

BYLAWS

World Federation for Hospital Sterilisation Sciences

1. Name, seat and official language

¹ The name of this 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, disinfection and sterilisation of Reusable Medical Devices (RMD's) in healthcare facilities and related topics.

² The objectives of the WFHSS, related to the field above, are:

- a. to bring together national and regional societies worldwide to exchange knowledge and information
- b. to promote research and education
- c. to support innovation and development
- d. to provide communication networks to gather and disseminate resource information among the members
- e. to help individuals to found a national association in their own country by providing information, advices and assistance
- f. to regularly organize international multidisciplinary scientific congresses
- g. 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
- h. to participate in standard committees like ISO working groups
- i. to be a representative, on demand, of World Health Care organizations or institutions

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 (EC) 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 four categories:

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

4.2 Full membership

¹ may be held by the following organizations: non-profit professional societies, associations and 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).

4.3 Individual membership

¹ may be held by professionals active in the field whose country does not have an association.

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 that are 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.

² Honorary Members shall enjoy all the privileges of Full, Individual or Corporate Members except the right to vote and the right to be elected as a member of the Executive Committee (EC).

³ They shall pay no membership fees.

⁴ Honorary Membership shall be suggested by the Executive Committee (EC) and shall be ratified by the Annual General Assembly.

4.6 Membership subscriptions

¹ Membership must be approved by the Executive Committee (EC).

² The annual fees are approved at the General Assembly 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 year.

4.8 Suspension and exclusion

The Executive Committee (EC) may temporarily suspend or permanently exclude any member who violates these bylaws or any other rules of the WFHSS or for any other reasons (for instance, a violation of criminal law) that are prejudicial to the best interests of the WFHSS.

4.9 Expiry of membership

The membership expires:

- for natural persons in case of retirement, exclusion or death.
- for judicial persons in case of retirement, 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 General Assembly

¹ The supreme organ of the WFHSS is the General Assembly.

² The Annual General Assembly takes place every year during the Annual Congress of the WFHSS.

³ The General Assembly will be announced by invitation of the members through the Executive Committee (EC) at least 4 weeks prior to the General Assembly, indicating place, time and agenda items. The invitation will be carried out by mail or if there is no mail address, by post.

⁴ One representative of each Full Member, Individual Members and one representative appointed by all Corporate Members can participate in the General Assembly.

⁵ Proposals for the Annual General Assembly shall be sent to the Executive Committee (EC) no later than 8 weeks before the date of the Annual General Assembly.

⁶ The General Assembly is quorate independent of the number of representatives present.

⁷ The General Assembly shall have the following powers:

- a. Election and re-election of the Executive Committee (EC)
- b. Approval and change of the bylaws
- c. Decision about the minutes of the General Assembly
- 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 Executive Committee (EC)
- h. Decision about the annual budget (including the membership fees)
- i. Decision about the next year agenda
- j. Proposals of actions

⁸ Decisions shall be adopted by simple majority of the representatives of Full Members present.

⁹ The President holds the casting vote in the event of a tie.

¹⁰ Minutes are kept of the discussions and the resolutions of the General Assembly.

¹¹ 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.

¹² An Extraordinary General Assembly shall be organized if necessary by the Executive Committee (EC).

¹³ Organisation follows the same rules as for the Annual General Assembly.

5.3 Executive Committee (EC)

¹ The WFHSS is managed by the Executive Committee (EC) which is accountable to the General Assembly.

² The Executive Committee (EC) shall consist of 7 up to 9 members:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Vice Treasurer
- f. Publication Officer
- g. Education Officer
- h. 2 members (optional)

³ Members of the Executive Committee (EC) are nominated by their organization which is Full Member, and elected for a period of 4 years by the General Assembly.

⁴ Re-election shall be permissible.

⁵ The Executive Committee (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 Full, Individual or Corporate Members
- i. Decision about the suspension or expulsion of members
- j. Proposal for the nomination of honorary members
- k. Election, re-election and deselection of the financial controller (optional)
- l. Election, re-election and deselection of the permanent office (optional)
- m. Conclusion of contracts in the Name of the WFHSS (for example with the Permanent Office or with the Financial Controller)

⁶ The Executive Committee is self-constituting (including the President).

⁷ Decisions shall be adopted by simple majority of the members of the Executive Committee present.

⁸ The President holds the casting vote in the event of a tie.

⁹ Decisions can also be taken by so called "circular resolution" (including e-mail) if no member of the Executive Committee (EC) requires consultation on the issues to be voted upon.

¹⁰ Minutes shall be kept of all resolutions. The minutes shall be approved at the next meeting.

5.4 Financial Controller

¹ The Executive Committee 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; re-election shall be permissible.

³ The Financial Controller must be different from the accountable and from the permanent office.

5.5 Permanent Office

¹ The Executive Committee (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; re-election shall be permissible.

6. Annual Congress

¹ The WFHSS usually organizes an Annual Congress in a country among the Full Members associations which are candidate for hosting.

² A contract shall be signed by the WFHSS and host association for organization and financial issues.

7. Signing authorization

The WFHSS shall be obligated by the signatory power jointly at two by the president jointly together with the vice president or the treasurer.

8. Dissolution of the WFHSS

¹ The WFHSS may be dissolved by written vote in favour 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 Executive Committee (EC).

9. Entering into force

The present bylaws were adopted at the first Annual General Assembly of April 10, 2015 and entered into force on that same day.

Lille, 10/04/2015

The President

The Treasurer

Sig. C. Denis

Sig. H. Ney

Art. 5.2.11 revised on the occasion of the extraordinary GA of 31st October 2018