



International Network of Safety and Health Practitioner Organisations (INSHPO)

BYLAWS

ARTICLE I TITLE AND PURPOSE

Section 1: The name of the organisation shall be the International Network of Safety and Health Practitioner Organisations Inc. (INSHPO). Hereafter, in these Bylaws, the organisation shall be referred to as INSHPO.

Section 2: INSHPO is the global voice for the Occupational Safety and Health profession and acts as a forum for international collaboration among professional organisations to improve safety and health at work.

Section 3: The definition of occupational safety and health used by INSHPO will be: the interpretation and practical application of the law of occupational safety and health; the provision of advice and associated services in relation to general occupational safety and health and the strategic management, monitoring and control of risk exposure.

Section 4: INSHPO shall use its funds only to accomplish the ideals specified in these bylaws. Officers and directors of INSHPO shall serve without pay.

Section 5: INSHPO is a not-for-profit organisation. It will not issue any stock and no part of its assets, income or earnings shall be distributed to its members, directors or officers except for services contracted for in writing and approved by a majority of the Board of Directors. In case of dissolution of INSHPO, all net assets shall be equitably decided on a proportionate basis relative to each organisation's membership dues paid up at the time of liquidation. "Net assets" means those assets remaining after the payment of all outstanding INSHPO debts after full compliance with the requirements of the relevant dissolution laws in the country of incorporation, The equitable distribution shall take into account the status of outstanding dues payments.

Section 6: The official language of INSHPO shall be English.

ARTICLE II OFFICES

Section 1: The Board of Directors shall determine the location of the principal office of INSHPO.

Section 2: The Secretariat for INSHPO shall be determined by the Board of Directors for a term of at least two years. The Board of Directors determines the term of office for the Secretariat, except that a change of Secretariat shall not happen in the same year that a new Secretary-Treasurer is elected. The Secretariat is

a member of the Board of Directors in an ex-officio capacity within the meaning of Article III Section 9 of these Bylaws.

Section 3: The Board of Directors will determine the functions of the Secretariat. Functions will include, but will not be limited to, the:

- a) co-ordination of activities of the Board of Directors;
- b) administration of elections to the offices of Vice President and Secretary-Treasurer;
- c) collection of dues; and
- d) such other duties as may be assigned by the Board of Directors from time to time.

Section 4: The Secretariat may expend monies to meet the functions specified in Section 3 and other functions prescribed by the Board of Directors.

Section 5: Each actual cheque or expenditure in excess of 1000 U.S. Dollars shall be authorized by two of the following:

1. President
2. President Elect
3. Vice President
4. Secretary-Treasurer

Section 6: The Secretariat shall prepare an annual report which includes an examination of all financial accounts with supporting bank documentation.

Section 7: The Secretary-Treasurer shall always be from a member organisation different from the one providing the Secretariat.

ARTICLE III ORGANISATON

Section 1: INSHPO shall consist of a Board of Directors, Executive Council and committees appointed by the Executive Council.

Section 2: INSHPO Member/Affiliate Organization Representations and Commitments

Representations

As a prerequisite to membership in INSHPO, interested organizations must acknowledge the following:

- a) They require their members to commit in writing to abide by a formal written Code of Conduct or Ethics. A model Code of Conduct can be found in Appendix A.
- b) They have processes in place for dealing with member misconduct, breaches of the Code of Conduct or Ethics and complaints about their members' professional conduct.

Commitments

As a member/affiliate of INSHPO, an organization must commit to the following:

- a) To name and support a representative to the INSHPO Board of Directors. This will include financial support to attend an annual business meeting or to otherwise participate in INSHPO activities.
- b) The member/affiliate organization will use its best efforts to ensure that its representative participates in all relevant Board activities and that they competently, diligently, and ethically perform their assigned duties. Each Board member will be required to sign the *Code of Conduct for the INSHPO Board of Directors*.

c) In the event that circumstances arise that render the designated Board member unable to perform his or her duties, the member/affiliate organization shall take steps to arrange for a proxy during the period of incapacitation.

d) To promote INSHPO and its activities, including acknowledgement of membership on the member/affiliate organization's website. Reproduction of the logo is carefully controlled to ensure that it is used in appropriate contexts and applications as well as in the correct format and style. The logo should only be reproduced with the consent of INSHPO by application to the Secretariat and approval by the Executive Council.

Section 3: Member organisations shall be organisations which:

- a) are wholly composed of generalist health and safety practitioner members
- b) have a differentiated component of these practitioner members within their structure
- c) are themselves in whole or in part composed of generalist health and safety practitioner organisations within their country

who are devoted to the regulation of competence, development, promotion and practise of the safety and health profession and which are constituted on a not-for-profit or charitable basis.

