



STATUTES

Adopted at Annual General Assembly on 16 April 2007

Modified at Annual General Assembly 19 June 2008

Modified at Annual General Assembly 6 October 2011

Modified at Annual General Assembly 8 December 2022



Denomination, legal form, registered office and duration

Article 1

1. The Association is called:

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

This designation is abbreviated to "EPHA" (hereinafter referred to as 'the Association' or 'EPHA').

2. EPHA is an international not-for-profit association governed by the provisions of Book 10 and other applicable provisions of the Code of Companies and Associations dated 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019) as may be amended from time to time.
3. All deeds, invoices, announcements, publications, websites and other documents, whether or not in electronic form, originating from the Association, shall contain the Association's name, immediately preceded or followed by the words 'international not-for-profit association' (*association internationale sans but lucratif*) or the abbreviation 'INPA' (*AISBL*), the address of the Association's registered office, the enterprise number, the word 'register of legal entities' or the abbreviation 'RLE', followed by a mention of the court of the registered office of the Association, the email address and website of the Association, if applicable, and, the fact that the Association is in liquidation, if applicable. EPHA's outputs shall be formatted in line with EPHA's visual identity guidelines.

Article 2

The registered office is located in the Brussels Capital Region. It may be transferred to any other location within Belgium, by a simple decision of the Management Board (hereinafter referred to as Board), except if this transfer would necessarily imply a change of the language of the Association. In the event that the transfer of the registered office would necessarily imply a change of the language of the Association, a decision of the General Assembly is required according to the quorum and majority requirements applicable to a modification of the statutes.



Article 3

EPHA is constituted for an indefinite period.

Purpose and activities

Article 4

1. EPHA has a not-for-profit purpose of international interest. EPHA 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 shall also assure the defence of the interest of EPHA's members and their members as appropriate.



2. In furtherance of this purpose, EPHA may undertake the following activities:
 - 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 users 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 health-impacting areas and provide regular information to members.
 - 2.5 Influence the institutions of the European Union and other relevant bodies in Europe and national and international organisations in order to promote, monitor and evaluate all policies for their impact on health.
 - 2.6 Establish consultative and working partnerships with the European institutions and other relevant national and international organisations.
 - 2.7 Raise awareness of health risks and health promoting behaviours, promote knowledge, increase health literacy, share best practices, build capacity among EPHA members, partners, and stakeholders, including policy makers, media and general public.
3. Moreover, EPHA may enter into any other activities and undertake any other actions that are directly or indirectly related to the aforementioned purpose or that are necessary or useful for the realization of its purpose. Among other things, EPHA can solicit grants and contributions, grant security interests in its assets as well as, collaborate with, borrow from, grant loans to, provide guarantees for the obligations of, invest in the capital of, or, in any manner, directly or indirectly, take participations and hold a mandate in other legal entities, associations, bodies and companies of private or public nature, governed by Belgian or foreign laws.

Membership

Article 5



1. In accordance with its purpose, membership of EPHA is open to non-governmental organisations and other not-for-profit organisations, institutions, authorities, agencies 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 decision-making process related to public health is independent of political, commercial and private interests;
 - 1.4 which carry out their activity in pursuit of the purpose set out in article 4;
 - 1.5 which in pursuing their activities commit to evidence informed public health action.
2. With an objective of ensuring a balance among the membership, EPHA's membership is opened, but not limited to the following types of organisations:
 - 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, including but not limited to consumer, development, human rights and environmental organisations;
 - educational / academic institutions active in areas relevant to public health;
 - professional associations active in areas relevant to public health;
 - statutory & non-statutory health agencies;
 - regional, city and local authorities.
3. All EPHA members are entitled to one vote at the General Assembly.
4. All members have the right to receive copies of the statutes and of the internal rules of EPHA, to be consulted in the preparation of EPHA position papers and others as appropriate, to participate in any appropriate working groups, and attend EPHA seminars or training sessions. More detailed information can be found in article 4 of the internal rules.

Article 6

1. Applications for membership must be submitted to the Secretariat in accordance with the procedure set out in article 2 of the internal rules.
2. Applications for membership shall be reviewed by the Secretariat in accordance with the procedure set out in article 2 of the internal rules. If the Secretariat determines that the



membership criteria set out in article 5 of these statutes are not met, the application for membership shall be rejected. If the Secretariat determines that the membership criteria set out in article 5 of these statutes are met, it shall submit the application for membership to the Board. The Board shall take a decision on the admission of new members with a two-thirds majority of the votes cast in a quorate Board meeting.

3. 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 the General Assembly.
4. 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.

