

Statutes of the Danish Healthy Cities Network

1. Name

The name of the network is 'Sund By Netværket' (The Danish Healthy Cities Network). The network is an independent professional forum.

2. Object

The object of the Danish Healthy Cities Network is to strengthen cohesion and development in local health promotion and prevention by means of binding network cooperation. The member municipalities and regions of the Danish Healthy Cities Network have adopted a policy of cooperation on health promotion and prevention as described in the Network's Accession Document.

3. Membership

1. Membership of the Danish Healthy Cities Network is only open to municipalities and regions that meet the membership criteria set out in the Network's Accession Document.

2. New members can join at any time by signing the Accession Document. At least half the annual membership fee will be payable regardless of the joining date.

Members may resign from the Danish Healthy Cities Network by giving six months' written notice expire January 1st.

3. The Danish Healthy Cities Network includes several relevant national players in strategic, professional cooperation in the Network's various forums. These players are from government, research and interest organisations. The Network invites key players to sit on its board. A list of current key players can be found on the Network's website.

4. Work

The mission of the Danish Healthy Cities Network is to strengthen cohesion and development in public health work in order to benefit the health of the population.

The vision of the Danish Healthy Cities Network is to be a recognised national forum for cooperation on development, coordination and implementation of local public health work.

Since its establishment in 1991, the Danish Healthy Cities Network has been an active member of WHO's European Healthy Cities Networks. In order to ensure binding cooperation, WHO has laid down a number of criteria that have to be met by the national Healthy Cities Networks and their member organisations. These criteria form the basis of the Network's Statutes and Accession Document.

The Danish Healthy Cities Network takes both national and international goals and priorities for promoting public health as its starting point. WHO's broad concept of health is fundamental, and the Danish Healthy Cities Network gives general consideration to health equality in its work.

The Danish Healthy Cities Network is a forum for networking, knowledge sharing and joint capacity building. The Danish Healthy Cities Network draws up specialist models, develops methods and offers courses and conferences for the Network's members, partners and other stakeholders.

5. Committee of Representatives

1. Members of the Danish Healthy Cities Network exercise their influence at the Annual Meeting of Representatives. The Committee of Representatives is the supreme body of the Danish Healthy Cities Network.
 2. The Annual Meeting of Representatives is held in the first quarter of the year. The board decides on the venue for the meeting. Notice of the Annual Meeting of Representatives is sent to members by letter or email at least eight (8) weeks before the date of the meeting.
 3. An Extraordinary Meeting of Representatives is held if the board considers it necessary or if one third of the members submit a request for an extraordinary meeting to the board together with a draft agenda stating their reasons. Fourteen (14) days' notice must normally be given.
 4. The agenda for the Annual Meeting of Representatives must include the following items:
 1. Election of meeting chairman
 2. Election of minute takers
 3. The board's report
 4. Presentation and adoption of accounts
 5. Strategy for coming period
 6. Proposals received
 7. Submission of budget and membership fee for adoption
 8. Election of Network Chairman (in election year)
 9. Election of board members and deputies
 10. Election of Internal Auditor
 11. Any other business
 5. Proposals for consideration must be submitted to the board care of the Secretariat at least three (3) weeks before the date of the Meeting of Representatives. If proposals from members are received in time, the board sends out the final agenda with the proposals received no later than fourteen (14) days before the meeting.
 6. Each member appoints one Healthy Cities Coordinator to attend the Meeting of Representatives and exercise voting rights, with each member having one vote.
 7. Voting at the Meeting of Representatives is by simple majority. In the event of equality of votes, the Network Chairman has the casting vote. Proxy voting is not allowed, but members can send a substitute with voting rights if the Healthy Cities Coordinator is prevented from attending.
- The Healthy Cities Coordinator attends the Meeting of Representatives. A substitute may attend in his/her absence.
8. Managers and executives from the health sector who are not coordinators may attend and are entitled to speak, but not to vote. They are eligible for election to the board and Network Chairmanship.
 9. The minutes are regarded as approved if no comments are received within seven (7) days of the minutes being sent out.

6. Election of Network Chairman, Board and Internal Auditor

1. The Network Chairman is elected for a period of two (2) years at the Annual Meeting of Representatives and must be elected from among the members.

The Network Chairman is the Danish Healthy Cities Network's official representative and makes up the Network Chairmanship together with the Vice-Chairman.

2. In addition to the Network Chairman, four member representatives, at least two of whom must be coordinators, are elected to the board. Two are elected in even years and two in odd years.

3. Two deputies, at least one of whom must be a coordinator, are elected to the board in connection with the annual vote. The deputies are elected for one year at a time. The deputies can attend meetings of the board and have access to the board's meeting documents. In the event of a member stepping down from the board or being absent for an extended period, a deputy must sit on the board until the next election, when the vacancy on the board will be filled.

4. The Committee of Representatives elects one of its members to be Internal Auditor. The Internal Auditor submits an overall report on the use of funds by the board and Secretariat in relation to the resolutions of the Meeting of Representatives together with the accounts.

5. All members can nominate a candidate for the post of Network Chairman and the board from their own organisation.

Candidates for the post of Network Chairman must submit a written statement in support of their candidacy fourteen (14) days before the vote. It is assumed that their candidacy will have the support of their constituency. Candidates for the board must submit a short written statement in support of their candidacy fourteen (14) days before the vote.

Candidates for the post of Network Chairman and the board give a verbal presentation of their candidacy at the Meeting of Representatives before the vote.

Members of the board are elected personally as representatives of their municipality/region. It is therefore the elected member of the board who has executive liability. The members of the board are only liable for the funds at the Network's disposal. If a member of the board leaves his/her job locally, she/he must step down from the board.

