

The Association of Directors of Public Health of the United Kingdom



Constitution & Rules of Business

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ARTICLE 1 - Name, Purpose, Objectives and Values

1.1 NAME

The Association shall be known as “The Association of Directors of Public Health of the United Kingdom” hereinafter referred to as “the Association”.

1.2 PURPOSE & OBJECTIVES

The Association serves to support Directors of Public Health in improving and protecting the health of the population by working to:

- a. collate and present the views of Directors of Public Health on public health policy to national governments, the media and other organisations;
- b. influence legislation and policy at a local, regional, national and international level;
- c. facilitate a support network for Directors of Public Health to share ideas and good practice and support problem-solving;
- d. identify and fulfil the development needs of Directors of Public Health where practicable and appropriate;
- e. in collaboration with others, further the development of comprehensive, equitable public health policies through relevant statutory and other bodies.

The Association will meet formally at an Annual General Meeting each year to receive the Annual Report & Statement of Accounts. General meetings of the Association will be convened as directed by the Executive Committee from time to time.

1.3 HISTORY OF THE ASSOCIATION

The Association of Metropolitan Officers was founded in 1856 with 30 members, for the purpose of mutual assistance and the advancement of sanitary science. Sir John Simon, the first Chief Medical Officer was also the Association’s first President. In 1869 the organisation changed to become the Association of Officers of Health. Over the next century the Association continued to develop and change, until 1989 and its formation as the Association of Directors of Public Health.

1.4 STATEMENT OF EQUAL OPPORTUNITIES

The Association actively supports equality of opportunity. No member will receive less favourable treatment by the Association or by its members because of their race, colour, nationality, ethnic or national origin, or on the grounds of their gender, gender reassignment, marital status, disability, age, sexuality, religion or be disadvantaged by conditions or requirements which are not justified.

ARTICLE 2 - Membership, Subscriptions & Code of Business Conduct

2.1 MEMBERSHIP

A. ORDINARY MEMBERSHIP

Membership of the Association shall be open to all Directors of Public Health or Acting Directors of Public Health holding a relevant appointment in the United Kingdom, being a member or a fellow of the Faculty of Public Health (United Kingdom) or belonging to an equivalent registering body, as determined by a quorum of the Executive.

Ordinary members have voting rights.

For the purpose of this Constitution, “relevant appointment” is defined as:

- a) People holding a post as a “Director of Public Health” or “Public Health Director” appointed by the Strategic Health Authorities, Primary Care Trusts in England, Health Boards in Scotland/Northern Ireland & Local Health Boards in Wales as well as a Director of Public Health within the British Isles (covers Isle of Man and the Channel Islands).
- b) Any other person who performs like functions as determined by regulations and whose functions in the opinion of the Executive Committee equate to the role of a Director of Public Health.

B. ASSOCIATE MEMBERSHIP

Current Deputy Directors of Public Health and former Directors of Public Health will be entitled to apply as an Associate Member. Such members do not have voting rights and may not hold Elected Officer posts.

C. HONORARY MEMBERSHIP

Should a quorum of the Executive Committee identify individuals whose work or service has been of great value to the Association or who is deemed to be worthy of membership of the Association, they may be offered Honorary membership for a term of no more than two years. Such members do not have voting rights and may not hold Elected Officer posts, and will not normally be subject to a subscription charge.

The Executive has the right to refuse and/or remove from membership any individual in any category of membership above.

2.2 SUBSCRIPTIONS

The Association exists primarily to represent the views of the UK’s Directors of Public Health. Because of the variable nature of funds available to Directors of Public Health, ordinary membership of the Association is not contingent upon receipt of a corporate subscription.

All UK DsPH will therefore be presumed to be ordinary members of the Association unless they specifically request to withdraw.

Annual corporate subscriptions will be sought from each member's employing organisation (or other appropriate organisation in Scotland, Wales and Northern Ireland), in accordance with the scale set out in Schedule 3 to the Constitution.

