



INTERNATIONAL ASSOCIATION OF NATIONAL PUBLIC HEALTH INSTITUTES (IANPHI)

International Non-Profit Association

Statutes

I. NAME, REGISTERED OFFICE, AIMS

Article 1 - Constitution

1.1 The “International Association of National Public Health Institutes” (in abbreviation IANPHI, hereafter referred to as “the Association”), is an International Non- Profit Association, constituted in accordance with the provisions of the Belgian Code on Companies and Associations (“BCAC”).

All acts, invoices, announcements, publications and other documents issued by the Association must mention the denomination immediately preceded or followed by the words “international non-profit Association” or the abbreviation “AISBL”, written legibly and in full, as well as the address of the registered office.

Article 2 – Registered Office

2.1 The Association has its registered office in Belgium, Brussels, avenue des Arts 47 à 1000 Brussels. It may be transferred to any other location in Belgium by simple decision of the management board, provided that such displacement does not require a change in the language of the Statutes by virtue of the applicable language regulations. This transfer will be published in the *Annexes au Moniteur Belge*. If the registered office is transferred to another region of Belgium, the management board may amend the Statutes.

If, as a result of the displacement of the registered office, the language of the Statutes has to be changed, only the General Assembly has the power to take this decision, subject to compliance with the rules prescribed for amending the Statutes.

Administrative offices may be set up, in Belgium or abroad, by decision of the management board.

Article 3 - Purpose

3.1 The Association is a non-profit organization, composed of National Public Health Institutes from around the world.

3.2 The purpose of the Association is primarily to increase the Association’s Members' capacity and abilities to collectively improve public health policies and systems worldwide.

The Association serves the collective needs of the National Public Health Institutes as they pursue their public health tasks. In fulfilment of its mission, the Association directs its activities to the following goals:

- a) Assist member Institutes to achieve their missions.

- b) Build coalitions with other public health organizations and support of public health in Member countries and globally.
- c) Support the recognition of National Public Health Institutes in their national and global work to improve the scientific, technical and practical capacity to prevent and control the leading causes of morbidity, mortality and disability in the respective countries, and increase governmental public health policy decision-making reliance on data and scientific knowledge.
- d) Promote awareness and understanding of the critical roles played by National Public Health Institutes.

3.3 The Association shall pursue its goal through a variety of activities, from peer-to-peer assistance evaluation to advocacy, networking and exchanges of practices between National Public Health Institutes, grant support, project development, assistance to new and existing NPHI's, and shall more in particular:

- a) Identify and disseminate strategies to strengthen the role and improve the functions of the Institutes.
- b) Provide a forum for communication among Members.
- c) Encourage the establishment and support the expansion of the concept and capabilities of national public health institutes.
- d) Identify and expand funding resources to support National Public Health Institutes in their missions for promoting and protecting public health in their countries.
- e) Initiate co-operative actions and help build international and national coalitions with other organizations whose mission is to improve public health.

II. MEMBERS AND PARTNERS

Article 4 – Categories – Applications – Obligations

4.1 The Association is composed of National Members and Associate Members.

Category A: National Members

National Members are the National Public Health Institutes.

In cases where there are two or more Institutes operating in the same country, two of them may become National Members, but they shall have together only one vote at the General Assembly (these Members must decide themselves how to organize their votes at the General Assembly).

Category B: Associate Members

An Associate Member is an institute or organization from a country that does not currently have a National Public Health Institute or does not comply with the criteria for National membership. Associate Members can be regional public health institutes, ministries wishing to create a National Public Health Institute, ministries in charge of health executing public health functions described in the IANPHI Internal Rules on core attributes and core functions.

4.2 The Association can establish formal cooperative relationship with Partners.

Partners are organizations which are not Members but with which the Association has established a cooperative relationship in support of its mission. Partners may include foundations, donors, international organizations, professional societies, governmental funding agencies, academic institutions, schools of public health and groups whose public health focus is national, regional or global

in scope.

4.3 Only National Members enjoy full voting rights at the General Assembly.

Associate Members and Partners shall have no voting right whatsoever. They shall not be liable for any debts or obligations of the Association. They shall be allowed to participate in selected activities about matters that concern their expertise in the field of public health and to attend the General Assembly and other relevant meetings upon invitation of management board. They are allowed to make proposals to the management board.

4.4 Only legal entities duly constituted in accordance with the laws of their country of origin, can become a Member of the Association.

4.5 Applications for membership of the Association or as Partner must be submitted in writing to the Secretary General; together with the application form and the documents that can be found on the Association's website or the information required by the Secretariat.

