

02

EATG

Mission

Statement

The European AIDS Treatment Group (EATG), founded in 1992, is a co-operative structure of people from different nationalities and communities affected by HIV/AIDS in Europe and elsewhere.

The EATG is a registered charitable association (eV) under German law, with the Secretariat in Düsseldorf, Germany.

Guiding Principles

The EATG shall:

- Be democratic and accountable, transparent and accessible to its members, people living with HIV, and their advocates
- Reflect in its membership the diversity of people living with HIV and their advocates
- Respect the diversity of people regarding considerations such as religion, gender, sexual preference and lifestyle.
- Work to complement and collaborate with other relevant groups.
- Prioritize and regularly evaluate its activities according to its objectives, cost effectiveness, and fairness.

Mission

To achieve the fastest possible access to state of the art medical products and devices, and diagnostic tests that prevent or treat HIV infection or improve the quality of life for people living with HIV, or at risk of HIV infection. In responding to HIV, the EATG will also consider diseases frequently seen as co-infections in people with HIV, as well as other health issues that increase the risk of HIV infection. The primary geographic focus of the EATG is the member states served by the World Health Organization Regional Office for Europe; however, the EATG will consider opportunities to collaborate with and support similar efforts in other parts of the world.

Objectives

1. To enable people with HIV or at risk of HIV infection, and their advocates, to provide significant input into the process of developing, testing and approving HIV treatments. When used in this statement, HIV treatments means medical devices and products and diagnostic tests that prevent or treat HIV infection or improve the quality of life of people living with HIV;
2. To advocate for best practices of care and treatment for all persons living with HIV/AIDS;
3. To advocate for the rapid introduction of existing and new HIV treatments;
4. To promote the availability of appropriate information about HIV treatments for people with HIV, their health care providers, and health policy makers; and
5. To advocate for changes in legislation and patent law, and for the medical evaluation of generic medicines that would promote the availability of lower-cost HIV treatments.
6. To advocate for changes in legislation and policies affecting the health, rights and quality of life of people with HIV.

Methods

The EATG may employ the following methods to achieve its objectives:

1. Conducting training sessions on HIV treatments and advocacy.
2. Training people to become HIV treatment trainers
3. Translating, publishing and disseminating HIV treatment materials
4. Networking and collaborating with organizations dealing with:
 - a. HIV infection;
 - b. Illnesses frequently seen in people with HIV, such as hepatitis C and tuberculosis;
 - c. Substance use and harm reduction;
 - d. Rights of certain populations affected by HIV, such as incarcerated people and migrants
 - e. Human rights more generally.
5. Acting in an advisory capacity to pharmaceutical companies, government agencies, and scientific researchers and other relevant bodies;
6. Representing the community perspective in the planning and presentation of scientific conferences and other meetings on HIV issues;
7. Advocacy and activism directed towards organizations and individuals; and conducting its activities through Working Groups, each consisting of people interested in a particular issue related to HIV.

**EUROPEAN AIDS
TREATMENT GROUP
e.V.
(EATG)**

03

CONSTITUTION

**Decided by the General Assembly
On June 14th, 1998 in Raunheim, Germany.
Revised Translation.**

**Including
Changes of the Constitution
Decided by the General Assembly
On May 20th, 2000 in Athens, Greece**

A. General Principles,

§ 1 Name, Seat, Financial Year

§1.1.

The Association is named "European AIDS Treatment Group e.V." (E.A.T.G e.V.). It is a registered corporation.

§1.2.

The Seat of the Association is Duesseldorf.

§1.3.

The financial year of the Association is the calendar year.

§1.4.

All legal proceedings will be according to German Law only, the place of court will be Duesseldorf.

§ 2 Statement of Purpose

§2.1.

The E.A.T.G. e.V. contributes to the public health and welfare system by:

§2.1,A.

Information and counselling on Acquired Immune Deficiency Syndrome = AIDS and the clinical, medical and social issues related to it.

§2.1,B.

Striving to achieve effective treatment and access to treatment trials for as many people with HIV/AIDS as soon as possible.

