

November 29, 2011
CONSTITUTION AND BY-LAWS
NEWFOUNDLAND AND LABRADOR PUBLIC HEALTH ASSOCIATION

ARTICLE 1 NAMES AND OBJECTIVES

- 1.01 The Newfoundland and Labrador Public Health Association (NLPHA) hereafter called the Association is an independent, voluntary, non-profit provincial association comprised of health professionals, community members, and affiliated organizations who promote and support public health. The Association is affiliated with the Canadian Public Health Association. (CPHA).
- 1.02 The mission of the NLPHA is to be an active voice to promote public health in Newfoundland and Labrador and to enhance and support public health capacity guided by the principles of disease prevention, health promotion and protection and healthy public policy.
- 1.03 The goals of the Association are:
1. To establish NLPHA as a credible voice on current and emerging public health matters.
 2. To advocate for public policies that promote supportive environments for health.
 3. To support and encourage a vibrant diverse membership.
 4. To liaise and partner with CPHA and other provincial and territorial associations.

ARTICLE 2 MEMBERSHIP

- 2.01 Membership of the Association shall be open to any persons, corporate body, or association who signifies interest and willingness to support and to cooperate in the program of the Association and furtherance of its purpose.
- 2.02 The types of membership available are as follows:
- | | | | |
|----|--------------------------------|---|---------|
| a) | CPHA/NLPHA Conjoint Membership | - | Regular |
| | | - | Retired |
| | | - | Student |
| b) | NLPHA Direct Membership | - | Regular |

- Honorary
- Affiliated Association

All applications for membership shall be considered by the Executive Board, who may grant membership, such membership to continue so long as the applicants meet the membership requirements. Membership dues and other conditions and characteristics of membership shall be established by the membership.

- 2.03 All members apart from Honorary must have paid the designated membership fee. The annual fee for Regular, Retired, and Student members include Conjoint membership in CPHA and the Association. The annual fee for Regular and Affiliated Association members and the Association's portion of the conjoint membership fee will be reviewed on an annual basis by the Executive Board and ratified by the membership.
- 2.04 Only members in good standing, that is with their dues and/or fee fully paid for the current year, shall participate in the transaction of business of the Association and be elected in office subject to the type of membership held.
- 2.05 Regular, Retired, and Student membership shall be granted to persons who hold CPHA/NLPHA conjoint membership, subscribe to the purpose of the Association and have paid the designated membership fee.

Conjoint members may:

- 1) Submit agenda items, attend, participate, and vote at all general meetings of the Association.
- 2) Submit agenda items to the president in advance, and observe at Executive meetings.
- 3) Participate in the business of the Association through membership of committees and working parties.
- 4) Stand for elections as an officer of the Association.

- 2.06 Regular membership are members who have paid the designated membership fee.

Regular members may:

- 1) Submit agenda items, attend, participate and cast a vote at all general meetings of the Association.
- 2) Submit agenda items to the President in advance and observe at Executive meetings.

- 3) Participate in the business of the Association through membership of committees and working parties.
 - 4) Hold executive office in the Association except for that of President, Past President and President Elect.
- 2.07 Honorary membership for life may be conferred on persons who have rendered distinguished service in support of the objectives of the Association by the Executive Board, confirmed by the membership at a general meeting. An honorary member pays no fees.
- 2.08 Affiliated Association (Direct) membership may be accorded to firms, corporations, institutions or community organizations who are desirous of supporting the objectives and work of the Association and have paid the designated membership fee.
- One designate per affiliated association may:
- 1) Submit agenda items, attend, participate and cast one vote at all general meetings of the Association.
 - 2) Submit agenda items to the President in advance and observe at Executive meetings.
 - 3) Participate in the business of the Association through membership of committees and working parties.
- 2.09 The membership of the Association shall act through either membership meetings or ballot. It may vote on all matters presented to it by the Executive Board and may suggest matters of procedure and policy to the Executive Board. It shall carry out such other functions as are hereafter specified.
- 2.10 Membership will be renewed on an annual anniversary date basis. A renewal notice will be sent to members each year prior to their renewal date.
- 2.11 Non-payment of membership fees within three months of renewal shall be considered voluntary termination of membership. A two-thirds vote of the Executive Committee, if confirmed by a two-thirds vote of members present at any General Meeting, may terminate the membership of any member.

