



**INTERNATIONAL FEDERATION
OF FERTILITY SOCIETIES**

Fédération Internationale des Sociétés de Fertilité
Federación Internacional de Sociedades de Fertilidad

International Federation of Fertility Societies

Registered in the U.S. (State of Alabama)

Federal tax-exempt status (section 501 (c)(3) of the Internal Revenue Code of 1986)

Constitution and By-Laws

Revised edition as adopted by the General Assembly (Virtual Session – 6 April 2022)

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 USA. 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 standardization of terminology and evaluation of diagnostic and therapeutic procedures in the field of reproduction.
- d.** To hold World Congresses at regular intervals. To promote, on request, regional or national congresses organized by member societies and associated societies. Where possible, to help co-ordinate the dates of conferences which are relevant to the field of reproduction.
- e.** To represent member societies and associated societies whenever joint scientific action is appropriate.
- f.** To establish and maintain relations with other organizations and to promote activities which further the objectives of the Federation.
- g.** To promote patient safety, high standards of care and evidence-based practice that enhance patient care in the field of reproduction and fertility.
- h.** To increase knowledge in reproduction and fertility by promoting and organizing education and training in collaboration with member societies and other organizations.

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, Board of Directors and Committees shall be English.

As English is the international scientific language, documents such as the constitution will not normally be available in other languages.

Article 4

Member Societies

The membership of the Federation shall include those societies which are registered in a UN-recognized state and 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. Multi-state societies are not eligible for member society status and must apply for associated society status (see below).

The member society pays dues to IFFS according to the bylaws. The member society has voting rights in IFFS General Assemblies as outlined in the bylaws.

Associated Societies

An "associated" society is a multi-state society or a federation of IFFS member societies which pursue the same or similar goals as IFFS and has a written constitution consistent with the mission of the IFFS.

The associated society pays no dues to IFFS if it comprises one or more IFFS member societies in good standing. Associated societies comprising no IFFS member societies will pay dues according to the bylaws. The associated society does not take part in voting but is invited to IFFS General Assemblies as observer. Moreover, the Associated Society has a consultative status on important matters such as congress dates and venues or other issues.

Other Membership Types

The Federation Board of Directors may establish other non-voting member categories at its discretion. The Board may decide if these non-voting categories are dues paying and the nature of their access to the Federation's resources. The development, control, and design of these member types will be documented in the official Federation Board operating manual.

In particular, the Federation may take individual non-voting members in order to increase the visibility of the Federation's activities. These individual members should share the goals and philosophy of the Federation.

Article 5

Member Society Application

A qualified society may join the Federation as a member society, provided:

- 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 By-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 Board of Directors of the Federation will discuss the application and vote on conferring membership to the applicant. A report of new members will be presented to the General Assembly.

Associated Society Application

An association can be proposed by the Board of Directors, 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 a member society.

Other Membership Type Applications

Additional non-voting member categories and the method used to apply for membership will be established by the Board of Directors.

Article 6

Membership in the Federation may be rescinded by the Board of Directors. In such cases the decision to rescind membership will be reported to the General Assembly at the next Congress. Reasons for rescinding IFFS membership include:

- a. By withdrawal, subject to a period of notice to be fixed by the By-Laws (No. 1).
- b. By default, in the payment of contributions to the Federation over a period of time to be fixed by the By-Laws (No. 2).
- c. In pursuance of a decision taken by the Board of Directors, a report will be made to the General Assembly.
- d. The Board of Directors 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 behavior of which casts discredit upon the profession. No exclusion may be founded upon reasons of philosophical, religious, political or racial nature.
- e. Following a decision to revoke membership confirmed by the General Assembly, the member society will be given the opportunity to appeal against the decision. The appeal will be made in writing to the Secretary General, supported by relevant documentation including a contemporary constitution and current membership list. After due consideration the Board of Directors will provide its decision which will be final.

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 apply. The appeal must be made in writing to the Secretary General with adequate documentation supporting their reasons for reinstatement.

