



International Network of  
Health Promoting Hospitals  
& Health Services

# Constitution

## of the International Network of Health Promoting Hospitals & Health Services

19 November 2021



# The International Network of Health Promoting Hospitals and Health Services (HPH)

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## Preamble

Through this Constitution, the International HPH Network states its mission, purpose, and objectives, describes procedures for decisions, and describes relationships with its members and international partners.

The International Network of Health Promoting Hospitals and Health Services is an independent NGO that was initiated by the World Health Organization to put into action the WHO principles of reorienting health systems in settings and concerning patients, carers, staff, the community, and the environment.

# Article I

## Mission & Objectives

### 1.1. Mission

The mission of the International HPH Network is to work as a global leader, advocate, innovator, researcher, and trusted partner to accelerate the reorientation of health systems and services towards improving health, wellbeing, and health equity outcomes for patients and those who care for them, staff, and populations served, and to support sustainable societies.

The International Network of Health Promoting Hospitals and Health Services, hereafter referred to as the International HPH Network, follows the principles of WHO regarding health promotion as written down in the Ottawa Charter (1986), the Budapest Declaration (1991), and the Vienna Recommendations (1997). The International HPH Network will collaborate with international organizations, including the World Health Organization (WHO), to support the development of health promoting hospitals and health services.

### 1.2. Purpose and Objectives

The International HPH Network shall enable, mediate, and advocate for the dissemination of concepts, values, strategies, standards or indicators of health promotion, disease prevention, and health orientation in hospitals and health services (as defined in the mission above) and support implementation within countries and regions, internationally, through technical support to members and the initiation of new national and regional networks. The goal is to optimize health gain and well-being by improving the quality and equity of health care, the relationship between hospitals and health services, the community and the environment, and the conditions for and satisfaction of patients, staff, populations.

The objectives of the International HPH Network are as follows:

- 1.2.1. In relation to patients: To support member organizations to adopt people-centered health care facilities and health promoting and encounters that empower patients to enhance trust in their own capabilities to prevent and handle illness or disease and to improve health and wellbeing.

- 1.2.2. In relation to staff: To support members and partners to improve work environments and practices for staff in hospitals and health services and become health promoting workplaces.
- 1.2.3. In relation to populations: To support member organizations to develop policies and actions that benefit the health and wellbeing of populations and particular communities and contribute to a sustainable society.
- 1.2.4. In relation to governance body and management of hospitals and health services: To support member organizations to develop strategic thinking and implementation as well to develop investments, agreements, and purchasing systems and people-centered care to catalyze the reorientation of health systems, and services towards improving health, wellbeing, and health equity outcomes.
- 1.2.5. To provide global leadership on strategic and technical matters that are critical to accelerating the reorientation of health systems and services towards improving health, wellbeing, and health equity outcomes for patients and those who care for them, staff, and populations served, and to support sustainable societies.
- 1.2.6. To articulate ethical and knowledge-based policy and practice options and support the exchange, translation, and dissemination of valuable knowledge, research results, and interaction.
- 1.2.7. To set standards and promote and monitor their implementation. It also monitors the development of health promotion in hospitals and health services within the network.

## **Article II**

### **The Statutory Bodies**

The statutory bodies of the International HPH Network shall be the General Assembly and the Governance Board.

## **Article III**

### **Corporate Members**

HPH Networks constitute corporate members of the International HPH Network.

