

ADPH governance framework

May 2016





Overview

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. In 2013 the Association registered as a Private Company Limited by Guarantee (Reg no. 8448934) and in 2015 became a Registered Charity (No. 1164513).

As such the overarching governance document is its **Articles of Association** (Appendix 1). These cannot be changed except by written consent from both the Charity Commission and Companies House. We would not expect to alter the Articles (which include the Objects, ie the purpose and role of the Association) as this would mean a significant change in direction and purpose. If a change is recommended by the Board then a resolution would be put to the AGM and if approved approval from the charity Commission and Companies House would be sought.

To give clarity and provide a robust governance system we require a set of **Regulations** (Appendix 2). Replacing the Constitution, these Regulations contain rules on such matters as membership and the financial operations of the organisation. These regulations can only be changed through a vote at the AGM (or an extraordinary general meeting).

As a membership organisation we also need to provide assurance that the day-to-day management of the Association is carried out in an appropriate way through our **Policies and Procedures** (list in Appendix 3). These are approved, reviewed and amended by the Board. In addition, there are Terms of Reference for all standing committees (list in Appendix 3) which are developed, reviewed and amended by the relevant committee with final approval by the Board.

Notes for clarification

- The term 'Members' in the Articles of Association refers to the Trustees (Members of the Charity and Company).
- The Trustees 'have control' of the Charity.
- In ADPH our Trustees are also our Directors who are in charge of the Company.
- The Chief Executive is the Company Secretary.
- In ADPH our Trustees and Directors are also our Honorary Officers.
- The ADPH Board is comprised of the Trustees with the Company Secretary as a non-voting Board member.
- The term 'members' in the Regulations refers to members of the Association and not Members of the Company.

Appendix 1

Articles of Association

1. Object

The **Objects** of the **Charity** are for the public benefit:-

To protect and improve public health for the public benefit, in particular but not exclusively by all of any of the following:

- a. facilitating a support network for Directors of Public Health to share ideas and good practice and support problem-solving;
 - b. providing opportunities for Directors of Public Health to develop professional practice
 - c. collating and presenting the views of Directors of Public Health on public health policy to stakeholders;
 - d. advising on public health policy and legislation at a local, regional, national and international level.
- 1.1. This provision may be amended by special resolution but only with the prior written consent of the Commission.

2. Powers

The Charity has the following powers, which may be exercised only in promoting the Objects.

- 2.1. to provide advice or information;
- 2.2. to carry out research;
- 2.3. to co-operate with other bodies;
- 2.4. to support, administer or set up other charities;
- 2.5. to accept gifts and to raise funds (but not by means of taxable trading);
- 2.6. to borrow money;
- 2.7. to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- 2.8. to acquire or hire property of any kind;
- 2.9. to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 2.10. to set aside funds for special purposes or as reserves against future expenditure;
- 2.11. to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- 2.12. to delegate the management of investments to a financial expert, but only on terms that:
 - (1) the investment policy is set down in writing for the financial expert by the Trustees;
 - (2) timely reports of all transactions are provided to the Trustees;
 - (3) the performance of the investments is reviewed regularly with the Trustees;
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (7) the financial expert must not do anything outside the powers of the Charity;
- 2.13. to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- 2.14. to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;

- 2.15. to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 2.16. subject to Article 6.3, to employ paid or unpaid agents, staff or advisers;
- 2.17. to enter into contracts to provide services to or on behalf of other bodies;
- 2.18. to establish or acquire subsidiary companies;
- 2.19. to do anything else within the law which promotes or helps to promote the Objects.

