



**The  
International Federation  
of Anti-Leprosy Associations  
'ILEP'  
Geneva**

**Constitution**  
(Articles of Association)

Adopted 27 March 2015  
With amendments approved 10 October 2018, 10 September 2019 and 12 March 2021

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## I. NATURE, NAME, LOCATION

### Art. 1 Nature, name and location

<sup>1</sup> 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").

<sup>2</sup> The registered office of ILEP shall be situated in the canton of Geneva.

## II. PURPOSE

### Art. 2 Purpose of the Association

<sup>1</sup> 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.

<sup>2</sup> 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

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

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

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

<sup>4</sup> Membership shall be approved by the Members' Assembly. Applications may be rejected without giving reason.

**Art. 4 Resignation**

<sup>1</sup> 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**

<sup>1</sup> 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**

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

<sup>2</sup> They are liable for the subscriptions due during the period of their membership.

**IV. RESOURCES AND LIABILITY, VOLUNTARY WORK****Art. 7 Subscriptions, other income**

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

<sup>2</sup> 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.

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

**Art. 8 Liability**

<sup>1</sup> 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.

<sup>2</sup> 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**

<sup>1</sup> The principle structures of ILEP shall be:

1. the Members' Assembly;
2. the Executive Board;
3. the Auditor;
4. the ILEP Office;
5. Advisory Bodies

## **VI. MEMBERS' ASSEMBLY**

### **Art. 11 Members' Assembly**

<sup>1</sup> The Members' Assembly is the supreme governing body of ILEP. It is called by the Executive Board.

<sup>2</sup> 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**

<sup>1</sup> The ordinary Members' Assembly shall be held once a year. It shall be convened by the Executive Board, accompanied by the agenda.

<sup>2</sup> 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.

<sup>3</sup> 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 shortened notice period may be given, of not less than three days.

<sup>4</sup> Any duly convened Members' Assembly shall be authorised to deal with the business on the agenda, 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**

<sup>1</sup> The Members' Assembly shall be chaired by the President. If the President is prevented, the Vice-President shall chair the Assembly.

<sup>2</sup> The minutes shall be taken by the ILEP Office and signed by the chairman.

## **Art. 14 Voting rights, powers and resolution**

<sup>1</sup> All Members have equal voting rights at the Members' Assembly.

<sup>2</sup> 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 alterations to the Constitution and the Bye-Laws;
8. the mechanism for calculating Members' contributions;
9. appointment of a Chief Executive Officer to manage the ILEP Office ;
10. location of the ILEP Head Office in Switzerland;
11. approval of the reports of ILEP and its bodies;
12. approval of the audited accounts of ILEP and its annual budget;
13. decisions on significant policy matters;
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).

<sup>3</sup> Decisions on the questions 4, 7 and 8 shall be made on the basis of a qualified two-thirds majority of all ILEP- Members;

<sup>4</sup> Decisions on the questions 1 to 3, 5, 6, 9 to 12 and 14 shall be made by a simple majority of votes cast;

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

<sup>6</sup> Because of the centrality of cooperation, collaboration and common interests to ILEP's purposes, ILEP strives to reach decisions on the question 13 by consensus.

<sup>7</sup> 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**

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

<sup>2</sup> 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.

<sup>3</sup> In all other respects the Executive Board constitutes itself.

## **Art. 16 Convening**

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

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

<sup>3</sup> 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.

<sup>4</sup> The Chief Executive Officer normally attends the meetings and ensures they are minuted.

## **Art. 17 Resolution**

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

<sup>2</sup> 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.

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

<sup>4</sup> 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**

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

<sup>2</sup> 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**

<sup>1</sup> The Members' Assembly shall elect an Auditor for a term of one year. Re-election is permitted.

<sup>2</sup> 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.

<sup>3</sup> The Auditor shall submit a written report to the Members' Assembly.

## **IX. ILEP OFFICE AND ADVISORY BODIES**

### **Art. 20 ILEP Office**

<sup>1</sup> 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.

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

<sup>3</sup> The Chief Executive Officer may be suspended by the Executive Board

### **Art. 21 Advisory body – ILEP Technical Commission**

<sup>1</sup> 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.

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

<sup>3</sup> 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 Advisory body – Advisory Panel of Women and Men Affected by Leprosy**

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> Members of the Panel shall be appointed by the Members' Assembly for a four-year period. They shall be eligible for reappointment for one further consecutive term.



## **X. FINAL PROVISIONS**

### **Art. 23 Dissolution of ILEP**

<sup>1</sup> 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.

<sup>2</sup> 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**

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

### **Art. 25 Entry into force**

<sup>1</sup> These Articles of Association shall enter into force on the day following their approval by the Members' Assembly.

Manila, 10 September 2019