



HEALTHCARE
COMMUNICATIONS
ASSOCIATION

CONSTITUTION



PURPOSES
-of-
HEALTHCARE COMMUNICATIONS ASSOCIATION

1. The name of the organisation “THE HEALTHCARE COMMUNICATIONS ASSOCIATION” .
2. The Registered Office of the organisation will be situated in England. The registered address is currently: Vincent House, Vincent Lane, Dorking, Surrey RH4 3JD.
3. The objects for which the organisation (hereinafter called “the HCA”) was established are:
 - A. Play a proactive role in championing healthcare communications best practice.
 - B. Demonstrate forward-thinking and innovation in healthcare communications.
 - C. Drive initiatives to enhance standards in training and education for professionals in industry and consultancies
 - D. Drive initiatives to assist in the application of robust and meaningful evaluation of healthcare communications.
 - E. Highlight the return of investment that healthcare communications can deliver
 - F. Continuously evaluate progress and assess the value of the HCA to its members
 - G. To represent the profession in its relations with associations and other official and unofficial bodies in all matters affecting the profession
 - H. To collect funds from the members for the purpose of carrying on or furthering the activities of the HCA
 - I. To use the funds of the HCA for the purpose of executing or promoting any of the objects herein listed
 - J. To co-operate with any other body or bodies for the purpose of promoting any of the objects of the HCA
 - K. To do all such other lawful things as are in the opinion of the Executive Committee necessary, proper or advisable for the advancement generally of the interests of the HCA or profession. Provided that the HCA shall not support with its funds any object or endeavour to impose on or procedure to be observed by any of its members and regulation,



restriction or condition which if an object of the HCA would make it a Trade Union.

4. The liability of the members is limited.
5. True accounts shall be kept of the sum of money received and expended by the HCA. Once at least every year the accounts of the HCA shall be examined and the correctness of the income and expenditure account ascertained by a properly qualified Accountant.



ARTICLES OF ASSOCIATION
-of-
HEALTHCARE COMMUNICATIONS ASSOCIATION

MEMBERSHIP

1. The members of the Executive Committee shall approve all applications to become members of the HCA in accordance with the provisions set out in these Articles of Association
2. Members of the HCA shall be of the following classes:
 - Pharmaceutical Companies: the named contact shall be deemed a full HCA member and any other non-UK affiliate office (including UK-based global offices) shall be deemed an Associate Member
 - Healthcare communications consultancies practising in Public Relations / Medical Education / Public Affairs. Consultancies that belong to a group will attract a 50% discount on full membership fees and shall be treated as individual members.
 - If the Executive Committee should decide to allow freelance practitioners/ sole traders and/or industry-specific groups to become members of the HCA, it will be on the assumption that they join as Associate Members with no voting rights and that they have to have been recommended by two current members.
3. The Executive Committee may from time to time make regulations in the form of a Code of Conduct for its members and may make the acceptance of such a code condition of admission to or continuance in any class of membership, for example:
 - Exhibit and encourage ethical and professional behaviour, accepting our positive duty to observe the highest possible standards in the practice of healthcare communications
 - Ensure reasonable steps are taken to inform, update and train all relevant personnel on a continuous basis
 - Abide by all relevant statutes and guidelines (eg: The Medicines Act, ABPI, MRS and PAGB codes of practice)
 - Conduct all other activities with proper regard towards healthcare professionals, other professionals and organisations, the media and the public
 - Display professional respect, integrity, fairness and honesty in all agency/consultancy dealings, relationships and negotiations
 - Have a positive duty to respect the truth at all times, ensuring information is balanced and accurate and not to disseminate facts or misleading information knowingly or recklessly, using proper care to avoid doing so inadvertently



4. There shall be payable to the HCA by every Member such annual subscription as the Executive Committee may, with the majority vote of the full Members attending the HCA's Annual General Meeting, from time to time determine.
5. The rights and privileges of a Member of the HCA shall not be transferable or transmissible and will be at the discretion of the Executive Committee.
6. A Member shall upon ceasing to be a Member remain liable for and shall pay to the HCA all subscriptions and moneys falling in the membership year during which membership ceases. No re-fund will be issued if termination of membership takes place part-way through a year.
7. The Executive Committee shall from time to time make regulations to determine the form in which an application to join as a member of the HCA shall be made. The admission of such applications shall be by resolution of the Executive Committee
 - (i) if the member shall be in default for three months or more in the payment of its annual subscription;
 - (ii) if the member becomes bankrupt;
 - (iii) if the member shall in the judgement of the Executive Committee (after such investigation as it may deem fit to make) appear to have been guilty of any act or conduct calculated to bring discredit on the HCA. In such a case, the Executive Committee may resolve that the member's membership be terminated. However, as an alternative to the termination of membership, the member may be suspended from the rights and privileges as a Member for such period as may be deemed fit, provided always that before the termination or suspension of membership there shall be given to the member in question not less than a month's notice in writing of the intention of the Executive Committee to consider the termination or suspension of its membership and the member shall be afforded an opportunity of stating its case either in writing or, at her/his option, by personal attendance at a meeting of the Executive Committee.
8. The Executive Committee may elect Honorary Members of the HCA. Honorary members shall be such individual persons who, in the opinion of the Executive Committee, have made a significant contribution or are rendering a service of value to the HCA or to its members or to the profession. An honorary member shall be entitled to all the benefits and privileges of the HCA except that they shall not be entitled to vote at any Annual General Meetings and shall not be eligible to serve on the Executive Committee.



