ILEP Members’ Assembly

Brussels, 10th October 2018

Annex: 11 — Constitution and Bye Laws changes, 10.10.2018

Expected outcome of session:

Adoption of amended Constitution and Bye Laws
Proposed changes to ILEP Constitution and Bye-Laws

**Background**
When the amended Bye-Laws were adopted in March 2017 it was noted that some changes in the Constitution would be needed. This was not actioned, and that has caused some confusion (for example, about notice periods when calling meetings). These proposed changes are to harmonise the Constitution and the Bye Laws and to make some other necessary changes or corrections to both.

**Changes to the Constitution**
The changes are as follows. These are also shown as tracked changes in the attachment.

<table>
<thead>
<tr>
<th>Art.</th>
<th>Change</th>
<th>Reason</th>
</tr>
</thead>
<tbody>
<tr>
<td>10</td>
<td>‘The Technical Commission’ and ‘Action Groups and Advisory Panels’ merged as ‘Advisory Bodies’</td>
<td>Follows a change in the wording of the Bye Laws agreed at the MA in March 2017</td>
</tr>
<tr>
<td>12.2</td>
<td>Delete last sentence</td>
<td>It is repeated in 12.3</td>
</tr>
<tr>
<td>12.3</td>
<td>Add: ‘In emergency, a shorter notice period may be given, of not less than three days’</td>
<td>Consistent with Bye Law 6.2.4</td>
</tr>
<tr>
<td>12.4</td>
<td>Change to: ‘Any duly convened Members’ Assembly shall be authorised to deal with the business in the agenda, provided that two-thirds of the Members are represented throughout the meeting and that any decisions are in compliance with the voting procedures in the Bye Laws’</td>
<td>As previously worded, this Article meant no need for a quorum for MA meetings, whereas Appendix 1 of the Bye Laws has detailed provisions for quorum at the MA and the number of votes needed for various decisions</td>
</tr>
<tr>
<td>13.2</td>
<td>Change to ‘The minutes shall be taken by the ILEP Office and signed by the Chairman’</td>
<td>The change follows normal business and ILEP practice</td>
</tr>
<tr>
<td>14.2</td>
<td>Delete subclause 7</td>
<td>Under the Country Coordination Guiding Principles (Appendix 5 of the Bye Laws), the MA no longer approves national coordinators</td>
</tr>
<tr>
<td>14.3</td>
<td>Change to ‘questions 4, 7 and 8’</td>
<td>Due to the renumbering resulting from deletion of subclause 7</td>
</tr>
<tr>
<td>14.4</td>
<td>Change to ‘1 to 3, 5, 6 and 9 to 13’.</td>
<td>Due to the renumbering resulting from deletion of subclause 7</td>
</tr>
<tr>
<td>IX</td>
<td>Change heading to ‘ILEP OFFICE, ADVISORY BODIES’</td>
<td>Follows a change in the wording of the Bye Laws agreed at the MA in March 2017</td>
</tr>
<tr>
<td>21.1</td>
<td>Change to ‘The Technical Commission shall act as a consultative body for ILEP and its Members and shall provide advice and guidance on technical matters through its meetings, publications and recommendations’</td>
<td>Edited in line with the new Terms of Reference adopted as part of the Bye Laws in March 2017</td>
</tr>
<tr>
<td>21.2</td>
<td>Change ‘disciplines’ to ‘fields linked to one or more of ILEP’s strategic goals’</td>
<td>Edited in line with the new Terms of Reference adopted as part of the Bye Laws in March 2017</td>
</tr>
<tr>
<td>22</td>
<td>Heading changed from ‘Action Groups’ to ‘Advisory Panel of Women and Men Affected by Leprosy’</td>
<td>Title adopted as part of the Bye Laws in March 2017</td>
</tr>
</tbody>
</table>
In March 2017 reference was made to a possible change to Article 7.1. This currently reads: ‘The income of ILEP may be derived from the contributions of its Members, from investment income and from donations’. It was believed that, if ILEP applied for tax exemption, the reference to investment income would need to be deleted. On the advice of our fiduciary, ILEP is not planning to apply for tax exemption, so no change is needed.

**Changes to the Bye Laws**

The proposed changes are as follows. These are also shown as tracked changes in the attachment.

<table>
<thead>
<tr>
<th>Sec.</th>
<th>Change</th>
<th>Reason</th>
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<tbody>
<tr>
<td>22.1</td>
<td>Change to: ‘The Panel provides advice to ILEP and its Members on broad issues of policy, implementation of the ILEP strategy, interpretation of trends and guidance on ILEP communications and campaign material’</td>
<td>Edited in line with the Terms of Reference adopted as part of the Bye Laws in March 2017</td>
</tr>
<tr>
<td>22.2</td>
<td>Change to: ‘The Panel shall be composed of persons affected by leprosy, and shall meet at least quarterly including at least one face-to-face meeting per year’</td>
<td>Added in line with the Terms of Reference adopted as part of the Bye Laws in March 2017</td>
</tr>
<tr>
<td>22.3</td>
<td>Add new Article: ‘Members of the Panel shall be appointed by the ILEP Members’ Assembly for a four-year period. They shall be eligible for re-appointment for one further consecutive term’</td>
<td>Added in line with the Terms of Reference adopted as part of the Bye Laws in March 2017</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Sec.</th>
<th>Change</th>
<th>Reason</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.1.2</td>
<td>Shift 6.1.2 (a) to the end of the list and reword ‘To exercise the other non-transferable powers mentioned in Article 14 of the Constitution’</td>
<td>The current wording is problematic because it repeats some, but not all, of the powers listed in Article 14, and sometimes with slightly different wording. The proposed change is a more logical approach.</td>
</tr>
<tr>
<td>6.1.3</td>
<td>Add ‘or, if that is not feasible, grant proxy to another Member’</td>
<td>This is consistent with Article 11.2 and makes the Bye Law more complete. It also shows a preference for an alternative representative of the member concerned, if possible, rather than a proxy.</td>
</tr>
<tr>
<td>7.1</td>
<td>Change to ‘The Executive Board set up in accordance with section VII Art. 15-18 of the Constitution will supervise the implementation of the strategy, exercise the powers mentioned in Article 18 of the Constitution, and report and bring recommendations to the Members’ Assembly’.</td>
<td>The change adds reference to the powers in Article 18, without which the Bye Law is misleading and incomplete.</td>
</tr>
<tr>
<td>7.2</td>
<td>Change to: 7.2.1 At the Members’ Assembly Meeting prior to that at which an election</td>
<td>This is the same content as in the current Bye Law but presented in a more coherent...</td>
</tr>
</tbody>
</table>
is to be held for the Executive Board, the Chief Executive Officer shall invite all Delegates present to make nominations.

