

Bylaws of the Society of Nepalese Healthcare Professionals in Europe

Version 08/2024

With amendments 08/2025 (Amsterdam) & 03/2026 (Executive Board Meeting via Zoom, Approval by E-Mail)

ARTICLE I – ORGANIZATION

The name of the organization shall be the Society of Nepalese Healthcare Professionals in Europe or abbreviated as the “Society” or “SNHPE.”

The Society of Nepalese Healthcare Professionals in Europe is a not-for-profit and apolitical organization intended to meet the purposes below.

ARTICLE II – PURPOSES

The Society of Nepalese Healthcare Professionals in Europe was established in Europe in August 2024 for all Nepalese healthcare professionals and researchers working and studying in the region of European Union (EU) and European Economic Area (EEA/EFTA). The health professionals & workers as mentioned in “Classifying health workers: mapping occupations to the international standard classification. Geneva: World Health Organization; 2019” will be the basis for membership of SNHPE.

The Society seeks to:

1. Facilitate and/or organize events that encourage networking among Nepalese Health Professionals in Europe and its related fields.
2. Facilitate and/or organize educational and career development programs for its members.
3. Facilitate, organize and/or establish events, programs and projects connecting SNHPE and its members with health sector of Nepal.

ARTICLE III – FINANCIAL MATTERS

1. The income of the Society consists of membership fees, donations by third parties and other sources of income for example participation fees of professional and educational events organized by the Society.
2. The liability of the Society is limited to the Association’s assets. Members are liable only up to the amount of their membership fee.
3. Accounting year: The Society's accounts are closed on 31 December of each year.
4. The bank account of the society shall be operated by joint signatures of Chairperson, Operations Director and Financial Director or any two of them.

ARTICLE IV - MEMBERSHIP

1. Membership in this organization shall be open to all Nepalese health professionals and researchers working and studying in the geographical region of European Union (EU) and European Economic Area (EEA/EFTA). Definition of Health professionals & workers will be accepted as mentioned in classifying health workers: mapping occupations to the international standard classification. Geneva: World Health Organization; 2019 for membership.

Applications for membership shall be sent to the Executive Board by filling the membership form in the website of the Society (www.nepalesehealthproeu.com). An applicant shall become a member of the SNHPE upon the Board's approval of its membership application and receipt of its first membership fee.

2. Memberships will be divided into 4 categories:

a. Member of Executive Board: A Member of Executive Board will be defined as a member who is elected as a member of the Board and who submitted a complete payment for their membership dues. The members of Executive Board will pay significantly higher membership fee than other members, as decided by the Executive Board. This Membership will run for a period of 24 months from the date payment is received unless renewed.

b. Full Member (Dues paying member): A Full Member will be defined as a member of the Society who submitted a complete payment for their membership dues. Full Members will be entitled to all membership benefits as outlined by the Executive Board. This Membership will run for a period of 24 months from the date payment is received unless renewed.

c. Non-Member (Public event notification only): A non-member will be defined as an individual who chooses not to pay dues, and only receives notifications of public events from SNHPE. Non-members are entitled to full membership benefits once the submission of membership dues are completed.

d. Automatic Membership of Immediate Family member: In the event that the spouse and/or child(ren) of a member of the Executive Board of the Society are health professional(s), such spouse and/or child(ren) shall automatically be admitted as full members of the Society.

Membership granted under this Section shall be exempt from the payment of membership fees for the duration of the Executive Board member's term of office. Upon the expiration or termination of the Executive Board member's term, the membership status of the spouse and/or child(ren) shall be subject to applicable fees, unless otherwise provided by the Society.

3. The Executive Board shall maintain a Member Directory for the purpose of internally managing the Society as an organization. Only members of the Executive Board will have access to the directory. The Membership Director shall be responsible for updating and maintaining the Directory.

4. The Executive Board, at its discretion, may create a version of the Membership Directory that is accessible to the Society membership. The directory shall only serve as a venue for sharing information with members who request such information from the Membership and Outreach Director. Participation in the Member Directory must be voluntary. Members must be

afforded an opportunity to opt in or out of the directory at any time throughout their membership.

5. A participating member's information must be deleted from the directory within 90 days of their membership expiring.

6. Under no circumstance will individual member information or the directory as a whole be bought, sold, shared, or used for purposes other than to facilitate networking between the Society members.

ARTICLE V – DUES

The Society may require members to pay regular dues for providing revenue to fund its operations.

1. The Society may, by a vote of the Executive Board, modify membership dues as appropriate. Any implementation or changes to new or existing membership dues must be approved by majority vote of the Executive Board. The membership must be notified of these changes at least 90 days prior to implementation. Dues will be assessed on two yearly basis at EURO amount defined by the Executive Board.

