



## **Statuts**

*Conseil international  
sur les problèmes de l'alcoolisme  
et des toxicomanies*

## **Constitution**

*International Council  
on Alcohol and Addictions*

**Version: 06.09.2006**  
ICAA Constitution English-September 2006.doc

## I. General

### Art 1 - Name

"The International Bureau against Alcoholism", founded on the 1<sup>st</sup> August, 1907, in Stockholm, Sweden, shall in future be named the "International Council on Alcohol and Addictions" (ICAA). The Association shall be an international, non-political, non-profit making organization governed in accordance with articles 60 to 79 of the Swiss Civil Code and governed by the articles of the present Constitution. Its present headquarters are in Lausanne, Switzerland.

### Art 2 - Mission

The Association is dedicated to prevent and reduce the harmful use and effects of alcohol, tobacco, other drugs and addictive behaviours on individuals, families, communities and society.

It sensitises, empowers and educates organisations and individuals, and advocates for effective partnerships in prevention, treatment, research and policy development in the interest of public health, personal and social well being.

The Association does this at the international, regional and national levels by collaborating with relevant bodies, organising conferences and other activities.

The Association believes in the exchange of evidence-based knowledge and innovative approaches. It is committed to undertake this in an independent, apolitical, inclusive, democratic and transparent manner.

### Art 3 - Official language

The official languages of the Association are English and French. The original version of the Constitution is French.

### Art 4 - Bylaws and Guidelines

The Board of Directors shall have competence to draw up bylaws governing the affairs of the Association and guidelines concerning its international meetings. Such bylaws and guidelines are subject to the approval of the General Assembly.

### Art 5 - Fiscal Year

The fiscal year of the Association shall begin on 1 January and end on 31 December of each year.

### Art 6 - Legal Disputes

Any legal dispute, which might occur between the Association and its members, will be dealt with within the competence of the Swiss law courts and by application of Swiss legislation.

## II. Membership

### Art 7 - Admission

Membership shall be open to all organisations, institutions and individuals whose aims and activities coincide, or are directly connected with the Association's mission (cf. Art 2).

### Art 8 - Application

Applications for membership have to be made in writing. Each membership application shall be approved by the Board of Directors by simple majority, and is subject to ratification by the General Assembly. Candidates may appeal against the refusal of admission to the General Assembly.

### Art 9 - Suspension

The Board of Directors shall have the power to suspend membership with a vote of absolute majority, and to propose termination of membership. Such members have the right to appeal to the General Assembly within sixty days on receipt of written notification and to be present at the discussion of their appeal in the General Assembly. The member, whose membership is suspended, is, on receipt of the decision to recommend termination of membership taken by the Board of Directors, deprived of his rights and freed of his obligations, with the exception of his membership dues until the end of the current fiscal year. If it allows the appeal, the General Assembly pronounces the reinstatement of the suspended member with all his rights and obligations.

### Art 10 - Resignation

Members who wish to resign their membership with the Association must give written notice to that effect. Any member who resigns or whose membership is terminated will lose all membership rights and privileges.

## **Art 11 - Categories**

The Association shall have the following membership categories:

- a) Full Member
- b) Individual Member
- c) Associate Member
- d) Friend of ICAA
- e) Student Member
- f) Honorary Member

### **Art 11a - Full Member**

Full membership is available to governmental and non-governmental organisations with a substantial interest in one or more of the areas of the Association's mission.

Organisations requesting or maintaining full membership status must stay in good standing, be legally constituted in their country or countries of activity, be accountable to a board of directors, and have an annual report and audited financial statements.

They must also be free of conflict that may arise by being themselves, or representing the interest of, the alcohol, tobacco, pharmaceutical or gambling industries, or whose budget to a significant extent relies on the contribution of the abovementioned sources.

Each Full Member shall have one vote at the General Assembly and their representative may hold office. National umbrella organisations having membership and governance by their membership shall be considered as eligible partners for the Association on a national level.

Membership dues shall be determined by the General Assembly.

#### **Acquired Rights**

Notwithstanding the foregoing, any organisation that was Full Member in good standing of the Association as of 1 April 2006, and which is now deemed to be in conflict, will retain its membership and acquired privileges, but no longer the right to hold any office, as they existed prior to that date. This acquired right's clause does not apply to alcohol, tobacco, pharmaceutical or gambling industries.

### **Art 11b - Individual Members**

Individual membership is designed for the scholar, researcher, practitioner or those involved in policy making. As individual members, they do not represent the organisation for which they may be working, and will join through affiliation with one or more of the Association's sections.

Membership dues shall be determined by the General Assembly.

