

BYLAWS OF THE "EUROPEAN CENTRE FOR LIVING TECHNOLOGY"

Article 1 - Constitution of the Centre

A European inter-university Consortium named "European Centre for Living Technology" is constituted among the Members listed in article 3.2 of these bylaws, with administrative headquarters at the University Ca' Foscari of Venice acting as the Host Institution situated in Ca' Minich, San Marco n. 2940. The transfer of the headquarters to a new site within the city of Venice will be considered by the Board of Directors of the Centre and will not constitute a modification of the present Bylaws.

Article 2 – Aims

1. The Centre has the following aims:
 - a) to promote, carry out and coordinate research and training activities and the diffusion of scientific results in the field of living technology: i.e. technology whose usefulness increases as it becomes more life-like. The primary "scientific areas" for living technology are the nano-bio-technologies, self-organizing and evolving information and production technologies, and adaptive complex systems.
 - b) to support and develop scientific collaboration with thematically associated international projects, with national and international research institutes and with firms in the area of living technology.
 - c) to provide support services, equipment and expertise to the Centre's associated research projects;
 - d) to offer consulting and research services to agencies, institutions and firms in the area of living technology;
 - e) to promote, support and organize teaching activities, and high-level training in living technology;
 - f) to sponsor scientific meetings, workshops, publications and exhibitions for the development and diffusion of Centre research.

Article 3 - Members of the Centre

1. Members of the Centre shall be Founding Members or new Members that may be added as described in paragraphs 3 and 4 of this article. Every three years Members must reconfirm their participation in the Centre.
2. The Founding Members of the Centre are the universities, agencies and institutions that participated in the European project "Programmable Artificial Cell Evolution" (PACE), Sixth Framework Programme - Information Society Technology - Future Emergent Technologies, n. 002035. The following are the Members of the project represented by their respective principal investigators, as ordered in the project: Ruhr-Universitaet Bochum (John McCaskill, project coordinator, Guenter von Kiedrowski), Germany; University Ca' Foscari of Venice (Irene Poli), Italy; University of Copenhagen (Peter E. Nielsen), Denmark; Chalmers Tekniska Hogskola AB (Kristian Lindgren), Sweden; Universitat Pompeu Fabra (Ricard V. Solè Spain; University of Zurich (R. Pfeifer), Switzerland; Vilnius University - Institute of Theoretical Physics and Astronomy (Arvydas Tamulis), Lithuania; Telecom Italia Learning Services (Fabrizio. Davide), Italy; ProtoLife (Norman Packard), Italy; University of Southern Denmark (Ole G. Mouritsen, H. Lund), Denmark; Dublin City University (Barry McMullin), Ireland; Reed College (Mark A. Bedau), USA; Other members that have joined the Centre as members include University of

Nottingham (Natalio Krasnogor), United Kingdom; Weizmann Institute of Science (Doron Lancet), Israel; CORILA (Pierpaolo Campostrini), Italia. A representative from the City of Venice - either the Mayor or the Assessore alle Politiche Comunitarie or their delegate - will have a permanent invitation to attend the Centre Assemblies.

3. Possible new Members of the Centre are: national and international research institutions, companies and other legal entities, that are involved in the research indicated in these bylaws.
4. New Members are nominated by a 2/3 majority of the Academic Assembly of existing Members. The number of the Members that are commercial companies cannot exceed 1/3 of the total membership of the Centre. This proportion must also be respected in each of the Centre's governing structures described in article 5.
5. Applications for membership to the Centre, directed to the Board of Directors of the Centre, must be accompanied by documentation showing relevance to the scientific and cultural aims of the Centre. All applications will be treated on an equal basis with no consideration for the source of the application.
6. Proposals for membership to the Centre are subject to the approval first by the Science Board, and then by the Academic Assembly as in paragraph 4 of this article.
7. Membership to the Centre is valid until it is ended by a signed request from the Member, or a motion of exclusion from the Board of Directors, which must be motivated by a breach of these bylaws and passed by a 2/3 majority in the Academic Assembly.
8. All Members are expected to participate in the organization of at least one activity of the Centre every three years.

