

SPANISH SOCIETY OF HOSPITAL PHARMACISTS

ARTICLES OF ASSOCIATION

CHAPTER I

CONSTITUTION, NAME, LOCATION, SCOPE OF ACTION AND DURATION.

Article 1. Constitution and name.

The Spanish Society of Hospital Pharmacists (SEFH) is hereby incorporated under the laws of Madrid. Comprised by pharmacists serving in Spain's public health system, SEFH is provided with full legal personality and capacity to operate while exercising its fundamental right to freedom of association subject to the existing regulations on the subject. All SEFH's activities shall be governed by the present bylaws, which shall determine how it pursues its mandate.

Article 2.- Location.

SEFH's principal administrative office shall be in Madrid, Spain, calle Serrano, 40 2º derecha.

Article 3.- Scope of action.

SEFH shall carry out its activities throughout the Spanish territory. Regional or other associations may apply for SEFH endorsement and subsequently enjoy recognition by the Society.

Article 4.- Duration.

SEFH is hereby created for an unlimited period. However, it may dissolve at any time following a decision to that effect by a General Assembly of members convened for that purpose.

Article 5.- Purpose. SEFH shall strive to promote scientific, technical, academic, functional and educational activities geared towards hospital pharmacists. In addition, it shall be concerned with all matters related with hospital pharmacy, seeking to maximize the benefit for patients and for society at large. To achieve these goals, SEFH may organize scientific or technical courses, congresses, seminars or meetings of any kind within the realm of hospital pharmacy, in accordance with the present bylaws and any agreements adopted to enforce them.

Article 6.- Specific purpose.

Notwithstanding the provisions in the previous Article, SEFH shall pursue the following specific goals:

- a) Represent SEFH's members in their relations with different – Spanish or international - technical or scientific organizations, provided that it is professional interests that are involved.
- b) Defend the legitimate rights and interests of SEFH as a collective entity and of each one of its members.
- c) Promote with all means at its disposal the widest range possible of scientific activities, ensuring they are duly publicized. For this endeavor, SEFH should seek the support of all the different organizations and government bodies related with the pharmaceutical profession.
- d) Establish awards, scholarships and distinctions in the manner and to the extent established by the General Assembly.
- e) Collaborate with the corresponding entities with respect to the delivery of pharmaceutical services in their professional scope of practice and provide guidance on the norms to be followed to provide such services.
- f) Establish relationships and contacts with such Spanish or international committees, organizations, associations and entities dedicated to hospital pharmacy as may be beneficial to the development of hospital pharmacy.
- g) Duly inform all SEFH members about any technical or legal issues, meant in the broadest sense possible, which could be of interest of them.
- h) Issue the corresponding opinions and/or reports with regard to consultations submitted to SEFH by individuals, public entities, courts of law or scientific organizations.
- i) Any other specific or legal purpose that may be consistent with or complementary to SEFH's generic and specific goals.

CHAPTER II

THE MEMBERS

Article 7.- *Member categories.*

SEFH shall comprise an unlimited number of members, grouped into four categories: full members, emeritus members, honorary members and associate members.

A) Ordinary members:

Any person holding a graduate or a PhD degree in Pharmacy and who has also obtained – or is in the process of obtaining - a postgraduate degree in hospital pharmacy can become a member of SEFH. Full members shall have full voting rights at the General Assembly. To be admitted as a full member, applicants must demonstrate that they are in possession of a postgraduate degree in hospital pharmacy or that they are residents in a hospital pharmacy department.

Applications for full membership must be submitted to the Governance Board, enclosing proof that all requirements are met.

B) Emeritus members:

Emeritus members are retired full members. Emeritus members may participate in the deliberations taking place at the General Assembly but shall have no voting rights. To become an emeritus member, full members just have to inform the Governance Board about their retirement.

