

INTERNATIONAL FEDERATION FOR THE SURGERY OF OBESITY - EUROPEAN CHAPTER (IFSO-EC)

BACKGROUND

Founding, Functions and Strategies:

During the year 2004, the IFSO-European Chapter was unofficially founded during several personal meetings of leading European bariatric surgeons. At the IFSO European Symposium in Prague in 2004, the main goals and future activities of the Chapter were formulated.

The Chapter was subsequently officially approved by the Executive Council of IFSO at the IFSO World Congress in Maastricht, the Netherlands, in 2005.

IFSO-EC is an integral part of IFSO, acting in alignment with the bylaws and other official documents of IFSO.

Among the main tasks and strategies of IFSO-EC are:

- A special focus and interest in bariatric activities in Europe, where the enormous European scientific potential can be used as an important force for the development of bariatric surgery.
- Coordination of scientific collaboration among various national European (and other) bariatric surgical organizations at the European level.
- Collaboration with the official authorities of the European Union (e.g. the European Parliament, EU Council, etc.), national governmental organizations and other international organizations, such as the WHO, on awareness and prevention of obesity, and treatment pathways.
- Organization and coordination of broad European bariatric scientific activities, such as European bariatric congresses, national meetings, etc.
- Collaboration with non-surgical obesity-focused organizations, such as EASO, IOTF and relevant patient advocacy groups.
- Collaboration with European health-care funding / health-care provider organizations on the health economics, safety and effectiveness of bariatric surgery.

The Second Congress of the IFSO-European Chapter, with more than 350 attendees, was held in April 2006 in Lyon, France, where the Bylaws below were recommended for approval by the General Assembly of IFSO.

BYLAWS

PART I

1. Definition and Goals:

The IFSO European Chapter (hereinafter referred to as IFSO-EC) is an integral part of IFSO, acting in alignment with its bylaws and other official documents, but with distinct Officers, Executive Council and Assembly structure. IFSO-EC has a specialized focus and interest in bariatric surgery activities in Europe.

2. Membership

Regular Body Members (RBM) of IFSO-EC can be any officially established national bariatric surgical organization(s), after official application and approval by the IFSOEC Executive Council, not only from the European Union, but also from the entire European continent, the Mediterranean basin, Africa and the Middle East, on condition that the organization is already a member of IFSO or has applied to become a member. Regular individual members of each RBM of IFSO belonging to IFSO-EC automatically become Regular Individual Members of IFSO-EC. Affiliated Body Members (ABM) can be any organization active in the field of obesity management worldwide, which applies and is approved by the IFSO-EC Executive. Affiliate Individual Membership is available to any individual active in the field of obesity from a country where there is no recognized Regular or Affiliate IFSO-EC Body Member, upon approval.

2.1 Senior Membership

Senior Member (SM) is a member, who has previously been a Full Body Member (FBM) or an Affiliated Body Member (ABM), who has retired from clinical practice but wishes to remain within the Society. SM shall be non-voting and shall not pay dues to any Body to which the Society is affiliated or associated, nor will they enjoy the benefits thereof.

2.2

National Societies Members of the Chapter ("National Societies" for the purposes of this Bylaw) may recognize a special membership category within their society for trainee clinicians ("Trainee Members") and it shall be for National Societies to decide on the membership fees they charge their Trainee Members.

2.3

Trainee Members of National Societies shall not be required to subscribe to the Official Journal nor shall the National Society be required to pay dues to the Federation at a rate that includes the fee for such a subscription.

2.4

All categories of members of all National Societies shall have equal right of access to all sessions of congresses, symposia, conferences or other scientific or educational events organised, sponsored or endorsed by the Chapter.

3. Membership Book

The Executive Director shall be responsible for keeping an updated membership book, as set out below under **Duties of Executive Director**.

4. Official Language

The official language of IFSO-EC is English.

