CONSTITUTION
OF THE INTERNATIONAL HOSPITAL FEDERATION

Adopted in Chicago – October 2015
Latest revision by the IHF General Assembly – November 2025

The IHF's vision is a world of healthy communities served by well-managed hospitals and healthcare services, where individuals can reach their highest potential for health. The IHF's Mission is to connect healthcare leaders through international knowledge exchange and showcasing good practices. The IHF supports these leaders to excel with training and development. Through its members, the IHF is the voice of hospitals on the global stage.

GENERAL PROVISIONS

Article 1
Name, Character, Purpose and Means

1.1 The organization is named the 'International Hospital Federation', also known by the abbreviation 'IHF'.

1.2 The IHF is an independent global not-for-profit, non-governmental, membership organization of healthcare organizations. It includes in particular, but not exclusively, hospital associations and representative bodies as well as their Members, and other health care related organizations.

1.3 The purpose of the IHF is to:

a) contribute to better health outcomes through the advancement of well-managed hospitals and healthcare services;

b) contribute to enhancing the performance of hospitals and healthcare organizations by supporting initiatives to improve their responsiveness, efficiency, effectiveness, sustainability, and resilience, to ensure provision of high quality and accessible patient-centred care;

c) contribute to the development of more effective healthcare management through strengthened leadership;

d) build a strong and connected network of hospital and healthcare leaders based on knowledge exchange, global learning and local action.

1.4 The IHF will pursue its purpose through the following means:

a) offering platforms for exchange of ideas, expertise, learning and information for the global community of healthcare organizations and hospital management professionals;

b) supporting healthcare leaders to excel through leadership development and training activities;

c) raising the voice of hospitals with international institutions and partners to inform and influence stakeholders at global and regional levels;

d) organizing and participating in international congresses, conferences, courses and seminars in healthcare and hospital operation, management and leadership;

e) providing hospitals and health systems with expertise, training and advisory services in support of low-carbon, equitable, sustainable, and resilient healthcare;

f) undertaking such projects, programmes or other initiatives as deemed appropriate to accomplish its mission.

Article 2
Legal Status and Seat

2.1 The IHF is a non-profit association governed primarily by its Constitution and, secondarily, by Article 60 and subsequent provisions of the Swiss Civil Code.

2.2 The legal seat of the IHF is in Geneva, Switzerland.

2.3 The headquarters' facilities of the Secretariat may be located in any other country, polity or circumscribed region having a Full Member in the IHF, as decided by the General Assembly on recommendation by the Governing Council.

Article 3
Official Language

3.1 English is the official language of the IHF.

MEMBERSHIP

Article 4
Membership Categories

4.1 The IHF acknowledges the following categories of Membership:

4.2 Full Membership is open to any association or organizational body deemed representative of the healthcare organizations, in particular but not exclusively hospitals, in a country, a polity or a circumscribed region of the world. Full Membership designation is detailed in the Bylaws.

4.3 Associate Membership is open to healthcare organizations, in particular but not exclusively hospitals, and other institutions having a distinct relationship with the provision of healthcare, which are not eligible for Full Membership. Associate Membership is also open to associations or bodies deemed representative of healthcare organizations that are not eligible or otherwise unable to become Full Members.

4.4 Honorary Membership for life is awarded to persons or organizations who have rendered exceptional services to the IHF or distinguished themselves in the fields relating to the Vision and Mission of the IHF.

Article 5
Membership: Admission, Suspension and Termination

5.1 Membership of the IHF may be attained by a formal and documented request, addressed to the Secretariat.

5.2 Examination of the Membership application is described in the Bylaws, which indicate the procedure and the timeframe.

5.3 Membership may be initiated, suspended or terminated according to rules described in the Bylaws.

5.4 Membership may be suspended or terminated by the Governing Council on the grounds that a Member, despite repeated admonition:

a) does not fulfil its obligations, pecuniary or otherwise, to the IHF;

b) does not behave according to the Constitution and Bylaws of the IHF;

c) 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;

d) behaves in any other way which means it can no longer reasonably be demanded of the IHF to continue the Membership.

5.5 A Member may resign by giving a one month notice in writing to the Secretariat. All obligations, pecuniary or otherwise, of the Member existing to the date of termination will still have to be fulfilled for the current calendar year.

Article 6
Membership: Rights and Obligations

6.1 All Members of equal Membership Category are entitled to equal rights, respect and trust in their relationship to the IHF and their relationship towards other Members. The IHF ensures that all Members, in accordance with their Membership Category, have equal access to the facilities, proceedings, information and governance of the IHF.

6.2 All Members are obligated to fulfil their pecuniary and other obligations as a Member, contribute to the best of their abilities to

the realisation of the Vision and Mission of the IHF and the advancement of its reputation globally.