Article 4 – Fellows of the Centre

1. The Centre will admit the participation of individuals through their association as Fellows of the Centre. These individuals will participate in Centre Activities, and will be chosen because of their interest in helping the Centre to achieve its aims, as specified in Article 2.
2. Fellows will elect representatives to serve in the General Assembly, in number to be specified by the Board of Directors, not to exceed half of the total members of the Academic Assembly. The election will be held electronically, organized by the Board of Directors.
3. Nominations for Fellows of the Centre will be sent to the Board of Directors, accompanied by all necessary documentation showing that the nominee is well aligned with the cultural and scientific goals of the Centre. Nominations will be guaranteed equal and fair treatment.
4. Fellows of the Centre will be elected by a process of nomination, which goes to the Science Board for approval, followed by a majority vote of the General Assembly (cf. Article 6).
5. Fellows will serve for a term of three years. They may apply to renew their term by a written declaration of intent to be approved by the Science Board.
6. A Fellow's term may be ended by a motion of exclusion from the Board of Directors, which must be motivated by a breach of these bylaws and passed by a 2/3 majority in the General Assembly.
7. All Fellows are expected to participate in the organization of at least one activity of the Centre every three years.

Article 5 – Governance

1. The governance structures of the Centre will be:
 - a) the Academic Assembly, composed of Members of the Centre
 - b) the General Assembly, composed of Members and Fellows of the Centre
 - c) the Science Board, elected by the General Assembly from its members
 - d) the Board of Directors, elected by the Science Board from its membership
 - e) the Advisory Board, nominated by the Board of Directors and approved by the Science Board

Article 6 – Academic Assembly of the Centre

1. The Centre's Academic Assembly is composed of Members of the Centre
2. The Centre's Academic Assembly has the following functions:
 - a) Supporting the Centre's activities through participation of its Members
 - b) Establishing the bylaws by voting on changes proposed by the Science Board (cf. article 3 paragraph 3).
 - c) Voting on the requests for new membership in the Centre that are approved by the Science Board.
3. The Academic Assembly of the Centre is convened by the Board of Directors as needed to perform its functions, and chaired by one of the board of directors after at least 30 days from the notice of convocation, when necessary, or when at least one third of its members request the convocation. The Academic Assembly meeting will be considered valid when an absolute majority of the members is present. Meetings of the Academic assembly may take place by video or audio conference.
4. The rules for recording the meetings of the Academic Assembly are the same as the ones for the Science Board.
5. Decisions of the Academic Assembly are valid when they have the support of a 2/3 majority of those present.

Article 7 - General Assembly

1. The Centre's General Assembly is composed of Members of the Centre and Fellows of the Centre
2. The Centre's General Assembly has the following functions:
 - a) providing suggestions for the development of the Centre.
 - b) electing members of the Science Board, as described below in paragraph 5.
 - c) Electing Fellows of the Centre as described in article 4 par 5.
 - d) approving the provisional budget for the following year and the final budget of the previous year.
3. The General Assembly of the Centre is convened at least once a year by the Board of Directors, and chaired by one of the board of directors, after at least 30 days from the notice of convocation, when necessary, or when at least one third of its members request the convocation. The General Assembly meeting will be considered valid when an absolute majority of the members is present. The meeting may take place by video or audio conference.
4. The rules for recording the meetings of the General Assembly are the same as the ones for the

Science Board.

