



INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS

***PREAMBLE : This document consists of the Constitution (the main text) and By-Laws (in attachment) for the International Hospital Federation.***

***The Constitution is for long term and can only be changed by a majority of the IHF Biennial General Assembly.***

***The By-Laws are aiming at the operationalizing and execution of the intents of the Constitution and can be changed by decisions by the Governing Council.***

## **CONSTITUTION**

### **Article I - Name, Aims and Headquarters**

1. The International Hospital Federation (hereinafter referred to as the Federation) is an independent, non-governmental, non-political body for the study and investigation of all matters pertaining to hospitals and other health services fields. This recognises the ever changing roles of hospitals as part of a larger system of health services as well as emphasising that hospitals are significant and leading actors in this endeavour. The larger system includes nursing care, care of the elderly, primary health medical care, mental health etc. In pursuance of these objectives the Federation shall:
  - 1.1(a) Organise international congresses, field study courses, conferences, management courses and seminars in hospital and other health services management and health facility architecture;
  - 1.1(b) Publish hospital and other health services publications;
  - 1.1(c) Grant fellowships for hospital and other health services professionals' study and research;
  - 1.1(d) Maintain an information centre on hospital and other health service organisations, hospital and other health service facilities management and architecture;
  - 1.1(e) As resources permit, undertake such projects or programmes as are considered appropriate by the Governing Council.
2. The Federation is constituted under Article 60 ff of the Civil Law Code of Switzerland, which is the basic law of the Federation. The legal headquarters are in Geneva. The Secretariat may be located in any member country (article II) as determined by the General Assembly on the recommendation of the Governing Council. A decision to move the Secretariat shall require a two-thirds majority vote in the General Assembly (Article IV/5).



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

**Article II - Membership and Voting Rights**

1. All membership of the Federation shall be subject to the approval of the Executive Committee. There shall be five categories of members as follows:

**A members** Any national and/or regional health care organisation or body whether governmental or non-governmental concerned with the hospitals or other health services providers in a country shall be eligible for membership PROVIDED THAT any health care organisation or body whether governmental or non-governmental concerned with the hospitals or other health services providers in a nation and/or region may become or remain a member if organisations of a similar nature within that nation and/or region have been accepted as members of reputable international organisations.

A member under this category shall be known as 'A' member. 'A' members alone shall have the right to vote in the General Assembly.

**B members** Hospitals and other institutions directly connected with the provision of health care.

**C members** Individuals in any of the health care and health service management professions.

**D members** Companies engaged in supplying goods and services to the health care field.

**E members** Honorary members, being persons or organisations elected by the General Assembly who have rendered special services to the Federation or who have distinguished themselves in hospitals and other health services field (Article IV/4(c)).



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

**Article III - Organs of the Federation**

The organs of the Federation shall be:

- (a) The General Assembly;
- (b) The Governing Council;
- (c) The Executive Committee.

**Article IV - General Assembly**

1. The General Assembly is the Assembly of members, in all categories of the Federation and shall meet at least once every two years. Notice of a meeting with date, place and agenda, as determined by the Executive Committee, shall be sent to every member at least three months in advance.
2. All members shall be entitled to be present and speak at meetings of the General Assembly, but only 'A' members may vote.
3. A nation and/or region of a country shall have six votes in the General Assembly. This number may be altered by the Governing Council provided all nations and/or regions who are members receive an equal number of votes. When there are two or more 'A' members in a nation and/or region, they shall apportion the votes as they may decide but in the event of disagreement the apportionment shall be made by the Governing Council.
4. At its ordinary meetings, the General Assembly shall:
  - (a) Elect members to the Governing Council;
  - (b) Elect, on the proposition of the Governing Council, the President-Designate, who must already be a member of the Governing Council;
  - (c) Elect honorary members of the Federation on the proposition of the Governing Council;
  - (d) Deal with the reports of the President and the Director General and the financial statements of the Federation submitted for its approval;
  - (e) Deal with all matters not within the statutory powers of the Governing Council or the Executive Committee.
5. The quorum for a meeting of the General Assembly shall be constituted if the 'A' members represented have an absolute majority for the total votes of the 'A' members. The decisions of the Assembly shall be taken by a simple majority of votes cast by those present and entitled to vote, except in so far as a change in location of the Secretariat (Article I/2), the revision of the Constitution (Article XIII) or the dissolution of the Federation (Article XIV) are concerned.
6. No motion shall be submitted to the vote of the General Assembly unless it has been considered previously by the Governing Council, who shall report thereon to the General Assembly. However, new business may be considered by the General Assembly upon approval by



