

ANNEX 2. RULES OF PROCEDURE FOR MANAGEMENT OF ASPHER

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I. MEMBERSHIP AND GENERAL ASSEMBLY

RULE 1: MEMBERSHIP – CATEGORIES OF MEMBERSHIP AND APPLICATION

*“The following shall be eligible for **full membership** in the Association: schools/teaching institutions, scientific/research institutes, and other structures, (i) with a role in education and/or training in public health, (ii) established within the European Region, as defined by World Health Organization” (4.1).*

*“(i) Individuals and (ii) institutions which do not meet the criteria for admission as elaborated in article 4.1., with a legitimate interest in public health education and/or training, and willing to support ASPHER in its mission (...), shall be eligible for **associate membership** (...)” (4.2).*

*“Full and associate members must be accepted by the General Assembly. Applications for full or associate membership of the Association must be submitted in writing to the Executive Board (...). The Executive Board may decide to grant to the applicants a **candidate member status** (...). The Executive Board decides what information should be included in the applications for membership” (4.3).*

Members' main obligations include: (i) cooperation to the best of their ability in the achievement of the Association's goals; (ii) refrainment from all activities contrary to ASPHER's statutes or which may jeopardize the achievement of the Association's goals; (iii) payment of the membership fees.

See also: *ASPHER'S MEMBERSHIP BENEFITS AND FEE STRUCTURE* (Annex 4).

RULE 2: MEMBERSHIP – RESIGNING AND EXCLUDING FROM THE ASSOCIATION

“A member may resign from the Association at any time by addressing a registered letter to the President of the Association (...)” (5.1).

“A member can be excluded from the Association by the General Assembly: (i) if such a member fails to comply with the membership obligations; [and] (ii) if a member acts in violation of the law (...) [and] the general interest of the Association (...). A member whose exclusion is proposed will be heard by the Executive Board before a final decision is made. The exclusion is proposed by the Executive Board to the General Assembly” (5.2).

RULE 3: MEMBERSHIP – FEES AND LIABILITY

“Membership fees of full members and associate members shall be approved annually by the General Assembly by a majority of two thirds of the voting member (...). Candidate members shall pay pro rata the membership fee of full members as from the date of their appointment as candidate members” (7).

The Secretariat circulates the membership fee invoices to members during the 1st quarter of the year. In case it is not paid, a reminder is sent to request the payment before the annual General Assembly meeting in May/June. In case the payment remains due at the time of the meeting the voting rights of the

given member are suspended and the final reminder is issued with the deadline for payment on September 1st. Further the case is being transferred for consideration of the Executive Board.

“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.” (6)

“(...) Any member who ceases to be part of the Association shall have no right to any part of the assets of the Association.” (5.1)

RULE 4: GENERAL ASSEMBLY – COMPOSITION AND POWERS

“The General Assembly is the governing body of the Association” (9.1).

“The General Assembly shall be composed of the Association’s full members (...).The associate members of the Association may be called by the President to attend the General Assembly with a consultative voice” (9.2).

The General Assembly has an exclusive power to make the following key decisions: (i) approval or exclusion of members; (ii) electing the President; (iii) electing members of the Executive Board; (iv) amending the statutes; (v) approving the annual work programme and the budget for the next financial year; (vi) approving the financial accounts and discharging the Executive Board from its responsibilities of the previous financial year; (vii) dissolving the Association.

RULE 5: GENERAL ASSEMBLY – MEETINGS AND DECISION-MAKING

“The General Assembly shall be convened each year, by the Executive Board, on the day, time and place mentioned on the convening (...)” 9.3.

The annual General Assembly takes place in the context of the ASPHER Deans’ and Directors’ meetings in May/June.

“Extraordinary meetings of the General Assembly may be called at any time by the President of the Association, and must be called within two months upon receipt of a request made in writing to the President of the Association by at least one fourth of the Association’s full members” (9.4).

“In case of urgent matters which necessitate a rapid decision in the interest of the Association, the Executive Board can request the General Assembly to vote by email. Only the Executive Board shall be able to decide on the urgent character of the situation (...)” (9.11).

