

Articles of Association of the “Health Systems Global Association”

1. Name and the Founders of the Society

1.1 The name of the society is “Health Systems Global Association” (the “Society”) and has been established in accordance with the Article 60-79 of the Swiss Civil Code as an association in Switzerland.

1.2 Following to the applicable laws of Switzerland, the Society enjoys the rights of a legal entity as soon as the articles of association have come into effect. The association will be registered in the Swiss commercial registry as a non-profit association without any commercial goals.

2. Registered Office

2.1 The registered office of the Society shall be at c/o Swissbenefits AG, Seftigenstrasse 310, 3084 Wabern, Swissbenefits AG accepts to provide the association with legal domicile.

3. Objectives

3.1 The objective of the Society is to catalyze research and convene researchers, decision makers and implementers to create and utilize health systems research for improved health systems performance globally.

3.2 The term “health system” shall, inter alia, include stewardship, organization, financing, and delivery of health services.

3.3. Any surplus accrued from such activities shall not be distributed between the members, board, secretariat, or any executives or sponsors of the Society but rather reinvested in pursuing the objectives of the Society.

4. The Society’s Capital

4.1 The operating capital of the Society is comprised of membership fees received from members, from registration fees of Symposia and events organized or co-organized by the Society, and donations from financial third parties and donors, and other sponsors of the Society.

4.2 Funding received will be used to cover the administrative, operational and other costs of grants made by the Society, including legal, accounting and auditor fees in relation to the establishment and functioning of the Society.

4.3 Funding received shall be paid into a bank account opened in the name of the Society. The funds will hereafter be allocated as set out in the budget approved by the Society board of directors (the “Board”).

4.4 The Board must not pass any resolution, which is likely to result in the Society becoming insolvent.

5. Members of the Society

5.1 The Society accepts both organizations and individuals as members of the Society. Member organizations may include organizations hosting the Secretariat. The Board will set the exact membership qualification parameters, which must be objective and nondiscriminatory. An applicant may be admitted as a member of the Society following his/her/their written or electronic

application, if recommended so by the Board. The Board may not approve membership application, if the applicant is not compliant with the Board established requirements for a member and if such decision is supported by two thirds of the members of the Board.

5.2 Individual members each pay an annual membership fee determined by the Board and may each cast a single vote at the Society general assemblies. Organizations, which are members of the society, each pay an annual membership fee as determined by the Board and may each cast three (3) votes through their designees at the Society general assemblies or at the time of electronic voting, whichever is applicable.

5.3 The membership shall be terminated upon death or voluntary withdrawal or by expulsion. Voluntary withdrawal requires a withdrawal notice in writing or via email from the member, or alternatively shall be assumed to have occurred six calendar months after the membership renewal date, if the member fails to pay their society membership fees during this time. The Board may recommend for a member to be expelled from the Society, either for nonpayment of membership fees due or for any other material breach of the member's obligations towards the Society. A recommendation to expel a member must be supported by two thirds of the members of the Board. Prior to the Board executing the recommendation, the member must be allowed to present a defense in writing (including via email transmittal) addressed to the chairperson of the Board. Upon having heard the member's defense, the Board may execute the expulsion by a two-thirds majority.

6. General Assembly, Authority, Place and Notice

6.1 Within the limits set by statutory laws of Switzerland and by these bylaws of the Society, the general assembly has the supreme authority in all matters relating to the Society.

6.2 The general assembly shall be held at the time of the Society symposium that has to be organized once every two years and/or at an event in which the members are expected to participate, by teleconference and/or by any electronic media. The Board must strive for its members to be physically present at least at every second ordinary general assembly.

6.4 General assemblies shall be convened by the Board giving no less than twenty (20) working days' written notice to each member and/or publishing announcement of the society's website.

6.5 Proposals for the General assembly agenda from the members shall be submitted in writing to the secretariat of the Society (the "Secretariat") at least fourteen (14) days prior to the general assembly date.

