

Articles of Association

(As amended 7 July 2014)

A. General provisions

Art. 1 Name

The **Framework Convention Alliance on Tobacco Control (FCA)** is a non-profit association governed by Articles 60 et seq. of the Swiss Civil Code and by the present Articles of Association.

Art. 2 Aims

The FCA vision is a world-free from the devastating health, social, economic and environmental consequences of tobacco and tobacco use.

The FCA is a civil society alliance whose mission is to help develop and implement the World Health Organization (WHO) Framework Convention on Tobacco Control (FCTC) as the basis for effective global tobacco control.

Art. 3 Activities

The FCA pursues its statutory aims by whatever means it deems appropriate (information, publishing, prevention, advice, research, competitions, teaching, etc.) Its activities are conducted at international level.

Art. 4 Registered office and registration in the Register of Commerce

The FCA's registered office is in Geneva, Switzerland.
The Association is registered in the Register of Commerce of the Canton of Geneva.

Art. 5 Duration

The Association is constituted for an unlimited period of time.

B. Membership

Art. 6 Active members and supporting members

The FCA comprises active members and supporting members.

FCA active member status is open to organizations which support the Association's aims, i.e. associations or assets with an organized structure, with or without legal personality and devoid of economic or commercial purpose, with the exception of state agencies, public institutions and intergovernmental organizations.

FCA supporting member status is open to physical persons who support the Association's aims.

Art. 7 Application for membership

Organizations and physical persons wishing to join the FCA shall apply in writing by submitting, duly completed, the application form available on the Association's Internet website (<http://www.fctc.org>). Each application must be endorsed by two sponsors who are themselves active members of the FCA.

Art. 8 Admission procedures

Applications by prospective active and supporting members shall be submitted to the Board of Directors for a preliminary evaluation.

The Board of Directors is competent to reject an application on the basis of that evaluation without giving the reasons for its decision.

If it considers that the applicant should be admitted to membership, the Board of Directors shall inform the FCA's active members accordingly through the Association's website. The application is accepted if within one month from publication on the Association's website of details relating to the applicant no active member notifies its opposition to the Board of Directors by electronic or surface mail sent to the FCA's registered office. In case of opposition, the Board of Directors can reject the application forthwith or, if it deems it appropriate, immediately convene a General Assembly of active members which will take the definitive decision. If it is opposed by 25 per cent or more of members voting, the application shall be rejected.

Art. 9 Termination of membership

Membership in the Association is terminated upon:

- dissolution of the organization (active member) or death of the person (supporting member);
- resignation;
- expulsion.

Art. 10 Resignation

Both active members and supporting members can leave the FCA at any time.

The resignation must be made in writing and notified to the Board of Directors by electronic or surface mail.

It becomes effective upon receipt of the written communication by the Board of Directors.

Art. 11 Grounds for expulsion

An active member or a supporting member may be expelled from the FCA for just cause.

The following in particular constitute just cause for expulsion:

- breach of the duty of fidelity;
- breach of commitments subscribed to by joining the Association; or
- existence of a potential conflict of interest with the interests of the Association particularly if the member has any interests in the tobacco industry

Art. 12 Expulsion procedures

The Board of Directors is competent to expel a member.

The expelled member may appeal the Board's decision to the General Assembly of active members, which will take the definitive decision.

The expulsion is confirmed if the Board's decision is endorsed by at least 25 per cent of active members voting.

C. Organization

Art. 13 Organs of the Association

The organs of the FCA are:

1. The General Assembly of active members;
2. The Board of Directors.

C.1 General Assembly of active members

Art. 14 Composition

The General Assembly is composed of all active members of the Association.

Art. 15 Competences

The General Assembly is FCA's highest authority.

It is competent to:

- adopt and amend the Articles of Association;
- set the Association's policy guidelines;
- appoint and revoke members of the Board of Directors, as well as auditor(s) and liquidator(s);
- approve the report of the Board of Directors, the auditor's report, and annual accounts;
- take decisions on all proposals submitted to it by the Board of Directors;
- take all other decisions assigned to it by the present Articles of Association; and
- decide on the dissolution of the Association and on the allocation of any positive balance following its liquidation.

Art. 16 Ordinary and extraordinary General Assembly

As a rule, an ordinary General Assembly is held once a year, in the six months following the close of the financial year.

Extraordinary meetings of the General Assembly may be convened as often as necessary. Ordinary and extraordinary General Assembly meetings may discuss all matters, including those that have not been placed on the agenda. Only items that have been placed on the agenda may be put to a vote.

Art. 17 Form of meeting

The General Assembly of active members may be held in the form of a physical meeting at a place fixed by the Board of Directors.

Meetings of the General Assembly may also be held via the Internet.

The decision of the Board of Directors on the form of the Assembly meeting is final.

