

# Association Bylaws

For

THINK International

*Revised at Annual General Meeting 31 May 2022*

**1. Name and domicile**

- 1.1 The name of the association is THINK International
- 1.2 The domicile of the association is Denmark.

**2. Objective**

- 2.1 The association's purpose is to improve public health and the quality of life for vulnerable populations worldwide.
- 2.2 To achieve this purpose, the association can support and cooperate with other organisations and run projects, research programs, and other relevant activities at the discretion of the board of directors.
- 2.3 THINK International operations:
  - i. Improving the prevention, diagnosis and treatment of TB, HIV/AIDS, COVID-19 and other ailments, including mental health, in children and adults;
  - ii. Accessing, developing, testing, implementing, rolling out and evaluating new treatment and tools for the management and prevention of TB, HIV/AIDS, COVID-19 and other ailments;
  - iii. Collecting, analysing and disseminating information to better understand the spread and prevention of communicable or non-communicable disease and mental health in communities and/or key populations;
  - iv. Giving the disadvantaged and needy access to new treatment and improved standards of care;
  - v. Using community outreach to educate, trace infected persons and children, and arrange for screening and/or improving health-seeking and preventative behaviours in communities affected by disease, thus allowing crucial prevention, early identification and treatment;
  - vi. Ensuring sustainability of public health improvements and progress by developing and training the next generation of health care providers and researchers;
  - vii. Facilitating active engagement between the company and communities through dialogue, participation and information gathering and sharing so that work in the community actively assists in improving the health care of these communities; and
  - viii. Using community engagement programmes to empower people affected by TB and HIV, and other ailments with knowledge and skills to promote open communication and participation in the new treatments available in their communities.
  - ix. Collaborate with, and work through, other non-profit organisations and interest groups and work for national, regional and international cooperation to fulfil the purposes set forth herein;
  - x. Support the development of local capacity to improve public health and research capacity in disadvantaged countries by building and supporting NGOs and local organisations, inter alia by providing financial and technical assistance and capacity building.
- 2.4 The association pursues non-profit purposes for the common good and cannot pursue activities related to political interests.

### **3. Membership**

3.1 The (founding) members of the association are:

- Dr Kristina Wallengren, PhD, MPH, Public Health Expert and Founder of THINK
- Trevor Mvundura, MBA, Professional Accountant SA
- Mats Famer, MBA, Business Developer
- Mats Pettersson, MBA
- Dr Annie Sparrow, Assistant Professor, Population Health Sciences and Policy

3.2 Members joint values

THINK International is a values-based organisation. To that end, three founding values have been ascribed as the pillars defining the norms and behaviour of the organisation. All members are expected to share the values of the organisation.

Desire to make a difference

The desire to make a difference is demonstrated through a passion and drive to impact the world for a better place and make a difference in the lives of others.

Achieving through Innovation

Striving for improvement and continuous development towards a greater good through research and innovation, critical thinking, and action.

Care for people and outcomes

Genuine care for people and the outcomes and impact of our work.

3.3 Membership acceptance regulations:

- The association is open to individuals. Legal entities such as organisations, companies, et-cetera are not accepted as members.
- The association is open for individuals from 18 years of age.
- The individual shall be mentally and legally capacitated.
- The individual shall ascribe to the values of THINK International.
- The Membership Application Form shall be accessible at all times on the THINK International website.
- New memberships are accepted once per year at the annual general meeting
- The organisation can exclude members at a general meeting with a 3/4 majority.

3.4 Membership fee regulations:

- An annual membership fee shall be paid to obtain and retain membership.
- Membership is personal and cannot be transferred to another individual.
- The annual membership fee is set each year at the Annual General Meeting and stated on the Membership Application Form on the THINK International website.
- Newly approved members receive a non-binding invoice covering 12 months of membership.
- Existing members receive a non-binding invoice for the next 12 months of membership each year.
- All approved members defaulting on their annual membership fee shall, by the terms of the invoice, be excluded as members by the organisation's management.
- Existing members can resign their membership by sending an e-mail to THINK International office support stating their full name and membership number. The resignation will take force when receiving an e-mail from THINK International office support accepting the resignation.
- Paid memberships are non-refundable.

3.5 The rights of the members are exercised at the general meeting.

3.6 A member is not entitled to a share of the association's funds when resigning from the association.

#### **4. General meeting**

4.1 The annual general meeting is the association's highest authority.

4.2 The ordinary general meeting takes place every year before the end of July.

4.3 Extraordinary general meetings must be held when at least 1/3 of the association's members in writing request hereon to the chairperson of the board of directors or if the board of directors decides heron.

4.4 General meetings must be convened on the giving of no less than two weeks' notice. Extraordinary general meetings must be convened no later than three weeks after receiving a request to that effect.

