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The undersigned,
Dennis Henricus Wilhelmus Melgers, LL.M.,
civil law notary, officiating at Amsterdam,
declares that the below document contains a fair English
translation of the articles of association of the
foundation **Stichting TB Europe Coalition**
with official seat in Amsterdam, after incorporation
by notarial deed, executed on December 8, 2017
before the undersigned.

In this translation an attempt has been made to be
as literal as possible without jeopardizing the overall
continuity.
Inevitably, differences may occur in translation, and
if so the Dutch text shall be legally binding.

Amsterdam, December 8, 2017



INCORPORATION of FOUNDATION

On this day, the eighth of December two thousand seventeen, there appeared before me, Dennis Henricus Wilhelmus Melgers, LL.M., civil-law notary in Amsterdam:

Ms. Lydia Cynthia Helder, born in Paramaribo, Suriname on the twenty-sixth day of March nineteen hundred and sixty-five, employed and domicile chosen at the office of me, civil-law notary, 1017 ZP Amsterdam, Westeinde 24;

acting as agent authorized in writing of:

1. Ms. Fanny Voitzwinkler, born in Colmar, France, on the ninth day of November nineteen hundred eighty-five, identifying herself with her French identity card, number 1502BRU00664, residing at 1050 Brussels (Belgium), 40, Rue du Prévot, not married, not a registered partner;
2. Mr. Paul John Sommerfeld, born in Beaconsfield, United Kingdom, on the fourteenth day of April nineteen hundred forty-four, identifying himself with his British passport, number 528791550, residing at London NW10 3HL (United Kingdom), 22 Tiverton Road, married.

hereinafter jointly referred to as: the "Incorporator".

The person appearing, acting as mentioned, declared that the Incorporator hereby incorporates a foundation to be governed by the following

Articles.

Article 1.

Definitions of concepts.

The concepts used in these articles of association are defined below:

- *Annual Accounts:*
the balance sheet and the profit and loss account of any financial year of the Foundation;
- *Articles:*
the articles of the Foundation as they will read from time to time;
- *Executive Committee:*
the executive committee of the Foundation.
- *Foundation:*
the legal entity to which the Articles appertain;
- *In Writing:*
by letter, by telecopy, by e-mail or by message which is transmitted via any other current means of communication and which can be received electronically or in the written form, provided that the identity of the sender can be sufficiently established;
- *Board:*

- the board of the Foundation;
- *Oversight Advisory Committee:*
 - the oversight advisory committee of the Foundation, hereinafter also named: "OAC".

Article 2.

Name and official seat.

1. The name of the Foundation is: **Stichting TB Europe Coalition**.
The Foundation may use the name "TB Europe Coalition" or "TBEC" for day-to-day purposes.
2. The Foundation has its official seat in the municipality of Amsterdam.

Article 3.

Objectives.

1. The objectives of the Foundation are:
 - a. to further the achievement of a World free of tuberculosis (TB) and support community, humanitarian, social, health promotion, medical and scientific activities throughout the World and especially within Europe and Central Asia (The European region of the World Health Organisation) for the care, relief and rehabilitation of persons affected by tuberculosis and related medical and social conditions, and for the prevention and management of that disease;
 - b. as also to accept bequests with the benefit of inventory; and to perform all such further acts and activities as are in the widest sense connected therewith, incidental thereto and/or which may be conducive thereto.
2. The Foundation shall make every effort inter alia to attain and accomplish its objectives by:
 - being a regional civil society network bringing together both individuals and organisations from across the region in order to strengthen the role of civil society within the regional response to TB, health and well-being and to increase the political and financial commitment required to effectively manage the epidemic; and
 - collaborating with medical, governmental, private and civil society bodies of all types.
3. The Foundation does not have the objective to make profits.

Article 4.

Funds and means.

1. The funds and means of the Foundation will be formed and created from:
 - a. subsidies and other contributions;
 - b. gifts, bequests and legacies;
 - c. all other acquisitions and gains.
2. The Foundation may accept bequests only with the benefit of inventory.

Article 5.

Board.

