

# **Bye-laws of the International Union Against Tuberculosis and Lung Disease**

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*Revised in Paris, 4<sup>th</sup> November 2006*  
*Revised in Cape Town, 11<sup>th</sup> November 2007*  
*Revised in Paris, 19<sup>th</sup> October 2008*  
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## **Article 1: Financial conditions**

### ***I Contributions***

The contributions paid by members of the International Union Against Tuberculosis and Lung Disease (hereafter identified as “**The Union**” or the “**Association**”) to ensure its operation are fixed by the Board of Directors and according to the category of the members in question.

All paid contributions become the definitive property of the Association.

Members leaving the Association, for whatsoever reason, shall have no claim on any part of the Association’s assets (including the fees they paid for a particular year if they leave the Association during this year).

#### **1 Organisational Members**

The annual contributions for Organisational Members are fixed within the following guidelines:

- Union fees are approved by the Board of Directors, on recommendations proposed by the Secretariat, and defined using guidance documents of the World Health Assembly Scale of Assessment and the World Bank.
- The annual contribution is calculated in the currency of the country in which the Association’s headquarters are located.
- Union fees will be reviewed and potentially updated accordingly every 5 years. 1 year’s notice will be given to organisations of fee changes.

#### **2 Associate Members**

The level of the nominal annual contributions paid by Associate Members is set by the Bureau or the Board of Directors according to proposals made by The Union and/or the Board of Directors.

### **3 Individual Members**

The annual contributions paid by Individual Members are fixed within the following guidelines:

- Union fees are approved by the Board of Directors, on recommendations proposed by the Secretariat. A country's income status is defined using the World Bank country classifications for guidance, or an appropriate classification.
- The annual contribution is calculated in the currency of the country in which the Association's headquarters are located.
- The Union fees and country classifications will be reviewed and potentially updated accordingly every 5 years. 1 year's notice will be given to members of fee changes.

The President shall have discretionary power to reduce an Individual Member's fees in exceptional and specific cases, by issuing a notice in writing to the Secretariat.

### **4 Honorary Members and Medallists**

Honorary Members and recipients of The Union Medal are exempt from paying annual contributions.

### **5 Miscellaneous**

A call for contributions to Organisational Members, Associate Members and Individual Members is made annually.

For new members, the contribution for the total amount of the calendar year during which they join The Union shall be due immediately following their acceptance.

## ***II Reserve funds***

Reserve funds, including the surplus of annual income over annual expenses, may be constituted by a simple decision taken by the Board of Directors.

Such funds shall be employed for the general activities of the Association.

The sums making up such funds may equally be invested in transferable securities, registered in the name of the Association, on the decision of the Board of Directors.

## ***III Donors***

Donors are individuals or legal entities having demonstrated their support for the activities of the Association by a grant or donation. Donors do not pay dues and

subscriptions and therefore do not participate in the General Assembly. The Association undertakes to keep them informed of the actions it carries out.

## **Article 2: Resignation, Demise of a member**

### **1 Resignation**

Resignation of members occurs through notification to The Union in writing, with acknowledgement of receipt. A resignation shall require neither explanation by the resigning member, nor confirmation from the Board of Directors.

The resignation shall become effective immediately on the date of the receipt of the notification by The Union and shall automatically and immediately result in the loss of membership of the Association. No reimbursement of membership contributions will be granted.

### **2 Demise**

In the case of the demise of a member (either by way of resignation, dismissal or death), beneficiaries or assignees of assets of this member shall not receive transfer of the member benefits.

## **Article 3: Languages**

The official languages of the Association are French, English and Spanish. In case of conflict, the English version shall prevail.

## **Article 4: General Assembly**

### ***I Voting conditions***

#### **1 Voting by proxy**

If a member of the General Assembly cannot be present in person during a General Assembly, and has chosen not to vote online, they may designate a proxy mandated to represent them. The proxy must be a member in Good Standing (as defined in the Constitution of the Association).

Proxy voting forms shall be obtained on request to the Secretariat. When a proxy voting form is used, it must be duly dated and signed by the member wishing to be represented. Failure to comply with this shall result in the form not being taken into consideration.

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If the proxy voting form does not express the voting intention of the individual giving the mandate, the representative designated by name on the proxy form shall be free to approve or disapprove the proposed motions, or to abstain.

The proxy voting forms, duly completed as stated above, must be sent to the Secretariat prior to the opening of the General Assembly, or may be presented by the designated representative prior to the opening of the General Assembly. Without a completed proxy form, the designated representative's vote will not be counted.