ARTICLE 3 OFFICERS, ELECTIONS, AND DUTIES

- 3.01 The officers of the Association shall be the President, the Past President, and the President Elect, Secretary, Treasurer, and Newsletter Editor. In order to facilitate affiliation with the CPHA, a member must be in good standing and hold conjoint CPHA/NLPHA membership to be eligible to stand for office of President and President Elect (cf 2.02).
- 3.02 Each of the officers shall hold office for a period of two years. The President Elect shall automatically become President the year following completion of his/her term of office as President Elect.
- 3.03 The officers shall be elected by the membership either in the Annual General Meeting or by mailed ballot. All officers will assume their position at the end of the Annual General Meeting.
- 3.04 No officer shall be eligible to serve more than one consecutive term in the same office, except under the following circumstances:
- 1) An officer becomes incapacitated or resigns during her/his term of office, and the Executive appoints a member to that office for the balance of the term, or until the next General Meeting, whichever comes first. A replacement officer shall then be eligible for election to the same office immediately following the replacement term.
 - 2) Nominations have not been received for that office and the Executive are unable to recruit a new officer. The officer is then eligible to hold office until such times as a new officer is recruited.
- 3.05
1. The **Past President's** duties shall be such as are assigned by the Executive. The past President shall be available for consultation and advice to the Executive regarding the Association's role and historical perspective. She/he shall be an exofficio member of the Conference Committee and shall be the Executive's representative on the Nominations Committee.
 2. The **President** shall preside over all meetings of the Association, supervising the business and affairs of the Association and representing the Association. The President shall be an ex-officio member of all committees and perform all duties incidental to the office. The President shall be the official spokesperson of the Association with regard to public comment, subject to the restrictions of Articles 5.06.
 3. The **President Elect's** duties shall be such as assigned by the Executive. These shall include chair of the Conference Organizing Committee for the General

Meeting. In the absence of the President, the President Elect will preside at all meetings of the Association and in all situations where business or affairs or representation of the Association is concerned. The President elect shall assume the position of President at the end of the current President's term of office.

4. The **Secretary** shall, subject to the direction of the Executive, be responsible for keeping a list of all officers, committee members, and general members; issue notices of all meetings; keep records of all proceedings and meetings of the Association and Executive; maintain all appropriate documents which the Association is required to keep; conduct the Association's correspondence as directed by the Executive; call a meeting to order in the absence of both the President and President Elect; and, preside until the election of a chair pro tem which should take place immediately.
5. The **Treasurer** shall be responsible for receiving and dispensing funds and for managing and reporting on the finances for NLPHA. The Treasurer shall ensure the NLPHA's financial policies are being followed; report to the Executive Board and general membership on finances; prepare any required financial reporting forms; maintain all bank accounts; oversee all financial transactions; give the auditors such assistance as they may require (See 7.01); be signature to all cheques of the organization with the second signature from any of the Board's other directors or members with signing authority; and chair the finance committee if one exists.
6. The **Newsletter Editor** is responsible for coordinating the writing and electronic publishing of a regular newsletter. The duties shall include developing and overseeing the implementation of a vision for our electronic newsletter, ensuring that it meets our marketing objectives; assigning writers to research and develop required articles from source materials or from scratch, following up with them to ensure deadlines are met, and making final edits on the articles; overseeing the electronic publishing of the e-newsletter; and developing a pool of writers for the newsletter.

ARTICLE 4 MEETINGS OF THE MEMBERSHIP

- 4.01 A General Meeting shall be held once a year at a time and place which shall be fixed by the Executive in conjunction with the Conference Committee. Notification of the time, place, and agenda are to be sent to all members in good standing at least one month in advance.

- 4.02 The above meeting shall be called the Annual General Meeting; all other meetings shall be called Regular Meetings. There will be a minimal of four meetings per year, including the annual general meeting.
- 4.03 An Extraordinary meeting may be called at the discretion of the Executive or upon requisition made in writing by no less than ten members. The written requisition shall express the purpose of the meeting and shall be sent to the Secretary. Notification of the member will be provided for in 4.01.
- 4.04 The members present shall constitute a quorum at all meetings.
- 4.05 Questions submitted to any meeting of the members will be decided by polling the membership. A vote by mail may be taken for issues on which a full vote of the membership is desirable. To ensure against votes being cast by other than legal voters the return envelop must have identifying information written on it.

