



IAS – the International AIDS Society

Bylaws of 19 July 2021¹

Article 1 - Name

The association shall be called IAS – the International AIDS Society – and is hereafter referred to as “the IAS”. The IAS is an independent, not-for-profit association within the meaning of Articles 60 *et seq* of the Swiss Civil Code.

Article 2 – Life

The IAS shall have unlimited life beginning from the date on which it was formed and registered, subject to the provisions of Article 14.

Article 3 – Headquarters

The IAS Headquarters, with a permanent IAS Secretariat for appropriate administrative assistance, shall be in the Canton of Geneva, Switzerland. It may be transferred upon the proposal of the IAS Executive Board and the approval of the IAS Governing Council.

Article 4 – Mission, vision and what we do

4.1 Mission

The IAS leads collective action on every front of the global HIV response through its membership base, scientific authority and convening power.

Members include professionals from all disciplines and sectors (including from the public, private, non-governmental and academic sectors), most notably researchers, clinicians, nurses,

¹ These revised bylaws were endorsed by the majority of the IAS Members voting by restricted proxy, and present and voting at the IAS General Members’ Meeting in conjunction with IAS 2021 – the 11th IAS Conference on HIV Science – held virtually on 19 July 2021, in accordance with the COVID-19 Ordinance 3 special regime, after having been proposed by the Executive Board, and approved by the Governing Council and the proposal distributed to the IAS Members.

A prior version of the bylaws was endorsed at the IAS General Members’ Meeting in Mexico City, Mexico, on 23 July 2019, after being proposed by the Executive Committee and approved by the Governing Council and the proposal distributed to IAS Members.



educators, social service providers, healthcare providers, advocates, media practitioners and policy and programme planners. Through the strength of its membership base, the IAS is a representative voice for progressive change in the response to HIV.

4.2 Vision

To end the global HIV epidemic.

4.3 What we do

Working with its members, the IAS advocates and drives urgent action to reduce the impact of HIV. The IAS is the steward of the world's most prestigious HIV conferences: the International AIDS Conference; the IAS Conference on HIV Science; and the HIV Research for Prevention Conference.

Article 5 – Activities

The IAS may *inter alia* pursue the following activities:

- 5.1 To contribute to scaling up prevention, treatment, care, mitigation of impact and management of HIV throughout the world in cooperation with: national and regional AIDS societies; the Joint United Nations Programme on HIV/AIDS (UNAIDS) and its co-sponsoring agencies, notably the World Health Organization (WHO); the Global Fund to Fight AIDS, Tuberculosis and Malaria; and other leading international AIDS organizations, including non-governmental organizations.
- 5.2 To increase knowledge and skills and foster creative solutions to challenges in the response to HIV through dialogue and debate.
- 5.3 To address critical challenges in the HIV response and support professional development of the HIV workforce by organizing international conferences and specialized forums on HIV and by strengthening the regional impact of conferences on AIDS.
- 5.4 To advocate, on behalf of our membership of HIV professionals, for implementation of effective, evidence-based HIV prevention, treatment and care programmes and policies to enhance the global response to HIV and to keep HIV high on the global agenda.
- 5.5 To encourage implementation of evidence-based laws, policies and programmes to address the impact of AIDS on the health and human rights of individuals, families, communities and societies.
- 5.6 To advance understanding of the links between HIV programmes, broader health system strengthening and development-related activities.
- 5.7 To strengthen research capacity, identify research priorities across all disciplines and advocate to address them.
- 5.8 To promote research as a critical component of the global response to HIV.