### **2 Voting by correspondence**

Voting members of the General Assembly have the right to vote by electronic or paper ballot. Paper ballots should be received by the Secretariat duly dated and signed at least 7 days before the General Assembly.

## ***II Convocations***

The Agenda, along with any enclosed documents, shall be sent by or on behalf of the Secretary General to all members no less than 30 days before the date set for the General Assembly. Any member of the General Assembly of the Association may submit observations, amendments or additional points for the Agenda, in writing, up until 7 days before the opening of the General Assembly.

## ***III Observers***

Each Individual Member in Good Standing (as defined in the Constitution of the Association) may participate as an observer in the General Assembly with the right to speak *via* their Scientific Section Chair, or by prior consent of the President. The President may invite other individuals if needed depending on the Agenda.

## ***IV World Conference of the Association***

The Board of Directors decides upon the location and dates of the Association's world conferences following proposals from the Coordinating Committee of Scientific Activities.

## **Article 5: Board of Directors**

### **1 Composition**

The Board of Directors will be formed by 15 to 25 members. Eight to eighteen Individual Members are elected by the General Assembly from among the Association's members following proposals from the Nominating Committee. Such Individual Members shall be selected according to criteria of competence and expertise in relation to the aims and objectives of the Association. It is desirable for each of the Individual

Members of the Board of Directors to be a member of a different country. Particular attention shall be paid to ensure parity between the sexes in the Board of Directors.

Seven members representing each Region in the Association shall be elected following proposals put forward by the governing bodies of these Regions and after consultation with the Nominating Committee. The mandate of a regional representative shall automatically end following any resolution to this effect by the regional body concerned.

The Chairs of the four Scientific Sections, who are elected by the members of their section and appointed by the General Assembly, shall each have a seat on the Board of Directors. The mandate of a section representative shall end when their mandate as Section Chair ends.

The past President of the Association is a member of the Board of Directors for a mandate of a maximum of six years. Each time a new President is elected, the past President changes as well.

The Chair of the Coordinating Committee of Scientific Activities, nominated by the President, shall have a seat on the Board of Directors.

The President of the Association may nominate one or two individuals selected for expertise required on the Board, on the recommendation of the Nominating Committee and approved by the Board. He or she may be re-nominated yearly for a maximum of 6 years.

During their mandate, the members of the Board of Directors will act and speak in the interests of the Association and not in the interests of their organisation.

## **2 Length of mandate**

As stipulated in Article 5 of the Constitution, each member of the Board of Directors shall be elected for three years. At least 2 members of the Board of Directors are replaced each year.

The Chair of the Coordinating Committee of Scientific Activities shall be a member for a three-year period, renewable once.

## **3 Delegation of power**

The Board of Directors may confer permanent or temporary powers on certain of its members; such delegation must necessarily include a definition of the task being delegated, the reach of the conferred powers and their duration. In the case of a permanent delegation of power, it shall be limited to an initial period of one year.

During each of its annual meetings, the member having the delegated power shall report to the Board of Directors on the various actions carried out in its name. This delegation

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of power may be extended for an equivalent period or renewed after modifications have been made.

### **4 Role of the Board of Directors**

The Board of Directors possesses and exercises the powers that the General Assembly confers upon it. It also executes the tasks bestowed upon it by the General Assembly.

Board members are obliged to set aside their personal and professional interests and act and speak in the interests of The Union. They shall be required to declare any conflicts of interest.

Any member of the Board of Directors who fails to attend Board of Directors meetings during two consecutive meetings without a valid justification shall cease to belong to the Board of Directors.

### **Article 6: Board of Directors Bureau**

The Board of Directors sets up a Bureau and then confers on it tasks that it determines. The Bureau meets regularly between meetings of the Board.

The members of the Bureau are selected from among the members of the Board of Directors who are currently in office.

According to Article 6 of the Constitution, during its first meeting following the General Assembly the Board of Directors must elect a Bureau composed of a President, a Vice President, a Secretary General and a Treasurer, following proposals from the Nominating Committee.

The elections shall be carried out according to a simple majority of votes and shall be conducted in secret.

The members of the Bureau cannot represent Organisational Members at the General Assembly. If they have such responsibilities during their election, they shall resign from any such posts involving national representation. During their mandate, they shall only act and speak in the general interests of the Association.

### **The President**

The President presides over Board of Directors meetings and General Assembly meetings. The President's functions are defined in Articles 6 and 13 of the Constitution. This person is the President of the Association.

The President may be re-elected annually for a maximum of six years. After accomplishing the work of President, he or she will automatically become, as ex-President, a member of the Board of Directors with voting rights. Each time a new President is elected, the Past President changes as well.