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

a two-thirds majority of the votes of the 'A' members present and constituting a quorum (Article IV/5) provided that any action which may be recommended by the General Assembly shall be subject to examination by the Governing Council. Such new business shall not, however, relate to a change in the location of the Secretariat (Article I/2), the revision of the Constitution (Article XIII) or the dissolution of the Federation (Article XIV).

7. The General Assembly shall have Rules of Procedure for the conduct of its meetings set by by-laws (see by-laws in attachment)
8. An extraordinary meeting of the General Assembly may be called by the Governing Council and shall be called on the requisition of 'A' members comprising of one-fifth of the total number of votes.

**Article V - Governing Council**

1. (a) The Governing Council is elected by the General Assembly and shall be composed of twenty-one members, including the President, the President-Designate, the Past-President and the Treasurer. The Director General participates in its meetings and functions as secretary.
- (b) The President-Designate shall be elected by the General Assembly every two years. After two years in that office he/she shall succeed to the office of President which he/she shall hold for two years. On relinquishing the Presidency he/she shall serve as Immediate Past President for two years.
- (c) The other members of the Governing Council shall serve six years, a third of them being elected every two years.
- (d) The Treasurer shall be elected by the Governing Council from among its members.
2. No past member of the Governing Council shall be eligible for re-election until two years have elapsed since he/she was a member.
3. (a) Only persons representing 'A' members of the Federation are eligible for membership of the Governing Council and not more than one person from any one nation and/or region may be a member of the Governing Council at any one time.
- (b) Each nation and/or region of a country shall have the right to propose not more than one person for election to the Governing Council. If there are more than one A-Member in a nation and/or region of a country, they have to agree on one candidate. Not later than ninety days before the meeting of the General Assembly the Director General shall ask all 'A' members for the names of those whom they wish to recommend. In the event of an 'A' member proposing someone of another nation and/or region, the agreement of the nation and/or region to which he/she belongs must be obtained, either by the proposer or by the Director General, before the person's name is entered on the voting list. 'A' members when proposing candidates for the Governing Council will have to ensure that the nominated candidates meet criteria set by the Governing Council.



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

- (c) The names proposed by the 'A' members shall be considered by the Executive Committee who, in order to preserve an appropriate balance and rotation among nations and/or regions who are members, may with the agreement of the 'A' members concerned, add as many names to the voting list as there are vacancies to be filled. The names on this list shall be entered on the voting papers by the Director General who shall send them to all the 'A' members at least thirty days before the date fixed for the meeting of the General Assembly.
- (d) If a vacancy in the Governing Council occurs other than by the expiry of a member's term of office, the Governing Council shall fill it by co-opting a member of the Federation of the same nation and/or region as that of the member whose seat is vacant, in agreement with the 'A' member(s) of the nation and/or region concerned.

The co-opted member shall hold office until the next ordinary meeting of the General Assembly who shall consider any recommendation, which the Governing Council may make.

4. The Governing Council shall meet once per year and at any other time when convened by the President.
5. The quorum for a meeting of the Governing Council shall be twelve members. Its decisions shall be taken by a simple majority vote of the members present, except in so far as action to relieve a member of the Executive Committee of his office (Article VI/3) is concerned, and subject to rules governing voting by correspondence (Article VIII).
6. Subject to the prerogatives of the General Assembly, the Governing Council shall be responsible for conducting the affairs of the Federation. In particular it shall represent the Federation in its relations with third parties, subject to the proviso that all legal documents shall bear the joint signatures of the President and the Director General. The Governing Council shall also approve the biennial report and financial statements to be submitted to the General Assembly; elect from among its number the Treasurer; propose from among its number, the President-Designate for election by the General Assembly (Article IV/4(b)); and give the Treasurer and Director General any instructions which may be necessary.
7. Subject to the powers of the General Assembly and to any other provisions of these statutes, the Governing Council :
  - a) May delegate to the Executive Committee duties and responsibilities for conducting the affairs of the Federation between its meetings.
  - b) May set and change by-laws for subsequent ratification by the IHF Biannual General Assembly.