GENERAL MEETINGS

1. The HCA shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee and shall be held not more than fifteen months after holding the preceding meeting.
2. The Executive Committee may as often as it thinks fit convene, with due notice, an Extraordinary General Meeting.
3. No business shall be transacted at any Annual General Meeting unless a quorum of twenty percent of HCA member companies is personally present when the meeting proceeds to business.
4. If a quorum is not present within half an hour from the time appointed for the holding of an Annual General Meeting, the meeting shall be dissolved. In this case, the meeting should be adjourned to another date, time and venue as the Chair shall appoint.
5. The Chair of the Executive Committee shall preside as Chair at each Annual General Meeting. If the Chair or Deputy Chair cannot attend, or if at any meeting neither the Chair nor the Deputy Chair be present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose some other member of the Executive Committee to take the Chair for that meeting. If no such member be present, or if all of the members of the Executive Committee present decline to take the chair, the members present shall choose some full member of the HCA who shall be present to preside.

VOTES OF MEMBERS

1. All HCA Members shall receive copies of any notices issued by the HCA and may attend all members' meetings. Honorary or Associate Members shall not vote on any resolution concerning the election of members to the Executive Committee or sub-committees or the policy or constitution of the HCA. The Chair of the meeting shall decide (and her/his decision shall be final) whether any resolution concerns the election of members of the Executive Committee or the policy or constitution of the HCA.



EXECUTIVE COMMITTEE

1. Only a person who is a Member of the HCA and a current sub-committee member shall be eligible to hold office as a member of the Executive Committee.
2. Until otherwise determined by an Annual General Meeting, the members of the Executive Committee shall be not less than six and be fairly representative of the overall mix of the HCA membership.
3. The members of the Executive Committee shall take an active part in HCA activities including being involved in at least one sub-committee or otherwise nominate a 'deputy' in lieu of full involvement. Attendance at Executive Committee meetings can be covered by deputies nominated by the Executive Committee member as long as the full member attends at least fifty percent of the annual Executive Committee meetings. To try and ensure continued active commitment from its elected members, there is a mandatory six month probationary period and periodic reviews at the discretion of the Executive Committee.
4. Chairs of HCA sub-committees are automatically members of the Executive Committee.
5. The Executive Committee may from time to time and at any time appoint a member of the HCA to be an active member of the Executive Committee. Any member so appointed shall retain her/his office only until the next Annual General Meeting but she/he shall then be eligible for re-election.
6. Disqualification from the office as a member of the Executive Committee occurs automatically:
 - (A) If it ceases to be a full member of the HCA
 - (B) If by notice in writing to the Chair he/she resigns its office
 - (C) If a member, in the judgement of the Executive Committee, contravenes the Code of Conduct of the HCA.
7. At any point in time, there shall be no more than one representative from an individual member company sitting as an active member of the Executive Committee.



ELECTION AND ROTATION OF MEMBERS TO THE EXECUTIVE COMMITTEE

1. The Executive Committee may at the first meeting after the Annual General Meeting in each year elect a Chair of the HCA to hold office for a minimum of one year but no longer than two years consecutively.

At the end of a term of office, the Chair shall not be eligible for re-election until a year has elapsed since she/he vacated her/his office(s) as Chair, such election to be announced at the Annual General Meeting.

2. The HCA shall in each year after the election of a Chair, review the composition of the Executive Committee and elect such further members from current sub-committee members as may be necessary to fill in any vacancies on the Committee. The expected term of office of members of the Executive Committee shall be no less than two years but no more than five years.
3. The outgoing Executive Committee members shall be entitled to make themselves eligible for re-election. At the end of a term of office, an outgoing member of the Executive Committee shall be eligible for re-election provided that she/he gives notice of her/his intention to offer her/himself for re-election to the Chair before the meeting at which she/he retires.
4. The HCA may by Extraordinary Resolution remove any member of the Executive Committee before the expiration of her/his period of office provided that the member shall be entitled to state her/his case in person at the meeting convened for the purpose of considering, and may by an Ordinary Resolution appoint another Member. That person so appointed shall retain her/his office so long only as the member in whose place she/he is appointed would have held the same if he had not been removed.
5. The voting for appointment of members of the Executive Committee shall be carried out by e-mail / post. Each full HCA member shall be sent a voting paper, on which shall be set out the nominations for members of the Executive Committee and the recommendations of the current Executive Committee. Each full HCA member shall return the voting paper duly completed showing his or her votes.

