



INTERNATIONAL ASSOCIATION

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

1050 Brussels, Belgium

Identification Number : 16377/97

STATUTES

CHAPTER 1: NAME, MISSION, SEAT.

Article 1

An international non-profit association, named "European Network for Smoking Prevention" / "Réseau Européen pour la Prévention du Tabagisme" (ENSP / REPT) is created under the present constitution. The Association is regulated by the Belgian law of 27 June 1921 on non-profit organisations, international associations and foundations (art.46 to 58), modified by the law of 2 May 2002. The Association is constituted for an indefinite period.

Article 2

The headquarters of the Association is established at 144 Chaussée d'Ixelles - 1050 Brussels. It can be transferred to any other place within Brussels by a decision of the Board published within a month in the Annexes of the Moniteur Belge and communicated to the Public Federal Judicial Services.

Article 3

ENSP is an independent, international non-profit association, which aims to develop a common strategy, amongst organisations active in smoking prevention and tobacco control in Europe, by sharing information and experience and through co-ordinated activities and projects.

Article 4.

The activities that the association proposes in order to attain its aims are through communication and coordination, and by carrying out the following objectives:

- To facilitate the creation and operation of national alliances for smoking prevention and tobacco control in Europe.
- To promote collaboration amongst Member organisations
- To stimulate and co-ordinate joint projects at European level
- To facilitate networks active in tobacco control and smoking prevention in Europe
- To undertake the collection and distribution of information relevant for tobacco control to the members of the Network, non governmental organisations, intergovernmental organisations, national governments and the institutions of the European Union.

CHAPTER 2 : MEMBERSHIP

Article 5.

The Association consists of national coalitions and international or pan-European organisations active in tobacco control and smoking prevention in Europe.

The Association is open to Belgians and to non-Belgians.

A national coalition includes national organizations active in tobacco control and smoking prevention as part of their activities. International and pan-European organizations must include tobacco control and smoking prevention as a defined part of its strategy.

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

National coalition members may nominate two representative(s) and other member organisations may nominate one representative who may vote in their own names and who are responsible for liaison with the ENSP (cf. Article 6).

Member organisations must notify the names of the representatives in writing to the headquarters of the Network.

Persons or organizations that are in the service of tobacco industry, its liaison groups or daughter companies may not be members of ENSP, nor be allowed to participate in the ENSP activities nationally or at European level as a member of ENSP.

Abstentions should be recorded in the final counting of votes.

Article 6.

Membership categories are as follows :

** Full voting Members*

Full Members are:

National coalitions against tobacco in Europe from each of the Member States of the European Union and associated countries. Each coalition may designate two representatives, each having the right to one vote.

International and pan-European organizations and networks active in tobacco control in Europe. Each organisation designates one representative, who has the right to one vote.

** Associate Members*

Organisations active in and associated with tobacco control in Europe. These organisations will have access to the information service only and will be invited to attend the ENSP Network Meetings and General Assemblies but at their own cost and have no right to vote.

** Honorary Members*

Individual who has a particular contribution to make to tobacco control may be proposed for membership by the Board and submitted to vote by the General Assembly. Honorary Members will have access to the information service only and will have the right to attend the ENSP Network Meetings and General Assemblies. They have no right to vote and pay no subscription fee.

To become a Full Member or an Associate, the candidate member must make a written request to the Board, who will submit the request to the General Assembly, during its next meeting.

The General Assembly will make its decision in conformity with Article 8 of the present statutes.

Members in the various categories may resign in writing to the Board.

Member who has ceased to be part of the Association has no claim to any of the assets.

Members who wish to resign are required to honour their obligations. They have no right to reimbursement of their subscription, nor do they have any right to the assets.

The exclusion of Members of the Association may be recommended by the Board having heard a defence of their interests. It must be approved by the General Assembly by a majority of two thirds of the Members present or represented.

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

Article 7

Members pay a subscription, which is agreed annually by the General Assembly.

Rights and obligations of members: members have no obligation, as a result of their subscription to anything more than the value of their fee.

CHAPTER 3 : GENERAL ASSEMBLY

Article 8

The General Assembly has full power to achieve the objectives of the Association.

The General Assembly consists of all the full members. Each national coalition is represented by two people, each of whom have the right to one vote. Each organization active in tobacco control or smoking prevention in Europe is represented by one person having the right to one vote. Associate and Honorary Members may also attend but do not have the right to vote.

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 approve Members.
- f) to expel Members.
- g) to modify the statutes.
- h) to dissolve the association.
- i) to discharge Members and co-opted Members of the Board.

Article 9

The General Assembly meets with full rights at least once a year. Meetings take place at the headquarters or at another venue indicated on the calling notice. This has to be done by letter or email sent at least thirty days before the meeting, which has to contain the agenda. If the agenda anticipates the admission of a new Member, detailed information about their activities should be attached to the agenda.

An extraordinary meeting of the General Assembly may be convened in exceptional circumstances by the Chairperson of the Board.

He/she has to convene the meeting if requested in writing by a quarter of the Members of the Association. Calling notices for an extraordinary meeting of the General Assembly have to be distributed at least one month before the date of the meeting.

General assemblies are only open to Full members of ENSP, as well as Associate and Honorary members. External observers or speakers may not attend.

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

At least 30 days warning must be allowed before votes are due and the same rules of voting apply as outlined in Article 10.

All supporting document must be provided by post, fax or email to Members at least 30 days before the deadline for voting.

