

Global Allergy and Asthma Patient Platform

1130 Vienna, Altgasse 8 – 10

CONSTITUTION

of
06.05.2010

Preamble

The feminine as well as the masculine form applies to all function and job designations in this Constitution.

1.0 Name, domicile of the Association and area of activity

The Association has the name of “Global Allergy and Asthma Patient Platform” (hereinafter abbreviated to GA²P²). It is domiciled in Vienna. Its non-profit making activity extends to the entire world.

2.0 Association’s purpose

The Association’s purpose is:

- To represent the interests of the self help organisations working in the area of allergy and asthma;
- Presentation and support of the health and social policy concerns of members;
- The development and reinforcement of information, networking and cooperation structures between GA²P² and the relevant decision makers and representatives of interests, and between representative bodies of the institutions in the health and social area of the various countries;
- Cooperation in health and social policy developments and decisions;
- Working in partnership with the worldwide “health care organisations” and ARIA, GINA, GOLD, WAO, WHO-GARD and others;
- Support for members in the implementation of earlier diagnosis, patient centred care with welfare and subsequent care, access to modern medication and to rehabilitation;
- Access to the best possible treatment by information and training to achieve successful self management;
- Involvement of those concerned in the decision making process in order to increase adherence to therapy;
- To fight for the rights of allergy and asthma patients to be able to live in a smoke-free environment and clean air;
- To promote the individual responsibility of those concerned, pointing them in the direction of a healthy lifestyle in order to keep restrictions in their daily life and activities to a minimum;
- Motivating family members of those concerned, carers and medical personnel to support patients in the management of their own disorder;
- Taking up, developing and driving forward plans and projects relevant to self help
- Quality development of self help in the area of allergy and asthma in the health and social area
- To intensify connections between individual members.

3.0 Methods of achieving the Association's purpose

3.1 The Association's purpose is to be achieved by

- Bringing out publications;
- Training and further training courses for the member organisations by lectures and seminars;
- Internet presentation;
- Making contact and cooperation with institutions with similar objectives working worldwide;
- Organisation of and participation in information events, congresses and exhibitions;
- Further training for members of the medical professions and for persons training for these professions, and for persons working in health policy.

3.2 The necessary funds will be procured by

- Member subscriptions;
- Joining fees;
- Promotions;
- Donations;
- Events fees;
- Income from capital assets;
- Other gifts.

4.0 Membership

Ordinary members

Subject-related self help and patient organisations throughout the world can be ordinary members of GA²P².

The Managing Board will decide on the admission of ordinary members. Admission may be refused without giving reasons.

Associated members

Subject-related medical organisations which manage at least one patient group with objectives specifically focussed on patients may be associated members.

Honorary members

Persons who have made special achievements in relation to GA²P² or the objectives pursued by GA²P² can be elected as honorary members by the General Meeting, having been proposed by the Managing Board.

5.0 Termination of membership

Membership will end by voluntary withdrawal, cancellation, exclusion, or by loss of legal personality.

If a member leaves the Association, the member will have no claim to a refund of membership subscriptions paid and no claim to any of the Association's existing assets.

Withdrawal can only take place on 31st December of each year. It must be notified in writing to the Managing Board at least six months in advance. If the notice arrives late, it will become effective only on the next possible withdrawal date. The date will be the criterion for receipt on time.

The Managing Board may exclude a member if the member is in arrears with the payment of membership subscriptions for longer than six months, in spite of two written reminders setting an appropriate period for payment. The obligation to make payment of the membership subscriptions which have fallen due will not be affected by this.

The exclusion of a member from the Association may also be ordered by the Managing Board due to a gross breach of other member obligations, a serious breach of the provisions of the Constitution of GA²P², or due to dishonourable conduct.

An appeal may be lodged with the General Meeting against the exclusion within two weeks from receipt of the written exclusion decision. The member's rights and member's obligations will be suspended until the decision by the General Meeting.

The forfeiture of honorary membership may be decided on by the General Meeting on application by the Managing Board, for the same reasons which apply to members.

6.0 Rights and obligations of members

Ordinary members, associated members and honorary members will be entitled to take part in all events of the Association.

Ordinary members will have a seat and vote in the General Meeting and an active and passive voting right.

All members will be entitled to be informed in any General Meeting about the activity of the Association and about its handling of finances.

