



**WFSA**

WORLD FEDERATION OF SOCIETIES OF  
ANAESTHESIOLOGISTS

# **WFSA By-Laws 2024**

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## **WFSA BY-LAWS 2024**

These are the By-Laws referred to in Article 4 of the Articles of Association of the Federation. These By-Laws contain provisions supplementing the Articles of Association of the Federation.

The Articles of Association form the constitutional document of the Federation. The provisions of these By-Laws may not be inconsistent with Dutch law or the Articles of Association.

In order to be valid, an amendment of the Articles of Association requires a notarial deed intended for that purpose, executed before a civil law notary practising in the Netherlands.

### **SECTION 1: NAME AND OBJECTIVES**

#### **ART. 1.1 Name**

The Organisation bears the name World Federation of Societies of Anaesthesiologists (WFSA), hereinafter referred to as “Federation”.

#### **ART. 1.2 Definitions**

The **Federation** is a membership organisation established by and comprised of the Members.

**Full Members** must be Societies of Anaesthesiologists established in a country (National Member Society) or a geographical region (Multinational Member Society) (see ART. 2.1.1).

**Corresponding Members** are legally constituted groups of anaesthesiologists from countries where there are fewer than five (5) anaesthesiologists and other relevant professional bodies or anaesthesiology-focused organisations which share the values of the Federation.

**Anaesthesiology** is the medical science and practice of anaesthesia. It includes anaesthesia for surgical, obstetric and trauma care, and areas of practice such as perioperative medicine, pain medicine, resuscitation, and intensive and critical care medicine.

**Anaesthesiologist** means a qualified specialist physician who has completed a nationally recognised training programme in anaesthesiology.

#### **ART. 1.3 Legal Personality**

The Federation acts under its Articles of Association and these By-Laws and is registered as an association with full legal capacity in the Netherlands. It is also registered as a tax-exempt organisation in the USA under Internal Revenue Code 501 (c) (3).

#### **ART. 1.4 Vision, Mission and Objectives**

##### **ART. 1.4.1 Vision**

The vision of the Federation is universal access to safe anaesthesia.

#### **ART. 1.4.2 Mission**

The mission of the Federation is to unite and empower anaesthesiologists around the world to improve patient care.

#### **ART. 1.4.3 Objectives**

In order to fulfil the vision and mission the Federation aims to make available the highest standards of anaesthesia care, which includes, pain medicine, trauma management, resuscitation, perioperative, intensive and critical care medicine, to all peoples of the world.

In pursuit of those aims, the Federation shall:

- a. Support and promote the availability, accessibility, safety and quality of anaesthesiology;
- b. Work collaboratively to create, develop and improve the education and training of anaesthesia professionals everywhere;
- c. Promote innovation and research in anaesthesiology and disseminate information about the scientific basis of anaesthesiology;
- d. Encourage the development and adoption of standards worldwide that improve the safety of anaesthesia and surgical care;
- e. Advocate for the role of anaesthesiology in improving patient care around the world;
- f. Assist and encourage the establishment and strengthening of National Societies of Anaesthesiologists;
- g. Liaise and partner with organisations that share our aims;
- h. Convene the World Congress of Anaesthesiologists (WCA) at regular intervals and support Regional Congresses;
- i. Encourage meetings of special groups within the specialty and make provision for them to meet where appropriate at these Congresses;
- j. Apply all other lawful means that may be conducive to the objectives of the Federation.

#### **ART. 1.5 Our Shared Values**

Our Shared Values bond the Member Societies as the World Federation of Societies of Anaesthesiologists (WFSA). They guarantee the continuity of the Federation and its work.

##### **Respect**

The Federation works with due regard for the wishes and rights of individuals and Member Societies.

##### **Unity**

There should usually be only one Member Society in any one country. It should carry on its work throughout its territory.

##### **Universality**

The Federation is global; it promotes universal access to safe anaesthesia care and seeks to establish and strengthen Member Societies in all countries of the world.

## **Safety**

Patient safety is a priority in all of the work of the Federation.

## **Collaboration**

All Member Societies share responsibilities and duties in helping each other such that a safe standard of anaesthesia becomes, and remains, available to all.

## **Equity**

The Federation Members encourage the fair and equitable distribution of safe healthcare across populations.

## **Diversity and Inclusion**

The Federation values diversity and inclusion among individuals and within Member Societies and encourages diversity and inclusion in all its fora.

## **SECTION 2: MEMBERSHIP**

### **ART. 2.1 Categories of Membership**

1. Full Membership
2. Corresponding Membership

#### **ART. 2.1.1 Full Membership**

Full Membership in the Federation shall be granted by the Council to legally constituted National or Multinational Societies of Anaesthesiologists provided that they have at least five (5) anaesthesiologist members within a National Society or five (5) anaesthesiologists within a geographical region and there is no National Society for the anaesthesiologists to join, respectively.

Full Membership entitles the Society to send Delegates to and to vote at the General Assembly.

#### **ART. 2.1.2 Corresponding Membership**

Corresponding Membership of the Federation may be granted by the Council to a legally constituted group of anaesthesiologists from a country where there are fewer than five (5) anaesthesiologists or to other relevant professional bodies or anaesthesiology-focused organisations which share the values of the Federation, and which promote the interests of the Federation.

A Corresponding Member may send a delegate to attend and participate at a General Assembly but has no vote at the General Assembly.

### **ART. 2.2. Right and Duties**

### **ART. 2.2.1 Rights and Duties of Full Members**

#### **Rights:**

- a. Full Members are entitled to representation and participation in the General Assembly, with the right to vote;
- b. Full Members may nominate candidates to stand for election to all official bodies, Board, Council and Committees of the Federation;
- c. Full Members may call upon and receive from the Federation any of the services and information which the Federation has the power and the ability to provide, in conformity with its vision, mission, objectives, functions, resources and legal obligations;
- d. Full Members confer upon their own members the right to apply for Federation grants, fellowships, scholarships, awards and other such support as may be available;
- e. Full Members may submit, on their own initiative, or in a group, proposals to the General Assembly and to other bodies of the Federation;
- f. Full Members may call upon other Member Societies for support;
- g. Full Members are entitled to apply to host the WCA.

#### **Duties:**

- a. Full Members agree to act in accordance with the Shared Values of the Federation as set out in these By-Laws;
- b. Full Members agree to promote knowledge of, interest in and pursuit of the vision, mission and objectives of the Federation as set out in these By-Laws;
- c. Full Members agree to abide by the By-Laws and policies of the Federation;
- d. Full Members agree to apply the decisions adopted by the General Assembly and the Board;
- e. Full Members agree to liaise regularly with Federation Council members from their region and to reply promptly to all reasonable enquiries, questionnaires and reporting requirements from the Secretariat;
- f. Full Members agree to pay an annual subscription (the subscription year is from January 1 to December 31), based on their number of member anaesthesiologists (as defined in ART. 1.2) of the amount approved by the General Assembly;
- g. Each Full Member agrees to refer to itself as "A Member of the World Federation of Societies of Anaesthesiologists (WFSA)" in relevant literature, on its website(s) and in publications, and to link to the Federation website from its own site;
- h. Full Members agree to disseminate news and communications from the Federation to their own individual members;
- i. Full Members agree to inform the Federation, through the Secretariat, of any changes to the composition and membership of their main governing bodies;
- j. Full Members agree to keep the Federation informed of any events or developments in their country or region of interest to the Federation.

