

5, rue des mérovingiens
L-8070 Bertrange
LUXEMBOURG
Tel: +352 42 41 42 – 1
Fax: +352 42 41 42 – 81

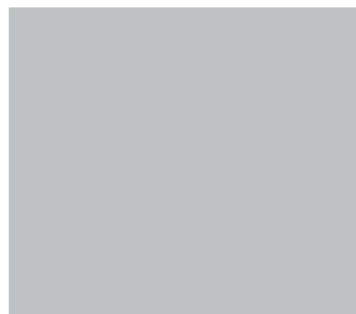


EUROPEAN ASSOCIATION
OF HOSPITAL MANAGERS

STATUTS
de l'Association
Européenne des
Directeurs d'Hôpitaux

SATZUNG
des Europäischen
Verbandes der
Krankenhausmanager

STATUTES
of the European
Association of Hospital
Managers



STATUTES OF THE EUROPEAN ASSOCIATION OF HOSPITAL MANAGERS

Statutes passed in Strasbourg on October 24th, 1970;
modified in Reykjavik on August 27th, 1990; in Opatija on September 28th, 2000; in
Graz on September 25th, 2008; in Bologna on October 14th, 2016
and in **Ghent on September 11th, 2019**

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ARTICLE 1 : Name, composition, mission, location, languages, financial year.

1. The official names of the association are: Association Européenne des Directeurs d'Hôpitaux – Europäischer Verband der Krankenhausmanager – European Association of Hospital Managers. The abbreviated forms of the names are AEDH – EVKM – EAHM. The use of the name in only one language or in its abbreviated form is sufficient except on official documents, which must always cite the full title of the association. Below, the association is referred to in the abbreviated form, EAHM.
2. The EAHM is an association under French law. It has been registered in "Volume XXXI n° 64" of the Registry of Associations held at the "Tribunal d'Instance" in Strasbourg. The EAHM is subject to the regulations contained in Articles 21 to 79 of the Civil Code and to the present statutes. Its term is unlimited.
3. The EAHM is a working group of hospital managers and senior hospital employees in European countries that are organised either in representative national associations or in groups of hospital managers affiliated to the EAHM. The mission of the EAHM is:
 - a. to support the specific mission and responsibility of chief executive officers (CEO) directors as well of the team of workers under their lead in hospitals, public or private or in health care management in European countries;
 - b. to propose trainings, seminars, linkages and networks contributing to their professional competence and responsibility;
 - c. to record, to disseminate and share with the National associations the expertise of good practices of hospital and healthcare management in European countries, specifically those who contribute to the role of hospitals and health care services in Europe and to promote these values;
 - d. to seek to influence European Union legislation and its implementation affecting hospitals / healthcare sector;
 - e. to explain and promote the specific role of the hospital/healthcare management profession in the European organizations and international bodies.
4. The EAHM serves directly and exclusively non-profit purposes. It pursues no political, economic or denominational objectives.
5. The EAHM pursues this mission:
 - a. by organising internal sub-committees and by taking public initiatives (seminars, training, workshops, congresses, task and finish groups ...) and by issuing publications or by participating in surveys and research;
 - b. by participating in meetings and events organised by European organisations and international bodies and by producing and publishing positions on the themes under discussion;
 - c. through all measures taken by the Executive Committee of the EAHM.

6. The official location of the EAHM is Strasbourg. The General Secretariat serves as the administrative office. Its location in a European country is determined by the Executive Committee on the advice of the Board and in accordance with the Standing Orders.
7. Notices and announcements of the Association are made by circulars or by publication in the professional journal laid down in the Standing Orders.
8. The financial year is the calendar year.
9. The official languages are French, German and English. In case of disagreement on the interpretation or execution of a text, the French language version will be the reference text.

ARTICLE 2 : Membership

1. The EAHM is composed of full members, associate members and affiliate members. Only full members are entitled to vote in elections held at meetings of the General Assembly.
2. The General Assembly may accept the following as full members: National organisations or, if there are none, regional but nationally important associations or groups of hospital managers, regardless of their legal form.
3. Requests for admission as full members must be addressed in writing to the President through the General Secretariat. After discussion in the Board and the Executive Committee, the President submits an application to join the EAHM as a full member to the General Assembly for decision.

Full members may resign their membership to take effect on the first day of the following financial year. The resigning member must convey his resignation and grounds for doing so to the President through the General Secretariat by registered letter before 1 July of the current financial year. Full members can be excluded for cogent reasons. The final decision is taken by the General Assembly on receipt of a written report by the Executive Committee and following a preliminary hearing of the Board attended by a delegate of the association in question. The member association must be informed in writing of the decision of the General Assembly.