Section 3: A member organisation which has a differentiated component of generalist health and safety practitioner members within its structure, shall demonstrate that the differentiated component represents a clear majority of the member organisation and is governed separately by elected officials from within its own practitioner member base.

Section 4: A member organisation which is itself comprised of other health and safety organisations from within its country shall demonstrate that the generalist health and safety practitioner entities represent a clear majority of the member organisation and that elected officials from these generalist entities form a majority of the board of directors of the member organisation.

Section 5: In cases where more than one organisation from a country applies to be a member organisation, the applicant organisation must demonstrate that it represents a significantly different constituency from other INSHPO members within the same country.

Section 6 Affiliate organisations shall be organisations that do not meet the definition of member organisations but subscribe to the ideals of INSHPO.

Section 7: In relation to Sections 2, 3, 4, 5 and 6 of this Article, the INSHPO Executive Council shall determine, and be the final arbiter, that an applicant organisation has or has not satisfied the criteria through the information provided in its application to the Secretariat and shall advise the Board of Directors accordingly in relation to all applicants.

Section 8: The admission of member and affiliate organisations will be approved by a two-thirds vote of the Board of Directors. Member and affiliate organisations may be removed by a two-thirds vote of the Board of Directors.

Section 9: The Board of Directors shall be composed of one (1) member from each member organisation, who shall be selected by the member organisation. In the case of a member organisation which has a differentiated practitioner component as in section 3, the member shall be from the differentiated practitioner component. In the case of a member organisation which is itself composed of other health and safety organisations from within their country, as in section 4, the member shall be from one of the generalist health and safety practitioner entities. Each member organisation shall be entitled to one (1) vote only. The Secretariat shall not be entitled to vote.

Section 10: Situations may arise where one or more of the INSHPO members and/or the Secretariat, while pursuing their own legitimate aims and objectives, come into or could be perceived by a third party as coming into, conflict with the aims and objectives of INSHPO. When this occurs, the INSHPO member and/or the Secretariat must declare such possible conflict of interest.

Section 11: Affiliate organisations shall be eligible to participate in all INSHPO activities except that Affiliate organisations shall have no voting rights, nor can they hold office as members of the Board of Directors.

Section 12: Between meetings of the Board of Directors, decisions on the business of the organisation shall be delegated to the Executive Council. The Executive Council shall consist of the President, President Elect, Vice President, Secretary-Treasurer and Immediate Past President of the Organisation. When the office of Immediate Past President is vacant because the term has expired, the Executive Council shall consist of the President, President Elect, Vice President, and Secretary-Treasurer. The Secretariat shall be a member of the Executive Council in an ex-officio capacity. The Executive Council shall keep minutes of all meetings and transactions and report same to the Board of Directors.

Section 13: Except as directed elsewhere in these Bylaws, business shall be conducted by a majority vote of the Board of Directors present at a business meeting. Proxy votes are allowed for voting on items on the final agenda in accordance with the Operating Guidelines.

Section 14: Except as these Bylaws may otherwise require, the Board of Directors shall exercise all authority of INSHPO.

Section 15: The Board of Directors shall be quorate provided there is a two-thirds majority of its members present. Where a quorum is not present, it shall not preclude the conduct of business except that it shall be subject to the Operating Guidelines applicable in such circumstances.

ARTICLE IV OFFICERS

Section 1: The officers of INSHPO shall be the President, President Elect, Vice President, Immediate Past President (on alternate years) and Secretary-Treasurer.

Section 2: Only members of the Board of Directors shall be eligible to serve as officers of INSHPO. No two offices may be held simultaneously by the same person, nor be occupied by representatives of the same organisation. An organisation must be a member of INSHPO for one full year before its representative is eligible for election to the Executive Council as an Officer.

Section 3: The elections shall be conducted by electronic ballot or by any other method determined by the Executive Council. Each officer shall hold office until his or her term expires or a successor has been duly elected.

Section 4: In the event of an officer being unable to complete his or her term of office, the Board of Directors shall appoint a replacement officer for the balance of the term of office.

ARTICLE V TERMS AND DUTIES OF OFFICERS

Section 1: The general management of the affairs of INSHPO shall be exercised by the Executive Council, elected by the Board of Directors.

Section 2: The term of office for each officer except for the Immediate Past President and the Secretary-Treasurer shall be for two (2) calendar years commencing on 1 January. The Immediate Past President shall serve for one (1) calendar year. The Secretary-Treasurer shall serve for three (3) calendar years.

