

HEALTH WITHOUT BARRIERS
The European Federation for Prison Health
CONSTITUTION

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- NAME AND REGISTERED ADDRESS -

ART. 1

1.1 The European Federation for Prison Health called “HEALTH WITHOUT BARRIERS – HWBs non-for-profit organisation”, hereafter named HWBs, is founded.

1.2 The registered address is: Health Without Barriers – Via S.M. della Grotticella, 29 – 01100 Viterbo - Italy.

- PURPOSES -

ART. 2

2.1 The purpose of the Federation is the not-for-profit promotion of prison health activities. A particular reference is given to those activities that are specifically undertaken to promote a healthy prison environment, throughout the work of local health public and private institutions staff, as well as prison staff of any position/level. Mainly, the Federation fosters the following objectives:

2.1.1 Promoting healthcare and medicine services, and a healthy environment, in prison and detention institutes, hereafter grouped under the name of Prison Health;

2.1.2 Promoting the exchange of scientific knowledge in the field of prison health;

2.1.3 Promoting research and development in the field of Prison Healthcare and Medicine and publishing the most relevant and useful results;

2.1.4 Proposing scientific standards and indicators through key-advice on operational criteria for the optimal implementation of prison medicine and healthcare programs;

2.1.5 Organizing conferences and workshops at international level by the member organisations, including, in co-operation with local committees and/or associations which share the same purposes, European Conferences on prison and health;

2.1.6 Setting-up a series of ethical principles, a conduct code and bylaws on prison health;

2.1.7 Promoting the collection and dissemination of positive experiences, good practices and models on prison health;

2.1.8 Promoting the collaboration and further partnerships with key European institutions, and all the key national and international bodies actively involved in the field of prison health;

2.1.9 Fostering the health conditions of inmates and the improvement of prison environment in its entirety, pursuing and protecting the right of equal conditions of treatment and health care as well as the safeguard of human rights in prison;

2.1.10 Promoting the building-up of Working Groups on different prison health issues;

2.1.11 Promoting the dissemination of general information on Prison Healthcare and Medicine;

2.1.12 Developing of training materials for both inmates and prison staff;

2.1.13 Supporting public awareness on prison health issues.

2.2 HWBs applies to the principles stated in the HWBs Human Rights Charta, and pursues them in its actions and activities.

- POWERS -

ART. 3

3.1 In furtherance of the above-mentioned objectives, HWBs shall have the following powers:

3.1.1 To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of HWBs;

3.1.2 To borrow or receive money for the purposes of HWBs on such terms and on such security as may be required by law, including making reasonable charges for any services provided;

3.1.3 To raise funds and receive contributions from any person or persons whatever by way of subscription, donation and otherwise, provided that HWBs shall not undertake any permanent trading activities in raising funds for its objectives;

3.1.4 To engage or employ such persons (whether as employees, consultants, advisers or however) as may be required for the promotion of the purposes of HWBs, at such reasonable remuneration as may be thought fit;

3.1.5 To make all reasonable and necessary provision for the payment of pensions and salaries to employees and dependants;

3.1.6 To undertake and execute any charitable trusts which may lawfully be undertaken by the Federation and may be necessary to its objectives;

3.1.7 To invest the money of the Federation not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit;

3.1.8 To amalgamate or join in with any organization which is sharing objectives wholly or in part similar to those of the Federation, improving the realisation of its purposes;

3.1.9 To do all such other lawful things as shall further the achievement of the above mentioned objectives, or any of them.

- STATUTORY BODIES –

ART. 4

4.1 The statutory bodies of HWBs are:

4.1.1 The General Assembly;

4.1.2 The Executive Board;

4.1.3 The Board of Directors.

ART. 5

5.1 The **General Assembly** convenes at least every four years, normally at the Congress of the European Federation, and is open to all the members.

5.2 The Assembly is called by the President and requires the approval of the Board of Directors. The convocation has to be formalized at least two months before the determined date of the Assembly, and has to be confirmed within twenty days from its request.

5.3 The convocation, including agenda, order of business, date and venue, is communicated to the members, by any useful mean, at least thirty days before the Assembly takes place.

5.4 An hour after the convocation notice is running out, the Assembly is effectively established. The President or, in case of absence, the Vice President, and any number of members, take part to the Assembly.

5.5 All the established powers are given to the Assembly, except those belonging to the Board of Directors.

5.6 The main functions of the General Assembly shall be:

5.6.1 To discuss the order of business;

5.6.2 To make proposals about projects , and to make comments and suggestions on projects which have already started;

5.6.3 To approve new bylaws, amendments to the Constitution, and changes within HWBs;

5.6.4 To present and share the financial budget.

5.7 These functions are achieved through the vote of all the members who take part to the General Assembly.

5.8 The Assembly is chaired by the President. It is the President's duty to verify the conformity of the delegations and the right for the members to speak and vote at the Assembly.

