CONSTITUTION

INTERNATIONAL FEDERATION OF HEALTH PLANS

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Adopted on the 3rd May 1968 at the Second International Conference on Voluntary Health Insurance held in Sydney, Australia and amended at the General Assemblies of the International Federation of Health Funds, held in Chicago, USA on 24th August 1970; in London, England on 6th September 1972; in Kingston, Jamaica, on 11th September 1974; in Toronto, Canada on 21st June 1978; in Montreux, Switzerland on 21st September 1980; in San Francisco, USA on 25th August 1982; by postal ballot on 1st September 1983; in Melbourne, Australia on 28th March 1984; in Dublin, Ireland on 23rd April 1986; in Vancouver, Canada on 25th August 1988; in Hong Kong on 6th September 1990; in Jersey, Channel Islands on 4th June 1992; in Boston, USA on 26th June 1996; in Cape Town, South Africa on 25th March 1998; in Cairns, Australia on 13th September 2000; in Amsterdam, The Netherlands on 17th June 2002; in San Diego, United States on 22nd September 2004, in Berlin on 18th May 2016, and in London on 24th June 2026.

CONSTITUTION

1. NAME

The name of the organisation shall be the International Federation of Health Plans.

2. INCORPORATION

The Federation shall be incorporated as a not-for-profit organisation without a share capital.

3. AIM

The aim of the Federation is to support the development of effective, sustainable health systems that improve outcomes, affordability and equity, through the free exchange of insight, information, skills and experience between its members, strengthening their strategy, leadership and performance.

This aim is pursued by:

a) Promoting international dialogue and collaboration among members and partners.

b) Facilitating the exchange of insight, data and experience across health systems.

c) Supporting leadership development, applied learning and peer exchange.

d) Convening stakeholders to address shared challenges and opportunities in health system performance, access, affordability and innovation.

e) Acting as a trusted, independent platform supporting thought-leadership and innovation.

f) Any other activity deemed appropriate by the Council of Management.

4. MEMBERSHIP

Membership of the Federation is open to organisations supporting the aim of the Federation.

a) **Full Membership:** for health insurers, health plans, funds, payers or equivalent organisations (for example third party administrators) operating independently of government and able to contribute materially to the aims of the Federation.

b) **Associate Membership:** for associations of health plans or insurers, and other representative bodies aligned with the Federation's aims. Associate Members enjoy all privileges of membership except eligibility for Council of Management or voting rights.

c) **Affiliate Membership**: for selected organisations operating in related sectors, including but not limited to health care providers, technology companies, research organisations, consulting companies and other service partners. Affiliate Members enjoy all privileges

of membership except eligibility for Council of Management or voting rights. Affiliate Membership may include Strategic Partners as designated by the Council.

d) **Individual Membership:** for individuals who support the aim of the Federation and who, in the opinion of the Council of Management, are able to contribute materially to its work. Individual Members may participate in Federation activities as determined by the Council, but shall not be eligible for Council of Management or voting rights.

e) All members must be committed to the aim of the Federation.

f) Eligibility for Council membership, voting rights, programme participation and other privileges shall be determined by the Council of Management and may vary by membership category.

g) Applications for membership shall be approved by the Council of Management, which may delegate authority to specific members of the Council as appropriate.

h) Honorary individual life membership may be bestowed at the discretion of the Council of Management on individuals whose services to the Federation are deemed to have been outstanding.

i) Membership may be terminated by the Council of Management at any time where the Council considers such termination to be in the best interests of the Federation.

j) An up-to-date register of members shall be available on the iFHP website

5. ORGANISATION OF THE FEDERATION

The structure of the Federation shall be:

a) The General Assembly

b) The Council of Management

c) The Chief Executive

d) Such standing or ad-hoc subcommittees, member networks and advisory groups as the Council of Management may establish, including but not limited to:

   (i) Audit & Finance

   (ii) Nominations & Governance

6. THE GENERAL ASSEMBLY

The General Assembly shall be the governing body of the Federation and shall meet once in every two years, at a time and place to be determined by the Council of Management, after at least sixty days' notice has been given. The Agenda for the meetings of the General Assembly shall be prepared by the Council of Management, and members shall be entitled to submit

matters for inclusion on the Agenda of meetings of the General Assembly. The quorum for a meeting of the General Assembly shall be twenty members.

At its regular meetings, the General Assembly shall, without limiting its powers, carry out the following functions:

a) Elect members of the Council of Management from persons eligible under Article 4a above.

b) Receive the Report of the Council of Management.

c) Approve the Accounts of the Federation.

d) Receive the announcement of the time and place of the next meeting.

Members' representatives shall be entitled to be present at the General Assembly in a consultative capacity, but only those enrolled under Article 4a above shall be entitled to vote. One vote shall be allowed to each member organisation enrolled under Article 4a above.

The decisions of the General Assembly shall be effected by a simple majority of votes cast by those present and entitled to vote except as otherwise provided herein. In the event of a tied vote, the Chair shall have a second or casting vote.

The arrangements for meetings of the General Assembly shall be carried out under the direction of the Council of Management.

7. THE COUNCIL OF MANAGEMENT

Responsibility

The Council of Management shall be responsible for:

a) Setting the strategic direction of the Federation.

b) Appointing, supporting and reviewing the performance of the Chief Executive.

c) Overseeing financial sustainability, risk and compliance.

d) Ensuring the Federation acts in accordance with its aims and values.