5. Official Journal

IFSO-EC may designate one or more official scientific journals. Currently these are Obesity Surgery and Obesity Facts.

6. Activities

- a) Promoting and coordinating scientific collaboration among various national European bariatric surgical organizations (and others as defined above) on a European level.
- b) Collaboration with other European and worldwide scientific and public organizations predominantly specialized in bariatric care.
- c) Collaboration with the European Union official authorities (such as the European Parliament, EU Council, etc.), national government organizations, and other international organizations, such as the WHO, on obesity awareness, prevention, and treatment pathways.
- d) Endorsing and participating as a European organization in bariatric surgery scientific activities, such as European bariatric congresses, national meetings, etc.
- e) Collaboration with other non-surgical obesity-focused organizations, such as EASO, IOTF and relevant patient advocacy groups.
- f) Collaboration with European payer/health-care provider organizations, on the aspects of health economics, safety and efficacy of bariatric surgery.
- g) Holding an official IFSO European Chapter Congress, regulated as defined below.

PART II

7. Structure

The European Chapter is fully aligned with the structure of IFSO, with its members retaining positions in the IFSO Executive and General Council, as well as in other respective IFSO bodies.

IFSO-EC is composed of:

- A) General Council
- B) Executive Council
- C) General Assembly

7. A. 1 GENERAL COUNCIL

- a) General Council is composed of the Executive Council plus two (2) Representatives from each IFSO-EC member country.
- b) One Representative of each Affiliated Body Member, as well as the Affiliated Individual Members, can participate at the General Council meetings without voting rights,
- c) Each member country has one (1) vote, which can be exercised by either of the two country representatives during a voting process.

- d) Voting shall be by secret ballot whenever more than one choice is proposed for voting (e.g. Presidential candidates, Congress sites, etc.).
- e) Country Representatives will be nominated by each country for a 4-year term, and their names must be officially communicated by the President of each National Society to the IFSO-EC President and/or Executive Director not later than 15 days before the annual IFSO-EC meeting.
- f) The General Council will meet each year during the IFSO-EC Congress and during the IFSO World Congress when it is held in Europe.
- g) The General Council shall approve the Officers of the Chapter as set out below in section 7.B
- h) The policies and activities of the Chapter shall be approved (or otherwise) by General Council through its usual business process.
- i) The General Council has a right to veto or revise actions taken by the Executive Council between General Council meetings.

7. B. 1 EXECUTIVE COUNCIL

The Executive Council shall be composed of the Officers of the Chapter. The Executive Council acts for the General Council between General Council meetings, taking all decisions and actions deemed necessary to enable operation of the Chapter. One-half of the voting membership of the Executive Council shall constitute a quorum. The decisions shall be determined by a simple majority. In the event of an equal vote, the President shall cast the deciding vote. Each decision considered by the Executive Council of inter-regional importance shall be submitted to the next IFSO General Council for approval.

The Executive Council shall meet, together with the General Council, every year at the EC Congress or at the IFSO Congress when it is held in Europe. Extraordinary decisions may be taken by electronic voting, called by the President or by at least one-half of the Executive Council membership.

The Executive and General Council agenda shall be presented by the President and/or the Executive director at least 30 days in advance of meetings.

7.B.2 IFSO-EC EXECUTIVE COUNCIL OFFICERS

The Executive Council is composed of the following voting officers:

President – 2-year term (non re-electable)

President-Elect – 2-year term (non re-electable)

Past-President – 2-year term (non re-electable)

Member- at-large – 2- year term (Mechanisms of re-election rest with IFSO)

Upcoming IFSO-EC or IFSO World Congress President (when the IFSO Congress is being held in Europe) – 1-year term (not re-electable for 4 years)

Executive Director – 4– year term (re-electable) for one further 4 year term

Treasurer – 3 – year term (re-electable) for one further 3 year term

7.B.3. Non- voting members of The Executive Council are:

IFSO-EC Secretary – indefinitely. May be replaced by IFSO-Secretary during meetings.