5. The election of the Science Board will proceed as follows:
 - a) A call for nominations will be sent by the Board of Directors before any General Assembly meeting where the election of the Science Board appears on the agenda. The Board of Directors will also specify a closing date for the nominations before the meeting of the General Assembly.
 - b) All nominations will be circulated by the Board of Directors (provided that the nominee has given consent) in advance of the General Assembly meeting.
 - c) The election of the Science Board members is carried out at the General Assembly meeting by secret vote.
 - d) The votes must be counted immediately after the elections, by the chairman and two Members nominated by the General Assembly. The results must be communicated immediately after the votes have been counted, by the Board of Directors of the Centre, who will convene the new Science Board within 30 days after the elections.
6. Decisions of the General Assembly are valid when they have the support of an absolute majority of those present.

Article 8 - Science Board

1. The Science Board is composed of 10-12 members. Science Board members are elected by the General Assembly in accordance with the election process described above (article 7 paragraph 5). General Assembly members who have a management role in active research projects at the Centre (or their delegates) may be present at the Science Board as nonvoting participants. The representation on the Science Board by General assembly members that are either commercial companies or Fellows will not exceed 1/3 of the total membership of the science board.
2. In case of resignation or the end of one of the Science Board member's mandate, the Board of Directors may ask for the election of another representative. The administrative secretary participates in the Science Board meetings as a consultant and records the minutes of the meeting.
3. The Science Board has the following functions:
 - a) Electing the Board of Directors from the members of the Science Board by absolute majority but in case of re-election of the previous Director 2/3 majority is required;
 - b) Approving the nominations of the Fellows of the Centre suggested by the Board of Directors, to be finally approved by a majority of the General Assembly.
 - c) Developing the Centre's annual program of activities including suggestions proposed by the General Assembly;
 - d) Realization and coordination of the plan of activities proposed by the General Assembly;
 - e) Assisting the Board of Directors in the management of the Centre, advising on expenditures, coordination of the Centre's resources, and generally on the operation of the Centre;
 - f) Deciding any issue on which Directors cannot reach consensus, as described in article 9 paragraph 1.
 - g) Evaluating scientific merit of proposed new memberships to the Centre, and delivering recommendations to the Academic Assembly;
 - h) Approval of any other decision necessary to achieve the aims of the Centre;
 - i) Proposing changes in the Bylaws, subject to approval by a 2/3 majority of the components

of the Academic Assembly of the Centre and the Academic Senate of the Host Institution.

- j) The Centre may decide to change the Host Institution, through approval by the Science Board and 2/3 majority of the components of the Academic Assembly of the Centre. In this case a change of the present Bylaws will be necessary.
 - k) The Host Institution may decide to terminate its role as Host Institution by 2/3 majority vote of its Academic Senate.
 - l) In case of dissolution of the Centre, such decision must be approved by the Science Board and 2/3 majority of the components of the Academic Assembly of the Centre.
4. The Science Board is convened by the Board of Directors at least once a year and whenever necessary as deemed by the Board of Directors, or when at least one third of the members of the Board request the convocation. The meetings are valid when a quorum consisting of an absolute majority of the members is present. Members may be physically present or may participate remotely.
 5. Decisions of the Board are taken by an absolute majority of the members present.
 6. The Science Board is elected for three years and its members may be re-elected. In the first meeting of the Science Board after its election, it will elect a chairman to serve until the following election.

Article 9 - Board of Directors

1. The Board of Directors is composed of three Directors. All Directors must be members of the Science Board from different institutions, and no more than two directors may be from Institutions from the same country. All of the Board of Directors' decisions will be made by consensus. In the event of non-consensus, decisions must be referred to the Science Board.
2. The Board of Directors will be elected from the Science Board (Article 8 section 3a) by absolute majority but in case of re-election of the previous Director 2/3 majority is required. The Board of Directors must always include one member from the Host Institution and one representative whose research profile is focused in the area of Living Technology.
3. The Board of Directors serves for a term of three years and may be re-elected.
4. The Board of Directors performs the following functions:
 - a) implementing the scientific and intellectual agenda established by the Science Board;
 - b) representing the Centre in all aspects except the legal representation described in article 9.5 of the present bylaws, and assuming the responsibility of the pursuit of the aims indicated in article 2 of the present bylaws.
 - c) taking collective initiative to direct and control all activities of the Centre: all mayor commitments, including the financial commitments (greater than €5000), of the Centre must be co-signed by at least two of the Board of Directors as members of different countries including the Host Institution director as in paragraph 2 of this article. The Administrative Secretary will ensure this condition is satisfied. Signatures may be communicated by fax or e-mail.
 - d) managing visiting appointments within guidelines set by the Science Board;
 - e) participation in the deliberations of the Science Board, Academic Assembly, and General Assembly;
 - f) preparing, in collaboration with the Administrative Secretary, the provisional budget for the following year and the final budget of the previous year, to be submitted for approval of the

