



INTERNATIONAL ASSOCIATION

EUROPEAN NETWORK FOR SMOKING and TOBACCO PREVENTION (ENSP)
RESEAU EUROPEEN POUR LA PREVENTION DU TABAGISME (REPT)

Identification Number : 16377/97

Internal Rules

Article 1 - status of the Internal Rules

1.1. These Internal Rules are supplementary and subordinate to the statutes of the European Network for Smoking and Tobacco Prevention, an international not-for-profit organization (hereinafter referred to as “the Association”) incorporated under Belgian law. In the case of any contradiction between the Internal Rules and the statutes of the Association, the latter shall prevail.

Article 2 – definitions and notices

2.1. For the purpose of these Internal Rules the following definitions shall apply:

- 2.1.1. Association: means the European Network for Smoking and Tobacco Prevention, in short (ENSP);
- 2.1.2. Statutes: means the Statutes of the Association adopted by the General Assembly on October 19th, 2011;
- 2.1.3. Full Members: as defined in articles 5 and 6, (1) of the Statutes;
- 2.1.4. Associated Members: as defined in articles 5 and 7, (1) of the Statutes;
- 2.1.5. Members: means Full Members as well as Associated Members such as defined in articles 5, 6, (1) and 7, (1) of the Statutes;
- 2.1.6. Secretariat: refers to the Secretariat of the Association located at its registered office;

2.1.7. Board: refers to the Board of the Association, as defined in articles 17 and 18 of the Statutes;

2.1.8 National Regent: refers to the National Regent as defined in Article 18 (4) of the Statutes;

2.1.9. Simple majority:

The simple majority is reached when a proposal is adopted with the highest number of votes. Abstentions, blank or invalid votes are recorded in the final counting of votes but do not count in the calculation of the majority.

Example 1:

In favor: 14

Against: 12

Abstentions: 9

The proposal is adopted with a simple majority.

Example 2:

In favor: 9

Against: 8

Abstentions: 12

The proposal is adopted with a simple majority

Example 3:

In favor: 9

Against: 12

Abstentions: 14

The proposal is rejected.

2.1.9. General principles for a National Coalition against tobacco:

- The aim of the National Coalition is to promote tobacco control activities at national level and to contribute through their work to tobacco control at European level.
- All actors working in the field of tobacco control should be represented in the National Coalition (i.e. tobacco control associations, national representatives of European specialised networks, cancer associations, heart associations, asthma associations, universities, hospitals, government agencies, non smokers' associations, consumer's associations active in the field of smoking prevention etc.).
- The National Coalition should agree on a common strategy for tobacco control, priorities and objectives. One of the objectives of the National Coalition should be to develop a co-ordinated approach toward tobacco control lobbying and advocacy activities.
- The National Coalitions should create synergy and promote collaboration on national and European level while respecting the specificity and individual identity of each of its members.
- The National Coalition must have a liaison person to handle information exchange among members and with the ENSP Secretariat.
- The National Coalition should establish contacts with the national government representatives.
- As per Articles 5 and 6, (1), paragraph 3 of the Statutes, a National Coalition should be composed of a minimum of two (2) national-based legal entities which incorporated themselves a separate legal entity. However, if the members of the National Coalition decided not to incorporate such a legal entity, but signed agreements defining their aims and working processes in correspondence with the general principle listed here-above in order to constitute a *de facto* association, their application to ENSP membership would be eligible.

2.2. If the Statutes or the Internal Rules refer to notices or documents etc. to be distributed to Members, the latter have to be communicated by letter, fax, e-mail or via other electronic means, like the ENSP website securing the Members are alerted.

Article 3 – Application for membership – Exclusion of membership

3.1. Membership of the Association is organizational, institutional or individual. The criteria for membership are established in articles 5, 6 and 7 of the Statutes.

3.2. The following procedures shall be followed, in receiving, considering and approving an application to membership:

3.2.1. The Secretariat shall provide a dossier on the Association's membership to the applicants interested in joining. The dossier shall include information about the different categories of membership, the current membership fees and contributions and the membership benefits, together with an application file.

3.2.2. An application to the Association's membership shall be filed by written request to the Secretariat of the Association.

