

NCD ALLIANCE CONSTITUTION

(August 2020)

Article 1: Name

- 1.1 The association was created in 2017. It is known as NCD Alliance (hereafter referred to as “NCDA”).

Article 2: Objectives

- 2.1 The mission of NCDA is to unite and strengthen civil society to stimulate collaborative advocacy, action and accountability for prevention and control of non-communicable diseases (hereafter referred to as “NCD”).
- 2.2 In order to attain its objectives, NCDA shall notably:
 - a) lead global advocacy to fulfill political commitments on NCD prevention and control;
 - b) promote accountability for commitments, resources and results in NCD prevention and control;
 - c) strengthen the capacity of NCD civil society organisations and alliances at national and regional levels;
 - d) broker knowledge on evidence based NCD policy and practice;
 - e) promote and enable networks to engage institutional and individual stake holders for the shared goals of the NCDA;
 - f) partner and collaborate with other organisations with similar objectives and functions;
 - g) carry out any activity in support of its mission including programmes, projects, initiatives, campaigns, training, publications, events and others.

Article 3: Structure

- 3.1 NCDA is constituted in the form of a Swiss association according to the Swiss Civil Code and according to this Constitution.
- 3.2 NCDA is a non-profit international association.
- 3.3 NCDA is non-political and non-sectarian.

Article 4: Duration

- 4.1 The duration of NCDA is open ended.

Article 5: Seat

- 5.1 The seat of NCDA is in Geneva, Switzerland. NCDA may establish other offices outside of Switzerland.

Article 6: Membership

- 6.1 The membership of NCDA is composed of three categories of members: Founding member organisations, Full member organisations and Associate member organisations.
- 6.2 Membership shall become effective upon approval by NCDA Board of Directors of an application and upon receipt of the first annual membership fees for that calendar year.
- 6.3 Only member organisations that have paid their annual membership fees are entitled to exercise any right or prerogative as defined in the Constitution.
- 6.4 Each member organisation is obliged to make timely payments of its annual membership fees.
- 6.5 Each member organisation is obliged to abide by the Constitution.

Article 7: Member Categories

Founding member organisations

- 7.1 The four (4) Founding member organisations of NCDA are the International Diabetes Federation (IDF), the International Union against Tuberculosis and Lung Disease (The Union), the Union for International Cancer Control (UICC) and the World Heart Federation (WHF).
- 7.2 Each Founding member organisation that has paid its membership fees for the current calendar year is entitled to one (1) vote at the General Assembly.
- 7.3 Each Founding member organisation has the right to nominate individuals as candidates for election to NCDA President-Elect and Board members.
- 7.4.1 In addition to the right for Board nominations as per article 7.3, each Founding member organisation is entitled to appoint one (1) designated individual as a member of the Board of Directors. Such individual shall be a senior representative of the Founding member organisation. Each Founding member organisation can appoint and change its designated Board member at any time.
- 7.4.2 The Board member appointed by the Founding member organisation shall serve a maximum period of four (4) years from the date of appointment.
- 7.4.3 When a Founding member organisation terminates its membership, the mandate of the Board member appointed by such Founding member organisation shall terminate at the same time.

Full member organisations

- 7.5 Full members shall be organisations, networks or entities that are substantially engaged in NCD prevention and control and have appropriate organisational structures.
- 7.6 Each Full member organisation that has paid its membership fees for the current calendar year is entitled to one (1) vote at the General Assembly.
- 7.7 Each Full member organisation has the right to nominate individuals as candidates for NCDA President and Board members.

Associate member organisations

- 7.8 Associate members shall be organisations, networks or entities that support NCDA objectives.
- 7.9 Each Associate member organisation that has paid its membership fees for the current calendar year, may attend the General Assembly as an observer but without a right to vote.
- 7.10 Each Associate member organisation has the right to nominate individuals as candidates for NCDA Board members.

