



WFSA
WORLD FEDERATION OF SOCIETIES OF
ANAESTHESIOLOGISTS

WFSA CONSTITUTION

2016

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SECTION 1: NAME AND OBJECTIVES

ART. 1.1 NAME

The Organization bears the name World Federation of Societies of Anaesthesiologists, hereinafter referred to as "Federation".

ART. 1.2 DEFINITION

The Federation is a membership organisation established by and comprised of the Member Societies.

An anaesthesiologist is a qualified physician who has completed a nationally recognized training programme in anaesthesiology.

ART 1.3 LEGAL PERSONALITY

The Federation acts under its own Constitution and is registered as an association 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 OBJECTIVES

The objectives of the Federation are to unite anaesthesiologists, improve patient care and increase access to safe anaesthesia around the world.

The Federation aims to make available the highest standards of anaesthesia care, which includes, pain medicine, trauma management, resuscitation, perioperative, critical and intensive 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 providers 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 surgical and anaesthesia 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. Arrange the World Congress of Anaesthesiologists 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

The Shared Values bond the Member Societies as the World Federation of Societies of Anaesthesiologists. 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 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.

SECTION 2: MEMBERSHIP

ART. 2.1 CATEGORIES OF MEMBERSHIP

- a. Membership
- b. Corresponding Membership

ART. 2.2 MEMBERSHIP

Membership in the Federation shall be granted to national or regional societies of anaesthesiologists by the Council provided that they have at least five (5) anaesthesiologists within a national society or five (5) anaesthesiologists within a geographical region. Full membership entitles the society to send delegates to and to vote at the General Assembly.

ART. 2.3 CORRESPONDING MEMBERSHIP

Corresponding membership of the Federation may be granted by the Council to a group of anaesthesiologists from a country where there are fewer than five (5) anaesthesiologists or to group(s) outside the specialty who 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. 2.4 APPLICATION FOR MEMBERSHIP

A national society or group of anaesthesiologists desiring membership shall apply in writing, to the Secretary of the Federation stating which membership category they seek.

ART. 2.5 APPROVAL OF APPLICATION

Full Membership of the Federation can only be granted by the Council with a simple majority vote. Societies being admitted to membership during the course of a year may be required, by the Council, to pay a reduced membership subscription.

ART. 2.6 ENROLLMENT

A new Member Society shall be entered into the official Register of the Federation and included on the Federation website.

ART. 2.7 RIGHTS AND DUTIES OF FULL MEMBER SOCIETIES

Rights:

- a. Member Societies are entitled to representation and participation in the General Assembly, with the right to vote;
- b. Member Societies may nominate candidates to stand for election to all official bodies, Board, Council and Committees of the Federation;

- c. Member Societies 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 objectives, functions, resources and legal obligations;
- d. Member Societies confer upon their own members the right to apply for Federation grants, fellowships, scholarships, awards and other such support as may be available;
- e. Member Societies may submit, on their own initiative, or in a group, proposals to the General Assembly and to other bodies of the Federation and;
- f. Member Societies may call upon other Member Societies for support.

Duties:

- a. Member Societies agree to act in accordance with the Principles of the Federation;
- b. Member Societies agree to promote knowledge of, interest in and pursuit of the objectives of the Federation as set out in this Constitution;
- c. Member Societies agree to abide by the policies, decisions and rules of the Federation;
- d. Member Societies agree to follow the rules set out in this Constitution, as well as to apply the decisions adopted by the General Assembly and the Council;
- e. Member Societies 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. Member Societies agree to pay an annual subscription (the subscription year is the Gregorian calendar year) of the amount approved by the General Assembly;
- g. Each Member Society 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;
- h. Member Societies agree to disseminate news and communications from the Federation to their own individual members;
- i. Member Societies agree to inform the Federation, through the Secretariat, of any changes to the composition and membership of their main governing bodies and;
- j. Member Societies agree to keep the Secretary informed of any events or developments in their country or region of interest to the Federation;

ART. 2.8 LIMITATIONS

Under usual circumstances only one (1) Member Society from each country shall be admitted to membership in the Federation.

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

ART. 2.9 RESIGNATION

A Member Society must give three (3) months’ notice of termination of membership to the Secretary.

ART. 2.10 MEMBERSHIP IN ARREARS

A Member Society that fails to pay its subscription by 1 July each year shall be deemed to be in arrears for that year. Member Societies that are in arrears have no rights, privileges or voting authority.

ART. 2.11 SUSPENSION OF MEMBERSHIP

The Board may suspend membership in the Federation of a Member Society if it fails to reply to enquiries or questionnaires from the Secretary of the Federation or does not pay its subscription for two (2) consecutive years. Before the Board orders suspension every attempt should be made to contact the member society including making enquiries through its Regional Section. This suspension shall be confirmed by the next General Assembly. Suspended Member Societies have no rights, privileges or voting authority nor may they attend a General Assembly.

