W.F.S.A

CONSTITUTION

2012

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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

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

ART. 1.3 OBJECTIVES

The objectives of the Federation are exclusively educational, scientific, and charitable in nature and are to make available the highest standards of anaesthesia, pain medicine, trauma management, resuscitation, and preoperative/critical care medicine to all peoples of the world and to disseminate the same amongst them.

In pursuit of those aims, it shall:

a. Assist and encourage the formation of national societies of anaesthesiologists;
b. Promote education, research and the dissemination of scientific information;
c. Arrange at regular intervals a World Congress of Anaesthesiologists and sponsor Regional Congresses;
d. Encourage meetings of special groups within the specialty and make provision for them to meet where appropriate at the aforementioned Congresses;
e. Recommend desirable standards for training in anaesthesiology;
f. Provide information regarding opportunities for postgraduate training and research;
g. Encourage the establishment of safety measures including the standardization of equipment;
h. Advise and consult, upon request, national and international anaesthesia organizations;
i. Apply all other lawful means that may be conducive to the objectives of the Federation.

SECTION 2: MEMBERSHIP

ART. 2.1 CATEGORIES OF MEMBERSHIP

a. Membership
b. Provisional Membership
c. Corresponding Membership

ART. 2.2 MEMBERSHIP

Membership in the Federation shall be granted to national or regional societies of anaesthesiologists by the General Assembly provided that they have at least ten (10) anaesthesiologists within a national society or ten (10) anaesthesiologists within a geographical region. Full membership entitles the society to send delegates to and to vote at the General Assembly.

ART. 2.3 PROVISIONAL MEMBERSHIP

The Executive Committee may grant provisional membership of the Federation to a national or regional society that applies for membership between meetings of the General Assembly. Provisional membership entitles a society to send delegates to attend and participate but not vote at the next General Assembly. By action of the next General Assembly, provisional membership shall be upgraded to full membership or be discontinued.

ART. 2.4 CORRESPONDING MEMBERSHIP

Corresponding membership of the Federation may be granted by the Executive Committee to a group of anaesthesiologists from a country where there are fewer than ten (10) 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. 2.5 APPLICATION FOR MEMBERSHIP

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

ART. 2.6 APPROVAL OF APPLICATION

Full Membership of the Federation can only be granted by the General Assembly with a simple majority vote. Between meetings of the General Assembly the Executive Committee, after due enquiry by the Secretary, may grant Provisional Membership until such time as the General Assembly again meets. Societies being admitted to membership during the course of a year may be required, by Executive Committee, to pay a reduced membership subscription.

ART. 2.7 ENROLLMENT

Upon acceptance by the General Assembly, a new Member Society shall be entered into the official Register of the Federation.

ART. 2.8 OBLIGATIONS AND DUTIES OF MEMBERSHIP

Each Member Society shall:

a. Make prompt (within a reasonable time limit specified by the Secretary) reply to all enquiries and questionnaires from the Secretary;
b. Shall pay an annual subscription (The subscription year is the Gregorian calendar year.) The Society annual subscriptions are due by July 1 every year and if not paid by that date will put the Society in a category of Membership in Arrears;
c. Keep the Secretary informed of any events and developments in its country of interest to the Federation; and
d. Do all in its power to promote the knowledge of, and an interest in, the objectives and work of the Federation.

ART. 2.9 LIMITATIONS

Only one (1) national society from each country shall be admitted to membership in the Federation except as follows:

If a nation, because of prevailing political circumstances, is divided into two or more parts with separate governments, the General Assembly, on the advice of the Executive Committee, may recognize more than one (1) society. Each society will be representative of a part of the country with the same requirements, obligations, and duties, rights and privileges that are accorded to other Member Societies, as provided for in this Constitution.

ART. 2.10 RESIGNATION

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

ART. 2.11 MEMBERSHIP IN ARREARS

A member society that fails to pay its subscription by the date required shall be deemed to be in arrears for that year. Members that are in arrears have no rights, privileges or voting authority.

