



**FOASPS/WAPHF**

Fédération Ouest Africaine du Secteur Privé de la Santé

West Africa Private Healthcare Federation

Federacao Oeste Africana do Setor Privado de Saude

# **Rules of Procedure**

**(Version adopted on July 8, 2023 in Abidjan)**

## **Chapter I: General provisions**

### **Article 1: Scope**

These Rules of Procedure specify and supplement the Statutes of the West Africa Private Healthcare Federation of the (FOASPS/WAPHF).

It applies to all members of the management bodies of FOASPS.

### **Article 2: Principles and values**

The mission of FOASPS is to unify the voice of the private health sector in West Africa on fundamental issues that affect the ability of the private health sector to partner with West Africa governments in order to achieve Universal Health Coverage (UHC).

The ultimate objective of this initiative is to strengthen and develop country federations in West Africa for the development of sustainable and quality health systems in the region.

In order to best respond to this vocation, the federation bases its actions on respect for human rights, the principles of participatory development and democratic governance which constitute an essential element in the same way as the objectives cited in the statutes.

### **Article 3: Apolitical association**

FOASPS is an apolitical sub-regional association governed by the law of July 1, 1901. No leader, no member of FOASPS should use this crucible for personal, political or political purposes.

### **Article 4: Apolitical statutes and position of situation in relation to health**

The apolitical nature of FOASPS is prescribed in the best interests of its members. This apoliticalism should not constitute an obstacle to the development of the private health sector. FOASPS therefore reserves the right to take a position on any situation of a nature or political nature related to health, if the interest of its members recommends it.

### **Article 5: Apolitical statutes and public declarations**

No political position of the FOASPS can be made public by the Permanent Secretary or by the President of the Executive Board without the opinion of the General Assembly.

The latter, seized in extraordinary session by the President, meets without delay to issue a written opinion on the situation that is the subject of the political position.

### **Article 6: Acronym and Logo**

The West Africa Private Healthcare Federation as part of its communication strategy, adopts the acronym FOASPS in French and Portuguese / WAPHF in English.

The constitutive General Assembly of the founding members adopted in the same vein the stylized drawing of three people of different colors arranged with their arms and feet joined in a triangle, their heads centered to form a six-pointed star, as the basis for the design of the logo of the Federation.

The colors of the federation are: blue, orange, purple and brown.

**Article 7:** Fiscal year

The fiscal year of the West Africa Private Healthcare Federation (FOASPS/WAPHF) shall correspond with the calendar year, that is to say, from January 1<sup>st</sup> to December 31<sup>st</sup>.

## **Chapter 2: Structures**

**Article 8:** Governance and Management bodies

The management bodies of the FOASPS are those fixed by the statutes. They are the following:

- the General Assembly (GA);
- the Executive Board (ExBo)
- the Permanent Secretariat (SP)
- the Statutory Auditors (SA).

**Article 9:** The General Assembly

- The Ordinary General Assembly

It meets once every two years. The draft agenda is prepared by the President of the Executive Board.

The agenda of the Ordinary General Meeting must include items relating to the annual report, to the renewal of bodies at the end of the two-year term, if applicable. It may be the subject of additional points at the opening of the session by the members present.

The date of the holding of the ordinary GA is made public fourteen (14) clear days before its meeting.

In the event of impediment (temporary impediment, resignation, forfeiture, etc.) of a delegate, his original structure provides for his replacement.

**Article 10:** GA Quorum, decision making and voting.

The Ordinary General Assembly can only deliberate if at least half of its members are present. If this quorum is not reached on the first call, the Ordinary General Assembly will be convened again within a period of between one (01) and three (03) weeks, by

individual and public notice. This second Assembly may validly deliberate regardless of the number of its members present.

The GA is chaired by the President of the Executive Board. It can be decided otherwise by a majority of 2/3 of the members. In this case, an ad hoc presidium is set up, made up of a chairman, a meeting secretary and a rapporteur.

Each item on the agenda is discussed. The decisions of the GA are taken by consensus. In case of divergence of position on a point, the question is submitted to a vote. The decision is then taken by a simple majority of the members present at the GA.

Voting takes place by a show of hands, with a simple majority of voters. At the request of at least one member, the decision will be taken by secret ballot.

#### **Article 11:** The Extraordinary General Assembly

It meets when convened by the President of the Executive Board or at the request of at least 2/3 of its members.