### **The Vice President**

The Vice-President presides over Board of Directors and General Assembly meetings in the absence of the President, and carries out any other function allocated him or her by the Board of Directors and the General Assembly. In the case of the demise or the resignation of the President, the Vice-President shall assume the President's functions until the end of the mandate.

The Vice-President may be re-elected each year for a maximum of three years as Vice-President, in accordance with proposals from the Nominating Committee.

### **The Secretary General**

The role of the Secretary General is stipulated in Article 6 of the Constitution. He or she may be re-elected each year for a maximum of three years as Secretary General, in accordance with a proposal from the Nominating Committee.

### **The Treasurer**

The Board of Directors elects the Treasurer on the recommendation of the Nominating Committee. He or She may be re-elected from year to year.

The Treasurer is required to control the income and expenses of the Association according to the budget and policies approved by the General Assembly. The Treasurer arranges investment of the Association's funds in relation to the policy that may be decided upon from time to time by the Board of Directors. At each meeting of the General Assembly and the Board of Directors, the Treasurer shall report on the financial status of the Association. The Treasurer is required to transmit the Auditor's Report to the Board and the General Assembly.

The Board of Directors shall each year designate one or more persons to whom the Treasurer may delegate his or her powers, as stipulated in Article 6 of the Constitution.

The Bureau of the Board of Directors regularly meets prior to the Board of Directors meeting.

Members of the Bureau may participate in a meeting and vote by means of video conference or any other telecommunications means that allows all persons participating in the meeting to be identified (including the telephone) for so long as any such telecommunications means shall allow continuous and simultaneous transmission of the

discussions and resolutions. Such participation in a meeting shall constitute presence in person at the meeting.

### **Article 7: Establishment of Committees / Scientific Sections and Collaborating Centres**

As stipulated in Article 9 of the Constitution, at the initiative of the Board of Directors several Committees, either temporary or permanent, may be established with responsibility for precise assignments.

The Board of Directors shall set the length of the function of members of these committees, in relation to their missions and the nature of their work.

The meetings and actions of these Committees are subject to a written report to be made to the President within a period defined during the setting up of each Committee. The President is responsible for communicating the content of such reports to other members of the Board of Directors.

The potential proposals made by these Committees in relation to their mission shall have no binding effect on the Board of Directors. The resolutions of Committees adopted by the Board of Directors shall be communicated to the members of the Association during the General Assembly, within the framework of the reporting on the activities of the Association.

If the Board of Directors judges it to be useful, a General Assembly may be convened especially to study the results of the work of a specific Committee.

Membership of the Committees must include only members in Good Standing (as defined in the Constitution of the Association) and should be selected for their expertise, geographical and gender balance. Members of any committees shall receive no remuneration for the functions entrusted to them.

#### **1 Nominating Committee**

*Objective:* To identify members for vacant posts and for honorary members / medallists.

*Tasks:* To propose:

- 1) candidates to fill each vacant position on the Board of Directors:
  - a) individual members (at least two candidates must be proposed for each vacant post)
  - b) names put forward by the regions
- 2) candidates for positions on the Bureau
- 3) nominees for honorary membership and recipients of medals.



All names should be submitted to the Board of Directors, which makes the final decision as to 2) and 3) above.

The names of candidates for posts on the Board of Directors must be sent to the Secretariat of the Association, which shall then transmit them to the Nominating Committee at least two months before the next ordinary annual General Assembly. The Committee's nomination has to be sent to all members at least one month before the General Assembly.

*Membership:* The committee will be chaired by the past president. Two senior members representing regions will be selected by the Board of Directors and will serve for one year on a rotating basis. These two members shall not be members of the Board.

## **2 Sub-Committees of the Board of Directors**

As per the constitution, the Board of Directors has the authority to create sub-committees of the Board to work on topics critical to the Association.

## **3 Coordinating Committee of Scientific Activities**

*Objective:* To oversee all scientific activities of The Union

*Tasks:* Will be carried out by two sub-groups:

### Sub-group 1:

- a) To review scientific activities, projects, national and international courses and studies of the Association with an unbiased perspective, as to content, focus quality and ethical principles.
- b) To review the applications of Collaborating Centres. Each Collaborating Centre will describe the details of the collaboration project in their application. They can be designated for a certain period of time as a Collaborating Centre after the approval of the Board of Directors, and will have to report back periodically about the outcome of their activities.
- c) To objectively select the winners of the Scientific Prize, the Public Health Prize and the Young Investigator Prize at each annual scientific meeting based on a scored application process.

### Sub-group 2:

To co-ordinate the programme of the annual scientific meetings of the Association with the Scientific Section programme secretaries. Regional meeting coordination will be overseen by this committee.