ART. 2.12 SUSPENSION OF MEMBERSHIP

The Executive Committee may suspend membership of the Federation if a member society 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 suspension is ordered by the Executive Committee every attempt should be made to contact the member society including making enquiries through any Regional Section. This suspension shall be confirmed by the next General Assembly. Suspended members have no rights, privileges or voting authority nor may they attend a General Assembly. Full membership may be re-instated upon receipt of all past and current dues after the recommendation of the Executive Committee and the approval of re-instatement by the General Assembly.

ART. 2.12.1 Duration of suspension

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

ART. 2.13 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. Expulsion terminates all rights and privileges of that society.

ART. 2.13.1 Investigation

If any cause for expulsion of a member society is alleged, the circumstances shall be fully investigated by the Management Group that will then present its findings and recommendations to the Executive Committee.

ART. 2.13.2 Notice

The Executive Committee 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. 2.13.3 Hearing

In the event of an appeal, the Executive Committee 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 Executive Committee 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 Executive Committee 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. 2.13.4 Report

The Executive Committee 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. 2.13.5 Action

The recommendations of the Executive Committee 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. 2.14 LOSS OF RIGHTS

Any member society that, for any reason, ceases to be a Member of the Federation will lose all rights pertaining to membership.

ART. 2.15 REINSTATEMENT TO FULL MEMBERSHIP

ART. 2.15.1 Society in Arrears

The Executive Committee may reinstate a member society that is in arrears on payment of outstanding subscriptions.

ART. 2.15.2 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 Executive Committee, at its discretion, may determine. Such reinstatement shall be confirmed by the next General Assembly.

ART. 2.15.3 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 Executive Committee, at its discretion, may determine. Such reinstatement shall be confirmed by the next General Assembly.

ART. 2.16 COUNTRIES AND GEOGRAPHICAL REGIONS

ART. 2.16.1 Recognition of Countries

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

ART. 2.16.2 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. 2.17 REGIONAL SECTIONS

A number of member societies located in the same geographical region as described in 2.16.2 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 it must be compatible with the principles of the Constitution of the Federation.

ART 2.17.1 Provisional Approval

The Executive Committee may provisionally approve the recognition of a Regional Section which shall be effective until action is taken by the General Assembly.

ART 2.17.2 Recognition

The General Assembly, upon recommendation of the Executive Committee, may approve this written application for recognition from the proposed Section. Final approval of a Regional Section shall be by a majority vote of the General Assembly. This approval does not grant the privileges of a delegation to the General Assembly.

ART. 2.17.3 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 Executive Committee meeting.

ART 2.17.4 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 Executive Committee;
4. Appoint a member of the Executive Committee to liaise with each Regional Section; and
5. Consult the Regional Sections on proposed members for the committees of the Federation.

SECTION 3: GENERAL ASSEMBLY

ART. 3.1 COMPOSITION

The General Assembly is composed of:

1. Voting Delegates of Full Member Societies
2. The Executive Committee and the Management Group, 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 Executive Committee 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 Executive Committee;
b. To determine the annual subscription on the recommendation of the Executive Committee, supervise the financial policy, receive, scrutinise and accept the audited accounts, and, receive and approve the proposed budgets of anticipated income and expenditure, usually up to five (5) years in advance;
c. To receive, accept and approve, if necessary, and if necessary take such action as deemed appropriate on the reports of the Executive Committee and Management Group; and
d. To initiate change in policy or activity according to the actions of the members of the Federation.

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 Executive Committee or Management Group.
c. The General Assembly may recess from time to time, as is necessary to complete its business.
d. There shall be a minimum of two (2) General Assembly sessions at each World Congress separated by at least twenty-four (24) hours.
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 anesthesiologist in good standing in the Member Society that the individual represents and whose name has been submitted in advance to the Secretary of the Federation.

ART. 3.04.3 Representation:

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

ART. 3.04.4 One Position Only:

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

ART. 3.04.5 Credentials:

The Credentials Committee shall certify each Delegate.

ART. 3.04.6 Substitution:

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

ART. 3.04.7 Voting:

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

ART. 3.04.8 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 and published in the Administrative Manual.

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) four (4) weeks before the first session of the General Assembly and MUST do so at least twenty-four (24) hours before the opening of the first session of the General

Assembly or they may be excluded by the Executive Committee from participating in the General Assembly.