“The Executive Board will draw up the agenda that will only include propositions made by the Executive Board itself and propositions that were brought to its attention at least four weeks prior to the meeting, bearing the signature of at least one tenth of the Association’s full members” (9.6).

“Notice of the annual meeting and of any extraordinary meeting, together with a copy of the agenda, shall be sent by email by the President of the Association to all members at least two weeks before the date of the proposed meeting. If the object of the meeting is to amend the statutes, the agenda and all relevant accompanying documents must be sent at least four weeks before the date of the proposed meeting” (9.5).

The draft agenda of the annual ordinary General Assembly meeting shall be circulated by the Secretariat on behalf of the President to all members in March; the final agenda shall be circulated not later than 2 weeks before the meeting. The latter applies also to the agenda of the extraordinary General Assembly

meetings. If the meeting assumes the amendment of the statutes, the agenda with relevant background documentation should be circulated at least 4 weeks before the date of the meeting.

“The General Assembly is chaired by the President of the Association or, in his absence by the Vice-President. In the absence of both, another member of the Executive Board will be elected to chair the meeting. S/he will appoint a secretary of the General Assembly” (9.7).

“An attendance sheet shall be filled out and signed by the members of the Association upon their arrival and shall be attached to the minutes” (9.8).

“Each full member can appoint two representatives to the General Assembly meetings. However, it shall be entitled to one vote. A member may confer upon another member the right to represent it at the meetings. Such proxy must be in writing and must be delivered to the Director of the Secretariat in advance of each meeting. One member cannot hold more than two proxies. Exceptionally, the full member to which the President of the Association belongs may hold as many as ten proxies, and those to which other members of the Executive Board belong can hold as many as five” (9.2).

Quorum for any meeting of the General Assembly: 1/2 of the Association’s full members; proxies are allowed (ref. 9.2). If the quorum is not reached, a new General Assembly shall be convened with an immediate effect, which will decide as to the outcome of the points on the agenda, irrespective of whether or not the quorum is reached. In order to conclusively validate the decisions, the minutes from the meeting must be voted and approved by the needed majority. In the event of a deadlock, the resolution shall be deemed to be rejected by the General Assembly.

Decision-making: except where the statutes state otherwise, decisions of the General Assembly shall be adopted by a simple majority of the votes expressed by the full members present or represented.

Only full members have voting rights. Candidate members have no voting rights until their (full) membership is officially approved by the General Assembly.

The resolutions of the General Assembly shall be recorded in minutes drafted by the person who has been appointed to serve as secretary of the General Assembly. The draft minutes shall be circulated for comments to all members within 2 weeks after the General Assembly. Members shall have up to 2 weeks to comment, and the final draft shall be confirmed at the next meeting of the Executive Board and signed by the President of the Association.

II. EXECUTIVE BOARD AND PRESIDENT

RULE 6: EXECUTIVE BOARD – COMPOSITION AND POWERS

“The Executive Board is responsible for the overall direction and management of the interests of the Association and for making all decisions not specifically reserved to the General Assembly (...). The Executive Board may be assisted by any Committee, Working Group and/or Task Force of its choice; it sets their goals and composition, and their attribution will always be consultative” (10.7).

“The Executive Board shall be composed of maximum nine members, including (i) President of the Association, (ii) Vice-President of the Association, and (iii) seven members at large elected by secret ballot at the General Assembly. No more than two members of the Executive Board shall come from the institutions established in the same country, and no more than one from any given institution” (10.1).

“One member of the Executive Board will serve as Treasurer (...)” (10.4).

The Executive Board is granted the widest powers to act on behalf of the Association and to do or authorize all operations allowed by the Association and that are not reserved to the General Assembly.

The Executive Board ensures also the proper implementation of the decisions of the General Assembly to which it is accountable. The President and the Treasurer report on the activities of the Association and the Association's finances on behalf of the Executive Board to the members during the General Assembly.

See also: ASPHER'S GUIDELINES REGARDING WORKING GROUPS (Annex 5).

RULE 7: EXECUTIVE BOARD – MEETINGS AND DECISION-MAKING

“The Executive Board shall meet at least once a year and each time, whenever necessary, it shall be convened by the President of the Association (...). The Executive Board may be assisted by any Committee, Working Group and/or Task force of its choice; it sets their goals and composition, and their attribution will always be consultative” (10.5).