7.2.2 The deadline for receipt of nominations by the Chief Executive Officer shall be two months prior to the Members’ Assembly Meeting at which the election is to take place.

7.2.3 When making a nomination, a Member must ensure that the nominated individual is willing to stand and that he or she is the Chief Executive Officer of a Member association.

7.2.4 Candidates must have the time to participate fully in the work of the Executive Board.

7.2.5 If an Executive Board member dies or resigns, an election shall be held at the next Members’ Assembly Meeting for a new Executive Board member to complete the term of office remaining. The new Executive Board member elected in such circumstances may stand for re-election at the end of the initial term of office.

<table>
<thead>
<tr>
<th>App1</th>
<th>Change to ‘Questions 4, 7 and 8’</th>
<th>Follows the renumbering in the Constitution</th>
</tr>
</thead>
<tbody>
<tr>
<td>App1</td>
<td>Change to ‘Questions 1 to 3, 5, 6 and 9 to 13’.</td>
<td>Follows the renumbering in the Constitution</td>
</tr>
</tbody>
</table>

There are a number of other minor changes to correct spelling or for consistency.
The International Federation of Anti-Leprosy Associations
‘ILEP’
Geneva

Bye-Laws

*Adopted by the Members’ Assembly on 10th March 2017*

The internal reference text of the Bye-Laws is the English language version.
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Appendix Two: Executive Board Terms of Reference
Appendix Three: Terms of Reference ILEP Advisory panel
Appendix Four: Terms of Reference ITC
Appendix five: Guiding Principles on Country Coordination

* The Appendices one and two are part of and have the same force as the Bye Laws
I HEAD OFFICE AND LANGUAGE

1.1 Head Office
The Head Office of ILEP shall be based in Geneva

1.2 Language
English is the official language of ILEP.

II COMMITMENT

2 Commitment

2.1 Members shall be committed to the Objects of ILEP and shall adhere to its rules and regulations. They shall seek to share expertise and resources and work within the co-ordination mechanisms of ILEP.

2.2 Members may only enter into commitments on their own behalf. They may not commit ILEP as a whole to any agreement or course of action, unless authorised to do so by the Executive Board

2.3 The Members’ Assembly shall be the only body that has the authority to commit ILEP to any agreement or course of action. It may, however, delegate this authority in specific instances to persons whom it selects for the purpose.

III. POWERS

3 Powers

3.1 ILEP has the following powers which may be exercised only in promoting its Purpose and Objects according to Art. 2 of the Constitution:

a. to support its Members in achieving their common goal of a world without leprosy, whilst recognizing their autonomy in accordance with their respective constitutions;
b. to support the diversification of its Members’ activities in so far as this promotes the sustainability of services benefiting people affected by leprosy;

c. to ensure that it shall not discriminate on the grounds of politics, religion or race;

d. to delegate to the ILEP Office the day-to-day management of ILEP and to confer a special mandate on, or delegate to, the President, the Executive Board the Chief Executive Officer or any other person/s the accomplishment of any specific mission;

e. to buy, take on lease, or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

f. to sell, lease or otherwise dispose of all or any part of any property;

g. to enter into any contract or incur or assume any obligation, borrow or raise money, obtain any form of credit or finance, and to give guarantees and indemnities, and mortgage or charge any of the property or assets of ILEP as security for its obligations;

h. to open and operate such bank and other accounts as the Executive Board considers necessary and to invest surplus funds and to delegate the management of funds;

i. to employ and dismiss staff, and to remunerate them and to provide retirement, death, disability, ill-health and other benefits (pecuniary or otherwise) to them, their families, dependants and others (including former staff);

j. to provide facilities and services of all kinds to any person, and to organise conferences, seminars and other events;

k. to award certificates or prizes, either alone or jointly with other bodies;

l. to publish, in any manner or medium, material of interest to Members or of relevance to any aspect of ILEP’s Objects or activities;
m. to establish and support any company or other body, and to co-operate with other bodies or organisations or to exchange information and advice with them and engage in joint activities of any kind, which may advance the Objects of ILEP;

n. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects of ILEP;

o. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects of ILEP;

p. to set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves;

q. to obtain and pay for such goods and services as are necessary to carry out the work of ILEP;

r. to insure the property of ILEP against any foreseeable risk; and

s. to do all such other lawful things as are necessary for the achievement of the Objects of ILEP.

IV MEMBERSHIP

4.1 Admission of new Members

Membership shall be open to organisations which are approved by the Members’ Assembly.

4.1.1 Any organisation applying for Membership of ILEP must include in its written application, the following information:

a. Its exact address and date of foundation;

b. Its Constitution (and legal status in its home country);

c. Composition of its various management bodies (lists of members and technical advisers);

d. The number of affiliated members or supporters;
e. Audited accounts for the last two years;

f. Details of programmes supported and of budget allocation.

4.1.2 The duly completed dossier must be sent to the Chief Executive Officer who shall examine it and certify that it complies with the regulations. It shall then be circulated to the Members’ Assembly to decide on the admission.

Applications may be rejected without giving reason.

