



## STATUTES OF ASSOCIATION

### GLOBAL NETWORK FOR TOBACCO-FREE HEALTHCARE SERVICES (GNTH) (GLOBAL NETWORK)

## ASSOCIATION

### ARTICLE 1

The Global Network for Tobacco-free Healthcare Services (Global Network) is a non-profit association governed by the present statutes and, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically and non-denominational.

The activities of the association are governed by the Code of Conduct pertaining to members, associates and partnerships which provides guidance to ensure independence and integrity in relation to activities, funding and other associations. The Code of Conduct is reviewed from time to time by the Board and approved by the General Assembly.

### ARTICLE 2

The Association's headquarters are located within a Coordinating Centre, the location of which shall be determined by the Global Network Board and may be transferred on the approval of the General Assembly.

The Association shall be of unlimited duration.

## AIMS

### ARTICLE 3

The Association shall pursue the aim of building the capacity of healthcare services worldwide to implement tobacco control in accordance with the World Health Organization's (WHO) Framework Convention on Tobacco Control (**FCTC**).

## RESOURCES

### ARTICLE 4

The Association's resources are with General Assembly approval derived from:

- donations and legacies;
- sponsorship (provided it is derived from sources that comply with the requirements of the statutes);
- public subsidies;
- membership fees;
- any other resources authorised by the law.

The funds shall be used in accordance with the Association's social aims.

## MEMBERS

### ARTICLE 5

Members of the Global Network are healthcare services.

Healthcare services may join either as part of a regional or national network (comprising 3 or more healthcare services) or as a single healthcare service.

Members are represented at global level by one representative who has one vote.

The coordinating Institution of a network member, who has responsibility for supporting local development and communication and representing members on the global level, may be a healthcare service. If the Coordinating Institution is not a healthcare service, it may then hold associate membership of the Global Network.

Other organisations or individuals who are committed to the aims of the Global Network may join as associate members. Associate members do not have a vote.

Requests to become a member must be addressed to the Coordinating Centre as per the prescribed process and criteria, which are determined by the Board and approved by the General Assembly.

Membership shall be refused to any persons or organisations directly or indirectly employed by or in receipt of funding from the tobacco and associated devices/e-cigarettes industries, any liaison groups or subsidiary companies. Such persons and organisations are not permitted to participate in the Global Network or its activities at any level.

Members may be required to pay a financial contribution or provide a contribution in kind (i.e. expertise, time, equipment etc). if such a funding proposal is agreed by the General Assembly.

Members shall not be subjected to any liability other than payment of contribution (financial or in-kind contributions) as agreed by the General Assembly.

Members who wish to resign must do so in writing to the Coordinating Centre. Members who cease to be part of Global Network have no right to reimbursement of their contributions or other payments, and shall relinquish all claims to any Global Network assets.

The exclusion of Members of the Association may be recommended by the Board, their having heard a defence of their interests. Exclusions must be approved by the General Assembly in conformity with the Statutes.

Appeals must be lodged within 30 days of the Board's decision being notified.

The Board can suspend the members in question until a decision has been reached by the General Assembly. Exclusions must be approved by a majority vote of the General Assembly.

# STRUCTURES

## ARTICLE 6

The Association shall include the following structures:

- General Assembly
- Board
- Coordinating Centre
- Other committees as formed from time to time to conduct the work of the GNTH.

## GENERAL ASSEMBLY

### ARTICLE 7

The General Assembly is the Association's supreme authority. It is composed of all the members. External observers may attend with the approval of the Board.

It shall hold an Ordinary Meeting once each year. It may also hold an extraordinary session whenever necessary, at the request of the Board or at least of one-fifth of its members.

The Board shall determine, at the beginning of each year, the date and place for the General Assembly.

The General Assembly shall be considered valid regardless of the number of members present.

Where the agenda anticipates a vote, such notice shall be stated, and all supporting documents provided at least **30 days** before the deadline for voting.

In exceptional circumstances, issues not previously notified on the agenda can be raised and decided at General Assemblies. They must then be brought to the immediate attention of all the members.

### ARTICLE 8

The General Assembly shall:

- Elect the members of the Board;
- Decide the location of the Global Network Coordinating Centre, when and as required, upon the recommendations made by the Board;
- Discuss and approve strategic matters and plans for Global Network development;
- Note the contents of the reports and financial statements for the year and vote on their adoption;
- Approve the annual budget;
- Supervise the activity of other organs, which it may dismiss, stating the grounds therefore;
- Appoint an auditor for the organization's accounts;
- Amend or endorse statutes, rules for procedure and membership criteria, including admission and termination of membership as presented by the Board;

- Decide on the dissolution of the Association and the method of dissolution (refer Article 19);
- Set membership fees or contributions in kind (i.e. time, resources, equipment) or other fees as appropriate.

## **ARTICLE 9**

The General Assembly is presided over by the Chairperson of the Global Board or another nominated member of the Board if the Chairperson is not available.

## **ARTICLE 10**

Decisions of the General Assembly shall be taken by a majority vote of the members present. Members may be represented at the General Assembly by another representative with the authority to exercise a proxy vote. Each representative is only entitled to hold one proxy vote on behalf of another member.

Members of the General Assembly may vote on the acceptance of Board members and on other urgent matters, as defined by the Board, by written ballot paper, or by other clear, secure and confidential means.

Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present.

