

# Operating Guidelines

European AIDS Treatment Group (EATG)



Revised by the General Assembly 2020

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# Introduction

This sourcebook contains the Operating Guidelines, i.e., policies and procedures which govern the EATG, and is intended as an aid to organisational memory and transparent decision-making of the EATG. The Guidelines support the EATG's Mission, describe relevant responsibilities of the Board of Directors, Programme Committees, officers, staff and members and provide guidance on how to meet those responsibilities in accordance with current legislation and good practice.

Every member receives a copy of the Operating Guidelines by email when they join the organization and after every update.

All members are required to follow the Constitution and these Operating Guidelines approved by the General Assembly.

## 1. Review

The Operating Guidelines are reviewed regularly to ensure that they remain consistent with legislation and good practice and continue to be an essential tool for the Board of Directors, staff, members and Committees, in managing the fulfilment of the EATG's Mission and Operational Plan.

A report on the year's changes is provided by the Development and Membership Advisory Group at the Annual General Assembly.

In between General Assemblies any change to the Term of References needs a decision taken by the Board of Directors with a two-thirds majority. This decision remains in force until it is either ratified or amended at the next General Assembly.

## 2. Drafting Terms of Reference

Any member or member of staff can propose Terms of Reference for the EATG to adopt.

Terms of Reference should be written in plain English with clear definitions of any terms, which have a special meaning. Terms of Reference should be as short as possible.

All draft Terms of Reference should be clearly marked "draft" or "Working" documents until ratified by the General Assembly. To maintain a clear and alike Term of Reference it is advisable to consult the Development and Membership

Advisory Group when preparing a draft.

Terms of Reference should include the context, rationale and objectives and explain how this Terms of Reference links with the Constitution and other Terms of References in the EATG Operating Guidelines.

### 3. Reviewing Terms of Reference

Each Terms of Reference should mention the date of its last review. Terms of Reference are reviewed at least once every 4 years and are amended once any proposed changes are agreed upon during the General Assembly.

### 4. Agreeing to Terms of Reference

#### Membership consultation

It is important that:

- Terms of Reference change and new Terms of References are out for consultation for the membership on the extranet for at least 2 weeks.
- Feedback is provided to the proposing body that will come up with an amended version which will be forwarded to the BOD for adoption.

#### Approval by the board

Draft Terms of Reference are considered and adopted by the Board of Directors. On occasion they may be proposed directly to the next General Assembly, with the normal advance notification of four weeks. The Board may ask for changes, clarifications or refinements or choose to reject, amend or approve the draft protocol by a 2/3 majority.

It is the collective responsibility of the Board of Directors to take constitutional, legal or financial advice to ensure that the proposed new Terms of Reference do not violate the Constitution, the decisions of the General Assembly or relevant German law.

It is the responsibility of the Executive Director to ensure that the Terms of Reference and any amendments agreed by the Board are correctly recorded and that an amended version is circulated to the Board for verification before distribution.

Once the final version of a Terms of Reference is agreed by the Board it will come into force as soon as it has been sent out to members. However, such Terms of Reference remain a draft or working Terms of Reference until it has been ratified at a General Assembly. The date and minute of ratification is detailed under each protocol like this:

**Confirmation by the GA**

All new Terms of Reference or amendments must be put as proposals to the next General Assembly for ratification or amendment by the Assembly. This does not affect the right of the General Assembly to propose motions and amendments to the above documents.

After ratification of the Terms of Reference at the General Assembly, they move from being working documents approved by the BoD to official EATG policy.

It is the responsibility of the Secretary (which may be delegated to the Executive Director) to ensure that the new Terms of Reference are effectively distributed to all members. All members should respect the approved Terms of Reference and implement them.

Date	20/09/2020
17/08/2020	Draft, proposed by Overhaul Team
	Adopted as a Working Term of Reference by the Board
20/09/2020	Ratified by General Assembly

# Guiding Principles and Mission

The European AIDS Treatment Group (EATG), founded in 1992, is an association of people from different nationalities and communities affected by HIV/AIDS in Europe and elsewhere.

The EATG is a registered charitable association (eV) under German law with a Secretariat in Brussels, Belgium.

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*Official address: Mettmanner Straße 24-26, 40233 Düsseldorf, Germany*

*Secretariat: Interoffices | Avenue des Arts 56-4c, 1000 Brussels, Belgium*

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## 1. Guiding Principles

The EATG shall:

- Be democratic and accountable, transparent and accessible to its members, people living with HIV, and their advocates.
- Reflect in its membership the diversity of people living with HIV and their advocates.
- Respect the diversity of people regarding considerations such as religion, gender, sexual orientation and lifestyle.
- Work to complement and collaborate with other relevant groups.
- Prioritize and regularly evaluate its activities according to its objectives, cost effectiveness, and fairness.

## 2. Mission

**EATG is an organisation driven by people living with HIV and key affected populations that is committed to equitable, speedy and sustainable access**

**1. to affordable state-of-the-art HIV and coinfections treatment and holistic care for all people living with HIV across WHO Europe;**

**2. to affordable state-of-the-art HIV and coinfections prevention and diagnosis for all key affected populations across WHO Europe**

The primary geographic focus of the EATG is the member states served by the World Health Organization Regional Office for Europe; however, the EATG will

consider opportunities to collaborate with and support similar efforts in other parts of the world.

### 3. Objectives

The objectives of the EATG are:

- To enable people with HIV or at risk of HIV infection, and their advocates, to provide significant input into the process of developing, testing and approving HIV treatments. When used in this statement HIV treatments mean medical devices and products and diagnostic tests that prevent or treat HIV infection or improve the quality of life of people living with HIV.
- To advocate for best practices of care and treatment for all persons living with HIV/AIDS.
- To advocate for the rapid introduction of existing and new HIV and co-infection (hepatitis and TB) treatments, medical devices and products and diagnostic tests.
- To promote the availability of appropriate information about HIV, Hepatitis and TB treatments for people with HIV, their health care providers, and health policy makers.
- To advocate for changes in legislation and patent law, and for the medical evaluation of generic medicines that would promote the availability of lower-cost HIV treatments.
- To advocate for changes in legislation and policies affecting the health, rights and quality of life of people living with HIV.

### 4. Methods

The EATG may employ the following methods to achieve its objectives:

- Advocacy and activism directed towards organisations and individuals; and conducting its activities through Programmes and projects, each consisting of people interested in a particular issue related to HIV.
- Representing the community perspective in the planning and presentation of scientific conferences and other meetings on HIV issues.
- Acting in an advisory capacity to pharmaceutical companies, government agencies, and scientific researchers and other relevant bodies.
- Conducting training sessions on HIV treatments and advocacy.
- Training people to become HIV treatment trainers.
- Translating, publishing and disseminating HIV and co-infections treatment materials.
- Networking and collaborating with organisations dealing with:
  - HIV infection.
  - Illnesses frequently seen in persons living with HIV, such as

- hepatitis C and tuberculosis.
- Substance use and harm reduction.
- Rights of certain populations affected by HIV, such as incarcerated persons and migrants, MSM, sex workers, transgender, and intravenous drug users.
- Human rights more generally.

Date	20/09/2020
17/08/2020	Draft, proposed by Overhaul Team
	Adopted as a Working Term of Reference by the Board
20/09/2020	Ratified by General Assembly

# Governance

## Term of Reference: General Assembly

### 1. Constitutional powers

The General Assembly is the highest decision making body of the EATG, which can make or overturn any decisions subject only to:

- German civil and tax law in relation to Charitable Associations
- The Constitution
- Due notice being given of agenda items that require decision
- There being a quorum of 50% + 1 of the ordinary membership represented in person or by proxy. Each voting member present can hold a maximum of two proxies. In case this quorum is not reached a subsequent General Assembly can be called immediately, which will be a quorum with the membership represented in person or by proxy.

The General Assembly is called at least annually by the Board of Directors with at least four weeks written notice. A detailed agenda, the full Internal Auditors report and summaries of budget proposals, financial reports, and Board of Directors reports should be delivered to all members at least four weeks in advance preferably by email, by post or by fax. Full versions of budget proposals, financial reports, and Board of Directors reports have to be sent out one week in advance.

It is open to all members to attend but not to the public. Members who cannot attend may nominate a proxy. The Assembly may allow the presence of guests for all or part of the General Assembly by simple majority vote.

Extraordinary General Assemblies may be called by:

- The Board of Directors
- A request of a quarter of the ordinary members giving written reasons

Extraordinary General Assemblies have the same notice as the Annual General Assembly, but need only address the specific issues notified rather than the full list of reports and decisions that need to be addressed by the Annual General Assembly.

### 2. Delegation of Authority

The Board of Directors, staff, members and Working Groups of the EATG are bound to decisions taken by the General Assembly.

### 3. Standing orders for conducting the General Assembly

The business of the General Assembly is conducted in English. German translations are made of certain records and minutes in accordance with German Law and the Constitution.

### 4. Chairing the Assembly

The General Assembly elects the chair of the Assembly. The Board of Directors may approach members in advance of the General Assembly and recommend these members as chair to the General Assembly.

The chair has the following roles and responsibilities:

- To validate the call for the GA, there being a quorum and the presence of staff/guests
- To direct the meeting and facilitate effective decision-making and ensure that disagreements are handled in a civilised manner.
- To facilitate the process of the meeting via time-management, determination of the order (and variety) of speakers etc.
- To ensure the implementation of standing agenda items as mentioned in the Constitution.
- To intervene in conflicts (e.g. require a person to leave the meeting) or suspend the meeting for a period of time if personal antagonisms appear to be obstructing proceedings.
- To ensure a correct voting process.

### 5. Standing agenda items

The person delegated to chair the General Assembly must ensure that the following are standing agenda items (in accordance with §5 of the Constitution):

1. Election of the GA chair
2. Changes and additions to the agenda.
3. Election of three Vote Counters.
4. Report from the Chair of the Board of Directors.
5. Update on the membership status
6. Report from the Secretary of the Board of Directors
7. Report from the Internal Auditor
8. Exonerating the Board of Directors.
9. Reports from the Working Groups and Ombudspersons
10. Report from the Treasurer of the Board of Directors
11. Approval of the accounts
12. Defining amount of membership fee

13. Deciding on the next year's budget and work plan
14. Deciding on Constitutional changes
15. Proposals for amendment and adoption of Terms of References developed since the last General Assembly.
16. Deciding on proposals received from the membership
17. Presentation of elected Working Groups chairs and co-chairs
18. Setting up or closing down Working Groups, establishing or amending their terms of reference
19. Election of Internal Auditors
20. Election of Ombudspersons
21. Deciding on the number of members of the Board of Directors
22. Electing the Board of Directors
23. Any other Business (AOB)

**Proposals to change the Constitution or terminate the EATG must be notified in the invitation to any Assembly.**

All motions should be submitted by 6pm on the day before the GA. In case of motion submitted after the above deadline, DMAG reserve the right to ask for a necessary break to check the proposed motion against the EATG constitution and operating guidelines.

In order to comply with legal requirements (6 months running costs), the GA authorises the BoD to increase the reserve to match the actual running costs of the office.

## 6. Moving to decisions

The chair of the GA is in charge of the correct voting and decision-making procedures according to the EATG Constitution and the approved Term of References. The final legal liability remains however with the Board of Directors.

The right to vote is limited to the ordinary members, who may exercise this right either in person or by written proxy. Any ordinary member can hold maximum two proxies. Supporting members have the right to speak, make proposals and call for decisions but they do not have the right to vote.

After presenting and clarifying the proposal a reasonable time allowed for general open-ended discussion of any topic the chair should initiate the process of reaching a decision about a specific proposal.

In case there is no agreement the chair will invite at least one speaker for and one speaker against a proposal before starting the voting.

## 7. Voting process

The vote counters count the votes for each voting and election and ensure that proxy votes are duly counted.

All results of any voting by the GA must be recorded exactly in the minutes, including the numbers of votes in favour, against and abstaining. In secret voting blank and invalid votes shall be counted and minuted accordingly.

If a vote ends in a tie, voting has to be repeated immediately. If a second vote comes to a tie, the GA chair will cast the deciding vote.

The Assembly votes by absolute majority. If absolute majority is not reached, a second round is needed. The second round will be by simple majority. The process is described in detail below.

Votes will be given by show of hands or acclamation, unless any member asks for a secret voting. Members, who don't cast a vote, have no effect on the calculation of the majority.

The Board will always be elected in secret voting (consult paragraph 8 for the voting process).

In any voting except elections for the Board, the voting options are:

- In favour/YES,
- Against/NO,
- Abstention. In case of a secret voting, printed ballots must also offer these three options.

### **First round – the GA votes by absolute majority**

Absolute majority voting is defined as 50% plus 1 of the total votes/ballots including proxies (at times the total number may be more or less than the number counted when the quorum was established as latecomers still have the right to vote or persons may have left the meeting room).

In case an absolute majority is not reached in the first round, a second round is needed.

### **Second round – the GA votes by simple majority**

Simple majority voting is defined as 50% plus 1 of the total votes/ballots after subtracting abstentions. In secret voting blank and invalid ballots are also

subtracted.

Blank and invalid ballots in secret voting are defined as:

- Ballots defined as blank, have no “YES”, “NO” or “Abstention” marked.
- Ballots defined as invalid are crossed, ticked or otherwise marked differently than instructed by the GA chair.

Blank and invalid votes must be counted and minuted separately.

In case of a tie in the second round the GA chair will cast the deciding vote.

## 8. Election of the Board

Nominations will be taken at the General Assembly where the election is to take place. Only ordinary members can stand as candidate for the Board. EATG aims to have a majority of seats on its Board for PLHIV.

No person may stand as Director for more than two consecutive terms of office, with a six-month period out of office before they may stand for election again. The term of office is two years.

Ballot papers for the election of the members of the Board of Directors will be distributed prior to the voting. Members will write down the names of candidates they want to elect as member of the Board, up to the maximum number of candidates decided. No name may appear twice on the same ballot.

All results of the votes in each round must be recorded exactly in the minutes, i.e., the total number of ballots and the number of votes for each candidate. The number of blank and invalid ballots shall also be counted and minuted.

Election procedure:

**1. The GA decides on the number of Directors on the upcoming Board.** EATG aims to have a majority of BoD seats for PLHIV and 2 seats for women.

**2. Voting for Directors to the new Board:**

### First round – the GA votes by absolute majority

Absolute majority voting is defined as 50% plus 1 of the total ballots in the ballot box including proxies.

In case the number of Directors elected does **not** fulfil the decided number of

Directors, a second round is needed.

If more than the decided number of Directors are elected, the candidates with the most votes are elected. In case of a tie between the elected candidates with the lowest number of votes and not all are needed, the voting has to be repeated immediately amongst these candidates.

#### **Second round – the GA votes by simple majority**

All candidates standing within the first round that were not elected after the first round will go to the second round. Simple majority voting is defined as 50% plus 1 of the total ballots after subtracting abstentions, blank and invalid ballots.

If more than the decided number of Directors are elected, the candidates with the most votes are elected. In case of a tie the GA chair will cast the deciding vote.

In case the total number of Directors elected in first and second round does **not** fulfil the decided number of Directors, the GA will be asked to decide whether to stay with the decided number or accept the total elected in first and second round. If the GA does not accept the total elected, a third round is needed.

#### **Third round – the GA votes by simple majority**

Simple majority voting is defined as 50% plus 1 of the total ballots after subtracting abstentions, blank and invalid ballots.

If more than the decided number of Directors is elected, the candidates with the most votes are elected. In case of a tie the GA chair will cast the deciding vote.

### **9. Recording of decisions and minutes**

It is the responsibility of the Secretary to ensure that correct minutes are taken and distributed in accordance with the Constitution, German and Belgian law, and these Terms of Reference. This responsibility may be delegated to the Executive Director. The GA chair indicates what is not to be minuted.

Minutes of a General Assembly have to be circulated to members **within six weeks** following the General Assembly, accompanied by a copy of the new budget and Operational Plan as amended and agreed by the General Assembly.

**Minutes must be signed by the minute taker, the GA chair and the newly appointed Secretary of the Board.**

A **German translation** of the minutes must be produced and filed in the Office and with the Vereinsregister. **The exact wording of Constitutional changes and all proposals has to be recorded in these minutes.**

For transparency reasons a list of all paid tasks done by members will be created (amount of days worked and total amount paid) and made available internally for the members of the EATG after closing the books of the previous year. This document will not be shown or shared externally.

## Term of Reference: Standing Orders for the Board of Directors

### 1. Structure

The Board consists of at least four and at most seven people. The General Assembly (GA) decides on the number of members of the Board of Directors (BoD).

Directors are elected for a period of two years, renewable once. After two consecutive periods in office, it is possible for a Director to be re-elected after a period of six months out of office. The Procedure for election of Directors is described in the “Term of Reference, General Assembly”.

The Directors may only co-opt one other Director in the function of Secretary or Treasurer in case serious illness or other personal circumstances makes him/her unable to perform the duties of Secretary or Treasurer for a month or more. This co-option ends with the resumption of duties by the elected Director or the next GA, whichever comes first. (Constitution §7.8)

If Directors resign between General Assemblies the BoD may co-opt new members up to the original number elected at the previous GA. If over half the BoD is replaced in this way the BoD must call a GA within four months (Constitution §7.9).

Co-opted Directors may only hold office until the next GA when, if wishing to serve for longer, they must submit themselves for election (Constitution, §7.9).

### 2. Removal and disqualification of Directors

Provisions for the disqualification or the removal of Directors are given in §7.10 and §7.14 of the Constitution.

In addition to these provisions, if a Director takes an action in actual or potential conflict with a majority decision of the BoD, or a decision of the GA and which may be harmful to the EATG, any Director may propose that the offending Director be removed from the BoD. If the proposal is seconded, a vote will be taken. If the offending Director is absent, a proposal may be made that he/she be suspended until he/she is able to be present in person.

### 3. Election of Directors with specific positions and assignment of portfolios

The Board of Directors may elect a Vice-Chair, who does not hold the office of Secretary or Treasurer at the same time.

