



STATUTES

Adopted at Annual General Assembly on 16 April 2007

Modified at Annual General Assembly 19 June 2008

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Denomination and Head Office

Article 1

1. The Association which is an international not-for-profit association, is called:
 - in English: “European Public Health Alliance.”
 - In French: “Alliance Européenne de la Santé Publique”

This designation is abbreviated to “EPHA.”

2. EPHA shall be governed by Title III of the Act of 27 June 1921 on non-profit associations, foundations and international non-profit associations.¹

Article 2

EPHA has its head office at 49-51 rue de Trèves, box 6, 1040 Brussels. It may be transferred to any other site within Greater Brussels, by a simple decision of the Board. This decision must be published in the Annexes of the *Moniteur Belge*¹¹ within one month after it is taken.

Article 3

EPHA is constituted for an indefinite period. In case of dissolution, article 21, last paragraph, shall apply.

Aims

Article 4

1. 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.



2. The European Public Health Alliance aims to:

- 2.1 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.
- 2.2 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.
- 2.3 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.
- 2.4 Monitor developments within the European Union in the field of health and provide regular information to members.
- 2.5 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.
- 2.6 Establish a consultative working partnership with the European institutions and other relevant international organisations.

Article 5

1. 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:
 - 1.1 which are legally constituted pursuant to the laws and customs of their country of origin;
 - 1.2 which have no profit-making purpose;
 - 1.3 which are independent of governments, political parties and commercial interests; and
 - 1.4 which carry out their activity in pursuit of the aims of article 4.



Members Inclusion-Exclusion

Article 6

1. Applications for membership are approved by a two-thirds majority of the Board and recommended for final acceptance by ratification by the General Assembly also acting by two-thirds majority of the members present or represented.
2. Applications may be submitted for one of the following two membership categories according to the procedure outlined in article 2 of the bylaws:

1.1 Full members are entitled to two votes at the General Assembly. The following types of organisations make up this category:

- Non-governmental organisations (NGOs) concerned with health promotion, 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
- Educational / academic institutions active in areas relevant to public health
- Professional associations active in areas relevant to public health

2.2 Associate members are entitled to one vote at the General Assembly. The following types of organisations and bodies make up this category:

- Statutory & non-statutory health agencies
- Regional, city and local authorities



Article 7

1. Membership fees are fixed annually by the Board and approved by the General Assembly.
2. Membership obligations are set out in article 5 of the EPHA bylaws. Members' rights are the object of article 4 of the EPHA bylaws.
3. The members' primary obligation is to pay their fee. Members cannot, in any way, be held responsible for EPHA's undertakings. Any member infringing the provisions of these statutes, or no longer complying with the conditions laid down in article 5 above, 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 Board and after having been heard by the General Assembly.
4. Each member can withdraw from EPHA during the year for which it has paid its membership fees provided that it gives three months' prior written notice to the Board.
5. Each member that has not paid its membership fees by the end of June, and after having received a written reminder, shall be deemed to have resigned from EPHA unless the member in question notifies EPHA of the reasons by then. The Board shall inform the member of its decision at least three months before the end of the current year.
6. An organisation that ceases to be a member of EPHA shall have no rights whatsoever on any EPHA funds, including membership fees.

General Assembly

Article 8

EPHA is composed of two governing bodies, the General Assembly which comprises all the members, and the Board (as defined in article 13). Both are chaired by the President of EPHA.

Article 9

1. The General Assembly is the governing body through which members discuss and decide the broad policy of EPHA.
2. The General Assembly has competence to:



- 2.1 elect and dismiss the Board, which prepares budgets, accounts and auditors' reports for the approval of the General Assembly;
- 2.2 approve the level of annual membership fees;
- 2.3 decide whether to exclude members upon recommendation of the Board;
- 2.4 adopt and modify the bylaws;
- 2.5 modify the statutes;
- 2.6 ratify the Board's recommendations of membership applications;
- 2.7 dissolve voluntarily the association.

Article 10

1. Meetings of the General Assembly are convened by letter, fax or email, sent out at least thirty days before the meeting is to take place. These convocations contain the agenda.
2. The General Assembly meets physically with full rights once every year. Such a physical meeting is called the Annual General Assembly (AGA).
3. The Annual General Assembly shall take place at the hour, on the date and at the location determined by the Board and shall be chaired by the President or his/her designee.
4. The Annual General Assembly shall only deliberate validly if at least one fourth of the members are present or represented.
5. Should the quorum not be reached, a second Annual General Assembly may be convened for the same day, provided this procedure was announced in writing in the convocations. This second Annual General Assembly shall deliberate validly irrespective of the number of members present or represented.
6. No decision shall be valid unless it is voted for by a simple majority of the votes of the members present or represented. Only paid up members can exercise their right to vote.
7. Members may be represented at meetings of the General Assembly by a proxy who is also a member, in accordance with the bylaws. No member may represent more than two other members.
8. The Board may call an Extraordinary General Assembly (EGA). The Board must call such an EGA 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 EGA is to take place.
9. The minutes of the Annual and Extraordinary General Assemblies are kept in a register, held at the registered office, where it is available to the members.



10. Other meetings of the General Assembly (including by written procedure as defined in article 11) can also be called by the Board as needed in order to deal with pressing matters that require members' decisions or inputs.

