European Public Health Alliance

Bylaws

Adopted during the EPHA Annual General Assembly, April 16, 2007
Modified at the EPHA Extraordinary General Assembly, November 28, 2008
Modified by the EPHA General Assembly, October 6, 2011
Modified by the EPHA General Assembly, September 3, 2014

Article 1 – Status of the bylaws

These bylaws are supplementary and subordinate to the statutes of the European Public Health Alliance (EPHA), an international not-for-profit association registered under Belgian law, hereunder referred to as the Association. In the case of any contradiction between the bylaws and the statutes of the Association, the latter shall prevail.

Article 2 – Access to membership

1. Membership of EPHA is organisational rather than individual. The criteria for membership are established in article 6 of the statutes. The following procedures shall be followed, in receiving, considering and approving requests for membership:

2. The Secretariat shall provide a dossier on EPHA membership to those organisations interested in joining. This shall include information about the different categories of membership, the current fees and the membership benefits, together with an application form. The form will ask enquirers to indicate:

   - the mission and main activities of their organisation
   - a commitment to share the aims and objectives of EPHA
   - a commitment to pay annual fees on demand

3. They will also be required to provide an assurance that their organisation is itself not-for-profit, and shall be asked to provide copies of their statutes (or equivalent) and of their latest annual accounts.

4. On receipt of an application for membership the appropriate EPHA staff member will check the application papers for completeness and request any missing information and items.

   The completed dossier will then be:
   - passed to the EPHA staff member whose portfolio includes the applicant’s area of interest for any comment
   - passed to the EPHA financial manager for assessment of fee banding
   - sent to the EPHA Board member with responsibility for membership for comment

   Any anomaly/concern raised will be brought to the Secretary General’s attention.

5. On the basis of a properly completed application, accompanied by the necessary documents, the Secretariat shall determine whether the applicant organisation meets EPHA’s membership criteria and shall bring the application to the Board, which shall decide whether or not to recommend the application for acceptance to the General Assembly.

6. The Board shall present applications for approval by the membership of EPHA to the General Assembly, either at the Annual General Assembly or by electronic vote, together with
background information describing the organisations applying and the membership category (in accordance with article 6 of the statutes).

7. Proposals to admit new members have to be approved by a two thirds majority of those present or represented at a meeting of the General Assembly (article 10 of the statutes) or taking part in a written voting procedure.

8. If an application for membership has been rejected, either by the Secretariat or by the Board, the organisation shall have the right to appeal to, and to be heard by, the General Assembly.

9. In addition to the non-payment of membership fees, the Board has the right to recommend the exclusion of any current member from membership to the General Assembly for any other reason, as outlined in Article 7 of the statutes.

10. Proposals to exclude existing members have to be approved by two thirds of those present or represented at the Annual General Assembly (article 7 of the statutes).

11. Decisions of the General Assembly regarding the rejection of an application for membership or exclusion of a member are final. Organisations rejected or excluded will not be eligible to reapply for one year from the date that the decision is taken.

Article 3 – Payment of fees

1. The procedures for the fixing and payment of membership fees are established in article 7 of the statutes.

2. Annual membership fees are payable by all members. The General Assembly has authorised the EPHA Board, on a case-by-case basis, to waive or reduce the membership fees for organisations in temporary financial difficulty.

3. The membership fees for the coming year shall be determined at the Annual General Assembly (normally in June each year), according to the categories and procedures established in the statutes (articles 6 & 7). Each member will be billed in January. Those organisations that have been granted a waiver of membership fees will be asked instead to confirm that they wish to extend their membership for a further year.

4. Organisations that have received a reminder and have not responded by the end of June shall be assumed to have resigned; they will cease to receive any membership services and their names will be removed from the membership list.

Article 4 – Rights of members

1. All members have the right to:

1.1 receive copies of the statutes and of the bylaws of the Association;
1.2 receive appropriate notice of all meetings of the General Assembly of the Association, to be represented at meetings of the General Assembly and to exercise their vote in accordance with their membership category;
1.3 enjoy the benefits of the information service provided by the Association, whether in print or electronically. This includes provision of an access pass to the 'members only' section of the EPHA website;
1.4 be consulted in the preparation of EPHA Position Papers and others as appropriate; and
1.5 participate in any appropriate working groups, and attend EPHA seminars or training sessions etc. (some of which may be subject to an additional fee)
Article 5 – Obligations of members

1. The primary obligation of members is to pay their membership fee.

2. Member organisations shall notify one named individual to the Secretariat as its nominated representative. This individual shall be their point of contact with EPHA and normally their representative at EPHA meetings. The contact person shall ensure that information concerning EPHA’s activities is circulated throughout their own organisation (especially to their own member associations, if they themselves represent a European network).

3. The representative of a member organisation shall have the power to speak and act on behalf of that organisation in respect of EPHA’s undertakings, policy positions etc.

4. The representative of a member organisation has the obligation to respect the confidentiality of internal EPHA documents and website passwords.

Article 6 – Organisational structure

1. The General Assembly is established as EPHA’s governing body (articles 8-11 of the statutes), with day-to-day management responsibility entrusted to a Board comprising a minimum of three members and a maximum of seven (articles 13-19 of the statutes).

2. The Board is responsible for appointing its own office-holders, in accordance with article 14 of the statutes. It has the power to set up subcommittees and also to authorise the establishment of ad hoc working groups of members of the Association.

3. The work of the Secretariat is supervised by the Board on behalf of the General Assembly, in accordance with article 16 of the statutes. The most senior employee of the Association (whether called Secretary General or by any other title) shall be accountable for the work of the Secretariat to the President, or to any other member of the Board as the Board shall decide. In line with article 18 of the statutes, the powers delegated to this individual include financial and contracts signature, as well as day-to-day management and recruitment of staff.