Art. 18 Organ competent to convene the General Assembly

The Board of Directors is competent to convene the General Assembly.

The Board of Directors is also obliged to convene the General Assembly within a reasonable period of time if one fifth of active members of the Association so requests, by electronic or surface mail sent to the FCA's registered office indicating the matter they wish to be included on the agenda. In the case that the number of the active members is more than 100, this convocation shall already take place at the request of at least 20 active members.

If a General Assembly is already scheduled to take place within a reasonable period of time, the Board may include the requested item on the agenda.

Art. 19 Convocation

The Board of Directors convokes all active members by e-mail at least 20 days before the date of the General Assembly.

The convocation remains posted on the website of the FCA during the 20 days preceding the date of the Assembly.

It specifies the date and place of the Assembly as well as items on the agenda, Board proposals and, if applicable, proposals made by the active members having requested convocation of the Assembly.

Art. 20 The right to participate in or be represented at the General Assembly

Active members shall appoint representatives to participate in General Assembly meetings in person or via the Internet.

They can also inform the Board of Directors by e-mail of their position regarding items on the agenda. Their position shall be taken into account provided that it reaches the Board at least three days before the Assembly. Members who have thus made their position known to the Board are considered to be present at the Assembly in respect of all items on the agenda.

Art. 21 Voting rights

Each active member is entitled to one vote at the General Assembly.

A member is deprived of the right to vote on matters or legal proceedings involving the Association when the member itself, its representative or any other physical or legal person closely connected with it is party to said matters or proceedings.

Art. 22 Quorum

At least one-tenth of active members must be in attendance for the General Assembly to be able to validly conduct its business.

Art. 23 Ordinary decisions

The Association's decisions are adopted by a majority vote of members present and voting. Blank votes and abstentions are not taken into account.

If the vote is tied, the Assembly Chair has the casting vote.

The above provisions are subject to Articles 8, 12, 26 and 29.

Art. 24 Important decisions

Amendment of the FCA's aims or dissolution of the Association can be decided only by a three quarters majority vote of members present and voting. Blank votes and abstentions are not taken into account.

Art. 25 Minutes of decisions

General Assembly decisions and elections are recorded in the minutes.

The document is signed by the Chair and the Secretary of the Assembly.

The minutes of the General Assembly are placed on the Association's website where they can be consulted for a period of one year from the date of the Assembly.

Art. 26 Circulation of proposals

Outside of General Assembly meetings, the Board of Directors can submit one or more proposals by circulating them to active members.

In addition, 20 active members of the Association can send an e-mail request to the Board of Directors for one or more proposals to be circulated by the Board to all active members.

Art. 27 Adopting decisions through the circulation process

Where consultation is conducted through the circulation process, the Board of Directors sends its proposals to active members by e-mail, setting them a deadline of at least 10 days within which to inform the Board of their vote, by electronic or surface mail sent to the FCA's registered office.

While consultation of active members through this method is under way, the Board's proposals and, where applicable, those of the active members having requested such consultation remain posted on the Association's website.

Proposals are adopted by a majority vote of active members voting. Blank votes and abstentions are not taken into account. When sending out its proposals, the Board of Directors may specify that if no reply from the members is received within the time limit of 10 days (as a minimum), the proposal shall be deemed to have been accepted.

The quorum requirement set out in Article 22 does not apply to voting through the circulation process.

This method of voting may not be used in respect of important decisions within the meaning of Article 24.

C.2 Board of Directors

Art. 28 Composition

The Board of Directors consists of nine physical persons designated by the FCA's active members.

Three Board members are elected independently of any regional considerations (global members) and six members are elected to represent the WHO's six regional divisions: Africa, South-East Asia, Europe, Eastern Mediterranean, Americas (including the Pan-American region), and Western Pacific (regional members).

The salaried employees of the FCA can sit on the Board of Directors but only with a consultative vote.

The members of the Board act voluntarily and can request only the compensation of their effective expenses and their travelling costs. Possible attendance fees cannot exceed those paid for official commissions. For the activities which exceed the usual limit of the function, every member of the Board can receive an appropriate compensation.

Art. 29 Election procedures

One-third of the Board is elected each year, except every fourth year. For the purpose of the election, three lists are drawn up: one list for the election of one global member and two lists for the election of two regional members.

All candidates may stand for election both on the global list and on their regional list.

The candidate receiving the highest number of votes on each of the three lists shall be elected.

However, if a candidate obtains the highest number of votes both on the global list and on his/her regional list, he/she shall be elected as global member. The second-placed candidate on the regional list shall be elected as regional member.

In the event of a tie on a list, another ballot shall be held immediately in order to decide between the candidates having obtained the same number of votes.

Art. 30 Term of office

The members of the Board of Directors are elected for a four-year period, except if elected to replace another member who resigned or was revoked. In the latter case, their term of office runs until the end of the period for which their predecessor was elected.

