

# STATUTES OF THE ASSOCIATION

## I. Aims and Composition of the Association

### Article 1

The **International Union Against Tuberculosis and Lung Disease** (hereafter the *Association*), created in 1920, recognised as a public utility by decree of 2 November 1999, and whose declaration was published in the *Journal Officiel de la République française* of 9 November 1999, aims to end the suffering caused by tuberculosis and lung diseases, old and new, and to prevent and treat lung diseases. It aims to ensure that no one is left behind, that people are treated equally and that special attention is given to vulnerable and marginalised populations and communities.

Its scope is international, encompassing no part of the world to the exclusion of others.

Its duration is unlimited.

It is based in Paris.

Any change of registered office within Paris shall be decided by the Board of Directors, ratified by the General Assembly and notified to the Prefect of the Ile-de-France region, Prefect of Paris, and to the Minister of the Interior. Any change of registered office outside Paris requires the application of the provisions of the articles 17 and 20 of the present statutes.

### Article 2

The Association's means of action include:

- a) Operational, clinical and public health research that is aligned with our vision and mission;
- b) Dissemination and exchange of knowledge on relevant to the prevention and care tuberculosis and lung diseases
- c) Building capacity in countries for the prevention and care of tuberculosis and lung diseases;
- d) Support for interventions that are relevant to prevention and care for people suffering from, or at risk of, tuberculosis and/or lung diseases;
- e) Advocacy activities and collaboration with diverse stakeholders, including governments, private donors, multilateral organisations, civil society organisations, and members of the Association, to promote the policies enabling the advancement of our mission;
- f) Support the voice of people and communities affected by respiratory diseases, as well as that of healthcare personnel.

### **Article 3**

The Association is composed of the members, individuals or legal entities, who adhere to the aims of the Association and are approved by the Board of Directors.

Members are required to pay a membership fee, the amount of which is set by the General Assembly.

Honorary membership may be awarded by the Board of Directors to individuals or corporate bodies who render or have rendered exceptional services to the Association. This entitles them to attend the Annual General Assembly without having to pay membership fees.

### **Article 4**

Membership of the Association shall be lost:

- for a natural person:

1°) by resignation, presented in writing;

2°) by expulsion, pronounced for just cause by the Board of Directors unless the person concerned appeals to the General Assembly. The person concerned shall be given the opportunity to present his/her defence before any decision is taken.

3°) by non-payment of the membership fee due for the current year, as determined by the Board of Directors. The person concerned may contest this measure before the Board of Directors; in this case, he/she shall be invited to present his/her explanations in accordance with the procedures set out above.

4°) in case of death.

- for a legal entity:

1°) by withdrawal decided in accordance with its statutes;

2°) by dissolution;

3°) by expulsion pronounced for just cause by the Board of Directors, except in the case of a suspensive appeal by its representative before the General Assembly. The representative of the legal entity concerned shall be given the opportunity to present its defence prior to any decision.

4°) by non-payment of the membership fee due for the current year, as determined by the Board of Directors. The representative of the legal entity concerned may contest this measure before the Board of Directors in this case, he/she shall be invited to present his/her explanations in accordance with the procedures set out by the internal regulations.

## **II - Administration and Operation**

### **Article 5**

The General Assembly of the Association shall be composed of the members who have paid their membership fees and of Honorary members.

Members who are natural persons have one vote each at the General Assembly.

Legal entity members subject to membership fees are represented by a delegate, appointed by the legal entity in accordance with its own rules, who has ten votes. Employees who are not members of the Association do not have access to the General Assembly, unless they have been invited to attend by the President of the Association (hereafter the *President*) in an advisory capacity.

The General Assembly shall meet physically at least once a year and whenever it is convened by the Board of Directors or at the request of at least one quarter of the members of the Association.

On the initiative of the President and unless one quarter of the members of the Board of Directors or one tenth of the members of the Association object, it may meet virtually (online) under conditions allowing the identification and effective participation of the members and the continuous and simultaneous retransmission of the proceedings.

The President chairs the general meeting. In the event of the Chairman's absence or incapacity, the general meeting shall appoint its own president.

The Secretary of the Bureau is the secretary of the meeting. In the event of the Secretary of the Bureau's absence or incapacity, the meeting shall appoint its own secretary.

It shall deliberate on matters placed on the agenda by the Board of Directors and on those whose inclusion is requested, in accordance with the procedures defined by the internal regulations, by at least one tenth of the members of the Association.

The agenda and the documents necessary for the deliberations, including, where appropriate, the auditor's report, shall be made available to the members by the Board of Directors within the time limits and under the conditions defined by the internal regulations.

