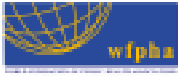


World Federation of Public Health Associations Constitution and By-Laws

CONSTITUTION

(As Amended by the General Assembly, April 2004)

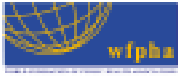
1. The World Federation of Public Health Associations shall be a Federation of national multi-disciplinary associations concerned with public health generally as distinct from single or individual disciplines, subjects, professions, or occupations.
2. The World Federation of Public Health Associations shall be composed of nongovernmental public health associations. These associations may include within their respective membership organized groups or individuals from governmental, as well as non-governmental, organizations and individuals who have an interest in public health.
3. As public health associations are designed to be an integrating force among all elements within a country, only one such body from each country shall as a rule be recognized and admitted as a full member to the Federation. When two or more eligible associations exist in a country, these may be admitted with equal status as full members. In this case, they jointly have one vote, which they lose in case of disagreement between them.
4. The World Federation of Public Health Associations shall constitute an association according to Articles 60- 79 of the Swiss Civil Code. The Federation shall act under its own constitution with all rights and obligations of a non-profit making, corporate body with a legal personality.
5. The objectives of the Federation shall be:
 - a. to provide a forum for national, nongovernmental health organizations to work more effectively with one another and with national and international health agencies to improve personal and community health;
 - b. to encourage and assist the formation of national public health associations where they do not now exist and to strengthen existing public health associations;
 - c. to collect and analyze information on effective public health strategies and approaches and to promote such strategies through the exchange of information and ideas among the constituent bodies by means of meetings, conferences, and publications; to influence international public health policy through the development and promotion of resolutions and policy papers; to act as a clearinghouse for projects and services undertaken by member associations; to foster research by member bodies; and generally to advance the objectives of public health;
 - d. to encourage national public health associations to develop appropriate standards of education and training of public health workers, increasing their efficiency and effectiveness and thereby elevating their status; and
 - e. to perform such other activities as may be conducive to the above objectives.



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6. There shall be a governing body known as the General Assembly, which shall be composed of the representatives of the full member bodies in the Federation and shall hold general meetings as and when the Federation may determine.
7. Admissions to the Federation and voting rights of members shall be the decision of the General Assembly.
8. Each member body shall contribute to the funds of the Federation, in amounts to be decided by the General Assembly.
9. Each full member body may appoint a representative to the General Assembly. Each member body shall be responsible for the expenses incurred by its designated representative in attending the meetings of the Federation.
10. The General Assembly shall elect a President, a Vice- President, who shall be the President-Elect, and any other officers, and appoint a Treasurer and a Secretary General. The General Assembly shall also determine the composition of an Executive Board and elects its members, who would be distributed geographically as widely as practicable. The officers and members of the Board shall hold office for such periods as the General Assembly may decide.
11. Decisions shall be by a simple majority of General Assembly members present and voting, except that new members of the Federation shall be elected upon a two-thirds vote. In the absence of a representative, a member body may express its views in writing.
12. The General Assembly and the Executive Board shall establish such committees as may be require.
13. The Executive Board shall be responsible for implementing decisions made by the General Assembly. The Executive Board shall also be responsible for policy decisions in the interim period between meetings of the General Assembly, but these decisions shall be reporting to the General Assembly. The Executive Board may desire to take a mail vote of the constituent member bodies on particular issues.
14. The location of the registered office of the Federation shall be determined by the General Assembly.
15. Amendments to the Constitution shall be by a two-thirds majority of the General Assembly after recommendation by the Executive Board.



BY-LAWS

(As Amended by the General Assembly, April 2004)

ARTICLE I - OFFICES

Section 1 - Principal Office

The registered office of the Federation shall be in the city of Geneva, Switzerland.

Section 2 - Other Offices

The Federation may establish regional and other offices upon majority vote of the Executive Board, as the affairs of the Federation may require.

ARTICLE II - MEMBERS

Section 1 - Categories of Membership

The Federation shall have three (3) categories of membership:

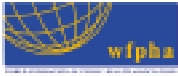
1. Full Members – National, multidisciplinary public health associations that meet the qualifications stated in the Federation's Constitution (Articles I, II, and III). Each country represented by one or more full member body shall have one vote on all matters to come before the Federation.
2. Regional Members – Federations of national public health associations or of Schools of Public Health of a geographic region. Regional members shall promote the objectives of WFPHA within their region. Regional members pay no dues and are represented at meetings as observers.
3. Sustaining Members – Organizations and individuals that endorse the principles of the Federation and desire to contribute financially to its support. Sustaining members will receive Federation publications and attend meetings as observers.

Section 2 - Election of New Members

New members of the Federation shall be elected by a two-thirds vote of those present and voting at the annual meeting of the Federation, only after recommendation by the membership committee certifying that the applicant meet the necessary membership criteria. The new member must pay the current dues assessment.