Article 8: Termination of NCDA Membership

- 8.1 Each member organisation may resign its membership at any time.
- 8.2 In that case, a written notice has to be served by the resigning member to the NCDA Chief Executive Officer. Upon receipt of such a notice, the membership status shall be terminated immediately. Annual membership dues for the year in which the resignation occurs shall be payable in full.
- 8.3 Membership status may also be terminated by decision of the Board of Directors following non-payment of annual dues for one (1) calendar year.
- 8.4 Membership status may also be terminated for any other reason that may be deemed appropriate by decision of the Board of Directors or the General Assembly at their absolute discretion. In the event of disagreement, the decision of the General Assembly shall prevail.

Article 9: Financial Resources

- 9.1 The financial resources of NCDA shall include:
- a) annual membership fees and voluntary contributions;
 - b) grants and donations;
 - c) income from NCDA events, programmes, fundraising, publications or from other sources.
- 9.2 The financial resources of NCDA shall be used to support directly or indirectly the objectives of NCDA as set out in Article 2.

Article 10: General Assembly

- 10.1 The General Assembly is the supreme governing body of NCDA.
- 10.2 The General Assembly shall be attended by:
- a) Founding member organisations and Full member organisations (hereafter referred to as "Voting members"), represented by a Voting Delegate or his or her alternate, or duly represented as per Article 10.3;
 - b) Associate member organisations, represented by an observer;
 - c) other observers by special invitation of the President;
 - d) members of the Board of Directors;
 - e) the Chief Executive Officer.
- 10.3 At meetings of the General Assembly, each Voting member shall have the option to be represented by another Voting member. In order to exercise this option, such represented Voting member have to provide to the NCDA Chief Executive Officer 30 days prior to the date of the meeting a Power of Attorney form in favour of the Voting member who shall represent them with joint signatures by the two (2) member organisations concerned. Under such duly submitted powers of attorney, a Voting member may accept and act on behalf of a maximum of three (3) other Voting members, who are unable to attend the General Assembly, themselves.
- 10.4 The General Assembly is chaired by the President of NCDA. In case of absence, a member of the Board of Directors shall be elected by the General Assembly to take the chair.
- 10.5 A meeting of the General Assembly shall be convened at least every two (2) years, in the manner provided hereafter.
- 10.6 A meeting of the General Assembly shall be convened by the Board of Directors by a written notice by mail, e-mail, fax or any electronic means sent 60 days prior to the date of the meeting. A provisional agenda shall be attached to the notice.
- 10.7 At a meeting of the General Assembly, Voting members or their duly appointed representatives shall have the right to notably:
- a) elect the President-Elect and members of the Board of Directors (subject to Article 7.4.1 and to Article 13.5);
 - b) elect the President only if Article 13.5 applies;
 - c) amend the Constitution;
 - d) receive and adopt NCDA activity reports and plans;
 - e) receive and approve NCDA audited financial accounts;
 - f) discharge the Board of Directors and the Chief Executive Officer of their responsibilities for the reporting period.
- 10.8 An extraordinary meeting of the General Assembly shall be convened within 90 days following a request:
- a) by the Board of Directors; or
 - b) by one-fifth (1/5) of the combined total of Voting members in a written notice to the Chief Executive Officer.
- 10.9 Decisions shall be adopted by simple majority (50% + 1) of Voting members present or duly represented. In a secret vote, a blank or spoilt ballot paper shall not be taken into consideration to determine the majority.
- 10.10 A meeting of the General Assembly shall be held in principle in the form of a face-to-face meeting (physical attendance). However, such meeting of the General Assembly shall be held by videoconference (or by other means permitted by applicable laws and regulations) and/or a

mixture of the two (i.e. a mixture of face to face and videoconference or other means permitted) when requested:

- a) by the Board of Directors; or
- b) by one-fifth (1/5) of the combined total of Voting members in a written notice to the Chief Executive Officer.