7. General Assembly; Agenda

7.1 Not later than ten (10) days before the general assembly the following shall be made available on the Society's website for the inspection of the members: the agenda and the complete proposals to be presented to the general assembly, and in case of the ordinary general assembly also the annual accounts endorsed by the auditor, and the annual report, for adoption. Notice of the posting of said material shall be sent to each member electronically, potentially as a link to the homepage of the Society.

7.2 At the ordinary general assembly the following business shall be transacted:

- a. Board report on the Society's activities during the past years.
- b. Presentation of the annual accounts endorsed by an auditor and the annual report.

- c. Election or announcement of the electronic election results of members of the Board.
- d. Proposals from the Board, the Secretariat and/or the Society members.

8. General Assembly, Voting Rights

8.1 Each individual member is entitled to one (1) vote, whereas organizational members are entitled to three (3) votes. Each individual member is entitled to attend the general assembly or electronic voting personally, or by a proxy. Only one (1) proxy can be issued by a member. The chairperson of the Board must receive written and dated notice about designation of a proxy at least seven (7) days before the commencement of the meeting and/or electronic voting and the notice will not be valid for more than one (1) year. Organizations may participate in general assemblies and/or electronic voting designating one delegate. Decisions at the general assembly and/or during electronic voting are taken by a simple majority of votes cast.

9. General Assembly, Chair, Resolutions and Minutes

9.1 The Board elects a chairperson of the meeting of the general assembly. The chairperson of the meeting will direct the discussions and decide all questions regarding the procedure of the discussions and voting.

9.2 The general assemblies, including the casting of votes, where necessary, are to be executed electronically to the extent that this is practically possible. Voting may take place within a timeframe determined by the Board.

9.3 A brief account of the proceedings at the general assembly, including all decisions that have been voted upon, conducted in person or electronically, will be recorded as minutes and signed by the chairperson of the meeting and by the minute taker of the meeting. A copy of the minutes must be posted on the Society's website within thirty (30) days. All comments, if any, should be received within fourteen (14) days by the Board. The revised minutes, which hereinafter shall be considered final and fully executed, must be posted on the Society's website within fourteen (14) days after the comment deadline.

10. The Board

10.1 In-between general assemblies the Society shall be governed by the Board. The Board shall be accountable before the general assembly. The Board shall oversee all current activities of the Society and its secretariat. The Board is comprised of a minimum of eight (8) and a maximum of fifteen (15) members including three officers (Chair, Vice Chair and Treasurer) and not including non-voting member. Starting from 2018 Board elections, the non-voting Board member is the immediate past Board Chair, who continues serving for two years as a non-voting member of the Board, and an invitee to the Board Executive Committee, at the end of his or her full term, unless the board chair steps down prior to full term expiration and in this case she/he shall remain as a voting member of the board. The Board members shall be elected among the Society members, including delegates from the organizational members. Any member may nominate Board member candidates.

10.2 To ensure geographic equity, at least one Board member shall be elected from each of the six (6) World Health Organization regions: i) Africa; ii) the Americas; iii) South-East Asia; iv) Europe; v) Eastern Mediterranean; and vi) Western Pacific. All of the following criteria must be met for a person to represent a region: nationality or legal status as a permanent resident in a country in the region; physical residence in the region; and strong record of accomplishment of relevant health system related work in the region.

10.3 Upon election of Board members as per clause 10.2 above, the remaining nine (9) Board seats are distributed as per the number of votes cast for non-regional board members but assuring that individuals residing in Low and Middle-Income Countries do not hold less than 50% of the seats on the Board.

10.4 Neither men nor women shall represent more than fifty-five percent (55%) of the seats on the Board. If the voting results will lead to a distribution of Board seats that does not reflect this principle, the candidates from the underrepresented gender(s) shall be considered elected to the extent necessary for the fifty-five percent (55%) principle to be complied with irrespective of candidates from the overrepresented gender having received more votes. Only if the number of candidates is too small to fill all seats on the Board, the Society may derogate from the principle of gender(s) quotas and only to the extent necessary.