- 5.9 To foster high-quality, innovative research across disciplines to help strengthen research capacity.
- 5.10 To solicit, receive and manage funds for supporting IAS activities in the response to HIV.
- 5.11 To serve as a central networking registry of individuals professionally involved in HIV research, programming and policy, connecting them to one another and engaging them in advancing the implementation of an evidence-based response.
- 5.12 To represent HIV professionals as an independent voice of reason in AIDS controversies to counteract discrimination and promote the ethical aspects of research and interventions.
- 5.13 No substantial part of the activities of the IAS shall be the carrying on of propaganda, or otherwise attempting, to influence US legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or the corresponding provision of any future US federal tax law. The IAS shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Article 6 – Membership

- 6.1 The IAS consists of individual members (individually, an “IAS Member” and collectively, the “IAS Members”).
- 6.2 Persons professionally engaged in activities related to HIV may become IAS Members by signing up on the IAS website and paying their membership dues, by including an IAS membership when registering for one of the IAS conferences, or, at the IAS’s discretion, by any other means as may be set forth in the IAS internal rules and regulations. A person is deemed to be a member from the day on which their membership dues have been paid.
- 6.3 Persons may be recommended as IAS Honorary Members owing to their special contribution to the response to HIV after a favourable vote by the IAS Governing Council. This is to be considered a high honour and shall be kept to a minimum number. IAS Honorary Members have the same privileges and rights as other IAS Members, but are not obliged to pay annual dues.
- 6.4 Membership shall be automatically revoked if dues are not paid.
- 6.5 Membership may also be terminated without indication of reasons, by the recommendation of the IAS Executive Board and approval of the IAS Governing Council, and the member so notified. In cases where the IAS Member is also a member of the Governing Council and/or the Executive Board, the termination of the membership will also result in exclusion from the Governing Council and/or the Executive Board. The individual whose membership is to be terminated shall no longer take part in the decision making of the Governing Council and/or the Executive Board.



- 6.6 IAS Members may terminate their membership at any time by written notice to the IAS Secretariat. Membership dues remain payable until the end of the corresponding term.

Article 7 – Finances

- 7.1 The IAS is a not-for-profit association, organized exclusively for charitable, scientific and/or educational purposes. No part of the net earnings of the IAS shall inure to the benefit of, or be distributable to, its members or any director, officer or other private person, except that the IAS is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
- 7.2 Dues and other levies of IAS Members shall be determined by the IAS Governing Council upon proposal by the IAS Executive Board.
- 7.3 The IAS is empowered to raise funds from external sources (including, without limitation, through donations, sponsorships, fundraising, membership dues, revenues generated by events or any other resources) to achieve the purpose of the IAS.
- 7.4 Any funds raised from external sources for IAS activities, including conferences, shall be reinvested in IAS activities, including strategic reserve funds.
- 7.5 The Executive Board has the competence to issue an investment policy to achieve the goals of the association.

Article 8 – Governance:

IAS General Members' Meeting, Governing Council, Executive Board, officers, Executive Director

IAS General Members' Meeting

- 8.1 The IAS General Members' Meeting is the supreme authority of the IAS within the meaning of Article 64 of the Swiss Civil Code.

The General Members' Meeting has, in particular, the following functions and power:

- Approval of the annual audited accounts
- Appointment and removal of the External Auditors
- Appointment and removal of the members of the Governing Council
- Approval and modification of the IAS Bylaws
- Release of the members of the Governing Council and of the Executive Board from their liability
- Dissolution and liquidation of the association
- Any other decision reserved to the General Members' Meeting by applicable law or by these bylaws, or which are presented to it by the Governing Council and/or the Executive Board.