6.3 All Members are entitled to be invited, to be present at and to be recognized as a speaker at the General Assembly.

6.4 Only Full Members have the right to vote in the General Assembly and to nominate fellow Full Members for election to the Governing Council.

6.5 Associate Members have the right to appoint representatives to the Governing Council according to provisions set out in the Bylaws.

GOVERNANCE

Article 7
Organs, committees and designated positions of the IHF

7.1 The IHF has two organs and three specialized committees:

a) The General Assembly;

b) The Governing Council;

c) The Executive Committee;

d) The Audit and Finance Committee;

e) The Nominating Committee.

7.2 The IHF has five designated positions in its governance structure:

a) The President;

b) The President-Designate;

c) The Immediate Past President;

d) The Treasurer;

e) The Chief Executive Officer (CEO). As a paid employee, the CEO only has a consultative vote in the organs and committees: General Assembly, Governing Council, Executive Committee, Audit and Finance Committee and Nominating Committee.

7.3 Organs and committees of the IHF are entitled to make Bylaws regarding the domain of their responsibilities. Bylaws may not contradict the provisions of the Constitution. Should a conflict arise,

the provisions of the Constitution take precedence. All Bylaws must be approved by the Governing Council.

Article 8
The General Assembly

8.1 *Principles:*

8.1.1 The General Assembly is the formal decision-making body of all Members within the meaning of Article 64 and the following articles of the Swiss Civil Code[1].

8.2 *Powers:*

8.2.1 The General Assembly delegates to the Governing Council the power to manage and represent the IHF.

8.2.2 The General Assembly remains with the following powers:

a) To adopt and amend the Constitution.

b) To elect, supervise and dismiss the representatives of Full Members to the Governing Council.

c) To appoint, suspend and dismiss the President on recommendation by and from the Members of the Governing Council.

d) To appoint, suspend and dismiss the Treasurer, on recommendation by and from the Governing Council.

e) To elect, suspend and terminate the Honorary Members of the IHF, on recommendation by the Governing Council.

f) To serve as a Board of Appeal for decisions regarding Full Membership made by the Governing Council.

g) To decide on the approval of the annual activity report and annual financial reports of the IHF.

h) To determine the Membership dues scheme for all Members of the IHF.

i) To decide on the approval of long-term strategy.

[1] https://www.fedlex.admin.ch/eli/cc/24/233_245_233/en

j) To decide on the location of the IHF seat, on recommendation by the Governing Council.

k) To decide on the merger or dissolution of the IHF.

8.2.3 All other responsibilities, not explicitly attributed to the General Assembly, fall to the Governing Council. In those instances, unforeseen by this Constitution, the Governing Council will decide.

8.3 *Convocation and decision-making by the General Assembly:*

8.3.1 The General Assembly will be held at least once a year on convocation by the Governing Council. Extraordinary meetings of the General Assembly may be called by the Governing Council or because of the expressed wish of at least one fifth of the Full Members. Specific provisions are described in the Bylaws.

8.3.2 The General Assembly can be held either physically or virtually, but a physical meeting will be held at least every two years.

8.3.3 Notice of the meeting, including date and venue, will be made known to all Members at least six months in advance of the meeting. An agenda of the meeting will be provided 30 days prior.

8.3.4 The General Assembly is validly instituted if at least half of the Full Members are present or represented, including those absent Full Members.

8.3.5 All Members have the right to be recognized as a speaker, but only the Full Members may vote.

8.3.6 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.

8.3.7 Decisions may be taken external to the meeting of the General Assembly by way of email or other electronic exchange, in accordance with Article 66 para. 2 of the Swiss Civil Code.

Article 9
The Governing Council

9.1 The Governing Council is the organ charged with the overall governing of the affairs of the IHF, within the boundaries of the authority of, or authorization by, the General Assembly.

9.2 The responsibilities of the Governing Council are the following:

a) To represent the IHF in its relations with third parties.

b) To designate, where appropriate and necessary, the individuals authorized to represent, and sign on behalf of the IHF.

c) To authorize legal action by the IHF going beyond the mandate given to the Executive Committee as indicated in the Bylaws.

d) To decide on the admission, suspension or exclusion of Full Members.

e) To appoint, suspend and dismiss the CEO.

f) The recommendation for appointment, suspension and dismissal by the General Assembly of a President.

g) The recommendation for appointment, suspension and dismissal by the General Assembly of a Treasurer.

h) The recommendation to the General Assembly for appointment, suspension and termination of Honorary Members.

i) To serve as a Board of Appeal for decisions regarding Associate Members by the Executive Committee.

j) To decide on the approval of the annual report and annual financial report, for ultimate approval by the General Assembly.

k) To establish Special Interest Groups and committees as well as to adopt provisions for establishing geographical chapters, as per the Bylaws.

l) To decide on proposals for long term strategy, to be approved by the General Assembly.

m) To adopt policy statements to voice the IHF recommendations and/or concerns to health care organizations.

n) To approve Bylaws made by other organs and committees of the IHF, except for the General Assembly.

o) The recommendation to the General Assembly on the location of the IHF seat.

p) To appoint an independent financial audit firm.

