

Global Allergy and Airways Patient Platform

1130 Vienna, Altgasse 8 - 10

CONSTITUTION

09 July 2021

Preamble

All terms and references to functions and roles in these Articles of Association may refer to people of any gender.

1.0 Name, registered office and activities of the Association

The association is named “Global Allergy and Airways Patient Platform” (hereinafter GAAPP for short). Its registered office is in Vienna. Its charitable, non-profit activities extend throughout the entire world.

2.0 Purpose of the Association

The purpose of the Association is:

- to represent the patient organisations working in the area of allergy and respiratory diseases
- to present and support its members’ concerns with regard to health and social policy;
- to establish and strengthen information, networking and cooperative structures between GAAPP and the relevant decision-makers, interest groups and representative bodies for institutions in the health and social domains of various countries;
- to collaborate in developments and decisions in health and social policy;
- to work in partnership with worldwide health care organisations such as ARIA, GINA, GOLD, WAO, WHO, WHO-GARD and others;
- to support members in implementing early diagnosis, patient-centred care including prevention and aftercare, access to modern medication, and rehabilitation;
- to allow access to the best possible treatment through information and training to achieve successful self-management;
- to include affected individuals in the decision process in order to increase treatment adherence; to fight for the rights of allergy and respiratory patients to live in a smoke-free environment and enjoy clean air;
- to promote individual responsibility in affected individuals and encourage a healthy lifestyle, in order to prevent later restrictions on their daily lives and activities;
- to encourage affected individuals’ friends and family, caregivers and medical staff to support patients in managing their own illness;
- to initiate, develop and lead projects and plans relating to self-help;
- to develop the quality of self-care in the field of allergies and respiratory illnesses in the health and social domain;
- to fight for the rights of allergy and respiratory patients to live in a smoke-free environment and enjoy clean air;
- to promote individual responsibility in affected individuals and encourage a healthy lifestyle, in order to prevent later restrictions on their daily lives and activities;
- to encourage affected individuals’ friends and family, caregivers and medical staff to support patients in managing their own illness;
- to initiate, develop and lead projects and plans relating to self-help;
- to develop the quality of self-care in the field of allergies and respiratory illnesses in the health and social domain;

- to strengthen the connections between individual members.

3.0 Means to achieving the purpose of the Association

3.1 The purpose of the Association will be achieved by

- issuing publications;
- training and continuing education for member organisations through lectures, meetings and webinars;
- Internet presentations, live video conferences, webinars, etc.;
- establishing contact and collaborating with institutions around the world with similar objectives;
- organising and participating in informational events, conferences and exhibitions;
- continuing education for members of medical professions and persons training for such professions, and for people working in the field of health policy.
- creating, stimulating and participating in joint projects at national and international level.

3.2 The required material resources will be collected via

- membership fees;
- entrance fees;
- grants;
- donations;
- event fees;
- income from capital assets;
- other contributions.

4.0 Membership

Ordinary members

Self-help or patient organisations anywhere in the world with a relevant topic focus can be ordinary members of GAAPP. The Board decides on admission of ordinary members. Admission may be refused with or without a stated reason.

Associate members

Medical organisations with a relevant topic focus, and which have at least one patient group with its own patient-focused goals, can be associate members.

Honorary members

People who have performed outstanding achievements for GAAPP or for the goals pursued by GAAPP may be voted honorary members by the General Assembly, following nomination by the Board.

5.0 End of membership

Membership ends through voluntary withdrawal, cancellation, expulsion, or loss of legal personality.

If a member leaves the Association, it has no claim to repayment of membership contributions already paid, nor to the Association's existing assets.

Withdrawal may only occur on 31 December of each year. The Board must be notified of a member's withdrawal in writing at least six months in advance. If notification is provided too late, then it will only take effect on the next withdrawal date. For legal purposes, the relevant date is the date of termination.

The Board may expel a member if it is in arrears on payment of its membership fees for more than six months despite two written warnings with appropriate deadline extensions. Such expulsion shall not affect its obligation to pay the membership contributions that have come due. The expulsion of a member may also be ordered by the Board for gross violation of other membership obligations, for a severe breach of the provisions of GAAPP's Articles of Association, or for dishonorable conduct.

The expulsion may be appealed to the General Assembly within two weeks following reception of the written order of expulsion. All rights and obligations of membership shall be suspended until the General Assembly

issues a decision.

