



HEALTHCARE
COMMUNICATIONS
ASSOCIATION



HEALTHCARE COMMUNICATIONS ASSOCIATION CONSTITUTION

1. The organisation is called “THE HEALTHCARE COMMUNICATIONS ASSOCIATION”, also known as “The HCA”.
2. The Registered Office of the organisation will be in England. The registered address currently is: Wyndmere House, Ashwell Road, Steeple Morden, Herts, SG8 0NZ
3. The HCA was established to:
 - A. Play a proactive role in championing healthcare communications best practice including but not limited to:
 - i) training and education initiatives for professionals working within industry and consultancies
 - ii) evaluation initiatives
 - iii) representing the healthcare communications profession vis-a-vis other relevant associations and bodies both official and unofficial.
 - B. Be a not-for-profit organisation funded by the subscription of its members and other agreed revenue generating activities such as training courses.
4. The HCA is not a trade union.
5. The liability of HCA members is limited.
6. The HCA’s accounts will be kept by a properly qualified Accountant, made easily available to members and audited annually.

THE HEALTHCARE COMMUNICATIONS ASSOCIATION

ARTICLES OF ASSOCIATION

MEMBERSHIP

1. The HCA Executive Committee approves membership applications.
2. There are currently three classes of membership:
 - I. **Pharmaceutical and Life Sciences** companies whose main operating company is located in the United Kingdom
 - II. **Healthcare communications consultancies** whose main activity is Public Relations and/or Medical Education and/or Public Affairs. Consultancies that belong to a group but operate under their own individual company name are considered to be and must join the HCA as individual members
 - III. **Associate members:** individuals including freelance practitioners and sole traders, who spend the majority of their time working with either pharmaceutical companies or healthcare communications consultancies. Associate members need to be recommended by two current members
3. The Executive Committee may consider applications from individual, companies and organisations not currently covered by the classes detailed above on an ad hoc basis.
4. HCA members must pay an annual subscription fee according to their class of membership. The subscription fees are set by the Executive Committee and approved via a majority vote from members attending the HCA's Annual General Meeting.
5. HCA membership is not transferable or transmissible and is at the discretion of the Executive Committee.
6. If a membership ceases, the member remains liable for all subscriptions and moneys falling in the membership year during which membership ceases. No refund will be issued if membership ceases part-way through a year.
7. The Executive Committee may suspend or terminate the membership of a member:
 - (i) if the member is three or more months late in paying its annual subscription;
 - (ii) if the member becomes bankrupt;
 - (iii) if, after careful investigation, the Executive Committee believes the member has brought discredit to the HCA or profession. In such a case, the member will be given at least one month's notice in writing from the Executive Committee and the member may, if they wish to do so, appeal in writing or in person by attending an Executive Committee meeting.

GENERAL MEETINGS

1. The HCA will hold an Annual General Meeting (AGM) in every calendar year at a time and place decided by the Executive Committee but not more than 15 months after the previous meeting. A quorum of 15 percent of HCA member companies must be present at the AGM in order for any decisions to be ratified or votes to be taken.
2. If a quorum is not present within half an hour from the appointed AGM start time the meeting will be adjourned to another date, time and venue determined by the Chair.
3. The Chair of the Executive Committee will Chair each AGM. If the Chair or Deputy Chair cannot attend, or if at any meeting neither the Chair nor the Deputy Chair is present within 15 minutes after the appointed start time, the members present will choose another member of the Executive Committee to take the Chair for that meeting. If no other Executive Committee member is present or willing to take the chair, the members present will choose another full member of the HCA to chair the meeting.
4. The Executive Committee can convene an Extraordinary General Meeting (EGM) as often as it feels necessary, provided that members are given due notice.