Article 11: Board of Directors

- 11.1 The Board of Directors shall govern NCDA in accordance with its objectives and its regulatory and statutory obligations.
- 11.2 The Board of Directors is empowered to act generally in the name of NCDA to provide leadership and strategic direction to NCDA.
- 11.3 The Board of Directors is empowered notably to:
 - a) convene the General Assembly and prepare the provisional agenda;
 - b) appoint from among its members the NCDA Treasurer;
 - c) appoint or dismiss the Chief Executive Officer;
 - e) appoint independent auditors, review and approve the annual audited financial statements;
 - f) review and approve the annual NCDA budget;
 - g) determine the annual membership fees;
 - h) define membership criteria and approve new member organisations;
 - h) review and approve the annual operating plan submitted by the Chief Executive Officer;
 - i) delegate any function to any nominated person or authorise any person to represent NCDA;
 - j) appoint any other bodies as may be required and define their terms of reference;
 - k) establish any networks and groups in support of NCDA;
 - l) monitor and review the activities of the Chief Executive Officer;
 - m) enter into contracts with third parties;
 - n) authorise the President and/or Chief Executive Officer to enter into contracts;
 - o) establish and close NCDA offices;
 - p) define the process for the nomination for the election of the President and members of the Board of Directors;
 - q) establish and/or amend By-Laws and Policies of NCDA. In case of inconsistency between a provision of the Constitution and a provision of the By-Laws and Policies, the Constitution shall prevail.
- 11.4 The Board of Directors shall be composed of 14 voting members, including the President who assumes the Chair of the Board of Directors and including the President-Elect.
- 11.5 The members of the Board of Directors act in a voluntary capacity and can only be reimbursed for their effective and travelling expenses.
- 11.6 Upon request of the Board of Directors, salaried staff of NCDA can participate in the Board of Directors only in a consultative capacity.
- 11.7 The Members of the Board of Directors elected by the General Assembly are elected from among nominations received from Founding member organisations, Full member organisations and Associate member organisations. Board members shall assume their function immediately following their election by the General Assembly for a two (2) year term, i.e. until the next meeting of the ordinary General Assembly.
- 11.8 A member of the Board of Directors may not be elected more than two (2) consecutive times, not including a term as President and not including a term as President-Elect.
- 11.9 The Board of Directors shall be authorised to suspend the Board member status of a Board member before the end of his or her term, if he or she is considered to have inappropriate links to an entity whose aims are contrary to NCDA's objectives or does not fulfil his or her commitments as a board member. Such a decision will have to be confirmed at the next General Assembly.
- 11.10 The Board of Directors shall meet at least twice (2) a year.
- 11.11 The Board of Directors may meet and vote in person or by teleconference, email or other electronic means.

- 11.12 Further meetings of the Board of Directors may be called by the President or by 7 members of the Board, in each case upon 30 days notice and with submission of a provisional agenda.
- 11.13 In order for a meeting of the Board of Directors to be validly held, seven (7) voting members participating as per Article 11.11 shall constitute a quorum.
- 11.14 Each member of the Board of Directors shall have one (1) vote.
- 11.15 Decisions shall be adopted by simple majority vote (50% + 1). The President shall have both a deliberative and a casting vote to resolve a tie if necessary.

Article 12: President

- 12.1 The President shall serve for only one (1) two (2) year term.
- 12.2 The President shall chair the General Assembly and the meetings of the Board of Directors.
- 12.3 The President shall periodically review existing policies and instigate new ones as necessary.
- 12.4 The President chairs the Nominations Committee, consisting of:
 - a) the President,
 - b) one past President,
 - c) one Board Member not running for re-election, and
 - d) a representative from a Founding or Full NCDA member (as described in Article 6.1 and subject to payment by such member of the fees provided under Article 6.3).
- 12.5 The President shall have the power to authorise any persons to represent NCDA with two (2) joint signatures of the President or the Chief Executive Officer.
- 12.6 In between General Assemblies, the President shall propose to the Board of Directors to fill any vacancies occurring in the Board of Directors and in any bodies appointed by him or her or by the Board.
- 12.7 In case of resignation or incapacity of the President, the President-Elect becomes automatically the President. In such case, by way of derogation from Article 12.1, the duration of the term of office of such President shall be of the remaining term provided under Article 13.1 (i.e. two years minus the term during which he/she have served as President-Elect) plus the two year term provided under Article 12.1.