1. The Board shall consist of an odd number of not less than three (3) members (except for the first Board as appointed by incorporation of the Foundation which may consist of two members until that Board resolves to apply the minimum of three members), whose exact number is to be determined by the Board from time to time and shall be appointed the first time by (means of) the present deed. Only natural persons may be appointed as Board members.
2. a. There shall be a Chairperson of the Board and the Board may further create additional Board Officer posts such as vice chairperson, secretary and treasurer. The Board determines which Board members shall perform each of such officer positions. In deviation of the provisions of the preceding sentence the first Board members are appointed in office by (means of) the present deed.
If the positions of secretary and treasurer are in place, they may be held by one person. If the Board consists of one member this member shall hold the positions of chairperson and if applicable secretary and treasurer.
The Board shall review both which officer posts are required and the appointments to all officer posts at least once each calendar year.
- b. The Board may resolve to appoint an Executive Committee, the members of which shall be Board members.
The Executive Committee shall oversee implementation of the policy and governance of the Foundation and shall as such give account of its activities to the Board. The stipulations of article 2.a. and article 6. mutatis mutandis apply to the Executive Committee.
3. The Board members shall retire in accordance with a schedule of retirement drawn up by the Board, with observance of a period of office of three years.
4. Board members appointed to interim vacancies shall take the place of their predecessors on the schedule of retirement.
Retiring Board members shall be eligible for reappointment for a maximum of three consecutive terms in total after which there must be a gap of at least one term before a person is again eligible.
5. If one or more vacancies are created on the Board the Board shall fill it or them by the appointment of one or more successor(s) within three months after the creation of the vacancy or vacancies.
6. Should the Board have one or more vacancies then the remaining Board members or the sole remaining Board member shall nevertheless remain a lawful Board.
7. Should at any time all the Board members be lacking before the vacancy/vacancies created has/have been filled, they shall be filled by

the court on request of any interested party or on demand of the public prosecutor's office.

Article 6.

Meetings of the Board and resolutions of the Board.

1. The meetings of the Board shall be held at the places from time to time to be determined and designated by the Board.
2. One meeting shall be held at least every calendar quarter.
3. Furthermore, meetings shall be held whenever the chairperson deems the holding thereof desirable or if one of the other Board members makes a request In Writing to that effect to the chairperson, at the same time specifying the items of business to be discussed and considered at such a meeting.
Should the chairperson fail to comply with such a request in a way that the meeting can be held within three weeks of receipt the said request, the applicant shall be entitled to convene a meeting, with due observance of the formalities required.
4. At least seven days' previous notice of any such meeting shall be given by the chairperson In Writing - subject to and with due observance of the provisions laid down in paragraph 3 of this article -, excluding the day on which notice of meeting is given and the day designated for the meeting.
5. The convening notices shall - in addition to place, date and hour of the meeting - state and specify the items of business to be discussed and considered thereat.
6. Meetings of the Board may also be held by means of telephone or video conferences or by any other means of communication, provided that every participating member of the Board can be heard by all the others simultaneously.
7. If the regulations and requirements given and made by the Articles for the convening and holding of meetings have not been duly observed and complied with, valid resolutions may nevertheless be tabled and passed at a meeting of the Board on all items of business that are brought up for discussion thereat, provided always that at the meeting of the Board concerned all the Board members are present or represented and provided that the resolutions to take additional items are taken by unanimous vote.
8. The meetings shall be presided over by the chairperson of the Board; if the latter is absent, the meeting itself shall designate its chairperson.
9. Minutes of the business transacted at the meetings shall be taken by the secretary or by one of the other persons present to be invited and designated for that purpose by the chairperson of the meeting.
The minutes shall be confirmed at the next meeting and shall in witness thereof be signed by the chairperson of that meeting.
10. The Board may pass valid resolutions at the meeting only if the

majority of its members from time to time is present or represented at the meeting.

A Board member may cause to be represented at the meeting by a fellow Board member upon production of a written power of attorney, which is in a form being satisfactory to the chairperson of the meeting. In this connection a Board member can act as attorney for only one fellow Board member.

The Board may pass resolutions without holding a meeting, provided that all the Board members have cast their votes In Writing.

The provisions in the preceding sentence also apply to resolutions to amend the Articles or to dissolve the Foundation.

For decision making without holding a meeting the same majorities apply as for decision making in a meeting.

A report of a resolution passed without holding a meeting shall be drawn up by the secretary, upon adding the votes cast, which report shall be added to the minutes after it has been countersigned by the chairperson.

11. Each Board member shall be entitled to cast one vote.

To the extent that the Articles prescribe no larger majority, all resolutions of the Board shall be passed by absolute majority of the valid votes cast.

If the votes are tied, the chairperson will have an additional casting vote.