VOTES OF MEMBERS

1. All HCA members will receive copies of any notices issued by the HCA and may attend all members' meetings.

EXECUTIVE COMMITTEE

1. Executive Committee members will normally, but not necessarily, be active members of the HCA contributing to a current HCA sub-committee or working party or work stream.
2. Until otherwise determined by an AGM, there will be at least six members of the Executive Committee and its membership should fairly represent the interests of the HCA membership.
3. 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 50 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. The Executive Committee can 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 appointed in this way will retain office only until the next AGM but she/he is then eligible for re-election.
5. Executive Committee membership is terminated if the member:
 - (A) ceases to be a full member of the HCA
 - (B) gives written notice of their resignation to the Chair
 - (C) is believed by the Executive Committee to have acted dishonourably or brought discredit to the HCA or the healthcare communications profession. The member, if they wish to do so, may appeal in writing or in person by attending an Executive Committee meeting.
6. At any point in time there should 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 will elect a **Chair** of the HCA to hold office for a minimum of one year but not usually longer than two years consecutively. If a replacement Chair is not forthcoming from the members of the Executive Committee and the Chair has the support of the Executive, then he/she may continue in office for a further year. The Chair's tenure and potential new candidates will be reviewed on a rolling annual basis. The position of Chair is open to both existing and previous members of the Executive Committee. It is anticipated that the incoming Chair (Chair elect) will be confirmed and have a hand over period of three to six months before taking up the position.
2. The Chief Executive role of the HCA is an ongoing paid position.
3. The Executive Committee will in each year after the election of a Chair, review the composition of the Executive Committee and elect further members needed to fill any vacancies on the Committee. The expected term of office of members of the Executive Committee is no less than two years but no more than five years.
4. Outgoing Executive Committee members are entitled to make themselves eligible for re-election provided that she/he gives notice of her/his intention to stand for re-election to the Chair before the meeting at which she/he retires.
5. The Executive Committee can by Extraordinary Resolution and with due cause remove any member of the Executive Committee before the expiration of her/his period of office and, by an Ordinary Resolution, appoint another member.
6. In circumstances where voting is required, voting will be conducted via e-mail / post. Each full HCA member will be sent a voting paper which sets out the nominations for members of the Executive Committee and the recommendations of the current Executive Committee. The completed voting paper should be returned to the Secretariat of the HCA at least seven clear days before the AGM. All voting papers which do not reach the Secretariat before that date are null and void. The candidate or candidates obtaining most votes will 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 AGM proposes a candidate and that this proposal is seconded by another full member.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

1. The timings, content and nature of Executive Committee meetings are at the discretion of the Executive Committee. However the Executive Committee will meet at least quarterly and a minimum of six members must be present to form a quorum in order for any binding decisions to be taken. Where necessary the Chair has a second or casting vote.
2. The Executive Committee can establish and set the remit and reporting structure for any sub-committees and/ or working parties to undertake activities on behalf of the HCA. Sub-committee and working parties will be made up of members of the Executive Committee, other HCA members and other individuals who are not members of the HCA but are deemed appropriate to participate.
3. The Executive Committee will ensure that proper minutes for all meetings are taken.

ELECTION AND ROTATION OF MEMBERS TO THE SUB-COMMITTEES AND WORKING PARTIES

1. Members sitting on sub-committees and working parties should be fairly reflective of the overall HCA membership and appropriate to the remit of the sub-committee or working party.
2. The sub-committee or working party Chair is responsible for reviewing and agreeing the composition of their group. This will also be reviewed each year by the Executive Committee or more often as appropriate.
3. The expected term of office for the Chairs of sub-committees is not limited but subject to annual ratification. For working parties involved in ad hoc initiatives the expected term of office for the Chair is for the duration of that initiative.
4. Outgoing sub-committee and working party Chairs are entitled to stand for re-election provided that they give notice of their intention to the HCA Chair before the annual re-election process.

ACCOUNTS

1. The Executive Committee will ensure proper accounts are kept detailing:-
 - (A) all sums of money received and spent by the HCA;
 - (B) all sales and purchases of goods by the HCA.
2. The accounts will be kept at the HCA's registered office or other places deemed appropriate by the Executive Committee and will always be open for members of the Executive Committee to inspect.
3. The Executive Committee will present accounts not more than four months old to HCA members at the AGM.

DISSOLUTION OF THE HCA

1. The HCA can be dissolved at an Extraordinary General Meeting (EGM) convened specifically for that purpose provided that dissolution is voted for by a two-thirds majority of those present. HCA members will be given 21 days notice of the EGM. Disposal of any assets remaining after the payment of any outstanding debts or liabilities, may be agreed at the meeting. Assets may not be paid to or distributed among HCA members but must be given or transferred to another charitable institution or institutions with similar interests to the HCA or otherwise deemed appropriate by the majority of members voting at the EGM.