ART. 2.11.1 Duration of suspension

Suspension of a Member Society by the Board shall be effective until the next General Assembly unless revoked in the meantime by the Council if outstanding subscriptions are paid. If a representative of a Suspended Member Society is an Officer, a member of the Board, a member of Council, or a member of a committee, the Council may, at its discretion, declare the position vacant.

ART. 2.12 EXPULSION FROM MEMBERSHIP

The membership of any society may be terminated by two-thirds majority vote of the General Assembly if a change in the nature of the activities of a member society makes it inappropriate for continued membership, or if full and correct membership fees have not been received for more than three (3) consecutive years. Expulsion terminates all rights and privileges of that society.

ART. 2.12.1 Investigation

If any cause for expulsion of a Member Society is alleged, the circumstances shall be fully investigated by the Board that will then present its findings and recommendations to the Council.

ART. 2.12.2 Notice

The Council shall submit the findings to the Member Society concerned for explanation or comment. It shall inform the Member Society of the right of appeal.

ART. 2.12.3 Hearing

In the event of an appeal, the Council will give a hearing to the complainant (or representative) and to a representative of the Member Society whose conduct or policy has been the subject of complaint.

The Council shall give the complainant and the Member Society involved at least thirty (30) days' notice of the date, time, and place of the meeting of the Council at which the matter is to be considered. The proceedings of the meeting will not be invalidated by the absence of the complainant or of a representative of the Member Society provided due notice has been given.

ART. 2.12.4 Report

The Council shall make a written report to the General Assembly with a recommendation that either no action shall be taken or shall state the facts considered to justify expulsion.

ART. 2.12.5 Action

The recommendations of the Council involving the expulsion of a Member Society shall be presented to the General Assembly for approval. A two-thirds vote of the voting Delegates present at the General Assembly is required for expulsion, abstentions being null and void.

ART. 2.13 REINSTATEMENT TO FULL MEMBERSHIP

ART. 2.13.1 Society in Arrears

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

ART. 2.13.2 Suspended Societies

A Member Society that has been suspended may be reinstated following application to the Secretary and the payment of such arrears of subscription as the Board, at its discretion, may determine.

ART. 2.13.3 Expelled Societies

A Member Society that has been expelled from membership may be reinstated following application in the same manner as provided for with original application requirements for membership and by paying such arrears of subscriptions as the Council, at its discretion, may determine.

ART. 2.14 COUNTRIES AND GEOGRAPHICAL REGIONS

ART. 2.14.1 Recognition of Countries

The Federation normally recognizes national societies of anaesthesiologists from countries as defined by the United Nations.

ART. 2.14.2 Geographical Regions

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

1. Africa and the Middle East
2. Asia
3. Australia, New Zealand and the Pacific Islands
4. Europe
5. Central and South America, Mexico and the Caribbean Islands
6. North America

ART. 2.15 REGIONAL SECTIONS

A number of 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 a constitution or bylaws of a Regional Section, but these must be compatible with the principles of the Constitution of the Federation.

ART 2.15.1 Approval and Recognition

The Council may approve the recognition of a new or modified Regional Section.

ART. 2.15.2 Functions of the Regional Sections

A Regional Section:

1. Shall maintain linkage with the Federation, in particular, by dissemination of the information and publications of the Federation;
2. Shall liaise with the Federation with regards to activities within their geographical region, especially in the field of education, to identify needs and maximize efficient effective resource allocation,
3. May organize regional congresses with the participation of the Federation,
4. Shall implement objectives of the Federation within the region,
5. Shall strengthen the links amongst member societies within the Regional Section,
6. Shall invite the WFSA President, or a duly designated representative, to the General Assembly meetings of the Regional Section,
7. Shall participate in any common activity decided by mutual agreement with the Federation, and
8. Shall report on its annual activities at each Council meeting.
9. May, at the invitation of the Council, send a representative (in an ex-officio capacity) to the Council meetings.

ART 2.15.3 Responsibility of the Federation

The Federation shall:

1. Liaise with the Regional Section with regard to activities within their geographical region;
2. Identify needs and maximize efficient, effective resource allocation, especially in the area of education;
3. Inform the Regional Section of the decisions of the Board and Council;
4. Work in close relationship with the Regional representatives;
5. Consult the Regional Sections on proposed members for the committees of the Federation; and
6. Approve, through the Treasurer, financial loans for Regional Congresses.

