



International Union Against
Tuberculosis and Lung Disease

Dear Union members,

You may be aware that, for the last few years, The Union has been working on a new constitution. The Board of Directors has recently approved a proposal for the new Constitution. It is now time for The Union's members to consider and vote on it. In this letter, I will explain the reason we need to adopt a new constitution, the key elements of the proposal, and how members will be involved in the process.

Background

1. The Union is registered in France (since 1920) and is subject to the laws of France. The relevant law which governs "public utility" membership associations, such as The Union, is the "Law of 1901".
2. In 1998, The Union adopted a revised Constitution at its General Assembly held in Bangkok, Thailand. This revised version was submitted for approval by the French government authorities and was approved by them. As it turns out now, this is the last valid change to the Constitution and, therefore, is the current version.
3. Between 1999 and 2018, a number of revisions to the Constitution were proposed, taking account of the changing nature of the organisation. These revisions were approved by the General Assembly of The Union. However, unfortunately, they were not considered by the relevant government authorities and hence were not legally valid.
4. In 2020, we submitted the most recent version of our Constitution, adopted in 2018, for review by the local government authorities. They found many clauses that they did not accept and would not approve. This meant that we had to revert to the 1998 version of the Constitution. While many features of that document remain relevant, some do not fit with the changes in the nature of the organisation over the past 27 years.
5. Since 2020, fellow Board member Richard Shepro (and international lawyer) and myself (not a lawyer), have been working with our Paris-based lawyer on drafting a new Constitution to replace the 1998 Constitution. The principles guiding the drafting have been as follows:
 - a. Adhering as closely as possible to government authority's template and guidance to maximise the probability that it will ultimately be approved by them;
 - b. Where it was necessary to deviate from the template, to seek advice and guidance from the representative of the government authority;
 - c. Ensuring that the document is consistent with our structure and mode of operation;

- d. Giving maximum flexibility to the Board (and the members) to make decisions on policy and procedures.
- 6. There have been several interruptions, mainly due to the need to resolve other pressing issues. The process has taken longer than we had hoped.

The key features of the proposed new Constitution

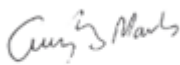
- 7. The proposed new Constitution is below for your perusal. It is presented in English language but the original version, the version that will be considered and (hopefully) approved by the French authorities and the version that will have legal force, is in French language. This version is also available below in the meeting details section.
- 8. Some key features to note are as follows:
 - a. Members are defined as “natural persons (individuals)” and “legal entities” (Article 3). The former refers to individual members and Honorary members. The latter refers to organisational members. We have variously described these as Constituent, Heritage and Organisational members in the past.
 - b. All members (natural persons and legal entities) form the General Assembly and have voting rights. Natural persons (both ordinary members and Honorary members) have one vote each. Legal entities (that is, organisations) have 10 votes each. (Article 5), as at end 2023, we had 1973 ordinary individual members, 42 Honorary members and 35 legal entity (organisational) members.
 - c. The Board of Directors is directly elected by the General Assembly. There will be between 9 and 15 members of the Board with no more than three from any one country. Nominees for the Board must be nominated by at least 10 members of The Union. They are elected for a term of three years. They may serve a maximum of three terms. One third of the Board of Directors is to be renewed every year (Article 7).
 - d. The Board of Directors may set up one or more committees to assist it. Their powers, composition and operating rules shall be laid down in the Terms of Reference and Delegations of Authority adopted by the Board of Directors. The nature of the committees is not specified (Article 8).
 - e. The Board should meet at least every three months. Online meetings are permitted. Decisions by written communication are also permitted (Article 9).
 - f. The Bureau (President, Vice-President, Treasurer and Secretary-General) is to be elected after each re-election of the Board. (Article 11) This means the Bureau needs to be re-elected each year. If we wish to have continuity and a succession plan for these positions, particularly the President, this could be covered by a procedure adopted by the Board (as long as it does not contradict the Constitution).

- g. The President appoints, and can dismiss, the Chief Executive (Executive Director), after consultation with the Board. The President also delegates authority to the Chief Executive. (Article 12).

Next steps

- 9. The Board has approved a resolution referring the proposed Constitution to the General Assembly. **The General Assembly will be held online at 14:00 Paris time on July 11th 2025.** Voting will happen with our usual online voting platform and will be open from July 11th to July 21st. Votes will be tallied in accordance with rules based on the 1998 Constitution.
- 10. The existing Constitution requires that changes to the Constitution must be approved by a two thirds majority of votes cast and that half of all eligible votes must be cast. If that threshold is not met at the General Assembly, another vote may be held, at least 1 month after the first vote. On that second occasion of voting two thirds of votes cast must be in favour of the proposal for it to pass but there is no threshold for the number of votes that need to be cast.
- 11. Prior to consideration at the General Assembly, we wish to consult with members about the proposal. This letter forms a part of that consultation. We will also be holding a Town Hall meeting to further explain the process and the document and to allow members to ask questions and/or make comments.
- 12. Once approved by the General Assembly, this decision will be conveyed to the relevant government authorities in France. It is my understanding that their consideration of it can take many months (maybe more than a year). The new constitution does not come into effect until the Conseil D'Etat has approved it. Until that time, we will still be operating under the 1998 Constitution.
- 13. We also need to draft and have approved new Byelaws (internal regulations). The local authorities have advised that the Constitution should be agreed before this process begins.

Yours sincerely,



Guy Marks
President

Meeting invitations to discuss and vote for the new constitution

As mentioned above, we have two meetings planned to discuss and vote for the new constitution: A Town Hall meeting and a General Assembly. The Town Hall meeting is where Union leadership can meet with members to discuss the new constitution and take questions and comments, while the General Assembly will be where members can vote to approve the constitution, as well as hear about other Union business.

Town Hall meeting

Please join us for a discussion about the proposed new constitution.

The online Town Hall meeting is Tuesday June 17 2025 at 3pm Paris.

The meeting will be recorded and available for viewing after the event.

To register and receive a calendar invite, [please click here](#)

General Assembly

On our upcoming General Assembly, we will:

- Discuss the proposed constitution and ask members to vote to approve it
- Present our 2024 financials
- Discuss our next Board election happening later in the year

Our General Assembly is July 11th at 2pm Paris

To join this meeting on July 11th, [please click here](#)

The below documents are important for the Town Hall meetings and General Assembly.

The current constitution, in English, is [here](#)

The proposed new constitution, in English, is [here](#)

The proposed new constitution, in French, is [here](#)

If you have chance, please review the documents ahead of the meetings.

If you wish to delegate someone to vote on general assembly resolutions, please email generalassembly@theunion.org for information.

Thank you

The Union Membership Department