



Constitution of the International Hospital Federation

Adopted in Chicago – October 2015

Preamble

Recognising that the ethical, scientific, organisational and financial basis as well as the realities of the health and hospital systems united within the International Hospital Federation (IHF) are and will remain significantly varied, the Member Organisations of the IHF agree on the following common values and principles which are inherent to providing health care services:

- **Universality of health care:** Different approaches to the coverage of costs and the financing of the provision of services aside, no one should be barred access to healthcare
- **Good quality health care:** In recognition of the different levels of quality of care and scientific development, patients are entitled to the best quality of care which is achievable for them within their own systems of health care.
- **Patient-centred health care:** Member Organisations of the IHF aim to deliver patient-centred and transparent health care services, involving patients in the planning and organisation of their treatment, providing a high level of safety and to enable fair redress if failures are committed.
- **Equity and solidarity:** The Member Organisations of IHF are seeking to bridge the inequalities in the provision of health care services by solidarity which is to be granted regardless of ethnicity, gender, age, the social status and the ability to pay.
- **Evidence and dignity:** New challenges for health care provision as there are demographic, economic and further technological developments will be reflected by Member Organisations of the IHF in a manner which is based on evidence and guarantees the utmost protection of the dignity and integrity of human beings.

Sharing these common values and principles, the Member Organisations of the IHF have given the following constitution to the International Hospital Federation:

Text

Article

General provisions

1. **Name, Character and Mission**
 - 1.1. : The organization will carry the name of International Hospital Federation. It will also use and be known by the abbreviation IHF.
 - 1.2. : The International Hospital Federation is the global association of healthcare organizations, which includes in particular, but not exclusively, hospital associations and representative bodies as well as their Members and other health care related organizations. The character of the IHF is that of an independent, not for profit, non-governmental organization.

- 1.3. : The mission of the International Hospital Federation consists of:
- a. contributing to better health for all people around the world through the advancement of appropriate and properly-managed healthcare organizations and facilities;
 - b. contributing to enhancing the performance of health care organizations by supporting initiatives to improve their responsiveness, efficiency, effectiveness, equitable access and quality of care;
 - c. contributing to the development of effective healthcare management;
 - d. offering a platform for free exchange of ideas, expertise and information among the global community of healthcare organizations and management professionals;
 - e. supporting activities leading to a better recognition of the role and functions of health care organizations in general, and hospitals in particular;
 - f. taking positions on global issues affecting health care facilities operations, practices and policies;
 - g. acting as the global representative of its Members in the dialogue with other global organizations.
- 1.4. : The International Hospital Federation will pursue its mission through:
- a. organizing international congresses, field study courses, conferences, courses and seminars in healthcare policy, operation and management;
 - b. producing hospital and other healthcare services publications of various nature;
 - c. supporting and engaging research on hospital and other healthcare services;
 - d. maintaining an information centre and providing knowledge brokerage services on hospital and healthcare services organizations
 - e. providing expertise and advisory services on hospital and health care for policy, operation and management;
 - f. undertaking such projects or programmes or other initiatives as deemed appropriate to accomplish its mission.

2. **Legal Status and Seat**

- 2.1. : The International Hospital Federation is a non-profit association governed by the present statutes and secondarily by Article 60 ff of the Civil Law Code of Switzerland.
- 2.2. : The legal seat of the IHF is in Geneva, Switzerland.
- 2.3. : The office facilities of the Secretariat may be located in any other country, polity or circumscribed region having a Full Member in the IHF, as decided by the General Assembly on recommendation by the Governing Council.

3. **Official Language**

- 3.1. : The IHF will use English as its official language of communication.

Membership

4. Membership Categories

- 4.1. : The International Hospital Federation acknowledges three categories of Membership.
- 4.2. : Full Membership is open to any association or organizational body deemed representative of the healthcare organizations, in particular but not exclusively hospitals, in a country, a polity or a circumscribed region of the world. The General Assembly, on recommendation by the Governing Council, may make special provisions in circumstances of a very exceptional nature as deemed to serve best the interests of IHF. Full Membership designation will be set out in a Bylaw.
- 4.3. : Associate Membership is open to healthcare organizations, in particular but not exclusively hospitals, and other institutions having a distinct relationship with the provision of healthcare, which are not eligible for Full Membership. Associate Membership is also open to associations or bodies deemed representative of healthcare organizations that are not eligible or otherwise unable to become Full Members.
- 4.4. : Honorary Membership for life is awarded to persons or organizations who have rendered exceptional services to the IHF or distinguished themselves in the fields relating to the mission of the IHF.

