CONSTITUTION

of the

International Society of Surgery / Société Internationale de Chirurgie ISS/SIC

Advancing the Science and Art of Surgery Worldwide

1. NAME AND SEAT

- 1.1. A non-profit association is established under the name of "International Society of Surgery (ISS) / Société Internationale de Chirurgie (SIC)" (the "Society") in accordance with Article 60 et seg. of the Swiss Civil Code.
- 1.2. The Society was founded in Brussels (Belgium) on September 9, 1902. Its seat was transferred to Switzerland on January 1, 1980.
- 1.3. The official language of the Society is English.
- 1.4. The Seat of the Society within Switzerland is determined by the Executive Committee. Except as otherwise determined by the Executive Committee, the Seat is with the Administrative Office.
- 1.5. The transfer of the Seat of the Society outside Switzerland shall be decided by the General Assembly by the affirmative vote of a majority of two-thirds of the members present.

2. PURPOSE AND OBJECTIVES

- 2.1. The purpose of the Society is the advancement of the science and art of surgery, worldwide.
- 2.2. The objectives of the Society are:
 - 2.2.1. to hold the World Congress of Surgery (the "Congress"), a biennial event where present progress and problems of interest to all surgeons are presented. The Congress also offers venues for simultaneous meetings of various surgical specialties provided during joint presentations, panels and workshops;
 - 2.2.2. to promote and facilitate surgical education worldwide through the activities of the Academy of the Society (the "Academy"), which is responsible for promoting, coordinating and facilitating the teaching activities of the Society, including regional scientific meetings and courses to be held under the auspices of the Society; and
 - 2.2.3. to disseminate knowledge of the science and art of surgery through the regular publication of the World Journal of Surgery (the "Journal"), the official organ of the Society, as well as through the publication of books, manuals and newsletters.

3. MEMBERSHIP

- 3.1. All persons and entities who identify themselves with the purpose and the objectives of the Society may apply for membership.
- 3.2. Subject to the terms of this Constitution, applicable criteria for membership shall be determined as set forth in the Internal Rules (as defined below). Subject to the terms of this Constitution, the Internal Rules shall define the membership categories and identify the rights and duties of the members and the procedures for the acquisition and loss of membership.

- 3.3. **Individual Members**: Medical doctors or non-medical scientists who have received academic training in a field of surgery or life science and who are or have been engaged as their main professional endeavor in a career involving a recognized field of surgery or life science, including the care of the critically ill and/or who have been recognized for their expertise in surgical research.
- 3.4. **Collective Members**: Members of Independent legal entities bound to the Society by individual contract approved by the Executive Committee, who all are and qualify as Individual Members that enjoy full membership privileges and are subject to all membership duties. Each Collective Member will be entitled to delegate one representative with voting rights to the Executive Committee and to the Program Committee of the Society, and to be represented on the Editorial Board of the Journal, as further specified in the Internal Rules.
- 3.5. **Partner Members**: Independent legal entities, as may be further specified in the Internal Rules, bound to the Society by individual contract approved by the Executive Committee, whose members do not all qualify as Individual Members as per Article 3.2. Partner Members shall be considered as one member of the Society, enjoying the membership privileges and subject to the membership duties as per the individual contract and as further specified in the Internal Rules.

4. ORGANIZATION

- 4.1. The organs of the Society are:
 - 4.1.1. the General Assembly;
 - 4.1.2. the Executive Committee;
 - 4.1.3. the Permanent and ad-hoc Boards and Committees:
 - 4.1.4. the Chapters;
 - 4.1.5. the Court of Honor; and
 - 4.1.6. the Auditors.
- 4.2. **THE GENERAL ASSEMBLY** is the supreme organ of the Society and consists of all Individual Members and Partner Members of the Society. The General Assembly shall meet biennially in ordinary session during the Congress. Extraordinary sessions of the General Assembly shall be held when convened by the Executive Committee or at the request of at least one fifth of all the Individual Members of the Society.
 - 4.2.1. The formal invitation to attend the ordinary General Assembly shall be published in a Newsletter and on the Society's website, together with the provisional agenda, at least thirty days before the date fixed for the meeting. The invitation to the extraordinary sessions of the General Assembly shall be published together with the agenda at least twenty days before the session and no other advance notice shall be required.
 - 4.2.2. The ordinary General Assembly shall hear the report of the President and approve the accounts for the preceding financial period. The General Assembly shall elect the Officers of the Society as set forth in the Internal Rules. Furthermore, the General Assembly shall decide on the membership fees and on all items appearing on the agenda.
 - 4.2.3. A minimum of ten members of the Society shall be entitled to request the President to include specific items in the agenda by providing written notice to the President at least two months in advance of the date of the meeting of the General Assembly; provided that items regarding an amendment to the Constitution must be proposed in accordance with Section 11.