7. The Board

1. The board is constituted according to the following principles:

- Five (5) members of the board elected by the Committee of Representatives
 - One (1) Healthy City Representative appointed from the two Danish members
 - One (1) representative from each of the Danish Healthy Cities Network's permanent national partners
- The board can also co-opt up to two (2) members with special competencies in public health to strengthen current priorities and strategies professionally.

Only those members of the board elected by the Committee of Representatives are entitled to vote.

2. The appointed members of the board are appointed for a period of two (2) years.

3. The board elects its own Vice-Chairman from among the members elected by the Committee of Representatives to make up the Chairmanship together with the Chairman.

4. The board holds three annual meetings and takes decisions of a business nature on an ongoing basis. The time and venue for meetings of the board are fixed for a year at a time after the Meeting of Representatives.

5. The board's principal duties are to keep the Network's strategy up to date and prioritise the Network's main action areas, as well as recommending the adoption of the budget with proposed membership fee, accounts and annual report by the Meeting of Representatives. The board refers major decisions concerning the Statutes and strategy to the Meeting of Representatives for a decision.

In addition, the board summons chairmen for the Network's central activities to a joint meeting once a year, including Theme Group Chairmen.

6. Voting on the board is by simple majority of the members elected by the Committee of Representatives. Voting by proxy is not allowed. In the event of equality of votes, the Network Chairman has the casting vote.

7. The meetings of the board are chaired by the Network Chairmanship, which is responsible for drawing up the agenda and minutes.

8. Network Chairmanship

1. The Network Chairmanship is made up of the Network Chairman and Vice-Chairman. The specific division of labour between the Chairman and Vice-Chairman is agreed in detail between the two of them and communicated to the Secretariat and board.

2. The Network Chairmanship has a mandate to make decisions in collaboration with the Secretariat regarding day-to-day operation, work in progress and other matters of a business nature.

The Network Chairmanship

- prepares the agenda for meetings of the board in collaboration with the Secretariat and chairs the board
- participates in the Network's international work
- the head of the Secretariat reports to the chairmanship, who hires/dismisses the head.

9. Healthy Cities Secretariat

The Secretariat of the Danish Healthy Cities Network is professionally, organisationally and financially independent.

Head of staff in the Secretariat is in charge of the day-to-day prioritisation of work, has the overall responsibility for human resources and can dismiss/employ staff.

Head of Secretariat reports to the chairmanship, the employees report to the head of Secretariat.

10. Sub Networks

1. The Danish Healthy Cities Network is organised into sub networks that work on major public health problems based on terms of reference and annual plans.

2. The sub networks are the Network's professional driving force, in which members and national players cooperate on the basis of a shared professional interest. The sub networks are the core of the Network, acting as sounding boards for each other and sharing experiences and knowledge. Membership of the Danish Healthy Cities Network rests on participation in sub networks activities. A member municipality or region decides for itself which managers and staff will take part in the Network's sub networks. The work to be contributed to the sub networks is agreed between the members of each sub networks, which elects its own Chairman. Its terms of reference must be approved by the board.

3. The Committee of Representatives decides which sub networks to set up at its annual meeting. The board can set up sub networks on an ad hoc basis between Meetings of Representatives.

11. Finances

Activities and the Secretariat are financed by the membership fee approved by the Meeting of Representatives, which is paid by the municipalities according to their population, see Accession Document.

Participation in the joint activities of the Danish Healthy Cities Network is financed by the members.

In addition to financing its activities from the membership fee, the Danish Healthy Cities Network applies to the Ministry of the Interior and Health, the EU and various foundations and funds for financial support. The Network Chairman applies for financial support on behalf of the Danish Healthy Cities Network and takes ultimate responsibility for fund and foundation grants.

The Danish Healthy City Network's accounting rules apply to the use of grants unless the grant donor imposes special requirements.

12. Annual accounts

The annual accounts are prepared and submitted for approval by the board, after which the accounts are sent for auditing. The audited annual accounts are presented by the Network Chairman to the Meeting of Representatives in the first quarter of the year with a view to final adoption by the Committee of Representatives. The annual accounts are presented together with the Internal Auditor's comments.

The Danish Healthy Cities Network uses Local Government Denmark's state -authorised public accountant.

13. Authority to bind the Network

The Network Chairman and the senior administrative manager in the Secretariat may bind the Network vis-à-vis third parties. Secretariat staff may certify.

14. Liability

The Danish Healthy Cities Network is only liable to the extent of its assets from time to time.

15. WHO cooperation

The Danish Healthy Cities Network is a member of the WHO Healthy Cities Network as a national network and must satisfy the criteria for membership in terms of the requirements for both the national network and its members. The Danish Healthy Cities Network must be accredited for each five -year phase defined by the WHO Healthy Cities Network.

The Network's Statutes and Accession Document are revised in accordance with the criteria formulated by WHO for each five-year phase of the WHO Healthy Cities Network.

16. Amendment of the Articles of Association

These Statutes will be tabled for discussion at the Meeting of Representatives if a member so requests.

Amendments to the Statutes can be adopted by the Meeting of Representatives with a two-thirds majority of those present.

17. Termination of the Danish Healthy Cities Network

The Danish Healthy Cities Network can be closed down if two consecutive Meetings of Representatives at which the item is on the agenda resolve to do so by the same majority as needed to amend the Statutes.

In the event of the Danish Healthy Cities Network being terminated, any funds belonging to the Network will be bestowed on an organisation/association that is active in health promotion and disease prevention. The Danish Healthy Cities Network's Committee of Representatives will decide who the recipient is to be at the meeting at which the decision is taken to close the Network down.

Statutes approved by Committee of Representatives on 5th May 2013