## Article IV

### The General Assembly

- 4.1. The General Assembly is the assembly of corporate members of the International HPH Network. It is the supreme statutory body of the International HPH Network.
- 4.2. The General Assembly must meet at least twice a year.
- 4.3. Notice of a meeting with date and place, as determined by the Governance Board, shall be sent to all members at least three months in advance.
- 4.4. All corporate members and Task Force leaders of the International HPH Network shall be entitled to be present and speak at meetings of the General Assembly. Corporate members hold voting rights in the General Assembly.
- 4.5. At its ordinary meetings, the General Assembly shall
  - 4.5.1. elect members to the Governance Board according to this Constitution.
  - 4.5.2. deal with strategic matters and approve of the strategic plans of the International HPH Network. Approve the annual report of the Governance Board and the International HPH Secretariat.
  - 4.5.3. approve the action plan for the coming year.
  - 4.5.4. define membership fees for the International HPH Network.
  - 4.5.5. approve the budget and accept the balance presented by the International HPH Secretariat.
  - 4.5.6. terminate a membership according to Art. XV.
  - 4.5.7. issue regulations, rules for procedure, and membership criteria.
  - 4.5.8. make decisions about Constitution amendments with two-thirds majority of the present votes.
  - 4.5.9. decide the location of the Conference Secretariat and the International Secretariat upon the recommendations by the Governance Board.
  - 4.5.10. release the Governance Board from liability after approval of the annual report and balance.

- 4.6. The quorum for a meeting of the General Assembly shall be constituted if more than half of all corporate members are present. The decisions of the General Assembly shall be taken by a simple majority of votes, except in so far as a change in law of reference or in location of the International HPH Secretariat, the location of the Conference Secretariat, the amendment of the Constitution or the dissolution of the International HPH Network (Art. XVI) are concerned, which require a two thirds majority of present votes.
- 4.7. Members of the General Assembly can submit motions to the agenda. All motions should be sent to the International HPH Secretariat eight weeks in advance of the published date of the meeting, and the agenda and appendixes of the General Assembly must be sent to all members six weeks before the meeting. No motion shall be submitted to the vote of the General Assembly unless it has been considered previously by the Governance Board, who shall report thereon to the General Assembly. However, new business that demands a voting decision and can be decided by a simple majority may be considered by the General Assembly upon approval by a two-thirds majority of the present votes.
- 4.8. An extraordinary meeting of the General Assembly may be called either by the Governance Board or upon request of at least one-fifth of corporate members (Art. III).
- 4.9. Participation of the International Secretariat and Conference Secretariat is permitted at the General Assembly meeting.
- 4.10. A Treasurer, selected by the General Assembly, is to review and report on the International HPH Secretariat's financial plans. Financial plans shall be in alignment with yearly action plans and income and expenditure accounts from the previous year.

## Article V

### Governance Board

- 5.1. The Governance Board shall prepare and execute the decisions of the General Assembly. It shall run its business in the periods between the meetings of the General Assembly. It shall deal with all matters specified in this Constitution, which are not within the statutory powers of the General Assembly.

- 5.2. The Governance Board is composed of seven members elected by the General Assembly and one permanent seat for the past Chair for the next three-year period. Members have voting rights, except where possible conflicts of interest of the members are identified. The past Chair has the right to speak.
  - 5.2.1. Governance Board meetings could include observers representing international organizations associated with the International HPH Network, which have special agreements with the International HPH Network such as WHO.
- 5.3. The members of the Governance Board shall serve three years. They may be re-elected once.
- 5.4. After the election the Governance Board constitutes itself, elects a Chair and a Vice-Chair.
- 5.5. The Governance Board meets at least four times a year.
- 5.6. Only persons representing National / Regional HPH Networks shall be eligible.
  - 5.6.1. The composition of the Governance Board members shall reflect the diversity of members in the International HPH Network.
- 5.7. The quorum for a meeting of the Governance Board shall be three members including the Chair. Its decisions shall be taken by a simple majority.
- 5.8. The Governance Board shall recommend to the General Assembly the location of the International Conference Secretariat.
- 5.9. The Governance Board shall recommend to the General Assembly the location of the International HPH Secretariat.
- 5.10. The Governance Board shall approve the Terms of References related to the functions of the International HPH Secretariat and the Conference Secretariat (Article VIII and IX). These terms will be agreed with competent organizations and normally be of a period of four years.
- 5.11. Participation of the International Secretariat and Conference Secretariat is permitted at Governance Board meetings.

## Article VI

# Memberships and Voting Rights

### 6.1. Corporate members of the International HPH Network

#### 6.1.1. Eligibility

The National / Regional HPH Networks, which support the Mission described in Article I §1, shall be eligible for corporate membership.