Voting by proxy is not permitted.

Remote voting may be provided for under conditions which ensure the fairness of the ballot and, where appropriate, the secrecy of the vote.

Unless otherwise expressly provided for in these Statutes, no quorum shall be required and the General Assembly shall act by a majority of the votes cast. Abstentions shall not be counted as votes cast in the case of a show of hands, nor shall blank or invalid votes be counted in the case of a secret ballot.

In the event of a tie, the President shall have a casting vote. Minutes shall be kept of the meetings.

The minutes are signed by the President and the Secretary of the Bureau. They shall be drawn up without blanks or erasures, on numbered sheets and kept at the headquarters of the Association.

The annual report and the approved accounts shall be made available each year to all members of the Association. They shall be sent to each member of the Association who requests them.

## **Article 6**

The General Assembly shall hear reports on the management of the Board of Directors and on the financial situation and the activities of the Association.

It approves the accounts for the previous financial year, votes on the budget for the following financial year, allocates the profit or loss, and sets the amount of membership fees.

It elects the members of the Board of Directors.

It decides on the strategic orientations of the Association.

It shall appoint, if required, one or more statutory auditors and their deputy from the list mentioned in Article L. 822-1 of the Commercial Code.

It approves the deliberations of the Board of Directors relating to the acquisition, exchange and disposal of buildings, the granting of mortgages on the said buildings, leases exceeding nine years, loans of more than one year and loan guarantees.

The deliberations of the General Assembly relating to the constitution of mortgages, loans with a term of more than one year and their guarantees are only valid after approval by the Prefect of the Ile de France region, Prefect of Paris.

It shall also approve the deliberations of the Board of Directors relating to other acts of disposal having a significant impact on the functioning of the Association. The internal regulations shall set the thresholds above which such acts require its approval.

It shall set the conditions for the remuneration of the members of the Board of Directors in accordance with Article 10.

## **Article 7**

The Association is administered by a Board of Directors elected by the General Assembly.

The number of members of the Board of Directors has to be between 9 and 15. No more than three (3) members of the Board of Directors may be resident in any one country.

The members of the Board of Directors are elected by secret ballot, for a period of 3 years, by the General Assembly and chosen from among the members of the Association.

All nominees for election to the Board of Directors must be proposed by at least 10 members of the Association.

One third of the Board of Directors is renewed every year (3, 4 or 5 members).

If renewal by thirds is not possible due to indivisibility by thirds, renewal will be to the nearest whole number below.

Outgoing members are eligible for re-election.

Members of the Board of Directors may not serve more than three consecutive terms. Terms served under the Articles of Association attached to the Decree of November 2, 1999 are included in the number of terms served.

In the event of a Director's resignation, dismissal, removal or permanent inability to serve, the position is filled by the next Annual General Assembly. The term of the mandate of the member thus elected ends on the date on which the term of the mandate of the member he replaces would have expired. This term of mandate does not count towards the number of terms served.

Members of the Board of Directors may be dismissed by the Board of Directors for just cause and notably for repeated absences, by a majority of two-thirds of the members in office, unless the members concerned appeal to the General Assembly. They shall be called upon to present their defence prior to any decision.

## **Article 8**

The Board of Directors implements the strategic orientations decided by the General Assembly. It manages and administers the Association in accordance with these guidelines and the budgetary decisions voted.

In addition to the powers conferred on it by Article 3 and Article 4 of these Articles of Association, it shall adopt the draft resolutions submitted to the General Assembly.

It prepares the provisional budget of the Association to be submitted to the General Assembly for approval. It closes the accounts, submits them to the General Assembly for approval and proposes the allocation of the result.

It accepts donations and legacies under the conditions set out in the article of the 910 Civil Code.

It shall propose to the general meeting the appointment of one or more auditors chosen from the list mentioned in Article L. 822-1 of the Commercial Code and who shall carry out the duties provided for in Articles L. 823-9, L. 612-3 and L. 612-5 of the same code.

It sets the conditions of the remuneration for the Association's employees.

The Board of Directors may set up one or more advisory committees to assist it with the actions carried out by the Association. 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.

## **Article 9**

The Board of Directors shall meet at least once every three months. It shall meet at the request of the President or one quarter of its members or one quarter of the members of the Association.

The participation of at least one third of the members of the Board of Directors is necessary for the validity of the deliberations.

The members of the Board of Directors who participate by videoconference or telecommunication means allowing their identification and effective participation in a collegial deliberation, under the conditions specified by the internal regulations, shall be deemed to be present within the meaning of the preceding paragraph.