Resigned or excluded members have no title to the property of the EAHM and lose any office they hold within the EAHM.

4. Associate Members are:
 - a. Managers and senior employees in hospitals in European countries, who are members of a national association of hospital managers affiliated to the EAHM.
 - b. Representative national associations or groups of managers and senior hospital employees in European countries that have lodged an application for full membership with the EAHM. In this case, the maximum period of associate membership is two years from the date of receipt of the membership application by the General Assembly.
 - c. Public or private bodies or leading figures in hospital and public health management in European and non-European countries.
5. An associate member as defined in Article 2.4.a is admitted automatically upon payment of the annual membership fee to a national association of hospital managers. The General Assembly takes decisions on admitting associate members as defined in Articles 2.4.b and 2.4.c.
6. Associate Members shall be entitled to attend all events and to participate in all activities of the EAHM. They may not vote at General Assemblies. Associate members as defined in 2.4.a and 2.4.b are not obliged to pay a membership fee to the EAHM. Associate members as defined in 2.4.c pay a membership fee determined by the General Assembly.
7. Affiliate Members:
 - a. An association of hospital managers from a country which is not yet a member of EAHM can ask to become affiliate member.
 - b. The membership as affiliate member is automatically cancelled if another association of the same country joins EAHM as full member, or if the affiliated association become a full member of EAHM.
 - c. The affiliate member shall have a non-voting representative at the General Assembly. Affiliate members are excluded from the Board, from the Executive Committee and from the functions of President, Vice-president, Treasurer, Secretary General.
 - d. Their representatives may participate in EAHM working groups and subcommittees, but may not serve as chairman or vice-chairman. The affiliate members can't organize an EAHM congress.
 - e. The duration of membership as an affiliate member will be 4 years, ie identical to the term of office of the members of the Executive Committee. It will then be up to the General Assembly to verify whether an affiliate member can become a full member and then be entitled to have a representative in the Executive Committee.
 - f. An affiliate member not necessarily needs to be an association of a European country. Then the affiliate member cannot become a full member after 4 years. Such an association will remain an affiliate member.
 - g. Membership as an affiliated member is subject to specific fees. Affiliate members as defined in 2.7. pay a membership fee determined in the Standing Orders.

ARTICLE 3 : EAHM Bodies

1. The bodies of the association are:
 - a. The General Assembly (Article 4)
 - b. The Executive Committee (Article 5)
 - c. The Board (Article 6)
 - d. The President (Article 7)
 - e. The Secretary General (Article 8)

ARTICLE 4 : General Assembly

1. The General Assembly is the supreme body of the Association. It is composed of full members of the EAHM. Each country has 4 votes in the General Assembly. Where a country has two or more full members, the national associations apportion, on their own authority, the votes among themselves. Where agreement cannot be reached, the Executive Committee shall apportion the votes. In order to exercise a vote, delegates must present written authorisation from the full member.
Full members may authorise another member from the same country to act as their representative. They may not authorise a full member from another country to act as their representative.
Decisions are taken by counting the votes cast by the full members present and/or duly represented.
2. Ordinary General Assemblies and Extraordinary Assemblies are convened by written invitation by the President, or under his authority, by the Secretary General. Invitations to Ordinary General Assemblies must be dispatched or announced to the full members at least 28 days in advance and must give notice of the agenda. Ordinary General Assemblies must be held at least once a year. Extraordinary General Assemblies are convened by the Executive Committee at the request of at least three quarters of the members of the Executive Committee, or when a motion to this effect is endorsed by at least one third of the entire votes of the full members. Motions must be signed by the movers of the motion and sent in writing to the President through the General Secretariat.
3. *The Ordinary General Assembly of the new financial year deals with the following items:*
 - a. *Annual report.*
 - b. *Cash and property report.*
 - c. *Auditors' report.*
 - d. *Approval of the cash and property report and discharge of the Board.*
 - e. *Approval of the budget and fixing of the membership fees for the coming year.*
 - f. *Election of auditors.*
 - g. *Determination of the venue for the next Ordinary General Assembly.*
 - h. *Election of the President, the Vice President, the members of the Board and the other members of the Executive Committee.*
 - i. *Decision on the dissolution*
 - j. *Modification of statutes*
 - k. *Admission and exclusion of members*
 - l. *Revocation of the Board and the Executive Committee*

The Executive Committee may place further items on the agenda.