SECTION 3: GENERAL ASSEMBLY

ART. 3.1 COMPOSITION

The General Assembly is composed of:

1. Voting Delegates of Full Member Societies
2. The Council and the Board, members of which may not vote unless they are also voting Delegates of a Member Society
3. Representatives of international medical organisations representing interests relevant to anaesthesiology who may be admitted by the Board and participate, but not vote, in the General Assembly.

ART. 3.2 POWERS AND FUNCTIONS

The General Assembly is the supreme decision making body and shall be entitled to take account of all matters unless they are explicitly excluded or specifically delegated elsewhere by the Constitution. Its functions shall be:

- a. To determine the policy of the Federation by receiving and approving, if appropriate, actions and recommendations presented by the Board or Council;
- b. To determine the annual subscription on the recommendation of Board, supervise the financial policy, receive, the audited accounts, and, receive the proposed budgets of anticipated income and expenditure, usually up to four (4) years in advance;
- a. To receive, accept and approve, if necessary, and if necessary take such action as deemed appropriate on the reports of the Council and the Board;
- b. To initiate change in policy or activity according to the actions of the members of the Federation;
- c. To approve any changes to the Constitution;
- d. To requisition a General Assembly;
- e. To elect and remove members of the Council (and the Board); and
- f. To set and agree the Federation's overarching objective(s).

ART. 3.3 MEETINGS

- a. The General Assembly shall meet in ordinary session on the occasion of each World Congress.
- b. The General Assembly shall meet at such other times and places as may be determined by the Council or the Board.
- c. The General Assembly may recess from time to time, as is necessary to complete its business.
- d. There shall be provision for a second General Assembly session at each World Congress if needed.
- e. Alternate Delegates (See Art. 3.6), registered for the Congress, may be admitted as observers to the General Assemblies within the limits of space.
- f. Delegates of Member Societies with a single vote may have the assistance of an advisor within the limits of space, but such advisors may be required to withdraw whilst ballots are conducted.
- g. A nominated representative of a Corresponding Member Society may address the General Assembly at the discretion of the President.

ART. 3.4 DELEGATES

ART. 3.4.1 Definition:

The term Delegate denotes a representative of a Member Society

ART. 3.4.2 Requirements:

Each Delegate shall be an anaesthesiologist in good standing in the Member Society that the individual represents and whose name has been submitted in advance to the Credentials Committee.

ART. 3.4.3 Representation:

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

ART. 3.4.4 One Position Only:

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

ART. 3.4.5 Credentials:

The Credentials Committee shall certify each Delegate.

ART. 3.4.6 Substitution:

A Delegate shall serve without substitution at all sessions of the General Assembly unless the Credentials Committee certifies an Alternate Delegate.

ART. 3.4.7 Voting:

Only individuals certified by the Credentials Committee as Delegates or Alternate Delegates may vote.

ART. 3.4.8 Expenses:

The expenses of individuals attending the meeting as Delegates or Alternate Delegates shall not be borne by the Federation.

ART. 3.5 NUMBERS OF DELEGATES

Full Member Societies 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 adopted by the General Assembly.

ART. 3.6 ALTERNATE DELEGATES

A Member Society may appoint Alternate Delegates for any or all of its Delegates. Such Alternate Delegates shall adopt all the responsibilities of the replaced Delegate if certified by the Credentials Committee.

ART. 3.7 NOTIFICATION OF REPRESENTATION

Member Societies are requested to confirm to the Secretary of the Federation the names(s) of their Delegate(s) and Alternate Delegate(s) before the first session of the General Assembly. Failure to do so means that they may be excluded by the Council from participating in the General Assembly.

ART. 3.8 VOTING IN THE GENERAL ASSEMBLY

- a. Delegates (or credentialed alternates) shall usually vote electronically or by a show of hands except when a secret ballot is called for;
- b. If the vote is equally divided, the President shall be entitled to cast a vote;
- c. Societies with more than two (2) Delegates may choose to record their votes on a single sheet to facilitate counting of votes.
- d. Individual Delegates are not bound to vote in a similar manner within each Member Society;
- e. Voting shall usually be conducted electronically. Alternatively voting may be by a show of hands unless, before the vote is taken, ten (10) Delegates present request that the vote be by secret ballot or unless the President so decrees.

ART. 3.9 VOTING MARGINS

- a. All resolutions, unless otherwise stated in the Constitution, shall be determined by a simple majority of the votes cast;

ART. 3.10 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 the Member Societies with the notice calling the General Assembly meeting. Such notice shall be served at least 3 months before the meeting. The published Agenda may be modified by a majority vote of the General Assembly.

ART. 3.11 MINUTES

The proceedings of the General Assembly, which shall include the full wording of all Resolutions, not including whereas phrases, shall be recorded in the Minutes, signed by the President and the Secretary. The Secretary shall keep the original at the Federation's Headquarters and it should be available for inspection. A copy of the Minutes shall be sent to all Member Societies within six (6) months of the General Assembly.