3. The Trustees

- 3.1. The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2. The subscribers to the Memorandum (being the first Members) are also the first Trustees. Subsequent Trustees are elected by the Members or co-opted by the Trustees.
- 3.3. The Trustees when complete consist of at least 2 and not more than 6 individuals over the age of 18, all of whom must support the Objects. [If any Trustee is a corporate body it must act through a named representative whose contact details are notified to the Trustees and there must be at least one individual Trustee.]
- 3.4. A Trustee may not act as a Trustee unless he/she
 - (1) is a Member; and
 - (2) has signed a written declaration of willingness to act as a charity trustee of the Charity.
- 3.5. One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 3.6. A retiring Trustee who is eligible under Article 3.3 may be reappointed.
- 3.7. A Trustee's term of office as such automatically terminates if he/she:
 - (1) is disqualified under the Charities Act from acting as a charity trustee;
 - (2) is incapable, whether mentally or physically, of managing his/her own affairs;
 - (3) is absent without notice from 3 consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or
 - (4) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
 - (5) is removed by the Members at a general meeting under the Companies Act.
- 3.8. The Trustees may at any time co-opt any individual who is eligible under Article 3.3 as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by Article 3.3) as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 3.9. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

4. Trustees' proceedings

- 4.1. The Trustees must hold at least 3 meetings each year.
- 4.2. A quorum at a meeting of the Trustees is 2 Trustees.
- 4.3. A meeting of the Trustees may be held either in person or by suitable **electronic means** agreed by the Trustees in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
- 4.4. The **Chairman** or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5. Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution **in writing** agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 4.6. Every Trustee has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote.
- 4.7. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. Trustees' powers

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:

- 5.1. To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act.
- 5.2. To appoint a Chairman, a Treasurer and other honorary officers from among their number.
- 5.3. To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.
- 5.4. To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings.
- 5.5. To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 5.6. To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- 5.7. To establish procedures to assist the resolution of disputes or differences within the Charity.
- 5.8. To exercise in their capacity as Trustees any powers of the Charity which are not reserved to the Members.

6. Benefits and Conflicts

- 6.1. The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:
 - (1) Members who are not Trustees or Connected Persons may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied; and, subject to compliance with Article 6.4
- 6.2. A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except:
 - (1) as mentioned in Articles 6.1 or 6.3;
 - (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - (3) the benefit of indemnity insurance as permitted by the Charities Act;
 - (4) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - (5) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members).
- 6.3. No Trustee or Connected Person may be employed by the Charity except in accordance with Article 6.2(5), but any Trustee or Connected Person may enter into a contract with the Charity, as permitted by the Charities Act, to supply goods or services in return for a payment or other material benefit but only if:
 - (1) the goods or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract;
 - (2) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6.4; and
 - (3) no more than half of the Trustees are subject to such a contract in any financial year.
- 6.4. Subject to Clause 6.5, any Trustee who becomes a **Conflicted Trustee** in relation to any matter must:
 - (1) declare the nature and extent of his or her interest before discussion begins on the matter;
 - (2) withdraw from the meeting for that item after providing any information requested by the Trustees;

- (3) not be counted in the quorum for that part of the meeting; and
 - (4) be absent during the vote and have no vote on the matter.
- 6.5. When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
 - (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
 - (2) disclose to a third party information confidential to the Charity, or
 - (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity or
 - (4) refrain from taking any step required to remove the conflict.
- 6.6. This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.
- 7. Records and Accounts**
 - 7.1. The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
 - (1) annual returns;
 - (2) annual reports; and
 - (3) annual statements of account.
 - 7.2. The Trustees must also keep records of:
 - (1) all proceedings at meetings of the Trustees;
 - (2) all resolutions in writing;
 - (3) all reports of committees; and
 - (4) all professional advice obtained.
 - 7.3. Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours [and may be made available for inspection by Members who are not Trustees if the Trustees so decide].
 - 7.4. A copy of the Charity's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.
- 8. Membership**
 - 8.1. The Charity must maintain a register of Members.
 - 8.2. The subscribers to the Memorandum are the first Members.
 - 8.3. **Membership** is open only to the Trustees and is terminated if the Member concerned ceases to be a **Trustee**.
 - 8.4. The form and the procedure for applying for Membership is to be prescribed by the Trustees.
 - 8.5. Membership is not transferable.
 - 8.6. The Trustees may establish different classes of Members and set out their respective rights and obligations.
- 9. General Meetings**
 - 9.1. Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting).