Withdrawal of honorary memberships may be ordered by the General Assembly at the request of the Board for the same reasons that apply to other members.

6.0 Member rights and obligations

Ordinary members, associate members and honorary members are entitled to participate in all Association events.

Ordinary members have a seat and a vote in the General Assembly and can both vote and stand as candidates.

All members have the right to be informed by the Board in every General Assembly about the Association's activities and financial management.

Members are required to promote GAAPP's interests to the best of their ability, and to refrain from any activity which might harm the Association's image or purpose. They must comply with the Articles of Association and all decisions made by the Association's decision-making bodies.

Members are required to pay the entrance fee and membership dues, in the amounts set by the General Assembly, immediately upon receiving the request.

Honorary members do not pay membership dues.

7.0 Decision-making bodies

The Association's decision-making bodies are:

- the General Assembly;
- the Board;
- the Auditors.

8.0. General Assembly

The General Assembly is the "Members' Assembly" of the Global Allergy and Airways Patient Platform association.

8.1 Notice of convention, participation in the General Assembly

Notice of convention

The General Assembly must be convened every year by the CEO, or by their deputy if they are unable to do so. The notice of convention must be issued at least 4 weeks in advance in writing (by letter, email, fax, or any other electronic means) and must be accompanied by the agenda.

Participants

At the General Assembly, all ordinary members are entitled to participate and to vote and can also stand as candidates. The members are represented by their respective CEOs, or by an authorised representative.

Representatives must be authorised in writing by the CEO of the member organisation in question. Each ordinary member participating in the General Assembly may exercise at most one right to vote.

Each member can be represented at the General Assembly by another member by means of a written proxy vote authorisation. Each member may have at most one (1) authorisation to vote for another full member by proxy. In order to be valid, each proxy vote authorisation must be issued before the start of the Assembly.

Honorary members and associate members have the right to participate in the General Assembly but have no right to vote.

Agenda

The meeting agenda is set by the Chair, or by the Deputy Chair if the Chair is unable to participate, taking into account the proposals put forward by members. It must list all points subject to discussion and resolutions in the meeting.

Proposals to modify the agenda must be submitted to the Board in writing, and the postmark or send date of

the fax, email or other electronic means of communication must be at least two weeks before the date of the General Assembly.

Extraordinary General Assembly

An Extraordinary General Assembly may take place by resolution of the Board or of the ordinary General Assembly.

If the members of the GAAPP (in accordance with Sec. 5 (2) of the Associations Act) or one of the Auditors requests in writing that an Extraordinary General Assembly be convened, the Chair shall thereby be required to convene an Extraordinary General Assembly.

The notice of convention must be issued within 14 days after the request to convene an Extraordinary General Assembly is received by the Board. The Extraordinary General Assembly thus convened must be held within 6 weeks after the notice of convention. In all other points, the same conditions apply as for an ordinary General Assembly.

8.2 Duties of the General Assembly

The General Assembly is responsible for passing resolutions with regard to:

- approval of the minutes of the previous meeting;
- acceptance of the Board's activity report;
- acceptance of the Auditors' report;
- approval of annual accounts;
- approval of the Board's actions;
- expulsion of members;
- the amount of membership fees and any contribution to costs;
- the Board's work program;
- election of the Board;
- election of the Auditors;
- premature dismissal of the Board or individual Board members;
- changes to the Articles of Association;
- appointment of honorary members;
- dissolution of the Association;
- other issues appearing on the agenda.

8.3 Decision-making process

Chair

The General Assembly is led by the Chair, or by the Deputy Chair if the Chair is unable to do so; if the Deputy Chair is also unable to lead the General Assembly, then it shall be led by the oldest of the Association members present. The Chair leads the discussion and determines the order in which the items on the agenda are dealt with, as well as the manner of voting.

Passing resolutions, quorum

The General Assembly is deemed to have a quorum regardless of the number of members present.

In general, all elections and resolutions require a simple majority of votes cast. For resolutions to change or add to the Articles of Association or to dissolve the Association, a majority of two-thirds of the valid votes cast shall be required. Valid resolutions, except for those regarding a request to convene an Extraordinary General Assembly, may only be made with regard to points on the agenda. In the event of a tie, the Chair shall have the deciding vote.