12. All votes at the meeting shall be oral, unless the chairperson deems a vote by ballot desirable or one of the persons present at the meeting and entitled to vote so demands a ballot before the vote is taken.

Votes by ballot shall be taken by means of unsigned, folded ballot-papers.

13. Blank votes shall be regarded as not having been cast.

14. In all disputes about votes not provided for in and by the Articles the chairperson shall have the final decision.

15. Board members must indicate to the chairperson of the Board, whenever they consider that, regarding a matter under consideration, they might be in a position of conflict of interest between the interests of the Foundation and those due to financial, organisational or personal affiliations and holdings outside the Foundation. The chairperson will determine whether there is a sufficient potential conflict of interest to merit concern. In the event that there is, the Board member involved shall withdraw from discussion and shall not vote in the decision-making process on that matter.

Article 7.

Powers of the Board and remunerations.

1. The Board shall be vested with the conduct and management of the business and the affairs of the Foundation.

2. The Board shall not have the power to resolve that the Foundation enters into agreements for the acquisition, alienation, encumbrance and disposal of registered real estate and enters into agreements, under and in pursuance of which the Foundation binds itself as surety or severally liable co-debtor, to answer for a third party/person or to give security for binding itself for a debt of another party or person, unless the relevant resolution will be passed by a majority of at least three quarters of the votes cast at a meeting, at which all the Board members are present or represented.
3. Board members shall receive no remuneration for their service but shall be entitled to re-imbusement of expenses incurred in connection with their duties as Board members.

Article 8.

Representation.

1. The Foundation shall be represented by the Board, in so far as not otherwise provided for by law.
Furthermore, the Foundation may be represented by at least two members of the Executive Committee acting jointly or by two Board members acting jointly.
2. The Board may grant to and confer upon other persons powers of attorney for the representation of the Foundation at law and otherwise within the limits defined in those powers of attorney.

Article 9.

Termination of membership of the Board.

Membership of the Board shall terminate by:

- the death of a Board member;
- loss of the right to dispose of their assets;
- written resignation;
- dismissal by virtue of article 2:298 of the Dutch Civil Code;
- a resolution passed by the Board;
- retirement by rotation;
- appointment as member of the OAC.

Article 10.

Composition of the Oversight Advisory Committee and appointment of members and tasks and powers.

1. The Board may resolve to appoint an Oversight Advisory Committee consisting of one or more natural persons.
2. The Board shall determine the number of OAC members.
3. The Board shall appoint the OAC members and shall always be empowered to suspend or dismiss any OAC member.
In the event of a recommendation or nomination to appoint an OAC member the candidate member's name, surname, organisation if applicable, positions, country, expertise, interests, and contact details in so far as they are relevant in connection with the performance of the

task of an OAC member, shall be communicated.

The recommendation and nomination for appointment or reappointment shall be given with reasons.

In the event of reappointment account shall be taken of the manner in which the candidate has fulfilled their task as an OAC member.

4. No remuneration can be granted to OAC members.
Expenses shall be compensated to the OAC members on presentation of documentary evidence.
5. It shall be the task of the OAC to - either upon request or not - provide advice to the Board on matters of strategy, policy and finance.
In the performance of their task the OAC members shall be guided by the interest of the Foundation.
6. The Board shall supply all information concerning the business of the Foundation to every OAC member who should desire it.
The OAC shall be empowered to inspect all books, documents and correspondence of the Foundation and to take cognizance of all the acts that have been performed.
Every OAC member shall have access to all the buildings and sites used by the Foundation.
7. In the performance of its task the OAC may be assisted by experts for account of the Foundation.
8. If the OAC consists of more than one member, the OAC may appoint one of them as chairperson.
9. The OAC members shall be appointed for a period of three years and shall be unlimitedly eligible for reappointment after their resignation for consecutive periods of three years.
They shall resign in accordance with a schedule of resignation to be prepared by the Board.
At the time of first appointing members to the OAC, the Board may allocate initial terms of only one or two years to some members in order to arrive at a staggered schedule of retirement.
10. If as a result of any circumstances one or more OAC members should be lacking, the remaining OAC members shall form a competent body, as long as at least one OAC member is in office, until the next meeting of the Board, which shall then fill the vacancy/vacancies or determine that it/they shall not be filled.
11. If there is only one OAC member, this member shall have all powers granted to shall be subject to all obligations imposed on the OAC and its chairperson by the Articles.

Article 11.

Meetings of the Oversight Advisory Committee and resolutions of the Oversight Advisory Committee.

