

**ARTICLES OF ASSOCIATION
OF THE
WORLD FEDERATION OF ASSOCIATIONS
OF PEDIATRIC SURGEONS
WOFAPS**

I. Name and registered office

Article 1: Name of the Federation

Under the name “World Federation of Associations of Pediatric Surgeons” (referred to below as WOFAPS or the Federation), an association is established for an indefinite duration as a scientific and charitable organisation.

Article 2: Registered office of the Association

The registered office of the Federation is in Muri b. Bern (Switzerland).

II. Aim and purpose/Tasks

Article 3: Purpose and tasks of the Association

The aims of the Federation are exclusively charitable, educational and scientific.

It seeks to improve and maintain the standard of pediatric surgery all over the world for the common good, without endeavouring to earn any profit.

This aim is to be achieved in particular by:

- the promotion and integration of pediatric surgery throughout the world;
- the operation of a centre for cooperation and exchange of information between pediatric surgery associations, societies and organisations which are recognized by the Federation;
- the promotion of the development and maintenance of a high standard in the areas of care, education, training and research in pediatric surgery and allied sciences all over the world;
- the promotion of clinical and scientific congresses of associations, societies and organisations of pediatric surgery which are recognised by the Federation.

WOFAPS is politically neutral and will not play a part in political campaigns unless these have a bearing on the purpose of the Association.

Article 4: Regulation

On a proposal by the Executive Committee, the members may adopt a regulation laying down further provisions for the management of the Federation and for the attainments of its purpose. The provisions of the regulation must not be in conflict with Swiss laws. After a timely announcement, the regulation may be amended by the General Meeting (GM) of the Federation by a two-thirds majority of the votes cast by the members who are entitled to vote.

III. Membership

Article 5: Membership

5.1 All associations, societies and organisations of pediatric surgery may become members.

The General Meeting of the Federation (referred to below as the GM) may accept applications or invite national or international associations, societies and organisations of pediatric surgery to apply for membership if they appear to be suitable.

Individuals may not become members.

There is no entitlement to membership

5.2 When an application is received, the GM votes on it. The application will be accepted if at least two-thirds of the members who are present vote in favour of acceptance.

The Executive Committee decides whether the vote is to be taken by circular consultation or on the occasion of the next meeting.

5.3 If not less than two-thirds of the members so agree, an association, the membership of a society or an organisation may be revoked if the GM takes the view that said entity no longer supports the principal aims of WOFAPS.

A written appeal to the GM may be made against this decision within one year of its notification.

5.4 Further details of membership may be set out in a regulation.

III. Organisation

Article 6: Official bodies

The official bodies of the Federation are:

- a) the General Meeting of the Federation (GM)
- b) the Executive Committee
- c) the statutory auditor, if not waived

A. The General Meeting of the Association (GM)

Article 7: Ordinary General Meeting of the Federation

The ordinary GM is held once every three years during the World Congress. Each member sends a representative.

The Secretary General/Treasurer informs all the members of the Federation no later than three months before the GM of the date and place of the meeting. He invites all members and the Executive Committee to submit to the President or to the Secretariat comments, suggestions and/or recommendations and, where appropriate, nominations for election.

No later than three months before the GM, the Secretary General/Treasurer will send an invitation to attend the GM to all the members. The invitation includes the agenda.

Members may put questions for discussion on topics which do not appear on the agenda. Such questions will be discussed under the item "Varia". The GM may defer these questions until the next meeting.

Article 8: Chairmanship

The GM is convened and presided over by the President or, if he is unable to attend, by the Past-President or, if he too is unable to attend, by the President-Elect and in his absence it shall be presided over by the oldest active member of the Executive Committee.

Article 9: Agenda/Minutes

The President signs the agenda and is responsible for all items. All comments and suggestions of the members which have been received in due time and approved by the Executive Committee and all items which were proposed by members of the Executive Committee shall be included on the agenda.

Minutes shall be drawn up and signed by the President and by the keeper of the minutes.

Article 10: Extraordinary General Meeting of the Federation

If at least 50% of the representatives so agree, an extraordinary GM may be held after a meeting of the Executive Committee. Only minor administrative changes to the Federation may be discussed and decided at this GM.

Further extraordinary GMs may be convened if at least 20% of the members or a majority of the Executive Committee so request. In that case, the invitation to attend shall be sent out no later than one month before the date set for the meeting.

Important decisions may only be taken at an ordinary GM.

Article 11: Powers

The GM has the following inalienable powers:

- a) Approval of the minutes of the previous GM
- b) Adoption of the triennial report by the President, the annual account statement and the balance sheet, together with the report of the audit body
- c) Grant of a release to the Executive Committee and to the audit body
- d) Adoption of the annual budget
- e) Election and recall of the President and of two Vice-Presidents, the other members of the Executive Committee, the Webmaster and the audit body
- f) Approval of the Secretary General/Treasurer as recommended by the Executive Committee
- g) Determination of the venue of the World Congress, election of the President of the Congress
- h) Amendments to the constitution
- i) Adoption, amendment and cancellation of regulations
- j) Discussion of motions presented by the Executive Committee and by the members
- k) Dissolution of the Association and liquidation of the assets of the Federation.