ART 3.12 DISSOLUTION OF THE FEDERATION

Decisions on the dissolution of the Federation can be taken only by the General Assembly with a quorum of sixty-five percent and a qualified majority of seventy-five percent of the Member Societies present and voting.

ART. 3.13 ADDITIONAL BUSINESS

The General Assembly shall deal with the items on the agenda and any such matters as it may decide to add thereto. However, any such added business must be referred to the Board for review and recommendation if it involves financial expenditure for which provision has not been made.

ART. 3.14 EXTRAORDINARY MEETINGS OF THE GENERAL ASSEMBLY

Extraordinary Meetings of the General Assembly may be convened. If convened by the Board, the Council or at the request of not less than two-thirds of the Member Societies, written notice of the time and place of the meeting shall be mailed to each Member Society at least six (6) months in advance. If the meeting has not been convened within two (2) years, those Member Societies requesting the meeting may convene an Extraordinary General Assembly Meeting and, if the President is not present, a Presiding Officer shall be elected from the membership of the Council.

ART 3.15 EXTRAORDINARY RESOLUTIONS OF THE GENERAL ASSEMBLY

Extraordinary Resolutions of the General Assembly may be made without convening a meeting if, in the opinion of a majority of members of the Council, the circumstances necessitate. In such cases the wording of a proposed resolution must be circulated to all Member Societies allowing at least 2 months for response. This may be done electronically.

Voting on such resolutions will be administered by the Secretary. A quorum will be 40 Member Societies, of which a simple majority would need to approve any resolution for it to be passed. Votes may be cast by the Presidents (or their nominees) on behalf of all Member Societies eligible to vote, the number of delegates (votes) attributed to each National Society being calculated according to the same formula as was used at the previous General Assembly unless otherwise agreed.

ART. 3.16 RULES OF PROCEDURE

ART. 3.16.1 Adoption of Rules of Procedure:

Rules of Procedure shall be prepared by the Secretary and President, approved by the Council and adopted by the General Assembly, as the first item of business, to regulate the conduct of the meeting. 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. A basic Rules of Procedures shall be published in the Administrative Manual. These Rules of Procedures shall regulate the conduct of the meeting. The Basic Rules of Procedures may be modified by the Secretary and President, approved by the Council, and adopted by the General Assembly as the first item of business.

ART. 3.16.2 Reports of any Reference Committee

In the event of a second 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 General Assembly.

ART. 3.16.3 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 upon it.

ART. 3.16.4 New Business

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

ART. 3.16.5 Failure to Report

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

ART. 3.16.6 Resolutions and Motions

- a. All motions for resolution shall be submitted in writing to the Secretary;
- b. All motions for resolution must be put to the General Assembly by an Officer or a Delegate except:
 - Reference Committee Chairs may put forward motions pertaining to any matter that has been referred to or considered by their Committee;
 - Committee Chairs may put forward motions pertaining to any matter relevant to the report of their respective committee.

ART. 3.16.7 Debate

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

ART. 3.16.8 Appeals, challenges and claims of illegality

- a. All decisions of the Chair 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. 3.16.9 Parliamentary Authority

The latest edition of Robert's Rules of Order or other recognised Parliamentary authority 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 Constitution of the Federation.

ART. 3.17.9 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 and/or parliamentary 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 Constitution of the Federation.

ART. 3.17.10 Presiding Officer

The President shall serve as the Presiding Officer. If the President cannot preside, the Presiding Officer shall be the President Elect / Immediate Past President.

ART. 3.17.11 Quorum

The presence of certified Delegates from over forty (40) Member Societies shall constitute a quorum.

ART. 3.18 REFERENCE COMMITTEE(S)

ART. 3.18.1 Appointment

The Council may recommend the appointment of one or more reference committees to hear testimony about items of business brought before the General Assembly. The President shall appoint members and a Chair of a reference committee upon the advice of the Council and it shall have representation from all geographical regions listed in Article 2.14.2 of this Constitution.

ART. 3.18.2 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 President, 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 Procedures of the Federation.

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 (Member Societies, Regions, Committees) 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 General Assembly and Member Societies by the Council.

ART. 4.1.2 Composition

The Council shall include:

- a. Twelve (12) representatives of Member Societies who shall be at-large members. Each Geographical Region defined in Art 2.14.2 shall be represented on the Council with at least one individual
- b. The Officers as listed in Art. 4.3
- c. The Chairs of the following committees: Constitution, Education, Obstetric Anaesthesia, Pain Management, Paediatric Anaesthesia, Professional Wellbeing, Publications, Safety and Quality of Practice, and Scientific Affairs.

