

## WFPHA By-Laws

Revised and approved May 2018

### 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 Governing Council, as the affairs of the Federation may require.

### ARTICLE II - MEMBERS

#### *Section 1 - Categories of Membership*

The Federation shall have five (5) 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 Council can offer mediation between the involved members.

Newly accepted Full Members become eligible for membership in the Council and Committees and for organizing a World Congress on Public Health after one year of membership.

2. Associate Members: national associations or organizations that meet some but not all of the qualifications stated in the Federation's Constitution (Articles I, II, and III) and which could reapply for Full Members at some time in the future when they meet all the qualifications necessary for Full membership and at the Council's discretion. The membership of Associate members is renewable every three years. Associate members pay dues but cannot vote. They can attend meetings as observers, are encouraged to participate on Federation Working groups and have access to all materials and information WFPHA may provide to its members.

3. Regional Members: Federations of national public health associations or of Schools of Public Health of a geographic region representing three or more countries. Regional members shall promote the objectives of WFPHA within their region. Regional members pay no dues (except for the possibility that they collect the dues of their national members for transfer to WFPHA), do not have voting rights and can attend meetings as observers and have access to all materials and information WFPHA may provide to its members. The Council can allow exceptions to this rule.

WFPHA aims at having regional members from all Regions, as follows:

Africa (AFPHA)

Americas

Eastern Mediterranean/Middle East

Europe (EUPHA)

South-East & Central Asia

Asia-Pacific

4. Sustaining Members: Organizations that do not meet the qualifications stated in the Federation's Constitution (Articles I, II, and III) but which endorse the principles of the Federation and desire to collaborate with it in reaching its objectives actively or through annual donations. Sustaining members are non-voting but pay dues or contribute services and can attend meetings as observers with access to all materials and information WFPHA may provide to its members. The membership of Sustaining members is renewable every three years.

Acceptable for Sustaining Membership are:

- International organizations covering a wide field within or relevant to public health
- International organizations covering a specific field within or relevant to public health
- National organizations other than Public Health Associations covering a wide field within public health

Not acceptable for Sustaining Membership are:

- National organizations covering a specific limited field within public health

5. Partners: international health-related federations/organizations that endorse the principles of the Federation, desire to collaborate with it and sign a mutual membership with the WFPHA. Mutual membership fees are waived for the partner and the WFPHA. The membership of Partners is renewable every three years. Partners has no voting rights, but its members can attend meetings as observers, are encouraged to participate on Federation Working groups and have access to all materials and information WFPHA may provide to its members.

### *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's General Assembly, only after recommendation by the Council following certification by the Membership Committee that the applicant meets the necessary membership criteria. The new member must pay the current year's dues assessment, when applicable.

### *Section 3 - Terms of Membership*

All members 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 annual assessed dues as applicable are paid before the opening date of the annual meeting of the General Assembly of the ensuing year. Member associations unable to meet the dues or services requirement or are requested to show cause for the non-payment of their dues in order to retain the status of a member association. Members that have not communicated such information shall cease to be members of the Federation after a period of time to be determined by the Council.

## **ARTICLE III - ANNUAL MEETING OF THE WFPHA**

### *Section 1 - Annual Meeting*

There shall be an annual meeting (General Assembly) of the Federation's membership. This annual meeting shall be held in a location as designated by the General Assembly. Sixty days' notice shall be given by the President or his/her designate of the date on which the annual meeting of the Federation shall be held. Properly designated and accredited representatives of the member associations shall participate in the proceedings of the WFPHA.

### *Section 2 - Organization*

At each General Assembly, 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. A representative from the registered International Office, or in his/her 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. Any voting member shall have no more than four votes in addition to its own.

In addition, the President, Vice-President/President-Elect and Immediate Past-President have the right to vote at the annual meeting of the Federation.

### *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 President'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 in attendance or by proxy.