5.9 The minutes of the Assembly's meetings are signed by the President, the Secretary and, if required, by the poll-watchers.

5.10 The Assemblies are effectively established and take their decisions by simple majority (50% + 1).

ART. 6

6.1 The **Board of Directors**, composed of a number of representatives which is determined according to the Assembly, is elected every four years.

6.2 The general control and management of the administration of HWBs shall rest in the Board of Directors. This Board shall be composed of one member from each Nation in which individuals, organizations or both are members of HWBs. The elected candidate has been appointed by the group of regular and individual members of his/her own Country, as competent to act on their behalf. The delegate must carry along a letter of authorization from the group of members who appointed him/her. However, HWBs is not responsible for approving the validity of this letter.

6.3 The Board of Directors shall convene at least once a year, and at congress of the European Federation. The Secretary shall inform the Board members and the National Societies in writing, on the place, date and hour of such meetings, together with the proposed order of business, by e-mail, at least one month in advance.

6.4 The main functions of the Board of Directors shall be:

6.4.1 to establish the policy of HWBs;

6.4.2 to appoint working groups;

6.4.3 to elect the Executive Board of HWBs;

6.4.4 to receive and approve reports concerning HWBs' activities and make recommendations thereto;

6.4.5 to nominate delegates and officers to represent HWBs at official meetings with partners or other Institutions.

6.4.6 to approve the annual budget of HWBs

6.4.7 to approve project proposals

6.5 The decisions of the Board of Directors shall be accepted by a majority vote.

6.6 Each member of the Board of Directors has the right to one (1) vote.

6.7 A quorum in meetings of the Board of Directors shall consist of at least one half of its members (except for a decision on dissolution of HWBs, as provided under art. 19). If a quorum is not achieved, the Board of Directors gathers for a second meeting within six months from the last one, and does not need a quorum for its decisions.

6.8 All the votes and decisions of the Board of Directors are recorded in the minutes and signed by the President.

6.9 The Board has the right to formulate, vary and revoke bylaws not in conflict with the Constitution.

6.10 The term of the Board of Directors shall be four years, and the next election corresponds with the gathering of the General Assembly and the election of the Executive Board.

ART. 7

7.1 The **Executive Board** is composed of the following members: President, Vice-President, Secretary, Treasurer, and the Past President.

7.2 The Executive Board is elected by the members of the Board of Directors by secret ballot, either at the occasion of the regular General Assembly meetings or by sending or e-mailing the vote to the Secretary. Different forms of election can be used, and the ballots are intended to be arranged and distributed by the Secretary.

7.3 In occasion of election or renewal of the charges of President and Vice-president of the Executive Board, each regular member, has to nominate a candidate, and to report his/her name to the Secretary.

7.4 The written ballots will be controlled at the meeting of the General Assembly by an ad-hoc committee which ratifies the appointments. The

committee is composed of three members, elected by the Board of Directors.

7.5 The term of the Executive Board members shall be four years. In the event of an accidental vacancy, as result of the death or resignation of a member of the Executive Board during his/her term of office, the vacancy shall be filled by the Board of Directors as soon as suitable and the appointee shall hold the interim office until the next General Assembly.

7.6 The Executive Board has to carry out the activities of HWBs in accordance with the policy determined by the Board of Directors and to manage that the Board of Directors convenes at least once a year.

7.7 During their meetings, each member of the Executive Board has the right to one (1) vote.

7.8 The decisions of the Executive Board are recorded in the minutes and signed by the President.

7.9 The Executive Board shall be responsible for the preparation of the agenda for the Board of Directors meetings, which shall include at least the following order of business:

7.9.1 Reports from the members;

7.9.2 Reports from the existing working groups;

7.9.3 Counting of the election ballots;

7.9.4 Old or new business deemed necessary by members of the Executive Board;

7.9.5 General interest matters which have been brought in writing to the attention of any member of the Executive Board by the Board of Directors or the members;

7.9.6 Agreement of membership fees;

7.9.7 Election and nomination of delegates and officers to key and institutional meetings.

7.10 Specific Duties of the Executive Board:

7.10.1 The President shall preside over all regular and extraordinary meetings of the Executive Board, the Board of Directors and the General Assembly. His/her mandate lasts four years and he/she can be re-elected, with a maximum of two consecutive mandates.

The President has the right to decide in case of pending vote. When the two parts are even, his vote enshrines the final decision.

