



**Constitution of the
International Association of National Public Health Institutes
(IANPHI)**

Adopted at the General Assembly in Rio de Janeiro, Brazil on January 31, 2006

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Table of Contents¹

Article 1. The Association	3
Article 2. Statement of purpose	3
Article 3. Means of Action	3
Article 4. Membership	4
1. Qualification for membership:	4
2. Admission procedure.	5
3. Member Rights and Representation	5
4. Member Annual Dues	5
5. Member Responsibilities	5
6. Withdrawal and removal from the Association.	6
Article 5. General Assembly	6
Article 6. Executive Board.	7
1. Purpose	7
2. Composition.	7
3. Powers and Duties.	7
4. Eligibility.	9
5. Nomination and Election	9
6. Term limits	10
7. Meetings.	10
8. Remuneration	11
Article 7. The IANPHI Secretariat and Offices.	11
Article 8. Yearly resources.	12
Article 9. Committees	12
Article 10. Regional Activities.	13
Article 11. Dissolution and winding up.	13
Article 12. Disputes	13
Article 13. Amendment of the Constitution.	13

¹ Amendment approved by the GA in 2014

Article 1. The Association

The name of the association shall be the International Association of National Public Health Institutes (“IANPHI”). IANPHI is an Association of national public health institutes² primarily concerned with improvement of public health capacity through service, research and training, in order to improve the health of populations and reduce health disparities.

Article 2. Statement of purpose

The Association serves the collective needs of the institutes, as they pursue their public health tasks. In fulfillment 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 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.

Article 3. Means of Action

In the fulfillment of its mission, the Association will in particular use the following means:

- 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 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.

² Amendment approved by the GA in 2014

- e) Initiate co-operative actions and help build international and national coalitions with other organizations whose mission is to improve the public health.

Promote awareness and understanding of the critical roles played by National Public Health Institutes.

Article 4. Membership ³

1. Qualification for membership:

The Association is composed of National Members, Associate Members and Partners.

- a) National: A National Member is a National Public Health Institute (NPHI) as defined in the IANPHI Framework. In cases where there are two or more institutes with NPHI functions in a country, two may be national members of IANPHI but they have together only one vote in the General Assembly; the members must decide which one has the voting right at the General Assembly). The Secretariat of the Association will determine eligibility for national membership based upon the IANPHI Framework criteria. National Membership shall be accepted by the General Assembly and they must undertake to pay the annual dues.
- b) Associate Member: An Associate Member is an institute or organization from a country that does not currently have an NPHI or does not comply with the national membership criteria. Interested institutes and organizations may apply to the Secretariat for Associate Member status and the Secretariat of the Association will determine eligibility for associate membership. Associate Membership shall be accepted by the General Assembly and they must undertake to pay the annual dues. Associate members are requested to reapply for associate membership every 5 years.
- c) Partner: An IANPHI Partner is an organization with which IANPHI has established a cooperative relationship in support of its mission. Partners may include foundations, professional societies, governmental funding agencies, academic institutions, schools of public health or other donors and groups whose public health focus is national, regional or global in scope. IANPHI Secretariat will determine which groups with which to establish formal or informal Partner relationships. Partnership status, rights and obligations shall be reviewed by the Executive Board.

³ Amendment approved by the GA in 2014

2. Admission procedure. ⁴

The requests for admission must be sent in writing to the Secretary General at least 3 months before the next General Assembly, along with the following:

1. A membership application form.
2. The IANPHI survey
3. Any other information deemed important for the application process, and requested by the Secretariat to the applicant.

The Secretary General after verifying that the requirements for membership are satisfied will present the request to the Executive Board to be further submitted to the next General Assembly for decision for approval. The Executive Board of IANPHI may, before the closest General Assembly, decide to grant provisional membership and the members thus temporarily admitted are bound to pay the dues if so decided. Temporarily admitted members enjoy full rights, except for voting rights, which will only be granted as soon as officially confirmed at the beginning of the General Assembly. The Secretariat shall inform the applicants when their membership is effective.

3. Member Rights and Representation.

National Members of IANPHI are entitled to attend to General Assemblies of Members, and discuss and vote on all the matters submitted to such assemblies. Each member shall have one vote, except for the cases where there are two or more national members for the same country, in which case together they will have one vote as set in Article 4.1 (a).

