INTERNAL RULES

April 15, 2025

Thyroid Federation International
Transpolispark
Siriusdreef 17-27
2132 WT Hoofddorp
The Netherlands
Tax registration: KvK-nummer 93448147
Website: www.thyroid-federation.org
Email: tfi@thyroid-federation.org

These Internal Rules regulate the operation of Thyroid Federation Internal (hereafter referred to as TFI) in conjunction with the Statutes. TFI is registered as an Association in The Netherlands, Tax Registration KvK-nummer 93448147 in 2024. From 1995 to 2009 TFI was registered in Canada and from 2009 to 2024 it was registered in Sweden.

Board members must sign the Internal Rules to acknowledge and fully accept them before assuming their position. Any new member joining the Board is required to sign the applicable Internal Rules at the time of joining, acknowledging and fully accepting them.

ARTICLE I: MEMBERSHIP

SECTION A: GENERAL

TFI is an international non-profit umbrella organization. TFI Members are organizations by thyroid patients and/or for thyroid patients. Membership shall be open to Patient Organizations, as well as Scientific Associations and/or medical personnel aimed at providing evidence-based information about thyroid and related disorders to people with or without thyroid disorders.

SECTION B: FULL MEMBER – Patient Organizations

Full members:

a) Are non-profit and non-governmental.
b) Have a legal status appropriate to their country of origin, with a written constitution and/or bylaws.
c) Are international, regional, national or local organizations, and umbrella groups.
d) Are organizations demonstrating commitment to thyroid patients and the principle of patient-centered and evidence-based healthcare in their guiding statements, such as their vision, mission or organizational objectives and their activities. Typically, the organization's mission responds to the needs of patients in a specific geographical or disease area, supporting and representing them.
e) Provide evidence-based information about thyroid related disorders to people with or without thyroid disorders.

f) Are fully independent. Organizations and/or its representatives can receive grants from government, businesses or industry (e.g. from the pharmaceutical industry).

The right to approve an application for membership of TFI is vested with the Board.

The membership fee is €60,00 / year. The new member must complete the online application form to be considered for acceptance. Low-income countries may make a written request to the Board for a reduced fee.

New members are exempt from payment for 3 years. At the end of the 3-year period, the member must pay the annual membership fee. In the three-year period, the member may make presentations at meetings and have the right to vote during the Annual General Meetings (one vote per member).

SECTION C: CLAIMS

Claims that a member does not apply to these rules can be lodged in writing by other member organizations and by members of ETA, ATA, AOTA and LATS or by one of the Board members during a Board meeting.

Any such claim will be investigated by a committee from the Board existing of the President, the Secretary and one of the other Board members. They hear the complainer, the member and others that can give evidence.

The committee can ask members of ETA, ATA, AOTA and LATS for their opinion.

As a consequence of the investigation the membership can be temporarily withdrawn and a final decision about the membership will be taken by the next General Assembly.

SECTION D: AFFILIATED MEMBER

Organizations such as Scientific Societies and/or medical personnel (e.g. Physicians, Nurses, Nutritionists).

Representatives of Affiliated members may attend the Annual General Meeting but they do not have voting rights. The new member must complete the online application form to be considered for acceptance by the Board.

The membership fee for Scientific Societies is €50/ year.
The membership fee for Medical Personnel is €25 / year.

SECTION E: TERMINATION OF AFFILIATED MEMBERSHIP

Affiliate Membership can be terminated by the member with a written termination sent to the Board which has the right to end membership if it deems inappropriate to the Internal Rules.

SECTION F: HONORARY MEMBER

Honorary members are individuals who are nominated by the Board in recognition of what they have done for TFI and those affected by thyroid disorders.

Honorary members may attend the Annual General Meeting but they do not have voting rights nor do they pay membership fees.

ARTICLE II: GENERAL ASSEMBLY

SECTION A: ANNUAL GENERAL MEETING

The Annual Meeting is a General Meeting of the General Assembly with a fixed Agenda.

The Annual General Meeting will take place in the week before the Annual Meeting of the European Thyroid Association or the International Thyroid Congress unless this period is changed by the General Assembly and at such a place and hour as the Board may designate, with the possibility of organizing it fully or partially digitally.

Fixed items on the Agenda are:

- Endorsement of the Annual Report from the Board
- Endorsement of the audited Financial account
- Strategy and planning for the next year
- Following year membership fee
- Election of the Board to act on its behalf

TFI activities report, the annual financial audited report and budget plan has to be sent to the members one month before the Annual General Meeting.

