

Constitution of the International Union Against Tuberculosis and Lung Disease

Adopted in Bangkok, 25th November 1998

Revised in Paris, 1st November 2004

Revised in Cape Town, 11th November 2007

Revised in Lille, 30th October 2011

Revised in Liverpool, 28th October 2016

Revised in Guadalajara, 13th October 2017

Revised in The Hague, 26th October 2018

I AIMS AND COMPOSITION OF THE ASSOCIATION

Article 1: Denomination, Aims, Headquarters, Term

The Association, originally known as the International Union Against Tuberculosis, officially founded on July 13th, 1956, and whose denomination was changed on September 20th, 1989, to become the International Union Against Tuberculosis and Lung Disease (“**The Union**” or the “**Association**”), has as its aim the prevention and control of tuberculosis and lung disease as well as related health problems on a world wide basis, with a particular emphasis on low- and middle- income populations.

The aim is to promote national autonomy within the framework of the priorities of each country by developing, implementing and assessing anti-tuberculosis, lung health and Non Communicable Disease programmes as well as other public health issues.

The aims of the Association are:

- to gather and to disseminate knowledge on all aspects of tuberculosis and lung disease, as well as on resulting community health problems;
- to alert doctors, decision makers, leaders of opinion and the general public to the dangers presented by tuberculosis, other lung diseases, HIV, and non-communicable diseases as well as the community health problems associated with them;
- to co-ordinate, assist and promote the work of its members throughout the world;
- to establish and maintain close links with the World Health Organisation, other United Nations organisations, and government and non-government institutions in health and development sectors.

The duration of the Association is not restricted in time.

Its headquarters are located at 68 Boulevard Saint-Michel, 75006, Paris, France. They may be transferred by simple decision of the Board of Directors to any other location in the Ile de France. Transfer beyond this perimeter shall be subject to approval by the General Assembly.

Article 2: Means of action

In order to attain the aims laid down in the previous Article, the principal means employed by the International Union Against Tuberculosis and Lung Disease are as follows:

- technical assistance: through support and assistance with technology transfer, and skills and knowledge transfers between technically advanced countries and others less so;
- education: through the diffusion of information, training of health personnel, decision-makers and the general public. The means to be used are the organisation of conferences, seminars, training courses, publication of journals and reviews, scientific papers, guides, the organisation of public events and the various media associated with the foregoing, as well as participation in national and international meetings;
- support for research: through assistance and collaboration with affiliated research units, in co-operation with external research institutes and organisations.

The Association reserves the right to take the initiative, in as far as it is able, to send a team to any country requesting it and to seek all the necessary assistance and collaboration in order to permit its members to fulfil their assignments in whatever parts of the world that they may be called to serve.

Article 3: Composition, Members, Admission to Membership

The Association is composed of individual persons and legal entities, including organisational, associate, individual and honorary members.

1 Organisational Members

Organisational Members are organisations, including health organisations, services, ministries and foundations dealing with tuberculosis, HIV, lung disease and other public health issues which share the same aims as The Union, who have been approved as members of The Union and are in Good Standing (as defined in Article 11.1 below). Heritage Members are Organisational Members who have been identified as long serving and/or supportive organisations, and have been nominated by the Board of Directors to receive a special title due to their paid commitment.

Any Organisational Members who are in Good Standing (as defined in Article 11.1 below) have the right of discussion and vote at the General Assembly.

2 Associate Members

Associate Members are organisations from any country that wish to be members of The Union but are not able to pay the Organisational Member's Union fee and/or were not

able to identify a sponsor to pay such fee, and that have been approved as members and are in Good Standing (as defined in Article 11.1 below). The Associate Member category is only open to new members joining The Union for the first time.

Associate Members are requested to pay a nominal annual fee. They may attend the General Assembly as observers but do not have any voting rights.

3 Individual Members

Individual Members are individuals (including students and benefactors) who subscribe to the aims of the Association, are in Good Standing (as defined in Article 11.1 below) and affiliated to a Scientific Section and Union Region. They participate in the work of the General Assembly and have the right of discussion and vote at the General Assembly through their affiliated Scientific Section(s).

4 Honorary Members

Honorary Members are individuals who render or have rendered valuable services that have been made known to the Association. The title of Honorary Member entitles such individuals to have the right of discussion and vote at the General Assembly without the need to pay dues and subscriptions.