Honorary President – indefinitely

Representative of Official Journals– 2 year term (elected / re-elected by Executive Council)

Chairs of Committees will not regularly be members of Executive Council. They will relate to Executive Director, who may ask them to attend Executive Council case-by-case

Young IFSO Chapter representative determined according to the governance structure of young IFSO

EASO Rapporteur (or chair of interdisciplinary committee)

7. B.4 Nomination, functions and elections of IFSO-EC Executive Council Officers

I. PRESIDENT

a) **Presidential Candidates.** Candidature is proposed to Executive Council by the Presidents of the National Member Societies, but the Executive Council is the only nominating body which can propose a candidate to the General Council. The General Council, however, is not obliged to accept the recommendations of the Executive Council, and may accept further nominations from the floor. If more than one candidate is nominated, a secret ballot will take place during the General Council meeting.

b) **Duties of the President**

- To work in concert with the Executive Director and Treasurer, deferring to their expertise as appropriate, in pursuit of the aims and obligations of the chapter.
- To act as the representational Head of the Chapter in all external affairs
- To assume an ambassadorial and advocacy role in the relations of the Chapter with industrial sponsors and potential professional allies
- To support Congress Presidents and the relevant subcommittees chairs in developing the scientific quality of IFSO-EC operated or endorsed scientific meetings
- To be active in developing the policies and finances of the Chapter.
- *Ex officio* to be a member of the Byelaws committee
- As Past President to chair the Bylaws committee
- To chair and conduct meetings of Executive Council
- To speak at congresses as requested by a Congress President.

c) **Additional Privileges of the President**

- To use the title of President of IFSO-EC (President Elect, Past President as appropriate) in the personal and professional sphere throughout his/her term of office.
- After the end of the term as past President an individual is authorised to continue to describe him/herself as “Late President IFSO-EC”

d) **President-Elect**

Candidates are proposed to Executive Council by the Presidents of the National Member Societies, but the Executive Council is the only nominating body which can propose a candidate to the General Council. The General Council, however, is not obliged to accept the recommendations of the Executive Council, and may accept further nominations from the floor. If more than one candidate is nominated, a secret ballot will take place during the General Council meeting.

The President – Elect can replace Existing President as a Chair of Executive Council meetings, General Council meeting, General Assembly in case of non-availability of existing IFSO-Chapter President to

perform his (her) functions. The President-elect has a 2-year term after which he becomes President without further approval. President- elect may head one of the Chapter's Committees or perform other functions in the Chapter until his (her) Presidential term.

e) Past-President

Remains a voting member of IFSO-EC 2 years after his (her) Presidential term. May serve as a Chair of an IFSO-EC Committee or in another designated function. After 2 years the Past President must leave Executive Council unless elected to another office.

II. EXECUTIVE DIRECTOR

a) Candidacy:

The Executive Director – is elected for a 4-year term and is re-electable for one further 4-year - term. Executive Council is the only nominating body which can propose a candidate. The General Council, however, is not obliged to accept the recommendations of the Executive Council, and may accept further nominations from the floor. If more than one candidate is nominated, a secret ballot voting will take place during the General Council meeting.

b) Duties of Executive Director

- To be head of Committee Chairs. Ensure that fellow Officers and Executive Council operate the Chapter according to its constitution at all times.
- To be active in developing the policies and finances of the Chapter.
- To ensure continuity and consistency of policy development and process of Executive Council and fellow Officers over time.
- To promote effective relations of the Chapter with industrial sponsors and potential professional allies
- Calling meetings with due notice and process
- Ensure that Administrative Secretariat circulates meeting agendas with due notice according to Bylaws / MOPP
- Ensure that Administrative Secretariat keeps minutes of Executive Council and General Council meetings and that these minutes are circulated for review not more than 28 days after such a meeting.
- To ensure that the Administrative Secretariat maintains a current Membership Book and that this is used in compliance with data protection laws, so that the information is shared among Chapter members only for the legitimate purposes of the Chapter and its members. This book shall list all the Individual Members of the European Chapter, the Society Representatives, and the pertinent mailing addresses, phone, fax and e-mail addresses, updated at least annually.
- Ensure that regular newsletters issued by Administrative Secretariat contain accurate calendar information and other material needed by members.

