

European Public Health Alliance (EPHA)

STATUTES

Adopted at Annual General Assembly
on 16 April 2007

I. DENOMINATION AND HEAD OFFICE

Article 1

The association, which is an international non-profit making association, is called:

- in English: "European Public Health Alliance";
- in French: "Alliance Européenne de la Santé Publique".

This designation is abbreviated to "EPHA".

EPHA shall be governed by Title III of the Act of 27 June 1921 on non-profit associations, foundations and international non-profit associations.

Article 2

EPHA has its head office at 39-41 rue d'Arlon, 1000 Brussels. It may be transferred to any other site within Greater Brussels, by a simple decision of the Executive Committee. This decision must be published in the Annexes of the Moniteur belge within one month after it is taken.

Article 3

EPHA is constituted for an indefinite period. In case of dissolution, article 12, last paragraph, shall apply.

II. AIMS

Article 4

The European Public Health Alliance aims to promote and protect the health of all people living in Europe as well as to ensure the participation of citizens in health-related policy making at the European level. EPHA may carry out any activity it considers necessary or useful to promote its aims and shall also assure the defence of the interest of EPHA's members and their members as appropriate.

The European Public Health Alliance aims to:

1. Promote the introduction and implementation of policies that support and promote health in all areas of EU policy so as to protect and improve the health status of all people living in Europe.
2. Promote the rights of all citizens to participate in decisions concerning their own health and in particular to strengthen the position and the voice of patients and health care consumers in support of health-related rights in Europe.
3. Ensure co-operation among patients', consumers' and citizens' organisations, public health and health promotion agencies, and organisations representing carers, professionals, academics and other organisations active in the field of public health at a local, national and European level in order to provide for mutual support, and when necessary, the formation of coalitions on specific issues.
4. Monitor developments within the European Union in the field of health and provide regular information to members.
5. Influence the institutions of the European Union and other relevant bodies in Europe and international organisations in order to promote, monitor and evaluate all policies for their impact on health.
6. Establish a consultative working partnership with the European institutions and other relevant international organisations.

III. MEMBERS-ADMISSION-EXCLUSION

Article 5

In accordance with its aims, membership of EPHA is open to non-governmental organisations and other not for profit organisations and professional bodies, whether local, regional, national, European or international:

- which are legally constituted pursuant to the laws and customs of their country of origin;
- which have no profit-making purpose;
- which are independent of governments, political parties and commercial interests; and
- which carry out their activity in pursuit of the aims of Article 4.

Article 6

Application for membership are accepted by a two-thirds majority of the Executive Committee and such a decision must be ratified by the General Assembly also acting by two-thirds majority of the members present or represented.

Applications may be submitted for one of the following two membership categories:

1. **Full Members:** non-governmental organisations. Full Members are entitled to two votes at the General Assembly. The following types of non-governmental organisations make up this category:
 - NGOs concerned with health promotion and disease and injury prevention in their wider sense;
 - NGOs representing patients and carers concerned about public health issues;
 - NGOs for which health is a major consideration, such as consumer, development and environmental organisations.

2. **Associate Members:** other not for profit organisations and professional bodies. Associate Members are entitled to one vote at the General Assembly. The following types of organisations and bodies make up this category:

- educational and academic institutions;
- professional associations;
- statutory and non-statutory health agencies;
- regional, city and local authorities.

Article 7

1. Membership fees are fixed annually by the Executive Committee and approved by the General Assembly.

2. The members' only obligation as subscribers is to pay their fee. They cannot, in any way, be held responsible to EPHA's undertakings. Any member infringing the provisions of these statutes, or no longer complying with the conditions laid down in Article 5, may be excluded from EPHA by the General Assembly by a majority of two-thirds of the votes of the members present or represented, on recommendation of the Executive Committee and after having been heard by the General Assembly.

3. Each member can withdraw from EPHA at the end of the year for which it has paid its membership fees; provided that it gives three months prior written notice to the Executive Committee.

