



European Association of Hospital Pharmacists

The European Association of Hospital Pharmacists (EAHP)

New Statutes

Adopted 20 June 2009

ARTICLES OF ASSOCIATION - EAHP

Article 1: Name

The name of the association is: **European Association of Hospital Pharmacists**, abbreviated as **EAHP**.

Article 2: Seat

EAHP statutory seat is located in The Hague, the Netherlands. EAHP's registered office is located within the judicial district of Brussels, Belgium, Rue de l'Abbé Cuyppers,3, 1040 Brussels and may be transferred to any other place within Belgium by a simple decision of the Board of Directors.

The Board of Directors may decide to open operation centres or offices of the association in other countries, with prior consent of the general assembly.

Article 3

EAHP is constituted for an unlimited period. In case of dissolution, article 13 shall apply.

Article 4: Purpose

4.1. The association makes it its purpose:

- to promote and further develop hospital pharmacy and to obtain and maintain general joint pharmaceutical principles and a joint pharmaceutical policy, in the interest of public health and patients;
- to foster research and education activities on behalf of hospital pharmacy, in order to allow hospital pharmacists in all Council of Europe countries to contribute optimally to public health and furthermore anything directly or indirectly related or beneficial thereto, all in the broadest sense of the word;
- to promote co-operation with other organisations in the domain of public health;
- to promote the position and function of hospital pharmacists;
- to support and uphold the common interests of hospital pharmacists from the member states of the European Union at that authority;
- to support and uphold the interests of hospital pharmacists from the member states of the Council of Europe at that authority;
- everything related to the above that may be conducive to realising the purpose.

4.2. The association will realise its purposes by conducting, among other things, but not exclusively the following activities:

- Organising meetings with education in hospital pharmacy as the main focus of the meetings,
- Publishing or having published with its co-operation publications in the field of professional and scientific practice of hospital pharmacy
- Developing and granting facilities for the benefit of the members of the association.

Article 5: Language

The working language of the association shall be English. Each member receiving publications and other documents from the association, will itself in so far as necessary have to see to the translation of these documents for its own members. The language used for the official documents and relations with national authorities shall be Dutch. In case of dispute relating to the statutes between the members the official published Dutch version shall prevail. Towards third parties the official published Dutch version is the only relevant version.

Article 6: Membership

6.1. The association has members and interested parties and shall be composed of at least three members. The membership is open to one national association or other organisation of hospital pharmacists in each of the countries of the Council of Europe that is deemed representative of the professional group in their country.

6.2. Access to membership:

In order to be admitted as a member a written request to that effect should be submitted to the board of the association. Candidate member:

- should be a national organisation of hospital pharmacists which has objectives and carries out activities in common with the purpose and activities of EAHP as set out in article 4;
- which is located in countries within the European Region as defined by the Council of Europe;
- which is legally constituted according to the laws and customs of its country of origin;
- which is independent of political parties and commercial interests.

The board may decide that the candidate-member sends observers to the next general meeting of members of the *association* (the general assembly).

The general assembly decides upon a submitted request for admission to the membership.

Applications to membership must be submitted in writing to the President at least 6 weeks prior to the general assembly.

Applications should incorporate:

- an official copy of the statutes of the organisation
- a description of administrative structure of organisation and the aims/objectives of the national association

The President is entitled to obtain further information from the applicant.

The decision of the general assembly is final, whether it is to approve, reject or exclude organisations from membership.

6.3. The members bear the management costs of the *association*. The details of this are provided for in the EAHP internal rules.

6.4. Membership includes: rights

- a. to attend and to vote at the annual general assembly,
- b. to be eligible for service on the executive board,
- c. to be consulted in connection with the right of the executive board to make statements,
- d. to propose changes to the statutes,
- e. to regular updates on the association's activities and hospital pharmacy related information, within the EU
- f. invitations to attend roundtables/workshops/working groups meetings organized by EAHP, throughout the year
- g. to use the EAHP secretariat as a source of information and a platform of contact with other associations of hospital pharmacists

6.5. Membership requires: duties

- a. active participation in EAHP activities through regular correspondence, by attending meetings and contributing to the EAHP's actions and initiatives
- b. be responsive to requests of information
- c. c. payment of the annual fee or contribution equivalent determined by the general assembly

The members cannot, in any way, be held liable for undertakings of debts of the association.