Directors with specific positions (Chair, Secretary, Treasurer and Vice-Chair) will be elected at the first meeting of the BoD immediately after each GA, called the Constitutional Meeting of the BoD.

Individual members of the BoD are also assigned portfolios and 'liaisons' with Working Groups.

Any Director may be removed from such position by a unanimous vote of all other members of the BoD (Constitution, §7.10).

### 4. Attendance at meetings

Directors are required to attend the BoD meetings. About half of the BoD's meetings should take place in Germany.

A quorum for a meeting of the Directors is at least half.

Meetings of the BoD are not public. The Executive Director attends the meetings of the BoD. The BoD may decide to invite or admit guests (e.g. members, staff, and consultants).

### 5. Calling meetings

The first meeting must be called within four weeks after the election of the new BoD.

The subsequent meetings have to be planned by the BoD on a yearly planning and scheduled by the Secretary. Skype-/teleconferences can be organized in between meetings to discuss urgent matters or follow up on decisions.

### 6. Proceedings at meetings

Board Meetings are chaired by the Chair of the Board, or, in his/her absence, by the Vice-Chair. In the event of the absence of both, members must elect a chair for that meeting.

#### Agenda

The agenda for each meeting will be drawn up by the Secretary in consultation

with the Chair. It is also helpful to consult with the Executive Director.

The agenda will be circulated to the Directors and the members at least one week before each normally scheduled meeting.

The agenda should cover items such as:

- Adoption of the agenda
- Approval of previous minutes
- Matters arising and review of implementation of action points
- Financial update
- Working Groups update
- Projects update
- Any other business (AOB)

## 7. Decisions

Decisions are taken by consensus or by simple majority of votes. However, a decision by the Board may be made in writing or by phone, fax or email if all members of the Board agree to this procedure. Proxy votes may be used, being transferred to a named Director. Proxies must be in writing and specify whether the proxy is for all decisions and votes that may arise during the meeting or only for specific itemised votes or decisions.

A Director is bound by the decisions of fellow Directors even if not present at the meeting where the decisions were taken.

In the case of a tied vote the chair/the person chairing, has a second or casting vote. Abstentions are not to be counted (Constitution, § 7.4.1).

Once decisions have been made, all Directors will accept the decision and abide by the majority decision of the Board regardless of personal opinion.

The BoD should release a summary of decisions within 10 days of each BoD meeting.

## 8. Minutes

Minutes will be taken of all meetings or teleconference calls including the names of those present at each meeting. Signed minutes, by the Chair and the Secretary, will be filed appropriately.

In accordance with Article §7.3 and §14.4 of the Constitution, at the first

meeting after its election, minutes in the German language must be taken, which are to be signed by all members of the BoD. Similarly, changes in the BoD and changes in the Constitution must be submitted for registration within 6 weeks at the Register of Associations at the Lower Court (Vereinsregister).

Minutes of the previous meeting must be approved and signed by the Chair and the Secretary at the subsequent meeting. Where minutes are agreed to be incorrect, the form of correction must be a new numbered item in the new minutes giving the number of the previous minute in parenthesis.

Action points, decisions, and responsibilities should be highlighted and agreed upon at the end of the meeting.

Minutes will normally be taken by the Executive Director or the Secretary (or a person nominated by the Secretary).

Members of the BoD who were not present will receive BoD action points within two working days following the meeting.

Minutes will be circulated within a week of the meeting to the Directors, setting out a summary of the decisions taken, listing actions to be taken, who is responsible and giving dates for their completion.

Minutes must be sent out to all members of EATG within 3 months.

## 9. Confidentiality at Board meetings

All matters discussed at BoD meetings are confidential and any BoD member who wishes to annul confidentiality must seek approval of the BoD before doing so.

However, the BoD publishes minutes for the members, which are not confidential but are for EATG internal use only.

## 10. Authorisation to act

No member of the BoD should act unilaterally in the absence of authorisation. This includes (but is not limited to):

- Entering into any contracts on behalf of the EATG.
- Issuing purchase orders for more than € 1.500
- Incurring reimbursable expenses.

## 11. Directors' expenses

**Daily Meal Allowance (DMA) and reimbursement** All reimbursements and requests for DMA should happen in accordance with the ToR “Reimbursement of Expenses”.

**Credit cards** Due to the tasks linked with the EATG activities, each Director and the Executive Director are provided with a Corporate Credit Card. This card will be used by the bearer for EATG use only. The credit cards will have a monthly expense limit.

The receipts and the credit card sheet signed by the bearer are presented monthly to the Executive Director for the appropriate bookkeeping and verification together with the “Credit Card Expenses form” (similar to the “Reimbursement form”) outlining all use of the Credit Card in that month.

## 12. Board of Directors honorary allowance

All Directors receive an honorary allowance of € 500 per year for a full year of mandate. Directors joining the BoD during the year will receive a percentage of this amount based on the number of months they will be fulfilling their BoD mandate.

## 13. Introduction of new members of the board

New Directors should be offered the opportunity to be ‘mentored’ by another Director for a period of time. A visit to the EATG Office and meeting staff individually might enable the new Director to understand the roles of individual staff and the functioning of the Office.

It is important to ensure that new Directors understand:

- The Mission and Operational Plan of the EATG.
- The constitutional and financial framework.
- The longer-term context in which EATG's operations are taking place.
- The respective roles of Staff, Working Groups and Directors and lines of reporting and accountability within EATG.

# Terms of Reference: Responsibilities and Obligations of the Board of Directors

## 1. Legal obligations of Directors

The legal responsibilities of the Directors of charitable associations are set out in:

- The German civil law on Charitable Associations: Bundesgesetzbuch (BGB), §§ 21-79
- German tax regulations for Charitable Associations: Abgabenordnung (AO), §§ 51-60

English translations of these documents are available at the Office.

No decision of the Board of Directors (BoD) may over-rule the Constitution, Term of References (ToR), or other matters decided by the General Assembly (GA), except where the GA has inadvertently made a decision, which violates German law.

## 2. Overview of responsibilities of Directors

### Legal Duties

The overriding legal duty of Directors is to act in good faith (i.e. in the belief that what they are doing is correct) within German charitable law. Directors are expected to act reasonably and prudently in all matters relating to the charitable association and in its long term interest. Directors therefore need to know about the legal, financial and managerial issues affecting the EATG, although they are not expected to have expert knowledge.

Directors are ultimately responsible for everything the EATG does. Neither the EATG nor its individual members have any legal liability for negligence of the BoD.

Directors are responsible for the day-to-day management of the EATG, but a reasonable degree of delegation of duties to staff is allowed.

The BoD represents the EATG in court and all other affairs. The Chair is representative in court on his or her own. The other Directors are representative in court only when two act together.

Directors are responsible for the proper administration of the charitable association in accordance with its governing documents (i.e. the above mentioned German civil legislation, the Constitution, and the ToRs that are agreed from time to time by the GA). The responsibilities and legal obligations can be summarised as follows:

- Directors must make sure that the EATG pursues its aims (as set out in the governing documents), uses its assets exclusively to pursue those aims, and acts in the interests of its members.
- All Directors are responsible for familiarising themselves with their obligations under the Constitution and the ToRs agreed by the GA.
- As Directors of a charitable association, EATG Directors must comply with the legal requirements relating to the association's Directors under the relevant German legislation.
- EATG Directors must ensure that they act in the best interests of the EATG even where this conflicts with private or other interests. They must not allow the EATG to continue financial transactions if they know, or should have known, that the EATG is insolvent. Charity Directors should avoid conflict with personal interests and not profit from being a Director.
- If Directors hold themselves out as having expertise in a given area, he or she will be expected to act with a higher level of care, and this will be taken into account should any issue come to the attention of the courts.
- If Directors do not seek advice on matters on which they are not expert, be they legal, financial or managerial, they could be regarded as having acted imprudently and may be personally liable for the consequences.
- Directors are jointly responsible for the activities of the EATG and must act together. No Director acting alone can bind his or her fellow Directors, unless specifically authorised to do so.

Directors are not expected to have detailed knowledge of other legislation with which the charity may have to comply (e.g. employment, health and safety, data protection) but should be aware of what legislation exists and for making sure that effective compliance systems are in place. Directors may delegate the preparation of the returns for Vereinsregister to the Executive Director (ED).

### **Eligibility**

Under German law all Directors must be eligible for Directorship. They must follow the civil law requirements on disclosure, reporting and accounting requirements, and on trading, political activities and fund-raising.

### 3. Joint tasks of the Board of Directors

#### Role

- To direct the EATG towards the realisation of its mission
- To ensure that the organisation is effectively managed
- To ensure that the EATG has the resources to fulfil its Mission and that these resources are both protected and utilised properly
- To report to the GA
- To plan and coordinate events and projects
- To plan medium and long term strategies.

#### Responsibilities

##### 1. Planning

- To implement the EATG's Mission statement and Operational Plan and review the performance of staff (via delegation to the ED) and Working Groups in achieving it.
- To assess annually the changing state of affairs and consider EATG's strategic development.
- To call the GA at least once a year and present an annual budget and Operational Plan for approval by the GA.
- To ensure that all appropriate documents and resolutions are filed with the Vereinsregister within the appropriate time limits.
- To ensure EATG with the necessary financial planning.

##### 2. Organisation

- To recruit, appoint, evaluate, monitor, appraise, advice, stimulate, support, reward and if necessary or desirable, replace the staff of the organisation via delegation to the ED (see also the ToR "Delegation of Authority").
- To regularly discuss with the ED matters that are of concern to him/her or to the BoD.
- To ensure that organisational strength and staffing is equal to the requirements of long range goals.
- To approve an appropriate salary, terms and conditions for the staff.
- To evaluate annually the performance of the BoD and take steps (e.g. relating to its composition, organisation and responsibilities) to improve

its performance.

- To ensure the EATG with the necessary financial resources.
- To approve new members and to upgrade, downgrade or end membership
- To report annually to the GA on the PLHIV percentage among the Ordinary Members.

### 3. Operations

- To attend BoD meetings and read BoD papers in advance of meetings.
- To act as a collegiate body with collective responsibility.
- To approve new EATG ToRs between annual GAs.
- To evaluate the results achieved by the EATG in relation to its Mission and the annual Operational Plan.
- To ensure that the financial and administration structure of the EATG is adequate for its current needs and its long-range strategy.
- To provide candid and constructive criticism, advice, comments and praise.
- To promote the good name and reputation of the EATG.
- To present newly created working groups to the GA for approval and to appoint its members after calling for volunteers.

### 4. Audit

- To ensure that the BoD is adequately and currently informed of the activities of the EATG and their effectiveness.
- To ensure that published reports adequately reflect the nature of the services and financial condition of the EATG.
- To ensure that appropriate policies are established to define and identify conflicts of interest throughout the EATG and that these are administered and enforced.
- To co-operate with the Internal Auditor as described in the specific ToR.
- To appoint independent External Auditors subject to approval by members and approve the audited accounts.
- To review compliance with relevant laws affecting the organisation.

### 5. Tasks associated with Working Groups and portfolios

- To ensure that the projects in the Operational Plan are carried forward effectively and efficiently.
- To regularly report to the BoD on the progress of each project in each Director's portfolio.
- To monitor that those delegated (either by the BoD or the GA) to carry out

tasks under each portfolio or project are doing so in accordance with the Constitution, relevant ToRs and within the targets and budgets set in the Operational Plan.

- To replace those delegated to carry out these tasks if they are knowingly and repeatedly failing to carry them out according to agreed ToRs and contracts.
- To report to the full BoD and GAs any findings or recommendations arising from these duties.
- To liaise with the working groups and project leaders in order to support their activities according to BoD requirements, the Operational Plan and the GA decisions.

#### 4. Tasks of the chair of the BoD

##### Role

- To ensure the BoD fulfils its responsibilities for governing the EATG according to the Constitution and agreed TORs.
- To act with the Vice-chair to manage the ED, helping him/her to achieve agreed objectives.
- To optimise the relationship between the BoD, staff, Working Groups, Officers, members and external entities (e.g. organisations, institutions, networks).

##### Responsibilities

- To organize and chair meetings of the BoD in accordance with the Constitution and ensure that the BoD functions effectively, that it relates well with staff and members and fulfils all of its obligations.
- To prepare agendas for BoD meetings in consultation with the Secretary and the ED and send to the members for their information.
- To report to the members about the decisions made at the BoD meetings.
- To consider any concerns raised by the ED with regard to the direction of EATG, and to communicate any concerns of the BoD to the ED.
- To advise individual Directors on the proper conduct of their role.
- To approve the ED's work plans and review his/her performance.
- To ensure annually that the BoD reviews its structure, role and relationship to staff and members.
- To represent EATG and act as a spokesperson for EATG.
- To evaluate the implementation of BoD and GA decisions by those delegated to carry them out.
- To ensure that confidentiality is implemented by the BoD, the Office staff and the members.

- Other as assigned.

## 5. Tasks of the Vice-chair of the BoD

### Role

- To replace the Chair of the BoD when the Chair is absent or incapacitated, or by agreement and delegation of the Chair.
- To help the Chair ensure the BoD fulfils its responsibilities for governing EATG.
- To act with the Chair to manage the ED, helping him/her to achieve agreed objectives.
- To oversee effective communication between the BoD and EATG's Working Groups
- To assist the Chair to optimise the relationship between the BoD, staff, Working Groups and members.

### Responsibilities

- To chair BoD meetings in the absence of the Chair.
- To temporarily assume the responsibilities of an absent or incapacitated Chair.
- To assist the Chair as needed.

## 6. Tasks of the Secretary to the BoD

### Role

- To oversee the functioning of the EATG office and employment systems.
- To oversee the functioning of the EATG membership and communication system.
- To ensure that the EATG operates in accordance with relevant German law and oversee compliance with legal and Constitutional reporting requirements.

### Responsibilities

- To assist the Chair in drawing up the agenda for each BoD meeting in accordance with agreed procedures and to inform the membership.
- To ensure that all official records and correspondence are properly filed

- and archived.
- To ensure that all GA and BoD meetings are correctly minuted and that decisions are distributed to all members, staff and Working Groups.
  - To ensure that all legal reporting requirements are fulfilled, including the minutes of meeting, reports from Working Groups, etc.
  - To ensure that accurate records are kept of membership.
  - To liaise with the Offices.
  - To verify that the Office is following all agreed non-financial protocols.
  - To inform the BoD and GA any findings or recommendations arising from these duties.

## 7. Tasks of the Treasurer of the BoD

### Role

- To oversee the implementation of correct financial systems and procedures.
- To ensure that the financial decisions of the BoD are properly implemented.

### Responsibilities

- To ensure good communication with the Internal and External Auditors, especially in terms of their recommendations for improved financial procedures.
- To verify that correct financial practices are being followed throughout the EATG.
- To ensure that proper financial reports are presented to the BoD including monthly management accounts and statements of all financial transactions (including purchase orders, payment, invoices, expenditure, income and cash balance).
- To prepare and present financial reports to the membership at the GA.
- To ensure that membership fees are collected.
- To report to the BoD and the GA any findings or recommendations arising from these duties.
- To inform the membership every six months about the financial and economic situation of the EATG.

## Terms of Reference: Internal Auditors

### 1. Statement of purpose

Internal auditing is an independent and objective activity designed to add value and improve EATG's operations. It helps EATG accomplish its objectives by bringing a systematic, disciplined approach exclusively to evaluating and improving all EATG finance-related matters.

### 2. Objectives

The objectives of the Internal Auditors are:

- To report to the members at the General Assembly (GA) of the EATG on how the organisation is run on a day to day basis, how risk is managed and whether the organisation's funds are spent in accordance with the spirit of the Constitution.
- To check the finance-related aspects of the application of the rules of the Constitution, the decisions of the GA, the procedures outlined in the existing Terms of Reference (ToR), and the decisions of the Board of Directors (BoD). The field of intervention by the auditors includes the financial aspects of all activities of EATG.

### 3. Election of the Internal Auditors

The Internal Auditors' Group is comprised of two members. Internal Auditors are elected for a three-year term and may serve one additional three-year term either consecutively or at a later date. Where an IA position becomes vacant between GAs, an Emergency GA can be convened online (virtually) to elect a replacement.

Any candidate may not be a member of the BoD, nor may they be members of any group appointed by the BoD.

### 4. Responsibilities

- The Internal Auditors submit a report on the previous year's accounts and management of relevant activities to the GA. They may also at any time take the initiative for extraordinary reports required by the circumstances.
- The Internal Auditors must in addition submit a fiscal year-end report to the External Auditors in the first quarter of each year before the audit by External Auditors.

- The Internal Auditors decide autonomously on the timing and the extent of their investigations, within the budget available. All members, employees and consultants are required to fully cooperate with the Internal Auditors in their investigation of finance-related activities. The Internal Auditors are accountable to the GA only.

## 5. Procedures

### 5.1 Handover

A handover meeting between any remaining and outgoing Internal Auditor with any incoming Internal Auditor shall take place to brief the incoming Internal Auditor about the previous year's internal auditing work. This meeting shall occur within four weeks after the GA where the incoming Internal Auditor was elected.

### 5.2 Report to the GA on the internal audit of the previous year's accounts and management

The Internal Auditors are required to report to the GA on the accounts and management of the activities of the EATG covering the previous fiscal year. This report should include:

- Recommendations for changes or improvements in the areas covered by the investigation
- Follow up on any recommendations included in previous internal audit reports.
- A recommendation whether or not to exonerate the members of the BoD.

The following areas should be covered by the investigation leading to the annual report:

#### 5.2.1 General Systems and procedures

- Are the existing finance-related systems and procedures adequate (ToRs, authorisations, BoD decisions)?
- Are all accounting records properly documented?
- Is the list of accounts in accordance with the organisation's requirements?
- Is the bookkeeping system appropriate with auditing rules?

#### 5.2.2 Specific to fiscal year in review

Finance and accounting:

- Cash and bank accounts, assets and liabilities.