SECTION B: EXTRAORDINARY MEETINGS

Extraordinary Meetings of the General Assembly may be called by the Board who shall fix the time and place for the meeting, with the possibility of organizing it fully or partially digitally.
The President is obligated to call an Extraordinary Meeting of the organization at the request in writing of twenty per cent of the member organizations with full membership, and that these organizations should originate from at least five different countries or two world regions as defined by the Board.

Written notice of the date, time and place of each extraordinary meeting shall be given to each member at least one month prior to such meeting.

SECTION C: VOTING

Decision making within the General Assembly may involve voting. Decisions will be made by simple majority unless otherwise specified in these Internal Rules.

Only Full members that have paid all the membership fees have the right to cast one vote at the Annual and Extraordinary Meetings of TFI. Such vote may be cast in person by an individual certified by the Executive Board as the member's TFI representative or by written proxy duly executed by or on behalf of such member. The proxy can be established by a written document and can designate:

a) Another individual from the member organization who will attend the Meeting instead of the TFI Representative

OR

b) The TFI Representative from another Full member who is attending the Meeting with the right to vote. No member organization can hold more than three proxies.

The Board may also set up procedures for postal ballots for any matter subject to the approval of the General Assembly.

Unless otherwise specified in the Statutes or these Internal Rules, the quorum is reached when at least half of the members with the right to cast a vote are present or represented by proxy.

Should this quorum not be reached, another Meeting will be scheduled in which the quorum will be reached when at least one quarter of the members with the right to vote are present or represented by proxy.

SECTION D: SECRET BALLOT

All ballots concerning a person or a member must be secret.

This includes termination of membership and elections of the Board.

If a vote is casted in a secret ballot in a visible way, this vote shall not be valid.

ARTICLE III: THE BOARD

SECTION A: BOARD

In accordance with the Statutes, the Board should consist of an odd number of members i.e. President, Vice-President, Secretary, Treasurer and at least 3 Members at large.

The Board is responsible for the ongoing activities of TFI and for:

- Preparation of General Annual and Extraordinary meetings
- Preparation of the yearly budget
- Preparation of yearly and long-term strategy and plan of action
- Organization of working groups
- Representing TFI in international forums like ETA, ATA, AOTA and LATS
- Representing the patient perspective in general
- Approving applications for Full and Affiliated membership and honorary members
- Approving the creation of workgroups

All Board members are expected to participate in one or more of the workgroups and to take part in the policymaking decisions of the Board. They participate in all the meetings of the Board, which can be fully/partially digital, and they make sure they

are accessible and responsive during the rest of the year. Board members who are not in a position to meet the exigencies over an extended period of time should be excused from the Board membership.

When agreeing to serve on the Board, each member must take responsibility towards the organization and will hold a series of fiduciary duties (legal obligations). Specifically, a director is obligated to fulfill three primary fiduciary duties – loyalty, care and obedience. Should a Board member breach their fiduciary duties, e.g. misrepresentation to disclose information, unsuitable investments and/or failure to follow instructions, the Board may take legal action.

SECTION B: EXECUTIVE BOARD

The Executive Board consists of the President, Vice-President, the Secretary and the Treasurer.

The Executive Board is responsible for the day-to-day activities of TFI and for the organization of the General Meetings.

The Executive Board can have separate Executive Board meetings in which decisions can be taken about day-to-day activities and urgent matters. Other Board members will be duly informed.

SECTION C: MEMBERS AT LARGE

Members at large are those Board members that are not part of the Executive Board.

Other than their responsibilities as members of the Board as defined in Section A, Members at large are responsible for the tasks, working groups or special assignments they have accepted from the Board.

SECTION D: END OF BOARD MEMBERSHIP

Other than the situations regulated in Article 7 of the Statutes regarding the end of membership of the Board, as complemented by Section J of this Article, the entire Board can be re-elected each year during the AGM or an individual Board member can step down.

SECTION E: NOMINATIONS

Each Full member can nominate individuals from their organization for election to the Board prior to or during the Annual Meeting.

These individuals should be experienced members of their organization, such as (former) board members and present or former TFI representatives, or similar status.

If proposed prior to the AGM, suggested nominations must be received by the Executive Board at least thirty days prior to it.

SECTION F: ELECTIONS

Board members are elected in their specific capacities by the Annual General Meeting.