Members may elect to enroll in automatic renewal through electronic means. If the member does not opt out, the current membership fee will be charged and their membership will be renewed.

2. The Membership and Outreach Director shall be responsible for keeping track of which members have paid dues and when they are responsible to renew their dues. The Membership Director shall facilitate a process for communicating with members about renewing their membership.

3. The Finance Director will be responsible for collecting dues from the membership and informing the Membership Director when members pay their respective dues. No refunds will be issued to members who wish to deactivate.

ARTICLE VI - TERMINATION, RESIGNATION & EXPULSION

1. Members cease to be members upon resignation, expulsion or death.

2. Resignations are possible at any time with effect as of the end of the current calendar year. The letter of resignation must be sent in writing (by post or by email) to the Chair of the Society. The full membership fee remains payable for the year in progress.

3. The board can expel members from the Society if they act in any way that is contrary to the interests and Bylaws of the Society. The member may appeal his or her expulsion. This appeal will be addressed at the next assembly of delegates, whose decision shall be final.

4. If a member fails to meet his or her financial obligations, he or she is automatically considered a non-member of the Society.

ARTICLE VII – DUTIES & RIGHTS OF MEMBERS

1. The members of Executive Board will pay significantly higher membership fee than other members, as decided by the Executive Board.
2. Full Members will be entitled to all membership benefits as outlined by the Bylaws & Executive Board.
3. Full members will have following rights:
 - a. Right to vote in the General Assembly meetings of the society, but no member shall be permitted to vote by proxy
 - b. Right to take part in elections and to contest for any positions of Executive Board of the Society
 - c. Right to be nominated for any positions of Executive Board of the Society
 - d. Right to receive notice of General Assembly meetings as per bylaws of the society
 - e. Right to attend and take active part in the proceedings of the General Assembly meetings
 - f. Right to inspect member registers, books of accounts or other records in consultation with the Executive Board
 - g. Right to obtain certified copies of the bylaws, resolutions or documents on a payment of fee as prescribed by the Executive Board
4. Non-members do not to pay dues, and only receives notifications of public events from the Society and do not have the rights of full members. Non-members are entitled to full membership benefits once the submission of membership dues are completed.
5. Executive Board members and the full members constitute the General Assembly of the Society. They are eligible to vote in the proceedings of General Assembly.

ARTICLE VIII – GENERAL ASSEMBLY

1. The General Assembly is the supreme authority of the Society and shall be composed of the full members as per the Bylaws of the Society 2024.
2. An Ordinary General Assembly Meeting (OGAM) takes place once a year as called by the Executive Board of the Society.
3. A Special General Assembly Meeting (SGAM) will take place at:
 - a. Resolution of the Executive Board
 - b. Written request from at least one 3rd of the members
 - c. Decision of a court-appointed curator or legally binding verdict of a court of law

3. All full-members must be invited to both the Ordinary and Special General Assembly Meetings at least two weeks before the date in writing, by SMS or by e-mail.
4. The General Meetings are called by the Executive Board and must be scheduled with a list and/or details of agenda.
5. The General Assembly shall elect the members of the Executive Board in all the positions in accordance with the Bylaws of the Society.
6. The Assembly shall adopt its own rules of procedure in consultation with the Executive Board.

ARTICLE IX – DUTIES OF GENERAL ASSEMBLY

1. In addition to functions set out in Article-VIII 1-6, the duties of the Assembly shall be:
 - a. Receipt and approval of the annual report and the financial statements with the involvement of the auditors;
 - b. Election and removal of members of the board of directors and auditors
 - c. Discharge of the Board of Directors
 - d. Approval of the amount of the membership fee proposed by Executive Board
 - e. Resolution on changes to the statutes and the voluntary dissolution of the Society
 - f. Discussions and resolutions on other issues on the agenda.

ARTICLE X – EXECUTIVE BOARD

1. The business of this Society shall be managed by the elected officers of the Executive Board, which shall be comprised of the following positions:
 - Chairperson
 - Co-Chairperson (1-2 persons)
 - Operations Director
 - Finance Director
 - Membership and Outreach Director (1-2 persons)
 - Communications Director
 - Professional Development Director (5 – 9 persons)
 - Research & Scientific Affairs Director
2. The officers of the Executive Board shall serve in the position for which they were elected for a term of four years. Each new Board term shall begin on the first day of August of the year when an election is held.
3. The Executive Board shall have the control and management of the affairs and business of this organization. The Executive Board shall be responsible for developing or updating as necessary a strategic plan for the organization. The Executive Board is authorized to explore the development and refinement of an advisory board that would serve as an independent group to advise the organization in developing a strategic vision and meeting its strategic plan.
4. Such Executive Board shall only act in the name of the organization when it's Chairperson or the Co-Chair (in the absence of the chairperson) regularly convenes it.