The Executive Board shall seek to meet four times a year, supported with telephone conferences whenever necessary; the minimum number of meetings is one per year.

Quorum for the validity of the resolutions: 1/3 of the Executive Board members; no proxies allowed.

Decision-making in collegial manner; if voting is necessary, simple majority of votes of the members who are present shall apply, with each member having one voting right and the President – a casting vote. The resolutions of the Executive Board shall be recorded in minutes.

The Executive Board may invite specialists, observers and other guests of its choosing to its meetings.

RULE 8: EXECUTIVE BOARD – ELECTIONS

“Members at large shall be elected for a period of three years, each year representing the time between two yearly General Assemblies, and shall be eligible for one further consecutive three year term, a total of six consecutive years. The members at large shall be elected by the General Assembly (...)” (10.2).

Maximum number of terms: 2 consecutive (6 years), otherwise unlimited.

Eligibility to run in the elections: any individual supported by 2 full members of the Association.

Nominations: by full members only; each nomination requires support of two different full members other than that to which a candidate belongs. Should be received by the Director of the Secretariat at least two weeks before the elections.

Voting procedure (secret ballot): plurality system (i.e., candidates are elected based on the highest number of votes obtained), in case of a tie – the full member to which the person chairing the meeting belongs has a casting vote; acceptance by acclamation should apply if there is more or same number of vacant seats than/as nominated candidates.

RULE 9: PRESIDENT – POWERS

“The President of the Association shall preside over the Executive Board. The President will be responsible for carrying out the resolutions of the Executive Board and for the good functioning of the Association. Vice-President shall deputise for the President as required (...)” (10.3).

The President is the head of the Association. The President can delegate competences and tasks to the Director of the Secretariat and other members of the Executive Board.

RULE 10: PRESIDENT – ELECTIONS

“(…) The President is elected by the General Assembly one year prior to taking office. S/he will become member of the Executive Board for four years; one as President-Elect (Vice-President), two as President and as Chair of the Executive Board, and one as Immediate Past-President (Vice-President). No immediate re-election of the President of the Association is allowed” (10.3).

Maximum number of terms: unlimited, no immediate re-election is allowed though.

Eligibility to run in the elections: any individual supported by 2 full members of the Association

Nominations: by full members only; each nomination requires support of two different full members other than that to which a candidate belongs. Should be received by the Director of the Secretariat at least two weeks before the elections.

Voting procedure (secret ballot): absolute majority system (i.e., successful candidate needs to obtain half of the valid votes plus one), in case any candidate does not receive more than half of the votes on the first count there shall be a second ballot with the 2 candidates that received highest number of votes on the first count; acceptance by acclamation should apply if there is only one candidate.

In the event that no nominations are received 3 months before the General Assembly/elections, a Search Committee will be established whose purpose will be to identify an individual willing to run in the election and whose composition will be determined by the Executive Board.

III. DIRECTOR OF THE SECRETARIAT AND OTHER STAFF

RULE 11: DIRECTOR OF THE SECRETARIAT – POWERS AND APPOINTMENT

“The Director of the Secretariat will be responsible for the effective day to day management of the Association, under the leadership of the President of the Association. S/he will organize and direct the Secretariat of the Association, and s/he will assist and represent the President of the Association in his/her work for the Association, upon his/her request and within the limits set by the Executive Board” (11).

The Director of the Secretariat, recruited by the Executive Board to which s/he remains accountable, acts as the key representative of the Association in its day-to-day operation. The Director of the Secretariat attends the Executive Board meetings as advisor, and is a member ex-officio of the Association’s Committees, Working Groups and Task Forces.

The Association may employ extra members of staff and/or engage consultants as needed and subject to the available budget; the Director of the Secretariat coordinates the relevant recruitment processes.

IV. DEANS’ AND DIRECTORS’ RETREAT AND ANNUAL FORUM

RULE 12: DEANS’ AND DIRECTORS’ RETREAT – AGENDA AND ORGANISATION

The ASPHER Deans’ and Directors’ Retreat shall take place each year in May-June in various locations of the membership network, gathering senior representatives of all members of the Association. Individual associate members are also welcome to attend the meeting, as well as representatives of partner organisations and other key stakeholders of relevance to the agenda.

