

# Statutes of association

## Fight the Fakes Alliance

### Name and headquarters

#### Article 1

The Fight the Fakes Alliance (commonly referred to as “Fight the Fakes” or “FTF”) is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the [Swiss Civil Code](#). It is neutral politically, and non-denominational.

#### Article 2

The Organization's headquarters are located in the State of Geneva.  
The Association shall be of unlimited duration.  
The official language of the Association is English.

### Aims

#### Article 3

The Association shall pursue the following aim(s):

- To create a movement of allies that will raise the profile of the dangers posed by substandard and falsified medicines to patient safety, health systems and ultimately the global health community's goals of achieving universal health coverage and equity
- To outline and create opportunities for action, such as awareness raising efforts, fundraising, policy engagement, trainings, publications, events
- To promote the implementation of initiatives that fight substandard and falsified medicine
- To strengthen capacity of organisations working in the area of medicines quality and to facilitate cooperation among partners

### Resources

#### Article 4

The financial resources of Fight the Fakes shall include:

- a) annual membership fees and voluntary contributions;
- b) grants and donations;
- c) income from FTF events, education and capacity building, general programmes, fundraising, publications or from other sources.

Membership fees are due on an annual basis and are based on a tiered fee structure.

The funds shall be used in accordance with the Association's aims (see Article 3).

## Members

### Article 5

Any legal entity may become a member if they have demonstrated their dedication to the goals of the Association through their commitments or actions. To become a member of the Association, organisations should share the Fight the Fakes Association's goal of protecting public health and promote the prevention and control of substandard and falsified medical products and associated activities. Individuals may be able to join the association's cause by becoming goodwill ambassadors, but not through membership; this can be determined on an individual basis.

The membership of Fight the Fakes is composed of four categories: full members, associate members, youth organisations/ academic members, and corporate partners. Members of Fight the Fakes fall under one of four different categories of membership, to be decided upon joining the association and to be approved by the General Assembly. Members are allowed to switch between different membership categories (full membership and associate membership), upon approval by the General Assembly. These categories are:

#### Full membership

- Full members have the right to nominate one representative per respective organization to sit on the Association's Executive Board.
- Full members can be elected as Chair or Vice-Chair of the Executive Board.
- Full members are required to attend meetings of the General Assembly and have voting rights.
- Full membership is available to not-for-profit and business organisations which support Fight the Fakes objectives as described in Article 5.

#### Associate membership

- Associate members do not have representation on the Association's Executive Board.
- Associate members cannot be elected to become Chair or Vice-Chair of the Executive Board.
- Associate members are required to attend meetings of the General Assembly and have voting rights.
- Associate membership is available to not-for-profit and business organisations which support Fight the Fakes objectives as described in Article 5.

#### Academic/ youth membership

- Academic/youth members have the right to nominate one representative to sit on the Association's Executive Board to represent all academic/youth members collectively ("Academic chair").
- Every academic/youth members may attend meetings of the General Assembly and all have their individual voting rights.
- Academic institutions/ youth groups are allowed to join Fight the Fakes if they are supporting Fight the Fakes objectives (as described in Article 3) and are greatly engaged in the issue of substandard and falsified medicines.
- Academic institutions and youth groups can join Fight the Fakes free of charge if their budget does not allow to contribute, yet they will be asked to contribute in-kind to the association (e.g. by setting up yearly events, workshops, webinars, design of flyers + social media materials)

**Corporate partners**

- Annual membership for corporate partners will be considered on the individual basis based on a tiered fee structure set by the Executive Board.
- Corporate partners of the FTF Alliance are not allowed to use the Association’s branding for commercial purposes, and shall obtain written authorization for all other uses from the Executive Board.
- Fees paid by the corporate partners will not support the corporate partner’s commercial interest but will be used to support the Association’s objectives as stated in Article 3.

The membership fees shall be used to support directly or indirectly the objectives of Fight the Fakes as set out in Article 3.

**Categorization of members**

**1. Not-for-profit organisations**

Non-for-profit entities are operating independently of governments. They are usually membership-based, with non-profit entities or individuals as members exercising voting rights in relation to the policies of the nongovernmental organization. Foundations and not-for-profit organisations funded through private initiative constituted with non-profit, public-interest goals may also apply for not-for-profit organisations status, which must be endorsed by the EB and approved by the GA when approving the admission of new members. They are free from concerns which are primarily of a private, commercial or profit-making nature. They could include, for example, grassroots community organizations, civil society groups and networks, faith-based organizations, professional groups, disease-specific groups, and patient groups.

**2. Business organisations**

Business organisations are private sector entities that do not intend to make a profit for themselves but represent the interests of their members, which are commercial enterprises and/or national or other business associations.