ART. 3.8 VOTING IN THE GENERAL ASSEMBLY

a. Delegates (or credentialed alternates) shall vote 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 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[1], shall be determined by a simple majority of the votes cast;
b. Any resolution to amend the Constitution or to dissolve the Federation or to admit or to expel any Member Society requires an affirmative vote of two-thirds of the Delegates or Alternate Delegates present at that General Assembly, abstentions being null and void.

ART. 3.10 AGENDA AND PROCEEDINGS

A general outline of the proposed Agenda for the first and second sessions of the General Assembly shall be published in the Administrative Manual. The final Agenda of the General Assembly may be modified from this and shall be prepared by the Secretary, in consultation with the Management Group.

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 AMENDMENTS TO THE CONSTITUTION

The General Assembly shall not be entitled to amend the Constitution or move the dissolution of the Federation unless either the matter has been notified to all Member Societies not less than three (3) months prior to the meeting or there are Delegates of more than two-thirds of Full Member Societies present at the meeting.

[1] Article 3.12

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 Executive Committee 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 Executive Committee 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 Executive Committee.

ART. 3.15 RULES OF PROCEDURE

ART. 3.15.1 Adoption of Rules of Procedure:

Rules of Procedure shall be prepared by the Secretary and President, approved by Executive Committee 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 Executive Committee, and adopted by the General Assembly as the first item of business.

ART. 3.15.2 Reports of any Reference Committee

The second General Assembly 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. 3.15.3 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. 3.15.4 New Business

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

ART. 3.15.5 Failure to Report

If a Reference Committee fails to report to the second General Assembly 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. 3.15.6 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 Chairmen may put forward motions pertaining to any matter that has been referred to or considered by their Committee;
- Permanent or other Committee Chairmen may put forward motions pertaining to any matter relevant to the report of their respective committee.

ART. 3.15.7 Debate

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

ART. 3.15.8 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. 3.15.9 Parliamentary Authority

The latest edition of Robert's Rules of Order[2] 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. 3.15.10 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. 3.15.11 Presiding Officer

The President shall serve as the Presiding Officer. If the President cannot preside, the Presiding Officer shall be the Chair of the Executive Committee.

ART. 3.15.12 Quorum

Either fifty (50) percent of the certified voting Delegates, or the presence of certified Delegates from over forty (40) Member Societies, including two (2) from each geographical region, shall constitute a quorum.

[2] Gen Robert, H.M., Corbin Robert, S., Robert, H.M. III, Honemann, D.H., Balch, T.J. *Robert's Rules of Order*1876

ART. 3.16 REFERENCE COMMITTEE(S)

ART. 3.16.1 Appointment

The Executive Committee 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 Executive Committee and it shall have representation from all geographical regions listed in 4.1.02 of this Constitution.

ART. 3.16.2 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, Executive Committee, 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: EXECUTIVE COMMITTEE, MANAGEMENT GROUP, AND OFFICERS

ART. 4.1 EXECUTIVE COMMITTEE

ART. 4.1.1 Functions

The Executive Committee shall carry out the resolutions of the General Assembly and take all measures within the limits of these resolutions, designed to further the aims of the Federation.

ART. 4.1.2 Composition

The Executive Committee shall include:

a. Twelve (12) representatives of national societies shall be at-large members. Each of the following geographical regions shall be represented on the Executive Committee with at least one individual:
   - Africa and the Middle East
   - Asia
   - Australia, New Zealand and the Pacific Islands
   - Europe
   - South and Central America, Mexico & the Caribbean Islands
   - North America
b. The Officers as listed in Art. 4.3
c. The Chairs of the following committees: Education, Publications, Safety & Quality of Practice, and Constitution
d. The Chair of the WFSA Foundation
e. The Chair of the next World Congress of Anaesthesiologists (WCA) Congress Organizing Committee (COC)

ART. 4.1.3 Chair

The Executive Committee shall elect a Chairman from their members who shall Chair all meetings of the Executive Committee and who shall be a member of the Management Group. Following the election of a Chair, the Executive Committee should elect a Vice-Chair.

