



IUHPE – UIPES

INTERNATIONAL UNION FOR HEALTH PROMOTION AND EDUCATION  
UNION INTERNATIONALE DE PROMOTION DE LA SANTÉ ET D'ÉDUCATION POUR LA SANTÉ  
UNIÓN INTERNACIONAL DE PROMOCIÓN DE LA SALUD Y EDUCACIÓN PARA LA SALUD

# INTERNATIONAL UNION FOR HEALTH PROMOTION AND EDUCATION Constitution

Modified by the Executive Committee on December 4, 2013, in Paris, France  
on behalf of the General Assembly who approved the proposed reform to the IUHPE governance  
structures and empowered the current Board of Trustees to make the necessary changes to the  
IUHPE Constitution and Bye-laws to put this reform into effect

## **GENERAL PROVISIONS**

### **Article 1**

#### **NAME AND CHARACTER**

The name of the Organisation shall be the International Union for Health Promotion and Education (hereinafter referred to as "the IUHPE"). The IUHPE is an independent, global, non governmental, membership organisation. It is free from any party, political or religious affiliations, and does not discriminate on grounds of race, ethnicity, gender or religion.

#### **STRUCTURE**

The governing bodies of the IUHPE are the General Assembly, the Executive Board, the Forum, and Regional Committees. The administrative units are the Headquarters and the Regional Offices.

#### **LEGAL DOMICILE**

Its legal domicile is fixed in France. It can be transferred by decision of the General Assembly.

### **Article 2**

#### **VISION, VALUES, MISSION, GOALS AND OBJECTIVES**

The vision of the IUHPE is a world where all people achieve optimum health and wellbeing.

The values critical to the achievement of this vision include:

- Respect - for the innate dignity of all people; for cultural identity; for cultural diversity; and for natural resources and the environment;
- Inclusion and involvement of people in making the decisions that shape their lives and impact upon their health and wellbeing;
- Equity in health, social and economic outcomes for all people;
- Accountability and transparency– within governments, organisations and communities;
- Sustainability;
- Social justice for all people; and
- Compassion and empowerment.

The IUHPE's mission is to promote global health and wellbeing and to contribute to the achievement of equity in health between and within countries of the world.

In pursuit of our vision and mission, the Organisation maintains a set of strategic documents that set out the goals and objectives and the means utilized to achieve them.

## **Article 3**

### **MEMBERSHIP**

The Organisation maintains categories of membership that include provisions for both organisational and individual members. These are detailed in the Bye- laws.

## **GENERAL ASSEMBLY**

## **Article 4**

### **MEMBERSHIP AND ROLE**

The General Assembly is composed of IUHPE members whose rights, privileges, and duties are described in the Bye-Laws.

The General Assembly is convened by the President at least once every three years. The business of the General Assembly may be conducted electronically to ensure a broader participation of members, with sufficient time for members to read, consider and vote on matters for decision.

The General Assembly is the ultimate governing body of the IUHPE and is invested with all powers necessary to further IUHPE aims. It administers this responsibility through the Executive Board. In particular, the General Assembly:

- a) receives reports on the activities, membership, finances, and any other significant business of the IUHPE;
- b) approves amendments to the Constitution as laid down in Article 24.

## **Article 5**

### **VOTING RIGHTS AND PROXIES**

Qualification for voting, and the apportionment of voting powers in the General Assembly is set down by the Bye-Laws. Voting by proxy is authorized.

## **Article 6**

### **QUORUM AND PROCEDURE**

Deliberations of the General Assembly shall be valid at an ordinary and at an extraordinary session when a quorum of at least ten percent of the members entitled to vote is either present or represented by proxy. Should it be impracticable to reach a quorum within the space of an hour after the General Assembly has convened, the latter shall be adjourned for twenty four hours and the members present at this adjourned meeting shall constitute the quorum regardless of their number.

A consultation by electronic means, or by post shall be valid if a quorum of at least twenty percent of the members reply and vote.

The decisions of the General Assembly shall be made based on a simple majority of votes cast.

## **EXECUTIVE BOARD**

### **Article 7**

#### **COMPOSITION**

The Executive Board comprises:

- the President, elected by the Executive Board for a term of three years, from among its elected members, at an extraordinary session of the incoming Executive Board, immediately following the completion of that Board. A President thus elected shall be eligible to stand for reelection for only one additional term.
- the immediate past-President;
- a maximum of twelve global members, elected by the General membership;
- a maximum of three global members appointed by the Executive Board to ensure that financial and legal requirements are met.

They are elected for a term of three years.

