



## **WFUMB CONSTITUTION**

(To take effect from October, 1988)  
(Constitution Revised October 13, 2017, May 28, 2019 )

### **PREAMBLE**

Because of the increasing application of ultrasonic techniques in biological and medical research and practice, groups have been organized in various parts of the world to promote cooperative effort in these areas. In order to integrate this effort further and expand the cooperation on an international basis, a world federation of Affiliated Organizations was indicated. In accordance with this principle and with the decision of the constituent assembly meeting in Vienna, Austria, in June 1969, there is hereby organized an international non-profit scientific organization which shall be a federation under the following Constitution.

### **ARTICLE 1: NAME**

The name of this organization shall be the World Federation for Ultrasound in Medicine and Biology, Inc. (WFUMB).

### **ARTICLE 2: ADDRESS**

The headquarters of WFUMB shall be as designated by the Administrative Council.

### **ARTICLE 3: OBJECTIVES**

The objectives of WFUMB shall be scientific, literary, and educational. Its aims shall be to encourage research in the field; to promote international cooperation in the field; and to disseminate scientific information. In pursuit of these aims, WFUMB may, in relation to its specific field of interest, engage in the following activities: sponsorship of meetings; publication of an official journal and other official documents; cooperation with other societies and organizations in specific learning; appointment of commissions on special problems; and awarding of prizes and distinctions. It may promote the formation of national or regional societies or groups, the coordination of bibliographic and informational services and the improvement of standards in terminology, equipment, methods, and safety practices, and generally shall promote improved communication and understanding in the world community using ultrasound in medicine and biology.

### **ARTICLE 4: MEMBERSHIP: AFFILIATION AND ASSOCIATION**

4.1. WFUMB membership shall be composed of primarily Affiliated Organizations that have a major interest in the field of medical and biological ultrasound and whose scientific stature is in keeping with the aims of WFUMB. These organizations may be scientific societies or subgroups thereof or other regional or national bodies as specified in 4.2, 4.3.1 and 4.3.2 below. Individuals who are members of such Affiliated Organizations shall be known as Affiliates of WFUMB.

4.2. Organizations desiring affiliation must present evidence that they are carrying on one or more of the following activities in an area relevant to the use of ultrasound in medicine and biology: holding regular meetings; publishing a journal of good scientific standard; maintaining study groups on particular topics. Such an organization must be on a non-profit basis and maintain high ethical standards; and must have a constitution or other formal documentation of its organization and operation.

4.3.1. Wherever such an arrangement is practical, several such national groups shall jointly apply for affiliation as a federation based on geographical, linguistic or other common factors. In addition, individual societies that are now members will be encouraged to form regional federations. Normally, and except by a resolution of the General Assembly with respect to a particular situation, not more than one national or regional organization covering the same geographical area may become Affiliated.

4.3.2. Not more than one international specialty organization may become Affiliated for any specialty. Such a specialty organization must demonstrate broad representation within such a specialty and must provide world-wide coverage.

4.4. Applications for affiliation to WFUMB must be made to WFUMB using procedures specified in the bylaws. If an application is approved by the Administrative Council, it shall then be presented to the General Assembly for approval.

4.4.1. Membership of organizations approved for affiliation by the General Assembly shall be regarded as provisional for two years and confirmed in the absence of a claim for recognition by other societies seeking to represent the same country or region during this period. During this provisional period, the Affiliated Organization will have all the privileges and responsibilities of membership. If a rival claim is made, this will be reported on by the Administrative Council, and affiliation shall then be decided by vote of the General Assembly.

4.5. Individual membership in WFUMB shall be through one class of membership: Honorary Life Members.

4.5.1. Individuals who have rendered uniquely valuable service to WFUMB may have bestowed upon them the title of Honorary Life Member.

4.5.2. Subject to endorsement by the Administrative Council, nominations for Honorary Life Membership shall be presented to the General Assembly for ratification.