c) Privileges of the Executive Director

- To use the title of Executive Director IFSO-EC in the personal and professional sphere throughout his/her term of office.
- After the end of the term an individual may continue to describe him/herself as "Late Executive Director IFSO-EC".

d) Executive Director Designate

Executive Council shall arrange for election of a new Executive Director with the title of Executive Director Designate to be completed no less than 1 year before he/she takes over the Executive Director ship. The role of Executive Director Designate shall thus run for 1 year in addition to the 4-

year term as Executive Director. The Executive Director Designate shall be a voting member of Executive Council and his/her duties will mirror and be in support of the Executive Director.

III TREASURER

a) **Candidacy**

The Treasurer – is elected for a 3 year term and is re-electable for a further term of three years. The Treasurer is identified and elected by Executive Council. To be ratified by General Council in next session.

b) **Duties of Treasurer**

- To be responsible for IFSO-EC funds treasure, income stream and expenses. He (she) shall present financial reports during EC and GC meetings.
- To ensure that fellow Officers and Executive Council operate the Chapter according to prudent financial practice at all times.
- To lead in developing the financial strength of the Chapter.
- To ensure membership dues are applied for the proper benefit of the chapter and its members.
- To promote effective relations of the Chapter with industrial sponsors and respond to current restrictions in sponsorship.
- To prepare annual accounts for approval by Executive Council and General Council and in concert with the Executive Director to ensure that these are circulated with the meeting agenda with proper notice.
- To secure annual external audit of the accounts.
- To administer the Chapter's bank account and apply finds therein to such activities as EC shall require.
- To ensure sufficient funds for cover the Chapter's responsibilities – in particular its obligations to support the operation of the Administrative Secretariat.
- To advise Executive Council in a timely way of potential shortfall or default.

c) **Additional Privileges of the Treasurer**

- To use the title of Treasurer IFSO-EC in the personal and professional sphere throughout his/her term of office.
- After the end of the term an individual is authorised to continue to describe him/herself as "Late Treasurer IFSO-EC"

d) **Treasurer Designate**

Executive Council shall arrange for election of a new Treasurer with the title of Treasurer Designate to be completed no less than 1 year before he/she takes over the Treasury. The role of Treasurer Designate shall thus run for 1 year in addition to the 3-year term as Treasurer. The Treasurer Designate shall be a voting member of Executive Council and his/her duties will mirror and be in support of the Treasurer.

IV MEMBER AT LARGE

Member at Large is a voting member of the IFSO-EC representing the Chapter with voting rights in the IFSO together with Chapter President. The Chapter is allowed to propose a list of five members to the Executive Board of IFSO, who will elect. However the Executive Board of IFSO is not obliged to choose

one of the proposed candidates. The internal procedure to select the five candidates is a matter for the Chapter's Executive Council.

7.B.5. COLLABORATION BETWEEN OFFICERS

President, Treasurer and Executive Director will maintain close dialogue in order to serve the interests of the Chapter.

7.B.6. GENERAL DUTIES OF OFFICERS

- To represent in concert Executive Council (and General Council through the existing responsibility of Executive Council to General Council) and act on its behalf as required.
- To act according to directions, needs and policies agreed at Executive Council, being answerable to Executive Council at all times.
- To uphold within Executive Council the principle of final decision making by voting members, while taking into account the advice of all Executive Council members.
- Where decisions and actions are needed not previously discussed at Executive Council, Officers shall be accountable to Executive Council at the next Executive Council meeting. These actions shall remain provisional until ratified by Executive Council at such a meeting.
- To uphold the interests and reputation of the Chapter at all times, both within IFSO and beyond.
- When invited / appointed to other professional, governmental or advisory, Officers will declare their role within the Chapter and promote its interests so far as is practical.
- To recognize that the Chapter exists primarily for the benefit of its members – national societal and individual – and to act wherever possible in support of them.