- Purchasing and reimbursements.
- Membership fees and other income.
- Budget and its execution/liquidation.
- Review and discussion of the external auditor's report to ensure follow-up on their recommendations or suggestions.

Administration:

- Employment contracts and contracts with subcontractors.
- Insurance contracts.
- BoD minutes.
- Tax exempt status.

In order to comply with §13.4 of the Constitution, the Internal Auditors' annual report to the GA must arrive at the EATG Office at least five weeks in advance of the annual GA.

In case of extraordinary reports by the Internal Auditors during the year (not the annual report), these can be sent to the membership either directly by the Internal Auditors or through the office.

**5.3 Report to the External Auditors on the internal audit of the previous year's accounts and management of activities**

In addition to the report provided to the General Assembly, Internal Auditors must submit a fiscal year-end report to the External Auditors in the first quarter of each year before the audit by External Auditors.

This report will focus on confirming the correctness of EATG's accounting practices and compliance with the Constitution.

**5.4 Budget and relations with the Board of Directors**

The Internal Auditors have their own budget and must include an expense report in their annual report to the GA.

The Internal Auditors can suggest that the BoD obtain professional advice on specific issues.

The Internal Auditors may choose to consult with or provide an interim report to the BoD prior to submitting their annual report. This can be done at any time prior to the annual report and would focus only on the specific topic of concern.

6. Confidentiality

Internal Auditors safeguard the information that they receive. Any disclosure of information should be authorised only on the basis that there is a legal or professional requirement to do so, and must be GDPR compliant. Any information gathered in an audit must not be used for any purpose other than conducting the duties of the internal audit.

Date	20/09/2020
17/08/2020	Draft, proposed by Overhaul Team
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20/09/2020	Ratified by General Assembly

## Term of Reference: External Advisory Board

### 1. Purpose

The External Advisory Board (EAB) is constituted of independent individuals supporting the EATG mission statement. The EAB acts in non-executive, advisory capacity to the Board of Directors.

### 2. Terms of Reference

The External Advisory Board is consulted by the EATG Board of Directors on a case by case basis. The Board of Directors receives its advice as non-binding recommendation.

Its advice may be sought when important strategic decisions are to be taken, or when the Board seeks external advice on specific matters on:

- the Long-Term Strategy of the organization;
- the annual workplan;
- important policy, ethical dilemmas and questions the organisation might have;
- communication
- other

EAB members can be invited to any strategic meeting as decided by the BOD.

### 3. Composition

- The External Advisory Board of EATG will be composed of external experts from different professional backgrounds (e.g. lawyer, doctor, researcher, policy or communications experts ...).
- The EAB nominees are appointed and ratified by the General Assembly.
- The EAB members will be appointed in order to reflect the greatest diversity and constituencies within the EATG.

### 4. Term of Membership

The EAB will consist of an average of 5 to 7 members with diverse backgrounds. The members of EAB will serve for a fixed term of 3 years unless the Board or the GA decides to end a term. Their commitment will be evaluated by the BoD every two years. Members of the EAB can withdraw anytime without any consequences. Its members are not EATG / ECAB members and EATG / ECAB

members are excluded from membership of EAB. The EAB nominees are appointed and ratified by the GA. The EAB can be consulted in writing, via teleconference or face to face. Its members are invited to specific meetings, including pre- stakeholder meetings.

## 5. Process

- The EAB is consulted **at the request of the Board of Directors.**
- Members of the EAB are excluded from membership and don't have any decision taking power.
- Minutes from the EABs' consultations (e.g. via TCs) will be available to the BoD and the membership.

## 6. Meetings

- Consultation is on ad hoc basis.
- Consultation would usually occur in written form or via teleconference.
- Face to face meetings are possible but should be the exception.
- EAB members are invited to attend the pre- stakeholder meetings.

# Membership

## Terms of Reference: Membership Types

### 1. Categories of membership

There are three kinds of membership:

- A. Supporting Membership
- B. Ordinary Membership
- C. Honorary membership

### 2. Criteria for membership

EATG manages its process of accepting new members aiming for a minimum of two-thirds of the Ordinary Members of the organisation being PLHIV.

Applicants become supporting members in their own right as individuals rather than delegates from an organisation.

However, applicants must demonstrate some relevant link to the HIV/AIDS epidemic. Involvement in country-level activism on HIV/AIDS and related infections is especially welcome.

Applicants must be able to understand and speak English, since the official business language of the EATG is English.

Applicants must support the Mission and Vision of the EATG.

No individual employed in the pharmaceutical industry, an entity with commercial interest in HIV or a governmental agency dealing with HIV-drugs or HIV/AIDS-health policy issues may become an EATG member.

### 3. Application

The application for supporting membership shall be sent to DMAG in its entirety. The application form is available from the EATG website.

### 4. Membership application approval process

Upon receiving a complete application, DMAG will confirm receipt with the applicant.

Prior to being accepted as a supporting member an applicant may be invited as guest to attend meetings of the EATG.

DMAG makes motivated recommendations to the Board of Directors twice a year on whether to accept, reject, or defer applications for membership.

The ToR on Membership Recruitment and Involvement clarifies how to secure a fair, effective and transparent membership approval process.

#### **4.1 Supporting Membership**

Individuals acquire Supporting Membership if they support EATG's aims. Supporting Membership may be granted by the Board of Directors upon advice from DMAG after written application. The Board of Directors informs the General Assembly on new Supporting Members and rejected applications. In cases of conflict between the Board of Directors and DMAG as far as granting Supporting Membership status, the next General Assembly will decide.

After a positive recommendation from DMAG and the acceptance of an applicant by the BoD, the applicant becomes a Supporting Member. This status means that the member can participate in all EATG events, make proposals but does not have a voting right in the General Assembly (GA).

Unsuccessful applicants should be notified in writing by the Office after the BoD's decision. Where an applicant has been rejected for reasons which may be improved, the notification should make appropriate suggestions to allow the applicant to make such improvements and reapply.

Applicants living outside Europe (Europe as defined by WHO) will only be accepted within the EATG as supporting members.

#### **4.2. Ordinary Membership**

Ordinary members are actively participating members with full voting rights at the General Assemblies.

No Ordinary member may vote on any financial matter, which involves a potential advantage to them, their family, or any group they are member of. They must declare any such interest should they speak on the matter. While the decision to declare is a personal one, deliberate failure to declare may result in the vote being invalidated.

Any Ordinary member who becomes a contracted employee of EATG will automatically become a Supporting Member for the duration of their period of employment. Ordinary members who have chosen to live outside Europe for more than six months will automatically become supporting members.

#### **4.3 Honorary membership**

Any former Ordinary Member can become an Honorary Member, provided they support EATG's aims. The General Assembly decides about new Honorary Members with a 2/3 majority of Ordinary Members. Honorary Members have the right to speak at the General Assemblies. Honorary Members have no right to vote and do not pay a membership fee.

### **5. Changing membership status**

#### **5.1 Upgrading of membership**

After one year as Supporting Member, the BoD on DMAG's recommendation can decide to upgrade a supporting member to ordinary member or leave the membership status as is based on level of activity.

#### **5.2 Downgrading of membership**

Once a year, upon advice from DMAG, the BoD can change a member's membership status from Ordinary to Supporting for three reasons:

- Written request by the member for a limited or unlimited period.
- A member fails to participate in E.A.T.G. activities for a period of more than one year.
- A member fails to submit a completed Declaration of Interest (DOI) form after being reminded twice.

Any member failing to complete their DOI will be asked twice in writing to submit the DoI. The letter will point out that voting rights may be withdrawn if the DoI is not submitted within 4 weeks.

Any decision to change the membership status must then be notified to the member within one month by registered post. The concerned member can object to any change of membership status in writing within two months after being notified. The objection suspends the change of membership status. A final decision is then to be taken by the subsequent General Assembly, in which the concerned member will be given the possibility to defend their objection. When the term of two months is not respected, the ordinary membership ends on the first day after this period.

#### **5.3 Ending membership**

Ordinary and Supporting membership terminate:

- a. on resignation
- b. on exclusion

c. on death

Relative to exclusion, article 10.3.A of EATG's Constitution notes that exclusion from EATG (termination of the individual's membership) can take place if a member repeatedly and knowingly offends against the Constitution or EATG's interests, and if a member fails to pay their membership fees.

The following are examples of what may be considered as reasonable grounds for exclusion:

- Making false statements in public or publishing libellous statements about EATG or its members, including on social networks.
- Releasing confidential EATG information to someone outside EATG or misusing such confidential information.
- Assaulting or seriously insulting other members or staff, including relative to their sex, gender, race, colour, ethnic or social origin, genetic features, language, religion or belief, political or any other opinion, membership of a national minority, migration status, disability, age or sexual orientation.
- Endangering the life or physical integrity of other members or staff.
- Committing a serious criminal offence according to German law.
- Harassing, bullying or discriminating against members or staff.
- Committing fraud or other serious financial misbehaviours.

The decision of expulsion is made by the BoD which then notifies the member in writing using registered mail delivery service. The member can appeal the BoD's decision to the GA, but must do so by writing to the BoD within two months of being notified of their decision. The General Assembly will then decide with a simple majority vote.

In cases of conflict between Board of Directors and DMAG as far as expelling a member, the decision must be referred to the General Assembly; this will halt the expulsion procedure, but the member's rights will be suspended until the next General Assembly.

With termination of membership all claims resulting from the membership relation are withdrawn, with the exception of EATG's claim on past unpaid membership fees. Refunds on fees, material contributions and donations will not be made.

Honorary Membership terminates:

- a. on a declaration of the Honorary Member to the General Assembly to

- resign
- b. on removal of Honorary Membership by a 2/3 majority of Ordinary Members

## 6. The Welcome Package

New members will receive a Welcome Package, which include the following:

1. Welcome letter from the chair of the BoD and/or ED
2. EATG documents relevant for members, e.g., Constitution, Operating Guidelines, Guide information

## 7. New members' meeting

EATG will seek to develop opportunities for new members to network. At the GA there will be an introductory meeting for new members to learn more about EATG.

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## Terms of Reference: Members' Rights & Responsibilities

### 1. Background

The EATG is a members' organisation, dependent on the effective and voluntary involvement of its members.

Members have a right to and are expected to participate in the events, discussions, committees and groups Working Groups of the EATG.

Given the complexity of HIV-related treatments issues and a membership drawn from many different countries, walks of life, and communities, it is also essential to develop a fair and transparent code of conduct designed to prevent damaging conflict.

### 2. Members' Rights and Responsibilities

The rights and responsibilities of EATG members are clearly set out in Section C (paragraphs 8 through to 11) of the EATG Constitution.

### 3. Membership activity

#### Rationale

The EATG is defining itself as a member-driven organisation. Hence, members are the ones who determine the future and conduct of the organisation.

#### Definition of activity

EATG's activities can be defined as:

- Providing active contribution to EATG's programmes or projects, e.g., committees, advisory or task groups.
- Holding an appointed or elected official role for the EATG (e.g. Programme Chair/Co-Chairs, ECRC members, representation of the EATG in external bodies e.g. EMA).
- Performing logistical or technical support: Help with the website or other social media, providing content to meetings, sharing knowledge and information to members and staff to develop activities, translation of EATG documents, writing articles for EATG etc.

Participation in the annual GA is by itself not considered an activity.

#### 4. Membership fee

Both Supporting and Ordinary members have to pay the yearly membership fee. The amount of this fee is determined by the GA and may change from time to time.

The membership fee can be paid in cash **at the latest** before the beginning of the GA; members who wish to do so will announce this to office in the first quarter of the year and shall keep their full voting rights and/or status unless other reasons for a change in membership status apply. **If a member has any personal difficulties in regard to paying the membership fee, they should discuss their situation with the Finance Manager. The decision to reduce/waive fees for specific reasons lies with the Board.**

Failure to pay the membership fee after being reminded twice and more than one year's membership fees are due will result in ending of membership.

#### 5. Declaration of Interest

Supporting and Ordinary members have to update their Declaration of Interest each year.

#### 6. Membership records

The Office will:

- Establish a GDPR compliant personal file for each member to include the Application form, the Declarations of Interest (Dol), Curriculum Vitae and Letter of Motivation.
- Update the contact lists and mailing lists.
- Send out sheets for reimbursement and Daily Meal Allowance (DMA).
- Remind all members by e-mail about the procedure to update the Dol once a year.
- Follow up payment of membership fees and inform DMAG of failure to pay fees and missing updates of Dol.

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## Terms of Reference: Code of Conduct

*A Code of Conduct will apply to all communication between groups and individual members within EATG. This covers abusive or otherwise offensive language and behaviour. Set out below are the Code of Conduct and the ways in which breaches of it will be managed. Incidents involving members of staff will be dealt with by the Executive Director in the first instance according to existing policies and employment law. If the Executive Director is involved in an incident, the matter will be dealt with directly by the BoD.*

### 1. Code of Conduct

By joining EATG, attending meetings and using its online communication platforms, you agree that you have read and will follow this Code of Conduct. If you have any questions about the Code, you can discuss them with your Guide (if a trainee) or with any email list moderator.

We have as few rules as possible, because EATG is and should be a place for debate and questioning. Most of the time, the meetings and messages are good debates and smart points, even when they get lively. We want those debates to happen in as constructive and preferably friendly way as possible, so that nobody feels afraid to speak up or ask questions. To that end, here is some advice (and a few actual rules):

- When challenging people or disagreeing with others, please remain civil and respectful. If you think someone is being aggressive or insulting towards you/the group, politely tell them so - they may not realise how they are coming across. If they carry on regardless, you can refer posts to the email list moderators or, if the problems are in-person, take it direct to the ECRC.
- Many of us as activists are used to being quite forceful and direct. Please remember that the other members of EATG are not an enemy, and you don't have to use shock tactics or extreme language to get people to listen.
- Sexual or any other kind of personal harassment is unacceptable behaviour.
- Let others have their say, just as you want yours. If you think someone is being an idiot, explain what you think might be a better idea rather than calling them an idiot (even if you think they are). Remember, in the next discussion it may be you that's being seen as the idiot. Please be kind.
- Please remember that for most of us, English is not our first language. It's easy to get a word or tone wrong and irony or sarcasm may not translate well. Please be patient.
- Be tactful when discussing something you know is contentious. It's

helpful to assume that other posters/speakers mean well, even if they may get heated.

- Comments and remarks must not libel or slander others. Do not post or say anything defamatory, abusive, threatening or otherwise intentionally offensive.
- The EATG email list is for messages that will benefit, educate or inform members. Posts containing intentional racism/ sexism/homo/trans-phobia and direct threats of violence may result in immediate loss of posting privileges. Similarly, members may be asked to refrain from posting spam and posts that do not relate to EATG issues and interests.
- If you want to have a conversation with or address a remark to one other person, please consider sending a private email. There can be a lot of emails sometimes; before posting, please ask yourself if it's something that everybody needs to read.
- Email discussions can wander. If the topic has changed and you want people to read new information, then please change the subject header accordingly.

## 2. What if there are problems that you cannot resolve privately?

Firstly, please remember that although this note lays out a structure for dealing with negative behaviour, we very much hope that it will seldom, if ever, be needed. But, if it is, we want the system to be fully transparent so that people know what the possible parameters are.

## 3. In person/face to face problems

Abusive language and behaviour in person at events or in a meeting should be managed by the person/s chairing or otherwise managing that meeting. The person/s concerned will be verbally asked to stop. In the event they do not, or they persist further, they may be asked to leave the meeting. The matter may be referred to the ECRC for resolution. An appeal against the decision of the ECRC can be made to the BoD. An appeal against the decision of the BoD can be made to the GA, whose decision is final.

Anyone who is subject to unwanted attention, sexual or other forms of harassment by another member of EATG is encouraged to seek support in asking the person concerned to stop. Where they do not stop, or where someone finds it too difficult to confront the situation directly, the person is encouraged to speak in confidence to the ECRC.

Conflicts involving abusive language and behaviour in person at any other time may be referred direct to the ECRC for consideration. An appeal against the

decision of the Ombudspeople can be made to the BoD. An appeal against the decision of the BoD can be made to the GA, whose decision is final.

#### 4. On email lists/group mails

Problems with language and behaviour on all-EATG emails or other group lists and correspondence will be managed with as light a touch as possible by a group of 3 moderators appointed by the ECRC after a call to all EATG members. At least one of the moderators must be a native English speaker. Moderators are chosen for a three-year term and may serve one additional term, either consecutively or non-consecutively. Moderators will retroactively monitor all-EATG mails for abusive, threatening or otherwise offensive language and can if needed make a range of interventions, listed below. Members can also refer posts or other emails to them where these are part of or arise from EATG business. Decisions by the moderator/s can be appealed to the ECRC, who will review the decision based on the written evidence. Where the poster continues to disagree with the ECRC decision, they may appeal to the BoD. Any decision to bar a member from posting to the mailing list must be notified to the BoD for information.

#### 5. Structure of online moderation

If anyone finds a post that they believe offends against this Code of Conduct, they can refer that post to the moderators. Where possible, a moderator viewing a problematic post/s should seek agreement with one or both of the other moderators before action. Where such consultation is not possible, or where an item is urgent (e.g. if it is blatantly racist), they may act alone but they should immediately notify the other moderators of their action.

The moderator/s will first decide if, in their consideration, there is a genuine problem of conduct with the post/s complained about.

If they think there is, the first remedy should be to speak with the person posting and discuss it with them. Only in extreme situations (for example: deliberate racism/sexism/homo/trans-phobia or direct threats of violence) should the moderators move immediately to stop the person concerned from being able to post further until the situation is resolved. The poster may, if appropriate, be asked if they are willing to post a correction if something was untrue or inaccurate, or simply asked to consider using less aggressive language in future. It is expected that this will be the response to most posts which are problematic. The moderators will keep a log of complaints and of their actions in response, which will form an anonymised part of the ECRC's reporting obligations.

Where a disagreement has escalated online involving two people, the moderator/s may ask both parties to resolve a conflict privately, or where several posters have become part of a heated argument they may post as moderators asking for the discussion to be taken down a notch or two.