Article 12: Decision-making

Each member has one vote. Representation by another member or a third person is prohibited.

Decisions are taken by a simple majority of the votes cast. In the event of a tied vote, the President shall have the casting vote. No vote may be taken on matters which are dealt with under the heading of "Varia". Abstentions are not taken into account for the purpose of calculating the majority.

Votes and elections are generally held by a show of hands with voting papers and secret ballot used only if the President so orders.

In the case of elections of the members of the Executive Committee and chairmen of the commissions, the candidate who has received 50% + 1 vote shall be elected. In the case of voting for the venue of the World Congress, if on the first round there is no overall majority of greater than 50% of votes cast, there will be an exhaustive ballot system with further rounds of voting, where the venue with the least number of votes is excluded from each ballot until an overall winner is arrived at.

Article 13: Term of office/Functions

The GM elects a President and two Vice-Presidents for a term of office of three years. It likewise elects the President of the Congress. One of the two Vice- Presidents shall be designated as the future President. The other Vice-President may be confirmed in office for a further term of office of three years.

The GM elects the Webmaster on a proposal by the Executive Committee.

B. Executive Committee

Article 14: Tasks, constitution and signatory powers for the Executive Committee

The Executive Committee decides on all matters which are not reserved for a different official body, in particular on:

- a) Management of the Federation, subject to the powers of the GM
- b) Implementation of the decisions of the GM
- c) Representation of the Federation in relation to third parties
- d) Nomination of the Secretary General/Treasurer
- e) Preparation and conduct of the GM, in particular of the elections
- f) Drafting of the constitution, motions and by-laws.

The Executive Committee is constituted as follows:

The President, the two Vice-Presidents, the Past-President, the chairman of the grant fund (or the president of a Foundation if there is one) and the Secretary General/Treasurer are automatically members of the Executive Committee. A further maximum of nine members are elected by the GM. The different regions of the world are to be suitably represented.

In the sense of an extended Executive Committee, the Webmaster, Assistant Secretary and the Congress President may attend the meetings without being members and therefore with no voting powers.

The President and the Secretary General/Treasurer have authority to sign individually.

The Executive Committee may grant signatory powers to persons who are not members of the Executive Committee.

Article 15: Decision-making

Decisions of the Executive Committee are taken by a simple of majority of the persons present. In the event of a tied vote, the President has the casting vote. The Executive Committee has a quorum if at least 50% plus 1 members of the Executive Committee are present.

Each member, with the exception of the Webmaster and of the President of the Congress, has one vote.

Article 16: Election/Term of office

Possible members must be notified to the Secretary General/Treasurer at least two months before the ordinary GM. Members of the Executive Committee may likewise make nominations.

The members must be drawn from the following regions: 1 from Africa, 2 from Asia, 1 from Australia and New Zealand, 1 from Europe, 1 from the Middle East and Mediterranean, 1 from North America and 2 from Latin America and the Caribbean.

The elected members take up their office on 1 January after the election by the GM. The President-Elect and Vice-Presidents are proposed by the Executive Committee and confirmed at the GM. The Secretary General/Treasurer is elected for a three-year term of office and may be confirmed in office for a further three years. He must inform the Executive Committee in good time whether he is available for the second term of office.

The next Secretary General/Treasurer is proposed by the Executive Committee and confirmed by the GM, if possible one year but no later than six months before the election. Should the Secretary General/Treasurer be unable to perform his duties any longer, the oldest member of the Executive Committee shall take over his duties until the end of the term of office.

The Secretary General/Treasurer may, with the consent of the Executive Committee, appoint an assistant secretary and an administrative assistant. The assistant secretary is not entitled to vote in the Executive Committee but may attend the Executive Committee meetings. His/her term of office is identical to that of the Secretary General/Treasurer. The Secretary General/Treasurer nominated for election may be appointed as the assistant secretary.

Article 17: Meetings

At least two meetings are held each year. Each member must take part in at least one such meeting, preferably the meeting which is held during the annual regional meeting of WOFAPS. That meeting is held alternately in one of the world regions. Travel expenses will be paid to one of the meetings depending on the financial situation of WOFAPS.

In urgent cases, meetings may also be held by Skype, telephone or Internet conference.

Article 18: Term of office

The members of the Executive Committee are elected for a first term of office of three years. With the exception of the President and of the Past-President, they, including the Secretary General/Treasurer, may be confirmed in office for a further term of three years.