The Chairs of the next World Congress of Anaesthesiologists (WCA) Congress Organizing Committee (COC), the World Congress Venue Committee, Credentials Committee, and the Webmaster are not members of the Council but may be invited to Council meetings. Chairs of Regional Sections, or their representatives, may also be invited as may any other individuals that the Council considers relevant to the agenda.

ART 4.1.2.1

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 WFSA. They shall serve without vote. They may be patient or lay representatives as well as anaesthesiologists from member societies.

ART. 4.1.3 Chair

The President of the WFSA shall chair all meetings of the Council.

ART 4. 1. 4 Quorum

A simple majority of the voting members shall constitute a quorum.

ART. 4.1.5 Voting

All members of the Council have the right to vote on all issues before the Council. The Chair holds the casting vote in the event of a tie.

Decisions of the Council are adopted by a simple majority.

ART. 4.1.6 Nominations

The Council and Member Societies can make nominations for membership of the Council: a) the Council shall submit a list(s) of nominees to member societies four (4) months before the General Assembly is to meet and b) counter, or additional, nominations may be made by three societies, acting collectively (one of which must be the Member Society to which the candidate is affiliated) 1 month before the General Assembly meets.

ART. 4.1.7 Requirements

Members of the Council must be, or have been Delegates (or Alternate Delegates) of the Member Society and must be present at the General Assembly when they are nominated.

ART. 4.1.8 Election

The General Assembly shall elect the at-large Officers and Geographical Region members of the Council by secret ballot. The Geographical Region representatives shall be elected by voting within each region. The results shall be announced at the General Assembly.

ART. 4.1.9 Term of Office

At-large members of the Council shall be elected to one four-year (4) term, which is renewable for another four-year (4) term.

ART. 4.1.10 Duties

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

- a. To receive and review reports and minutes of the Board and make recommendations accordingly.
- b. To consider and discuss relevant matters raised by the Board, Committees, and Member Societies.
- c. To be active on behalf of the Federation, at least within their geographical region and often worldwide.
- d. To contribute at least once per year to the "newsletter" of the individual's society and this should include the Federation's activities, ideals, aims, shortcomings and successes. Fellow Council members and the Federation secretariat should receive a copy of these contributions.
- e. To receive the financial reports of the Federation and make recommendations accordingly.
- f. To annually elect two (2) members of the Council to serve as voting members of the Board for a term of one year.
- g. To elect a successor to fill the term of office if a vacancy occurs on the Board.
- h. To approve the Board's recommendations regarding Chairs and members of Permanent Committees;
- i. To prepare the list of nominees for officer positions and at-large positions on the Council;
- j. To respond to relevant matters referred to it by the Board, the General Assembly and Member Societies;
- k. To propose any changes to the Constitution, such changes to be considered at the next General Assembly.

ART. 4.1.11 Vacancies

If a vacancy arises from any cause, the Council shall appoint a successor to fill the vacancy until the next meeting of the Council. In so doing, as far as possible, the geographical representation of the Council shall be preserved. Such electees shall be eligible for a further full term of office.

ART. 4.1.12 Meetings

The Council shall convene prior to and during the World Congress and whenever the need arises. Usually the Council meets every year.

ART. 4.1.13 Special Meetings

Upon receiving a request signed by not less than six (6) members of the Council and specifying the business for which a special meeting is needed, the President shall call a special meeting of the Council through the Federation headquarters. The time and place, or means, at which a special meeting shall be held and its purpose shall be specified in the official notice calling the meeting and sent by the Secretary.

ART. 4.1.14 Business by correspondence or electronic means

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

ART. 4.1.15 Minutes

The Secretary shall keep the Minutes of the proceedings of each meeting of the Council. The Minutes shall be circulated to the members of the Council within four (4) weeks of the meeting and be confirmed by the Council at its next meeting.

ART. 4.1.16 Failure of Duty

- a. Members of the Council, who regularly fail to achieve their duties as outlined 4.1.10, will be notified by the Board, which will also consider the circumstances of that failure.
- b. The Council, upon recommendation of the Board, shall have the authority to suspend members of the Council who fail in their duty, provided a two-thirds majority vote in favour of suspension is obtained.
- c. The Council shall have the authority to co-opt another member from the same geographical region to replace a suspended Council Member and that replacement shall be considered to be fulfilling the original term of office.

ART. 4.2 BOARD OF DIRECTORS (The Board)

ART. 4.2.1 Functions

The Board is the body which governs the Federation between General Assemblies

ART. 4.2.2 Composition

The Board is composed of the President, the President Elect / Immediate Past President, Secretary, Treasurer, the Director of Programmes, Director of Partnerships and the CEO who is ex-officio with no voting rights. The President shall be the Chair of the Board.