4.1.3 Membership shall not be transferable to any other organisation.

4.1.4 The Chief Executive Officer shall maintain a register of Members.

4.2 Termination of Membership

4.2.1 Membership shall be terminated if:

a. The organisation ceases to exist;

b. The Member resigns by written notice to ILEP according to Art. 4 of the Constitution;

c. Any sum due from the Member to ILEP is not paid in full within six months of it falling due;

d. the Member is removed from Membership by exclusion vote of the Members’ Assembly that it is in the best interests of ILEP that their Membership be terminated. This exclusion can be decided by the Members’ Assembly without reasons being given. A resolution to remove a Member may only be passed if:

• the Member has been given at least twenty-one days’ notice in writing of the Members’ Assembly Meeting at which the resolution will be proposed.

• the Member’s representative has been allowed to make representations to the meeting.

V STRUCTURE AND ADMINISTRATION OF ILEP

5 The principal structures of ILEP are:
a. the Members’ Assembly;
b. the Executive Board;
c. the Auditor;
d. the ILEP Office;
e. Advisory Bodies

VI MEMBERS’ ASSEMBLY

6.1 Purpose and Key Tasks of the Assembly

6.1.1 The purpose of the Members’ Assembly shall be to further the interests of ILEP in accordance with its charitable Purpose and Objects.

6.1.2 The key tasks of the Members’ Assembly shall be:

a. to exercise the non-transferable powers as mentioned in Art. 14 of the Constitution
b. to agree strategy, budget, Bye-Law changes and job description of CEO
c. to elect Executive Board to supervise implementation of the strategy
d. to elect the President in accordance with these Bye-Laws
e. to take part in formulating, and regularly reviewing, the strategic aims of ILEP;
f. to ensure that the policy and practices of ILEP are in keeping with its aims, vision and values;
g. to ensure that ILEP functions within the legal and financial requirements of a charitable organisation and strives to achieve best practice;
h. to be familiar with, and keep under regular review, the ILEP Constitution and Bye-Laws.

h. to exercise the other non-transferable powers as mentioned in Art. 14 of the Constitution
6.1.3 The Member's Assembly should be comprised of the head of each ILEP organisation. If the head of the agency cannot attend they should appoint a well briefed designate or, if that is not feasible, grant proxy to another Member.

6.1.4 The costs incurred by a Delegate of the Members' Assembly shall be borne by the relevant Member.

6.2 Various rules

6.2.1 Any notice required by the Constitution to be given to or by any person must be:

a. in writing; or

b. given using electronic communications.

6.2.2 Failure, accidentally, to give notice of a Meeting to any Delegate or Member shall not make the meeting unlawful.

6.2.3 The final agenda of the Members' Assembly Meetings, including any Annual Report and Financial Statements and budgets, shall be sent to Members at least two weeks prior to the date of the Meeting.

6.2.4 Members' Assembly Meetings requiring to be convened in an emergency may be so on a shorter notice period than that specified in Bye-Law 6.2.3. The notice period in these instances shall be no less than three days.

6.2.5 If a Delegate of the Member association dies or resigns, a nominated deputy may stand in for him/her until such time as the relevant Member appoints a replacement.

6.3 Election of the ILEP President

6.3.1 At the Members' Assembly Meeting prior to that at which an election is to be held for President, the Chief Executive Officer shall invite all Delegates present to make nominations.
6.3.2 The deadline for receipt of nominations by the Chief Executive Officer shall be two months prior to the Members’ Assembly Meeting at which the election is to take place.

6.3.3 When making a nomination, a Member must ensure that the nominated individual concerned is willing to stand, that the Member with which that person is linked is willing for her/him to stand, and that a Member is willing to incur the costs that the President will incur if he or she is elected.

6.3.4 Candidates must also know the language of the Federation specified in Bye-Law 1.2 above, and have the time to participate fully in the work of the Executive Board and the Members’ Assembly.

6.3.5 If the President dies or resigns, an election shall be held at the next Members’ Assembly Meeting for a new President to complete the term of office remaining. The new President elected in such circumstances may stand for re-election at the end of the initial term of office.

6.4 Key tasks of the President
The key tasks of the President shall be:

a. to chair the Members’ Assembly Meetings and lead the Members’ Assembly in ensuring that it fulfils its responsibilities for the governance of ILEP;

b. to chair the Executive Board;

c. to work in partnership with the Chief Executive Officer and oversee the adequate functioning of the ILEP Office;

d. to represent ILEP at international level.
6.5 Vice-President

The Executive Board shall elect one of its members to be the Vice-President. This person shall chair meetings and otherwise stand in for the President as necessary.

VII EXECUTIVE BOARD

7.1 Organisation and key tasks

The Executive Board, set up in accordance with section VII Art. 15 -18 of the Constitution, will supervise the implementation of the strategy, exercise the powers mentioned in Article 18 of the Constitution, and report and bring recommendations to the Members' Assembly.

7.2 Election of the Executive Board

7.2.1 At the Members' Assembly Meeting prior to that at which an election is to be held for the Executive Board, the Chief Executive Officer shall invite all Delegates present to make nominations.

7.2.2 The deadline for receipt of nominations by the Chief Executive Officer shall be two months prior to the Members' Assembly Meeting at which the election is to take place.

7.2.3 When making a nomination, a Member must ensure that the nominated individual is willing to stand and that he or she is the Chief Executive Officer of a Member organisation.

7.2.4 Candidates must have the time to participate fully in the work of the Executive Board and the Members' Assembly.

7.2.5 If an Executive Board member dies or resigns, an election shall be held at the next Members' Assembly Meeting for a new Executive Board member to complete the term of office remaining. The new Executive Board member elected in such
circumstances may stand for re-election at the end of the initial term of office.

The deadline for receipt of Board nominations shall be two months prior to the Members’ Assembly Meeting at which the election is to take place.

When making a nomination, a Member must ensure that the nominated individual concerned is willing to stand and that he or she is the Chief Executive Officer of a Member organisation.

Candidates must have the time to participate fully in the work of the Executive Board.

