



Decision no 36/AD

Date 30/3/2002

By Laws

### **Article One: Governance**

1.1 - The Arab Hospitals Federation consists of three organs:

- a. General Assembly
- b. Governing Council
- c. Executive Council

1.2 - The Federation includes six specific positions in its management structure:

- a. President
- b. Vice President
- c. General Secretary
- d. Secretary
- e. Treasurer
- f. Chief Executive Officer

### **Article Two: General Assembly**

2.1- The General Assembly is the supreme authority of the Federation as a whole

2.2- The responsibilities of the General Assembly are:

- a. Election of Governing Board members
- b. Monitoring, discussing and reporting the work of the Governing Council and the Executive Council
- c. Submitting suggestions and recommendations to the Governing Council
- d. Supporting the implementation of the objectives of the federation.
- e. Modifying the Federation Laws when needed

2.3- The General Assembly holds its periodic meetings at least once a year upon the invitation of the president or at the request of at least 10% of its members, and its meetings are in person or virtual.

### **Article Three: Governing Council**

3.1- The Governing Council is the body entrusted with the general management of the federation's affairs, within the limits of the law and the authority and delegation of the General Assembly.

3.2- The affiliated members in the General Assembly are represented by one delegate in the Governing Council

3.3- The Governing Council consists of 12 members elected from the General Assembly

3.4- The Governing Council consists of health institutions, hospitals and individuals or bodies working or active in the health field and members in the federation.

3.5 - The quorum for a Governing Council meeting is complete by the presence of more than half of the members in each meeting.

3.6 - The decisions of the Governing Council are taken by the majority of the present attendees.

3.7- The responsibilities of the Governing Council are as follows:

a. choosing President, Vice President, Secretary, Treasurer and General Secretary from its members.

b. Appointing the Chief Executive Officer of the federation from outside its members

c. Appointment and termination of honorary membership

d. Each member of the Governing Council has the right to be the godfather of new members who meet the legal requirements

e. Taking Directions from the General Secretary and the Chief Executive Officer

f. Approving the annual reports in order to present them to the General Assembly for approval

g. Approving the federation's policies, strategic work plan and budget submitted by the Executive Council

All the other responsibilities, which are not expressly attributed to the General Assembly, are taken in charge by the Governing Council, and the Governing Council takes a decision in cases that are not foreseen in this law.

3.8 - Elects and terminates the membership of any member of the Council in accordance with the provisions contained in the Bylaws

3.9- Elected members of the Governing Council may be suspended or relieved from any position in which they are appointed, with the possibility of continuing as an elected member of the Governing Council

3.10- Every member of the General Assembly who intends to submit his candidacy to be a member of the Governing Council must submit his curriculum vitae, in addition to a summary of what he will present to the federation at various levels, whether scientific, financial, social or other. Every member of the board must be an added value to the federation

3.11 - Elected members of the Governing Council may resign voluntarily at any time. Also the elected members of the Governing council who occupy certain positions may request to be exempted from the duties of this particular position, while continuing their membership in the Council.

3.12 - In case of vacancy of a position in the Governing Council before term, the council selects from among its members a member to fill the vacant position.

3.12 - The composition of the Governing Council is subject to the following provisions:

- a. The Governing Council includes the elected members
- b. The number of elected and appointed members is determined by the bylaw
- c. The members of the Governing Council are elected for a period of three years, renewable once.
- d. Council members do not receive any salaries or financial compensation
- e. The Executive Council may assign a specific task to any of the members and determine the appropriate allowance for that.

3.13- The composition of the governing council is subject to the following provisions:

- a. The governing council includes elected members.
- b. The number of elected and appointed members is determined by the bylaw
- c. Governing Council members are elected for a period of three years, renewable once
- d. Governing Council members do not receive any salaries or financial compensation
- e. The Executive Council may assign a specific task to any of the members and determine the appropriate allowance for that.
- f. The CEO participates in Governing Council meetings with an advisory, directive voice
- g. The Governing Council meets at least twice a year and at any other time upon an invitation from the President or the Executive council.
- h. The Governing Council is invited in accordance with the laws and regulations mentioned in the bylaws
- i. All members of the Governing Council sign a Conflict of Interest Policy Form
- j. The Governing Council, together with the Executive council, shall be responsible for managing the conflict of interests.

3.14- The Governing Council, in conjunction with the Executive Council, has the right to grant life-long honorary membership to persons or organizations who have provided exceptional services or support to the Federation. He is also entitled to terminate this honorary membership according to data that harms the Federation's interest.

#### **Article Four: Executive Council**

4.1- The Executive Council is the body entrusted with following up the management of the Federation's operations day by day, setting the strategic plan of the federation and implementing it after the approval of the Governing Council.

4.2- The Executive Council consists of the General Secretary, the Chief Executive officer and advisory members.

4.3- The General Secretary chairs the Executive Council and manages its work in cooperation and agreement with the Chief Executive officer.

4.4- The Executive Council appoints, within its powers, advisory members from inside and outside the General Assembly, according to its needs.

4.5- All members of the Executive Council act voluntarily and do not receive any compensation or salary for their presence in this Council, except in cases where they are assigned by the Executive Council for other activities beyond their usual consultations.

4.6- The President or the General Secretary shall invite the Executive Council to meet at least once a year and whenever necessary.

4.7- The responsibilities of the Executive Council are as follows:

- a. Representing the Federation in its relations with the parties concerned with the implementation of its annual meetings and other activities in full.
- b. The Executive Council enjoys complete independence in implementing its decisions.
- c. Suggesting the federation's policies, strategic work plan and budget and presenting them to the Governing Council.
- d. Execution of the strategic plan of the Federation approved by the Governing Council.
- e. Establishing committees with special and specific interests that benefit the implementation of the federation's plan and activities, such as the Training Committee - the Organizing and Public Relations Committee - the Media Committee, the Accreditation Committee, and other committees, and the implementation of representative offices in the Arab countries.
- f. Implementing and following up the MOU concluded between the Federation and others.
- g. The Executive Council cooperates with the Governing Council on the issue of conflict of interest management.

