directors of the Association.

### **- Science Correspondents**

Science Correspondents are experts chosen by the Board of Directors of the Association, based on a proposition by the President, because of their scientific knowledge and skills.

Science correspondents are not obliged to pay annual dues, but only those who have paid dues can vote at the Annual General Meeting.

Science Correspondents are appointed for three years, at the end of which the Board of Directors shall decide if they should be reappointed. The number of science correspondents is unlimited.

## **ARTICLE 9 – ADMISSION PROCEDURE**

To become an Active Member of the Association, it is necessary to adhere to these Articles and pay the annual dues, which are set in the Bylaws. Admission is validated by the Bureau, which rules on membership requests at each of its meetings. The conditions for the different types of memberships are defined in the Association's Bylaws.

## **ARTICLE 10 – LOSS OF MEMBERSHIP**

Membership may be terminated by:

- resignation;
- death;
- termination decided upon by the Board of Directors for not paying dues within 45 days of the request made to pay them;
- termination decided upon by the Board of Directors for a serious motive. The member concerned is invited to provide an explanation before the final decision is made.

## **ARTICLE 11 – ANNUAL GENERAL MEETING**

An Annual General Meeting (AGM) is held at least once a year and is open to all members of the Association who have paid their dues.

Two weeks before the official date, the members of the Association are convened by the President, the Board of Directors, or one-third of the members of the Association. Members are notified by regular mail or e-mail, according to the choice they made when they joined the Association. The agenda, which is drafted by the Board of Directors, is sent with the notice of the meeting.

After deliberations, the AGM expresses its opinion on the President's report, on the activity report, and on the accounts for the past year. It deliberates on the future orientations.

It appoints or renews members of the Association's Board of Directors.

It sets the amount of the annual dues.

Its deliberations are valid no matter how many members are present.

Decisions of the AGM are made by majority vote of the members present. Proxy voting is authorized according to the terms set out in the Bylaws.

If there is an equal number of votes, the President's vote is preponderant.

## **ARTICLE 12 – BOARD OF DIRECTORS**

The Association is managed by a Board of Directors, which has 9 members at the most, who are elected by the AGM and can be re-elected. Since one-third of the Board of Directors is renewed every three years, during the first two three-year terms, the members of the Board who may leave it are chosen by agreement or by lot.

Incumbent officers can be re-elected.

If a position is vacant, the Board of Directors appoints a temporary replacement. The position is then definitively filled at the next AGM. The powers of the officers elected in this way expire at the same time as the term of the replaced member would have ended.

Minors who are over 16 can be elected to the Board of Directors, but not to the Bureau.

The Board of Directors gathers at least once a year, and every time it is convened by the President or at least one third of the members of the Association. The Honorary President of the Association shall be invited to the meetings of the Board of Directors with an advisory capacity.

Decisions are made by majority vote. If there is a tie, the President's vote is preponderant.

Proxy voting is not permitted. At least half of the members must be present for the Board of Directors to be able to deliberate validly.

From its members, the Board of Directors elects by secret ballot a Bureau made up of:

- A President
- A Secretary
- A Treasurer

The roles of these officers are defined as follows:

- The President is the legal representative of the Association who oversees its administration. He or she has a mandate to organize and oversee the Association's activities, and can delegate his or her responsibilities to others. The President takes on responsibilities when he or she signs contracts and represents the Association for any acts involving third parties, and is legally responsible vis-à-vis current laws, its members, and partners.

- The Secretary is in charge of the administrative functioning of the Association and its correspondence, of taking the minutes at meetings, and keeping records and archives.

- The Treasurer handles the financial management of the Association and the accounting, deposits payments received, pays the invoices, and prepares the annual report. The Treasurer is in charge of presenting the accounts of the Association at the AGM.

The President and the Treasurer are the only two people authorized to open a bank account in the name of the Association. They can act separately to complete all kinds of banking operations (signing wire transfer orders, writing checks, withdrawing or depositing cash). They must act together for any other decision, such as negotiating a bank overdraft facility.