The agenda of the extraordinary GA is mentioned on the convocation. It may be the subject of additional points at the opening of the session by the members present.

The Extraordinary GA deliberates under the same conditions as the Ordinary GA.

#### **Article 12:** The Executive Board

The members of the EB are elected by the GA, among the delegates of the national federations for a non-renewable term of two (02) years.

The function of member of the Executive Board is voluntary. However, certain mission-related expenses may be reimbursed.

#### **Article 13:** Organization and functioning of the Executive Board

The Executive Board meets once a quarter, according to a schedule adopted by the GA. However, special working sessions may be convened. Executive Board meetings are held face-to-face or by videoconference.

The Executive Board sits validly with at least the majority of its members. Each decision must be discussed and submitted for the approval of its members.

Voting takes place by a show of hands, by simple majority. At the request of at least one member, the decision will be taken by secret ballot whenever possible.

The Chairman of the Executive Board may invite to its meetings, depending on the issues on the agenda and for consultation and opinion, any person whose presence he deems necessary.

#### **Article 14: Members of the Executive Board**

Members and precedence are due between the members of the Executive Board according to the following order:

- President;
- First Vice-President;
- Second Vice-President;
- Immediate Outgoing President.

#### **Article 15: The President of the Executive Board**

He or she chairs the meetings of the Executive Board and the GA, unless prevented or decided otherwise by the GA.

He or she is the legal representative of the Federation.

He or she is the authorizing officer of the budget of the Federation.

He or she is responsible for monitoring and applying the decisions taken by the GA and the Executive Board;

He or she draws up and reads the Board report on the occasion of the Ordinary GA.

He or she leads the general policy of the Federation.

#### **Article 16: The first Vice-president**

He or she assists the President in all his functions, and ensures his interim in the event of absence or impediment. In the case of a vacancy, he or she assumes the role of the president until the next GA.

The 1<sup>st</sup> Vice-President is responsible for monitoring and evaluating public policies and the health system at Executive Board level. He or she assists the President in supporting national federations in terms of participation in the development of national health development policy and strategy documents.

The first Vice-President may upon the sooner determination of the term of the office of the President assume the position of Acting President until the conduct of elections at a general meeting.

#### **Article 17: The 2<sup>nd</sup> Vice President**

He or she assists the President in all his or her functions, and ensures the interim of the first Vice-President in the event of absence or impediment. In the event of a vacancy, he or she assumes the role of the first Vice-President until the next GA.

The 2<sup>nd</sup> Vice-President is responsible for monitoring the development and implementation of development projects and programs, scientific research and innovation in the private health sector at ExBo level. He or she assists the President in supporting research and innovation initiatives carried out by the national federations.

**Article 18:** Powers, modes of operation and means of action of the Permanent Secretariat

The permanent secretariat is the technical and operational body of FOASPS. It is placed under the supervision of the President of the Executive Board; with a team of professionals whose main mission is to serve the members of FOASPS and to promote its vision and its missions.

The permanent secretariat has a management committee which brings together all the department heads of the permanent secretariat. It can be extended as needed to department heads and all staff.

The functioning of the permanent secretariat of the FOASPS is oriented towards the search for optimal performance through the implementation of tools specific to the Total Quality Management systems.

The missions of the Permanent Secretariat, without being exhaustive, are as follows:

- Chairmanship of the Management Committee of the permanent secretariat;
- Planning, monitoring and evaluation of FOASPS projects and programs;
- Advisory support and capacity building for national member federations of FOASPS;
- Mobilization of resources and granting of sub-subsidies to national member federations of FOASPS;
- Administration and management of the material and financial resources of the FOASPS;
- Mobilization, management and development of human capital for the sustainability of FOASPS;
- Provision of advisory support services (studies, research, evaluation, training, etc.) to private structures of a social nature for the promotion of public-private dialogue.
- Identification of funding opportunities, and responses to calls for projects,

The Permanent Secretary can delegate some of his missions or share them with the executive secretariats of the national federations.

The organization and operation of the Permanent Secretariat are defined in a manual of administrative, financial and accounting procedures proposed by the Permanent Secretary and adopted at a meeting of the Executive Board.

**Article 19:** Powers, modes of operation and means of action of the Statutory Auditors.

The statutory audit of FOASPS is provided by an internationally recognized auditing firm, recruited by the Executive Board and approved by the General Assembly of FOASPS for a term of two years renewable once.