The application file will contain the necessary standard forms enabling the applicant, amongst others:

- to indicate the mission and main activities of the applicant;
- to sign a commitment from the applicant (and from each of its coalition members in the case of a National Coalition) to share the aims and purpose of the Association;
- to select which membership category the applicant applies to;
- to provide the list and contact details of its own members;
- to sign an assertion that the applicant and its own members are not associated with the tobacco industry or any past 10 years or present activities of the tobacco industry, its liaison groups or daughter companies, in any circumstances;
- to sign an assertion that the applicant will immediately inform the Board of the Association should this independence from the tobacco industry stop;
- a statement of the provenance of the main resources;
- to enter into the commitment to pay the membership fees or contribution upon demand of the Association.

The applicants to Full Membership shall also be required (i) to assert that their organization or institution is a not-for-profit organization or institution, and (ii) to provide a copy of their statutes (or equivalent) or the agreements signed amongst the members of a National Coalition which had not incorporated a separate legal entity (see article 2.1.9, last hyphen of the present Internal Rules).

3.2.3. On the basis of a duly completed application file, accompanied by the required documents, the Secretariat shall determine in consultation with the National Regent whether the applicant meets the membership criteria of the category of membership the applicant applies to and will bring the application with its first assessment to the Board for decision.

3.2.4. The decision of the Board must be ratified by the General Assembly and notified by the Secretariat to the applicant within three (3) months from the date of application.

3.2.5. The Board shall present membership applications for ratification by the General Assembly, either at a General Assembly with physical attendance of the Full Members or in a ballot without physical meeting of the Full Members pursuant to article 12, (3) of the Statutes.

The admittance of new members has to be ratified by a simple majority of the votes of the Full Members present or represented at a General Assembly.

3.2.6. If an application for membership has been rejected by the Board, the applicant shall have the right to appeal to, and to be heard by, the General Assembly which will decide on the application at its next meeting in conformity with articles 12, 13 and 14 of the Statutes.

3.3. In addition to the non-payment of membership fees or contributions, the Board has the right to recommend the exclusion of any current member from membership to the General Assembly for any reason provided for in article 9, (3) of the Statutes.

As per article 9, (3) of the Statutes, proposals to exclude existing Members have to be approved by simple majority of the votes of the Full Members present or represented at the General Assembly meeting.

3.4. The decision of the General Assembly regarding the rejection of an application for membership or the exclusion of a Member is final.

Rejected applicants for membership and excluded Members will not be eligible to reapply for membership before one (1) year has elapsed since the date the decision had been taken. In case of re-application, the applicant will have to demonstrate that the cause of its previous exclusion no longer exists.

Article 4 - membership benefits

4.1. The Association provides a unique collaboration place for coordinated actions in the field of tobacco control. The Members' participation in the network will contribute to the advancement of tobacco control in an environment that puts the citizen's interest first.

4.2. Beyond the Membership rights respectively provide for in article 6, (3) of the Statutes for the Full Members and in article 7, (3) of the Statutes for the Associated Members, the membership provides amongst others:

- an access to the leading European and international discussions on tobacco control;
- an opportunity to contribute to the development of tobacco control in Europe and globally;
- a direct access to the foremost developments in tobacco control in Europe;
- an opportunity to contribute to frontline developments through participation in ENSP Working Groups;
- an assurance that you know what's current and why;
- a way to build excellence in tobacco control within your institution through dialogue with others;
- regular updates through e-mails, conferences, workshops and publications;
- the appropriate notice of all General Assemblies of the Association and the possibility to be present or represented at those General Assemblies and to exercise their vote in accordance with their membership category;
- an information service, whether in print or electronically;
- an opportunity to support the implementation of the FCTC with a unified voice;
- a personal login to the Members' area of the Association's Website with unlocked access to information;
- an opportunity to be consulted in the preparation of the Association's Position Papers.

Article 5 - Duties of the members

5.1. Members shall notify one (1) named individual to the Secretariat as its nominated representative (Full Members) or contact person (Associated Members), who:

- shall be their point of contact with the Association and represent the Member at the Association's meetings;
- shall ensure that information concerning the Association's activities is circulated throughout their own organization (especially to their own member associations, if they themselves represent a National Coalition or a Specialized Network);
- shall have the power to speak and act on behalf of that organization or institution in respect of the Association's undertakings, policy positions etc;
- shall have the obligation to respect the confidentiality of internal documents of the Association's and website passwords;
- shall inform the Board on their use of the ENSP logo and branding.