## **ARTICLE 11**

The agenda of the ordinary annual session of the General Assembly must include:

- Approval of the Minutes of the previous General Assembly;
- Approval of the Board's annual Activity Report;
- Approval of the report of the Treasurer and of the Auditor;
- Setting of membership fees or other fees;
- Approval of the budget;
- Approval of reports and accounts;
- Election of Board members and Auditor;
- Miscellaneous business.

The minutes of the General Assemblies must be signed by the Chairperson of that meeting and must be distributed within thirty days of the said meeting.

All resolutions of the General Assembly must be signed by the Chairperson and kept at the Coordinating Centre where they shall be available for inspection by Members.

Amendments to the Statutes will come into effect immediately after the decision of the General Assembly.

# BOARD

## ARTICLE 12

The Board is authorised to carry out all acts that further the purposes of the Global Network. It has the executive power to manage the Association's day-to-day affairs.

The Board may delegate specific and limited powers and/or the daily management to one or more people.

## ARTICLE 13

The Board is composed of at least 3 and a maximum of 7 members elected by the General Assembly. Each member's term of office shall last for two years and renewable for 3 consecutive election periods.

At least **3 months** before each General Assembly, the Board will write to members inviting them to nominate a candidate for election to the Board where there are positions vacant.

All members (individual or network) can nominate a single candidate for election and no country may have more than two representatives elected to the Board for the same period.

The Head of the Coordinating Centre is a member of the Board, either by election or by being co-opted based on this position.

Board members may be dismissed by the General Assembly based on a two-thirds majority of voting members present or represented.

Members of the Board are free to resign at any time, by their giving written notice to the Chairperson. Members who cease to be members of the Board, also cease to have any associated rights or responsibilities in the case of resignation, legal disqualification, bankruptcy, or should their mandate be revoked by the General Assembly or expire.

The Board has responsibility to elect the Chairperson, Vice-Chairperson and other officers to service on the Board.

The Board has authority to co-opt members when necessary and to establish specific working groups when required until the holding of the subsequent General Assembly.

A quorum of at least three board members must be present to determine whether a Board meeting is valid. It can be held as a personal, online or call conference meeting. Resolutions shall be agreed by a simple majority; in the case of a tie, the Chairperson has a casting vote.

One Board member may represent another Board member, but may not have more than one proxy vote.

The Board meets as often as the Association's business requires.

## ARTICLE 14

The Board members work on a volunteer basis. Conditions regulating payment of travel and/or representation expenses incurred by Board or Global Members must be presented to the General Assembly for approval.

The paid employees of the Association have only a consultative vote on the Board.

## ARTICLE 15

The functions of the Board are:

- to take the appropriate measures to achieve the goals of the Association including proposing the priorities of the organisation;
- to convene the ordinary and extraordinary General Assemblies;
- to propose the budget and provide financial reports to the General Assembly in line with relevant obligations (including Article 957 of the Swiss code of obligation);
- to take decisions about admission of new members as well as the resignation and possible expulsion of members (refer Article 5);
- to ensure that Statutes are applied;
- to draft rules of procedure; and
- to administer the assets of the Association.

## COORDINATING CENTRE

### ARTICLE 16

The Coordinating Centre is responsible for providing a variety of communication and administrative functions and services in accordance with strategies and actions decided by the Board and approved by the General Assembly.

The Head of the Coordinating Centre must be active within the Global Network and can appoint an administrator to undertake the functions of the Coordinating Centre with Board approval.

The functions of the Coordinating Centre include but are not limited to:

- Maintaining membership records and submitting membership applications for Board decision and General Assembly approval;
- Ensuring original and copies of all Global Network documents and files are transferred on the relocation of the Coordinating Centre;
- Maintaining the Global Network website as core communication tool to support two-way communication between members and other relevant partners and collaborators;
- Ensuring the effective management of all records;
- Providing the secretarial function to the Board and General Assembly, including maintaining records of Board and General Assembly meetings and ensuring timely distribution of documentation to the Board and Global Network before and after meetings;
- Advising the Board and General Assembly regarding statutory and operational rules, core network activities, obligations and documents, etc. to support governance and management the Global Network;
- Assisting members and Board sub-groups in the development of materials and tools;
- Maintaining the financial accounts and assisting the Treasurer in the preparation of quarterly Board reports and annual report for approval by the General Assembly;
- Preparing annual reports and documentation for General Assembly approval on an annual basis.

## ARTICLE 17

The Association is legally bound by the joint signatures of the GNTH President (Board chairperson) and one other executive member of the Board.

## VARIOUS PROVISIONS

### ARTICLE 18

The financial year shall begin on 1 July and end on 30 June of the following year.

The Treasurer is responsible for the Association's finances. The General Assembly shall approve an Auditor who will audit the Association's accounts every year.

### ARTICLE 19

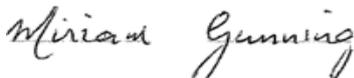
The General Assembly shall determine the methods of dissolution and of the closure of Global Network.

Should the Association be dissolved, the available assets should be transferred to a non-profit organisation pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

The present Statutes have been approved by the Constituent General Assembly of 26<sup>th</sup> October 2017 at General Assembly 2017, Seville, Spain.

For the Association

**Signature:**



**Global Network Chairperson: Ms. Miriam Gunning**

**Date: 5<sup>th</sup> December 2017**

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## REFERENCES AND USEFUL LINKS

- ***Droit de l'association***, Jean-François PERRIN, 3ème Edition Schulthess, coll. Droit civil suisse, Zurich, 2008