6.6. Loss of membership - the membership ends:

- a. by the member giving notice; each member has the right to withdraw from the association at any time, but subject to the obligation to pay the total fee due until the end of the financial year, by addressing a written letter of resignation to the President. Notice of termination of the membership can only be given in writing.
- b. by the board of the association giving notice that the member is deemed by rights having resigned with immediate effect, if the member does not pay the annual fees while the organisation has been notified and given an additional delay of one month to execute the payment

In addition to not paying the annual membership fees, termination of membership can also take place by exclusion when a member has ceased to fulfil the requirements of the articles of association made on the membership and when the association cannot in reasonableness be asked to let the membership continue, such as: when a member acts in breach of the articles of association, regulations or decisions of the association or harms the association in an unreasonable manner.

The exclusion of the involved member will be suggested by the board, decided by the general assembly voting to a two thirds (2/3) majority of the members present or represented and enters into effect on the same financial year.

If membership ends during the course of the association's financial year, the full membership fee for such financial year shall remain due. The member whose membership ended shall not be entitled to claim any reimbursement of its membership fees or contributions nor any compensation, unless accepted by the full board, meeting in an extraordinary meeting.

6.7. Membership fees and contributions

Membership fees are annual. Membership fees are discussed and reviewed at the general assembly based on proposals made by the Director of Finances.

The annual membership fee for members and the contribution for Interested Parties may not exceed an amount of one hundred thousand euro (100,000) Euro

Article 7: Interested parties

- 7.1** Individual hospital pharmacists, not eligible for the membership of a member of association, can be registered with the association as interested parties. Interested parties shall have the right to take part in meetings and activities, except the general assembly, organised by the association for the members of the association, and shall receive mailings from the association meant for the members.
- 7.2** Interested parties shall pay an annual contribution to be determined by the association's board and in addition for taking part in meetings and activities the same contributions the association's members must pay.
- 7.3** Registration as interested party shall end when the interested party becomes a member of a member of the association and further on notice of termination by the interested party or on notice of termination by the association's board, as well as on his/her death. Notice of termination must be given in writing, except in the case of death, by the end of a financial year subject to three months' notice, unless the association or the interested party cannot reasonably be required to have the registration continue for so long.

Article 8: general assembly

- 8.1** The general assembly is the supreme governing body of the association. The general assembly is composed of the members.
- 8.2.** The general assembly meets at least once a year or as often as decided by the board.
- 8.3** An extraordinary meeting of the general assembly may be convened at sixty (60) days notice at the request of a minimum of two third of the board members or when at least one/tenth of the members have expressed their written wish thereto.
- 8.4** The President is responsible for summoning the members to a general assembly, by written notification to the members at least six weeks prior to the date of the meeting, according to the EAHP internal rules. The convocation shall include time, place and agenda of the meeting as well as any reports and documents submitted by the board to the general assembly and related to agenda items.
- 8.5** At the meeting each member shall be represented by a delegation of three delegates at most.
- 8.6** A general assembly shall be deemed properly constituted when at least one half of the members are present or represented at the meeting. Should this quorum not be reached, a second general assembly may be convened in four weeks time, provided that this procedure is announced in the calling notice, and may deliberate validly irrespective of the number of present or represented.

8.7 Voting procedures:

- Each member has one vote in the general meeting.
- Members may be represented at a general assembly meeting by proxy; each proxy holder may hold a maximum of two (2) proxies for absent members.

8.8 The general assembly is led by the President or by the Vice-President in his/her absence. The minutes of the meeting are drawn up, under the responsibility of the Vice-President and are confirmed by the following general assembly. The final minutes shall be signed by the chairperson of the meeting and another attending member. The original minutes shall be kept in a separate register at the registered office of the association, where any member may consult them.

8.9 The minutes of the general assembly annual meeting should be sent to the members no later than 60 days after the meeting end.

8.10 In so far as these articles of association do not stipulate otherwise, the general assembly shall take decisions by an absolute majority of votes of the members present or represented. Abstentions do not count for obtaining the majority.

8.11 Voting can be done by show of hand or by secret ballot.

Voting by secret ballot takes place when the vote is to nominate board members and for any other purposes when requested by a minimum of one of the members present in the meeting.

8.12 Should an absolute majority of votes not be obtained when voting for individuals with regard to an appointment, a second ballot shall take place between the two individuals obtaining the most votes.

Should more than two individuals obtain the most votes, all of them will share in the second ballot. In case of a tie of votes, or when a simple majority of votes is not obtained, the two individuals who together received the highest number of votes in both ballots shall be voted on again. Should the votes then tie again, the representative from the member with the highest number of individual members shall be appointed.