Membership will confer entitlement to a range of benefits which will be defined by the Executive Committee. Where corporate subscriptions remain outstanding, some membership benefits and rights may be limited by decision of the Executive Committee.

2.3 REFUSAL & TERMINATION OF MEMBERSHIP

A member (Ordinary, Associate or Honorary) may terminate their membership at any time by notification to the Chief Executive or Membership Secretary of the Association.

Ordinary Members who cease to hold a post as a Director of Public Health must inform the Chief Executive of the Association within a month of the change in their appointment. Ordinary membership will cease automatically from the date that the Chief Executive is aware of this change. Such members may then be transferred to Associate Membership.

The Association may refuse admission as a member or terminate an existing membership of the Association where it is satisfied it has sound reason to do so, which may or may not include a breach in the Association's Code of Business Conduct.

Any matter of termination or refusal to admit shall be considered by the Association's Executive Committee, under written advice to the member, or potential member, no less than 7 days before such a meeting is convened.

The affected member is entitled to submit written reports and may attend the meeting to submit oral representations.

The Executive Committee will record in writing their decision reached. A quorum is necessary for this decision.

The affected member may appeal to the Annual General Meeting on written notice to the President. How the matter is heard will be a matter for the President to determine and shall be decided through a simple majority of members present and voting.

2.4 CODE OF BUSINESS CONDUCT

All members of the Association are expected to maintain a high level of ethical, professional and personal standards.

Individual members must not seek or accept preferential rates or benefits in kind for private transactions carried out with any bodies or individuals with which they have had, or may have, official dealings with on behalf of the Association.

This does not apply to concessionary agreements negotiated by the Association on behalf of all members.

All members should register, in a format as approved, any material interest - personal, professional, financial or otherwise, which may have a bearing on

their membership of the Association and any role conducted in it at the time of inception as a member or as the interest arises.

The interests of members' spouses and cohabiting partners should also be regarded as relevant and declared whenever these interests might prejudice a member whilst they are acting on behalf of the Association.

ARTICLE 3 – Executive Committee, Officers & Functions, Election to Office

3.1 EXECUTIVE COMMITTEE

3.1.1 The Association shall have an Executive Committee, which shall develop and implement the objectives of the Association and be responsible for the effective management of the Association.

The Executive Committee shall consist of:

- Honorary Officers
- Constituency Representatives
- Observers
- Appointed Officers
- Ex-Officio Officers

(a) Honorary Officers:

- President (Chair of the Executive)
- Vice President
- Honorary Secretary
- Treasurer
- Membership Secretary

Honorary Officers must be Ordinary Members of the Association. Honorary Officers are Elected Officers. See paragraph 3.1.2 for Elected Officers.

Honorary Officers have voting rights on the Executive Committee.

(b) Constituency Representatives:

Comprising:

- 2 representatives for each of Scotland, Wales and Northern Ireland
- 2 representatives for each NHS Region in England
- 2 representatives drawn from the Regional Directors of Public Health

Constituency Representatives must be Ordinary Members of the Association.

Constituency Representatives are Elected Officers. See paragraph 3.1.2 for Elected Officers.

Constituency Representatives have voting rights on the Executive Committee.

(c) Observers:

The Executive may appoint observers, and will report such appointments to the next AGM.

Observers currently comprise:

- Faculty of Public Health Observer

Observers are not Elected Officers. Observers do not have voting rights on the Executive Committee. The term of office for Observers will be reviewed annually.

(d) Appointed Officers:

The Executive may appoint additional officers, for a specified period of time not exceeding 2 years, and will report such appointments to the next AGM.

Appointed officers are not Elected Officers, and do not have voting rights on the Executive Committee.

(e) Ex-Officio Officers:

The ADPH Chief Executive is a non-voting member of the Executive Committee by virtue of their role. The Executive may wish to designate additional ex-officio officers (non-voting) as members of the Executive for a specified period of time not exceeding 2 years and will report such decisions to the next AGM.

3.1.2 Elected Officers

Elected Officers are:

- Honorary Officers
- Constituency Representatives

The term of office for individuals in Elected Officer positions is three years.