ART. 4.1.4 Voting

All members of Executive Committee, except the Chair of the Executive Committee and Chair of the WCA COC, have the right to vote on all issues before the Executive Committee. The presiding officer may vote only on an issue that resulted in a tie vote.

ART. 4.1.5 Nominations

The Executive Committee and Member Societies can make nominations for membership of the Executive Committee: a) the Executive Committee 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 must be made by three societies, acting collectively (one of which must be the National Society to which the candidate is affiliated) 1 month before the General Assembly meets.

ART. 4.1.6 Requirements

Members of the Executive Committee 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. 4.1.7 Election

The General Assembly, as it is constituted at the first session of the General Assembly, shall elect the at-large members of Executive Committee and the results shall be announced at the 2nd session of the General Assembly.

ART. 4.1.8 Term of Office

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

ART. 4.1.9 Duties

Duties of the Executive Committee and its members shall include the following:

a. To consider and discuss relevant matters raised by the Management Group, other Committees, and Member Societies.
b. The members of Executive Committee must be active on behalf of the Federation, at least within their geographical region and often worldwide.
c. The Executive Committee members are encouraged 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 Executive Committee members and the Federation headquarters should receive a copy of these contributions.
d. The Executive Committee receives the reports of the Finance Committee regarding prepared budgets of anticipated income and expenditure to apply to the succeeding fiscal years, usually up to five (5) years in advance. It shall consider these budgets, including proposed amendments, at least annually and should approve and adopt these budgets.
e. The Executive Committee elects the members and Chair of the permanent committees, unless specified otherwise in this constitution, considering recommendations of the previous chair of the respective committee.
f. The Executive Committee prepares the list of nominees for officer positions and at-large positions on the Executive Committee.
g. Review and approve changes in the Administrative Manual
h. Respond to relevant matters referred to it by the General Assembly.

ART. 4.1.10 Vacancies

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

ART. 4.1.11 Meetings

The Executive Committee shall convene prior to and during the World Congress and whenever the need arises.

ART. 4.1.12 Special Meetings

Upon receiving a request signed by not less that six (6) members of the Executive Committee and specifying the business for which a special meeting is needed, the Chair of the Executive Committee shall call a special meeting of the Executive Committee 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. 4.1.13 Business by corresponding or electronic means

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

ART. 4.1.14 Minutes

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

ART. 4.1.15 Failure of Duty

a. Members of the Executive Committee, who regularly fail to achieve their duties as outlined 4.1.09, will be notified by the Management Group, which will also consider the circumstances of that failure.

b. The Executive Committee, upon recommendation of the Management Group, shall have the authority to suspend members of the Executive Committee who fail in their duty, provided a two-thirds majority vote in favour of suspension is obtained.

c. The Executive Committee shall have the authority to co-opt another member from the same geographical region to replace a suspended Executive Committee Member and that replacement shall be considered to be fulfilling the original term of office.

ART. 4.2 MANAGEMENT GROUP

ART. 4.2.1 Composition

The Management Group is composed of the President, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, Chair of the Executive Committee, and the Chair of the Education Committee. The President shall be the Chair of the Management Group.

ART. 4.2.2 Duties

The Management Group shall:

a. Carry out the daily management of the Federation according to the actions of the Executive Committee and the General Assembly;
b. Take measures designed to further the purposes of the Federation;
c. Prepare the agenda of the General Assembly and forward the same to the Member Societies with written notice of the Assembly time and place;
d. Review the Constitution when deemed necessary and advise the Executive Committee and the General Assembly on proposed changes;

e. Consider the names of candidates for membership on the Executive Committee and subsequently submit a list of possible nominees to the Executive Committee with recommendations;
f. Consider the budget proposed by the Treasurer and the Assistant Treasurer and consequently submit a recommended budget to the Executive Committee and the General Assembly;
g. Review the report of the Treasurer and Assistant Treasurer regarding the amount and manner of payment of the annual subscriptions and present a recommendation to Executive Committee and General Assembly for action;
h. Make a recommendation to the Executive Committee on the placement of the Federation's funds;
i. Prepare and maintain an Administrative Manual for review by the Executive Committee. This manual must be concurrent with policies and procedures established by the General Assembly and/or the Executive Committee;
j. Prepare an Agenda for Executive Committee meetings; and
k. Perform such other duties as are prescribed in the Constitution.