Article 19: Audit body

As long as the requirements for an ordinary or restricted audit are not met, the Federation may organize the audit as it thinks fit.

The GM elects in each case for a one-year term of office an audit body which must be an auditor who is recognized in compliance with the provisions of the Auditor Oversight Act. Re-election is permitted.

The provisions governing the conduct of the audit shall apply by analogy to the restricted audit.

V. Assets of the Federation

Article 20: General

The assets of the Federation consist of the members' subscriptions, surpluses on the operating account, donations and subsidies of all kinds.

The principles of orderly bookkeeping and accounting must be respected for all the financial matters of the Federation. Liabilities and commitments must be fully covered at all times by the assets of the Federation. The Treasurer must make sure that the Federation always has a positive balance sheet.

Article 21: Membership subscriptions

The annual membership subscription is determined by the GM. It is proportional to the number of paying members of each affiliated association, society or organisation and is payable on the 1st of January of each year.

If the membership subscription is not paid despite two reminders, the member concerned loses the right to vote on business matters and in elections.

Article 22: Use

No monies may be paid out to members, trustees, official bodies or private individuals or used in their favour unless such payments represent reasonable compensation for services rendered or payments made within the framework of the designated purpose.

Article 23: Liability

The assets of the Federation shall alone cover the liabilities of the Federation. Members shall have no personal responsibility for the liabilities of the Federation.

Members whose membership expires before the potential dissolution of the Federation shall have no entitlement to the assets of the Federation.

IV. Grant fund

Article 24: Grant fund

WOFAPS runs a separate fund from which grants are paid out. The details shall be set out in separate by-laws.

V. World Congress

Article 25: World Congress

Once every three years, WOFAPS holds an international Congress at which scientific work embodying the latest knowledge is presented in order to promote in this way the state of knowledge and aims of the profession.

- 25.1 The organisation and city which are to hold the Congress shall be determined three years in advance by the ordinary GM.
- 25.2 The Secretary General/Treasurer informs the affiliated associations of the candidacies and of the selection procedure before the World Congress.
- 25.3 Organisations or associations wishing to hold a World Congress in a city in their country must submit a detailed application to the Secretary General/Treasurer at least three months before the GM.

The Executive Committee will examine the applications and invite those associations which satisfy the requirements for the successful conduct of a Congress to present their candidacy to the next GM.

- 25.4 The GM chooses the national association which is to hold the next Congress. The Congress President who represents that association must sign a legally binding contract with WOFAPS. Further details are set out in the document entitled Rules Governing the World Congress of Pediatric Surgery.
- 25.5 The Executive Committee reserves the right to amend and supplement the rules for the conduct of the Congress and shall inform the associations of such changes.
 - 25.5.1 The place at which the Congress is to be held must reflect the policy of WOFAPS on alternating event venues. The Congress President will fix the date of the Congress after discussion with the President of WOFAPS and the Executive Committee.
 - 25.5.2 The President of the Congress is proposed by the host association/society and elected by the GM.

- 25.5.3 Should differences of opinion that are impossible to resolve arise between the Congress President and his association, that association may propose to the WOFAPS Executive Committee that he/she be replaced by somebody else. That proposal must be made no later than 18 months before the Congress.
- 25.5.4 Based on the agreements set out in the written contract, WOFAPS will coordinate all aspects of the Congress as defined in the rules governing the Congress and by the Congress President. Ultimate responsibility for the Congress shall be vested in WOFAPS, the scientific organizing committee and the local organiser pursuant to rules governing the congress.

VI. Amendments/Liquidation/Supplementary provisions

Article 26: Amendment of the constitution

Proposals for amendments to the constitution must be sent to the members together with the agenda in advance of the ordinary GM. Such amendments must be approved by two-thirds of the members who are present.

An amendment to Article 3 of the constitution requires a unanimous decision of all the members.

Article 27: Dissolution of WOFAPS

WOFAPS may be wound up at any time by a decision of the GM, in which at least two-thirds of the members of the Association take part.

The proposal to wind up WOFAPS must be notified by registered letter to the members no later than one year before the GM at which the decision on dissolution is to be taken.

The Executive Committee shall make sure that all temporary debts and liabilities of the Federation are settled and that a full release is granted to the Executive Committee.

The remaining assets of the Federation shall be distributed to a legal entity having its registered office in Switzerland, which is tax-exempt because of its charitable or public purpose and which, as far as possible, is dedicated to the welfare of children. Repayment to the members is excluded.

Article 28: Supplementary provisions

28.1. The official languages of the Federation are English, French and Spanish. All official documents which are to be submitted to a Swiss authority must be established in German.

28.2. Save where otherwise stipulated in this constitution, the provisions of the Swiss Civil Code shall apply.

This constitution was adopted at the founding general meeting held on September 29, 2016.

The Chairman of the Day:
