

World Federation of Public Health Associations

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BY-LAWS

(As Amended by the General Assembly, May 16, 2010)

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 four (4) 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. National umbrella Public Health Associations can be full members of the WFPHA, but may also apply for Sustaining membership. When a country is represented in the WFPHA by more than one full member, the one vote available is as a rule determined by consensus. – either for each vote or by agreeing to a rotating schedule. Where needed, the EB can offer mediation between the involved members.
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 including three or more countries. The Executive Board can allow exceptions to this rule. Regional members pay no dues and are represented at meetings as observers. WFPHA aims at having regional members from all Regions, as defined by the World Health Organization as follows:
Africa (AFRO)
Americas (AMRO/PAHO)
Eastern Mediterranean (EMRO)
Europe (EURO)
South-East Asia (SEARO)
Western Pacific (WPRO)
3. Sustaining Members - Organizations that endorse the 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. The membership of Sustaining members is renewable every three years.
4. Individual Members - Individuals that endorse the principles of the Federation and provide an active collaboration or a monetary donation.. Admission requires endorsement by their national member Public Health Association. The Executive Board on recommendation by 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 - 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.

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 controlling 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, renewable once, repeatable after breaks of 3 or more years. Every effort should be made to ensure that all Regions as defined by WHO shall be represented on the Executive Board.

During the time that national Public Health Associations are fulfilling formal tasks for the WFPHA, they shall be represented on the Executive Board in addition to those elected.

Section 2. Liaison functions of elected members of the Executive Board

In addition to the tasks of the Executive Board, its elected members fulfill liaison functions between the WFPHA and their Region. This may include tasks such as providing the WFPHA newsletter editor with information regarding members in their respective region; attending meetings of public health associations within their regions; or promoting and assisting in the establishment of new national, multidisciplinary public health associations in countries within their regions. In case of multiple representation of the same Region on the Executive Board, the respective members coordinate their efforts.

Elected members of the Executive Board report periodically to the Executive Board about developments in their Region.

The Executive Board may, on a case to case basis, decide on request for reimbursement of expenses incurred by members of the Executive Board in fulfilling this liaison task.

Section 3 - 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.

Section 4 - Voting

Decisions of the Executive Board are by majority vote of those members present at an EB meeting or telephone conference.

When in EB meetings or telephone conferences the quorum is not reached, the Secretary General may ask the EB members to vote electronically. In that case he/she sends the necessary information and a ballot form to the EB members and specifies the deadline for responding with "yes" or "no" to specific questions.

A decision shall be considered to have been taken, as soon as a motion has been approved or rejected by a majority of the members of the EB. Non participation is considered as agreement with the proposal.

Section 5 - 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 6 - 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, the Immediate Past President, a Treasurer, and a Secretary General, each of whom shall be selected from the accredited representatives of the full member national associations. The Immediate Past President shall *ex officio* chair the Nominations Committee for Federation Awards.

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.

The Executive Board may decide temporarily not to fill the post of Secretary General, and to have the functions (Section 10) executed by one or more other persons. This decision is to be reviewed annually by the Executive Board in the light of working experience and financial possibilities. The President, Vice-President/President elect and Immediate Past President, under the leadership of the President shall submit appropriate recommendations concerning persons and functions to the EB. Depending on the situation and availability of personal and financial resources, the tasks of the Secretary General may be assigned to one or more persons.

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.

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.

ARTICLE VI- ADVISORY BOARD

Section 1 – Size and appointment procedures

There shall be an Advisory Board with five to eight members. Members shall be appointed by the Executive Board for periods of three years, renewable by decision of the Executive Board.

Section 2 – Function and meetings

The Advisory Board can be called upon to provide advice as requested by the WFPHA and will meet at the triennial Congress.

ARTICLE VII – COMMITTEES AND WORKING GROUPS

Section 1 – Committees

Committees fulfil functions serving the organizational framework of the Federation. In addition to permanent Committees, the EB may appoint interim Committees for activities limited in time. For Committees to be recognized by the EB and GA, their terms of reference and rules of procedures have to be presented.

Section 2 – Working Groups

Working Groups will usually be created to work on theme-related program elements serving to fulfil parts of the Federation's mission. For Working Groups to be recognized by the EB and GA, their terms of reference, rules of procedures and a work program have to be presented. Temporary recognition is possible to allow for the preparation of these documents.

Depending on the situation, other terms (Task Force, Study Group, Action Group etc.) may be used to describe Working Groups.

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

Section 1 - Loans

No loans shall be contracted on behalf of the Federation and no negotiable papers shall be issued 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 IX - 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>
<i>1. Full Membership</i>	<p>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</p> <p>The Executive Board may reduce or waive membership dues in specific circumstances with due reason given, such as disaster or economic crisis in a specific country, or when in addition to national public health associations a national umbrella public health association is a member of WFPHA and multiple payments for their individual members are to be avoided.</p> <p>These decisions are to be reviewed tri-annually by the EB.</p>
<i>2. Regional Membership</i>	<p>Regional members pay no fees.</p>
<i>3. Sustaining Membership</i>	<p>For Sustaining members from not-for-profit organizations and other similar bodies working for the broader goals of public health, donations of US\$ 100.00 or more, or support in kind shall be agreed upon at entry into membership.</p> <p>For commercial companies and for organizations without a link to the goals of public health, an annual fee of US\$ 5,000.00 or more shall be agreed upon at entry into membership.</p>
<i>3. Individual Membership</i>	<p>For individual members offering donations, annual donations of US\$ 500.00 or more shall be agreed upon at entry into membership</p>
<i>4. 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.</i>	

ARTICLE X - FISCAL YEAR

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

ARTICLE XI - LANGUAGES

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

Updated May 27, 2010 by Theodor Abelin, Chair, By-Laws Committee