Section 3 - Terms of Membership

All member national public health associations shall continue to hold membership in the Federation so long as they maintain the established requirements set forth in the Constitution and so long as assessments are paid before the opening date of the annual meeting of the General Assembly of the ensuing year. National associations unable to meet the dues requirement are requested to show cause for the non-payment of their dues in order to retain the status of a member association. Associations that have not communicated such information shall cease to be members of the Federation after a period of time to be determined by the Executive Board.



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ARTICLE III - ANNUAL MEETING OF THE WFPHA

Section 1 - Annual Meeting

There shall be an annual meeting of the membership in the Federation. This annual meeting shall be held in a location as designated by the General Assembly. Sixty days notice shall be given by the Secretary General of the date on which the annual meeting of the World Federation shall be held. Properly designated and accredited representatives of the member national public associations shall participate in the proceedings of the World Federation of Public Health Associations.

Section 2 - Organization

At each annual meeting of the Federation, the President, or in the President's absence the Vice-President or a chairperson chosen by a majority of the full members present, shall act as chairperson of such meeting and preside thereat. The Secretary General, or in the Secretary General's absence any representative of a full member association present at the meeting, shall act as secretary of such meeting and keep the minutes thereof.

Section 3 - Voting

Each full member of the Federation shall at each annual meeting of the Federation be entitled to vote in the person of the accredited representative or of the proxy, appointed by an instrument in writing subscribed by such member association and delivered to the Secretary of the meeting, provided, however, that no proxy shall vote after one year of appointment.

Section 4 - Program and Financial Review

The General Assembly shall elect a comptroller or appoint a comptrolling firm for the yearly review of the financial report. The General Assembly shall vote on the Secretary General's yearly report for the preceding year and, after review by the comptroller, on the Treasurer's yearly financial report on income, expenses, and assets for the preceding year.

Section 5 - Quorum

At all annual meetings of the Federation, a quorum shall consist of one-quarter of the eligible voting members.

ARTICLE IV - EXECUTIVE BOARD

Section 1 - Composition of the Board

The Executive Board shall consist of the following officers: President, Vice-President/ President-Elect, Immediate Past President, Treasurer, and Secretary General. In addition, there shall be no less than six nor more than twelve elected national associations who shall have representation on the Executive Board. The term of office of the elective member association on the Executive Board shall be three years.

Section 2 - Organization

At each meeting of the Executive Board the President, or in the President's absence the Vice-President or a chairperson chosen by a majority of the Board members present, shall act as chairperson of such meeting and preside thereat. The Secretary General, or in the Secretary General's absence any representative of a full member association present at the meeting, shall act as secretary of such meeting and keep the minutes thereof.



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Section 5 - Quorum

At all meetings of the Executive Board, a majority of the Board members shall constitute a quorum for the transaction of business.

ARTICLE V - OFFICERS

Section 1 - Principal Officers

The principal officers of the Federation shall be the President, the Vice-President/President-Elect, a Treasurer, and a Secretary General, each of whom shall be selected from the accredited representatives of the full member national associations.

Section 2 - Election, Term of Office, and Qualifications

The principal officers of the Federation shall be elected by the General Assembly of the Federation. The term of office of the President shall be for two years. The term of the Vice-President/President-Elect shall be for two years, but the individual shall assume the presidency upon the completion of their term as Vice-President/President-Elect. The Treasurer and Secretary General shall hold office until their successors have been appointed and have taken office.

Section 3 - Additional Officers

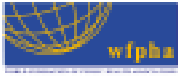
In addition to the principal officers, the General Assembly of the World Federation may appoint or may elect such other officers as the General Assembly may deem necessary or advisable, each of who shall hold office for such period of authority and perform such duties as the Executive Board may from time to time determine. (Note Section 11-Regional Liaison Officers)

Section 4 - Removal

Any officer of the Federation may be removed either with or without cause at any time by resolution adopted by a majority of the General Assembly present and voting in regular meeting, or under unusual circumstances, by a majority vote of the Executive Board. The decision of the Executive Board to remove an officer shall be confirmed by a majority vote of the next following meeting of the General Assembly.

Section 5 - Resignation

Any officer of the Federation may at any time resign by giving written notice of his resignation to the Executive Board, the President, or the Secretary General, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.



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Section 6 - Vacancies

A vacancy in any office resulting from death, removal, resignation, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular election to such office.

Section 7 - The President

The President shall have general and active supervision over the activities and affairs of the Federation subject, however, to the control of the Executive Board. The President shall, if present, preside at all meeting of members and at meeting of the Executive Board. The President shall see that all orders and resolution of the Board are carried out. The President may sign, execute, and deliver in the name and on behalf of the Federation, all deeds, mortgages, and bonds; contracts; and other instruments authorized by the Executive Board.

