



## **VIENNA NGO COMMITTEE ON DRUGS (VNGOC)**

### **STATUTES**

**Revised and Adopted in September 2017**

#### **1. NAME, REGISTERED OFFICE, AREA OF OPERATIONS**

1. The Name of the Association is “Wiener Drogen Komitee” (Vienna NGO Committee on Drugs, and hereby referred to as VNGOC)
2. VNGOC is a legally registered not for profit corporation under Austrian law. The VNGOC office is registered in Vienna, and it operates globally.
3. VNGOC shall pursue exclusively charitable purposes within the meaning of § 34-47 of the Austrian Federal Tax Code.

#### **2. PURPOSE**

1. VNGOC is a coordinating body for non-governmental organizations (NGOs) around the world concerned with problems related to substances controlled under the three international drug control treaties. The purposes include, inter alia:
  - a. Supporting the activities of NGOs, and promoting contacts and collaboration with the United Nations Office on Drugs and Crime (UNODC), the International Narcotics Control Board (INCB), the UN Commission on Narcotic Drugs (CND), and other relevant UN agencies, offices and fora.
  - b. Promoting activities that lead to enhanced communication, cooperation and scientific, cultural and social exchanges between NGOs, UN agencies and member states.
  - c. Promoting increased awareness about issues relating to controlled substances through the dissemination of news and information.
  - d. Facilitating the representation of NGOs reflecting the broadest possible range of perspectives and groups involved, including affected populations.

### 3. MEANS OF ACHIEVING THE PURPOSE OF THE ASSOCIATION

1. Non-commercial activities:
  - a. Holding meetings and events (including, inter alia, lectures, conferences, functions, briefings, workshops, trainings, social gatherings and discussion evenings) in order to exchange information and experiences.
  - b. Promoting, developing and/or collaborating on innovative products, resources, research and tools related to the purposes of VNGOC.
  - c. Engaging in communications work related to the purposes of VNGOC (including, inter alia, internal communications, media communications, online platforms and communications, and social media activities).
2. Commercial activities:
  - a. Charging membership fees to member organizations.
  - b. Receiving contributions, grants and subsidies from donors (including, inter alia, UN agencies, member states, philanthropic foundations and private companies).
  - c. Requesting reimbursement for the participation in events, where required.
  - d. Hosting fundraising events (including, inter alia, seminars, literary and musical evenings and social events).
  - e. Soliciting donations, legacies and other contributions.
  - f. Purchasing and selling goods that are identified with the purposes of VNGOC (including, inter alia, clothing, badges and stickers, books, documents, and audio and video recordings).
3. Any profits from activities above must exclusively and directly promote the charitable purposes of VNGOC. Members of VNGOC may not receive any profit from their membership activities, including in the event of the VNGOC being dissolved or terminated. No person may benefit from expenditures unrelated to the purposes of VNGOC, or receive disproportionately high remuneration.

### 4. MEMBERSHIP

1. Membership of VNGOC is open to NGOs that fulfill **one or more** of the following criteria:
  - a. NGOs in consultative status with the Economic and Social Council of the United Nations (ECOSOC), in accordance with the rules established by ECOSOC in Resolution 1996/31, and having a permanent representative accredited to the United Nations Office at Vienna (UNOV).
  - b. NGOs operating at the international level, being not-for-profit organizations, and not having consultative status with ECOSOC, but having specialized knowledge and expertise in the field of substances

- controlled under the three international drug control treaties, and having a registered profile with the UN DESA NGO Branch.
- c. NGOs operating at the national or sub-national level, being not-for-profit organizations, and not having consultative status with ECOSOC but having specialized knowledge and expertise in the field of substances controlled under the three international drug control treaties, and having a registered profile with the UN DESA NGO Branch.
2. In order to qualify for membership of the VNGOC, applicant organizations must additionally demonstrate in good faith and to the satisfaction of the Board, that they meet **all** of the following criteria:
    - a. The applicant organization has a legal and administrative structure that operates independently of any organization currently a member of VNGOC, or any organization currently applying for membership of VNGOC.
    - b. The applicant organization makes all decisions independently of any organization currently a member of VNGOC, or any organization currently applying for membership of VNGOC, and neither shares a mandate nor affiliation with any such organization outside of participation in a “coalition”, “network” or “umbrella” group representing independent organizations.
    - c. The applicant organization accepts these Statutes.
    - d. The applicant organization commits not to bring the VNGOC into disrepute.
  3. Organizations qualifying for membership as described above are afforded the full responsibilities and privileges given to members of the VNGOC (including, inter alia, full voting rights of one vote per organization), provided they remain in good standing – which is defined as having paid the appropriate membership fee (or having submitted annual membership commitment forms, where applicable) for the current year and the previous year.

