

Framework Convention on Global Health Alliance Articles of Association

Name, Headquarters, and Duration

Article 1

The Framework Convention on Global Health Alliance (“Association”) is a non-profit association governed by Articles 60 to 79 of the Swiss Civil Code and by the present Articles of Association. It is non-partisan, non-sectarian and acts in the public interest.

Article 2

The Association’s headquarters is located in Geneva, Switzerland. The headquarters can be changed by a decision of the General Assembly. The Association shall be of unlimited duration.

Aims

Article 3

The Association shall pursue the following aims:

1. To support the development, adoption, ratification, and implementation of the Framework Convention on Global Health (FCGH) as a legally binding global health treaty based on the right to health, aimed at closing national and global health inequities.
2. To galvanize the participation of a broad alliance of individuals and local, national or international organizations to support the advancement of the FCGH.
3. To further the realization of the universal right to the highest attainable standard of physical and mental health.

Resources

Article 4

1. The Association's resources are derived from:
 - A. Donations and legacies;
 - B. Sponsorship;
 - C. Public subsidies;
 - D. Membership fees;
 - E. Any other resources authorized by the law.
2. The funds shall be raised and used in accordance with the Association's social aims.

Membership

Article 5

1. To become a member of the Association, a written request must be sent to the Executive Committee by post, e-mail, or online at the Association's website www.fcghalliance.org.
2. Any individual or organization may be considered for membership through the following process, provided that they have demonstrated their dedication to the goals of the Association through their commitments or actions, and that they are not employed by the Association:
 1. The Executive Committee shall recommend the admission of new members to the General Assembly.
 2. The General Assembly shall thereafter vote to admit or disallow any recommendations made by the Executive Committee.
 3. Applicants ratified by the General Assembly shall become Members.
 4. Applicants declined shall be ineligible to reapply for membership until after a lapse of 2 years after such decline by the General Assembly.
3. Tobacco companies, representatives of tobacco companies and individuals and/or organizations that promote the interests of tobacco companies, or any other individuals and/or organizations whose interests the Executive Committee deem to be fundamentally at odds with the goals of the Association shall not be granted membership.
4. The Association comprises:
 1. Active members, which includes founding members, who are the individuals or organizations that provide an annual contribution as fixed by the General Assembly.
 2. Associate members, who are individuals or organizations who provide volunteer or other in-kind services to the Association, but do not provide an annual contribution.
They are appointed by the General Assembly on the proposal of the Executive Committee and have consultative (non-voting) status.
5. Membership ceases:
 1. On death;
 2. On dissolution of the association;
 3. By written resignation thereby notifying the executive committee at least six months before the end of the financial year;
 4. By exclusion ordered by the executive committee, for just cause, with a right of appeal to the general assembly. Appeals must be lodged within 30 days of the executive committee's decision being notified;
 5. For failing to provide member contribution for more than one year.

In all cases the membership contribution 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 Association's assets may be used for obligations/commitments contracted in its name. Members have no personal

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

Organs

Article 6

The Association shall include the following organs:

1. The General Assembly
2. The Executive Committee
3. Other organs as the General Assembly or Executive Committee may create, such as an Advisory Committee.
- 4.

General Assembly

Article 7

The General Assembly is the Association's supreme authority. It is composed of all the members, including those members on the Executive Committee.

Participation may be in person or online.

It shall hold an Ordinary Meeting once each year. It may also hold an extraordinary session whenever necessary, at the request of the Executive Committee or of at least one-fifth of its members.

The General Assembly meeting shall be considered valid regardless of the number of members present, except as required under Article 10.

The Executive Committee shall inform the members in writing of the date of the General Assembly at least four weeks in advance. The proposed agenda shall be sent to each member at least 10 days prior to the date of the meeting. In the case of proposed amendments to the Statutes or dissolution of the Association, the proposals shall be sent to each member at least 3 weeks prior to the date of the meeting.