Article 7

1. Membership fees are fixed annually by the Board and approved by the General Assembly.
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 nominated 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. The representative of a member organisation has the obligation to respect a duty of confidentiality. With consent from the EPHA President or Director General, the nominated representative of a member organisation can represent EPHA in external meetings. The representative of a member organisation can name members of their organisation to take part in EPHA working groups according to their expertise. More detailed information can be found in article 5 of the internal rules.
3. The members' primary obligation is to pay their membership fee.
4. Members are required to apply a balanced, independent, objective, and evidence-informed approach in their engagements with EPHA, and to operate within the boundaries of the provisions on conflicts of interest as defined below, and further detailed in the annex to the internal rules outlining the code of conduct related to conflicts of interest.

Conflicts of interest arise when members, or their representatives, 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 organisations. Such advantage may have a financial, political, reputational or other impact, and may be acquired directly or indirectly.

Any actual, possible or apparent conflict of interest will be immediately disclosed. The EPHA Director General and/or Board will consider all declarations of conflicts of interest, and in



case the conflict is deemed by the Board such as to potentially bring harm to EPHA, the member will refrain from taking part in the relevant deliberation, decision or activity.

5. Members cannot, in their capacity of member, be held responsible for EPHA's undertakings.
6. Any member infringing the provisions of these statutes, no longer complying with the conditions laid down in article 5 above, breaching the code of conduct related to conflicts of interest, negatively impacting on EPHA's reputation, or hindering its prospects for funding or partnerships and thereby hampering its sustainability, may be suspended or excluded. The decision is taken by the Board, on recommendation of other members, Board members or the Secretariat, with a two-thirds majority of the votes cast at a quorate Board meeting. Suspended or excluded members 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. The General Assembly can also exclude a member on its own initiative, upon request of a minimum of five members, by a two-thirds majority of the votes cast by the members present or represented at the meeting.

During the time a member is suspended, the member shall not be allowed to participate in the activities of the association, benefit from the services of the association, or be able to use its statutory rights including the right to vote.

A member that has been excluded is not eligible to reapply for one year from the date that the decision is taken.

7. Each member can resign from EPHA provided that it gives three months' prior written notice to the Board.
8. 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 automatic termination of the membership of the member that has not notified EPHA enters into force by the end of September of the same year unless the member concerned has paid the membership fees prior to the end of September of the same year. In case of termination, the Board shall inform the member hereof before by the end of October of the same year.



9. Any member who has resigned or has been excluded or whose membership has terminated in any other way remains liable to pay the membership fees due for the year in which the termination of the membership becomes effective.
10. An organisation that ceases to be a member of EPHA (or its successors or beneficiaries) shall have no rights whatsoever on any EPHA funds, including membership fees or donations. Nor shall such member have any right to the assets including the documentation of the Association, or claim or demand financial statements or accounts of the Association. If such member has any debt towards the Association, such debt shall immediately become due and payable.
11. If the Board has reasonable cause to believe that a member has failed to disclose an actual, possible or apparent conflict of interest, or that a potential conflict of interest exists, 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. After hearing the member's explanation, the Board will make any further examination warranted by the circumstances. If the Board determines that a member has failed to disclose an actual, possible or apparent conflict of interest, or that a potential conflict of interest exists and this is not addressed satisfactorily, the Board has the power to temporarily suspend the member concerned until the matter is resolved or to exclude the member concerned.

Governing bodies

Article 8

EPHA is composed of two governing bodies, the General Assembly and the Management Board. Both are chaired by the President of EPHA.

General Assembly

Article 9

1. The General Assembly is the governing body through which members discuss and decide on the strategy of EPHA in line with its purpose defined in paragraph 4.1.
2. The General Assembly consists of all members, each entitled to a vote at the General Assembly.
3. The bureau of the General Assembly consists of the person chairing the meeting.



4. The General Assembly has the following reserved powers:
 - 4.1 elect and dismiss the Board members, determine their remuneration, if any, and grant discharge from liability;
 - 4.2 appoint and revoke the statutory auditor, company auditor or external accountant, determine their remuneration, and, in relation to the statutory auditor, grant discharge from liability;
 - 4.3 approve the amount of annual membership fees upon proposal of the Board;
 - 4.4 in case of appeals, take the ultimate decision regarding approval, suspension and exclusion of members, with a simple majority of the votes cast and no attendance requirement; modify the statutes;
 - 4.5 decide on the voluntary dissolution of the Association, appoint one or more liquidators and determine the beneficiary or beneficiaries of the liquidation surplus;
 - 4.6 approve the Strategic Priorities (once every 5 years) and the annual Business Plan, upon proposal of the Board;
 - 4.7 approve the annual accounts and the budget;
 - 4.8 the powers attributed to the General Assembly by virtue of the statutes or mandatory provisions of the Code of Companies and Associations.

