

CONSTITUTION OF THE EUROPEAN PATIENTS' FORUM

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

I. NAME, PURPOSE, REGISTERED OFFICE

Article 1

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

Article 2

The purpose of the association is:

- To facilitate an open and inclusive Patients Forum enabling pan-European patients' groups 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.
- 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.
- To share experiences of health care and examples of good practice in order to strengthen the role and voice of European patients' organisations
- To voice the views of patients, as stakeholders in the European healthcare debate, by means of a broad, truly representative and independent patient group resource.
- 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.
- 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.
- 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.

Article 3

The registered office of the EPF shall be located in 145, route de Thionville, L 2611 Luxembourg

II. MEMBERSHIP

Article 4

EPF has three categories of membership: Full Membership, Provisional Membership and Associate Membership. The Forum aims to be as transparent, democratic and inclusive as possible.

FULL MEMBERSHIP : Full Membership shall consist of pan-European patient groups.

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.
- **Representation:** EPF member organisations should have members of their own in more than half of the member states of the European Union.
- **Democracy:** EPF member organisations should have governing bodies, which are elected by their members, who shall be patients, their carers, or their elected representatives.
- **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.

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

National networks of patient organisations which represent at least ten (10) different disease groups will also be accepted as Full Members.

PROVISIONAL MEMBERS: This level of membership is a transitional status for the organisations who do not meet the five Full Membership criteria but intend to do so in the foreseeable future.

ASSOCIATE MEMBERS: All other interested organisations operating on a European level, 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 variety of viewpoints among its members.

Article 5

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

Membership of the association shall terminate by voluntary withdrawal, or for cause, as set out in the internal rules.

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

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.

Article 6

Members shall be required to pay an annual fee as stated by the Council.

III. VOTING

Only Full Members of the EPF are entitled to vote at Council meetings.

Provisional and Associate Members will have no voting rights but will have the right to participate in the Council meetings.

IV. THE COUNCIL

Article 7

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

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

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

Article 8

The Council 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 are absent or consider they have a vested interest in a matter being debated, the chair will pass to a member of the Executive Committee.

A meeting of the Council shall be held annually, at a time and place determined by the Executive Committee. Notice of the meeting shall be given by the President, by registered letter, mailed 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.

Resolutions for Council meetings shall be submitted according to procedures outlined in the internal rules.

Other meetings of the Council may be held at the initiative of the Executive Committee, or by a request of not less than twenty-five percent (25%) of the Council members.

Article 9

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

The Council 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 within 10 days of the original meeting. 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 meeting of the Council and all agree, they may modify the agenda or add other points to it.

Article 10

Apart from the exceptions mentioned in the present constitution, decisions of the Council 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 Council shall have a casting vote.

Article 11

All the members will be informed about the decisions taken at a meeting of the Council.

The resolutions of the Council shall be recorded in a minute book signed by the Chairman of the Council and those members of the association who so wish, and shall be kept at the disposal of the members.

V. EXECUTIVE COMMITTEE

Article 12

The association shall be administered by the Executive Committee, consisting of at least four (4) and no more than nine (9) persons elected by the council from among their members. All members of the Executive Committee shall serve for a period of two years, but shall be eligible for re-election. Elections shall be conducted according to the internal rules.

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

Membership of the Executive Committee may at any time be revoked (for reasons stated in the internal rules) by the Council, by a vote of at least two-thirds of the members present or represented.

Article 13

The President will be Chairperson of the Executive Committee and shall also be the Chairperson of the Council, subject to Article 8 of the present constitution.

Article 14

In addition to the powers specifically provided for in the present constitution, the Executive Committee shall have all powers of management and administration, subject only to the powers reserved for the Council.

The Executive Committee may delegate the day-to-day management to a secretary or other officers. The duties, process for recruitment and dismissal of the secretary are as stated in the internal rules. Matters other than day-to-day management are the responsibility of the President and Executive Committee.

Article 15

The Executive Committee 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 16

Notice of any meeting of the Executive Committee shall be given in writing to its members at least ten (10) days prior to the date of the meeting, except in case of urgency.

Article 17

A quorum for meetings of the Executive Committee 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 18

A resolution of the Executive Committee 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 Executive Committee who so wish. The minute book shall be kept at the disposal of the members of the Executive Committee and of the Council.

Article 19

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

Article 20

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

VI. BUDGET AND ACCOUNT

Article 21

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

Every year, the Executive Committee shall provisionally approve the annual accounts and shall submit the same to the ordinary General Meeting of the Council 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 Executive Committee at each meeting.

VII. AMENDMENT OF THE CONSTITUTION AND DISSOLUTION

Article 22

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

Except in the case of urgency, the Executive Committee shall give at least thirty (30) days prior notice to the members of the association of the date of the extraordinary Council meeting, which shall deal with said proposal as well as of the details of such proposal.

The extraordinary Council meeting may deliberate and decide validly only if two-third of all members of the association are 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 of the Council, a new meeting of the Council 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 Council shall determine the manner of dissolution and liquidation of the Association.

VIII. GENERAL PROVISIONS

Article 23

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.