ART. 4.2.3 Powers

In addition to these duties, the Management Group may:

a. Invite, at its discretion, other organizations to send observers to the General Assembly;
b. Appoint special committees or working parties to further expedite and carry on activities resulting from implementation of the purposes and aims of the Federation.

ART. 4.2.4 Meetings

The Management Group shall normally convene annually, preferably in conjunction with a Federation supported Congress. In addition, it shall have regular communication by electronic means or a teleconference at least four (4) times per year. The President shall have the power to decide what Management Group business may be conducted by correspondence, telephonic or electronic means. The President may request the members of the Management Group to cast their vote on such business in writing, cablegram, e-mail, facsimile, or other telephonic/electronic means, all with confirmation of receipt.

ART. 4.2.5 Quorum

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

ART. 4.2.6 Voting

A simple majority shall be sufficient to carry a resolution. The President shall have a vote only if the original vote results in a tie.

ART. 4.2.1 Minutes

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

ART. 4.2.1 Vacancy

If a vacancy arises from any cause, the Management Group itself shall appoint a successor (normally from the Executive Committee) to fill the vacancy until the next meeting of Executive Committee. In so

doing, as far as possible, the geographical representation of the Committee shall be preserved. Such nominees shall be eligible for a further full term of office.

ART. 4.3 OFFICERS

The officers of the Federation shall be:

President
Secretary
Treasurer
Assistant Secretary
Assistant Treasurer

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 Executive Committee.

Executive Committee shall make preliminary nominations for the positions of President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer 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.

Counter or 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 Executive Committee 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 Executive Committee. 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 detailed in the Administrative Manual.

ART. 4.3.3 Term of Office

Members shall be elected for a term of four (4) years. Re-election for a subsequent four-year term is possible for a maximum of eight years except for the office of President.

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 a successor at the end of the next regular General Assembly. No person may be elected to serve as President for more than one (1) term.

ART. 4.3.4.2 Duties

The President shall:

a. Preside over the meetings of the General Assembly and the Management Group;
b. Contribute to the welfare of anaesthesiology;
c. Be a member of the Executive Committee;
d. Be an ex-officio member of all other committees of the Federation; and
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. No person may be elected to serve for more than two (2) terms as Secretary.

ART. 4.3.5.2 Duties

The Secretary shall:

a. Serve as the Secretary of the General Assembly, Executive Committee, and the Management Group;
b. Execute all official documents when an official signature is required, provided that the Management Group may authorize any other member of the Management Group 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 Assistant Secretary regularly of all affairs of his office; and
h. Perform such other duties as provided in the Constitution

ART. 4.3.5 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. No person shall be elected to serve more than two (2) terms.

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 Management Group, Executive Committee, 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. Recommend a per diem allowance to servants of the Federation, when appropriate, subject to approval by Executive Committee;
e. Inform the Deputy Treasurer of all financial matters of the Federation; and
f. Perform such other duties as provided in the Constitution.

ART. 4.3.7 Assistant Secretary

ART. 4.3.7.1 Term of Office

The General Assembly will elect an Assistant Secretary for the same term of office as the Secretary. Election for more than two full terms is prohibited.

ART. 4.3.7.2 Duties

The Assistant Secretary shall:

a. Be a member of the Management Group;
b. Take over the duties of the Secretary if the Secretary cannot fulfil those duties for whatever reason;
c. Assist the Secretary as required in the completion of duties; and
d. Serve as Editor of the WFSA Newsletter

ART. 4.3.8 Assistant Treasurer

ART. 4.3.8.1 Term of Office

The General Assembly shall elect an Assistant Treasurer for the same term of office as the Treasurer. Election for more than two (2) full terms is prohibited.

ART. 4.3.8.2 Duties

The Assistant Treasurer shall:

a. Be a member of the Management Group;
b. Take over the duties of the Treasurer if the Treasurer cannot fulfil those duties for whatever reason; and
c. Assist the Treasurer as required in the completion of duties.