§2.1,C.

Striving for maximum influence of people with HIV/AIDS on any research that relates to them.

§2.1,D

Supporting institutions and organisations, whose activities aim at identical goals as well as at research of therapy possibilities.

§2.2.

Networking of European initiatives and self-help groups that contribute to the same aims.

§2.3.

The E.A.T.G. e.V. promotes unprejudiced presentation of AIDS-related issues in public and aims to improve the situation of those concerned and their acceptance in society.

§2.4.

The Association is politically and religiously neutral.

§2.5,A

The Association will solely pursue charitable aims according to the German taxation regulations §§ 51 to 68.

§2.5.B

The Association is a charitable, non-profit organisation.

§2.5.C

All proceedings and possible profits of the Association will be solely spent according to the Constitution.

§2.5.D

Members will not share in any possible profit and will not be compensated otherwise for their capacity of being a member from any proceedings of the Association.

No person shall be reimbursed for any expenses, which do not meet the purpose of the Association, or are disproportionally large.

§2.5.E

Members can be paid market orientated compensation for services given according to the Purpose of the Association if these services are not directly related to their quality as members (i.e. counselling, advising, designing or administrative tasks).

§2.6.

Members do not receive shares from the proceeds of the Association on termination of membership or of the association.

§2.7.

On termination of the Association or cessation of its Purpose all proceeds will fall to Deutsche AIDS-Stiftung, Markt 26, 53111 Bonn, which in turn must only use them to pursue charitable aims.

B. Bodies of the Association

§ 3 Bodies of the Association

Bodies of the association are:

- a) The General Assembly
- b) The Board of Directors

§ 4 The General Assembly

§4.1.

The General Assembly is the highest decision-making body of the Association.
The Board of Directors is bound by its decisions.

§4.2.

The ordinary General Assembly is called once a year.
Invitation is given by the Board of Directors.

§4.3.

Invitation is to be given to the members in writing by post, fax or e-mail, at least four weeks in advance of the General Assembly, and it has to include an agenda for the General Assembly.

The term of four weeks begins one day after sending out the invitation.

§4.4.

The letter of invitation is considered to be received by the member if sent to the last given postal address, e-mail address, or fax number.

§4.5.

The Board of Directors can call for an Extraordinary General Assembly at any time. The Board of Directors has to call an Extraordinary General Assembly if this is requested by one-fourth of the members in writing giving reason. Paragraph 4.3 is applied accordingly, but in case of utmost urgency the invitation can be given up to within one week of the General Assembly if such is decided by the Board of Directors. Changes in the constitution cannot be named as a case of utmost urgency.

§ 5 The Tasks of the General Assembly

The General Assembly is in charge of the following affairs:

- A Deciding on the number of members on the Board of Directors,
- B Electing and dismissing the Board of Directors.
- C Electing one (or more) Internal Auditor/s.
- D Receiving the reports of the Board of Directors, the Internal and External Auditor/s.
- E Exoneration of the Board of Directors.
- F Deciding on the proposed budget and making any changes agreed.
- G Defining amount and date due of membership fees.
- H Deciding on changes in the constitution and termination of the Association.
- I Deciding on membership and membership status.
- J Changes in and additions to the agenda.
- K Establishment of Working Groups.
- L Deciding on proposals from the members, the Board of Directors or the Working Groups.
- M Approval of protocols on the Rules of Operation of the Board of Directors, on Finances and Reimbursements, on Working Groups, and other Protocols and guidelines.

§ 6 Decision Process of the General Assembly

§6.1.A.

The General Assembly can take decisions when an invitation has been given according the Constitution, and at least 50% of the ordinary Membership is represented either in person or by written (post or fax) cross-signed proxy.

§6.1.B. (new version)

In case the General Assembly doesn't reach a 50% representation of the ordinary membership, either in person or by (post or fax) proxy, a subsequent General Assembly can be held immediately, which will be a quorum, counting the ordinary members present, either in person or by (post or fax) proxy. Invitation to this subsequent General Assembly is automatically given with the invitation to the original General Assembly.