5.2. The Members have to pay their membership fee or contribution.

Article 6 - payment of membership fees and contribution

6.1. The criteria for fixing and payment of membership fees and contribution are established in article 10 of the Statutes.

6.2. Each Member will be billed in January of the concerned year. Annual membership fees or contributions are payable by all Members by the end of February of the concerned year..

6.3. The General Assembly may authorize the Board, on a case-by-case basis and under very exceptional conditions, to waive or reduce the membership fees or contribution for a Member in temporary financial difficulty. This Member must address its request for a reduced membership fee or contribution to the Board via a specific form it can obtain on demand at the Secretariat.

6.4. As per Article 10 of the Statutes, the non-payment of a Member's annual Membership fee or contribution will be discussed by the Board, who may suspend the rights of the concerned Member, including the voting rights, until the payment has been executed.

6.5. Members that have received a payment reminder giving an additional delay of sixty (60) days to execute the payment and have not paid by the end of April of the concerned year shall be deemed by rights having resigned with immediate effect from the Association's Membership. The Member concerned will cease to receive any membership services and its name will be removed from the membership list.

6.6. The membership fees for the next year shall be determined at the Annual General Assembly, according to the categories and procedures established in the Statutes (articles 6, 7, 9 and 10 of the Statutes).

Article 7 - Organizational structure

7.1. Organs and Structure

7.1.1. The organs of the Association are:

- the General Assembly (articles 11 – 15 of the Statutes);
- the Board (articles 17- 21).

7.1.2. Upon a respective decision by the Board, the organizational structure of the Association may further include:

- the Secretariat (article 18, (2) of the Statutes);
- Advisory Groups (article 18, (3) of the Statutes);
- the National Regents (article 18, (4) of the Statutes).

Article 8 – The General Assembly

8.1. Role of the General Assembly

8.1.1. The General Assembly is the supreme body of the Association and determines the general policy of the Association. The General Assembly has full power to achieve the purpose of the Association (articles 11-15 of the Statutes).

8.1.2. The General Assembly elects the Board composed of at least five (5) and a maximum of seven (7) Board members and entrusts the Board with the administration and management of the Association.

8.1.3. The General Assembly elects the President from amongst the Members of the Board (article 11, (2), e) of the Statutes).

8.2. Voting rules

8.2.1. On personal issues the vote will be secret. No Full member of the General Assembly can be obliged to disclose its vote.

On non personal issues, no secret vote is required. However, the President shall declare that the vote is secret upon request of a Full member to be approved by the General Assembly.

8.2.2. In the event a Full Member of the General Assembly cannot assist to the meeting, it can be represented by another Full Members representative subject to a respective proxy.

Proxies must be remitted in writing to the Secretary General prior to the vote. The President or another member of the Board shall read out all proxies that have been received.

A Full Member can represent only one (1) of its alternate; he/she cannot cumulate proxies.

8.2.3. Full Members are only allowed to vote on the issues stated in the convening to the meeting.

Article 9 - The Board

9.1. Election to the Board

9.1.1. The Board members are elected by the General Assembly amongst the Full members for a period of three (3) years pursuant to the election procedure described here-below:

- A) A preliminary notice of the General Assembly meeting, including the proposed date(s) and location of the latter shall be agreed by the Board and sent by the Secretariat to the Members at least forty-five (45) calendar days before the meeting.

The preliminary notice shall:

- indicate whether any (and, if so, how many) vacancies are to be filled on the Board;
- indicate which Board member (if any) wishes to stand for re-election;
- invite each Full Member to nominate candidates for election to the Board using the corresponding standard nomination form.

- B) The candidate of any Full Member may be nominated for election to the Board, provided that this Full Member's membership fees are fully paid at the time of nomination and it has been a Full Member of the Association for at least one (1) year before the nomination. The individual concerned must also give his/her assent to the nomination. In the case of a self-nomination, this must be clearly indicated in the nomination form.

After three (3) mandates, a Board member cannot be re-eligible to a Board position before a period of three (3) years has elapsed.