1. The OAC shall meet at least once per calendar year or as often as the majority of its members or the chairperson – if appointed – deems this

necessary.

The call shall be made - with mention of all the points to be discussed - by the chairperson of the OAC and, in the event of the absence or prevention of the chairperson, by one of the other OAC members with observance of a convening period of at least eight days.

The OAC members may be represented by another member of the OAC by means of a written proxy.

Meetings of the OAC may also be held by means of telephone or video conferences or by any other means of communication, provided that every participating member of the OAC can be heard by all the others simultaneously.

On request the Board members shall attend the meetings of the OAC; they shall then act in an advisory capacity.

2. The OAC may also pass resolutions without a meeting, provided that this is done in Writing, all the OAC members have been informed of the resolution to be passed and none of them opposes this method of passing resolutions.

3. The OAC shall pass resolutions, both at and without a meeting, by an absolute majority of the votes of all the OAC members participating in the meeting or vote.

If the votes are tied, the vote of the chairperson of the OAC shall be decisive; if no chairperson of the OAC has been designated, no resolution shall be passed.

4. Meetings of the OAC shall be chaired by the chairperson of the OAC. If no chairperson of the OAC has been designated or if the chairperson of the OAC is absent, the meeting shall designate its own chairperson. Until that time the oldest member of the OAC by age present at the meeting shall be entrusted with chairing the meeting.

The chairperson of the meeting shall designate one of the OAC members present or, if admitted to the meeting, a person especially invited for the purpose, to keep the minutes of the proceedings at the meeting.

The minutes shall be signed by the chairperson of the relevant meeting.

5. The opinion expressed by the chairperson of the meeting of the OAC about the outcome of a vote and also, in so far as a vote was taken on a proposal not laid down in writing, the opinion about the contents of a resolution passed shall be decisive.

If, however, immediately after the utterance of the opinion referred to in the preceding sentence its correctness is contested, a new vote shall be taken, if the majority of the persons present and entitled to vote or, if the original vote was not taken by poll or by ballot papers, one person present and entitled to vote desires this.

As a result of this new vote the legal consequences of the original vote shall be cancelled.

6. All the minutes of meetings of the OAC and also all resolutions In Writing shall be included in a register of minutes.
7. If the Foundation wishes to evidence any resolution of the OAC, the signing of the document containing the resolution by one member of the OAC shall be enough and that document shall be compelling evidence of the existence of that resolution.
8. OAC members must indicate to the chairperson of the OAC, whenever they consider that, regarding a matter under consideration, they might be in a position of conflict of interest between the interests of the Foundation and those due to financial, organisational or personal affiliations and holdings outside the Foundation. The chairperson will determine whether there is a sufficient potential conflict of interest to merit concern. In the event that there is, the OAC member involved shall withdraw from discussion and shall not vote in the decision-making process on that matter.

Article 12.

Financial year and annual documents.

1. The financial year of the Foundation shall be the calendar year.
On the last day of every financial year the Board shall close the books of the Foundation and prepare from them the Annual Accounts for the ended financial year.
The Annual Accounts shall be adopted by the Board and as proof thereof be signed by all Board members within six months after the end of the financial year and, if the subsidy providers so desire, accompanied by a report of a chartered accountant or an accountant/administrative consultant.
2. The Board is obliged to retain the books, documents and other data carriers referred to in the preceding paragraphs during seven years.
3. The particulars placed on a data carrier, with the exception of the Annual Accounts committed to paper, may be transferred to another data carrier and stored, provided that the transfer is made with the correct and complete representation of the data and these data are available during the entire period of storage and can be made legible within a reasonable period.

Article 13.

Codes of rules or by-laws.

1. The Board shall be empowered to lay down one or more codes of rules or by-laws, regulating those subjects that are not contained in the Articles.
Subject to the provisions in article 6 paragraph 10 the resolution for the purpose must be passed by a majority of at least three fourths of the votes cast at a meeting of the Board.
2. If at a meeting at which a proposal as referred to in paragraph 1 of this article is to be discussed, all Board members are not present or

represented, a second meeting of the Board shall be called, to be held no sooner than seven days but no later than twenty-one days after the first one, at which such a resolution may be passed by a majority of at least three fourths of the votes cast and at which meeting at least the majority of the Board members in office is present or represented.

3. The codes of rules may not be contrary to the law or the Articles.
4. The Board shall always be empowered to amend or abolish the codes of rules.
5. The provisions in the paragraphs 1 and 2 of this article shall apply accordingly to the amendment and abolition of the codes of rules.