ARTICLE XI - MEETINGS

1. The Executive Board of this organization shall meet regularly as determined by the Board.
2. The Operations Director for the Executive Board shall notify all members of the date, time, and location of the meeting in advance.
3. Members of the Executive Board shall be required to attend the tri-monthly Executive Board meetings unless excused by the Chair. If absent, the member will provide the Chair with an update of their activities to share with the Executive Board.
4. At least one member of the Executive Board is required to attend at each event. Regardless of requirements, should an Executive Board member not be in attendance at a meeting or event, the board member must notify the Chairperson prior to that event.
5. The presence of not less than a simple majority of the members of the Executive Board shall constitute a quorum and shall be necessary to approve any changes to the policies of this organization.
6. Each Executive Board member shall have one vote. The Executive Board may make such rules and regulations covering its meetings it may determine necessary.
7. At all Executive Board meetings, except for the election of officers and directors, Executive Board members shall work to achieve consensus on decisions to be made. To consider a question or matter, any member of the Executive Board may make a motion to proceed.
8. At any regular or special meeting, if a majority so requires, any question or matter may be voted upon in the manner and style provided for election of officers and directors.
9. General members and Non-Members are not allocated votes on the Society affairs; however, the Executive Board will actively seek their input prior to a vote.

ARTICLE XII – ELECTIONS

1. The Executive Board will facilitate an election, in the manner of their choice, for members of the Society to select the Executive Board officers in advance of the expiration of each term.
2. Prior to the election, the Executive Board will create and implement a nomination process for members to seek election to serve in a particular officer position on the Executive Board for the coming term.
3. All nominees must be active members of the Society in good standing. A Nominee may only run for one position in an election.
4. Before a vote can occur, the Executive Board will make all nomination materials publicly available for the membership to view for a period at the Board's discretion but not less than one week.
5. The Chairperson shall decide any question related to elections not explicitly addressed in the Bylaws.

6. If an election results in a tie for an Executive Board position, the Executive Board shall hold in a timely manner a special election for members of the Society to vote on the tied candidates. If the special election fails to produce a winner, the Executive Board Chair shall select a method for breaking the tie such as a coin flip.

ARTICLE XIII - EXECUTIVE BOARD VACANCIES

1. The Executive Board may move to dismiss an Executive Board member including Chairperson and Co-Chairperson in the event that he or she fails to meet responsibilities as outlined by these Bylaws and as articulated by the Executive Board throughout the course of the term by a vote of at least 75% of the Executive Board members. This will include, but is not limited to, an Executive Member incurring three consecutive unexcused absences from Executive Board meetings.

2. Chairperson Resignation - In the case where the Chairperson cannot fulfill their duties or resigns from the position, the Vice Chair shall become the Acting Chair for the remainder of the term. A Chair's resignation must be submitted to the Executive Board in writing. The Executive Board shall notify the members about changes to the Executive Board within 10 days of a change occurring.

3. Other Executive Board Position Vacancies other than Chairperson - Other vacancies in the Executive Board shall be filled by nominations from an Executive Board member and approved by majority vote of the remaining members of the Executive Board. The new Board member shall hold this position for the balance of the term. The Board may nominate any member who is in good standing to fill a vacant Board position.

4. The Executive Board shall notify the membership about changes to the Executive Board within 30 days of a change occurring. The SNHPE Co-Chair shall assume the duties of all vacant positions in the interim until the Executive Board selects a replacement for the vacant position.

ARTICLE XIV - EXECUTIVE BOARD RESPONSIBILITIES

1. Chairperson:

a. The Chairperson shall lead the development of the vision, strategic direction, and sustainability plan of the organization, including establishing measures to evaluate the success and opportunities for improvement and growth. In addition, the Chairperson shall assist with the implementation of such plans as appropriate. The Chairperson represents SNHPE as the public face of the organization.

b. The Chairperson shall serve as the liaison between the Executive Board and the Advisory Board, if formed.

c. The Chairperson is responsible for facilitating an election for new Executive Board members before the expiration of the Board's term. Ideally, the Chairperson should have prior experience as a member of the SNHPE Executive Board.

2. Co-Chairperson (1 – 2 persons):

- a. The Co- Chairperson shall assist the Chairperson in the aforementioned responsibilities. The Co-Chairperson shall assume the duties of an Executive Board position when vacancies occur.
- b. The Co-Chairman will respond to general inquiries from members and non-members about the organization. As well as maintains the Society's Bylaws and advises the Executive Board about compliance with the Bylaws.

