

## **I - Name, Objectives and Membership of the Federation**

### **Article 1**

Under the name of <<International Federation of Fertility Societies>> (IFFS), hereinafter called <<the Federation>>, an association to be governed by this Constitution is hereby established in accordance with the laws of the U.S.A. The Federation shall enjoy legal capacity and be incorporated in the USA.

### **Article 2**

The objectives of the Federation shall be:

- a. To stimulate basic and applied research and the dissemination of knowledge in all aspects of reproduction and fertility.
- b. To stimulate the creation of societies for basic and applied work in the field of reproduction and fertility.
- c. To contribute to the standardisation of terminology and evaluation of diagnostic and therapeutic procedures in the field of reproduction.
- d. To hold at regular intervals, World Congresses, each successively in a different country. To promote, on request, regional or national congresses organised by affiliated societies. Where possible, to help co-ordinate the dates of conferences which are relevant to the field of reproduction.
- e. To represent affiliated societies whenever joint scientific action is appropriate.
- f. To establish and maintain relations with other organisations and to promote activities which further the objectives of the Federation.

### **Article 3**

The duration of the Federation shall be unlimited. Its seat shall be established in the USA. The working language of the General Assembly, Executive Committee and other Committees shall be English. As all languages used in member societies are of equal standing, important documents and proceedings will normally be translated into the languages used in member societies. These member societies shall be responsible for such translations.

### **Article 4**

The membership of the Federation shall include those societies who have stated an interest in the clinical and research aspects of reproduction and fertility. They must have a constitution which conforms with the objectives as specified in Article 2 of this Constitution. Furthermore, they must have a minimum of 40 members.

An " associated " society is a society or a federation which pursues the same or similar goals as IFFS and gathers several IFFS member societies or members from such societies from several countries.

An association can be proposed by the Executive Committee, and ratified by the General Assembly, if the associated society sends in writing to the Secretary General of the Federation an application which includes a copy of its constitution showing that it satisfies the same requirements as for an affiliated society.

There is no need to declare its intention to abide by the Constitution.

An association with IFFS includes a series of relations, notably :

- exchange lectures and sessions during congresses
- links on the Internet
- collaborative works on ethics, consensus

which are to be defined at the time of the association and can be revised whenever needed by both Executive Committees.

The associated society pays no due to IFFS and does not take part in voting but is invited to IFFS General Assemblies as observer. Moreover the Associated Society has a consultory status on important matters such as congress dates and venues or other issues.

### **Article 5**

A non-member society may join the Federation, provided it :

- a. Sends in writing to the Secretary General of the Federation, an application which includes a copy of its constitution showing that it satisfies the requirements set out in Article 4, and a current membership list.
- b. Declares its intention to abide by the Constitution and Bye-Laws of the Federation.
- c. Undertakes to make financial contributions in such form and within the time-limits as may be decided

by the General Assembly.

The Executive Committee of the Federation will first discuss the application and present its recommendation to the General Assembly who will make the final decision.

#### **Article 6**

Membership in the Federation shall be lost after a vote of the General Assembly for any of the following reasons :

- a. By withdrawal, subject to a period of notice to be fixed by the Bye-Laws (No. 1)
- b. By default in the payment of contributions to the Federation over a period of time to be fixed by the Bye-Laws (No. 2).
- c. In pursuance of a decision taken by the General Assembly, on the basis of a report made by the Executive Committee. The decisions will be carried by a three quarter's majority of the total number of votes represented by delegates attending the General Assembly Meeting.
- d. The General Assembly may, after giving notice, exclude from the Federation any society, the attitude, action or policy of which is detrimental to the reputation or interests of the Federation or the behaviour of which casts discredit upon the profession. No exclusion may be founded upon reasons of philosophical, religious, political or racial nature.

Reinstatement of membership in the Federation :

- a. Any member society excluded from the Federation may appeal to the General Assembly for reinstatement if the circumstances under which the suspension or exclusion took place no longer applies. The appeal must be made in writing to the Secretary General with adequate documentation supporting their reasons for reinstatement.

II - Contributions

#### **Article 7**

Each affiliated society shall pay to the Federation an annual contribution that is proportional to the due paying members of that society.

The amount of this contribution will be fixed by the General Assembly and laid down in the Bye-Laws (No. 3).

Members of the Federation shall be exonerated from personal liability with respect to the financial commitments of the Federation which shall be guaranteed solely by the Federation's Assets.