Minutes

The Secretary is responsible for taking minutes. The minutes shall contain the agenda and the resolutions

passed and shall be signed by the Chair of the General Assembly and the Secretary. Upon request from a member, the vote count shall also be recorded in the minutes. The minutes shall be sent to the members no more than 2 months after the General Assembly.

Procedure

The General Assembly can also be held with the help of electronic means.

Voting

Voting may proceed by show of hands, by secret ballot, or electronically in real time. All elections held by the General Assembly for positions within the Association shall proceed by secret ballot.

Miscellaneous

The members of the General Assembly shall perform their functions on a voluntary basis. Meetings of the General Assembly are not public, but the Chair is permitted to invite guests.

9.0 The Board

9.1 Notice of convention, composition

The Board consists of

- the Chair (President)
- the Secretary
- the Treasurer

One deputy may be elected for each member of the Board. The members of the Board are elected by the General Assembly for a period of three years and may be re-elected two times. The General Assembly or an Extraordinary General Assembly may prematurely dismiss the Board or individual Board members by a simple majority. Each role on the Board must be executed personally.

If a Board member leaves their position prematurely, their deputy shall take over their role until the next Board election. If no deputy is available for a departing Board member, the Board shall be entitled to co-opt a new member into the Board until the next General Assembly. In this case, the next General Assembly or an Extraordinary General Assembly shall elect the new Board member.

If the Board does not replace a member by co-opting or stops meeting for an indefinite period of time, then the Auditors shall be required to immediately convene an Extraordinary General Assembly for the purpose of electing a new Board. If the Auditors are also unable to take action, then any ordinary member who recognizes the emergency situation must immediately request the appointment of a curator at the competent court, who must immediately convene an Extraordinary General Assembly.

Board members may declare their resignation in writing at any time. The resignation letter must be addressed to the Board, or to the General Assembly in the event that the entire Board resigns. The resignation of the entire Board shall only take effect when the new Board is appointed.

Notice of convention

The Board meets as needed. A written notice of convention (by letter, email, fax or any other electronic means), accompanied by the agenda, must be issued at least 8 days prior by the Chair, or by the Deputy Chair if the Chair is unable to do so.

Miscellaneous

Meetings of the Board can also be held virtually. Legal transactions between Board members or Auditors and the Association shall require the approval of the Board.

The members of the Board shall perform their functions on a voluntary basis. Reimbursement of travel expenses, representation expenses or other expenditures may be regulated by the Board in internal Reimbursement Policy Guidelines.

Meetings of the Board are not public.

9.2 Duties of the Board

The Board shall manage the Association's business under its own responsibility as required by the purpose of the Association. In addition to statutory reporting requirements, the Board shall report to the General Assembly about all measures taken and about the Association's situation.

Chair (President)

The Chair directs the Association's ongoing business and leads the General Assembly and meetings of the Board. The Chair convenes meetings of these bodies and also represents the Association externally. Important business papers, particularly legal documents and other obligations are signed by the Chair together with the Secretary. If there is a risk of delay, the Chair is entitled to take actions under his or her own authority, even in matters that fall under the responsibility of the General Assembly or the Board; however, he or she must subsequently inform the responsible decision-making body within the Association of such actions.

Deputy Chair (Vice President)

The Deputy Chair shall fully represent the Chair in the event that the Chair is unable to perform his or her duties.

Secretary

The Secretary is responsible for planning and organising meetings of the Association's decision-making bodies, managing all written correspondence and preparing meeting minutes, issuing the resolutions of decision-making bodies in writing, managing membership records, communicating with members, and maintaining the archive.

Treasurer

The Treasurer is responsible for proper financial management of the Association (revenue and expenditure accounts, balance sheet), including preparation of the annual financial statements. Like the Chair, the Treasurer also generally represents the Association in interactions with outside parties (e.g. banks) with regard to the Association's assets, with unrestricted right of disposal. Case-by-case restrictions on the right of disposal, and all other guidelines with regard to proper financial management, shall be resolved by the Board as necessary.