7.B.7. RESIGNATION OF OFFICERS

Any President, Treasurer or Executive Director may tender their resignation to Executive Council for personal or professional reasons giving 3 months notice and without prejudice to their personal or professional standing. In such cases the President Elect/ Treasurer Designate / Exec Director Designate will act up until a new election/ appointment has been put in place

7.B.8. REMOVAL OF OFFICERS

Any President, Treasurer or Executive Director convicted of a criminal offence or found guilty of professional misconduct or therefore debarred from Clinical Practice by his/her national professional regulator will be dismissed by Exec Council.

Employment disputes or other allegations of misconduct will not constitute grounds for dismissal
A motion to remove an officer on other grounds shall be notified to executive Council either by General Council or from within Exec Council 56 days prior to a General Council meeting. Such a motion can only be ratified by a 2/3 majority of *all* voting members of General Council at a properly convened ordinary or extra-ordinary General Council meeting

7.B.9. GENERAL PRIVILEGES OF OFFICERS

Officers may

- Represent their position in personal and professional life but shall not abuse the position for personal gain.
- Enjoy the support and services of the IFSO-EC Administrative Secretariat to pursue their work on behalf of the chapter.
- Enjoy registration free of Charge at congresses and conferences operated by or endorsed by the Chapter.

Support for travel expenses is regulated by MOPP.

7. C. 1 GENERAL ASSEMBLY

The General Assembly is composed of all Individual Members of IFSO-EC. The General Assembly meets every second year, when the IFSO-EC Congress is held, separately from the General Council meeting.

The General Assembly is informed about the decisions taken by the Executive Council and the General Council during the last 2-year period. The General Assembly does not have to approve the decisions.

8. CONGRESS

a) The IFSO-EC Congress shall be held in each year that the IFSO World Congress is being held outside of Europe. The date shall be at least 4 months distant in time from the IFSO World Congress.

b) General Council members can propose (nominate) the country for the IFSO-EC Congress.

c) The place shall be chosen by the General Council based on bids from Regular Body Members of the Chapter.

d) The bid (including country, site, and Congress President) shall be officially delivered to the IFSO-EC President and/or to the Executive Director at least 15 days prior to the scheduled General Council Meeting.

e) The General Council shall award the Congress by secret ballot on the bids received.

f) No more than the two next Congress sites will be decided upon at a time.

g) There must be at least a 3-year gap between bids potentially placed by an IFSO-EC country that has already organized an IFSO-EC Congress.

h) The Organizing Member accepts all financial responsibilities connected with the Congress. In case of a positive balance, the surplus shall be shared in 30:30:40 parts among the local organization, the IFSO-EC and the IFSO. In case of a negative balance, no financial obligation will belong to IFSO-EC.

i) Within 6 months after the end of the Congress, the Congress Organizing Committee shall submit to the Executive Council a full financial report of the Congress.

9. FINANCES

IFSO-EC finances shall be constituted by annual membership fees, donations, sponsoring by industry, income from the Congress, and possible income from any other sources that do not conflict with the goals of the Chapter.

9.1 IFSO-EC Finances

- a) Potential IFSO-EC Congress surplus shall be divided in a ratio of 30%:30%:40%, where the 30% parts go to the Congress organizers and to the IFSO-EC, and the 40% part goes to the IFSO.
- d) The IFSO-EC account will be opened by the Treasurer, as an independent subaccount of the National Bariatric Society account. The Treasurer will manage the account.
- e) IFSO-EC will decide upon research, travel and policy of sponsoring other grants.