SECTION 5: COMMITTEES

ART. 5.1 PERMANENT COMMITTES

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 for a term of four (4) years with a possible second four-year (4) term;
b. Serve from the time of the General Assembly at which the appointment is made until the next regular meeting of the General Assembly;
c. Under exceptional circumstances and with the approval of the Executive Committee, serve an additional four (4) year term as Chair of a committee and, thus, serve a total of twelve (12) years on a given committee.

ART. 5.1.1 Finance Committee

ART. 5.1.1.1 Composition

The composition of the Finance Committee shall be the President, Treasurer, Secretary, Assistant Treasurer, and the Assistant Secretary. The Chair shall be the Treasurer. Financial advisors may be invited to attend meetings at the discretion of the President in consultation with the Treasurer.

ART. 5.1.1.2 Duties

The duties of this Committee shall be to:

a. Receive and accept the annual audited financial accounts of the Federation;
b. Recommend the formula and amount to the Management Group and the Executive Committee for the payment of the annual subscription of the Member Societies of the Federation;
c. Review the budget prepared by the Treasurer for ensuing years (as many as five [5] years) and make recommendations concerning anticipated income and expenditures;
d. Report the budget recommendations to the Management Group and the Executive Committee; and
e. Perform such other functions as are provided in the Constitution.

ART. 5.1.3 Constitution Committee

ART. 5.1.3.1 Composition

The composition of the Constitution Committee shall be the Secretary, the Assistant Secretary, and at least two (2) other members in compliance with 5.1.1 of the Constitution. The Chair and the other members shall be elected by the Executive Committee after seeking nominations from member societies and the previous chair of the committee.

ART. 5.1.3.2 Duties

The duty of the Constitution Committee shall be to recommend to the Executive Committee amendments to the Constitution that it considers will facilitate the work of the Federation. The

Executive Committee will present such amendments, with a recommendation, at the next meeting of the General Assembly.

ART. 5.1.4 Education Committee

ART. 5.1.4.1 Composition

The composition of the Education Committee shall be a Chair and at least seven (7) other members elected by the Executive Committee after seeking nominations from member societies and the previous chair of the committee. The chair of the Primary Trauma Care (PTC) Committee shall serve as an ex-officio member of the Education Committee.

ART. 5.1.4.2 Duties

The duties of the Education Committee shall be:

a. To initiate and carry out education programs which fulfil the aims of the Federation; and
b. To present an annual report to Executive Committee and all Member Societies.

ART. 5.1.5 Publications Committee

ART. 5.1.5.1 Composition

The composition of the Publications committee shall be a Chair and up to seven (7) members elected by the Executive Committee after seeking nominations from member societies and the previous chair of the committee. One of the members should be the Editor of Update. Membership of this committee should have regard to the world-wide interests of the Federation and its publications. The Chairs of the Education and Safety & Quality of Practice Committees (or their nominees) and the Editor of the WFSA Newsletter shall be ex-officio members of the Publications Committee.

ART. 5.1.5.2 Duties

The duties of the Publications Committee shall be to:

a. Review and disseminate existing Federation publications;
b. Liaise with the Education & the Safety and Quality of Practice Committees
c. Further the aims of the Federation by encouraging appropriate publications; and
d. Provide an annual report to the Executive Committee and to all Member Societies.

ART. 5.1.6 Safety & Quality of Practice Committee

ART. 5.1.6.1 Composition

The composition of this committee shall be a Chair and up to eight (8) members elected by the Executive Committee after seeking nominations from member societies and the previous chair of the committee.

ART. 5.1.6.2 Duties

The duties of the Safety & Quality of Practice Committee shall be to:

a. Foster safe practice and high quality of practice in all Member Societies;
b. Ensure effective communication of innovative practices having considered the financial and social constraints that may prevent their adoption by all Member Societies; and
c. Seek new methods to implement safe practices throughout the world.

ART. 5.1.7 Credentials Committee

ART. 5.1.7.1 Composition

The composition of the Credentials Committee shall be a Chair and seven (7) other Delegates to the General Assembly elected by the Executive Committee after seeking nominations from member societies and the previous chair of the committee. There shall be at least one from each Federation recognized geographical region.

