

Statutes of the Association International Network on Hepatitis in Substance Users (INHSU)

I. Name, Domicile and Objectives

§ 1 Name and Domicile

1.1 The International Network on Hepatitis in Substance Users (INHSU) is a non-profit association incorporated according to article 60 and following of the Swiss Civil Code.

1.2 The association has its domicile in Zurich, Switzerland, and operates internationally.

1.3 The association is politically neutral and non-denominational.

§ 2 Objectives

2.1 The objectives of the association are:

- Support and facilitate scientific exchange and dissemination of knowledge
- Strive to educate international health professionals, researchers, community organisations, people who use drugs and policy makers on hepatitis C prevention, screening, linkage to care, and treatment among people who use drugs
- Seek to collaborate with other societies, government organisations, professional associations, community members, institutions and individuals to advocate for hepatitis C prevention and care among people who use drugs

§ 3 Resources

3.1 The Association's resources are derived from:

- Membership fees;
- Surpluses arising from educational events and conferences;
- Donations and legacies; and
- Any other resources authorised by the law.

II. Membership

§ 4 Prerequisites of Membership

4.1 Every natural or legal person can acquire membership of the association.

§ 5 Admission and Termination of Membership

5.1 Membership can be acquired by way of resolution of the Executive Board following either:

- enrolment via the INHSU website, including payment of the annual membership fee
- a written request (including by e-mail), accompanied by payment of the annual membership fee, addressed to the Executive Board; or
- enrolment at the INHSU conference when accompanied by the payment of the annual membership fee; or

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- attendance at a funded INHSU education event, when accompanied by approval of the attendee to become a member of INHSU.
- 5.2 The membership year follows the calendar year. For membership applications during the second half of the year, the Executive Board has the power to either pro rate the membership fee, waive the membership fee or require the membership fee be paid in full.
- 5.3 Termination of membership can be resolved by a majority vote of the Executive Board if:
- the requirements foreseen by the Statutes are no longer met; or
 - a member severely infringes upon the duties of membership; or
 - the membership fees are not settled within 6 months of the initial payment request ; or
 - the member resigns their membership in writing (including E-mail); or
 - the member dies.

Such resolution is final and binding.

§ 6 Obligations of the Members

- 6.1 Members are expected to participate actively in the association and contribute to its principles and goals.
- 6.2 Members are expected to support the organs of the association fulfilling their duties.
- 6.3 Members have no personal liability.
- 6.4 Only the Association's assets may be used for obligations or commitments contracted in its name.

§ 7 Membership Fees

- 7.1 The membership fees are determined by the Executive Board
- 7.2 The membership fees shall be due on the beginning of each calendar year covering the whole year.
- 7.3 Only financial Members will be able to vote and/or stand for election at the General Assembly Meeting.
- 7.4 The financial obligations of members leaving the association or being expelled cease at the end of the calendar year in which the membership ceases. Leaving members have no entitlement for a refund of their membership fees.

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III. Organs of the Association

§ 8 Organs of the Association

8.1 The Association shall have the following organs:

- The General Assembly meeting; and
- The Executive Board; and
- The Auditor.

IV. General Assembly Meeting

§ 9 Notice for the General Assembly Meeting

9.1 The ordinary General Assembly Meeting is held at the INHSU Annual Conference or at another time in an adequate venue to be determined by the Executive Board.

9.2 An Extraordinary General Assembly Meetings may be called by:

- any 2 members of the Executive Board
- at the written request (including E-mail) of at least one fifth (1/5th) of the members.

9.3 The Notice for the General Assembly Meeting must be mailed to each member not less than 6 weeks prior to the date of the meeting. This notice can be sent by e-mail.

§ 10 Powers

10.1 The General Assembly Meeting is the highest decision-making body of the association and has the power to:

- elect the members of the President and all other members of the Executive Board and the Auditors, if any;
- establish the principle guidelines and regulatory framework;
- approve or reject the annual accounts and budget of the association;
- amend or modify the statutes or regulatory framework, and
- determine the dissolution of the association.

§ 11 Internal Rules of Procedure

11.1 The President takes the chair of the General Assembly Meeting.

11.2 Quorum for the General Assembly is 10 (ten) or 1/10th of its total membership, whichever is the lower.

11.2.1 If quorum is not achieved then the General Assembly will reconvene one week later at the same venue

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- 11.2.2 If quorum is not achieved at the reconvened General Assembly then the meeting will be considered valid regardless of the number of members present
- 11.3 The General Assembly Meeting shall take resolution by way of simple majority of the votes. The President shall vote. In case of equality of votes the President has the final ballot.
- 11.4 The President and the other members of the Executive Board and the Auditors, if any, are elected by open ballot.
- 11.5 Resolutions regarding the alteration of the Statutes and the regulatory framework require the majority of the votes of two third of the members being present at the General Assembly Meeting.
- 11.6 The dissolution of the association can only be resolved by two third of the members either by way of a General Assembly Meeting or by way of a written ballot vote.