Associate Members of IANPHI are entitled to attend the General Assemblies of Members but shall have no voting rights.

4. Member Annual Dues.

The amount of the annual dues shall be decided by the General Assembly, specifically for the two categories of membership.

In special circumstances, the Secretariat can reduce or waive the annual dues. Members requesting a reduction or waiver of the annual dues shall do so in writing. The Secretariat will grant the waiver or reduction according to the Guidelines for Waivers and Reductions, approved by the General Assembly, and shall inform the Executive Board of any waiver or reduction granted.

5. Member Responsibilities.

⁴ Amendment approved by the GA in 2014

Every national member should comply with the duties of membership as outlined in this Constitution. The director or equivalent of the institute carries the responsibility for this and is the prime contact person. The director or equivalent may also appoint a contact person to work with the IANPHI Office in practical matters

6. Withdrawal and Removal from the Association.

The members may withdraw from the Association on giving their written notice to the President of the Executive Board.

The Executive Board may propose to General Assembly to remove a member either for lack of payment of its annual dues, or for serious reason. The Secretary General will advise the member of this planned action. The member may appeal to the Executive Board. The Executive Board issues a decision and submits it to the next General Assembly for ratification.

Article 5. General Assembly

The members shall meet in General Assembly.

The General Assembly shall be composed of national members who shall be represented by its director or equivalent. Under special circumstances another representative bearing powers in due form, such as a designation letter may represent the member institute⁵

The General Assembly shall be convened annually by the Executive Board. Special meetings of the General Assembly may be called by the Executive Board when it deems it necessary or upon request of at least one fourth of the national members. Such Assemblies shall be convened within a maximum period of two months from the date the request is made.

The convening will be sent at least 15 clear days before the date of the General Assembly. The agenda will be drawn by the Executive Board and will only include propositions made by the Board itself and propositions that were brought to its attention 30 days prior to the Assembly, bearing the signature of at least one tenth of the national members.

At least third of IANPHI national members are necessary for a valid quorum for General Assemblies.

The President of the Executive Board shall preside over the Assembly or a member of the Board may deputize for the President if required.

⁵ Amendment approved by the GA in 2014

The remunerated agents of IANPHI may be called by the President to attend the General Assembly with a consultative voice, but no voting rights.

The resolutions of the General Assembly of the members shall be recorded in minutes, which shall be signed by the President or by two members of the Executive Board. To prove the quorum of the General Assembly a list of national member attendees shall be attached to the minutes.

The General Assembly shall hear the report of the Executive Board concerning its management and the financial situation of the Association and the IANPHI Foundation.

The President of IANPHI will report to the General Assembly on next year's work plan and budget.

Article 6. Executive Board

1. Purpose.

The IANPHI Executive Board shall be responsible for the affairs of the Association. It shall have overall management of the Association.⁶

2. Composition.

The Executive Board shall comprise: the President, the Vice-president, the immediate past president, and nine members. The Executive Board has the right to invite as non-voting members representatives of major sponsors and collaborators of IANPHI.

The Executive Board will appoint the Secretary General who shall be a non-voting member of the Executive Board. The Secretary General is the focal point and coordinator of the Secretariat and any Offices of IANPHI.

The Executive Board will decide the host institute of IANPHI Office.

3. Powers and Duties.⁷

The Executive Board shall be vested with all powers possessed by the Association itself, including the power to appoint and remunerate agents and employees under the direction of the Secretary General, or failing, the President,

⁶ Amendment approved by the GA in 2014

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as needed to conduct the business of the Association. Some remunerated agents of the Association may be called by the President to testify at the meetings held by the Executive Board, as advisers.

The Executive Board is accountable to the General Assembly, and shall report on its activities during the period since the preceding Membership meeting.

The Executive Board may establish in any Committee or any Task Force of its choice in order to support the work of IANPHI.