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

**Article VI - Executive Committee**

1. The Executive Committee shall be composed of the following four members of the Governing Council: the President, the President-Designate, the Immediate Past-President and the Treasurer.
- 2.(a) The President of the Federation shall preside at the meetings of the General Assembly, the Governing Council and the Executive Committee. In the absence of the President, the President-Designate or, if he/she is absent, the Past-President shall preside and if neither is present, the senior Governing Council member by number of served years in the Council shall take the chair.
  - (b) Should the Presidency become vacant before the expiry of the normal term of the incumbent, the President-Designate shall assume that office for the unexpired term of his/her predecessor and then continue through his/her regular term as President. If the office of President-Designate is unfilled when the vacancy occurs, then the Past-President or, if there is none, a senior Governing Council member by number of served years in the Council shall act as President until a new President is elected at the next General Assembly .
  - (c) A vacancy in the office of President-Designate or of Past-President may not be filled by co-option or appointment, but the number of members of the Executive Committee shall be brought to four by the election of one of the Governing Council members who shall remain in office for the duration of the unexpired term of the President-Designate/Past-President only.
  - (d) Should the office of the Treasurer become vacant before the expiry of his/her normal term, the President shall appoint a member of the Governing Council to fill the vacancy until the next meeting of the Governing Council when the vacancy shall be filled by election (Clause 1 above).
3. The Treasurer shall serve for the full term of his/her membership of the Governing Council save that he/she may be relieved of his/her offices by the decision of the Governing Council taken by a majority vote of two-thirds of the members.
4. Subject to powers reserved to the General Assembly and in accordance with such duties and responsibilities as are assigned by statute or are delegated by the Governing Council (Article V/7), the Executive Committee shall be responsible for conducting the affairs of the Federation between meetings of the Governing Council.
5. The Executive Committee shall be summoned by the President at least once a year and as often as a meeting shall be considered necessary. It shall also meet if the majority of the members so desire.
6. The quorum for a meeting of the Executive Committee shall be three members. Its decisions shall be taken by a simple majority of the members present at the meeting subject to rules governing voting by correspondence (Article VIII).



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

**Article VII - Director-General**

The Director General shall be the chief executive officer of the Federation. He/she shall be appointed by the Governing Council and shall be responsible to it for the headquarters office, the Federation's publications, the engagement and dismissal of staff and for any other duties the Governing Council may require of him/her. He/she shall also be responsible for keeping records of the meetings of the General Assembly, the Governing Council and the Executive Committee.

**Article VIII - Voting by Correspondence**

When a decision is required on a matter which cannot be delayed until the next meeting of the Governing Council or the Executive Committee, as the case may be, the Director General may be authorised by the President to ascertain by correspondence the opinions of the members concerned and by a formal vote take any action deemed necessary in accordance with the majority opinion.

**Article IX - Official Languages**

The official languages of the Federation shall be French and English with Spanish being considered as a practical working language of the Federation, and such other languages as may be authorised by the Governing Council, who shall ensure that there are sufficient resources to meet the additional expenses involved.

**Article X – Finance**

The Treasurer or his/her designated representative shall submit financial statements of the Federation audited by a recognised firm of Chartered Accountants annually to the Governing Council and biennially to the ordinary meetings of the General Assembly. The financial year of the Federation shall be the period from the 1st January to the 31st December in every year.

**Article XI – Subscriptions**

1. Subject to maxima and minima which may be varied by the Governing Council, the subscription of 'A' members shall be based on the World Health Organization percentage scale. When there are two or more members in a member nation and/or region who are 'A' members, they shall share their national and/or regional subscription in such proportion as they may decide but in the event of disagreement, the apportionment shall be made by the Governing Council.