Members will be under an obligation to promote the interests of GA²P² to the best of their abilities and to desist from anything which could be detrimental to the reputation and purpose of the Association. They are to observe the Constitution of the Association and the resolutions of the bodies of the Association.

Members will be under an obligation to pay the admission fee and the membership subscription to the amount decided by the General Meeting immediately on receipt of the payment demand.

Honorary members do not pay any membership subscription.

7.0 Association bodies

The bodies of the Association are:

- The General Meeting;
- The Managing Board;
- The Auditors.

8.0 The General Meeting

The General Meeting is the "Members' Meeting" of the Association "Global Allergy and Asthma Patient Platform".

8.1 Calling meetings, participation in the General Meeting

Calling meetings

The General Meeting is to be called at least every two years by the Chairman and, if he is prevented, by his deputy. The meeting is to be called at least 4 weeks in advance in writing (letter, E-mail, fax), indicating the agenda.

Participants

All ordinary members will be entitled to participate and vote at the General Meeting and will have an active and passive voting right. Members will be represented by their respective Chairman or by an authorised representative. The authorisation from the respective Chairman of the individual member is

to be provided in writing. All ordinary members participating in the General Meeting may exercise a maximum of only one voting right.

Honorary members and associated members will be entitled to participate in the General Meeting, but will not have a voting right.

Agenda

The agenda will be set by the chairman and, if he is prevented, by his deputy, taking account of the applications by members. All items are to be included which are to be dealt with in the meeting and on which a resolution is to be passed.

Applications for changes to the agenda are to be submitted in writing to the Managing Board at least two weeks before the date of the General Meeting, whereby the date of the post mark or the transmission date of the fax or E-mail will be the criterion.

Extraordinary General Meeting

An extraordinary General Meeting is to take place if a resolution to this effect is passed by the Managing Board or the ordinary General Meeting.

If Members of GA²P² in conformity with § 5 Para. 2 of the Law relating to Associations or one of the auditors request the calling of an extraordinary General Meeting in writing, the Chairman will be under an obligation to call an extraordinary General Meeting.

The meeting must be called within 14 days after the request to hold an extraordinary General Meeting has been received by the Managing Board. The aforementioned General Meeting called in this way must be held within a period of 6 weeks after being called. Otherwise, the same provisions will apply as for the General Meeting.

8.2 Tasks of the General Meeting

The General Meeting will be responsible for the passing of resolutions on:

- Approval of the Minutes of the last Meeting;
- Receiving the activity report of the Managing Board;
- Receiving the auditors' report;
- Adoption of the annual accounts
- Discharge of the Managing Board;
- Exclusion of members;
- Resolution on the amount of the membership subscription and any cost contributions;
- Resolution on the Managing Board's programme of work;
- Election of the Managing Board;
- Election of the auditors;
- Premature dismissal of the Managing Board or individual members of the Managing Board
- Resolutions on changes to the Constitution;
- Appointing honorary members;
- Dissolution of the Association;
- Resolutions on other matters contained in the agenda.

8.3 Decision making

Chair

The General Meeting will be chaired by the Chairman, and if he is prevented, by the Deputy Chairman and, if he is prevented, by the oldest of the Association members present. The Chairman will chair the discussions and will determine the sequence of the agenda items and the type of voting.

Resolution, quorum

The General Meeting will form a quorum regardless of the number of members present.

All elections and resolutions will be made in principle by a simple majority of votes. For a resolution

on changing or supplementing the Constitution or on the dissolution of the Association, a majority of two thirds of the valid votes cast is required.

Valid resolutions, except those on an application for calling an extraordinary General Meeting, can only be passed on agenda items.

If there is an equal number of votes, the Chairman will have the casting vote

Minutes

The secretary will be responsible for keeping the minutes. The minutes will contain the agenda and the resolutions passed, and will be signed by the Chairman of the General Meeting and the Secretary. On request by a member, the proportion of votes is also to be included in the minutes. The minutes are to be sent to the members at the latest 2 months after the General Meeting.

Miscellaneous

The members of the General Meeting will exercise their functions on an honorary basis.

The meetings of the General Meeting are not public, but the Chairman will be free to invite guests.

