



INTERNATIONAL ASSOCIATION

EUROPEAN NETWORK FOR SMOKING and TOBACCO PREVENTION (ENSP)
RESEAU EUROPEEN POUR LA PREVENTION DU TABAGISME (REPT)

Identification Number : 16377/97

STATUTES

Chapter 1: Name, Purpose, registered office

Article 1

An international not-for-profit organization, named "European Network for Smoking and Tobacco Prevention" / "Réseau Européen pour la Prévention du Tabagisme" (ENSP / REPT) hereinafter referred to as "the Association" is created.

The Association is governed by the Belgian law of 27 June 1921 pertaining to not-for-profit organizations, international not-for-profit organizations and foundations, as modified and amended by subsequent laws, amongst others the law of 2 May 2002, 16 January 2003 and 27 December 2004.

The Association is constituted for an indefinite period.

Article 2

The registered office of the Association is established Ixelles (B-1050 Brussels), 144 Chaussée d'Ixelles, Belgium. Without prejudice to the application of the Belgian linguistic legislation, it can be transferred to any other place within Belgium by a decision of the Board published within a month in the Annexes of the Belgian State Gazette.

The Board may decide to open operation centers or offices of the Association in other countries with prior consent of the General Assembly.

Article 3

ENSP is an independent, international not-for-profit organization, which aims to put an end to tobacco consumption and to develop a common strategy, amongst organizations active in smoking prevention and tobacco control in Europe, by sharing information and experience and through coordinated activities and projects. The two top priority objectives are (i) to have the Framework Convention on Tobacco Control (hereinafter referred to as “FCTC”) implemented in Europe by 2020 and (ii) to reduce the prevalence of tobacco use in Europe to less than 5% by 2040.

Article 4

The activities that the Association conducts in order to attain its purpose are the following:

- to focus in priority on coordination and consensus building, education, prevention and cessation;
- to facilitate the creation and the development of national and international alliances for smoking prevention and tobacco control in Europe, as well as the support of their actions;
- to promote collaboration amongst Member organizations and support their actions;
- to stimulate and participate in joint projects at national and international level;
- to undertake the collection, distribution and exchange of information relevant for tobacco control to the members of the Network, non-governmental organizations, intergovernmental organizations, national governments all over Europe and the institutions of the European Union;
- to sponsor, promote and organize education and training seminars, conferences, missions, and exhibitions, on matters relevant to smoking and tobacco prevention and cessation.

Chapter 2 : Membership

Article 5

The Association has two categories of members: the Full Members and the Associated Members (hereinafter referred to as “Members”).

Without prejudice to the exception stipulated for National Coalitions under article 6, (1), paragraph 3 of the present Statutes, only European natural persons or legal entities may become Members of the Association.

The role of the Members of the Association is to promote the European tobacco control effort, through information exchange and coordinated activities.

Natural persons or legal entities that are in the service of or associated with the tobacco industry, its liaison groups or daughter companies, or with any of their past ten (10) years or present activities, may not be Members of the Association, nor be allowed to participate in the Association’s activities at national or international level.

Article 6

(1) Full Membership is open and restricted to European non-governmental and governmental not-for-profit organizations (hereinafter referred to as "Organizations") and institutions (hereinafter referred to as "Institutions") for which tobacco control and health promotion in Europe are major considerations.

An Organization can be (i) a National Coalition, (ii) a Specialized Network or an (iii) Individual Organization active in tobacco control.

A National Coalition is composed of a minimum of two (2) national-based legal entities active in tobacco control regardless whether the latter incorporated themselves a separate legal entity or not.

A Specialized Network consists of national or international legal entities and networks which include tobacco control as a defined part of their strategy.

An Individual Organization is any national-based legal entity which has tobacco control or health promotion as part of its activities or objectives, whether it is or not a member of a National Coalition.

Institution refers to any governmental legal entity operating in the field of health, education, science or research with a proven tobacco control or health promotion activity at national or international level.