II – Contributions

Article 7

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

The amount of this contribution will be fixed by the General Assembly and laid down in the By-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- Organization and Management

Article 8

The organizational structure of the Federation consists of:

- a. The General Assembly
- b. The Board of Directors
- c. The Executive Committee
- d. The Audit Committee

The supreme authority of the IFFS is the General Assembly. The Board of Directors is accountable to the General Assembly for the running of the IFFS. The Executive Committee carries out the day-

to-day management of the IFFS and reports to the Board of Directors.

Article 9

- a.** The General Assembly is the supreme authority of the Federation. It shall be composed of Members from member societies and the Officers of the Federation.
- b.** Each eligible member society represented at the General Assembly may exercise its allotted number of votes through a nominated delegate (see By-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 recognized 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 recognized country are defined in By-Laws No. 3.

- c.** Officers of the Board of Directors shall attend the General Assembly in a consultative capacity except the President in his role as Chairman.
- d.** Members of the Board of Directors with the status of member 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.** Board of Director 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 electronic 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.

Article 10

The General Assembly shall meet:

- a.** In regular sessions: hold an annual business meeting of the Federation in person or via electronic means as designated by the Board of Directors and on the occasion of each World Congress organized by the Federation.
- b.** In extraordinary sessions: whenever it is convened by the Board of Directors or at the request of at least one third of the total votes allocated to eligible member societies.

The agenda of the General Assembly shall be drawn up by the Board of Directors.

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 Board of Directors 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 an Auditing Sub-Committee as laid down in the By-Laws (No.4). The Auditing Sub-Committee will appoint the auditors.
- c.** The General Assembly shall receive the report of the Auditing Sub-Committee.
- d.** The Nominating Committee will be chaired by the President Elect and consist of four other members. Its principal duty is to make proposals to the General Assembly regarding the election of officers, the membership of the Board of Directors and the chairman and members of the next Scientific Committee and are set out in its Terms of Reference.

Proposals for four members of the Nominating Committee will be made in writing to the Secretary General before the start of the World Congress. The President will select four from the applicants to reflect the international diversity of the Federation and a proposed Nominating Committee presented to the General Assembly for ratification.

- e.** The General Assembly shall elect Officers, the Chairman of the Scientific Program Committee and the membership of the Board of Directors and Scientific Committees.
- f.** The General Assembly shall have the power to approve the budget proposed by the Board of Directors to enable 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 or electronic ballot if approved by a simple majority vote at the relevant General Assembly.

Article 12

- a.** The Board of Directors shall be elected by the General Assembly.

It shall consist of:

- * Six Officers elected by name:
 - The President
 - The President Elect
 - The Immediate Past President
 - 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. If the President-elect is called upon to serve out an unfinished term of the elected President, the President-Elect would also be eligible to serve their original term. Under no circumstance may anyone serve more than six years consecutively. In the event the President-elect is called upon to finish a term of the President, the Secretary General will assume the role and responsibilities of the President-elect until the end of that term at which time the General Assembly will elect the new President-elect.
- c. The President Elect will normally be expected to have served on the Board of Directors. The President Elect will serve for three years or until the incumbent President leaves office. In the event of the President Elect standing down before he/she assumes the presidency, the Board of Directors will make a nomination subject to ratification at the following General Assembly.
- d. 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.

- e. The nine regular members of the Board of Directors 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 Board of Directors shall be replaced. None of the three members with expiring terms of office may be immediately re-elected.
- f. The immediate past President shall remain a voting member of the Board of Directors for a period of three years after completion of their period of office.
- g. The Board of Directors shall have the power to co-opt persons who may contribute substantially to the fulfillment of the objectives of the Federation. These individuals will have no voting rights.

Article 13

The Board of Directors shall be responsible for:

- a. The management of the affairs of the Federation including establishing terms of reference for its committees.
- b. The selection and organization of triennial World Congresses and other scientific meetings as laid down in the By-Laws (No. 5).
- c. The Board of Directors 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 Board of Directors 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 By-Laws (No. 7).