The chairperson at any meeting of members may appoint two or more persons to act as scrutineers at annual and special general meetings.

- 4.06 A majority of votes of the members present at any meeting of the Association, including proxies represented or polled by ballot, shall decide on any question proposed to the members. All members shall hold one vote. Proxy voting shall be permitted, provided the Association's official proxy document has been completed and returned to the Secretary to be received at least 24 hours prior to the meeting at which the proxy shall be held. In the case of a tied vote, the President shall cast the deciding vote. The President shall declare a resolution carried or lost and an entry to that effect placed in the minutes. Such a declaration shall be conclusive unless a poll is demanded by five or more members; the result of such a poll shall be deemed to be the resolution of the Association.
- 4.07 Roberts Rule of Order shall govern all members of the Association, its Executive, and its other committees.

ARTICLE 5 THE EXECUTIVE BOARD

- 5.01 The Executive Board shall be composed of the President, Past President, President Elect, Secretary, Treasurer, Newsletter Editor and not less than four and not more than six members at large. Members at large may include representatives from Labrador, Northern, Western, Central, Rural Eastern, and St. John's regions. In the event that one or more members at large position is vacant, additional members can be appointed from any region to fill a minimum requirement of not less than four members at large. However, at least two members at large must be from outside St. John's region.

- 5.02 Members at large shall be elected by the same procedures as officers and normally in such a way as to be renewed by half their members each year. They shall serve for a period of two years and shall be eligible for a second consecutive term. The membership may increase the number of members at large, always by a simple plurality at a general meeting. The functions are to accept leadership functions, (e.g., Chair of Committees) and to broaden the perspective of the Executive. They are also expected to assist in the promotion of the Association and its mission, at a local level. Individual or affiliate designate members are eligible to hold these positions.
- 5.03 Any case of a vacancy arising among the members of the Executive Board may be filled in accordance with Article 3.04.
- 5.04 Four members shall constitute a quorum at any meeting of the Executive Board. The President and in her/his absence, the President Elect shall preside. In the absence of both officers, the board will elect one of its members to preside temporarily. All questions shall be decided by a majority vote of the members present, with the chairperson having a vote in the case of deadlock.
- 5.05 Executive meetings shall be called by the president or in her/his absence, the President Elect, and shall be called by such officers on direction in writing of two members of the Board.
- 5.06 The Executive Board shall represent and manage the Association in all its business and affairs, subject to the provisions of these Articles. It may create and dissolve, subject to the approval of the membership, projects and committees as it considers expedient for carrying out the work of the Association. The Executive shall supervise all publications and statements issued on behalf of the Association or using the name of the Association in any manner whatsoever. The President shall be the official spokesperson of the Association unless the President chooses to delegate that role. If the President or any member is asked to comment publicly on the Association's behalf, there should be consultation with as many of the Executive as possible, preferable with preparation of a NLPHA position statement, prior to such comment. If a majority of the Executive cannot be contacted or are not in agreement with the comment, such comment should not be made.
- 5.07 There will be four designated signing authorities, one of whom must be the Treasurer. All cheques will be signed by two of the signing authorities and normally one of these will be the Treasurer.
- 5.08 The Executive Board shall consider suggestions for Honorary Membership and decide whether to bring such names to the membership at the next General Meeting.

5.09 A member of the Executive Board may be removed from office by a Resolution passed at a meeting of the Association, provided that the notice calling the meeting has indicated that such a resolution is to come to the meeting. The meeting may appoint another person in the place of the officer so removed and the person so appointed shall hold office for the balance of the term of her/his predecessor.

ARTICLE 6 COMMITTEES

6.01 The Executive Board may delegate any of its powers and functions to a committee of members of the Association. All committees except Nominations, Resolutions, Membership and Auditing shall be appointed as Ad Hoc; all committees shall have specific terms of referencing and time frame for reporting back to the membership.

6.02 Nominations Committee

1. There shall be a Nominations Committee which will have not less than three members, one of which normally shall be the Past President. The Committee shall choose its own chair from among its members.
2. The Committee shall be appointed by the Officers at least twelve weeks before a vote for the elections of Officers.
3. The duties of the Committee shall consist of polling members for suggestions for nominees, obtaining the consent of the nominees, preparing a list of nominees to be delivered to the Secretary at least six weeks prior to the election of Officers.
4. The list of nominees shall be distributed to all voting members of the Association at least one month prior to the Election of Officers.
5. Notwithstanding the above, nominations may come from the floor of a General Meeting with the consent of the majority of members present.

