

European Patients' Forum Constitution

As revised by the Council of the European Patients' Forum, January 21, 2006



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1. NAME, PURPOSE, REGISTERED OFFICE

ARTICLE 1

The name of the association is European Patients' Forum (EPF). The association is a non-profit organisation and shall be governed by the law of 21 April 1928, amended by the law of 4 March 1994.

ARTICLE 2

The registered office of the EPF shall be located in 145, route de Thionville, L2611 Luxembourg.

ARTICLE 3

The association is established for an unlimited period. The financial year coincides with the calendar year.

ARTICLE 4

The purpose of the association is:

- To facilitate an open and inclusive Patients Forum enabling pan-European patients' groups and national platforms of patients to exchange information and points of view in the area of EU Health Policy and all other EU initiatives of interest or concern to patients. The EPF shall be non-political, without religious or philosophical affiliation and is a non-profit making charity; and
- To encourage the 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; and
- To share experiences of health care and examples of good practice in order to strengthen the role and voice of European patients' organisations; and
- To voice the collective views of patients, as stakeholders in the European healthcare debate, by means of a broad, truly representative and independent patient group resource; and
- To provide a forum for 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 Europe; and

- To become the natural first point of reference for the European Commission and other European institutions, healthcare professionals and health minded organisations when seeking the opinions of patients and/or when seeking to consult patient groups; and
- To co-operate in the formation and execution of joint projects aimed at improving health outcomes and the quality of life of European patients.

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

2. MEMBERSHIP

ARTICLE 5

The membership of the European Patients' Forum (EPF) shall consist of pan European patients groups and national platforms of patients' organisations.

Associate and provisional members will be non-voting but enjoy the other benefits of membership by attending the Annual General Meeting, participating in Seminars and workshops and receiving information on the activities of the EPF.

Organisations wishing to apply for membership shall apply in writing to EPF giving the following information:

- A letter stating that the organisation wishes to join the EPF and that they accept the constitution and the internal rules of the EPF; and
- Legal status with a registered copy of the Constitution; and
- Permanent address of the organisation with telephone, fax and e-mail and any other important contact details (e.g. foreign languages spoken, office hours); and
- Estimated number of members or member organisations per EU member country registered in the organisation; and
- Copy of the latest audited accounts.

EPF has three categories of membership:

1. Full Membership; and
2. Provisional Membership; and
3. Associate Membership.

2.1 FULL MEMBERSHIP

Full Membership shall consist of pan-European patient groups and national platforms, in which the majority of members are patient organisations.

In furtherance of those aims, full membership of the European Patients Forum shall require the following criteria to be observed:

Legitimacy:

EPF member organisations should have statutes registered in one of the member states of the European Union. If the applicant organisation is not registered in an EU Member State, additional information needs to be provided demonstrating EU focus and activities; and

Representation:

EPF Pan–European member organisations should have members of their own in more than half of the member states of the European Union. National platforms of patient organisations should have national patient organisations from at least ten (10) different disease areas.

Democracy:

EPF member organisations should have governing bodies, which are elected by their members, who shall be patients, their carers, or their elected representatives; and

Accountability and Consultation:

Statements and opinions of EPF member organisations should reflect the views and opinions of their memberships and consultation procedures with those memberships should be put in place;

Transparency:

EPF member organisations should generally disclose their sources of funding AND generally make available their audited financial accounts.

Patients' Groups, which fulfil the above five criteria, may become full members of the European Patients' Forum.

Only full member organisations have voting rights.

2.2 PROVISIONAL MEMBERS:

This level of membership is a transitional status for the organisations that do not meet the five Full Membership criteria but intend to do so in the foreseeable future. If they do not meet the criteria within 2 years then they will be considered for associate membership status.

National platforms of patients' organisations from EU candidate countries that meet full membership status may become provisional members until Accession, after which they will become full members.

2.3 ASSOCIATE MEMBERS:

All other organisations that include patients' organisations as members, who meet neither the Full nor Provisional Membership criteria will be Associate Members. These organisations must have an interest in European health and patient issues and share and uphold the views and objectives of EPF.