It is advisable that the preparatory meeting is held in the location of the retreat early in the given year, involving the local team and representatives of the Secretariat and the Executive Board.

The provisional agenda of the Retreat shall be set by the Executive Board in consultation with the host member school and circulated to all members in January. The final agenda with all background documentation shall be circulated at least 2 weeks before the Retreat. The agenda of the annual Deans' and Directors' Retreat must reflect the current business, management and future planning of the Association. The Retreat hosts the annual General Assembly of the Association.

The main responsibility of the organization of the Retreat lies with the host member school. The host member school may however rely on the Secretariat and the Executive Board support. Financial support remains subject to available funds and authorization of the Executive Board following the proposal of the Treasurer and the Director of the Secretariat.

The annual Deans' and Directors' Retreat consists of 3-4 days. During the 1st day, the annual ordinary General Assembly takes place, followed by 2 days of the Retreat proceedings. The last day is devoted to satellite meetings, if any, and social programme activities.

The report from the Retreat shall be published on the Association's website.

RULE 13: ANNUAL FORUM

The ASPHER Annual Forum shall take place each year in the last quarter of the year. The Forum is fully integrated within the programme of the annual European Public Health (EPH) Conference.

The key sessions of the Forum include: pre-conference hosting the Andrija Stampar Medal Ceremony, the annual Young Researchers' Forum, and the ASPHER plenary during the EPH Conference. The programme of the Forum is complemented by workshops and satellite meetings taking place during the regular programme of the EPH Conference.

The provisional programme of the Annual Forum shall be set by the Executive Board and circulated to all members in June. The final programme shall be circulated at least 2 weeks before the EPH Conference. The Annual Forum hosts the Andrija Stampar Medal Ceremony.

The main responsibility of the organization of the Retreat lies with the Executive Board and the Secretariat. The funds are allocated each year in the annual budget towards the organization of the Annual Forum.

The Annual Forum consists of 4 days. During the 1st day, the Andrija Stampar Ceremony takes place, followed by 3 days determined by the EPH Conference scenario.

The report from the Annual Forum shall be published on the Association's website.

V. ANDRIJA STAMPAR MEDAL

RULE 14: ANDRIJA STAMPAR MEDAL

Each year, during its Annual Conference, ASPHER awards the prestigious Andrija Stampar Medal to a distinguished person for excellence in the field of Public Health.

Call for nomination is launched during the General Assembly and the annual Retreat of Deans' and Directors in the year preceding the year for which the medal is awarded. Nominations can be made by all members of the Association and partners.

The Executive Board makes the decision at its meeting prior to the annual forum (during the EPH Conference) in the year preceding the year for which the medal is awarded. The proposed medalist is being notified and confirmed accordingly.

The ceremony takes place during the annual forum of the Association year after the proposal is confirmed. The ceremony consists of the laudatio and the acceptance speech. The medalist is invited to take active part in the remaining programme of the annual forum.

The medalist becomes automatically a member of the Association's Honours' Committee.

VI. HONOURS COMMITTEE AND AMBASSADOR FUNCTION

RULE 15: HONOURS COMMITTEE

Stampar Medalists and Past Presidents represent a considerable wealth of experience and knowledge in terms of management of the Association and strategies for public health capacity development in Europe. The Association can benefit greatly from such a resource. The Honours Committee provides the framework and structure for the collaboration between ASPHER and its Past Presidents and the Stampar Medalists (members of the Committee).

The mission of The Honours Committee is to support ASPHER by: (i) Giving recommendations when requested to do so by the President or the Executive Board; (ii) Taking initiative to comment on and give advice on developments concerning the themes of ASPHER's mission, i.e. Public Health capacity building in Europe and in other parts of the world, and on ASPHER's present and future roles; (iii) By request and as far as possible participate in ASPHER's projects, programmes and activities, including the further development of accreditation, lists of competences, mentoring, etc.; (iv) Participating in Executive Board meetings by specific invitation; (v) Participating in ASPHER's General Assembly and Deans' and Directors' Retreat; (vi) Producing an annual report, to be presented by the Committee's chair and discussed at the General Assembly, and including two main components: a. A strategic report commenting on ASPHER's work during each year, from general assembly to general assembly; b. A report on the Committee's work.

