

# WFHSS Bylaws

## V02 20230623



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[www.wfhss.com](http://www.wfhss.com)

# 1. Name, seat and official language

1. The name of the association, founded in accordance with art.60 seq. of the Swiss Civil Code, shall be “**World Federation for Hospital Sterilisation Sciences**” (hereinafter “WFHSS”).
2. The seat of the WFHSS shall be in Lucerne, Switzerland at the address of the Permanent Office.
3. The official language of the WFHSS shall be English.

## 2. Purpose and objectives

1. The WFHSS is a scientific non-profit organization whose purpose is the worldwide improvement of knowledge and practices related to decontamination, cleaning, disinfection and sterilisation of Reusable Medical Devices (RMD) in healthcare facilities and related topics.
2. The objectives of the WFHSS, related to the field above, are (this list is not exhaustive):
  - a. to bring together national and regional academic societies worldwide to exchange knowledge and information
  - b. to promote research and education
  - c. to support innovation and development
  - d. to organize surveys
  - e. to provide communication networks to gather and disseminate resource information among the members
  - f. to help individuals to found a national association in their own country by providing information, advices and assistance
  - g. to organize international multidisciplinary scientific congresses
  - h. to organize workshops and education sessions
  - i. to develop and enhance education and training programs worldwide to a minimum common standard; whilst taking into account the current legislation in the various member countries
  - j. to participate in standard committees, like for example ISO working groups
  - k. to be a representative, on demand, of World Health Care organizations or other international institutions.
  - l. to gather and spread information from members regarding the environmental health with the purpose of reducing the carbon footprint of the activity.

## 3. Liabilities and assets

### 3.1. Assets

1. The WFHSS shall be financed by:
  - a. the annual fees of the members
  - b. the fees from the Annual Congress
  - c. sponsoring fees
  - d. donations, grants...
2. The assets belong to the WFHSS itself. They shall be managed by the Executive Committee (EC).
3. For outstanding debts, the WFHSS's sole liabilities are its assets. A personal liability of members respectively of the Executive Committee is excluded.

### 3.2. Business year

The business year of the WFHSS shall be the calendar year.



# 4. Membership

## 4.1. Categories of membership

Members of the WFHSS shall be divided into 4 categories:

- a. Full Members
- b. Individual Members
- c. Corporate Members
- d. Honorary Members

## 4.2. Full membership

1. May be held by the following non-profit organizations: academic societies, associations or institutions whose members are active in the field.
2. They are called “Full Members” of the WFHSS.
3. They shall have voting rights (one vote by organization).
4. A maximum of 3 associations by country is accepted.

## 4.3. Individual membership

1. May be held by professionals active in the field, with no commercial activity, whose country does not have an academic society or association that is a member of the WFHSS.
2. They are called “Individual Members” of the WFHSS.
3. They shall have no voting rights.

## 4.4. Corporate membership

1. May be held by manufacturers and companies active in the field.
2. They are called “Corporate Members” of the WFHSS.
3. They shall have no voting rights.

## 4.5. Honorary membership

1. May be conferred on any individual or corporation in recognition of extraordinary or meritorious services rendered to the public or to the WFHSS.  
They are called “Honorary Members” of the WFHSS.
2. Honorary Members shall enjoy all the privileges of Full, Individual or Corporate Members except the voting right and the right to be elected at the Executive Committee.
3. Honorary membership shall be suggested by the Executive Committee and shall be ratified by the General Assembly.
4. They shall pay no membership fees.

## 4.6. Membership subscriptions

1. Membership must be approved by the Executive Committee (EC).
2. The annual fees are approved at the General Assembly (GA) on proposal of the Executive Committee (EC).
3. The annual fees may vary depending on the category of membership.



## 4.7. Membership resignation

A member of the WFHSS may resign for the end of a year by sending written notice of resignation to the WFHSS at least one month before the end of the calendar year.

## 4.8. Suspension and exclusion

The Executive Committee (EC) may temporarily suspend or definitely exclude any member who violates these Bylaws or documents associated to them or for any other reason prejudicial to the best interests and values of the WFHSS or to global interests.

## 4.9. Expiry of membership

The membership expires:

- For natural persons in case of retirement, exclusion or death.
- For judicial persons in case of exclusion or dissolution.