An individual may serve for a total of two full terms in any Elected Officer position.

See section 3.4 for Election of Elected Officers.

3.2 DUTIES OF EXECUTIVE COMMITTEE OFFICERS

Duties of the President

Principal responsibility: To lead the Association through the Executive and staff, maintain a high profile and lead on advocacy.

Accountability: to the members through the Executive.

Objectives:

- work with the executive and staff to create a vision for the Association and its work;
- maintain high profile advocacy for priority public health issues on behalf of the Association;

- chair the executive, take account of its views and ensure its representative structure;
- line manage the Chief Executive including appraisal and performance management and oversee their development;
- liaise with the Chief Executive to ensure the Association adheres to its objects and to Public Health principles at all times.

Duties of the Vice-President

Principal responsibility: To deputise for the President and lead the Association's policy programme.

Accountability: to the members through the President and Executive.

Objectives:

- deputise for the President as required;
- lead the programme of policy work for the Association;
- pursue international links where appropriate to ensure the Association is seen within the wider context;
- liaise with the Chief Executive to ensure all policy work adheres to the Association's quality and standards;
- have oversight of the Association's work to assure it takes into account the breadth of member's views across all four countries.

Duties of the Treasurer

Principal responsibility: To have oversight of the budget and provide governance for the Chief Executive on financial matters.

Accountability: to the members through the President and Executive.

Objectives:

- liaise with the Chief Executive to ensure financial probity and governance;
- maintain an overview of the Association's financial affairs and ensure financial viability;
- ensure regular and appropriate exceptional reporting on financial matters to the executive;
- support the Chief Executive in making major financial commitments and securing both long and short term funding.

Duties of the Honorary Secretary

Principal responsibility: To assure that appropriate governance arrangements are in place for the Association and that they are adhered to.

Accountability: to the members through the President and Executive.

Objectives:

- liaise with the Chief Executive to ensure appropriate governance systems are in place;

- maintain an overview of governance arrangements to ensure consistency and practicability;
- have oversight to ensure adherence to the governance systems by staff and executive;
- support the Chief Executive and President in dealing with governance issues that cannot easily be addressed by the framework.

Duties of the Membership Secretary

Principal responsibility: To ensure that members receive the services that they have been promised and that they obtain value for money.

Accountability: to the members through the President and Executive.

Objectives:

- liaise with the Chief Executive to ensure appropriate membership records are held and that data protection and confidentiality is assured;
- maintain an overview of members and assure that there is fairness and equity in the Association's dealings with members;
- have oversight to ensure regular, relevant and useful communications are received by all members both for disseminating information and collecting feedback and opinions;
- support the Chief Executive in meeting the members' expectations and needs where practicable and desirable.

Duties of other Elected Officers, Appointed Officers and Observers

Principal responsibility: To undertake policy and other Association work, ensure their constituency views are represented and to disseminate ADPH policy to their constituency.

Accountability: to the members through the President and other members of the Executive.

Objectives:

- participate in Executive meetings (teleconference) and undertake specific policy work;
- attend Executive workshops and the AGM to support the development of ADPH work;
- represent ADPH nationally where appropriate;
- seek engagement, input and feedback for ADPH policy and activities from their constituency;
- ensure good two-way communication between the ADPH and their constituency.

If, in the view of the Executive, an officer is failing in their duties and responsibilities or is otherwise in breach of the Association's codes of conduct, their tenure in office may be terminated by the Executive. The procedure to be

followed is that as set out in section 2.3 for refusal and termination of membership.

Any officer ceasing to be an Ordinary Member of the Association will immediately cease to be an officer. This will apply if, for example through a change of post, a member becomes an Associate Member.

3.3 FUNCTIONS OF THE EXECUTIVE COMMITTEE

The Executive Committee is charged as the Governing Body of the Association and for the conduct of business in accordance with the objectives and values of the Association. The Executive Committee shall identify and delegate matters of policy and other business matters, as deemed appropriate to a working committee or sub group as determined necessary from time to time, under expressed terms of reference identified and agreed by the Executive Committee; and supported by protocols agreed by the Executive Committee.