Article 13: President-Elect

- 13.1 The President-Elect shall be elected by the General Assembly for a two (2) year term.
- 13.2 The President-Elect shall serve as an ex officio Board member for two (2) years preceding his or her term as President.
- 13.3 The objective of the two (2) year term as President-Elect is to prepare to take over the Presidency.
- 13.4 At the end of his or her term, the President-Elect becomes the President.
- 13.5 In case of resignation or incapacity of the President-Elect, by way of derogation from Article 10.7.a, the Board of Directors shall appoint a new interim President-Elect. Such new interim President-Elect shall be a member of the Board of Directors when he/she is appointed. By way of derogation from Article 13.1, the new interim President-Elect shall serve as President-Elect until the end of the remaining term of the current President. At its next meeting, the General Assembly shall elect the President (who shall not necessarily be the interim President-Elect), in addition to the President-Elect.

Article 14: Chief Executive Officer

- 14.1 The Chief Executive Officer is appointed by the Board of Directors.

- 14.2 The Chief Executive Officer shall report to the Board of Directors and be subject to the authority of the Board.
- 14.3 The Chief Executive Officer shall be the chief staff officer of NCDA.
- 14.4 The Chief Executive Officer, subject to the authority of the Board and established policies, is notably responsible for:
- a) leading and delivering the NCDA strategic objectives;
 - b) working with the Board of Directors to define strategic plans;
 - c) managing NCDA offices, staff, finances, resources and strategic partnerships in the most effective way;
 - d) Mobilising resources and developing the NCDA supporter base;
 - e) representing NCDA externally.
- 14.5 The Chief Executive Officer shall be authorised to attend meetings of the General Assembly and the Board of Directors, unless the Board of Directors decides to declare all or part of a meeting to be *in camera*. When in attendance, the Chief Executive Officer shall have the right to take part in deliberations but without the right to vote
- 14.6 The Chief Executive Officer shall be a non-voting ex-officio member of all other NCDA entities appointed by the President or the Board of Directors.

Article 15: The Treasurer

- 15.1 The Treasurer is appointed by the Board of Directors from among its members.
- 15.2 The Treasurer shall serve a two (2) year term and may not be re-appointed to more than two (2) successive two (2) year terms.
- 15.3 The Treasurer shall notably:
- a) be responsible for the financial governance of NCDA in accordance with the directives issued to him or her by the Board of Directors;
 - b) submit annually to the Board of Directors an audited financial statement;
 - c) submit annually to the Board of Directors a draft budget for the following year, as well as budget revisions as necessary for the current year.
- 15.4 The NCDA financial year covers the calendar year from 1 January to 31 December.

Article 16: Powers to Contract

- 16.1 The powers to enter into contracts on behalf of NCDA are vested in the President and in the Chief Executive Officer. Any such contractual commitments require their joint signatures, except for what is provided for in Article 16.2.
- 16.2 In addition, the Board of Directors is authorised to delegate to one (1) or more persons the power to contract on behalf of NCDA as per established policies. Any such contracts require two (2) joint signatures.

Article 17: Liability

- 17.1 NCDA member organisations, members of the Board of Directors, members of any NCDA appointed bodies, the Chief Executive Officer and NCDA staff shall incur no personal liability in respect of any actions by NCDA except in the case of gross negligence or failure within their duties.

Article 18: Dissolution and Liquidation of NCDA

- 18.1 NCDA may only be dissolved by the General Assembly.
- 18.2 The General Assembly has to be convened for that purpose in an extraordinary meeting (i.e. meeting and voting especially for that purpose).

- 18.3 Such an extraordinary meeting requires a quorum of at least half of combined total of the Voting members plus one (50% + 1), present in person or duly represented as per Article 10.3 for any deliberations or actions to be valid.
- 18.4 A decision to dissolve NCDA requires a majority of two-thirds (2/3) of Voting members present or duly represented. A blank vote shall not be taken into consideration to determine the majority.
- 18.5 In the case of dissolution, the extraordinary meeting of the General Assembly shall appoint two (2) liquidators to be in charge to liquidate the NCDA assets.
- 18.6 The net assets of NCDA shall be donated to one (1) or more non-profit organisation engaged in the fight against non-communicable diseases (NCDs), or whose public interest mission is similar to that of the NCDA, and which are exempted from taxes. The net assets cannot be returned to the founders or members of NCDA, nor in any way be partially or totally used in their favour.