### **ART. 2.2.2 Rights and Duties of Corresponding Members**

#### **Rights:**

- a. Corresponding Members are entitled to attend and speak at the General Assembly, but have no voting rights;
- b. Corresponding Members may call upon and receive from the Federation any of the services and information which the Federation has the power and the ability to provide,

in conformity with its vision, mission, objectives, functions, resources and legal obligations;

- c. Corresponding Members confer upon their own members the right to apply for Federation grants, fellowships, scholarships, awards and other such support as may be available;
- d. Corresponding Members may call upon all other Member Societies for support.

**Duties:**

- a. Corresponding Members agree to act in accordance with the Shared Values of the Federation as set out in these By-Laws;
- b. Corresponding Members agree to promote knowledge of, interest in and pursuit of the vision, mission and objectives of the Federation as set out in these By-Laws;
- c. Corresponding Members agree to abide by these By-Laws and policies of the Federation;
- d. Corresponding Members agree to apply the decisions adopted by the General Assembly and the Board;
- e. Corresponding Members agree to liaise regularly with Federation Council members from their region and to reply promptly to all reasonable enquiries, questionnaires and reporting requirements from the Secretariat;
- f. Corresponding Members agree to pay an annual subscription (the subscription year is from January 1 to December 31), at a rate approved by the General Assembly;
- g. Corresponding Members agree to refer to themselves as “A Corresponding Member of the World Federation of Societies of Anaesthesiologists (WFSA)” in relevant literature, on its website(s) and in publications, and to link to the Federation website from its own site;
- h. Corresponding Members agree to disseminate news and communications from the Federation to their own individual members;
- i. Corresponding Members agree to inform the Federation, through the Secretariat, of any changes to the composition and membership of their main governing bodies;
- j. Corresponding Members agree to keep the Federation informed of any events or developments in their country or region of interest to the Federation.

**ART. 2.3                    Application for Membership**

A National Society, a Multinational Society, a legally constituted group of anaesthesiologists, a relevant professional body or other anaesthesiology-focussed organisation desiring membership shall apply in writing to the Secretary of the Federation stating which membership category they seek.

**ART. 2.3.1                Approval of Application**

The Council shall decide on admission of new Members. The decision shall be taken with a simple majority vote, abstentions being null and void. The new Members shall be announced to the General Assembly at their next meeting.

Societies being admitted to Full and Corresponding Membership during the course of a year will be expected to pay a pro-rated membership subscription.

### **ART. 2.3.2 Enrolment**

A new Full Member shall be entered into the official Register of the Federation and included on the Federation website. Corresponding Members shall be included on the Federation website and listed on the Register as Corresponding Members.

### **ART. 2.3.3 Limitations**

Under usual circumstances only one (1) National Member Society from each country or national territory shall be admitted to Full Membership in the Federation.

If a new Society from a country where a Full Member already exists, asks for Full Membership, the Council will, at its discretion, study the possibility of recognising the new Member.

If a relevant professional body or other anaesthesiology-focused organisation from a country where a Full Member already exists, applies for Corresponding Membership, the application will only be approved with the agreement of the relevant Full Member.

## **ART. 2.4 Cessation of Membership**

### **ART. 2.4.1 Resignation**

A Member must give three (3) months' notice of termination of membership to the Federation's Secretary. Under exceptional circumstances, membership can be terminated immediately as laid out in Article 7 of the Articles of Association. If membership ends during the financial year, the annual contribution shall nevertheless remain payable in full. There will be no refund on membership subscriptions.

### **ART. 2.4.2 Membership in Arrears**

A Member that fails to pay its subscription by 30 September each year shall be deemed to be in arrears for that year (i.e., the year ending 31 December). Members in arrears have no rights, privileges or voting authority. However, they shall still be referred to as WFSA Members and their representatives are still allowed to participate in the Federation's Committees, Board and Council, as applicable, and attend the General Assembly; however, these representatives cannot vote.

### **ART. 2.4.3 Suspension of Membership**

The Board may suspend membership in the Federation of a Member if it fails to reply to enquiries or questionnaires from the Secretary or the Director of Membership of the Federation or does not pay its dues for two (2) consecutive years.

Before the Board suspends a Member, every attempt should be made to contact the Member, including making enquiries through the relevant Council members and Regional Section.

Suspended Members shall be notified in writing by the Secretary. During the suspension, the Members have no rights, privileges or voting authority nor may they attend a General

Assembly. However, at the discretion of the Board, they may remain listed on the Federation's website with a note added that their membership is currently suspended.

If a representative of a suspended Member is a member of the Board, Council or a Committee, the Council may, at its discretion, declare the position vacant or allow that person to complete the term of office, but without voting rights.

#### **ART. 2.4.3.1 Duration of Suspension**

If the Board has suspended a Member, within twelve (12) months of the suspension taking effect, the Council shall resolve either to terminate the membership (as outlined in the Articles of the Association, Article 7, paragraph 1) or to terminate the suspension. If the twelve (12)-month timeline is not adhered to, the suspension shall lapse, and the Member will be reinstated and their rights will be restored.

The Member shall have the right to account for their actions at the Council meeting at which the appeal is to be discussed.

Suspended Members shall be notified in writing about the Council's decision.

#### **ART. 2.4.4. Termination of Membership**

The Council may terminate membership if it is determined that a Member no longer meets the requirements for membership set out in the Articles of Association and these By-Laws. The Council may also terminate membership if the Federation cannot reasonably be expected to let the membership continue.

All terminations shall be approved by the Council by simple majority vote, abstentions being null and void.

Termination ends all rights and privileges of that Member.

The Council's decisions are announced to the next General Assembly.

#### **ART. 2.4.5 Expulsion from Membership**

A Member may be expelled by the General Assembly if a change in the nature of the Member's activities makes it inadmissible for continued membership, or if the Member breaches the Articles of Association or the By-Laws or resolutions of the Federation or acts against the interest of the Federation in an unreasonable manner.

Expulsion terminates all rights and privileges of that Member.

If any cause for expulsion of a Member is alleged, the circumstances shall be fully investigated by the Council. After investigation, including notice and hearing of the Member, the Council shall make a written report to the General Assembly with a recommendation that either no action shall be taken or that expulsion is justified by the facts which shall be stated.

The Member shall be informed in writing as soon as possible of a resolution to expel its membership, stating the reasons for this. Within one (1) month of this notification, the Member

may appeal to the General Assembly. During the period for appeal and pending the appeal, the Member shall be suspended.

The Member shall have the right to account for their actions at the General Assembly meeting at which the expulsion is to be discussed.

Expulsion is effected by the General Assembly. A two-thirds (2/3) majority vote of the voting Delegates present at the General Assembly is required for expulsion, abstentions being null and void.

## **ART. 2.5 Reinstatement to Full Membership**

### **ART. 2.5.1 Members in Arrears**

The Board may reinstate a Member that is in arrears on payment of outstanding dues.

### **ART. 2.5.2 Suspended Member**

A Member that has been suspended may be reinstated by the Council by simple majority vote, following payment of such arrears of dues as the Council, at its discretion, may determine. Within twelve (12) months of the Board ordering the suspension of a Member, the Council must either terminate the membership or terminate the suspension of the Member in question.

