

## **CONSTITUTION OF THE EUROPEAN PATIENTS'FORUM**

This Constitution (the “**Constitution**”) is made up of thirty-eight (38) articles, divided into thirteen (13) Sections. The Constitution shall be read and construed in accordance with the internal rules of European Patient’s Forum (the “**Internal Rules**”).

### **Section I - Name, Registered Office, Duration, Purposes, Operating Area**

#### **ARTICLE 1 NAME**

The name of the association is European Patients’ Forum (“**EPF**” or the “**Association**”). The Association is a non-profit association governed by the Belgian Code of Companies and Associations dated 23 March 2019 (the “**Code**”).

#### **ARTICLE 2 - OFFICE**

The registered office of EPF is located in Brussels. It may be transferred to any other place in Brussels by decision of the Board.

#### **ARTICLE 3 - DURATION**

The Association is established for an unlimited period of time.

#### **ARTICLE 4 - PURPOSES and SCOPE**

**4.1** The purposes of the Association are to:

- facilitate an open and inclusive Patients’ Forum enabling pan-European patients’ groups and national coalitions of patients’ organisations to exchange information and points of view in the area of EU and European Health Policy and all other EU and European/Regional initiatives of interest or concern to patients. EPF shall be a non-political and non-profit making association, free of any religious or philosophical affiliation;
- promote the application of Article 6 of the EU Treaty concerning the principles of liberty, democracy, respect for human rights and other fundamental freedoms common to the Member States, particularly in health-related matters;
- share experiences of health care and examples of good practice in order to strengthen the role and voice of European patients’ organisations;
- voice collective views of pan-European patients as stakeholders in European and regional healthcare debates, by means of a broad, truly representative and independent patient group resource;
- provide a forum for pan-European patients’ organisations to develop common positions on European health policy issues and to lobby on behalf of those organisations, giving them a central position in the provision of healthcare in the EU and its neighbouring countries;
- become the natural first point of reference for the EU and other European organisations and institutions, such as but not limited to, WHO Europe, healthcare professionals and health minded organisations when seeking the opinions of patients and/or when seeking to consult patient groups; and

- co-operate in the formation and execution of joint projects aimed at improving health outcomes and the quality of life of European patients.

**4.2** The operating area of the association is EUROPE. For the purpose of this Constitution, the word "EUROPE" or "EUROPEAN" designates countries fully situated in the geographic territory of the European continent, or that are members of the EU, as further described in Section 1 of the Internal Rules. Where there is a reference to the European Union (EU), it is expressly specified therein. The Association can also establish relationships, contacts, and partnerships with stakeholders based in other geographic areas where this is strategically appropriate for realising the purposes set out in article 4.1 above.

**4.3** EPF may engage in any activities to further the objectives detailed above.

**4.4** In furtherance of its objectives, EPF will collaborate closely with sister organisation(s) at the international level or from other regions of the world. Similarly, EPF may collaborate with other relevant organisations, on-line patient communities on topics of common interest and with EUPATI Alumni Fellows on relevant topics.

## **Section II - Membership**

### **ARTICLE 5**

**5.1** The members of EPF shall represent pan-European patients groups and national platforms of patients' organisations.

**5.2** EPF shall have two (2) categories of membership:

1. Full Membership ("**Full Members**"); and
  2. Associate Membership ("**Associate Members**");
- (collectively, the "**Members**").

**5.3** Organisations wishing to apply for Membership shall apply in writing to EPF by providing the following information:

- a letter stating that they wish to join EPF and that they accept to be bound by the provisions of the Constitution and the Internal Rules;
- their legal status with a certified copy of their constitutional documents;
- their permanent address including their phone number, e-mail and any other relevant details (e.g. foreign languages spoken, office hours);
- the estimated number of members or member organisations per EU member country registered in their organisation; and
- a copy of their latest (audited) accounts.

**5.4** Upon approval by the Board, applicants will be allowed to join EPF activities and attend General Meetings as observers, with no voting rights. This will also allow for a period during which applicants and the Association better learn about each other and make a decision regarding long term

membership. It is up to the Board to submit applications to the General Meeting when ready for membership approval.

## **ARTICLE 6 - FULL MEMBERSHIP**

**6.1** The number of Full Members of EPF shall not be inferior to two (2) Full Members.

**6.2** Full Membership shall consist of pan-European patient groups and national platforms, in which the majority of members are patient organisations. Full Membership is effective upon approval by the General Meeting of the new member's inclusion as Full Member.

