

Institut Pasteur



ARTICLES AND MEMORANDUM

Edition 2009

INSTITUT PASTEUR

ARTICLES AND MEMORANDUM



FRENCH REPUBLIC

**Ministry of the Interior,
Overseas and Local Authorities**

NOR: IOCA0806598A

DECREE of [stamp:] 21 NOV. 2008

**approving modifications made to the articles and memorandum
of a foundation recognised as being of public utility**

THE MINISTER OF THE INTERIOR, OVERSEAS AND LOCAL AUTHORITIES

On the report of the general secretary,

In light of law no. 87-571 of 23 July 1987 amended on the development of sponsorship, and in particular its article 18;

In light of decree no. 2007-807 of 11 May 2007 relative to religious associations, foundations, congregations and establishments, and implementing article 910 of the Civil Code, and in particular its article 9;

In light of the decree of 4 June 1887, which recognised the foundation called "Institut Pasteur" [Pasteur Institute] as an establishment of public utility, and the decree of 24 June 2003 which lastly approved the modification of its articles and memorandum, together with these articles and this memorandum;

In light, on 27 June 2007, of the deliberation of the assembly of the foundation;

In light of the proposed new articles and memorandum;

In light of the documents establishing the foundation's financial situation;

In light, on 26 December 2007, of the opinion of the minister for higher education and research;

In light, on 8 January 2008, of the opinion of the minister for economy, finance and employment;



In light, on 4 February 2008, of the opinion of the minister for health, youth and sport;

In light of the other documents in the file;

In accordance with the opinion of the Council of State (section of the interior),

DECREES:

Article 1

The foundation known as "Institut Pasteur", having its registered office in Paris, and which was recognised as an establishment of public utility by the decree of 4 June 1887, is henceforth governed by the articles and memorandum appended to the present decree.

Article 2

The general secretary is given responsibility for implementing of the present decree, which shall be published in the Official Journal of the French Republic.

Signed in Paris, on [stamp:] 21 NOV. 2008

For the minister and by delegation, the department head, Xavier PÉNEAU

[stamp:] MINISTRY [?] OF THE INTERIOR	FOR CERTIFIED COPY The civil administrator head of the office of groups and associations [signed] Marie LOTTER	[signed]
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Articles in addition to the Decree of [stamp:] 21 NOV. 2008

[stamp:] MINISTRY OF THE INTERIOR

[stamp:]
The civil administrator
head of the office
of groups and associations

[signed]

Marie LOTTER

INSTITUT PASTEUR
ARTICLES AND MEMORANDUM



[stamp:] 38 1425 Seen at the Section of the Interior
On 12/11/2008
The Rapporteur [signed]

ARTICLES AND MEMORANDUM OF INSTITUT PASTEUR
A foundation recognised as being of public utility by the decree of 4 June 1887

[stamp:] MINISTRY OF THE INTERIOR

TITLE I - AIMS

ARTICLE 1

Institut Pasteur is a foundation with the following object:

1. The development and conduct of research work in all fields of biological sciences which may contribute, directly or indirectly, to progress in the field of human health, and in particular in the field of infectious diseases.
2. Teaching and training relating to the above-mentioned research activities.
3. Knowledge transfer for the purpose of applications seeking to prevent or fight infectious, parasitic or immune system-related diseases or, more broadly, to improve health.

Institut Pasteur also has the mission, pursuant to the provisions of article 5 of law no. 87-571 of 23 July 1987 amended, and on the terms stipulated in the present articles and memorandum, to receive payments on behalf of works or organisations mentioned in articles 200 and 238 *bis* of the General Tax Code, which set themselves aims comparable to its own.

It also has the mission, pursuant to the provisions of article 20 of the above-mentioned law, to receive, for the purpose of undertaking non-profit-making work of general interest, related to its responsibilities, to allocate on an irrevocable basis property, rights and resources, with or without legal personality. This allocation can be called foundation.

The registered office of Institut Pasteur is in PARIS (15th *arrondissement*), at 25 rue du Docteur Roux.

ARTICLE 2

In France and abroad, the main means which Institut Pasteur proposes to use to achieve its purposes are:

1. Creation and management of research and teaching services laboratories.
2. Creation and management of reference, expert analysis and inspection laboratories, together with collections of microbial strains.