If a board member dies or resigns, an election shall be held at the next Members’ Assembly Meeting for a new board member to complete the term of office remaining. The new member elected in such circumstances may stand for re-election at the end of the initial term of office—

VIII AUDITOR

8 Auditing or Independent Examination of Accounts

Auditing or independent examination of the accounts of the ILEP Office shall be entrusted to an appropriately qualified firm, in accordance with Art. 19 of the Constitution.

IX ILEP OFFICE

9.1 Key tasks

The ILEP Office shall propose the strategic plan and implement the strategy as agreed by the Executive Board. It will support advocacy, communications technical collaboration and governance of the Federation and develop coordination tools to optimise the work of Members and avoid duplication.

9.2 Chief Executive Officer

9.2.1 Key tasks of the Chief Executive Officer shall include:
a. Developing and driving ILEP’s strategy as agreed by the Members Assembly

b. Marshalling the resources and skills of Members to ensure effective representation in policy, strategy, communications,

c. Promote ILEP and ensure that it is represented effectively to external stakeholders

d. Ensure effective technical collaboration across Members, with the Advisory bodies and with key stakeholders

e. Support the Members’ Assembly and the Executive Board in their relevant meetings.

f. Support the appointment and functioning of the ILEP Advisory Bodies

g. Monitor and keep under review the added value that ILEP gives to its Members

i. Be responsible for staff leadership, management and administration of the organisation in the execution of decisions of the Members Assembly and Executive Board.

9.2.2 The Chief Executive Officer shall be responsible for the selection, appointment, disciplining and dismissal of the staff of the ILEP Office, keeping the President and other relevant persons informed. Where specific expertise is needed, professional external advice shall be sought.

X Advisory Bodies

ILEP will constitute relevant Advisory Bodies as requested. These are governed by a Terms of Reference, which is approved by the Members’ Assembly.

The Terms of Reference will set out the

- Purpose of the Advisory Body
- Expectations of the Advisory Body
• Its composition and selection process
• The selection process for the chair
• Its terms of office

ILEP Currently has two advisory bodies:

• **ILEP Technical Commission** – latest approved ToR as Annex Appendix 4
• **Advisory Panel of People Women and Men Affected by Leprosy** – latest approved ToR as Annex Appendix 3

XI CO-ORDINATION OF ACTIVITIES at COUNTRY LEVEL

11.1 Country level coordination helps facilitate the cohesiveness of the ILEP Members' operations at country level. Their work should be facilitated by one Member who acts as the Country Representative. Members' collective work should be governed by an ILEP Country level strategy. Latest guidelines for country level coordination is guided by a Terms of Reference approved by the Members' Assembly

• Annex Appendix 5 for the latest ToR for Country Representation

XIII FINANCES OF ILEP

13.1 Fiscal Year

The fiscal year of ILEP shall be the calendar year.

13.2 Members' Contributions, Reimbursements

13.2.1 In accordance with Art. 7 of the Constitution, Members shall contribute towards the budget of the ILEP Office through an annual contribution, calculated on the basis of a quota system.
13.2.2 The scale used for the calculation of quotas may be reviewed by the Members' Assembly.

13.2.3 The Executive Board is authorised to grant cost reimbursements to a Member if that organisation is providing services to ILEP.

XIV  EXTERNAL RELATIONSHIPS

14  Guests and Observers

14.1 The Members’ Assembly may issue a standing invitation for an individual or organisation to attend some ILEP meetings.

14.2 The Members’ Assembly may invite to their meetings, as observers with no voting rights, representatives of organisations interested in ILEP’s activities and whose attendance is likely to lead to collaboration of some kind with ILEP.

14.3 The Chairpersons of the Members’ Assembly and the Advisory Bodies may occasionally invite experts or specialists to attend their own meetings.

14.4 Guests may not attend any other meeting without a specific invitation.

XV  FINAL PROVISIONS

15.1 Hierarchy of norms

All rules of these Bye-Laws in general and alterations in particular may not be in contradiction to the Constitution. In case of ambiguities or contradictions, the Constitution is decisive.

15.2 Alterations

15.2.1 Alterations to these Bye-Laws shall be decided by the Members’ Assembly on the basis of a qualified two-thirds majority of the Members represented in the meeting.
15.2.2 Any proposal concerning alteration of the Constitution must be submitted to the ILEP Office at least two months before a Members’ Assembly Meeting and must be circulated to the Members’ Assembly with the agenda of the Members' Assembly Meeting, as provided for in the Bye-Laws.

15.2.3 No alteration of the Constitution or Bye-Laws shall be valid if its effect is to cause ILEP to cease to be charitable.

15.2.4 No alteration of these Bye-Laws or of any special resolution shall have retrospective effect to invalidate any prior act of the Members.

APPENDIX 1

VOTING PROCEDURES WITHIN ILEP

- Decisions of the Members’ Assembly on important questions shall be taken on the basis of a qualified two-thirds majority* of all ILEP Members. These questions shall be:
  
  Questions 4 and 7 – 8 in Art. 14 / 2 of the Constitution.

  * “Two-thirds majority” in this context shall be taken to mean an absolute two-thirds majority. This means that two-thirds of the entire membership or more must agree to the proposition.

- Decisions on other questions, shall be made by a simple majority** of votes cast in the meeting. These shall include:

  Questions 1 – 3, 5, 6 and 9 – 13 in Art. 14 / 2 of the Constitution.

  ** "Simple majority" shall mean that, of those who cast a vote for or against a proposition or candidate, more than half of the vote is necessary for election. NB. Abstentions and non-votes do not
affect a simple majority process since they neither support nor oppose. They only affect an absolute majority.

**Voting procedures during ILEP Members’ Assembly Meetings**

- Meetings of the Members’ Assembly shall not be valid unless two-thirds of the Members are represented throughout the meeting.
- Elections and votes on important issues shall be by secret ballot and the results of the ballots shall be published.

**Election of the President**

A ballot on the basis of an absolute two-thirds majority shall be taken with each Member having one vote. The candidate who receives the highest number of votes and who has obtained the required majority shall be considered elected.