- 4.2.4. The debates in the General Assembly shall be validly held, irrespective of the number of members present. Each member has one vote. Decisions and elections shall be made by the affirmative vote of a simple majority of the members present. When amendments to the Constitution or the dissolution of the Society are under consideration, decision shall be made by the affirmative vote of the majority of two-thirds of the members present.
- 4.2.5. The Secretary General is responsible for the minutes of the meetings and shall sign them jointly with the President.
- 4.3. **THE EXECUTIVE COMMITTEE** is the executive organ of the Society. It conducts the affairs of the Society and decides on all matters not expressly assigned to the General Assembly or to another specific organ of the Society.
 - 4.3.1. The Executive Committee consists of the President, the President-elect, the Immediate Past-President, the Secretary General, the Treasurer, the Editor-in-Chief of the Journal, four Councilors-at-large and, one representative of each Collective Member. The foregoing members of the Executive Committee have full voting rights. The Administrative Director is a permanent guest of the Executive Committee meetings, without voting right.
 - 4.3.2. Apart from the tasks assigned by the General Assembly, the Executive Committee shall have the authority to call and convene its own meetings, delegate charges, responsibilities and duties among its members and determine who is authorized to assign or otherwise act on behalf of the Society. The President, the Secretary General and the Treasurer form the Board of Directors and are responsible for urgent matters and have authority to address such matters between meetings of the Executive Committee.
 - 4.3.3. The Executive Committee shall meet whenever it is convened by the President or the Secretary General or at the request of two of its members. The President together with the Secretary General and the Administrative Director may decide by simple majority among themselves whether a meeting shall be held in person or whether the agenda shall be submitted to the members of the Executive Committee in writing. As a rule, the Executive Committee convenes once per year in person. All other deliberations may be held and decisions validly taken by telephone-, video-conference or electronic means.
 - 4.3.4. The deliberations of the Executive Committee are valid if more than half of its members are present at a meeting held in person or are participating by written resolution. Decisions shall be made by the affirmative vote of a simple majority of the members present at a meeting held in person or participating by written resolution; if the votes are equal, the President casts the deciding vote.
- 4.4. **THE BOARDS and COMMITTEES**. In order to fulfill specific tasks, the General Assembly or the Executive Committee may establish permanent as well as ad-hoc Boards and Committees.
 - 4.4.1. Each Board resp. Committee shall be chaired by a member of the Executive Committee.
 - 4.4.2. At present, the following permanent Boards and Committees exist:
 - (a) the Program Committee;
 - (b) the Nominating Committee;
 - (c) the Academy; and
 - (d) the Editorial Board.
 - 4.4.3. The Internal Rules define the Boards and Committees and their organization.

- 4.5. **THE CHAPTERS**. The members of the Society are encouraged to form national and/or regional chapters to coordinate the activities of the Society in their area (the "Chapters").
 - 4.5.1. These Chapters have no independent legal identity, but are sub-organs of the Society and act as its ambassadors.
 - 4.5.2. The Internal Rules determine their structure and organization.
- 4.6. **THE COURT OF HONOR**. The Court of Honor is the tribunal that considers all issues between a member of the Society and any of its organs, as well as issues between the Society's organs. The courts recommendations will be submitted to the Executive Committee for consideration and approval before implementation.
 - 4.6.1. The Court of Honor is composed of three honorable members appointed and reelected biennially by the General Assembly. The Court of Honor has the authority to call its own meetings.
 - 4.6.2. The Court of Honor has the right to call on a legal expert to ask for a legal opinion.
 - 4.6.3. The proceedings before the Court of Honor shall be in writing, with communication by electronic means being acceptable.
- 4.7. **THE AUDITORS**. The General Assembly shall appoint an approved trust company as statutory auditors (the "Statutory Auditors"). The Statutory Auditors shall be biennially elected/reelected. The Statutory Auditors audit the annual accounts, and the Society's methods of investing the assets and the portfolio of assets of the Society. The Statutory Auditors shall report their audit results and methods in writing to the Executive Committee. This report, together with the annual accounts, shall be submitted to the next ordinary General Assembly for approval.