## **5. ADMISSION OF NEW MEMBERS**

1. The Board shall review applications for membership based on the criteria detailed above, and may reject the application if the criteria above are not satisfactorily met or demonstrated.
2. The Board shall announce new member organizations and report on denied applications at the next General Assembly.
3. Organizations whose applications are denied may appeal to the General Assembly.

## **6. TERMINATION OF MEMBERSHIP**

1. Membership terminates upon an organization’s loss of legal status, upon voluntary withdrawal, or upon expulsion.

2. Any member organization that has not paid their membership fee (or have not submitted annual membership commitment forms, where applicable) for three consecutive years will be deemed by the Board to have voluntarily withdrawn their membership.
3. The Board may ask the General Assembly to expel a member from VNGOC for gross violation of other membership obligations or for conduct that brings VNGOC into disrepute. Such a decision shall be made by the General Assembly by consensus or, if required, through a two-thirds majority vote among member organizations in good standing.
4. In the event of termination of membership, membership fees are non-refundable.

## **7. RIGHTS AND OBLIGATIONS OF MEMBERS**

1. Member organizations in good standing are entitled to participate in all VNGOC events and to use all VNGOC facilities.
2. Member organizations are entitled to request a review of these Statutes at any time, and any changes must be submitted to the General Assembly for approval.
3. Member organizations shall be informed by the Board of the VNGOC's activities and financial management at every General Assembly.
4. Member organizations in good standing may request this information at any time outside of the General Assembly, and will receive the information within four weeks of a written request being made to the Board.
5. Member organizations shall receive independently audited financial statements at the Annual General Assembly.
6. Member organizations will endeavor to promote the interests of VNGOC and avoid any conduct that might damage the reputation and the purposes of the VNGOC. Member organizations shall comply with these Statutes and the resolutions passed by the General Assembly.
7. Member organizations shall undertake to pay the relevant membership fees (or to submit annual membership commitment forms, where applicable) on time.
8. Member organizations commit to work within the framework and principles of the United Nations, to contribute to the work of VNGOC through active and professional engagement, and to advance the recommendations adopted by the VNGOC.

## **8. COMMITTEE BODIES**

1. The bodies of VNGOC are the General Assembly, the Board, the Executive Director, the Auditors, the Nominations Committee, and the Arbitration Board.

## **9. GENERAL ASSEMBLY**

1. The General Assembly is the “Mitgliederversammlung” as specified in the Austrian 202 Associations Act (Vereinsgesetz).
2. An Annual General Assembly will take place each year around the major annual session of the UN Commission on Narcotic Drugs (CND).
3. Additional General Assembly meetings may be convened within twelve weeks of one or more of the following:
  - a. A resolution by the Board or the General Assembly.
  - b. A written request to the Board submitted by at least one-tenth of the member organizations in good standing.
  - c. A written request to the Board submitted by the Auditors.
  - d. A decision by a trustee appointed by the courts.
4. The Board shall invite all member organizations to every General Assembly, by e-mail at least four weeks prior to the meeting date.
5. Proposals for General Assembly agenda items, resolutions or decision points must be submitted to the Board by member organizations in good standing, by email at least three weeks prior to the meeting date.
6. Working documents for the General Assembly will be disseminated by the Board to all member organizations, by email at least one week in advance of the meeting.
7. Participation at a General Assembly shall be in person or, wherever possible, via remote online connection.
8. Member organizations in good standing are entitled to participate and to vote in the General Assembly – either in person or online. Each member organization in good standing is entitled to only one vote.
9. Member organizations in good standing may assign their voting rights to representatives of other member organizations in good standing, through written authorization and in line with the process outlined in the VNGOC Rules of Procedure.
10. Election results and votes on resolutions will be decided by a simple majority of the total eligible votes cast. Resolutions to remove the Board, alter these Statutes, or to dissolve the VNGOC shall, however, require a majority of two-thirds of the total eligible votes cast.