The management board decides what information should be included in the applications for membership or partnership.

The Secretary General, after verifying that the requirements for admission are satisfied, presents the application request to the management board to be further submitted to the General Assembly which shall decide on the application within a reasonable period of time, at an ordinary General Assembly or, if appropriate, at an Extraordinary General Assembly.

Existing Associate Members may become National Members by submitting a request to the management board. The management board examines if the admission criteria are met to become a National Member and submits the application to the General Assembly, which will decide on the application within a reasonable period of time, at an ordinary General Assembly or, if appropriate, at an Extraordinary General Assembly by simple majority.

4.6 The Members' main obligations shall be the following:

1. to cooperate to the best of their efforts in the achievement of the Association's goals
2. to refrain from all activities contrary to the law and to these statutes or which may jeopardize the achievement of the Association's objectives
3. to pay the membership fees as determined by the General Assembly
4. to act according to Association's Code of Ethics and Professional Conduct
5. to uphold the highest standards of professional conduct and act with integrity and discretion
6. to ensure that all their representatives are aware of and act according to these rules

Article 5 – Admission – Resignation – Exclusion - Suspension

5.1 The admission of new Members and Partners and changes in the membership structure shall be decided by the General Assembly by a majority of at least three quarters of the votes cast by the Members present or represented.

The decisions of the General Assembly on the admission or rejection of new Members and Partners shall be final and no reasons for a rejection need to be given.

5.2 A member can be excluded from the Association by the General Assembly by a majority of at least three quarters of the votes cast by the Members present or represented for any of the following

reasons:

- 1) if such member fails to comply with the membership obligations
- 2) if the member acts in violation of the law, the statutes, the internal rules, the decisions of the General Assembly or more generally the general interest of the Association
- 3) if the member engages in practices which might engage the Association's civil or criminal liability
- 4) if the member has been declared insolvent
- 5) if the member is no longer active in public health or ceases to be a National Public Health Institute

The management board shall hear the member, whose exclusion is proposed, before a decision is taken.

A member may be suspended at any time with immediate effect by the management board, where such suspension is justified by serious circumstances detrimental to the interests of the Association. The management board has discretion as to what constitutes serious circumstances.

A partner can be excluded any time.

5.3 A member may resign from the Association at any time of any calendar year, by giving written notice by registered mail to the management board no later than six months before the end of such year. A Partner may break off the relations with the Association at any time by giving a similar notice, which will have immediate effect.

5.4 Any member who ceases to be part of the Association shall have no right to any part of the assets of the Association.

Article 6 - Liability

6.1 National Members are liable for the debts and obligations of the Association only to the extent of funds or assets contributed or otherwise made available to the Association. Any commitment entered into by the Association in its name shall be binding upon the Association and shall not create any legal rights or obligations, which may extend to its Members.

Article 7 – Membership Fees

7.1 Membership fees of the different categories of Members shall be decided annually by the General Assembly on the basis of the annual budget that has been approved for the following year.

7.2 In only special circumstances, the management board may decide to reduce or waive a member's annual dues. Members requesting a reduction or waiver of the annual dues shall do so in writing to the Secretary General. The decision to grant the waiver shall be taken according to the Internal Rules for Waivers and Reductions, approved by the General Assembly.

III. ORGANISATION AND OPERATION

Article 8 – Legal bodies of the Association

8.1 The affairs of the Association shall be conducted by:

- a General Assembly
- a management board (also referred to in the Association's daily operations as the Executive Board)
- a Secretary General

Article 9 – General Assembly

9.1 The General Assembly is the governing body of the Association and consists of the National Members.

Each National Member has one vote, except when there are two National Members in one country, pursuant to article 4.1.

A National Member may confer upon another National Member the right to represent it at the meeting. Such proxy must be in writing and must be delivered to the Secretary General in advance of the meeting. One National Member cannot hold more than two proxies.

Each National Member shall be represented at the General Assembly by its Director or at least a person of sufficiently high ranking within the National Member's Institute.

Remunerated agents of the Association and/or staff may be called by the President to attend the General Assembly as observers or advisors.

9.2 The General Assembly shall be convened at least once a year by the management board.

The General Assembly has the exclusive power for the following decisions:

- 1) Appointing and removing Members of the management board
- 2) Appointing the President, the Vice-President and the Treasurer
- 3) Approving the annual budget and the financial accounts of the Association
- 4) Discharging the management board from its responsibilities of the previous financial year
- 5) Fixing the membership fees
- 6) Receiving and approving proposals from the management board
- 7) Transacting any other business competent to the General Assembly in accordance with the statutes
- 8) Amending the statutes
- 9) Approval or exclusion of Members
- 10) Creating new categories of Members or change the admission requirements
- 11) Dissolving the Association
- 12) Creating regional structures

9.3 Extraordinary General Assemblies may be called at any time by the management board, and must be called within two months upon receipt of a request made in writing to the management board by National Members representing at least one fourth of the total votes at the General Assembly.