### **ART. 2.5.3 Terminated and Expelled Members**

A Member that has been terminated or expelled from membership may be reinstated by the Council following its application in the same manner as provided for with original application requirements for membership.

## **ART. 2.6 Countries, Geographical Regions and Regional Sections**

### **ART. 2.6.1 Recognition of Countries**

The Federation normally recognises National Societies of anaesthesiologists from countries or national territories as defined by the United Nations.

### **ART. 2.6.2 Geographical Regions**

To facilitate global representation on WFSA Committees, the Federation will consider a division of these countries into Geographical Regions, as follows:

- a. Africa and the Middle East
- b. Asia
- c. Australia, New Zealand and the Pacific Islands
- d. Europe
- e. Central and South America, Mexico and the Caribbean Islands
- f. North America.

### **ART. 2.6.3 Regional Sections**

A number of National Member Societies located in the same Geographical Region may join together on a voluntary basis to form a Regional Section. Recognition as a Regional Section must be requested by written application to the Federation. There is no specific format for the constitution or By-Laws of a Regional Section, but these must be compatible with the principles of the Articles and By-Laws of the Federation.

#### **ART. 2.6.3.1 Approval and Recognition**

The Council may approve by simple majority vote the recognition of a new or modified Regional Section.

#### **ART. 2.6.3.2 Functions of the Regional Sections**

A Regional Section:

- a. Shall maintain linkage with the Federation, in particular, by dissemination of the information and publications of the Federation;
- b. Shall liaise with the Federation with regards to activities within their Geographical Region;
- c. May organise Regional Congresses with the participation of the Federation;
- d. Shall implement objectives of the Federation within the region;
- e. Shall strengthen the links amongst National Member Societies within the Regional Section;
- f. Shall invite the WFSA President, or a duly designated representative, to the General Assembly meetings of the Regional Section;
- g. Shall participate in any common activity decided by mutual agreement with the Federation;
- h. Shall report on its activities at a minimum once a year at a Council meeting;
- i. May, at the invitation of the Council, send a representative in a non-voting capacity to the Council meetings.

#### **ART. 2.6.3.3 Responsibility of the Federation**

The Federation shall:

- a. Liaise with the Regional Section with regard to activities within their Geographical Region;
- b. Identify needs and maximise efficient, effective Federation resource allocation, especially in the area of education;
- c. Inform the Regional Section about the decisions of the Board and Council;
- d. Work in close relationship with the Regional representatives;
- e. Consult the Regional Sections on proposed members for the Committees of the Federation;
- f. Approve monetary support, including loans for the organisation of Regional Congresses.

### **SECTION 3: GENERAL ASSEMBLY**

#### **ART. 3.1 Functions**

The General Assembly is the supreme decision-making body of the Federation and shall be entitled to take account of all matters unless they are explicitly excluded or specifically delegated elsewhere by the Articles of Association or these By-Laws.

### **ART. 3.2           Composition**

The General Assembly is composed of:

- a. Voting Delegates (see ART. 3.4.3) of Full Members;
- b. The Council and the Board, members of which may not vote unless they are also voting Delegates of a Member Society;
- c. Alternate Delegates (see ART. 3.4.3.5) registered to the WCA may be admitted as observers to the General Assemblies within the limit of space;
- d. Representatives of Corresponding Members, who may participate in and address the General Assembly, but not vote;
- e. Representatives of international medical organisations representing interests relevant to anaesthesiology who may be admitted by the Board and participate in, but not vote at the General Assembly.

### **ART. 3.3           Powers**

The General Assembly's powers shall be to:

- a. Set and agree the Federation's overarching vision, mission and objective(s);
- b. Determine the policy of the Federation by receiving and approving, if appropriate, actions and recommendations presented by the Board or Council;
- c. Determine the annual contribution of Members on the recommendation of the Board, supervise the financial policy, adopt the audited accounts, and receive the proposed budgets of anticipated income and expenditure, for the period until the next General Assembly;
- d. Receive, accept, approve, and, if necessary, take such action as deemed appropriate on the reports of the Council and the Board;
- e. Approve expulsion from membership, as recommended by the Council;
- f. Elect and remove members of the Council and the Board;
- g. Receive proposals from Members;
- h. Initiate change in policy or activity according to the actions of the Members;
- i. Approve any changes to the Articles of Association and By-Laws;
- j. Approve the dissolution of the Federation as per the provisions set out in the Articles of Association.

### **ART. 3.4           Meetings**

- a. The General Assembly shall meet annually in ordinary session in person, online or in a hybrid format. There shall be provision for a second session of the General Assembly session during the WCA, if needed;
- b. The General Assembly shall meet at such other times and places or via video conference or hybrid means as may be determined by the Board (see also ART. 3.9);
- c. The General Assembly may recess from time to time, as is necessary to complete its business.

**ART. 3.4.1 Chair**

The President of the Federation shall serve as the Chair of the General Assembly. If the President cannot preside, the Chair shall be the President Elect or another person nominated by the President or the Board.

**ART. 3.4.2 Quorum**

The presence of certified Delegates from forty (40) Full Members shall constitute a quorum.

**ART. 3.4.3 Delegates**

The term Delegate denotes a representative of a Full Member.

**ART. 3.4.3.1 Requirements**

Each Delegate shall be an anaesthesiologist in good standing within the Full Member Society that the individual represents. Delegate names must have been submitted to the Federation Secretary by each Full Member at least two (2) months before the General Assembly.

**ART. 3.4.3.2 Representation**

No Delegate shall represent more than one (1) Full Member.

**ART. 3.4.3.3 Numbers of Delegates**

Full Members shall be entitled to send Delegates to the General Assembly according to the number of members for which it has paid membership subscriptions, on a scale laid down in the Articles of Association, adopted by the General Assembly and published in the Administrative Manual.

**ART. 3.4.3.4 Substitution**

A Delegate shall serve without substitution at all sessions of the General Assembly unless the Credentials Committee certifies an Alternate Delegate or proxy forms authorised in writing.

**ART. 3.4.3.5 Alternate Delegates**

A Full Member may appoint Alternate Delegates for any or all of its Delegates. If certified by the Credentials Committee, such Alternate Delegates shall adopt all the responsibilities of the replaced Delegate.

**ART. 3.4.3.6 Credentials**

The Credentials Committee shall certify each Delegate and Alternate Delegate who may participate in the General Assembly, as well as proxy forms authorised in writing by a Delegate and confirmed by their Member Society. No more than two (2) proxy forms may be delivered by any one Delegate.

### **ART. 3.5 Voting in the General Assembly**

- a. Only individuals certified by the Credentials Committee as Delegates or Alternate Delegates may vote;
- b. Delegates (or credentialed Alternate Delegates) shall usually vote electronically or by a show of hands except when a secret ballot is called for;
- c. A secret ballot shall be used if decreed by the Chair or if requested by any person present who is entitled to vote. Full Members with more than two (2) Delegates may choose to record their votes on a single sheet to facilitate counting of votes;
- d. Individual delegates may vote independently of other delegates from the same Full Member, meaning that they do not have to vote in the same manner;
- e. One or more Delegates of a Full Member may cast their vote electronically prior to the General Assembly if approved by the Board and in line with the Articles of Association (ART. 20.5). The Board will ensure that these ballots are secret and included in the votes counted at the General Assembly at which time the Chair of the General Assembly will record them.
- f. General Assemblies held by videoconference or by hybrid means will include electronic online voting, as appropriate.