10.5 In addition to the Board members, the individuals, representing the Secretariat, may participate in the Board meetings as nonvoting observers and only upon the Board's invitation.

10.6 The seats on the Board are allocated among the Board candidates in accordance with votes cast for each candidate. Board member shall hold their offices for four (4) years after appointment, that starts at the time that election results are announced. Elections shall take place every two years. The maximum period that a Board member can serve is two (2) terms not necessarily consecutive, i.e. eight (8) years in total. In exceptional circumstances, determined by the Board, flexibility is allowed for extending board term for additional third term and only for incoming Board chair and upon approval of general assembly.

10.7 If a regional Board member moves to another region, then the Board member shall inform the Board within 2 months of moving and the Board shall proceed as follows:

- a. if there is another Board member from the region that is losing its regional representative, then that Board member assumes that position for the remaining term and the member who has moved switches to being a non-regional member for the remainder of the term.
- b. if there is not another Board member from that region, and if the move occurs more than one year before the next scheduled election, then a byelection shall be held to fill the seat until the next normal regional election period; the member who has moved shall step down from the Board after the byelection
- c. if there is not another Board member from that region, and if the move occurs less than one year before the next scheduled election, then no byelection shall be held; the Board member who moved shall exceptionally keep the seat.

10.8 Board members shall not be remunerated by the Society for their work on the Board but their expenses incurred for travel for the board meetings could be covered by the Society.

10.9 The Board elects its officers - the chair and the vice chair of the Board and the treasurer among its members and elected officers - each have sole signatory rights on behalf of the society.

The election of officers shall be organized by the Board Governance Committee and shall entail at least three steps: a) formal nomination of candidates; b) voting by Board members and c) vote counting the results of which shall be resolved by the whole Board. These officer posts are for two-year terms. Members on these posts of the Board can only serve two (2) terms in a particular role (i.e. for a total of 4 years, not necessarily consecutive). The chair shall preside at all meetings of the board. The vice chair shall perform the duties of the chair in the absence or incapacity of the chair.

To assure continuation of the Board leadership, starting from 2018 Board election, the existing Vice Chair shall replace the outgoing board Chair (subject to their re-election to the Board, in the event that their term as Board member has completed) and the Board shall elect a new incoming Vice Chair through the officer election process detailed herein.

The treasurer shall have oversight of the care and accounting of all funds and investments of the organization, including annual budgets, and shall oversee that regular books of accounts are kept.

10.10 The Board meetings shall be convened in person or by means of an electronic medium, with a written notice of not less than fifteen (15) working days prior to the meeting except in exceptional circumstances. Meetings of the board (or its committees) may be held by teleconference or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a Board meeting.

10.11 The Board forms a quorum when more than half of the Board Members are present. The matters considered by the Board shall, except in cases of a member expulsion, be decided by a simple majority of votes, of those Board members present and voting.

10.12 The Board functions and authority include:

- a) Oversees the Societies activities in-between general assemblies and assures compliance with bylaws and the rules and procedures of the organization;
- b) Attends the Board composition and society governance matters and assures the Board compliance with these bylaws, and sets the Board election dates and procedures.
- c) Determines conflict of interest policies and manages conflicts;
- d) Nominates and elects the officers every two years including chair, vice chair and treasurer.
- e) Oversees the work of the Secretariat, which includes:
 - i. Appoints or dismisses an Executive Director of the Society;
 - ii. Reviews and approves annual budgets and work plans;
 - iii. Conducts annual and periodic performance reviews;
 - iv. Reviews annual audited financial statements and makes a recommendation for acceptance by the general assembly.
- f) Decides on the appropriation of surplus or deficits according to the adopted annual accounts and reviews investment/reserve performance annually (when invested).
- g) Decides on opening and closing branch and/or representative offices;