9.0 The Managing Board

9.1 Calling meetings and composition

The Managing Board will consist of

- The Chairman
- The Secretary
- The Treasurer

Up to two deputies can be elected for each member of the Managing Board; when these are elected the order in which they are to represent the member of the Managing Board concerned is to be determined.

The members of the Managing Board will be elected by the General Meeting for two years; they may be re-elected three times. The General Meeting or an extraordinary General Meeting may dismiss the Managing Board or individual members of the Managing Board prematurely by a simple majority. All functions in the Managing Board are to be exercised personally.

If a member of the Managing Board steps down prematurely, his deputy will take over his function until the next Managing Board election. If no deputy is available for a member of the Managing Board who is stepping down, the Managing Board will be entitled to co-opt a new member to the Managing Board for the period until the next General Meeting. In this case the next following General Meeting or an extraordinary General Meeting will elect a new Managing Board for the rest of the remaining function period.

If the Managing Board ceases altogether in the absence of adding to itself by co-opting, or for an unforeseeable length of time, each auditor will be under an obligation to call an extraordinary General Meeting immediately for the purpose of electing a new Managing Board. If the auditors are also unable to act, each ordinary member, recognising the emergency situation, is immediately to apply to the competent court for the appointing of a trustee, who is to call an extraordinary General Meeting forthwith.

The members of the Managing Board may declare their resignation in writing at any time. The declaration of resignation is to be addressed to the Managing Board, and in the event of the resignation of the whole Managing Board, to the General Meeting. The resignation of the whole Managing Board will only become effective once the new Managing Board has been appointed.

Calling meetings

The Managing Board will meet as necessary. The written invitation (letter, E-mail, fax), including the agenda, will be issued at least 8 days in advance by the Chairman, and if he is prevented, by the Deputy Chairman.

The auditors will participate in the meetings of the Managing Board, but will not have a voting right.

Miscellaneous

Legal transactions between the members of the Managing Board or the auditors and the Association require the consent of the Managing Board.

The members of the Managing Board will exercise their functions on an honorary basis.

The meetings of the Managing Board are not public.

9.2 Tasks of the Managing Board

The Managing Board will undertake the business management of the Association on its own responsibility, as required by the Association's purpose. In addition to the statutory reporting obligation, the Managing Board is to report to the General Meeting on all measures and the situation of the Association.

The Chairman

The Chairman conducts the ongoing business transactions of the Association, chairs the General Meeting and the meetings of the Managing Board. He will call the meetings of these Association bodies and represents the Association externally.

Important business documents, in particular legal documents and similar undertakings, will be signed by the Chairman together with the Secretary, and in financial matters together with the Treasurer.

If there is a risk in delay, the Chairman will be entitled to issue orders independently on his own responsibility even in matters which fall under the scope of effectiveness of the General Meeting or the Managing Board; however, these must subsequently be notified to the competent bodies of the Association.

The Deputy Chairman

The Deputy Chairman represents the Chairman in all aspects if the latter is prevented.

The Secretary

The secretary is responsible for the planning and organisation of the meetings of the bodies of the Association, conducting correspondence and drawing up the minutes of the meetings, recording the resolutions of the bodies of the Association, managing the member database, providing information to members and keeping the archive.

The Treasurer

The treasurer is responsible for the correct handling of finances on the part of the Association (income and expenditure accounts, assets overview), including the drawing up of the annual accounts. In principle, like the Chairman, he also has unlimited authorisation to dispose over the Association's funds externally (e. g. in respect of banks). A case by case limitation of his authorisation to dispose over the funds and all other guidelines on conducting the correct handling of finances are to be decided on by the Managing Board as necessary.

Other tasks of the Managing Board are:

- Setting up an accounting system corresponding to the requirements of the Association with ongoing recording of income / expenditure and maintaining a list of assets as a minimum requirement;
- Drawing up the annual report and the annual accounts and an overview of the assets by 31st May of the following year at the latest;
- Managing the Association's assets;
- Drawing up the budget;
- Informing the members of the Association on the activity of the Association, its handling of finances and the audited annual accounts;
- Admission and exclusion of Association members;
- Preparation of the General Meeting;
- Ensuring the keeping of the minutes during the meetings of the General Meeting and the Managing Board;
- Drawing up changes to the Constitution and their presentation for approval in the General Meeting;
- Appointing and giving notice to employees of the Association;
- Setting up working groups;
- Nominations for the appointment of honorary members.