C) Honorary members:

SEFH honorary members shall be those natural or legal persons who, pharmacists or not, have rendered particularly noteworthy services to SEFH. Honorary members may participate in the deliberations taking place at the General Assembly but shall have no voting rights. Honorary members are appointed by the General Assembly, further to a proposal by the Governance Board. Candidates must obtain a four-fifths vote.

D) Associate members:

Associate members shall be those persons who, although not included in any of the preceding categories, are still interested in being part of SEFH. Associate members may participate in the deliberations taking place at the General Assembly but shall have no voting rights. Prospective associate members shall submit an application to the Governance Board, who shall make the final decision. Applications must be endorsed by at least two full members.

Article 8.- Loss of membership.

SEFH membership may be lost for any of the following causes:

- a) Voluntary withdrawal.
- b) Imposition of a final sanction following a procedure initiated as a result of a disciplinary offense against professional dignity or ethics.
- c) Professional disqualification as a result of a final court judgement.
- d) Delinquency in membership dues: when a delinquent member has failed to pay their dues, or to justify the lack of payment thereof, within 90 days of being given notice they shall have their membership cancelled. However, a member who has had their membership cancelled as a result of delinquency in their dues may request, on one occasion only, for the cancellation to be revoked provided that they settle all outstanding dues until the day they are reinstated plus the corresponding bank charges.
- e) Death

Article 9.- Member rights and obligations

1. Every full member shall have a right to:
 - a) Send and receive information, and collaborate in activities related with SEFH's goals.
 - b) Attend general assemblies, meetings and all professional and/or scientific events organized by SEFH provided that the venue's capacity is not exceeded and that they meet the participation requirements.
 - c) Participate in SEFH's governance bodies.
 - d) Supervise the work of the Governance Board and the Standing Committee.
 - e) Exercise their right to vote at general assemblies.

2. Emeritus, honorary and associate members shall have a right to:
 - a) Send and receive information, and collaborate in activities related with SEFH's goals.
 - b) Attend general assemblies, meetings and all professional and/or scientific events organized by SEFH provided that the venue's capacity is not exceeded and that they meet the participation requirements.

3. Every member shall be obliged to:
 - a) Practice their profession to the highest standard.
 - b) Assist SEFH in pursuing its goals at every possible opportunity, contributing data, publications, studies and scientific and professional knowledge.
 - c) Contribute to SEFH's upkeep through the dues established by the General Assembly (emeritus and honorary members shall be exempted from this obligation).
 - d) Comply with the provisions under SEFH's bylaws or the norms or agreements emanated from SEFH's governing bodies, which are responsible for regulating the society's activities.

CHAPTER III

GOVERNING BODIES

Article 10.- Governing bodies.

To adequately pursue of its goals, SEFH shall be run by the following governing bodies:

- a) The General Assembly.
- b) The Governance Board.
- c) The Standing Committee.
- d) The Presidency.
- e) The Regional Chapters.

Section I.- The General Assembly.

Article 11.- Types of general assembly and their functions.

1. As SEFH's supreme governing body, the General Assembly shall adopt its agreements in accordance with the majority rule established in the present bylaws.
2. The General Assembly shall be made up of all members in attendance, further to a public call. The General Assembly shall sit in the form of ordinary or extraordinary meetings. Sessions shall be presided over by SEFH's President or, in their absence, by the Vice-president. Should both be absent, the Governance Board may appoint any of its members to preside over the General Assembly, except for the Secretary. Secretarial functions at the General Assembly will be performed by the Secretary of the Governance Board or, in their absence, by any other member of the Governing Board that may be appointed by it.
3. The Ordinary or Extraordinary General Assemblies shall sit as often as they are convened by the President of the Governance Board either at their behest or at the request of at least 20% of full members. Such sittings will be considered validly constituted, on first call, when attended by one-third of full members. On second call, sittings shall be considered validly constituted regardless of the number of full members present. At least half an hour should elapse between the first and the second call.
4. Agreements shall be adopted by a simple majority of full members in attendance, when affirmative votes outnumber negative votes, not counting for these purposes defective votes, blank votes or abstentions.
5. An absolute majority of attending full members will be necessary, i.e., a number of affirmative votes exceeding half the number of total votes cast, to adopt decisions on the following:
 - a) The Society's dissolution.
 - b) Amendments to the bylaws.
 - c) The sale or transfer of the Society's fixed assets.
 - d) Remuneration of the members of SEFH's governing bodies.