4. Each member who has not paid its membership fees by the end of the current year shall be deemed to have resigned from EPHA. The Executive Committee shall inform the member thereof at least three months before the end of the current year.

5. Anyone who ceases to be a member of EPHA shall have no rights whatsoever on any EPHA funds, including membership fees.

Iç. GENERAL ASSEMBLY

Article 8

EPHA is composed by two governing bodies, the Executive Committee and the General Assembly, which is chaired by the President of the Executive Committee and comprises all members.

Only paid-up members can exercise their right to vote.

Article 9

The General Assembly is the place where the broad policy of EPHA is discussed and decided by its members.

The General Assembly has competence to:

- elect and dismiss the Executive Committee, which prepares budgets, accounts and auditors' reports for the approval of the General Assembly;
- approve the level of annual membership fees;
- decide whether to exclude members upon recommendation of the Executive Committee;
- adopt and modify the internal rules;
- modify the statutes;
- ratify the Executive Committee's recommendations of membership applications
- dissolve voluntarily the association.

Article 10

The General Assembly meets with full rights once every year. Such meeting is called the Annual General Assembly.

The General Assembly shall meet at the hour, on the date and at the location determined by the Executive Committee and shall be chaired by the President or his/her designee.

Meetings are convened by letter, fax or email, sent out at least thirty days before the General Assembly is to take place. These convocations contain the agenda.

The General Assembly shall only deliberate validly if at least one fourth of the members are present or represented.

Should the quorum not be reached, a second General Assembly may be convened for the same day, provided this procedure was announced in writing in the convocations. This second General Assembly shall deliberate validly, irrespective of the number of members present or represented.

No decision shall be valid unless it is voted by a simple majority of the votes of the members present or represented.

Members may be represented at the General Assembly by a proxy who is also a member, in accordance with the internal rules. No member may represent more than three other members.

The President of the Executive Committee may call an Extraordinary General Assembly. He or she must call such an Extraordinary General Assembly if at least one third of EPHA's members request this in writing. Such meetings are convened by letter, fax or email, sent out at least one month before the Extraordinary General Assembly is to take place.

The minutes of the General Assembly are kept in a register, held at the registered office, where it is kept available to the members.

Article 11

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure.

To that effect, the person designated by the Executive Committee shall send, via whatever means of written communication – including electronic means – he or she deems fit, the proposed resolutions to all members. The mailing shall be accompanied by a note from the Executive Committee specifying the reasons that have led to the utilisation of the written procedure and the context of the proposed resolutions. The proposed resolutions shall be deemed adopted, if within ten working days after having been sent, the number of duly completed written communications returned to the attention of the Executive Committee by the members is sufficient to meet the quorum and voting requirements set forth in these statutes.

ç. AMENDMENT OF STATUTES – DISSOLUTION

Article 12

Any proposal aiming at amending the statutes, or dissolving EPHA, may emanate from the Executive Committee or at least half the Full Members.

The Executive Committee must bring this proposal to the attention of the members at least two months in advance of the date of the General Assembly which shall vote on the said proposal.

Modification to the Statutes do not take effect until they are approved by the competent authority according to article 50 § 3 of the Act and after publication in the Annexes of the Moniteur Belge as specified in the article 51 § 3 of Act.

The agenda of the General Assembly convened to vote on the dissolution of EPHA may carry only one item, that referring to the proposed dissolution of EPHA.

The General Assembly convoked to decide on the amendments to the statutes or the dissolution shall only validly deliberate if at least three quarters of the members are present or represented.

No decision shall be valid unless it is voted by at least three quarters of the votes of the members present or represented.

However, if the General Assembly does not meet with at least three quarters of the members present or represented, another General Assembly shall be convened under the same conditions as above to vote finally and validly on the proposal in question, whatever the number of members present or represented.