#### ARTICLE 5: REGISTER

5.1. A register of Affiliated Organizations shall be kept by WFUMB. It shall include a listing of current executive officers and address(es) and a current census of membership of Affiliated Organizations. A supplementary file shall include current copies of constitutions and bylaws or other official documentation of the Affiliated Organization.

5.2. A register of Honorary Life Members shall be kept by WFUMB.

#### ARTICLE 6: RESPONSIBILITIES OF AFFILIATED ORGANIZATIONS

As a condition of membership, Affiliated Organizations shall agree to:

6.1. Publish or otherwise disseminate to all their members WFUMB calls for papers, news releases, conference notices and announcements.

6.2. Supply WFUMB and the editor-in-chief of WFUMB's official journal with advance information on their own meetings and activities.

6.3. Notify WFUMB of changes in leadership, changes in membership numbers, and changes to their constitution and bylaws.

6.4. Appoint a member of their leadership as liaison to WFUMB and supply WFUMB and the editor-in-chief of WFUMB's official journal with this individual's name and contact details. This is in addition to the Affiliate's selection of one or more General Assembly delegates to WFUMB.

6.5. Pay annual per capita membership dues. Affiliated Organizations having more than one category of membership shall select all categories except any the student category to designate for affiliation.

(a) The per capita membership dues will be determined annually by the Administrative Council.

(b) Annual dues from Affiliated Organizations are based upon 100% of the number of members in all the categories of membership of the organization except the student category for affiliation.

(c) Not later than 1 March of each calendar year, each Affiliated Organization shall send to WFUMB an annual dues payment based on the fee designated in 6.5.(a) and the number of members as designated in 6.5.(b), at 31 December of the prior year.

#### ARTICLE 7: PRIVILEGES AND RIGHTS OF AFFILIATED ORGANIZATIONS

The following privileges and rights are granted to Affiliated Organizations by virtue of their affiliation:

- 7.1. Access to WFUMB resources for purposes of world coverage of their own news.
- 7.2. Permission to indicate the affiliation on their stationery or elsewhere, consistent with the objectives of WFUMB.
- 7.3. Representation on the General Assembly of WFUMB as provided by the Constitution.
- 7.4. Ability to offer their members reduced subscription rates to WFUMB's journal.
- 7.5. Access to reduced rates for WFUMB publications and reduced registration fees at WFUMB congresses, where available.

#### ARTICLE 8: TERMINATION OF MEMBERSHIP

Affiliation may be terminated in any of the following ways:

- 8.1. Should an Affiliated Organization wish to resign, it must give six months' notice to WFUMB in writing. It shall be responsible for the annual membership dues for the effective year of resignation.
- 8.2. If the annual membership dues of an Affiliated Organization have not been paid on or before 1 March of that year, the Affiliated Organization will be suspended until dues payment has been received by WFUMB. If the membership dues in arrears have not been paid by 31 December of that year, the organization shall cease to be an Affiliated Organization as of that date, unless otherwise decided by resolution of the Administrative Council.
- 8.3. An Affiliated Organization may be suspended by the Administrative Council or expelled by the General Assembly, on the grounds that its conduct is detrimental to the honor or interests of WFUMB. It shall be responsible for the annual membership dues for the effective year of termination.

#### ARTICLE 9: THE GENERAL ASSEMBLY

- 9.1 The General Assembly shall be composed of the voting delegates of the Affiliated Organizations and the members of the Administrative Council, as non-voting attendees.
- 9.2. The principal functions of the General Assembly shall be to:
  - 9.2.1. Establish WFUMB policy.
  - 9.2.2. Elect the members of the Administrative Council.
  - 9.2.3. Elect officers of WFUMB.
  - 9.2.4. Receive and approve reports of the Administrative Council and make recommendations thereto.
  - 9.2.5. Amend the Constitution of WFUMB when required.
- 9.3. A General Assembly meeting shall be convened every two years, at such times and places as prescribed by the Administrative Council, in accordance with Article 11.1.