8.13 Role of the general assembly:

The general assembly shall:

- a. appoint and dismiss board members;
- b. shall decide of the structure of the board,
- c. consider and approve applications for membership;
- d. exclude membership of an organisation;
- e. approve the statements proposed by the board;
- f. approve the strategy, priorities and targets of EAHP and the determination of its policy proposed by the board;
- g. approve the location of the annual congress and of the next general assemblies;
- h. appoint and dismiss auditors and determine their salary if allocated;
- i. approve the financial report presented by the Director of Finances and the report of the professional independent auditor who audited EAHP annual accountancy;

- j. determine the amount of the membership fee based on criteria proposed by the board;
- k. approve the association annual reports presented by board members;
- l. approve the annual accounts and the budget;
- m. discharge board members and auditors;
- n. approve any decision to initiate legal proceedings
- o. modify the statutes;
- p. dissolve the association;
- q. have the residual powers not allocated to the board by these statutes or the law;
- r. shall approve the association's internal rules.

Article 9: Board

9.1 Responsibilities of the board

The board is appointed by the general assembly. The board shall be entrusted with the fiduciary and management responsibility for the affairs of EAHP. The board shall sustain a strong vision and strategy for the association, develop and implement policies, and assure accountability, organizational effectiveness and member value.

9.2 Power and Authority of Directors

The Board shall have all the necessary power in order to manage and to represent the association judicially and extrajudicially. All members of EAHP's board have equal authority and responsibility for the affairs of the association. Except for a specific delegation of power, the board members act collectively. In their capacity as directors, they may be appointed to serve as liaisons to the working groups or staff, serve on standing committees and/or any other adjunct bodies.

9.3 Number of board members

The number of directors shall be no fewer than 4 members and no more than 9.

9.4 Composition of the board:

The board is appointed by the general assembly and consists of

- a President
- a Vice-President,
- a Director of Finances
- at least one Director of Professional Development

Other positions can be created as deemed necessary upon a board's proposal, to be approved by the general assembly.

As a transition from the former EAHP statutes and the present ones, existing board members shall remain in post until the end of their term.

The composition of the board should be adequately representing of Council of Europe member states, both in geographic and population terms.

9.5 The board may be assisted by an Executive Director and other support staff as the board sees fit and in so far as this is made possible by the association's budget.

9.6 After his/her retirement the President may continue to assist the board and advise/ mentor new board members for a period of two years at most. The length of this period shall be decided by the board, together with the Past President.

9.7 Board members terms and functions:

The members of the board are elected in office for a period of three years and shall retire at the time of the general assembly in the third year. The board and general assembly may decide to have a President Elect, whose term would be one year; in such case, he or she is automatically put in the position of President, for a three year term, at the end on his/her one year term as President Elect.

Each board member is eligible for re-election. No board member may sit on the board for more than ten (10) years in total.

9.8 Nomination for membership of the board should follow the EAHP internal rules.

9.9 Major duties of board members:

- a. governing EAHP by the broad policies developed by the board;
- b. establish overall long and short term goals, objectives and priorities for the association in meeting the needs of European hospital pharmacists;
- c. recommend policy to the general assembly;
- d. chair one or more of EAHP programmes or projects;
- e. promote EAHP membership through community networking, and other activities;
- f. being accountable and seeking nominations for election to the board when appropriate;
- g. the preparation and convening of the general assembly ; rendering accounts; filing petitions with regard to passing resolutions, concerning the specific work (business at hand);
- h. the appointment and discharge of the staff and the members of special committees according to their concurrent responsibilities, as noted in their contract conditions; designation of entrusted personnel who hold signature authorization on behalf of the association's representation, in accordance with the concurrent regulations;
- i. the execution and/or coordination of the implementation of the resolutions which were determined at the general assembly;
- j. settle all issues, which are not otherwise regulated by acts (principles) reserved by right of the delegates assembly
- k. to prepare for and participate in the discussions and the deliberations of the board.

9.10 Board members exercise their activities within EAHP for free.

9.11 Detailed functions of the board members are presented in the association's internal rules

9.12 The board shall meet at least twice a year and shall take its decisions by an absolute majority of votes. In a case of a tie of votes, the President shall have a casting vote.

9.13 All elections to the board are personal. If a board member resigns during his/her term of office, a new member shall be elected at the next general assembly. This person will then be entitled to the same number of mandates.

9.14 The board may delegate specific management or representation powers of the association for legal or extra-legal actions within limitations stated in the association's internal rules to

one or more directors, members or third parties. In this case of delegation, the scope of the delegated powers and the term of the mandate have to be specified.

