European Public Health Alliance

Internal rules

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

Modified by the EPHA General Assembly, December 8, 2022

Article 1 – Status of the internal rules

These internal rules 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 internal rules 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 5 of the statutes. With an objective of ensuring a balance among membership categories, 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 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 purpose and activities of EPHA;
   • a commitment to pay membership fees on demand.

3. They will also be required to provide an assurance that their organisation has a not-for-profit purpose, 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. When the dossier is completed, the staff member in charge will assess fee banding based on information received. Any anomaly/concern raised will be brought to the Director 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 Management Board (hereinafter referred to as Board), which shall decide whether or not to approve the application.

6. Proposals to admit new members have to be approved by a two thirds majority of the votes cast by the members present or represented at a quorate meeting of the Board (article 6 of the statutes).

7. The Board shall present the new members at EPHA Annual General Assembly meeting, together with background information describing the organisations.

8. If an application for membership has been rejected, either by the Secretariat or by the Board, the applicant member organisation shall have the right to appeal to, and to be heard by, the General Assembly. If a rejection has been confirmed by the General Assembly, this decision is final. Applicant member organisations that are rejected will not be eligible to reapply for one year from the date of the decision taken by the General Assembly.

9. In addition to the non-payment of membership fees, the Board has the right to suspend or exclude any current member from membership to the General Assembly for any other reason outlined in article 7 of the statutes.

10. Proposals to exclude existing members have to be approved by two thirds of the votes cast by the members present or represented at a quorate Board meeting (article 7 of the statutes).

11. Suspended or excluded member shall have the right to appeal to the General Assembly. If a disciplinary measure has been confirmed by the General Assembly, this decision is final. Organisations 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, according to the procedures established in the statutes (articles 5 & 7). Each member will be billed in January. Members that have not given a three month notice prior to the invoice being released are due the membership fee for the entire year. Those organisations that have been granted a waiver or reduction of membership fees will be asked to confirm that they wish to extend their membership for a further year.
4. Organisations that have received a reminder to pay their membership fee and have not responded by the end of June shall be assumed to have resigned. The automatic termination of the membership enters into force by end September during the year for which the fee has not been paid. Such members 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 internal rules 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;
   
   1.3 enjoy the benefits of the information service provided by the Association. 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). Preferably, the appointed person will be in direct working relationship to the member organisation (unless specified otherwise by the member’s own internal rules), and have a background/experience relevant to EPHA’s purpose.

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. Members are permitted to represent EPHA externally given a prior approval by the President and/or Director General.

5. Representatives of member organisations shall disclose any real or apparent conflict of interest as set out in Article 7 of the statutes. EPHA Board and/or Director General, will consider all declarations of conflict of interest, and in case the conflict is deemed such as to potentially harm EPHA, the member will refrain from taking part in the relevant deliberation, decision or activity.
Article 6 – Organisational structure

1. The General Assembly is established as EPHA’s highest body (articles 9 - 11 of the statutes), with management responsibility entrusted to a Board comprising a minimum of three and a maximum of seven members (articles 12-18 of the statutes).

2. The Board is responsible for appointing its own office-holders, in accordance with article 13 of the statutes. It has the power to set up subcommittees and to authorise the establishment of ad hoc working groups of members of the Association.

3. As stated in the statutes article 15, the Board is vested with the powers of management and administration of EPHA and is authorized to carry out all acts and take all decisions that are necessary or useful for the realization of the purpose and activities of EPHA. In particular, it is responsible for the preparation of the General Assembly meetings, 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 EPHA’s members.

Memorandum of Understanding that further details the Board functioning is provided as Annex 1 to internal rules.

4. The work of the Secretariat is supervised by the Board, in accordance with article 15 of the statutes. The most senior employee of the Association (whether called Director 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 17 of the statutes, the powers delegated to this individual include financial and contracts signature, as well as day-to-day management and staff management.