If a person persists in using violent or aggressive language, or in making unfounded accusations or using offensive terminology after a first warning, in addition to any removal of posting privileges, the matter will be referred by the moderators to the ECRC who will advise the BoD about a situation of possible misconduct. The BoD will take action as appropriate.

Decisions by the moderator/s can be appealed to the ECRC which will review the decision. Where the poster continues to disagree with the ECRC's decision, they may appeal to the BoD.

## 6. What sort of thing are we talking about?

**Example 1:** You lose your temper in the GA and shout at someone. The Chair asks for calm but now the other person is shouting back. The Chair tells you both to take it outside and not come back till you can speak calmly. If you haven't come back by the break, one of the Chairs checks that the matter has not escalated and that neither of you wants to take it further, then makes sure you are comfortable with returning to the debate.

**Example 2:** English not being your first language, you try to use a bit of informal slang in an all-EATG email and discover that you've called a female member of the BoD something awful. A moderator emails to ask you if you meant to do that; understanding you didn't, they may help you write a quick note explaining the misunderstanding. End of problem, though you may blush next time you see the BoD member.

**Example 3:** English IS your first language and you have sent an all-EATG email suggesting that anyone who disagrees with you is a pharma company stooge and an idiot. Several people complain; a moderator contacts you to ask you to withdraw the allegations and please try to use less aggressive language in future. You are so annoyed that you post again immediately saying that they are, indeed, stooges for attacking you and using a homophobic slur about the moderator. All 3 moderators agree to block your posting access to group emails temporarily, pre-moderating any further posts from you pending a referral to the ECRC for a potential short term ban.

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17/08/2020	Draft, proposed by Overhaul Team
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20/09/2020	Ratified by General Assembly

## Terms of Reference: Conflict of Interest (Col)

### Introductory Note

This policy statement is designed to set out the key elements of a viable conflict of interest policy. Older policies may refer to “prohibiting” conflicts of interest, but newer policies focus more accurately on managing conflict of interest situations in order to ensure that decision-making is not influenced by conflicting interests. “Conflict of interest situation” refers to circumstances where there is a possibility of a conflict which must be further identified and managed.

### 1. Purpose

The purpose of this policy is to help EATG effectively identify and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of EATG and manage risk.

### 2. Objective

The European AIDS Treatment Group (EATG) must meet high ethical standards in order to merit trust of its partners, as well as donors, governments and the public. The integrity of EATG depends on ethical behaviour throughout the organisation, and in particular, on fair, well-informed decision-making. The ability to make a decision is sometimes affected by other interests (personal or professional) of individuals in the organisation. Such conflict of interest situations are a regular part of organisational and personal life and cannot simply be eliminated. The objective of this policy is to allow EATG to manage conflict of interest situations successfully and resolve them fairly.

### 3. Scope

This policy applies to all members of the EATG, but formal procedures should take into account their particular roles within the organisation.

### 4. Definition of conflicts of interests

A conflict of interest occurs when an individual’s personal interests conflict with their responsibility to act in the best interest of the organisation. Personal interests include direct interests as well as those of family, friends, or other organisations that a person may be involved with or have an interest in.

A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the organisation and must be managed accordingly.

## 5. Types of Conflict

An EATG member can be in a conflict of interest situation that is:

1. **Foreseeable or potential**, where their duties **may be** influenced **in the future** by their private interests
2. **Perceived or apparent**, where their duties **appear** to be influenced by their private interests
3. **Actual or real**, where their duties **are or will be** influenced by their private interests

## 6. Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the organisation if they are openly and effectively managed. It is the policy of the EATG as well as a responsibility of the Board that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to the organisation.

Members/staff are required to:

- fill in a declaration of interest (DOI) on annual basis
- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches

DMAG is required to keep a register of declarations of interest (DOI). Once an actual, potential or perceived conflict of interest is identified, DMAG will inform the ECRC so it can address and resolve the conflict. ECRC will maintain a record of the steps taken to address the conflict.

## 7. Identification and disclosure of conflicts of interest

Members are required to fill in a declaration of interest (DOI) on an annual basis. DMAG is required to keep a register of interests. Once an actual, potential or perceived conflict of interest is identified, DMAG will proceed to inform the ECRC.

## 8. Responsibility for Prevention

EATG supports an organisational culture in which people freely take responsibility for both 'self-declaring' possible conflicts of interest, and respectfully raising possible conflicts faced by others in the organisation. This culture makes it possible to avoid many such situations from arising in the first place. Office holders have the responsibility to implement practical preventive measures such as:

- providing education about what to do when gifts and hospitality are offered
- providing meeting agenda in advance to enable participants to foresee possible conflicts
- ensuring conflicts of interest are checked at the start of every meeting
- ensuring that people are clearly told when information must be protected from improper use

## 9. Responsibility for Managing Conflicts of Interest

When prevention is not possible, conflict of interest situations must be adequately managed through the following steps:

- Declaration of Interest (DOI): transparency must be ensured by self-declaration, and by making sure a record of the declaration is made
- In a doubtful situation, the person involved should turn to the chair of a meeting, or have a full dialogue with the group if the situation warrants it. Where these measures do not address the conflict, the ECRC may be approached.
- Measures to mitigate or eliminate a conflict of interest will depend on what is appropriate to the severity of the situation. Options include:
  - a. Restrict the involvement of the individual. This would not be appropriate if the conflict of interest arises frequently, or the individual cannot be separated from parts of the activity.
  - b. Remove the individual from affected duties. When restriction is not a suitable option, the individual with a conflict may be removed from duties related to the conflict.
  - c. Relinquish the private interest. In cases of serious conflict, the individual may choose to drop the private interest, such as membership on the board of a competing organisation, which is causing the conflict.
  - d. Resign from official EATG duties or from the particular EATG position that is relevant to the conflict.

- e. Document what has been done to resolve the conflict of interest. ECRC or other minutes, correspondence or other documentation may provide a record of steps taken.

## 10. Compliance with the policy

If it is found that a member has failed to disclose a conflict of interest, the Board may take action against them based on the advice of the ECRC. This may include seeking to terminate their relationship with the organisation.

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## Terms of Reference: Delegation of Representation

### 1. Background

Representing EATG in a legal capacity or in Court is the prerogative of the EATG Board of Directors. However, there are other times when EATG members and staff are needed to represent the organisation externally in a non-legal capacity, e.g., at meetings, by sitting on a board or committee of an NGO partner or an international authority or agency, by participating in research platforms, by presenting EATG policy and advocacy positions at a Conference, etc. This ToR is about this latter group of non-legal representations.

The EATG updates its list of representations regularly and publishes an updated list to members annually.

### 2. Objectives

The aim of this ToR is to enable EATG to transparently select the best available EATG member or staff person to represent the organisation for each situation, within a reasonable timeframe.

### 3. Fixed term and ad hoc representation

#### 3.1 Fixed term representation

The representative is chosen by the BoD after consultation with ED. The appointment will be announced to the membership by e-mail within four weeks.

A member can hold maximum 2 fixed term positions simultaneously.

#### 3.2 Temporary / Ad hoc representation

After sending out a call (e-mail), the Executive Director (ED) appoints the representative based on the criteria, the motivation from the candidate, previous experience etc.

### 4. Selection and Appointment of Representatives

There are two ways of selection and appointment of representatives:

- a. An open call is sent out to the members (which is the most frequent way). After sending a call (e-mail) with clear indications of the required profile, candidates will be selected for fixed term or temporary representations

considering:

- Curriculum Vitae (training, skills, expertise and experience).
- HIV status, gender, geographical background, relevant skills, accountability to local/regional/national communities and to EATG (if relevant for the position).

These criteria may be subject to positive discrimination. As noted in 3 above, fixed term representatives are chosen by the Board and ad hoc representations by the ED.

If the call does not produce any applicants or where applicants are deemed to be not suitable for the representation, the Board will decide whether to appoint someone or to let the representation lapse.

b. The Board directly appoints someone in two situations: 1. For certain fixed term representations based on the strategic importance of the position; 2. In either a fixed term or ad hoc representations where there is an urgent need but insufficient time to conduct a call. In both situations, the Board will justify their appointment to the members.

Based on the criteria for the position the Board creates a list of possible candidates and – after checking the availability – appoints a member to take up the position.

## 5. Liaisons to partners and networks

In some cases it might not be possible to appoint an official representative (e.g. if the organisation/institution doesn't have a seat within their structure). In that case the BoD might decide to appoint a 'liaison' that will act as the main link between EATG and the partner organisation or institution.

Selection of such liaisons will be done using the same processes as described above.

EATG members in external positions held on an individual basis or on behalf of other organisations may request to officially use the EATG affiliation: the Board will decide on fixed term representations and the ED on ad hoc ones.

## 6. Duties of the Representative(s)

## 1. Connection to the EATG work plan and collaboration with the Programmes

Representatives carry out a highly visible part of the EATG policy work. To ensure that EATG "speaks with one voice" representatives must keep close contact with the BoD and all relevant EATG groups involved in the development of EATG policies.

Representatives are expected to create a link between EATG and the external event, organisation or institution. For example, discussing agenda setting, planning, aims with relevant EATG groups prior to the meeting will allow for clarification of key points or messages that EATG can provide.

Representatives that work as a team must pay special attention not to contradict one another in public.

## 2. Reporting

Reporting should focus on topics most relevant to EATG's LTS and workplan, and especially any follow up actions that are needed on the part of EATG.

Representatives must respect all applicable confidentiality agreements. In the case of strict confidentiality rules, the fixed term representatives should report in general terms to the BoD.

All fixed term representatives should report to the BoD in written form at least twice a year and to the Membership in written form prior to the General Assembly (GA). Where confidential matters are not involved, fixed term representatives should also report to relevant EATG groups and staff.

All temporary or ad hoc representations should provide concise written reports within 3-4 weeks after the representation occurs. If the information is very relevant or decisions are needed for follow up action points, reporting should occur as soon as possible.

## 3. Handover

Fixed term representatives need to make sure that a proper handover is performed once a new representative has been selected.

## 7. Duration of the position

The selected fixed term representative(s) are appointed for a period of three years (one term) unless specified differently by the external body. This term is

renewable once and includes a suitable handover period.

The BoD retains the right to terminate a fixed term or temporary/ad hoc representation before the end of the term or to launch a new call after the first term. Valid reasons for such terminations include the representative member not reporting on the representation as required, or not adequately addressing problems raised by the BoD in regard to the performance of the representation.

**8. Being a trainee, shadow or alternate**

EATG representation aims to foster a good balance between experience and needed renewal. Whenever possible one official representative and a trainee (or alternate, or shadow) should be appointed to facilitate capacity building, expertise, experience and constant renewal.

Some positions might allow to have an official alternate or shadow. In that case two members will be selected, one being the official representative and one being the alternate. In such a case the alternate will become the main representative at the end of the term of the fixed term representative unless the Board considers they are not up to the task.

If such alternation is not possible the Board might decide to install a traineeship that supports introduction of a new member into the position.

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## Terms of Reference: Paid Work done by Members

### 1. Background

As the EATG develops and grows and the issue of HIV treatment becomes more complex, it has become clear that in order to have an efficient and functional organisation, the EATG cannot rely solely on the voluntary contribution of its members. Paid work done by members is possible under certain circumstances. Payment of work done by members should be seen in relation to tasks that go beyond the “normal” expectancy of voluntary work.

### 2. Volunteer vs. Compensated Volunteer work

Volunteering is the practice of people working on behalf of others without being motivated by financial or material gain.

All of the following tasks are considered volunteer work and should not be compensated:

- Attending EATG meetings (GA, governance, stakeholder meetings, etc.).
- Committee and other membership activities including elected positions (e.g., BoD, Programme Committee Chairs, IA, ECRC, Programme Committee membership, ECAB, DMAG).
- Internal meetings minute taking (not requiring any professional abilities)

### 3. Compensated or contract work

The following tasks entail work that exceeds what is considered reasonable within volunteer limits and should therefore receive some compensation:

- Protocol reviews, consultation on directives and guidelines.
- Position papers.
- Minute taking that is complex and requires professional abilities, when not carried out by staff members.
- Project manager (projects approved by the BoD).
- Consultation (approved by ED or the BoD).
- On-going projects/services that do not justify a full-time paid position, e.g. EATG Newsletter.

All paid work will take place after a call to the members or the relevant committee/group lists. For any compensated work carried out for the EATG, it is imperative that a contract is signed. The appointment and contract will follow the standard EATG procedures.

All contracts with members will be in written form. Contracts will respect Belgian Legislation.

The responsibility for paying taxes to the adequate authority on monies received is on the receiver, not on EATG.

Contracts with members must include:

- Name, address, bank account of the contracted member.
- Beginning and end dates of the contract period.
- A precise definition of the contracted tasks and deliverables, including how evaluation will be conducted and under what conditions the contract may be cancelled.
- The agreed financial compensation.

The BoD will inform the membership on an annual basis about on-going contracts with members, the specifics of which will be in the office for inspection by the Internal Auditors.

One copy of the contract will be kept within the office. The other copy is for the contracted member.

## 6. Rights and responsibilities of a contracted member

No Ordinary member may vote on any financial matter, which involves a potential advantage to them, their family, or any group they are member of. They must declare any such interest should they speak on the matter. While the decision to declare is a personal one, deliberate failure to declare may result in the vote being invalidated

Contracted freelance workers, working on a limited basis are not “employees” of the EATG, and as such, do not lose rights of being Ordinary members of the EATG.

Any dispute arising out of or in connection with such contracted work, its interpretation or its execution shall be ultimately subject to the jurisdiction of the Courts of Brussels, governed by Belgian law. However, both parties will first try to solve any issues or grievances regarding this contract between EATG and

the In-house consultant. If necessary EATG will bring the matter to the attention of the EATG Board that will undertake the appropriate action to resolve this grievance at the earliest opportunity.

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## Terms of Reference: Privacy and Personal Data

This policy defines and informs EATG members, applicants to EATG's training programmes, and visitors to EATG's websites of how EATG uses and protects the personal information provided to it. The following are EATG's websites:

- [www.eatg.org](http://www.eatg.org) ;
- [www.eatgtrainingacademy.com](http://www.eatgtrainingacademy.com) ;
- [www.eatg4women.com](http://www.eatg4women.com) ;
- [www.ageingwithhiv.com](http://www.ageingwithhiv.com).

It also defines how EATG complies with and applies Regulation 2016/679 of the European Parliament on the protection of these individuals with regard to the processing of their personal data.

This Privacy Policy may be amended or supplemented at any time by EATG, in particular to comply with any legislative, regulatory, jurisprudential or technological changes. In such a case, the date of its update will be clearly identified at the beginning of this policy.

### I. PERSONAL DATA

In accordance with the General Data Protection Regulations (GDPR) of 14 April 2016, EATG informs you of the following points:

#### 1. Identity of the controller

The controller is

EUROPEAN AIDS TREATMENT GROUP E.V.,  
Mettmanner Strasse 24-26 - 40233 DUSSELDORF - Germany (Dem. Rep.)  
Headquarters in Belgium: Interoffices, Avenue des Art 56-4c - 1000 Bruxelles  
Tel. + 32 (0) 2 626 96 40  
E-mail addresses: [office@eatg.org](mailto:office@eatg.org) and [communication@eatg.org](mailto:communication@eatg.org)

The controller shall ensure the accuracy and relevance of the personal data collected and processed. In addition to the above, it ensures that they comply with applicable regulations and this privacy policy.

## 2. Data collected

EATG may collect personal data for professional purposes and with the express consent of the individual.

EATG may collect the following personal data:

- contact details (surname(s), first name(s), postal address, e-mail, fixed and/or mobile telephone number(s), region);
- affiliations (professional / volunteer);
- food preference when attending a meeting/event;
- passport data for ticket booking and/or visa assistance;
- HIV status as part of the application for membership or other application (e. g. training);
- personal skills, needs;
- banking information (e. g. for payment of reimbursement, daily meal allowance);
- educational background;
- other personal data necessary for membership or training applications, or for financial procedures.

## 3. Purposes of the processing operation

EATG may process personal information transmitted for the following purposes:

- sending the newsletter and/or information bulletin to the person;
- investigation following an application for membership;
- participation in an event;
- providing the information or services requested by the user (by being present at the operating sites, by e-mail, by telephone or by post) and adapted to the user, and more particularly:
- processing and follow-up of requests for information from EATG;
- presenting the services offered and provided by EATG;
- statistics of visits to EATG websites;
- collect information to enable EATG to improve sites, products and services (including through cookies);
- enable the training applicant to access EATG's services under the best possible conditions;
- manage the contracts concluded between the member, the partner and EATG with regard to its legal and contractual obligations.

This data will only be used for internal EATG purposes.

#### 4. Recipients

Only EATG is the recipient of the personal information provided.

This, whether in individual or anonymised form, is under no circumstances passed on to a third party, with the exception of subcontractors, external service providers or partners used by EATG in the context of its legal or contractual obligations or in the context of the achievement of its corporate purpose, in order to ensure a complete and adequate service to the member and/or partner.

Neither EATG nor any of its subcontractors, external service providers or partners may market the personal data provided to EATG.

#### 5. Shelf life

Personal information is kept by EATG only for the time corresponding to the purposes of collection as stated above.

#### 6. Various

In addition to the above, EATG notes the following:

- **Application for membership**

DMAG is responsible for securely storing membership applications and recommending applicants to the BoD. In this context, both BoD and DMAG have signed a confidentiality agreement and act strictly within this framework. Once the BoD has reviewed the applications recommended by DMAG and made their decision, all approved application files are securely stored by the ED. Some personal data (e.g., name(s), contact details) of the accepted applicants are then only accessible to staff, BoD and DMAG. In terms of the rejected applications, the only information stored will be the applicant's name, date of application, and reasons why their application was rejected.

After the files are stored, sensitive personal data (e. g. HIV status) are only accessible by the ED and the BoD, and may also be used for anonymised statistical purposes.

All changes and updates In the members' profiles are treated according to the same rules and principles as described above.