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

2. The method of assessing the annual subscription of 'B', 'C' and 'D' members of the Federation shall be determined by the Governing Council, but the actual rates shall be fixed by the Executive Committee, who may vary them annually if they deem it necessary, subject to the approval of the Governing Council being obtained by correspondence.
3. Subscriptions are due on admission to membership and subsequently on the 1st of January each year, but any new 'A' member joining after 30th June shall be required to pay only half the subscription for that year.

**Article XII - Termination of Membership**

1. In the case of an 'A' member whose subscription is in arrears the Governing Council shall decide when to terminate membership, but in any event an 'A' member whose subscription is two years in arrears shall be deemed to have resigned.
2. Members who have paid their subscription for the year by 31st December during the year in question, shall, in the case of 'B', 'C' and 'D' members, be deemed to have resigned their membership, which may however be revived upon payment of the arrears due before 30th June of the year following.
3. A member wishing to resign from membership shall give notice in writing to the Director General before the end of the year covered by the subscription.
4. Members who do not fulfil their obligations or who do anything prejudicial to the interest of the Federation may be excluded from the Federation by a resolution of the Governing Council, but they shall have the right of appeal to the General Assembly at its next meeting, their membership, however, remains suspended in the meantime.

**Article XIII - Revision of the Constitution**

Any proposal to alter this Constitution must be submitted in writing to the Governing Council at least six months before the next meeting of the General Assembly and such proposal shall only become effective after approval by a two-thirds majority vote of the members present and entitled to vote at the General Assembly.

**Article XIV - Dissolution of the Federation**

1. The dissolution of the Federation shall not be effected except as a result of three months notice by the Governing Council and by a two-thirds majority vote of the members present and entitled to vote at the General Assembly.



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

2. In the event of the Federation being dissolved, the liquidation shall be carried out by the Governing Council, who shall determine the disposal of the assets of the Federation and the proceeds of the liquidation in a manner consistent with the law under which the Federation is constituted and as far as possible for the benefit of international activities in the hospital and other health services field.

**Article XV - Authentic Text**

The Constitution shall be published in French, English and Spanish. The authentic text of this amended Constitution is the English Version, as amended on 16<sup>th</sup> December 2002. In case of difference of interpretation, reference should be made to the English text.

**Article XVI - Coming into Effect**

This revised Constitution replaces the Constitution of June 1965, the revised Constitution of June 1975, the revised Constitution of June 1989, the revised Constitution of Friday May 26, 1995, the revised constitution of Thursday May 17, 2001, and comes into effect on 4 of August 2003.



INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS

**Attachment**

**By-Laws :**

**Relating to Article I :**

*Chapters, working parties and any legal entity appointed by the Governing Council have to report through the Governing Council to the biennial assembly. Reports should at least include goals, activities, participants, relation to other bodies and plans for the future. Chairmen of chapters or working parties do not need to hold any other formal position within the IHF structure. Any legal entity such as corporate ones shall in its Board or equivalent include representation from the Governing Council.*

**Relating to Article II :**

*The definition of “region” shall be determined by the Governing Council and ratified by the Assembly. This definition may change over time depending on circumstances unknown before an A member candidate applies for the status of A member. Therefore, decisions on A membership will be made on a case-by-case basis.*

**Relating to Article IV/7 :**

**RULES OF PROCEDURE FOR THE CONDUCT OF MEETINGS OF THE  
GENERAL ASSEMBLY OF THE INTERNATIONAL HOSPITAL FEDERATION**

1. The President shall take the chair at all meetings of the General Assembly. In his/her absence the President-Designate, or if he/she is absent the Past-President, or failing either, the Senior Governing Council Member by number of served years shall preside (Article VI/2(a)). The Director General as Secretary of the General Assembly shall maintain a list of members and be responsible for the minutes and records of its proceedings.
2. The ‘A’ members shall take their seats in the places reserved for them
3. As soon as the Presiding Officer has declared the Assembly open the Director General shall call the roll of the ‘A’ members, to establish that a quorum is present (Article IV/5).
4. On the proposal of the Presiding Officer, the General Assembly shall then appoint two persons, not necessarily members of the Federation, to act as Tellers on each occasion when a vote is taken during the current session of the General Assembly.