(2) Natural persons are not eligible to the Full membership.

(3) Full Members have all Full Membership rights including the right to attend and to vote at the General Assembly according to the provisions of the Statutes and to designate one (1), or in the case of National Coalitions, two (2) representatives for these purposes. Full Membership also includes amongst others the right:

- (i) to discuss and determine the strategy, the priorities and the policy of the Association;
- (ii) to be eligible for a position in the Board according to article 17 of the Statutes;
- (iii) to select and propose candidates to the General Assembly for Board positions according to article 17 of the Statutes;
- (iv) to propose amendment of the Statutes;
- (v) to be invited to participate in roundtables, workshops, working groups' meetings and other activities organized by the Association for its Members;
- (vi) to be consulted in preparation of the Associations' Positions Papers;
- (vii) to use the Association as a source of information and a platform of contact with other Members;
- (viii) to benefit from the Association's Brand, support and information services.

(4) Full Membership requires (duties):

- (i) to notify in writing the name of its current representative(s) to the Association;
- (ii) to promote its membership, to actively participate and contribute to the Association's activities and initiatives through regular correspondence and by attending meetings;
- (iii) to collaborate and reply to the queries of the National Regent (article 18(4) of the present Statutes) appointed by the Association in the Full Member's country of origin;
- (iv) to pay an annual membership fee to be discussed and determined by the General Assembly.

Article 7

- (1) Associated Membership is open to European non-governmental and governmental not-for-profit organizations, public legal entities, and natural persons which take actively part in tobacco control or have health promotion or health education as part of their activities.
- (2) Associated Members have no voting right at the General Assembly and are not eligible for a position in the Board. Associated Membership also includes amongst others the right:
 - (i) to attend the General Assembly with a right to speak, but without voting right;
 - (ii) to be allowed to participate in roundtables, workshops, working groups meetings and other activities organized by the Association for its Members;
 - (iii) to use the Association as source of information and a platform of contact with other Members;
 - (iv) to benefit from the Association's Brand, support and information services.
- (3) Associated Membership requires:
 - (i) except for natural persons, to notify in writing the name of its current contact person to the Association, it being understood that the contact person is responsible for liaison with the Association;
 - (ii) to promote its Membership, to actively participate and contribute to the Association's activities and initiatives;
 - (iii) to collaborate and reply to the queries of the National Regent nominated by the Association in the Associated Member's country of origin;
 - (iv) to pay an annual membership contribution to be discussed and determined by the General Assembly.

Article 8

An application to Full Membership or Associated Membership shall be filed by written request to the Secretariat and shall specify which category of Membership the applicant applies to.

After a first assessment regarding the fulfillment of the Membership criteria the Secretariat shall in consultation with the National Regent submit the application together with its assessment to the Board for decision. The Board's decision must be ratified by the General Assembly in conformity with article 12, 13 and 14 of the Statutes and must be notified by the Secretariat to the applicant within three (3) months from the date of application.

If an application has been rejected by the Board, the applicant shall have the right to appeal to and to be heard by the General Assembly. The General Assembly shall decide on the application at its next meeting in conformity with article 12, 13 and 14 of the Statutes.

Further provisions on the application formalities and procedure may be adopted in the Internal Rules of the Association.

Article 9

(1) The Membership in the Association's various Membership categories ends (i) in accordance with article 9, (2) and 9, (.3)., (ii) by death, loss of legal capacity, bankruptcy or insolvency of the concerned Member or (iii) by dissolution of the Association.

The end of membership during the course of the Association's financial year shall not affect the Members' obligation to pay the membership fee, contribution or any other sum due, until the end of the said financial year. The Member whose membership ended shall not be entitled to claim neither any of the Association's assets nor any reimbursement of its membership fees or contributions, or any other compensation.

(2) Any Member is entitled to resign its membership at any time by giving written notice to the Board. Members who wish to resign are required to honor their obligations according to article 9, (1), paragraph 2.

