

Statutes
Alliance for Health Promotion - A4HP
NGOs and Civil Society Promoting Positive Change

Name and Registered Office

Article 1

The Alliance for Health Promotion is a non-profit association governed by the present statutes and by Articles 60 et seq. of the Swiss Civil Code. It is politically neutral and denominational.

Article 2

The Alliance Headquarters are located in the State of Geneva, Switzerland. The Association shall be of unlimited duration.

Purpose

Article 3

The Alliance 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 and coordinate NGOs and Civil Society in 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 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 is open to any physical or moral person that upholds the purposes of the Association, and is not salaried by the Association.

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 notified
- 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.

Organs

Article 6

The Association's organs are:

- a) The Annual General Meeting (AGM)
- b) The Board
- c) The Auditor

Article 7

The Annual General Meeting Is the Association's supreme authority. It is composed of all the members.

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-third of the total membership.

The Annual 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.

The President chairs the AGM. When not otherwise decided by the meeting, 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

The Annual General Meeting shall

- a) Approve admissions and cessations of Members
- b) Elect members of the Board
- c) Note the contents of the reports and financial statements for the year and approve or reject the contents thereof
- d) Supervise the activity of other organs which it may dismiss, stating the grounds therefore
- e) Approve the appointment of the auditor

Article 9

The Board is composed of the President, Vice President, Secretary, Treasurer and not more than 11 other members.

A Board member will serve for a two year term. Re-election is possible.

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

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

Article 10

The President chairs the Board meetings and represents the Association.

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 11

The Board members act voluntarily and can only be compensated for their actual and travel costs. Eventual fees cannot exceed that paid for official commissions. For activities exceeding the usual function, each Board member can receive appropriate compensation.

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

Article 12

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 13

The financial year shall begin on 1st of January and end on 31st of December of each year. The treasurer is responsible for the finances of the Association.

Article 14

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

Article 15

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

Article 16

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 have been amended and approved by the Extraordinary General Meeting of the Alliance on 23 March 2012.