

IHF Bylaw

of the

International Hospital Federation

Last revision by the Governing Council – June 2020

Full Membership designation as per article 4.2 of the Constitution

- a. Should more than one organization apply for Full Membership, the following options are available:
 - I. The Governing Council will decide which organization is deemed most representative and will admit that organization as a sole Full Member.
 - II. The Governing Council will admit the applicant organizations providing they agree to share the Full Membership voting rights.
 - III. The organizations will, of their own accord, alternate the Full Membership.
- b. A polity that in international relations is unambiguously seen as a part of a geopolitical unity will give precedence to the association or organizational body deemed representative of the healthcare organizations, in particular but not exclusively hospitals, of that greater entity.
- c. At country level or in circumscribed region of the world, in the absence of National representative, IHF Chapters (organizational bodies deemed representative of the healthcare) may be created by at least ten Associate Members. Specific provision adopted by Governing Council rules set up, organization and activities of the Chapter. The admission of a Chapter to IHF is recognized by a vote of the Governing Council that grants Full Membership rights to the Chapter. Chapters are considered as transitional initiatives towards the establishment of a National Association.

Membership rules as per article 5.2 of the constitution

- a. The Governing Council decides on the admission, suspension or termination of Full Members.
- b. The Executive Committee decides on the admission, suspension or termination of Associate Members.
- c. The General Assembly, on recommendation by the Governing Council, decides on commencement, suspension or termination of Honorary Members.
- d. Appeals for decisions regarding Membership are made to:
 - I. the General Assembly, in the case of a decision of the Governing Council regarding Full Membership;
 - II. the Governing Council, in the case of a decision of the Executive Committee regarding Associate Membership.
- e. Healthcare Associations that are part of the constituency of a Full Member are not eligible for Associate Membership.

Membership application as per article 5.5 of the constitution

Interested candidates should review the Constitution and related documents of the Federation to ensure that it meets the requirements for Membership. The Membership form, available online or upon request to the IHF Secretariat, should be filled out and submitted at any time during the year. Admitted new Members need to pay full annual Membership dues regardless of period of admission. Special provision may be taken on this matter by decision of the Executive Committee.

Appointment of associate members to the GC as per article 6.5

The Governing Council sets up and approves the modality of designation of Associate Members' representative to the Governing Council. Term of appointment is of same length than for elected full members and subject to a limit of one term re-election in a row.

Elected Governing Council Members from Associate Members cannot run for the President and Treasurer positions.

Convocation and rules of procedure of, and decision-making by, the General Assembly as per article 8.4 of the constitution:

- a. Notice of the meeting, including date, venue and agenda, will be made known to all Members not less than three months prior to the meeting.
- b. For a legitimate decision a quorum of at least half of the Full Members, including those absent Full Members who are represented by present Full Members, is needed.
- c. All Members have the right to be recognized as a speaker, but only the Full Members may vote.
- d. The total number of votes for Full Members is equal to 100 per country or circumscribed region of the world. The Governing Council may alter this number, whilst maintaining equality at country or circumscribed region level. When, as mentioned in Article 4.2.b of the bylaws, there is more than one Full Member (National Association or Chapter) originating from a country, a polity or circumscribed region, voting rights will be apportioned as the organizations from the same country see fit. In the event of disagreement, the Governing Council will decide on the apportioning.
- e. A Full Member unable to attend a Meeting of the General Assembly may have another Full Member represent it. The represented Full Member will give notice to the CEO at least forty-eight hours prior to the Meeting. One Full Member may represent no more than two other Full Members.
- f. Decisions will be taken by simple majority of votes cast by those present or represented and entitled to vote, except for decisions requiring a different majority according to this Constitution.
- g. If a decision on a topic cannot be taken due to the quorum not being met, the topic will be put on the agenda of the next General Assembly, which will be no sooner than three months after the inquorate General Assembly. In the subsequent General Assembly for that topic a quorum is no longer needed to make a valid decision.
- h. No motion will be submitted to a vote unless it has been previously considered by the Governing Council. However, a new topic may be considered by the General Assembly upon approval of the majority of the votes of the present entitled Full Members, those represented not included, and forming a quorum, provided that any action recommended will be subject to examination by the Governing Council. Topics that according to the provisions of the Constitution require other than simple majority will never be considered in this manner.
- i. Decisions may be taken external to the meeting of the physical General Assembly by way of email or other electronic exchange.

Legal Action as per article 9.2.b of the constitution

The Governing Council give mandate to the Executive Committee to take decision relating to IHF on legal and pecuniary issues when:

- go to court as plaintiff or defendant
- sign contracts in name of IHF when they have financial consequences over 30'000 CHF per year
- buy or sell assets over 15'000 CHF per operation.

In these circumstances the Executive Committee grant to the CEO the authorisation to act on its behalf.

Provision for Special Interest Groups (SIGs) as per article 9.2.j of the Constitution

Special Interest Group, working parties and any other entity appointed by the Governing Council have to report to the Governing Council. Reports should at least include goals, activities, participants, relation to other bodies and plans for the future. Chairperson of SIGs or working parties do not need to hold any other formal position within the IHF structure.

Governing Council Dismissal as per article 9.3 of the constitution

Dismissal will be carried out on the grounds that the Governing Council Member:

- a. is no longer acknowledged by the IHF Full Member that proposed his election;

- b. is deemed incapacitated or unfit to reasonably fulfil his duties and there is no reasonable expectation that this will be remedied;
- c. despite repeated admonition, is not willing to execute the duties belonging to the position;
- d. despite repeated admonition, does not behave according to the rules and regulations of the IHF;
- e. despite repeated admonition, behaves in a way harmful to the reputation of the IHF, the fulfilment of its mission, its relationship with third parties or its internal proceedings;
- f. despite repeated admonition, behaves in any other way because of which it can no longer reasonably be demanded to continue the Membership of the Governing Council.