If the dissolution is voted, the General Assembly shall appoint the liquidator(s), shall decide on their powers, and shall indicate the allocation of EPHA's net assets. It is understood that the beneficiary/ies must pursue aims similar to those of EPHA, and shall use the sum allocated by the General Assembly exclusively for not-for-profit purposes.

çI. EXECUTIVE COMMITTEE

Article 13

EPHA is administered by an Executive Committee comprising a minimum of three and a maximum of seven members.

Executive Committee members are elected by the General Assembly.

Members of the Executive Committee shall be elected for a period of two years and this period is renewable.

Article 14

The Executive Committee elects each year from its members its own President and officers (these are Executive Committee members to whom specific tasks are entrusted).

Article 15

The Executive Committee meets at least twice each year. Extraordinary meetings of the Executive Committee can also be called by the President.

The members of the Executive Committee will be called by e-mail thirty days before the date.

Article 16

Without prejudice to the powers of the General Assembly, the Executive Committee has all the powers of management and administration. In particular, it is responsible for:

- the preparation of the General Assemblies;
- the annual work programme, the setting of priorities and the programming of EPHA's activities;
- the financial management of EPHA and the fund-raising;
- overseeing the work of the Secretariat.

The Executive Committee may also decide to set up special sections.

It appoints the necessary staff and volunteers to see to the daily management of EPHA and enlists the support of members.

Article 17

An Executive Committee member may be represented, by simple letter or by any other means of written communication, by another member of the Executive Committee to whom a proxy is given. No member of the Executive Committee may represent more than one other Executive Committee member.

Decisions of the Executive Committee are taken by a simple majority of the Executive Committee members present or represented.

However, an Executive Committee decision is not quorate unless at least 50% of its members are present or represented.

If there is a tied vote, the decision is considered as rejected.

A meeting of the Executive Committee shall be validly composed even if all or certain of its members are not physically present, but participate in the deliberations through means of modern telecommunication allowing the members to directly hear each other and directly speak to each other, such as through telephone or video conferences. In such cases, the members are deemed present.

A document dated and signed by all members and registered or inserted in the minutes book shall equal a decision of the Executive Committee.

The minutes of the meetings of the Executive Committee are kept in a register, held at the registered office, where it is available to the members.

Article 18

The instruments that bind EPHA must be signed by two members of the Executive Committee. However, the Executive Committee may delegate some of its powers, especially the powers of daily management, to a member of the Executive Committee or a third person, who shall have the power to individually bind EPHA with regard to such powers in accordance with the internal rules.

Article 19

Legal actions, whether as plaintiff or as defendant, are pursued by the Executive Committee, represented by the President or the person appointed to that end by the Executive Committee.

çII. BUDGETS AND ANNUAL ACCOUNTS

Article 20

The accounting year commences on January 1st and ends on December 31st of the same year.

The General Assembly shall appoint an auditor to check the regularity of the accounts.

The Executive Committee shall submit to the General Assembly the accounts for the preceding year and the budget for activities in the coming year. The General Assembly shall vote and approve the accounts for the preceding year and the budget for activities in the coming year.

çIII. GENERAL PROVISIONS

Article 21

EPHA may accept gifts and loans, provided that this does not affect its independence and EPHA remains free to set its own priorities. Gifts and loans to EPHA, either from hand to hand or by testament, shall not have effect if they are not authorised and do not comply with the law.

Article 22

Internal rules have been drawn up to facilitate the regulation and management of EPHA. Internal rules were approved during the 2001 Annual General Assembly.

The internal rules are available to all members and may be amended by a simple majority of the votes of the members present or represented at the General Assembly.

Internal rules can integrate the statutes but cannot add new dispositions or contravene to statutory dispositions.

Article 23

The working language of EPHA shall be English. The language used for all official documents shall be French.

Article 24

Anything not provided for in these statutes and the publications to be made in the Annexes of the Moniteur belge, shall be regulated according to the provisions of the law.