(3) The exclusion of any Member of the Association may be recommended by the Board (i) if it ceases to satisfy the membership criteria provided for in article 6, (1) and (2) or article 7, (1) of the Statutes; (ii) in case of serious breach by that Member of the provisions of the Statutes, regulations or decision of the Association; (iii) if its conduct is contrary to the purpose of and harming the Association implying that the Association cannot reasonably be asked to let the Membership continue.

Prior to the recommendation of exclusion, the Member whose membership is to be terminated shall have the opportunity to communicate its position about the envisaged exclusions either by oral or written statement to the Board.

The exclusion of the concerned Members of the Association shall be approved during a General Assembly meeting by a decision taken by simple majority of the votes of the Full Members' present or represented.

The Board can suspend the concerned Members until a decision has been reached by the General Assembly.

The exclusion shall be effective as of the date of the decision of the General Assembly. The Member excluded is required to honor its obligations according to article 9, (1), paragraph 2.

Article 10

Full Members shall pay an annual Membership fee and Associated Members shall pay an annual contribution in due time to be discussed and determined by the General Assembly.

The non-payment of a Member's annual Membership fee or contribution will be discussed by the Board, who may suspend the rights of the concerned Member, including the voting right, until the payment has been executed.

If the Member does not pay the annual Membership fee or contribution in despite of the notification of a payment reminder giving an additional delay of sixty (60) days to execute the payment, the Board is entitled to give notice to the Member concerned that the latter is deemed by rights having resigned with immediate effect from the Association's Membership. The Member concerned will cease to receive any Membership services and its name will be removed from the Membership list.

Further provisions regarding the payment of the Membership fees and contribution may be detailed in the Internal Rules of the Association.

Chapter 3 : General assembly

Article 11

(1) The General Assembly is the supreme body of the Association and has full power to achieve the purpose of the Association.

The General Assembly is composed of all Full Members. Each Full Member may designate one (1) representative or, in the case of National Coalitions, two (2) representatives, according to article 6, (4), (i) of the Statutes, it being understood that the representative is responsible for liaison with the Association. Further provisions regarding the designation and the role of the Full Members' representatives may be adopted in the Internal Rules of the Association.

(2) The following tasks fall within the competence of the General Assembly:

- a) to approve the annual budgets and accounts;
- b) to approve the Annual Report;
- c) to define priorities of action;
- d) to elect or to dismiss the members of the Board;
- e) to elect the President of the Board;
- f) to approve the Board's decision regarding the admittance of new Members;
- g) to exclude Members;
- h) to amend the Statutes;
- i) to adopt and amend the Internal Rules of the Association proposed by the Board;
- j) to vote on the discharge of the Members and co-opted Members of the Board as well as the auditors;
- k) to determine the Membership fees and contributions;
- l) to appoint and dismiss the auditors and to determinate their salary, if allocated.

Article 12

(1) The General Assembly meets with full rights at least once a year. An extraordinary meeting of the General Assembly may be convened in exceptional circumstances by the President of the Board upon decision of the Board or upon request of one quarter (1/4) of the Full Members. Meetings take place at the registered office or at another venue indicated on the calling notice. The President of the Board sends the calling notice by letter or email at least thirty (30) calendar days before the meeting to the Members. The calling notice has to contain time, place and the agenda of the meeting as well as the documents to be discussed.

(2) The General Assembly is only open to Full Members. Associated Members may attend with the right to speak, but without voting right to the General Assembly. External observers may not attend to the General Assembly, except with the previous authorization of half (1/2) of the Full Members present or represented.

(3) The General Assembly may vote on the admittance of new Members, the endorsement of the National Regents, the acceptance of donations and on other urgent matters, as defined by the Board, in a ballot without personal meetings, i.e. by fax, by e-mail, by exchange of written letter, by video, audio or other simultaneous electronic conference as well as by any other clear, secure and confidential means.