10 AMENDMENTS TO THE BYLAWS

- a) A two-third majority of votes of a duly constituted and quorate General Council shall be required for any alteration, amendment or repeal of the IFSO-EC Bylaws.
- b) At least two-thirds of members present have to express their vote. If this participation is not achieved a final determination will be made by the voting members (only) of Executive Council.

11. EUROPEAN CHAPTER LEGAL IDENTITY

IFSO European Chapter eV

The legal identity of the Chapter shall be “IFSO European Chapter eV”, Registered Association, incorporated in Diemen, under Netherlands law, and registered at Dalsteindrief 141, Ground Floor, DIEMEN, 1112 XJ, the Netherlands (“the Association”).

11.1 Purpose of the Association

The legal, contractual, financial and regulatory affairs of the Chapter shall be conducted exclusively through the Association under the terms of its registered Constitution, which for these purposes only shall prevail over the ordinary business processes of the Executive Council.

11.2 General Meeting of the Association

The Constituency referred to in the Constitution of the Association shall be the full voting membership of the Executive Council of the European Chapter. The Constituency and its appointees are answerable to the General Council of the Chapter in all matters by way of their existing responsibility as members of Executive Council, which responsibility remains unchanged.

11.3 Directors of the Association – Management Board - Officers

The Constituency, as understood in the Constitution of the Association, shall appoint three Directors to create a Management Board. These Directors shall be appointed for an initial term of 5 years, but may resign, be replaced or be augmented under the Constitution of the Association. The Management Board shall appoint a Chairman, a Secretary and a Treasurer of the Association from within their number.

11.4 Founders

With the ratification of this Bylaw (11 and its subsections 11.1 - 11.4) by General Council, the Constituency of the Association shall immediately replace the Founders of the Association with the Directors as defined in 11.3 above, to whom all the powers and responsibilities set out in the Constitution of the Association shall be transferred.

BYLAW 12: VALUES OF THE EUROPEAN CHAPTER: STATEMENT ON CONFLICTS OF INTEREST

12.1 Principles

The European Chapter of IFSO is committed to Governance according to its Constitution, as documented by its standing Bylaws Subcommittee and as ratified by its General Council.

The Chapter is further committed to the principle that the needs of patients with patients suffering from obesity and from associated metabolic disease stand above the interests of its membership.

Patients are entitled to expect responsible bariatric and metabolic clinicians to behave honestly and openly as well as observing proper professional & clinical guidelines.

12.2 Values

Accordingly the Chapter

- Is committed to the principles of Transparency, Democracy and Inclusiveness. Hence the records of its business processes are accessible to its membership.
- Will treat its membership equally, whatever their professional background.
- Expects financial probity of its membership and of its Officers and allows inspection of its accounts by its membership.

12.3 Conflicts of Interests

The Chapter expects its Officers to declare all relevant financial interests. The Executive Director shall maintain a Register of Interests which shall be available for inspection by all.

Officers shall not engage in activities that conflict with or that may be seen to conflict with or be against the interests of the Chapter or with its ethical governance as set out above. If they wish to pursue such activities they shall tender their resignation.

12.4 The Chapter considers that its officers *will* have a conflict of Interests if they

- Enjoy employment by/ directorship of / participation in a company or other commercial entity that provides services or goods to the Chapter or to the wider bariatric clinical community.

12.5 The Chapter considers its officers *will not* have a conflict of Interests simply because they

- Enjoy unpaid consultancy (declared to the Executive Director)
- Enjoy a remunerated consultancy that has been fully declared to the Executive Director.

- Enjoy directorship of / participation in a company or other commercial entity directed only at their own professional activity.
- Are Officers of IFSO-EC eV, the Chapter's own legal entity.

12.6 The Chapter may at its discretion

decline goods or services from or decline to endorse the activities of individuals or commercial entities that it reasonably believes may have similar conflicts of interests.

12.7 Cases of doubt

These shall be submitted by the Executive Director to the Executive Council for determination.