- 8.2 The IAS Governing Council shall convene the ordinary General Members' Meeting once a year. The General Members' Meeting may be held in person, by telephone or by videoconference. The General Members' Meeting passes resolutions by the simple majority of the votes present or represented unless otherwise provided by these bylaws and except for the appointment and/or removal of the members of the Governing Council, which shall follow the provisions set forth in the IAS internal rules and regulations.
- 8.3 The Governing Council shall set the agenda for the General Members' Meeting.
- 8.4 An extraordinary General Members' Meeting may be called at any time at the request of the majority of the Governing Council or at the request of one-fifth of the IAS Members. An extraordinary General Members' Meeting may be held in person, by telephone or by videoconference. Decisions shall be taken by a simple majority of the votes present or represented.
- 8.5 An ordinary or extraordinary General Members' Meeting shall be called at least one month before the proposed date of the meeting.
- 8.6 Unless otherwise provided by these bylaws, the decisions taken at a General Members' Meeting (ordinary or extraordinary) shall not be subject to quorum requirements. Any decision taken at a General Members' Meeting on (i) the approval and modification of the IAS Bylaws and/or (ii) the dissolution and liquidation of the association shall be subject to a quorum of 1,000 IAS Members, or 10% of all IAS Members (whichever is lower). This quorum shall be calculated as the sum of the IAS Members present or represented at the General Members' Meeting. With respect to decisions related to amendments of the IAS Bylaws or the dissolution of the IAS, this quorum shall include at least 50% of IAS Members who have been members for at least one year.

IAS Governing Council

- 8.7 The IAS Governing Council shall be the thought leadership body of the IAS as per the IAS Governing Council Terms of Reference and shall decide on all matters that are not assigned to the General Members' Meeting. In particular, the tasks of the Governing Council are to:
- Approve policies proposed by the Executive Board of the IAS.
 - Ensure compliance with the IAS Bylaws and the IAS internal rules and regulations.
 - Review the annual audited accounts from the External Auditors and propose its approval to the General Members' Meeting (it being specified that such proposal shall not be required for a vote to take place at a General Members' Meeting).
 - Oversee compliance with the election procedures.
 - Guide and contribute to the thematic work of the IAS.
 - Appoint the non-officer members of the IAS Executive Board.
 - Upon proposal by the Executive Board or on its own initiative, propose amendments of the IAS Bylaws or the dissolution of the IAS to the General Members' Meeting (it being specified that such proposal shall not be required for a vote to take place at a General Members' Meeting).



The Governing Council shall meet at least once each year. Meetings of the Governing Council may be held in person, by telephone or by videoconference.

- 8.8 The Treasurer shall report on the financial management of the IAS to the Governing Council and the Executive Board.
- 8.9 The Governing Council shall consist of 20 elected members and three officers (the President, President-Elect and Treasurer) plus non-voting members. The IAS membership in the following five geographic zones shall elect four members from each zone, making up a total of 20 Governing Council members: 1) United States and Canada; 2) Europe; 3) Africa; 4) Latin America and the Caribbean; and 5) Asia and the Pacific Islands. The non-voting Governing Council members are the Immediate Past President, who continues serving for two years as a non-voting member of the Governing Council at the end of their presidency, and the Executive Director.
- 8.10 The term of office of the Governing Council shall start and end at the closing ceremony of the biennial International AIDS Conference or, in the absence of such biennial International AIDS Conference, by 30 September of each even-numbered year.
- 8.11 A member's term of office on the Governing Council shall be four years or until a successor is elected. Staggered elections shall occur every two years to ensure continuity. The newly elected members shall be announced at the General Members' Meeting. A member may be re-elected once for a consecutive term. After a period of at least four years' absence from the Governing Council, an IAS Member may stand again for the Governing Council. The maximum time as a voting member on the Governing Council should not exceed 12 years, including time served as an elected officer of the Executive Board.
- 8.12 Any member of the Governing Council and/or the Executive Board who misses two consecutive meetings of the Governing Council and/or the Executive Board without a written justification acceptable to the Executive Board shall be deemed to be excluded from the Governing Council (and the Executive Board, if applicable).
- 8.13 With the exception of the Executive Director, members of the Governing Council and officials of other committees and/or working groups cannot receive remuneration of any kind in exchange for the duties with which they are entrusted. Compensation for travel and costs associated with official business may be provided to Governing Council members.
- 8.14 The President shall convene an annual meeting of the Governing Council. A quorum of the Governing Council shall be one-half of the membership. Decisions shall be taken by a majority of votes of the present members; if the votes are split, the President shall have a casting vote.
- 8.15 An extraordinary meeting of the Governing Council may be called at any time at the request of the Executive Board or at the request of two-thirds of the Governing Council members. A quorum of the Governing Council shall be one-half of the membership.