Article 12.- Functions of the General Assembly.

The functions of the General Assembly include:

- a) Supervise the work of the Governance Board.
- b) Examine and approve or reject the annual accounts.
- c) Appoint the Governance Board members.
- d) Establish ordinary and extraordinary membership dues.

- e) Dissolve the Society.
- f) Modify SEFH's bylaws.
- g) Sell or transfer the Society's fixed assets.
- h) Determine, if appropriate, the remuneration of SEFH's governing officials.
- i) Negotiate bank loans for amounts in excess half of the Society's current revenues.
- j) Any other function that does not fall within the remit of any other body.

Article 13.- The Ordinary General Assembly.

Ordinary General Assemblies shall be held annually to deliberate and adopt decisions on the work program of the Governance Board, the approval of the financial statements of the previous financial year, the budget for the current year, the renewal of the Governance Board membership and any other matter that does not fall within the exclusive remit of the Extraordinary General Assembly.

Article 14.- The Extraordinary General Assembly.

An Extraordinary General Assembly must be convened in order to introduce changes in the Society's bylaws or to dissolve the Society.

Section II.- The Governance Board and the Standing Committee

Article 15.- The Governance Board.

1. SEFH's Governance Board shall be made up of the following members, all of them with equal voting rights:
 - a) A President, who shall also be SEFH's and the Society's Standing Committee's President.
 - b) A Vice-President.
 - c) A Secretary.
 - d) A Treasurer.
 - e) Seventeen Regional Representatives.
 - f) A residents' representative.

Article 16. *The Standing Committee.*

SEFH's Standing Committee shall be made up of the following members of the Society's Governance Board, all of them with equal voting rights:

- a) A President.
- b) A Vice-President.
- c) A Secretary.
- d) A Treasurer.
- e) Three non-executive members, elected by and among the non-executive members of the Governance Board.

Article -17. *Elections and appointments.*

1. The Governance Board officials (President, Vice-President, Secretary and Treasurer) shall be elected from a closed list for a four-year term. Should a single list of candidates be submitted, appointments will be made by acclamation. The terms of office of Regional Representatives shall be established in accordance with the election regulations established by SEFH, with three such representative positions being renewed annually.
2. Only full members may stand for election.
3. Any Governance Board positions that become vacant shall be filled by the Governance Board, which shall duly inform the General Assembly. Should the vacancies amount to one-half of the membership, an early election will be called to renew the whole of the Governance Board. Officials sitting on the Governance Board may be reelected only once, serving a maximum of two consecutive terms. This means that no official may serve on the Governance Board for more than eight years in a row.
4. Both the announcement of candidates and the election of officials shall take place at a General Assembly convened for that purpose, specific procedures being contemplated for the election of regional representatives. Elections shall in all cases conform to the stipulations of the Spanish Constitution and, additionally, to the provisions of electoral law.
5. The Residents' Representative shall be elected by and among residents for a two-year term.

Article 18.- *Frequency of sittings*

1. The Governance Board shall act in accordance with SEFH's purposes. It shall compulsorily sit at least twice a year as a matter of course and, exceptionally, whenever the President or 20% of its members consider it appropriate.
2. The Standing Committee shall compulsorily sit at least four times a year as a matter of course and, exceptionally, whenever the President or half plus one of its members consider it appropriate.

Article 19.- Functions of the Governance Board and the Standing Committee.