- g.** Ensuring the articles of the Constitution and the By-Law regulations are adhered to correctly.
- h.** The officers of the Federation (defined in article 12a) shall be the members of a voting sub-committee of the Board of Directors which will meet regularly in person or via other means to ensure the continued oversight of the activities of the Federation. This sub-committee is authorized to make decisions on behalf of the Board of Directors and to commit resources of the Federation as needed. It will be known as the "Executive Committee". Additional representatives, appointees, or delegates may be invited to participate in meetings or other communications of the Executive Committee by the President but will not have voting rights.

The Board of Directors shall normally meet twice yearly, or whenever convened by the President or at the request of one third of its members.

A quorum of the Board of Directors will consist of eight voting members at least four of whom are officers including the President or President Elect. The decisions of the Board shall be made by a majority vote of those present or through electronic voting. In the event of a tied vote, the President shall have a casting vote but this must be in favor of maintaining the status quo. A member of the Board of Directors 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 Board of Directors.

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 Board of Directors. The President may choose to delegate to other officers of the Board of Directors the responsibility to represent the interests of the Federation.

Article 15

The Federation will, from time to time, honor individuals of outstanding and particular merit by election to Honorary Membership of the IFFS. The procedure for election by the Board of Directors is laid down in the By-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 Board of Directors by a member society or an amendment may be proposed by the Board of Directors.

Any proposal for an amendment of this Constitution shall be circulated in writing to all member societies by the Secretary General at least sixty days 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, either physically or electronically, at that General Assembly. If this quorum is not reached, the General Assembly shall be reconvened as

described in the By-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 or through electronic vote by representatives present.

Article 17

The Federation shall be organized and administered according to this Constitution and By-Laws. The By-Laws may be added to, amended, altered or repealed by the Federation at a General Assembly as prescribed in the By-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 By-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 By-Laws of the Federation shall be drawn up by the Board of Directors and submitted for approval to the General Assembly.

By-Laws

1 - Withdrawal of Membership

Pursuant to Article 6a, notice of withdrawal of membership of the Federation shall be given to the Secretary General at least six months before the forthcoming General Assembly. Withdrawal shall become effective only from the date of the General Assembly when the matter is decided. Contributions up to that date shall be paid.

2 - Loss of Membership

Pursuant to Article 6b, loss of membership by default in the payment of contributions will be determined when arrears of the contributions are outstanding three full years after the first notice has been received from the Treasurer.

3 - Annual Dues and Votes

Annual Dues:

- The member societies shall pay an annual membership fee related to the number of members they represent up to a maximum amount that shall be set by the General Assembly.
- In accordance with instructions given by the Treasurer, the dues shall be paid to the Federation no later than December 31st in each current year.

Votes:

For each country, the secretariat will calculate two criteria:

- a.** The total individual membership of the country: combining nominative lists of membership of all member societies from a same country (based on the latest lists received at the secretariat, as long as they are not older than three years of age). The calculation will be made sixty (60) days prior to the General Assembly. A society not contributing a membership list would be excluded from the calculation of votes.
- b.** Each society's percentage share of the total individual membership of the country.

Based off of these two criteria, a total number of votes is established for each country and then those votes are divided among the member societies from that country.

4 - Auditing Body

The Treasurer shall supervise the preparation of the accounts of the IFFS for presentation to the General Assembly. The Auditing Sub-Committee shall appoint Auditors to audit the financial affairs of the Federation.

Furthermore, the General Assembly shall appoint an Auditing Sub-Committee consisting of three members, none of whom shall be an executive officer, or a member of the Board of Directors. This Committee will serve for a period of six years.

The Treasurer shall ensure that relevant documents are made available for the preparation of the accounts and external audit reports within the required timeframes.

The appointed auditing sub-committee shall present a written report to the General Assembly on their findings and recommendations. The financial year shall run from the 1st January to 31st December.