4.5 The notice convening the general meeting must specify the date, time and place of the general meeting and the agenda of all business to be transacted at the general meeting. General meetings can be held electronically.

4.6 No later than two weeks prior to the general meeting, the agenda and the complete wording of the proposals must be made available for the association's members.

4.7 The agenda for the annual general meeting must include:

- Election of the chairperson and the secretary of the meeting
- Report of the association's activities
- Adoption of the annual report

- Resolution on appropriation of profit or covering of loss
- Election of members to the board of directors
- Appointment of auditor
- Approval of membership fee
- Adoption of annual budget
- Appointing and exclusion of members
- Proposals from the members

- 4.8 The general meeting is led by the chairperson of the meeting. The chairperson of the meeting decides all queries concerning the items on the agenda and the voting procedures.
- 4.9 At the general meeting, each member shall have one vote. All matters are decided by a simple majority unless otherwise stated in the bylaws.
- 4.10 Minutes of the proceedings at general meetings must be entered into the association's minute book, to be signed by the chairperson of the meeting.
- 4.11 Before the end of July every year, an annual report should be produced and published.
- 4.12 Before each meeting, an agenda and relevant documents/material shall be passed around to the members by the chairperson of the board of directors.

## **5. The board of directors**

- 5.1 At the general meeting, the members will appoint at least three but not more than seven individuals to the board of directors. This does not apply to the associated members.
- 5.2 The board of directors are elected for three years at a time. Re-election may take place.
- 5.3 The board of directors elects a chairperson and a deputy chairperson from among its members.
- 5.4 The chairperson convenes board meetings when deemed necessary, however, at least two times a year, and must ensure that all board members are convened.
- 5.5 A member of the board or the auditor can request a convening of a board meeting to be held. In such a case, the chairperson must convene the board of directors for a board meeting, which must be held within 14 days after the request for the convening of the board meeting.
- 5.6 The board of directors is competent when more than half of the board members are present.
- 5.7 The board of directors' decisions are made by simple majority votes unless otherwise stated in the bylaws. In the case of parity of votes, the chairperson's vote is decisive.

- 5.8 The board of directors must keep a record of resolutions. The record of resolutions must be signed by all board members and can be signed digitally. If a board member does not agree with a decision made by the board, the board member concerned can demand his/her opinion written in the record.
- 5.9 Remuneration of the members of the board of directors shall be determined in accordance with what is considered usual for a non-profit organisation, taking into account the nature and extent of the work as well as in accordance with what may be considered reasonable taking the financial position of the association into account.
- 5.10 In the rules of procedure, the board of directors may specify how it operates.
- 5.11 No member of the board or the executive management may participate in the transaction of business that involves any agreement between the association and that member, or legal proceedings against that member, or the transaction of business that involves any agreement between the association and a third party, or legal proceedings against a third party if the member has a material interest in such business and that material interest could conflict with the interests of the association. A member of the board of directors who cannot take part in the decision of the board of directors due to incapacity is in addition excluded from taking part in the board's considerations of the matter.

## **6. Executive management**

- 6.1 The board of directors may appoint a chief executive officer to assist in the day-to-day management of the association.
- 6.2 The board of directors determines the remuneration of the executive management.

## **7. Power to bind the association and liability**

- 7.1 The association is bound by the joint signatures of the chairperson and either the chief executive officer or one board member, or by the deputy chairperson and either the chief executive officer or two board members, or by the joint signatures of all members of the board of directors.
- 7.2 The association is only liable for its obligations with the funds belonging to the association at any time.
- 7.3 No personal liability for the association's responsibilities is incumbent on the members of the association.

## **8. Accounting and auditing**

- 8.1 The association's financial year is 1 March – 28 February.
- 8.2 The association's annual account is prepared and submitted in English.

8.3 The association's annual account must be audited by an authorised (state-authorised or approved) auditor. At the annual meeting, an auditor is elected for one year at a time. Re-election may take place.


**9. Amendment of the bylaws and dissolution**


9.1 Proposal for amendment of the association's bylaws or for the dissolution of the association must be approved at the association's general meeting with at least  $\frac{3}{4}$  of the votes and shall only be considered when proposal hereon is an item of the agenda for the general meeting.


9.2 Proposal for dissolution of the association must be presented at two consecutive general meetings. Dissolution must be approved with  $\frac{3}{4}$  of the votes at both meetings. The second meeting shall be held within a minimum of two (2) and a maximum of four (4) months after the first meeting and shall only be considered when the proposal hereon is an item on the agenda for both general meetings.

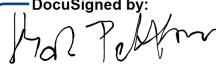
9.3 At the dissolution of the association, the board of directors shall decide on the use of the association's funds in accordance with the association's objects pursuant to the settlement of the association's obligations.


Adopted 31 May 2022

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Dr Kristina Wallengren

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