

# STATUTES OF TOOTHFRIENDLY INTERNATIONAL

## ARTICLE 1

### Name and Registered Office

An Association within the meaning of Article 60 et seq. of the Swiss Civil Code has been formed under the name of "Toothfriendly International" hereinafter "TI".

The registered seat of the Association is in Basel, Switzerland.

## ARTICLE 2

### Statement of Purpose

The purpose of the Association is to support the Toothfriendly Foundation in its aim to advance oral health, particularly through preventive measures which include regular oral hygiene (tooth brushing with a fluoridated tooth-paste), appropriate dietary habits and regular check-ups by a dentist, hereinafter collectively referred to as "toothfriendly habits". The Toothfriendly Foundation is a registered charity with seat in Basel, Switzerland.

The Association will live up to its purpose especially by

- providing a platform for interaction between organisations and individuals who support the Toothfriendly Foundation in its efforts to improve the public awareness of the importance of toothfriendly habits for oral health.
- granting the rights for the use of the "Happy Tooth" mark (Annex 1) in strict accordance with the intentions of the Toothfriendly Foundation
  - on the label and in the advertising of toothfriendly (food and non-food) products, and

- in relation to oral health directed information and education programs and other dental services as well as on promotional items associated with such services;
- executing any other transactions which directly or indirectly help the "Toothfriendly Foundation" to achieve its objectives.

### **ARTICLE 3**

#### Membership

There exist four categories of membership:

- Toothfriendly Associations

National Toothfriendly associations which have been established specifically for improving the public awareness of the importance of toothfriendly habits in their country.

- Institutional Members

Organisations and action groups which work for the promotion of oral health

- Industry Members

Companies engaged in the production and marketing of toothfriendly foods, food ingredients, and other consumer goods or materials which contribute to better oral health

- Individual Members

Natural persons who are engaged in, or otherwise support the promotion of oral health (health professionals, educators, volunteers, other supporters)

Applications for membership are addressed to the Executive Board which approves or denies the application. An applicant who has been denied membership may appeal to the General Assembly which takes a final decision on the application.

Members may terminate their membership per the end of the calendar year by giving written notice at least three months before the termination date to the Executive Director.

For good cause shown, members may be expelled from membership by a two-third vote of those present or duly represented at the General Assembly.

**ARTICLE 4**

Organization

The powers of the Association are vested in the General Assembly and the Executive Board.

The accounts of the Association are audited by independent auditors.

**ARTICLE 5**

General Assembly

5.1 The General Assembly is composed of all members of the Association. Each member has one vote regardless of the membership category to which it belongs. Three members shall constitute the quorum necessary for exercising the powers granted to the General Assembly.

The General Assembly shall meet at least once every year. The meetings shall be convened by the Executive Director who shall determine the time, place and agenda in cooperation with the Executive Board. On request of at least one fifth of the Members or on unanimous request of the Executive Board, an extraordinary General Assembly must be convened. Invitations to General Assembly meetings must be sent to the members at least three weeks before the meeting date.

5.2 The General Assembly is competent to:

- elect the members of the Executive Board giving due attention to a fair distribution of representatives among the different Member Categories;

- approve the minutes of meetings of the General Assembly; the annual activity report and financial report; the budget and action plans; as well as any other matters submitted for approval by the Executive Board;
- amend the Statues;
- dissolve the Association;
- decide such other matters as may be proposed by the Executive Board or 20% of all members, or are arising out of the Statues;
- decide on membership applications which have not been granted by the Executive Board
- expel members upon good cause shown.

5.3 Unless otherwise specified in the Statutes, resolutions and elections at General Assembly meetings shall be adopted on the basis of a simple majority vote taken among the Members who either are present at the meeting or have delegated their voting right to another member present at the meeting (proxy vote). In the event of a tie vote, the Chairman of the Executive Board or, in his absence, the Vice-Chairman shall cast the deciding vote. Three Members shall constitute the quorum necessary for exercising the powers granted to the General Assembly.