5. Membership: Admission, Suspension and Termination

- 5.1. : Membership of the IHF may be attained by a formal and documented request, addressed to the CEO.
- 5.2. : Membership commences and may be suspended or terminated by decision of the IHF according rules described in the Bylaws.
- 5.3. : Membership may be suspended or terminated by the IHF on the grounds that a Member, despite repeated admonition:
- a. does not fulfil its obligations, pecuniary or otherwise, to the IHF;
 - b. does not behave according to the rules and regulations of the IHF;
 - c. behaves in a way harmful to the reputation of IHF, the fulfilment of its mission, its relationship with third parties or its internal proceedings;
 - d. behaves in any other way which means it can no longer reasonably be demanded of the IHF to continue the Membership.
- 5.4. : Membership may be terminated by a Member by January 1st of each year, giving notice in writing to the CEO at least three months in advance. Notice given after the minimum period of three months will terminate the Membership but maintain the obligation to pay the Membership dues for the upcoming year. All other obligations, pecuniary or otherwise, of the Member existing to the date of termination will still have to be fulfilled.
- 5.5. Examination of the Membership application will be described in a Bylaw indicating the procedure and the timeframe.

6. **Membership: Rights and Obligations**

- 6.1. : All Members of equal Membership Category are entitled to equal rights, respect and trust in their relationship to IHF and their relationship towards other Members. IHF sees to it that all Members, in accordance with their Membership Category, have equal access to the facilities, proceedings, information and governance of IHF.
- 6.2. : All Members are obligated to fulfil their pecuniary and other obligations as a Member, contribute to the best of their abilities to the realisation of the mission of the IHF and the advancement of its reputation globally.
- 6.3. : All Members are entitled to be invited to, to be present at and to be recognized as a speaker at the General Assembly.
- 6.4. : Full Members have the right to vote in the General Assembly and have the right to propose from their ranks elected Members of the Governing Council.
- 6.5. : Associate Members have the right to appoint representatives to the Governing Council according rules described in the Bylaws.

Governance

7. **Organs and designated positions of IHF**

- 7.1. : The International Hospital Federation will have three organs:
 - a. The General Assembly
 - b. The Governing Council
 - c. The Executive Committee.
- 7.2. : The International Hospital Federation will have five designated positions in its governance structure:
 - a. The President
 - b. The President-Designate
 - c. The Immediate Past President
 - d. The Treasurer
 - e. The Chief Executive Officer (CEO). As a paid employee, the CEO will only have a consultative vote in the organs: General Assembly, Governing Council and Executive committee.
- 7.3. : Organs of the IHF are entitled to make Bylaws regarding the domain of their responsibilities. Bylaws may not contradict the provisions of the Constitution. Should a conflict arise, the provisions of the Constitution take precedence. All bylaws must be approved by the Governing Council except the ones decided by the General Assembly.

8. **The General Assembly**

- 8.1. : The General Assembly is the formal decision-making body of all Members. The CEO is responsible for organizing the General Assembly and preparing the minutes.
- 8.2. : Responsibilities of the General Assembly are the following:
 - a. To elect and dismiss the Full Members of the Governing Council.
 - b. To elect the President on recommendation by and from the Members of

the Governing Council. The elected President will take office after two years spent as President-Designate.

- c. To elect, suspend and terminate the Honorary Members of IHF, on recommendation by the Governing Council.
- d. To appoint, suspend and dismiss the Treasurer, on recommendation by the Governing Council.
- e. To serve as a Board of Appeal for decisions regarding Full Membership made by the Governing Council.
- f. To decide on the approval of the annual activity report and annual financial reports of the IHF.
- g. To determine the Membership dues scheme for all Members of the IHF.
- h. To decide on the approval of long-term policy and strategy.
- i. To decide on the location of the IHF offices, on recommendation by the Governing Council.

8.3. : The General Assembly will be held at least once a year and at any other time on convocation by the Governing Council or because of the expressed wish of at least one fifth of the Full Members.

8.4. : The General assembly can be physical or virtual but a physical meeting will be held at least every two years. Convocation and rules of procedure of, and decision-making by, the General Assembly will be set out in a Bylaw.

9. **The Governing Council**

9.1. : The Governing Council is the organ charged with the overall governing of the affairs of the IHF, within the boundaries of the authority of or authorization by the General Assembly.