Other duties of the Board are:

- to establish an accounting system that meets the Association's requirements, with continuous recording of revenue/expenditures and maintenance of an inventory of assets as the minimum requirements;
- to prepare the annual statement of accounts and annual accounts, including the balance sheet, no later than 31 May of the following year;
- to administer the Association's assets;
- to inform Association members about the Association's activities, the financial management of the Association, and the audited annual accounts;
- to admit and expel Association members;
- to prepare the General Assembly;
- to ensure that minutes are taken during the meetings of the General Assembly and those of the Board;
- to develop changes to the Articles of Association and present them to the General Assembly for approval;
- to hire and dismiss Association employees;
- to establish working groups;
- to nominate candidates for appointment as honorary members

9.3 Decision-making process

Chair

Meetings of the Board are led by the Chair. The Chair determines the order in which the items on the agenda

are dealt with, as well as the manner of voting. If the Chair is unable to perform these functions, the Deputy Chair shall act as Chair. If the Deputy Chair is also unable to perform these functions, the role of Chair shall fall to the oldest member of the Board in attendance.

Passing resolutions, quorum

The Board is deemed to have a quorum when all of its members have been invited and at least half of them are present. The Board passes resolutions by a simple majority of votes cast. In the event of a tied vote, the Chair shall have the deciding vote.

Minutes

The minutes, which must contain the names of those present, the agenda and any resolutions passed, is signed by the Chair and the Secretary, and must be made accessible to the members of the Board.

10.0 Advisory Committee

The Board may convene an Advisory Committee for expert advice.

11.0 Business offices

GAAPP has to establish and maintain a business office in Austria to carry out its work.

To complete the Association's current tasks, the Board may appoint a Business Manager who shall work according to the instructions of the Board. The Business Manager's tasks and responsibilities shall be set out in rules of procedure. However, the Business Manager shall participate in the meetings of the Board and in the General Assembly in an advisory role.

12.0 Auditors

The General Assembly shall appoint two Auditors from among the ordinary members or a professional auditor for the term of the Board. The Auditors may be re-elected. The Auditors may not be members of the Board but are entitled to participate in their meetings with no right to vote.

The audit conducted by the Auditors must be carried out in such a way that the corresponding report can be prepared within four months after the annual financial statement is completed. The audit shall examine the accuracy of the accounting system, whether the individual items in the annual financial statement are recorded correctly and completely, and whether financial resources have been used appropriately and in accordance with the Articles of Association. It shall include an audit of the formal correctness and accuracy of all receipts and the manner in which they are booked, and an adequate assessment of the asset and liability items via random sampling.

The results of the audit performed by the Auditors shall be compiled by the Auditors in writing and forms the basis of the Board's annual review.

In addition, the Auditors shall inform the General Assembly of the results of their annual audits.

This report forms the basis for the resolution in the General Assembly to approve the actions of the Board.

The (Extraordinary) General Assembly or the Board may order the Auditors, and the Auditors are themselves entitled, to examine the financial management of the Association and to view any of its records at any time.

13.0 Court of Arbitration

The Court of Arbitration shall decide all disputes arising within the Association between its individual members. To constitute the Court of Arbitration, each party to the dispute shall select one arbitrating judge, and the two arbitrating judges must agree on a third as the Chair of the Court of Arbitration. If no Chair can be agreed on for the Court of Arbitration, then the choice between the proposed candidates shall be decided by lot.

Only ordinary members may be members of the Court of Arbitration. If no Court of Arbitration can be constituted, then an (Extraordinary) General Assembly shall decide. The Court of Arbitration shall decide in the presence of all of its members, to the best of their knowledge and belief, without being bound to particular standards. It shall make its orders and decisions by majority vote. The decisions of the Court of Arbitration are

final within the Association. All members of the Court of Arbitration must cast a vote. Abstentions are not permitted.

14.0 Dissolution of the Association

The Association shall be dissolved if the General Assembly or an Extraordinary General Assembly resolves with a 2/3 majority to do so. With regard to dissolution, the provisions of the Associations Act of 1 July 2002, Sections 28, 29 and 30, shall apply.

If assets are held by the Association, the General Assembly which resolves to dissolve the Association must also decide about liquidation. In particular, it shall appoint a liquidator for this purpose.

The Association assets present at the time of the Association's dissolution shall first be used to cover all liabilities arising from statutory requirements and from transactions to which the Association's decision-making bodies have committed in accordance with the Articles of Association.

The Association assets which then remain shall not benefit the members of the Association. They shall be transferred by the liquidator to a legal entity that is recognised as charitable or benevolent within the meaning of Sections 34 ff. of the Austrian Federal Fiscal Code [Bundesabgabenordnung] and has been designated in the General Assembly.

15.0 Financial year

The financial year of the Association corresponds to the calendar year.