- 9.2. General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.
- 9.3. There is a quorum at a general meeting if the number of Members present in person or by proxy is at least two.
- 9.4. The chairman at a general meeting is elected by the Members present in person or by proxy in his/her capacity as a Member and not as proxy for another Member.
- 9.5. Except where otherwise provided by the Articles or the Companies Act, every issue is decided by **ordinary resolution**.
- 9.6. Every Member present in person or by proxy has one vote on each issue.
- 9.7. Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
- 9.8. Except at first, the Charity must hold an **AGM** in every year. The first AGM must be held within 18 months after the Charity's incorporation.
- 9.9. Members must annually:
 - (1) receive the accounts of the Charity for the previous financial year;
 - (2) receive a written report on the Charity's activities;
 - (3) be informed of the retirement of those Trustees who wish to retire ;
 - (4) elect Trustees to fill the vacancies arising;
 - (5) appoint reporting accountants or auditors for the Charity;
- 9.10. Members may also from time to time
 - (1) confer on any individual (with his/her consent) the honorary title of
 - (2) Patron, President or Vice-President of the Charity; and
 - (3) determine any issues of policy or deal with any other
 - (4) business put before them by the Trustees.
- 9.11. A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from one or more Trustees (being Members), at least 10% of the Membership or (where no general meeting has been held within the last year) at least 5% of the Membership.
- 9.12. A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

10. Limited Liability

The liability of Members is limited.

11. Guarantee

Every Member promises, if the Charity is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards:

- 11.1. payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Member;
- 11.2. payment of the costs, charges and expenses of winding up; and
- 11.3. the adjustment of rights of contributors among themselves.

12. Communications

- 12.1. Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:
 - (1) by hand;
 - (2) by post;
 - (3) by suitable electronic means; or
 - (4) through publication in the Charity's newsletter [or on the Charity's website].

12.2. The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.

12.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means[, posted on the Charity's website] or delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class or overseas post to that address;
- (4) immediately on being handed to the recipient personally;

or, if earlier,

- (5) as soon as the recipient acknowledges actual receipt.

12.4. A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

13. Dissolution

13.1. If the Charity is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects;
- (3) in such other manner consistent with charitable status as the Commission approves in writing in advance.

13.2. A final report and statement of account must be sent to the Commission.

13.3. This provision may be amended by special resolution but only with the prior written consent of the Commission.

14. Interpretation

14.1. The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.

14.2. In the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Charity;

‘the Articles’ means the Charity’s Articles of Association and ‘Article’ refers to a particular Article;

[‘Beneficiaries’ means the beneficiaries of the Charity as defined in Article 1;]

‘Chairman’ means the chairman of the Trustees;

‘the Charity’ means the company governed by the Articles;

‘the Charities Act’ means the Charities Acts 1992 to 2006;

‘charity trustee’ has the meaning prescribed by the Charities Act;

‘clear day’ does not include the day on which notice is given or the day of the meeting or other event;

‘the Commission’ means the Charity Commission for England and Wales or any body which replaces it;

‘the Companies Act’ means the Companies Acts 1985 to 2006;

‘Conflicted Trustee’ means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance)

from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

‘Connected Person’ means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee’s family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee’s only connection is an interest consisting of no more than 1% of the voting rights;

‘constitution’ means the Memorandum and the Articles and any special resolutions relating to them;

‘custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘electronic means’ refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

‘financial expert’ means an individual, company or **firm** who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘financial year’ means the Charity’s financial year;

‘firm’ includes a limited liability partnership;

‘indemnity insurance’ [has the meaning prescribed by the Charities Act] [means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty];

