

**PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**BYELAWS**

**OF**

**THE EUROPEAN LUNG FOUNDATION LIMITED (the "ELF")**

**Company Number: 5718525**

**Registered Charity Number: 1118930**

**(Adopted by resolution of the Board of Directors in accordance with the requirements of Articles 54 & 55 of the ELF's Articles of Association at a Board Meeting on [27] September 2015)**

**WHEREBY IT IS AGREED AS FOLLOWS:**

**1. Interpretation**

In these Byelaws, the following words have the following meanings:

<b>" ELF Council"</b>	means the council of the ELF as appointed in accordance with byelaw 3 of these Byelaws;
<b>"Board of Directors"</b>	means the board of directors for the time being of the ELF;
<b>"ERS"</b>	means the European Respiratory Society, a not-for-profit organisation whose executive office is at 4 Avenue Ste-Luce, CH1003 Lausanne, Switzerland;
<b>"Council Members"</b>	means members of the ELF Council for the time being;
<b>"PatAC Member"</b>	means a member of the Patient Advisory Committee, a sub-committee of the ELF Council;
<b>"ProfAC Member"</b>	means a member of the Professional Advisory Committee, a sub-committee of the ELF Council;
<b>"ELF Council Chair"</b>	Means the chairperson of the meetings of the ELF Council, appointed in accordance with byelaw 4 of these Byelaws;
<b>"Business Day"</b>	means a day other than a Saturday, Sunday or public holiday in England when banks in the City of London are open for business;

**2. ELF Structure and Organisation**

- 2.1. The main advisory body of the ELF on a day to day basis is the ELF Council.
- 2.2. The ELF Council has two sub-committees, the Patient Advisory Committee ("**PatAC**") and the Professional Advisory Committee ("**ProfAC**") from which it considers recommendations and suggestions.
- 2.3. The ELF Council reports to the Board of Directors, who must provide final approval to the ELF Council in accordance with the Articles of Association of the ELF.

### 3. ELF Council

- 3.1. The ELF Council is comprised of eleven participants (known as Council Members), who work on a voluntary basis.
- 3.2. Seven of the Council Members are the persons who hold the following positions ex officio:
  - 3.2.1. ERS President;
  - 3.2.2. ERS President Elect;
  - 3.2.3. ERS Secretary General;
  - 3.2.4. ERS Treasurer;
  - 3.2.5. ELF Professional Advisory Committee Chair;
  - 3.2.6. ERS Advocacy Council Chair; and
  - 3.2.7. ERS Executive Director
- 3.3. Four Council Members (the "**Selected Members**") are selected and appointed by the seven Council Members outlined in byelaws 3.2.1-3.2.6 above.
- 3.4. The Selected Members are chosen by the ELF Council on the basis of their reputation and expertise in ELF activities.
- 3.5. The Selected Members are appointed for a period of 3 years from the date of their appointment, and they are not eligible for re-election.

### 4. ELF Council Chair

- 4.1. The Chairperson of the meetings of the ELF Council is the ELF Council Chair.
- 4.2. The ELF Council Chair is appointed following an application and interview process.
- 4.3. Applicants wishing to become the ELF Council Chair will be asked to provide a CV and covering letter explaining why they wish to take on the role. The interview panel will be made up of the current Board of Directors, ELF Secretary, the ERS President and the ERS President-Elect. The ELF Council Chair will be appointed for a period of 3 years from the date of their appointment, and they are not eligible for re-election.

### 5. ELF Treasurer and ELF Secretary

- 5.1. The Treasurer of the ELF ("**ELF Treasurer**") will be the Council Member who is appointed by virtue of his position as the Treasurer of the ERS, as set out in byelaw 3.2.4 above.
- 5.2. The ELF Treasurer is responsible for preparing the accounts and for managing and gathering in all the accounting documents (in accordance with the requirements of the Board of Directors).
- 5.3. The Secretary of the ELF ("**ELF Secretary**") will be the Council Member who is appointed by virtue of his position as the ERS Executive Director.