Article 10

Representatives of member organisations, having full voting rights, may be represented at the General Assembly by another representative with the authority to exercise a proxy vote. Nonetheless each representative is only entitled to one proxy vote.

Meetings of the General Assembly are only valid if at least half the representatives having voting rights are present or represented.

Article 11

Except in exceptional circumstances, allowed for in the statutes, resolutions may be agreed by a simple majority of representatives of member organisations (present or represented). They must then be brought to the attention of all the members.

It is not possible to agree issues, which have not previously been notified, on the agenda.

The minutes of the General Assemblies have to be signed by the person who writes them and by the Chairperson of the meeting and must be distributed within thirty days of the meeting.

The resolutions of the General Assemblies have to be entered into a register, signed by the Chairperson and kept at the headquarters where it must be made available for inspection of the Members.

CHAPTER 4: AMENDMENTS OF STATUTES - DISSOLUTION.

Article 12

Without prejudice to articles 50, §3, 55 and 56 of the law of 27 June 1921 on non profit associations, international non profit associations and foundations, any proposal aimed at amending the statutes, or dissolving the association, may emanate from the Board, or at least half the Full Members of the association.

The Board must bring to the attention of the Members of the Association at least one month in advance of the date of the General Assembly which will vote on the said proposal.

The General Assembly may only validly deliberate if it meets with two thirds of the voting Members, present or represented.

No decision shall be valid unless it is agreed by a two thirds majority.

Nonetheless if this General Assembly is not attended by two thirds of the voting Members of the Association, a new General Assembly may be convened on the conditions outlined above and which can vote definitively and validly on the subject in question however many members are 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 on non profit associations, international non profit associations and foundations.

The General Assembly will fix the methods of dissolution and of the closure of the association.

Any assets will be distributed to another non profit making association having similar objectives or failing this, to a third party, which will be designated by the General Assembly.

CHAPTER 5 : ADMINISTRATION.

Article 13

The Association is administered by a Board composed of at least five and a maximum of seven Members.

The Members of the Board are elected by the General Assembly for a period of two years. After 3 mandates, a Board member cannot be candidate to the Board before a period of 2 years has elapsed. No national coalition may have more than one representative on the Board.

Their responsibilities will come to an end in case of death, resignation, legal disqualification, bankruptcy, or should the mandate be revoked or expire.

The membership of the Board - individually or collectively - may be revoked by the General Assembly on the basis of a two-thirds majority of voting Members present or represented.

Members of the Board are free to resign at any moment.

The Board may replace any vacancy by cooption until the time of the subsequent General Assembly. The General Assembly agrees new Members of the Board from amongst candidates presented by the Board, with respect to the attendance and voting quora applying to amendment of the statutes.

Between 60 and 120 days prior to each General Assembly, the Board will write to each Member inviting them to nominate candidates for election to the Board. All those nominated will be presented for election at the General Assembly, those candidates receiving a majority of votes being elected.

Members of the Board may not receive a salary. Rules regulating payment of travel and representation expenses incurred by the Members of the Board must be presented to the General Assembly for approval.

All official documents relating to the nomination, revocation and cessation of functions of Members of the Board, 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 14

The General Assembly elects the Chairperson from amongst the Members of the Board.

The Board may elect a Vice-President and a Treasurer from its own Members.

Article 15

The Board meets at the request of its Chairperson or two of its Members.

The request shall be transmitted by letter, fax, email or by other means of communication.

A Member of the Board may be represented by another Member of the Board, who nonetheless may not have more than one proxy vote.

The Board may not deliberate validly unless at least half of its Members are present or represented.

Article 16

The Board has all the power of management and administration notwithstanding the functions of the General Assembly.

In particular, it is responsible for proposing the budget and priorities for the network as defined by the General Assembly. It considers issues that have been raised by the Members. Whilst continuing to take responsibility, it may delegate specific and limited powers and/or the daily management to one or more people.

All official documents relating to the nomination, the revocation and cessation of functions of persons mandated to represent the non profit international 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 17

Resolutions of the Board are taken on the basis of a simple majority of Members present or represented. In the case of an equality of votes, the Chairperson has a casting vote.

Resolutions are entered into a register signed by the Chairperson of the Board and kept at the headquarters of the Association, where it has to be made available for the Members.

Article 18

All acts undertaken by the Association are, except by special proxy, signed by two Members of the Board who will not have to justify to third parties powers conferred to this end.

Article 19

Legal acts, whether the Association is prosecuting or prosecuted, are led by the Board represented by the Chairperson, or another Member of the Board, appointed by the Chairperson and approved by the Board.

Article 20

The Board may decide to establish an advisory group to assist in achieving its objectives.

CHAPTER 6 : BUDGET AND ACCOUNTS

Article 21

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

The annual balance statement and the financial report are sent each year to the Members at the latest three months after the end of each financial year.

Each year, the Board has to propose to the Members the budget for the forthcoming year, in conformity with Article 53 of the law.

The General Assembly may designate an auditor to verify the accuracy of the accounts.

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

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

Article 22

The General Assembly may decide the constitution of any reserve fund and agree the amount and the methods of contributing to this fund by each Member.

Article 23

Anything not provided for in these statutes and the publications to be made in the Annexes of the Moniteur Belge, shall be regulated according to Title III of the Belgian law of 27 June 1921 on non profit organisations, international non profit associations and foundations.

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Adopted by ENSP General Assembly on 8 May 2004, in Krakow, Poland.