Two (2) further members of the Board are elected annually by the Council from amongst the Council membership. These members have a vote and serve for a calendar year with an option of being re-elected for one more year.

Co-opted Council members may also be co-opted to serve on the Board if, by majority opinion, this would further the interests of the WFSA. These co-opted members would serve without vote.

ART. 4.2.3 Duties

The Board shall:

- a. Carry out the daily management of the Federation according to the decisions of the General Assembly taking account of the recommendations of the Council.
- b. Appoint and dismiss the Chief Executive Officer (CEO) of the Federation;
- c. Take measures designed to further the purposes of the Federation;
- d. Prepare the agenda of the General Assembly and forward the same to the Member Societies with written notice of the Assembly time and place;
- e. Review the Constitution when deemed necessary and advise the Council and the General Assembly on proposed changes;
- f. Consider the names of candidates nominated by the member National Societies for membership on the Council and subsequently submit a list of possible nominees to the Council with recommendations;
- g. Receive and accept the annual audited financial accounts of the Federation;
- h. Approve and adopt the annual budgets proposed by the Treasurer.
- i. Submit a recommended 4-year budget to the General Assembly every 4 years;
- j. Review the report of the Treasurer regarding the amount and manner of payment of the annual subscriptions and present a recommendation to Council and General Assembly for action;
- k. Review and approve the placement of the Federation's funds;
- l. Ensure that an Administrative Manual is maintained. This manual must be concurrent with policies and procedures established by the General Assembly and should be shared with the Council.
- m. Prepare an Agenda for Council meetings;
- n. Recommend to Council the Chairs and Members of the Committees; and
- o. Perform such other duties as are prescribed in the Constitution.

With reference to clause 4.2.3. The Board may delegate all or part of the daily management of the Federation to a Chief Executive and will be responsible for managing the work of that individual.

ART. 4.2.4 Powers

In addition to these duties, the Board may:

- a. Invite, at its discretion, other organizations to send observers to the General Assembly;
- b. Appoint ad hoc committees to further expedite and carry on activities resulting from implementation of the purposes and aims 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 four (4) times per year. The President shall have the power to decide what Board business may be conducted by correspondence, telephonic or electronic means. The President may request the members of the Board to cast their vote on such business in writing, e-mail, or other telephonic/electronic means, all with confirmation of receipt.

ART. 4.2.6 Quorum

No business shall be transacted unless at least a majority of the voting members are participants in the proceedings.

ART. 4.2.7 Voting

All voting members of the Board have the right to vote on all issues before the Board. A simple majority shall be sufficient to carry a resolution. The President shall have a casting vote only if the original vote results in a tie.

ART. 4.2.8 Minutes

The Secretary shall keep the Minutes of the proceedings of each meeting of the Board and will circulate them to all members within four (4) weeks of the actual meeting. They will be reviewed and confirmed at the next meeting of the Board. A report summarizing the actions of the Board shall be forwarded to all members of the Council and summarized in an Annual Report to the Council and to the Member Societies.

ART. 4.2.9 Vacancy

If a vacancy arises from any cause, the Board itself shall appoint a successor (normally from the Council) to fill the vacancy until the next meeting of the Council. At that time the Council shall elect a successor to fill the remainder of the term of office. Such successors shall be eligible for a further full term of office.

ART. 4.3 OFFICERS

The officers of the Federation shall be:

President
President Elect / Immediate Past President
Secretary
Treasurer
Director of Programmes
Director of Partnerships

ART. 4.3.1 Nomination of officers

A nominee for a position as an Officer must have served as a Delegate or an Alternate Delegate of a Member Society at the General Assembly and preferably should have served as a member of the Council.

The Council shall make preliminary nominations for the positions of President, Secretary, Treasurer, Director of Partnerships and Director of Programmes at least four (4) months prior to the meeting of the General Assembly. The nominations shall be forwarded to the Member Societies for their information.

Additional nominations for any of the positions may be made by any three (3) Member Societies (acting in aggregate) and must be received by the Secretary of the Federation at least one (1) month before the meeting of the General Assembly. The Secretary must send a confirmation.

The final list of nominees will be decided by preferential voting within the Council before the first session of the General Assembly.

ART. 4.3.2 Election of Officers

The General Assembly shall elect the Officers from the final list of nominees proposed by the Council. This list may contain one or more names for each position. A simple majority for one individual shall prevail. 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 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.

Of the candidates standing for the position of President the two who receive the most votes shall duly be elected as President and President Elect. They shall decide between themselves who serves the first term as President, in the event that they are unable to come to a decision then the Board will decide.

ART. 4.3.3 Term of Office

Except for the President, Officers shall be elected for a term of four (4) years.

