



BYLAWS

I. DENOMINATION, REGISTERED OFFICES, OBJECTIVES

Article 1

A scientific Society is being incorporated, named "Alpha - Scientists in Reproductive Medicine, hereafter referred to as "Alpha". This Society is incorporated according to the Swiss Civil Code Art. 60 et seq and is a non-profit society.

Article 2

The legal seat of Alpha is at the office address.

Article 3

The objectives of Alpha shall be:

- * to advance the art and science of clinical embryology for the benefit of the public worldwide through international promotion of education, communication and collaboration
- * to provide an international forum for scientists in reproductive medicine
- * to organise and promote education and training courses with certification
- * to publish an International Code of Practice for Clinical Embryology
- * to suggest regulations for laboratory accreditation
- * to organise workshops and symposia for scientists in reproductive medicine held in conjunction with other major conferences
- * to organise international scientific meetings

Alpha shall take all necessary measures to achieve its objectives by organizing meetings and cooperating with corporate bodies, institutions, societies, associations and groups which pursue similar objectives

II. MEMBERS

Article 4

Alpha consists of a General Assembly of Members and an Executive Committee.

The members can be full members and honorary members. Both categories of members have the same rights and the same obligations.

Honorary members are the founders, the past presidents and persons of outstanding merit and have rendered significant services to Alpha. Honorary members will be nominated by the Executive Committee and approved by the General Assembly of Members.

The Executive Committee may establish further categories of membership as it shall think fit and may levy different rates of contributions on different categories of members.

Article 5

Application: Membership is open to anyone who is either working in or has an interest in the science of assisted reproduction.

All members shall be admitted irrespective of gender, race, language, religion or political creed.

Application must be made in writing either by filling in the application form or by applying online on the Alpha website.

Resignation: The members of Alpha can offer their resignation by sending a registered letter to that purpose to the Alpha Office. A member is no longer a member of Alpha if the membership contribution has not been paid for one year.

Exclusion: The exclusion of a member from Alpha can be decided upon by the General Assembly of Members on such recommendation by the Executive Committee.

All members, without any distinction, are entitled to information regarding the management and the scientific activities of Alpha.

Article 6

The full members pay annual contributions.

The amount of these annual contributions is established by the Executive Committee and confirmed by the General Assembly of Members.

Honorary members do not pay membership fees.

III. THE GENERAL ASSEMBLY OF MEMBERS

Article 7

The General Assembly of Members has all powers to realise the objectives of Alpha. The General Assembly of Members consists of full members who have paid their annual membership fee and of the honorary members.

Article 8

The General Assembly of Members is usually held during the Biennial Congress of Alpha and presided by the Chairman. The Secretary will preside the meeting in the absence of the Chairman. Otherwise, another member of the Executive Committee can hold Chairmanship. All members have one vote.

Decisions are taken with a majority of the votes of members present. Upon equality of the votes the vote of the Chairman is decisive.

Any member may request the inclusion of an item in the agenda of the General Assembly of members. Such a request shall be made in writing and must be submitted to the Alpha office at least sixty (60) days before the date of the meeting of the General Assembly.

The Executive Committee shall include the items which have been submitted in time in the agenda and may join to it its own motion and statement thereto.

The agenda of the General Assembly of Members must be sent to all members 30 days before the date of the General Assembly of Members at the latest.

The Executive Committee or one fifth (1/5) of the members of Alpha may request the calling of an Extraordinary General Assembly (EGA). Such a request shall be addressed to the Alpha office in writing. It shall state the items to be submitted to the Extraordinary General Assembly and their urgency. Within ninety (90) days after having received the request for the calling, the Executive Committee will resolve on the date and place of the EGA. The EGA shall take place within 6 months from the date when the request for convocation has been received by the Alpha office.

Article 9

All decisions regarding motions brought forward during the General Assembly of Members must be taken with **a majority** of the votes of **members present**. This rule applies to all motions, except for changes to the articles of Alpha and regarding the dissolution of Alpha. The minutes of the General Assembly of Members will be communicated to the members.

