

INTERNATIONAL ASSOCIATION

EUROPEAN NETWORK FOR SMOKE/TOBACCO - FREE HEALTHCARE SERVICES (ENSH)

ENSH Coordinating Centre – Office Address

Identification Number : STATUTS

CHAPTER 1: NAME, MISSION, SEAT.

Article 1

An international non-profit association, named EUROPEAN NETWORK FOR SMOKE/TOBACCO - FREE HEALTHCARE SERVICES (ENSH)“ 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 rue de la Concorde 56 – 1050 Bruxelles. It can be transferred to any other place within Europe 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

ENSH is an independent, international non-profit association, whose main aims are to develop a common strategy, amongst healthcare services active in tobacco (in all its forms) prevention and cessation in Europe and international, through the implementation of the ENSH code and standards and by sharing of 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 among other activities the following objectives:

- To continuously develop concepts that promote the establishment of tobacco free hospitals and healthcare services through networking and coordination at a European and International level.
- To promote capacity building among health professional to empower tobacco users to quit taking into account gender perspectives with a particular emphasis on lower socio economic and disadvantaged communities
- To promote the exchange of information, the sharing of good practice and pooling of experience between ENSH member organisations and countries and the collecting of comparable data for evaluation and benchmarking purposes.
- To stimulate collaboration with other organizations involved in the same area of activities and encourage the sharing of supportive tools and process that facilitates effective implementation of tobacco free hospitals and healthcare services in Europe and internationally.
- To support implementation of the WHO Framework Convention on Tobacco Control with particular regard to the establishment of tobacco/smoke free public places and tobacco/smoke free work places.
- Through European collaboration, develop common concepts, strategies, implementation and monitoring tools based on evidence based models available in member states.

CHAPTER 2 : MEMBERSHIP

Article 5.

The Association consists of pan European national or regional networks and international healthcare services active in tobacco prevention and cessation.

A national or regional network includes hospitals and healthcare services active in tobacco prevention and cessation as part of their activities. Healthcare services must support the implementation of the ENSH code and standards for tobacco prevention and cessation in healthcare services.

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

National and regional networks can be recognized individually by the Association. Each network designates a coordinator.

Member organisations must notify the name of the representative in writing to the headquarters of the ENSH.

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

Abstentions should be recorded in the final counting of votes.

Article 6.

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

Membership categories are as follows:

** Corporate voting Members*

Corporate Members are:

National or Regional Networks for Tobacco Free Healthcare Services, which support the ENSH Code and Standards (Article 3), shall be eligible for corporate membership. Individual institutional membership is through the national or regional network and recognition is gained on receipt of registration details to the ENSH Coordinating Centre

** Associate non voting Member*

(a) Hospitals and Healthcare Services, in countries where a network does not exist can become associate members of the ENSH by agreement with the ENSH Coordinating Centre.

(b) Professional bodies or relevant NGO's that support the ENSH Code and Standards (Article 3) can become associate members of the ENSH by agreement with the ENSH Coordinating Centre.

The ENSH Board must subsequently approve all applications and submit them to the General Assembly for ratification.

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 may be required to pay a contribution or contribution in kind if such a proposal is agreed by the General Assembly.

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

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 corporate members. Each national or regional network is represented by one person, who has the right to one vote. Associate members may also attend but do not have the right to vote.

The following tasks fall within the competence of the General Assembly:

- a. Elects the ENSH Board
- b. Deal with strategic matters and approve of the strategic plans of ENSH.
- c. Deal with the annual report of the ENSH Board and the ENSH Coordinating Centre.
- d. Approve the action plan and funding strategy for the coming year
- e. Approve the budget and accept the balance presented by the ENSH Coordinating Centre.
- f. Approve a reimbursement policy for statutory bodies or members.
- g. Issue regulations, rules for procedure and membership criteria including admission and termination of membership
- h. Amend this Constitution with a two-thirds majority of the present votes
- i. Decide the location of the ENSH Coordinating Centre upon the recommendations made by the ENSH Board.

Article 9

The General Assembly meets with full rights at least once a year. Meetings take place preferably in conjunction with a relevant International Conference or at the headquarters or at another venue indicated on the calling notice. This has to be done by letter or email sent at least 45 days before the meeting, which has to contain the agenda. If the agenda anticipates the admission or termination of a Member, written 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 45 days before the date of the meeting.

General assemblies are only open to corporate members of ENSH, as well as Associate members. External observers may attend only at the invitation and prior approval of the Board.