11. In order for any decisions of the General Assembly to be valid, a quorum of at least fifteen percent of member organizations in good standing must be achieved. This quorum includes those participating in person, online or via proxy. If quorum is not achieved, then the General Assembly shall be rescheduled – and all decisions postponed – until such a time when quorum can be achieved.
12. At the General Assembly, member organizations in good standing are required to:
  - a. Receive, discuss, and approve reports from the Board on VNGOC activities, financial statements with the involvement of the Auditors, as well as annual budgets for VNGOC.
  - b. Elect and dismiss Board Members and Auditors, according to the processes defined in the VNGOC Rules of Procedure.
  - c. Set membership fees.
  - d. Decide on exclusion and termination of memberships, as well as on appeals related to rejected membership applications.
  - e. Approve legal transactions conducted by the Auditors.
  - f. Appoint a Nominations Committee, comprising representatives of member organizations in good standing, to oversee the nominations and election processes.
  - g. Pass resolutions, including those concerning amendments to these Statutes or the VNGOC Rules of Procedure, and the voluntary dissolution of VNGOC.
  - h. Appoint any ad hoc committee or working group as required and upon the recommendation of the Board.
13. Only resolutions passed and decisions made at General Assembly meetings are valid (other than operational decisions made by the Board). Additional informal meetings may be held during the year for information and discussion purposes only.

## **10. THE BOARD**

1. The Board shall comprise six Members, specifically the Chairperson, Deputy Chairperson, Secretary, Deputy Secretary, Treasurer and Deputy Treasurer.
2. When an elected Board Member resigns, the Board may appoint a new Board Member as a replacement until an election can be held at the next General Assembly.
3. Each Board Member's term of office shall be two years. Board Members may be re-elected for a maximum of four terms on the Board, regardless of the position held.
4. Each Board Member shall exercise their office personally.

5. The Chairperson, or if unavailable, the Deputy Chairperson, shall convene Board meetings through written invitation. If either is unable to act for an indeterminate period, any other Board member may convene a Board meeting. The Board may invite other persons to attend Board meetings, without voting rights, where their participation would assist the discussions.
6. Board meetings shall have a quorum if all Board Members were invited and at least half are present.
7. The Board shall make decisions by consensus wherever possible, or by simple majority vote where required. In the event of a tie, the Chairperson shall cast the deciding vote.
8. Board member's terms shall expire in the event of dismissal, resignation, death, or at the end of the regular term of office.
9. The General Assembly may dismiss the entire Board or individual Board Members through a resolution and vote at a General Assembly, and the dismissal shall become effective immediately after the General Assembly.
10. Board Members may submit their resignation in writing at any time. The letter of resignation shall be addressed to the Board or, if the entire Board resigns, to the General Assembly.

## **11. RESPONSIBILITIES OF THE BOARD**

1. The Board is responsible for managing VNGOC. It is the managing body ("Leitungsorgan") as stipulated in the Austrian 2002 Associations Act. It is responsible for all duties not assigned to another body of these Statutes.
2. The Board shall prepare annual budgets, and deliver reports on activities and financial statements.
3. The Board shall ensure the installation of accounting systems that meet the requirements of VNGOC, including, as a minimum, consistent records of revenues and expenditures, and maintaining an asset inventory.
4. The Board shall inform the membership of the activities and business management of VNGOC, and present audited financial statements.
5. The Board shall prepare and convene General Assemblies, in line with these Statutes and the VNGOC Rules of Procedure.
6. The Board shall manage VNGOC's assets.
7. The Board shall receive, and approve or reject, membership applications and make proposals to the General Assembly for the exclusion of member organizations, where necessary.