Article 8

The General Assembly:

1. Provides final approval of the admission and expulsion of members;
2. Appoints the members of the Executive Committee;
3. Elects, at a minimum, the Chair, Vice-Chair(s), Secretary, and Treasurer, who shall all be members of the Executive Committee;
4. Notes the contents of the reports and financial statements for the year and votes on their adoption;
5. Approves the strategic plan and annual operating plan;
6. Approves the annual budget;
7. Supervises the activity of other organs, whose members it may dismiss, stating the grounds thereof;
8. Appoints an auditor for the Association's accounts;
9. Decides on any modification of articles

10. Decides on the dissolution of the association;
11. Fixes the annual membership contributions; and
12. May establish new organs.

Article 9

The General Assembly is presided over by the Chair of the Association. If the Chair is not available, the Chair shall appoint a Vice-Chair, the Secretary, or the Treasurer to preside for the duration of the assembly. The General Assembly meeting shall be held simultaneously online and in-person.

Article 10

Members may appoint representatives to participate in General Assembly meetings if they are unable to participate.

They can also inform the Executive Committee of their position regarding items on the agenda. Members who have thus made their position known to the Executive Committee are considered to be present at the General Assembly meeting in respect of all items on the agenda.

Decisions of the General Assembly shall be taken by a majority vote of the members present. In case of deadlock, the Chair shall have the casting vote. Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present. At least one-half of all members must be in attendance for the General Assembly to amend the Statutes.

Article 11

Voting procedures shall be determined by the Internal Rules. Each active and founding member is entitled to one vote at the General Assembly meeting.

Article 12

The agenda of the ordinary annual session of the General Assembly may include:

1. Approval of the Minutes of the previous General Assembly meeting
2. The Executive Committee's annual Activity Report
3. The report of the Treasurer and of the Auditor
4. Setting membership contributions
5. Approval of the Strategic Plan and Annual Operating Plan
6. Approving the budget
7. Approving reports and accounts
8. Electing Executive Committee members and appointing the Auditor
9. Ratification of new members
10. Cessation of membership
11. Miscellaneous business

Executive Committee

Article 13

The Executive Committee is authorized to carry out all acts that further the purposes of the Association. The Executive Committee shall develop its own operating procedures.

Article 14

The Executive Committee is composed of at least 10 but not more than 20 active members, elected by the General Assembly. The Executive Committee shall be inclusive and diverse, endeavoring to include people from marginalized communities and people living with life-threatening or altering diseases or disabilities, and further striving to achieve gender and geographical balance so that its membership reflects as much as possible the perspectives and experiences of the broad global health community.

Each member's term of office shall last for 2 years and is renewable 2 times consecutively. This does not preclude a member from serving another term in the future. The Executive Committee meets, online and/or in-person, as often as the Association's business requires.

Article 15

The Executive Committee members work on a volunteer basis and as such can only be reimbursed for their actual travel costs or other expenses. The paid employees of the Association may have only consultative status on the Executive Committee.

Article 16

The functions of the Executive Committee may include, but are not limited to the following:

1. Ensure that the Statutes are applied;
2. Manage the Association;
3. Decide on the organization and procedures of the Association, including drawing up and amending its Internal Rules;
4. Appoint an Executive Director;
5. Draw up the financial plan and budget while maintaining the Association's financial solvency;
6. Recommend annual membership contributions to the General Assembly;
7. Raise funds for the Association and ensure sustainable sources of funding;
8. Represent the Association in dealings with third parties and appoint representatives;

9. Make decisions regarding admission of new members and possible expulsion of members, and change of the location of the headquarters;
10. Create and supervise additional organs that are subservient to the Executive Committee and General Assembly;
11. Draft the Strategic Plan and Annual Operating Plan;
12. Convene and prepare the ordinary and extraordinary General Assembly meetings;
13. Report to the General Assembly and carry out the decisions of the General Assembly.

Article 17

Outside of General Assembly meetings, the Executive Committee 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.

Various provisions

Article 18

The Association is legally bound by the signature of the Chair, except in the case of signatures related to the Alliance bank account, in which case the signature of only the Treasurer is legally binding. These and other Officers' role and term periods are defined in the Internal Rules.

Article 19

The financial year shall begin on 1 January and end on 31 December of each year. The Treasurer is responsible for the Association's finances. The General Assembly shall appoint an Auditor who will audit the Association's accounts every year and present a report at the Annual Meeting.

Article 20

Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.