



Société internationale des Amis de Cicéron
Association loi 1901 déclarée au Journal Officiel du 8 avril 2008
Reconnaissance d'intérêt général du 16 juin 2008
Siège : 5, rue Victor Daix
92200 Neuilly-sur-Seine

Please note that the translation in English of our by-laws is not so easy. American and British legal vocabulary may be different and French legal idioms are very uncommon to Anglo Saxon readers. Take this translation as an information.

By-Laws

Article 1

1.1. It is established among the members joining present by-laws, and those who subsequently will join them, a society governed by 1 July 1901 Act and its amended legislation.

1.2. The Association is known as: « Société Internationale des Amis de Cicéron » (International Society of Cicero's Friends, hereinafter called the "Association").

1.3. Its duration is unlimited.

Article 2 – Purpose

The Association, whose goals are science, culture and education, aims to contribute to the influence of Cicero's thought and works. Likewise, it supports and promotes research in the field of Roman thought – from Cicero to Saint Augustine. Through a high scientific level website, the Association is a rallying point for ciceronian and Roman philosophy studies, in all disciplines and all countries. In particular, it will encourage, promote and coordinate research into ciceronian fields, including those dealing with its influence through the ages and those opening general outlook and methodology in this field of research. Its goals are comparable regarding Roman thought, given its deep ties with Cicero's works.

Article 3. Offices

The registered office of the Association shall be at: 5 rue Victor Daix, 92200, Neuilly-sur-Seine, France, and at such other places as the Board may appoint.

Article 4. Language

The sole French version of the by-laws is authentic.

Article 5. Membership

The Association is composed of individuals or institutions, which are divided into the following categories:

- a) **Honorary Member:** Any person who decided to give public support to the Association.
- b) **Benefactor Member:** a person who has rendered services reported to the Association.
- c) **Member:** any person who participates in the management of the Association and its objects.
- d) **Scientific Member:** any member contributing to the implementation of tools and scientific projects of the Association.
- e) **Founding member:** any member involved with the founding of the Association (the list of which is attached in Annex 1).

Article 6. Admission Rules

The admission rules are defined as follows:

- a) **Honorary member and benefactor member:** the quality of honorary member is given by the General Assembly. Benefactor membership is granted by the Board. They may be combined with other categories of membership.
- b) **Member:** anyone who has paid subscription and agree to respect the rules of the Association.
- c) **Scientific member:** any person who paid the subscription, agree to respect the rules of the Association and whose admission is granted by the Board after a favourable opinion of the Scientific Committee. The negative opinion and refusal of admission do not need to be motivated. The admission of a member is based on an application formulary. It is accompanied by detailed information by the candidate. All scientific members agree that this information is made public on the website of the Association and accessible to other members. Any scientific member undertakes that his record is updated by him as appropriate. Only scientific members can, ex officio:
 - Stand as a candidate to serve on the scientific Committee of the Association.
 - Make contributions to the scientific topics of the website.
- d) **Members and academic members must pay a compulsory subscription**, whom amount, unique and applicable to all, is set annually by the General Assembly on a proposal from the Board.
- e) The quality of members does not need nationality conditions or specific university degree. Only the president of the Association must be of French nationality.

Article 7. Loss of membership

The membership of the Association is lost by the resignation, death or radiation.

- a) The radiation is imposed temporarily by the Board, and validated by the General Assembly for non-compliance with the provisions of these by-laws and regulations. The person concerned has to be invited by the Board to present his defence.

- b) The resignation is notified by registered letter send to the president of the Association, loss of membership is effective at the expiration of the current year.
- c) The death for individuals or dissolution for institutions.
- d) The radiation cannot be applied to the founding members.

Article 8. Contributions - resources and expenditure

8-1. Fee: members and active members contribute to the material life of the Association by paying an annual fee whose amount is determined by the General Assembly.

8-2. Resources: the resources of the Association are made up of contributions, payments of benefactors, public or private grants it may receive and possible sale. They may also include any other resources authorized by law and regulations.

8-3. Expenses: Expenses are divided into operating costs, intervention and investment, in accordance with the Financial Regulation. All members in charge of management are volunteers. They are eligible for reimbursement, however, on evidence of costs incurred. Reimbursement is made by the treasurer in accordance with the Financial Regulation.

8-4. Donations and gifts: gifts and donations to be made to the Association will be tracked separately in accounting. At their request, donors or their representative, will receive financial reporting and any document used to assess the activity, objectives and results of the association.

Donors or their representatives may attend the General Assembly without the right to vote.

Article 9. Governance

9-1. The Association is headed by a **Board of Directors** (hereinafter the Board) **elected by the General Assembly**. It is run by a Bureau designated by the Board. The programming of scholar activity and the control of the scientific quality is a privilege of **Scientific Committee**. The non-scholarly activities, such as education, information, or the preservation of goods are implemented collectively by the Bureau and the Scientific Committee.

9-2. The ordinary General Assembly is composed of all members to date with their contributions to the date of the meeting. Honorary members or benefactors who have decided not to be members are exempt from dues and are entitled to vote.