- C) The nomination file containing the nominations for election to the Board must be received in writing by the Secretariat at least five (5) working days (hereinafter referred to as "the Deadline") prior to the General Assembly meeting.

The nomination file shall

- indicate the names of the candidates and the organization or institution that they represent;
- include a statement from the candidates about themselves and why they wish to stand;
- include a signed statement from the candidates confirming that:
 - i) they are not associated with the tobacco industry or any past or present activities of the tobacco industry, its liaison groups or daughter companies, in any circumstances;
 - ii) it is their sole responsibility to immediately inform the Board of the Association should this independence from the tobacco industry stop.

- D) The list of candidates will be kept updated and made available by the Secretariat for consultation by all Full members.

- E) In the event that there are insufficient candidates nominated to fill the vacant places by expiration of the Deadline, the President may accept further verbal nominations (according to the above mentioned criteria) at the General Assembly meeting. This discretion may not be exercised if sufficient candidatures have been received by the Deadline.

- F) The names of the candidates will be read out at the beginning of the election process. Nominees will present brief statements of their intentions.

- G) Candidates are allowed to withdraw at any time prior to the vote.

- H) The General Assembly will control the validity of the applications.

- I) The voting procedure for the Board election is the following :

- As per article 13 of the Statutes, voting shall take place on a weighted basis of two (2) votes for each National Coalition and one (1) vote for each other Full member.
- Voting Full members will be required to fill in the form with the exact number of candidates to be elected (minimum five, maximum seven); any voting form not fulfilling this condition shall be discarded.
- The counting of votes shall be made by the Secretariat in the presence of two (2) Full members of the General Assembly.
- The number of votes attributed to each candidate will be read.

- A minimum of five (5) and a maximum of seven (7) Board Members will be elected following the number of votes they will have received, starting with the higher number. However, no candidate will be elected with less than the simple majority of the votes of the Full Members present or represented.
- In the case the minimum of five (5) Board members are not elected, a second election will be run immediately amongst the candidates who will not have been elected during the first election round following the same procedure detailed above.

9.1.2. Immediately after the Board elections, the President of the Board is elected by the General Assembly from amongst the Board members who will have applied for the position. The application to the position of President can be anticipated as part of the nomination file (article 9.1.1., C Internal Rules) or presented to the General Assembly just after the election of the Board members.

9.1.3. The Board then may elect a Vice-President and a Treasurer from its own Members at their first Board meeting.

9.2. Role of the Board and the Board members

9.2.1. In general terms, the Board is responsible for the administration of the Association.

In compliance with article 20, (1) of the Statutes the Board's tasks include, but are not limited to the following:

- to submit the priorities for the Association to the General Assembly for approval;
- to develop the Association's vision, mission and values;
- to be priorities oriented, to set governance, strategic and tobacco control policy for the Association;
- to develop and monitor policy, priorities and direction;
- to ensure legal and financial requirements are met;
- to supervise the work of the Secretariat;
- to consider issues that have been raised by the Members;
- to appoint its own office-holders , amongst others the Vice-President and Treasurer, within the Board members in accordance with article 18 of the Statutes;
- if necessary, to set up an Advisory Group and to authorize the establishment of subcommittees and ad hoc working groups composed of the Members of the Association;
- to select one(1) National Regent per country according to article 12 of the Internal Rules.

9.2.2. The Board members' roles are:

- to represent the interests of the Association's membership;
- to scout for potential leaders or helpers;
- to present ideas to the Board concerning ways to improve the Association and/or to further its mission;
- to chair or serve on ad hoc subcommittees and working groups as needed.

9.2.3. The President's role is:

- to head the Board of Directors and to ensure that the Board fulfils its general responsibilities in managing the Association;
- to lead the Board in setting strategy and policy;
- to monitor that the Board's decisions are carried out;
- to chair the meetings of the Association;
- to call for and to chair Board meetings;
- to liaise with the Secretary General in order to keep an overview of the Association's affairs;

- to represent the Association alone at functions, in meetings, by letter, or electronically as appropriate in compliance with article 21 of the Statutes.

9.2.4. The Vice-President's role is:

- to assist the President as needed;
- in case of absence or disability of the President, to chair meetings and to execute responsibilities and exercise the powers of the President.