Every Ordinary General Assembly of the financial year is at least to decide on points a. to g..

4. A majority of three-quarters of the votes of full members is needed to admit to the agenda motions submitted by full members. Motions for dissolution of the Association are inadmissible as a supplement of the agenda.
5. The General Assembly (Ordinary or Extraordinary) is presided over by the President or the Vice President. Where neither is able to preside over the General Assembly, another member of the Board shall fulfil this task. Once approved by the General Assembly, the minutes of the meeting are signed by the Chairman and President and entered into a numbered book of minutes. The book of minutes is held at the General Secretariat and is made available for scrutiny at the General Assembly.
6. The quorum of the General Assembly is reached if one half of the votes are legally represented. In the event of failure to reach a quorum at the General Assembly, the next General Assembly will be held at least 4 hours after the inquorate meeting. This General Assembly is deemed quorate, irrespective of the number of full members in attendance.
7. Unless otherwise provided for, decisions of the General Assembly are passed by a majority of the votes polled by full members. Abstentions are counted as such. In the event of equality of votes, the motion is rejected. The modifications of the statutes require a majority of three-quarters of the votes.
8. The election of the President, Vice-President, members of the Board and members of the Executive Committee is conducted by secret ballot. *These persons are chosen from the representatives of full members and in this function.* A candidate is elected if he receives more than one half of the valid votes. If the first ballot does not produce a majority, a second ballot is held between the two candidates with the highest number of polled votes. In the event of several candidates receiving an equal number of votes, candidates for the second ballot are decided by lot. Should the second ballot produce an equality of votes, the final decision is taken by lot. The election of the President, Vice-President, members of the Board and members of the Executive Committee is presided over by an electoral committee elected from among the General Assembly and consisting of at least three members.
9. At the behest of a member of the Executive Committee, the General Assembly may award the title of Honorary Member to individuals who have performed outstanding services to the EAHM.

ARTICLE 5 : The Executive Committee

1. The Executive Committee consists of:
 - The President,
 - the Vice-President,
 - five members of the Board and
 - one representative for each country with at least one full member that is not represented by one of the 5 members of the Board or by the Vice-President.The immediate Past-President and the Secretary General have a consultative voice in the Executive Committee.
The Presidents and the Vice-Presidents of the Subcommittees can be invited to the Executive Committee.
2. The Ordinary General Assembly elects, from among the candidates proposed by the full members, the President, the Vice-President, five further Board members and the members of the Executive Committee in accordance with Article 5.1.
3. The term of office of the Executive Committee commences on completion of the election and lasts for 4 years after which new elections are held by the ordinary General Assembly.
Members of the Executive Committee may stand for re-election. However, the office of President may not be held by the same person for more than 4 years.
4. Should a member of the Executive Committee retire from office during his 4-year term, the Executive Committee may appoint a successor for the rest of his term and until new elections are held. Members of the Executive Committee who lose their function as representative of a full member, lose their mandate in the Executive Committee.
5. The Executive Committee is in charge of all decisions that do not fall under the jurisdiction of other bodies. It issues Standing Orders.
6. The Executive Committee is convened by the President or, at his request, by the Secretary General, as often as is required but not less than twice a year. The announcement of the meeting must contain notification of the agenda. Upon motion of at least half of its members, a meeting of the Executive Committee must be convened by the President or, at his request, by the Secretary General, within two months.

7. The quorum of the Executive Committee is reached if more than half of its members are present. Unless otherwise provided for by the statutes, decisions are passed by a majority of the members present. In the event of equality of votes, the motion is rejected. The Secretary General logs decisions taken by the Executive Committee in a signed record of the minutes, which is drawn up in the three official languages of the EAHM. Each full member receives a copy of the minutes before the next meeting. The minutes must be presented to the next meeting of the Executive Committee for approval. On approval by the Executive Committee, the record of the minutes is signed by the Chairman and kept in the General Secretariat.