#### **ART. 3.5.1 Voting Margins**

All resolutions, unless otherwise stated in the Articles of Association or in these By-Laws, shall be determined by a simple majority of the votes cast, abstentions being null and void. In the event of a tied vote concerning the election of officeholders and other matters, the Chair of the General Assembly has a casting vote.

### **ART. 3.6 Agenda and Proceedings**

The final agenda of the General Assembly shall be prepared by the Secretary, in consultation with the Board.

The final agenda for the first General Assembly session shall be sent to Members with the notice calling the General Assembly meeting. Such notice shall be served at least three (3) months before the meeting. No additional business can be added less than one (1) month before the General Assembly.

#### **ART. 3.6.1 Additional Business**

The General Assembly shall deal with the items on the agenda and any such matters as it may decide to add thereto (on the understanding that items added to the agenda may only be for discussion and not approval). However, if new agenda items involve financial expenditure for which provision has not been made, these must be referred in advance to the Board for review and recommendation.

#### **ART. 3.6.2 Minutes**

The proceedings of the General Assembly, which shall include the full wording of any resolutions, shall be recorded in the minutes, signed by the President and the Secretary. The

Secretariat shall keep the original at the Federation's Headquarters. A copy of the draft minutes shall be sent to all Members within three (3) months of the General Assembly. The final minutes will be approved at the next General Assembly.

General Assemblies held by videoconference or hybrid means will be recorded. Recordings will be made available on request to Members together with the minutes of the meeting.

### **ART. 3.7 Rules of Procedure**

The Rules of Procedure shall regulate the conduct of the meeting. A basic Rules of Procedure shall be published in the Federation's Administrative Manual.

#### **ART. 3.7.1 Adoption of Rules of Procedure**

The Rules of Procedure shall be prepared by the Secretary and President, approved by the Board and adopted by the General Assembly, as the first item of business. A motion to adopt, amend, suspend or re-apply the Rules of Procedure requires an affirmative vote by a simple majority of the votes cast. The Rules of Procedure will be circulated to all Full Members at least one (1) month prior to the General Assembly.

The latest edition of Robert's Rules of Order shall be the primary authority in all deliberations of the General Assembly. No provision of the Rules of Procedure shall be effective if such provision is in violation of the Articles of Association and By-Laws of the Federation.

#### **ART. 3.7.2 Suspension of the Rules of Procedures**

- a. The General Assembly may, by a simple majority vote, amend or temporarily suspend the Rules of Procedure, abstentions being null and void.
- b. The General Assembly may, by unanimous consent, grant any motion, action, or request not consistent with the Rules of Procedure. No amendment to, or suspension of the Rules of Procedure and no motion, action, or request shall be valid if such suspension, motion, action or request is in violation of the Articles of Association and By-Laws of the Federation.

#### **ART. 3.7.3 Action**

Each item of business reported to the General Assembly, shall be subject to full debate, amendment or other action which the General Assembly desires to take in relation to it.

#### **ART. 3.7.4 Debate**

- a. Delegates may discuss any matter that is put before the General Assembly;
- b. Committee Chairs may discuss any report of their committee.

#### **ART. 3.7.5 Appeals, Challenges and Claims of Illegality**

- a. All decisions of the Committee Chairs may be challenged but must be challenged immediately and before other business has intervened;

- b. All other appeals, challenges and claims of illegality must be raised at the same session at which the action under question occurred.

**ART. 3.7.6 Resolutions and Motions**

All motions for resolutions shall be submitted in writing to the Secretary at least three (3) months prior to the General Assembly.

**ART. 3.7.7 New Business**

Except as provided for in the Rules of Procedure, no new item of business may be introduced from the floor in the event of a second session of the General Assembly, unless it was introduced by a Reference Committee.

**ART. 3.8 Reference Committee(s)**

The Council may recommend the appointment of one or more Reference Committees to hear testimony and reports about items of business brought before the General Assembly.

**ART. 3.8.1 Appointment**

The Chair shall appoint members and a Chair of a Reference Committee upon the advice of the Council; it shall have representation from all Geographical Regions listed in Article 2.6.2 of these By-Laws.

**ART. 3.8.2 Duty**

The duty of a Reference Committee of the General Assembly is to hear all testimony from Delegates and other invited interested parties on all matters referred to it by the Chair, Council, or the General Assembly. After holding a hearing and listening to testimony it shall report any recommendations to the second session of the General Assembly. The conduct of a Reference Committee shall be specified in the Administrative Manual of the Federation.

**ART. 3.8.3 Reports of any Reference Committee**

In the event of a second session of the General Assembly, it shall receive the full report of any Reference Committee on the items of business that were referred to it by the first session of the General Assembly.

**ART. 3.8.4 Failure to Report**

In the event of a second session of the General Assembly, if a Reference Committee fails to report upon any item that was referred to it at the first session of the General Assembly, such item may be placed before the General Assembly by the Chair or upon the request of any Delegate.

**ART. 3.9 Extraordinary Meetings of the General Assembly**

Extraordinary Meetings of the General Assembly may be convened by the Board or at the request of not less than two-thirds (2/3) of the Full Members.

Extraordinary meetings of the General Assembly can be held in person, virtually or by hybrid means with the proceedings recorded. Such a meeting may include electronic online voting.

Written notice of the time and place of the extraordinary meeting of the General Assembly shall be emailed to each Full Member at least six (6) months in advance in case of a face-to-face meeting, and one (1) month before a virtual or hybrid meeting.

## **SECTION 4: COUNCIL, BOARD, AND OFFICERS**

### **ART. 4.1 Council**

#### **ART. 4.1.1 Functions**

The Council is the body in which representatives of all the Federation's components (Full Members, Regions, Committees and Board) meet to discuss matters which concern the Federation as a whole.

The Council gives advice and recommendations on policy and subjects of common interest to the Federation. This is presented to the Board and should also be disseminated to the Full Members by the Council.

#### **ART. 4.1.2 Composition**

The Council shall include:

- a. Fifteen (15) Representatives of Full Members who shall be regional representatives. Each Geographical Region defined in ART. 2.6.2 shall be represented on the Council with at least one individual;
- b. The Chairs of the Permanent Committees as listed in ART. 5.1.

The members of the Board are not members of the Council but are invited to attend Council meetings.

The Chairs of Regional Sections, or their representatives, the Chairs of the next WCA Congress Organising Committees (COC), the WCA Venue Selection Committee, Credentials Committee, and Ad Hoc Committees may also be invited, as may any other individuals that the Council considers relevant to the agenda.

#### **ART. 4.1.2.1 Chair**

During the Council's first meeting, the members will elect a Chair from among the membership. This shall be done through anonymous ballots with a simple majority, abstentions being null and void. If there are three (3) or more candidates for Council Chair position, and no majority is obtained on the first ballot, the candidate receiving the smallest number of votes shall be eliminated and the balloting shall proceed in that manner until a majority is obtained.

The Chair of the Council will serve for a one (1) year term, renewable for a second year. The maximum term to be served in the Council Chair position is two (2) years.

#### **ART. 4.1.2.2 Co-opted Members**

The Council may co-opt up to three (3) additional members if, by majority opinion, it is felt that this would help further the interests of the Federation. They shall serve without vote. They may be patient or lay representatives as well as anaesthesiologists from Full Members, representatives of relevant professional bodies or other anaesthesiology-focused organisations.