The composition of the Governing Council as per article 9.8 of the constitution

- a. The number of seats to be allotted will be as follow:
 - Twenty-one seats for Full Members elected by the General Assembly.
 - One designate permanent seat for the organization hosting the IHF Secretariat in Geneva
 - Three designated representatives of IHF Associate Members
- b. The composition of the Governing Council for Full Members representatives of all categories will be distributed four (4) regions: 1) Africa & Eastern Mediterranean, 2) Americas, 3) Europe, 4) South East Asia & Western Pacific.
- c. For each of the four regions, one seat will be granted as long as there is at least one IHF full member from this region and for the remaining 16 seats a table describing distribution of seats per region. This table will be reviewed and approved by the Governing Council at the latest during the first meeting of the Governing Council after the General Assembly for the following election.
- d. Existing number of full members per region, their respective financial contribution to the IHF and the population they represent will be taken into account by the Governing Council for allocating seats per regions.
- e. The Governing Council will invite each of the Full Members of the region where one or more vacancies are upcoming to propose not more than one person per country, polity or circumscribed region for election.
- f. The permanent seat granted to a designated representative of the organization hosting the IHF Secretariat will not prevent to have candidates for election of the Governing Council from the same country, polity or circumscribed region.
- g. The designated representatives of the associate members will be chosen among all associate members by a virtual consultation organized by the IHF Secretariat. This consultation will call for candidates and will proceed designation by a vote. The detailed designation process will be published. The designated representatives will be approved by the Governing Council and announced in the General Assembly. The seats will be opened progressively: one seat in 2015, an additional in 2016 and the third for 2017.
- h. The requirement for candidates to be accepted to run for Governing Council mandate will be reviewed by the Governing Council. It is expected that candidates have:
 - substantial experience of decision making at senior level in their own country;
 - experience of international collaboration;
 - active support from the senior management of their sponsoring organisation;
 - leadership and negotiation skills and have adequate awareness of matters of international diplomacy;
 - reasonable knowledge of English which is the working language at Governing Council meetings;
 - adequate financial support from their organisation to cover costs relating to travel and other expenses connected with the Federation's meetings and conferences.

- i. When the number of candidates for a region is the same as the number of vacant seats, candidates can be elected by show of hands, unless differently requested. When the number of candidates per region exceed the number of vacant seats, a two steps election process will be organized:
 - a. First step: the General Assembly will vote the candidates region by region, according to the number of vacant seats.
 - b. Second step: non-elected candidates from the region by region vote, can be candidate for the worldwide position when open at the same election. The General Assembly will vote among all these candidates to fill the worldwide vacant position.

Convocation and rules of procedure of, and decision-making by, the Governing Council as per article 9.11 of the constitution

- a. Notice of the Meeting, including date and venue, will be made known to Governing Council Members not less than two months prior to the Meeting.
- b. For a legitimate decision a quorum of over 50% of total Members is needed, including those absent Members who are represented by Members who are present.
- c. Every Member will have one vote.
- d. A Member unable to attend a Meeting of the Governing Council may be represented by another Member of its category. The Member will notify the CEO at least forty-eight hours prior to the Meeting. Any Member may represent no more than one other Member of its category.
- e. With the approval of the organization he/she represents, a voting alternate may attend the Governing Council on behalf of a Member. IHF CEO must be notified by formal message at least 48 hours prior meeting.
- f. Decisions will be taken by a simple majority of votes cast by those present or represented and entitled to vote.
- g. If a decision on a topic cannot be taken due to the quorum not being met, the topic will be put on the agenda of the next Governing Council, which will be no sooner than two months after the inquorate Governing Council. In the subsequent Governing Council for that topic a quorum is no longer needed to make a valid decision.
- h. Decisions external to the meeting of the Governing Council by way of email or other electronic exchange may be taken, if and when the majority of all elected Members will consent to such a procedure.

The Executive Committee as per article 10.1 of the constitution:

As part of its overseen mission, the Executive Committee decides if Friends of IHF abide by the adopted rules.

The Audit and Finance Committee as per article 12.2 of the constitution:

The Audit and Finance Committee chaired by the Treasurer will meet at least twice a year before Governing Council and will be:

- a. Acting as the primary contact for determining and approving the budgetary and revenue policies and processes of the IHF.
- b. Acting as the primary Advisor to the Governing Council on the Membership dues scheme.
- c. Monitoring and supervising reporting on the financial state of the IHF, in accordance with the provisions on financial governance in the Constitution and its Bylaws.
- d. Other duties as appropriate.

Provision for the recovery of Membership dues as per article 14.2 of the constitution:

- a. Membership dues are paid for a full year based on calendar year. There is no carry over when dues are paid later.
- b. The payment of Membership dues shall be preferably by bank transfer including coverage of transfer fees.

- c. Dues should be paid before June 30th and paid fully. Members wishing to pay after this date or asking for instalment should make the request to the IHF Secretariat.
- d. Members having not paid dues from past year are suspended after a full year has elapsed.

Provision for the financial status as per article 14.4 of the constitution:

The financial statements should be approved and authorized for issue by the Audit and Finance Committee according the provision in Article 12.2 of the constitution. The financial statements will include the assets, liabilities, net worth and financial transactions of the Federation. The financial statements should comply with legal requirement of Swiss authorities and be revised by a specialized accounting firm.