SECTION G: BOARD MEETINGS

Board meetings shall be held by means of conference calling or at such time and place as shall be designated therefore by the President as long as they number at least two per year. In addition to this, sufficient meetings to ensure the efficient governing of TFI should be held by means of conference calling.

Special Board meetings may be called by the President who shall fix the time and place for the meeting. The President shall call a Special Board Meeting at the request in writing of not less than half of its members. Written notice of the date, time and place of each Special Meeting shall be given to each member two weeks prior to such meeting.

Executive Board meetings shall be held by means of conference calling or at such time and place as shall be designated therefore by the President. Sufficient meetings should be held to ensure the fulfillment of the Executive Board responsibilities.

SECTION H: QUORUM

The proceedings of both the Board and the Executive Board are valid only if at least half of the members are present.

SECTION I: VOTING

Decision making within the Board and the Executive Board may involve voting. At any meeting, each member shall be entitled to cast a vote. Each (Executive) Board member may give their written proxy to another (Executive) Board member. However, one (Executive) Board member may not hold more than one proxy.

Decisions may also be made without holding a (conference call) meeting, provided all the (Executive) Board members have expressed their views on the motion concerned in writing, including by email.

Votes are decided by a simple majority. In the event of a tied vote the President shall have a casting vote, except for Executive Board meetings.

The quorum is reached when at least half of the members with the right to cast a vote are present, represented by proxy. Should this quorum not be reached, either another meeting will be scheduled, or a written vote will be called.

SECTION J: DISMISSAL and REMOVAL of BOARD / STAFF MEMBERS

Board or Staff members may be dismissed or removed from TFI for the following reasons:

- Losing the capacity on the grounds of which they were appointed;
- Not fulfilling their responsibilities or being assessed as not competent enough to appropriately perform them;
- Not attending three meetings in a row in the case of Board members, unless there is a justified reason and prior written notice to the Board;
- Acting or being in direct conflict with TFI's mission, objectives and interests;
- Acting with malfeasance, gross misconduct or negligence;
- Exposing TFI to reputational damage;
- Receiving a conviction or being prosecuted for a crime.

SECTION K: LEGAL ACTION

Any of the reasons stated in Section J of this Article can warrant a legal action against a Board or Staff member to effectively dismiss or remove that member from TFI, to safeguard TFI interests or to recover damages caused to TFI.

ARTICLE IV: WORKGROUPS

TFI workgroups can be proposed by the Board and any Full member that has paid all the membership fees. The proposal shall include a clear description of the activity's definition, goals, objectives and scope, its alignment with TFI's mission and priorities, and the identification of the project lead and resource requirements or commitments, to the extent possible.

Workgroups are approved by the Board based on their relevance and alignment with TFI's mission and priorities, as well as on the existence of the resources required for its activity.

Participation in a workgroup is open to all Board and TFI members. The project lead should ensure sufficient resources are available to make progress toward the group's goals.

Each workgroup reports to the Board, providing regular updates. The Board reports to the General Assembly. In certain situations, the Board may decide that a workgroup should report directly to the General Assembly.

ARTICLE V: AMENDMENT OF INTERNAL RULES

TFI's Internal Rules may be amended by the General Assembly at any time. The Board and any Full member that has paid all the membership fees are entitled to propose changes to the Internal Rules.

Internal Rules may only be amended by a decision of a General Meeting convened with notice that a motion to amend the Internal Rules will be raised there. A decision to amend the Internal Rules requires at least the simple majority of the votes cast in favor at a meeting in which at least half of the members are present or represented by proxy.

When changes are introduced to the Internal Rules, Board members must sign them to acknowledge and fully accept the updated version.

ARTICLE VI: SPONSORSHIP RULES

The TFI Sponsorship Rules are part of these Internal Rules and may be considered as a guideline for the Sponsorship Rules of the members.

SECTION 1: DEFINITION

Sponsoring is considered to be the donation of money or a product in kind in exchange for something in return (sponsorship benefits). Fund raising has a broader meaning and also deals with (financial) support by third parties, but without the expectation of something in return.

SECTION 2: OBJECT

Sponsoring or financial support of patient organizations in kind by third parties (amongst which the pharmaceutical or any other industry) is permitted. Both parties can benefit from collaboration. A patient organization should only accept funds for activities that are consistent with its mission and objectives.

SECTION 3: INDEPENDENCE

Sponsoring and Fund raising may never endanger the independence, the credibility and the good reputation of both the patient organization and the healthcare sector in general. Even the apparent possibility of a conflict of interest must be avoided.