#### 6.1.2. Membership

The National / Regional HPH Networks constitute the corporate members of the International HPH Network. Hospitals or Health Services, which are members of a National / Regional HPH Network, will also automatically become individual members of the International HPH Network by the Letter of Intent signed by the National / Regional HPH Network.

#### 6.1.3. Representation

The National / Regional HPH Network shall include at least three hospitals or health services organizations.

#### 6.1.4. Mission and Obligations

National / Regional HPH Networks put the mission and objectives of the International HPH Network, as described in Art. I above, into practice by supporting their member organizations to

6.1.4.1. develop a strategy and action plan for implementation.

6.1.4.2. designate a Coordinating Institution and Coordinator for the National / Regional HPH network.

6.1.4.3. develop techniques such as rules and procedures to support operations of the National / Regional HPH Network.

6.1.4.4. recruit and approve new member hospitals and health services to the National / Regional HPH Network and notify the International HPH Secretariat of new members.

6.1.4.5. collect membership fees from all their members and to pay the total amount to the International HPH Secretariat as defined by the General Assembly.

6.1.4.6. actively interact with the International HPH Network members by contributing to the exchange of ideas, networking, mutual learning, and collaborate on projects and activities.

#### 6.1.5. Voting Right

National / Regional HPH Networks have the right to vote in the General Assembly. The National/Regional Coordinator will exercise this right, or another person authorized by the National / Regional HPH Network. Each National / Regional HPH Network has one vote only.

### 6.2. Individual members of the International HPH Network

6.2.1. Hospitals and Health Services in countries where no National/ Regional HPH Network exists can become individual members of the International HPH Network. They become members by signing the Letter of Intent with the International HPH Secretariat.

6.2.2. Individual members shall be represented at the General Assembly by an authorized person of the designated member organization.

6.2.3. Individual members have the right to speak in the General Assembly.

6.2.4. Individual members do not have the right to vote in the General Assembly.

6.2.5. Individual members and members recognized by the International HPH Network as a Health Promoting Hospital or Health Service will benefit from the support of the International, National / Regional HPH Network as described in the Constitution, and they may be eligible for reduced rates when participating in International HPH Network activities.

### 6.3. Affiliate Members

6.3.1. Organizations who do not qualify as hospital or health service can join the HPH Network as affiliate members.

6.3.2. Affiliate members will benefit from the support of the International, National / Regional HPH Networks as described in the Constitution, and

they may be eligible for reduced rates when participating in International HPH Network activities.

#### 6.4. Regulation

The General Assembly may issue a more detailed regulation on membership criteria.

## **Article VII**

### **Voting by Correspondence and Empowerment of Voting**

When a decision is required on a matter, which cannot be delayed until the next meeting of the Governance Board, as the case may be, the Chief Executive Officer of the International HPH Secretariat may be authorized by the Chair of the Governance Board to ascertain by correspondence the opinions of the members concerned and take any action or decision deemed necessary in accordance with the majority vote.

## **Article VIII**

### **International HPH Secretariat**

8.1. The International HPH Secretariat shall prepare and carry out the objectives of the International HPH Network as described in Article I § 3. Under the direction of the Governance Board the International HPH Secretariat shall provide operational support to the General Assembly, Governance Board, and International HPH Network members. The Secretariat consists of administrative and programmatic structures and resources. The main components of the Terms of References are as follows:

#### 8.1.1. Advocate HPH

Together with the Governance Board and General Assembly: represent and build understanding of the concepts and values that underpin the core mission of the International HPH Network. Promote membership of the International HPH Network. Promote awareness of the content and strategic value of the HPH concept among different stakeholders. Support the Governance Board and General Assembly to identify priority opportunities for advocacy and implement and measure the impact of

advocacy strategies. Develop and sustain partnerships with appropriate organizations/networks for advocacy purposes.

8.1.2. Provide technical support and learning

Facilitate access by members to relevant technical support, resources, and documents. Develop cooperation and mutual assistance mechanisms. Facilitate access to learning opportunities for members. Facilitate meetings and activities of Task Forces and Working Groups.

8.1.3. Communications

Co-design communication products for advocacy and other purposes. Develop and implement internal and external communication strategies using a range of accessible platforms including the HPH website and a regular newsletter. Support and enable communication between members for exchange of knowledge and experience, and mutual learning.

