

AGENCY FOR PUBLIC HEALTH EDUCATION ACCREDITATION (APHEA)

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(English translation for internal use only)

TITLE I - Name - Registered office - Purpose – Duration

Article 1 - Name

"Agency For Public Health Education Accreditation", abbreviated "APHEA" and hereinafter referred to as "the Association" is constituted as an international non-profit association (INPA) in accordance with the Belgian Companies and Associations Code,

All deeds, invoices, announcements, publications and other documents from the international non-profit association to which the legal status is granted must mention its name preceded or followed immediately by the words "international non-profit Association" or the abbreviation "AISBL" as well as the address of the registered office.

Article 2 – Registered Office

The registered office of the Association is established in Brussels-Capital Region. It may be transferred to any other place in Belgium by simple decision of the Board of Directors, published within one month in the Annexes au Moniteur belge.

The Association is established for an indefinite period. In case of dissolution, article 13.2 is applicable.

Article 3 - Aim

The Association is devoid of any profit aim.

The purpose of the Association is to establish and develop an independent accreditation system for courses, programmes and institutions providing education and training in the field of public health that will support:

- Continuous improvement of the quality of education and training in the field of public health
- Sharing quality standards of education and training in the field of public health
- Increasing employment opportunities for students at the international level by transferability of qualifications and improve the attractiveness of training programmes eyes of the public health sector in general and employers.

To achieve its objectives, the Association may implement the following activities:

- the launch of various actions including; establishment of shares, sponsorship and mobilization of independent actors active in education and training in the field of public health
- the design, coordination, publishing, editing, distributing information in the form of articles dealing with the quality of Public Health programmes, institutions, courses and curricula;

- the organization of events such as seminars, training programmes, conferences, meetings;

The Association can perform all acts relating directly or indirectly to its purpose. It may in particular provide assistance and interest in any activity similar to its purpose. For this purpose, it can also, incidentally, carry on any business, provided that the revenues from these activities are used exclusively for its main purpose.

The Association will proceed with the establishment of committees and sub-committees for study of public interest.

The Association will act as spokesperson for its members to public and private organizations concerned with these issues.

The Association may take any action and take all measures and initiatives necessary to promote the realization of its purpose.

TITLE II. MEMBERS

Article 4 - Categories

- 4.1 Full members of the Association can be non-profit organizations, active in the field of improving and protecting the health of the public, legally constituted under the laws and customs of their home country, independent of governments, political parties and business interests and conduct business in accordance the objectives of Article 3.
- 4.2 Organizations that do not meet the admission criteria as specified in Article 4.1, but which are considered to effectively and efficiently contributing to the main objective of the Association as set out in these statutes, directly or indirectly involved in the establishment of standards increasingly demanding as well as improving the quality of education and training in the area of public health and development of the public health workforce, may be eligible to join as associate members.
Associate members have no voting rights. They will not be liable for the debts or obligations of the Association. They will be invited to participate in certain activities on issues that affect their area of expertise and be able to attend the general assembly but in an advisory capacity only.
- 4.3 The membership of any member is by invitation only. The invitation does not imply endorsement, but rather involves the submission of an application.
- 4.4 Applications for full membership or as full members must be submitted in writing to the Board, which will review and decide whether the applicant meets the criteria for admission. If that is the case, applications are then submitted to the General Assembly for decision. The Board of Directors decides what information should be included in your membership applications.

4.5 The main obligations of members are:

1. Cooperate to their best to achieve the objectives of the Association;
2. Abstain from any activity that is contrary to these statutes, or which could affect the achievement of the object of the Association;
3. Pay contributions prescribed by the General Assembly.

Article 5 – Admission, rejection, resignation

5.1 Admission (or rejection) of new members is decided by the General Assembly unanimously and in accordance with Article 9.5 concerning the quorum.

The decisions of the General Assembly on the admission or rejection of new members are final and are not to be motivated for refusal. Organizations can, however, submit a new membership application by post if they were to be denied the first time.

5.2 A member may be expelled from the Association by the General Assembly:

- 1) if the member does not fulfil its obligations as a member;
- 2) if the member is in violation of the law, the statutes, the General Assembly decisions, or of the general interest of the Association (see Article 3);
- 3) if the member engages in practices that could result in civil or criminal liability of the Association;
- 4) if the member has been declared bankrupt.

The member whose exclusion is proposed will be heard by the Board before a decision is taken. The exclusion is proposed by the Board of Directors to the General Assembly.