If after a maximum of two rounds of voting, the required majority has not been reached, the candidate with the fewest votes shall be eliminated. The process shall be repeated until an absolute two-thirds majority is reached.

In case of a tie or failing to obtain a two-thirds majority, the matter shall be referred back to the Members’ Assembly for appropriate action.
APPENDIX 2
THE ILEP EXECUTIVE BOARD

Terms of Reference approved October 2014

Structure of the Executive Board

- The Executive Board shall be chaired by the President
- The Executive Board shall consist of 5 members including the President
- Board members shall be elected by the Members’ Assembly by the number of votes cast
- An Executive Board meeting shall be quorate if 3 members are available to participate
- The Executive Board shall meet at least 4 times a year either face to face or electronically
- Members of the Executive Board can serve for three consecutive terms of two years each
• To avoid all members coming to the end of their terms at the same time a system will be agreed to vary the term of office of two Executive Board members, chosen by lot.
• The Executive Board will review its performance annually and solicit input from the Members’ Assembly
• The CEO supports the Executive Board without voting rights

Tasks of the Executive Board
• Supervise the implementation of the ILEP strategy
• Assess and monitor the overall effectiveness of ILEP
• Manage the performance of the CEO
• Assess and monitor ILEP’s financial health and ensure sound financial management
• Adopt policies for the governance and management of ILEP
• Ensure that risks that affect ILEP are identified, drawn to the attention of Members, and managed
• Recommend to Members the annual plan and budget
• Ensure good two-way communication between the Members’ Assembly and the Advisory bodies
• Maintain strong linkages and clear communication with the Members’ Assembly in order to maintain the vitality of ILEP
• Ensure compliance with the legal and regulatory requirements on ILEP
APPENDIX 3
ILEP ADVISORY PANEL
OF WOMEN AND MEN AFFECTED BY LEPROSY

Terms of Reference approved October 2016

1. **Background**

ILEP’s strategic plan 2015-2018 acknowledges the need for ILEP to work closer with people affected by leprosy to guide its policies, governance and Strategy. This would be in order to strengthen our advocacy work; acknowledge the demand of many disabled people and improve decision making in ILEP.

To this end ILEP wishes to work with a Panel of Women and Men Affected by Leprosy to provide recommendations for closer collaboration going forward.

2. **Purpose**
The Panel of People Affected provides advice to ILEP and its members on broad issues of policy, implementation of the ILEP strategy and interpretation of trends. It is incumbent on the Panel to work with the ILEP office to ensure the connection between the policy and the programme practice of the members.

a) Improve ILEP’s advocacy for policies and practice on behalf of people affected by leprosy.

b) Make practical recommendations to ILEP in order to improve strategies and plans.

c) Provide guidance on ILEP communication and campaign material.

The Panel of People Affected by Leprosy should also find ways to collaborate and coordinate their guidance with ILEP’s Technical Commission (ITC).

3. **Time frame**

   The panel members would serve a term of four years. After this term they can be re-elected only once. If some of the current panel members stay on the panel, they would have to be reConfirmed in 2 years. Panel members may be removed from continued participation if they are unable or unwilling to comply with the requirements of membership.

   The Panel should carry out a mid-term review of its functioning.

4. **Principles**

   The principles on which the panel will work are:

   a) Adherence to all relevant human rights instruments.

   b) Understanding of the purpose of ILEP.
c) Transparency - The panel will submit a written document accounting for their contribution in ILEP’s annual report.

d) Accountability - The panel members will work collaboratively with ILEP leadership to seek feedback from a wide range of people affected by leprosy.

5. Operation

a) The panel will communicate electronically a minimum of once per quarter throughout the year, and at a site to be determined by ILEP at least annually for a face-to-face meeting.

b) ILEP undertakes to provide facilitation, information and support to the panel i.e. an induction programme, briefings, development opportunities as well as a per diem and expenses to attend meetings.

c) The Panel will propose its Chair.

6. Expectations of the Panel Members

a) Commitment to produce and deliver the Panel’s work plan.

b) To attend the Panel’s meetings, at least one will be face to face.

c) Participate in at least two ILEP Working Groups Meetings / year. This could be as a participant, presenting on a key area of work or leading a discussion related to their technical area.

d) Be available to the ILEP office and members to answer key specific questions.

e) Provide feedback on policy / communication material if required.

7. Membership

a) There will be 5-7 members to the panel, all of whom will have been affected by leprosy. For the purpose of continuity, some or
all of the first panel members will continue serving on the first, four year term.

b) Members will be over 18 and reflect the diversity of people affected by leprosy – by age, gender, experience and geography.

c) Members will serve for four years.

d) Members will be chosen for their:

i. understanding of the experience of being affected by leprosy,

ii. Experience of representing and being accountable to others

iii. Skills as team workers,

iv. Strategic thinking,

v. ability to commit the time to regularly meet and be informed by beneficiary groups,

vi. Ability to communicate well (either through an interpreter or in English which is ILEP’s working language),

vii. Experience of NGO governance is desirable

APPENDIX 4

ILEP TECHNICAL COMMISSION

Terms of Reference approved October 2016

1. Background

Since its inception, ILEP has had some form of advisory body which could be called upon by Members to provide advice and guidance on technical matters. Originally known as the ILEP Medical Commission until 1996, it then became the ILEP MedicoSocial Commission and in 2004 became the ILEP Technical Commission and remains as such. It comprises a group of eight experts covering all aspects of leprosy work and appointed by the ILEP Member’s Assembly for a four-year period to provide
technical advice and guidance to Members through its meetings, publications and recommendations.

Due to the importance of ILEP’s relationship with WHO and in the light of the membership of the chair of the ITC within the WHO’s Technical Advisory Group for leprosy, there will be a standing invitation to the Global Leprosy Programme to attend all the ITC meetings. Other partners might be invited to contribute to specific meetings as required.

The ITC should also find ways to collaborate and coordinate their guidance with ILEP’s panel of people affected by leprosy.