In furtherance of these objectives, candidates of Full Membership in EPF are required to demonstrate their commitment to the EPF values and compliance with the following criteria:

### **6.2.1 Legitimacy**

EPF member organisations should be registered in EUROPE. If the applicant organisation is not registered in EUROPE, additional information needs to be provided demonstrating European focus and activities.

### **6.2.2 Representation**

EPF pan-European Full Member organisations should have their own members located in an adequate number of countries as described in the Internal Rules. National platforms of patient organisations should have national patient organisations from at an adequate number different disease areas as described in the Internal Rules.

### **6.2.3 Democracy**

EPF Full Member organisations should have governing bodies, which are elected by their members, who may be patients, their carer, or their elected representatives.

### **6.2.4 Accountability and Consultation**

Statements and opinions of EPF Full Member organisations should reflect the views and opinions of their memberships and appropriate consultation procedures with those memberships should be put in place.

### **6.2.5 Transparency**

EPF Full Member organisations should disclose their sources of funding and provide their audited financial accounts and any document considered useful by the EPF Board in relation to all the criteria required by this article 6.

Only Patients' Groups, which fulfil the above five criteria, may become Full Members of the European Patients' Forum.

## **6.3 Register of Members**

The Board holds an electronic register of Members, which can be consulted on the website of the Association.

## **ARTICLE 7 - ASSOCIATE MEMBERS**

**7.1** Patient organisations not meeting Full Membership criteria can apply for an Associate Membership provided they have a demonstrated interest in European health and patient issues and share and uphold the views, objectives and values of EPF.

**7.2** Associate Members will be non-voting but will enjoy the other benefits of membership by attending General Meetings, such as being able to participate in seminars and workshops and receiving information on the activities of EPF.

**7.3** Associate Members can become Full Members, subject to the General Meeting's approval, once they have met the Full Membership criteria to the Board's satisfaction. EPF respects the individuality of its member organisations. It recognises and appreciates the diversity of viewpoints among its members and strives to achieve consensus on issues of common interest to members.

## **ARTICLE 8 - ANNUAL FEE**

The Members shall be required to pay an annual fee as determined by the General Meeting and outlined in the Internal Rules (the "**Annual Fee**"). The fee might vary among different groups of members or organisations. It shall not exceed the amount provided for in the Internal Rules.

## **ARTICLE 9 - MEMBERSHIP TERMINATION**

The Members shall be bound by the provisions of the present Constitution, the Internal Rules and by other rules or regulations duly adopted by the General Meeting in relation to the activities of EPF.

Membership may be terminated by the Member, at any time, by notifying its resignation in writing to the Board of EPF.

Membership may also be terminated by the Association in case of failure to pay the Annual Fee for one (1) year after due notice has been given. The breach will be reported to the Board of EPF who, after investigation, will terminate the Membership, which termination will then be ratified by the General Meeting.

A Member may also be excluded from the Association in case of breach of the Code, Constitution, Internal Rules or if it brings EPF into disrepute. In such case, after due warning, the breach will be reported to the Board who, after investigation, will make a recommendation to the General Meeting as to why the member should be expelled.

Membership may be suspended or terminated by a two-thirds simple majority vote of the General Meeting. Should the Member wish to contest the decision, it shall be allowed to present its case to the General Meeting prior to the vote. Such suspension or exclusion shall be effective upon notice sent by registered letter to the president of the Member organisation.

Resigning or excluded Members or their legal successors shall have no claims against the assets of the Association and no claim regarding the fees paid to the Association.

## **Section III - Voting**

### **ARTICLE 10 - VOTING RIGHT**

Only Full Members are entitled to vote at General Meetings.

Associate Members will have no voting rights but will have the right to participate in General Meetings.

## **Section IV - Organisation and General Structure**

### **ARTICLE 11 GOVERNANCE**

The Governance structure of EPF consists of:

- The General Meeting;
- The Board;
- Committees, which are:
  - the EPF Youth Sections Committee
  - the Ethics Committee
- These bodies are supported by ad hoc working groups and the EPF secretariat staff

## **Section V - GENERAL MEETINGS**

### **ARTICLE 12**

The General Meeting shall consist of Full Members. Each Member shall be represented by an individual appointed by the Full Member organisation.