5.3 A member may resign from the Association at any time in any calendar year, by giving written notice by registered mail to the Board.

Any member who ceases to be part of the Association waives all rights to the funds of the Association.

Article 6 - Liability

Members are responsible for the debts and obligations of the Association to the limit of funds and assets that have been made or made available to the Association. Any commitment made by the Association on behalf of its members engages the Association and does not create any right or obligation on the part of its members.

Article 7 - Fees

Membership fees and membership are decided annually by a unanimous vote of the General Assembly and in accordance with Article 9.5 concerning the quorum.

TITLE III. ORGANIZATION AND OPERATION

Article 8 – Statutory Bodies

The affairs of the Association are managed by:

- a General Assembly
- a Board of Directors
- a Board of Accreditation
- a Director of the secretariat

Article 9 - General Assembly

9.1 The General Assembly has the powers expressly recognized by law or these statutes. It comprises all full members.

9.2 Each member will have a vote in the General Assembly, except ASPHER which will have two votes.

The General Assembly shall be convened at least once a year by the President of the Board of Directors. It has sole authority to make the following decisions:

- Approval or exclusion of members;
- Name and revoke members of the Board of Directors, including the President, the Vice-President, the Treasurer and the Chair of the Board of Accreditation
- The modification of the statutes;
- Approve the annual budget and financial statements of the Association;
- Discharge the Board of Directors of its responsibilities for the previous fiscal year;
- Dissolution of the Association;
- Approve proposed changes to the accreditation procedures and standards
- Execute any other activity being the responsibility of the General Assembly under this Constitution;
- Take all other decisions that these statutes entrust to the General Assembly.

9.3 An Extraordinary General Meeting may be called at any time by the President of the Board of Directors, and must be held within two months of receipt of a written request to the President of the Board of Directors by the members representing at least half of the members of General Assembly.

9.4 The invitation to an Annual General Meeting or an Extraordinary General Meeting be sent by the President of the Board of Directors, with a copy of the agenda to all members at least one month before the date of the proposed meeting, by email or fax. If the purpose of the meeting is to amend the statutes, the agenda and all supporting documents must be sent two months before the date of the proposed meeting.

- 9.5 The quorum for any meeting of the General Assembly, is attached to at least half of the members. Except as provided by these Statutes, decisions of the General Assembly are adopted by a simple majority vote of the members present or represented. If the quorum is not reached, a new General Assembly will be convened which will definitively and validly decide on points of the agenda even if the quorum is not reached. In case of deadlock, the resolution shall be deemed rejected by the General Assembly.
- 9.6 A register of the minutes of each meeting will be kept at the headquarters of the Association. All decisions of the General Assembly will be recorded in minutes. The minutes will be signed by the President.
- 9.7 The General Assembly will be allowed to adopt resolutions at distance, by using all appropriate technological communication means. The rules of quorum and votes will be applicable pursuant to Articles 9.2 and 9.5.
- 9.8 The General Assembly may decide to structure the work of the Association through working groups and / or committees and may create advisory bodies to assist the Association in carrying out its mission. These working groups, committees and advisory bodies will be regulated by internal rules and may not legally bind the Association.

Article 10 – Board of Directors

- 10.1 The Board of Directors has a minimum of four and maximum of nine members, including the President, Vice President and the Treasurer of the Association and the Chair of the Board of Accreditation, respecting gender parity.
- 10.2 The members of the Board will have a term of three years. Their mandate may be renewed up to three times. The President of the Board of Directors shall act at the same time as the President of the Association.
- 10.3 The Board of Directors consists of a President, a Vice President, Treasurer and Chair of the Board of Accreditation. The President, Vice President and Treasurer will have a term of three years. Their mandate may be renewed.
The Vice President will act as President when the latter is prevented. Also, if the President is permanently out of charge, for whatever reason, the vice president will act as President until a new President is elected.
- 10.4 If a member of the Board ends their mandate, for any reason and at any time between meetings of the General Assembly, the Board of Directors, or the organization members, may appoint a replacement of their choice for the remainder of the term.
If a member ceases to be part of the society to which he or she belongs at the time of his election, his term will cease with immediate effect.
The General Assembly will ratify the appointment of a new member at the next meeting.