The term of office starts on the day following the election. It ends upon the Board member's resignation or upon the Board member's revocation by the General Assembly,

or on the day on which the General Assembly is to decide on the Board's member's renewal.

Board members are eligible for a maximum of two consecutive terms for a total maximum of eight consecutive years.

A former Board member's name may be submitted as a candidate after a period of three years since his/her last term of service.

Functions of Chair, Vice Chair, Treasurer and Secretary can be held for a maximum of three consecutive years.

Art. 31 Board organization and delegation of powers

The Board of Directors determines its own organization. For this purpose it draws up Operational Guidelines.

The Board can delegate all or part of its powers to one or more of its members or to third parties.

In such cases it defines the delegated powers in the Operational Guidelines and ensures that Board members are adequately informed of the activities of said delegate(s).

Art. 32 Meetings

The Board of Directors can meet physically or via the Internet or take decisions in accordance with the proposal circulation process.

A Board meeting must be held if a Board member so requests.

Art. 33 Convocation

The Board of Directors is convened by its Chair.

The Chair is obliged to convene the Board as often as is deemed necessary.

The Chair is also obliged to convene the Board if a Board member requests it stating the reason for the request.

Art. 34 Decisions

The Board of Directors may take decisions if the majority of its members are participating in the meeting or in the vote through the circulation process.

Board decisions are taken by majority of the votes cast. Abstentions and blank votes are not taken into account.

The Chair has the casting vote.

Art. 35 Minutes

The Board's decisions are recorded in the minutes which shall be signed by the Chair and the Secretary.

The minutes may be consulted at any time by the Board members at the FCA's registered office.

Art. 36 Competences

The Board of Directors is competent to:

- manage the Association;
- decide on the organization of the Association, including drawing up and amending its Operational Guidelines;
- appoint staff;
- draw up the financial plan and budget while maintaining the Association's financial solvency;
- represent the Association in dealings with third parties and appoint representatives authorized to commit the Association;
- prepare General Assembly meetings;
- report to the General Assembly and, in particular, draw up the accounts and the annual report; and
- carry out the decisions of the General Assembly.

The Board of Directors is also competent to take all decisions that are not assigned to another organ by law or by the present Articles of Association.

Art. 37 Representation

The persons in charge of representing the FCA can commit the Association only by the joint signature of two signatories.

The Operational Guidelines determine the extent of said persons' powers of representation.

D. Members' rights and obligations

Art. 38 Duty of fidelity

Active and supporting members owe a duty of fidelity to the FCA and to the aims it pursues.

Art. 39 Participation in the Association's activities

In agreement with the active and supporting members concerned, the Board of Directors determines financial or in-kind services provided by members with a view to promoting the aims of the Association.

E. Resources

Art. 40 Financial contributions

FCA's resources comprise donations, subsidies, bequests and any other payments made by active or supporting members or by any other person or entity, as well as all other income and proceeds resulting from its activities.

The Board of Directors determines on a case-by-case basis whether contributions made to the FCA are likely to jeopardize its independence and the pursuit of its goals.

Art. 41 Members' contributions

The Board of Directors fixes the amount of members' contributions, which can be financial or in kind. If justified by circumstances, the Board may waive a member's obligation to make a contribution.

Art. 42 Release from liability for debts of the Association

The FCA alone shall be liable for any debts of the Association towards third parties. Members of the Association shall incur no liability whatsoever towards the Association's creditors.

F. Dissolution and liquidation

Art. 43 Dissolution and liquidation

The General Assembly is competent to decide on the dissolution of the FCA. The Assembly appoints liquidators and decides on the allocation of any positive balance after liquidation.

The available asset at the time of the dissolution, will be completely attributed to one or several institutions pursuing a purpose of public interest similar to that of the FCA and benefiting from the tax exemption, being specified that the institutional members of the FCA can also benefit from this attribution if they pursue a purpose of public interest similar to that of the FCA and benefit from the tax exemption in their home country. In no way, the assets can return to the founders or the individual members, or be used in any way in their profit in whole or in part.

G. Final provisions

Art. 44 Publications

Information intended for FCA members is placed on the Association's website.

Art. 45 Language of the Articles of Association

The present Articles of Association are drafted in French and in English. In case of any discrepancies between the two versions, the French version shall prevail.

Art. 46 Applicable law and jurisdiction

Any claims or disputes which might arise during the FCA's existence or its liquidation, whether between the members and the Association and/or its organs, or between the members themselves, in connection with the Association's activities, shall be submitted exclusively to the courts of the Canton of Geneva and subject exclusively to Swiss law.

Art. 47 Entry into force

The present Articles of Association supersede and replace the Articles of Association of 28 June 2008 in their entirety. They shall enter into force immediately after being adopted by the General Assembly.