9.15 Membership of the board shall end by:

- a. the member's resignation from the board;
- b. the removal from office by the general assembly **at any time, without** stating reasons;
- c. the completion of the term of office;
- d. death of the board member.

9.16 A member of the board can be suspended or discharged by the general assembly, with three fourth of the votes of the members present or represented at the general assembly.

The suspended member of the board shall be granted the opportunity to account for his/her actions before the general assembly and in doing so may have him/her self represented by counsel at his/her cost.

9.17 Board members may at any time present their resignation by registered letter addressed to the President, or in the case of the President's resignation to the Vice President. The resignation will be effective once the acknowledgment of receipt of the registered letter has been signed by the President or the Vice President.

9.18 Board vacancies:

Should a position become vacant and/or a new board position be created, the board is in charge of appointing a new director to complete such director's term of office within sixty (60) days of the position becoming vacant. The board is supported in this task by a nomination committee, composed of delegates in charge of seeking candidatures and reviewing them. The board may propose candidates to the general assembly as well, in close collaboration with the nomination committee. The board proposes the candidates to the GA. In the event that such appointment is not completed within such sixty (60) day period, the directors remaining in office may appoint a qualified person to fill the vacancy until the next general assembly.

Any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit, as long as the number of directors does not go below the minimum number of board members.

Article 10: Representation of the association

Besides the board, the President and one of the other members of the board shall jointly represent the association. All acts involving the association in legal or extra-legal actions must be signed jointly by two board members, including the President, unless a specific delegation mentioned in Article 9.14 is provided to a third party.

Article 11: Funds, financial year, budget and annual report and accounts

11.1 The association's funds consist of:

- a. contributions of the members;
- b. gifts;
- c. subsidies and donations;
- d. all other income obtained legally.

11.2 The association's financial year starts on April 1, every year.

11.3 Unless the law requires the appointment of an independent, external auditor by the General Assembly in order to audit EAHP's annual accounts, the association's accounts are audited by two of its member's representatives. Auditors are appointed every year during the general assembly, for the following year.

11.4 Every year, the board presents for approval to the general assembly the full annual accounts, including the balance sheet and the statement of income and expenditure over the past financial year together with a detailed annual report, and a budget for the next financial year.

11.5 After the approval of the balance sheet and statement of income and expenditure the general assembly shall discharge the board from its financial responsibility.

11.6 The membership fee is to be paid annually before the first of April.

Article 12: Amendment to the articles of association

A proposal for amendment to the articles of the association can be made by the board or by at least two members. Such a proposal can only be considered by a general assembly. The decision to amend the articles of association requires a quorum of at least two-thirds of the members present or represented and a majority of at least two-thirds of the votes of the members present or represented. However, the amendment of the associations' purpose requires a majority of four fifths of the votes of the members present or represented. Following article 8.7. members can vote by proxy to amend the association's articles.

In case the mentioned quorum requirements are not met, a second general assembly may be convened pursuant to article 8.6.

The meeting referred to in the immediately preceding paragraph should be summoned at least six (6) weeks in advance, whereby also the text of the proposed amendment to the articles of association is brought to the members' notice.

Article 13: Dissolution

13.1 A proposal for dissolution can be made by the board or by at least three members. Such a proposal can only be considered by a general assembly. The quorum for such a meeting is

three quarters of the members. A decision for dissolution requires at least four fifth of the votes of the members present or represented

- 13.2** The meeting referred to in the immediately preceding paragraph should be summoned at least six weeks (6) in advance, whereby also the literal text of the proposal for dissolution is brought to the members' notice.
- 13.3** If in the case of a general assembly convened to consider dissolution of the association a decision cannot be taken on account of the quorum not being present, within six (6) months after that meeting a new general assembly will be convened and held, for which the quorum no longer applies. A decision for dissolution again requires at least four fifth of the votes of the members present or represented.
- 13.4** In the resolution for dissolution of the association the general assembly shall also determine the way in which liquidation shall take place, appoint one or more liquidators, determine their powers and indicate the allocation of the net assets of the association. Such an allocation may only benefit an organization with a similar non-profit purpose as that pursued by EAHP.

Article 14: Regulations

- 14.1 The general assembly adopts and amends one or more sets of regulations (internal rules), as per article 6.3.
- 14.2 No provision of these statutes and set of regulations can be in contradiction with the existing law.

Article 15: Enforcement of the present statutes

The present statutes come into force upon their formal adoption by the general assembly.

Adopted by all members present at the 2009 general assembly, on 20 June 2009, in Dubrovnik, Croatia.

No member was represented.