Policy development

The Executive Committee will identify Executive members to lead on specific topics. In relation to their topic areas, leads will be responsible for:

- responding to enquiries made to the ADPH;
- overseeing drafting of policy/statements/briefings/consultation responses on behalf of the ADPH;
- updating the Executive on anticipated developments and significant issues;
- ensuring agreed policy protocols and procedures are followed.

3.4 ELECTION TO OFFICE

The Chief Executive will act as Returning Officer.

President

The election for the President shall normally take place four months in advance of an Annual General Meeting.

A call for nominations will be circulated to all Ordinary Members.

Nominations for the post of President are by self-nomination with the nomination supported by 2 other Ordinary Members.

Nominations from Ordinary Members will be passed to the Chief Executive.

There will be an opportunity for prospective candidates to provide written information in support of their candidature.

The Chief Executive will, if necessary, conduct a ballot amongst all Ordinary Members, the results of which will be reported to the next AGM.

The person elected shall take up office at the end of the AGM.

In the event of the post of President being unfilled following this process, then the Vice-President shall act as President for a maximum of six months. During that period (and in any case no longer than six months after the AGM) the above process shall be re-instigated.

In the event of the post of President becoming vacant during the term of office:

- (a) if the vacancy occurs with more than six months of the term to run, then the above process will be instigated;
- (b) if the vacancy occurs with less than six months of the term to run, then the Vice-President (or in the absence of a Vice-President an Elected Officer co-opted from amongst Elected Officers of the Executive) shall act a President until the next AGM.

Other Honorary Officers

Elections for Honorary Officer posts (other than the President) will normally take place at the Annual General Meeting.

The Chief Executive will firstly notify the President in advance of those Honorary Officer positions that are vacant or whose term is about to expire.

A call for nominations to those Honorary Officer post(s) due for election will be included with the notice of the AGM.

Nominations for Honorary Officer positions are by self-nomination with the nomination supported by 2 other Ordinary Members.

Nominations from Ordinary Members will be passed to the Chief Executive, usually at least a week in advance of the AGM. If there are no nominations available for a post at the time of the AGM, the President may, at their discretion, accept nominations from the floor, supported by 2 other Ordinary Members.

At the AGM, there will be an opportunity for prospective candidates to talk about their ambitions for this post (up to five minutes each) or to provide written information in support of their candidature.

The Ordinary Membership will elect Honorary Officers in the following order (as appropriate):

- Vice-President
- Honorary Secretary
- Treasurer
- Membership Secretary

Prospective candidates will leave the room and members will then cast their votes by a show of hands.

The prospective candidates will then return and the Chief Executive will inform the President of the result. The President will announce the member who is to take up the role.

In the event of an Honorary Officer post being unfilled or becoming vacant during the term of office:

- (a) the vacancy will be filled on a temporary basis by co-option from amongst Elected Officers of the Executive. Nominations will be invited from amongst Elected Officers of the Executive (Honorary Officers and Constituency Representatives), and if necessary an election conducted amongst Elected Officers of the Executive to fill the vacancy on a temporary basis until the

next General Meeting. In this instance, the post holder may hold dual roles on the Executive.

- (b) at the next General Meeting a call for nominations to the post will be included with the notice of the General Meeting and an election will take place at the Meeting.

The Executive may decide that an election for an Honorary Officer post (other than the President) should take place in advance of the Annual General Meeting, in which case the process followed shall be that as set out for the Presidential election (subject to the election taking place two months in advance of an AGM).

Constituency Representatives

Elections for Constituency Representatives will normally take place four months in advance of an Annual General Meeting.

The Chief Executive will firstly notify the President of those Constituency Representatives positions that are vacant or whose term is about to expire.

A call for nominations to those Constituency Representatives post(s) due for election will be circulated within the appropriate constituencies.

Nominations for Constituency Representatives are by self-nomination.