In case of ballots via letter, fax or e-mail at least thirty (30) calendar days warning must be allowed to the Full Members before votes are due. A Full Member not responding within this period or not participating in the electronic conference shall be considered as not having participated in the ballot. The majority and quorum requirements and any other rules of voting as outlined in article 13 and 14 of the Statutes shall apply.

All supporting documents must be provided by post, fax, email or by any other clear, secure and confidential means to the Full Members' representatives at least thirty (30) calendar days before the deadline for voting.

Article 13

(1) Each Full Member shall have one (1) vote, with the exception of the National Coalition which shall have two (2) votes (one (1) vote per representative in the case there are two (2) National Coalition's representatives or two votes in the case of one National Coalition representative) in the decisions of the General Assembly.

(2) Any Full Member may be represented at the General Assembly by another Full Member's representative by proxy. Nonetheless, each Full Member may only hold one (1) proxy for another Full Member.

(3) A General Assembly shall be deemed validly constituted and has the quorum to resolve when at least one third (1/3) of the Full Members are present or represented.

If this quorum is not met, a second General Assembly for the same purpose may be convened on the conditions outlined under article 12 (1) of Statutes and can validly resolve irrespective of the number of Full Members present or represented.

Article 14

(1) Unless the Statutes or Belgian law require another majority, resolutions of the General Assembly are taken by a simple majority of the votes of the Full Members present or represented.

Abstentions, blank or invalid votes are recorded in the final counting of votes but do not count in the calculation of the majority.

(2) The General Assembly may not resolve upon issues, which have not previously been notified on the agenda.

(3) Vote can be done by show of hand or by secret ballot. Voting by secret ballot takes place on personal issues and for any other purposes upon request of a Full Member approved by the General Assembly.

(4) Further provision on the voting rights and procedure of the General Assembly and its meetings may be adopted by the General Assembly in the Internal Rules of the Association.

Article 15

The minutes of the General Assembly meetings have to be signed by the person who writes them and by the Chairperson of the meeting. A copy of the latter shall be sent to all Full Members within thirty (30) calendar days of the meeting.

The original minutes of the General Assembly have to be entered into a separate register, signed by the President and kept at the registered office of the Association where it must be made available to the Members for consultation.

Chapter 4: Amendments of statutes - dissolution.

Article 16

(1) Without prejudice to articles 50, §3, 55 and 56 of the law of 27 June 1921 pertaining to not-for-profit organizations, international not-for-profit organizations and foundations, any proposal aimed to amending the Statutes, or dissolving the Association, may emanate from the Board, or at least from half (1/2) of the Full Members of the Association.

The calling notice to the General Assembly which resolves on such a proposal must be brought to the attention of the Full Members at least thirty (30) calendar days before meeting.

The General Assembly shall be deemed validly constituted and has the quorum to resolve (i) on the amendment of Statutes when at least half (1/2) of the Full Members are present or represented or (ii) on the dissolution of the Association when at least two thirds (2/3) of the Full Members are present or represented.

Unless otherwise foreseen in the law of 27 June 1921, a resolution regarding the amendment of the Statutes or the dissolution of the Association must be taken by a two thirds (2/3) majority of the votes of the Full Members present or represented. Abstentions, blank or invalid votes are recorded but do not count in the calculation of the majority.

If these quora stipulated in article 16, (1), paragraph 3 are not met, a second General Assembly for the same purpose may be convened on the conditions outlined above under article 16 (1) and can validly resolve irrespective of the number of Full Members present or represented.

Amendments to the Statutes will only come into effect once the publication and approval conditions have been fulfilled as required by article 50 §3 and 51 §3 of the law of 27 June 1921 pertaining to not-for-profit organizations, international not-for-profit organization and foundations.

(2) In case of deliberate dissolution, the General Assembly will determine in the resolution of dissolution the modalities of liquidation, appoint one (1) or several liquidators, determine their powers and indicate the allocation of the net assets of the Association.

In all cases of deliberate or judicial dissolutions, the net assets of the dissolved Association will be distributed to another not-for-profit organization having similar objectives or purposes that pursued by the Association.