5 Conditions of Admission

In order to become a member of The Union, any prospective members shall duly apply online or file a membership form with The Union and pay the contribution fees, if any.

All new Organisational and Associate Members of the Association must first receive approval from The Union. The Secretariat has the power to approve new and returning members in accordance with the definitions and guidelines for membership approved by the Board of Directors.

The members of the Association shall refrain from holding any political or religious discussions or events within the Association.

Article 4: End of Membership, Dismissal

Membership of the Association may be forfeited through:

- i. resignation,
- ii. death,
- iii. by dismissal decided by the Bureau for the non payment of any due contributions, or for serious motive such as a member not observing the Constitution and/or Bye-Laws, acting or failing to act in a way that is likely to

Constitution of The Union

directly or indirectly prejudice the moral or financial aspects of the Association's activities or damage its reputation, or

- iv. by dismissal decided by the Board of Directors for any reason other than those listed in (iii) above.

A member whose dismissal is being considered for a reason other than for not paying its due contributions shall be so informed and shall be allowed the opportunity to make a defence in writing to The Union before her/his/its dismissal is decided upon. Such defence will be reviewed by the Board of Directors, who shall decide upon the member's dismissal by a simple majority vote.

Non-payment of contribution fees will result in the defaulting member being removed from the active membership record, and thus losing any associated benefits of such active membership.

II ADMINISTRATION AND OPERATION

II.1 The Board of Directors

Article 5: Board of Directors

The Association is administered by a Board of Directors. The number of members on the Board is fixed by the ruling of the General Assembly and shall contain a minimum of 15 and a maximum of 25 members.

The Members of the Board are elected by the General Assembly, by secret ballot, for terms of 3 years, except in cases where shorter terms are provided in the Bye-laws, and with the additional exception that whenever a member of the Board of Directors is elected to the Bureau of the Board of Directors his or her term as a Board member shall be automatically extended to terminate no earlier than his or her term as a member of the Bureau. In the case of vacancies on the Board, the Board of Directors shall provisionally appoint members. Definitive office is decided upon at the next General Assembly. The powers of members who are thus elected terminate at the same time that the mandate of the member they replaced would have terminated.

At least 2 of the Board's members shall be renewed annually by the General Assembly.

Outgoing members may be re-elected for not more than two full terms.

Each member of the Board of Directors may hold only one proxy.

Permanent or temporary delegation of proxy may be conferred by the Board of Directors immediately on nomination to certain of its members and according to the conditions

laid down in the Bye-Laws, in order to offset the absence of the President or several members of the Bureau, and in order to take urgent decisions and emergency measures.

Such acts of delegation shall be automatically revoked the evening prior to the day fixed for the next General Assembly which shall then proceed with the electing of the new Board.

Each Region and Scientific Section of The Union is entitled to have at least one member on the Board of Directors.

Article 6: The Bureau of the Board of Directors

The Board of Directors selects, by secret ballot from among its members, a Bureau composed of a President, a Vice-President, a Secretary General and a Treasurer.

Effective with the election of Bureau members in 2018, the terms of Bureau members and their terms as Board members shall be as provided below and in Article 5.

For purposes of implementing these terms, the terms of the Bureau members elected following the 2018 General Assembly will become staggered so that the President's and Vice President's terms will end following the 2019 General Assembly, the Secretary-General's term will end following the 2020 General Assembly, and the Treasurer's term will end following the 2021 General Assembly.

Thereafter, all Bureau terms will be for three years. The President will be elected a year in advance of taking office, beginning with the 2018 Bureau election, and will serve as a non-voting, ex officio member of the Bureau as President-elect for one year before assuming the role of President. For purposes of implementing this provision, at the 2018 Bureau election one person shall be elected to serve as President until the end of the 2019 General Assembly, and there shall be a separate vote for a person to serve as President-elect before beginning a three-year term as President at the conclusion of the 2019 General Assembly.

The President has responsibility for carrying out the decisions of the Board and ensuring the correct functioning of the Association.

The Vice-President assists the President in carrying out these functions and deputises when the President is unable to attend in person.

The Secretary General is responsible for supervising the carrying out of the decisions taken. He/she is responsible for all convocations and for the drafting of the Minutes, Association correspondence and the keeping of the Register, as laid down in Article 5 of the law of July 1st 1901.