Nominations from Ordinary Members will be passed to the Chief Executive.

There will be an opportunity for prospective candidates to provide written information in support of their candidature.

The Chief Executive will, if necessary, conduct elections within the appropriate constituencies, the results of which will be reported to the next AGM.

In the event of a Constituency Representative post being unfilled or becoming vacant during the term of office, nominations will be invited from all eligible ADPH members in the respective Region/Country; and if necessary an election conducted amongst all eligible members in the respective Region/Country.

ARTICLE 4 – Conduct of Meetings

4.1 The Association

- a) The Annual General Meeting (AGM) will be held at a venue and date as determined by the Executive Committee. This will normally be held in the first quarter of the financial year.
- b) Special General meetings of the Association may be called by the Executive Committee as required.
- c) The President shall approve agenda items to be discussed.
- d) The President (or in their absence the Vice-President) will Chair the AGM
- e) At general meetings, 10 Members of the Association shall form a quorum of which at least **3** will be Voting Elected Members of the Executive Committee.

4.2 The Executive Committee

- a) Meetings of the Executive Committee will be held, as a minimum, on a quarterly basis or as otherwise agreed. Meetings may be held via a conference call, video-conference, or by other means decided by the executive committee.
- b) All Executive members may participate in Executive Committee meetings, but it is expected that - in addition to Honorary Officers and Observers – only one constituency representative from each English NHS Region/other country, and only one representative drawn from RDsPH, need participate at any particular meeting.
- c) A quorum of the Executive Committee will consist of:
 - at least **6** members of which at least **4** will be voting Elected Officers AND
 - one of whom will be the President or Vice-President. Exceptionally, in the absence of the President or Vice-President, another Honorary Officer may fulfil this requirement by prior agreement of the President or Vice-President.
- d) In the event of a vote at an Executive Committee meeting, the following voting rights apply:
 - Honorary Officers : 1 vote per Honorary Officer
 - Constituency Representatives : 1 vote per English NHS Region; 1 vote for each of Scotland, Wales & Northern Ireland; 1 vote for RDsPH.

Observers, Appointed Officers and Ex-Officio Officers do not have voting rights.
- e) The Committee will have the authority to invite Members of the Association to attend meetings. Attending members may participate in discussions but no voting rights are conferred.
- f) Unless as otherwise sanctioned by a meeting of the Association, the Executive Committee will not transact business unless quorate.
- g) Business will usually be conducted on the basis of consensus and will not ordinarily be subject to a vote.
- h) The Executive may establish sub-committees with defined terms of reference and clear accountability in support of its work.
- i) The Executive may establish protocols in support of its work.

4.3 General Conduct of Meetings

- a) The Chief Executive will ensure that an agenda and minutes of previous meetings will ordinarily be sent out no later than one week in advance of a meeting. The Chief Executive will agree the agenda in advance with the President.

- b) The Chief Executive will ensure that adequate records are maintained of attendance at and proceedings of meetings of the Association and its sub committees.
- c) The Chair of the meetings of the Association will be the President of the Association or any other executive committee officer to whom the President delegates.
- d) All members are expected to behave properly and appropriately at all meetings of the Association & its sub committees. Any persistent disregard of or bringing of meetings into disrepute will render a member subject to potential removal from both the meeting in hand, on the ruling of the Chair, and the Association.
- e) Any general disruption to a meeting may, at the discretion of the Chair, lead to an adjournment of the meeting for a period or rescheduled as appropriate.
- f) Voting on matters of business will be by a simple show of hands unless specifically resolved otherwise to be decided by ballot or otherwise. The Chair of the meeting will confirm the voting for or against any matter of business, their declaration binding.
- g) The ruling of the Chair of a meeting on any point of order or point of information will be binding.
- h) Any matters of a confidential nature, including the supporting documentation, must be clearly noted and advised as such and it is assumed that members party to such matters will not divulge, disclose or in any other way allow access to the information by third parties.