### 6. Patient Advisory Committee

- 6.1. The PatAC is a sub-committee of the ELF Council.
- 6.2. The PatAC is comprised of PatAC Members who are:

- 6.2.1. Representatives of not-for-profit health-related organisations;
  - 6.2.2. Patients; or
  - 6.2.3. Family members or caregivers;
- who represent individuals with respiratory diseases.
- 6.3. There is no upper or lower limit to the number of PatAC Members.
  - 6.4. There is no minimum or maximum time period for which a PatAC Member must remain a PatAC Member.
  - 6.5. The purpose of the PatAC is to provide input to the ELF Council on all issues relating to patients and patient organisations.
  - 6.6. The PatAC reports to the ELF Council via the ELF Council Chair and can make suggestions or recommendations for presentation to the ELF Council.

## **7. Professional Advisory Committee**

- 7.1. The ProfAC is a sub-committee of the ELF Council.
- 7.2. The ProfAC Members are all selected and appointed by the ELF Council.
- 7.3. The ProfAC is comprised of ProfAC Members who are;
  - 7.3.1. Primary care experts; and
  - 7.3.2. Members of the ERS
- 7.4. The minimum number of ProfAC Members is 6.
- 7.5. Each ProfAC Member is appointed for a period of 3 years from the date of their appointment, and they are not eligible for re-election.
- 7.6. The role of the ProfAC is to provide support and input to the ELF Council to ensure that all educational materials produced and developed are fit for purpose, accurate and useful.
- 7.7. The ProfAC reports to the ELF Council via the Professional Advisory Committee Chair.
- 7.8. The Professional Advisory Committee Chair is elected by the ProfAC and is a Council Member.
- 7.9. The Professional Advisory Committee Chair can make suggestions/recommendations for presentation to the ELF Council.

## **8. Reporting to ERS**

- 8.1. The ELF Council Chair is a member of the ERS Executive Committee.
- 8.2. The ELF Council Chair reports to the ERS Committee on all aspects of the ELF's work

## **9. Funding from the European Respiratory Society (the "ERS")**

- 9.1. ELF receives annual funding every year from the ERS.
- 9.2. In order to receive such funding, every year the ELF Council must submit budgets and a work plan to the ERS.

- 9.3. The ERS will review the budgets and the work plan in line with its budgeting process.
- 9.4. Once the budget is approved by the ERS, the ELF must invoice the ERS for the agreed annual budget sum during the first month of the budget period.

## **10. Accounts**

- 10.1. The accounting year end for the ELF is 31 March, and may be changed in line with ERS accounting policy.
- 10.2. ELF transactions and accounts are managed on a day-to-day basis by ERS Sheffield branch accounts team.
- 10.3. The overall responsibility for the ELF accounts lies with the Board of Directors.
- 10.4. The ELF annual accounts will be audited each year by the auditors appointed by the Board of Directors in consultation with the ELF Council.
- 10.5. The auditors should be the same as the auditors appointed to the ERS, unless the Board of Directors decides otherwise.
- 10.6. The ELF Treasurer who is responsible for preparing the annual accounts must submit annual accounts for the year ended 31 March to the ELF Council for review.
- 10.7. Once the accounts have been reviewed and approved by the ELF Council, the ELF Council must present the accounts to the Board of Directors and ERS Executive Committee for formal approval.

## **11. Meetings of the ELF Council**

- 11.1. The ELF Council meets when convened in accordance with this byelaw 11, but will be convened no less than 3 times per year.
- 11.2. An ELF Council meeting may be convened by the ELF Council Chair, or by two Council Members.
- 11.3. A meeting of the ELF Council may be called by giving no less than three weeks notice to all Council Members, unless the matter is urgent in which case a meeting can be held with not less than 1 hours' notice provided that a quorum of Council Members is present.
- 11.4. A notice to call a meeting of the ELF Council must specify the date, place and time of the meeting.
- 11.5. An agenda for the ELF Council meeting must be circulated no less than 1 week before the meeting, unless it is an urgent meeting in which case this byelaw shall not apply.
- 11.6. A meeting of the ELF Council may be held by telephone conference, or a Council Member may attend a meeting via telephone conference.
- 11.7. At a meeting of the ELF Council every Council Member has one vote each and all decisions will be made by a majority vote.

## **12. Quorum for ELF Council Meetings**

- 12.1. The quorum for the transaction of business at a meeting of the ELF Council is at least one half of the Council Members, the majority of whom must be the Council Members listed in byelaws 3.2.1 – 3.2.6 above.

**13. Records of decisions to be kept**

- 13.1. The decisions of the ELF Council will be recorded in meeting minutes, signed by the ELF Council Chair and the ELF Secretary.
- 13.2. A copy of the ELF Council meeting minutes will be circulated to all Council Members.