9.2. The responsibilities of the Governing Council are the following:

- a. To represent the IHF in its relations with third parties.
- b. To authorize legal action by IHF going beyond the mandate given to the CEO as indicated in bylaws.
- c. To appoint, suspend and dismiss the CEO.
- d. The recommendation for election to the General Assembly of a President.
- e. The recommendation for election to the General Assembly of a Treasurer.
- f. The recommendation to the General Assembly for appointment, suspension and termination of Honorary Members.
- g. The instruction of the Treasurer and the CEO.
- h. To serve as a Board of Appeal for decisions regarding Associate Members by the Executive Committee.
- i. To decide on the approval of the annual report and annual financial report, for ultimate approval by the General Assembly.
- j. To establish Special Interest Groups and committees as well as to adopt provision for establishing geographical chapters.
- k. To decide on proposals for long term policy and strategy, to be approved by the General Assembly.
- l. To adopt policy statements to voice IHF recommendations and/or concerns to health care organizations.
- m. The recommendation to the General Assembly on the location of the IHF offices.
- n. All other responsibilities, not explicitly attributed to the General Assembly, fall to the Governing Council. In those instances unforeseen by this Constitution the Governing Council will make a decision.

- 9.3. All elected Members of the Governing Council are appointed and dismissed by the General Assembly. Dismissal will be carried out according to provision in the bylaws.
- 9.4. The Governing Council may suspend, by a majority of two third of present Members, any elected Member of the Governing Council, on the same grounds as valid for dismissal by the General Assembly. The Governing Council will inform the General Assembly as soon as possible and, if there is no foreseeable remedy to the cause of the suspension, request the dismissal of said Member of the Governing Council.
- 9.5. Elected Members of the Governing Council holding a designated position may, in accordance with the provisions of Articles 9.3 and 9.4, be suspended or dismissed for holding their designated position, whilst continuing as a regular elected Member of the Governing Council.
- 9.6. Elected Members of the Governing Council may at all times voluntarily resign their position. Elected Members of the Governing Council holding a designated position may request to be relieved from the duties of the designated position, whilst continuing as a regular elected Member of the Governing Council.
- 9.7. Should a vacancy in the Governing Council occur before the normal expiry of the term the Governing Council will fill it by co-opting a person from the original elected Full Member in accordance with that Full Member.
This co-opted person will hold office until the next General Assembly that will consider any recommendation the Governing Council may make.
- 9.8. : The composition of the Governing Council will be governed by the following provisions. Additional provisions will be made in a Bylaw.
- a. The Governing Council will have elected and designated Members
 - b. The number of elected and designated Members will be set out in a Bylaw.
 - c. The representative of the organization hosting the IHF Secretariat in Geneva will be granted a permanent seat at the Governing Council.
 - d. Elected and designated Members of the Governing Council serve a term of three years, renewable one time.
 - e. The term in the previous provision may be lengthened insofar and for so long as is needed to serve as President-Designate, President and/or Immediate Past President.
 - f. All the Members act voluntarily and receive no compensation for their elective activities for the IHF. For activities exceeding the usual function, Members may receive appropriate compensation.
- 9.9. : The CEO will participate in the Meetings of the Governing Council with a consultative voice and will operate as its Secretary, unless on occasion decided otherwise by the Governing Council.
- 9.10. : The Governing Council will convene at least twice a year and at any other time on convocation by the President or because of the express wish of at least five of its Members.
- 9.11. Convocation and rules of procedure of, and decision-making by, the Governing Council will be set out in a Bylaw.

10. The Executive Committee

- 10.1. : The Executive Committee is the organ charged with overseeing the day to day running of the operations of IHF, conducting the affairs in between Meetings of the Governing Council, and supporting the CEO, within the boundaries of the authority of or authorization by the Governing Council.
- 10.2. : The Executive Committee consists of the President, the President-Designate, the Immediate Past President and the Treasurer.
- 10.3. The CEO will participate in the Meetings of the Executive Committee and will operate as its Secretary, unless on occasion decided otherwise by the Executive Committee.
- 10.4. : The Executive Committee will be summoned by the President at least once a year and as often as will be considered necessary. It will also meet if the majority of its Members so desire. A telephone conference will stand for a Meeting.
- 10.5. The quorum for a Meeting of the Executive Committee will be three Members. Decisions will be taken by simple majority vote of the Members present.
- 10.6. Decisions external to the meeting of the Executive Committee by way of email or other electronic exchange may be taken, if and when the majority of all Members will consent to such a procedure.

