BYLAWS[1]

OF THE INTERNATIONAL HOSPITAL FEDERATION

Article 1
Full Membership designation
(as per Article 4.2 of the Constitution)

1.1 Should more than one organization apply for Full Membership, the following options are available:

a) The Governing Council will decide which organization is deemed most representative and will admit that organization as a sole Full Member.

b) The Governing Council will admit the applicant organizations providing they agree to share the Full Membership voting rights.

c) The organizations will, of their own accord, alternate the Full Membership or designate one representative for all organizations.

1.2 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.

1.3 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 sector) may be

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created by at least ten Associate Members. Specific provisions 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.

Article 2

Membership application (as per Article 5.2 of the Constitution)

2.1 Interested candidates should review the Constitution and related documents of the IHF to ensure that it meets the requirements for Membership;

2.2 The Membership form, available online or upon request to the IHF Secretariat, should be filled out and submitted at any time during the year.

2.3 Admitted new Members need to pay full annual Membership dues based on their category of Membership and regardless of their period of admission. Special provisions may be taken on this matter by decision of the Executive Committee.

Article 3

Membership rules (as per Articles 5.3 of the Constitution)

3.1 The Governing Council decides on the admission, suspension or termination of Full Members.

3.2 The Executive Committee decides on the admission, suspension or termination of Associate Members.

3.3 The General Assembly, on recommendation by the Governing Council, decides on admission, suspension or termination of Honorary Members.

3.4 Appeals for decisions regarding Membership are made to:

a) the General Assembly, in the case of a decision of the Governing Council regarding Full Membership;
b) the Governing Council, in the case of a decision of the Executive Committee regarding Associate Membership.

Article 4
Appointment of Associate Members to the Governing Council
(as per Article 6.5 of the Constitution)

4.1 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.

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

Article 5
Convocation and decision-making by the General Assembly
(as per Article 8.3 of the Constitution)

5.1 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.

5.2 When 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.

5.3 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.

5.4 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.

5.5 No motion will be submitted to a vote unless it has been previously considered by the Governing Council.

5.6 Decisions may be taken external to the meeting of the physical General Assembly by way of email or other electronic exchange.

5.7 The CEO is responsible for organizing the General Assembly and preparing the minutes.

Article 6
Legal Action and Power of signature of the Chief Executive Officer (as per Article 9.2.c of the Constitution)

6.1 The CEO shall have individual signatory authority on behalf of the IHF for all acts, agreements, and commitments within the scope of the approved annual budget and in the ordinary course of business.

6.2 For any contract, commitment, or legal act entered into in the name of the IHF that (i) entails a financial obligation exceeding CHF 50,000 per year and (ii) falls outside the scope of the approved annual budget, the valid signature of the IHF shall require the joint signature of the CEO together with either the President or the Treasurer.

6.3 The Governing Council authorizes the Executive Committee to delegate, and the Executive Committee delegates to the CEO the power to represent the IHF in judicial and administrative proceedings, whether as claimant or respondent, before all courts and authorities. The CEO is empowered to take all necessary procedural actions, including initiating and conducting proceedings, appointing legal counsel, and executing all related documents on behalf of the IHF.

Article 7
Special Interest Groups (SIGs)
(as per Article 9.2.k of the Constitution)

7.1 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.

Article 8
Governing Council dismissal
(as per Article 9.3.2 of the Constitution)

8.1 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 their 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 or to behave according to the rules and regulations of the IHF;
d) 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.

Article 9
Rules of composition of the Governing Council
(as per Article 9.3 of the Constitution)

9.1 The number of seats to be allotted will be as follows:

a) Twenty-one seats for Full Members elected by the General Assembly;
b) One designate permanent seat for the organization hosting the IHF Secretariat in Geneva;
c) Three designated representatives of IHF Associate Members.

9.2 The composition of the Governing Council for Full Members representatives of all categories will be distributed among four regions: 1) Africa & Eastern Mediterranean, 2) Americas, 3) Europe, 4) Southeast Asia & Western Pacific.

9.3 Whether the number of candidates for a region is the same as the number of vacant seats, or 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.

9.4 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.

9.5 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.

9.6 The permanent seat granted to a designated representative of the organization hosting the IHF Secretariat will not prevent having candidates for election of the Governing Council from the same country, polity or circumscribed region.

9.7 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.

9.8 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 with designation by a vote by the Governing Council. The detailed designation process will be published. The designated representatives will be approved by the Governing Council and announced in the General Assembly.

9.9 To run for Governing Council mandate, it is expected that candidates have:

a) substantial experience of decision making at senior level in their own country;
b) experience of international collaboration;
c) active support from the senior management or Board of their sponsoring organization;
d) leadership and negotiation skills and have adequate awareness of matters of international diplomacy;
e) reasonable knowledge of English which is the official language of the IHF and the working language at Governing Council meetings;
f) adequate financial support from their organization to cover costs relating to travel and other expenses connected with the IHF's meetings and conferences.

9.10 Elected Members of the Governing Council will start their mandate at the end of the World Hospital Congress following their election.

Article 12
Convocation and decision-making by the Governing Council
(as per Article 9.4.3.b of the Constitution)

12.1 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.

12.2 With the approval of the organization they represent, a voting alternate may attend the Governing Council on behalf of a Member. The IHF CEO must be notified by formal message at least forty-eight hours prior meeting.