Article 7 – Elections to the Board

1. Members of the Board are elected at the Annual or at another meeting of the 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, if applicable, 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 appointed 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 General Assembly meeting
1.6 the convening notice and agenda for the meeting (which must be sent to member organisations at least thirty days 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, or if the convening notice for the General Assembly meeting allows for casting members’ votes in writing in advance to the meeting.

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 General Assembly meeting, 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. All members of EPHA “ecosystem”, including EPHA Staff, Board, EPHA members and Expert Advisors, regardless of their status, shall declare any conflict of interest as defined in Article 7 of the Statutes, regardless of its nature, including but not limited to financial, political, reputational, personal, institutional. Any conflict of interest which arises throughout the duration of their engagement with EPHA shall also be declared. If a conflict of interest arises, the individual concerned shall abstain from taking part in the relevant deliberation, decision or activity.

The code of conduct related to conflict of interest and the disclosure form are available in Annex 2 to the internal rules.

2. If the Board has reasonable cause to believe that a member of EPHA’s ecosystem has failed to disclose conflict of interest, it shall follow the appropriate disciplinary procedure. In case of member representatives, it is as laid down in 3.1 and 3.2. The procedure related to EPHA Board members is detailed in the Board MoU, and related to EPHA staff in EPHA working rules.

2.1 In case of conflict of interest identified or suspected among membership, 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.

2.2 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 the corresponding disciplinary measures. The Board reserves the right to temporarily suspend or to exclude a member. The member shall be given the opportunity to appeal to the General Assembly. The General Assembly shall decide to either approve or reject the suspension or exclusion of the member concerned.
During the time a member is suspended, the member shall not be allowed to participate in the activities of the association or benefit from the services of the association, and will be deprived from its statutory rights including the member's right to vote.

**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 open to all members and held in Brussels or through electronic means of communication. Whether or not they can participate in the meetings, members are entitled to be consulted in the drafting of such major briefing papers and policy positions, in accordance with the decision-making protocol approved by the Board. EPHA Secretariat is responsible for incorporating members' input following the policy decision-making protocol, such to ensure the best consensus possible.

**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 purpose, activities 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 17.3 of the statutes, the Board may also authorise one of its own members, or the most senior employee of the Association (whether called Director 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 Secretariat shall prepare the annual accounts and the budget for submission to the General Assembly by the Board, as required in article 19.3 of the statutes.

5. Any financial affairs undertaken by EPHA are carried out in accordance with the protocols adopted by the Board as outlined in EPHA Guidelines for ethical fundraising.

**Article 11 – Notices**

Wherever the statutes or the internal rules refer to notices or documents etc. which need to be distributed to member organisations, this shall mean via e-mail or any other mean of written communication.

**Article 12 – Validity of the internal rules**

1. These internal rules were first adopted at the Annual General Assembly held in Brussels on 19 June 2001.
1.1 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.

1.2 Further amendments were adopted by written procedure (electronically) on 6 October 2011 by the General Assembly.

1.3 Further amendments were adopted by the General Assembly on 3 September 2014.

1.4 The current version was adopted by the General Assembly held on 8 December 2022.

2. Amendments to the internal rules may be made in accordance with the Association's decision-making procedures, established under articles 9 & 10 of the statutes.
Annex 1

EPHA Management Board

Memorandum of Understanding

To ensure proper and effective functioning of the Management Board of the European Public Health Alliance (Board), all Board Members (Members) agree to the following principles:

Attendance

Members should strive to attend all Board meetings.

As a minimum, Members are expected to achieve 75% Board attendance to enable a quorum to be reached and effective discussion to take place.

Board attendance will be assessed every six months (indicatively end of June and end of December) to allow for any timely decisions that may be necessary regarding continuation/termination of any Board mandate due to lack of attendance.

The Secretariat will maintain a register of attendance for periodic review and action by the President. To increase transparency and accountability, the record of attendance will be available to the EPHA membership at each AGA prior to Board elections, taking into account any extenuating circumstances in accordance with the ‘Longer absence from the EPHA Board’ policy.