3. Operations Director (formerly the Secretary):

a. In obligatory cooperation and coordination with Chair, the Operations Director shall be responsible for overall and internal management of the Society. The Operations Director will also support the other Executive Board members in their roles and responsibilities. Additional duties shall include:

- Calling the meeting of the Executive Board in consultation with the Chair.
- Keeping and maintaining the minutes and records of the organization.
- Managing the Society's shared online drive as well as the contents of the drive.
- Overseeing the management of the Society's vendor accounts and passwords not otherwise assigned in the Bylaws.
- The Operations Director is also responsible for making sure all SNHPE email accounts are checked on a regular basis. The Operations Director may delegate management of accounts to members of the Executive Board.

3. Membership and Outreach Director (1-2 persons):

a. The Membership and Outreach Director shall be responsible for recruiting individuals to join the Society. He/She shall also lead the organization's efforts for identifying, developing, and maintaining partnerships with other entities. Such entities may include, but are not limited to, nonprofit organizations, health care and health policy contractors/consulting firms, government agencies, professional organizations, research entities, academic, etc.

b. The Membership Director, along with the Chair, shall have sole responsibility for creating, updating, and managing the Member Directory including ensuring that members have paid their dues and are receiving the communications from the Society to which members are entitled.

c. The Membership Director shall be responsible for fundraising, increasing the visibility of the organization, and marketing the organization. Marketing and efforts to raise the visibility of the Society shall be done in coordination with the Communications Director.

d. The Membership Director shall pursue financial support for the organization to supplement membership dues. In addition, the Membership Director shall develop and maintain strategic partnerships with other organizations that will help with fundraising, programming, and other activities.

4. Professional Development Director (5 - 9 persons):

- a. The Programming and Professional Development Directors shall work collaboratively to organize programming and events for the Society's members.
- b. The Director shall aim to organize events and programs designed to facilitate networking and enhance the professional skills for the Society's members at least twice a year.
- b. The Director may facilitate the sharing of information with the Society's members about careers in the field of health policy and related fields.
- c. Recognizing that community service is an important part of the Society's purpose, the Professional Directors shall facilitate regular opportunities for the Society's members to participate in community service activities. Ideally, the directors will organize at least one community service event per quarter.

5. Finance Director (formerly the Treasurer):

- a. The Finance Director shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
- b. The Finance Director shall render at stated periods as the Executive Board determines a written account of the finances of the organization.
- c. The Finance Director shall serve as the main contact on the SNHPE Bank Account and will control distribution of all cards associated with the bank account. The Finance Director shall keep records of ALL monies received by the Society and paid by the Society and shall provide a financial report of such transactions to the Executive Board on at least an annual basis or by the request of the Chair.
- d. The Finance Director is responsible for keeping all vendor accounts up-to-date and paid in full and is responsible for overseeing and monitoring all electronic payment accounts.
- e. The Finance Director will be responsible for all annual accounting and tax filings. The Finance Director is responsible for ensuring the Society maintains its nonprofit status.
- f. The Finance Director shall produce an annual budget for the Society's operations. The budget shall include an allocation for financial reserves.
- g. The Finance Director will solicit input from the Executive Board for the budget. The Executive Board shall vote to approve the annual budget. The budget must be approved by 66% of the Executive Board.

6. Communication Director:

- a. The Communication Director shall oversee the Society's Communications to its members and shall work to manage, coordinate, enhance, and streamline all of the organization's means of communicating to members, potential members, partners, and others. As such, the Communications Director is responsible for the following duties:
- b. Overseeing the organization's website and social media accounts.
- c. Reviewing all mass email announcements, media relations, social media posts. The Communications Director may delegate authorities to review communications.

d. Collaborating with the Membership and Outreach Director to increase the visibility of the organization.

7. Research & Scientific Affairs Director:

- a. Define and lead the Society's policies on research & scientific publications — identify strategic priorities aligned with Society's mission and healthcare trends in both Nepal and Europe.
- b. Foster a culture of scientific inquiry and collaboration among members.
- c. Oversee the relevance and quality of presentations and publications received for presentations in the events organized by the Society. Thus maintaining the higher standards of their quality.
- d. Mentor and support members - especially early-career professionals - in research methods, ethics, and scientific communication, whenever possible.
- e. Develop and organize workshops, webinars, or training sessions to enhance research competencies.
- f. Lead for publishing a clinical & scientific journal of the Society and oversee it, ensuring its quality, consistency, impact and sustainability.