#### **ART. 4.1.3 Duties**

Duties of the Council and its members shall include the following:

- a. To attend Council and General Assembly meetings whether in person or online/virtually;
- b. To receive and review reports of the Board and make recommendations accordingly;
- c. To consider and discuss relevant matters raised by the Board, Committees, and Members and make recommendations to the Board on the strategic direction and management of the Federation;
- d. To be active on behalf of the Federation, at least within their Geographical Region and often worldwide;
- e. To contribute a report at least once per year to the "Newsletter" of the individual's society; this should include the Federation's activities. Fellow Council members and the Federation Secretariat should receive a copy of these contributions;
- f. To receive the financial reports of the Federation and make recommendations accordingly;
- g. To respond to relevant matters referred to it by the Board, the General Assembly and Members;
- h. To review and approve applications for Membership of the Federation;
- i. To approve the Regional Sections of the Federation;
- j. To reinstate suspended Members, as recommended by the Board;
- k. To either terminate the membership of a Member, if continued membership is deemed inappropriate, or to terminate the suspension of a Member;
- l. To investigate, report and make recommendations to the General Assembly on the expulsion of a Member;
- m. To receive reports regarding the membership and the amount and manner of payment of the annual subscriptions and make recommendations accordingly;
- n. To suspend members of the Council who fail in their duty;
- o. To set up working groups or Ad Hoc Committees to support the Council in its work;
- p. To approve the Board's recommendations regarding Chairs and members of Permanent Committees;
- q. To approve the final list of nominees for Officer positions and regional representatives on the next Board and Council, respectively;
- r. To recommend to the Chair of the General Assembly the appointment of one or more Reference Committees to report to the General Assembly on items and business brought before it;

- s. To propose any changes to the Articles of Association and By-Laws, such changes to be considered at the next General Assembly.

#### **ART. 4.1.4 Meetings**

The Council shall convene prior to and during the WCA and whenever the need arises. Usually, the Council meets every year, in person, virtually or by hybrid means. The Council shall meet whenever a Council member or a Board member considers appropriate.

The Chair of the Council shall call the Council meetings through the Federation Secretariat. The purpose, time and place or means of the meeting shall be specified in the official notice calling the meeting.

#### **ART. 4.1.4.1 Business by Correspondence or Electronic Means**

The Chair shall have the power to decide which Council business may be conducted by correspondence, telephonic, or electronic means. The Chair may request the members of the Council to cast their vote on such business in writing, email, or other telephonic/electronic means, all with confirmation of receipt.

#### **ART. 4.1.4.2 Quorum**

At least half of the Council members present or represented shall constitute a quorum. A Council member may only be represented by another Council member whose representation has been authorised in writing. The requirement of written authorisation shall be met if the authorisation has been recorded electronically.

#### **ART. 4.1.5 Voting**

All members of the Council have the right to vote on all issues before the Council. Decisions of the Council are adopted by a simple majority, unless otherwise stated in the Articles of Association and these By-Laws, abstentions being null and void.

In the event of a tie, the Chair shall have an additional casting vote.

#### **ART. 4.1.6 Agenda and Minutes**

The agenda of the Council shall be prepared by the Secretariat. A notice calling the Council meeting will be sent at least three (3) months before the meeting in case of in-person meetings and one (1) month before a virtual meeting. The final agenda will be circulated ten (10) days before the meeting.

The Secretariat shall keep the minutes of the proceedings of each meeting of the Council. The minutes shall be circulated to the members of the Council and other attendees within four (4) weeks of the meeting and be approved by the Council at its next meeting.

#### **ART. 4.1.7 Nominations**

Full Members can make nominations for regional representatives of the Council, at least six (6) months before the General Assembly is to meet. Nomination of Permanent Committees' Chairs is described in ART. 5.1.3 of these By-Laws.

The Board receives the names of candidates nominated by Full Members for regional representative on the Council, checks the eligibility of nominees and subsequently submits a list of possible nominees to the Council.

The final list of nominees shall be approved by the Council. The Secretary shall submit the final list of nominees for regional representatives of the Council to Full Members for their information four (4) months before the General Assembly.

#### **ART. 4.1.7.1 Requirements**

Only Full Members in good standing can send nominations for any position within the Federation. Candidates for the Council must be members in good standing with their Member Society and should be present (in-person or virtually) at the General Assembly when they are nominated.

#### **ART. 4.1.8 Elections**

The General Assembly shall elect the regional representatives of the Council by secret ballot every two (2) years, during a WCA. Voting can take place online or in-person.

Regional representatives of the Council shall be elected by all Delegates. Prior to the elections by the General Assembly, the regional representatives shall be voted on by Delegates from the same WFSA Geographical Region. A simple majority vote for one individual shall prevail. The candidate or candidates receiving the highest number of votes shall be appointed to Council.

The Chairs of the Permanent Committees who are also members of the Council shall be appointed by the General Assembly as described in ART 5.1.4 of these By-Laws.

No Council member shall hold more than one (1) elected office simultaneously in the Federation.

#### **ART. 4.1.9 Term of Office**

Regional representatives of the Council shall be elected to a two (2)-year term. They are eligible for re-nomination and re-election for a further second and third two (2)-year term. The maximum term to be served by regional representatives of the Council is six (6) years.

The Chairs of the Permanent Committees are also appointed for a two (2)-year term. They are eligible for re-nomination and re-election for further terms (see also ART. 5.1.5 of these By-Laws).

No Council member may serve in the same role in the Council for more than six (6) years and more than twelve (12) years in total (regional representative and Chair of a Permanent Committee).

The term of office extends from the close of the ordinary General Assembly at which the election took place or the results of the electronic vote were announced, until the close of the next regular meeting of the General Assembly held during a WCA.

#### **ART. 4.1.9.1      Vacancies**

If a vacancy arises for any reason, the remaining Council members shall temporarily be in charge of the tasks of the Council until such time as a replacement can be elected by an extraordinary General Assembly or until the next regular General Assembly.

#### **ART. 4.1.9.2      Suspension and Dismissal**

- a. Members of the Council, who regularly fail to fulfil their duties as outlined in ART. 4.1.3, may at any time be suspended by the Board, Council or General Assembly.
- b. After suspending a Council member, the General Assembly within six (6) months of the suspension taking effect, will need to either dismiss the Council member or terminate the suspension. For dismissal of a Council Member a two-thirds (2/3) majority vote of the General Assembly is required. If the six (6)-month time period for taking the decision is not adhered to, the suspension shall lapse.
- c. The General Assembly can also dismiss a Council member if one individual breaches the Federation's Code of Conduct or at the request of their Member Society in circumstances where the continued presence of the individual within the Federation's leadership represents a significant reputational risk.

#### **ART. 4.2            Board of Directors (The Board)**

##### **ART. 4.2.1        Functions**

The Board is the body which governs and directs the Federation between General Assemblies.

##### **ART. 4.2.2        Composition**

The Board is composed of the President, President Elect, Secretary, Treasurer, Director of Programmes, Director of Partnerships, Director of Memberships and the Chief Executive Officer (CEO) who is ex-officio with no voting rights. The President shall be the Chair of the Board.

The Chair of the Council may be invited to attend Board meetings, with no voting rights. Council members may be also co-opted to serve on the Board if, by majority opinion of the Board, this would further the interests of the Federation. These co-opted members would serve without vote.