The General Meeting shall have all necessary powers required to implement the objectives of EPF, which shall include, *inter alia*:

- the establishment of a strategic plan, annual budget and working plan;
- the approval of the accounts and of the annual report of the Board;
- the appointment and discharge of the members of the Board;
- the amendments to the Constitution and the Internal Rules;
- the appointment of an external and independent auditor;
- the dissolution of the Association and the distribution of any net assets;
- the approval of Associate and Full Members; and
- the dismissal of Members.

### **ARTICLE 13**

**13.1** The General Meeting shall be chaired by the President (the “**Chairperson**”) or, if the President is unable to attend, by the Vice-President. If either of these parties is absent and believe they have a vested interest in a matter being debated, the chair will pass to a member of the Board.

**13.2** A General Meeting shall be held annually at the latest six (6) months after the date of closing of the preceding financial year, at the registered office of the Association. Notice of the meeting shall be given by the President at least two months before the date of the meeting. The notice of the meeting shall indicate the date and place of the meeting as well as its agenda.

**13.3** Full Members shall have the right to submit proposals for consideration by the General Meeting. They will exercise this right in accordance with the Internal Rules.

#### **ARTICLE 14**

Extraordinary General Meetings may be held on the initiative of the Board, or by a request of at least twenty percent (20%) of the Full Members or by request of two-thirds (2/3) of the members of the Ethics Committee.

#### **ARTICLE 15**

**15.1** Each Full Member shall have one vote at the General Meeting. A Member may be represented pursuant to a written proxy delivered to the Chairperson prior to the opening of the meeting.

**15.2** Unless otherwise provided for in the present Constitution or by the Code, the General Meeting shall be validly constituted and authorized to take resolutions if at least one-half (1/2) of the Full Members are present or represented at the meeting. If such a quorum is not reached, the person presiding over the meeting may suspend the meeting until a quorum is reached or shall adjourn the meeting to a later time. The new meeting shall have the same agenda and shall be validly composed if at least one-fourth (1/4) of the Full Members are present or represented.

**15.3** If all Full Members are present or represented at the General Meeting and all are in agreement, they may modify or amend the agenda.

#### **ARTICLE 16**

Unless otherwise provided for in the present Constitution or by the Code, decisions of the General Meeting shall require a simple majority of the Full Members present or represented by proxy. In the event of a tie after a second ballot the Chairperson of the meeting shall have a casting vote.

#### **ARTICLE 17**

All Members will be informed about the decisions taken at the General Meeting. The resolutions of the General Meeting shall be recorded in a minute book signed by the Chairperson and those Full Members who so wish and shall be kept at the disposal of the Members.

### **Section VI - The Board**

#### **ARTICLE 18 - Election of the Board**

**18.1** Number of members and duration of the mandate

The Association shall be administered by the Board, consisting of at least four (4) and no more than nine (9) persons elected by the General Meeting from those nominated by the Full Members. One

member will be elected among the candidates proposed by the Youth Section as stated in Article 29.

All members of the Board shall serve for a period of two (2) years but shall be eligible for re-election.

### **18.2 Election of the officers**

The President, a Vice-President, and a Treasurer shall be elected by the Board from among its members.

### **18.3 Ballot**

Elections may be conducted by secret ballot in accordance with the procedure set out in the Internal Rules.

### **18.4 Substitutions**

- In the event the President is unavailable, the Vice president will substitute;
- In the event the Treasurer is unavailable another member of the Board will undertake financial duties (except for approving invoices over an amount specified in the Internal Rules).

Members of the Board may be revoked by the General Meeting for conduct considered unbecoming of the post, e.g., bankruptcy, criminal conviction, loss of legal capacity and absence without justification from more than two (2) consecutive meetings, by a vote of at least two-thirds (2/3) of the members present or represented.

## **ARTICLE 19**

The President will be Chairperson of the Board and shall also be the Chairperson of the General Meeting, in accordance with Section V of the present Constitution.

## **ARTICLE 20**

In addition to the powers specifically provided for in the present Constitution, the Board shall have all powers of management and administration, subject only to the powers reserved to the General Meeting. The Board will operate in accordance with the Internal Rules.

The Board may delegate the day-to-day management to an Executive Director or other officers.

## **ARTICLE 21**

The Board shall meet at least once a year. It shall also meet upon specific notice of its President or upon request of at least one-half (1/2) of its members. It will meet at the time and place, and in the manner (including teleconferences), of its own choosing and determine its agenda and procedures, not stated in the present Constitution and internal Rules.