ARTICLE XV - APPOINTMENT OF AUDITORS

- 1. General Assembly Meeting elects two auditors for a period of 2 years. Re-election shall be possible.
- 2. The auditors cannot be members of the Executive Board or any other Committees of the Society. But, they can participate in the General Assembly Meeting as full-members.
- 3. The auditors are responsible for examining the association's financial management with regard to the correctness of the accounting and the use of funds in accordance with the Bylaws.
- 4. The Executive Board must submit the necessary documents to the auditors and the auditors must report to the board on the results of the audit.
- 5. Financial transactions between auditors and the association require approval by the General Assembly Meeting.

ARTICLE XVI – EVENTS AND SPONSORSHIP

- 1. The SNHPE may co-sponsor an event coordinated by another organization. The co-sponsor may include a hospital, a university, a related association or foundation, a government agency, or any other non-profit organization.
- 2. The SNHPE will not co-sponsor any event for which co- sponsorship asserts or implies that this organization supports or endorses any specific political actions, political candidates, policy positions, or standards in any national or international forum. However, individual meeting participants may represent and/or advocate different actions, standards, policies or positions consistent with individual personal opinion, or the interests of their individual sponsoring organizations, to provide a balanced forum for discussion of the health issues and considerations that underlie policy decisions.

3. The SNHPE reserves the right to enter into a co-sponsorship agreement with no obligations, financial or otherwise, to the co-sponsoring organization at any time. The Society may terminate a co-sponsorship agreement if it is determined that the terms described in this Article will not be satisfied.
4. Only members of the Executive Board are permitted to plan events on behalf of the Society. At least two members of the SNHPE Executive Board should be actively involved in planning the co-sponsored event.
5. Any profit accrued by SNHPE from a meeting sponsor shall be negotiated on a case-by-case basis. Unless specified otherwise, it shall be assumed that the meeting's sponsoring organization shall retain all excesses over expenses.
6. Meeting's sponsor shall be given permission to use the Society's name and/or logo for marketing purposes when the logo is used to represent the cooperative relationship between the meeting's co-sponsoring organizations. For permission, the meeting's co-sponsor shall submit the publicizing article or promotional piece to SNHPE leadership for review.
7. Under no circumstances shall the SNHPE name and/or logo be used to endorse (implied or otherwise) the co-sponsoring organization, or any of the cosponsoring organization's events or programs, other than the specific event or meeting for which it was authorized.
8. The Society's co-sponsorship shall not imply the use of any of this organization's services, use of its mailing lists, advertising in publications, administrative services, etc. The SNHPE makes no commitment to provide these services except as they are identified as part of the co-sponsorship agreement.
9. While the Membership and Outreach Director may choose to use this policy as a guide, they are not restricted to specific terms or conditions when evaluating a co-sponsorship proposal.
10. Terms of an Agreement: A memorandum of understanding shall be developed outlining the above policies and naming the SNHPE representatives on the meeting's organizing committee.
11. If an event must be cancelled, notice shall first be given to the Chair and Co-Chair who will work with the event organizer to determine a contingency plan. If no alternative is available, the event organizer shall give notice to the Communications Director who will notify the Society at-large and update the website accordingly.
12. The Society may also solicit and receive financial support agreements from other entities. The Executive Board must follow the approved procedures to solicit financial sponsorships from outside organizations to support the Society.

ARTICLE XVII – DISSOLUTION OF THE SOCIETY

1. The Society may be dissolved where a resolution for its dissolution is approved by 75% of its members at a general meeting of the organization.

2. Where the Society decides that it should be dissolved, it shall give written notice about it to the office where it is registered not later than 14 days, after the date on which the decision is approved.

3. Regarding the assets and resources of the Society after its dissolution, the local law and the regulations of the office where it is registered will prevail.

ARTICLE XVIII – MAINTENANCE OF BYLAWS

1. These Bylaws may be amended by a vote of no less than 70% of members of the Executive Board.

2. Proposed amendments must be offered to the Executive Board no less than 30 days prior to voting.

3. These Bylaws shall be available for all members and non-members to view on the SNHPE website.

4. These Bylaws will be reviewed by the Executive Board on a regular basis but no less than every two years.

ARTICLE XIX – The design of the logo of the Society will be as depicted in Figure 1:



Figure 1: Logo of the Society

ARTICLE XX– PLACE OF JURISDICTION

The place of jurisdiction for all disputes will be the place of registration of the Society.

31.08.2024, Europe

10.08.2025, Amsterdam (Amendment)

28.03.2026, Meeting of Executive Board (via Zoom and Approval by E-Mail), Further confirmation by the meeting of Executive Board on 15.08.2026 (via Zoom)