

## Statutes - 2011

### **Article 1: Name of the organization**

The organization was established in accordance with the law of July 1st, 1901 and the decree of August 16th, 1901, under the name SOLTHIS (SOLidarité Thérapeutique et Initiatives contre le Sida), Therapeutic solidarity and Initiatives against HIV/Aids.

### **Article 2: Purpose**

The purpose of the association is to increase access to antiretroviral treatment for people living with HIV/AIDS in developing countries.

### **Article 3: Location**

The headquarters is located in Paris. It can be relocated by the Board of Directors, with ratification by the General Assembly.

### **Article 4: Members**

The organization is composed of honorary members, donors, and associate members.

Honorary members are those who have been selected by the Board of Directors for important services provided to the organization. They are exempt from paying dues.

Donors are those who pay the annual dues for this member category, determined every year by the Board of Directors.

Associate members are those who pay the annual dues determined by the Board of Directors.

### **Article 5: Admission**

To be a part of the association, one must first be accepted by the Committee, who review admission requests at every meeting.

### **Article 6: Membership Termination**

Membership can be terminated by:

- Resignation
- Death
- Termination by the Board of Directors for non-payment of dues or for a serious offence, after being invited by registered letter to provide the Board with an explanation.

### **Article 7: Funding**

The funding sources of the association are:

- Admission fees and annual membership dues
- Donations or bequests from individuals or private organizations
- Regional, departmental and municipal government grants or grants from any other national or international public institution
- Other funds to offset services rendered by the association
- All other sources authorized by the laws and regulations

### **Article 8: Board of Directors**

The association is led by a Board of Directors composed of 6 to 14 members elected by the General Assembly for a period of three years.

The board members can be reelected for an unlimited number of terms.

In the case of a member vacancy, the Board of Directors will provide a provisional replacement; the replacement must then be accepted by the General Assembly at the next meeting. The term of the temporary member will terminate with the end of the term of the replaced member.

The Board of Directors will elect a Committee, from among its members, composed by at least one Chair, one Treasurer, one Secretary, and if necessary:

- a Vice Chair
- an Adjunct Secretary
- an Adjunct Treasurer

### **Article 9: Board Meetings**

The Board of Directors meets at least once every six months, convened by the Chair or by one-fourth of the board members.

The decisions of the Board are only valid if at least half of the members are present or represented at the meeting.

The Chair presides over all meetings.

Decisions are made by an absolute majority of all votes cast by the present or represented board members. In the case of a tie, the Chair will have the casting vote.

### **Article 10: Powers of the Board of Directors**

The Board of Directors sets the agenda for the general assembly meetings. It oversees the management of the Committee. Both are responsible for the execution of decisions made by the Assembly.

The Board authorizes all purchases, leases or property disposition as well as all contracts between the association and territorial divisions or organizations, public and private, which provide financial support.

The Board sets the budget for the association and determines the annual membership dues.

### **Article 11: The Committee**

The Committee ensures the efficient operation of the association, with the supervision of the Board of Directors, and prepares the meetings.

The Chair acts as the civil representative of the association and he/she will enter into agreements only with the authorization of the Board of Directors in accordance with the bylaws.

The Chair has the authority to file claims with all public entities, notably in financial matters, and to open all bank and postal accounts.

The Chair takes legal action in the name of the association (with the authorization of the Board of Directors if the situation is not urgent) as a defendant or a plaintiff.

In case of impeachment, the Chair is replaced by the Vice Chair, if one exists, the Treasurer or the Secretary.

The Chair can delegate some of his/her powers, whether the delegation is for a defined time period or permanently. But he/she must notify the Vice Chair.

The Secretary is responsible for drafting the minutes of the Board and General Assembly meetings and for keeping the records required by the law. In the case of impeachment, he/she is replaced by the Vice Chair.

Concerning the bank and postal accounts, the Chair, the Treasurer or any other person delegated by the Chair and the Board of Directors, have the power, individually, to sign all forms of payment (checks, transfers, etc.).

### **Article 12: General Assembly Meetings**

The General Assembly is composed by all the members of the association, independent of status, that have paid the annual dues.

The members can be represented by any other member. The number of terms will be determined at the first General Assembly.

At least fifteen days before the date determined by the Committee, the members are summoned by the Secretary.

The agenda for the meeting is set by the Chair.

The Chair presides over the General Assembly Meeting.

### **Article 13: Ordinary General Assembly Meetings**

The General Assembly will meet once a year.

At this "annual" meeting, the Chair submits a report on the association activities, and the Treasurer submits a financial report including the financial statements of the preceding fiscal year.

That will be followed by, if necessary, the election of the Board of directors then the review of the issues on the agenda.

An Ordinary General Assembly meeting can also be called at any time at the request of the Chair or three-fourths of the Board of Directors.

Decisions are made by an absolute majority of all votes cast by present or represented board members.

**Article 14: Extraordinary General Assembly Meetings**

The Extraordinary General Assembly rules on modifications to the statutes and on the dissolution of the association.

The meeting can be called at the request of the Chair and three-fourths of the Board of Directors.

The decisions of the Extraordinary General Assembly are only valid if at least half of the members are present or represented at the meeting.

Decisions are made by an absolute majority of all votes cast by the present or represented board members.

**Article 15: Internal Regulations**

Internal regulations can be established by the Board of Directors and approved by the General Assembly.

These internal regulations will concern various issues not specifically addressed in the statutes, notably those that relate to the internal administration of the association, and the role of the Steering Committee.

**Article 16: Ethical Charter**

A charter will be established by the Board of Directors and approved by the General Assembly.

This charter will determine the philosophy and the ethical values of the association. The charter will be signed by all the association members and employees, as well as the members of the Steering Committee.

**Article 17: Dissolution**

In the case of dissolution declared by the Extraordinary General Assembly, one or several liquidators will be selected by the Assembly.

All assets, if necessary, will be vested, by the Assembly, in one or several associations pursuing the same goals, or any organization with a social or cultural purpose.

In Paris, on October, 4<sup>th</sup>, 2011,



Pr Christine KATLAMA  
President



Pr Gilles BRÜCKER  
General Secretary



Pr Brigitte AUTRAN  
Treasurer