Members of the Honours Committee are entitled to: (i) Participate in the General Assembly without any voting right, unless they represent their institution; (ii) Participate in the Deans' and Directors' Retreat without any voting right, unless they represent their institution; (iii) Participate in and decide about the collective work of the Honours Committee, including the production of the annual report; (iv) Communication of the annual report at the general assembly; (v) Receipt of the minutes from Executive Board meetings, by request.

The Committee is governed by a chair and a co-chair, the co-chair being the immediate Past President of ASPHER. By majority vote, Committee Members elect the chair for two years, with the possibility of re-election once. Election takes place every second year at the Committee's annual meeting. ASPHER's immediate Past President calls for candidates among committee members at the latest one month before the annual meeting in question. Each committee member has one vote with no right to delegate a member to represent him.

The Committee functions by: (i) Meeting once a year during the Deans' and Directors' Retreat. The annual meeting is called by the Chair; (ii) Communication at meetings and by use of teleconferences and mail, whether on paper or electronic.

Members of the Committee will pay the costs of the Committee's activities themselves, unless costs are covered by a specific external grant.

RULE 16: AMBASSADOR FUNCTION

Whereas paid consultancy by ASPHER is only possible in the framework of funded projects, senior public health professionals belonging to ASPHER should provide their rich experience on a strictly

honorary basis (except for travel and daily allowance): They should act as ASPHER Ambassadors in a network organised by ASPHER.

Mission of ASPHER Ambassadors: (i) To visit school of public health throughout Europe in order to strengthen the ties between ASPHER members, to provide free of charge advice on major problems, and to contribute to further harmonisation of training for research and service of Public Health in Europe; (ii) To function as advocates in other contexts, coordinated by ASPHER.

All members of the present Executive Board and of the Honours Committee can act as Ambassadors as well as other experts if needed. Their missions are coordinated by the elected co-chair of the Honours Committee and approved by the Executive Board of ASPHER. If appropriate, a specific mission is to be discussed and approved by the two co-chairs of the Honours Committee. After the mission a free report has to be delivered to the Honours Committee. The Honours Committee reports annually to the Executive Board or on request.

The initiative can be taken by eligible professionals, by the Executive Board, the Honours Committee or by a member institution in need of advice respectively by the responsible ministry. A short proposal has to be submitted by the initiating party, describing the problem, the expected support and the source of required funding for travel and accommodation. The mission can be defined as a one-time visit or as programme with repeated visits as long-term mentoring.

ASPHER's Ambassadors should have a clear understanding of their role. Their task is to help and to advice to their best knowledge. They are not decision makers, nor should they have a top down approach in discussing local problems, questions, and proposals. They must be proficient in communicating ASPHER's programmes and policies. Each mission should last at least two days. On the other hand their visit(s) must not have a touristic image (therefore the accommodation should usually be e.g. at 3 star hotel, not a hotel of 4 or 5 stars).

The elected co-chair of the Honours Committee is keeping a list of all qualified public health professionals who declared their principal interest in voluntary missions and their area of expertise. The list will be published on ASPHER's website.

VII. FINANCIAL MANAGEMENT

RULE 17: RELEVANT FUNCTIONS

The General Assembly approves the financial report from the previous year and approves the budget overview for the following one; it approves the reporting from the Treasurer.

The Treasurer is responsible for the monitoring and the presentation of the financial standing of the Association to the annual ordinary General Assembly. The Director of the Secretariat oversees the financial management of the Association on day-to-day basis.

RULE 18: REIMBURSEMENTS

"The members of the Executive Board may not personally get any kind of remuneration in consideration of their mission. The sole reimbursement of costs will be possible; each time, it shall be subject to a resolution of the Executive Board" (10.9).

The Executive Board members are expected to secure funding for any activities linked to their position in the Executive Board. Any possible support from the Association must be authorized by the Treasurer in consultation with the Director of the Secretariat.

See also: ASPHER'S FUNDING, DONATIONS AND SPONSORSHIP POLICY (Annex 3)