- a) The General Assembly will be held at least once a year. His agenda is set by the Board. It is sole responsible for changes to these by-laws.
- b) Given the national and international nature of the Association, members physically unable to attend the meeting of the General Assembly may vote by proxy or by any electronic secured means. The number of powers that may be held by one person is unlimited.
- c) The ordinary General Assembly does not need a quorum.
- d) Members of the Association are convened by the secretary at least one month before the deadline. The agenda is shown on the summons. The summons by e-mail with acknowledgement is possible.
- e) The President, assisted by members of the Board, is chairman of the meeting and introduces the report of activity. In the absence of the president, a vice-chairman replaces him.
- f) The treasurer reports on its management and submits the results to the Assembly's approval.

- g) After the exhaustion of the agenda, renewal or replacement takes place by secret ballot, for members of the outgoing Council.
- h) The questions not submitted to the agenda should not be treated by General Assembly.
- i) Discussions are noted on the minutes containing a summary of them, the text of the deliberations and outcome of votes. They are signed by the president and the secretary (in accordance with Article 9-3-l). Minutes are transcribed without erasures in chronological order on the register of deliberations.
- j) If the Association has an external auditor, it also intends its reports. The ordinary annual general meeting approves or adjusts the accounts and gives its discharge to Board members and treasurer.
- k) It shall elect Board members and ratifies new membership made on a provisional basis.
- l) If necessary, or at the request of half plus one of registered members, the President may convene an **extraordinary general meeting**.

9-3. The Board is composed of members elected by the General Assembly.

- a) It is composed of at least three and not more than nine persons and the number of its members is always odd.
- b) It is renewable every year by third. Members may be re-elected.
- c) The Board meets at least twice a year, convened by the president, at the place set by the summons. It may also be convened at the request of the majority of its members.
- d) One-half of Board members, present or represented, is necessary for the validation of deliberations. Decisions are taken by majority vote.
- e) The Board decisions are taken by a simple majority of members present or represented.
- f) The number of credentials that may be held by one person is unlimited
- g) The Board shall elect, among its members, its chairman, who has the title of president of the Association. The president represents the Association in all circumstances and in any instance.
- h) The Board is vested with powers to manage the Association, in due respect of the object of the Association and of the powers of the General Assembly.
- i) It takes all decisions relating to the management and conservation of goods of the Association, particularly those relating to the use of funds ; to take a lease of premises necessary for fulfilling the object of Association, and personnel management.
- j) The Board defines the strategic directions of the Association. It adopts the budget and the annual accounts of the Association.
- k) The Board shall elect among its members, in addition to the president, one or more vice-presidents, a secretary and a treasurer. These people form the Bureau.
- l) The chairman of the Scientific Committee (or his representative) is ex officio member of the Bureau with the right to vote, likewise members of the College of the founders.
- m) The chairman, vice-chairmen and the secretary shall perform the same functions for the benefit of the General Assembly.

Article 10. The Scientific Committee

The Scientific Committee is answerable for the scientific excellence of the works of the Association.

- a) It shall elect its chairman for two years. The number of its members is not limited but must always be odd. The members are elected by the Scientific Committee for the first vacancy for two-thirds of the seats. The Bureau shall submit nominations for the remaining third. The Bureau is represented by at least one person, without the right to vote, but whose opinion is sought mandatory for each question involving statutes, rules of procedure and funding.
- b) The Scientific Committee has no legal or administrative competence. However, it may issue, on reasoned opinion, a negative opinion on any expenditure which seems to contradict the goal of scientific excellence. In this case, the appropriateness of expenditure is decided by vote at the next General Assembly.
- c) It is solely responsible for the scientific quality of implemented tools and relevance of the works supported by the Association. It assists the Bureau in the distribution of available resources. He co-directs, with the Bureau, design tools available to researchers and programming activities of the Association.
- d) Given the national and international nature of the Association, the officers of the Scientific Committee who could not physically participate in the meetings may vote by proxy or by any electronic secured means. The number of powers that may be held by one person is unlimited.

Article 11. The College of founders

This body consists of founding members whose list is attached hereto. The founding members may exercise all the functions of management or scientific activity described by the by-laws.

They are members of the Board. Their voting rights cannot be combined with any other elected function or as Chairman of the Scientific Committee.

The quality of founding member is lost by resignation or death.

The founding members, whose names are attached hereto, can attribute this quality to any person who has contributed to the development of the Association in the period preceding the first General Assembly.

Article 12. Income and expenditure

12-1. The Bureau solely manages revenue and may incur expenditures.

12-2. The treasurer is solely entitled to hold the records under the control of officers of the Bureau. Out of the delegations of signature of the president, limited by levels corresponding to expenditures of the same nature, cheques can be issued under double signature of the president and treasurer. The treasurer is responsible for calls for contributions.

12-3. A bank account is opened by the president and treasurer, in the following: Credit Lyonnais, Agence Pyramide, 20 avenue de l'Opéra, 75001, Paris.

12-4. On assumption that the Association is declared to be under « public interest » regime by the fiscal administration, documents sent to donors will be signed by the treasurer and checked by the President.