Voting by proxy at the meetings of the Board of Directors is not allowed.

In addition to these four meetings, the Board of Directors may deliberate by means of written exchanges transmitted electronically under the conditions defined by articles 2 to 7 of Decree No. 2014-1627 of 26 December 2014.

Unless otherwise expressly provided for in these Articles of Association, decisions of the Board of Directors shall be taken by a majority of the votes cast. Abstentions shall not be counted as votes cast in the case of a show of hands, nor shall blank or invalid votes be counted in the case of a secret ballot.

In the event of a tie, the President shall have the casting vote.

Any person whose opinion is useful may be called upon by the President to attend, in an advisory capacity, the meetings of the Board of Directors. However, whenever a director so requests, the Board shall deliberate in camera.

Minutes of the meetings shall be kept.

The minutes shall be signed by the President and the secretary of the meeting or, in case of impediment, by another member of the Board of Directors. They shall be drawn up without blanks or erasures, on numbered sheets and kept at the registered office of the Association.

## **Article 10**

The members of the Board of Directors do not receive, in principle, any remuneration for the functions entrusted to them.

Reimbursements of expenses are only possible on the basis of receipts under the conditions set by the Board of Directors and in accordance with the procedures defined by the internal regulations.

Members of the Board of Directors may, however, receive remuneration for the duties entrusted

to them under the conditions provided in Articles 261-7-1°d. and 242 C of the French General Tax Code, Appendix II. This decision is subject to a special resolution of the Annual General Meeting, which must be passed by a two-thirds majority of the members, in the absence of the member concerned.

The members of the Board, as well as any person called to attend its meetings, shall be bound by an obligation of confidentiality with regard to information of a confidential nature and information given as such by its President. This obligation also applies to the members of the committees set up within the Association.

The Association shall prevent and manage any real, potential or apparent conflict of interest that may exist between its interests and the personal or professional interests of one of its directors, members of committees set up within it, employees or any person acting on behalf of the Association.

When a director is aware of a real, potential or apparent conflict of interest in which he or she may be involved, he or she shall inform the Board of Directors without delay and shall refrain from participating in the debates and voting on the deliberation concerned. The same shall apply to any candidate for appointment to the Board of Directors, who shall inform the General Assembly.

When a committee member is aware of a real, potential or apparent conflict of interest in which he or she may be involved, he or she shall inform the committee and the board without delay and shall refrain from participating in the debates and voting on the matter concerned. The same shall apply to any candidate for appointment to a committee, who shall inform the body responsible for appointing its members.

## **Article 11**

The Board of Directors shall elect, by secret ballot, a Bureau consisting up to a maximum of one-third of the Board's total membership, of members of the Board of Directors, and notably a President, a Vice-President and a Treasurer, and, possibly, a Secretary General. If the Board of Directors has at least 12 members, the appointment of a Secretary General is mandatory.

Outgoing members of the Bureau are eligible for re-election.

The Bureau is elected at each partial renewal of the Board of Directors.

The Bureau examines all matters submitted to the Board of Directors and monitors the implementation of its deliberations.

In the event of the death, resignation, permanent impediment or dismissal of a member of the Bureau, he/she shall be replaced at the next meeting of the Board of Directors.

The term of office of the new member of the Bureau ends on the date on which the term of office of the member he replaces would normally have expired.

Members of the Bureau may be dismissed, collectively or individually, for just cause by the

Board of Directors, with due regard for the rights of the defence. They do not lose their status as directors by this fact alone.

The Bureau may meet by videoconference or telecommunication means enabling its members to be identified and to participate effectively in a collegial deliberation.

## **Article 12**

### 12.1. The President

The President shall represent the Association in all acts of civil life.

It decides on expenditure in accordance with the guidelines decided by the General Assembly and within the limits of the budget voted. It may be delegated by the Treasurer to make expenditure below a threshold determined by the Board of Directors.

It may delegate under the conditions defined by the rules of procedure.

The President may only be represented in legal proceedings, whether as plaintiff or defendant, by a proxy acting by virtue of a power of attorney.

The President shall appoint the Chief Executive Officer of the Association, determine his or her remuneration and terminate his or her duties, after consulting the Board of Directors.

### 12.2. Delegations to the Chief Executive Officer

The Chief Executive Officer has the powers necessary to carry out his mission by delegation from the President. Within this framework, he/she shall direct the services of the Association and ensure its operation, in particular the recruitment, dismissal and discipline of employees. He/she shall attend meetings of the Board of Directors and the Bureau in an advisory capacity, except for deliberations relating to his/her personal situation.