ART. 5.1.7.2 Duties

The duties of the Credentials Committee shall be to:

a. Report on the eligibility of each Delegate or Alternate Delegate attending the General Assembly;
b. Certify credentials and authorize seating of Delegates (or Alternate Delegates) to the General Assembly;
c. Determine and announce the official attendance and quorum for all sessions of the General Assembly;
d. Ensure that only certified Official Delegates or Alternate Delegates are seated at the General Assembly; and
e. Maintain a running tally of the total number of voting members present while the General Assembly is in session.

ART. 5.1.7.3 Appeals

An appeal of a Credentials Committee action may be entered before the General Assembly by any Member Society and such appeal must be entered immediately following the report of the Credentials Committee to the General Assembly. A simple majority vote shall decide the issue of appeal.

ART. 5.1.8 World Congress Venue Committee

ART. 5.1.8.1 Composition

The composition of the World Congress Venue Committee shall be a Chair and eight (8) other Delegates representing nine (9) different Societies not bidding for the venue site. At least one shall be from each of the geographical regions recognized by the Federation in Art. 4.1.02.a. They are to be appointed by the President after consulting with the Executive Committee.

ART. 5.1.8.2 Duty

The duty of the World Congress Venue Committee shall be to recommend to the Executive Committee a host Society and venue for the future World Congress to take place in eight (8) years time taking into consideration continental sequence where appropriate. The method to be used by a Society in applying for the venue shall be detailed in the Administrative Manual. The final selection is made by the Executive Committee by simple majority vote.

ART. 5.1.9 Scientific Affairs Committee

ART. 5.1.9.1 Composition

The composition of the Scientific Affairs Committee shall be a Chair and seven other members recommended by the Executive Committee after seeking nominations from member societies, special interest groups and the previous chair of the committee. Individual members of the WFSA with appropriate experience and interest may self-nominate to serve on the committee provided that there is national society, regional society or special interest group support for such nomination.

ART. 5.1.9.2 Duties

The duties of the Scientific Affairs committee shall be to:

a. Foster research collaboration and support between member societies, regions and committees
b. In particular, provide research support for individuals from societies and countries that have previously not been exposed to such opportunities
c. Develop and maintain a database of scientific programmes and lecturers for use by national society, regional society and world congress organisers as and when required
d. Generally develop a resource entity with expertise in healthcare matters as they pertain to anaesthesia, intensive care and pain management.

ART. 5.1.10 Professional Well-being Committee

ART. 5.1.10.1 Aim and purpose

To create awareness of the impact of occupational stress in our profession and to implement strategies for its prevention and management

ART. 5.1.10.2 Composition

The composition of the Professional Wellbeing Committee shall be a Chair and up to twelve members elected by the Executive Committee after seeking nominations from member societies and the previous chair of the committee. National society members with appropriate experience and interest in the work of the committee may submit self-nominations for consideration. The committee may invite professionals other than anaesthesiologists who possess of the requisite expertise to serve, provided that such nominations shall be subject to ratification by the Executive Committee.

ART. 5.1.10.3 Duties

a. Stimulate research into occupational health as it pertains to the specialty of anaesthesia
b. Devise and implement programmes for monitoring and mitigation of occupational stress in the profession
c. Advise on working time directives for trainees in anaesthesia
d. Develop consensus statements on duty hours for providers of anaesthesia at trainee and specialist levels
e. Develop care plans for impaired practitioners in the specialty
f. Disseminate educational resources about occupational health in collaboration with the Education and Publications committees

ART. 5.2 AD HOC COMMITTEES

ART. 5.2.1 Establishment, term and duty

The President 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.

ART. 5.3 SPECIAL (SUBSPECIALITY) COMMITTEES

ART. 5.3.1 Composition

The President, at the request of Executive Committee, shall appoint a Special Committee. Executive Committee shall specify the number of members of the committee. The term shall be for four (4) years. Membership is not limited to Delegates. Special Committees have power of co-option. International medical organizations that have been granted formal liaisons with the Federation may nominate a member to any relevant Special Committee. The Special Committee shall be provided a budget established by the Management Group.