Article 13. Dissolution

In the event of dissolution, decided by at least two thirds of members present at the General Assembly, one or more liquidators are appointed by the General Assembly and net assets, if any, are vested in accordance with Article 9 of the Act of 1 July 1901 and the Decree of 16 August 1901.

Article 14. Financial year

The financial year starts on 1 January and ends on December 31 each year, with the exception of the first financial year which begins a day after the publication of the declaration in the *Journal Officiel* to finish on December 31 of that year.

Article 15. Public Interest

a) The Association aims to be of public interest and with philanthropic, educational, scientific, and cultural goals, contributing to the development, promotion and dissemination of intellectual heritage. Although international concern, it contributes to the dissemination of French and European scientific knowledge.

b) The Association is managed on a voluntary basis by people who, themselves or through an intermediary, have no direct or indirect interest in the results of operations.

c) Those dispositions cover members of the Board, of the Bureau and of the Scientific Committee.

However, this rule does not cover intellectual productions protected by copyrights or scientific contributions and validated by the Scientific Committee and paid by the Association.

d) The Association makes no direct or indirect distribution of profits, in any form whatsoever.

e) If the Association has surpluses in the course of his business, they will not be accumulated in order to place them, but they will be intended to cope with future needs or projects in accordance with the scope of its mission.

f) The Board and the General Assembly will ensure that the activity of the Association comes up with needs little or not at all taken into account by the market (cooperative work of scholarship, support for researchers, preservation and availability of the literary heritage of Antiquity or linked with Antiquity in new approach, etc.).

g) The activity of the Association is mainly devoted to students. The Board is mandated to initiate motion within three years after the founding of the Association for educational actions in the direction of schools.

h) The prices charged by the Association (possible sale in case of legal obligation) are distinctly different from those practiced by the market for services of a similar nature (online texts, sales of CD-ROM, etc.).

i) The Association will choose the content of online advertising, taking into account the target audience (students).

j) On assumption that the Association is declared to be under «public interest regime» by the fiscal administration, operations of communication to appeal to public generosity, and information about its activities will not aim to capture an audience similar to that of competitive sector.

Article 16. External Auditor

On assumption that the Association is declared to be under « public interest » regime by the fiscal administration, and if the amount of donations received by the Association is exceeding 153 000 €, the Association will, by all means, advertise and certificate its annual accounts. It will appoint an external auditor (and a substitute auditor) who will perform its supervisory duties under the conditions set by the norms and rules of the profession.

Article 17. Evolution of by-laws

It is understood, from the beginning, that if the status of European Association is created, the Board will consider the feasibility of a change of status. It will submit this change to a vote by the ordinary or extraordinary General Assembly, under the express reservation that this change does not detract from the purpose and sustainability of the Association.

Similarly, the Board, responsible for exploring all possibilities to ensure the sustainability of the purpose of the Association, has the right to propose to the General Assembly the status of Foundation.

Article 18. Transitional measures

- a) During the transitional period, which extends from the publication of the declaration in the *Journal Officiel* to the first General Assembly, are members of the Association founding members whose names and qualifications are attached hereto (Annex 1).
- b) The Scientific Committee is established on a provisional basis. Its list of membership is attached hereto (Annex 2). The list of membership will be formalized by the Bureau at the end of the first General Assembly.
- b) As a transitional measure, the founding members form the Board.
- c) Pending the first General Assembly, the Association is chaired by Mr. Philippe Rousselot. Ms. Madec is treasurer. The both of them form the Bureau.
- d) The phrase "By-laws adopted by the constitutive General Assembly of..." will be added to the present by-laws as far as they would be modified by the first General Assembly.
- e) The President shall inform the administrative authorities of any change of by-laws.
- f) The annual fee is set, on a provisional basis, at 10 €.

The President

Philippe Rousselot

The treasurer

Clara Madec

Annex 1

List of Founding members

Mr. Balbo (Andrea), Italian citizen, Via S. Ottavio, 20 10124 Torino, Italy, philologist, Dipartimento di Filologia, Linguistica Tradizione e classica, Torino.

Ms. Garbarino (Giovanna), Italian citizen, Professor at Dipartimento di Filologia, Linguistica Tradizione e classica, Torino, Italy.

Mr. Levy (Carlos), French citizen, 7 rue de Fontenay, 92340, Bourg-la-Reine, France, Professor at the University of Paris-Sorbonne.

Mr. Malaspina (Ermanno), Swiss and Italian nationality, Corso Duca degli Abruzzi 36, I-10129 Torino, Italy, born April 20, 1966 in Turin, philologist, Dipartimento di Filologia, Linguistica Tradizione e classica, Torino,.

Mr. Rousselot (Philippe), French citizen, 5 rue Victor DAIX, 92200 Neuilly-sur-Seine, France, born June 17, 1959, Bordeaux, magistrate of the Court of Accounts.

Ms. Madec (Clara), French citizen, 2 rue Pierre et Marie Curie, 75005 Paris, France, student at the Ecole Normale Supérieure, rue d'Ulm.

Annex 2

Scientific Committee: List of first members

Balbo (Andrea)

Garbarino (Giovanna)

Lévy (Carlos), President

Malaspina (Ermanno)