Chapter 5 : Administration.

Article 17

(1) The Association is administered by a Board composed of at least five (5) and a maximum of seven (7) representatives of the Full Members.

The members of the Board are elected by the General Assembly amongst the Full Members for a period of three (3) years. After three (3) mandates, a Board member cannot be re-eligible to a Board position before a period of three (3) years has elapsed.

The General Assembly elects the Board members amongst the candidates presented by the Board.

At least forty-five (45) days prior to the General Assembly meeting, the Board will write to each Full Member inviting them to nominate candidates for election to the Board. All those candidates will be presented for election at the General Assembly meeting. No candidate may be elected with less than the simple majority of the votes of the Full Members present or represented.

Further provisions regarding candidatures, selecting candidatures and election for a Board position are specified in the Internal Rules of the Association.

(2) The tenure of a Board member shall end by (i) the death, the resignation or the legal disqualification of the Board member, (ii) the revocation by the General Assembly or (iii) the expiration of its term.

The dismissal of the Board as a whole or a Board member by the General Assembly shall require a two-thirds (2/3) majority of the votes of the Full Members present or represented.

The members of the Board are free to resign at any moment by formally giving written notice at the registered office of the Association.

Should a Board position become vacant and/or a new Board position be created, the Board has the power to appoint a new Board member to fill the vacancy until the subsequent General Assembly.

(3) Members of the Board may not receive any remuneration. Rules regulating the reimbursement of travel and representation expenses incurred by the Members of the Board are detailed in the Internal Rules of the Association.

(4) All official documents relating to the appointment, revocation and cessation of functions of the Board members, established in conformity with the law, shall be communicated to the Public Federal Judicial Services, to be added to the file and published in the annexes of the Official Journal, at the Association's expenses.

Article 18

(1) The General Assembly elects the President from amongst the members of the Board.

The Board may elect a Vice-President and a Treasurer within its members. Other positions can be created as deemed necessary upon Board's decision.

(2) In the fulfilment of its tasks, the Board may be assisted by a Secretariat directed by the Secretary General and other supporting staff. If necessary, the Secretary General and the staff may attend the meetings of the organs of the Association and support the organisation of meetings under the supervision of the Board.

(3) The Board may decide to establish Advisory Groups in order to assist it in achieving its purpose and organize the activities of the Association.

(4) Following the procedure described in the Internal Rules of the Association, the Board may select one (1) National Regent per country to be endorsed by the General Assembly whose major role is the promotion and the representation of the Association at his/her national and local level.

Further provisions regarding the role of the Board members, the staff, the Secretariat, the Secretary General, the Advisory Groups and the National Regent are detailed in the Internal Rules of the Association.

Article 19

(1) The Board meets as often as it deems necessary upon request of the President or of two (2) Board members.

The invitation to the Board meeting shall be sent by the President to every Board member by letter, fax, e-mail or by any other means of communication providing a first draft agenda, the time and place of the meeting as well as the supporting documents. The agenda of the Board meeting is not final until the meeting starts. Board members are entitled to modify the agenda before adopting its final version at the beginning of the meeting. Board meetings shall take place either in person, by e-mail, in writing or e.g. by telephone, video or any other simultaneous electronic conference.

(2) A Board member may be represented by another Board member subject to a respective proxy. A Board member can only hold one (1) proxy.

(3) The Board meeting will be deemed validly constituted and has the quorum to take a decision if at least half (1/2) of the Board members are participating or represented.

(4) Each Board member shall have one (1) vote. The Board is a collegial organ and shall take its decision by a simple majority of the votes of the Board members participating or represented. In the case of an equality of votes, the President has a casting vote.

(5) Board decisions shall be recorded in writing as minutes. The minutes of the Board meeting shall be signed by the President and kept in a separate register at the registered office of the Association, where it has to be made available for the Members for consultation.