ARTICLE 6 : The Board

1. The Board consists of the President, the Vice President and of five members. The immediate Past-President and the Secretary General assist the members, with a consultative voice. Unless the Board decided to meet without the Presidents and the Vice-Presidents of the Subcommittees, they will be invited to participate as a non-voting member to the Board.
2. In the event of the Vice President or one of the five Board members resigning or being rendered unfit to carry out their duties before their term of office expires, or loose their function as representative of a full member, the Executive Committee at its next meeting will appoint a new Vice President or Board member for the remainder of their term of office.
3. The Board prepares the meetings of the Executive Committee and oversees the implementation of such decisions taken by the General Assembly or the Executive Committee. The Board takes decisions on urgent matters that arise in the period between meetings of the Executive committee, respecting the prerogatives conferred to the President. The competences of the Board in relation to the Executive Committee are regulated by the Standing Orders.
4. The Board supervises the expenditures, their payment, ensure the income of membership fees and supervises the financial management of EAHM. It can delegate tasks. The Board also fixes the terms and conditions for the contract with the Secretary General.
5. The Executive Committee is informed of the decisions taken by the Board in the form of the minutes of the meeting.

ARTICLE 7 : The President

1. The President is elected by an Ordinary General Assembly among the candidates proposed by the Board. The Board must ensure, that the proposed candidate(s) have appropriate qualifications and/or experience at top level management in hospital/health management environment. The President is elected for a period of 4 years. He/she may not stand for re-election. In the event of the President resigning or being rendered unfit to carry out his duties before his term of office expires *or loses his quality as a representative of a full member*, he/she will be replaced by the Vice President until the next General Assembly, which will elect a new President to serve for the remainder of the term of office.
2. The President is the legal representative of the EAHM. If he/she is unable to represent the Association, authority to do so is delegated to the Vice-President. If the latter is unable to represent the EAHM, authority is delegated to another Board member. Proof of inability to represent the EAHM is not required.
3. The President invites to General Assemblies as well as to the meetings of the Executive Committee and Board and draws up the agenda for these. He/she chairs the meetings and executes its decisions with assistance of the Secretary General.
4. The President orders expenditures and ensure their payment. Delegation of this task is possible.
5. The Standing Orders determine the powers of the President in internal matters.

ARTICLE 8 : The Secretary General

1. The Executive Committee designates the Secretary General. He/she cannot be chosen from between the members of the Executive Committee. A contract approved by the Board governs terms and conditions of the function. He/she is in charge of the General Secretariat. He/she assists the President who can delegate tasks to execute the decisions taken by the General Assembly, the Executive Committee and the Board and to represent EAHM.
Delegations describe the power he/she is being given with regards to the ordering and execution of payments, the receipt of income and the management of accounts of EAHM.

Delegations describe the power he/she is being given with regards to the ordering and execution of payments, the receipt of income and the management of accounts of EAHM.
2. He/she assists with consultative voice the meetings of the Executive Committee, the Board and the General Assembly and ensures the secretariat of meetings.

3. The Secretary General reports about his action during meetings of the Board. Next to this, he/she renders account to the President.
4. The Secretary General is responsible to the Board and reports on his activities to meetings of the Board. The Board may, with good reason and in accordance with the conditions set out in the contract, dismiss the Secretary General before the end of his term of office.

ARTICLE 9 : Audit of accounts

1. External Audit

The Executive Committee shall designate an external auditor for the period of three years. The auditor shall fulfil his mission in respect of French law for this profession.

2. Internal audit

Complementary to the External Audit, two Auditors supervise and audit the accounts. They are elected by the Ordinary General Assembly annually from among the associate members as described in Article 2.4 a. They provide both the Executive Committee and the General Assembly with an audit report. They may be re-elected.

ARTICLE 10 : Dissolution of the EAHM

1. A motion to dissolve the EAHM is admissible provided it receives at least one third of the votes of full members.
2. The General Assembly asked to decide on the dissolution can take a decision only if at least half of the full members of the association are present. If this quorum is not reached, the General Assembly is convened again with the same agenda within 15 days.
In this second meeting, the General Assembly can take a decision, if at least one third of the full members are present.
3. The dissolution is pronounced by a General Assembly with a majority of 3/4 of votes of ordinary, present members.

ARTICLE 11 : Non-profit status

1. Members are not entitled to a share of the assets of the EAHM. No person may receive disproportionately high reimbursements, or funds for purposes that are alien to the mission of the EAHM. Reserve funds of the EAHM are to be accumulated as far as required for the efficient fulfilment or safeguarding of the purposes of the EAHM.
2. Following the dissolution of the EAHM and the payment of legal liabilities, the remaining assets will be used for the promotion of the objectives outlined in Article 1.3

ARTICLE 13 : Coming into force of the statutes

1. The revised Statutes will come into force once approved by the General Assembly meeting on 11 September 2019. They will replace the version valid until that date.