9.3 *Composition of the Governing Council:*

9.3.1 The composition of the Governing Council will be governed by the following provisions:

a) The Governing Council will have elected and designated Members.

b) The number of elected and designated Members is set out in the Bylaws.

c) The representative of the organization hosting the IHF Secretariat in Geneva will be granted a permanent seat at the Governing Council.

d) Elected and designated Members of the Governing Council serve a term of three years, renewable one time.

e) The term in the previous provision may be lengthened insofar and for so long as is needed to serve as President-Designate, President, Immediate Past President and/or Treasurer.

f) All the Members act voluntarily and receive no compensation for their elective activities for the IHF. For activities exceeding the usual scope of the function, Members may receive appropriate compensation.

9.3.2 All elected representatives of Full Members to the Governing Council are appointed and dismissed by the General Assembly. Dismissal of representatives of Full members by the General Assembly will be carried out according to the provisions in the Bylaws.

9.3.3 The Governing Council may also suspend, by a majority of two-third of present Members, any elected Member (Full or Associate) of the Governing Council, on the same grounds as valid for dismissal by the General Assembly. The Governing Council will inform the General Assembly as soon as possible and, if there is no foreseeable remedy to the cause of the suspension, request the dismissal of said Member of the Governing Council.

9.3.4 Elected Members of the Governing Council holding a designated position as per Article 7.2 may, in accordance with the provisions of Articles 9.3.2 and 9.3.3, be suspended or dismissed for holding their designated position, whilst continuing as a regular elected Member of the Governing Council.

9.3.5 Elected Members of the Governing Council may at all times voluntarily resign their position. Elected Members of the Governing Council holding a designated position may request to be relieved from the duties of the designated position, whilst continuing as a regular elected Member of the Governing Council.

9.3.6 Should a vacancy in the Governing Council occur before the normal expiry of the term the Governing Council will fill it by co-opting a person from the original elected Member in accordance with that Member. This co-opted person will hold office until the next General Assembly that will consider any recommendation the Governing Council may make.

9.3.7 The CEO will participate in the meetings of the Governing Council with a consultative voice and will operate as its Secretary, unless on occasion decided otherwise by the Governing Council.

9.4 *Convocation and decision-making by the Governing Council:*

9.4.1 The Governing Council will convene as often as but at least twice a year on convocation by the President or because of the express wish of at least five of its Members.

9.4.2 Notice of the meeting, including date and venue, will be made known to Governing Council Members at one month before the meeting.

9.4.3 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.

a) Every Member will have one vote.

b) A Member unable to attend a meeting of the Governing Council may be represented by another Member of its category, in accordance with the Bylaws.

c) Decisions will be taken by a 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.

d) 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.

e) 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.

Article 10
The Executive Committee

10.1 The Executive Committee is the committee charged with overseeing the day-to-day running of the operations of the IHF, conducting the affairs in between Meetings of the Governing Council, and supporting the CEO, within the boundaries of the authority of or authorization by the Governing Council.

10.2 The Executive Committee consists of the President, the President-Designate, the Immediate Past President and the Treasurer.

10.3 The Executive Committee is responsible for the recruitment and employment's administration of the CEO. The CEO will participate in the meetings of the Executive Committee and will operate as its Secretary, unless on occasion decided otherwise by the Executive Committee.

10.4 The Executive Committee will be summoned by the President at least once a year and as often as will be considered necessary. It will also meet if the majority of its Members so desires.

10.5 The quorum for a meeting of the Executive Committee will be three Members. Decisions will be taken by simple majority vote of the Members present.

10.6 Decisions external to the meeting of the Executive Committee by way of email or other electronic exchange may be taken, if and when the majority of all Members will consent to such a procedure.

Article 11
The President, President-Designate and Immediate Past President

11.1 The President is representing the IHF as a figurehead and chairing the meetings of all organs of the IHF.

11.2 In the absence of the President, they will be substituted by, in order of precedence, the President-Designate, the Immediate Past

President or a Member of the Governing Council depending on the seniority in years served on the Governing Council.

11.3 The President is appointed by the General Assembly to serve a term of two years, on recommendation by the Governing Council among the representatives of Full Members to the Governing Council, as set out in the Bylaws.