3. Creation and management of laboratories and services for the study, prevention and treatment of infectious, parasitic and immune system-related diseases.
4. Preparation, production and distribution of the products mentioned in the Public Health Code, together with all other products relating, in particular, to human and animal health.
5. Cooperation with all organisations or authorities pursuing a similar aim, and in particular with organisations previously created by Institut Pasteur.
6. Creation of establishments pursuing similar aims.
7. Organisation of scientific missions for the study of all problems covered by its mission.
8. Publication of results obtained in research work or in applications of it.
9. The establishment of grants, prizes or awards intended to encourage, in the Institute and outside it, work with one of the purposes mentioned in article 1 above.
10. Opening of individualised accounts for the purpose of receiving the payments mentioned in article 1.

TITLE II - ORGANISATION

ARTICLE 3

Institut Pasteur is administered by a board of directors consisting of twenty-one members, appointed as follows:

- A. Five ex officio members:
- A representative of the Minister with responsibility for Research
 - A representative of the Minister with responsibility for the Budget
 - A representative of the Minister with responsibility for Health
 - The Chairman of Centre national de la recherche scientifique [National Scientific Research Centre]
 - The Managing Director of Institut national de la santé et de la recherche médicale [National Institute of Health and Medical Research]



- B. Sixteen members elected by the assembly, either from within it or from outside it, comprising:
- a) four members chosen due to their scientific competence, at least three of whom working in the Institute: these four members are elected on proposals with seconders, presented by the scientific board;
 - b) two members belonging to the non-scientific personnel of Institut Pasteur who have at least ten years of service; these members are elected on proposals with seconders, presented by the works council;
 - c) ten members not working in the Institut Pasteur, comprising:
 - four members chosen due to their general, scientific or medical competence, at least two of whom work, or have worked, in scientific institutions or services;
 - six members chosen due to their financial, industrial, commercial, legal or managerial competence.

Elected members are appointed for six years; half these positions are renewed every three years, in each category.

Before the date of the first renewal the names of the outgoing members are chosen by drawing lots.

When an elected member of the board has held two consecutive mandates they can be re-elected for a third mandate only after a period of three years.

At the time of their appointment, or on renewal of their mandate, elected members must be under 70.

In the event of death, definitive inability to attend, revocation or resignation of one of the ten members of the board of directors referred to in paragraph c) above, they may be replaced by co-option of the board of directors, subject to the favourable opinion of the next meeting of the assembly to be held, and within the limits stipulated hereinafter.

Co-option by the board of directors will be valid only when it has been decided before the four months preceding the annual ordinary meeting. It may never concern more than two members between two meetings.

The duties of the new member take effect on the date of the meeting of the board of directors which co-opted them; they are terminated on the date when the mandate of the person which they replace would normally have expired.

ARTICLE 4

The board of directors chooses an executive committee from among its members, consisting of a chairman, one or two vice-chairmen, a secretary and a treasurer.

Members of the executive committee are elected for three years, and are re-electable.



ARTICLE 5

The assembly comprises ninety-three to one hundred and nine members, namely:

- a) twenty ex officio or appointed members, namely:
- seven members appointed respectively by the Minister with responsibility for Research, the Minister with responsibility for Higher Education, the Minister with responsibility for Health, the Minister of Foreign Affairs, the Minister with responsibility for Agriculture, the Minister with responsibility for the Budget and the National Defence Minister;
 - the chief education officer of the Paris Educational District, or a person chosen by them;
 - the chairman of the University of Paris V René Descartes, or a person chosen by them;
 - a director of one of the pharmaceutical science Research Training Units of the University of Paris V, appointed by the chairman of the latter;
 - the chairman of the University of Paris VI Pierre et Marie Curie, or a person chosen by them;
 - the chairman of the University of Paris VII Denis Diderot, or a person chosen by them;
 - the chairman of the University of Paris XI Paris Sud, or a person chosen by them;
 - the director of Lille Institut Pasteur;
 - the director of the Alfort national veterinary school, or a person chosen by them;
 - the chairman of the Research Institute for Development, or a person chosen by them;
 - the chairman and managing director of the National Agronomic Research Institute, or a person chosen by them;
 - the managing director of Public Assistance, or a person chosen by them;
 - a representative of the National Social Security Fund;
 - a representative of the Council of Paris.
- b) six to twelve directors of Institut Pasteur or associated Institutes appointed on the terms stipulated by the internal regulations.