- the Regional Vice-Presidents elected by Regional constituencies as defined by Article 19.

### **Article 8**

#### **POWERS**

The Executive Board governs and administers the IUHPE on behalf of the General Assembly.

In particular:

- a) it elects the global Vice Presidents, at its first ordinary session following the World Conference; the elected Vice Presidents hold office until the following World Conference. Following such election by the Executive Board, they are eligible to be reelected to the same office on only one further consecutive occasion. Their roles and responsibilities are laid down in Article 13 and detailed in Annex B of the Bye-Laws
- b) it determines policies, strategies and integrated work programmes for the Organisation;
- c) it reviews, approves and disseminates position statements which clarify and promote the policies of the IUHPE;
- d) it reviews and approves a triennial integrated Work Plan;
- e) it considers and approves annual accounts, provisional budgets, financial proposals, and financial reports on past and future activities. It appoints a Committee of Internal Control and receives the CIC report on financial and staff governance, as well as on risk management.
- f) it approves the Global and Regional Bye-Laws, and their amendment as laid down in Article 23 ;
- g) it votes on urgent measures undertaken on its behalf by the President;
- h) it screens and selects potential hosts for future World Conferences on the basis of previously established criteria;
- i) it is empowered to fill vacancies among global members of the Executive Board
- j) it is empowered to terminate the membership of any member who brings the IUHPE into disrepute.

## **Article 9**

### **SESSIONS**

The Executive Board meets in ordinary session at least twice a year.

An extraordinary session of the Executive Board may be held on the initiative of the President or at the request of five members of the Board.

The President is authorised to consult the Executive Board by other means should s/he judge it impractical to call an extraordinary session.

## **Article 10**

### **VOTING RIGHTS OF MEMBERS**

Each member of the Executive Board shall have a single vote. Voting by proxy is authorised, and is effected by the nomination in writing of another member of the Executive Board to serve as proxy.

The number of proxies is limited to three per member of the Executive Board.

The number of votes exercised by one single member of the Executive Board shall not exceed 4 votes.

## **Article 11**

### **PROCEDURE**

Decisions of the Executive Board shall be valid when a quorum of at least one half of the members is present in person or by electronic visual conferencing or represented in person or by proxy. A consultation by electronic means or by post shall be valid only if at least half of the members reply.

All decisions are made based on a simple majority of votes cast.

## **Article 12**

### **THE PRESIDENT**

The President presides over all meetings of the Executive Board, Forum and General Assembly. S/he represents the IUHPE in its relations with other institutions and the authorities of all countries. S/he represents the IUHPE in law and in all civil acts, and ensures the general supervision of the work of the Headquarters, normally by delegation to the Vice President for Administration, or to another Vice President, or by other means where appropriate. In the interval between sessions of the General Assembly, and of the Executive Board, or when it is impossible for them to meet owing to exceptional circumstances, the President is authorized to take any urgent measures, including the approval of extraordinary

expenditure not included in the budget approved by the Executive Board. S/he is responsible for giving an account of such measures at the next meeting of the group(s) in question.

## **Article 13**

### **VICE PRESIDENTS**

Having been elected by the Executive Board, or Regional constituencies, as provided for in Articles 8 and 19, Vice Presidents have functions set out below:

Each Region will be represented by a Vice President who shall represent the Region in all meetings within and outside the IUHPE and ensure the general supervision of the work of the Regional structure.

In addition, the IUHPE shall establish Global Vice Presidents with specific responsibilities as determined by the Executive Board and set out in Section 12 of the Bye-Laws, including a Vice-President for Administration who represents the Organisation to all legal authorities in France.

The functions of the Vice-Presidents are set out in Annex B of the Bye-Laws.

## **Article 14**

### **FORCE MAJEURE**

Should the President for reasons beyond his/her control such as misadventure or death be prevented from fulfilling his/her duties, the Vice President for Administration will serve in lieu of the President for an interim period ending at the next meeting of the Executive Board which elects a new President (Section 22 of the Bye-Laws).

## **Article 15**

### **THE EXECUTIVE DIRECTOR**

The Executive Director coordinates and manages the global functions of the IUHPE. S/he is responsible to the Vice President for Administration under delegation of the President, for implementing the decisions of the General Assembly, and Executive Board.

The Executive Director is appointed by and is accountable to the Executive Board.

Her/his responsibilities are detailed in Annex C of the Bye-Laws.

## **THE FORUM**

## **Article 16**

### **COMPOSITION**

The Forum is composed of all Trustee members, Regional Vice Presidents representatives from Global Working Groups, Interest Groups, and Networks, as well as invited external partners or potential partners. It is chaired by the President and reports to the Executive Board.