‘material benefit’ means a benefit, direct or indirect, which may not be financial but has a monetary value;

‘Member’ and ‘Membership’ refer to company Membership of the Charity;

[‘Memorandum’ means the Charity’s Memorandum of Association;]

‘month’ means calendar month;

‘nominee company’ means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

[‘ordinary resolution’ means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. Where applicable, ‘Members’ in this definition means a class of Members;]

‘the Objects’ means the Objects of the Charity as defined in Article 1;

‘Resolution in writing’ means a written resolution of the Trustees;

‘Secretary’ means a company secretary;

[‘**special resolution**’ means a resolution of which at least 14 days’ notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, ‘Members’ in this definition means a class of Members;]

‘taxable trading’ means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

‘Trustee’ means a director of the Charity and ‘Trustees’ means the directors [but where a Trustee is a corporate body ‘Trustee’ includes where appropriate the named representative of the Trustee];

‘written’ or ‘in writing’ refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

‘written resolution’ refers to an ordinary or a special resolution which is in writing;

‘year’ means calendar year.

14.3. Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

14.4. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Appendix 2

Regulations

These Regulations are additional to the Articles of Association and should be regarded as subsidiary to the Articles if there are conflicting interpretations.

These Regulations can only be changed by resolution at a general meeting of the Association. Suggested amendments should be discussed and approved by the Board before being taken to the AGM (or EGM).

For ease of reference the Regulations are divided into Schedules as below.

- Schedule 1: Values and conduct**
- Schedule 2: Funding**
- Schedule 3: Membership**
- Schedule 4: Officers and representatives**
- Schedule 5: Electoral process**
- Schedule 6: ADPH Network principles**
- Schedule 7: Variation of governance framework**

Schedule 1

Values and conduct

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.

All members of the Association are expected to maintain a high level of ethical, professional and personal standards. The Association supports and adheres to Standards in Public Life as defined by the Nolan principles.

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.

The Association will maintain policies, protocols and codes of conduct in accordance with these values and principles, to which all members of the Association should adhere.

Schedule 2

Funding

Subscriptions

Annual corporate subscriptions will be sought from each member's employing organisation (or other appropriate organisation), in accordance with the subscription level recommended by the Board and agreed by the AGM each year.

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

Sponsorship and grant income

Sponsorship and grant income may be sought to support ADPH work where appropriate providing that the ADPH Sponsorship Policy is adhered to.

Schedule 3

Membership

Ordinary Membership

Ordinary Membership of the Association shall be open to those holding a relevant appointment of Director of Public Health or Acting Director of Public Health and being registered as a Specialist in Public Health with an appropriate public health body (such as the Faculty of Public Health or UKPHR), as determined by the Board (hereinafter referred to as “Directors of Public Health”).

For these purposes “relevant appointment” is defined as:

1. People holding a post as a “Director of Public Health” or “Public Health Director” appointed by Health Authorities, Health Boards, Local Authorities, Public Health Agencies or equivalent within the British Isles (the United Kingdom, Republic of Ireland and Crown Dependencies) and British Overseas Territories.
2. Any other person who performs like functions as determined by regulations and whose functions in the opinion of the Board equate to the role of a Director of Public Health.

All Directors of Public Health will be presumed to be Members of the Association unless they specifically request to withdraw.

All Ordinary members have voting rights.

The categories of Ordinary Membership are:

Full Membership – those Directors of Public Health whose organisation has subscribed to the Association in accordance with the agreed subscription arrangements at any given time.

In addition to voting rights, Full Members may also stand for and hold national elected positions within the Association, and may benefit from other rights and privileges as agreed by the Board.

Affiliate Membership – those Directors of Public Health whose organisation has not subscribed to the Association in accordance with the agreed subscription arrangements at any given time.

In addition to voting rights, Affiliate Members may benefit from other rights and privileges as agreed by the Board.

Affiliate Members may not stand for or hold national elected positions within the Association.