Article 10

1. Meetings of the General Assembly are convened by the Board by email or any other means of written (including electronic) communication, sent out at least thirty days before the meeting is to take place. These convocations contain the agenda.
2. The General Assembly meets once every year within six months after the closing of the previous financial year. Such a 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 (including online) determined by the Board and shall be chaired by the President or his/her designee.
 4. Except if otherwise provided in applicable law or in these statutes, the General Assembly shall validly deliberate irrespective of the number of members present or represented.
 5. Except if otherwise provided in applicable law or in these statutes, no decision shall be valid unless it is approved by a simple majority of the votes cast by the members present or represented. Abstentions, blank and invalid votes are considered not to have taken part in the voting. In case of a tie, the decision is considered as rejected.
6. Only members who have duly paid their membership fees 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. No member may represent more than two other members. For General Assembly meetings that, by virtue of applicable law, need to be held in front of a notary public, a proxy can also be granted to a third party and no limitation on the number of proxies will apply.
8. The Board may convene additional General Assembly meetings whenever the interests of EPHA so require. The Board must convene such meeting if at least one third of EPHA's members request this in writing. Such meetings are convened and chaired in accordance with what is set out above.
9. If so requested by a member, items will be added to the agenda of the next General Assembly meeting for which the convening notice has not yet been sent out. If the agenda item relates to a modification of the statutes or the dissolution of EPHA, the request needs to originate from at least one fifth (1/5) of the members.
10. If so provided in the convening notice, the members can be given the possibility to cast their vote on all or a limited number of the agenda items electronically or in writing in advance of the General Assembly meeting. These votes shall be taken into account for the purpose of the calculation of the quorum and majority requirements applicable to the General Assembly meeting. The Board will take the necessary measures to ascertain that the capacity and identity of the members can be verified.
11. Upon a decision of the Board, members can be offered the possibility to participate in the General Assembly meeting remotely via electronic means of communication provided by the Association. If this is the case, such electronic means of communication shall, at a minimum, enable the members to directly, simultaneously and uninterruptedly follow the discussions at the meetings and to exercise their right to vote. The electronic means of communication must also enable the members to participate in the deliberations and ask questions. The way in which the meeting will be held and the procedures for remote participation shall be clearly and precisely indicated in the convening notice of the meeting. Any technical problems or incidents that may have prevented or hindered the participation in the General Assembly meeting or the voting need to be included in the minutes of the General Assembly meeting.
12. The minutes of the General Assembly meeting shall be signed by the President. The minutes are kept in a register, held at the registered office, where they are available to the members.

Amendment of statutes

Article 11



1. Any proposal aiming at amending the statutes may emanate from the Board or a quorum of at least one fifth 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 convened to decide on the amendments to the statutes shall only validly deliberate if at least one fourth of the members is present or represented. However, if the General Assembly does not attain this quorum, a second 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.
4. A decision shall be valid if it is approved by at least three quarters of the votes cast by the members present or represented.
5. Depending on the nature of the amendments, it may be required to hold the General Assembly meeting in front of a notary public or to seek approval by Royal Decree.

Board and Secretariat

Article 12

1. EPHA is governed by a Management 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 internal rules and according to criteria outlined in the Memorandum of Understanding. A nominated representative of a member organisation may stand for election to the Board, provided that the member organisation's membership fees are fully paid at the time of the nomination, and the organisation has been a member of EPHA for at least one year before the nomination.
3. Members of the Board shall be elected for a period of two years. This mandate is renewable.
4. All members of the Board, whether office-holders or ordinary Board members, shall operate in agreement with the Memorandum of Understanding as outlined in the annex to the internal rules. The officers of the Board shall ensure conduct of the Board in line with the Memorandum of Understanding. Any Board member infringing the provisions of the Memorandum of Understanding, hindering or threatening to hinder activities of the Association, may be dismissed. The decision is taken by the Board with a two-thirds majority of the votes cast by the members present or represented at the meeting, upon the request of a minimum of one fifth of the members, other Board members, or the Director General. Dismissed board 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.



The General Assembly at its own initiative can also dismiss a board member, by a two-thirds majority of the votes cast by the members present or represented at the meeting, upon the request of a minimum of one fifth of the members.

5. Any Board member can voluntarily resign by written notice to the President of the Board. In case of resignation of the President, he or she shall give written notice hereof to the Vice-President.
6. In case a mandate of a Board member becomes prematurely vacant, the Board has the right to temporarily replace such Board member in accordance with what is set out in article 7.2 of the internal rules. The co-opted Board member shall hold office until the next General Assembly meeting, when they must stand for election should they wish to continue to serve a full term.

Article 13

The Board elects from among its members a President, Vice-President and Treasurer (the 'office-holders') for the same term as their Board mandate. The term of a position as office-holder ends at the moment that the Board mandate of the relevant office-holder ends. The mandates of the office-holders can be renewed.

Article 14

1. Convened by the President, the Board meets at least twice each year.
2. Additional meetings of the Board can also be convened by the Director General and/or President.

Article 15

1. Without prejudice to the powers of the General Assembly, 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 realisation of the purpose and activities of EPHA. In particular, it is responsible for:
 - 1.1 the preparation of the 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 overseeing the financial management of EPHA and the fundraising;
 - 1.4 overseeing the work of the Secretariat;
 - 1.5 deciding on the admission, suspension and exclusion of EPHA members.



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

Article 16

1. Each Board member has one vote.
2. 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.
3. Decisions of the Board are taken by a simple majority of the votes cast by the Board members present or represented.
4. However, a Board decision is not quorate unless at least 50% of the Board members are present or represented.
5. If there is a tied vote, the decision is considered as rejected. Abstentions, blank and invalid votes are considered not to have taken part in the voting.
6. Resolutions of the Board can also be taken by unanimous written (including electronic) consent.
7. A meeting of the Board shall be validly composed even if all or certain of the Board members are not physically present, but participate in the deliberations through means of 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 Board members are deemed present.
8. The minutes of the meetings of the Board shall be signed by the President. The minutes are kept in a register, held at the registered office.
9. All Board members shall declare any actual, possible or apparent conflict of interest as described in article 7.4 section 2, on a declaration of interest form, and declare any which arise throughout the duration of their service on the Board. In case of a conflict of interest as described in article 7.4 section 2 that is deemed by the Management Board such as to potentially harm EPHA, the Board member concerned shall abstain from both discussion and voting on that particular topic.

Article 17

1. Without prejudice to the general representation powers of the Board, EPHA shall be validly represented vis-à-vis third parties by two members of the Board, acting jointly.



2. For acts within the scope of their specific powers, EPHA shall also be validly represented by special attorneys-in-fact appointed by the Board or by Board members having the power to represent EPHA.
3. The most senior employee of the Association appointed by the Board (whether called Director 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 have the power to individually bind EPHA with regard to such powers and 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 Board.
4. In the absence or disability of the Director General, the Board may delegate day-to-day management, daily administration, management of projects and liaison with members to one or more members of the Board or to a senior employee of the Association.

Article 18

Without prejudice to the general representation powers of the Board, EPHA shall also be validly represented in legal proceedings, whether as plaintiff or as defendant, by the President or by the person appointed to that end by the Board.

Budget and Annual Accounts

Article 19

1. The financial year commences on January 1st and ends on December 31st of the same calendar year.
2. In the event that the Association meets the thresholds set out in the CCA, the General Assembly shall appoint one or more statutory auditors among the members of the Institute of Company Auditors in charge of auditing the financial situation, the annual accounts and the regularity of the transactions to be reflected in the annual accounts of the Association in light of the law and these statutes. Even if the Association does not meet the aforementioned thresholds, the General Assembly shall appoint a statutory auditor, a company auditor or an external accountant to check the regularity of the accounts.
3. The Board shall adopt and submit the annual accounts for the preceding financial year and the budget for the financial year following the financial year to which these annual accounts relate to the General Assembly for approval within six months of the closing date of the financial year.
4. The annual accounts shall be filed, as the case may be, with the clerk's office of the competent Enterprise Court or with the National Bank of Belgium.



Dissolution

Article 20

1. Any proposal aiming at dissolving EPHA may emanate from the Board or a quorum of at least one fifth (1/5) 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 General Assembly which shall vote on the said proposal.
3. The General Assembly convened to decide on the dissolution shall only validly deliberate if the quorum outlined in Article 11.3 above has been attained.
4. However, if the General Assembly does not attain the quorum outlined in article 11.3, a second 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. A decision shall only be valid if it is approved by at least three quarters of the votes cast by the members present or represented.
6. In case of dissolution and liquidation, the General Assembly shall appoint the liquidator(s), shall decide on their powers, and shall indicate the allocation of EPHA's net assets (liquidation surplus). It is understood that the beneficiary/ies must pursue a purpose similar to the purpose of EPHA, and shall use the sum allocated by the General Assembly exclusively for not-for-profit purposes.
7. In case of dissolution and liquidation, the applicable reporting obligations set out in the Code of Companies and Associations shall also be complied with. Besides, in those cases where this is required in accordance with the CCA, confirmation (e.g. of the appointment of the liquidator(s) and the distribution plan) will be requested from the court.

General Provisions

Article 21

1. 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 by the Board and do not comply with the law.

Article 22



1. Internal rules can be drawn up and approved by the Board to facilitate the regulation and management of EPHA. The most recent version of the internal rules dates of 8 December 2022.
2. The internal rules are available to all members and may be amended by the Board with a simple majority of the votes cast at a quorate meeting.

The internal rules can complement the statutes but cannot contravene statutory dispositions. In the case of any contradiction between the internal rules and the statutes the latter shall prevail

Article 23

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

Article 24

Anything not provided for in these statutes or in the internal rules shall be regulated according to the provisions of applicable law.
