

ANNEX 1. ASPHER'S STATUTES

ASSOCIATION OF SCHOOLS OF PUBLIC HEALTH OF THE EUROPEAN REGION (ASPHER)

Association Internationale Sans But Lucratif
Av. de l'Armée 10
à 1040 Bruxelles

STATUTES

I. NAME, REGISTERED OFFICE, PURPOSE AND VISION

Article 1

“The Association of Schools of Public Health in the European Region” (in abbreviation ASPHER) hereafter referred to as “The Association” or “ASPHER”, is hereby constituted and incorporated as an International Non Profit Association, in accordance with the Belgian law of 27 June 1921 (Title III).

Article 2

The Association has its registered office in Belgium, 1040 Brussels, avenue de l'Armée 10. It may be transferred to any other location in Belgium by simple decision of the Executive Board, published within the month in the *Annexes au Moniteur Belge*.

The Association is constituted for an indefinite period. In case of dissolution, article 12.2. shall apply.

Article 3

The Association is a non-profit organisation.

ASPHER is the key independent European organisation dedicated to strengthening the role of public health by improving education and training of public health professionals for both practice and research.

The main functions of the Association are:

- To support the professionalisation of the public health workforce in Europe, whilst respecting the diversity of national and regional contexts in which each school of public health operates, and thus;
- To sustain capacity building in public health, so that it balances with national and European population health challenges and threats, and is supported by best standards of public health education and training, scientific research and practice.

The general objectives of ASPHER are:

- To sustain, in theory and practice, member schools in achieving their missions of education, training, scientific research and service;
- To develop models for public health education and training at all academic and professional levels, and the interaction of education and training with population health, health systems and services;
- To promote structured processes of sharing evidence-based public health models of innovation and good practice;
- To build coalitions with other programmes and organisations whose mission is to improve public health, specifically in an effort to put forth high standards in an strengthen public health education and training and to improve the quality of the public health workforce in Europe and its competitiveness globally.

II. MEMBERS

Article 4

4.1. 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.

4.2. (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 as outlined in article 3., shall be eligible for associate membership.

Associate members will have no voting right whatsoever. They will be invited to participate in selected activities about matters that concern their field of expertise.

4.3. 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, which will examine them and decide whether the applicants meet the criteria for admission. If so, the applications are then submitted to the General Assembly for decision.

The Executive Board may decide to grant to the applicants a candidate member status. Candidate members will be invited to participate in selected activities of the Association but will have no voting rights until their membership is officially approved by the General Assembly.

The Executive Board decides what information should be included in the applications for membership.

4.4. The members' main obligations will be the following: (i) to cooperate to the best of their ability in the achievement of the Association's goals; (ii) to refrain from all activities contrary to these statutes or which may jeopardize the achievement of the Association's goals; (iii) to pay the membership fees determined by the General Assembly.

Article 5

5.1. A member may resign from the Association at any time of any calendar year by addressing a registered letter to the President of the Association.

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

5.2. A member can be excluded from the Association by the General Assembly: (i) if such a member fails to comply with the membership obligations; (ii) if a member acts in violation of the law, the statutes, the decision of the General Assembly or more generally the general interest of the Association; (iii) if a member engages in practices which might engage the Association's civil or criminal liability; (iv) if a member has been declared bankrupt.

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.

Article 6

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 of full members and associate members shall be approved annually by the General Assembly by a majority of two thirds of the voting members, on the basis of the annual budget that has been approved for the following year.

Candidate members shall pay pro rata the membership fee of full members as from the date of their appointment as candidate members.

III. ORGANISATION AND OPERATION

Article 8

The affairs of the Association shall be conducted by: (i) General Assembly; (ii) Executive Board; (iii) Director of the Secretariat

Article 9

9.1. The General Assembly is the governing body of the Association.

9.2. The General Assembly shall be composed of the Association's full members. Each full member can appoint two representatives to the General Assembly meetings. However, he 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.

The associate members of the Association may be called by the President to attend the General Assembly with a consultative voice.

9.3. The General Assembly shall be convened each year, by the Executive Board, on the day, time and place mentioned on the convening. The General Assembly has an exclusive power to make the following 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; (viii) transacting any other business competent to General Assembly in accordance with these statutes; (ix) any other decision specifically entrusted to the General Assembly pursuant to these statutes.

9.4. 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.

9.5. 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.

9.6. 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.

9.7. 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.

9.8. 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.

9.9. The quorum for any meeting of the General Assembly shall consist of at least half of the Association's full members. Except where these 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.

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 required majority.

In the event of a deadlock, the resolution shall be deemed to be rejected by the General Assembly.

9.10. 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 two weeks after the General Assembly. Members shall have up to two 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.