## **ARTICLE IV - GOVERNING COUNCIL (Short name: Council)**

### *Section 1 - Composition and Term of Office*

The Council shall consist of the following Officers: President, Vice-President/ President-Elect, Immediate Past President, Executive Director and the Treasurer. In addition, there shall be no less than six nor more than twelve elected Full Members which shall have representation on the Council. Every effort should be made to ensure that all Regions as listed above (Article II, Section 1) shall be represented on the Council. When there is no Full Member available to represent a Region, the Council may designate an Associate Member to represent the Region without vote.

The Council will include one young professional position, represented by a person below 40 years old on nomination. Election will follow the same approach adopted for the Council members. Each Full member can nominate one candidate at most, and the same country cannot be represented twice on the Council (full member and young professional) during the same term.

The term of office of the elected Council members shall be three years, renewable for one consecutive term. Full Members can be re-elected to the Council after an absence of at least three years following two consecutive terms. Full Member associations to which the Federation's principal Officers are members cannot be elected to the Council during the principal Officer's term of office. They can be elected to the Council once the Office holder is no longer a principal Officer. During the time that Full Members are fulfilling formal tasks for the WFPHA, they may be represented on the Council in addition to those elected, but without a vote. A designated representative of the Federation's

International Office and of the Federation's Regional Offices, and the WHO Designated Technical Officer may also sit on the Council in an *ex officio* capacity but without voting rights.

*Section 2 - Liaison functions of elected members of the Council* In addition to the tasks of the Council, its elected members fulfil 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, multi-professional public health associations in countries within their regions. In case of multiple representation of the same Region on the Council, the respective members coordinate their efforts. Elected members of the Council report periodically to the Council about developments in their Region. The Council may, on a case to case basis, decide on request for reimbursement of expenses incurred by members of the Council in fulfilling this liaison task or other activities executed on behalf of the Council.

*Section 3 - Board of Officers* the Board of Officers acts on behalf of the Council during the interim times between Council meetings. It is composed of the following Officers: President, Vice-President/President-Elect, Immediate Past-President, Treasurer, one other Council member, as determined by the Council, and the Executive Director.

*Section 4 - Organization* At each meeting of the Council and 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. When a member of the Council fails to participate in three consecutive meetings without appropriate explanation, he/she will be automatically removed from the Council that will appoint a replacement. The representative of the International Office or in his/her 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 5 - Voting* Decisions of the Council and Board are by majority vote of those members present at a Council or Board meeting or telephone conference. When in Council/Board meetings or telephone conferences the quorum as defined in Article IV, Section 6 is not reached, the representative of the International Office or his/her designate may ask the members to vote electronically. In that case he/she sends the necessary information and a ballot form to the 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. Nonparticipation is considered as agreement with the proposal.

#### *Section 6 - Quorum*

At all meetings of the Council/Board, most of the Council/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, and the Treasurer, each of whom shall be selected from the accredited representatives of the Full members and the Executive Director.

### *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, and the individual shall assume the presidency upon the completion of their term as Vice-President/President-Elect. The Executive Director shall be appointed by the Governing Council for a period not exceeding 5 years, renewable for one term. The Executive Director can be on voluntary base or paid. The Council may decide temporarily not to fill the post of Executive Director, and to have the functions (Section 12) executed by one or more other persons. This decision to appoint an alternative to the Executive Director is to be reviewed annually by the Council 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 of the International Office and the Executive Director to the Council.

### *Section 3 - Additional Officers*

In addition to the principal Officers, the General Assembly 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 Council 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 Council. The decision of the Council 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 Council or the President, 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 by a vote of a simple majority of the Council. The appointee shall hold the position until the next Annual General Meeting of the General Assembly.

### *Section 7 - Remuneration*

All Council members will serve on a voluntary, unremunerated basis. No Officer shall be paid for his/her services, although the President can authorize reimbursement of any actual and eligible expenses incurred by an Officer carrying out an authorized task on behalf of the Council.

### *Section 8 - 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 Council. The President shall, if present, preside at all meeting of members and at meeting of the Council. The President shall see that all orders and resolution of the Council 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 Board.