### **Art 11c - Associate Membership**

Associate membership is open for organisations that are not eligible or do not desire to opt for Full Member status, including present members funded by the alcohol, tobacco, pharmaceutical or gambling industries. These organisations must be in good standing, be legally constituted in their country or countries of activity, be accountable to a board of directors and have annual reports as well as annual financial statements.

Membership dues shall be determined by the General Assembly.

### **Art 11d - Friend of ICAA**

This category of Membership is designed for groups, corporations or individuals who may wish to support the good works of the Association without becoming fully involved in the life of the Association.

Membership dues shall be determined by the General Assembly.

### **Art 11e - Student Member**

This category is designed for full time university students with a particular interest in the field of dependencies.

Membership dues shall be determined by the General Assembly.

### **Art 11f - Honorary Members**

Honorary memberships shall be awarded by the General Assembly, upon the recommendation of the Board of Directors. The criterion for selection will include extraordinary achievements in the field of dependencies and/or extraordinary services to the Association.

There shall be three sub-categories of honorary membership:

**Honorary President**

The outgoing president or former presidents who have resigned from the Board of Directors may be designated Honorary President and may take part in meetings of the Board of Directors in a consultative capacity without voting rights.

**Honorary Vice-Presidents**

Outgoing or former members of the Board of Directors, or other persons who have worked very close to the Board or the secretariat of the Association, may be designated as Honorary Vice-Presidents and may take part in meetings of the Board of Directors in a consultative capacity without voting rights.

**Honorary Member**

Any other person with excellent achievements or individuals that have been of extraordinary importance to the Association may be designated as Honorary Member.

Members of these sub-categories are not required to pay membership fees.

**III. Governance**

**Art 12 - Governance**

The governance of the Association shall be:

- The General Assembly
- The Board of Directors

**A. The General Assembly**

**Art 13 - Composition**

The General Assembly shall consist of all Full Members (cf. Art 11a) of the Association. Full Members may be represented by one delegate of their choice. A delegate may not represent more than three full voting members at the General Assembly. The General Assembly shall be chaired by the President, in his or her absence by one of the Deputy Presidents, in their absence by another member of the Board of Directors.

Other members of the Association (cf. Art 11b to Art 11f) shall be invited to attend the General Assembly as observers without active or passive voting rights.

**Art 14 - Notice of Meetings**

The General Assembly shall be convened by the Board of Directors. Written notice to this effect shall be given at least ninety days prior to the date fixed for the meeting. The General Assembly shall meet at least once every four years and according to the time, place and draft agenda to be determined by the Board of Directors. In addition, the General Assembly shall also be convened each time when at least one-fifth of the Full Members so requests.

**Art 15 - Powers**

The General Assembly shall be the governing body of the Association and shall have the following powers:

- a) To determine the general policy of the Association;
- b) To ratify applications to membership and to take note of resignations; it shall arbitrate in matters concerning notices of appeal against termination of membership and rejection of admission;
- c) To elect the President, Deputy Presidents, Members of the Board of Directors, as well as the auditors of the Association. It shall also designate Honorary Presidents, Honorary Vice-Presidents and Honorary Members;
- d) To receive and adopt:
  - The budget and audited accounts of the Association
  - The report of activities of the Association
- e) To determine the annual membership fees and other possible contributions;
- f) To deal with all matters not within the power of any organs of the Association.

### **Art 16 - Organisation of Work**

The General Assembly shall only discuss or decide on questions on its agenda and on individual proposals, which must be submitted to the Board of Directors in writing at least sixty days in advance.

Background documentation shall be circulated to the General Assembly at least thirty days prior to the meeting.

The General Assembly shall only discuss or decide on any matters if one quarter of the Full Members is present.

Decisions shall be taken by a majority vote of Full Members present. Alterations in the Constitution shall require a two-thirds majority of the Full Members present at the meeting. The dissolution of the Association shall require a majority of two-thirds of all registered Full Members. In general, voting is by show of hands; it can be by secret ballot if a fifth of the Full Members present so request. In case of a voting tie, the vote of the President is decisive.

### **Art 17 - Annual Members Meeting**

An Annual Members Meeting shall be held in those years where there is no General Assembly.

All members of the Associations shall be invited to the Annual Members Meeting where the Board of Directors shall present an annual report. This report shall include activities and work plans of the Association.

## **B. The Board of Directors**

### **Art 18 - Composition**

The Board of Directors shall consist of:

- a) Thirty representatives of Full Members of the Association elected by the General Assembly, including the President and Deputy Presidents;
- b) The Executive Director, as ex-officio member;
- c) Honorary Presidents and Honorary Vice-Presidents (cf. Art 11f) without voting rights.