- **Declaration of Interests**

The information provided by members in their declaration of interest is collected and forwarded to DMAG for review. On the basis of the information received, DMAG prepares an opinion for the Board of Directors. Contact information is used to update membership forms.

The Declaration of Interests will only be known to the EATG Office, BoD and DMAG and is otherwise considered confidential, according to our privacy policy.

- **Photos and videos**

When participating in photographed and/or filmed events, a request for consent to use the image is automatically requested from EATG members and other participants (e.g., request for signature for agreement to use the image by EATG, or by checking the corresponding box in the EATG conference participation request form, etc.). These will only be used for event related reports/minutes, social media communication, and other publications such as annual publications (e.g. birthdays), etc. They will not be otherwise shared with external parties without the explicit consent of EATG members and the person concerned.

In the event of a person's refusal to use their image, they will (a) receive a clearly visible sign from EATG before the event to wear so that everyone can respect this refusal, or (b) follow the organisers' instructions during the online event in order to keep anonymity.

All participants in EATG events who use their personal photo or video devices are required to follow this procedure.

Photo and video footage is stored for an indefinite period of time by EATG for reasons of preserving its organisational history.

- **Financial data**

EATG, as an officially registered organisation in Germany, is required to keep the archived financial data for 10 years, according to German law. Therefore, personal data relating to financial transactions are kept in EATG's archives during this period. This includes digital and printed forms (e.g., reimbursement or project forms, accounting books, DMA forms, emails related to these financial transactions, etc.).

At the end of these 10 years, the financial archives are destroyed.

Payment data via PayPal is encrypted and is not stored by EATG.

• **Personal data collected for events and/or travel arrangements**

Personal data (such as passport data, food preferences, etc.) may be collected for events and/or travel arrangements. This data is used exclusively for the organisation of the event for which the request was made. Such data shall be deleted after the expiry of the period necessary for the storage of such data for legal purposes.

The sharing of documents between participants, such as lists of participants, departures, information on speakers and others, is only done with the explicit approval of the persons concerned.

The disclaimer below will be used for the organisation of events:

*By completing the registration form, the candidate authorises EATG to process the personal data provided as part of the event, in accordance with European legislation on the GDPR.*

*The applicant gives explicit consent to EATG to (tick the box if they consent):*

- *be contacted by e-mail and/or telephone for organisational reasons, and/or to receive all relevant information about the event;*
- *appear on photos and/or videos;*
- *receive and wear a badge with name, first name, organisation/country;*
- *be on the list of participants;*
- *appear on the departure list;*
- *receive a certificate of attendance;*
- *use passport data (surname, first name, family name, date of birth, gender, citizenship, passport number, validity of the passport) for organisational purposes such as booking flight/train/bus tickets, hotel reservations, visa support.*

The processing of this personal data is carried out on behalf of EATG by FCM Travel Solutions.

This processing is governed by a contract between EATG and FCM Travel Solutions and complies with the requirements of the EU GDPR Regulation, in particular Art. 28. FCM Travel Solutions is subject to compliance with the EU GDPR regulation.

## 7. Data Rights

The following rights are in accord with the above-mentioned European regulation:

### • **Right of access and communication of data**

A person has the right to access and consult their personal data stored by EATG. They can also find out how EATG obtained that data and to whom they are communicated.

In view of EATG's obligation of security and confidentiality in the processing of personal data, the person's request for access and consultation of their data will be processed subject to proof of identity, in particular by producing an electronic or paper copy (accompanied by a signature) of their identity card or passport during the period of its validity. The request is, in all cases, free of charge for the person.

However, EATG may object to manifestly abusive requests (for example, by their number or repetitive or systematic nature).

### • **Right to rectify data**

The European regulation allows persons to request the rectification, updating or deletion of their personal data held by EATG which may prove to be inaccurate, erroneous, incomplete or obsolete.

### • **Right of opposition**

The person has the right to object to the processing of their personal data in the following two situations:

- where the exercise of this right is based on legitimate reasons, or
- when the exercise of this right is intended to prevent the data collected from being used for commercial prospecting purposes.

### • **Right to erase**

The person has the right to request and obtain the deletion of data concerning them held by EATG.

EATG will respond to the request if:

- the personal data are no longer necessary for the purposes for which they

- were collected;
- the data processing was based exclusively on the visitor's consent and the visitor withdrew their consent;
- the visitor objects, for justified reasons, to the processing.

In any event, the deletion request may be refused by EATG if the personal data is necessary to:

- the exercise or defence of legal rights;
- compliance with a legal or contractual obligation on the part of EATG;
- the processing is necessary to respect freedom of expression and information;
- other reasons in the public interest to retain personal data, such as for health purposes or scientific and historical research;
- to establish a legal claim.

#### • **Right to data portability**

The person may request that their personal data be transmitted to a controller identical to EATG. The person can therefore request EATG to transmit the data in a structured, commonly used and machine-readable format.

#### • **Modalities for exercising rights**

The above-mentioned rights may be exercised by sending a letter to EATG's address or by sending an e-mail to the following addresses: [dataprotection@eatg.org](mailto:dataprotection@eatg.org) or [communication@eatg.org](mailto:communication@eatg.org) or [office@eatg.org](mailto:office@eatg.org).

### **8. Response times**

EATG undertakes to respond to any request for access, rectification or opposition, deletion or any other additional request for information within a reasonable time and in any event within a maximum period of 1 month from receipt of the request.

Depending on the complexity of the request, the response time may be extended to 3 months in accordance with the applicable European regulation.

### **9. Persons entitled to access personal data**

Respecting the exceptions noted in 4 and 6 above, the BoD, DMAG and staff are authorised to consult personal data. These persons must have a reasonable

need for the data due to the tasks and missions entrusted to them or the needs related to EATG's activity.

#### **10. Authorized service providers and transfer to a third country of the European Union**

EATG uses authorised service providers to facilitate the collection and processing of some of the data provided. These service providers are located within the European Union and comply with EU GDPR regulations.

EATG has previously ensured that the service providers have implemented adequate guarantees and that strict conditions regarding confidentiality, use and data protection are respected.

#### **11. Complaint to the competent authority**

EATG hopes that any possible difficulties related to the processing of personal data will be resolved through dialogue. However, if this cannot be the case, the visitor has the right to lodge a complaint with the competent German data protection authority.

The German Data Protection Authority is located at *Zentrale Anlaufstelle (ZAST) beim Bundesbeauftragten für den Datenschutz und die Informationsfreiheit, Graurheindorfer Str. 153, 53117 Bonn, Germany.*  
*Telephone: +49 (0)228 99 77 99-7777*

#### **12. Downloads and multimedia files**

All documents, files or downloadable media made available by EATG on its websites are freely accessible. Although every precaution is taken by EATG to ensure that only authentic downloads are available, EATG advises users to verify their authenticity using third-party anti-virus software or similar applications.

## **II. VISITING EATG WEBSITES**

In general, it is possible to visit EATG websites without providing any personal information. In any event, the visitor is under no obligation to transmit their information to EATG.

However, in certain situations where information is not transmitted, it is possible

that the website visitor may not be able to benefit from the requested services. In order to provide visitors with the services offered by EATG, in some cases, visitors may be asked to provide, for example, name(s), first name(s), telephone, addresses (e-mail and postal), gender (sex), hereinafter referred to as "personal information". By transmitting this information, the visitor expressly agrees that it may be processed by EATG for the purposes indicated in point 2 above and for the purposes mentioned at the time of each request.

When first visiting EATG websites, the visitor is informed that browsing information may be stored in files called "cookies".

A cookie is an invisible piece of information stored by a website within the computer's Internet browser. This "cookie" can be retrieved during a subsequent visit to the same site.

The "cookie" cannot be read by a website other than the one that created it. Most "cookies" only work for the duration of a session or visit. None of this information is disclosed to third parties except where EATG has obtained the prior consent of the visitor or where disclosure of the information is required by law, by order of a court or any administrative or judicial authority authorised to take cognizance thereof. This use is made by EATG in order to facilitate navigation on EATG websites.

Some cookies are exempt from prior collection of the visitor's consent insofar as they are strictly necessary for the operation of the websites or have the exclusive purpose of allowing or facilitating communication by electronic means. These include session ID, authentication and interface customization cookies. These cookies are entirely subject to this policy insofar as they are issued and managed by EATG.

Other cookies, issued by third parties, are described as "persistent". These remain in the visitor's terminal until they are deleted or expired.

As such cookies are issued by third parties, their use and storage are subject to their own privacy policies, the links to which are set out below. This cookie family includes audience measurement cookies, advertising cookies (which EATG does not use) and cookies for sharing social networks.

Audience measurement cookies collect statistics about the use and usage of various elements of the website (such as content/pages visited). This data contributes to improving the ergonomics of the EATG website.

Social network sharing cookies are issued and managed by the publisher of the social network concerned. Subject to the visitor's consent, these cookies make it easy to share some of the content published on the EATG website, in particular through a "button" sharing application depending on the social network concerned.

Four types of social network sharing cookies are available on the EATG website:

- Facebook, whose cookie policy is available by clicking on the following link:  
<https://fr-fr.facebook.com/policies/cookies/>
- Twitter, whose options dedicated to controlling or restricting the use of cookies as well as the cookie usage policy can be viewed via the following link:  
<https://support.twitter.com/articles/20170518#>
- You Tube, whose options dedicated to controlling or restricting the use of cookies as well as the cookie usage policy can be viewed via the following link:  
<https://policies.google.com/technologies/types?hl=fr&gl=fr>
- Instagram, whose options dedicated to controlling or restricting the use of cookies as well as the cookie usage policy can be viewed via the following link:  
<https://help.instagram.com/1896641480634370?ref=ig>
- LinkedIn, whose cookie policy is available by clicking on the following link:  
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**Chrome:** <https://support.google.com/chrome/answer/95647?hl=fr>

**Firefox:** <https://support.mozilla.org/fr/kb/activer-desactiver-cookies-preferences>

**Internet Explorer:** <https://support.microsoft.com/fr-be/help/17442/windows-internetexplorer-delete-manage-cookies>

**Safari:** [https://support.apple.com/kb/ph21411?locale=fr\\_CA](https://support.apple.com/kb/ph21411?locale=fr_CA)

Date	20/09/2020
17/08/2020	Draft, proposed by Overhaul Team
	Adopted as a Working Term of Reference by the Board
20/09/2020	Ratified by General Assembly

# Committees

## Terms of Reference: Programme Chair/Co-Chairs

### 1. Overview

The Programme Chair/co-Chairs are one or two persons elected from the EATG membership to act as lead, on behalf of EATG membership, on a specific programme area (Quality of Life, Combination-Prevention or Partners in Science). The position seeks to ensure that the programme responds to the goals set out in the Long-Term Strategy 2020-2025 and that it enables the active involvement of members in its implementation.

It also ensures that the diversity of EATG and the different communities represented by its membership are reflected in EATG's work. The Programme Manager takes decisions together with the elected Programme Chair, in consultation with the Programme Committee which has an advisory role. Decisions are to be taken by consensus. In case no consensus is possible, the decision should be made by the Executive Director. The Programme Chair has the right to veto this decision, in which case the issue is brought to the Board, which has the final say.

### 2. Election of Chair/Co-Chairs

Following a call from the Executive Director, the prospective Chair/co-Chairs submit their candidatures to the members together with a motivation and experience statement. Chair/Co-Chairs are elected by EATG members by simple majority of the quorum (at least 30% of the members should participate in the vote) and begin their term of office once their election is ratified by the next GA. Their term lasts for a period of three years, renewable once.

The Co-Chairs are elected for the same period. In the event of one Co-Chair resigning, then any replacement/appointment is co-opted only for the remainder of the original term. If the Chair/both Co-Chairs resign, then a new election process is organized. If there are no candidates for the position of Chair, the Programme Committee fulfils the tasks of the Chair until the next GA.

### 3. Tasks

#### **Programmatic guidance in matters related to their programme, e.g.:**

- Discuss the programme strategy and development on a regular base with the Programme Manager, the Programme Committee and involved

- members (approximately a monthly call and regular email contact).
- Provides guidance in the development and implementation of long-term strategy and its various implementation plans
  - Providing guidance on the agenda of internal and external meetings related to the respective programme
  - Providing guidance on EATG positioning on issues related to the respective programme
  - Providing guidance on decision about projects and proposal under the scope of the programme

**Representation: they contribute to the strengthening of the external profile of EATG in relation to topics covered by the Programme, in consultation with the Programme Manager, ED or BoD, e.g.:**

- Attending or participating to the selection of participants to meetings and other events
- Attending or participating to the selection of representatives in institutions, fora or partner organisations
- Contributing to EATG publications connected to the respective programme
- Contributing to the selection of participants for face-to-face and online meetings and activities under the scope of the respective programme

**Input into internal and external communications (usually drafted by staff):**

- Committee meeting minutes
- annual report,
- GA report
- newsletter, statements,
- press releases, statements, etc.

**Partnership-building and networking:**

- Help identifying, establish and maintain partnerships with key allies and stakeholders for the benefit of the Programme

**Organisational development:**

- Participate in governance meetings

**Programme Committee**

- Chairs Programme Committee

- Selects members of the Committee together with Programme Manager to be recommended for approval by the BoD.

Date	20/09/2020
17/08/2020	Draft, proposed by Overhaul Team
	Adopted as a Working Term of Reference by the Board
20/09/2020	Ratified by General Assembly

## Terms of Reference: Programme Committee

### 1. Overview

The Programme Committee is a group of people from the EATG membership or beyond, to advise on a specific programme area (Quality of Life, Combination-Prevention or Partners in Science). The position seeks to ensure that the programme responds to the goals set out in the Long-Term Strategy 2020-2025 and that it enables the active involvement of members in its implementation.

It also ensures that the diversity of EATG and the different communities represented by its membership are reflected in EATG's work. The Programme Manager takes decisions together with the elected Programme Chair, with involvement of the Programme Committee. Decisions are to be taken by consensus. In case no consensus is possible, the decision should be made by the Executive Director. The Programme Chair has the right to veto this decision, in which case the issue is brought to the Board, which has the final say.

### 2. Election of Committee members

Following a call from the Executive Director to the members' list, those interested to be part of the Programme Committee submit their candidatures together with a (small) motivation and experience statement. Members of Programme committees are selected by Programme Chair and Programme Manager. In case of disagreement between Programme Chair and Programme Manager, decision is made by ED. In consultation with Programme Manager, the Programme Chair can also reach out to specific members that have not applied, or to external experts in the specific domain. To maximize member involvement, members of the Programme Committees are selected for a period of three years, renewable once. In the event of a member resigning, then the length of any new appointment will last until the end of the term of the resigning member. In that case, new appointment can be the result of a call or outreach to individuals. The Programme Chair together with the Programme Manager selects the Programme Committee members and recommends them to the BoD for approval.

The ideal number of members of a committee is considered to be 10, but the Programme Chair may decide to reduce/increase the number. To ensure that the Committee remains a practical and efficient unit, it should be representative of the EATG membership and the number of members in the group should not be larger than 15. No more than 20% of the Programme Committee can be external experts (non-members).

### 3. Budget

Funding for the programme derives from project funding and fundraising. Depending on the EATG budget and based on a justified proposal to the ED, other EATG funds may be allocated to a specific activity.

### 4. Tasks

The Committee will gather on a regular basis. It is advised to hold a monthly teleconference. Additional consultations can be organised as needed.

1. The committee has an advisory capacity. It can be asked to give advice to the Programme Chair on a wide range of topics:

- the development and implementation of long-term strategy and implementation plans
- the agenda of internal and external meetings related to the respective programme
- EATG positioning on issues related to the respective programme
- Existing and future projects under the programme decisions
- Internal and external communications

2. The Programme Committee can be asked to take over some of the Programme Chair’s tasks until the next GA in case there is no Programme Chair.

Date	20/09/2020
17/08/2020	Draft, proposed by Overhaul Team
	Adopted as a Working Term of Reference by the Board
20/09/2020	Ratified by General Assembly

## Term of Reference: European Community Advisory Group (ECAB)

### 1. Statement of purpose

The European Community Advisory Board (ECAB) is a working group of the EATG. It is a pan-European network of activists, many living with HIV, working together to end the epidemic by advancing research on HIV/AIDS, co-infections, co-morbidities and new preventive technologies broadening access to treatment, and training/mentoring new HIV-advocates.

ECAB is a volunteer, community-based structure, collaborating actively with other groups sharing our philosophy in other geographical areas and national CABs.

ECAB aims to promote the harmonisation of good clinical practice, standard of care and access to best available therapies and diagnostic tools throughout Europe as defined by WHO.

### 2. Objectives

Treatment activism is an integral part of the drug development and research process since the beginning of the HIV/AIDS epidemic. Therefore, ECAB works with the HIV community, government, researchers, academics, the European Commission and the pharmaceutical industry to provide a systematic, efficient, manageable and accountable network of activists speaking from the unique perspective of the HIV-affected community in Europe as defined by WHO.

Its objectives include:

- Review clinical trial design at planning stage.
- Monitor on-going trials with regard to adverse events, compliance, and community priorities.
- Stay informed of interim results.
- Suggest and initiate trials to reflect patient and community needs.
- Suggest strategic therapeutic trials and research driven by public health needs.
- Represent the interests of PLWHA and in particular of those participating in clinical trials.
- Review informed consent forms for both content and language.
- Promote best practice procedures and ethics.

- Represent the patients' perspective within other entities such as investigator and advisory meetings and DSMBs.
- Advocate for fair, sustainable, and affordable pricing and access to treatment.
- Promote universal access to treatment in the WHO Europe countries.
- Promote access to treatment for vulnerable groups (women, children, IV-users, etc.).
- Support efforts to harmonise safety reporting in Europe, and better involvement of patients in adverse events reporting
- Promote research on new preventive technologies, and immune-based therapies.
- Promote the development of new and effective therapies for hepatitis and TB co-infected patients.
- Address the specific needs of women, children, injecting drug users, prisoners, migrants, transgender, MSM, sex workers, ethnic minorities and other vulnerable populations.
- Work proactively, anticipating treatment needs of HIV-positive people.