The President may delegate to the Chief Executive Officer the power to represent the Association in matters relating to its day-to-day management under the conditions provided by the internal regulations.

### 12.3. The representatives of the Association must enjoy full civil rights.

## **Article 13**

The Treasurer collects the receipts and pays the expenses. He/she may delegate these powers under the conditions defined by the internal regulations.

### **III – Annual Resources**

#### **Article 14**

The annual resources of the Association consist of:

- 1) membership fees and subscriptions;
- 2) the income from its property;
- 3) subsidies from the State, local authorities and public institutions, in particular;
- 4) gifts, donations and bequests, the use of which is decided during the financial year;
- 5) resources created on an exceptional basis and, where appropriate, with the approval of the competent authority;
- 6) proceeds from sales of products and fees for services rendered.

#### **Article 15**

The assets eligible for investment of the Association's funds shall be those listed in Article R. 332-2 of the Insurance Code.

#### **Article 16**

Accounts are kept showing an annual profit and loss account, a balance sheet and an annex.

Each secondary establishment or local committee must keep separate accounts which form a special chapter of the Association's accounts.

### **IV - Amendment of the Statutes and dissolution**

#### **Article 17**

The statutes may only be amended by the General Assembly on the proposal of the Board of Directors or one tenth of the members of the Association.

In either case, the proposed amendments shall be included in the agenda of the next General Assembly, which shall be sent to all members at least 15 days in advance.

At this meeting, at least one quarter of the members in office must be present, regardless of the number of votes they hold.

If this proportion is not reached, the meeting shall be reconvened at least fifteen days later. It may then validly deliberate, regardless of the number of members present.

In all cases, the statutes may only be amended by a two-thirds majority of the votes cast.

The renunciation of the recognition of the public utility of the Association shall be decided under the conditions provided for in this article.

### **Article 18**

The Association may only be dissolved by the General Assembly. The procedures for proposing the dissolution and convening the meeting shall be those set out in the previous article.

At this meeting, more than half of the members in office must be present, regardless of the number of votes they hold.

If this proportion is not reached, the meeting shall be reconvened at least fifteen days later. It may then validly deliberate, regardless of the number of members present.

In any case, dissolution can only be voted by a two-thirds majority of the votes cast.

### **Article 19**

In the event of dissolution, the General Assembly shall appoint, in accordance with the voting procedures laid down in Article 5, one or more commissioners, who shall be entrusted with the task of liquidating the Association's assets and to whom it shall confer all the powers necessary to carry out this task.

In accordance with the same procedures, it shall allocate the net assets to one or more establishments with a similar purpose, which are public or recognised as being of public utility, or which benefit from the capacity to receive donations by virtue of article 6 of the amended law of 1<sup>er</sup> July 1901, or to a local authority within whose remit the object of the Association falls.

### **Article 20**

The deliberations of the General Assembly concerning the modification of the statutes, the dissolution of the Association and the devolution of the assets shall be sent without delay to the Minister of the Interior.

The deliberations of the general assembly relating to the modification of the statutes shall be valid only after approval by decree of the Council of State or by order of the Minister of the Interior after the assent of the Council of State.

The deliberations of the General Assembly concerning the dissolution of the Association and the devolution of its assets shall be valid only after approval by decree of the Council of State.

## **V - Supervision and Internal Regulations**

### **Article 21**

The president or his representative must inform the Prefect of the Ile-de-France region, Prefect of Paris, within three months of any changes in the administration of the Association, in accordance with article 5 of the amended law of 1<sup>er</sup> July 1901.

The Association shall comply with any request from the Minister of the Interior or the Minister of Health to visit its various departments and to have access to documents enabling it to see how they operate.

The annual report, the list of directors and the accounts, including those of the secondary establishments or local committees, are sent each year to the Prefect of the Ile-de-France region, Prefect of Paris, to the Minister of the Interior and, at his request, to the Minister of Health.

### **Article 22**

The Association shall draw up internal regulations prepared by the Board of Directors and adopted by the General Assembly, which shall specify the terms of application of the present statutes. They shall be drawn up within six months of the approval of the statutes.

They can only enter into force after approval by the Minister of the Interior.

They shall be amended under the same conditions.

## **VI – Transitional Provisions**

### **Article 23**

For the application of the present statutes relating to the composition and election of the Board of Directors, each of the fractions will be renewed at the end of the term of office of the directors concerned.

Date:

Signature: