

European Public Health Alliance

INTERNAL RULES

Adopted at 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 Management Board, November 28, 2023



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 the membership, 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 or not the applicant organisation meets EPHA's membership criteria. If the Secretariat determines that the membership criteria are not met, the application for membership shall be rejected. If the Secretariat determines that the membership criteria are met, it 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 suspend or 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. Each member will be billed in January. 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 unless the member concerned has paid the membership fee prior to the end of September. Effective from the termination, 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/expertise 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 actual, possible 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 by the EPHA Board 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) with a commitment to ensuring regular renewal and diversity.
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 article 15 of the statutes, 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; overseeing the financial management of EPHA and the fundraising; the overseeing of the Secretariat and managing relationships with EPHA's members (including deciding on admission, suspension, exclusion)].



The Memorandum of Understanding that further details the Board functioning is provided as Annex 1 to the 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 including recruitment and dismissal of employees.

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 two 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 the nominated 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 four 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 (including members' representatives) and Expert Advisors, regardless of their status, shall declare any actual, possible or apparent 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 is deemed by the Board such as to potentially harm EPHA, the member of EPHA Staff, member of the Board, Member organisation (including their representatives) or Expert Advisor concerned shall abstain from taking part in the relevant deliberation, decision or activity.

The code of conduct related to conflicts 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 a conflict of interest, it shall follow the appropriate disciplinary procedure. In case of members (and their representatives), it is as laid down in the statutes and 2.1 and 2.2 below. The procedure related to EPHA Board members is detailed in the Board MoU, and related to EPHA staff in EPHA working rules.

2.1 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.

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 exists, 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 as 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 most senior employee of the Association (whether called Director General or by any other title) is allowed to act as signatory on contracts and other documents (e.g., personnel and rental contracts, grant proposals and agreements etc.) within the limits determined by the Board, that implicate EPHA in a financial undertaking. The foregoing is without prejudice to what is stated in article 17.2 and 17.4 of the statutes.
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 means of written (including electronic) 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 on 8 December 2022.
 - 1.5 The current version was adopted by the Management Board on 28 November 2023.
2. Amendments to the internal rules may be made in accordance with the Association's decision-making procedures, established in the statutes.