- h) Authorizes opening of new bank accounts; monitors current checking, savings, and investment accounts.
- i) Elects the Society members to the finance and audit committee and selects an independent accounting firm to perform HSG's annual audit.
- j) Establishes standing or ad-hoc committees, including board committees, and work groups, as required;
- k) Decides on Symposium dates and place;
- l) Sets the membership rules and annual fees;
- m) Reviews and decides on applications for membership and/or membership suspension;
- n) Develops and approves the Society's strategy;
- o) Develops fundraising strategy and policy and provides oversight for the fundraising strategy implementation;
- p) Initiates proposals on amendments to the Society charter/bylaw;
- q) Attends any other matters requested by the Board officers, the secretariat or society members.

The Board may decide to delegate some of these functions fully or partially to the Secretariat, when deemed necessary.

10.13 Minutes of the Board meetings will be recorded and will be signed by the Chair of the Board, or by the Vice-chair and the minute taker and available to the society members.

10.14 Any action required or permitted to be taken at a meeting of the Board (or its committees) may be taken without a meeting if a consent in writing or by e-mail transmission, setting forth the action to be taken is approved by the voting members of the board. Any such consent may be executed (as defined herein) in counterparts, and if so executed, shall be inserted in the minute book as if it were the minutes of a board meeting. For purposes of the bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

11. The Secretariat

11.1 The Society is managed and served by a Secretariat and Executive Director, appointed by and accountable to the Board. Members of the Secretariat and Executive Director are not eligible for Board membership. An Executive Director is appointed for a four year term renewable by Board decision.

11.2 The Secretariat shall:

- a. Attend to the daily needs of the Society
- b. Facilitate functionality of the board;
- c. Plan for and organize the Society's symposia and general assemblies and board meetings;
- d. Upon Board approval, disburse grants to thematic working groups and for other initiatives organized by the Society;
- e. Attend any other duties assigned by the Board, by the Board Officers or the general assembly.

11.3 The Executive Director represents the Society in relations with third parties and his/her representation powers in relations with third parties are unlimited within the mandate described in 11.4 below.

11.4 The Executive Director shall:

- Represent the Society with third parties

- Be accountable to the Board
- Assume overall responsibility for secretariat management and for day to day operations of the society
- Upon the decision of the Board open and operate the Society's bank account(s);

12. Authority to Bind the Society

12.1 The Board of the Society oversees the resources of the Society and delegates the management of those resources to the Executive Director, within the limits established under the annual budget and organizational policies approved by the Board.

12.2 Individual or organizational members of the Society, the Board and the Secretariat are not personally financially liable for any obligations of the Society.

13. Auditing

13.1 The Society's accounts shall be drawn up and audited annually by a chartered or registered accountant selected by the audit committee.

14. Accounting Year

14.1 The accounting year of the Society shall be from 1 January to 31 December. The first accounting year runs from the establishment of the Society to 31 December 2015.

14.2 The annual accounts shall give a true and fair view of the Society's assets and liabilities, of its financial position, and of surplus and loss.

15. Dissolution of the Society

15.1 The Society can be dissolved by resolution at the general assembly. A resolution to dissolve shall be passed in so far the minimum number of Board members do not present for election, and/or if the general assembly by a 75% majority vote calculated on basis of votes actually cast, resolve to adopt a proposal made by the Board to dissolve the Society.

15.2 If the Society is dissolved, the General assembly shall appoint one or several receivers in order to proceed to the liquidation of the Association.

15.3 At the decision of General Assembly, any profits arising from liquidation shall be assigned to one or several other public organizations or organizations benefiting from a tax exemption and having a similar purpose. This Article 15.3 may not be amended.

16. Amendments to the Bylaws

16.1 Subject to ratification by the general assembly, the Board may resolve to modify, amend and/or add to these articles