V. Executive Board

§ 12 Election and Composition

- 12.1 The Executive Board consists of at least three and no more than ten members.
- 12.2 The members may elect a director by a resolution passed in a general assembly meeting.
- 12.3 A person is eligible for election as a director of INHSU if they:
- are a member of INHSU; and
 - are nominated in writing by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a general meeting and has been a director since that meeting); and
 - give INHSU their signed consent to act as a director of the Network; and
 - are not bankrupt or otherwise ineligible to be a director of INHSU under the relevant requirements of their domestic law
- 12.4 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.
- 12.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person meets all the eligibility criteria per clause 12.3.

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§13 Election of President, Vice President, Secretary and Treasurer

- 13.1 The President and the other members of the Executive Board are elected by the General Assembly Meeting for a period of three years. They can be re-elected.
- 13.2 The Executive Board constitutes itself. That is the Executive Board elects a President, a Vice President, and a Treasurer amongst its members.
- 13.3 The Secretary of the Associations shall be the Treasurer unless that role is assigned to another member of the Executive Board.

§14 Term of Office

- 14.1 At each annual general assembly meeting:
 - any director appointed by the directors to fill a casual vacancy (a casual vacancy arises when a Board position held by a director appointed by the general assembly is vacated before the expiry of their term) or as an additional director must retire, and
 - any director who has served for 3 years must retire. Other than a director appointed under a casual vacancy, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 14.2 A director who retires under clause 14.1 may nominate for election or re-election, subject to clause 14.3
- 14.3 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution

§15 Election of Directors

- 15.1 As per clause 12.2, Directors are elected at the general assembly meeting
- 15.2 Nominations of candidates for elections as Directors must be received in writing by the Secretary, on a form determined by the Executive Board and in accordance with clause 12.3, 49 days before the date of the General Assembly Meeting
- 15.3 In the event that the number of candidates exceeds the number of available positions then a ballot will be held to determine the elected Directors
- 15.4 Ballot papers will be sent to members to vote on which of the nominated Directors will fill the available positions:
 - 15.4.1 A brief resume of each nominee may accompany the ballot paper
 - 15.4.2 The Executive Board will appoint a Returning Officer to oversee the election process
 - 15.4.3 The voting process will be closed one week before the General Assembly Meeting
 - 15.4.4 In the event of equal votes, the President shall have the casting vote as which nominee is elected

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§16 Cessation of Office

- 16.1 A director stops being a director if they:
- give written notice of resignation as a director to INHSU
 - die
 - are removed as a director by a resolution of the members
 - stop being a member of INHSU
 - are absent for [3] consecutive directors' meetings without approval from the directors, or
 - become ineligible to be a director of the network under the relevant requirements of their domestic law

§ 17 Powers

17.1 The Executive Board represents the association and shall have power in all matters which are not explicitly in the competence of the General Assembly Meeting. The powers of the Executive Board shall include, without limitation:

- admission of members;
- exclusion of members; and
- promoting the objectives of the members

17.2 Expenditure can be authorised for payment according to delegations, as approved by the Executive Board

§ 18. Executive Board - Internal Rules of Procedure

18.1 The Executive Board shall meet upon invitation of the President whenever need be in order to promote the objectives of the association or at a request of at least two members of the Executive Board accompanied by an agenda for such meeting.

18.2 The invitation must be mailed to each member of the Executive Board at least ten days prior to the date of such meeting. This notice can be sent by E-mail.

18.3 The President or the Vice-President takes the Chair.

18.4 Quorum for Executive Board meetings is a simple majority of the elected members of the Executive Board.

18.5 Resolutions can be taken by the majority of the votes of the present members of the Executive Board.

18.6 The Executive Board can take resolutions by simple majority of the present members of the Executive Board. In the case of equality of votes, the President has the final ballot.

18.7 Resolutions of the Executive Board shall be kept in minutes.

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18.8 Executive Board members:

- work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs;
- are eligible, subject to approval by the Executive Board, for appropriate compensation for activities beyond the usual function of each Executive Board member

VI. V Auditors

§ 19 Election and Composition

19.1 The Auditors consist of one member.

19.2 The Auditors are elected by the General Assembly Meeting each year. They can be re-elected.

§ 20 Duties

20.1 The Auditors must carry out an annual audit. They shall examine the annual accounts and provide to the General Assembly Meeting a written report. They propose either to provide or refuse discharge of the Treasurer and Executive Board members.

VII. VI. Miscellaneous

§ 21 Accounting Year

21.1 The Treasurer is responsible for the Association's finances.

21.2 The accounting year will begin on the 1 July and end on 30 June each year.

§ 22 Dissolution of the Association

22.1 Upon dissolution of the association, the General Assembly Meeting, after payment or constitution of a deposit for all indebtedness of the association, shall allocate the net assets to objects exclusively compatible with the objectives of the association and likewise benefiting from tax exemption.

22.2 Under no circumstances shall the assets of the Association be returned to the founders or members.

For the Executive Board: _____ 2017

Chairperson

Secretary