Funds for core activities should always be received on an unconditional basis.

Funds or sponsorships for projects can only be accepted without any conditions imposed on the design and conduct of the project, guaranteeing full independence of the patient organization.

Regarding funds or sponsorships for events, Sponsors should not exercise any control over the programme content or choice of speakers at patient organizations' events.

SECTION 4: EXCLUSIVITY

Sponsorship or financial support should be balanced and diversified as much as possible to avoid conflicts of interest and guarantee independence. Entering into an exclusive relationship with a sponsor is undesirable, unless it concerns a specific and short-term project.

SECTION 5: AGREEMENTS

Agreements regarding the support and the sponsorship benefits should always be put down in writing in advance with a complete statement of support, the eventual amount of the funding, its purpose, as well as all the rights and obligations of each party.

SECTION 6: APPLICABLE LAWS AND REGULATIONS

Fund raising may never violate applicable laws and regulations. Hence, the promotion of prescription drugs to the general public is not permitted, not even via a patients' organization.

Providing general and technical information that is relevant to the drugs in question, objective and evidence-based however, is permitted. In that case, the (brand) name of the drug in question may be mentioned. If deemed necessary, medical advisors to TFI will be consulted with regards to the reliability of the given information. At any event, the patient organization should make all best efforts to ensure that no specific product or other treatment can be perceived to be recommended by the patient organization.

SECTION 7: SPECIFIC ACTIVITIES

If the support relates to a specific activity, it should be mentioned explicitly that this was also made possible by the relevant sponsor (for example, by showing the logo).

SECTION 8: PERSONAL INFORMATION

An exchange in return may never involve the exchange of personal information of members or donors to third parties without permission.

SECTION 9: COMMUNICATION

Sponsors and fund raisers (e.g. TFI) only use each other's name and logo in their (general) communication to the extent that this has been agreed beforehand.

SECTION 10: TRANSPARENCY

Patient organizations that receive funding from any source, including industry or governmental bodies, should at all times remain open, honest and transparent concerning the amounts and sources of such funding.

Annual reports of the patient organizations shall include the nature, purpose and, eventually, the amount of the support, the eventual sponsorship benefits and the names of the sponsors. The publication of the names of the donations requires permission.

ARTICLE VII: TRAVEL AND REIMBURSEMENT POLICY

SECTION 1: APPROVAL TO ATTEND MEETINGS

A Board member (or a person that can be appointed by the Board) may request financial support for participation to a Congress or Meeting by email to the Board at least 60 days before the event or, exceptionally, during the monthly Board meeting preceding the event. The Board member (or an appointed person) will state the meeting venue, the approximate cost (registration, transport, accommodation, transfers to and from the meeting venue and meals) and the relevance of the meeting with TFI's mission. The most economical choices shall be privileged, while taking into account the specific needs, physical or mental, of the Board member (or the appointed person).

This financial support will be approved by a simple majority vote by the Board based on the relevance of the meeting with TFI's mission and if all approximate costs are reasonable, justifiable, and related to work, and provided there are enough funds to cover the Board member's (or appointed person's) financial travel support.

SECTION 2: REIMBURSEMENT

Within 15 business days after all reimbursable expenses are completed, the person will send an expense claim using the appropriate TFI forms available.

The expenses will not be reimbursed if proper justifying documents (original receipts) are not attached unless a *per diem* is being declared. (A *per diem* of €100 may be applied **only** if there are no additional expenses (e.g. lunches, dinners, taxis).

The reimbursable expenses must be solely for the Board member (or appointed member) in question and be as close as possible to the approximate cost stated prior to the event. If there is a significant difference between that previous approximate

cost and the actual reimbursable expenses, the Board reserves the right to cover the expenses only up to the amount stated in the approximated cost prior to the event.

ARTICLE VIII: EDUCATIONAL GRANT REQUESTS

Grant requests may be made in writing to the Board by a Full Member. These may include educational grants and / or grants related to improve TFI's visibility. These cannot exceed €1000. The Board has the right to approve by a simple majority.

This revised version dated April 15, 2025 has been agreed upon by the General Assembly and has been registered in the Minutes of the General Meeting dated June 2025

Beate Bartes (Secretary)
Ashok Bhaseen (President)
Linda Henderson (Vice President)
Giulia Giombolini (Treasurer)

Roko Granic (Board Member at Large)
Nancy Patterson (Board Member at Large)