9.11. 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. The same quorum and voting requirements apply as set forth in article 9.9.

Article 10

10.1. 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.

10.2. 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. Nominations shall be received by the Director of the Secretariat at least two weeks before the General Assembly. Each nomination requires support of two different full members other than that to which a candidate belongs. Only full members may make nominations.

The voting procedure for the election of the Executive Board members at large will be as follows: (i) candidates are elected based on the highest number of votes obtained (plurality system). In case of a tie between two candidates for only one available seat the full member to which the person chairing the meeting belongs has a casting vote; (ii) should there be only one candidate or more vacant seats than nominated candidates, the person chairing the meeting proposes to accept the candidate/s by acclamation.

10.3. 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.

The Vice-President shall deputise for the President as required. Also, should the President cease to hold office for whatever reason, the Vice-President shall act as President until a new President is appointed.

The President is elected by the General Assembly one year prior to taking office. S/he will become a 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.

Only full members may nominate candidates. Nominations shall be received by the Director of the Secretariat at least two weeks before the General Assembly. The nomination requires support of two different full members other than that to which a candidate belongs.

The voting procedure for the election of the President/Vice-President will be as follows: (i) candidates are elected with an absolute majority (i.e. half of the valid votes plus at least one) after a confidential vote (secret ballot). Should there be only one candidate, the person chairing the meeting proposes to accept the candidate by acclamation; (ii) if any candidate does not receive more than half of the votes on the first count, there shall be a second ballot with the two candidates that received highest number of votes on the first count. In case of a tie between two candidates the full member to which the person chairing the meeting belongs has a casting vote.

10.4. One member of the Executive Board will serve as Treasurer. The Treasurer will be responsible for the monitoring of the Association's accounts and their presentation at the annual General Assembly meetings.

The Treasurer shall be designated from among the Executive Board members by secret ballot. The President shall have a deliberative and casting vote.

10.5. The Executive Board shall meet at least once a year and each time, when necessary, it shall be convened by the President of the Association.

The agenda shall be set by the President.

The presence of at least one third of the members shall be required for the validity of the resolutions of the Executive Board. A member of the Executive Board cannot be represented by another member; no proxies are allowed.

The Executive Board shall make its decisions in a collegial manner. In case no consensus can be reached on one or more issues and a vote is necessary, the resolution shall be passed with the simple majority of votes of the members who are present, each member having one voting right. In case of division of votes, the President will have a casting vote.

10.6. The resolutions of the Executive Board shall be recorded in minutes. The draft minutes shall be circulated for comments to all members of the Executive Board, confirmed at the next meeting, and further signed by the President of the Association.

10.7. 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 by these statutes. It shall ensure the proper implementation of the decisions of the General Assembly.

Specifically, the Executive Board: (i) reports to the General Assembly on the execution of the Association's work programme and submits relevant accounts; (ii) submits to the General Assembly proposal regarding the annual work programme and the budget of the Association for the next financial year; (iii) shall propose changes in the Association's statutes to the General Assembly when this is in the interest of the Association; (iv) is responsible for the appointment, dismissal, and remuneration of the Director of the Secretariat.

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.

10.8. Legal actions, whether as plaintiff or as defendant are pursued by the Executive Board, represented by the President of the Association.

10.9. The members of the Executive Board may not personally get any kind of remuneration in consideration of their missions.

The sole reimbursement of costs will be possible; each time, it shall be subject to a resolution of the Executive Board.

Article 11

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 organise 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.

IV. AMENDMENTS TO THE STATUTES AND DISSOLUTION

Article 12

12.1 The present statutes can be amended at any time by the General Assembly, at an annual meeting or at an extraordinary meeting, convened by the President of the General Assembly for that purpose. No amendment shall be adopted by the General Assembly unless at least half of the members are present or represented, and unless the modification is approved by a majority of at least two thirds of the voting members, present or represented.

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

12.2 The rules of article 12.1 above will also be applicable in the case of a proposed dissolution of the Association, in which case however the resolution of the General Assembly must be adopted unanimously. In that case the General Assembly shall determine the modalities of dissolution and liquidation of the Association.

In case of a dissolution pronounced by a General Assembly, the General Assembly shall appoint one or several referees in charge of winding-up the assets of the Association in ways congruent with the objectives of the Association.

V. ANNUAL ACCOUNTS AND BUDGETS

Article 13

The Director of the Secretariat will keep a record of incomes and expenditures of the Association.

The Executive Board shall submit to the General Assembly the annual accounts of the past year and an annual budget of the following year.

Article 14

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

VI. MISCELLANEOUS

Article 15

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

Article 16

Matters not covered by these statutes, including publications in the *Annexes au Moniteur Belge*, will be governed by the provision of the law of 27 June 1921.