8.1.4. Governance, Policy and Finances

Propose policies related to governance, policy, and administrative functions of the International HPH Network. Support the work of the General Assembly and Governance Board via meetings and other activities. Administer an efficient and transparent membership payment system and monitor payment of membership fees. Maintain detailed and accurate records of HPH members and provide reports on request. Propose and develop new income streams. Undertake quarterly and annual financial reporting. Engage auditors and ensure annual auditing of HPH accounts. Participate in regular Secretariat performance appraisals.

8.2. The functions of the International HPH Secretariat should be used for the benefit for all members.

8.3. The Chief Executive Officer of the International HPH Secretariat shall be accountable to the Governance Board.

8.4. A decision to move the International HPH Secretariat should be preceded by an open tender procedure and require a two-thirds majority of present votes in the General Assembly.

## Article IX

### International Conference Secretariat

- 9.1. The General Assembly shall assign and the Governance Board shall contract a suitable experienced institution as the International Conference Secretariat for its International HPH Conferences.
- 9.2. The International HPH Conference shall be organized by the International Conference Secretariat in cooperation with the hosting National / Regional HPH Network. They shall agree on a contract including division of tasks and on a common budget subject to approval of the Governance Board. The International Conference Secretariat shall offer its services to the National / Regional HPH Network hosting the conference. The local host of the conference shall present the accounts of the conference to the Governance Board.
- 9.3. The International Conference Secretariat makes a proposal to the Governance Board on the membership of the Scientific Committee after the local host and the International Conference Secretariat have agreed on their contract. The Governance Board approves the membership of the Scientific Committee, which mandatorily must represent all members of the Governance Board and representatives of the local host of the conference, as well as volunteers recruited from the National/Regional HPH Networks, HPH Task Forces and Working Groups and from single HPH members, and representatives of conference co-organizers and external scientific and clinical experts. The Chair of the Scientific Committee shall be a representative of the International Conference Secretariat and the Co-Chair is a representative nominated by the local host. The Scientific Committee shall guide development of the general structure of the conference, scope and purpose, title, topics, plenary speakers, and support the abstract review and selection process for parallel oral and poster sessions. The Scientific Committee shall meet three times during the development of the conference program.
- 9.4. The functions of the International Conference Secretariat should be used for the benefit for all members.
- 9.5. The International Conference Secretariat shall be accountable to the Governance Board.

## Article X

### Task Forces

Task Forces are recommended by the members of the International HPH Network or the Governance Board and approved by the Governance Board and General Assembly. Task Forces are teams with specific expertise within the framework of the general aims of the International HPH Network. Task Forces work according to a set of Terms of Reference and related action plans. They constitute a reference for technical, organizational, and scientific support for specific issues of health promotion.

- 10.1. The topic of a Task Force is in accordance with HPH principles, values, priorities, and strategies.
- 10.2. The Task Force members shall choose a Task Force leader and report to the General Assembly. The General Assembly will have the authority for approval. Task Force members should be members of the International HPH Network. A Task Force can invite experts from outside the International HPH Network to support the work, thus contributing to enhanced international engagement in HPH.
- 10.3. Task Forces are constituted by the General Assembly for a period of 2 years, with the possibility of prolongation.
- 10.4. The Task Force Leader reports yearly to the General Assembly and maintains regular dialogue with the Governance Board.
- 10.5. Task Forces deliver yearly progress reports.
- 10.6. Task Force group deliverables can be used by all members and shall be published on the International HPH Network website.
- 10.7. Task Force Leaders or substitutes shall be invited by the International HPH Secretariat to attend the General Assembly. They are allowed to speak, but not vote.

## **Article XI**

### **Standing Observers**

- 11.1. The Governance Board shall assign standing observer status to individuals and stakeholders representing organizations who have an interest in and who compliment the activities, values, and mission of the network.
- 11.2. Acceptance of standing observers requires an unanimous vote by Governance Board members.
- 11.3. Standing Observers have the right to speak at Governance Board and General Assembly meetings.
- 11.4. Standing Observers have no voting rights at the General Assembly.
- 11.5. Standing Observers are elected for a two-year period. At the end of this period, they can be elected again. There are no limits to the number of times an individual or stakeholder can be awarded standing observer status.