Associate Membership

Those entitled to apply as Associate members are:

1. Current Consultants in Public Health who work for a Full Member of ADPH
2. Persons who perform like functions to a Consultant in Public Health and whose functions in the opinion of the Board equate to the role of a Consultant in Public Health
3. Persons in nationally defined Public Health roles that, in the opinion of the Board, merit Associate membership status.

Such members do not have voting rights and may not hold national elected positions within the Association.

ADPH Alumni

Former Ordinary Members of the Association are entitled to apply for membership of the ADPH Alumni. Such members do not have voting rights and may not hold national elected positions within the Association.

Honorary Membership

The Board may, in accordance with the process defined in the regulations, offer Honorary Membership to individual(s) whose work or service has been of great value to the Association; or who are deemed to be worthy of membership of the Association through their support of and benefit to the work and role of the Director of Public Health.

Honorary Membership may be granted for a term of five years. Such Honorary members do not have voting rights and may not hold national elected positions, and will not normally be subject to a subscription charge. Following the completion of an initial term of five years, the Board may renew Honorary Membership for one further five year term. The appointment of Honorary Members will be reported to the AGM.

Refusal & Termination of Membership

A member (Ordinary, Associate, Alumni or Honorary) may terminate their membership at any time by notification to the Chief Executive or President 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.

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 Board, 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 Board 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.

Schedule 4

Officers and representatives

Honorary Officers

The Honorary Officers of the Association comprise:

- President (Chair of the Board)
- Vice President (Vice Chair of the Board and Chair of the Council)
- Treasurer
- a maximum of 5 other Honorary Officer posts to fulfil the functions of the Board

Honorary Officers may be appointed Directors of the Company, Trustees of the Charity, and Board Members.

Honorary Officers must be Full Members of the Association.

The term of office for Honorary Officers is three years. An individual may serve for a total of two full terms in any Honorary Officer position. An individual may not hold more than one Honorary Officer position, save for the provisions concerning co-option to temporarily vacant Honorary Officer posts.

Honorary Officers have voting rights on the Council.

The roles and responsibilities of Honorary Officers are defined in a policy document.

Constituency Representatives

The Constituency Representatives of the Association comprise:

- 2 representatives for each of Scotland, Wales and Northern Ireland
- 2 representatives for each ADPH Region in England (coterminous with Local Government Boundaries)
- Representatives of other defined Constituencies, as agreed by the Board

Constituency Representatives must be Full Members of the Association.

The term of office for Constituency Representatives is three years.

Constituency Representatives have voting rights on the Council.

The roles and responsibilities of Constituency Representatives are defined in a Schedule to these Regulations.

Observers

The Board may appoint observers to the Board or Council and will report such appointments to the next AGM.

Observers do not have voting rights.

The term of office for Observers will be reviewed annually.

Ex-officio Officers

The Board may wish to designate additional ex-officio officers for a specified period of time not exceeding 2 years and will report such decisions to the next AGM.

Ex-officio officers do not have voting rights.

The term of office for ex-officio officers will be reviewed annually.

The ADPH Chief Executive is a non-voting member of the Board and Council by virtue of their role.

Appointed Officers

The Board 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 do not have voting rights.

The term of office for additional officers will be reviewed annually.

Termination of Tenure

If, in the view of the Board, any post holder defined above 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 Board. The procedure to be followed is that as set out in these Regulations for refusal and termination of membership.

Any post holder defined above who ceases to fulfil the required criteria for that post will immediately cease to hold such post.

Council

The Association shall have a Council, chaired by the Vice-President which shall support the development and implementation of the objectives of the Association.

The Council shall consist of:

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

Schedule 5

Electoral process

Rules & Process for 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:

1. if the vacancy occurs with more than six months of the term to run, then the above process will be instigated;
2. 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 Board) shall act a President until the next AGM.