2. **Purpose & Role of ITC**

The Commission provides advice to ILEP and its Members on broad issues of policy, implementation of the ILEP strategy and interpretation of trends. It is incumbent on the ITC to work with the ILEP office to ensure the connection between the policy and the programme practice of the Members.

Specific areas of advice and guidance include:

- Giving technical advice on clinical, technical and operational aspects of leprosy work. Some of this advice is in the form of periodic reviews, commissioned teaching and learning materials, bulletins and advisory papers.

- Play an active role in providing direct advice to ILEP Members and field programmes through active participation in ILEP.

- Making available, through the ILEP office and its various communication channels, such publications and other resources essential to maintaining appropriate services for people affected by leprosy.

- Support ILEP office with analysis of data and the resulting key findings on the ILEP Strategy.

- Providing technical guidance on ILEP communication and campaign material.
3. **Expectations of the ITC and its members**
   - Commitment to produce and deliver the ITC work plan.
   - To attend at least two ITC meetings / year, which at least one will be face to face.
   - Participate in at least two ILEP Working Group meetings / year. This could be as a participant, presenting on a key area of work or leading a discussion related to their technical area.
   - Be available to the ILEP office and Members to answer key specific questions.
   - Provide feedback on policy / communication material if required.

4. **Technical Expertise of the ITC**

Each ITC member has expertise in a field, or fields, from one or more of ILEP's strategic goals:

**Goal 1: Stopping Transmission**
Possible expertise in mapping, diagnostics, chemoprophylaxis, vaccines and public health monitoring and data collection, treatment and drug resistance, cross over with other NTDS and gender issues.

**Goal 2: Preventing Disability**
Possible expertise in wound care, self-care, physical rehabilitation, nerve impairment and reactions, cross over with other NTDS, WASH and gender issues.

**Goal 3: Promoting inclusion**
Possible expertise in stigma, discriminatory and positive inclusion laws, CBR and psycho social rehabilitation and patient group organisations.
5. Appointment

Although members of the ITC are nominated by ILEP Members their role is to bring their skills and expertise to benefit the whole ILEP Federation. They are not expected to be representing the views of any one Member association. In this way the whole Federation benefits from their advice and guidance.

Members of the ITC members are appointed for four year terms. They are appointed on the decision of the Member’s Assembly. While they are nominated on their individual merit, the entire ITC composition should be balanced based on consideration for gender and geographical diversity. The ITC should carry out a mid-term review of its functioning

APPENDIX 5
GUIDING PRINCIPLES FOR ILEP COUNTRY COORDINATION

Terms of Reference (approved at March 2017 Members’ Assembly)

BACKGROUND

ILEP, as a Federation of organisations all with a common vision of a leprosy free world, requires strong coordination and collaboration to reach this vision. This requires ILEP members to coordinate at the national level where the critical work is done, as well as with the international ILEP office, which is able to provide some support across country efforts.

The ILEP office facilitates the ILEP international strategy, but implementation of the strategy is conducted at the country level.
by the active work of ILEP member associations. Therefore, there is a need for effective ILEP coordination and the national level amongst the members, to promote a stronger voice with external partners and provide a link and communication channel with the international ILEP office.

This Guiding Principles document provides an outline of how this can work effectively.

PURPOSE

The purpose of ILEP coordination is to increase the commitment and integration of ILEP members to achieving a world free from leprosy. By collaborating, sharing information and resources and having a stronger common voice and strategy, the overall efforts of ILEP members will be enhanced.

PARTNERS

The core partners are ILEP member organisations in the country. However the Coordinator’s role will include linking with other leprosy-related organisations working in the country, and organisations of people affected by leprosy. Beyond these coordination may include links with government departments, Inter-Governmental Organisations - IGOs (WHO, etc), universities and research centres, other NTD organisations, other disabled persons’ organisations (DPOs) as well as bodies such as alliances (international and national) and disease forums.

THE ROLE OF NATIONAL MEMBER ORGANISATIONS

ILEP member organisations should,

- Meet regularly at commonly agreed intervals
- Develop a common country strategy related to the ILEP strategy
• Communicate with other members of ILEP in country and respond to requests from the ILEP Coordinator
• Contribute to ILEP Annual Country Reports
• Dedicate financial and human resources for national meetings and other opportunities to implement the ILEP’s country strategy
• Contribute to agreed joint interventions (with or without local government) (eg implementation funding, monitoring and evaluation)

ROLE OF ILEP COUNTRY COORDINATOR

The ILEP Country Coordinator is a facilitator, representing the interests of all the participating ILEP member organisations. A key aspect of the role is coordinating ILEP members in activities at the country level. The following guidelines inform some of the expected roles of the ILEP Country Coordinator. They will need to be adapted for each context.

Coordination at Country Level
• Call and chair ILEP country-level meetings
• Ensure that an ILEP Country Strategy is developed, and support implementation
• Foster engagement between members, partners and government,
• Encourage local ILEP members to support joint action plans (funding, management, etc.)
• Facilitate annual ILEP reports
• Contribute to and participate in the national leprosy policy and decision making.
• Engage civil society organisations including organisations of people affected by leprosy and disabled people’s organisations.
**Representation and Advocacy**

- Act as the official spokesperson of ILEP in the country (and ensure that official statements and documents are recorded)
- Represent the interests of ILEP members to government and other partners
- Represent ILEP at national events, focusing on the involvement and work done by all members
- Be a national voice on issues of relevance to the leprosy community.
- Act as focus point for advocacy and action on issues of national importance that extend beyond one member or organisation of people affected by leprosy.

**Engagement with ILEP International Office**

- Raise issues of national level concern to ILEP international office (for broader attention across the Federation);
- Promote the ILEP strategy & vision
- Act as a liaison between the ILEP international office, local members and other local partners
- Act as focal point for ILEP-related correspondence (ensuring email communication is timely)
- Respond to and disseminate communications from Ministry of Health, Ministry of Social Welfare and other national stakeholders as well as ILEP international office
- Provide feedback to ILEP members

**Term**

- The ILEP Country Coordinator is appointed for a set term, however the length of term and the process for rotation will be decided locally by the members in each country.
If there is a change of Coordinator, there will be a handover during an official ILEP national meeting, and ILEP international and key government and national leprosy programme staff will be notified.