- c) thirty persons from the scientific, administrative and technical and engineering executives, working in whole or in part at Institut Pasteur, appointed on the terms stipulated by the internal regulations
- d) six representatives of the unions representing non-executive Pasteur personnel, appointed on the terms stipulated by the internal regulations.
- e) thirty-one to forty-one members chosen due to their competences or to the interest held by them in Institut Pasteur, elected by the members in office of the assembly on a proposal of the board of directors or of a member of the assembly, who cannot be chosen from among persons working at Institut Pasteur.

Members, other than ex officio members, are appointed for six years.

In the event of death, resignation or election to the board of directors of a member of the assembly, except for the ex officio members and the thirty persons referred to in section c) above, they are not replaced before the next renewal of the assembly, except insofar as required to prevent the number of members chosen due to their competences or the interest they hold in Institut Pasteur from falling to less than thirty-one. The duties of the new member expire on the date when the mandate of the member they are replacing would normally have expired.

Members of the board of directors attend the deliberations of the assembly. However, they do not take part in the votes.

The assembly appoints from within itself a chairman and a secretary for each meeting.

ARTICLE 6

The scientific board comprises sixteen members, of whom:

- a) four members elected by the personnel belonging to the scientific executives, on the terms determined by the internal regulations.
- b) twelve members appointed by the board of directors on a proposal of the managing director on the terms determined by the internal regulations, including four taken from the scientific personnel of Institut Pasteur, and eight scientists not working at Institut Pasteur.

The members of the scientific board are appointed for four years. Half of them are renewed, in each category, every two years. At the first renewal the names of the outgoing members are appointed by drawing by lot.

The powers of the outgoing members can be renewed immediately only once. After this renewal a former member of the scientific board can be appointed again only two years after expiry of their previous mandate. In the event of death or resignation of a member of the scientific board they are replaced on the terms specified above. The duties of the new member expire when the mandate of the member they are replacing would normally have expired.



The scientific board appoints from within itself, for two years, a chairman, a vice-chairman and a secretary, who can be renewed for the same office only two years after expiry of their last mandate.

ARTICLE 7

The duties of members of the board of directors, the executive committee, the ad hoc committees, the assembly and the scientific board are unremunerated.

TITLE III - ATTRIBUTIONS AND OPERATION

ARTICLE 8

The board of directors meets at least four times per year, and each time it is convened by its chairman or at the request of one third of its members.

The presence of a majority of the members in office of the board of directors is necessary for deliberations to be valid. If the quorum is not reached a new convocation is made. The board can then validly deliberate if at least one third of the members in office are present.

Minutes of meetings are kept. The minutes are signed by the chairman and the secretary.

The board of directors can create ad hoc committees within itself.

The executive committee meets whenever it is convened by its chairman.

ARTICLE 9

The board of directors regulates the business of Institut Pasteur by its deliberations. In particular:

- it establishes the internal regulations of the Foundation on a two-thirds majority of the members in office, and submits these to the assembly for approval in accordance with article 22 hereinafter,
- it rules on the strategic guidelines presented by the managing director,
- it votes for the budgets, approves the accounts and determines the workforce covered in the budget,



