

# CONSTITUTION OF THE EUROPEAN HOSPITAL AND HEALTHCARE FEDERATION (HOPE)

## CHAPTER 1. NAME, MISSION, SEAT

### Article 1

**§1.** An international not-for-profit association, named European Hospital and Healthcare Federation (Acronym: HOPE), is created under the present constitution, according to the Belgian Law of June 27, 1921.

**§2.** In accordance with the provisions of the Treaty of Rome (1957), the Single European Act (1986), the Treaty on the European Union (1991), the Amsterdam Treaty (1997) and the Nice Treaty (2002) HOPE seeks to promote improvements in the health of citizens throughout the countries of the European Union, and a uniformly high standard of hospital care throughout the European Union and to foster efficiency, effectiveness and humanity in the organisation and operation of hospital services and of the health systems within which they function.

**§3.** HOPE has the following objectives:

1. to act as a principal source of advice on hospital and health affairs to the institutions of the European Union;
2. to develop and maintain information about planning and operation of the hospital services and of the health systems within which they function;
3. to advise members on matters relating to standards of provision, organisation and operation of hospital services and of the health systems within which they function;
4. to promote exchange and twinning programmes within the European Union and elsewhere in the world;
5. to maintain links with health professions in the European Union;
6. to liaise and co-operate with international bodies concerned with health affairs, particularly with the World Health Organization and the Council of Europe and with other international associations of health;
7. to engage in any other activity designed to further the best interests of the hospital services in the European Union and of the health systems within which they function.



**§4.** HOPE may develop on its own or as a partner with others all kinds of activities which may contribute to the realisation of its aims, such as launching projects, establishing technical working parties, setting up educational, twinning, health assistance and retraining programmes, issuing publications and organizing workshops and congresses.

## **Article 2**

**§1.** The headquarters of HOPE are established in Belgium, 1030 Brussels, Bd Auguste Reyers 207-209.

**§2.** These headquarters may be transferred to any other place in Belgium by decision of the Board of Governors to be published within 30 days in the annexes of the "Moniteur Belge".

## **CHAPTER 2. MEMBERS**

### **Article 3**

**§1.** HOPE is an association, which consists of full members, observer members and consultant members.

**§2.** In each Member State of the European Union, the members constitute a national delegation and designate a Head of delegation (called Governor) and a substitute (called substitute Governor) from amongst the representatives of this delegation. In each other country, the members constitute also a national delegation and designate a Head of delegation and a substitute Head of delegation from amongst the representatives of this delegation.

### **Article 4**

**§1.** The following organisations may become full members if they have been accepted by the Board of Governors:

- national hospital associations or, where these do not exist, national institutions which are responsible for the hospital sector in the Member States of the European Union;
- observer members when their country becomes a Member State of the European Union.

**§2.** Any national association or national institution wishing to become a full member has to address a written application to the President of HOPE.



## Article 5

**§1.** The following may become observer members if they have been accepted by the Board of Governors:

- national hospital associations or, where these do not exist, national institutions which are responsible for the hospital sector in countries that are awarded candidate status;
- consultant members as soon as their country applies to join the European Union and has received a first positive reaction.

**§2.** Any association or institution wishing to become an observer member should address a written application to the President of HOPE.

**§3.** Heads of delegations of observer members may participate, with consultative voice, in all the meetings of the Board of Governors. Observer members may participate in the works of the Working Parties and various events of HOPE including the Advisory Board.

## Article 6

**§1.** The following may become consultant members: national hospital associations or, where these do not exist, national institutions responsible for the hospital sector, which do not meet the conditions to become full or observer member, and have been accepted by the Board of Governors.

**§2.** Any association or institution wishing to become a consultant member should address a written application to the President of HOPE.

**§3.** Heads of delegation of consultant members may participate, with consultative voice, in all the meetings of the Board of Governors. Consultant members may participate in the works of the Working Parties and various events of HOPE including the Advisory Board.

## Article 7

All members must pay their annual membership fee, which is determined in advance by the Board of Governors.

## Article 8

**§1.** All members have the right to leave the association by tendering their resignation to the President before September 30 in any year. The membership fee shall remain due for the following year.

**§2.** The suspension or the expulsion of a member is decided upon by the Board of Governors by a two-thirds majority of the members present and represented. The member whose exclusion is proposed shall be entitled to present its defence to the Board of Governors.

**§3.** Resigning, suspended or expelled members can assert no rights on the property of HOPE.

## CHAPTER 3. INTERNAL ORGANISATION

### 3.1. ORGANS

#### Article 9

The Organs of HOPE are the Board of Governors and the President's Committee.

#### 3.1.1. BOARD OF GOVERNORS

#### Article 10

**§1.** The Board of Governors consists of Governors and of the President. Other Heads of delegation can participate with consultative voice in the meetings of the Board of Governors.