**3. Academic groups & Youth organizations**

Entities engaged in the pursuit and dissemination of knowledge through research, education and training. This can include think tanks which are policy-oriented institutions, as long as they primarily perform research; International associations of academic institutions are considered as non-for profit organizations.

Organizations representing students, youth groups and young professionals shall also fall under this definition (as youth organizations).

**4. Corporate partners of the FTF Alliance**

Corporate partners of the FTF Alliance are commercial enterprises, that is to say businesses, that are intended to make a profit for their owners. One representative per organization is allowed to attend the General Assembly in an observer role but does not any voting rights.

**Article 6**

Beginning and end of membership:

Requests to become a member must be formally addressed to the Executive Board. The Executive Board reviews membership applications and presents its recommendation to the General Assembly for endorsement.

Membership ceases:

- On dissolution of the organisation;
- By written resignation thereby notifying the Executive Board at least six months before the end of the financial year; (according to [article 70 para. 2 of the Swiss civil code](#))
- By exclusion ordered by the Executive Board, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Executive Board's decision being notified;
- For non-payment of dues for more than one year.

In all cases the membership fee 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.

## Organs

### Article 7

The Association shall include the following organs:

1. General Assembly
2. Executive Board
3. Secretariat
4. Auditors

## General Assembly

### Article 8

The General Assembly is the Association's supreme authority.

The General Assembly shall be attended by:

- a) Full member organisations
- b) Associate member organisations,
- c) Academic/ youth members
- d) Corporate partners
- e) Other observers by special invitation of the Chair;

The General Assembly will have ordinary meetings on a yearly basis in person. As many members as possible are encouraged to attend in person (circumstances permitting). The General Assembly may also hold an

extraordinary session whenever necessary, at the request of the Executive Board or at least of one-fifth of its members.

The General Assembly shall be considered valid once 50% of full members are attending.

The Executive Board shall inform the members in writing of the date of an ordinary General Assembly at least six weeks in advance. Information about the date of an Extraordinary General Assemblies may be sent to members with up to four weeks in advance. Notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.

## Article 9

The General Assembly:

- Shall approve the admission and expulsion of members based on the Executive Board recommendations,
- Elects the Chair and two Vice-Chairs (as defined in Article 19);
- Notes the contents of the reports and financial statements for the year and votes on their adoption;
- Approves the annual budget;
- Supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- Decides on any modification of statutes;
- Decides on the dissolution of the Association;
- Fixes the annual membership fees.
- Nomination, surveillance and revocation of the external auditors.
- Nomination, surveillance, discharge and revocation of Executive Board members.
- Shall approve changes in the By-Laws once established.

## Article 10

The General Assembly is headed by the Chair of the Executive Board of Fight the Fakes. In the case of the chair's inability, one of the Vice-Chairs will head the General Assembly.

## Article 11

Decisions of the General Assembly shall be taken by a majority vote of the members present. In case of deadlock, the Chair of the Executive Board 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.

## Article 12

The majority of the decisions taken by the General Assembly should be taken without a vote. If a vote is taken, a summary shall be recorded in the meeting minutes providing the number of votes for, against, abstaining,

and non-voting without identifying votes of individual members. Votes are preferably done by a show of hands. Voting can also take place by secret ballot, if at least five members request it.

## Article 13

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

- Approval of the Minutes of the previous General Assembly
- Approval of the Executive Board's annual Activity Report
- Approval of the report of the Treasurer and of the Auditor, as available
- Setting of membership fees
- Approval of the budget
- Approval of the Association's strategy and planned activities
- Approval of reports and accounts
- Endorsement of new members (based on the recommendations of the Executive Board)
- Ratification of the resignation and/ or possible expulsion of members (based on the recommendations of the Executive Board)
- Appointment of the Executive Board
- Appointment of auditors (if required)
- Miscellaneous business

## Executive Board

### Article 14

The Executive Board is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs.

### Article 15

The Executive Board is composed of representative officers, one per each full member organization that chooses to appoint an officer to the EB. Between all the representative officers, one will have the role of chair, two of vice-chair (article 18) and one of academic chair (article 5). The academic/ youth members are represented by the "Academic chair" on the Executive Board.

Each full member organisation can elect one representing officer to sit on the Executive Board and one alternate (if necessary) allowed to act in his/her absence. The representing officers of the Executive Board shall be appointed upon approval of membership by the General Assembly and serve for the minimum period of one year.

The Executive Board should at least meet four times a year, two times in person (circumstances permitting), and two times virtually.

## Article 16

The Executive Board members work on a volunteer basis with the exception of possibility of reimbursement of their effective costs and travel expenses. Potential attendance fees may not exceed those paid for official commissions of the Canton of Geneva. For activities that exceed the usual scope of the function, each Board member may receive appropriate compensation.