# 5. Organs

## 5.1. the organs of the WFHSS are

- a. The General Assembly (GA)
- b. The Executive Committee (EC)

## 5.2. the General Assembly (GA)

1. The supreme organ of the WFHSS is the GA.
2. The Annual General Assembly takes place every year during the Annual WFHSS Congress.
3. It can also be digital in case of force majeure.
4. The GA is announced by invitation to the members through the EC at least 2 weeks prior to the GA, indicating place, time and agenda. The invitation is carried out by mail or by post if there is no email address.
5. One (or two representatives maximum but with one voting right) of each Full Member, individual members and one representative appointed by all corporate members can participate in the GA.
6. Proposals for the Annual General Assembly agenda shall be sent to the EC no later than 5 weeks before the Annual General Assembly.
7. The GA is quorate independent of the number of representatives present.
8. The GA shall have the following powers:
  - a. Election and reelection of the members of the EC
  - b. Approval and change of the Bylaws
  - c. Decision about the minutes of the GA
  - d. Decision about the annual reports of activities
  - e. Decision about the annual financial statements
  - f. Decision about the discharge of the Treasurer
  - g. Decision about the discharge of the EC
  - h. Decision about the annual budget (including membership fees)
  - i. Decision about the next year agenda
  - j. Proposals of action



9. Decisions shall be adopted by simple majority of the representatives of Full Members present.
10. The President holds the casting in case of a tie.
11. Minutes of the discussions and resolutions of the GA are kept.
12. When the circumstances require it, decisions can also be taken by so called "circular resolution" (including e-mail). In case of a circular resolution, decisions shall be adopted by simple majority of the submitted votes.
13. An Extraordinary GA shall be organized, if necessary, by the EC.
14. Organization follows the same rules as for the Annual GA.

### 5.3. the Executive Committee (EC)

1. The WFHSS is managed by the EC which is accountable to the GA
2. The EC shall consist in 7 up to 9 members:
  - a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer
  - e. Publication & Social media officer
  - f. Scientific officer
  - g. Education officer
  - h. 2 members (optional)
3. Candidates to become members of the EC are nominated by their organization which is Full Member.
4. They shall not have any commercial interest.
5. They are elected for a term of 4 years by the GA.
6. The EC is renewed by half to ensure sustainability and continuity of the management and long- term projects.
7. Reelection shall be permissible.
8. The EC shall have the following powers:
  - a. Management of the WFHSS
  - b. Proposal for an annual agenda
  - c. Presentation of the annual report of activities
  - d. Presentation of the annual financial statements
  - e. Presentation of the annual budget (including the membership fees)
  - f. Representation and promotion of the WFHSS
  - g. Establishment of working groups
  - h. Decision about the admission of new members
  - i. Decision about the suspension or expulsion of members
  - j. Proposal for the nomination of Honorary Members
  - k. Election, reelection and deselection of the financial controller (optional)
  - l. Election, reelection and deselection of the permanent office (optional)
  - m. Conclusion of contracts in the name of the WFHSS (permanent office, financial controller, Core PCO...)
  - n. Participation in the Organization and Scientific Committees of the Annual WFHSS Congress.
9. The EC is self-constituting including the President.
10. Decisions shall be adopted by simple majority of the members of the EC present at the meetings.
11. The President hold the casting vote in event of a tie.
12. Decisions can also be taken by so called "circular resolution" (including email) if no member of the EC requires consultation on the issues to be voted upon.
13. Minutes shall be kept of all resolutions and shall be approved at the next meeting.
14. All the official documents are signed by the President and the Treasurer. In case of impediment of the President or the Treasurer the Vice-President may sign on their behalf as a second person.



## 5.4. Financial controller

1. The EC can elect a financial controller who can be an external auditor or a trust company.
2. The term of office of the financial controller (if elected) shall run until a new election takes place; reelection shall be permissible.
3. The financial controller must be different from the accountable and from the permanent office.

## 5.5. Permanent office

1. The EC can elect a Permanent office who can be an external person or a company.
2. The term of office of the Permanent office (if elected) shall run until a new election takes place; reelection shall be permissible.

## 6. Annual Congress

1. The WFHSS usually organizes an Annual Congress in a country among the Full Members associations which are candidates for hosting.
2. A contract shall be signed by the WFHSS and Full Member Host association for organisational and financial issues.
3. The terms and conditions are described in a document called "Guidelines for the Annual WFHSS Congress".
4. The Annual congress can be organized by the WFHSS itself in case of special circumstances, this decision must be validated by the GA on proposal of the EC.

## 7. Signing authorizations

The WFHSS shall be obligated by the signatory power jointly at two by the President and the Treasurer. In case of impediment of the President or the Treasurer the Vice-President may sign on their behalf as a second person.

## 8. Dissolution of the WFHSS

1. The WFHSS may be dissolved by written vote in favor of dissolution received from at least two-thirds of all Full members.
2. A notice shall be mailed to all members at least 60 days prior to the proposed date of dissolution.
3. Any remaining funds will go to another non-profit organization chosen by Full Members on proposal of former EC.

## 9. Entering into force

These Bylaws replaced the Bylaws of 10 April 2015. The present Bylaws were adopted at the Extraordinary General Meeting on 11 December 2023 until 20 December 2023 and entered into force on 21 December 2023.

Location/date \_\_\_\_\_

The President

The Treasurer