Members must ensure that they are adequately prepared for meetings, which includes reading all documentation prepared in advance by the Secretariat, and contribute appropriately and effectively to the discussions.

Support to wider EPHA events

Members shall be expected to attend and support some of the other – non-Board – EPHA meetings throughout their terms in office, such as Policy Co-ordination Meetings, Working Groups, Workshops and the Annual Conference. Attendance at such meetings will form part of the above review provided to the President and available to the EPHA membership.

Representation

Board members are elected to represent the interests of EPHA as a whole, and not to represent or promote the interests of their nominating organisation or sector, especially if this impacts detrimentally on other EPHA members.

Members are not permitted to represent EPHA externally (as spokesperson) without the express prior agreement of the President and/or Director General. The foregoing is without prejudice to the powers of representation as set out in the Statutes of EPHA.
Financial gain

Except where legally authorised (such as a duly authorized remuneration or reimbursement of costs), Board Members must not gain financial or other material benefits for themselves, their families or their friends, through their position on the Board.

Reputation

Members should conduct themselves in a manner which does not damage or undermine the reputation of EPHA or contradict its stated policy positions.

Members should display a sense of loyalty to EPHA in public settings at all times. Criticism of EPHA activities should be reserved for Board meetings.

Conflicts of Interest

Members should identify and seek to avoid any conflict of interest. Should a conflict arise, this must be declared immediately so that appropriate action can be taken, such as abstaining from discussions or votes on the matters concerned.

Confidentiality

All information and materials provided or discussed at Board meetings shall be deemed confidential unless publicly available on the EPHA website or with the express consent of President and/or Director General.

To enforce the highest Board standards as described in this Memorandum, the President may, at his or her discretion, and on the advice of the other office-holders (Vice President and Treasurer) withdraw support from any Board Member who breaches the Memorandum in serious or multiple circumstances, and request such Board Member to stand down with immediate effect to protect the future integrity and operation of the Board as a whole.

Signed

Board Member  Date
Annex 2

EPHA’s Code of Conduct on Conflicts of Interest

For: members of EPHA Staff and Management Board, EPHA member organisations and their representatives, and EPHA Expert Advisors

June 2022

Contents

Definition and context........................................................................................................................................................................11
Code of Conduct..................................................................................................................................................................................12
   Article 1...........................................................................................................................................................................................12
   Article 2...........................................................................................................................................................................................12
   Article 3...........................................................................................................................................................................................12
   Article 4...........................................................................................................................................................................................12
   Article 5...........................................................................................................................................................................................12
Disclosure form....................................................................................................................................................................................13
Definition and Context

Conflicts of interest arise when members of EPHA Staff, EPHA Management Board, EPHA membership (including their representatives) and Expert Advisors, regardless of their status, have the ability to influence EPHA practices or decisions in such a way as to benefit them personally, or benefit their own organisations. Such advantage may have a financial, political, reputational or other impact, and may be acquired directly or indirectly.

When EPHA’s expertise, skillset and influence get valorised through internal and external activities and engagements including externally funded projects, conflicts of interest are often inevitable. In addition, a conflict of engagement can occur, with a potential clash between the time spent by the EPHA Staff, Board, members and advisors in their EPHA related capacity, and their time invested into their non-EPHA related work.

Due to the vast range of available activities and types of engagement and their increasing interconnectedness and complexity, it is extremely difficult to offer a comprehensive solution to the conflict of interest in a manageable set of rules, while not simultaneously making the entire mechanism impossible, by disturbing every initiative at its conception.

EPHA, its purpose, and its entire community are therefore best served by always encouraging everyone involved to discuss every actual, possible or apparent conflict of interest in full transparency. It is against this backdrop that this EPHA Code of Conduct on Conflicts of Interest is set out, with an aim to encourage proactive disclosure, trust and transparency, rather than trying to regulate every potential conflict in every potential walk of EPHA’s life.
Code of Conduct

Article 1

This Code of Conduct applies to all members of EPHA Staff and Management Board, and all EPHA Member organisations (including their representatives) and Expert Advisors, or, in short, "members of EPHA ecosystem".