### 3. Structure

ECAB comprises of EATG members, a chair or co-chairs, and a steering committee. A steering committee is a group of 3-5 ECAB members chosen by the chair(s) after an open application process.

Guests who wish to attend ECAB meetings must be approved/invited by the chair/co-chairs. If a guest wants to continue to take part in ECAB, he/she has to apply for EATG membership after maximum two guest visits.

An Officer employed by EATG is assigned to support the ECAB activities, the chair/co-chairs and the implementation of the work plan.

### 4. Election of Chair/co-Chairs

The chair/co-chairs is/are elected by the ECAB members prior to the General Assembly (GA) for a two- year period, renewable once. The result is presented at the first coming GA.

### 5. Responsibilities

See the Term of Reference, Working Groups.

## 6. Procedures

### 6.1 Schedule

ECAB meets 5 – 6 times per year over the weekend. Additional and ad hoc meetings are possible. Friday and Saturday are open for meetings with external parties. Sundays are available for training, lectures and internal subjects.

### 6.2 Registration

Certain registration criteria apply. These include good geographical representation, members with certain skills and financial capacity. It is the chair/co-chairs that makes the final evaluation of a member to join a meeting. The invitation is not transferable.

### 6.3 Meeting moderators

The moderator is in charge of conducting the meeting with fair time for all members to speak. The moderator summarises the meeting to the company at the end.

### 6.4 ECAB related documents:

1. ECAB confidentiality agreement
2. Terms of reference company liaisons and thematic portfolios
3. Protocol reviews
4. Minute-taking

## 7. Confidentiality

It is important that the community has access to information from the pharmaceutical industry and research initiatives. Therefore, ECAB requires companies and/or research networks to disclose information on treatment- and prevention-related developments as it is available and prior to publication. This information disclosed towards ECAB is considered non-confidential unless explicitly stated otherwise.

Discussions held within ECAB and on the group's mailing list regarding ECAB procedural and governance-related matters shall be kept confidential. Therefore, a confidentiality agreement is signed by ECAB members when they join the group. ECAB guest participants must sign the ECAB confidentiality agreement in order to protect the group. Positions and decisions by ECAB are public.

## Terms of Reference: Development and Membership Advisory Group (DMAG)

### 1. Statement of purpose

DMAG is an advisory group to the Board of Directors (BoD), the Executive Director (ED), the General Assembly (GA) and the membership of EATG. \

### 2. Objectives

The objectives of DMAG are:

- To develop transparent, fair and effective membership involvement and development systems.
- To assess the adequacy and effectiveness of the internal working structures of the EATG and make recommendations for their development.
- To monitor the correct functioning of the EATG according to the Constitution and the Operating Guidelines adopted by the GA.
- To evaluate applications for membership and make recommendations to the BoD.
- To review the returned Declarations of Interest (DoI) as well as the payment of membership fees annually.

### 3. Structure

DMAG is comprised of a Chair (or 2 Co-Chairs) and a minimum of five members. For new DMAG members, EATG members are invited to apply with a motivation letter to DMAG. The DMAG Chair/s and the ED select the new members, after consulting with current DMAG members. DMAG needs to preserve its institutional memory. One or more members should have comprehensive understanding of EATG history, governance, organisational development issues and German Association law in the original language. The selected DMAG members are ratified by the BoD. DMAG must insure proper induction of these new members.

DMAG members serve for a period of three years, renewable once. In the event of a member resigning during their term, a new member can be appointed following the usual procedures (above).

One internal DMAG sub-group maintains a focus on membership issues; another sub-group maintains a focus on Constitution and Operating Guideline issues. To ensure internal consistency, the sub-groups overlap.

#### 4. Election of chair

DMAG Chair/Co-Chairs are elected at the GA. A call is sent out to all EATG members inviting those who wish to be Chair to submit a motivation letter. There will then be an online election from a list of candidates. The elected Chair/Co-Chairs will be proposed for ratification at the next GA.

#### 5. Responsibilities

The responsibilities of DMAG are:

- Consider applications for membership and make recommendations to the BoD.
- Evaluate new member's engagement using DMAG's approved procedures and make recommendations to the BoD.
- Review members' DoI and deliver an opinion on possible conflict of interest. In case of any cause for concern DMAG will bring the issue in question to the attention of the ECRC.
- Review memberships annually for recommendation to the BoD regarding upgrading, downgrading or ending of membership.
- Assist the BoD in drafting and presenting new ToRs where needed.
- Oversee and maintain the currency of the Operating Guidelines by ensuring that each ToR is reviewed at least once every 4 years
- Monitor that the Constitution and Operating Guidelines are being upheld.
- Make recommendations to the GA in case alterations and clarification of the Constitution are needed.
- Report quarterly to the membership on its activities.

#### 6. Procedures

The DMAG will meet at least two times a year, either face to face or virtually. The agenda is compliant with DMAG objectives and responsibilities. Minutes are established for DMAG meetings and teleconferences.

#### 7. Confidentiality

All information given to the DMAG is confidential and will be treated with the utmost discretion by the members of the DMAG in accordance with the EATG's ToR of confidentiality.

Membership information will be kept in the EATG office and/or on the EATG server under a secure system.

Date	20/09/2020
17/08/2020	Draft, proposed by Overhaul Team
	Adopted as a Working Term of Reference by the Board
20/09/2020	Ratified by General Assembly

## Term of Reference: Finance Committee

### 1. Role of the Committee

The role of the finance committee is primarily to provide financial oversight for the organisation. The Financial Committee monitors the implementation of the budget and assists the organisation in the planning and coordination of all financial activities and fundraising in support of the EATG long term strategy.

### 2. Composition

- BoD Treasurer
- Two other EATG members, with experience in finances and/or fundraising
- Executive Director
- Financial Manager

The two other EATG members will be selected by the Treasurer/ED/FM for a term of two years renewable once.

### 3. Chair

The Chair of the committee is the BoD Treasurer.

### 4. Reporting

The Chair of the committee is responsible for reporting to the BoD and the General Assembly.

### 5. Meetings

The Committee will hold at least one face to face meeting a year. The Committee will hold more meetings via teleconference. Guests/external advisors can be invited when needed (e.g. fundraising coordinator, internal auditor). Any committee member can request a meeting when needed. There will be a budget allocation for one meeting, other meetings should be piggy-backed onto other meetings and the extra costs will be taken from bod/members/staff representation budget.

### 6. Specific responsibilities

The Finance Committee advises the Board of Directors on:

- Solvency of the organisation (EATG)
- Overall financial strategy and financial forecasting

- Annual estimate of income and expenditure
- Annual accounts
- Financial probity & value for money
- Financial risk management & analysis
- Internal financial controls
- External audit
- Fundraising strategy and policies

## 7. Budgeting and Financial Planning

- Develop an annual organisational budget and agree the budget within the finance committee.
- Monitor adherence to the budget.
- Determine the financial implications of the strategic plan and plot them into a multi-year budget that will financially support the implementation of the strategies.
- Develop multi-year budgets that integrate strategic plan objectives and initiatives.
- Creation and monitoring of internal controls and accountability policies.
- Present all financial goals and proposals to the board of directors for approval.
- Present budgets and report at General Assembly

## 8. Reporting

- Develop useful and readable report formats including demonstrating how expenditures relate to our strategic goals and objectives (LTS).
- Develop a list of desired reports noting the level of detail, frequency, deadlines, and recipients of these reports.
- Understand the implications of the reports.
- Present the financial reports to the full board.

Effective finance committees require staff to provide highly contextual reports clearly communicating the organisation's financial and cash position, its adherence to the budget, its allocation of resources toward the accomplishment of its mission, and its support of any donor-imposed restrictions on contributions. Having a predetermined list of reporting expectations permits staff to allocate enough time to produce accurate, high quality reports and not be caught off guard by ad hoc requests. In addition, these reports should help to focus the board's discussion about expected outcomes and potential strategies for overcoming setbacks or changes in the financial environment.

## 9. Internal Control and Accountability Policies

- Create, approve, and update (as necessary) policies that help ensure the assets of the organisation are protected.
- Ensure policies and procedures for financial transactions are documented in a manual, and the manual is reviewed annually, and updated as necessary.
- Create procedures that facilitate the members reimbursements
- Create guidelines on cash flow, risk tolerance and expenditure levels, authorisation for executing transactions, disposition of income, etc.
- Ensure EATG retains a high level of transparency.
- The committee can ask for clarification of any ongoing issues or decisions regarding finances.

Although the entire Board of Directors carries legal responsibility for the organisation, the finance committee serves a leadership role in this area, making sure appropriate internal control procedures for all financial transactions are documented in a manual and followed by staff. The committee should also play a role in determining bank account signatories as well as overseeing all legal and governmental filing deadlines are met.

Finance committees are also often charged with ensuring compliance and/or developing other policies that further serve to protect the organisation and manage its exposure to risk. These include proposing to the board of directors policies surrounding:

- Long-term contracts or leases
- Loans or lines of credit
- Insurance requirements and reviews

## 10. Fundraising

- Develop and present a diversified fundraising strategy to the board of directors that responds to the priorities identified in the business plan and budget.
- Monitor fundraising portfolios
- Prioritise fundraising opportunities based on workplan and LTS
- Oversee, monitor and evaluate the implementation of the fundraising strategy including liaising with fundraiser
- Be responsible for involving Board members in fundraising, e.g., chairing a fundraising event, making the case for funding support to a key donor, acknowledging and thanking key donors.
- Review the EATG Ethical fundraising guidelines.

### 11.Role of the Chair

As chair of the finance committee, the board treasurer makes sure the committee does its job. Specific duties of the chair include:

- Serving as the principal liaison between the committee and the full board,
- Propose for approval by the board: annual budget, updates, fundraising strategy etc.
- Working with the financial manager to set an agenda for each committee meeting,
- Preparing feedback of the GA and proposals for approval and acknowledgement
- Keep the board informed of its financial duties and responsibilities

An annualised committee task list is a useful tool for organising the committee’s work. This could take the form of a month-by-month timeline or calendar that integrates budgeting and financial planning deadlines, internal report deadlines, dates to review and update policies and procedures, and dates of finance committee meetings and full board meetings.

The presence of a fully engaged finance committee is a strong indication that an organisation is committed to good stewardship and is actively building and preserving the financial resources necessary to support the accomplishment of its mission, both for the short and the long term.

Date	
2/12/2016	Draft, proposed by Board
14/1/2017	Adopted as a Working Term of Reference by the Board (minute # 3.8 January BoD meeting)
	Ratified by General Assembly (GA Kiev, 2017)

## Terms of Reference: Ethics & Conflict Resolution Committee (ECRC)

### 1. Constitution

1.1. The GA has established an Ethics and Conflict Resolution Committee with the terms of reference as set out below. No unresolved conflict may be brought to the GA for resolution unless it has been addressed first by the ECRC and, where appropriate, by the BoD.

The ECRC is authorized to reasonably investigate any ethical issue or conflict within its terms of reference.

1.2. The Committee is authorized to obtain external legal or other professional advice but must first work with the ED to confirm relevant available funds in EATG's approved budget.

### 2. Composition and membership

2.1. The ECRC will be composed of 3 to 5 members elected at the GA. Candidates will be expected to demonstrate to the GA that they have the relevant skills and experience to effectively deliver on ECRC's work. Elected members shall not hold any other elected position within the organisation.

2.2. The members of the ECRC will elect a chair and a secretary. The chair and the members of the ECRC are appointed for a maximum 6 years (2 consecutive or non-consecutive 3-year terms).

2.3. In the case where an ECRC member leaves between GAs, another EATG member may be co-opted to the ECRC to fill the vacant position, after a call to EATG members, and with ratification from the BoD. This co-option ends at the next General Assembly when the co-opted person may stand for election to the ECRC.

2.4. The composition of the ECRC will be publicly available on the EATG website.

2.5. In a situation where the ECRC may be in a conflict of interest, including where any ECRC member is one of the parties to a conflict, the situation will be handled by the BoD.

2.6. All ECRC members will receive training in ethics and conflict resolution,

including mediation skills.

### 3. Meetings and voting rules

3.1. The meetings of the ECRC will be called by the chair, at least twice a year and more frequently if needed, and shall be attended mainly through a teleconferencing service.

3.2. Each member of the ECRC will have one vote. The Committee is quorate when at least 3 of its members are present. Decisions will be reached mainly by consensus; as needed, decisions may also be taken by a simple majority of the votes. In case of a tied vote, the chair has a casting vote.

### 4. Duties and responsibilities

Acting independently and impartially and respecting confidentiality, the ECRC will:

4.1. Listen to members and explore options and/or strategies to address problems or grievances related to relations with other members, or with working structures of the organisation, with a view to enhancing the overall environment. This may happen following a complaint or proactively initiating an investigation on its own if necessary. When following a complaint, the ECRC will conclude the resolution process within 60 days from receipt of the complaint. If the process needs to be extended, permission must be received from the BoD.

4.2. Assist all parties involved to reach a fair solution primarily through mediation and discussion. The ECRC will not have any decision-making authority but will advise and may make recommendations on the issues involved to the Board of Directors, which, according to Constitution, is the sole authority that can inflict sanctions.

4.3. In the resolution of or mediation in a conflict, be completely neutral and without bias or prejudice to any party.

4.4. Contact the individuals involved on a strictly confidential basis. Discussions with anyone not primarily involved in the conflict can only be undertaken with the consent of the individuals involved.

4.5. Work with elected officials who are faced with a conflictual situation or difficulties with a member.

4.6. Serve as a safe environment for members who need to discuss specific situations in a confidential and neutral environment.

- 4.7. Provide information, guidance and referral as may be appropriate.
- 4.8. Assist in the prevention of conflicts among members by reporting periodically to the Board on systemic issues that need to be addressed.
- 4.9. Convey to the Board for appropriate action any credible concern of breach of EATG's code of conduct by a member.
- 4.10. Report annually to the Board on activities undertaken.
- 4.11. Address concerns about conflict of interest raised to ECRC by any individual member based on the organisation's Conflict of Interest Policy.
- 4.12. Advise the Board of Directors, or the General Assembly where relevant, on how to deal with potential, perceived or actual conflicts of interest.
- 4.13. Consult with DMAG on the alignment of ethical and conflict resolution procedures and final recommendations with the Constitution and with the Operating Guidelines.
- 4.14. Clarify the circumstances under which an individual member may be in a concurrent appointment as an employee, on the board or decision-making body of an outside organisation or body where that outside organisation or body is or may be involved in a contractual, regulatory, partnership or sponsorship arrangement with EATG. The ECRC then advises the BoD on their findings.
- 4.15. Refer all conflicts where an ECRC member is one of the parties of the conflict directly to the BoD for resolution.

## 5. Functions

The ECRC:

- 5.1. mediates and facilitates conflict resolution related to a wide range of issues and disputes that may emerge within the organisation;
- 5.2. monitors trends in support of early detection of ethical issues and potential conflicts of interest within the organisation, and advises on appropriate remedial and preventive action;
- 5.3. supports preventive action, helping individual members, elected officials, committees avoid preventable mistakes;

5.4. contributes to developing and strengthening a culture that upholds the values of the organisation, its ethical and functional integrity, respect for the dignity, diversity and rights of members, in compliance with EATG's Operating Guidelines and Code of Conduct;

5.5. liaises with other relevant parts of EATG as and when necessary;

5.6. provides advice and recommendations to the Board on avoiding or mitigating any potential, perceived or actual conflict of interest;

5.7. proactively initiates investigation on internal conflicts with the aim of safeguarding a peaceful environment;

5.8. performs any other related function that the Board may request from them within the remit of dealing with conflicts and ethical issues;

5.9. proposes the organisation's conflict of interest policy or any amendments thereof or the institution of other policies that may help to avoid the arising of internal conflicts, conflicts of interest or other situations of ethical concern or mitigate the negative effects thereof.

## 6. Ombudspersons

When the ECRC is asked or decides to intervene in a specific conflict, the ECRC may select two of its five members to function as Ombudspersons for that conflict. All information given to the Ombudspersons is confidential within the ECRC and will be treated with the utmost discretion.

The Ombudspersons work through informal negotiations by, for example:

- Listening to the members involved in the conflict.
- Gathering information about the issue from all sources available.
- Consulting with any other members if they need additional information.
- Mediating between members so that better understanding is accomplished, and parties succeed in gaining insight into other aspects of the conflict, in the hope that they may be able to reach some sort of agreement or compromise.
- Trying to help resolve the problem by offering advice, alternatives, suggestions, or solutions so that the conflict ceases, thus ensuring the smooth function of EATG.

If either party to the conflict is not satisfied with the service provided by the

Ombudsperson, they may take the issue up with the ECRC.

### 7. Reporting responsibilities

The ECRC will prepare an annual report of its activities and present it to the Board of Directors; a copy of this report will also be sent to all members. The report will contain an anonymized assessment of overall activities, measures and actions taken in the course of the year.

The ECRC will advise the Board of Directors on actions to be taken in respect of potential, apparent/perceived or actual conflicts of interest. The advice will not be binding.

Where the Board of Directors decides not to follow the advice given by the ECRC they will provide reasoned decision for this. In this case, the ECRC will publish in its annual report a summary of both their advice and the Board’s reasoned decisions for rejecting it, taking care to maintain confidentiality and personal data privacy.

Date	20/09/2020
17/08/2020	Draft, proposed by Overhaul Team
	Adopted as a Working Term of Reference by the Board
20/09/2020	Ratified by General Assembly

## Term of Reference: Membership recruitment and involvement strategy

### 1. Background

At the EATG 2016 General Assembly, a motion was passed to put a hold on accepting new members until the Board creates a Membership Recruitment Strategy (MRS) – latest by the end of December 2016. Although EATG has become a rapidly growing organization in the past couple of years, there is still missing expertise and representation from the membership. This situation can be improved by having an MRS in place that gives clear guidance for targeted recruitment, guidelines to evaluate applications, and a plan to assess outcomes.

