

**CONSTITUTION OF THE  
FORUM OF INTERNATIONAL RESPIRATORY SOCIETIES**

**(Last updated version: February 14, 2019)**

**Name and headquarters**

**Article 1**

The Forum of International Respiratory Societies (hereafter called the Forum) is a not-for-profit international association constituted in accordance with Article 60 and following of the Swiss Civil Code.

**Article 2**

The domicile of the Forum is Lausanne, Switzerland. The Forum shall be of unlimited duration.

**Purposes and mission**

**Article 3**

1. The Mission of the Forum is to promote lung health worldwide through a partnership of international respiratory societies and organizations that share and coordinate their collective knowledge, expertise, and resources.
2. This Mission will be attained by the consideration of needs and the proposal of projects to meet these needs, which would be implemented jointly or individually by the member organizations.

**Members**

**Article 4**

**The association comprises:**

1. Founding members

Founding members represent seven major international respiratory societies, recognized as such at regional and global level

The Forum has seven founding members:

The Asociación Latinoamericana del Torax (ALAT), The American Thoracic Society (ATS), The American College of Chest Physicians (CHEST), The Asian Pacific Society of Respiriology (APSR), The European Respiratory Society (ERS), the Pan African Thoracic Society (PATS) and The International Union Against Tuberculosis and Lung Disease (The Union).

Each founding member organization shall select up to three representatives, in its sole discretion, but subject to the following parameters:

- a. One representative shall be part of the current or past leadership of that member organization.
- b. One member shall be the current President of the member organization
- c. One member shall be the current CEO or Executive Director of the member organization
- d. Each founding member organization shall have one vote
- e. Observers are permitted to attend but are not allowed to address the meeting unless asked to do so by the President.

## 2. Associate members

Associate members are organizations which have similar missions as the Forum and which may contribute substantially to the goals of the association.

Requests to become an associate member must be addressed to the Executive Committee of the Forum.

New members will be admitted to the Forum upon unanimous vote of the Founding members at a General Assembly meeting.

A member may be asked to withdraw from the Forum based upon a determination and unanimous vote by all other then-existing members that such member has failed to fully participate financially or otherwise in the Forum's affairs.

Only the assets of the Forum may be used to meet commitments. Members have no individual responsibility.

## **Resources**

### **Article 5**

The association's resources come from:

- Membership fees
- Donations
- Legacies
- Private and public subsidies
- Any other resources authorized by law

The funds will be used in conformity with the association's mission.

## **Organs**

### **Article 6**

The associations' organs are:

- a. The General Assembly
- b. The Executive Committee
- c. The auditors

## **General Assembly**

### **Article 7**

The General Assembly is the association's supreme authority. It is composed of all the members. It shall hold an ordinary meeting once each year. It may also meet in extraordinary session whenever necessary, by decision of the Executive Committee or at the request of one-fifth of the members.

The General Assembly shall be considered valid if a majority of the members are present.

The Executive Committee shall inform the members in writing of the date of the General Assembly at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.

### **Article 8**

The General Assembly

- a. Shall approve the admission and expulsion of members;
- b. Appoints the members of the Executive Committee and elects the Treasurer;
- c. Notes the contents of the reports and financial statements for the year and votes on their adoption;
- d. Approves the annual budget and accounts;
- e. Supervises the activity of all its other organs, with authority to create, change, or dismiss them, stating the grounds therefore;
- f. Fixes the annual membership fees;
- g. Appoints auditors for the organization's accounts;
- h. Decides on any modification of the statutes;
- i. Decides on the dissolution of the association.

## **Article 9**

The General Assembly is presided over by the President.

## **Article 10**

Decisions of the General Assembly shall be taken by a majority vote of the members present.

Decisions concerning the amendment of the Statutes and the dissolution of the association must be approved by at least a two-third majority of members present.

## **Article 11**

Votes are by show of hands during face to face meetings or roll call votes during teleconferences or by email. If requested by at least three members, voting will take place by secret ballot.

## **Article 12**

The agenda of the ordinary annual session of the General Assembly must include:

- Approval of the record of the previous General Assembly
- The Executive Committee's annual report on activities
- Report of the treasurer and the auditor
- Setting of membership fees
- Approval of the budget
- Approval of reports and accounts
- Election of Executive Committee members and auditor

## **Executive Committee**

### **Article 13**

The Executive Committee is authorized to carry out all acts that further the purposes of the association. It is authorized to manage the organization's business.

#### **Article 14**

The Executive Committee is composed of at least 3 members elected by the General Assembly. Each member's term of office shall last for 1 year with a limitation of one renewal. The committee meets as often as required. Members of the Executive Committee must be paying members of the association.

#### **Article 15**

The Executive Committee members may only be compensated for their effective and travel costs to their meetings. For activities exceeding the usual function, each committee member can receive appropriate compensation.

The paid employees of the association have only a consultative vote in the committee.

#### **Article 16**

The functions of the Executive Committee are:

- To take all the measures to attain the goals of the association
- To convene meeting of the General Assembly
- To take decisions with regard to admission of new members, resignations of members, and to their possible expulsion, pending approval by the General Assembly
- To ensure the Statutes are applied, to draft rules of procedure, and to administer the assets of the association.

#### **Article 17**

The association shall be validly bound by the joint signature of the President and the Treasurer.

### **Various provisions**

#### **Article 18**

The financial year shall begin on 1<sup>st</sup> of January and end on 31<sup>st</sup> of December of each year. The treasurer is responsible for the finances of the association.

The internal auditors appointed by the General Assembly shall audit the associations' accounts every year.

#### **Article 19**

Amendments to the Constitution

Any member may propose amendments to the Constitution. Proposals are to be addressed to the Executive Committee in writing at least one month before the General Assembly which is to discuss them. Amendments to the Constitution must be approved by at least two thirds of the General Assembly members.

## **Article 20**

### Dissolution

In the event of the dissolution of FIRS, after making provision for the payment of all liabilities, FIRS shall transfer remaining assets to the founding member societies in proportion to their annual dues over the three years before dissolution. This shall be in accordance with Swiss law.

For the Association

President

Secretary

### Amendments

Constitution approved 6 February 2015

Amended 4 February 2019