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

5. The normal order of business shall be:
- (a) Introductory address by the Presiding Officer;
  - (b) Adoption of the minutes of the previous meeting of the General Assembly;
  - (c) Correspondence;
  - (d) Reports of the Treasurer and the Director General;
  - (e) Election of the President-Designate, members of the Governing Council and honorary members;
  - (f) Motions by members (Article IV/6);
  - (g) New Business (Article IV/6);
  - (h) Other Business; and
  - (i) Closure of the meeting.

This order may be altered by the General Assembly on the proposal of the Presiding Officer.

6. Voting on any motion shall normally be by show of hands, except voting for the Governing Council, which shall be by secret ballot. The Assembly may, on the proposals of the Presiding Officer, order a vote to be taken by secret ballot at any time and shall do so, on the requisition of not less than five 'A' members. In the event of equal voting a second vote must be taken and if there shall again be a tie, then the Presiding Officer shall have the casting vote.
7. In the case of an election to fill vacancies on the Governing Council, the Tellers shall, after counting the votes which have been cast, arrange the candidates' names in order of the number of votes each has received. The candidates with the highest number of votes shall be deemed to have been elected to fill the available positions. If two or more candidates have an equal number of votes the issue shall be decided by the Presiding Officer drawing lots. In the case that the number of candidates equals the number of available vacancies for the Governing Council, election process will not be applied. Election of the nominees will be confirmed by Call by the Chair.
8. The Tellers shall inform the Director General of the result as soon as they have completed the count and he/she shall announce the names of those who have been elected.
9. At those meetings of the General Assembly when the office of the President-Designate has to be filled, the Presiding Officer shall propose the name of the member of the Governing Council recommended by the Council (Article V/1b) and shall put this recommendation to the vote (Article IV/4(b)).
10. The Presiding Officer shall propose the names of those persons recommended by the Governing Council for election as honorary members of the Federation (Article II/1) and put their election to the vote.
11. All members of the Federation have the right to address the General Assembly (Article IV/2) but before rising to speak a member must be recognised by the Presiding Officer. He/she should state his/her name and nation and/or region and should not hold the floor for longer than five minutes without the permission of the Presiding Officer. In addition, the General Assembly may permit any other person to address it.



**INTERNATIONAL HOSPITAL FEDERATION  
CONSTITUTION AND BY-LAWS**

12. When the business of the General Assembly is concluded the Presiding Officer shall declare the Assembly closed.

Relating to Article V/3 :

Criteria set by the Governing Council are that nominees should :

- have substantial experience of decision making at senior level in their own country;
- have experience of international collaboration;
- have active support from the senior management of their sponsoring organisation;
- possess leadership and negotiation skills and have adequate awareness of matters of international diplomacy;
- have reasonable knowledge of English which is the working language at Governing Council meetings;
- have adequate financial support from their organisation to cover costs relating to travel and other expenses connected with the Federation's meetings and conferences.

Relating to Article V/3 (c) :

In drawing up this text, consideration should be given to ensure that the Governing Council has at least one representative from each region of the WHO; and that there is, as far as practicable, equitable representation.

The President will in a letter, remind 'A' members of above criteria when every second year they are asked to propose candidates.

Relating to Article V/3 (d) :

- In the event of substantial change in the official position of an existing Governing Council member within his/her national and/or regional organisation, the 'A' member he/she represents will be required to convey within 30 days of such change, whether he/she should continue to represent them in the Governing Council. If the 'A' member decides that the Governing Council member shall cease to represent them, then the provision of Article V/3 (d) will be applied.
- The president shall be asked to monitor the participation of Governing Council members in its meetings and other activities. In case a Governing Council member is non participative (for example not attending meetings, not participating in working parties etc.), the president will contact the 'A' member concerned with the view to ascertain if there is a need to replace the Governing Council member. If the member agrees to a replacement then Article V/3(d) will be applied.

Relating to Article XI :

In order to recruit members among and within developing countries the Governing Council can vary the subscription according to criteria agreed by the Council.