III - Organisation and Management

#### **Article 8**

The organisational structure of the Federation consists of :

- a. The General Assembly
- b. The Executive Committee

#### **Article 9**

a. The General Assembly is the supreme authority of the Federation. It shall be composed of Members from affiliated societies and the Officers of the Federation.

b. Each eligible affiliated society represented at the General Assembly may exercise its allotted number of votes through a nominated delegate (see Bye-Law No. 13). On the basis of the total membership of a country, the following scale shall be applied to determine the number of votes that member societies from the same United Nations recognised country may cast together :

From 40 to 100 Members : 1 Vote

From 101 to 200 Members : 2 Votes

From 201 to 500 Members : 3 Votes

From 501 to 1,000 Members : 4 Votes

Over 1,000 Members : 5 Votes

The total membership of a country and the allocation of votes of each member society from the same United Nations recognised country are defined in Bye-Laws No. 3.

c. Officers of the Executive Committee shall attend the General Assembly in a consultative capacity except the President in his role as Chairman.

d. Members of the Executive Committee with the status of Affiliated Society representative may act as alternates for national delegates to the General Assembly and thus vote on all issues except the approval

of the management report.

- e. Executive Committee Members may not serve in a dual capacity at the General Assembly.
- f. Officers, as defined in Article 12, have no voting capacity at the General Assembly.
- g. A member Society that cannot attend an Extraordinary General Assembly may register its vote by correspondence on items appearing on the agenda. In order to be valid, such a vote must reach the Secretary General of the Federation at least 8 days prior to the opening of the Extraordinary General Assembly. This provision does not apply to an ordinary General Assembly.

#### **Article 10**

The General Assembly shall meet:

- a. In regular sessions : on the occasion of each World Congress organised by the Federation.
- b. In extraordinary sessions : whenever it is convened by the Executive Committee or at the request of at least one third of the total votes allocated to eligible affiliated societies.

The agenda of the General Assembly shall be drawn up by the Executive Committee.

Member societies may submit items for the agenda in writing to the Secretary General.

The Secretary General shall be responsible for distribution of the final agenda of the General Assembly to the member Societies before the General Assembly.

The President of the Federation shall act as the Chairman of the General Assembly and the Officers of the Federation shall be the Officers of the General Assembly.

#### **Article 11**

a. The General Assembly shall receive reports on the work of the Executive Committee and the general activities of the Federation. Such reports shall be distributed to the member societies together with the agenda for the General Assembly.

b. The General Assembly shall appoint auditors as laid down in the Bye-Laws (No. 4)

c. The General Assembly shall receive the audited accounts for approval.

d. The General Assembly shall elect a Nominating Committee under the Chairmanship of the President Elect of the Federation. It will consist of the Chairman and 4 others from eligible member Societies. The Nominating Committee shall make proposals to the General Assembly regarding the election of Officers and the membership of the Executive Committee, and the chairman of the next Scientific Committee and members of this Committee (see Bye-Law No. 5.4.)

e. The General Assembly shall elect Officers, the Chairman of the Scientific Programme Committee and the membership of the Executive and Scientific Committees.

f. The General Assembly shall have the power to appoint secretaries and other paid professional staff, as recommended by the Executive Committee, for the proper administration of the Federation.

g. The debates of the General Assembly shall be deemed valid if the eligible member Societies are represented by one third of the total votes allotted to all member Societies, except when amendments to the Constitution or dissolution of the Federation are under consideration, at which time two-thirds of the total votes must be available. The points on which the General Assembly may take decisions are those appearing on the agenda. However, ordinary General Assemblies may take valid decisions on points not included in the agenda if supported by two-thirds of the votes present.

h. With exception of the cases where a qualified majority is required by the provision of this Constitution, decisions of the General Assembly shall be made by a simple majority of the votes represented. The Chairman of the General Assembly will have a casting vote when required.

Votes can be registered by written ballot if approved by a simple majority vote at the relevant General Assembly.

#### **Article 12**

The Executive Committee shall be elected by the General Assembly.

a. It shall consist of :

\* Six Officers elected by name :

The President

The President Elect

The Secretary General

The Treasurer

The Assistant Secretary General

The Assistant Treasurer

\* Nine regular Members, representing 9 member Societies

\* the Past President

b. The President shall take office for a term of three years. This is the time interval between two World Congresses with their associated regular General Assemblies. The President may not be immediately re-elected. The President Elect also shall serve for three years. In the event of the President not being able to continue in Office, the President Elect shall succeed and serve as President until the next regular General Assembly.

c. The Secretary General and the Treasurer each shall serve for a maximum of two terms (usually 6 years). In exceptional circumstances, however, they may be eligible for re-election for one extra term (3 years).