5. ADMINISTRATION

- 5.1. The Executive Committee shall entrust a professional administrative office with the completion of the day-to-day administration of the Society, under the supervision of the Secretary General.
- 5.2. This Administrative Office is bound to the Society by a contract, which shall be approved by the Executive Committee.
- 5.3. The head of the Administrative Office is the Administrative Director of the Society. He or she shall attend the meetings of the Executive Committee and, if appropriate, of the Boards and Committees with advisory voting power.
- 5.4. The Administrative Office houses the Seat of the Society and shall be its official address. All communications received by the Administrative Office on behalf of the Society shall be forwarded to the appropriate officers.
- 5.5. The Administrative Office shall provide the staff necessary to efficiently carry out the tasks entrusted.

6. TERMS OF OFFICE

- 6.1. The officers of the Society shall be as set forth in this Constitution, the Internal Rules, or as otherwise determined by the Executive Committee from time to time. A term of office begins at the end of one ordinary General Assembly and lasts until the end of the next ordinary General Assembly, which usually corresponds to a two year period.
- 6.2. The member elected to the office of President shall serve as President-elect for one term, followed by another term as President, followed again by an additional term as Immediate Past President. A member who serves in these offices is not eligible for re-election to these offices.

- 6.3. The following offices last for two terms and the office holder is eligible for re-election for the same position for a total of four terms:
 - 6.3.1. the Secretary General
 - 6.3.2. the Treasurer
- 6.4. The following office lasts for two terms and the office holder is re-eligible for the same office without limitation:
 - 6.4.1. the Editor-in-Chief
- 6.5. The terms of office of the Representatives of the Collective Members are determined by the Collective Member who appoints such Representative. The same applies to the Delegates of the Chapters.

7. OFFICERS

- 7.1. All officers are nominated by the Nominating Committee and elected by the General Assembly as specified in the Internal Rules. As a rule, they serve in an honorary position and shall not have the authority to bind the Society and shall not be compensated by the Society except as set forth in these Internal Rules.
- 7.2. To the extent not set forth in this Constitution, the election procedure as well as the rights and duties of the officers shall be defined by the Internal Rules.
- 7.3. In case of absence or incapacity of the President, the President-elect shall perform his duties.
- 7.4. Other vacancies occurring in office shall be filled by appointment of the Board of Directors (4.3.2.) until the next ordinary General Assembly.

8. FINANCES

- 8.1. The Society shall raise its funds through membership fees, the Congress, and other scientific or educational events and publications, in particular, the Journal. It may also receive sponsorships, donations and be appointed as heir or legatee.
- 8.2. Membership fees are payable yearly in advance.
- 8.3. The Executive Committee may create special vessels for raising funds for specific objectives of the Society.
- 8.4. The members of the Society shall be exonerated from personal liability with respect to the financial commitments of the Society, which shall be guaranteed solely by the Society's assets.
- 8.5. The business year of the Society shall correspond to the calendar year. The Society's accounting books shall be closed annually and submitted to the Statutory Auditors.
- 8.6. The financial period for which consolidated accounts must be presented for definite approval to the ordinary General Assembly shall start on January 1st preceding the last ordinary General Assembly and end on December 31st preceding the approving ordinary General Assembly.

9. INTERNAL RULES

- 9.1. The Executive Committee shall establish "Internal Rules" supplementing the present Constitution.
- 9.2. The Internal Rules become effective with their adoption by the Executive Committee. They will then be published to the members for information purposes.

10. COMMUNICATION

- 10.1. The World Journal of Surgery is the official Journal of the Society. Subscription to the Journal is included in the membership fee.
- 10.2. The Newsletters to all members shall be the main means of communication from the Society to the members.
- 10.3. All communications in writing between the Society and its members, as well as among the members of its organs and the organs among themselves, are equally valid whether notified or exchanged on paper or electronically.

11. AMENDMENTS TO THE CONSTITUTION

- 11.1. Amendments to this Constitution may be proposed to the General Assembly by the Executive Committee, or by at least twenty members, subject to the terms and procedures in this Section.
- 11.2. Such proposals by the members must be addressed to the President in writing at least three months in advance of the General Assembly and shall include a copy of the proposed amendment and a brief explanatory statement of grounds for amendment.
- 11.3. Except to the extent otherwise provided in this Constitution, amendments to the Constitution require the affirmative vote of a majority of two thirds of the members present at the General Assembly.

12. DISSOLUTION OF THE SOCIETY

- 12.1. A decision to dissolve the Society shall be taken by an extraordinary General Assembly specially convened for the purpose and by the affirmative vote of at least a majority of the members present at such General Assembly.
- 12.2. In case of dissolution of the Society, all its remaining assets shall be transferred to an organization aspiring to the same or to a similar purpose. Devolution of assets to the members of the Society is excluded.

Adopted at Bangkok, Thailand on the 27th day of August of 2015.