The voting paper shall be returned to the Secretariat of the HCA so as to arrive at least seven clear days before the date for the Annual General Meeting. All voting papers which do not reach the Secretariat before that date shall be null and void and of no effect. The candidate or candidates obtaining most votes shall be elected. If vacancies still exist at the end of this process, the Chair of the Executive Committee will ask that a full member present at the Annual General Meeting proposes a candidate and that this proposal is seconded by another full member.



PROCEEDINGS OF THE EXECUTIVE COMMITTEE

1. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think and determine the quorum necessary for the transaction of business. The Executive Committee will meet not less than quarterly. Unless otherwise determined, six members comprise a quorum. In case of an equality of votes the Chair shall have a second or casting vote.
2. The Executive Committee may delegate any of their powers to sub-committees consisting of such member or members of the Executive Committee and guest HCA members as they think fit, and any sub-committee so formed shall, in exception of powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such sub-committees shall be governed by the provision of these Articles for relating the meetings and proceedings of the Executive Committee so far as applicable.
3. The Executive Committee shall cause proper minutes to be made up of the proceedings of all meetings of the HCA and of the Executive Committee and Sub-Committees and all business transacted at such meetings.
4. Membership newsletters will be issued to all HCA members each year.

DEPUTY CHAIR: ELECTION AND ROTATION AND SCOPE OF ROLE

1. The Deputy Chair will have a proven track record as an active member of the Executive Committee and will sit on at least one HCA sub-committee or otherwise nominate a 'deputy' in lieu of full involvement
2. The term of office is a minimum of one year but no longer than two consecutive years.

At the end of the term of office, the Deputy Chair shall not be eligible for re-election into the same role until a year has elapsed since he/she vacated his/her office, such election to be announced at the Annual General Meeting.

3. The role will be primarily to deputise for the HCA Chair in his / her absence
4. It is understood that the HCA Deputy Chair will, in effect, be treated as Chair-in-waiting but that this assumed role is by no means binding
5. During the last six months of the Chair's tenure, the Deputy will assume the role of 'Chair Elect,' with the current Chair providing full support during this period



6. The appointment of the Deputy / Chair Elect will be ratified by members at the Annual General Meeting at which the Chair steps down.

At this same Annual General Meeting, the Executive Committee will put forward for ratification from the members, a new Deputy Chair.

7. If the Deputy does not wish to take over as Chair, he/she must make his/her intentions clear at least 6 months before the end of the current Chair's tenure to allow time for the Executive Committee to nominate and appoint an alternative Deputy Chair

ELECTION AND ROTATION OF MEMBERS TO THE SUB-COMMITTEES

1. The composition of the sub-committees shall be fairly reflective of the HCA membership.
2. The number of members on each sub-committee and the group's overall composition is at the discretion of the sub-committee Chairs and shall be reviewed each year by the Executive Committee.
3. The expected term of office for the Chairs of sub-committees shall be no less than one year but no more than two years.
4. The outgoing sub-committee Chairs shall be entitled to make themselves eligible for re-election. At the end of the two year term of office, the outgoing Chair of the sub-committee shall be eligible for re-election provided that she/he gives notice of her/his intention to offer her/himself for re-election to the full HCA membership before the annual re-election process.



ACCOUNTS

1. The Executive Committee shall maintain proper books of account to be kept in respect to:-
 - (A) all sums of money received and expended by the HCA;
 - (B) all sales and purchases of goods by the HCA
2. The books of the account shall be kept at the registered office, or at such other places as the Executive Committee shall think fit, and shall always be open to the inspection of the members of the Executive Committee.

At the Annual General Meeting in every year the Executive Committee shall lay before the HCA membership a proper income and expenditure account for the period since the last preceding account made up to a date not more than four months before such meeting.

DISSOLUTION OF THE HCA

1. The group may be dissolved by a resolution passed by a two-thirds majority of those present and voting at an Extraordinary General Meeting convened for the purpose of which 21 days notice shall have been given to members. Such resolution may give instructions for the disposal of any assets on behalf of or in the name of the group, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of the group but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the group as the group may determine and if in so far as effect cannot be given to this provision then to some other charitable purpose.