Section 3: The President shall be the Chief Executive Officer, serve as Chairman of the Board and preside at all meetings of the Board and the Executive Council. It will be the responsibility of the President to set the agenda for all meetings involving the Board of Directors. The President may perform other duties as may be directed by the Board of Directors.

Section 4: The President Elect shall assume and perform duties of the President in the absence or incapacity of the President.

Section 5: The Vice President will work with the Executive Council to design programmes to assure continuity of the activities of INSHPO. This position shall also be responsible for coordinating and overseeing the election of the Secretary-Treasurer if that falls during his or her term of office.

Section 6: The Immediate Past President shall be responsible for ensuring that an effective communications programme is implemented among the members. The Immediate Past President may perform such other duties as directed by the Board of Directors.

Section 7: The Secretary-Treasurer shall ensure that all monies, financial books and accounts of INSHPO are kept in a legal and ethical manner. Financial statements shall be provided in form and schedule as required by the Board. In addition, accurate and complete records of all proceedings of INSHPO shall be kept. The Secretary-Treasurer shall be responsible for coordinating and overseeing the election process of the Vice President.

Section 8: At the end of their two (2) year term, the President Elect shall automatically become the President, the Vice President shall automatically become the President Elect and the President shall automatically become the Immediate Past President.

Section 9: An officer may be removed from office by a two-thirds majority vote of the Board of Directors.

ARTICLE VI SUBSCRIPTIONS AND FEES

Section 1: Each member organisation shall pay annual fees on the 1 January for the ensuing year. The Board of Directors shall establish the level of fees.

Section 2: No organisation shall be entitled to any rights or privileges of membership or representation at any meeting until all fees have been paid.

ARTICLE VII MEETINGS

Section 1: The Board of Directors shall meet at least once each calendar year as determined by the Board.

Section 2: An Annual Business Meeting shall be held for the purpose of transacting the following business: receiving and approving the reports of the President and Secretary-Treasurer; electing the Vice President and other officers as required; setting dues for the coming year; acting on applications for membership; and any other business for which notice of motion has been given.

Section 3: In the interval between meetings of the Board, action may be taken by the Executive Council with the approval by e-mail or mail ballot of the Board members, or by such other equally effective means as may expedite approval by the Board.

Section 4: Copies of documents relating to meetings such as reports, notices of motions and ballots to be taken shall reach the Board two weeks prior to the date of the relevant meeting, including the Annual Business Meeting.

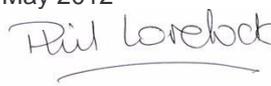
Section 5: The Secretary-Treasurer shall take proceedings of all meetings and copies of such meetings shall be approved and distributed by the Board.

ARTICLE VIII AMENDMENTS

Section 1: No amendment to these Bylaws shall result in financial gain or profit, indirect or otherwise, to an individual member of the Board of Directors or to any member organisation, or to any officers in the execution of their duties.

Section 2: Amendment to these Bylaws may be made by a two-thirds majority vote of the Board of Directors.

APPROVED BY BOARD OF DIRECTORS: May 2012



SIGNED BY THE PRESIDENT:

Phil Lovelock

Appendix A

Model Code of Conduct

Member/affiliate organizations are not expected to adopt the exact wording of the Model Code of Conduct.

Primary duty/loyalty/Adherence to relevant laws: Make informed decisions in the performance of professional duties that adhere to all relevant laws, regulations, and recognized standards of practice.

Obligation to inform: Inform all appropriate parties when professional judgment indicates that there is an unacceptable level of risk of injury, illness, property damage, or environmental harm while protecting the confidentiality of all professionally acquired information and disclose such information only when properly authorized or when legally obligated to do so.

Integrity/Objectivity: Maintain honesty, integrity, and objectivity in all professional activities.

Conflict of Interest: Avoid all situations that create real or perceived conflicts of interest, and provide full disclosure of those conflicts to all potentially affected parties.

Reputation: Abstain from behavior that will unjustly cause harm to the reputation of INSHPO, its member/affiliate organizations, and the profession.

Competency: Perform only those services that may be handled competently based on one's training and experience.

Maintenance of Knowledge/Continuing Education: Maintain, and, where possible, develop professional competence through the professional development program as provided by relevant domestic professional association, or other training, education, networking, or work experience.

Confidentiality: Take all reasonable steps to preserve the confidentiality of information acquired through professional practice.

Misrepresentation of Qualifications: Do not falsely represent professional qualifications, including education, credentials, designations, affiliations, titles, and work experience.