Article 20

(1) The Board has all the power of management and administration of the Association in accordance with the applicable laws, the present Statutes and the decisions of the General Assembly.

In particular, the major duties of the Board include, but are not limited to the following:

- to submit the priorities for the Association to the General Assembly for approval;
- to develop the Association's vision, mission and values;
- to be priorities oriented, to set governance, strategic and tobacco control policy for the Association;
- to develop and monitor policy, priorities and direction;
- to ensure legal and financial requirements are met, including due fulfillment of accounting requirements, preparing of the annual accounts and the budget for approval by the General Assembly;
- to supervise the work of the Secretariat;
- to consider issues that have been raised by the Members;
- to consider application on membership before the final approval by the General Assembly;
- to recommend the exclusion of a Member of the Association;
- to appoint and discharge the staff and other service providers and the members of the Advisory groups.

(2) The Board may delegate specific management or representation powers (including the daily management) for legal or extra-legal actions within the limitation stated in the Internal Rules to one or more members of the Board, to the Secretary General or third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.

All official documents relating to the nomination, the revocation and cessation of functions of persons entitled to represent the Association, established in conformity with the law, shall be communicated to the Public Federal Judicial Services, to be added to the dossier and published in the annexes of the Official Journal, at the Association's expense.

Article 21

Without prejudice to article 20, (2) of the Statutes, the Association is represented in legal or extra-legal actions toward third parties (i) by the Board or (ii) by two members of the Board jointly who will not have to justify to third parties powers conferred to this end or (iii) by the President alone or in his absence or unavailability by the Vice-President alone, except for loans and on condition that such full representation power is extensively reported by the President or Vice-President to the other members of the Board.

Legal acts, whether the Association is prosecuting or prosecuted, are led by the Board represented by (i) the President alone or (ii) another member of the Board, appointed by the President and approved by the Board.

Chapter 6 : Budget and accounts

Article 22

The financial year of the Association begins on the 1st January and ends on the 31st December.

The balance sheet and the annual accounts are sent each year to the Full Members at the latest three (3) months after the end of each financial year.

The General Assembly may designate an auditor to verify the accuracy of the annual accounts. Without prejudice to the General Assembly's right to determine any kind of auditing procedure, the annual account of the Association shall be audited by an independent external auditor if required by law.

Each year, the Board must present the annual accounts for the previous year and the budget for the upcoming year to the General Assembly for approval.

The annual accounts shall be filed, in conformity with Article 51 of the law, to the Public Federal Judicial Services.

Article 23

The General Assembly may decide the constitution of any reserve fund and fix the amount as well as the contribution methods of each Member to this fund.

The Association may accept donations provided that they do not affect its independence and the Association remains free to set its own priorities, and provided that they are not from tobacco industry and its liaison groups or daughter companies. Donations to the Association, either from hand to hand or by testament, shall not have effect if they are not authorized and do not comply with the applicable law.

Every donation exceeding €1000 shall have to be approved by the majority of the General Assembly following the processes stated in Article 12 (3) of the Statutes.

Chapter 7 : Internal Rules

Article 24

Internal Rules may be drawn up by the Board and approved by the General Assembly in order to further detail these Statutes and to facilitate the regulation and management of the Association.

The Internal Rules are available to all Members and may be amended according the rules provided for in article 13 and 14 of the Statutes.

The Internal Rules complete the Statutes and subordinate the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

Chapter 8 : Language

Article 25

The working language of the Association shall be English. The language used for the official documents and relations with Belgian national authorities shall be French. In case of dispute relating to the Statutes between Members, the official published French version shall prevail. Towards third parties the official published French version is the only relevant version.

Article 26

Anything not provided for in these Statutes and the publications to be made in the Annexes of the Belgian State Gazette, shall be regulated according to Title III of the Belgian law of 27 June 1921 pertaining to not-for-profit organizations, international not-for-profit organizations and foundations.

Adopted by the ENSP General Assembly on 19 October 2011, in Brussels, Belgium

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