5 - World Congresses of the Federation (IFFS)

5.1. Organization of the World Congresses

- a.** The Board of Directors will select and supervise the organization of the congresses through delegated authority to a congress secretariat which it will appoint and to the scientific committee appointed according to the IFFS constitution.
- b.** They shall have at their disposal:
 - 1. A National/Local Organizing Committee, headed by the President of the forthcoming World Congress.
 - 2. The Auditing Sub-Committee
- c.** The Scientific Program shall be the responsibility of the Scientific Program Committee (see By-Law No. 6).

5.2 Auditing of the accounts of the World Congress

- a. The Board of Directors shall be responsible for ensuring that the accounts of the World Congress are audited by an appropriately licensed accountant.
- b. The Auditing Sub-Committee shall present a written report on the professionally audited accounts of the immediate past World Congress to the Board of Directors within a year from the closing of that World Congress.

6 - Scientific Program Committee

Members of the Scientific Program Committee shall be proposed by the Nominating Committee (Article 11 e. and f.) and be elected by the General Assembly. The Scientific Program Committee shall consist of eleven voting members among whom shall be:

- the outgoing President of the IFFS
- the President elect of the IFFS
- the President of the previous World Congress
- the President of the immediate forthcoming World Congress
- and - ex-officio - the Secretary General of the IFFS

together with six representatives of various member societies elected by the General Assembly (Article 11 e. and f.).

The Chairman of the Scientific Program Committee shall be elected by the General Assembly on advice from the Nominating Committee.

The Scientific Program Committee shall prepare the scientific program of the forthcoming Congress in accordance with any directions received from the General Assembly and the Board of Directors.

7 - Ethical Guidelines

Ethical guidelines for the relationship between the Federation and Related Industry shall be prepared by the Board of Directors. An updated version shall always be available at the office of the Secretary General.

8 - Honorary Membership

Individuals of outstanding merit may be elected as an "*Honorary Member of the International Federation of the Fertility Societies*" by the Board of Directors on advice from the Executive Committee. Nominations may be submitted to the Secretary General up to 20 months before the World Congress where the honor is to be conferred. The decision is to be made no later than one year preceding the congress. Honorary membership will be managed in accordance with the relevant policy.

9 - Amendments to the Constitution and By-Laws of IFFS

Pursuant to Article 16, it is hereby laid down that, in the event of a quorum not being reached in the General Assembly at which an amendment to the Constitution is being proposed the time limit within which the General Assembly shall be reconvened shall be a minimum of sixty days.

10 - Dissolution of the Federation

Pursuant to Article 18, it is hereby laid down that, in the event of a quorum not being reached in the General Assembly at which dissolution of the Federation is being proposed the time limit within which the General Assembly shall be reconvened shall be a minimum of sixty days.

11 - Transitional Duties of the Board of Directors

During a World Congress of the Federation the election of officers and members of the Board of Directors shall take place at the last session of that General Assembly. The former officers and members of the Board of Directors will remain in office until the closure of the current Congress. After closure, the new Board of Directors shall meet. The agenda for this meeting shall be prepared by mutual agreement between the retiring and incoming Presidents of the Federation.

12 - Substitution of Officers

During an on-going term of office, if a vacancy occurs among Officers, except the President (Article 12 b), a substitute shall be chosen by the Board of Directors from among the ordinary members of the Board of Directors. The substitute shall remain in office until the next relevant meeting of the General Assembly. The member society whose personal representative on the Board may have been elected to become an officer, must immediately appoint a substitute representative who shall fill the vacancy on the Board until the next meeting of the General Assembly.

13 - Representatives of Member Societies at the General Assembly

Member societies shall inform the Secretary General prior to the General Assembly of the composition of their delegation and where possible, the names of alternates.

Delegates to the General Assembly shall bring to the meeting written authorization of their right to vote.

The Officers of the Federation cannot be national delegates to the General Assembly.

REVISION HISTORY

6 April 2022

Clarified language throughout, clarified composition and voting rights of executive committee, clarified membership eligibility