Science Board and of the General Assembly. This includes fulfilling the external responsibilities to any external funding agencies, including all necessary audits.

- g) convening the Science Board, the Academic Assembly, and the General Assembly (urgent meetings may be convened by email or telephone ten days before the date of the meeting).
5. The director from the Host Institution will perform the following functions:
- a) ensure that at least one meeting per year is called, but meetings of the Board of Directors may be called by any of the directors at any time. The Director from the Host Institution will be responsible for presiding over the meetings.
 - b) assume legal representation and responsibility for the administrative, financial, and accounting management of the Centre with respect to the Host Institution.
 - c) in collaboration with the other Directors, provide administrative and financial liaison with the Host Institution, with the support of the Administrative Secretary.

Article 10 – The Strategic Advisory Board

1. The Advisory Board will oversee and advise the Board of Directors on all activities of the Centre and on its organization and its financial state, by
 - a) Promoting cooperation with academic and private sectors to promote the Centre’s research.
 - b) Suggesting guidelines for the development of the Centre
 - c) Reviewing the financial state of the Centre
 - d) Suggesting new funding resources.
2. The Strategic Advisory Board must be composed of at least 3 members.
3. The Strategic Advisory Board is nominated by the Science Board and approved by the Board of Directors.
4. The Strategic Advisory Board will serve for three years.

Article 11 - The Administrative Secretary

1. The Administrative Secretary will take appropriate actions to assure the execution of the deliberations of the Governance of the Centre, and in addition will:
 - a) collaborate with the Board of Directors to improve the functioning of the Centre;
 - b) collaborate with the Board of Directors to prepare the provisional budget for the following year and the final budget of the previous year;
 - c) collaborate with the Board of Directors to prepare the fiscal reports for participation of the Centre in the externally funded research projects;
 - d) coordinate the administrative and financial activities of the Centre taking responsibility for his/her actions.

Article 12 - Personnel

1. The Host Institution, as well as the other member Universities and Institutions, can put at the disposal of the Centre administrative, technical and auxiliary personnel according to the Bylaws of the Host Institution.
2. Post-doc positions, scholarships, and internships from Universities and public and private Institutions can be assigned to the Centre.

Article 13 - Research Units

1. Research activity may be developed in Sections, Units and Laboratories created within the Centre.
2. External personnel may participate in this research activity, if approved by the Board of Directors.

Article 14 – Funding

1. The Centre has administrative and financial autonomy. The procedures for the administrative and financial management of the Centre are governed by the Host Institution's regulations for administration, finance and accounting.
2. The Centre, in order to achieve the aims outlined above, may receive financial resources
 - a) from government and public institutions
 - b) through national and international research grants;
 - c) through conventions with national and international institutions;
 - d) through providing research, professional and consulting services to external entities
 - e) from any of the Members of the Centre, as well as other Universities interested in the activities of the Centre
 - f) from foundations, companies or private individuals.
3. Such additional funding must be approved by the Board of Directors and the Strategic Advisory Board.

Article 15 - Host Institution

1. The Host Institution assumes civil and administrative responsibility along with the responsibility for the legal representation of the Centre.
2. For all matters not foreseen in the present Bylaws, the law of the European country in which the Host Institution resides (currently Italy) as well as the Bylaws and Regulations of the Host Institution will be applicable.