§6.2.

The General Assembly is chaired by a member, agreed upon by the General Assembly at its beginning.

§6.3.

The General Assembly is not open to the public.
The Assembly may allow the presence of guests.

§6.4. (new version)

The General Assembly decides votes by absolute majority (50% plus 1 of the given votes, including proxies), except where indicated otherwise.

If absolute majority is not reached a second round of voting will be called, which then decides by simple majority; abstentions will not be counted as given votes.

Votes will be given by show of hands or acclamation, unless one member asks for a secret voting process.

The Board of Directors has to be chosen by secret vote.

§6.5.

If a vote ends in a tie, voting has to be repeated immediately.

If a second vote comes to a tie, the Chair of the meeting will cast a deciding vote.

§6.6.

Proposals for changes in the Constitution and for termination of the Group have to be included in the invitation in the phrasing of the changes proposed.

Changes in the wording of the proposals can be made during the General Assembly, but not if this leads to a conceptual change of the original proposals.

§6.7.

If proposals to change the constitution or to terminate the Association arise during a General Assembly, they can only be decided during a consequent General Assembly.

Decisions on such proposals need a two-thirds majority of the members present.

Changes of the Statement of Purpose must respect § 33 exp.1, Sentence 2 of the German Civil Law.

German Federal Civil Law § 33 No. 1, Sentence 2:
"For an alteration of the object of the association the consent of all members is necessary; the consent of members not present must be given in writing."

§6.8

Summaries of budget proposal and financial reports have to be included in the invitation to the General Assembly.

The membership will receive the final versions of budget proposals and financial reports at least one week in advance of a General Assembly.

§6.9.

The General Assembly can change budget proposals and financial reports and decide upon these.

§ 7 The Board of Directors

§7.1.

The Board consists of at least three and at most seven persons.

At the first meeting of the Board of Directors after its election the Board elects:

- A The Chair,
Whose portfolio includes the conduct of the Board of Directors, according to the Constitution and Protocols of the Association.
- B The Secretary,
Whose portfolio includes the general administration, communication systems, as well as the duties towards the Register of Associations at the Lower Court;
- C The Treasurer,
Whose portfolio of reference includes the entire financial administration, including bookkeeping according to the law and tax regulations, and collection of memberships fees.

These functions cannot be combined in one person.

§7.2.A.

A Board of Directors of more than three persons may elect a Vice-Chair, who does not hold the office of Secretary or Treasurer at the same time.

§7.2.B.

The Chair may delegate their powers in written form to the Vice-Chair for a defined period in case of their temporary absence (i.e. illness or vacation).

§7.2.C

The Vice-Chair automatically takes over the powers of the Chair of the Board of Directors in case of the Chair's death or upon the Chair's termination of membership of the Association.

§7.3.

At the first meeting of the Board of Directors, to be held within four weeks after its election, minutes must be taken and be made available in German Language, which are to be signed by all members of the Board of Directors.

These minutes must include the results of the elections of the Chair, Secretary, Treasurer, (and in applying cases of the Vice-Chair).

These minutes must be offered for registration to the Register of Associations at the Lower Court (Vereinsregister).

§7.4.1

The Board of Directors takes decisions by a simple majority of votes of the directors present.

Abstentions are not to be counted.

It is at quorum when at least half of its members are present.

In a tie the vote of the Chair of the Board of Directors is decisive.

§7.4.2

Invitations to a meeting of the Board of Directors must be given verbal, by phone, or in writing by post, fax or email at least one week in advance, and must include an agenda.

In case it seems necessary during a meeting of the Board of Director, a subsequent meeting can be called for within 48 hours, if all members of the Board of Directors agree to this procedure.

§7.5.

A decision of the Board of Directors may be made in writing by letter, fax, or email, or by telephone, if all members declare to agree to this procedure.