9.4. Business of the General Assembly will be carried out as specified in Articles 11 and 12.

#### ARTICLE 10: SELECTION AND TENURE OF GENERAL ASSEMBLY DELEGATES

- 10.1. The certified number of votes of each Affiliated Organization shall be equal to its paid-up membership as certified by WFUMB.
- 10.2. In any membership year, which runs from 1 January to 31 December, paid-up membership of an Affiliated Organization shall be as specified in Article 6.5.
- 10.3. Each Affiliated Organization shall be represented in the General Assembly by one, or under the conditions of Article 10.5, more than one delegate, who shall have authority to cast votes amounting to the certified number of votes for the Affiliated Organization.
- 10.4. The name of its delegate(s), and that of not more than one alternate for each delegate, shall be communicated by air mail or electronic means to WFUMB immediately on appointment by the Affiliated Organization at least 10 days in advance of the General Assembly meeting.
- 10.5. An Affiliated Organization may be represented by more than one delegate. In such a case, the split of votes available to each delegate shall be specified in advance by the Affiliated Organization.
- 10.6. Delegates shall be chosen only from those categories of membership in the Affiliated Organization which have been chosen for affiliation with WFUMB.
- 10.7. The WFUMB President may appoint a Credentials Committee to examine and approve the credentials of delegates to the General Assembly.

#### ARTICLE 11: MEETINGS OF THE GENERAL ASSEMBLY

- 11.1. The General Assembly will meet every two years at the time of the scientific congress of WFUMB.
- 11.2. An extraordinary assembly meeting may be called by the Administrative Council at other times on petition of two or more Affiliated Organizations, which hold among them at least 10% of the voting rights of WFUMB.
- 11.3. The agenda of the General Assembly meeting shall be circulated to Affiliated Organizations at least 10 days and not more than 50 days in advance of the Assembly Meeting. It shall include at least:
- (a) Reports from officers,
  - (b) Reports of standing committees of the General Assembly,
  - (c) Counting of election ballots for officers,
  - (d) Any old or new business presented by the Administrative Council,
  - (e) Any proposed amendments to the Constitution,
  - (f) Discussion of matters of general interest presented by any delegate. Such items are to be submitted for review at the Administrative Council meeting prior to the General Assembly meeting,
  - (g) New business
- 11.4. The President of WFUMB shall preside over the General Assembly meeting. In the absence of the President, the meeting shall be presided over by the Vice-President 1.
- 11.5. The next President shall be installed at the end of the regular General Assembly meeting at which he/she was President-Elect.
- 11.6. All Affiliates may attend a General Assembly meeting and participate in the discussion. Only duly elected voting delegates may vote. Vote may be by show of hands indicative of voting rights except on questions of amendments or selection of officers where a written ballot will be required.

11.7. The Secretary, or his or her designee, shall keep minutes of each meeting of the General Assembly, which shall, after confirmation by the presiding officer, be kept by WFUMB. Copies of the minutes or extracts shall be sent to all Affiliated Organizations who request them.

11.8. A quorum shall consist of voting delegates who, among them, represent the voting rights of at least 50% of the full Affiliated Organizations membership. A simple majority shall be sufficient to carry a decision.

11.9. Lacking a quorum, all business transacted must be ratified as specified in Article 12.

#### ARTICLE 12: PROCEDURES FOR INTERIM VOTING BY THE GENERAL ASSEMBLY

In the intervals between meetings of the General Assembly and subject to resolutions of the Administrative Council, items of WFUMB business may be submitted to the General Assembly for voting. This procedure shall be as follows:

12.1. WFUMB shall prepare an appropriate ballot form and send, by air mail or electronic means, a copy to each Affiliated Organization's liaison, as described in Article 6.4.

12.2. Replies should be communicated in writing, via air mail or electronic means to WFUMB within 60 full days from the date of communication.

12.3. A unanimous vote of the air mail or electronic ballot must be received to determine the decision. In the event the vote is not unanimous, then a meeting [virtual or in person] should take place in order for the resolution to be reconsidered.