The Treasurer has the power to sign all necessary accounting documents required for carrying out the decisions of the Association. In the case of absence or unavailability,

Constitution of The Union

the Treasurer shall temporarily delegate his/her power of signature to one of the members of the Board of Directors, or to someone in charge within the Secretariat who has been chosen with the majority approval of the present Board.

A Bureau member may be removed from office, with or without cause, at a meeting of the Bureau, with at least three members of the Bureau voting in favour of removal, or by the Board of Directors, duly called, by the affirmative vote of two-thirds of those members of the Board of Directors who are present and voting.

In the case of any vacancy on the Bureau, whether caused by resignation, removal, death, incapacity or otherwise, the remaining members of the Bureau shall provisionally appoint a replacement Bureau member from among the members of the Board of Directors. Definitive office is decided upon at the next meeting of the Board of Directors. The powers of members who are thus appointed or elected terminate at the same time that the term of the member they replaced would have terminated.

Article 7: Action by The Union

Any action that shall be taken by The Union shall be taken by (i) the Board of Directors of The Union, (ii) the Bureau of the Board of Directors of The Union or (iii) any individual designated by the Board of Directors or the Bureau to the effect of taking such particular action.

Any formal communication to The Union shall be delivered to the President or the Bureau of The Union at the address of the headquarters of The Union.

Article 8: Board of Directors Meetings

The Board shall meet at least once every 6 months, and every time that it is convoked by its President or on request by one quarter of its members.

The presence of at least one third of the members of the Board of Directors is necessary for its deliberations to have validity.

In the case of a divided vote, the President shall cast the deciding vote.

Minutes shall be kept of all meetings. The Minutes of the Meeting are signed by the President and the Secretary General. They are drawn up so as to contain neither blank spaces nor deletions, all pages shall be numbered and the Minutes archived at the headquarters of the Association.

At the request of any member of the Board of Directors, one or more persons may be invited in a consultative role, due to their competence or office, to attend Board Meetings.

Members of the Board of Directors 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 9: Committees, Sub-Committees and Commissions

The Board of Directors may set up any committee, sub-committee or commission of its choice, these may be permanent or otherwise, and the Board shall decide upon their composition and responsibilities, which shall always be consultative, in order to obtain assistance in its assignment.

Article 10: Remuneration

Members of the Board of Directors shall receive no remuneration for the functions entrusted to them.

Repayment of expenses is the only exception. The latter must have been subject to a specific decision by the Board of Directors and decided upon without the presence of the interested parties. Receipts and supporting documents must be produced and shall be subject to verification.

Remunerated officers of the Association may be called upon by the President to assist, in an advisory capacity, during General Assemblies or Board Meetings.

II.2 The General Assembly

Article 11: General Assembly

The General Assembly is chaired by the President of the Association.

1 Composition, Voting Rights

The General Assembly of the Association comprises Organisational Members, Chairs of Scientific Sections representing Individual Members, and Honorary Members who have voting rights according to voting conditions.

Only members in Good Standing may vote. A member in “**Good Standing**” shall mean that a member has fully paid her/his/its membership fees due for the voting year.

Constitution of The Union

a. Votes among members present

Unless provided otherwise, the General Assembly shall take its decision on a simple majority vote. Where appropriate, and in the case of a tie or divided vote, the President shall cast the deciding vote.

b. Voting of Individual Members

Individual Members have a number of votes proportional to the number of Individual Member in Good Standing (as defined in Article 11.1 above) in their Scientific Section. The number of votes is determined as follows:

From 1 to 49 Individual Members in the Scientific Section	1 vote
From 50 to 199 Individual Members in the Scientific Section	10 votes
From 200 to 500 Individual Members in the Scientific Section	20 votes
More than 500 Individual Members in the Scientific Section	50 votes

Each Individual Member votes online prior to the General Assembly. Those votes are counted and are provided to the General Assembly as the voting decision of each Scientific Section.

Individual Members are represented within the General Assembly by the Chairs of the Scientific Sections who are invited with the right of discussion on behalf of their members. Individual Members have the opportunity to discuss issues with their Chairs *via* their Scientific Sections. Individual Members may attend the General Assembly as observers.

c. Voting of Organisational Members

Organisational Members receive a total number of votes proportional to the total number of votes calculated for Individual Members.

Heritage Members identified as organisations who are in Good Standing (as defined in Article 11.1 above) receive 3 votes. Heritage Members identified as organisations who were in arrears, suspended or cancelled since 2009 and are in Good Standing (as defined in Article 11.1 above) receive 2 votes. All other Organisational Members in Good Standing (as defined in Article 11.1 above) receive 1 vote.

d. Voting of Honorary Members

Honorary Members are entitled to 1 vote at the General Assembly with the right of discussion.

2 Frequency

The Members shall meet in General Assembly at least once a year, and each time that the Board of Directors convenes them, or on request of at least one quarter of the membership. The Board of Directors shall decide upon the Agenda.

Between meetings, the members of the General Assembly may be invited to vote electronically on any additional resolutions necessary to come to a decision before the next scheduled General Assembly meeting.

3 Field of responsibility

The General Assembly receives reports of the management carried out by the Board of Directors, and on the financial and legal situation of The Union.

It approves the accounts of the last accounting period, and votes on the budget for the forthcoming period. It deliberates on the points on the Agenda and carries out where necessary a renewal of members of the Board of Directors in accordance with the arrangements in Article 5.

Decisions of the General Assembly must obtain a simple majority of those voting (including postal ballots / electronic voting).

4 Organisation

Minutes are kept of the meetings. The Minutes are signed by the President and the Secretary General. They are drawn up so as to be complete and not contain any deletions, all pages are numbered and the Minutes archived at the headquarters of the Association.

The Annual Report and the Accounts shall be made available to all members each year. An integral copy shall be sent free of charge to anyone requesting it.

Article 12: Scientific Sections and Geographical Sectors

Individual Members are grouped within Scientific Sections. These are established by the Board of Directors, which determines their composition and responsibilities. Each member may affiliate him/herself to one or more Scientific Sections of his/her choice, but shall have only a single vote in the primary Scientific Section chosen.

The Scientific Sections meet each year before each General Assembly. The Chair of each Section represents the Individual Members at the General Assembly. Each Chair has a mandate of 2 years or 3 years at the discretion of the Coordinating Committee of Scientific Activities Chair or in accordance with the section election policy, which is non-renewable. After the Chair's mandate, the Chair steps down and is replaced by the Vice Chair of the Section, who is elected by the Section members.

All members of the Association are grouped within geographical sectors known as Regions. These are established by the Board of Directors, which determines their composition and responsibilities.

These Regions have the task of co-ordinating activities of members in the corresponding geographical sector and to this effect organise regional meetings periodically.

Each Region shall define its functioning in a charter known as the “Regional Charter”, which reflects the philosophy and strategic objectives of The Union.

Article 13: Representation

The President represents the Association in legal and civil matters. He/she is authorised to undertake legal proceedings on the authorisation of the Board of Directors, whether in prosecution or defence. He/she orders payment of costs. He/she may delegate his/her responsibility in the conditions laid down in the Bye-Laws, where these exist.

In cases of representation before the courts, the President may only be replaced by an authorised agent possessing power of attorney.

Representatives of the Association must enjoy the privilege of their full civil rights.

Article 14: Acquisition, exchange and transfer of real estate

The deliberations of the Board of Directors in relation to the acquisition, exchange and transfer of real estate necessary to carry out the aims of the Association, the arranging of mortgages on the said immovables, leases exceeding nine years, the transfer of assets and loans must all be approved by the General Assembly.

Article 15: Donations and legacies

The deliberations of the Board of Directors relating to the accepting of donations and legacies shall become valid only after approval by the authorities, as laid down in Article 910 of the Civil Code, Article 7 of the law of February 4th 1901, and the modified ordinance No. 66-388 of June 13th 1966. All deliberations of the General Assembly concerning the transfer of representative capital goods and real estate which form part of the allocation to provisions, for the arranging of mortgages and loans, shall become valid only on receiving the due approval from the authorities.

Article 16: Secretariat

The administrative headquarters of the Association include the services and main departments necessary for the functioning of the Association.

The Secretariat is managed by an Executive Director, appointed by the bureau of the Board of Directors, and his/her duties and the delegation of rights are described in the Bye-Laws.

Article 17: Country and Regional Offices

The Board of Directors may establish country and regional offices, which can be branch offices or independent Union offices with their own legal structure and their own Board. These independent offices will be linked to The Union by a specific Memorandum of Understanding, which must be approved by The Union Board of Directors.