§7.6

Members of the Board of Directors are elected by the General Assembly according to an approved protocol. The period in office for members of the Board of Directors is two years. They stay in office until their successors have been duly elected. A

member of the Board of Directors may be elected for a maximum of two consecutive periods in office. There must be a period of 6 months out of office before being re-elected as a member of the Board of Directors.

§ 7.7.

In order to provide overlapping periods in office half of the members of the Board of Directors are elected in one year, the other half is elected in the subsequent year. In exclusion of § 7.6 the General Assembly may extend the period in office of half of the members of the Board of Directors once to 3 years to implement this system of overlapping periods.

§7.8.

In the case of serious illness or other personal circumstances, which mean that one of the elected members of the Board of Directors with defined portfolio (secretary or treasurer, but not: chair) must temporarily withdraw for one month or more, and where no existing member of the Board of Directors is able or willing to assume these duties, the Board of Directors may on one occasion only between two General Assemblies co-opt a further person for the express purpose of fulfilling these duties. This co-option ends with the resumption of duties of the original member of the Board of Directors or the next General Assembly.

§7.9.

If Directors withdraw from office between two General Assemblies the Board of directors will be allowed to reconstitute itself to the original number of members, elected at the General Assembly. All members have to be informed of such a move promptly. The period in office of a substitute director will end with the next General Assembly.

When over 50% of the Members of the Board of Directors are replaced in this way, a General Assembly must be called within 4 months.

§ 7.10.

A Member of the Board of Directors may be suspended from the Board of Directors by a unanimous vote of all other members of the Board of Directors upon failing their legal and/or constitutional duties.

All members have to be informed of such a move promptly and a General Assembly must be called within 4 months

§7.11.

The Board of Directors represents the Association in and out of court; the Chair is representative on their own, the other directors are representative only when two act together.

§7.12.

Exceptionally from § 7,11 individual Members of the Board of Directors may be representative on their own within the boundaries of their responsibilities and agreed budgets; they may act on their own, respecting the decided limits, imposed within the Financial Protocols of the Association.

These powers are not transferable.

§7.13.

The Board of Directors may delegate the representation of the Association either in defined and explicit areas, or in all areas, to a designated employee or a member as a special representative, such under the responsibility of respective Member of the Board of Directors. The Secretary of the Association will inform the Register of

Associations at the Lower Court (Vereinsregister) about this appointment in suitable, written form.

§7.14.

The Board of Directors or a Member of the Board of Directors may be replaced during the period of office by simple majority of the General Assembly, provided notice of such a motion has been given at time of invitation.

If a motion to replace the Board of Directors or a Member of the Board of Directors arises spontaneously during a General Assembly a 2/3 majority of votes is necessary for the motion to pass.

§7.15.

The Board of Directors is in charge of all affairs of the Association unless stated otherwise in the constitution, or by decision of the General Assembly.

§7.16.

The Board of Directors must decide on their own rules of operation, including the rules needed to enable employment contracts. These must be given in writing and notified to the membership.

§ 7.17. (new)

Members of E.A.T.G. e.V. can be contracted by the E.A.T.G. e.V. on a freelance basis according a protocol previously approved by the General Assembly.

§7.18. (previously §7.17)

Minutes are to be taken of all meetings of the Board of Directors.

These minutes are to be communicated to the membership within 3 months.

C. Membership

§ 8 Acquisition of Membership

§8.1.

Membership of the E.A.T.G. e.V. is of three kinds

- A. Ordinary Membership,
- B. Supporting individual Membership,
- C. Supporting corporate Membership.

§ 8.2.A.

Any individual may acquire Ordinary Membership, provided they support the purposes of E.A.T.G. e.V.

Ordinary membership may be granted by the Board of Directors, upon advice from the Membership Working Group after written application.

The Board of Directors informs the General Assembly on new Ordinary Members and rejected applications.

In cases of conflict between the Board of Directors and the Membership Working Group the next General Assembly will decide.

§ 8.2.B.

Any individual or corporate body may acquire Supporting Membership, provided they support the purposes of E.A.T.G. e.V.