##### **ART. 4.2.3        Duties**

The Board shall:

- a. Plan the strategic direction and management of the Federation according to the decisions of the General Assembly and taking account of the recommendations of the Council;
- b. Take measures designed to further the purposes of the Federation;
- c. Represent the Federation;
- d. Appoint and dismiss the Chief Executive Officer of the Federation;
- e. Prepare the agenda of the General Assembly and forward the same to the Members with written notice of the Assembly time and place, including the technical means of attendance in case of virtual or hybrid meetings;
- f. Review Articles of Association and By-Laws when deemed necessary and advise the Council and the General Assembly on proposed changes;
- g. Receive the names of candidates nominated by the Full Members for regional representatives on the Council and for Officer positions in the next mandate, validating the eligibility of the nominees and subsequently submitting the final list of possible nominees to the Council with its recommendations;
- h. Submit the final list of candidates for Council regional representatives and Officer positions to the Members and General Assembly;
- i. Recommend Chairs and members of the Permanent Committees to the Council;
- j. Receive and accept the annual audited financial accounts of the Federation;
- k. Approve and adopt the annual budgets proposed by the Treasurer and CEO;
- l. Submit the balance sheet and the statement of income and expenditure and a recommended budget to the General Assembly;
- m. Review the report of the Treasurer regarding the amount and manner of payment of the annual subscriptions and present a recommendation on this to Council and General Assembly for action;
- n. Review and approve the investments of the Federation's funds;
- o. Ensure that an Administrative Manual is maintained and reviewed. This manual must be concurrent with the policy and objectives established by the General Assembly and should be shared with the Council;
- p. Perform such other duties as prescribed in the Articles of Association and these By-Laws.

The Board may delegate all or part of the daily management of the Federation to the CEO and will be responsible for overseeing the work of that individual.

#### **ART. 4.2.4 Powers**

In addition to these duties, the Board may:

- a. Invite, at its discretion, other organisations to send observers to the General Assembly;
- b. Create and dissolve Permanent Committees, according to the needs of the Federation, with the approval of the Council;
- c. Appoint Ad Hoc committees and working groups to further expedite and deliver activities resulting from implementation of the objectives of the Federation.

#### **ART. 4.2.5 Meetings**

The Board shall convene a minimum of once per year, preferably in conjunction with a Federation-supported Congress. In addition, it shall have regular communication by electronic means and a teleconference at least six (6) times per year.

In consultation and agreement with the Board, the President shall have the power to recommend what Board business may be conducted by correspondence, telephonic, electronic or hybrid means. The President may request the members of the Board to cast their vote on such business in writing, email, or other telephonic/electronic means, all with confirmation of receipt.

#### **ART. 4.2.5.1 Quorum**

No business shall be transacted unless at least a simple majority of the voting members are participating in the proceedings. A Board member may only be represented by another Board member authorised in writing. The requirement of written authorisation shall be met if the authorisation for representation has been recorded electronically.

#### **ART. 4.2.6 Voting**

All voting members of the Board have the right to vote on all issues put before the Board. A simple majority shall be sufficient to carry a resolution, abstentions being null and void.

The President shall have an additional casting vote if the original vote has resulted in a tie.

#### **ART. 4.2.7 Minutes**

The Secretariat shall keep the minutes of the proceedings of each meeting of the Board and will circulate them to all members within two (2) weeks of the actual meeting, after review by the Secretary. They will be reviewed and approved by the Board at its next meeting.

A report summarising the actions of the Board shall be forwarded to all members of the Council and summarised in an Annual Report sent to Members.

#### **ART. 4.3 Officers**

The Officers of the Federation shall be:

President  
President Elect  
Secretary  
Treasurer  
Director of Programmes  
Director of Partnerships  
Director of Memberships

#### **ART. 4.3.1 Duties of Officers**

The President shall:

- a. Be the overall leader of the Federation;

- b. Contribute to the mission and vision of the Federation;
- c. Be a member and chair of the Board and an observer at Council;
- d. Preside over meetings of the General Assembly and the Board;
- e. Be an ex-officio member of all Committees of the Federation;
- f. Perform such other duties as are provided in the Articles of Association and By-Laws.

The President Elect shall:

- a. Be a member of the Board and observer at Council;
- b. Deputise for the President as required;
- c. Assume the role of President if for any reason the President is unable to perform their duties;
- d. Contribute to the mission and vision of the Federation;
- e. Perform such other duties as are provided in the Articles of Association and By-Laws.

The Secretary shall:

- a. Be a member of the Board and an observer at Council;
- b. Be a member of the By-Laws Committee;
- c. Serve as the Secretary of the Federation;
- d. Represent the Federation acting jointly with another Board member;
- e. Execute all official documents when an official signature is required, although the Board may authorise any other member of the Board or the CEO to execute official documents when necessary or appropriate;
- f. Supervise the safekeeping of all records in the Federation headquarters other than those pertaining to financial matters;
- g. Supervise the organisation of elections to different posts in the Federation;
- h. Supervise the updating of the Administrative Manual and policies of the Federation in line with the Articles of Association and By-Laws;
- i. Notify all Members of all meetings of the Federation (international, regional and national);
- j. Forward to all Members an Annual Report of the Federation;
- k. Communicate regularly with the Director of Programmes and the Director of Membership on all affairs of their office;
- l. Perform such other duties as are provided in the Articles of Association and By-Laws.

The Treasurer shall:

- a. Be a member of the Board and an observer at Council;
- b. Chair the Finance and Audit Committee;
- c. Act as the official custodian of all funds of the Federation, except as otherwise specifically provided in the Articles of Association and By-Laws;
- d. Lead the financial and investment strategy of the Federation;
- e. Be responsible with the CEO and the Finance & Operations Manager for detailed accounting of all receipts and disbursements and the safekeeping of all financial records and securities of the Federation as detailed in the Administrative Manual and financial policies;
- f. Submit a report at each meeting of the Board, Council, and the General Assembly regarding the financial transactions of the Federation, the funds in their care, and the actions they have taken as Treasurer;
- g. Submit an annual budget for approval to the Board;

- h. Report annually to the Board on the payment of annual subscriptions by Members;
- i. Recommend a per diem allowance for service to the Federation, when appropriate, subject to approval by the Board;
- j. Communicate regularly with the Director of Partnerships on all financial matters of the Federation;
- k. Perform such other duties as are provided in the Articles of Association and By-Laws.

The Director of Programmes shall:

- a. Be a member of the Board and an observer at Council;
- b. Be an ex-officio member of all Permanent Committees;
- c. Provide oversight of the Federation's Programmes;
- d. Work with the Secretariat and Committee Chairs to coordinate planning and delivery of Programme activities;
- e. Ensure adequate reporting of Committee activities by Committee Chairs;
- f. Take over the duties of the Secretary if the Secretary cannot fulfil those duties for whatever reason;
- g. Support the Secretary and the Director of Memberships as required in the completion of their duties;
- h. Communicate regularly with the Secretary and the Director of Memberships on all affairs of their office;
- i. Perform such other duties as are provided in the Articles of Association and By-Laws.