## **Article XII**

### **Finance**

- 13.1. The Governance Board shall annually have the financial statements of the International HPH Network audited by a recognized firm of chartered accountants. The audit shall be submitted to the meeting of the General Assembly. The General Assembly shall release the Governance Board from liability after approval of the annual report and balance.
- 13.2. The fiscal year of the International HPH Network shall be the period from the 1<sup>st</sup> of January to the 31<sup>st</sup> of December.
- 13.3. Sources of income may be membership fees and sales of goods and services developed by the International HPH Network and other ethical sources.

## **Article XIII**

### **Withdrawal from Membership**

A National / Regional HPH Network, individual, or affiliate member not in arrears with its fees, may withdraw its membership from the International HPH Network by

written notice to the Governance Board no later than 31 December and twelve months in advance of withdrawal.

Any National / Regional HPH Network, individual, or affiliate member so withdrawing its membership shall relinquish all rights and responsibilities of membership at the end of the twelve-month period following notice of withdrawal.

## **Article XIV**

### **Suspension and Termination of Membership**

Members will, in case of missing payments, get two warnings – one per calendar year. The second warning is followed by exclusion from voting in the General Assembly. If non-payment continues the member will be excluded from the International HPH Network at termination of agreement.

15.1. In extraordinary circumstances a corporate member will be suspended if it is unable to fulfil its core obligations including ethical practice. (Art. VIII).

15.2. The Governance Board shall study the specific case to decide the length of time and if such a Network is to be considered a suspended member.

15.3. The termination of any National / Regional HPH Network may be recommended by the Governance Board to the General Assembly if it is demonstrably violating the criteria for membership.

## **Article XV**

### **Reinstatement and/or Readmission Procedures**

16.1. Reinstatement following suspension

16.1.1. The reinstatement process shall be preceded by fulfilment of membership obligations, including the payment of the relevant fee for the period of suspension.

16.1.2. In case of suspension for more than four years, the corporate member shall be reinstated without payment of back fees provided it meets the criteria for membership and has paid one year's fees in advance.

16.1.3. The General Assembly shall be informed that the corporate member is reinstated to membership.

## 16.2. Readmission following withdrawal or termination

- 16.2.1. Following withdrawal or termination, the readmission process is the same as for admission and the considerations are set out below.
- 16.2.2. A member, which has withdrawn on its own initiative from membership and is not in arrears with its fees, may apply for readmission providing that it meets the criteria for membership and has not been replaced by another National / Regional HPH Network from that country.
- 16.2.3. Where termination was related to non-payment of fees, readmission is dependent upon payment of one year's fees in advance.

## Article XVI

### Amendment to the Constitution

Any proposal to alter this Constitution must be submitted in writing to the Governance Board at least four months before the next meeting of the General Assembly and such proposal shall only become effective after approval by a two-thirds majority of the votes present in the General Assembly.

## Article XVII

### Dissolution of the International HPH Network

- 18.1. The dissolution of the International HPH Network shall not come into effect except as a result of nine months' notice by the Governance Board and by a two-thirds majority of the votes present.
- 18.2. In case of the International HPH Network being dissolved, the liquidation shall be carried out by the Governance Board, which shall determine the disposal of the assets of the International HPH Network and the proceeds of the liquidation in a manner consistent with the law under which the International HPH Network is constituted and as far as possible for the benefit of the international activities of the corporate and individual members.

## **Article XVIII**

### **Law of Reference**

The International HPH Network is constituted under Article 60 ff of the Civil Law Code of Switzerland, which is the basic law of the International HPH Network. A decision to change the law of reference shall require a two-thirds majority of present votes in the General Assembly (Art.IV).

## **Article XIX**

### **Coming into Effect**

The General Assembly of the International HPH Network put this Constitution into effect by a vote of a three quarters majority at the meeting of the General Assembly on 19th November 2021.