## **ARTICLE 22**

Notice of any meeting of the Board shall be given in writing to its members at least six weeks prior to the date of the meeting, except in case of an emergency.

## **ARTICLE 23**

A quorum for meetings of the Board shall exist if a majority of the members are present. If such quorum is not reached, the meeting shall be adjourned until a quorum is present.

## **ARTICLE 24**

A resolution of the Board shall be taken by a simple majority vote of the members who are present or represented. In the event of a tied vote, the Chairperson of the meeting shall have a casting vote.

The resolutions shall be recorded in a minute book and shall be signed by the Chairperson of the meeting and those members of the Board who so wish. The minute book shall be kept at the disposal of the members of the Board and of the General Meeting.

## **ARTICLE 25**

In case of vacancy during a mandate, the other Board members shall have the power to co-opt a replacement or assist in the management of EPF until the next General Meeting at which such vacancy shall be formally filled.

## **ARTICLE 26**

All legal action shall be conducted by the Board represented by its President, or by its Vice-President, or by another member designated by the Board for such purpose.

## **ARTICLE 27**

The Board may form working groups or advisory groups to assist in the work of EPF. Any such group will have clearly stated objectives, membership, and time frame for its work. The Board may ask it to submit regular reports should it deem it necessary.

## **Section VII - SUPPORTING COMMITTEES**

### **ARTICLE 28**

The Supporting Committees are:

- the EPF Youth Section Committee
- the Ethics Committee

### **ARTICLE 29 - THE EPF YOUTH SECTION**

**29.1** EPF has a permanent youth section, which is essential for the development of its strategy and future sustainability.

**29.2** The organization structure of the youth section, its mode of operating and its membership is provided for by the internal regulations written upon consultation with the youth representatives.

**29.3** The youth section is entitled to have a representative as a Board member. If it wishes to use such facility, it will propose at least two (2) candidates to the General Meeting, which will then elect one of the proposed candidates as Board member.

**29.4** The chairman of the Youth Section, or his/her substitute, may be invited by the EPF President to attend the Board Meeting as an observer when there is a relevant agenda concerning the EPF Youth Section, should he/she not be the elected youth group represented.

### **ARTICLE 30 - Ethics Committee**

**30.1** The Association shall constitute an Ethics Committee consisting of at least five (5) members. Members of the Ethics Committee will be nominated for renewable three (3) year terms by the General Meeting. To maintain its independence, the status of EPF Board member, employee or contractor is incompatible with membership of the Ethics Committee.

**30.2** The Ethics committee's primary role is to support the Board through providing opinions and/or advice on matters that relate to Ethics, Conflict of Interests, appropriate behaviour or values. It shall operate in accordance with the Internal Rules, which shall be adopted by the General Meeting.

**30.3** The Ethics Committee shall:

- issue opinions or advice upon written request from the Board;
- review any internal guidelines or procedures prior to its issuance by the Board or by a working or advisory group or proposed to the General Meeting, if such guidelines or procedures have a direct or indirect impact on matters in its scope;
- recommend appropriate handling of conflict of interests, violations of EPF's code of conduct, or actions or behaviours that are contrary to EPF's reputation, when declared or performed by a member of the board, the staff, or by one of EPF's member groups.
- provide comments or advise on wider ethical issues that EPF needs to address, in the context of legislation or practice.

**30.4** Opinions or advice from the Ethics Committee will be addressed to the Board. The Committee will not make its opinions public without prior approval of the Board or the General Meeting.

**30.5** The Ethics Committee's opinions or advice are not binding to the Board, which remains solely responsible for the actions to be taken. However, if the Board disagrees or deviates from the proposed course of action, it will be required to provide a written dissenting opinion.

**30.6** When required and for significant reasons, the Committee, with the minimum majority of two-thirds (2/3) of its members, can call for an Extraordinary General Meeting.

**30.7** The Committee will forward the request of the call to the Board. The Board has the obligation, if the requirements of article 30.6 is fulfilled, to call the Extraordinary General Meeting.

An Extraordinary General meeting will also be automatically be called if two-thirds (2/3) of the Ethics Committee have submitted resignation in order to restore the membership of this Committee.