### 2. Objectives

Recruitment of new members should focus on gaps and needs in representation and skills/expertise that are needed for the successful delivery of the Long Term Strategy (and the Work Plan). The MRS should identify steps that can be applied immediately, while others need to be based on a proper skills and expertise audit. The MRS should include a plan to assess outcomes.

### 3. Recruitment process

EATG membership is open for application to all individuals living within Europe (or outside for members that move towards other parts in the world during their membership). Finding new members can be done based on individual applications or active recruitment.

Active recruitment can be done throughout the year via:

- Activities organised by EATG (STEP UP; SH meeting; community feedback session ....)
- Participation of members at events (conferences; seminars; .....
- ‘Strategic’ recruitment based on specific needs and criteria.

### 4. Strategic recruitment criteria

In the recruitment and acceptance of new members, the following aspects should be considered. They are not exclusion criteria (for people not fitting into the profile) but recommendations for active recruitment and approval.

EATG strives at having a right balance reflected within its membership taking into account the face of the epidemic within Europe by a specific reference to GIPA as a

core dimension of EATG. Thus the focus of the strategic recruitment will reflect:

- (Sub-) regional, national and cities representation
- Based on the current membership list, the list of missing countries, local regions or regions within Europe should be identified on an annual basis and targeted recruitment should be started immediately from those countries where EATG does not have members and from the regions where the membership is under-represented.
- Looking further into the current membership, gaps should also be identified in case of countries/regions where the current membership does not include PLHIV or does not represent the epidemic of the country/region.

### **Key populations**

An analysis should be conducted on a yearly basis to identify those key populations that are not represented or are underrepresented in the organization and in consideration of the Long Term Strategy and the Work Plan.

After the analysis of the gaps active outreach towards to the main partner networks of key populations should be done by the board and other members asking them to recommend people to join EATG.

### **Gender balance**

EATG should monitor a good gender balance within its (active) membership in order to reflect issues related to HIV faced by women across European region.

### **Other characteristics within the epidemic**

Balance should also be kept on other aspects as reflected within the epidemic such as age; cultural and national background etc.

### **Skills and expertise**

Based on the skills and expertise “audits” that have been performed (and that should be updated regularly via the DoI or other specific surveys), an overview of membership skills is available. The data from this list should be used for the active involvement of members in the implementation of our activities, but also within the development of strategies and work plans. DMAG should update the list on an annual basis.

Based on the existing survey results, the Board should identify gaps in expertise and skills that are needed for the objectives of the LTS.

## 5. Procedures

In general, every member has the right to and the honour of recruiting new members to the organization. Still targeted recruitment should take place based on the identified gaps and needs. The BoD and DMAG will be communicating to the membership clearly and on a yearly basis the targets and criteria for next year (see below, paragraph 7).

EATG members and staff represent EATG in different forums, are part of networks and organizations, and attend events (conferences, workshops etc.) on behalf of EATG. These events and working relations should be used as platforms for targeted recruitment.

## 6. Evaluation of new applications

Based on the Membership recruitment strategy, DMAG will develop a guidance of evaluating new applications and make recommendations to the Board which applicants to accept to EATG. This guidance will include prioritisation criteria based on the above strategic recruitment criteria.

Recommendations:

- The membership application form will include a question that asks in detail about the expertise of the new applicants that they would bring to EATG (as an open-end question or a list of expertise that has been identified by the Board in line with the LTS and WP).
- The DoI form will ask on an annual basis about new expertise/knowledge if any they have acquired in the previous year. That will help EATG track the expertise and skills of the membership;
- Review and update the MRS annually and report to the GA.

## 7. Maximum number of members

There is no fixed maximum number of members. It will be up to the board / General Assembly to perform an annual analysis of membership, available funds, capacity within the organisation to decide (or not) to open applications for membership or not. Based on that analysis a (temporary) stop might be decided upon. Based upon the above mentioned priority criteria the board might also decide to only approve people with these profiles for a certain moment in time. Such changes in recruitment should be clearly communicated to the membership and mentioned on the website / membership application form.

### 8. Values and considerations

EATG is a patient-driven organization dedicated to activism and advocacy. Therefore its membership should have a majority of people living with - at risk of - HIV, other co-infections or other blood born and sexual transmitted infections. When recruiting and accepting applications we need to keep in my mind to keep a desired proportion (currently 2/3 ratio of people who declared their HIV status) of PLHIV in the organization.

The increasing number of membership also gives extra burden on staff and creates obstacles to the meaningful and active involvement of the members in the work of the organization.

Keeping in mind possible increase in number of ordinary members, democratic role of the GA and burden to budget EATG needs to look into other (electronic, online) voting procedures that would allow more members' participation in decision making at GAs.

Due to the growing membership, within the office there should be a staff member with a profile of a "Membership Engagement Coordinator" that would keep regular contact with the membership, allowing the ED to focus on development issues as part of his support to DMAG.

Date	
2/12/2016	Draft, proposed by Board
14/1/2017	Adopted as a Working Term of Reference by the Board (minute # 3.8 January BoD meeting)
	Ratified by General Assembly (GA Kiev, 2017)

# Annex: EATG Travel and Finance Manual

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## INTRODUCTION

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This section provides guidelines and establishes procedures for EATG members and staff as well as external EATG guests incurring travel costs and other EATG-related expenditure.

EATG will reimburse all approved and reasonable expenditure incurred in undertaking EATG duties and according to EATG internal rules. The guidelines enable controlled reimbursement to take place and indicate the evidence and the authorisation required.

The objectives of the organisation are to:

- Provide regular reimbursements to EATG members and staff, and guests when applicable
- Control costs
- Prevent fraud
- Ensure EATG complies with its fiscal and legal obligations
- Ensure transparency

It is the Board of Director's responsibility to ensure that costs are controlled and that expenses cannot be deemed to be extravagant. To set firm limits for every eventuality will always be difficult and will never suit every occasion or circumstance for expense reimbursement.

## DEADLINES FOR SUBMISSION

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Ideally, we would like to kindly request that receipts and DMA forms are submitted within 4 weeks. However, the following **final** deadlines are as follows:

- Receipts/forms/invoices January-March must be received at the office by 30th April of that year at the latest.
- Receipts/forms/invoices April-June must be received at the office by 31st July of that year at the latest.
- Receipts/forms/invoices July-September must be received at the office by 31st October of that year at the latest.
- Receipts/forms/invoices October-December must be received at the office by 15th January of the following year at the latest.

Any receipts/forms/invoices received after the deadline will not be reimbursed  
Please notify the office about any delays (marie.mcleod@eatg.org)  
Any other exceptions should be clarified IN ADVANCE

## TRAVEL

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The confirmation of participation at an EATG event is acknowledgment that EATG rules will be respected.

### HOTELS AND ACCOMODATION

EATG travelers stay in hotels booked by EATG Events Coordinator. In case a hotel needs to be booked the EATG Events Coordinator must be informed well in advance.

Hotel accommodation is always covered and paid by EATG for all events organised by EATG. Travelers should not be required to give a credit card upon arrival unless private booking takes place. Only in exceptional situations and upon agreement of the EATG Events Coordinator should the traveler pay directly and claim via a reimbursement form.

Any damage to hotel or restaurant property is not covered by EATG. This includes and not limited to fines for any behavior against hotel rules e.g. smoking in hotel room.

Meeting packages:

- The EATG office will organise a full-package system which includes breakfast/lunch/dinner/ coffee breaks for the duration of the event itself. Eventually meals upon arrival or departure may not be part of the organized package (in this case please apply for DMA. Information about meals can always be found in the logistics note sent in advance.
- In case of a non-EATG organised event, please submit a DMA form for all meals not supplied.
- EATG will always provide one drink with dinner (non-alcoholic, house wine or house beer). Usually alcohol is not provided at lunchtime.
- EATG is not responsible for any food/drink expenses that are in addition to the package (minibar, extra drinks during meals etc.).
- To reduce food waste and to avoid throwing away valuable EATG money, EATG strives not to order food that will not be consumed. In case you do not have a possibility to participate in the organised meals during EATG events, you need to inform EATG Events Coordinator at least one week prior to the beginning of the event. Any person failing to be present, without a good reason communicated in advance to EATG Events Coordinator, for a pre-ordered group meal will be required to reimburse the corresponding cost of meal (according to the rate indicated in the signed contract with hotel, restaurant etc.) to EATG.
- Any member not joining pre-ordered group meals cannot claim

reimbursement for individual meals via DMA or receipt.

#### **PRIVATE EXPENSES DURING TRAVEL**

If the traveler wishes to prolong their stay, or book double room for a guest or make an upgrade in the hotel provided by EATG, (s)he may contact the Events Coordinator for the contact details of the hotel in order to benefit from EATG rates. All further arrangements shall be done by the traveler him/herself.

Please keep in mind that in this case all costs should be paid directly to the hotel and the traveler might be asked for a private credit card as a guarantee at check in. EATG is not responsible for any costs related to such bookings.

#### **AIR AND RAIL TRAVEL**

##### **GENERAL RULES**

##### **FLIGHTS**

Travelers are responsible for having appropriate valid travel documents (e.g. international passport for travelling outside the EU).

Travelers are responsible for obtaining their own visa in time. EATG can always provide invitation letter and hotel confirmation for this purpose. Please make a request of such documents well in advance.

##### **BOOKINGS**

- Travelers must book the flights through the EATG on-line booking tool (currently FCM)
- No traveler should buy flight tickets themselves via a different system unless agreed with the Events Coordinator in advance under exceptional circumstances
- This booking is approved by the office before the ticket is issued (with the exception of low cost airlines)
- Bookings with transfers should preferably be with the same airline or airline alliances to avoid additional check-ins
- Transfers should take place at the same airport
- Any changes to the original request will be communicated in advance to the traveler for consent
- The traveler must inform the office if (s)he makes any changes to the itinerary. Cost of such changes may be covered by EATG only under exceptional circumstances and with the prior notice

#### EXTRA COSTS

- If there is a cost for checked luggage (in case checked in luggage was not included to the original booking), the cost can be reimbursed by the EATG for one piece of luggage
- Extra (2nd) luggage costs will not be covered (unless agree with office and due to carrying office materials or material necessary for the event organisation ).
- Any additional charges to the ticket e.g. cost for seat preference (full-service airlines), additional checked-in luggage must be paid by the traveler and will not be reimbursed by EATG.

#### DIFFERENT DATES

Travelers can book/request tickets for travel on dates before or after the event if the cost of the ticket does not exceed the price of the ticket on the recommended traveling dates and if the traveler agrees to pay for all additional expenses (e.g. accommodation and meals).

If for personal reasons the traveler wishes to book a ticket for dates that differ from the official dates of the meeting, they must follow these steps:

- Make a screenshot of the ticket price for the desired dates (from the search made through the EATG online booking tool)
- Make a screenshot of the ticket price you would take for the official dates of the meeting (from the search made through the EATG online booking tool)
- Send both screenshots to EATG Events Coordinator (events@eatg.org) informing about the wish to make a booking for the different dates. Such request shall be made within the communicated booking period and only well in advance to the beginning of the event
- Make the booking using EATG online booking tool after approval of EATG Events Coordinator

If the ticket price for the desired dates is higher than the ticket price for the official dates of the meeting, the traveler will be asked to agree in writing to reimburse the price difference to EATG as displayed on the screenshots.

In case the cost of the ticket for the desired dates is less compared to official dates there are no refund/reimbursement/substitutes of the difference to the traveler.

#### LOW COST AIRLINES

Please note, that when you are booking tickets from the low cost airlines (e.g.

Ryanair, Easyjet, Wizzair) the ticket will be issued automatically, without the prior check and confirmation of the EATG Events Coordinator (due to the system requirements). Thus please carefully double-check your booking before confirming it. In case you made a mistake, please immediately inform EATG Events Coordinator.

#### TRAINS AND BUSES

- International trains can be booked via EATG online booking tool in some cases. All other train and bus tickets that are not available on the FCM online booking tool shall be booked directly by traveler and agreed in advance with EATG Events Coordinator. Such tickets will be reimbursed via reimbursement form
- All train tickets should be booked in 2nd/ standard class (unless 1st class is cheaper/same price)
- Please note, that train tickets will be issued automatically, without the prior check and confirmation of the EATG Events Coordinator (due to the system requirements). Thus please carefully double-check your booking before confirming it. In case you made a mistake, please immediately inform EATG Events Coordinator.

#### FCM TRAVEL AGENCY

All bookings for air flights should be booked through FCM Travel. An exception to this rule can only be made after prior agreement with the office. All flights should be economy class and booked online via FCM. Exceptions must be requested in advance.

Those travelers that did not yet submit a FCM profile, must first do so. Contact [events@eatg.org](mailto:events@eatg.org) for the relevant form. After this form has been submitted with all relevant information an individual profile will be created within 24 hours and the traveler will receive all login instructions directly from FCM.

#### ACCESS ONLINE BOOKING TOOL

##### **How to access online flight booking system**

In order to have a profile on the online booking tool you will need to fill in the special form. Please request this form by sending an email to the EATG Events Coordinator.

Once your profile is created, you will receive a notification email with log-in instructions and user manual directly from the FCM agency.

### BOOKING TICKETS

In order to book tickets, the online booking tool (see above) must always be used.

In the case of problems with first time use or technical problems, contact Kathleen Evens at FCM (Technology@be.fcm.travel).

If the traveler requires a multi-destination ticket with a complex itinerary or if no convenient flight can be found, the EATG Event's Coordinator (events@eatg.org) should be contacted.

### **How to book flight tickets**

Please refer to the User Manual sent to you by FCM when booking tickets.

In order to log-in use the following link:

<https://hub.fcm.travel/Account/Login?returnUrl=%2FHome%2FDashboard>

Once you confirm your booking EATG Events Coordinator will receive your booking request. You will be contacted prior to approval if your booking does not correspond to our policy.

Please note, system will always require to fill in the line "Cost Centre". This corresponds to the name of the event (e.g. EATG General Assembly) or the reason of your travel (EATG representation).

### ISSUED TICKETS

Tickets are received by email.

In case of questions regarding tickets, itinerary, luggage allowance etc. the contact persons are Peggy Jaich at FCM (peggy.jaich@be.fcm.travel) or EATG Events Coordinator (events@eatg.org)

### GROUND TRANSPORT

EATG strives to organise environmentally friendly events and thus preferences is always given to the public transport.

Taxis will only be reimbursed in the following cases:

- flight arrival or departure before 8 am or after 10 pm
- 3 people or more share a taxi
- taxi costs are covered by a 3rd party

- health reasons signaled to the office in advance
- pre-approved by the office due to special circumstances

Unless indicated in logistics note EATG does not organize airport transfers.

Tips for a taxi ride up to 10% of the total bill are allowed. Tips that are higher than this amount will not be reimbursed by the EATG.

#### PRIVATE CAR USAGE

Travelers can also use their private car. This option should always be agreed with EATG Events Coordinator (events@eatg.org) in advance.

EATG will reimburse at the following rate:  
0.30 EUR per kilometre

The kilometre reimbursement must be not be higher than the same journey with public transport, plane, train etc. There is no need to submit petrol receipts, but full details of the kilometre calculation must be added to **the reimbursement form** and a screenshot of maps from home to destination.

In doubt, please check with the Events Coordinator (events@eatg.org) in advance.

#### CAR HIRE

In exceptional cases EATG can cover the cost of a hire car and related costs. Please contact the office directly in advance (marie.mcleod@eatg.org).

#### OTHER TRAVEL-RELATED COSTS

##### VISA

If traveler is required to obtain visa, EATG reimburses fee of the visa application. If requested by the embassy, EATG may reimburse insurance and other visa-related costs. e.g. notary. Please contact EATG Events Coordinator (events@eatg.org) in advance and inform about all the previewed costs related to obtaining a visa.

##### INTERNET ACCESS

Internet in hotels is usually free. If this is not the case and the traveler requires paid internet services, this cost can only be reimbursed with proof that the service was necessary for an EATG-related task.

#### INSURANCE

Annual travel insurance can be claimed pro-rata. E.g. 10 trips per year total and 5 of these were for EATG, 50% of the insurance can be claimed via a reimbursement form.

Accident insurance for all EATG members on EATG related trips is paid for by EATG annually.

For the below cases, please FCM directly after situation took place (peggy.jaich@be.fcm.travel):

- Transport delays exceeding 4 hours
- Missed connecting flight
- Delayed luggage over 4 hours
- Damaged luggage
- Lost luggage

#### PARKING/TOLL

If it was agreed with EATG office in advance that the traveler can use his/her private car, then hotel or airport parking can be requested in advance via EATG Events Coordinator. If agreed in advance, toll costs can be reimbursed.

## REIMBURSEMENTS AND DMA

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#### DMA AND MEALS

Meals/drinks/refreshments are not reimbursed by receipt. The compensation of meals away from home is **only** via Daily Meal Allowance (DMA) according to German legislation.

All grey fields must be filled in and all provided meals must be indicated. e.g. in the case of a meeting package, organized dinner, hotel breakfast, invitation by an external party, lunch included in a conference, or proper meal on plane. For all these meals DMA cannot be claimed.

DMA does not include days not worked (e.g. extra days before or after event for sightseeing etc.) unless agreed with Executive Director in advance due to budgetary reasons.

When attending a function e.g. representation, meeting, conference or similar event outside EATG regime and the participant wants to claim DMA, a program

and if there is an invitation of the event, must be attached to the DMA reimbursement form to qualify for reimbursement.

DMA can be submitted by email.

To reduce food waste and avoid wasting valuable EATG money, EATG strives to not order food that will not be eaten. Any person failing to be present at preordered and prepaid group meals will be required to reimburse the total cost.

In addition, any person not joining organised group dinners cannot claim costs for individual meals via DMA or receipt.

Ideally DMA forms should be submitted within 4 weeks after the event.

If the traveler does not plan to participate in an EATG organised group meal (s)he must submit this information at the time of booking and at least one week prior to the beginning of the event.