Other Honorary Officers

Elections for Honorary Officer posts (other than the President) will normally follow the process as set out for the Presidential election (subject to the election taking place between two to four months in advance of an AGM),

The Board may decide that an election for an Honorary Officer post (other than the President) should take place at the Annual General Meeting, in which case the reason for this decision will be reported to the AGM, and the following process will apply.

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.

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 a parity of votes in an election, the Board will decide the action to be taken, and will report their decision to the AGM.

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

1. the vacancy will be filled on a temporary basis by co-option from amongst Elected Officers of the Council. Nominations will be invited from amongst Elected Officers of the Council (Honorary Officers and Constituency Representatives), and if necessary an election conducted amongst Elected Officers of the Council 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 Council.
2. 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.

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 to all eligible ADPH members within the appropriate constituencies.

Nominations for Constituency Representatives are by self-nomination.

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

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

The Chief Executive or Network Chair 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, in accordance with the process above.

The Chief Executive as the Association's Returning Officer, and Honorary Secretary with responsibility for governance, shall receive reports from Networks on their election processes and outcomes.

Schedule 6

Network principles

In support of the Association's purpose and objectives, members may establish ADPH Networks.

- 1.** ADPH Networks reflect the value, synergy and strength of ADPH as a membership organisation harnessing the collective voice of DsPH.
- 2.** Each ADPH Network will have an elected representative on the ADPH Council (as defined by the ADPH Regulations).
- 3.** Meetings of the ADPH Council will receive regular updates on network activity/local issues from Constituency Representatives; and similarly Constituency Representatives should provide regular updates on ADPH activity to their networks.
- 4.** ADPH Networks should uphold and comply with the requirements of the ADPH Articles of Association and Regulations at all times, particularly with regard to purpose and objectives, equal opportunities, codes of conduct and good governance practices.
- 5.** ADPH Networks should follow ADPH protocols – for example relating to policy development, sponsorship, use of ADPH branding, social media.
- 6.** A guiding principle for both ADPH national and local activity should be to avoid unnecessary duplication of effort; to collaborate; and to share good practice and knowledge. Collaborative working on local/national public health policy issues should be fostered.
- 7.** Use of the ADPH title and logo: Networks should adhere to the ADPH branding and endorsement policies.
- 8.** ADPH and individual ADPH Networks may enter into MoU/SLAs to define working arrangements above or beyond these principles – for example concerning staffing arrangements/additional support/services.

Schedule 7

Variation of governance framework

Members may at any time suggest amendments to any part of the governance framework. The proposed amendments with reasons for the change should be sent to the ADPH Chief Executive who should acknowledge receipt.

The proposed amendments will then be taken to the next Board meeting and must be discussed by the Board.

Articles

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

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

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

If agreed by the General Meeting an application for the proposed amendments should be made to the Charity Commission and Companies House. Approved changes will be notified to all members.

Regulations

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

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

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

Policies and Protocols

Initial draft versions of policies and protocols should be developed by staff and taken to the Board for agreement. This agreed version should be taken to Council for agreement. A quorum of the Board should then give final approval.

All policies and protocols should be reviewed regularly and approved by a quorum of the Board.

Appendix 3

Standing Committees

The standing committees of ADPH are the following

1. ADPH Board
2. ADPH Council
3. HR subcommittee of ADPH Board
4. ADPH Sector-led Improvement Programme Board

Terms of reference for these committees should be approved by the Board and available for all members to examine. Any questions should be addressed to the staff in the first instance and if not satisfactorily answered may be referred to the Board for discussion.

Policies and Protocols

All policies should be approved by the Board and available to all members to examine. Any questions should be addressed to the staff in the first instance and if not satisfactorily answered may be referred to the Board for discussion.

- Sponsorship Policy
- Financial administration protocols
- Board and Council role descriptions
- HR and remuneration protocol
- Branding policy
- Endorsement policy
- Policy development protocol
- Principles for Policy Advisory Groups
- Social media policy