- it determines the status and remuneration of the various categories of personnel:
- it authorises legal actions, on the terms stipulated in article 12 hereinafter,
- it appoints, on a two-thirds majority of its members in office, the managing director of Institut Pasteur, after consultation by its chairman of each of the members of the scientific board, of the managers of the scientific departments and, if the chairman sees fit, other competent persons,
- on a proposal of the managing director, it appoints the directors and scientific executives with the grade of professor and, if the office exists, the deputy managing directors, and the scientific department directors,
- it appoints the statutory auditor which undertakes its audit pursuant to law. An alternate auditor, called to replace the statutory auditor in the event of refusal, unforeseen difficulty, resignation, death or relief of office, is appointed at the same time and on the same terms as the statutory auditor, and for the same term,
- it decides to create or delete research units, on a proposal of the managing director,
- it submits to the assembly, for approval on an absolute majority of members present or represented, a modification of the distribution by category of the personnel who can be appointed to the assembly, if it judges this necessary in light of changes to the employee categories concerned,
- with a view to optimal exploitation of the Institute's activities, it can decide to establish contractual relations with one or more companies, or the participation of Institut Pasteur in an existing company or one which must be created. If Institut Pasteur acquires a majority holding the decision can be taken only if the representatives of the ministers raise no objection to this decision,
- it submits for the approval of the assembly the modification of the articles and memorandum on the terms stipulated in article 20, and takes all necessary measures to ensure application of it,
- it ratifies the creation of the individualised foundations under the aegis of the Foundation and confirms the approval of the works and organisations mentioned in articles 200 and 238 *bis* of the General Tax Code which wish to open an account at the Foundation,
- it receives and examines the policy and financial accounts and reports which are sent to it each year by the approved works and organisations justifying use of the received funds,
- it determines, in the internal regulations, the procedure applicable to the applicant works and organisations, the methods for managing the accounts and the rates of any deductions collected, or the duration of operation of the funds by the Foundation, in order to balance the management of the rendered service,



- it decides, giving a reasoned decision, and after having previously heard their accounts, to remove its approval from works and organisations which do not meet the obligations imposed on them by the present articles and memorandum and the internal regulations, or the aim or activities of which are no longer compatible with those of the Foundation, or management of which is such that it compromises the conduct of its own activities.

The board of directors can delegate a proportion of its attributions to its chairman or to its executive committee. The chairman or the executive committee must regularly report on the decisions taken using these delegations to the board of directors.

Each year the board of directors approves a special report which gives all useful particulars, in particular concerning:

- 1) organisation and operation of the accounts of the individualised foundations, and of the approved works or organisations,
- 2) the information which was sent to it in connection with the policy and financial reports as referred to in article 9 above,
- 3) the newly approved works or organisations, and accounts which have been liquidated.

This report is sent without delay to the Minister of the Interior and to the prefect of the *département*, in whose offices it may be examined by any interested party.

ARTICLE 10

The deliberations of the board of directors relating to purchases or exchanges of properties, leases and mortgage loans are inherently enforceable.

The deliberations of the board of directors relating to alienations of real property and to obtaining mortgages for loans, are valid only after administrative approval.

Acceptance of donations and legacies by deliberation of the board of directors takes effect on the terms stipulated by article 910 of the Civil Code.

ARTICLE 11

The assembly meets at least once per year on a convocation of the chairman of the board of directors. The convocation is mandatory if a quarter of the members of the assembly make such a request.

The minutes of the meeting are signed by the chairman and secretary of the meeting. They are sent to the members of the assembly before the next meeting.

The members of the assembly can have themselves represented, by giving a proxy to another member of the meeting or to its chairman, each of whom may have a maximum of three proxies.



The presence of a majority of the members in office is necessary for deliberations to be valid. If the quorum is not reached the chairman shall convene the meeting once again within three months, when it shall be able to deliberate validly without any quorum requirement.

Subject to the following provisions, votes are taken on the basis of a relative majority representing at least one third of the members in office. If this majority is not obtained the same question can, after a special deliberation of the board of directors which so decides, be submitted to the next meeting of the assembly; in this meeting the vote on this point is taken on a majority of members present or represented.

The distribution between categories for the purpose of appointing the thirty persons of the assembly is determined on the basis of an absolute majority of members present or represented.

The assembly elects the sixteen members of the board of directors referred to in article 3B.

The assembly must also reach a decision on the annual report of the board of directors on the activity of Institut Pasteur.

The adoption of the annual report of the board of directors is determined on an absolute majority of members present or represented.

If the assembly rejects the annual report on an absolute majority of members in office, all the elected members of the board of directors are renewed, unless the presented report concerns a financial year during which the board of directors in place has not exercised any responsibility.

In other cases the meeting is convened within a period of three months to reach a new decision on the report. It reaches a decision on a relative majority of members present or represented. If there are more negative votes than positive votes all the elected members of the board of directors are renewed, unless the presented report relates to a financial year during which the board of directors in place has not exercised any responsibility.