Article 7 – Elections to the Board

1. Members of the Board are elected at the Annual General Assembly for a period of two years, according to the following procedure:

   1.1 a preliminary notice of the meeting, giving the proposed date(s) and location shall be sent to member organisations at least three months in advance
   1.2 the Secretariat shall indicate whether any (and, if so, how many) vacancies are to be filled on the Board
   1.3 the Secretariat shall also indicate which existing members of the Board (if any) wish their names to go forward for re-election; and shall invite further nominations
   1.4 a representative of any member organisation may be nominated for election to the Board, provided that the organisation's membership dues are fully paid at the time of nomination and the organisation has been an EPHA member for at least 1 year before the nomination. The individual concerned must also give his/her assent to the nomination
   1.5 nominations for election to the Board must be received by the Secretariat at least six weeks prior to the Annual General Assembly
   1.6 the calling notice and agenda for the meeting (which must be sent to member organisations at least one month in advance) shall indicate the names of the candidates and the organisations that they represent and include a statement from the candidate about themselves and why they wish to stand.
   1.7 in the event that there are insufficient candidates nominated by the due date to fill the vacant places, the President may accept further verbal nominations (according to the above criteria) at the meeting. This discretion may not be exercised if sufficient names have been received by the notified closing date.
2. In the event that any member of the Board resigns during his or her period of office, the Board shall have the power to co-opt an interim replacement that meets the conditions laid down in article 7.1.4 and who shall serve until the next Annual General Assembly, when they must stand for election should they wish to continue to serve a full term. Members must be informed accordingly.

Article 8 – Conflicts of interest

1. As stated in the statutes article 16, the Board has all the powers of management and administration. In particular, it is responsible for the drawing up of Strategic Priorities (every five years) and the annual Business Plan, the programming of EPHA’s activities; the financial management of EPHA and fundraising; the overseeing of the Secretariat and managing relationships with its members.

2. All EPHA Board and staff members shall therefore declare any conflict of interest, be it corporate or institutional on a declaration of interest form and declare any which arise throughout the duration of their service on the Board or as a staff member. If a conflict of interest arises concerning a Board member, that Board member shall abstain from both discussion and voting on that particular topic.

3. If the Board has reasonable cause to believe that a member has failed to disclose an actual or possible situation that puts its membership of EPHA in question it must follow the procedure as laid down in 3.1 and 3.2:

3.1 the Board shall inform the member of the basis for such belief and provide the member an opportunity to explain the alleged failure to disclose and to address the matter if one is established. In exceptional circumstances the board reserves the right to temporarily suspend the member until the hearing of the member’s response.

3.2 after hearing the member’s response the Board will make any further investigation warranted by the circumstances. If the Board determines that the member has failed to disclose an actual or possible conflict of interest, or that a potential conflict of interest with a member and EPHA and/or a third party does exist, and if this is not addressed satisfactorily, it shall take this matter to the General Assembly. The board reserves the right to temporarily suspend the member until the matter is addressed by the General Assembly at its next physical meeting. The member shall be given the opportunity to present its case to the same meeting of the General Assembly.

Article 9 – Consultation on major policy

EPHA is an advocacy organisation, committed to policy promotion in accordance with article 4 of the statutes. To help in the task of major policy development, the Secretariat shall convene meetings of a Policy Coordination Group (PCMs), open to all members and held in Brussels at regular intervals in-between meetings of the General Assembly. Whether or not they can participate in the PCM, all members are entitled to be consulted in the drafting of EPHA briefing papers and policy positions, in accordance with the policy decision-making protocol approved by the Board, available in a Governance Handbook on the EPHA website.

Article 10 – Financial regulations

1. EPHA’s income includes membership fees, donations, grants, subsidies, legacies, receipts from sales and fees for services; which may be intended to support core funding or a specific project, provided that the aims, objectives and independence of the Association are not compromised.
2. The Board shall open such bank accounts as are necessary for the good conduct of the Association’s business, and shall authorise officers and/or staff to act as signatories as appropriate.

3. In accordance with article 18.2 of the statutes, the Board may also authorise one of its own members, or the most senior employee of the Association (whether called Secretary General or by any other title), to act as signatory on contracts and other documents (e.g., personnel and rental contracts, grant proposals and agreements etc.), that implicate EPHA in a financial undertaking.

4. The Board shall prepare accounts and budgets for submission to the General Assembly, as required in article 20.3 of the statutes.

5. Any financial affairs undertaken by EPHA are carried out in accordance with the financial decision-making protocol adopted by the Board, available in a Governance Handbook on the EPHA website.

6. Any project-related commitments by EPHA are carried out in accordance with the project development protocol adopted by the Board, available in a Governance Handbook on the EPHA website.

Article 11 – Notices

Wherever the statutes or the bylaws refer to notices or documents etc. which need to be distributed to member organisations, this shall mean any of the following means of written communication: letter, fax or e-mail.

Article 12 – Validity of the bylaws

1. These bylaws were first adopted at the Annual General Assembly held in Brussels on 19 June 2001.

2. An amended version was adopted by the Annual General Assembly held in Bratislava on 16 April 2007 and modified at the Extraordinary General Assembly in Brussels on 28 November 2008.

3. Further amendments were adopted by written procedure (electronically) on (insert date) 2011 by the General Assembly.

4. Amendments to the bylaws may be made in accordance with the Association’s decision-making procedures, established under articles 9 & 10 of the statutes.