III ALLOCATION TO PROVISIONS, ANNUAL INCOME

Article 18: Allocation to provision for liabilities

The allocation to provision for liabilities comprises:

- 1) A sum in registered securities of 40,000 FF (6000€) placed in accordance with the directions of the following Article;
- 2) the buildings necessary for the aims of the Association, as well as any woods, forests or land to afforest;
- 3) the capital arising from paid-up capital, unless its immediate use has not been authorised;
- 4) at least one tenth of the net income, annually capitalised, from the assets of the Association;
- 5) any excess income that is not necessary for the functioning of the Association in the forthcoming financial period.

Article 19: Investment of movable capital assets

All the movable capital assets, including allocation to provision for liabilities, are placed in registered securities and a nominative receipt obtained in accordance with Article 55 of the law 87-416 of 17th July 1987 on savings, or placed in another form of secured guarantee that is permitted by the Banque de France.

Article 20: Annual income

The annual income of the Association consists of:

- 1) the income from its assets, with the exception of the fraction as foreseen in paragraph 4 of Article 17;
- 2) the members' dues and subscriptions, of which the minimum amount and rates are approved by the Board of Directors;
- 3) State subventions and co-financing from regions, departments, communes, public establishments and public or private, national or international, financing institutions;
- 4) income from the paid-up capital, the use of which has been authorised during the financial period;
- 5) exceptionally created income, where necessary with authorisation from the authorities;
- 6) income from sales and remuneration for services rendered;
- 7) contributions from donors.

Article 21: Financial management

Profit and loss accounting shall be kept, as well as a balance sheet and associated annexes.

The accounts shall be submitted for inspection to the Préfet in the area in which the headquarters of the Association are located, as well as to the Minister of the Interior, the Minister in charge of Health and the Minister in charge of Cooperation, and showing the employment of all funds arising from subventions granted during the previous financial period.

IV MODIFICATIONS TO THE CONSTITUTION AND DISSOLUTION

Article 22: Modifications to the Constitution

The Constitution may be modified by the General Assembly following proposals from the Board of Directors, or by proposals made by at least one tenth of the members making up the General Assembly.

In either case, the proposals for the modifications shall be placed on the Agenda for the following General Assembly, and the said agenda sent to all members of the General Assembly at least one month beforehand.

In all cases, the Constitution can only be modified by a majority vote of two thirds of the members either present or represented.

Article 23: Dissolution

The General Assembly called upon to pronounce the dissolution of the Association shall be specially convened for this purpose, under the conditions provided in the previous Article; the meeting must include at least half of the members with voting rights plus one, present in person or duly represented.

If this proportion is not attained, the Meeting shall be reconvened one month later. On this occasion it may then validly deliberate, whatever the number of members present or represented.

In all cases, the dissolution may be voted only by a majority vote of two thirds of the members present or duly represented.

Article 24: Liquidation

In case of dissolution, the General Assembly shall designate one or more auditors with responsibility for liquidating the assets of the Association. It shall allocate the net assets to one or more analogous establishments, either public or recognised as having a public utility, or to those establishments listed in paragraph 2 of Article 6 of the amended law of July 1st 1901.

Article 25:

The deliberations of the General Assembly as foreseen in Articles 21, 22 and 23 shall be addressed without delay to the Minister of the Interior, the Minister in charge of Health and the Minister in charge of Cooperation.

The deliberations shall only become valid after approval by the Government.

V MONITORING AND BYE-LAWS

Article 26: Monitoring

The President must notify all changes in the administration or management of the Association within three months to the Préfecture or Sub Préfecture in the area where the Association has its headquarters.

The Registers of the Association and its accounting documents shall be presented to the Minister of the Interior, the Préfet, or their authorised deputies and agents on demand.

The Annual Report and the accounts shall each year be sent to the Préfet in the area where the Association has its headquarters, the Minister of the Interior, the Minister in charge of Health and the Minister in charge of Cooperation.

Article 27: Visits

The Minister of the Interior and the Minister in charge of Health have the right to send their agents to those establishments founded by the Association in order to familiarise themselves with their operation.

Article 28: Bye-Laws

The Bye-Laws prepared by the Board of Directors and adopted by the General Assembly shall be sent to the governing Préfecture. They shall only enter into force or be modified on approval from the Minister of the Interior.