9.4 Notice of an Annual General Assembly and of any Extraordinary General Assembly together with a copy of the agenda, shall be sent by the Secretary General to all Members at least 15 days before the date of the proposed meeting, by e-mail-

The agenda shall be drawn by the management board and will only include propositions made by the management board itself and propositions that were brought to its attention 30 days prior to the

General Assembly bearing the signature of at least one tenth of the National Members.

9.5 Except in cases prohibited by law, General Assembly meetings may be held by electronic means of communication, including by videoconference or teleconference, enabling remote and simultaneous debate and the possibility to cast an affirmative or negative vote on any proposal or to abstain. Any member participating in such remote meetings shall be considered present in person. In case of a remote or partly remote meeting, the convening notice will indicate the electronic means of communication that will be used and the information required for each member to join the meeting remotely

Written proxies' votes are allowed, but a member may not represent more than one other member.

Members of the "bureau" may not participate in the General Assembly through electronic means and shall be physically present. The "bureau" will be designated by the management board before the beginning of the General Assembly.

A decision of the General Assembly may be taken by unanimous written agreement. The Members must have previously and unanimously agreed on the use of such written procedure.

9.6 The quorum for any meeting of the General Assembly shall be at least one third of the total voting rights presented or represented at the General Assembly. Except where these statutes provide otherwise, decisions of the General Assembly shall be adopted by a simple majority of the votes expressed by the Members present or represented. If the quorum of one third of the total voting rights is not reached, a new General Assembly shall be called, fifteen days after the first meeting at the earliest, which will validly and definitely decide upon the points on the agenda, even if the quorum is not reached. In the event of deadlock, the resolution shall be deemed to be rejected by the General Assembly. The General Assembly shall be presided by the President or, if he/she is prevented, by the Vice-President.

9.7 The Association shall keep a digital register at its registered office containing the minutes of each General Assembly. This register shall be accessible to the Members electronically.

All decisions of the General Assembly shall be recorded. Minutes shall be signed by the President.

Article 10 – The management board

10.1 The management board is composed of minimum of 11 and a maximum of 14 Members, including the President, the Vice-President, the Treasurer and the immediate Past President.

10.2 Only directors general or individuals with equivalent management positions at a National Public Health Institute are eligible to be elected member of the management board. No more than one member of the management board shall come from the same Institute.

If a management board member leaves his/her position at his/her Institute before the end of his/her term as member of the management board, he/she will be allowed to serve until the end of his/her 3-year term on the board without being authorized to be re-elected, provided that his new activities or appointments are not in conflict with the Association's purpose.

10.3 To be appointed President or Vice President, the candidate has to be a present or past director or equivalent of a National Public Health Institute.

10.4 All Members of the management board, except the immediate Past President, shall be elected by the General Assembly. The General Assembly may develop more precise nomination rules for the management board membership in the Association's internal rules.

The mandate of the management board members shall not be remunerated. Travel, food and lodging expenses, and a nominal per-diem to cover costs, can be provided to management board Members conducting official business for the Association.

10.5 Management board Members shall hold office for a three years' period. Their mandate is renewable once.

10.6 The management board has a President, a Vice-President and a Treasurer. They shall hold office for three years. Their mandate can be renewed once.

The President shall not be regarded as the representative of any member of the Association and shall not accept instructions from nor express the point of view nor vote on behalf of any member.

The Vice-President shall act for the President whenever the President is prevented. Also, should the President definitely cease to hold office, for whatever reason, the Vice-President shall act as President until a new President is appointed. The Vice-President may also perform other duties that may be requested by the management board.

The Treasurer is responsible for overseeing the Association's finances in collaboration with the Secretary General and the Association's staff. The Treasurer reports to the management board on the yearly accounts and budget.

10.7 If for any reason a Member of the management board shall cease to hold office as such at any time between meetings of the General Assembly, the management board is entitled to nominate a new member of its choice as replacement for the rest of his or her terms of office. The General Assembly will have to ratify the appointment of the new member at its following meeting.

10.8 The management board is responsible for the overall management of the interests of the Association and for taking all decisions not specifically reserved to the General Assembly by these statutes. It shall ensure the proper implementation of the decisions of the General Assembly.

The management board is responsible for proposing changes in the Statutes and Internal Rules when this is in the interest of the Association.