All DMA forms are subject to the approval of the Executive Director and questions can be asked for clarification.

### How to fill in a DMA form

- ☒ Add **name** and **address**
- ☒ Fill in:
  - **Representation approved by**
  - **How did you report?**
  - **Meeting/event name**
  - **Relevant budget**
- ☒ Find the **location** from the drop-down list.
- ☒ Now add chose the time and date the traveler set off from home or office under **Time leaving home** and **Date leaving home** from the drop-down lists
- ☒ Do the same for **arrival** back home/office/etc.
- ☒ The form automatically calculates the rates according to German fiscal rules
- ☒ Now chose “1” for any breakfasts, lunches or dinners that were supplied or included or any external invitations
- ☒ At the bottom the total DMA that can be claimed is now shown
- ☒ To receive the payment by bank transfer, now add IBAN and SWIFT (when relevant)
- ☒ To receive the payment via PayPal, add the relevant email address
- ☒ Add the **place** and **date** and print and sign the form
- ☒ Attach boarding cards and conference/meeting agendas when relevant and

send the form to the office

☒ If there are no boarding cards or an agenda to attach, the form can be sent by email to [invoice@eatg.org](mailto:invoice@eatg.org)

See template: <http://www.eatg.org/finance-and-travel-manual-and-related-forms-and-tutorials/>

See online tutorial <https://youtu.be/RMfRH2eufcg>

### ENTERTAINMENT

Every entertainment activity must be agreed in advance.” Entertainment” is an event (with food/drink) to which external parties are usually invited except in the case of group dinners. An Entertainment Form must be submitted, showing the purpose, where the event took place, plus the name and position of every person entertained.

Receipts must be provided. The limit per person is 40 EUR for dinner and 20 EUR for lunch.

Tips for entertainment up to 10% of the total bill are allowed. Tips that are higher than this amount will not be reimbursed by the EATG.

#### How to fill in an Entertainment form

- ☒ Add the date of the dinner/drinks
- ☒ Add the city and country under Place of entertaining
- ☒ Add the person entertaining. This is the person who is paying the bill or leading the group
- ☒ Add the names and positions (e.g. guest, ECAB chair, etc.) of all persons present. To do this either:
  - The person entertaining adds the names and positions manually themselves,
  - the form round is passes around the table so everyone can fill in their own name and position, or
  - the participants list is attached to the back
- ☒ A valid reason for this expense must be given. Entertainment costs must emerge from an opportunity for the organisation. The reason must be very specific e.g. potential funder/continuation of meeting for reason X /dinner or lunch meeting for reason X, group dinner linked to meeting X, etc.
- ☒ Add date and place
- ☒ Sign form and attach the original restaurant receipt to the back

- ☒ The form must be sent by post asap (and within internal deadline) to office

See template <http://www.eatg.org/finance-and-travel-manual-and-related-forms-and-tutorials/>

See online tutorial <https://youtu.be/XmW-CdrQmq4>

## REIMBURSEMENT

### GENERAL

An expense claim must be supported by a reimbursement form and original receipts, invoices or similar. Credit card items should be accompanied by an itemised receipt giving full details of VAT numbers and amounts.

We must have proper original receipts to accompany allowable claims.

Each receipt or invoice should list at least:

- Description of goods/services supplied
- The total charge
- Name and address of supplier
- The date of supply
- Submitted during event to a staff member or via post or via email (in case of bank transfer and online/email receipts)

All grey fields must be filled in.

EATG cannot reimburse food/drink expenses by receipt – these costs may not be included (see DMA).

Ideally reimbursement forms should be submitted within 4 weeks after the event.

All reimbursement forms are subject to the approval of the Executive Director and questions can be asked for clarification.

### How to fill in a reimbursement form

- ☒ The monthly MasterCard statement arrives by email from the office
- ☒ Add **name** and **address**, **credit card number** and the **date of the statement**
- ☒ To receive the payment by bank transfer, add IBAN and SWIFT (when

relevant)

- ☒ To receive the payment via PayPal, add the relevant email address
- ☒ Fill in:
  - **Place and Country visited**
  - Who approved your **representation**
  - **Meeting/event name**
  - **Relevant budget**
  - **How did you report?**
- ☒ Number the receipts
- ☒ Starting with receipt number 1, add the **date** of the expenditure, the **type of expenditure** with as much detail as possible
- ☒ Add the **amount** according to the receipt and the **currency** on the receipt
- ☒ Continue this way until all receipts have been included
- ☒ Now add the **place** and **date** and print and sign the form
- ☒ Add all original receipts and boarding cards (where applicable) and send the form to the office

See template <http://www.eatg.org/finance-and-travel-manual-and-related-forms-and-tutorials/>

See online tutorial [https://youtu.be/UTTEpob\\_wNM](https://youtu.be/UTTEpob_wNM)

#### CASH REIMBURSEMENTS

As agreed with the office, reimbursement for costs occurred due to your travel (VISA costs, local transportation etc.) can be claimed. Reimbursement can be received in cash during EATG meetings where a relevant staff member attends. This information can be found in the info note the traveler receives prior to the meeting.

All cash reimbursements are done in euro. In case receipts have another currency the website <https://www.oanda.com/currency/converter/> should be used to convert the necessary amount according to the date of expenditure.

To receive the cash payment, a reimbursement form should be filled out and printed and taken along to the meeting. All original tickets and receipts should be attached, and these documents should be handed over to the EATG staff members carrying out payments. Reimbursements in cash only take place at the registration desk and during the set hours, which are explained in the info note.

**IMPORTANT:** If a cash reimbursement for a large amount is required, the financial Manager must be contacted in advance (marie.mcleod@eatg.org) indicating the required amount. Please note that according to Belgian legislation

we cannot pay more than 3000 EUR to one person in cash at a time.

We strongly advise all our participants who have a EURO bank account to receive reimbursements via bank transfer or PayPal due to security reasons.

#### **PAYMENT TO EATG MEMBER VIA THIRD PARTY**

Occasionally an EATG member will ask to be paid via another member (often cash). This is allowed as long as both parties agree. A specific form must be filled in and signed before EATG can pay to anyone except the entitled member. Please contact the Financial Manager ([marie.mcleod@eatg.org](mailto:marie.mcleod@eatg.org))

## **ADMINISTRATIVE EXPENSES**

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#### **NON-EURO EXPENDITURE**

If some costs have been paid in a foreign currency the price must be converted to euros using the conversion rate of the date of payment via <https://www.oanda.com/currency/converter/>

Please add the original currency amount, the currency and the euro equivalent to the reimbursement form.

See online tutorial <https://youtu.be/3kFYsrO6tIM>

#### **TELEPHONE-RELATED COSTS**

When a private telephone is used for EATG calls, EATG members and staff may claim the cost of business calls plus VAT, on submission of the itemised telephone bill attached to a reimbursement form. Please contact the office **BEFORE MAKING THE CALLS** if the budget has not been clarified in advance.

#### **PURCHASE OF EQUIPMENT**

BoD have the right to the use of an EATG laptop. This must be an approved model and/or within a specific price range and bought centrally by the office.

If the person leaves post after two years, the item is returned to the office to pass on. If the person leaves after four years, they may keep the item after paying a market value.

If new phone is necessary, this must be agreed with and bought centrally by the office, within a suitable price range [max.€400].

The user is obliged to keep the equipment in full correct working order, to do

regular data safeguards and to run only licensed software. The EATG will not pay or reimburse data transfer from previous equipment. (S)he is also obliged to protect it from loss, damage or theft.

The EATG depreciates laptops within 3 and phones within 5 calendar years.

## INVOICES AND CONTRACTUAL WORK

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### CONTRACTUAL WORK

In specific situations members or external individual will be contracted for project and other EATG-related tasks. Contracts will have Terms of Reference (ToR attached). In many cases, filling in a timesheet is compulsory. All contracts will be numbered and can be signed electronically. The contracted person will undertake any necessary tax and social security payments and is responsible to supply the correct information and documents towards the tax and social authorities. EATG currently has 3 rates for contractual work: 105, 175 and 250 EUR depending on the level of the tasks to be delivered.

### INVOICES FOR CONTRACTUAL WORK

#### How to create an invoice for EATG

What information needs to be on the invoice?

- Full name
- Full legal address (no PO/Postbox address) including the postcode and country
- The registration for all companies and organisations
- IBAN for all payments + SWIFT code to facilitate payments and avoid errors and extra costs
- Name and address of bank account owner if different to invoice issuer
- An email address and phone number, in case of questions or problems with the payment
- Some countries require specific information, but it is the issuer's responsibility to ensure the invoice complies with their country's laws e.g. France: capital of the company, Germany: name of the owners, etc. Some countries also require EATG's registration number:
  - Registration Belgium: 0877.686.583
  - Registration Germany: VR8542
  - EATG has no VAT number
- EATG's full Belgian address:  
European AIDS Treatment Group  
Interoffices - Avenue des Arts 56-4c

1000 Brussels, Belgium

- ☒ The name of the EATG Staff contact person for the invoice (this person needs to approve the invoice!)
- ☒ Date of the invoice
- ☒ The invoice number (especially important if VAT appears on your invoice)
- ☒ The EATG contract name and number (where relevant)
- ☒ Payment terms and payment method
- ☒ The word "Invoice"
- ☒ Invoices can be in French, English, German or Dutch
- ☒ Full description of the service in understandable language including the name of the project or budget Date/period when the service was delivered
- ☒ Number of hours/days and rate (where relevant)
- ☒ Reference to timesheet (where relevant)
- ☒ Total (including VAT where relevant)
- ☒ Add text: The Consultant will undertake any necessary tax and social security payments.
- ☒ If more than one page total amount per page
- ☒ Signature

The more details the better!

Invoices can be submitted electronically to [invoice@eatg.org](mailto:invoice@eatg.org)

MAKE CLEAR & READABLE SCANS and send as a PDF!

Deadlines for submission are as below for invoices:

- January-March must be received at the office by 30th April of that year at the latest
- April-June must be received at the office by 31st July of that year at the latest
- July-September must be received at the office by 31st October of that year at the latest
- October-December must be received at the office by 15th January of the following year at the latest

See template <http://www.eatg.org/finance-and-travel-manual-and-related-forms-and-tutorials/>

See online tutorial <https://youtu.be/wRdeVYbqglw>

## MEMBERSHIP FEE

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The EATG annual membership fee is based on the country of residence, between 10 and 30 EUR.

Members are requested to pay their EATG membership fee once per calendar year. Fees can be paid in cash, bank transfer or via PayPal ([www.paypal.me/EATG](http://www.paypal.me/EATG)). Please note that ordinary members that have not paid their annual membership fee will not be able to vote at the GA.

A payment receipt can be given when requested.

It is acceptable for one EATG member to pay the membership fee of another member.

If, for whatever reason, a member is unable to pay the membership fee, (s)he should contact the EATG office ([marie.mcleod@eatg.org](mailto:marie.mcleod@eatg.org)).

## HONORARIA

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EATG is not allowed to receive honoraria directly. Therefore, members receiving honoraria in the name of EATG should receive the total amount directly and are kindly encouraged to donate 30% to EATG via [www.paypal.me/EATG](http://www.paypal.me/EATG) or by bank transfer.

## OTHER

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- Excessive postal charges can be reimbursed
- Gifts: Individual gifts should not exceed the amount of 50 euros. The reason for a gift should be mentioned in the expense claim form. Decisions on gift buying can be made by persons in charge of budgets otherwise it should be agreed in advance with the appropriate person. Giving a gift should not create a conflict of interest and should be transparent. Please clarify with the office in advance.
- Third-party coverage
  - As soon as the traveler is informed that his/her costs will be covered by a third-party, the Financial Manager must be contacted (in advance), indicating exactly which costs are covered, the contact person, the rules, and attaching claim forms when relevant.
  - Costs must be according to EATG internal rules
  - Submit DMA and /or reimbursement form within 4 weeks clearly indicating in the additional information section at the bottom of

the reimbursement form that costs must be claimed from an external party

## QUESTIONS AND ANSWERS

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*Q: My health is not too good and I struggle on public transport. What should I do?*

A: Please contact the office directly (events@eatg.org). We will be happy to authorise your use of a taxi.

*Q: I don't seem to have received my payment from EATG. What do I do?*

A: Please contact the Finance Manager directly by email marie.mcleod@eatg.org. She is happy to hear from members if the delay is too long – as that probably means something went wrong!

*Q: I need to make some EATG calls. Can I claim the costs?*

A: Yes, the costs can be claimed via a reimbursement form. For phone calls we need to receive an itemised bill. For Skype, we need the Skype invoice and an explanation attached. Please contact the office BEFORE MAKING THE CALLS if you haven't clarified with a working Group Chair or BoD member which budget the costs should go on.

*Q: Do I need to send my signed contract by post?*

A: No, contracts that have a scanned signature can be sent via email to: invoice@eatg.org

*Q: Do I need to send my DMA form by post?*

A: No, DMA forms that have been correctly filled and have a scanned signature can be sent via email, along with supporting documents when relevant, to: invoice@eatg.org

*Q: Do I need to send my reimbursement form by post?*

A: We always need to receive original receipts, so yes, usually we always need to receive original, signed reimbursement forms including all original receipts by post.

EXCEPTION: in the case of electronic invoices we can receive the form with the receipts attached AS ONE FILE (preferably pdf) by email to invoice@eatg.org

*Q: Can I invoice for work done and claim reimbursement within the same document?*

A: Work needs to be billed on an invoices and costs can only be claimed separately via a reimbursement form.

*Q: I need to take out a travel insurance. Can I claim this from EATG?*

A: Yes, an annual travel insurance can be claimed pro rata. e.g. If you make 10 trips per year in total, and 5 of these are for EATG, you can claim 50% of the travel insurance using a reimbursement form. Please explain your calculation on the form, indicating the 5 trips you made for EATG.

*Q: I am a paid consultant for EATG. Can I still claim DMA?*

A: Yes, anyone going to an EATG meeting or representing the organisation can claim DMA to cover meals that were not supplied.

*Q: I have been invited to an EATG event but am afraid I might not be able to afford to pre-finance any costs. What should I do?*

A: We fully understand if someone is not in the financial position to pay for costs in advance. Please contact the office ([marie.mcleod@eatg.org](mailto:marie.mcleod@eatg.org)) and we will try our hardest to find an individual solution for you.

*Q: I have received a request for my annual membership fee and I cannot afford to pay it. What should I do?*

A: Please send a request to Marie ([marie.mcleod@eatg.org](mailto:marie.mcleod@eatg.org)), stating your reason(s) for not being able to pay e.g. you have no income or if you are in an economically challenging situation. She will then forward your request to the BoD, who decide to can waive the membership fee for that period.

## SUSTAINABLE EVENTS GUIDELINES

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*Respect to sustainability is respect to the world*

### HOTEL AND VENUE

Significant points:

- easily reachable by walking and/or public transport
- eco-friendly accommodation
- awarded with an eco-label
- pursues a policy of corporate social responsibility (CSR)
- if hotel and venue are different, then they should be preferably within the walking distance or short direct ride by public transport
- when possible, work with locally owned hotels to support local economy and provide guests with local charm
- products available in the hotel: are they organic, local (to reduce emissions for transport of products and support local producers), sustainable, and/or Fairtrade?
- waste management system in place
- availability of space to store/park bicycles
- possibility to hold hybrid events (to reduce greenhouse gas emissions and save time and money)

### TRANSPORT AND MOBILITY

Significant points:

- prioritise environmentally-friendly transport (train instead of plane, usage of public transport, bike, etc.)
- welcome taxi-sharing
- carbon footprint reduction: money equivalent to the emissions produced will help to finance ecological projects

### CATERING

Significant points:

- choose sustainable or Fairtrade | Bio food, local and seasonal products
- preference of glass over plastic bottles
- avoid food waste (tell participants that it is important for them to confirm their attendance in order to avoid waste and money spending, strive to agree on the final number of participants at the latest moment)
- favour biodegradable and compostable utensils plates and cutlery
- check possibility to donate unused food for local food-banks and distributing it to people in need

## WASTE MANAGEMENT

Significant points:

- where possible, avoid paper and plastic items for the communication material & invitations (e.g. avoid usage of badges)
- minimise printed material (e.g. double-sided printing, materials available virtually e.g. on Dropbox etc.)
- use recyclable paper
- avoid ordering more food and drinks than needed (see previous list)
- reuse conference material and buy sustainable material
- ask participants to sort, recycle and compost any waste in accordance with local rules
- minimise promotional material (bags and other gifts) and choose products made with sustainable materials or from social projects
- retrieve the material from your conferences after the event in order to reuse it or redistribute it to a charity.

## LEISURE AND TEAM BUILDING

Possible activities:

- sustainable cooking
- local beers tasting

## CONTACT

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Pieter Vanholder, Executive Director: [pieter.vanholder@eatg.org](mailto:pieter.vanholder@eatg.org)

Marie McLeod, Finance & HR Manager: [marie.mcleod@eatg.org](mailto:marie.mcleod@eatg.org)

Nora Tillich, Accounts Assistant: [leonora.tillich@eatg.org](mailto:leonora.tillich@eatg.org)

Nadiia Gaidak, Events Coordinator: [events@eatg.org](mailto:events@eatg.org)

To submit invoices or forms: [invoice@eatg.org](mailto:invoice@eatg.org)

Postal address office

**European AIDS Treatment Group  
Interoffices - Avenue des Arts 56-4c  
1000 Brussels, Belgium**

## TEMPLATES AND TUTORIALS

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<http://www.eatg.org/finance-and-travel-manual-and-related-forms-and-tutorials/>

European AIDS Treatment Group (EATG)

**Telephone** +322 626 96 40

**Twitter** @EATGx

**Secretariat :**

Interoffices | Avenue des Arts 56 -4c,

1000 Brussels, Belgium

**[www.eatg.org](http://www.eatg.org)**

Mettmanner Str. 24-26, 40233 Dusseldorf, Germany |

German Charity no. VR8542 | Belgian reg. no.

0877.686.583