Supporting Membership may be granted by the Board of Directors, upon advice from the Membership Working Group after written application.

The Board of Directors informs the General Assembly on new Supporting Members and rejected applications.

In cases of conflict between the Board of Directors and the Membership Working Group the next General Assembly will decide.

§ 8.3.

The Board of Directors, upon advice from the Membership Working Group, can alter a person's Ordinary Membership status to Supporting Membership on the following criteria:

- a) On written request of the member for a limited or unlimited period;
- b) A member fails to participate in E.A.T.G. e.V. activities for a period more than one year

§8.4.

Any such change of membership status must be notified to the member within one month by registered post.

The concerned member can object to any change of membership status in writing within two months after being notified.

The objection suspends the change of membership status.

A final decision is then to be taken by the subsequent General Assembly, in which the concerned member will be given the possibility to defend their objection.

When the term of two months is not respected, the ordinary membership ends on the first day after this period.

§ 9 Rights and Duties of Members

§9.1.

Individual Supporting Members have the right to speak and to introduce motions at a General Assembly, but they do not have the right to vote.

§9.2.

The right to vote in a General Assembly is limited to the Ordinary Members.

The right to vote in the General Assembly is suspended if a member fails to pay membership fees for more than a year.

§9.3.

The right to vote can be transferred in written form, including fax.

§9.4.

All individual members have the right to propose motions to the General Assembly in a written form.

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§9.5.

All individual members have the right to participate in the internal communication of the Association, unless information from third parties is restricted by confidentiality agreements, approved by the General Assembly or communication with persons, who are bonded to confidentiality by law.

§ 10 Termination of Membership

§10.1.

All forms of membership terminate:

- a) On resignation,

- b) On exclusion,
- c) Upon death,
- d) On termination of a corporate body.

§10.2.

A member has resigned from the Association, when the Board of Directors has received a written statement.

§10.3.A.

Exclusion takes place:

- a) When a member has repeatedly and knowingly, or with gross carelessness acted against the Constitution or the interests of the Association;
- b) When a member fails to pay their membership fees after being reminded twice and more than one year's membership fees are due.

§10.3.B.

The Board of Directors decides on exclusion with simple majority vote after consulting the Membership Working Group, which then is imposed immediately.

The decision of exclusion has to be made known to the member in writing using registered mail delivery service. The member can object to exclusion and appeal to the General Assembly. Objection must be made to the Board of Directors in writing within two months after notice. The General Assembly will then decide with a simple majority vote.

In cases of conflict between Board of Directors and Membership Working Group the decision must be referred to the General Assembly; this will halt the exclusion procedure, but the member's rights will be suspended until the next General Assembly.

§10.4.

With termination of membership all claims resulting from the membership relation are withdrawn, with the exception of the Association's claim on past membership fees. Refunds on fees, material contributions and donations will not be made.

§10.5.

Any Ordinary Member of E.A.T.G. e.V. who becomes a contracted employee of E.A.T.G. e.V. will automatically become a Supporting Member for the duration of their period of employment.

§10.6

No Ordinary Member may vote on any financial matter, which involves a potential advantage to themselves, their family, or any Group they are member of.

Any concerned member must declare any such interest in advance of such a vote.

Proofed failure to declare will result in the entire vote being invalidated.

§ 11 Membership Fees

§11.1.

Ordinary and Supporting Members will pay a membership fee.

§11.2.

The amount of the annual membership fee and the date of expiration will be set by the General Assembly.

§11.3.

The Board of Directors decides on reduction of, extension of or release from fees.

D Working Groups

§ 12 Working Groups

§12.1.

The General Assembly may decide on establishing or dissolving ongoing or time limited working groups and defines their tasks, budget and initially its members.

The General Assembly has the right to exclude and to replace members of an existing Working Group.

In the time between General Assemblies, the Board of Directors may decide to establish new Working Groups.

These Working Groups must be approved by the next General Assembly.

§12.2.

A Working Group elects one of its members either one Chair or several Co-Chairs.

§12.3.

A Working Group decides with simple majority of votes of the Working Group members present.