ART. 4.3.4 President

ART. 4.3.4.1 Term of Office

The term of office of the President extends from the close of the General Assembly at which the election took place until the installation of the President Elect as President exactly two (2) years later. No person may be elected to serve as President for more than one (1) term.

After 2 years the President shall become the Immediate Past President The President Elect shall become the President and shall serve until the end of the General Assembly at the next World Congress.

ART. 4.3.4.2 Duties

The President shall:

- a. Be the overall leader of the WFSA and chair the Board;
- b. Preside over the meetings of the General Assembly, the Council and the Board;
- c. Contribute to the mission of the WFSA;

- d. Be a member and chair of the Council;
- e. Be an ex-officio member of all other committees of the Federation; and
- f. Perform such other duties as are provided in the Constitution.

ART 4.3.4.3 President Elect / Immediate Past President

Term of Office

The offices of President Elect and of Immediate Past President are two (2) year terms.

Duties

- a. Be a member of the Board;
- b. Deputise for the President as required;
- c. Assume the role of President if for any reason the President is unable to perform his / her duties;
- d. Contribute to the mission of the WFSA;
- e. Perform such other duties as are provided in the Constitution.

ART. 4.3.5 Secretary

ART. 4.3.5.1 Term of Office

The term of office of the Secretary extends from the close of the General Assembly at which the election took place until the close of the next regular meeting of the General Assembly. Election for more than one (1) full term is prohibited.

ART. 4.3.5.2 Duties

The Secretary shall:

- a. Serve as the Secretary of the General Assembly, Council, and the Board;
- b. Execute all official documents when an official signature is required, although the Board may authorize any other member of the Board or the CEO to execute official documents when necessary or appropriate;
- c. Supervise the safekeeping of all records in the Federation headquarters other than those pertaining to financial matters;
- d. Maintain a Register of Member Societies;
- e. Notify all Member Societies of all meetings of the Federation (international, regional and national);
- f. Forward to all Member Societies an Annual Report of the Federation;
- g. Inform the Director of Programmes regularly of all affairs of his office;
- h. Be a member of the Constitution Committee; and
- i. Perform such other duties as provided in the Constitution

ART. 4.3.6 Treasurer

ART. 4.3.6.1 Term of Office

The term of office of the Treasurer extends from the close of the General Assembly at which the election took place until the close of the next regular meeting of the General Assembly. Election for more than one (1) full term is prohibited.

ART. 4.3.6.2 Duties

The Treasurer shall:

- a. Act as the official custodian of all funds of the Federation, except as otherwise specifically provided in the Constitution;
- b. Be responsible for detailed accounting of all receipts and disbursements and the safekeeping of the financial records and securities of the Federation as detailed in the Administrative Manual;
- c. Submit a written report at each meeting of the Board, Council, and the General Assembly concerning the financial transactions of the Federation, the funds in his care, and the actions he has taken as Treasurer;
- d. Submit an annual budget for approval to the Board;
- e. Report annually to the Board on the payment of annual subscriptions by Member Societies;
- f. Recommend a per diem allowance to servants of the Federation, when appropriate, subject to approval by the Board;
- g. Inform and consult with the Director of Partnerships on all financial matters of the Federation;
- h. Lead the financial and investment strategy of the Federation; and
- i. Perform such other duties as provided in the Constitution.

ART. 4.3.7 Director of Programmes

ART. 4.3.7.1 Term of Office

The General Assembly will elect a Director of Programmes. The term of office of the Director of Programmes extends from the close of the General Assembly at which the election took place until the close of the next regular meeting of the General Assembly. Election for more than one (1) full term is prohibited.

ART. 4.3.7.2 Duties

The Director of Programmes shall:

- a. Be a member of the Board;
- b. Provide oversight of WFSA Programmes;
- c. Work with the Secretariat and Committee Chairs to coordinate planning and delivery of WFSA Programme activities;
- d. Ensure adequate reporting of Committee activities by Committee Chairs;
- e. Provide technical knowledge and clinical know-how to the Secretariat;
- f. Take over the duties of the Secretary if the Secretary cannot fulfil those duties for whatever reason;
- g. Support the Secretary as required in the completion of duties;

ART. 4.3.8 Director of Partnerships

ART. 4.3.8.1 Term of Office

The General Assembly shall elect a Director of Partnerships. The term of office of the Director of Partnerships extends from the close of the General Assembly at which the election took place until the close of the next regular meeting of the General Assembly. Election for more than one (1) full term is prohibited.

ART. 4.3.8.2 Duties

The Director of Partnerships shall:

- a. Be a member of the Board;
- b. Lead the external partnerships strategy of the Federation and encourage full involvement across the organisation;
- c. Foster relationships with industry, philanthropy, institutional donors and other stakeholders who share the aims of the Federation;
- d. Promote and monitor the Federation's income generation activity to help meet programme requirements;
- e. Take over the duties of the Treasurer if the Treasurer cannot fulfil those duties for whatever reason; and
- f. Support the Treasurer as required in the completion of duties.