**§2.** If a Governor cannot attend a meeting of the Board of Governors, he/she can be replaced by his/her corresponding substitute Governor, who has the right to represent him/her, to participate in the deliberation and to cast a vote.

**§3.** The members of the Board of Governors do not receive any fee. The President and the Vice-President have their expenses reimbursed.

#### Article 11

The Board of Governors is the forum for all major policy decisions. It has the following powers:

- 1 to decide upon all basic questions relevant to the mission and the objectives of HOPE;
- 2 to determine the additional conditions for becoming a member of HOPE;
- 3 to appoint, to review and to terminate Working Parties;



- 4 to determine the budget including the annual membership fee to be paid by the members and to approve HOPE annual accounts and balance sheets;
- 5 to admit, to suspend and to expel members;
- 6 to elect the President and Vice-President for a 3-year term not renewable;
- 7 to designate for a 1-year term renewable 3 other Governors to serve on the President's Committee;
- 8 where necessary, following due process, to dismiss a member or members of the President's Committee;
- 9 to appoint the Chief Executive Officer (CEO);
- 10 to modify the Constitution of HOPE;
- 11 to adopt and modify Standing Orders governing the conduct of HOPE affairs;
- 12 to dissolve the association and to determine the way of liquidation, to appoint the liquidators and to choose the not-for-profit organisation to which the assets of HOPE will be transferred;
- 13 to approve, modify or reject the President's Committee's management report on the matters of administration, the reports of the Working Parties and the activity report of the CEO and;
- 14 to transact such other business as the Board of Governors considers appropriate.

## Article 12

§1. Every year two ordinary meetings of the Board of Governors shall take place, one during the first semester and one during the second semester, the location of which shall be decided by the Board of Governors or in exceptional circumstances by the President's Committee. Extraordinary meetings can be decided by the Board of Governors or the President's Committee. The Governors shall receive notice of meeting from the President by email or by normal postal letter (if they do not have an email address) at least one month before the meetings.

A Governor may assign his/her voting right to the Governor from another country providing he/she draws up, at least 10 days before the Board of Governors, a valid authorization, one copy of which shall be given to the Governor exercising the vote and another submitted to the CEO of HOPE.

**§2.** The Board of Governors can only deliberate validly when 50% of the Governors are present or represented. When the quorum is not reached, a new Board of Governors' meeting may be convened on a date and at a place to be decided by the Governors present. They may so decide regardless of the number of Governors present or represented.

Decisions are taken by a simple majority vote of Governors present or represented, unless expressly otherwise stated in the constitution. Voting shall be by a show of hands, unless at least one delegation requires a secret ballot. The decisions are taken on the principle 'one person, one vote'. In the event of an even number of votes, the President shall have the right to cast a second and decisive vote.

A qualified majority of two-thirds of the votes of the Governors present or represented is required for budgetary matters, suspending or excluding a member, amending the constitution or dissolving the association as provided for in the articles 8, 23 and 24.

Deliberations are communicated to all members following each meeting. A register of the deliberations of the Board of Governors shall also be kept by the CEO and may be consulted by the members.

### **3.1.2. PRESIDENT'S COMMITTEE**

#### **Article 13**

**§1.** The President's Committee consists of the President, the Vice-President and 3 other Governors, nominated by the Board of Governors for a one-year term renewable. There can only be one member per country in the President's Committee.

**§2.** The decisions are taken on the principle 'one person, one vote'. In the event of an even number of votes, the President shall have the right to cast a second and decisive vote.

**§3.** The President's Committee meets every three months on the invitation of the President sent by email or by normal postal letter (if they do not have an email address) at least one month before the meeting.

**§4.** The President shall have the power to co-opt other representatives of HOPE delegations to contribute to the President's Committee, without voting right.

#### **Article 14**

**§1.** The role of the President's Committee is to propose to the Board of Governors:

1. the agenda for the Board of Governors;
2. annual plans and budgets (including membership fees) and the quarterly and annual financial accounts and reports;



3. the President's Committee's management report.

**§2.** The President's Committee shall oversee the implementation and the execution of the Board of Governors' decisions, co-ordinate the Working Parties' work, determine the CEO employment package, act for HOPE and authorize its legal representation. In case of emergency, the President's Committee can take all necessary decisions for the management of HOPE.

## Article 15

**§1.** The President's Committee can only deliberate validly when at least three members are present, including at least the President or the Vice-President.

**§2.** Decisions shall be taken by a simple majority vote, unless expressly otherwise stated in the constitution. Voting procedure is by a show of hands, unless a member of the President's Committee requires a secret ballot.

**§3.** A register of the deliberations of the President's Committee shall be kept by the CEO and may be consulted by the members.

## 3.2. PRESIDENCY AND VICE-PRESIDENCY

### Article 16

**§1.** The President of HOPE is elected by the Board of Governors from among the Governors.

The President is elected for a term of three years and for this period ceases to be a Head of delegation.