11.4 Two years prior to their actual execution of the duties of the Presidency, they will serve as President Designate.

11.5 They will serve as Immediate Past President for two years after the end of their Presidency. The General Assembly may, for reasons of continuity and in the best interests of the IHF, decide to lengthen the term as Immediate Past President for one additional term of two years, should this be opportune for reasons relating to the provisions in Articles 11.6 through 11.8, or for other reasons.

11.6 Articles 9.3.2 through 9.3.4 of the Constitution apply by analogy to the suspension or dismissal of the President, President-Designate and Immediate Past President.

11.7 Should the Presidency become vacant before the expiry of the normal term of, the office will be assumed by, in order of precedence, the President-Designate, the Immediate Past President or a Member of the Governing Council, depending on the seniority in years served on the Governing Council. The President-Designate, in such circumstances, will continue the office through the regular term of President. In all other instances the General Assembly will as soon as possible elect a new President in accordance with the provisions of the Constitution.

11.8 A vacancy in the office of President-Designate or Immediate Past President may not be filled by co-option. The Governing Council will see to it that the number of Members of the Executive Committee will be brought to four by appointing one of the Members of the Governing Council, who will remain in office for the duration of the unexpired term of the President-Designate of Immediate Past President only.

Article 12
The Treasurer and the Audit and Finance Committee

12.1 The Treasurer is charged with overseeing the financial status of the IHF. They are the main contact in the Governing Council for the CEO in developing financial policies, drawing up the annual budget, designing financial reporting and framing proposals for the Membership dues scheme.

12.2 The Treasurer will be supported by an Audit and Finance Committee composed of the Treasurer and four additional Members elected by and from the Governing Council for a two-year term. Specific provisions governing the Audit and Finance Committee are set out in the Bylaws.

12.3 The Treasurer is appointed, suspended and dismissed by the General Assembly amongst Governing Council Members. The appointment is for the duration of two years. Re-election is possible.

12.4 The suspension and dismissal of the Treasurer is governed by the provisions in Articles 9.3.2 through 9.3.4 of the Constitution. Suspension or dismissal requires a two-third majority in the Governing Council.

Article 13
The Nominating Committee

13.1 The requirements for candidates to be accepted to run for a Governing Council mandate will be reviewed by the Nominating Committee.

13.2 Specific provisions governing the Nominating Committee are set out in the Bylaws.

Article 14
The Chief Executive Officer (CEO)

14.1 The CEO is responsible to the Governing Council for the following:

a) Leading the IHF, including all aspects of the day-to-day operations of the IHF, the promotion and achievement of the Vision and Mission of the IHF.

b) Acting as a Secretary and keeping records of the proceedings of the organs and committees of the IHF.

c) Representing the IHF to external parties.

d) Ensuring the management of risk and reputation of the IHF.

e) Carrying out any other duties the Governing Council may require.

14.2 The Executive Committee is responsible for recruitment, employment administration and annual review of the CEO. The Governing Council is responsible for appointment, suspension and dismissal of the CEO.

Article 15
Financial Governance

15.1 Resources of the IHF may come from:

a) Membership dues;

b) Retributions for services and activities;

c) Grants and subsidies;

d) Donations;

e) Legacies;

f) Other financial means, within the bounds of the law and ethical conduct.

15.2 Provisions for the recovery of Membership dues are set out in the Bylaws.

15.3 The fiscal year of the IHF is the calendar year, from January 1st to December 31st each year.

15.4 All resources shall be used exclusively for IHF's not-for-profit purposes.

15.5 The Treasurer will submit official statements regarding the financial status of the IHF annually to the Governing Council and General Assembly.

REVISION OF THE CONSTITUTION AND DISSOLUTION

Article 16
Revision of the Constitution

16.1 A proposal by any Member to change the Constitution must be submitted in writing to the Governing Council at least six months prior to the next meeting of the General Assembly.

16.2 The Governing Council will decide by simple majority vote on forwarding the proposal, amending it or making any proposal of its own to forward to the General Assembly for a decision.

16.3 Decisions on any change in the Constitution will be decided on by a two-third majority of the General Assembly present, convened according to the provisions of this Constitution and its Bylaws.

Article 17
Dissolution of the IHF

17.1 The dissolution of the IHF will, on recommendation by the Governing Council, be decided on by a two-third majority of the General Assembly present, convened according to the provisions of this Constitution and its Bylaws.

17.2 In the event of the IHF being dissolved, the liquidation will be carried out by the Governing Council, which will allot the assets to a non-profit organization pursuing goals of public interest similar to those of the organization benefiting from tax exemption. The assets cannot be returned to the founders or Members nor be used to their own profit.

17.3 The Governing Council will nominate an administrator in charge of liquidation of all the existing legal entities created according to the purpose of the IHF according to the provisions set out in Article 17.2 of the Constitution.