The Director of Partnerships shall:

- a. Be a member of the Board and an observer at Council;
- b. Be a member of the Finance and Audit Committee;
- c. Lead the external partnerships strategy of the Federation and encourage full involvement across the organisation;
- d. Foster relationships with industry, philanthropy, institutional donors and other stakeholders who share the aims of the Federation;
- e. Promote and monitor the Federation's income generation activity to help meet programme requirements;
- f. Take over the duties of the Treasurer if the Treasurer cannot fulfil those duties for whatever reason;
- g. Support the Treasurer as required in the completion of duties;
- h. Communicate regularly with the Treasurer on all financial matters of the Federation;
- i. Perform such other duties as are provided in the Articles of Association and By-Laws.

The Director of Memberships shall:

- a. Be a member of the Board and an observer at Council;
- b. Provide oversight of the Federation's Membership activities;
- c. Work with the Secretariat and Committee Chairs to coordinate planning and delivery of activities aimed at Members;
- d. Supervise the maintenance of the Register of Members by the Secretariat;
- e. Report to the Board, Council and General Assembly on the membership of the Federation;
- f. Support the Secretary as required in the completion of their duties;
- g. Communicate regularly with the Secretary and the Director of Programmes on all affairs of their office;

h. Perform such other duties as are provided in the Articles of Association and By-Laws.

#### **ART. 4.3.2          Nomination of Officers**

Full Members can make preliminary nominations for the positions of President Elect, Secretary, Treasurer, Director of Partnerships, Director of Programmes and Director of Memberships at least six (6) months prior to the meeting of the General Assembly.

A Full Member cannot nominate more than one candidate for any one position.

The Board receives the names of candidates nominated by Full Members for Officer positions, checks their eligibility and subsequently submits a list of nominees to the Council for approval.

The final list with nominations for the Officers' positions shall be forwarded by the Secretary to the Members for their information, four (4) months before the General Assembly.

#### **ART. 4.3.2.1        Requirements**

Only Full Members in good standing can send nominations for any position within the Federation.

Candidates for Officers' positions must be members in good standing within their Member Society and should preferably have served as members of Council.

#### **ART. 4.3.3          Election of Officers**

Election of Officers will take place every two (2) years at the General Assembly held during a WCA. The General Assembly shall elect the President Elect, Secretary, Treasurer, Director of Partnerships, Director of Programmes and Director of Memberships from the final list of nominees. This list may contain one or more names for each position.

Voting can be done online or in-person.

A simple majority vote for one individual shall prevail. Abstentions are null and void. If there are three (3) or more candidates for an Officer position, and no majority is obtained on the first ballot, the candidate receiving the smallest number of votes shall be eliminated and the balloting shall proceed in that manner until a majority is obtained. The mechanism of casting ballots shall be by secret ballot.

Candidates standing for election as President Elect have the right to address the General Assembly prior to the voting process, to outline their vision for the future. Such presentations must not exceed 5 minutes.

#### **ART. 4.3.3.1        One Position Only**

No Officer shall hold more than one (1) elected office simultaneously within the Federation.

**ART. 4.3.4        Term of Office**

**ART. 4.3.4.1        President and President Elect**

The term of office of the President and the President Elect shall be of two (2) years each, not renewable.

The term of office of the President Elect extends from the close of the General Assembly at which the election took place or the results of the electronic vote are validated to the close of the next regular meeting of the General Assembly held during the WCA, when they shall automatically become President.

The President shall serve until the end of the next regular General Assembly held during a WCA.

**ART. 4.3.4.2        Secretary, Treasurer, Director of Programmes, Director of Partnerships and Director of Memberships**

The Secretary, Treasurer, Director of Programmes, Director of Partnerships and Director of Memberships shall be elected for a term of two (2) years. They are eligible for re-nomination and re-election for a further second and third two (2)-year term. The maximum term of office that can be served in the Board is six (6) years. This can be eight (8) years for someone serving a term as President.

Terms of office extend from the close of the General Assembly at which the election took place or the results of the electronic vote were validated until the close of the next regular meeting of the General Assembly held during a WCA.

**ART. 4.3.4.3        Vacancy**

If a vacancy arises from any cause, the remaining Board members shall temporarily be in charge of the management of the Federation until such time as a replacement can be elected by an extraordinary General Assembly or until the next regular General Assembly.

**ART 4.3.4.4        Suspension and Dismissal**

- a. Members of the Board, who regularly fail to fulfil their duties as outlined in ART. 4.2.3 and ART. 4.3.1 of these By-Laws, may at any time be suspended by the Board or the General Assembly.
- b. After suspending a Board member, the General Assembly within six (6) months of the suspension taking effect, will need to either dismiss the Board member or terminate the suspension. For dismissal of a Board member a two-thirds (2/3) majority vote of the General Assembly is required. If this six (6)-month time period is not adhered to, the suspension shall lapse
- c. The General Assembly can also dismiss a Board member if one individual breaches the Federation's Code of Conduct or at the request of their Member Society in circumstances where the continued presence of the individual within the Federation's leadership represents a significant reputational risk.

#### **ART 4.4 Chief Executive Officer (CEO)**

The CEO shall be appointed by the Board which shall determine their level of delegated authority. The CEO's responsibilities include the following:

- a. Daily management of the Federation under the supervision of the Board;
- b. Implement the decisions of the General Assembly, Council and Board;
- c. Administer the approved budget;
- d. Manage and direct the Secretariat;
- e. Represent the Federation in the absence of the President, or other Board or Council members, and as appropriate; the power of representation and its limits is granted by the Board;
- f. Keep the Board and Council informed about the activities of the Federation;
- g. Act as ex-officio, non-voting, member of the Board, Council and all Committees.
- h. Perform such other duties as requested by the Board.

### **SECTION 5: COMMITTEES**

#### **ART. 5.1 Permanent Committees**

The Permanent Committees of the Federation are currently:

Constitution,  
Diversity, Equity and Inclusion,  
Education,  
Intensive and Critical Care Medicine,  
Obstetric Anaesthesia,  
Pain Management,  
Paediatric Anaesthesia,  
Workforce Wellbeing,  
Safety and Quality,  
Scientific Programme,  
Sustainability.

The Board has the power to create and dissolve Permanent Committees, according to the needs of the Federation, with the approval of the Council. The composition and duties of all Permanent Committees will be specified in the Administrative Manual.

#### **ART. 5.1.1 Duties of Permanent Committee Chairs and Members**

The Committee Chairs shall be responsible for:

- a. Situating the work of the Committee within the vision, mission, objectives and programmes of the Federation;
- b. Liaising with the Director of Programmes, Director of Memberships, Chairs of other Committees where relevant, and the Head of Programmes (Secretariat);
- c. Reporting to the Board and Council (including written reports twice a year and a presentation usually once a year at in person or virtual meetings);
- d. Planning and chairing meetings of the Committee at least twice a year (quarterly if possible);

- e. Ensuring their Committee contributes to Anaesthesia Tutorial of the Week (ATOTW) and Update in Anaesthesia (UIA);
- f. Jointly managing any budget allocated to the Committee in collaboration with the Director of Programmes and the Secretariat.

Members of Committees shall:

- a. Support the work of the Federation, with the emphasis on the members' Geographical Regions;
- b. Keep up to date with the work of the Federation and its Committees so that the programmes can be delivered in a collaborative and synergistic way;
- c. Respond to all communications from their Chair and from the Board, Council and Secretariat;
- d. Provide input into the preparation of reports on the activities of their Committee, submitted by the Chair to the Director of Programmes and Council;
- e. Attend in person and online Committee meetings;
- f. Contribute to publications of the Federation by submitting at least one tutorial to the ATOTW or one article to the UIA during their term of office.