Decisions shall be taken by a majority of votes of the present members; if the votes are split, the President shall have a casting vote.

- 8.16 The IAS Bylaws shall govern all Governing Council activities. All activities of the Governing Council members shall be consistent with the IAS Bylaws and the IAS internal rules and regulations.

IAS Executive Board

- 8.17 The role of the IAS Executive Board is to act on behalf of the IAS Governing Council as per the IAS Executive Board Terms of Reference and provide effective oversight and review of the IAS's operations, risks and finances between Governing Council meetings. The Executive Board shall also review and appraise the performance of the Executive Director and approve the annual plan and budget. The Executive Board may propose amendments of the IAS Bylaws or the dissolution of the IAS to the Governing Council for proposal to the General Members' Meeting.
- 8.18 The Executive Board shall consist of eight individuals, including the three officers (the President, President-Elect and Treasurer), three appointed individuals with specific competencies relevant for the IAS as defined in the IAS internal rules and regulations, and two non-voting members (the Immediate Past President and the Executive Director). The three appointed individuals shall be selected by and from within the Governing Council via a separate voting process. They shall be co-opted from within the membership and/or external to the IAS should the candidate pool be insufficient to fulfil the required competencies as determined by the Governing Council. A quorum of the Executive Board shall be one-half of the voting membership. Decisions shall be taken by a majority of votes of the present members; if the votes are split, the President shall have a casting vote. The President may also invite other Governing Council members to Executive Board meetings to participate in discussions of matters within their specific competence.
- 8.19 The election of the Executive Board shall occur immediately after the election of the Governing Council.
- 8.20 The term of office of the Executive Board shall start at the election of the Executive Board and end at the closing ceremony of the biennial International AIDS Conference, or in the absence of such biennial International AIDS Conference, by 30 September of each even-numbered year. The term of office for a member of the Executive Board who is not an officer shall be two years or until a successor is elected. A non-officer member of the Executive Board may be re-elected twice for a consecutive term. After a period of at least two years' absence from the Executive Board, the non-officer member may stand again for Executive Board.
- 8.21 The Executive Board meetings shall be convened by the President at least six times annually. The Executive Board meetings may be held in person, by telephone or by videoconference.
- 8.22 The Executive Board shall be accountable to the Governing Council.



- 8.23 The IAS Bylaws shall govern all Executive Board activities. All activities of the Executive Board members shall be consistent with the IAS Bylaws and the IAS internal rules and regulations.

Officers

- 8.24 The officers of the IAS are the President, President-Elect and Treasurer. The President-Elect and Treasurer are elected from among and by the Governing Council. The President-Elect automatically assumes the position of President for two years after serving as President-Elect for two years.
- 8.25 The election of the officers by the Governing Council shall occur every two years just prior to the election of the new Governing Council.
- 8.26 The Treasurer shall be elected for two years initially, renewable for a further two years.
- 8.27 The President shall represent the IAS. The President's duties shall include: presiding over the meetings of the Executive Board and Governing Council; calling extraordinary General Members' Meetings as necessary; appointing members of committees; direct supervision of the Executive Director; and presentation of honours and awards. The President is empowered to take urgent measures between Governing Council meetings with the approval of the majority of the Executive Board.
- 8.28 The President-Elect shall be designated as acting President until the end of the term of office should the President be incapacitated or their office vacated.
- 8.29 The Treasurer, working with the Executive Director and senior staff responsible for finance, shall maintain an overview of the financial situation of the IAS on behalf of the Executive Board.