Article 13
Roles and responsibilities of the Executive Committee
(as per Article 10.3 of the Constitution)

13.1 As part of its overseen mission, the Executive Committee undertakes the annual review of the CEO.

Article 14
Appointment of the President-Designate
(as per Article 11.3 of the Constitution)

14.1 Every two years, the Governing Council will proceed with designation of candidates for the President-Designate position. The designated representatives will be chosen among all Full Member representatives represented on the Governing Council.

14.2 The Governing Council will recommend one or more candidates to the General Assembly.

14.3 The General Assembly will appoint the President-Designate through a vote by a virtual consultation organized by the IHF Secretariat.

Article 15
The Audit and Finance Committee and appointment of the Treasurer
(as per Article 12.2 of the Constitution)

15.1 Every two years, the Governing Council will proceed with designation of candidates for the Treasurer position. The designated representatives will be chosen among all Full Member representatives represented on the Governing Council.

a) The Governing Council will recommend one or more candidates to the General Assembly.
b) The General Assembly will appoint the Treasurer through a vote by a virtual consultation organized by the IHF Secretariat.

15.2 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.

15.3 Election of the members of the Audit and Finance Committee will follow the calendar year, from January 1st to December 31st each year.

Article 16
The Nominating Committee
(as per Article 13 of the Constitution)

16.1 The Nominating Committee is the committee responsible for ensuring that the Governing Council is composed of appropriately diverse, qualified and skilled persons capable of, and committed to, providing effective governance leadership to the IHF. The Nominating Committee ensures that candidates for election meet the qualifications and fulfil the additional requirements prescribed in the rules of composition of the Governing Council in Article 9.3 of the Constitution and described in the Bylaws.

16.2 The Nominating Committee is appointed by and from the Governing Council for a one-year renewable term, and composed of three Full or Associate Members from different geographical regions.

16.3 Members of the Nominating Committee will be appointed after confirmation that their participation in the Committee will not conflict with other election or appointment.

16.4 Members of the Nominating Committee will elect a chairperson among their ranks. In the event that no consensus is found, the IHF President will appoint the chairperson of the Nominating Committee.

16.5 The Nominating Committee will meet once per year after the IHF Secretariat completed the call for nominations through the appropriate channels with a view to identifying and attracting appropriate candidates.

16.6 The Nominating Committee will recommend the appropriate candidates to stand for election to the Governing Council.

Article 17
Recovery of Membership dues
(as per Article 15.2 of the Constitution)

17.1 Membership dues are paid for a full year based on calendar year. There is no carry over when dues are paid later.

17.2 The payment of Membership dues shall be preferably by bank transfer, including coverage of transfer fees.

17.3 Dues should be paid fully before June 30th. Members wishing to pay after this date, or asking for instalments, should make the request to the IHF Secretariat.

17.4 Members having not their paid dues from the past year are suspended after a full year has elapsed.

Article 18
Financial status (as per Article 15.5 of the Constitution)

18.1 The financial statements should be approved and authorized for issue by the Audit and Finance Committee according to the provision in Article 12.2 of the Constitution.

18.2 The financial statements will include the assets, liabilities, net worth and financial transactions of the IHF. The financial statements should comply with legal requirement of Swiss authorities and be revised by a specialized accounting firm.

Article 19
Guidelines for Membership dues' waiver

19.1 The IHF can offer a Membership dues' waiver to a Member in the following circumstances:

a) The IHF recognizes that the Member would greatly benefit from the IHF activities and information available to IHF Members; and
b) The IHF community would greatly benefit by having this organization as a Member.

19.2 There are two types of Membership dues' waiver:

a) A 'full waiver', for organizations which have been Members since at least two years, who are engaged with the IHF and wish to continue contributing although substantiated financial circumstances prohibit them from doing so at the moment.
b) A 'partial waiver' or 'discount' to incentivize a limited number of organizations, whether as part of a partnership or an agreement, and to be agreed in advance with the IHF CEO, to engage with the IHF. 'Partial waivers' can only be granted to newly joining organizations.

19.3 The applicant to a Membership dues' waiver must:

a) Be an IHF Full or Associate Member;
b) Not be part of a for-profit commercial or corporate group;
c) Demonstrate a willingness to contribute to the IHF during the year;
d) Have engaged with the IHF and have expressed difficulties paying the dues;
e) Be unable to pay the due for substantiated reasons;
f) Make a written request.

19.4 In addition, for a 'full waiver': The organization should be an existing Member since at least two years.

19.5 The process for an applicant to apply for a Membership dues' waiver is the following:

a) Applicants interested in applying for a waiver should address a formal letter signed by the organization's management to the Secretariat.
b) Membership dues' waivers will be considered by the Executive Committee upon recommendation by the Secretariat.
c) Membership dues' waivers can only be granted for one financial year and for a maximum of two consecutive years.
d) All Membership dues' waiver decisions are taken into consideration based on the merit of the application:

- The IHF recognizes the need to advance the IHF Vision and Mission through this Membership.
- The IHF recognizes that the Member would greatly benefit from the IHF activities and information available to IHF Members; and the IHF community would greatly benefit by having this organization as a Member.

e) Evidential flexibility should be applied to all waiver requests to account for exceptional circumstances.