Election takes place from among the candidates proposed. Each national delegation of the full members may propose a candidate who does not belong to the national delegation of the outgoing President in a letter addressed to the CEO, a minimum 3 months before the meeting of the Board of Governors. In the 15 days following the receipt of the candidate's name, the CEO shall inform the national delegations of the nominations received. The CEO shall give notice to the national delegations eight weeks in advance of the latest date for the receipt of nominations.

The vote shall take place by secret ballot and may be decided by a majority of two thirds on the first vote. If no candidate has obtained this majority, a second ballot shall take place at which the candidate with the greatest number of votes shall be elected.

**§2.** The President convenes the Board of Governors and the meetings of the President's Committee. He/she presides over the meetings. The President and/or the CEO represent HOPE with regard to international bodies and associations, notably those of the European Union.

**§3.** The President and the CEO shall conjointly sign all official documents relating to the business of HOPE (including to go to court as plaintiff or defendant), other than day-to-day management matters, which bind HOPE and have been properly decided by the Board of Governors or are within the delegated attribution.

## **Article 17**

**§1.** The Vice-President is elected in the same way and for the same term of office as the President. He/she must belong to a different delegation than the President.

**§2.** The Vice-President assumes the rights and duties of the President in the absence of the latter. When acting for the President he/she is subject to the same conditions as the President.

## **Article 18**

In the event of the President and the Vice-President being unable to fulfil their functions, the Governors shall arrange a meeting within a maximum period of one month and elect a President ad interim, who shall continue in office until the next Board of Governors at which a President and a Vice-President shall be elected.

### **3.3. ADVISORY BOARD, LIAISON AND WORKING PARTIES**

## **Article 19**

**§1.** An Advisory Board includes all representatives of national delegations.

The Advisory Board is a platform for thinking through broad policies and development in preparing HOPE direction. It is also a sounding board for the Board of Governors, a vehicle for exchanging ideas and experiences amongst members of HOPE. The Advisory Board is also consulted on changes in the constitution.

The Advisory Board meets once a year in coordination with the first semester meeting of the Board of Governors.

**§2.** Each member organization is invited to identify within its own circle one person working as the liaison with HOPE. This person would be the CEO's contact person at the member organisation for all HOPE-related matters. This person should support the CEO in all matters that require co-ordination between HOPE and the member association.

**§3.** The Board of Governors can establish Working Parties whose mission, composition and duration it sets. The President's Committee co-ordinates their activities.

### 3.4. CHIEF EXECUTIVE OFFICER

#### Article 20

**§1.** The Board of Governors appoints the CEO of HOPE on such terms and conditions as it may determine. The CEO does not belong to a national delegation and does not have the right to vote. The CEO shall be fully committed to his/her work in HOPE. Only the Board of Governors by a two-thirds majority may authorize exceptions to this general principle.

**§2.** The CEO is responsible for ensuring that the service needs of HOPE are met, in accordance with its policy and instructions. He/she organises and directs the secretariat. He/she attends all meetings of HOPE without the right to vote. He/she makes recommendations to HOPE and pursues the implementation of its decisions. He/she is responsible for day-to-day management for which he/she has the power to sign relating to it. In the context of his/her responsibilities and functions, the CEO represents HOPE.

## CHAPTER 4. FINANCES

#### Article 21

**§1.** The budget of the following financial year and the accounts of the preceding financial year are elaborated by the CEO and presented to the President's Committee. After examination, the latter presents them to the Board of Governors for approval.

**§2.** The main source of income of HOPE is derived from contributions paid by members.

**§3.** The amount of annual contributions for each national delegation is fixed by the Board of Governors.

**§4.** The Board of Governors designates from among the Governors two internal auditors who shall report to the Board of Governors. Their term of office shall be two years and may be renewed.

## CHAPTER 5. LANGUAGES

#### Article 22

The official languages used by HOPE are English, French and German. The French version of the constitution shall be the official version of the constitution in the event of litigation.



## **CHAPTER 6. AMENDMENT OF CONSTITUTION AND STANDING ORDERS**

### **Article 23**

The Constitution and the Standing Orders of HOPE may be amended by a majority vote of two-thirds of the Governors present and represented at the Board of Governors.

## **CHAPTER 7. DISSOLUTION AND LIQUIDATION**

### **Article 24**

Without prejudice to article 55 and 56 of the Belgian law of June 27, 1921 concerning the not-for-profit associations, the foundations and the international not-for-profit associations, HOPE can only be dissolved by a majority vote of two-thirds of the Governors present and represented at the Board of Governors.

The Board of Governors determines the way of dissolving and liquidating HOPE, especially concerning the appointment of the liquidators and the choice of the not-for-profit organisation to which the assets of HOPE will be transferred.

## **CHAPTER 8. VARIOUS PROVISIONS**

### **Article 25**

Anything not provided for in the present constitution, and notably the publications to be made in the annex of the "Moniteur Belge", shall be settled according to the provisions of the Belgian law.