Statutes
Alliance for Health Promotion - A4HP

Amendments adopted at the Special General Meeting, 22 May 2018 and ratified by the AGM, 13 November 2018

Name and Registered Office

Article 1
The Alliance for Health Promotion ("Association") is a non-profit association governed by the present statutes and by Articles 60 to 79 of the Swiss Civil Code. It is politically neutral and acts in the public interest.

Article 2
The Association’s Headquarters is located in the State of Geneva, Switzerland. The Association shall be of unlimited duration.

Purpose

Article 3
The Association shall pursue the following aims:

1. To facilitate and support the work of NGOs and Civil Society for health promotion, at the international, regional, national and community levels.

2. To catalyse NGOs’ and Civil Society Organisations’ efforts for the promotion of health.

3. To partner with the World Health Organization (WHO) building on the past contributions to promote the Jakarta and Bangkok Declarations and subsequent Conference Declarations.

4. To work in cooperation with all other relevant international and national organisations.

Resources

Article 4
The income of the Association can be composed of: membership fees, sponsorship, donations, project overheads and other resources authorized by the law

The funds shall be used in conformity with the Association’s aims.

Membership

Article 5
Membership Eligibility
Membership is open to any institutions or individuals that have demonstrated interest in health promotion and uphold the aims of the Association, and are not employed by the Association.

Procedure
a) To become a Member an institution interested must fill in a Membership Application form duly signed and accompanied by the following supporting documents: Articles, latest Annual and Financial Report and CV of the representative nominated.
In case of an individual the Application form should be accompanied by his/her CV.

b) The Board shall examine the application and recommend the admission of new members to the General Meeting
c) The General Meeting shall thereafter ratify the admission or disallow any recommendations made by the Board.

d) Applicants ratified by the General Meeting shall become Members on payment of their Membership Fee.

Membership ceases:
   a) on death
   b) by written resignation notified to the Board at least six months before the end of the financial year
   c) by exclusion ordered by the Board for just cause, with a right of appeal to the Annual General Meeting. Appeals must be lodged within 30 days of the Board decision being made
   d) for non-payment of dues for more than two years

In all cases the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association’s assets.

Only the assets of the Association may be used to meet commitments. Members have no individual responsibility.

The President shall send a letter confirming the cessation of membership.

Members are required to comply with the Association’s Conflict of Interest Policy.

Organs

Article 6
The Association’s organs are:
   a) The Annual General Meeting (AGM)
   b) The Board
   c) The Auditor
   d) Other organs as the General Meeting or the Board may create such as an Advisory Committee

Article 7
The General Meeting is the Association’s supreme authority. It is composed of all the members including those on the Board.

It shall hold an Ordinary Meeting once each year. It may also meet in extraordinary session whenever necessary, by decision of the Board or at the request of one-fifth of the total membership.

Participation can be in person or online.

The General Meeting shall be considered valid regardless of the number of members present. Decisions will be made by a simple majority of those members present or represented by proxy. In case of deadlock, the President shall have the deciding vote.

The President chairs the General Meeting, when not otherwise decided by the meeting. Board elections shall be by secret ballot.

Minutes must record all proceedings and decisions taken.

The Board shall send notice of the meeting to members at least six weeks in advance. The convocation, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.
Article 8
Voting procedures shall be determined in the internal Rules and Procedures. Member is entitled to one vote.

Article 9
The Annual General Meeting shall
   a) Ratify admissions and cessations of Members
   b) Elect members of the Board
   c) Note the contents of the plans and reports and financial statements for the year
   d) Review and set the annual membership fee
   e) Approve the appointment of the auditor

Article 10
Outside of General Meetings the Board may seek decisions by circulating proposals to members, who may then vote through electronic or other communications. This method of voting may not be used to amend the Statutes or dissolve the Association.

Article 11
The Board is composed of the President, Vice President, Secretary, Treasurer and not be composed of more than 9 other members, for a total of 13 Board members including officers. The Board might choose, a maximum of two persons, who are non-members of the Association to join the Board.

A Board member will serve for a two-year term. Re-election is possible as set in the Rules and Election Procedure.

The Board may coopt a member of the Alliance to the Board should a vacancy occur before the next Annual General Meeting.

The Board may establish an Executive Board in order to increase efficiency.

The Board is authorized to carry out all acts that further the purposes of the Association. It implements the decisions made by the General Meeting and is authorized to manage the Alliance's business.

The Board shall be responsible for ensuring enabling environment and sufficient human and financial resources for carrying out the activities in compliance with the decisions and resolutions of the Board and/or the General Meeting.

Article 12
The President chairs the Board meetings and represents the Association.

Article 13
The Treasurer and the President have the official rights of signature to all financial and legal transactions. The President has the mandate to re-assign his/her right of signature to another Board member, when necessary.

Article 14
The Board members act on a voluntary basis and in general can only be compensated for their actual and travel costs. For activities exceeding the usual function, each Board member can receive appropriate compensation.

Paid employees of the association have only a consultative vote in the Board.

Article 15
The Board appoints one independent auditor for a period of two years, subject to the approval of the AGM. Re-appointment is possible. The auditor examines the books and accounts and presents a report to the AGM for acceptance.
Various provisions

Article 16
The financial year shall begin on 1st of October and end on 30 of September of each year. The treasurer is responsible for the general overview of the finances of the Association.

Article 17
The Liability of the Association is only limited to its income. Liability of the members is limited to their financial contributions.

Article 18
The Statutes can be changed at any General Meeting through a Two Thirds (2/3) majority of members present at the meeting.

Article 19
Dissolution of the Association can only take place when agreed by Two Thirds (2/3) of the Members present at a meeting called for this purpose. The disposal of any funds shall be proposed by the Board and approved by the Annual General Meeting.

In the case of dissolution the assets should be allotted to a non-profit organisation pursuing goals of public interest similar to those of the organisation benefiting from tax exemption. The goods cannot be returned to the founders or members, nor be used to their own profit.

The Statutes adopted at the founding meeting of the Association in Geneva, 22 August 2008, were amended and approved by the Extraordinary General Meeting of the Alliance on 23 March 2012, revised at the Special General Meeting held in Versoix, Geneva on 22 May 2018 and ratified by the AGM held 13 November 2018.