The management board submits the budget and accounts and reports on the strategy and the annual workprogram of the Association to the General Assembly.

10.9 Documents committing the Association in relation to Third Parties and which are not matters of routine administration, including the decision to engage the Association in legal proceedings as a defendant or as a claimant, unless the General Assembly makes special arrangements, shall be signed by the President or, in his or her absence, by two Members of the management board.

10.10 The management board shall be convened at least three times a year by the President or by the Vice-President when the President is prevented, by e-mail-

It shall be regularly convened if at least one third of its Members is present or represented.

The agenda shall be set prior to the meeting by the President.

10.11 The management board shall take its decisions in a collegial manner. In case no consensus can be reached on one or more issues and voting is necessary, decisions shall be taken with a simple majority vote. In the event of a deadlock, the President will have a decisive vote.

A member of the management board may be represented by another member, it being understood that one member can only carry a maximum of two proxies.

10.12 The Association shall keep a register at its registered office containing the minutes of each meeting of the management board.

Article 11 – Secretary General

11.1 The Secretary General shall be appointed by the management board.

11.2 He/she shall be the focal point and coordinator of Offices of the Association and will be responsible for the effective day-to-day management of the Association. He/she shall ensure that proper records are kept of all meetings of the General Assembly and of the management board, he/she will represent the Association in matters of routine administration within the limits set by the management board, and by the law. He/she shall also act as ambassador for the Association in the international arena, as an initiator of collaborative programs between Members and between the Association and international organizations, and as a supervisor of the publication and research activities of the Association.

The Secretary General is responsible for the recruitment, dismissal, remuneration and other benefits of the Association's staff, within the limits of the delegation decided by the management board.

11.3 The Secretary General is accountable to the management board.

IV. COMMITTEES, TASK FORCES AND ORGANISATION OF REGIONAL ACTIVITIES

Article 12 – Committees – Task Forces - Working Groups

12.1 The management board may decide to structure the work of the Association through Committees, Task Forces, Working Groups or Regional Offices that will deal with specific matters relevant for Members.

12.2 These Committees, Task Forces, Working Groups can have an advisory role or can be entrusted with some decision-making powers for the purpose of their mission. They can be allowed to function according to specific internal rules and with a specially designated budget. They shall not have the right to legally engage the Association, unless decided otherwise by the management board.

Article 13 - Regional structures

13.1 The management board may encourage the establishment of supportive regional structures for the realization of work of the Association worldwide. Regional structures shall be coordinated and chaired by a National Member. They can be allowed to function according to specific internal regulations and with a specially designated budget but shall never have the right to legally engage the Association. They shall operate under the supervision and authority of the management board to which they report.

V. AMENDMENTS TO THE STATUTES AND DISSOLUTION

Article 14 - Amendments

14.1 The present statutes can be amended at any time by the General Assembly, at an Annual General Assembly or at an Extraordinary General Assembly convened by the President for that purpose. No amendment shall be adopted by the General Assembly unless at least three quarters of the National Members are present or represented, and unless the modification is approved by a majority of at least three quarters of the National Members present or represented.

However, if less than three quarters of the National Members are present or represented at the General Assembly, a new General Assembly shall be convened in the same conditions, fifteen days after the first meeting at the earliest, to definitely and validly decide on the proposed amendments by a majority of three quarters of the National Members present or represented.

14.2 Amendments to the statutes shall not take effect until approved by the competent Authorities under Article 50 § 3 of the Law and until they have been publicized in the *Annexes au Moniteur Belge* in accordance with Article 51 § 3 of the Law of 27 June 1921.

Article 15 - Dissolution

15.1 The rules of article 14 above shall also be applicable in the case of a proposed dissolution of the Association. In that case the General Assembly shall determine the modalities of dissolution and liquidation of the Association.

15.2 The assets remaining after liquidation shall be attributed to an organization with a non-profit goal.

VI. ANNUAL ACCOUNTS AND BUDGETS

Article 16 – Accounts - Budget

16.1 The Secretary General shall keep a record of receipts and expenditures of the Association.

16.2 The management board shall submit to General Assembly the Annual Accounts of the past year and an annual budget of the following year.

Article 17 – Financial Year

The Financial year of the Association shall be the calendar year.

VII. MISCELLANEOUS

Article 18 - Language

The official language of the Association shall be the French language. The working language of the Association shall be the English language.

Article 19 – Application of the Code of Companies and Associations

Matters not covered by these statutes, including publications in the *Annexes au Moniteur Belge*, shall be governed by the provisions of the Code of Companies and Associations.