Only the assembly is competent to decide to amend the articles and memorandum, on the terms stipulated in article 20 hereinafter.

The assembly adopts the Foundation's internal regulations, in accordance with article 22, on an absolute majority of members in office.

The managing director presents to the meeting the accounts of the financial year ended approved by the board of directors.

ARTICLE 12

The managing director of Institut Pasteur, who is a scientist, is appointed for four years. Their mandate is renewable once. On their appointment, or on renewal of their mandate, the managing director must not have reached the age of 65.



The managing director, under the authority of the board of directors, is responsible for the operation of Institut Pasteur. They can delegate their signature to the members of the managerial personnel, on the terms determined by the board of directors.

They prepare the strategic guidelines submitted to the board of directors.

They appoint to the positions other than those which are stipulated for the board, in accordance with article 9.

They order the expenditure.

They represent Institut Pasteur in deeds of civil life and in law. If a legal application is made this must be authorised beforehand by the board of directors or, in the event of urgency, must be ratified in the first meeting of the board after the first process.

The managing director of Institut Pasteur is assisted in their duties by a director with responsibility for administrative and financial questions, and by the other members of the management.

They attend, with an advisory role, the meetings of the board of directors, of the executive office, of the ad hoc committees and of the assembly. They attend, or can be represented in, with an advisory role, the meetings of the statutory commissions and the scientific board.

ARTICLE 13

The scientific board submits its opinion to the managing director of Institut Pasteur and, if applicable, to the board of directors, concerning all problems relating to policy and scientific assessment, organisation and the research and teaching programme; it is consulted in relation to the creation, deletion and grouping of research and teaching services. It oversees the periodic assessment of the research entities.

The scientific board meets at least twice per half-year, on a convocation of the managing director.

TITLE IV - FINANCIAL MANAGEMENT

ARTICLE 14

The duration of each financial year of Institut Pasteur is one year, starting on 1 January and ending on 31 December.



Before each new financial year the managing director submits the budget of Institut Pasteur to the board of directors for approval.

The managing director keeps regular accounts of the operations of Institut Pasteur and produces the annual accounts (balance sheet, profit and loss account and appendices), in accordance with the rules determined for foundations by the accounting regulations in force.

The managing director settles the accounts of the financial year and submits them to the board of directors for approval.

The board of directors decides to carry forward the surplus of the financial year or to transfer it to the endowment fund. If a year shows a loss this loss is automatically transferred to carry-forward.

ARTICLE 15

Annual resources include current resources and exceptional resources.

The annual resources are comprised of the contribution of the individual foundations and of the works and organisations to the cost of operation of the general administration of the Foundation.

When the Foundation receives an irrevocable assignment of property, rights or resources from a third party, giving it responsibility to manage them for the general interest desired by the said third party, it opens a separate divisional accounting system to monitor this assignment and its use.

When the Foundation receives payment on behalf of works or organisations pursuant to 2 of article 200 and to the 2nd paragraph of e) of 1 of article 238 *bis* of the General Tax Code, it opens a separate account for each of these works or organisations.

Current resources include:

- proceeds from the real estate property or transferable assets acquired or retained as investments;
- proceeds from financial immobilisations;
- proceeds from concessions of licences for patents or technical files and, in a general sense, all fees or remuneration received due to the authorisation given to use or to refer to Institut Pasteur works;
- remuneration for services rendered to the benefit of all public or private authorities or organisations;
- remuneration for services rendered to individuals, in particular in connection with the medical centre;



- financial contributions granted by public or private authorities or organisations, except for those covered in article 17 hereinafter;
- gifts, except for those covered in articles 17 and 18 and in point c) of article 19;
- the proportion of equipment grants recorded in the profit and loss account, in accordance with article 17 hereinafter;
- reversals of current provisions established in previous years which are no longer applicable;
- in a general sense, proceeds from other resources assigned for the object of the foundation, or without any particular assignment.

Exceptional resources include:

- capital gains made on assignment of tangible and intangible assets;
- gifts in respect of the proportion for point c) of article 19 hereinafter;
- reversals of provisions recorded as exceptional costs in previous years which are no longer applicable;
- in a general sense, proceeds which are not related to the day-to-day operation of Institut Pasteur.