Members of the General Assembly may vote on the acceptance of new members and on other urgent matters, as defined by the Board, by 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 or email to Members at least 30 days before the deadline for voting.

Article 10

Representatives of corporate members, 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 a third of the representatives having voting rights are present or represented. Resolutions may be agreed by a simple majority of representatives of corporate members (present or represented). They must then be brought to the attention of all the members.

Article 11

Except in exceptional circumstances, allowed for in the statutes, it is possible to agree issues, which have not previously been notified, on the agenda. They must then be brought to the attention of all the members.

The minutes of the General Assemblies have to be signed 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, 53, 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 at least a third of the voting Members, present or represented.

Decisions shall be valid when agreed by a simple majority of at least third of the representatives having voting rights are present or represented.

Nonetheless if this General Assembly is not attended by at least a third 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, 51 and 53 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 3 and a maximum of 7 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 or regional network 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 quorum applying to amendment of the statutes.

Between 20 and 30 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 ENSH Board elects a Chairperson and may elect a Vice-Chairperson and a Treasurer from amongst the persons elected to the Board.

All legal documents shall be signed by two persons of the ENSH Board, one of them being the Chairperson or Vice Chairperson

The ENSH Board shall appoint the chair of the Scientific Committee. The chair shall have responsibility for inviting corporate members, associate members or external experts to serve on a scientific committee, to establish or review regularly the committee's terms of reference, participate at all ENSH Board meetings and present a report annual to the General Assembly.

Article 15

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

Article 16

The ENSH 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 Association 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 ENSH 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 ENSH Board represented by the Chairperson, or another Member of the Board, appointed by the Chairperson and approved by the Board.

ENSH Board members in the event of bankruptcy or legal acts, whether the Association is prosecuting or prosecuted, shall not be held personally or financially liable.

Article 20

The ENSH Board may decide to establish working groups 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.

CHAPTER 7 TRANSITIONAL RULE:

National or Regional networks of tobacco free healthcare services that existed before these Statutes came into effect shall be recognised as ENSH Corporate members, all subsequent successful applicants will be obliged to sign a “Letter of Understanding” that demonstrates commitment to support and conform to these Statutes.

ADDED : in French

La comparante décide de conférer tous pouvoirs à Monsieur *

,avec pouvoir de substitution, à l'effet d'effectuer toutes formalités nécessaires du chef des décisions prises, auprès du Greffe de tribunal de commerce compétent.

A ces fins, le mandataire pourra, au nom de l'association, faire toutes déclarations, passer et signer tous actes, pièces et documents, substituer et, en général, faire tout ce qui est nécessaire dans l'acception la plus large du terme.

= it say that : « A mandat is given to Jacques Dumont to do all legal move regarding the present procedure »

Endorsed by ENSH General Assembly on 6 May 2009, in Crete, Greece.

THE GENERAL ASSEMBLY OF THE EUROPEAN NETWORK OF TOBACCO FREE HEALTHCARE SERVICES ENDORSED THESE STATUTES BY A VOTE OF A THREE QUARTERS MAJORITY OF MEMBERS PRESENT OR REPRESENTED AT THE MEETING OF THE GENERAL ASSEMBLY ON 6TH MAY 2009 IN CRETE, GREECE.

IN WITNESS WHERE OF THE FOLLOWING HAVE SIGNED THE ST A TUES:

PAYS :

NOM:

BELGIQUE FRANCOPHONE

MR. JACQUES DUMONT

ESPAGNE, CATALOGNE

DR. ESTEVE FERNANDEZ

ALLEMAGNE

MS. CHRISTA RUSTLER.

ESPAGNE, GALICE

DR. BEGONA ALONSO DE LA IGLESIA

IRELANDE

MS. MIRIAM GUNNING
MS. ANN O'RIORDAN

SUEDE

DR. DAVID CHALOM

ROUMAINE

DR. FLORIAN MIHALTAN

AMENDMENTS FINALLY APPROVED IN BRUSSELS THE 26TH OF JUNE 2009

FRENCH COMMUNITY, BELGIUM BELGIUM

MR. JACQUES DUMONT

CATALAN, SPAIN .

DR. ESTEVE FERNANDEZ

FRANCE

PR BERTRAND DAUTZENBERG

GERMANY

MS. CHRISTA RUSTLER.

IRELAND

MS. ANN O`RIORDAN

SWEDEN

DR. DAVID CHALOM

OFFICERS ELECTED ON JUNE 26TH

PRESIDENT: DR. ESTEVE FERNANDEZ

VICE PRESIDENT: ANN O`RIORDAN

TREASURER: MR. JACQUES DUMONT