Section 8 - Vice-President/President-Elect

The Vice-President/President-Elect shall have such powers and perform such duties as the Executive Board or the President may from time to time prescribe. At the request of the President or in case of the President's absence or inability to act, the Vice-President/President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all restriction upon, the President.

Section 9 - Treasurer

If so directed by the Executive Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall from time to time specify or approve. The Treasurer shall:

1. have charge and custody of and be responsible for all funds, securities, notes, and valuable effects of the Federation; receive and give receipt for monies due and payable to or receivable by the Federation from any source whatsoever; deposit all such money to the credit of the Federation or otherwise dispose thereof as the Executive Board shall direct; and the Treasurer shall cause such funds to be dispersed by cheques or drafts signed as provided in these By-Laws and be responsible for the accuracy of the amount of, and preserve proper voucher for, all monies dispersed;
2. render to the President, whenever required an account of the financial condition of the Federation and of all transactions as Treasurer;
3. in general, perform all the duties incident to the office of Treasurer and such other duties that may from time to time be assigned by the Executive Board.

Section 10 - Secretary General

The Secretary General shall:

1. keep the minutes of the meetings of the General Assembly and the Executive Board;
2. see that all notices are duly given in accordance with the provisions of these By-Laws;
3. be custodian of all contracts, deeds, and documents of the Federation and of all its other corporate records except accounting records;
4. see that the books, reports, statements, certificates and all other documents and records are properly kept and filed;
5. in general, perform all duties incident to the office of Secretary General and such other duties that may from time to time be assigned by the President or the Executive Board.

Section 11 - Regional Liaison Officers

The General Assembly shall appoint from among the members of the Executive Board one person for each of the following six Regions as a Regional Liaison Officer. The term of office of the Regional Liaison Officers is three years.



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Africa (AFRO)
Americas (AMRO/PAHO)
Eastern Mediterranean (EMRO)
Europe (EURO)
South-East Asia (SEARO)
Western Pacific (WPRO)

The General Assembly shall vote yearly on the maximum amount of money to be made available to Regional Liaison Officers on their request, in case they are not able to cover costs incurred by their duties in that function otherwise. The amount to be made available is proposed to the General Assembly by the Secretary General. The Secretary General decides on the distribution of the available means. In case one single Regional Liaison Officer requests an amount beyond one fifth of the total amount, the Secretary General decides after consultation with the other officers of the Federation. The purpose of this fund shall be to help defray secretarial, postage, and other office expenses.

Duties of the Regional Liaison Officers shall include:

1. providing on a regular basis the WFPHA newsletter editor with information regarding members in their respective region.
2. attending, whenever possible, meetings of public health associations within their regions, and assisting in coordinating the activities of the Federation and national public health associations in their region with the governments and the regional office of WHO.
3. promoting and whenever possible assisting in the establishment of new national, multidisciplinary public health associations in countries within their regions; and
4. submitting a written report at the annual WFPHA General Assembly meeting.

ARTICLE VI - CHEQUES, DRAFTS, BANK ACCOUNTS, ETC.

Section 1 - Loans

No loans shall be contracted on behalf of the Federation and no negotiable papers shall be issues in its name unless authorized by the Executive Board.

Section 2 - Cheques, Drafts, Etc.

All cheques, drafts, and other orders for the payment of money shall be signed or endorsed by such officer or officers of the Federation and in such manner shall from time to time be determined by resolution of the Executive Board.

Section 3 - Deposits

All funds of the Federation not otherwise employed shall be deposited from time to time to the credit of the Federation in such banks and other depositories as the Executive Board shall designate or select.



ARTICLE VII - ASSESSMENT FOR SUPPORT OF THE WFPHA

Member associations shall contribute to the support of the WFPHA in the following amounts:

<u>Membership Category</u>	<u>Annual Assessment</u>
1. Full Membership	US\$100.00+ US\$0.20 for industrialized countries (according to the WHO classification) and US\$0.10 for other countries multiplied by the number of members in the association, with a ceiling of US\$3,000.00 for industrialized countries and US\$300.00 for other countries.
2. Sustaining Membership	US\$1,000.00

The financial commitments of the Federation will be met by assets its only. Member associations, members of the Executive Board, or officers of the Federation will not be subject to any personal financial liability to third parties for financial engagements made contractually by the Federation.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Federation shall be from January 1 to December 31.

ARTICLE IX - LANGUAGES

The working language of the Federation shall be English. Simultaneous translation in the WHO official languages will be provided when possible.

ARTICLE X - AMENDMENTS

Amendments to these By-Laws may be made by a two-thirds vote of those present and voting at the annual meeting of the General Assembly.