- a) President: The President shall represent the Association and shall preside over the General Assembly and the Executive Board. The President may delegate the Vice-president or other member of Executive Board to represent in his/her absence. The President will be responsible for carrying out the resolutions of the Board and for the good functioning of the Association that he/she represents towards Law and in all its civil actions.
- b) Vice President: The Vice President shall assume and perform the duties and responsibilities of the President during the President's absence. The Vice President may perform other duties that may be requested by the Board of Directors from time to time.⁸
- c) Secretary General: The Secretary General is the focal point and coordinator of the Secretariat and any Offices of IANPHI.⁹ The Secretary General acts to fulfill the missions of the Association and as an ambassador for IANPHI in the international arena; as an initiator of collaborative programs between members, between the association and international organizations, and between IANPHI and other international organizations; as a supervisor of the publication and research activities of the association; and as the head of the Secretariat and focal point for the IANPHI Offices conducts the activities of the Association.

The Secretary General shall: keep the agenda and minutes of the meetings of the General Assembly; perform all duties incident to the office of Secretary; and for the monitoring and the presentation of the accounts, of the Association.

The Secretary General is accountable to the Executive Board.

The Executive Board must always keep at the disposal of the General Assembly an updated record of its resolutions, minutes of the decisions and a statement of the technical, material and financial means of the Association and IANPHI Foundation. All temporary or permanent delegations of powers must be recorded in writing on the record of resolutions.

⁸ Amendment approved by the GA in 2014

⁹ Amendment approved by the GA in 2014

4. Eligibility.

- a. President and Vice President:¹⁰ To be nominated for President and Vice President of the IANPHI, the candidate has to be a present or past director or equivalent of a National Public Health Institute.

- b. Only directors or equivalents of IANPHI member institutes are eligible for the nine (9) Executive Board member nominations. No more than one member of the Executive Board shall come from the same institute other than Secretary General. If an Executive Board member leaves his/her position as the director or equivalent of an IANPHI member institute or resigns for any other reason before the end of his/her term he/she cannot be reelected but will be allowed to serve until the end of his/her 3-year term on the board.

5. Nomination and Election.

- a) All members of the executive board, except the immediate past president, shall be elected by the General Assembly.

- b) Each year, three members of the 9 Executive Board members will be elected in accordance with the procedure prescribed in section (d) of this Article.

- c) The President and Vice President shall be elected by the General Assembly in accordance with the following procedure:
 - The given year of election, six months prior to the General Assembly Secretary General will ask the Member institutes to nominate candidates for President and Vice-President. If there are no nominated candidates, the President shall establish a Search Committee with the responsibility to find suitable candidates within a deadline of 30 days prior to the General Assembly.
 - Should there be only one candidate, the Executive Board proposes to accept the candidate by acclamation.
 - Voting will be by secret ballot and the President and Vice-President shall be elected by majority vote of the members present at the General Assembly of the Association.
 - If any candidate does not receive more than half of the votes cast on the first count of first preference votes, there has to be a second ballot.

¹⁰ Amendment approved by the GA in 2014

In case of a tie for the first place of more than 2 candidates or in case of a tie for second place then a second round of ballot will be held with the top two or tied candidates if more than two got the same number of votes. This process would be continued until a winner is obtained.

d) For the election of the 9 Executive Board Members:

- The Executive Board will establish a Nominating Committee composed of 4 Executive Board members and the IANPHI President and Vice President. The Nominating Committee will establish a formal process and timeline through which individual nominations will be sought from the IANPHI membership.
- Based on the nominations received, the Nominating Committee will put forth a geographically representative slate of nominees for open Executive Board positions.
- This slate of nominees will be sent to the full Executive Board, prior to the scheduled General Assembly, for discussion and a vote on the slate of candidates.
- Information on the slate of candidates will be made available to the IANPHI membership at least 30 days before the General Assembly and the slate will be voted upon by the General Assembly during its annual meeting.
- Should there be individual members nominated from the floor at the General Assembly, two seconds are needed for each nomination.
- Voting: Candidates will be chosen based upon the number of votes received at the General Assembly. The candidates with the highest number of present votes will be elected. In the case of a tie, a re-vote of ties will be done.
- All voting will be done by secret ballot.

6. Term limits.

- a) The nine Executive Board members, President and Vice-president shall be limited to serving two consecutive full terms of three years each.
- b) The immediate past president shall be a member of the Executive Board for the term of three years after the termination of the presidency.

7. Meetings.

- a) The Executive Board shall meet at least once a year and each time it is called by its President. Meetings may be held by conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Any action taken by such

means by the Executive Board shall have full force and effect. ¹¹The agenda shall be set prior to the meeting by the President or by the members calling the meeting.