#### **ART. 5.1.2          Nomination**

Full Members may nominate individual members with appropriate experience and interest to serve on a Permanent Committee.

Individual members may self-nominate provided that there is a National or Multinational Member Society supporting for such nomination.

#### **ART. 5.1.2.1        Requirements**

Candidates for Committee membership must be members in good standing within their Member Society. Their Member Society should be a Full Member of the Federation.

Except as provided otherwise by these By-Laws, the members of the Permanent Committees shall be individuals with expertise in the area of interest to the Committee and an expression of interest in the Federation commitments to education, science, patient safety and physician well-being.

#### **ART. 5.1.3          Appointment**

The Board, in consultation with current Committee Chairs and Council, and taking into account the required diversity among individuals and within Committees, will draw up a proposed list of new Committee members and Chairs.

The new composition of the Committees is approved by the Council on the recommendation of the Board, and announced at the General Assembly.

#### **ART. 5.1.4          Term of Office**

The term of office of Committee members is two (2) years. Committee members are eligible for re-appointment for a further second and third two (2)-year term. They may serve a maximum of six (6) years on the same Committee.

Members of Permanent Committees shall serve from the time of the General Assembly at which the appointment is announced until the next regular meeting of the General Assembly held during a WCA.

With the approval of the Board and Council, members of Committees may serve one additional two (2)-year term as Chair and, thus, serve a total of eight (8) years on the same Committee.

The term of office of Committee Chairs is two (2) years. Committee Chairs are eligible for re-appointment for further two (2)-year terms, provided their total term of office in the same Committee does not exceed eight (8) years.

Committees' members who have served the maximum number of years on one Committee, may choose to apply for service on another Committee after this. They would then be eligible for re-appointment for up to three two (2)-year terms as laid out above, but no more than twelve (12) years in total.

#### **ART. 5.1.4.1 Failure of Duty and Replacement**

Membership on a Committee may be revoked if, in the opinion of the Chair of the Committee, the Director of Programmes or the Director of Memberships a member is not playing an active or sufficiently contributory role or if their Member Society has not paid its membership dues.

The Board also has the power to recommend the replacement of a Chair of a Committee, such recommendations to be approved by the Council (ART. 4.1.3). The Board may appoint new members to a Committee by co-option. This may take place at any time between General Assemblies with co-opted members serving the remainder of the term. Such co-opted members shall be eligible for further full terms of office.

#### **ART. 5.2 Ad Hoc Committees**

##### **ART. 5.2.1 Establishment, Term of Office and Duty**

The Board and Council may appoint Ad Hoc Committees as requested by the General Assembly or as arise by necessity. The Board shall determine the number of members of such Ad Hoc Committees as they set up and the Council the number of members of Ad Hoc Committee it sets up. The duties of such Committees and their anticipated duration shall be included with the announcement of the formation of such a Committee.

### **SECTION 6: FINANCE**

#### **ART. 6.1 Funds**

The funds of the Federation are derived from the following sources:

- a. Annual subscriptions paid by the Members, the scale of which shall be related to the number of members in the Member Society, in amounts established by the General Assembly;
- b. Subsidies, grants, gifts, and bequests bestowed on the Federation and accepted by the Board;
- c. Interest on capital; and
- d. Surplus funds arising from congresses held under the auspices of the Federation.

**ART. 6.2                    Official and Financial Year and Audit**

- a. The official year (and financial year) coincides with the calendar year;
- b. The Treasurer shall prepare the accounts in the Federation as of December 31 each year for an audit as soon as possible in the New Year. This audit will be undertaken and certified by an accountant assigned under the authority of the General Assembly;
- c. The Treasurer will present the complete audited accounts to the General Assembly at their next scheduled meeting for approval and adoption.

**ART. 6.3                    Expenditures**

The funds of the Federation may be expended within the limits of the budget approved by the Board and subject to any limitations provided for in these By-Laws.

**ART. 6.4                    Financial Advisor**

The Board shall have the authority to appoint a professional financial advisor(s) to assist the Treasurer and CEO.

**SECTION 7:                SECRETARIAT AND REPORTS**

**ART. 7.1                    Secretariat**

The Federation's paid staff shall be known as the Secretariat. The Secretariat shall support the activities of the Federation and will be directed by the CEO.

**ART. 7.2                    Annual Reports**

The Secretary shall forward to all Members an Annual Report of the status and actions of the Federation.

**ART. 7.3                    Annual Statements**

The annual audited financial statements of the Federation shall be made available to all Members.

**ART. 7.4                    Federation Headquarters**

The Federation shall have its principal office at an address that the Board may determine. This shall be the repository of all official records of the Federation.

**ART. 7.5 Expenses of Administration**

The expenses of the administration of the Federation shall be defrayed out of the general funds of the Federation.

**ART. 7.6 Archives**

- a. Archives of the Federation shall be stored in appropriate facilities and shall be available for research purposes upon approval by the Secretary;
- b. The material to be archived shall be determined by the Board which may take the advice of a professional archivist.
- c. The Board may appoint an Honorary Archivist who shall provide advice to the Council on such matters.

**SECTION 8: DISSOLUTION OF THE FEDERATION**

**ART. 8.1 Dissolution**

Decisions on the dissolution of the Federation can be taken only by the General Assembly with a quorum of sixty-five percent (65%) of Full Members. An affirmative vote by seventy-five percent (75%) of the Delegates present and voting shall be necessary for dissolution of the Federation.

Upon any dissolution of the Federation, or any partial or entire liquidation of its property or assets, all of the Federation's property shall, after making provision for discharge of all of the Federation's obligations, be paid over and transferred to such one or more organisations or institutions which are exempt from United States income Tax under Section 501(c) (3) and described in Section 170(c) (2) of the United States Internal Revenue Code of 1954 as the General Assembly shall determine.

In the event of liquidation following a resolution to dissolve the Federation, liquidation shall be carried out by the person appointed by the General Assembly for that purpose, which shall decide upon the power and emoluments, if relevant.

Failing the appointment of a liquidator, liquidation shall be carried out jointly by the Council then in office acting as a Panel of Liquidators. Such panels have powers without restrictions or limitations.

**SECTION 9: BY-LAWS TEXT AND AMENDMENTS**

**ART. 9.1 Text and Language**

The English text of the By-Laws shall be considered as authoritative.

**ART. 9.2 Amendments**

Proposed amendments to these By-Laws must be sent to each Member Society at least three (3) calendar months prior to the next meeting of the General Assembly, whether this be in-person, virtual or hybrid.

The proposal(s) must be included on the agenda of the next meeting of the General Assembly as the first item of business following the adoption of the Rules of Procedure and must be formally approved by two thirds (2/3) of the Delegates or Alternate Delegates present at that General Assembly whether in-person or online. Abstentions will be null and void.

**ART. 9.3                    Alteration to Amendments**

The General Assembly may, by a simple majority, alter the form of an amendment in any manner but not altering the original intent. Abstentions will be null and void.

**SECTION 10:           MISCELLANEOUS**

**ART. 10.1                Administrative Procedures**

The Board shall determine and prescribe procedural detail relative to any provision contained in these By-Laws, which prescription shall be recorded in the Administrative Manual. These procedures must be approved by majority vote of the Council, abstentions being null and void.

Approved by the WFSA General Assembly  
March 2024  
Singapore