6.03 **Membership Committee**

1. There shall be a Membership Committee of not less than three members, at least one of whom shall be an Officer of the Association. The Committee will appoint its own chair and will be responsible for all matters dealing with the recruitment and maintenance of members.

6.04 **Auditing Committee**

1. There shall be an Auditing Committee of not less than two members, one of whom shall be the Secretary.

6.05 **Finance Committee**

1. There shall be a Finance Committee of not less than three members, one of whom shall be the Treasurer as the committee chair. The Committee will be responsible for all matters dealing with the finances of the association and will assist the Treasurer in the carrying out of his/her duties.

6.06 **Other Committees**

1. Other committees, such as Resolutions Committee, may be struck at the will of the Executive Board.

ARTICLE 7 AUDITORS AND FINANCE

7.01 The auditor or auditors of the Association shall be appointed at five year intervals by a resolution of the membership at the Annual General Meeting. The auditors shall audit the books, accounts, and financial statement of the Association and documents, securities, and receipts of the Association. For the purpose of such audit, the Treasurer shall give the auditors such assistance as they may require. An accounting review will be performed and a complete report provided at the end of the normal term of the treasurer. In addition, an annual review will be performed and a complete and proper statement of the financial position of the Association shall be presented by the Treasurer at the Annual General Meeting, and at any other time as directed by the Board.

7.02 The Fiscal year of the Association shall be April 1 to March 31.

7.03 The bank account of the Association shall be kept in such bank or banks as decided by the Executive Board.

- 7.04 The Treasurer shall be responsible to the Executive Board for investment of any surplus funds in a Canadian financial institution, be it Federal, Provincial, or Municipal.
- 7.05 Any Officer of the Association and any member of the Board shall be indemnified from and against all costs and charges, damages, and expenses whatsoever which she/he may sustain by reason of accepting office or acting in the execution of duties and powers imposed upon her/him by the By-laws of the Association; and any payment made pursuant to such indemnification shall be a charge against the funds and property of the Association.

ARTICLE 8 AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

- 8.01 A proposal to amend the Constitution and By-Laws shall be made in writing in the form of a Notice of Motion to the Executive Board which shall make the proposal public to the entire membership of the Association at least thirty days prior to a Meeting at which the Proposal is to be considered. Amendments to the Constitution and By-laws can also be made at an Extraordinary Meeting of the Membership with 30 days notice. A proposal must be made in writing to the general membership at least 30 days prior to such an Extraordinary Meeting.
- 8.02 An amendment requires the approval of not less than one-third of the total membership either present or by proxy via email or other electronic means.
- 8.03 All prior By-laws of the Association are amended or repealed effective upon approval of this By-law by the members of the Association without prejudice to any action previously taken under such prior By-laws.

ARTICLE 9 THE SEAL

- 9.01 The Executive Board shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Executive Board or of a committee of the Executive Board empowered on their behalf, and in the presence of at least two officers who shall sign every instrument to which the seal is affixed: deeds, bonds, and other instruments under the seal made on behalf of the Association, sealed with the common seal of the Association and signed by the signing officers shall be deemed to be duly executed.

ARTICLE 10 THE CORPORATIONS ACT

- 10.01 The Interpretation Act (Revised Statutes of Newfoundland, 1989) shall Mutatis Mutandis apply to the interpretation of these articles except where there is a conflict between it and the CORPORATIONS Act, **(O.C. 96-209)** , in which case the latter will prevail.
- 10.02 Table A to the first schedule of the said CORPORATIONS Act shall not apply to the Association except so far as its provisions are repeated or contained in these articles.

Motion to the 2011 Annual General Meeting of NLPHA

That the revised Constitution and By-Laws, dated November 29, 2011, of the Newfoundland and Labrador Public Health Association be brought to the membership for a vote. Motion Carried.

Moved: Bev White

Seconded: Gerri Thompson

Motion of the NLPHA Membership January 24 2012

That the revised Constitution and By-Laws dated November 19,2011 of the Newfoundland and Labrador Public Health Association be approved. Motion Carried.