- 10.5 The Board is responsible for the direction and overall management of the interests of the Association and make all decisions that do not belong to the General Assembly by these statutes. It ensures consistent execution of decisions of the General Assembly.
- The Board is responsible for proposing changes to the General Assembly concerning the statutes of the Association when it is in the interest of the Association.
- The Board of Directors submits the budget and annual accounts of the Association and report to the General Assembly on the strategy and the annual work program of the Association.
- The Board of Directors is responsible for recruitment, dismissal, remuneration and other benefits of Association staff and consultants or with whom the Association would collaborate.
- The board is responsible for appointing the Director of the secretariat.
- The Board ensures that clear criteria and processes are in place for accreditation procedures and for the appointment of the Board of Accreditation and reviewers
- The Board of Directors endorses recommendations from accreditation reviews brought forward by the Chair of the Board of Accreditation
- The Board is responsible for representing the agency to the public. The documents committing the Association towards third parties, which do not involve daily administration, including the decision to initiate the Association in legal proceedings as plaintiff or defendant, are signed by the President or in his absence, by a member of the Board, unless the General Assembly include specific provisions.
- Judicial actions, as plaintiff or defendant, are pursued by the Board of Directors, represented by the President or the person appointed for that purpose by the board.
- 10.6 The Board of Directors will be convened by email or fax, by the President or the Vice President when necessary.
- It will be regularly convened if at least half of the directors are present or represented.
- 10.7 The Board of Directors shall take decisions collegially. If no consensus can be reached on one or more questions and there is instead a need for voting, decisions will be taken by simple majority of votes with the President having a second vote in the event of tied vote. A vote can be represented by another director, it being understood that the latter cannot hold more than two proxies to maximum.
- 10.8. A register will be kept at the headquarters of the Association including the minutes of each meeting of the Board of Directors.

Article 11 – Board of Accreditation

- 11.1 The Board of Accreditation will have the task of fulfilling the role of accreditation, validation and certification.

11.2. The operation of the Board of Accreditation will be established through the internal rules of APHEA.

Article 12 – Director of Secretariat

12.1 The Director of the Secretariat is appointed by the Board of Directors. He / She is responsible for the effective daily management of the Association. He / she will head the secretariat of the Association in accordance with the general instructions of the Board. He / she will sign the documents within the daily management. The Board of Directors decides what is meant by daily management and chooses a financial amount beyond which he / she cannot bind the Association.

12.2 He or she will ensure the conservation of the minutes of all meetings of the General Assembly and the Board, he or she will organize and direct the General Secretariat of the Association, and he or she will represent the Association for matters relating to the daily administration within the limits established by the Board of Directors.

12.3 If the post of Director of the Secretariat falls vacant, the Board of Directors will support the daily management and convene a meeting to appoint a successor.

TITLE IV. MODIFICATION OF THE STATUTES AND DISSOLUTION

Article 13 – Modification of Statutes, Dissolution

13.1 These statutes can be changed at any time by the General Assembly at an annual meeting or at an extraordinary general assembly convened by the President for this purpose. No changes can be adopted by the general meeting unless half the members are present or represented, and if the amendment is approved by a majority of at least three quarters of the votes.

However, if less than half of the members are present or represented at the General Assembly, a new General Assembly will be held in the same conditions, to deliberate a final and valid on the proposed amendments by a majority of three quarters votes even if a quorum has once again not been achieved.

Amendments to this Constitution will not take effect until approved by the competent authorities in accordance with Article 50 § 3 of the Act and after being published in the appendices to the Belgian Official Gazette in accordance with Article 51 § 3 of the Act of 27 June 1921.

13.2 The rule of Article 13.1 mentioned above will also apply in case the dissolution of the Association was proposed. In this case, the General Assembly will determine the terms of the dissolution and liquidation of the Association.

The net assets resulting from the liquidation will be assigned to a non-profit organization.

TITLE V. FINANCIAL STATEMENTS AND BUDGETS

Article 14 – Annual accounts

The Director of the Secretariat shall maintain the revenue and expenditure of the Association.

The Board of Directors will submit to the General Meeting the annual accounts for the previous year and an annual budget for the following year.

Article 15 – Fiscal year

The fiscal year is the calendar year.

TITLE VI. VARIOUS

Article 16 - Languages

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

TITLE VII GENERAL PROVISIONS

Article 17 - Applicable Law

For all that is not provided for in these statutes, it will be referred to the Belgian Companies and Associations Code and the clauses contrary to the mandatory provisions are supposed unwritten.

For all that is not envisaged with the present statutes, it is referred to the Belgian law of June twenty seven, nineteen hundred and twenty one modified by the law of May two, two thousand and two and the clauses contrary to the mandatory provisions are considered not written.