1. The Governance Board shall perform the following functions:
 - a) Implement all agreements adopted by the General Assembly.
 - b) Submit to the consideration of SEFH's official bodies any such reports, suggestions or technical or scientific studies as it considers beneficial for the development and promotion of hospital pharmacy.
 - c) Supervise and validate the revenues accrued and the expenses incurred between the different sessions.
 - d) Create and develop any such member-based scientific and technical committees as it may deem necessary.
 - e) Propose to the General Assembly all such charges, dues, fees or extraordinary contributions to be assessed from SEFH members and collaborators.
 - f) Decide on the exercise of all rights inherent to SEFH's scope of action and grant any required powers of attorney.
 - g) Appoint all such non-elected officials as are deemed appropriate to manage meetings, congresses and publications, as well as those required to adequately pursue SEFH's goals. The term of office of such officials will be determined by the Governance Board.
 - h) Appoint the scientific directors of publications and journals, ensuring that their term of office coincides with that of the Governance Board.
 - i) Inform the General Assembly of new contracts entered for contracting staff, goods or services required for the appropriate functioning of SEFH.
2. The Standing Committee shall perform the following functions:
 - a) Execute and develop any agreements adopted by the General Assembly, and propose the necessary guidelines for the proper management of the Society.
 - b) Implement and execute the agreements adopted by the Governance Board, in accordance with the mandate given by the General Assembly.
 - c) Organize, coordinate and develop SEFH's administrative work.
 - d) Propose to the Governance Board the engagement of any such staff and the acquisition of any such goods or services as may be required for SEFH's appropriate functioning.

Article 20.- *Sittings and agreements of the Governance Board.*

1. Sittings of the Governance Board and the Standing Committee shall be called within at least 15 days before the day prescribed for the holding thereof., except in case of force majeure, as validated by the Assembly. The Governance Board will be considered validly constituted when all its members are present or when the members present decide that the Board has been validly constituted.
2. Agreements of the Governance Board and of the Standing Committee shall be valid regardless of the number of members in attendance, provided that they are adopted by a majority of votes. The President shall have a casting vote in the event of a tie.

Article 21.- *Regional Chapters.*

SEFH's Regional Chapters shall be made up of all members practicing in their respective autonomous regions. Each Regional Chapter shall elect a regional representative further to the formalities and regulations established in the present bylaws for the election of officials and to the election procedures adopted by the Society.

Article 22.- *Regional Representatives.*

1. The term of office of SEFH's regional representatives shall be four years, notwithstanding any adjustments required by the partial renewal of the non-executive positions on the Governance Board.
2. The Regional Representatives shall have the following functions:
 - a) Coordinate the activities of SEFH members in the different autonomous regions and represent SEFH before institutions, public entities or technical or scientific organizations of such regions.
 - b) Act by delegation of the Governance Board in matters related to their autonomous region.
 - c) Sit on SEFH's Governance Board, in accordance with the stipulations of these bylaws.

Article 23.- *The President.*

The President of SEFH and its governing bodies will perform the following functions:

- a) Legally represent SEFH before all kinds of legal entities, institutions or societies, both public and private.
- b) Convene, preside over and adjourn all sittings of the General Assembly, the Governance Board and the Standing Committee, and chair the deliberations taking place in them.
- c) Implement the agreements adopted by the General Assembly or the Governance Board and the Standing Committee.

- d) Order payments and sign off on documents, minutes and correspondence.
- e) Adopt urgent measures required to guarantee proper functioning of SEFH or the smooth conduct of the Society's business, without prejudice to subsequently having to give account thereof to the Governance Board y a la Standing Committee.
- f) Approve documents already authorized by the Secretary and the Treasurer.

Article 24.- The Vice-President.

The Vice-President shall substitute the President in the absence of the latter owing to illness or any other justified reason, and shall have the same powers as the latter. In addition, the Vice-President shall perform any duties delegated to them by the President.

Article 25.- The Secretary.