### **Art 19 - Nomination of Candidates**

A Nomination Committee of five members shall present the General Assembly candidates for election to the Board of Directors. The Nomination Committee shall be designated by the Board of Directors from their number for this purpose.

The Nomination Committee shall be charged with the preparation of a complete list of candidates, including propositions for the officers of the Association, approved by the Board of Directors and submitted in writing to each Full Member sixty days prior to voting. Full Members shall have the right to nominate further candidates within thirty days of having received the list proposed by the Nomination Committee.

### **Art 20 - Election**

The election of the Board of Directors shall be carried out by a show of hands or by secret ballot on the request of any Full Member present at the General Assembly. The vote shall be by absolute majority and failing this, a second vote shall be by simple majority. In case of a voting tie the member shall be elected by drawing of lots.

### **Art 21 - Term of Office**

The mandate of the Board of Directors expires at the conclusion of the first General Assembly, which occurs after thirty months following the preceding election.

Board positions vacated for any reason may be filled by action of the Board for a term expiring at the next elections. Members are eligible for re-election.

### **Art 22 - Resignation**

Any member of the Board of Directors, whose organisation no longer is a member of the Association, cannot remain member of the Board of Directors.

### **Art 23 - Suspension**

Suspension from membership of the Board of Directors has immediate effect pending ratification by the General Assembly, which can pronounce reinstatement; the same applies with respect to members of the Board of Directors who represent a Full Member whose suspension of membership has been pronounced.

#### **Art 24 - Organisation of Work**

The Board of Directors shall organise its own procedures.

The President shall chair the meetings of the General Assembly and those of the Board of Directors. He or she shall also be responsible for convening both organs.

Deputy Presidents shall replace the President in his or her absence and can be entrusted with special responsibilities by the Board of Directors.

#### **Art 25 - Meetings**

The Board of Directors shall meet if possible at least twice a year at the call of the President, or upon request of five of its members.

#### **Art 26 - Powers**

The Board of Directors shall have the power to:

- a) To determine guidelines and execute the general policy of the Association;
- b) To approve the report of activities;
- c) To draw up the accounts and budgets;
- d) To pronounce on membership applications and suspensions;
- e) To appoint the Executive Director of the Association and to determine his or her responsibilities and remuneration;
- f) To designate persons who shall have the authorisation to sign on behalf of the Association;
- g) To appoint permanent and ad hoc Committees, as well as Regional and National Offices of the association, and permanent Section, and to determine the rights and obligations of such bodies;

#### **Art 27a - Committees**

The Board of Directors may invite any member of the Association to participate in a Committee, permanent or ad hoc.

The Board of Directors shall establish bylaws for such Committees defining operations, finance and other administrative matters.

#### **Art 27b - Regional and National Offices**

The Board or Directors may establish a network of Regional and National Offices of the Association in order to strengthen the role of the Association in the area covered by such Regional or National Offices.

The Board of Directors shall establish bylaws for such Regional or National Offices defining operations, finance and other administrative matters.

#### **Art 27c - Sections**

The Board of Directors may establish Sections in order to facilitate closer cooperation between members of the Association.

The Board of Directors shall establish bylaws for such Sections defining operations, finance and other administrative matters.

#### **Art 28 - Deliberations**

The quorum of the Board of Directors shall be one-third of its members. Decisions shall be taken by simple majority.

### **IV. Executive Staff**

#### **Art 29 - Executive Staff**

The Board of Directors shall appoint the Executive Director, set terms of his or her employment, remuneration and benefits, and shall determine the job description and specific responsibilities.

The Executive Director shall be ex-officio member of the Board of Directors as well as the coordinator of all Committees.

## **V. Revision of the Constitution**

### **Art 30 - Revision of the Constitution**

Proposed amendments to the Constitution of the Association shall require written notice to all Full Members at least sixty days before the meeting of the General Assembly, which will decide thereon by a two-third majority of the Full Members present or represented; its entry into force requires approval of this same majority.

## **VI. Dissolution**

### **Art 31 - Dissolution**

Dissolution of the Association shall require written notice to all full members at least sixty days before the meeting of the General Assembly and shall need the approval of two-thirds of all Full Members.

The General Assembly shall finalise the dissolution of the Association.

## **VI. Entry into Force**

### **Art 33 - Entry into Force**

The present Constitution of the Association shall come into force immediately upon its adoption by the General Assembly.

### **Art 34 - Matters not provided for in this Constitution**

The rules of Swiss law shall be applicable to any matters not provided for in the present Constitution.



*Adopted by the General Assembly of ICAA at its 40<sup>th</sup> session on 6 September 2006 in Edinburgh, Scotland/UK.*