## **ROLE**

- a) It provides advice to the Executive Board on current and future areas of work and strategic directions as well as partnership opportunities.
- b) It helps to shape the future work of the Organisation on a yearly basis.
- c) It serves to gather capacity on specific issues through technical workshops to advance priority areas of action.

## **MEETING**

The Forum meets on an annual basis.

## **REGIONS**

### **Article 17**

#### **ESTABLISHMENT AND BOUNDARIES**

The IUHPE is a unitary organisation which includes Regions to fulfill its mission, goals and objectives. The decision to establish and disestablish a Region is made by the Executive Board. Regional boundaries are determined by the Executive Board.

### **Article 18**

#### **REGIONAL GOVERNANCE**

The Region is governed according to the Global Constitution and Bye-Laws of the IUHPE.

### **Article 19**

#### **REGIONAL VICE PRESIDENT**

The Vice President is elected by the membership in the Region, for a term of three years and assumes Office at the 1<sup>st</sup> meeting of the newly elected Executive Board. S/he is automatically a member of the Executive Board. S/he is eligible for re-election to the same office for only one further term.

S/he represents the Region in all meetings within and outside the IUHPE and ensures the general supervision of the work of the Regional structure.

S/he chairs all regional governance meetings

S/he liaises closely with the President of the IUHPE, the Executive Board and the Executive Director.

## **PROPERTY AND FINANCE**

### **Article 20**

#### **CIVIL LIABILITY**

The IUHPE is solely responsible, to the exclusion of its members, for all its transactions and engagements.

### **Article 21**

#### **PROPERTY**

Subject to the provisions of relevant national and international laws and within the limits laid down by its purpose, the IUHPE acquires, owns, disposes of, and administers any assets as it sees fit. The IUHPE may accept contributions and assistance in any form from members, individuals, public or private bodies, according to specific guidelines laid down in Annex D of the Bye Laws.

The IUHPE may accept, as agent or trustee, funds or property in trust or earmarked for particular use provided that such use is within the general scope of the IUHPE's mission, goals, objectives, and powers.

### **Article 22**

#### **FINANCIAL YEAR AND FEES**

The financial year is for the 12 months ending on the 31 December. Each member required to do so must pay an annual membership fee to the IUHPE according to a scale adopted by the Executive Board.

If a member without due reason fails to pay her/his due membership fee, the IUHPE shall terminate membership according to the arrangements set out in the Bye-Laws. The Executive Board is notified of the termination of any national or trustee membership.

### **Article 23**

#### **BYE-LAWS**

The rules for implementing this Constitution are further detailed in the IUHPE Global Bye-Laws and Regional Bye-Laws. The formulation and amendment of the Bye-Laws is the responsibility of the IUHPE Executive Board, as noted in Article 8.



## Article 24

### AMENDMENT OF THIS CONSTITUTION

This Constitution is the ultimate governing document of the IUHPE. It may only be amended by the General Assembly of the IUHPE.

Proposed changes in the Constitution can only come to the General Assembly with the endorsement of the Executive Board. The proposed changes are provided to the members of the General Assembly, in written form, in the working languages of the IUHPE as set down in the Bye-Laws.

This Constitution can be amended only by a 2/3 majority of votes cast, at a properly constituted General Assembly whether meeting in ordinary or extraordinary session, or through a properly constituted consultation by electronic means, or by post, except where a change of legal domicile is concerned. The latter may be decided by a simple majority of votes cast, at a properly constituted General Assembly, or through a properly constituted consultation by electronic means, or by post.

## Article 25

### DISSOLUTION

The dissolution of the IUHPE can only be decided according to the following process :

1. After consultation with the Executive Board, the President and Vice President for Administration put a proposal for dissolution to the Executive Board;
2. An absolute majority of the Executive Board votes in favour of a resolution for dissolution to be submitted to the General Assembly;
3. A special resolution for dissolution is submitted to the General Assembly at an ordinary or extraordinary session, or by electronic mail or by post consultation, and must be approved by a two thirds majority of votes cast.

If the General Assembly decides to dissolve the IUHPE, the Executive Board shall appoint one or more members of the Executive Board for the liquidation of the IUHPE's affairs; in the case of a surplus, the IUHPE's net surplus shall be distributed to one or more organisations with similar purposes.

*Adopted by the IUHPE Executive Committee, by delegation of the General Assembly on December 4, 2012*



Michael Sparks  
President