The accounts of the FOASPS must be audited and certified according to internationally recognized standards, no later than five months after the end of the accounting year.

## **Article 20: Electoral Committee**

The election of the Executive Board takes place under the supervision of an Electoral Committee. The Electoral Committee shall consist of a minimum of two members of the Federation, nominated by the GA.

The Electoral Committee shall be constituted at the beginning of a general assembly and the tenure shall lapse with the conclusion of the general assembly. The Electoral committee shall constitute of a Chairman and Secretary.

### **Procedure for Elections**

Upon constitution of the Electoral Committee, the Chairman of the Committee shall invite nominations from Country Federations to fill vacant positions of the outgoing Executive Board.

The Electoral Committee shall review the nominations received and notify the GA of the nominations prior to the election.

Any candidate may make a statement at the GA regarding their candidature and the presentation of such a statement shall take no longer than five minutes. The order of candidates' statements shall be determined by the Chairman of the Electoral Committee using a random selection process.

As determined by the Electoral Committee, the elections shall be done either by show of hands or closed ballot of members present at the GA.

Elections shall be by a simple majority of total votes cast by members present at the GA. In the case of a tie, the President shall have a casting vote.

Where no one has indicated interest in an office, an expression of interest shall be allowed before the commencement of elections.

At the end of such general assembly, the new officers of the Executive Board shall be announced by the Chairman of the Electoral Committee.

## **Chapter 3: Decision-making methods**

### **Article 21: Decisions of the GA**

The decisions of the GA are taken by a simple majority of the delegates of the national federations present, and each Country shall be entitled to only one vote .

Voting shall be by show of hands, however at the request of at least one person, a secret ballot shall be coordinated, and the decision shall be taken by a simple majority of the votes cast.

The Executive Board shall have no voting rights on resolutions to be passed at the general assembly.

**Article 22:** Sanction against Country Federations

The suspension or exclusion of a member Country Federation is pronounced by the GA, by a majority of 2/3 of the delegate members present or represented provided that each Country shall be entitled to one vote only.

**Article 23:** Proceeding for exclusion and consequences

Any exclusion procedure initiated against a member Country Federation entails the suspension of the mandate of the elected member(s), until the outcome of the procedure.

The suspension is pronounced by the extraordinary GA on the reasoned opinion of the Executive Board.

The exclusion decision entails for the national federation concerned the loss of all the rights and advantages linked to the quality of member of the FOASPS.

The excluded or resigning national federation remains liable for the statutory contributions until the total settlement of its arrears.

**Article 24:** Rules of delegation of responsibility

The following rules for the delegation of their duties and prerogatives are established between the main managers and their alternates.

***Paragraph 1:*** Between the President and the Vice-Presidents:

The delegation is automatic for the functions related to the management of the meetings of the Executive Board, as soon as the absence of the President is noted for a period of more than one month. It is the same for the General Assemblies having no lasting impact on the life of FOASPS.

Delegations related to the conduct of meetings of the Executive Board or General Assembly to deal with matters falling within their exclusive prerogatives must be notified by a written power of attorney from the President.

The delegation must be duly made by a written power of attorney from the President to allow the Vice-Presidents to chair the Ordinary General Meetings and those having to decide on the modification of the Articles of Association and the Rules of Procedure, the replacement of a member of the Executive Board or the appointment of the Permanent Secretary.

Similarly, the delegation must be duly made by a written power of attorney from the President to allow a Vice-President to perform judicial functions such as appearing in court on behalf of FOASPS.

The delegation of financial functions such as the authorization of expenditure and the signing of accounting documents obeys the same rules. With regard to the signing of cheques, the delegation rules are defined within the framework of an administrative and financial procedures manual adopted by the Executive Board.

**Paragraph 2:** Between the Permanent Secretary and another salaried agent:

The delegation of the attributions of the Permanent Secretary is made under the following conditions:

- In the event of absence noted for more than one (1) month, the delegation is automatic for the benefit of the substitute, second in charge in the administrative staff.
- In the event of absence or impediment of short duration (less than one month), the delegation is made by written notification in the form of a memorandum communicated to all the staff and members of the Executive Board.

As the Permanent secretariat operates now on a remote work mode, the question of absence is very much related to the impossibility to connect the Internet and/ or to be reached by phone.