The functions of President, Secretary, and Treasurer must be assumed by three different members of the Board of Directors.

### **ARTICLE 13 – SCIENTIFIC COUNCIL**

The Association has a Scientific Council composed of 7 members. The President of the Association is a member of the Scientific Council over which he or she shall preside. The six other members are chosen by the Board of Directors from among the science correspondents

based on a proposition by the President. At least one third of the members of the Scientific Council must be scientists who have a position in a public institution located in the Caribbean. The members of the Scientific Council are appointed for a period of three years. When that period is over, they can be reappointed by the Board of Directors. The Scientific Council elects a Vice President, who is responsible for summing up the work completed by the Scientific Council and providing regular reports about it to the Board of Directors.

The Scientific Council's role shall be:

- to encourage and preselect research projects and students who will be given financial support by the Association;
- to establish scientific seminar programs intended to perfect the initial training of students in the fields of ecology and the evolutionary sciences, and to choose the speakers;
- to propose themes for organizing conferences and technical workshops.

The Scientific Council is an advisory body. It has no decision-making role. It shall make propositions and recommendations, which must then be validated by the Board of Directors.

The functioning of the Scientific Council is stipulated in the Bylaws.

#### **ARTICLE 14 – REMUNERATION**

The expenses and outlays incurred in the accomplishment of a mandate as an Officer or Scientific Council member, or by any other member of the Association commissioned by the Board of Directors, shall be reimbursed when the necessary receipts are provided and verified.

The financial report presented to the AGM must state the expenses reimbursed for missions, travelling or entertainment to members of the Board of Directors or Scientific Council.

The way in which expenses and outlays are reimbursed is stipulated in the Bylaws.

#### **ARTICLE 15 – EXTRAORDINARY GENERAL MEETING**

As needed, or as requested by one-third of the voting members, the President shall convene an Extraordinary General Meeting. The conditions for convening one are identical to the ones for convening the Annual General Meeting.

The agenda shall concern the modification of the Articles of Association or dissolution. Decisions shall be made based on a two-thirds majority vote of the votes cast by the voting members who are present.

#### **ARTICLE 16 – PROTOCOL FOR DISSOLVING THE ASSOCIATION**

The dissolution of the Association can only be pronounced by an Extraordinary General Meeting convened according to the terms stipulated in Article 15 of these Articles of Association.

In case of dissolution, one or several liquidators shall be appointed by the Extraordinary General Meeting and any assets which may exist shall be attributed to an association with similar goals, in compliance with Article 9 of the law of July 1, 1901 and the decree of August 16, 1901.

#### **ARTICLE 17 – BYLAWS**

Bylaws shall be established and adopted by the Board of Directors with a two-thirds majority vote. They shall stipulate various points not covered by the Articles of Association, in particular those concerning the internal administration of the Association.

The Association's Bylaws can be modified at any time as decided by the Board of Directors, by a two-thirds majority vote in a meeting of its members.

The modifications of the Bylaws may not apply to the members and directors of the Association unless they comply with French law and the Articles of Association.

#### **ARTICLE 18 – CONDITIONS FOR THE ATTRIBUTION OF FUNDS BY THE ASSOCIATION**

The Association does not accept any requests for funding beyond the scope of its calls for projects. It attributes funds as decided by the Board of Directors, after the Scientific Council has evaluated the student applicants and projects proposed. A more in-depth description of the conditions for obtaining funding from the Association can be found in our Bylaws.



## **ARTICLE 19 – SECTORS**

To facilitate the actions of the Association in the field, branches of the Association can be established, modified, or closed in the Caribbean, according to its current needs, with deliberation by the Board of Directors and approval by the AGM. They shall report on their activities as requested by the Board of Directors. Their organization and relations with the management bodies of the Association are defined in our Bylaws.