The resignation of the President can be requested by members and/or statutory bodies of HWBs, only when well clarified reasons have been presented. Such must allow the reasonable possibility for the subject to defend himself by submitting or explaining his/her reasons to the Board of Directors.

The President can be dismissed by a three quarters (3/4) majority vote of the Board of Directors, or by his/her decision. In each case, the resignation should be motivated by written notification.

7.10.2 Vice-President shall preside in the absence of the President.

7.10.3 The Secretary shall have general supervision of the meetings and keep the minutes of the Executive Board, the Board of Directors, the General Assembly and any other necessary records required by law. After confirmation of the minutes by the presiding officer, the Secretary shall see that they are well stored in HWBs' archives. He/she shall distribute copies of the minutes to each of the Board members, to the National Societies and, upon request, to the individual members. He/she shall be jointly responsible to maintain updated HWBs' membership contact lists.

7.10.4 The Treasurer shall carry out the membership fees duty collection. For this purpose, HWBs shall open and maintain one or more bank accounts as necessary. The Treasurer shall have general supervision of the financial affairs of HWBs and shall be responsible for keeping any record required by law. She/he shall be the custodian of all funds and shall maintain the financial records of HWBs. She/he shall keep a current register of the membership fees, notify members about annual dues, collect fees and dues and make all disbursements of HWBs' funds as required.

7.10.5 The Treasurer and the President shall be signatories for financial disbursements.

ART. 8

8.1 The Board of Directors is entitled to appoint the **working groups** on different issues (i.e. infectious diseases, drug and/or alcohol addiction, mental disorders, hygiene, disease prevention, human rights, project management etc.), in accordance with any particular purpose may arise from time to time.

8.2 The resolution establishing that appointment shall specify the limits within which any working group shall function.

8.3 The proceedings of any working group shall be reported regularly to the Board of Directors and any resolution passed or decision taken by any of them shall be forthwith reported. For that purpose every working group shall appoint an official spokesman.

8.4 The appointment of any committee shall be revocable by the Board at any time.

- MEMBERSHIP -

ART. 9

9.1 The association process to HWBs is regulated by the following set of rules regarding different types of membership:

9.2.1 **Regular Membership:** Regular membership can be held by interdisciplinary regional- and national-based organizations, or associations operating in Europe, whose aim is to promote the improvement of prison health and/or those who are engaged in research or development in the field.

9.2.2 Exceptions concerning organisations operating not only in Europe, but also at intercontinental level, can be individually evaluated and allowed by the Board of Directors.

9.2.3 In the General Assembly voting and decision procedure, national- and international-based Regular Members have the right to 6 (six) votes each, while regional-based Regular Members have the right to 3 (three) votes each.

9.3.1 **Individual Membership:** The individual membership shall be given to physicians, nurses, psychologists, health assistants, technicians or field experts, who are actively engaged in European prison health issues, or are interested in working on this field. When there are as many as six individual members from a European country, where no national society is already based, they shall be informed and asked to found a national society, if appropriate, within a year from the communication of this status.

9.3.2 Exceptionally, individual membership can be granted by the Board of Directors to individuals who are living outside Europe.

9.3.3 In the procedures where decisions have to be taken, individual members have the right to 1 (one) vote each.

9.4. Termination of membership:

9.4.1 Membership may be terminated by written notification submitted to the Board of Directors.

9.4.2 Member Societies whose membership fee is six months in arrears are automatically suspended from HWBs.

9.4.3 If membership fee is two years in arrears, and they have been already notified, their membership is automatically terminated.

9.4.5 Individual membership is ending if the member applies/belongs to an organization which has been founded, or has one of its bases, in the Country in which the member resides, and this organization is or has become a member of HWBs.

9.4.6 Membership may be terminated by a two thirds majority votes of the Board of Directors, also on recommendation of the Executive Board, only when well clarified reasons have been presented. No decision to terminate membership shall be made unless the regular or individual member has been given not less than one month's notice. Such a resolution is to be proposed specifying the supposed circumstances to justify such expulsion, and must allow the reasonable possibility for the subject to defend himself by submitting or explaining his reasons to the Board of Directors.

ART. 10

10.1 Application for both regular and individual membership must be submitted in writing to the Secretariat of HWBs. Applications for regular membership must be accompanied by a list of the current officers and members of the Society and by a copy of its Constitution.

10.2 Acceptance of new members shall require a two thirds majority vote of the Board of Directors. New members shall be notified in writing of their acceptance by the President of HWBs.