Article 2

All members of EPHA Staff, Management Board, Membership (including Members' representatives) and Advisors must always represent the interests of EPHA to the best of their ability, within all EPHA activities related to its expertise, skillset and influence. The expertise, skillset and influence are understood to comprise any activity related to fulfilling EPHA’s purpose, as defined in EPHA Statutes. In short, EPHA aims to promote and protect the health of all people living in Europe, ensuring participation of citizens in health-related policy making at the European level.

Article 3

EPHA will always make an effort to create a structure that ensures balance, independence, objectivity, and systematic, evidence-informed rigor in all its individually or jointly presented activities. Everyone involved in EPHA’s ecosystem - members of EPHA’s Staff, Management Board, Membership (including Members’ representatives) and Advisors - are expected to apply the same rigorous approach, with special attention paid to possible conflicts of interest and conflicts of engagement.

Article 4

Any actual, possible or apparent conflict of interest or conflict of engagement in the context of EPHA’s expertise, skillset and influence must be immediately disclosed by the concerned member of EPHA’s ecosystem. This also includes facts that arise after the initial conflict of interest has been declared, and that either create a new conflict of interest or aggravate pre-existing conflicts.

The leadership of EPHA, its Director General and/or Management Board will consider all declarations. In case the conflict is deemed by the Management Board such as to potentially harm EPHA, the member of EPHA Staff, member of the Management Board, Member organisation (including its representatives) or Advisor in question will refrain from taking part in the relevant EPHA decision or activity.

Article 5

In case of a deliberate failure to report the conflict or interest, or in case of a misconduct related to a conflict of interest, the leadership of EPHA can take disciplinary measures, as provided for in the regulations applicable to the relevant EPHA ecosystem member (i.e. EPHA statutes, EPHA internal rules, and EPHA working rules). The foregoing is without prejudice to any other civil law and/or other sanctions. As regards Member organisations (including their representatives) only the disciplinary measures as stated in the statutes can be taken.
Disclosure form

Disclosure pertains to any actual, possible or apparent conflict of interest (as defined under ‘Definition and context’) of members of EPHA Staff, Management Board, membership (including member organisations’ representatives) and expert advisors. The purpose of identifying any potential conflict of interest is for EPHA to maintain its integrity when developing and implementing its activities.

Please select one of the following statements, and fill in and sign the declaration accordingly.

☐ I have no actual, possible or apparent conflict of interest in relation to EPHA’s activities or to the overall purpose of EPHA.

☐ I have an interest, arrangement or affiliation that could potentially be perceived as a conflict of interest, but which is not an actual or possible conflict of interest (= an apparent/seeming conflict of interest), that I would like to declare.

Please specify:

________________________________________________________________________

________________________________________________________________________

Please detail why this interest, arrangement or affiliation does not constitute an actual or possible conflict of interest:

________________________________________________________________________

________________________________________________________________________

Please specify EPHA activities that this apparent/seeming conflict relates to:

________________________________________________________________________

________________________________________________________________________

☐ I have an interest, arrangement or affiliation that could be seen as a possible or actual conflict of interest with one or more of EPHA’s activities.

Please specify:

________________________________________________________________________

________________________________________________________________________

Please detail the conditions and/or measures taken to prevent this interest, arrangement or affiliation from becoming an actual conflict of interest

________________________________________________________________________

________________________________________________________________________
Please specify EPHA activities that this potential conflict relates to:

________________________________________________________________________

I, (insert full name) ______________________, in my capacity of (insert your role in EPHA ecosystem) __________________, hereby agree to:

- update this disclosure throughout the period of my term as a member of EPHA ecosystem on an annual basis, when a new conflict arises, or until such time as the conflict ceases to exist or arises;

- comply with any conditions or restrictions imposed by EPHA in line with its statutes, internal rules and working rules to manage, mitigate or eliminate any actual, possible or apparent conflict of interest and/or commitment.

Place:________________________  Date:________________________

Signature:____________________