THE ROLE OF ILEP INTERNATIONAL OFFICE

- Regular communication with ILEP Country Coordinators, keeping them informed of key ILEP developments
- Provide feedback on information requested from Country Coordinators
- Promote lessons learnt and best practices across countries
- Call for annual reports and compile the data
- Support development of country level strategies
- Maintain a knowledge platform for Country Coordinators on the ILEP website
- Look for opportunities for knowledge sharing among countries.
The International Federation of Anti-Leprosy Associations ‘ILEP’
Geneva

Constitution
(Articles of Association)

Adopted on *** 2015
With amendments on:
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I. NATURE, NAME, LOCATION

Art. 1 Nature, name and location

1 An Association is established for an unlimited duration pursuant to Articles 60 - 79 of the Swiss Civil Code (CC) under the name "The International Federation of Anti-Leprosy Associations, ILEP" (« Fédération Internationale des Associations contre la Lèpre, ILEP »)

(hereinafter referred as “the Association” or as “ILEP”).

2 The Head Office of ILEP shall be situated in Geneva.

II. PURPOSE

Art. 2 Purpose of the Association

1 The purpose of ILEP is to support medical, scientific, social and humanitarian activities throughout the world for the relief and rehabilitation of persons affected by leprosy and for the prevention and eventual eradication of that disease by any or all of the following means;

1. the promotion and facilitation of co-operation and collaboration between the Members by co-ordinating their support to leprosy programmes working on joint leprosy projects, representing their common interests and providing technical expertise to ILEP, its Members and other parties;

2. supporting its Members in achieving their common vision of a world free from leprosy, whilst recognising their autonomy in accordance with their respective constitutions;

3. supporting diversification of its Members’ activities in so far as this promotes the sustainability of services including those benefiting people affected by leprosy.

2 ILEP shall make no discrimination on the grounds of politics, religion or race but subject thereto may do all such lawful things as further the attainment of its objects.

III. MEMBERSHIP

Art. 3 Acquisition

1 ILEP shall be a federation composed of non-governmental organisations, which have legal standing in their countries of origin.

2 Any independent organisation which is working in the field of leprosy may qualify for membership of ILEP.

3 Any organisation applying for membership of ILEP must make a written application in accordance with the conditions set out by the Members’ Assembly.

4 Membership shall be approved by the Members’ Assembly. Applications may be rejected without giving reason.
Art. 4  Resignation

1 Membership of ILEP can be terminated by three months written notice. After notice is given membership will expire at the end of a fiscal year.

Art. 5  Exclusion

1 Membership of ILEP can be terminated by exclusion vote of the Members' Assembly. This exclusion can be decided by the Members' Assembly without reasons being given. Therefore, the exclusion cannot be challenged based on the reasons.

Art. 6  Claim for the assets of the Association

1 Members who retire or are excluded from ILEP have no claim on the assets of the Association.

2 They are liable for the subscriptions due during the period of their membership.

IV.  RESOURCES AND LIABILITY, VOLUNTARY WORK

Art. 7  Subscriptions, other income

1 The income of ILEP shall be derived from the contributions of its Members, from investment income and from donations.

2 All Members of ILEP have a duty to pay subscriptions. The mechanism for determining the annual contribution of the Members shall be fixed by the Members' Assembly.

3 The income and property of ILEP shall be applied solely towards the promotion of the objects.

Art. 8  Liability

1 The liabilities of the Association shall be limited to its assets (Article 75a CC). Members shall not have any further liability or obligation to contribute additional funds for the liabilities of the Association.

2 This shall be without prejudice to any obligations by statute or agreement not covered by these Articles of Association.

Art. 9  Voluntary work

No delegate of the Members' Assembly and no member of the Executive Board may be paid for being a member.
ILEP-Members are free to indemnify their delegates and members in the Executive Board.
V. ORGANISATION

Art. 10 Structure and administration of ILEP

1 The principle structures of ILEP shall be:
1. the Members’ Assembly;
2. the Executive Board;
3. the Auditor;
4. the ILEP Office;
5. the Technical Commission;
6. Action Groups and Advisory panels.

VI. MEMBERS’ ASSEMBLY

Art. 11 Members’ Assembly

1 The Members’ Assembly is the supreme governing body of ILEP. It is called by the Executive Board.

2 Every Member has one vote in the Members’ Assembly. Members may appoint an individual who represents them at the Members’ Assemblies. They may grant proxies to other Members or the Executive Board.

Art. 12 Calling

1 The ordinary Members’ Assembly shall be held once a year. It shall be convened by the Executive Board, accompanied by the agenda.

2 Extraordinary Members’ Assemblies may be held when requested in writing with a statement of reasons, by members who between them hold one-fifth of the votes, or when the Executive Board so decides. Invitations shall be sent out by the Executive Board, accompanied by the agenda.

3 Invitations to Members’ Assemblies must be sent out to Members by post or e-mail accompanied by the agenda at least two weeks before the meeting. In emergency, a shorted notice period may be given, of not less than three days.

4 Any duly convened Members’ Assembly shall be authorised to deal with the business on the agenda, regardless of the number of votes represented, provided that two-thirds of the Members are represented throughout the meeting and that any decisions are in accordance with the voting procedures in the Bye Laws.

Art. 13 Chair

1 The Members’ Assembly shall be chaired by the President. If the President is prevented, the Vice-President shall chair the Assembly.