ART 4.4 Chief Executive

The Chief Executive Officer shall be appointed by the Board which shall determine his / her level of delegated authority. The CEO carries out the following functions inter alia:

- a. Implement the decisions of the General Assembly, Council and Board;
- b. Administer the approved budget;
- c. Manage and direct the Secretariat;
- d. In the absence of the President, or other Council members, and as appropriate, represent the Federation internally and externally;
- e. Keep the Board and Council informed on the activities of the Federation;
- f. Act as an ex-officio, non-voting, member of the Board, Council and all Committees.

SECTION 5: COMMITTEES

ART. 5.1 PERMANENT COMMITTEES

The Board, with the approval of Council, can create and dissolve Committees according to the needs of the Federation.

The Permanent Committees of the WFSA are:

Constitution, Credentials, Education, Obstetric Anaesthesia, Pain Management, Paediatric Anaesthesia, Professional Wellbeing, Publications, Safety and Quality of Practice, Scientific Affairs, World Congress Organising, and World Congress Venue.

Nomination:

Member Societies may nominate Individual members of the WFSA with appropriate experience and interest to serve on a committee. Individual members may self-nominate provided that there is national society and regional society support for such nomination.

Outgoing Chairs of Committees may make recommendations to the Council regarding potential successors.

Confirmation:

All nominations shall be considered and confirmed by the Council.

ART. 5.1.1 Committee Membership

Except as provided otherwise by this Constitution, 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, and patient safety and physician well-being. Members shall:

- a. Serve their Committee as active participants for a term of four (4) years with a possible second four-year (4) term;
- b. Respond to all communications from their Chair and from the WFSA Board and Council;
- c. Provide reports on the activities of their Committee to the Secretary of the WFSA at least twice every year (these reports to be submitted by the Chair of each Committee in January and July);
- d. Serve from the time of the General Assembly at which the appointment is made until the next regular meeting of the General Assembly;

Under exceptional circumstances and with the approval of the Council, members may serve an additional four (4) year term as Chair and, thus, serve a total of twelve (12) years on a given committee.

Membership on a Committee may be revoked if, in the majority opinion of the Council, a member is not playing an active or sufficiently contributory role or if their National Society has not paid its dues. The Board also has the power to recommend the replacement of a Chair of a Committee, such recommendations to be approved by Council, and 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 four year term.

ART 5.1.1.1 Composition and Duties

The composition and duties of all Committees will be specified in the Administrative Manual which will be reviewed periodically by the Board.

ART. 5.2 AD HOC COMMITTEES

ART. 5.2.1 Establishment, term and duty

The Board may appoint Ad Hoc Committees as requested by the General Assembly or as the necessity arises. The President shall determine the number of members. The duty and term 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 Member Societies, the scale of which shall be related to the number of members in the Member Society, in amounts established as provided in this Constitution;
- 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 approved by the Board;
- c. The Treasurer will present the complete audited accounts to the Board 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 this Constitution.

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 ANNUAL REPORTS

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

ART. 7.2 ANNUAL STATEMENTS

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

ART. 7.3 FEDERATION HEADQUARTERS

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

ART. 7.4 EXPENSES OF ADMINISTRATION

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

ART. 7.5 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 on the advice of a professional archivist.
- c. The Council may appoint an Honorary Archivist who shall provide advice to the Council on such matters in consultation with a professional archivist.

SECTION 8: DISSOLUTION

ART. 8.1 DISSOLUTION

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: CONSTITUTION TEXT AND AMENDMENTS

ART. 9.1 TEXT AND LANGUAGE

The English text of the Constitution shall be considered as authoritative.

ART. 9.2 AMENDMENTS

Proposed amendments to this Constitution must be sent to each Member Society at least three (3) calendar months prior to the next meeting of the General Assembly. 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 of the Delegates or Alternate Delegates present at that General Assembly.

ART. 9.3 ALTERATIONS 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.

ART. 9.4 EMERGENCY AMENDMENTS

Proposed amendments, deemed to be emergency in nature, may be submitted in writing at the General Assembly. Affirmative action on a proposed emergency amendment requires a three quarter (3/4) vote of the members present.

SECTION 10: MISCELLANEOUS

ART. 10.1 ADMINISTRATIVE PROCEDURES

The Board shall determine and prescribe procedural detail relative to any provision contained in these Bylaws, which prescription shall be recorded in the "Administrative Manual." These procedures must be approved by majority vote of the Council.

Approved by the WFSA General Assembly
28 August 2016
Hong Kong