ART. 5.3.2 Duty

The duty of any Special Committee shall be announced at the time the Special Committee is constituted. Any reports or recommendations by the Special Committee shall be submitted to Executive Committee.

ART. 5.4 WORKING PARTIES

ART. 5.4.1 Purpose

The General Assembly, Executive Committee, or Management Group shall have the authority to create a specific Working Party on a topic deemed appropriate. The Working Party shall be given a budget established by the Management Group.

ART. 5.4.2 Composition

The Working Party shall be comprised of individuals with expertise in the area to be studied. The President shall determine the number of individuals to serve the Working Party and will be responsible for the appointment of the individuals after consulting the Management Group.

ART. 5.4.3 Duties

The duty of the Working Party shall be stated by the establishing entity at the time of the authorization of the Working Party.

SECTION 6: FINANCE

ART. 6.1 TAXATION STATUS IN USA

Within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code:

a. No part of the net earnings of the Federation shall inure to the benefit of any private stockholder or individual, except that reasonable compensation may be paid for services rendered and payments may be made in furtherance of the objectives set forth in Article 1.02 of this Constitution;

b. No substantial part of the activities of the Federation shall be the carrying on of propaganda, or otherwise attempting to influence legislation;

c. The Federation shall not participate in, or intervene in (including by the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; and

d. The Federation shall not carry on any other activities not permitted to be carried on by an organization exempt from United States income tax under Section 501 (c) (3) of the United States Revenue Code.

ART. 6.2 FINANCIAL ARRANGEMENTS

The Federation is a “private foundation” within the meaning of Section 509 of the United States Revenue Code and the Federation and shall:

a. Distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the United States Revenue Code;

b. Not engage in any act of self-dealing as defined in Section 4941 (d) of the United States Internal Revenue Code;

c. Not retain any excess business holdings as defined in Section 4943 (c) of the United States Internal Revenue Code;

d. Not make any investments in such manner as to subject it to tax under Section 4944 of the United States Internal Revenue Code;

e. Not make any taxable expenditure as defined in Section 4945 (d) of the United States Internal Revenue Code.

ART. 6.3 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, gifts, and bequests bestowed on the Federation and the Foundation and accepted by the Management Group;

c. Interest on capital; and

d. Surplus funds arising from congresses held under the auspices of the Federation.

ART. 6.4 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 Management Group;

c. The Treasurer will present the complete audited accounts to the Finance Committee, the Management Group, and the Executive Committee at their next scheduled meeting for approval and adoption.

ART. 6.5 EXPENDITURES

The funds of the Federation may be expended within the limits of the budget approved by the Management Group and subject to any limitations provided for in this Constitution.

ART. 6.6 ANNUAL SUBSCRIPTION

The amount of the subscription of Member Societies and that of Provisional and Corresponding Members shall be determined by the General Assembly on the recommendation of the Executive Committee.

Annual subscriptions that have been paid shall not be refunded.

ART. 6.7 FINANCIAL ADVISOR

The Finance Committee shall have the authority to appoint a professional financial advisor(s) to assist the Treasurer.

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 sent to all Member Societies of the Federation.

ART. 7.3 FEDERATION HEADQUARTERS

The Federation shall have its principal office (Secretariat) at an address that the Management Group 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 Executive Committee may appoint an Honorary Archivist who shall provide advice to the Executive Committee 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 of 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 l954 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 Executive Committee 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 GENDER

Throughout this Constitution words importing the masculine gender shall be read as also importing the feminine gender.

ART. 9.3 NOTIFICATION AND RATIFICATION

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. 9.4 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. 9.5 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 two third (2/3) vote of the members present.

SECTION 10: MISCELLANEOUS

ART. 10.1 ADMINISTRATIVE PROCEDURES

The Management Group shall determine and prescribe procedural detail relative to any provision contained in these Bylaws, which prescription shall be recorded in a "Handbook of Administrative Procedures." These procedures must be approved by majority vote of the Executive Committee.

ART. 10.2 UNITED STATES TAX LAWS

All references herein to identified section of the United States Internal Revenue Code shall include the corresponding section(s) of any further United States Internal Revenue Laws.

April 2012
Dr Vinod Malhotra
Chair, Constitution Committee