

Constitution of the International Union Against Tuberculosis and Lung Disease

Adopted in Bangkok, 25th November 1998

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, 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 income countries.

The aim is to promote national autonomy within the framework of the priorities of each country by developing, implementing and assessing anti-tuberculosis and respiratory health programmes.

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 and lung disease, as well as the community health problems associated with them;
- to co-ordinate, assist and promote the work of its constituent 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 in Paris. 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

The Association is composed of individual persons and legal entities.

It comprises:

Constituent Members
Organisational Members
Individual Members
Benefactor Members
Honorary Members
Donors

Constituent Members are health organisations and services dealing with lung disease which share the same aims as the International Union Against Tuberculosis and Lung Disease and which are up to date in their subscriptions and dues. There may be one Constituent Member only per country. They participate in the work of the General Assembly, with the right of discussion and vote.

Organisational Members are organisations and foundations other than constituent members and which deal with lung disease. They must share the same aims as the International Union Against Tuberculosis and Lung Disease and be up to date in their subscriptions and dues. They participate in the work of the General Assembly with the right of discussion and vote.

Individual Members are individuals who subscribe to the aims of the Association, who are up to date in their subscriptions and dues and affiliated to a Scientific Section.

Benefactor Members are individuals who are up to date in their subscriptions and dues, and who undertake to provide particular assistance to the International Union Against Tuberculosis and Lung Disease for a predetermined period. They participate in the work of the General Assembly with the right of discussion and vote.

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.

The 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 attend the General Assembly without the need to pay dues and subscriptions.

To become a member, it is necessary to be approved by the Board of Directors. The Board of Directors shall not be required to provide reasons for non-approval.

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

Article 4: Resignation and dismissal

Membership of the Association may be forfeited through resignation, death, or by dismissal carried out by the Board of Directors for the non payment of dues, for serious misconduct or for the non observation of the Constitution or Bye-Laws, or for any prejudice or financial loss caused to the Association, unless an appeal is made to the General Assembly.

Exclusion or dismissal shall be pronounced only after the Member in question, having been informed of the complaints against him/her, has been invited to explain them. Dismissal from the Association shall be automatically effected if the Member fails to appear before the Board of Directors within a period of one month from the date of notification of the said complaint.

II ADMINISTRATION AND OPERATION

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 12 and a maximum of 15 members.

The Members of the Board are elected by the General Assembly, by secret ballot, for a period of 3 years. 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.

The Board shall renew one third of its members annually, by single uninominal ballot during 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 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.

The Bureau is elected for a period of one year.

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, 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.

Article 7: 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.

Article 8: Committees and Commissions

The Board of Directors may set up any 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 9: 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.

The General Assembly

Article 10: General Assembly

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

Composition:

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

The Constituent Members, legal entities, represented by a maximum of two delegates, have 10 votes.

The Organisational Members, legal entities, represented by one delegate, have 1 vote.

The Chairs of each Scientific Section, representing Individual Members and Benefactor Members, have a number of votes proportional to the number of fully paid-up members in their section. The number of votes is determined as follows:

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| • from 1 to 49 members in the section | 1 vote |
| • from 50 to 199 members in the section | 10 votes |
| • from 200 to 500 members in the section | 20 votes |
| • more than 500 members in the section | 50 votes |

Honorary Members have 1 vote.

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.

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 International Union Against Tuberculosis and Lung Disease.

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 an absolute majority of votes (including proxies) at the first ballot; should this majority not be attained, a simple majority is required at the second ballot.

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 contain neither blank spaces nor deletions, all pages are numbered and the Minutes archived at the headquarters of the Association.

Each member present may hold no more than 3 proxies other than his own vote.

In the case of a divided vote, the President casts the deciding vote.

The Annual Report and the Accounts, which figure in the bulletin of the Association, shall be sent to all members each year. An integral copy shall be sent free of charge to anyone requesting it.

Except in application of the arrangements in the previous Article, non-Member remunerated officers of the Association shall not attend the General Assembly.

Article 11: Scientific and Geographical Sections

All members of the Association are grouped within geographical sectors known as Regions. These are established by the General Assembly, 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.

The Regions can define their functioning in a charter known as the “Regional Constitution”.

Individual Members are grouped within Scientific Sections. These are established by the General Assembly, 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 first section chosen.

The Scientific Sections meet each year before each General Assembly and elect a Chairperson to represent the Individual Members and Benefactor Members at the General Assembly. The Chairperson of each Scientific Section is elected for a period of one year, which is renewable. The vote of the Chairperson of the Section is cast at the single uninominal ballot.

Article 12: 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 13: 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 14: 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 15: 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.

III ALLOCATION TO PROVISIONS, ANNUAL INCOME

Article 16: Allocation to provision for liabilities

The allocation to provision for liabilities comprises:

- 1) A sum in registered securities of 40,000 FF 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 17: 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 18: 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 16;
- 2) the members' dues and subscriptions, of which the minimum amount and rates are fixed each year by the General Assembly;
- 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 19: 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 20: 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.

The General Assembly must comprise at least one quarter of the membership at that time and represent at least half of the votes. If these conditions are not met, the Assembly shall be reconvened, but at least one month later. On this occasion it shall then validly deliberate, whatever the number of members present or represented.

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

Article 21: 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 membership plus one at that time, and represent at least half the votes.

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 represented.

Article 22: 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 23:

The deliberations of the General Assembly as foreseen in Articles 20, 21 and 22 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 24: 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 25: 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 26: 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.