Membership

The Council of Management shall comprise not fewer than ten and not more than twenty members elected by the General Assembly with membership determined as follows:

a) Members of the Council of Management shall be elected at each General Assembly and shall serve a term of two years until the next General Assembly following their election.

b) Full Member organisations (enrolled under Article 4a) may submit nominations for membership of the Council of Management, being an employee or member of their governing body, to the Nominations and Governance Subcommittee at least 90 days prior to the General Assembly.

c) The Nominations and Governance Subcommittee shall consider all nominations and make recommendations to the Council of Management.

d) The Council of Management shall approve a list of candidates for election by the General Assembly.

e) A member of the Council of Management retiring at a General Assembly, being eligible, may be re-elected to the Council of Management.

f) A member of the Council of Management shall cease to hold office before the expiry of their term if

   (i) the General Assembly so decides; or

   (ii) they cease to be an employee or a member of the controlling body of a member organisation.

   Notwithstanding the above, a member of the Council of Management may be suspended from holding that office until the next meeting of the General Assembly upon the unanimous resolution of the remaining Council members.

g) In the event of a vacancy arising during a term, the Council of Management may appoint an interim member by co-option from among eligible representatives of member organisations.

   The Council may also appoint additional interim members, within the maximum number permitted, where it considers this would strengthen the governance, representation or effectiveness of the Federation.

A meeting of the Council of Management shall take place at least annually after at least 30 days' notice has been given. Members may be represented by proxy but may not send substitutes or deputies.

Meetings of the General Assembly and Council of Management may be held in person, online, or in hybrid form, and voting may be conducted electronically, subject to procedures determined by the Council of Management.

A quorum for a meeting of the Council of Management shall be five members present, either in person or online. In the event of a tied vote, the Chair shall have a second or casting vote.

8. CHAIR

The Council of Management shall appoint one of its elected members to be the Chair of the Federation. The Chair shall be the chief officer of the Federation and shall preside at meetings of the General Assembly and of the Council of Management.

a) The Chair shall hold office until the next meeting of the General Assembly after appointment.

b) The Chair may be appointed for a second consecutive term.

c) On ceasing to hold office the outgoing Chair shall then be styled Past Chair and if eligible may be re-elected to the Council of Management.

d) A Past Chair may not be appointed Chair before the second General Assembly after ceasing to be Chair.

The Chair may appoint one or more members of the Council of Management to be Deputy Chair. The Deputy Chair shall carry out such duties as are entrusted to them by the Chair in furthering the aims and purposes of the Federation.

A Deputy Chair as determined by the Council of Management shall assume the duties of Chair whenever the Chair is unable to serve. A Deputy Chair as so determined shall have the powers of the Chair.

9. CHIEF EXECUTIVE

The Council of Management shall appoint and may terminate the appointment of the Chief Executive.

The Chief Executive shall be responsible for:

a) Leading the development and implementation of the Federation's strategy.

b) Managing the operations, programmes and resources of the Federation.

c) Supporting membership growth, engagement and partnerships.

d) Financial management and reporting, subject to Council oversight.

e) Supporting the work of the Council of Management and its subcommittees.

f) Such other responsibilities as may be delegated by the Council of Management.

10. AUDIT AND AUDITORS

The financial year of the Federation shall be the period from 1 January to 31 December in every year.

The Council of Management shall appoint professional auditors to examine the books of the Federation and to report to the Council thereon.

11. SUBSCRIPTION FEES

The annual subscription fees of members of the Federation shall be payable in advance on the first day of January in every year.

The amount of such fees shall be set in accordance with a scale prescribed from time to time

by the Council of Management and shall be stated in the currency of the country in which the Federation is operationally located.

The Council shall have the power to alter the fees and the scale by which they are set but before bringing the new fees and scale into effect, shall give two full calendar months' notice of its intention to do so.

If the Council considers the Federation's financial position to be unsatisfactory, it may impose a levy on fees in an amount it deems appropriate. When such a levy is imposed, the Council shall provide all members with a written explanation of the reasons, and the levy shall be submitted for confirmation at the next General Assembly

The Council of Management may approve additional sources of income, including sponsorships, partnerships, grants, programme-specific funding and other lawful revenues, provided that such arrangements are transparent to members and do not compromise the independence of the Federation.

12. INDEMNIFICATION

The members of the Council of Management shall be indemnified for liability arising out of Federation activities on the authorisation of the Council of Management.

13. INTERPRETATION OF AND ALTERATION TO THE CONSTITUTION

The Articles of the Constitution shall be read as a whole. In any matter of interpretation of the intent or purpose of the Articles, the decision of the Council of Management shall be final.

The Articles may be changed, added to, or otherwise varied by the General Assembly by a majority vote of at least three-quarters of the Members present and entitled to vote, or by online ballot by a majority vote of at least three-quarters of the members entitled to vote. At least sixty days' notice of the proposed change must be given.

The Council of Management shall maintain a process for periodic review of the Constitution to ensure continued fitness for purpose.

14. DISSOLUTION OF THE FEDERATION

a) The dissolution of the Federation shall not be effected except as a result of previous notice by the Council of Management and by a decision of the General Assembly taken by a majority vote of three-quarters of the members present and entitled to vote.

b) In the event of the Federation being dissolved, the liquidation shall be carried out by the Council of Management and the Council shall determine the disposal of the assets of the Federation and proceeds of the liquidation, consistent with the applicable laws under which the Federation is incorporated.