For any sub committees formed by the Executive Committee:

- a) These rules of business will apply, unless otherwise agreed by the Executive Committee.
- b) No matter of business agreed by any sub committee, unless otherwise provided for through their respective terms of reference, will be such so as to have any significant impact on the values, objectives, policy or finances of the Association.

4.4 Virtual Meetings of the Executive Committee & Sub Committees

The Association is committed to ensuring good communication between members, who will often be separated by many hundreds of miles, and working in different countries. 'Virtual' meetings may occur via telephone conference calls, video conference calls, and via email or network groups. A quorum is permissible in a virtual meeting.

Notwithstanding the provisions in the conduct of meetings within this Constitution, this Protocol has been established to support the conduct of business by the Association in reaching decisions in the absence of a face-to-face meeting of the Committee or its sub committees.

Procedure

- a) Relevant paperwork concerning the matter for decision will be e-mailed to members, suitably in advance of the meeting.
- b) A clear agenda will be prepared, as with a face-to-face meeting.
- c) Members will be expected to offer apologies for absence, as in a face-to-face meeting
- d) Voting and decisions will be in accordance with the Constitution
- e) Any conflicts of interest should be identified prior to commencement of the virtual meeting.
- f) The Chief Executive will ensure that the outcome of the virtual meeting will be advised to all members of the Committee.

ARTICLE 5 – Variation of the Constitution

Amendments to the Constitution may be proposed by a quorum of the Executive. Such amendments must be debated and agreed at the next General Meeting of the Association.

Up until any variation has been agreed by a meeting of the Association, the Constitution agreed current from time to time will prevail.

Significant variations to the constitution may, at the discretion of the Executive, be put to a postal vote of the ordinary membership or to a show of hands of members attending a General Meeting.

Schedule 1 – Financial Instructions

These Instructions form a part of the Constitution and amendments or deviation from will need to be agreed by meeting of the Executive Committee in accordance with **Article 5**.

Property

An account shall be opened in the name of the Association at such locations as the Executive Committee shall decide.

The Treasurer, the President and such other executive members as required will be authorised signatories for the account.

All cheques must be signed by the Chief Executive, Treasurer or the President.

All financial documents and related paperwork will be retained for seven years. The Chief Executive or Treasurer must ensure that these are handed to his/her successor.

Auditors

Should the Executive require, the Association will appoint independent Auditors to examine, validate and assist in the preparation of the annual accounts and ensure that the Executive Committee is dealing with the property of the Association in a manner consistent with this constitution.

The annual fee of the auditors will be considered and agreed by the Association at its Annual General Meeting for each coming year.

Schedule 2 - Schedule of Subscription Fees

For the financial year 2009/10

Ordinary Members (England)

Corporate subscription payable by employing organisation of £500 **plus** a population levy applied to primary care organisations as set out below:

Band	Population size	Approximate number of PCTs in Band	Population levy
Band 1	< 150,000	6	£250
Band 2	150,000 – 299,999	77	£450
Band 3	300,000 – 500,000	43	£750
Band 4 & 5	> 500,000	26	£1,250

In respect of job-share DsPH, the subscription to be charged as if it was one DPH (i.e. flat rate DPH plus population element);

In respect of joint DsPH across two PCOs, the subscription to be charged as if it was one DPH (i.e. one flat rate DPH plus total population element).

Ordinary Members (Scotland, Wales and Northern Ireland)

Corporate subscription payable by employing organisations or other appropriate organisations based on a proportional share as follows:

England	80.48%
Northern Ireland	3.42%
Wales	5.89%
Scotland	10.2%

Schedule 3 - Usual Agenda for AGM

- Confirm the President and term left to serve
- Receive minutes of the preceding meeting
- Receive a list of Elected Officers, Appointed Officers and Ex-Officio Officers
- Nominations and elections to any vacant posts
- Discuss and ratify any amendments to the Constitution
- Receive Annual Report from President
- Receive Report from Treasurer / Auditors
- Members to agree the schedule of subscription fees for the coming year
- Members to agree fees for auditors if necessary

Constitution approved on the 11th day of September 2009

Signed (President)

September 2009