

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 [07] October 2021)

WHEREBY IT IS AGREED AS FOLLOWS:

1. Interpretation

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

" ELF Council"	means the council of the ELF as appointed in accordance with byelaw 3 of these Byelaws;
"Board of Directors"	means the board of directors for the time being of the ELF;
"ERS"	means the European Respiratory Society, a not-for-profit organisation whose executive office is at 4 Avenue Ste-Luce, CH1003 Lausanne, Switzerland;
"Council Members"	means members of the ELF Council for the time being;
"PatAC Chair"	means the Chair of the Patient Advisory Committee, a sub-committee of the ELF Council;
"ProfAC Chair"	means the Chair of the Professional Advisory Committee, a sub-committee of the ELF Council;
"UPAG representative"	means the elected representative of the United Patient Advisory Group, a sub-committee of the ELF Council made up of representatives of disease-specific Patient Advisory Groups (PAGs);
"EPAP representative"	means the elected representative of the European Patient Ambassador Programme, ELF's patient training programme
"ELF Council Chair"	means the chairperson of the meetings of the ELF Council, appointed in accordance with byelaw 4 of these Byelaws;
"Business Day"	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 three sub-committees, the Patient Advisory Committee ("**PatAC**"), the Professional Advisory Committee ("**ProfAC**") and the United Patient Advisory Group ("**UPAG**") 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 ten participants (known as Council Members), who work on a voluntary basis.
- 3.2. Four of the Council Members are the persons who hold the following positions ex officio:
 - 3.2.1. ERS President;
 - 3.2.2. ERS Secretary General;
 - 3.2.3. ERS Treasurer; and
 - 3.2.4. ERS Advocacy Council Chair;
- 3.3. Four additional Council members are part of the ELF Council on the basis of their elective roles in ELF sub-committees and activities, namely PrAC, PAC, UPAG and EPAP.
- 3.4. One selected member is invited to join the ELF Council due to their reputation and expertise in ELF activities. The Selected Member is 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 Chair, ERS Secretary General and ERS Executive Director) and the ERS President-Elect. The ELF Council Chair will be appointed for a period of 3 years and will start an elect period from the date of their appointment, and they are not eligible for re-election.

5. ELF Treasurer

- 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 3.2.3 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).

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, although the target number is 20.
- 6.4. There is no minimum or maximum time period for which a PatAC Member must remain a PatAC Member, although they will be asked to renew their interest every 3 years and to step down if they no longer wish to be part of the Committee.
- 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 elected PAC Chair who sits on the ELF Council 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 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 elected Professional Advisory Committee Chair.
- 7.8. The Professional Advisory Committee Chair can make suggestions/recommendations for presentation to the ELF Council.

8. United Patient Advisory Group

- 8.1. The UPAG is a sub-committee of the ELF Council.
- 8.2. The UPAG Members are all selected and appointed by individual disease-specific Patient Advisory Groups (PAG)s.
- 8.3. They are appointed for a 1-year renewable term by their respective PAG.

- 8.4. The role of the UPAG is to provide support and input to the ELF Council to ensure that the priorities of patient within each disease area covered by ELF are represented.
- 8.5. The UPAG reports to the ELF Council via a selected representative of the UPAG, who is proposed by the UPAG and selected by the ELF Council.

9. Reporting to ERS

- 9.1. The ELF Council Chair is an observer of the ERS Executive Committee and the ERS Management group.
- 9.2. The ELF Council Chair reports to the ERS Executive Committee on all aspects of the ELF's work

10. Funding from the European Respiratory Society (the "ERS")

- 10.1. ELF receives annual funding every year from the ERS.
- 10.2. In order to receive such funding, every year the ELF Council must submit budgets and a work plan to the ERS.
- 10.3. The ERS will review the budgets and the work plan in line with its budgeting process.
- 10.4. Once the budget is approved by the ERS, the ELF must invoice the ERS for the agreed annual budget sum during the budget period.

11. Accounts

- 11.1. The accounting year end for the ELF is 31 March, and may be changed in line with ERS accounting policy.
- 11.2. ELF transactions and accounts are managed on a day-to-day basis by ERS Sheffield branch accounts team.
- 11.3. The overall responsibility for the ELF accounts lies with the Board of Directors.
- 11.4. The ELF annual accounts will be audited each year by the auditors appointed by the Board of Directors in consultation with the ELF Council.
- 11.5. The auditors should be the same as the auditors appointed to the ERS, unless the Board of Directors decides otherwise.
- 11.6. 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.
- 11.7. Once the accounts have been reviewed and approved by the ELF Council, the ELF Council must present the accounts to the Board of Directors for formal approval.

12. Meetings of the ELF Council

- 12.1. The ELF Council meets when convened in accordance with this byelaw 12, but will be convened no less than 3 times per year.
- 12.2. An ELF Council meeting may be convened by the ELF Council Chair, or by two Council Members.

- 12.3. 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.
- 12.4. A notice to call a meeting of the ELF Council must specify the date, place and time of the meeting.
- 12.5. 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.
- 12.6. A meeting of the ELF Council may be held online or by telephone conference, or a Council Member may attend a meeting online or via telephone conference.
- 12.7. At a meeting of the ELF Council every Council Member has one vote each and all decisions will be made by a majority vote.

13. Quorum for ELF Council Meetings

- 13.1. 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 byelaw 3 above.

14. Records of decisions to be kept

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