**Article 25:** Rules regarding decisions within FOASPS

By virtue of the principle of legality (submission to the law) according to which any act of management must be underpinned by the decision of an authorized and competent body, the decisions of the management bodies of the FOASPS must respect the following rules:

<b>Instances</b>	<b>Nature of Decision</b>	<b>Comments</b>
General Assembly	- Resolutions - Recommendations	Recommendations and Resolutions come from the General Assembly and must appear in the Minutes of statutory GAs (ordinary and extraordinary). A list of resolutions and a follow-up table for recommendations are necessary for the follow-up of GA decisions. GA Minutes must be recorded and brought to the attention of government authorities in accordance with the FOASPS registration deed.
Executive Board	Decisions	Decisions are taken by the President of the Executive Board to translate into action the resolutions and recommendations of the GA on the basis of reports of meetings of the Executive Board. They can also be taken for the good management of the federation within the limits of the prerogatives of the President of the Executive Board. They must be recorded and brought to the attention of all members/Delegates of the GA.
Permanent Secretariat	Memo	The Service Notes are taken by the Permanent Secretary on the instructions of the President of the Executive Board or on the basis of the reports of the meetings of the

Instances	Nature of Decision	Comments
		management committee of the permanent secretariat (Team Meeting). A copy of any memorandum must be sent to the President of the Executive Board (BOARD) "as a report" who in turn shares them with the members of the EC.

## **Chapter 4: Financial Resources**

### **Article 26:** Financial sources

The financial resources of the Regional Federation include:

- Country Federation's membership dues;
- Regular (annual) and special contributions from national federations;
- Resources from the provision of services by the Permanent Secretariat;
- Grants, contributions and other support from partners;
- Donations and legacies.

### **Article 27:** Financial Operation and principles

- Operations relating to the FOASPS account(s) remain subject to the double signature of the Head of Finance and Administration, the Permanent Secretary and/or the President within the limits of the threshold set by decision of the Executive Board;
- The level of the petty cash fund is fixed by decision of the Executive Board on the proposal of the Permanent Secretary.

### **Article 28:** Decision of the membership dues amounts.

The registration fees of all new members and subsequent annual membership dues shall be determined by a resolution of simple majority of members present at the General Assembly.

Each Country Federation is obligated to declare the total value of annual membership dues realized in a financial year.

The General Assembly may institute special contributions.

### **Article 29:** Recruitment of the Permanent Secretary

The recruitment of the Permanent Secretary of FOASPS falls within the competence of the Executive Board.

In the event of a vacancy, the President proposes for adoption by the Executive Board a recruitment notice clearly indicating:

- The name of the employer (FOASPS);
- The job title (Permanent Secretary);
- The job description (including a summary of the position and a detailed list of the main tasks);

- The profile sought (Level of training and level of experience);
- The deadline for submitting applications (reasonably two (2) months to allow members to propose candidates).

This recruitment notice, once adopted by the Executive Board, is widely distributed. It will, in any case, be sent to all the national federations and displayed in the premises of the Federation.

The Executive Board has thirty (30) days to proceed with the analysis of the files and the pre-selection of the candidates to be invited to the recruitment interview at the end of which the best applicant with regard to the quality / cost ratio will be recruited.

The Executive Board may, depending on the circumstances, seek the assistance of a recruitment firm in all or part of this recruitment process.

### **Article 30:** Performance contract of the Permanent Secretary

The President of FOASPS signs a fixed-term contract with the Permanent Secretary, the renewal of which is subject to the achievement of specific performance objectives. The Permanent Secretary has an obligation of result vis-à-vis the Executive Board and the West African Federation of the Private Health Sector in general.

He is therefore responsible for the recruitment of other members of the administrative and technical staff and their deployment according to the activities to be carried out. However, he reports to the President of the Works Board who is his supervisor and from whom he receives administrative instructions and with whom he discusses the recruitments he wishes to make.

### **Article 31:** Recruitment of the Auditor

The recruitment of the auditor of the FOASPS falls within the competence of the Executive Board.

On the instruction of the GA, the President proposes for adoption by the Executive Board a call for tenders comprising the Terms of Reference and the specifications of the audit firm.

This call for tenders, once adopted by the Executive Board, is widely distributed. It will, in any case, be sent to all members and displayed in the premises of the Federation.