### **Article Five: The President**

5.1- He is the symbolic president of the federation.

5.2- He chairs the meetings of the General Assembly and the meetings of the Governing Council of the federation.

5.3- He is elected by the Governing council, and his term is the term of the Council. It can be renewed for one time.

5.4- He signs with the General Secretary or the Chief Executive officer on the correspondences, invitations and judicial authorization, and he signs with the treasurer on everything related to the financial affairs of the federation.

5.5- He signs external agreements and represents the federation in conferences.

5.6- He cooperates with the General Secretary to protect the powers and decisions of the Executive Council and respects the implementation of its decisions without opposition.

### **Article Six: Vice President**

He takes the place of the president in case of absence.

### **Article Seven: General Secretary**

7.1- He represents the federation practically and executively and chairs the meetings of the Executive Council.

7.2- He is elected by the Governing Council, and his term is part of the term of the Council. It can be renewed by the elected Governing Council.

7.3- He makes all the necessary contacts with the ministries, institutions, specialized organizations and sources of funding, in addition to the visits of officials and those concerned with the health sector in coordination with the Governing Council of the Federation.

7.4- He Signs with the President or the Chief Executive Officer on the correspondences, invitations and judicial authorizations.

7.5- He informs the Executive Council of the results of his contacts with the other parties he is assigned to communicate with, and gets back to the Executive Council or the Governing Council for approval and execution.

7.6- He participates in proposing the federation's policies, strategy and annual plan, which are submitted to the Governing Council for approval.

7.7- He protects the interests of the Executive Council of the Federation.

#### **Article Eight: Secretary**

He records the minutes of meetings and keep them in the federation office.

#### **Article Nine: Treasurer**

9.1- All fixed and immovable property of the federation is entrusted to him and he is responsible for them.

9.2- He collects subscriptions from members according to receipts with stubs.

9.3- He signs with the president on everything related to the financial affairs of the federation.

9.4- He supervises the finances of the federation.

9.5- In his absence, the Federation's legal advisor shall replace him by virtue of an official power of attorney.

#### **Article Ten: Chief Executive Officer**

10.1- The Chief Executive Officer is the member appointed by the Governing Council and charged with implementing the strategic plan of the federation and its activities.

10.2 - The Chief Executive Officer is responsible in front of the Governing Council of the following:

- a. Managing the work of the federation, including the daily operations, spreading the vision of the federation, preparing and executing conferences and other initiatives related to the work of the federation, promoting the goals of the federation, recruiting new members, disbursing funds in accordance with the established budget.

- b. Signs with the President or the General Secretary on correspondences, invitations and Judicial authorizations.

- c. Representing the Federation in its relations with the parties concerned with the execution of its annual forums.

- d. Preparing and executing the federation's policies

- e. Organizing the General Assembly and the Governing Council meetings, preparing the minutes of meetings, and keeping the records in its office.

- f. Accomplish any other tasks that the Governing Council may request.

10.3- The Chief Executive Officer chooses his assistants and his team, in addition to the members of the Executive Council.

10.4- The Chief Executive Officer is appointed by the Governing Council for two consecutive terms from each Board (6 years) whose activity is approved by the latter (Form 2 - Clause 2/3) and his term can be renewed for open sessions.

#### **Article Eleven: Federation's Finances**

11.1- The membership fees for joining the federation is set at Seven Hundred US dollars (\$700) for those affiliated from hospitals, institutions or health facilities, and Five Hundred US dollars (\$500) for affiliated individuals who are active in the field of health and hospital management...

11.2- The membership fees shall be paid in cash or by check or bank transfer against a receipt issued by the federation.

11.3- The Governing Council collectively and by the majority has the right to amend the fees after the approval of the General Assembly.

11.4- No amount of the federation's money is spent except in accordance with a decision taken by the Governing Council, but the Chief Executive Officer has the right to spend an amount within the budget specified to him and approved annually, provided that he presents, at the Governing Council meeting, to the President and Treasurer a financial report of expenses for approval and discharge.

11.5- The treasurer is not entitled to pay any amount of the federation's money except by virtue of a payment order signed by the president and the treasurer, in which the destination and reason for disbursement are indicated and approved by the Governing Council.

#### **Article Twelve: in penalties**

12.1- If a member commits something that would cause moral or material harm to the federation or if he exceed his powers, he shall be referred by a decision of the Governing Council to a disciplinary board formed from the members of the Governing Council to look into the violation or the accusation against him and consequently the resulting penalty and prepare a report to be submitted to the Governing Council, which decides on the matter. It requires the approval of two-thirds of the members of the Governing Council on the decision of the violation or penalty, and the violating member has the right to object before the General Assembly within two weeks from the date of his notification.

12.2- Each member of the Governing Council must respect and abide by the content of the conflict of interest policy form signed by him. Any breach of its provisions shall be considered a breach and shall be referred to the Governing Council for a decision.

12.3- Every member who has lost one of the conditions of membership, or who has refrained from attending two consecutive sessions without a legitimate excuse, or who has refrained from paying the due membership fees after one month advice, is considered to have resigned from the federation.

**Article Thirteen:**

The General Assembly, with the majority of its members, may approve the amendment of this law based on the proposal of any of the Governing Council or the Executive Council.

**Article Fourteen:**

The Federation shall be considered duly established as soon as the establishment decision is issued by the concerned authorities.