9.2.5. The Treasurer's role is:

- to draw up the financial plan and budget of the Association to be approved by the Board;
- to provide regular financial statements to Board;
- to present complete annual accounts and budgets of each financial year for audit pursuant to article 22 of the Statutes;
- to prepare and present complete annual accounts and budgets of each financial year to be presented by the Board to the General Assembly for approval;
- to ensure that the Association's financial resources meet its needs.

9.3. Board Vacancies

9.3.1. If a member of the Board resigns during his/her period of office, the Board shall have the power to co-opt a new Board member to fill the vacancy until the subsequent General Assembly meeting when they must stand for election should they wish to continue to serve a full term.

9.4. Delegation of power

9.4.1. In line with Article 20, (2) of the Statutes, the Board, whilst continuing to take responsibility, may delegate specific management or representations powers (limited powers and/or the daily management) for legal or extra-legal actions to one or more members of the Board, to the Secretary General or to third parties.

9.4.2. The powers delegated to the Secretary General of the Association may include financial and contracts signature, as well as the daily management and the recruitment of staff.

9.4.3. The person authorized by the Board with specific management or representation powers must report on the exercise of these powers to the Board by the latest at the first Board meeting or teleconference which follows the use of the delegated powers.

9.5. Voting rules

9.5.1. Except for article 8.2.3. of the present Internal Rules, the voting rules provided for under article 8.2. of the Internal Rules shall apply, *pari pasu*, for the Board meeting.

9.6. Rules for the reimbursement of the Board Members' expenses

9.6.1. As per article 17(3) of the Statutes, the members of the Board may not receive any remuneration.

9.6.2. The travel and representation expenses incurred by the members of the Board will be reimbursed:

- when it is a Board or a General Assembly meeting (generally in Brussels, but can be held anywhere else in Europe following the circumstances or upon decision of the Board);
- when the Board member received a specific mandate from the Board to represent the Association at an external meeting or conference;

- upon provision to the Secretariat of an original reimbursement claim accompanied with the corresponding eligible supporting documents (preferably in original): plane/train ticket (and corresponding invoice when available, maximum full fare economy or equivalent), hotel invoice, receipts for taxis (maximum €50 per trip) and restaurants expenses (maximum €50 per meal).

9.6.3. In any other cases, the reimbursement claim will have to be approved by the Board prior to reimbursement.

Article 10 - The Secretariat

10.1. The work of the Secretariat is supervised by the Board on behalf of the General Assembly.

10.2. The Secretary General shall report and be accountable for the work of the Secretariat to the President or to any other member of the Board as the Board shall decide.

10.3. The Secretary General is responsible for implementing the Board's policies and strategic priorities and objectives, for developing the internal and external communication, for managing the staff, and for taking all operational and administrative measures which are necessary for the daily management and the coordination of the network, as per delegation received from the Board.

Article 11 - The Member's representative(s) or contact person

11.1. Each Full Member may designate (1) one, or in the case of National Coalitions, (2) two representatives according to article 6,(4), (i) of the Statutes. In the decisions of the General Assembly each Full member's representative shall have the right to one (1) vote with the exception of the National Coalition's representatives, who shall have one (1) vote per representative in the case there are two (2) National Coalition's representatives or two (2) votes in the case of one (1) National Coalition representative.

11.2. Except for natural persons, each Associated Member may designate one (1) contact person in compliance with article 7, (3), (i) of the Statutes , who has no right to vote.

11.3. Each Member has to notify in writing the name and the contact details of its representative(s) or contact persons to the Secretariat of the Association. The notification must include

- a clear mandate from the Member to its representative(s) or contact person, as well as
- a signed statement from the Full Member's representative(s) or the Associated Member's contact person confirming that:
 - i) he/she is not associated with the tobacco industry or any past 10 years or present activities of the tobacco industry, its liaison groups or daughter companies, in any circumstances;
 - ii) it is his/her sole responsibility to immediately inform the Board of the Association should this independence from the tobacco industry stop.

11.4. The Full members' representatives and the Associated Members' contact persons are responsible for liaison and collaboration with the Association, as well as for promoting their membership. This includes the transfer of information to their organizations and partners. Nevertheless, this transfer of information can be done directly by the Secretariat upon the Members representative's or contact person's request, and on provision of the corresponding addressees' contact details.