9.3 Decision making

Chair

The meetings of the Managing Board will be chaired by the Chairman. He will determine the sequence of the agenda items and the type of voting. If the Chairman is prevented, the meeting will be chaired by the Deputy Chairman. If he is also prevented, the Chair will be taken by the oldest member of the Managing Board.

Resolutions, quorum

The Managing Board will form a quorum if all its members have been invited and at least half of them are present.

The Managing Board will pass its resolutions by a simple majority of votes. If there is an equal number of votes, the Chairman will have the casting vote

Minutes

The Minutes, which are to contain the names of those present, the agenda, and the resolutions passed, will be signed by the Chairman and the Secretary and are to be made accessible to the members of the Managing Board.

10.0 Professional advisory board

The Managing Board may call on a professional advisory board to obtain professional advice.

11.0 Business location

GA²P² has set up and maintains a business location in order to carry out its work.

The Managing Board may appoint a Managing Director to carry out its ongoing work, who will work to the directives of the Managing Board. The task profile of the Managing Director will be laid down in a set of rules for the conduct of business. The Managing Director will, however, take part in the meetings of the Managing Board and in the General Meeting in an advisory capacity.

12.0 The auditors

The General Meeting will appoint two auditors from among the ordinary members for the function period of the Managing Board. Re-election is possible. The auditors cannot be members of the Managing Board, but will be entitled to participate in its meetings without a right to vote.

The audit by the auditors is to take place in such a way that the audit report is guaranteed to be available within four months from completion of the annual accounts. The audit will extend to the correctness of accounting, complete and accurate recording of the individual items of the annual accounts and the appropriate use of funds in conformity with the Constitution. It will include an audit of the formal correctness and accuracy of the vouchers and their entry into the books and a valuation of the asset and debt items to the necessary extent by random samples.

The result of the audit by the auditors will be summarised by the auditors in writing and will form the basis for annual management by the Managing Board.

Furthermore, the auditors will report to the General Meeting on the results of their annual audits. This report will form the basis for the passing of the resolution in the General Meeting for discharge of the Managing Board.

The (extraordinary) General Meeting or the Managing Board may commission the auditors, and the auditors will be automatically entitled, to inspect the Association's handling of finances and all the Association's records at any time.

13.0 The arbitration tribunal

The arbitration tribunal will decide in all disputes arising from the Association relationship between individual members of the Association.

The arbitration tribunal will be formed in such a way that each side to the dispute will choose an arbitrator, and the two arbitrators are to agree on a third as chairman of the arbitration tribunal. If no agreement is reached on appointing the chairman of the arbitration tribunal, the decision will be made by drawing lots among several chairmen proposed.

Only ordinary members can be members of the arbitration tribunal. If no arbitration tribunal comes into being, an (extraordinary) General Meeting will decide.

The arbitration tribunal will decide in the presence of all its members to the best of its knowledge and belief, without being bound by certain standards. It will pass its resolutions and make its decisions by a majority of votes. The decisions of the arbitration tribunal are final within the Association. All members of the arbitration tribunal are to cast a vote. Abstention from voting is not permitted.

14.0 Dissolution of the Association

The Association is to be dissolved if the General Meeting or an extraordinary General Meeting passes a resolution to this effect by a 2/3 majority. The provisions of the Austrian Law governing Associations of 1st July 2002 §§ 28, 29 and 30 will apply to the dissolution.

The General Meeting which passes a resolution on the dissolution also has to pass a resolution on the liquidation if the Association has assets. In particular, it is to appoint a liquidator for this purpose.

The Association's assets present when the Association is dissolved are first to be used to cover all liabilities which arise from statutory regulations and from business transactions for which the bodies of the Association have entered into a commitment in conformity with the Constitution.

The remaining assets of the Association may not be used to benefit the members of the Association. They are to be transferred by the liquidator to a legal entity which is recognised as non-profit making or charitable as defined in §§ 34 ff of the Federal Tax Code and has been determined in the General Meeting.

15.0 The Association's year

The Association's year is the calendar year.



This Constitution was passed by a resolution of the Founders on 06.05.2010 and was approved on 08.09.2010 by the Office for Associations, Assemblies and Media Law Matters at the Federal Police Headquarters of Vienna.