2 The minutes shall be taken by the secretary of ILEP Office and signed by the chairman and the secretary.
Art. 14 Voting rights, powers and resolution

1 All Members have equal voting rights at the Members’ Assembly.

2 The Members’ Assembly exercises the following nontransferable powers:

1. election of the President;
2. election of the other members of the Executive Board;
3. entry of ILEP into official relationships with international groups or partnerships;
4. nomination and exclusion of Members of the Association;
5. appointment of the Auditor;
6. appointment of Members of the Technical Commission and of the Advisory panels;
7. approval of national co-ordinators in priority countries as specified in the Bye-Laws;
8. the mechanism for calculating Members’ contributions;
9. approval of alterations to the Constitution and the Bye-Laws;
10. appointment of a Chief Executive Officer to manage the ILEP Office;
11. location of the ILEP Head Office in Switzerland;
12. approval of the reports of ILEP and its bodies;
13. approval of the audited accounts of ILEP and its annual budget;
14. decisions of all issues reserved for the Members’ Assembly by law or by this Constitution;
15. dissolution of ILEP and liquidation of its assets.

The right of election or appointment includes the right of dismissal (Art. 65 CC).

3 Decisions on the questions 4, and 7 shall be made on the basis of a qualified two-thirds majority of all ILEP Members;

4 Decisions on the questions 1 to 3, 5, 6 and 9 to 13 shall be made by a simple majority of votes cast;

5 The dissolution of ILEP and liquidation of its assets refers a special quorum (Art. 23).

6 The written consent of all Members to a proposal (including by way of electronic signature) is equivalent to a resolution of the Members’ Assembly.

VII. EXECUTIVE BOARD

Art. 15 Executive Board

1 The Executive Board shall comprise a maximum of five members, President and Vice-President included.

2 All members are elected by the Members’ Assembly for a term of office of two years and may be re-elected for another two consecutive two year terms. The President is elected by the Members’ Assembly.

3 In all other respects the Executive Board constitutes itself.
Art. 16 Convening

1 The Executive Board meets at the invitation of the President as often as the business of the Association requires it.

2 Invitations must be sent out to Members by post or e-mail accompanied by the agenda normally one week before the meeting.

3 A meeting may be held by telephone or by tele-visual or other electronic or virtual means agreed by resolution of the Executive Board in which the participants may communicate simultaneously with all other participants.

4 The Chief Executive Officer normally attends the meetings and ensures they are minuted.

Art. 17 Resolution

1 The meeting constitutes a quorum when at least three members (included the President or in his absence the Vice-President) are present.

2 The Executive Board shall pass its resolutions with an absolute majority of the members present. The President shall take part in the vote; in case of an equality of votes, the President shall have the casting vote.

3 Resolutions can also be adopted on a proposed motion by written vote, unless a member requests a verbal discussion.

4 If all members are present at the meeting and agree, resolutions can also be passed and decisions taken on urgent matters that have not been put on the agenda.

Art. 18 Powers

1 The Executive Board has all the powers necessary to manage and administer the Association, with the exception of those reserved for the Members' Assembly.

2 In particular, the Executive Board is responsible for:

1. the management and leadership of ILEP;
2. executing the decisions of the Members' Assembly;
3. representing ILEP with regard to third parties;
4. convening of the Members' Assembly;
5. preparation or review of contracts, regulations, guidelines,

VIII. AUDITOR

Art. 19 Auditor
1 The Members' Assembly shall elect an Auditor for a term of one year. Re-election is permitted.

2 The Auditor shall conduct a proper audit of the annual financial statements of the Association as required by the Swiss Code of Obligations for companies.

3 The Auditor shall submit a written report to the Members' Assembly.

IX. ILEP OFFICE, TECHNICAL COMMISSION, ACTION GROUPS AND ADVISORY BODIES

Art. 20 ILEP Office

1 The ILEP Office, under the authority of the Executive Board, shall carry out the management and administration of ILEP and implement the decisions of the Members' Assembly and the Executive Board and its appointed sub-groups.

2 The Members' Assembly, upon proposal of the Executive Board, shall appoint a Chief Executive Officer to manage the ILEP Office.

3 The Chief Executive Officer may be suspended by the Executive Board.

Art. 21 Advisory body – ILEP Technical Commission

1 The Technical Commission shall act as a consultative body for ILEP and its Members and shall provide technical advice and guidance on technical matters to Members through its meetings, publications and recommendations.

2 The Technical Commission shall be composed of persons appointed on the basis of their expertise in leprosy-related disciplines fields linked to one or more of ILEP's strategic goals, and shall meet at least twice a year.

3 Members of the Technical Commission shall be appointed by the ILEP Members' Assembly for a four-year period. They shall be eligible for re-appointment for a second term and, in exceptional circumstances, at the request of the Members' Assembly, for a third and final term.

Art. 22 Action Groups Advisory body – Advisory Panel of Women and Men Affected by Leprosy

1 The Panel provides advice to ILEP and its Members on broad issues of policy, implementation of the ILEP strategy, interpretation of trends and guidance on ILEP communications and campaign material. As needs arise, the Members’ Assembly may set up Action Groups which are purely consultative bodies.

2 Persons who are not connected with ILEP or with any of its Members may be invited to join Action Groups. The Panel shall be composed of persons affected by leprosy and shall meet at least quarterly including at least one face-to-face meeting per year.
Members of the Panel shall be appointed by the Members’ Assembly or a four-year period. They shall be eligible for reappointment for one further consecutive term.

X. FINAL PROVISIONS

Art. 23 Dissolution of ILEP

1 The dissolution of ILEP can only be decided by an absolute two-thirds majority of all Members of ILEP in a Members’ Assembly solely convened for this purpose.

2 If on the winding up or dissolution of ILEP, there remain, after the satisfaction of ILEP’s debts and liabilities, (and after the refund of the Member contributions for the unexpired portion of the current financial year), any assets whatsoever outstanding, these assets shall pass to another tax-exempt institution with a similar purpose and shall not be returned to its members. This provision may not be changed.

Art. 24 Registration in the Commercial Register

1 The Executive Board is allowed to enter the Association in the Commercial register of Geneva.

Art. 25 Entry into force

1 These Articles of Association shall enter into force on the day following their approval by the Members’ Assembly.

Geneva, *** 2017