### *Section 9 - Vice-President/President-Elect*

The Vice-President/President-Elect shall have such powers and perform such duties as the Council, 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. The Vice-President/President-Elect will sit on the Finance Committee.

#### *Section 10 - Immediate Past President*

The Immediate Past President shall act as an ambassador for the Federation in its relations with the Regional offices and other organizations. At the request of the President or in case of the President's and Vice-President/President-Elect's absence, the Past President can be called upon to 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. The Immediate Past President shall ex officio chair the Nominations Committee and the ad hoc Committee for Federation Awards (Article XII).

#### *Section 11 - Treasurer*

If so directed by the Council, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Council 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 Council shall direct; and the Treasurer shall cause such funds to be dispersed by wire transfer, 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. sit on the Finance Committee;
4. 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 Council.

Expenditures shall be made within the context of an agreed upon work plan with budget or Annual Budget. Otherwise, any expenditure should be following approval by the Council.

#### *Section 12 - International Office and Executive Director*

The International Office should be located close to the main international multi and bilateral organizations

The Executive Director or his/her designate as deemed by the Council shall:

1. lead the International Office
2. be at the interface between the International Office and the Council
3. be the link with WHO and other NGOs based in Geneva
4. lead and coordinate Federation's projects in accordance with the Council
5. be at the interface with Federation's Members
6. 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 Council shall direct; and the Treasurer shall cause such funds to be dispersed by wire transfer, 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, alimonies dispersed;
7. keep the Minutes of the meetings of the General Assembly and the Council/Board;
8. see that all notices are duly given in accordance with the provisions of these By-Laws;
9. be custodian of all contracts, deeds, and documents of the Federation and of all its other corporate records except accounting records;



10. see that the books, reports, statements, certificates and all other documents and records are properly kept and filed;

11. 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 Council.

## ARTICLE VI - ADVISORY BOARD

*Section 1 - Function* the Advisory Board (the Board) constitutes a knowledge resource for the Council and the Federation. The Board works on request of the Council or takes its own initiatives, subject to approval by the GC. The work is coordinated by the Chair in agreement with the Council. *Section 2 - Composition, appointment and term* The Board is composed of all Past Presidents of the Federation. The Immediate Past President joins after the end of her/his term as president. The Council can appoint additional members from within or outside the Federation for a renewable period of 3 years. The Board selects the Chair among its members by majority of submitted votes for a term of 2 years renewable once.

### *Section 3 - Meetings*

The Board meets regularly in person, resource permitting, at the triennial World Congress of Public Health. Members of the Board are exempt from membership fees and receive complimentary registration to the 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 Council may appoint interim Committees for activities limited in time. For Committees to be recognized by the Council and General Assembly, their terms of reference and rules of procedures have to be presented.

Further details relating to Committees are specified in the “Guidelines for Committees”.

### *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 Council and General Assembly 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. Working Groups should have at least three active members.

Depending on the situation, other terms (Task Force, Study Group, Action Group, etc.) may be used to describe Working Groups. Further details relating to Working Groups are specified in the “Guidelines for Working Groups”.

## ARTICLE VIII - OUTSIDE REPRESENTATION OF THE FEDERATION

### *Section 1 - Representatives*

The President, Vice-President and the Executive Director are the main representatives of the Federation. From case to case the President may designate other members of the Council, members of the Advisory Board or Chairs of Working Groups to represent the Federation at specific occasions.

### *Section 2 - Content*

The representatives can express support of specific causes in the name of the WFPHA, when these coincide with a Resolution passed by the Federation. Otherwise their support should be expressed in their own name, whereby the representative’s elected function within the WFPHA may be added.

Resolutions formally accepted by the General Assembly are public and can be quoted in support of a personal opinion by any person.

## **ARTICLE IX - WIRE TRANSFERS, 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 Council.

### *Section 2 - Wire Transfers, Cheques, Drafts, Etc.*

All wire transfers, 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 Council.