ARTICLE 16

The annual operating expenditure consists of all the operational expenditure plus the depreciations and transfers to current reserves.

The exceptional costs necessarily include the capital losses incurred when assets are assigned, and potential capital losses recorded at the end of the financial year as provisions.

ARTICLE 17

When financial contributions are granted to Institut Pasteur for purposes of investment in non-renewable property, their value is included under a heading for other equity called "Equipment grants". Each year sums equal or proportional to the depreciations applied in the same year to the property purchased using these grants are deducted from this account, and credited to the profit and loss account.

Whether the equipment in question is or is not renewable is assessed by analysing the financing agreement or, if there is no such agreement, by taking account of the foundation's operational conditions.



Gifts assigned by their giver for the purchase of a non-renewable asset are also included under this "equipment grants" heading.

ARTICLE 18

Gifts relating to physical assets for attainment of Institut Pasteur's corporate object are directly recorded as equities under the heading "Legacies and donations with an immobilised assets consideration".

Similarly, when gifts are granted to Institut Pasteur to establish a fund the income of which must be assigned for a particular purpose, they are included, in the year in which they are actually and definitively made, under this same equity heading. They are subject to specific monitoring, enabling the corresponding income to be determined each year, and enabling its usage to be verified.

ARTICLE 19

Gifts, except for those covered in articles 17 and 18, are recorded, for the financial year in which they are actually and definitively made, in the profit and loss account, using the following rule, which applies to each donation or legacy:

- a) the proportion of under or equal to 300,000 Euros is included under operating revenue;
- b) the proportion between 300,000 Euros and 2,500,000 Euros can also be included under operating revenue, to assist with coverage of the depreciations. The value which will thus be included under current resources is determined each year by the board of directors when the budget is voted, but may not exceed, in total, the value of the depreciations of the financial year not covered by equipment grants;
- c) the addition is included under exceptional income;
- d) the above values can be revised periodically by the board of directors to take account of recorded inflation.

TITLE V - AMENDMENT OF THE ARTICLES AND MEMORANDUM; DISSOLUTION OF THE FOUNDATION

ARTICLE 20

Amendment of the articles and memorandum is proposed for the approval of the meeting by the board of directors ruling on a three-quarters majority of the members in office.



Amendment of the articles and memorandum is adopted by the meeting on a three-quarters majority of the members in office. It is submitted for approval of the Government.

ARTICLE 21

In the event of dissolution, or withdrawal of recognition as an establishment of public utility, the board of directors would appoint one or more auditors responsible for liquidating the assets of the foundation; it would attribute the net assets to one or more comparable establishments, which may be public or recognised as being of public utility.

The deliberations would be sent without delay to the Minister of the Interior.

If the authorisation stipulated in II of article 5 of the law of 23 July 1987 amended is produced, particularly in the cases stipulated in the final paragraph of this article, or if the foundation is dissolved, the accounts of the approved establishments will be liquidated before liquidating the foundation's assets.

If the board of directors has not taken the indicated measures a decree would be given to accomplish them. The holders of funds, documents, books and archives belonging to the foundation shall validly release them directly to the liquidator-auditor appointed by the said decree.

The deliberations of the board of directors stipulated in the present article are valid only after approval by the Government.

TITLE VI - MISCELLANEOUS PROVISIONS

ARTICLE 22

The internal regulations of the Foundation, which stipulate the methods of application of the articles and memorandum, are determined by the board of directors, adopted by the assembly and approved by the Minister of the Interior. They can be amended on the same terms.

These regulations determine, in particular, the provisions common to the bodies of the foundation, and the provisions specific to the appointment of their members.

ARTICLE 23

The annual report of the board of directors, the budgets and the accounts are sent to the Minister of the Interior, to the Minister with responsibility for Health, to the Minister with responsibility for Higher Education and to the Minister responsible for Research.



ARTICLE 24

The Minister of the Interior, the Minister with responsibility for Health, the Minister with responsibility for Higher Education and the Minister responsible for Research are entitled to have the various services depending on Institut Pasteur visited, and to have reports on their operation submitted to them.

Signed in Paris, 12 February 2008

The Chairman of the Board of Directors

[signed]