Abstentions are not to be counted.

The Working Group is at quorum when at least half or more of its members are present.

In a tie the vote of the Chair is decisive

A decision may be made in writing by letter, fax or email or by telephone, if all members declare to agree to this procedure.

§12.4.

A Working Group may co-opt further members. All E.A.T.G. e.V. members must be informed about such co-options of the Working Group in the next Working Group report.

§12.5.

A Working Group decides its provisional rules of operation. These must be notified to the Board of Directors and the Membership within 6 months and must be approved by the next General Assembly.

§12.6

Between General Assemblies, Working Groups report to the Board of Directors.

§12.7

An existing Working Group must offer a budget proposal to the Board of Directors according to the protocols in advance of the General Assembly.

§12.8.

Working groups are responsible to the General Assembly. In case of conflict between the Board of Directors and a Working Group, the General Assembly decides.

F Auditing

§13 Auditing

§13.1.

The General Assembly elects one (or more) Internal Auditor/s and sets their Budget. The period in office of the Internal Auditor/s is 15 months from the start of the subsequent financial year, with 3 months overlapping with the incoming Internal Auditor/s.

§13.2.

It is the task of the Internal Auditor/s to comment and advise upon all financial related matters of E.A.T.G. e.V..

§13.3.

The Internal Auditor/s has the right to examine cash and books of the Association. They are responsible to the General Assembly.

They are not subject to orders from the Board of Directors and may not be employee of the Association.

They may not be Member of the Board of Directors, nor may they be members of any Group appointed by the Board of Directors.

§13.4.

The annual report of the Internal Auditor/s must be send by post, fax or email to the membership together with the invitation 4 weeks in advance of the General Assembly

§13.5

Relations between the Internal Auditor/s and the Board of Directors are subject of a protocol on Internal Auditing.

§13.6

The Board of Director appoints an external Auditor

G Records

§ 14 Recording of Decisions and Minutes

§14.1.

Each General Assembly must be recorded in minutes, signed by the minute taker. Under given circumstances a German translation of the minutes must be produced.

§14.2.

The minutes have to be circulated to the members within six weeks.

§14.3.

Changes of the Constitution have to be recorded in their original phrasing.

§14.4.

Changes in the Constitution, changes in the Board of Directors, as well as the minutes of the first meeting of the Board of Directors after its election. are to be offered in written German within six weeks by the Secretary to the Register of Associations at the lower Court (Vereinsregister).

Appendix 1

Original versions of changed paragraphs
(General Assembly of May 20th, 2000 in Athens, Greece)

§6.1.B

In case The General Assembly doesn't reach a 50 % representation of the ordinary Membership, either in person or by (post or fax) proxy, a subsequent General Assembly can be held within 24 Hours, which then is quorate when at least 30% of the ordinary membership are represented, either in person, or by written (post or fax) cross-signed proxy.

Invitation for this subsequent General Assembly can be given together with the invitation to the original General Assembly.

§6.4.

The General Assembly decides votes by a simple majority, except where indicated otherwise.

Abstentions will not be counted as given votes.

Votes will be given by show of hands or acclamation, unless one member asks for a secret voting process.

The Board of Directors has to be chosen by secret vote.

§7.17.

Minutes are to be taken of all meetings of the Board of Directors.

These protocols are to be communicated to the membership within 3 months.

(§7.18 not existing)

Appendix 2

WHO member states:

The World Health Organisation

Regional Office for Europe Member States:

Albania, Andorra, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Croatia, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Kazakhstan, Kyrgyzstan, Latvia, Lithuania, Luxembourg, Malta, Monaco, Netherlands, Norway, Poland, Portugal, Republic of Moldova, Romania, Russian Federation, San Marino, Serbia and Montenegro, Slovakia, Slovenia, Spain, Sweden, Switzerland, Tajikistan, The former Yugoslav Republic of Macedonia, Turkey, Turkmenistan, Ukraine, United Kingdom of Great Britain and Northern Ireland, Uzbekistan.