The Secretary shall have the following functions:

- a) Coordinate SEFH's administrative work.
- b) Issue various kinds of certificates.
- c) Keep SEFH's accounting records and maintain and update the society's membership list.
- d) Serve as custodian for the society's official documents, ensuring that communications on the appointment of new Governance Board members and other agreements are duly served to all members and inscribed in the corresponding registry.
- e) Fulfil all legally binding documentary obligations in accordance with their respective terms.
- f) Perform any other tasks that may be entrusted to them by SEFH's Governance Board or Standing Committee.

Article 26.- The Treasurer.

The Treasurer shall have the following functions:

- a) Collect and safeguard SEFH's funds.
- b) Process any payment orders issued by the President.
- c) Supervise SEFH's accounts.

Article 27.- Presidents of Honor.

Any person having rendered outstanding services to SEFH may be appointed President of Honor, following approval by the General Assembly.

CHAPTER IV

FINANCES

Article 28.- *Financial resources.*

The financial means required for the development of SEFH's goals and activities shall originate from the following sources:

- a) Membership dues.
- b) Subsidies granted to the Society.
- c) Donations, bequests or other forms of altruistic support.
- d) Extraordinary contributions approved by the General Assembly.
- e) Any other lawful revenues that may become available.

Article 29.- *Assets.*

At the time of its establishment, SEFH lacks any assets whatsoever.

Article 30.- *Budgetary period.*

Budgets will be prepared for a 12-month period. The budget year will close on 30 June every year.

CHAPTER V

AMENDMENTS

Article 31.- *Call of an Extraordinary General Assembly.*

Amending the present bylaws shall require calling an Extraordinary General Assembly. Notice of the call shall be served on each individual member and any additional publicity may also be arranged as necessary. Extraordinary General Assemblies shall be called following a resolution of the Governance Board or at the request of at least 10% of SEFH's membership. The notice must provide details about the amendment to be proposed to the Assembly.

Article 32.- *Quórum.*

1. For the Extraordinary General Assembly convened to amend the Society's bylaws to be valid, at least one-third of members must be in attendance on first call. If that number is not achieved, a second call shall be made, at the same venue, at least 30 minutes after the first, where no attendance quorum shall be required.
2. For the proposal to be approved, an absolute majority of the votes cast shall be sufficient.
3. Amendments to the bylaws will not come into effect until they have been duly inscribed in the corresponding register.

CHAPTER VI: DISSOLUTION OF SEFH

Article 33.- *Implementation of the Society's dissolution.*

Following the same procedure established for amending these bylaws, an Extraordinary general Assembly may be called to determine SEFH's dissolution and liquidation. All assets, monies and rights to which SEFH may be entitled shall be transferred to entities of similar characteristics that pursue similar purposes and which have been designated as public utility entities. These transactions will be carried out by a winding-up committee appointed by the Assembly or, failing that, by the incumbent Governance Board at the time the resolution is made.

FIRST ADDITIONAL PROVISION. SEFH shall recognize as valid interlocutors any associations whose nature and purpose are akin and complementary to those proclaimed in the present bylaws. SEFH may establish collaborative projects and regular scientific and technical exchanges with such organizations, and conclude agreements with them that may result in benefits for both parties.

SECOND ADDITIONAL PROVISION. The present bylaws shall be governed by Organic Law 1/2002, of 22 March 2002, which regulates the right to association, as well as by the complementary provisions that develop the said law or by such provisions as may legally replace them.

TRANSITIONAL PROVISION. In accordance with its new structure and membership, established in the present bylaws, the Governance Board is authorized to set a calendar for the incorporation of regional representatives to the different regional chapters. Such incorporation process should have concluded within two years from the approval of the present bylaws, coinciding with the periodic renewal of SEFH officials.

These bylaws were approved at a SEFH Extraordinary General Assembly held in Madrid on 13 February 2018.

THE PRESIDENT
Miguel Angel Calleja Hernandez

THE SECRETARY
María Montserrat Perez Encina