Upon receipt of the offers, the Executive Board has thirty (30) days to proceed with the analysis of the files and the pre-selection of the audit firms to be invited to the negotiation interview at the end of which the best applicant with regard to the quality / cost ratio will be recruited.

### **Article 32:** Auditor's performance contract

The President of FOASPS signs a two (02) year service contract with the Auditor, the renewal of which is subject to the achievement of specific performance objectives.

The Auditor has an obligation of result vis-à-vis the Executive Board and the General Assembly of the West Africa Private Healthcare Federation (FOASPS) in general.

It is therefore responsible for the quality of the accounting and financial information and for the certification of the FOASPS accounts within the prescribed deadlines. He reports to the Chairperson of the Works Board who is his supervisor and from whom he receives administrative instructions and with whom he discusses the procedures for implementing recommendations. However, he is required to present his report to the General Assembly for adoption and discharge.

## **Chapter 5: Discipline**

### **Section 33:** Attendance of the Board meetings

Any elected member is required to take part in Federation meetings and activities when shunned. Any absence from statutory meetings must be notified at least one week in advance.

### **Section 34:** Decision taken by the General Assembly and impact on Permanent secretariat and members of federations

The decisions of the GA and the Executive Board taken in accordance with the provisions of the statutes and these rules of procedure, bind the members of the Federation and the staff of the Permanent Secretariat.

### **Section 35:** Sanctions

Any serious breach of the fundamental texts of the federation involves one of the following sanctions:

- the warning;
- the blame;
- suspension (pronounced only by the GA);
- exclusion (pronounced only by the GA).

The sanctions of suspension and exclusion are pronounced in the General Assembly by resolution on the proposal of the President of the Executive Board.

## **Chapter 6: Miscellaneous Provisions**

### **Section 36:** Other provision that may be added to the present rules and regulations

These rules of procedure can be supplemented by various directives and internal resolutions, to settle precise questions and situations on which the statutes and the rules of procedure remained silent or too vague.

Each directive and/or resolution must comply with the statutes and Rules of Procedures of the Federation.

The attributions of the Permanent Secretary are fixed by an employment contract regularly established between the Executive Board and the person recruited for this purpose.

The operating methods and management procedures for the administrative and technical services are set by the Works Board in specific documents drawn up for this purpose.

### **Section 37:** Working relations with a Legal advisor

Any significant collaboration with a legal person (public or private, national or international) remains subject to the approval of the Executive Board, which may request the establishment of a regular cooperation agreement.

The thresholds for contracts and agreements that must be submitted for the approval of the Executive Board and the signature of the president are set by resolution of the General Assembly.

### **Article 38:** *Settlement of conflicts and disputes*

In the event of a conflict/dispute arising from the handling of questions of suspension or deregistration, or any other situation of misunderstanding and/or interpretation of the texts of the Platform, a Crisis and Dispute Resolution Committee is created composed of persons designated by the Executive Board with the agreement of the complainant.

### **Article 39:** Modification and amendment

These rules of procedure may be modified or amended in accordance with the provisions of article 25 of the constitution.

Amendment projects can be introduced by the Executive Board or by a group of members representing one quarter (1/4) of the active members (national federation).

The draft amendment in all the aforementioned cases must be formulated in writing and sent to the Permanent Secretary at least two (2) months before the opening date of the GA who will proceed to its adoption.

This project must clearly indicate:

- The old wording of the article or articles to be modified,
- The reasons or justifications for the desired modifications,
- The proposed new wording,
- The statement of the impact that the proposed modification may have, both on the Statutes or the Rules of Procedure, and on the finances of the FOASPS.

The Permanent Secretary will communicate the draft amendment to all the delegates to the GA Seven (07) days at least before the opening of the GA which will have to rule on this modification.

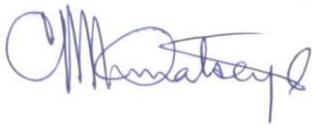
The effective date of any amendment to the Constitution and Rules of Procedure is decided by resolution taken at the General Assembly.

**Article 40:** Date of effect

These rules of procedure shall take effect from the date of their adoption by the Extraordinary General Assembly.

**Adopted at the Extraordinary General Assembly in Abidjan, on 8<sup>th</sup> July 2023.**

For the Executive General Assembly  
The President



**Clare Omatseye**  
PSN, FWACS, FNAPHARM