Article 11

1. When the urgency of the matter so requires, the General Assembly may make decisions by a written or electronic procedure.
2. To that effect, the person designated by the Board shall send, via whatever means of written communication he or she deems fit – including electronic means –, the proposed resolutions to all members. The mailing shall be accompanied by a note from the Board specifying the reasons that have led to the utilisation of the written procedure and the context of the proposed resolutions.
3. The proposed resolutions shall be deemed adopted if within thirty working days after having been sent out for consultation and/or voting, the number of duly completed written or electronic communications returned to the attention of the Board by the members is sufficient to meet the quorum and voting requirements for AGA decisions set forth in article 10 of these statutes.

Amendment of Statutes

Article 12

1. Any proposal aiming at amending the statutes may emanate from the Board or a quorum of at least one fourth of the members.
2. The Board must bring this proposal to the attention of the members at least two months in advance of the date of the meeting of the General Assembly which shall vote on the said proposal.
3. The meeting of the General Assembly convoked to decide on the amendments to the statutes shall only validly deliberate if the quorum outlined in article 10.4 above has been attained.
4. No decision shall be valid unless it is voted for by at least three quarters of the votes of the members present or represented.
5. Modifications to the statutes do not take effect until they are approved by the competent authority according to article 50 § 3 of the Actⁱⁱⁱ and after publication in the Annexes of the Moniteur Belge as specified in article 51 § 3 of the Act^{iv}.



Board and Secretariat

Article 13

1. EPHA is governed by a Board comprising a minimum of three and a maximum of seven members.
2. Members of the Board are elected by the General Assembly according to the procedure outlined in article 7 of the bylaws.
3. Members of the Board shall be elected for a period of two years. This mandate is renewable.

Article 14

The Board elects from its members its own President, Vice-President and Treasurer.

Article 15

1. The Board meets at least twice each year. Extraordinary meetings of the Board can also be called by the President.
2. The members of the Board will be called by e-mail at least 8 days before the meeting date.

Article 16

1. Without prejudice to the powers of the General Assembly, the Board has all the powers of management and administration. In particular, it is responsible for:
 - 1.1 the preparation of the Annual General Assemblies;
 - 1.2 the drawing up of the Strategic Priorities (once every 5 years) and the annual Business Plan for approval by the General Assembly, and the programming of EPHA's activities;
 - 1.3 the financial management of EPHA and the fundraising;
 - 1.4 overseeing the work of the Secretariat.



2. It appoints the necessary staff and volunteers (the Secretariat, headed by the most senior employee of the Association (whether called Secretary General or by any other title) to see to the daily management of EPHA and enlists the support of members.
3. The Board may also decide to set up special subcommittees.

Article 17

1. A Board member may be represented, by simple letter or by any other means of written communication, by another member of the Board to whom a proxy is given. No member of the Board may represent more than one other Board member.
2. Decisions of the Board are taken by a simple majority of the Board members present or represented.
3. However, a Board decision is not quorate unless at least 50% of its members are present or represented.
4. If there is a tied vote, the decision is considered as rejected.
5. A meeting of the Board 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.
6. The minutes of the meetings of the Board are kept in a register, held at the registered office, where it is available to the members.

Article 18

1. The instruments that bind EPHA must be signed by two members of the Board.
2. The Board may delegate daily administration, management of projects and liaison with members to one or more members of the Board or to the most senior employee of the Association (whether called Secretary General or by any other title), who shall have the power to individually bind EPHA with regard to such powers in accordance with article 10 of the bylaws.
3. The most senior employee of the Association (whether called Secretary General or by any other title) is empowered to represent EPHA in daily administration and management matters within the limits of his/her mandate. This individual shall report directly to the President. In the absence or disability of the latter, the individual shall report to any other Board member, as specified by the President.



Article 19

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

Budget and Annual Accounts

Article 20

1. The accounting year commences on January 1st and ends on December 31st of the same year.
2. The General Assembly shall appoint an external auditor to check the regularity of the accounts.
3. The Board shall submit to the General Assembly the annual 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.

Dissolution

Article 21

1. Any proposal aiming at dissolving EPHA may emanate from the Board or a quorum of at least one fourth of the members.
2. The Board must bring this proposal to the attention of the members at least two months in advance of the date of the Annual General Assembly which shall vote on the said proposal.
3. The Annual General Assembly convoked to decide on the dissolution shall only validly deliberate if the quorum outlined in Article 10.4 above has been attained.
4. However, if the Annual General Assembly does not attain the quorum outlined in article 10.4, a second Annual General Assembly is 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.
5. No decision shall be valid unless it is voted for by at least three quarters of the votes of the members present or represented.
6. The agenda of the Annual General Assembly convened to vote on the dissolution of EPHA may carry only one item, that referring to the proposed dissolution of EPHA.



7. 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.

General Provisions

Article 22

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 23

1. Bylaws have been drawn up and approved by the General Assembly to facilitate the regulation and management of EPHA.
2. The bylaws 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.
3. The bylaws can complement the statutes but cannot add new dispositions or contravene statutory dispositions. In the case of any contradiction between the bylaws and the statutes the latter shall prevail.

Article 24

The working language of EPHA shall be English. The language used for all official documents pertaining to the Belgian authorities shall be French.

Article 25

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.

ⁱ The Act of 27 June 1921 for (international) non-profit organisations and foundations is available for online viewing at http://www.ejustice.just.fgov.be/cgi_loi/change_lg.pl?language=fr&la=F&cn=1921062701&table_name=loi

ⁱⁱ All modifications to the Annexes of the *Moniteur Belge* are available for online consultation in its database at http://www.ejustice.just.fgov.be/cgi_tsv/tsv.pl

ⁱⁱⁱ See footnote 1 for online access.

^{iv} Ibid.