Article 14.

Amendment to the Articles.

1. The Board shall be empowered to amend the Articles.
Without prejudice to the provisions of paragraph 10 of article 6 a resolution to that effect must be passed by a majority of at least three quarters of the votes cast at a meeting, at which all the Board members are present or represented.
2. If at a meeting, at which a proposal as referred to in paragraph 1 of this article has been brought up for discussion, not all of the Board members are present or represented, then a second meeting of the Board shall be convened, to be held not earlier than seven days but not later than twenty-one days after the first meeting, at which such a resolution must only be passed by a majority of at least three quarters of the votes cast and provided always that at least a majority of the Board members from time to time is present or represented.
3. Any Board member shall be empowered to expedite execution of the notarial deed embodying the amendment to the Articles.

Article 15.

Dissolution and winding-up.

1. The Board shall have power and authority to dissolve the Foundation.
The provisions laid down in paragraphs 1 and 2 of Article 14 hereof shall apply correspondingly to a resolution tabled to that effect.
2. After its dissolution the Foundation shall continue in existence, in so far as such continuation is necessary for the liquidation and winding-up of its funds and means.
3. The liquidation and winding-up proceedings shall be effected by the Board.
4. The liquidators shall take due care to see that an entry of the Foundation's dissolution is made in the register referred to in article 2:289 of the Dutch Civil Code.
5. During the winding-up proceedings the provisions of the Articles shall as far as possible continue in force.
6. A positive liquidation balance of the dissolved Foundation shall be spent

for the benefit of an organization with ANBI status (*algemeen nut beogende instelling*) with similar objects as the objects of the Foundation or for the benefit of a foreign organization which exclusively or almost exclusively intends the public utility and which has similar objects as the objects of the Foundation.

7. After completion of the winding-up proceedings the books of account, records, vouchers and other data carriers of the dissolved Foundation shall during the period of seven years remain in the custody of the youngest liquidator.

Article 16.

Final provision.

In all cases not provided for by law, nor by the Articles, the Board shall decide.

Article 17.

Transitional provision.

The first financial year of the Foundation shall run up to and including the thirty-first of December two thousand eighteen.

This article will cease to be operative after the first financial year has ended.

Final statement.

Finally, the person appearing declared and said that in giving effect to the provision laid down in paragraph 1 and 2 of article 5 hereof the Board will for the first time consist of two members and that the following persons are appointed the first Board members of the Foundation:

1. Mr. Paul John Sommerfeld, aforementioned, as chairperson;
2. Ms. Fanny Voitzwinkler, aforementioned, as secretary.

The powers of attorney appear from two non-notarial documents, which will be attached to this deed.

The appearer is known to the undersigned civil-law notary and their identity has been ascertained by myself on the strength of the relevant document.

This deed, which was prepared as an original instrument, was executed in Amsterdam on such date as stated in the preamble.

The substance of this deed having been stated and explained to the appearer, the latter declared that they had taken timely cognisance of the contents and did not require same to be read out in full.

Having been subjected to a limited reading, this deed was signed by the appearer and by myself, civil law notary.



BY-LAWS

As adopted unanimously by the Board at its first meeting, on Tuesday, 16th January 2018, under the powers of Article 13 of the Deed of Incorporation.

Article 13.1 stipulates that adoption of and changes to the By-Laws require a 3/4s majority of those participating in the relevant Board meeting. Subject to that requirement, the Board has the right to make changes to the By-Laws at any time.

1. Membership

To better engage with and to support those sharing the aims of TBEC, there shall be a system of membership:

- a) TBEC membership is open and free of charge to both individuals and organisations active within civil society in the WHO Europe Region and working to end the TB epidemic.
- b) To become a member, interested individuals or civil society organisations must contact the TBEC Secretariat and provide the following information:
 - Name, Surname;
 - Organisation if relevant;
 - Country of residence;
 - Email address
 - Areas of expertise;
 - Areas of interest;
- c) Organisations joining as members must provide the name and contact details of one person to act as their representative. It is the responsibility of organisational members to notify TBEC of any change in representative or contact details.

Other individuals belonging to an organisational member are welcome to join but as individual members.

- d) By joining TBEC, members confirm that they share TBEC's values and principles.
- e) Every three years, prior to Board elections, the Secretariat will request members to re-confirm their interest in remaining as members.

