

World Federation of Public Health Associations

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BY-LAWS

Text of April 2004	Proposed revision for April/May 2009
<p>ARTICLE I - OFFICES</p> <p><i>Section 1 - Principal Office</i> The registered office of the Federation shall be in the city of Geneva, Switzerland.</p> <p><i>Section 2 - Other Offices</i> The Federation may establish regional and other offices upon majority vote of the Executive Board, as the affairs of the Federation may require.</p>	<p>Unchanged</p>
<p>ARTICLE II - MEMBERS</p> <p><i>Section 1 - Categories of Membership</i> The Federation shall have three (3) categories of membership:</p> <ol style="list-style-type: none"> 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 	<p>The Federation shall have <u>four (4)</u> categories of membership:</p> <ol style="list-style-type: none"> 1. (unchanged) 2. (unchanged) 3. Sustaining Members - Organizations and individuals that endorse the

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.

principles of the Federation and desire to collaborate with it in reaching its objectives actively or through annual donations. Sustaining members will receive Federation publications and attend meetings as observers.

4. Individual Members - Individuals that endorse the principles of the Federation and desire to contribute to it either through active collaboration or through annual donations. Admission of individual members requires endorsement by their national member Public Health Association. The Membership Committee shall formulate conditions of entry for applicants from countries with no full member association. Individual members will receive Federation publications. They shall be invited to attend business or committee meetings if indicated by their function in Federation activities. Membership terminates on recommendation by the Membership Committee following termination of active collaboration.

Section 2. unchanged

Section 3. unchanged

<p>ARTICLE III - ANNUAL MEETING OF THE WFPHA</p> <p><i>Section 1 - Annual Meeting</i> 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.</p> <p><i>Section 2 - Organization</i> 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.</p> <p><i>Section 3 - Voting</i> 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.</p> <p><i>Section 4 - Program and Financial Review</i> The General Assembly shall elect a comptroller or appoint a comptrolling firm for the yearly review of the financial report.</p>	<p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p> <p>Unchanged</p>
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<p>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.</p> <p><i>Section 5 - Quorum</i> At all annual meetings' of the Federation, a quorum shall consist of one-quarter of the eligible voting members.</p>	<p>Unchanged</p>
<p>ARTICLE IV - EXECUTIVE BOARD</p> <p><i>Section 1 - Composition of the Board</i> 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.</p> <p><i>Section 2 - Organization</i> 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.</p> <p><i>Section 3 - Voting</i> 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.</p>	<p>Unchanged</p>

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<p>ARTICLE V - OFFICERS</p> <p><i>Section 1 - Principal Officers</i> 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.</p> <p><i>Section 2 - Election, Term of Office, and Qualifications</i> 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.</p> <p><i>Section 3 - Additional Officers</i> 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</p>	<p>Unchanged</p>

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.

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.

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

<p>editor with information regarding members in their respective region.</p> <ol style="list-style-type: none"> 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. 	
	<p>(new)ARTICLE VI – ADVISORY BOARD</p> <p><i>Section 1 – Size and appointment procedures</i> There shall be an Advisory Board with at least five and at the most twelve members. Members shall be appointed by the Executive Board for periods of six years, renewable by decision of the Executive Board.</p> <p><i>Section 2 – Function and meetings</i> The Advisory Board gives advice to the Executive Board and Officers of the Federation. The advisory function can be by individual members or by the Advisory Board as a whole. The Advisory Board meets at the tri-annual WFPHA Congresses, with congress fees waived for the members of the Advisory Board.</p>
<p>ARTICLE VI - CHEQUES, DRAFTS, BANK ACCOUNTS, ETC.</p> <p><i>Section 1 - Loans</i> 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.</p> <p><i>Section 2 - Cheques, Drafts, Etc.</i> All cheques, drafts, and other orders for the payment of money shall be signed or endorsed by such officer or officers</p>	<p>New: = ARTICLE VI - CHEQUES, DRAFTS, BANK ACCOUNTS, ETC. Becomes ARTICLE VII</p>

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

New: = ARTICLE VII - ASSESSMENT FOR SUPPORT OF THE WFPHA becomes **ARTICLE VIII**

Unchanged

2.	Sustaining and Membership	For sustaining members offering donations, annual donations of US\$1,000.00 or more shall be agreed upon at entry into membership.
3.	Individual Membership (New)	For individual members offering donations, annual donations of US\$ 500.00 or more shall be agreed upon at entry into membership.

<p>The financial commitments of the Federation will be met by its assets 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.</p>	<p>Unchanged</p>
<p>ARTICLE VIII - FISCAL YEAR The fiscal year of the Federation shall be from January 1 to December 31.</p>	<p>New: = ARTICLE VIII - FISCAL YEAR becomes ARTICLE IX</p>
<p>ARTICLE IX - LANGUAGES The working language of the Federation shall be English. Simultaneous translation in the WHO official languages will be provided when possible.</p>	<p>New: = ARTICLE IX - LANGUAGES becomes ARTICLE X</p>
<p>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.</p>	<p>New: = ARTICLE X - AMENDMENTS becomes ARTICLE XI</p>