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 6

Members shall be required to pay an annual fee as agreed by the Annual General Meeting.

ARTICLE 7

Related to activities of the EPF, members of the association shall be bound by the provisions of the present constitution, internal rules and by other rules or regulations duly adopted by the Annual General Meeting.

Membership may be terminated by:

- (a) The Member organisation in writing to the EPF; or
- (b) By failure to pay the Annual Subscription for 1 year after due notice has been given. The breach will be reported to the Board of the EPF who after sufficient investigation will terminate membership, which will be ratified by the Annual General Meeting; or
- (c) By breach of the Constitution, Internal Rules and bringing the EPF into disrepute.

Withdrawals shall be effective upon notice sent by registered letter to the President of the Annual General Meeting. Membership may be suspended or terminated for cause by a two-thirds simple majority vote of the Annual General Meeting. Should the member wish to contest the matter, they shall be allowed to present their case to the Annual General Meeting prior to the vote.

After due warning the breach will be reported to the Board who after investigation will make a recommendation to the Annual General Meeting as to why the member should be expelled.

All rights, privileges, and interests of a member in or to the association, including rights in the assets thereof, shall cease on the termination of membership.

3. VOTING

ARTICLE

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Only Full Members of the EPF are entitled to vote at the Annual General meeting.

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

4. THE ANNUAL GENERAL MEETING

ARTICLE 9

The Annual General Meeting shall consist of full members; each member shall be represented by an individual appointed by the full member society.

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

- The establishment of a budget; and
- Approval of the accounts and of the yearly report of the Board; and
- Appointment and discharge of the members of the Organisation and of the Board; and
- Amendment of the constitution and internal rules; and
- The appointment of an external and independent auditor; and
- Dissolution of the association and the distribution of any net assets; and

- Approval and dismissal of members.

ARTICLE 10

The Annual General Meeting shall meet under the chairmanship of the President or, if the President should be prevented from attending, by the Vice-President. If either of these parties is absent or consider they have a vested interest in a matter being debated, the chair will pass to a member of the Board.

A General Meeting shall be held annually, at a time and place determined by the Board. 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, country and place of the meeting as well as its agenda.

Member organisations may submit as many proposals for resolutions for consideration at Annual General Meetings as they choose. This will be done in writing to the President, no later than four weeks before the Annual General Meeting. The resolutions shall be considered by the Board and where duplication of issues occurs, the parties submitting the resolution will be advised accordingly and a composite resolution agreed with them. The resolutions shall be distributed to the members two weeks before the Annual General Meeting.

Extraordinary General Meetings may be held at the initiative of the Board, or by a request of not less than twenty-five percent (25%) of the full members.

ARTICLE 11

Every full member shall have one vote at the Annual General Meeting. A member may be represented pursuant to a written proxy delivered to the Chairperson prior to the opening of the meeting.

The Annual General Meeting shall be validly constituted and authorized to take resolutions if at least one-half of the full members are present or represented at the meeting. If such quorum is not reached, the person presiding over the meeting may suspend the meeting until such 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 of its members are present or represented.

If all members are present or represented at the Annual General Meeting and all agree, they may modify the agenda or add other points to it.

ARTICLE 12

Apart from the exceptions mentioned in the present constitution, decisions of the Annual General Meeting shall require a simple majority of the full members present, or represented by proxy. In the event of a tied vote after a second ballot the Chairperson of the meeting shall have a casting vote.

ARTICLE 13

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

5. BOARD

ARTICLE 14

Election of the board

The association shall be administered by the Board, consisting of at least four (4) and no more than nine (9) persons elected by the Annual General Meeting from among the full members. All members of the Board shall serve for a period of two years, but shall be eligible for re-election.

Election of the officers

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

Elections may be conducted by secret ballot. The number of positions to be filled shall be decided by the Annual General Meeting. Every full member present shall have the same number of votes, as there are positions to be filled, but may vote only once for each

candidate. The candidate with the most number of votes shall be elected. In case of a tie of a vote for any two candidates for the last place to be filled, there shall be a new ballot for the two candidates. In case of a new tie it shall be decided by a draw.