*Membership:* Chair: see article 6. This person will chair both sub-groups.

Membership of sub-group 1: In addition to the chair, the directors of The Union's scientific departments and the Chairs of each scientific section and sub-section shall be members of the committee.

Membership of sub-group 2: In addition to the chair, the members shall be composed of one representative from the Secretariat, one regional representative and the Programme Secretaries of each Scientific Section and Sub-Section.

All committees shall report to the Board at least annually. The tasks, responsibilities and functions of each of these Committees are set from year to year by the President of the Association after consultation with the President of each Committee.

### **4 Scientific Sections**

Immediately on joining the Association each Individual Member assigns her/himself to a Scientific Section. The members of a Scientific Section elect the Vice Chair and Secretary of their Section for a period of 2 years with non-renewable mandates. After 2 years, the Vice Chair and Secretary step up to become Chair and Programme Secretary respectively, again with 2 year non-renewable mandates.

Individual Members may also assign themselves to a Sub-Section. The members of a Sub-Section elect the Programme Secretary of their Sub-Section for a period of 2 years, with non-renewable mandates. After 2 years, the Programme Secretary steps up to become Chair, again with a 2 year non-renewable mandate.

### **5 Ethics Advisory Group**

The Ethics Advisory Group provides ethical guidance on The Union's work at national and international levels.

*Tasks:*

- a) To review research proposals in which The Union has a stake and advise both the investigators and The Union on the ethical acceptability of the proposed conduct of studies.
- b) To propose and promote ethical standards that apply to the conduct of research and to the planning of services for lung health and public health, taking account of the principles of justice, equity, fairness, efficiency and access.
- c) To consider ethical issues involved in international development and the

implications for national and global policies for the promotion of lung health, and report these to The Union.

*Membership:*

The membership of the group will normally not exceed 6 persons, drawn from a variety of geographical regions. Individual membership is generally for 3 years, extended or renewed in certain circumstances. Membership is reviewed regularly to ensure that the range of experience available meets the group's needs.

## **6 Ad Hoc Committees**

The Board of Directors and/or the President of the Association may set up Ad Hoc Committees from time to time for any special task judged necessary.

The President of the Association names the presidents and members of these said committees. The Ad Hoc Committees must then report to the Board of Directors or President of the Association.

Unless renewed by the Board of Directors, each Ad Hoc Committee shall be dissolved at the Board of Directors meeting following its setting up.

All the Chairs of Ad Hoc Committees must submit an activity report to the Board of Directors meeting before the General Assembly.

## **Article 8: Regions**

As stipulated in Article 12 of the Constitution, all members of the Association are grouped within Geographical Sectors known as Regions. These regions may correspond wherever possible to those of the World Health Organization.

The role of the regions is to permit actions and approaches to be suitably adapted to the specific needs of each zone, as well as co-ordinating the actions of members within the corresponding geographic sector.

Each of the Regions is an integral part of the Association. Thus, all members of Regions must first be members of the Association.

An operational charter known as the "Regional Charter" organises the Regions. This must be approved by the Board of Directors of the Association. Regional Charters define the mission, aims, committees, regional conference parameters and other guidelines relevant to the region. All committee positions and members as defined by Regional Charters must first be Individual Members of The Union and in Good Standing (as defined in the Constitution of the Association).

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All the Regions must submit an annual activity report to The Union for approval by the Board of Directors; this shall include an operational and financial report.

As soon as the term of the Regional position on the Board expires, the Region submits a nominee for the post to the Nominating Committee.

### **Article 9: The Secretariat**

The Secretariat of the Association is under the authority of the President of the Association, who delegates part of these functions to an Executive Director.

### **Article 10: The Executive Director**

The Association employs an Executive Director as stipulated in Article 16 of the Constitution. The Executive Director is authorised to hire and dismiss Association employees in accordance with the budget and general directives given by the Board of Directors.

The Executive Director is responsible for carrying out the programme as defined by the Board of Directors and remains in permanent contact with the President of the Association and the Members of the Bureau.

### **Article 11: Financial audit**

A legal auditor, selected by the Board of Directors and validated by the General Assembly, shall verify the accounts of the Association once yearly.

### **Article 12: Miscellaneous**

In the case of any contradictions between arrangements in the Constitution and arrangements in the Bye-Laws, the Constitution shall take precedence.

### **Article 13: Modification or amendment of the Bye-laws**

The Bye-laws can be modified or amended and additions can be made based on the decision of the Bureau. These changes will then need ratification by the following General Assembly and formal approval from the Minister of the Interior.