The paid employees/contracted partners of the Association have only a consultative vote on the Executive Board.

## Article 17

The functions of the Executive Board are:

- to convene the General Assembly and prepare the provisional agenda and action points;
- to appoint the Secretariat and provide regular guidance and feedback;
- to develop and approve the association strategy and ensure its implementation;
- to take the appropriate measures to achieve the goals of the Association;
- to review membership applications and presents its recommendation with regard to admission of new members to the General Assembly for endorsement.
- to provide recommendations with regard to the resignation and possible expulsion of members to the General Assembly;
- to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.

Meetings of the Executive Board shall be considered valid once 50% of members are attending either in-person or remotely.

The Executive Board has the power to set up an executive implementation committee in case the Executive Board exceeds 15 member organisations in order to ensure a manageable running of the Association.

The Executive Board has the power to set up technical working groups to ensure the objectives of the Association are being met.

Decisions of the Executive Board shall be taken by a simple majority vote of the members present (one vote per representing officer or alternate). In case of deadlock, the Chair of the Executive Board shall have the casting vote.

Executive Board Membership ceases:

- On dissolution of the organisation;
- By written resignation thereby notifying the Executive Board at least six months before the end of the financial year; (according to article 70 para. 2 of the Swiss civil code)
- By exclusion ordered by the Executive Board, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Executive Board's decision being notified;

## The Chair and Vice-Chairs of the Executive Board

### Article 18

The Chair of the Executive Board shall serve for one year, with the possibility of being re-elected two times (maximum three consecutive years ). The Vice chairs shall also serve for one year, with the possibility of being re-elected two times (maximum three consecutive years). Among the three positions, one position shall be hold by a business organization representative, and two position shall be held by not-for-profit representatives. All three positions can only be filled by members of the Executive Board.

One Vice-Chair will take over the role of the Secretary, while the other Vice-Chair will take over the role of the Treasurer

#### The Chair shall

- head the General Assembly and the meetings of the Executive Board.
- periodically review existing policies and instigate new ones as necessary.
- propose to the Executive Board to establish ad hoc technical working groups or an executive implementation committee for the fulfilment of FTF objectives, and to terminate such working groups when no longer required.
- propose to the Executive Board to fill any vacancies occurring in the Executive Board and in any bodies appointed by him or her.
- have the power to authorise any persons to represent FTF.
- Together with the Vice-Chairs, stay in regular contact with the Secretariat to coordinate on-going activities of the Association.
- take the role of President

The vice-chair appointed as Treasurer shall oversee all financial transactions of the association and present a yearly report of expenses and planned budget. The vice-chair appointed as Secretary shall oversee the preparation and presentation of minutes of all the GA and EB meetings and keep in close touch with the Secretariat throughout the year to monitor its work.

The EB may delegate various administrative functions to the Secretariat. These functions may include, but are not limited to: preparation and administration of the budget, preparation and presentation of official minutes, approving financial transactions and maintenance of membership records.

In case of resignation or incapacity of the Chair, one of the two Vice-Chairs will take over the role of the Chair. Executive Board shall elect an interim Chair among its members until the next General Assembly.

## Secretariat

### Article 19

The Secretariat shall be appointed on an annual basis.

#### The Secretariat shall

- draft the detailed campaign strategy and materials for approval by the Executive Board.

- provide support in organizing events and ensuring the Association's visibility in relevant fora;
- coordinate and engage with members on collaborative projects/ milestones/ events.
- Undertake the day-to-day activities, such as running the social media accounts, updating the website, and responding to media and other inquiries.
- stay in regular contact with the Chair and the Vice-Chairs on the Association's daily activities
- prepare a detailed activity report ahead of the Executive Board and General Assembly meetings, and provide support in organizing these events.

## Signature and representation

### Article 20

The Association is legally bound by the joint signatures of the chair and one member of the Executive Board. If the chair is not available, he or she may designate one of the vice-chairs to sign on his/ her behalf.

The Executive Board may also designate, by a power of attorney, any other officer or representative for this purpose.

## Various provisions

### Article 21

If required, each year the General Assembly appoints two auditors. It may also entrust this task to a fiduciary company.

The auditors shall check the operating and annual accounts prepared by the Executive Board and present a written and detailed report to the annual ordinary general meeting.

### Article 22

The financial year shall begin on 1 January and end on 31 December of each year.

### Article 23

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.

The present Statutes have been approved by the Constituent General Assembly which took place virtually on 25 November 2020, revised during the Extraordinary General Assembly on 26 February 2021, revised during the General Assembly on 28 May 2021.