ART.11

11.1 The categories of members are:

11.1.1 Founding Members: those members who actively participated to the foundation of HWBs;

11.1.2 Regular Members: those member organizations which pay the yearly membership fee determined by the Federation;

11.1.3 Individual Members: those members who pay the yearly membership fee determined by the Federation;

11.1.4 Supporting Members: those members who contribute through donations of an amount which is higher than the annual fees settled by the Board of Directors.

ART.12

12.1 All members have the same right to take part to the events organized by the Federation and to attend its offices, following a proper set of rules decided by HWBs.

12.2 During the assemblies, every member has the voting right, under the condition that the membership fee is regularly paid.

12.3 The voting rights of the members are regulated in art. 9

12.4 Every member, or representative for the regular members, can be elected to a position in HWBs' bodies.

ART.13

13.1 The status of member is lost in case of resignation, arrearage or unworthiness.

13.2 The arrearage is declared by the Board of Directors, the unworthiness is declared by the General Assembly.

- PARTNERSHIPS AND AUTONOMY -

ART. 14

14.1 The Federation can take part to other established organizations, and to the foundation of other bodies which share same or similar purposes.

14.2 HWBs can accept donations or apply for financing from associations, governments, public and/or private companies and donors, and authorities, remaining totally independent from any type of interest. HWBs acts as a professional independent group, only pursuing the mission and objectives written in this Statute.

- FUNDS -

ART. 15

15.1 Funds are composed of real and personal properties of the Federation, and of any other properties it could own in the future.

ART. 16

16.1 The financial and property means for the achievement of the institutional aims of the Federation are composed of:

- 16.1.1 regular and individual members' fees;
- 16.1.2 contributions and free donations from members;
- 16.1.3 possible donations from Public Institutions or any other kind of organization;
- 16.1.4 incomes from events and/or subscriptions;
- 16.1.5 incomes from possible legacies or donations;
- 16.1.6 annual fees from companies and sponsors.

16.2 The possible incomes or the annual surplus will be allocated for the realization of institutional activities and other directly connected activities.

16.3 There is no case considered in which the proceeds coming from the development of institutional activities could be shared, even indirectly, among the members, unless their destination or distribution is imposed by law or is meant to support other not-for-profit social oriented organizations whose constitution or set of rules, according to the law, are part of the same structure.

ART. 17

17.1 The business year begins on 1st January and ends on 31st December each year.

17.2 Within three months from the end of each business year, the final budget and the budget plan for the coming business year will be arranged and approved by the Board of Directors.

17.3 The budget plan is annual, it includes the possibility of long-term expenses forecasts, is drafted by the Treasurer, based on a previous internal audit and has to be approved by resolution of the Assembly.

17.4 No incomes or management surplus, as well as capital and reserve funds, can be distributed/shared, even indirectly

ART.18

18.1 The funds of HWBs shall be used only for the purposes covered by its stated objectives and shall not be disbursed directly or indirectly, both as contributions or donations, to its societies or to any of their individual members.

ART.19

19.1 The funds of HWBs shall be used as reimbursements of properly incurred expenses carrying out the entitling functions of HWBs.

19.2 The Executive Board must be responsible to scrutinize the duly audited accounts and verify their correctness, and to report the conclusions to the Board of Directors.

ART.20

20.1 in case of dissolution for any cause/reason, its funds may not be divided among its members. The heritage will be entirely devolved to other not-for-profit social oriented organizations, which share the same

interests of HWBs, or towards public utility projects, unless a different destination is provided by law.

20.2 In the event of a disagreement of the delegates or of an inability of the Secretary to call for a meeting to dissolve HWBs, one year after the decreed date of the meeting, any over left funds shall be automatically donated to the International Red Cross.

- AMENDMENTS TO THE CONSTITUTION -

ART.21

21.1 Amendments to the Constitution may be submitted at the proposal of the Board of Directors, or of one member or group of members.

21.2 Proposed amendments must be submitted to reach the Secretary at least three months prior to a regular meeting of the General Assembly; the Secretary shall forward any such proposals to all members at least one month prior to the General Assembly.

21.3 An amendment may be adopted only on a two thirds majority vote by the delegates in attendance at the General Assembly.

21.4 An adopted amendment to the Constitution shall become, following the declaration of the poll, immediately effective.

21.5 Amendments will be accepted after verifying that they are not in contrast with the laws of the Country where HWBs is registered.

- DISSOLUTION -

ART. 22

22.1 The dissolution of HWBs can only be carried out on the proposal of at least one-third of the members and only through a two-thirds majority vote of the attendance delegates at a General Assembly, and at which, at least two thirds of the Board of Directors are present.

- OTHER PROVISIONS -

ART.23

23.1 Any other matter not considered in the present Constitution is regulated by the requirements stated in the Italian Civil Code.