

## **Annex 2: BYLAWS OF KNCV TUBERCULOSIS FOUNDATION**

### **Article 1. Preamble**

- a. Bylaws were adopted for and by the General Assembly in order to elucidate and supplement the provisions laid down in the Articles of Association.
- b. The current Bylaws were adopted by the General Assembly in its meeting on May 16, 2018.
- c. These bylaws were drawn up in consultation with the Board of Trustees and were made available to the Executive Director, the Management Team and the Works Council.
- d. These bylaws are linked to the Articles of Association and the Rules and Regulations for the Board of Trustees, for the Executive Director and for the Management Team.
- e. These bylaws may be supplemented and/or adapted by the General Assembly after consultation with the Board of Trustees and the Executive Director, supported by the advice of the Management Team.
- f. These bylaws were drawn up with due care. In instances where these bylaws are at variance with the Articles of Association, the Articles of Association will naturally prevail.

### **Article 2. Objective of the General Assembly and the bylaws**

- a. In KNCV Tuberculosis Foundation, the General Assembly is the supervisory and administrative link with ultimate responsibility.
- b. The General Assembly provides transparency (sees to accountability beforehand and afterwards). Transparency not just towards members, but also towards extraordinary members and social stakeholders in the broadest sense.
- c. The administrative and supervisory functions of the General Assembly are laid down by law but have been defined in more detail in the Articles of Association.
- d. The bylaws contain a more detailed description of the procedures and practices relating to the General Assembly.

### **Article 3. Representation in the General Assembly**

- a. Members are represented by natural persons to be appointed by them for this purpose.
- b. The secretariat of KNCV Tuberculosis Foundation keeps records of this; the persons appointed by the members are approached directly when a meeting is convened and the meeting documents are sent out. A copy of the notice convening the meeting is sent to the secretariat of the member.
- c. Members fulfill their representation with as benchmark the statutory mission of KNCV Tuberculosis Foundation. The representatives are nevertheless bound by the instructions they receive from the association they represent.
- d. Honorary members and extraordinary members have access to the General Assembly and receive the notices convening the meetings. They do not have any voting rights in the meeting.

### **Article 4. Responsibilities and powers of the General Assembly**

- a. The responsibilities and powers of the General Assembly are outlined in the law of associations and have been worked out in more detail for KNCV Tuberculosis Foundation in the Articles of Association.
- b. The General Assembly has the power to grant a discharge to the Board of Trustees for the supervision performed and to the Executive Director for the management of the organization.
- c. The General Assembly can give solicited and unsolicited advice to the Executive Director and the Board of Trustees of the association with respect to the execution of activities within the framework of the objective. This advice is of a non-binding nature.

### **Article 5. Working method and meetings of the General Assembly**

- a. There is generally one General Assembly meeting a year, the annual meeting. It has to take place no later than within six months after the end of the financial year, generally in the month of May. The annual accounts and annual report over the previous financial year are presented for adoption. The annual plans and budget for the current financial year are briefly explained and there is an opportunity to ask questions about this. The retirement and appointment of members of the Board of Trustees in line with the rotation schedule is also determined during this meeting.
- b. The agenda is drawn up by the Chair of the Board of Trustees in consultation with the Executive Director and Board Secretary.

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- c. The agenda covers administrative matters in accordance with provisions laid down in the Articles of Association and the law. The agenda furthermore offers room for an exchange of ideas with the members and informative presentation of strategy, policy and/or justification of the results by the Executive Director and/or organization.
- d. A preliminary announcement of the meeting (with provisional agenda) is generally sent out one month prior to the meeting.
- e. The notice convening the meeting (together with the agenda and other documents) is sent out 15 days prior to the meeting.
- f. In addition to the annual meeting, members are generally invited to a symposium once a year. A theme from national or international tuberculosis control will be discussed in greater depth at this symposium with representatives of the members and with a broader audience from those involved in controlling TB nationally. The aim of this symposium is to get Dutch stakeholders involved in issues related to the activities of KNCV Tuberculosis Foundation, nationally or internationally.

### **Article 6. Provision of information to the General Assembly**

The General Assembly will be informed on the basis of:

- 1) annual report and annual accounts;
- 2) annual plan and budget;
- 3) strategic long-term plan;
- 4) annual report of the Board of Trustees on the supervision performed;
- 5) other information which is deemed relevant by the Board of Trustees and/or Executive Director for the proper functioning of the General Assembly.

### **Article 7. Provision of information by the General Assembly**

Minutes are drawn up on the topics discussed at the general meeting. These are adopted and signed by the Chair and the person taking the minutes. The minutes are available for inspection at the secretariat of the association. For the benefit of the certification of the Centraal Bureau voor de Fondsenwerving (CBF) [Central Bureau on Fundraising] all relevant documents are available within the framework of the annual report or can be requested at the secretariat of the organization.