8. The Board shall be responsible for hiring and dismissing VNGOC employees as required, and may set their remuneration within the provisions of the approved budget.
9. The Chairperson is the highest ranking official of VNGOC. S/he shall represent VNGOC in external matters, with government authorities, and any other entities.
10. The Secretary shall assist the Chairperson with managing the ongoing business of VNGOC, including membership processes. The Secretary shall ensure that minutes of the General Assembly and Board meetings are kept.
11. The Treasurer shall be responsible for properly managing VNGOC funds.
12. In case the Chairperson, the Secretary or the Treasurer is unable to act, their Deputy in each case shall act on their behalf.

## **12. EXECUTIVE DIRECTOR**

1. The Board may appoint an Executive Director to manage VNGOC's undertakings or projects. The Executive Director shall be subject to the full managerial authority and control of the Board, and is accountable to the Board.
2. The activities of the Executive Directors can either be regulated by employment contract, or contract for services, depending on the nature of the tasks. The Executive Director shall be authorized to sign internally within their assigned areas of responsibility.
3. The Executive Director, if appointed, shall be an Ex-Officio member of the Board without voting rights.

## **13. AUDITORS**

1. The General Assembly shall elect two Auditors, each for a term of two years, with overlap between the terms to ensure continuity. The Auditors may be re-elected.
2. Auditors shall be responsible for ongoing monitoring of business activities and for auditing the financial accounts of VNGOC. Auditors shall ensure proper accounting and use of funds in accordance with these Statutes and the VNGOC Rules of Procedure.
3. The Board shall present the Auditors with the necessary documents and provide them with all necessary information.
4. Auditors shall report the audit results to the General Assembly.
5. The Auditors shall not be Board Members.



6. Auditors may submit their resignation in writing at any time. The letter of resignation shall be addressed to the Board. The Board may then appoint a new Auditor as a replacement until an election can be held at the next General Assembly.
7. The General Assembly may dismiss an Auditor through a resolution and vote, and the dismissal shall become effective immediately.

#### **14. NOMINATIONS COMMITTEE**

1. The General Assembly shall appoint a Nominations Committee comprising at least three representatives of member organizations in good standing. The Nominations Committee shall oversee the nominations and election processes, in line with the VNGOC Rules of Procedure.
2. The Nominations Committee's term of office shall be one year, and expires immediately after the elections for Board positions at the General Assembly. Members of the Nominations Committee may not stand for election to Board positions during this time.
3. The Nominations Committee may propose amendments to these Statutes and the VNGOC Rules of Procedure as required to update and improve the election processes, and such proposals will be decided on by the General Assembly.

#### **15. ARBITRATION BOARD**

1. The Arbitration Board shall settle any and all disputes arising from relationships within the VNGOC.
2. The Arbitration Board is comprised of representatives of three member organizations in good standing. It shall be constituted as follows: one of the parties to the dispute shall nominate one member in good standing as Arbiter through written submission to the Board. Within seven days, the Board shall request the other party to the dispute to nominate a member in good standing for the Arbitration Board within fourteen days. The two nominated Arbiters shall then elect a third member in good standing as Chairperson of the Arbitration Board within a further fourteen day period.
3. The Members of the Arbitration Board must not belong to any body whose activities are the subject of arbitration, with the exception of the General Assembly.
4. The Arbitration Board shall make its decision by a simple majority of votes with all Arbiters present. It shall decide to the best of its knowledge and belief. Its decisions are final as far as the internal situation of VNGOC is concerned.

#### **16. VOLUNTARY DISSOLUTION OF THE ASSOCIATION**

1. The VNGOC may be dissolved upon submission of a resolution to the General Assembly, and a two-third majority vote of member organizations in good standing at a General Assembly.
2. If VNGOC assets exist, the General Assembly shall decide on liquidation. Specifically, the General Assembly shall appoint a liquidator and pass a resolution specifying the recipient of any assets that remain after the liabilities have been covered.
3. Any assets remaining upon dissolution of VNGOC, or cessation of its charitable purpose must be donated to an organization for the exclusive use for non-profit or charitable purposes as set in § 34 et seq. of the Austrian Federal Tax Code.