IAS Executive Director

- 8.30 The IAS Executive Director shall be a non-voting member of the Governing Council and the Executive Board. The Executive Director shall be appointed by the Executive Board and confirmed by the Governing Council.
- 8.31 The Executive Director shall be the head of the permanent Secretariat at IAS Headquarters.

Article 9 – External Auditors

- 9.1 The General Members' Meeting shall appoint a reputable firm of independent auditors (the "External Auditors") to conduct an annual audit of the accounts of the IAS. The External Auditors shall deliver a written report of the audit findings to the General Members' Meeting within six months of each accounting year-end. The commercial year runs from 1 January to 31 December.



- 9.2 A financial report of the IAS shall be given at an annual meeting of the Governing Council and at the ordinary General Members' Meeting of the IAS.

Article 10 – Committees

- 10.1 The IAS Governing Council can have supporting committees, including at least the standing Nomination and Election Committee. Any committees shall consist of Governing Council members appointed by the President, as recommended by the Governing Council. The purpose of each committee shall be determined by the Governing Council and shall be defined in the IAS internal rules and regulations. The committee activities shall be subject to review by the Governing Council.
- 10.2 The IAS Executive Board shall have supporting committees, including at least the standing Governance and Membership Committee and the Finance Committee. Any committees shall consist of Executive Board or Governing Council members appointed by the President. The purpose of each committee shall be determined by the Executive Board and shall be defined in the IAS internal rules and regulations. The committee activities shall be subject to review by the Executive Board.
- 10.3 The IAS Secretariat shall support the work of the committees.

Article 11 – Thematic working groups

- 11.1 The Governing Council can form thematic working groups that advance the IAS strategy to support its role as the thought leadership body.
- 11.2 The purpose of each thematic working group shall be determined by the Governing Council and shall be defined in the IAS internal rules and regulations. The activities of the thematic working groups shall be subject to review by the Governing Council.
- 11.3 The IAS Secretariat shall support the work of the thematic working groups.

Article 12 – IAS internal rules and regulations

A list of rules and regulations shall be commissioned by the Executive Board and approved by the Governing Council. IAS internal rules and regulations are intended to lay down various points not provided by these bylaws, in particular, points related to the elections and the administration of the IAS.

Article 13 – Amendments

The provisions of the IAS Bylaws may be amended, unless otherwise stated, by a majority of the IAS Members present or represented at an ordinary or extraordinary General Members' Meeting, voting in favour of amendments proposed by the Executive Board and approved by the Governing Council. A letter or other message shall be dispatched to each IAS Member with a known email address at least one month before amendments are proposed to be voted upon,



and such letter or message shall set out the general scope of the proposed amendments. The amended IAS Bylaws shall take effect at the end of the General Members' Meeting.

Article 14 – Dissolution and liquidation

- 14.1 Dissolution of the IAS shall require a resolution to be passed by a majority of two-thirds of the IAS Members present or represented at an ordinary or extraordinary General Members' Meeting. The ordinary or extraordinary General Members' Meeting shall appoint one or several receivers in order to proceed to the liquidation of the IAS.
- 14.2 Any profits arising from liquidation shall be assigned to one or several other public organizations or organizations benefiting from a tax exemption and having a similar purpose approved by the ordinary or extraordinary General Members' Meeting. This Article 14.2 may not be amended.

Article 15 – Final provisions

15.1 Liability of the IAS and of its members

The IAS is liable for its own commitments only, to the exclusion of those of its members. Individual IAS Members are liable to the IAS for the payment of their membership dues and, as applicable, of such other levies determined in a separate resolution by the Governing Council pursuant to Article 7.2.

15.2 Applicable law

The laws of Switzerland and in particular the Swiss Civil Code, Articles 60 *et seq*, shall apply to any matter not covered by the provisions of these bylaws.

15.3 Language

These bylaws are made in French and in English. In case of discrepancy, the French version shall prevail.

15.4 Registration

The IAS shall be registered at the Registry of Commerce of the Canton of Geneva.