- b) Agendas and supporting documents will be circulated to all members in advance of the Board meetings.
- c) Valid Quorum: the presence of at least one third of the members shall be required for the validity of the resolutions.
- d) The resolutions shall be passed with the 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 the deciding vote.
- e) The resolutions of the Board will be recorded in minutes. The minutes of the Executive Board will be circulated within three weeks of the meeting.
- f) Agendas and minutes posted on the internal website or available with the Secretariat Staff for member consultation.

8. Remuneration.

The members of the Executive Board may not receive remuneration. Travel, food and lodging expenses, and a nominal per-diem to cover costs, can be provided to Executive Board members conducting official business for IANPHI.

Article 7. The IANPHI Secretariat and Offices¹²

The Executive Board will decide the host institutes of the IANPHI Secretariat and Offices. The functions of the IANPHI Secretariat under the guidance of the President include:

- a. International representation of IANPHI, only regarding the activities in this article,
- b. Coordinate international communications of IANPHI
- c. Annual meeting program and logistics, in coordination with the host NPHI for that year's meeting.
- d. Fundraising.
- e. Establish partnerships with NPHIs, or Academic Institutions to develop IANPHI Continental Offices to strengthen IANPHI's activities. Such partnerships will be notified to the Executive Board. Its functioning will be according to the Partnership Agreement signed with IANPHI.
- f. Executive Board and General Assembly Coordination and leadership
- g. Membership activities including new members, dues collection, membership directory and liaison with IANPHI Foundation.
- h. Technical assistance and investments in NPHIs

¹¹ Amendment approved by the GA in 2014

¹² Amendment approved by the GA in 2014

- i. Activities that add value to IANPHI members including training an similar functions
- j. Other activities as designated by the Executive Board.

Article 8. Yearly Resources

The yearly resources of the Association include:

- a) The annual dues paid by the members and which minimum amount and rate are decided yearly during the General Assembly;
- b) Any public or private subventions;
- c) The remuneration of services;
- d) Any grants or contracts, including direct and indirect costs as feasible,¹³ from Foundations, individuals, NGO's or governments awarded to the Association.

The IANPHI Foundation purpose is to collect and manage IANPHI yearly resources and support financially the work of IANPHI. The Foundation functions according to laws of the host country and is administered and represented by the Board of Trustees nominated by the Executive Board of IANPHI. The Board of Trustees gives its annual report to the Executive Board.

Each fiscal year shall start on January 1st and end on December 31st of each year.

Article 9. Committees¹⁴

The Executive Board shall have the right to appoint and determine the composition and authority of committees and task forces that it deems necessary from time to time. There may be two types of Committees: Committees and Advisory Committees.

- a) The name, membership and charter of each of the Committees appointed by the Board shall be maintained in a separate administrative regulation of the Board.
- b) The main generic responsibilities of each Committee are to: identify the critical issues that lie within its remit that should be addressed in order to advance IANPHI's purposes; identify policies and action that will address such issues; propose to the Board any policies or action that require Board approval; and work with staff to implement these policies and take action

¹³ Amendment approved by the GA in 2014

¹⁴ Amendment approved by the GA in 2014

generally to address the issues identified. These committees may review and write policy papers regarding important global health issues.

- c) The Executive Board shall appoint the membership of each Committee. Committee membership shall not be limited to Executive Board Members.
- d) Committee Members can serve on more than one Committee.
- e) The terms of service of all Committee members will be three years.

Committee members can serve on the same Committee for two consecutive terms.

Article 10. Regional Activities.

The Executive Board may encourage the establishment of supportive regional structures for the work of the association. The regional structures shall be chaired by a national member.

Article 11. Dissolution and winding up.

In case of a dissolution pronounced by a General Assembly according to the provisions of article 5 above, the 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.

Article 12. Disputes.

Disputes will be governed by the law of the Country of the main IANPHI office.¹⁵

Article 13. Amendment of the Constitution.¹⁶

- a) The Constitution may be amended, altered, changed, added to, deleted from, or repealed at any Annual Meeting by a vote of two-thirds of those national Members present and voting.
- b) National members shall be given at least 30 days advanced notice of any proposed amendment to or change of this Constitution.
- c) The Constitution will be reviewed biannually or as necessary.

¹⁵ Amendment approved by the GA in 2014

¹⁶ Amendment approved by the GA in 2014