In the event of the President being unavailable the Vice president will substitute; in the event of the Treasurer being unavailable another member of the Board will undertake financial duties (with the exception of approving invoices over 1200 EUR).

In the event of permanent incapacity of one of its members the Board will exercise its discretion to wait to the next Annual General Meeting or co-opt a board member.

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

ARTICLE 15

The President will be Chairperson of the Board and shall also be the Chairperson of the Annual General Meeting, subject to Article 8 of the present constitution.

ARTICLE 16

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 for the Annual General Meeting.

The Board may delegate the day-to-day management to an executive director or other officers. The duties, process for recruitment and dismissal of the executive director are as stated in the internal rules. Matters other than day-to-day management, are the responsibility of the President and Board.

The Executive Director's duties will be stated in a job description agreed by the Board. Termination of the position will be by written notice by either side, or according to the conditions of a contract of employment.

The Board will make decision about the membership of an applying organisation on a provisional basis subject to ratification by the next Annual General Meeting.

After having been provisionally accepted as a full member the organisation will be asked to send by letter a nomination of its representative as a voting member at the Annual General Meeting.

Following a call for nominations in advance of the Annual General Meeting, a full member may nominate a candidate for the Board. This must be done by a letter signed by the President of the member organisation and should include a CV of the person in question and letter of commitment and a statement of motivation by the candidate.

A candidate unable to appear in person may give a written proxy to another member of the same organisation.

ARTICLE 17

The Board shall meet at least annually. It shall also meet upon specific notice of its President or upon request of at least one-half of its members. It will meet at times and places and a manner, including teleconferences, of its own choosing and determine its agenda and procedures, not stated in the present constitution and internal rules.

ARTICLE 18

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 urgency.

ARTICLE 19

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 20

A resolution of the Board shall be taken by 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 Annual General Meeting.

ARTICLE 21

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

ARTICLE 22

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

ARTICLE 23

The Board may form committees or advisory groups to assist in the work of the 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 choose.

6. BUDGET AND ACCOUNT

ARTICLE 24

The fiscal year of the association shall close on 31 December of each year.

Every year, the Board shall provisionally approve the annual accounts and shall submit the same to the Annual General Meeting for approval. The annual accounts together with the yearly reports on the past fiscal year shall also be submitted with the budget of the coming fiscal year.

An audit will be conducted annually by an external and independent auditor. The annual accounts and supporting documentation will be open for the inspection of the members.

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

7. REPRESENTATION OF THE ASSOCIATION

ARTICLE 25

The representation of the association in the acts which engage the association, other than those of daily management, are signed by the President, whom has not to justify his/her powers towards third parties. The President, authorized to represent the association, can so sub-delegate, under his/her responsibility, one or several special powers to the delegate to the daily management, to the employees of the association or to another person of his or her choice.

8. AMENDMENT OF THE CONSTITUTION AND DISSOLUTION

ARTICLE 26

A proposal dealing with an amendment of the present constitution or the dissolution of the association shall emanate from the Board or from a quarter or more of the members of the association.

Except in the case of urgency, 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-third of all full members of the association is present or represented; any resolution to amend the constitution must be adopted by a majority of three quarters of the votes cast.

If this two-thirds quorum is not reached at such meeting, 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 according to the procedure outlined in the internal rules.

No amendment to the constitution shall be effective until all conditions relating to publication have been fulfilled, according to article 9 of the law of 21 April 1928.

This text shall exist in English and in French. In case of disagreement between the two the French text will be binding.

The Annual General Meeting shall determine the manner of dissolution and liquidation of the Association.

9. GENERAL PROVISIONS

ARTICLE 27

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 the EPF (unless s/he be party to the dispute, when s/he shall be replaced by the Vice-President), plus one to three other persons not party to the dispute and appointed by the Board. The panel shall meet within 28 days of its appointment and its decisions will be final.

Article 28

Everything not provided for in the present constitution shall be governed by the provisions of the Law of 21 April 1928, amended by the law of 4 March 1994.