11.5. Any initiative planned to be taken in the name of the Association by any Member must have received the Board's approval prior to its implementation.

Article 12 - The National Regent

12.1. Only Full Members have the right to nominate one (1) named individual (whether the representative of the Full member or not) to the Secretariat as the National Regent candidate to be selected by the Board..

12.2. The Regents' selection procedure is the following:

- The call for the National Regents nominations is initiated by the Secretariat mid-October each year.
- Nominations must be received in writing by the Secretariat on 15th November at the latest.
- The nomination file will include as a minimum:
 - A clear mandate from the nominating Full Member to the candidate;
 - A summary of the candidates CV (half a page);
 - A summary of the candidates past and present tobacco control activities;
 - A statement from the candidate explaining why he/she wishes to stand;
 - A statement signed by the candidate and confirming that
 - he/she is not associated with the tobacco industry or any past 10 years or present activities of the tobacco industry, its liaison groups or daughter companies, in any circumstances;
 - it is his/her sole responsibility to immediately inform the Board of ENSP should this independence from the tobacco industry stop.
- The selection of the National Regents is finalized by the Board by end of November at the latest.
- Those selected National Regents will enter in function on 1st January until the 31st December of the year which follows the call for nomination.

12.3. The role of the Regent is, in collaboration with the National Coalition:

- to promote and represent the Association at his/her national and local levels;
- to liaise with the national-based Full members' representatives;
- develop communication with all the Members of the Association in the country;
- to encourage membership to the National Coalition and to Association;
- to be consulted by the Secretariat in the process of checking the applications to the Association's membership;
- to report yearly on the FCTC implementation progress in his/her country;
- may participate in the General Assembly meetings without voting right;
- to select up to three (3) deputies in order to assist the National Regent in his mission and to communicate their names and contact details to the Secretariat.

12.4. In the case a National Regent is not filling in its role, the Board will evaluate the situation and may select another National Regent for the rest of the year.

12.5. Any initiative planned to be taken in the name of the Association by any National Regent is subject to the Board's approval prior to its implementation.

Article 13 - conflicts of interest

13.1. Each Board and staff member has to declare any conflict of interest arising during the duration of its service, regardless of it is corporate or institutional, on the declaration form provided for this purpose.

Article 14 - Financial regulations

14.1. The Association's resources includes membership fees and contributions, donations, grants, subsidies, legacies, receipts from sales and fees for services, which may be intended to support core funding or a specific project, provided that the aims, objectives and independence of the Association are not compromised.

14.2. The Board shall (i) open or mandate the Secretary General to open the bank accounts which are necessary for the good conduct of the Association's business and shall (ii) authorise officers and/or staff members to act as the Association's signatories according to article 20, (2) of the Statutes.

14.3. In accordance with article 20, (2) of the statutes, the Board may also authorise the President, one of the Board members, or the Secretary General, to act as the Association's signatory on contracts and other documents (e.g. personnel and rental contracts, grant proposals and agreements etc.), entailing the Association in a financial undertaking.

14.4. The Board in collaboration with the Secretariat shall prepare the annual accounts and budgets for approval to the General Assembly, as required in article 22 of the Statutes.

14.5. The financial affairs undertaken by the Association are carried out in accordance with the financial decision-making protocol adopted by the Board.

14.6. Any project-related commitments of the Association are carried out in accordance with the project development protocol adopted by the Board.

Article 15 - validity of the Internal Rules

15.1. These Internal Rules were adopted at the Annual General Assembly meeting held in Brussels on 19 October 2011 and replace the current Internal rules which had been adopted by the General Assembly in May 2004.

15.2. Amendments to the Internal Rules may be made in accordance with the Association's decision-making procedures, established under articles 12, 13 and 14 of the Statutes.

* * *

Adopted by the ENSP General Assembly on 19 October 2011, in Brussels, Belgium

RÉSEAU EUROPÉEN POUR LA PRÉVENTION DU TABAGISME aisbl

144 Chaussée d'Ixelles 1050 Brussels Belgium

T + 32 2 230 65 15 F + 32 2 230 75 07 info@ensp.org www.ensp.org