11. The President, President-Designate and Immediate Past President

- 11.1. : The President is the functionary representing IHF as a figurehead and chairing the Meetings of all organs of the IHF.
- 11.2. : In the absence of the President she/he will be substituted by, in order of precedence, the President-Designate, the Immediate Past President or a Member of the Governing Council depending on the seniority in years served on the Governing Council.
- 11.3. : The President is appointed by the General Assembly to serve a term of two years, on recommendation by the Governing Council from its own ranks among Full Members. Two years prior to his actual execution of the duties of the Presidency she/he will serve as President Designate. The two years after the Presidency she/he will serve as Immediate Past President. The General Assembly may, for reasons of continuity and in the best interests of IHF, decide to lengthen the term as Immediate Past President for one additional term of two years, should this be opportune for reasons relating to the provisions in Articles 11.4 through 11.6. or for other reasons.
- 11.4. : Suspension or dismissal of the President, President-Designate and Immediate Past President is governed by the provisions in Articles 9.3 through 9.5 of the Constitution.
- 11.5. : Should the Presidency become vacant before the expiry of the normal term of, the office will be assumed by, in order of precedence, the President-Designate, the Immediate Past President or a Member of the Governing Council, depending on the seniority in years served on the Governing Council. The President-Designate, in such circumstances, will continue the office through the regular term of President. In all other instances the General Assembly will as

soon as possible elect a new President in accordance with the provisions of the Constitution.

- 11.6. : A vacancy in the office of President-Designate or Immediate Past President may not be filled by co-option or appointment. The Governing Council will see to it that the number of Members of the Executive Committee will be brought to four by appointing one of the Members of the Governing Council, who will remain in office for the duration of the unexpired term of the President-Designate of Immediate Past President only.

12. **The Treasurer**

- 12.1. : The Treasurer is the functionary charged with overseeing the financial status of the IHF. He is the main contact in the Governing Council for the CEO in developing financial policies, drawing up the annual budget, designing financial reporting and framing proposals for the Membership dues scheme.
- 12.2. The Treasurer will be supported by an Audit and Finance Committee composed of the Treasurer and 4 additional Members elected by and from the Governing Council. Specific provision governing the Audit and Finance Committee will be set in bylaws.
- 12.3. The Treasurer is appointed, suspended and dismissed by the General Assembly from amongst Governing Council Members. The appointment is for the duration of one year. Re-election is possible.
- 12.4. The suspension and dismissal of the Treasurer is governed by the provisions in Articles 9.3 through 9.5 of the Constitution. Suspension or dismissal requires a two-third majority in the Governing Council.

13. **The Chief Executive Officer (CEO)**

- 13.1. : The CEO is responsible to the Governing Council for the following:
- a. running the business of the IHF, including the day to day operations of the IHF, the care of the IHF office facilities, IHF publications, the planning, coordination or implementation of conferences, congresses or other initiatives Associated with the work of the IHF, the relationships with and support of IHF Members, the promotion and furtherance of the mission, aims and objectives of the IHF, the planning and implementation of Membership drive, the engagement and dismissal of staff, the appropriation of funds and the expenditure according to the approved budget.
 - b. Preparing and executing policymaking by the organs of IHF.
 - c. Acting as a Secretary and keeping records of the proceedings of the organs of the IHF.
 - d. Representing the IHF in third party meetings
 - e. Organizing supervision of analytical work undertaken under the auspices of the IHF
 - f. Carrying out any other duties the Governing Council may require.
- 13.2. : The CEO is appointed, suspended and dismissed by the Governing Council.

14. **Financial Governance**

- 14.1. : The International Hospital Federation will acquire its funds through:
- a. Membership dues

- b. Retributions for services and activities
- c. Grants and subsidies
- d. Donations
- e. Legacies
- f. Other financial means, within the bounds of the law and ethical conduct.

- 14.2. : Provisions for the recovery of Membership dues are set out in a bylaw.
- 14.3. : The fiscal year of IHF will be the period from January 1st to December 31st each year.
- 14.4. : All funds shall be used in conformity with the association's aims.
The Treasurer will submit official statements regarding the financial status of the IHF annually to the Governing Council and annually to the General Assembly.
Additional provisions will be set in a Bylaw.

Revision and Dissolution

15. Revision of the Constitution

- 15.1. : A proposal by any Member to change the Constitution must be submitted in writing to the Governing Council at least six months prior to the next Meeting of the General Assembly.
- 15.2. : The Governing Council will decide by simple majority vote on forwarding the proposal, amending it or making any proposal of its own to forward to the General Assembly for a decision.
- 15.3. : Decisions on any change in the Constitution will be decided on by a two-third majority of the General Assembly present, convened according to the provisions of this Constitution and its Bylaws.

16. Dissolution of the IHF

- 16.1. : The dissolution of the IHF will, on recommendation by the Governing Council, be decided on by a two-third majority of the General Assembly present, convened according to the provisions of this Constitution and its Bylaws.
- 16.2. : In the event of the IHF being dissolved, the liquidation will be carried out by the Governing Council, which will allot the assets to a non-profit organization pursuing goals of public interest similar to those of the organization benefiting from tax exemption. The assets cannot be returned to the founders or Members nor be used to their own profit.

The Governing Council will nominate an administrator in charge of liquidation of all the existing legal entities created according to the purpose of IHF according the provision set in Article 16.2.