2. Rights and Responsibilities of Members

Under Article 7.1 the highest decision-making organ of TBEC is the Board with legal responsibility for the control of TBEC. Members, however, have the right to be candidates and to vote in elections for appointment to the Board. They are also informed and consulted through a variety of routes.

- a) The rights of TBEC members include:
- The right to vote or to be a candidate in TBEC Board elections
 - Access to the TBEC listserve - latest updates on conferences, workshops and funding opportunities;
 - Access to TBEC advocacy materials - newsletter, policy reports and brochures in print and online;
 - Access to TBEC training materials and toolkits including online webinars and country-based workshops;
 - Opportunity to provide input into consultations at regional and international level;
 - Support from the Secretariat in national advocacy and administrative issues;
- b) The responsibilities of TBEC members include:
- Active participation in regional consultations organised by the TBEC on TB issues;
 - Assisting the secretariat as a local contact point in the event of a TBEC advocacy workshop visit;
 - Disseminating information and raising awareness of TBEC activities whenever relevant;
 - Participating in any other relevant TBEC activities;

3. Online Consultation Meetings

At least once a year, the Board will convene a Consultation Meeting in order to present and directly discuss with the membership, key issues relating to TBEC overall strategy, work programme, and processes for engaging and communicating with members.

- These meetings are open to all TBEC members;
- They take place online and are organised by the Secretariat;
- They will normally be organised in two sessions, one in Russian, and one in English.
- The Board is responsible for setting the agenda, which will include space for free exchange of ideas, comments and recommendations by TBEC members.
- The Secretariat will take minutes of Consultation Meetings and publish them on the TBEC website within 21 days of the meeting.
- The Board will take into account the results of Consultation Meetings in developing its annual and multi-annual strategy.

4. Elections

- a) Those persons appointed to the Board shall be those who are successful in an election open to all members of the organisation.

In the event of interim vacancies, the Board may fill them by appointment without an election, and will decide whether or not it is necessary or convenient to hold an election. Article 5.5 stipulates that vacancies must be filled within 3 months of the vacancy occurring.

[**Note:** Article 5.2a specifies that Officer positions (i.e. Chair, Secretary, etc) will be selected by the Board itself from among those who are Board members]

- b) The Board shall prepare detailed procedures for the fair running of elections on the basis of the following framework:
- A call for nominations sent to all members, allowing a reasonable length of time, 2 weeks or more, to respond.

- Members may nominate themselves or other members. In the latter case, the nominator *must* check that the nominee is willing to stand.
- A nominator may not nominate more candidates than the number of vacancies.
- Nominees must be current members of TBEC at the date of close of nominations.
- Article 5.1 specifies that only natural persons may be appointed as Board members. Thus candidates must be either individual members of TBEC or a named representative of an organisational member. The latter, if elected, will sit as individuals, not as their organisation and may not be replaced by that organisation.
- Before deciding to stand as a candidate, individuals should consider whether or not they may be frequently in a conflict of interest as described in Article 6.15 of the Deed.
- An online voting system will be used.
- Each individual member, and each named representative of an organisational member as appointed under By-Law 1c above, has the right to one vote.
- The voting period should begin within two weeks of the close of nominations
- All members must be informed of the candidates and of the procedure for voting.
- At least two weeks must be allowed for members to vote.
- The successful candidates will be those who achieve the highest number of votes up to the number of vacancies to be filled (i.e. 'First past the Post').
- The full results including numbers of votes attained by each candidate will be made known to all members within two weeks of the close of voting.

5. Board Term of Office and Schedule of Retirement

As required under Article 5.3, a schedule of retirement for Board members is set out as follows:

- a) The first election of Board members will take place in early 2018 and all members then elected will have a term of office of three years, starting from the date of announcement of the election results.
- b) Thereafter, an election for the whole Board at the same time, including any appointed to interim vacancies, will take place once every three years.
- c) To allow for practical circumstances, a leeway of 3 months either side of the end-date of the 3-year life of a Board shall be allowed as regards the organisation of elections. The outgoing Board shall remain in office until the new Board has been elected whether that happens early or late within the leeway period.

[Note: Outgoing Board members may stand for re-election, subject to Article 5.4 which specifies that Board members may not serve more than three consecutive terms. After that they must wait the length of one term before being able to stand again]

6. Oversight Advisory Committee (OAC)

In the event that the Board determines to appoint to the OAC an individual who is not a member of TBEC, that individual shall join TBEC on appointment.