The decision to dissolve the Association requires a three quarter majority of the Members who are present at the meeting or have delegated their voting right to another member present at the meeting (proxy vote).

## **ARTICLE 6**

### Executive Board

6.1 The Executive Board shall consist of at least three Members (Chairman, Vice-Chairman, Treasurer) holding three year terms which are renewable. At least one member shall be a member of the board of the Toothfriendly Foundation. At least half of the members of the Executive Board shall represent Toothfriendly Associations or Institutional Members. The Executive Board will be elected by the General Assembly. The Executive Board shall elect from among its members a Chairman who may not represent an Industry Member, a Vice-Chairman and a Treasurer.

- 6.2 The Executive Board shall appoint the Executive Director and the Auditors, and shall direct and supervise their activities.
- 6.3 Members of the Executive Board shall receive no salary from the Association, but they shall be entitled to reimbursement of their reasonable and appropriate expenses incurred in connection with meetings of the Association.
- 6.4 Three members of the Executive Board shall constitute the quorum necessary for exercising the powers granted to the Board. In the event of a tie vote, the Chairman or, in his absence, the Vice-Chairman shall cast the deciding vote.
- 6.5 With respect to the use of the "Happy Tooth" mark, the Executive board is bound to the decisions and instructions of the Toothfriendly Foundation.

## **ARTICLE 7**

### Officers and Executive Director

- 7.1 The Chairman of the Executive Board shall lead the Association, preside over the General Assembly and meetings of the Executive Board. The signature of the Chairman of the Executive Board or of any two members of the Executive Board or of the Executive Director and one member of the Executive Board shall be binding to the Association.
- 7.2 The Treasurer shall supervise the finances of the Association. He shall submit a written annual report to the Executive Board and the General Assembly. The financial year is identical to the calendar year.
- 7.3 The Executive Director with his staff shall conduct the day-to-day business within the framework of approved action plans and budgets, and shall represent the Association in its contacts with third parties. He shall be responsible for the conduct of the Association's affairs.
- 7.4 The Executive Director and his staff shall be reimbursed for the time spent for the Association and the out-of-pocket expenses incurred in association with these activities.

## **ARTICLE 8**

### Auditors

- 8.1 The accounts of the Association shall be audited by independent professional auditors.

## **ARTICLE 9**

### Financial Means and Liability

- 9.1 The membership fees are specified in the By-laws. The membership fees shall be paid at the beginning of each calendar year. The amount of the membership fees will be recommended by the Executive Board and approved by the General Assembly.

Unless waived by the Executive Board, members who do not pay their membership fees for two consecutive years, shall be expelled in the third year from the Association.

- 9.2 The Association may collect licence fees for the use by Members or third parties of the "Happy Tooth" mark.
- 9.3 For generating additional income, the association may provide other services for Members and third parties provided that such services are compatible with the overall purpose of the Association and are based on sound scientific principles.
- 9.4 The liability of the association arising from its transactions is limited to its material assets.

## **ARTICLE 10**

### Support of the Toothfriendly Foundation

- 10.1 The Toothfriendly Foundation, a foundation established for the purpose of the advancement of dental health, in particular in children and adolescents, of regions and population groups with elevated risk of caries, shall be the sole beneficiary of the proceeds of the Association.

## **ARTICLE 11**

### Modification of Statutes

Modifications to the Statutes shall require a two-third vote by the Members who either are present at the meeting of the General Assembly or have delegated their voting right to another member present at the meeting (proxy vote).

## **ARTICLE 12**

### Dissolution of the Association

In case of dissolution of the Association, all assets of the Association must be transferred to the Toothfriendly Foundation or, in its absence, to another organisation which has a similar oral health objective and is officially recognized as a non-profit organisation.

## **ARTICLE 13**

### Applicable Law

The Swiss Civil Code shall be applied for the resolution of any question not otherwise resolved in these Statutes.

**ARTICLE 14**

Effective Date

These Statutes come into force upon their approval by the General Assembly.

Approved by the General Assembly on the [insert date].

The Chairman of the General Assembly

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Signature

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Name / Place / Date