The Assistant Secretary General shall assist the Secretary General with all duties pertaining to that position. The Assistant Secretary General shall be regarded as Secretary General elect and therefore should be elected at the same General Assembly as the Secretary General

The Assistant Treasurer shall assist the Treasurer with all duties pertaining to that position. The Assistant Treasurer shall be regarded as Treasurer elect and therefore should be elected at the same General Assembly as the Treasurer.

d. The nine regular members of the Executive Committee shall serve for a period of nine years each. They shall be replaced in rotation so as to maintain continuity in the committee. Therefore at each ordinary General Assembly, three members of the Executive Committee shall be replaced. None of the three members with expiring terms of office may be immediately re-elected.

e. The immediate past President shall be an Ex-Officio member of the Executive Committee for a period of three years and will have no voting rights.

f. The Executive Committee shall have the power to co-opt persons who may contribute substantially to the fulfilment of the objectives of the Federation. These individuals will have no voting rights.

### **Article 13**

The Executive Committee shall be responsible for :

a. The management of the affairs of the Federation.

b. The organisation of triennial World Congresses and other scientific meetings as laid down in the Bye-Laws (No. 5).

c. The establishment of the budget for the three year period between two regular General Assemblies and the use of any available funds. The Executive Committee shall determine the actions and expenditures necessary to achieve the objectives of the Federation.

d. The submission to the General Assembly of proposals for the establishment of standing and ad hoc Committees necessary for the activities of the Federation. The Executive Committee shall receive the reports of these Committees.

e. The preparation of the agenda for the General Assembly.

f. The existence of and adherence to special ethical guidelines for the relationship between the Federation (IFFS) and related Industry as laid down in the Bye-Laws (No. 7).

g. Ensuring the articles of the Constitution and the Bye-Law regulations are adhered to correctly  
The Executive Committee shall normally meet at least annually, or whenever convened by the President or at the request of one third of its members.

A quorum of the Executive Committee will consist of eight voting members. The decisions of the Committee shall be made by a majority vote of those present. In the event of a tied vote, the President shall have a casting vote but this must be in favour of maintaining the status quo. A member of the Executive Committee may be represented by a deputy from the member society in question. Such a deputy shall present proper credentials to the Chairman of the meeting. The same rule shall apply in the event of a vacancy occurring during a term of Office.

The Secretary General shall draw up minutes of the meetings of the Executive Committee.

The Secretary General shall be responsible for the custody of the general records of the Federation.

The Treasurer shall be responsible for the custody of the financial records of the Federation.

### **Article 14**

In respect of all acts involving third parties, the Federation shall be validly represented by its President or by one or more representatives duly appointed to that effect by the Executive Committee. The President

may choose to delegate to other officers of the Executive Committee the responsibility to represent the interests of the Federation.

**Article 15**

The Federation will, from time to time, honour individuals of outstanding and particular merit by election to Honorary Membership of the IFFS. The procedure for election by the General Assembly are laid down in the Bye-Laws (No. 8).

IV - Amendments to the Constitution and Dissolution of the Federation

**Article 16**

Any proposal for an amendment to this Constitution must be submitted to the Executive Committee by at least one tenth of the total votes allocated to all member societies.

Any proposal for an amendment of this Constitution shall be circulated in writing to all member societies by the Secretary General at least six months before the General Assembly at which the suggested amendment is to be discussed.

In order to take a decision on a proposed amendment to the Constitution, at least two thirds of all votes allotted to the member societies must be represented at that General Assembly. If this quorum is not reached, the General Assembly shall be reconvened as described in the Bye-Laws (No. 9). The subsequent General Assembly meeting may make a valid decision irrespective of the number of votes represented at that meeting.

At the General Assembly, when the amendment is discussed, there must be a simple majority of the votes cast for the amendment to be passed. The voting must be in person by representatives present.

**Article 17**

The Federation shall be organised and administered according to this Constitution and Bye-Laws. The Bye-Laws may be added to, amended, altered or repealed by the Federation at a General Assembly as prescribed in the Bye-Laws (No. 9).

**Article 18**

A decision to dissolve the Federation shall be taken by a General Assembly specifically convened for the purpose. Such a General Assembly must be composed of at least two thirds of all votes allotted to the Member Societies. Should this quorum not be reached, the General Assembly shall be convened again within the time limit prescribed by the Bye-Laws (No. 10). This subsequent General Assembly meeting may make a valid decision irrespective of the number of votes represented at the meeting.

In no case may the Federation be dissolved unless agreed to by a simple majority of the votes represented at the General Assembly, which was summoned to take the decision.

In the event of the Federation being dissolved under the above provision, or as a result of a legal or judicial process, the General Assembly shall appoint two or more commissioners charged with the liquidation of the assets of the Federation.

The liquidation shall be final only after approval of the liquidation accounts by the member societies, which shall be consulted in writing. The decision must be agreed to by a simple majority at a General Assembly.

This General Assembly shall determine the use of the net assets of the Federation.

**Article 19**

The Bye-Laws of the Federation shall be drawn up by the Executive Committee and submitted for approval to the General Assembly.