**30.8** Upon the decision of the Board, the Ethic Committee shall behave as the arbitration body in the following cases:

- in the event of conflicts between two members;

- in the event of severe violations of EPF's code of conduct, undeclared Conflict of interest, or actions/behaviours that are contrary to EPF's reputation, performed by a member or member of a committee or working group or the Board.

**30.9** In making its decision, it will give appropriate rights to the defendant and offer the opportunity for oral and written defence as well as granting the same rights to the Board, which may appoint one delegate for the specific procedure.

**30.10** If the matter is urgent, upon a vote with two-thirds (2/3) majority by the Ethics Committee, the Board will be authorized to proceed with the suspension or termination of the involved person or member with a two-thirds (2/3) majority. This decision will then be submitted to the next General Meeting for ratification, while taking immediate effect.

## **Section VIII - The EPF Secretariat**

### **ARTICLE 31**

**31.1** The EPF secretariat is led and selected by the Secretary General.

**31.2** the Secretary General attends every Board Meeting, during which he/she:

- informs the Board about the ongoing projects, issues and general affairs;
- updates the Board about changes in the staff; and
- makes proposals and suggestions.

## **Section IX - External Auditor**

### **ARTICLE 32**

An audit will be conducted annually by an external and independent auditor as may be decided by the Board from time to time.

## **Section X - Budget and Account**

### **ARTICLE 33**

The financial year shall be the calendar year ending on 31 December (the "**Financial Year**").

Each year, the Board shall prepare the annual accounts and shall submit the same to the General Meeting for approval. The annual accounts, together with the yearly reports on the past fiscal year, shall also be submitted with the budget and work plan of the coming Financial Year.

The annual accounts and supporting documentation will be open for inspection by the Members and a summary will be available on EPF's website.

The Treasurer will present a financial statement to the Board at each meeting.

## **Section XI - Representation of the Association**

### **ARTICLE 34**

The Association is validly represented towards third-parties and before the courts as plaintiff or defendant in legal proceedings by the Board itself physically represented by its President or by a person (Board member or not) specifically appointed by the Board (proxyholder).

Except in case of a special proxy holder, all documents signed on behalf of the Association shall be binding for the Association when signed by the President, who will not have to justify to third parties his/her signatory powers.

## **Section XII - Amendment of the Constitution and dissolution**

### **ARTICLE 35**

A proposal dealing with an amendment of the present Constitution or the dissolution of the Association shall be initiated by the Board or from at least one fifth (1/5) of the members of the Association.

Except in the case of an emergency, the Board shall give at least thirty (30) days' prior notice to the members of the Association of the date of the Extraordinary General Meeting, which shall deal with the said proposal as well as of the details of such proposal.

The Extraordinary General Meeting may deliberate and decide validly only if two-thirds (2/3) of all Full Members of the Association are present or represented; any resolution to amend the Constitution must be adopted by a majority of four-fifths (4/5) of the votes cast for an amendment to the purpose of the Association and of three quarters (3/4) of the votes cast for all other amendments.

If the above-mentioned two-thirds quorum is not reached, a new Extraordinary General Meeting shall be convened in accordance with the conditions outlined above. This meeting will have the power to decide definitely and validly on the points of the agenda, irrespective of the number of members present or represented.

Arbitration on matters relating to the Constitution shall be made in accordance with the procedure outlined in the Internal Rules.

The General Meeting shall determine the manner of dissolution and liquidation of the Association, which shall be decided by a majority of four-fifths (4/5) of the votes cast. Any net assets remaining after the liquidation shall be assigned to a private non-profit legal entity with a similar purpose to that of the liquidated Association or failing which, shall be used for a non-profit purpose.

## **Section XIII - General Provisions**

### **ARTICLE 36**

In the event of a dispute between Members arising out of the operation or interpretation of the Constitution, the disputing parties may agree to binding arbitration. The arbitration panel shall consist of the President of EPF (unless he or she is party to the dispute, in which case he or she shall be replaced by the Vice-President) Vice President, plus one to two ethics committee members appointed by the Board who are not parties to the dispute.

The arbitration panel shall convene a meeting within 28 days of its appointment and take a decision within fifteen (15) days following the meeting. The decisions of the arbitration panel shall be final.

**ARTICLE 37**

All matters not provided for in the present Constitution or the Internal Rules shall be governed in accordance with the provisions of the Code.

**ARTICLE 38**

The text of this Constitution shall exist in English and in French. In case of disagreement between the two texts, the French text ("*Statuts*") will prevail and be binding.