### *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 Board shall designate or select.

## **ARTICLE X - ASSESSMENT FOR SUPPORT OF THE WFPHA**

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

1. Full and Associate members pay an annual flat rate based on the country income and number of members for each association. Based on recommendation of the Finance Committee, the Council will determine the rates for the following year and present them to the General Assembly for acceptance. A table of the rates is available on the WFPHA website.

1b. Regional members may pay the sum of the annual flat rates of its members or of selected members jointly and determine procedures through a Memorandum of Understanding with the Federation.

The Council 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.

The Council may also give a dispensation from paying monetary dues if the member agrees in writing to provide to the Federation a comparable in-kind contribution. These decisions are to be reviewed tri-annually by the Council.

2. Regional Member: Regional members pay no fees.

3. Sustaining Member: National Sustaining Members, Regional & International Sustaining Members and Student Associations are requested to pay according to the system described in article X, point 1.

5. Partner: Mutual membership fees are reciprocally waived.

## **ARTICLE XI - WORLD CONGRESS ON PUBLIC HEALTH**

The WFPHA will hold on a triennial basis (every three years) an international forum focusing on global public health. This event will be an opportunity for WFPHA members and other interested parties to come together to exchange information and experiences and learn new skills and practices to advance public health.

Full and Regional Members are given preference to host the Congress. In exceptional circumstances an Associate Member may be considered. The Council will appoint an ad hoc Congress Bid Selection Committee to assess the bids. The Committee's recommendation will be considered by the Council. If the Council approves the Committee's recommendation, it will then be put before the General



Assembly for endorsement. The Congress host bid selection will take place not less than three years prior to the event.

The host association/organization will be responsible for the overall organization on the Congress and for fund-raising in support of the Congress in consultation with WFPHA. The Congress Organizing Committee will consist of the WFPHA President, Vice-President/President-Elect, one other Council member, as well as representatives of the host association/organization.

Any surplus from the Congress will be shared equally between the WFPHA and the host association/organization. WFPHA will not be responsible for covering a deficit.

In the case that the designated association/organization is unable to host the Congress, the Council may take the decision to defer the Congress to the following year or seek an alternate host association/organization.

## ARTICLE XII - AWARDS

At the World Congress, the WFPHA presents the *Leavell Lecture Award* to a deserving individual from the Region in which the Congress takes place, and an *Institutional Award* to a deserving institution in the field of academic or practical public health with seat in this Region. The Council may also decide to confer a *Lifetime Achievement Award* to an individual worthy to be especially honoured for his/her merits in favour of global public health and the WFPHA. In exceptional situations the Council may confer the Lifetime Achievement Award posthumously.

The Immediate Past President chairs a small ad hoc committee appointed by the Council to call for nominations, examining these and proposing the best suited individual and institution to the Council for decision. The Leavell Lecture is to be given due visibility within the Congress program and is followed by the presentation of the awards. The Chair of the Awards Committee sees to it that appropriate Laudatios will be prepared.

## ARTICLE XIII - FISCAL YEAR

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

## ARTICLE XIV - LANGUAGES

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

## ARTICLE XV - REGULATIONS

Where deemed appropriate, the Council may specify further details in the form of Regulations. Regulations are working guidelines. These are voted on by the Council, and a list of Regulations is kept and regularly updated by the International Office as an Appendix to these By-Laws.

## ARTICLE XVI – WINDING UP OF THE ASSOCIATION

(1) If on the winding up of the Federation there remains any property after satisfaction of all debts and liabilities, it must be transferred to some other organization of public utility that is tax exempt having objects consistent with the objects of the Federation. In no case the remaining properties can return to the founders or members or be used to their benefit;

(2) That organization must be determined by a decision of at least two thirds of the members of the Governing Council.

## WFPHA Constitution

1. The World Federation of Public Health Associations shall be a Federation of national multidisciplinary 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;
  - e. to perform such other activities as may be conducive to the above objectives.
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 required.
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.