IV. CHANGES TO THE ARTICLES OF THE BYLAWS AND THE DISSOLUTION OF ALPHA

Article 10

The dissolution of Alpha or amendment to these bylaws shall be resolved by the General Assembly with a majority of two-thirds (2/3) of the members present who are entitled to vote.

Once the dissolution is resolved, one or more liquidators shall be appointed by the Executive Committee. After payment of any debts, the balance of the net assets shall be distributed by the liquidators to a non-profit society or institution of a medical, educational or charitable nature, provided that such societies or institutions are exempted from paying taxes as a result of their non-profit or public benefit character. However, if a new society or institution is founded replacing the dissolved one, the assets of the Society may, by decision of the General Assembly, be transferred to this new society or institution which must also be exempted from paying taxes as a result of its non-profit or public benefit character.

Changes to the articles of these bylaws will but enter into force as soon as all legal formalities have been complied with.

V. MANAGEMENT OF ALPHA

Article 11

The management of Alpha is in the hands of the Executive Committee, consisting of not less than four (4) and not more than ten (10) members.

The names of the

- * Chairman
- * the secretary
- * the treasurer
- * the members

of the Executive Committee will be proposed by the Executive Committee and confirmed by the General Assembly of Members.

The Executive Committee constitutes itself. The duration of which a position is held and who holds which position is decided by the Executive Committee. The appointments are approved by the General Assembly.

The members of the Executive Committee are confirmed and can be dismissed by the General Assembly of Members.

Article 12

The Executive Committees can, under its own responsibility, assign special and specific powers of attorney to one or more persons. The Chairman will preside the meetings of the Executive Committee. The secretary will preside in the absence of the Chairman, if needed; another person will carry out this task.

Article 13

The Chairman, the secretary, the treasurer and the other members of the Executive Committee are appointed for a period of four (4) years. A mandate of a member of the Executive Committee can but be renewed once for an additional two (2) years.

The new Executive Committee members will accept their mandate following the General Assembly of Members.

A member can be a member of the Executive Committee for two consecutive terms of office. Judicial claims, both as plaintiff and defendant, will be entered, defended and expedited by the Executive Committee, represented by its Chairman or another manager appointed by the latter.

The Society is legally bound by the Executive Committee.

Unless otherwise resolved by the Executive Committee, only the Chairman, the Secretary and the Treasurer of Alpha shall be entitled to validly represent and bind Alpha vis-à-vis third parties by signing collectively by two.

Every contract or agreement executed by the aforementioned persons on behalf and for the account of Alpha shall previously be formally approved / ratified by a resolution of the Executive Committee.

Article 14

The Executive Committee will meet at its sole discretion whenever any Alpha business requests such a meeting. A majority of the votes **of the members present** is decisive for each proposal. Upon equality of the votes the Chairman has the decisive vote. Fifty members can submit motions that must be discussed upon by the Executive Committee; such provided that the signature of each such member has been obtained three months in advance.

The Executive Committee is authorised to carry out all acts necessary for the disposal, management and consignment of movable and immovable objects.

VI. BUDGET AND ACCOUNTS

Article 15

The bookkeeping is done for periods of one calendar year. The Treasurer is considered to present the financial balance of the previous year(s) and the budget for the following year for approval to the General Assembly of Members.

Article 16

For simplification of the financial management, the office manager may receive an authorization over the Alpha accounts.

Article 17

Members of the Society shall be exonerated from personal liability with respect to the financial commitments of Alpha which shall be guaranteed solely by Alpha's assets.

VII. CONCLUDING REMARKS

Article 18

If these by-laws are to be translated in another language, the English version shall prevail.

The present by-laws have been approved at the Extraordinary General Assembly held in Budapest, Hungary on May 1, 2010 and will come into force on June 1, 2010.

Basak Balaban
Chairman

Alan Thornhill
Secretary



Aidita James
Treasurer





Budapest, May 1, 2010