#### ARTICLE 13: ADMINISTRATIVE COUNCIL

13.1. The day-to-day affairs of WFUMB shall be administered by an Administrative Council which shall consist of:

Voting members:

Officers:

- President
- Vice-President 1
- Vice-President 2 President-Elect
- Immediate Past President Secretary
- Treasurer
- Editor in Chief, WFUMB journal

Councilors

Representatives of Affiliated Organizations as described in Article 13.2

Non-voting members:

Up to 3 Co-opted Councilors as described in Article 13.6

It is recommended that the Federation Administrative Councilor nominee should have held some administrative position within their Society. The term is a two-year term, renewable, if deemed appropriate by individual federations, for a further two terms only.

13.2. Each Affiliated Organization shall be entitled to nominate a councilor to serve on the Administrative Council.

13.3 The election of officers shall be carried out as follows:

13.3.1. The Nominating Committee as described in Article 14 shall invite names of candidates for consideration of leadership opportunities within WFUMB (including officers and committee positions) from:

- (a) Affiliated Organizations
- (b) Current Administrative Councilors
- (c) Affiliates

Candidates shall be only from those categories of membership in the Affiliated Organization which have been chosen for affiliation with WFUMB.

13.3.2. Nominations for the officers of WFUMB shall be selected by the Nominating Committee and presented to the Administrative Council at the time of an Administrative Council meeting in the year prior to the WFUMB congress. The Nominating Committee may select no more than 2 officer nominations from one Affiliated Organization.

13.3.3. The Administrative Council, after examination of nominations may accept or modify the nominations for each office. The nominations must be communicated to all Affiliated Organizations at least 120 days before a meeting of the General Assembly.

13.3.4. WFUMB shall prepare a ballot, including a write-in option, of all nominees for each office. The ballot shall be presented by the Administrative Council by air mail or electronic means to all Affiliated Organizations at least 30 days before a meeting of the General Assembly.

13.3.5. Ballots from voting delegates should be returned to WFUMB at least 7 days before the meeting of the General Assembly.

13.3.6. Election to each office shall be decided by a simple majority of the voting rights of all such ballots received.

13.3.7. In the event that no General Assembly Meeting is being held, election shall be under the procedures as indicated in Article 12.

13.4. Each officer and elected member of the Administrative Council shall hold office as follows:

13.4.1. A term of office shall be from the end of the session of the General Assembly which elected him or her until the end of the subsequent session of the General Assembly or until his or her successor takes office except as specified in Article 13.4.4.

13.4.2. Councilors shall be eligible for two successive terms after which one full term must elapse before they are again eligible. Councilors appointed to fulfill an unexpired term as specified in Article 13.5 are eligible for two full terms of office following his or her interim appointment.

13.4.3. The maximum number of consecutive terms for office bearers shall be as follows:

- (a) The President-Elect shall be elected to serve a two-year term only. At the end of this period the President-Elect becomes the President and serves a further two-year term as President only. The President-Elect may not be re-elected to this office.
- (b) The Vice President 1 and Vice President 2 are eligible to serve one two-year term, after which one full term must elapse before they are again eligible.
- (c) The Treasurer and Secretary are eligible to serve three two-year terms, after which one full term must elapse before they are again eligible.

13.4.4. In the event no meeting of the General Assembly is held within two calendar years, the President shall proceed with an election under Article 13.3 of the Constitution.

13.5. In the event of the death or resignation of an Administrative Councilor during his or her term of office, the Affiliated Organization shall appoint a replacement until the next session of the General Assembly. In the event of the death or resignation of an office bearer during his or her term of office, the replacement shall be appointed as specified in the bylaws.

13.6. The President, in collaboration with the Administrative Council, may co-opt up to three persons who shall serve as members without voting rights for a term which shall be fixed by the Administrative Council.

13.7. The Administrative Council shall prepare a set of bylaws specifying the principal administrative procedures of WFUMB, including the formation of ad hoc committees and working groups. The Administrative Council shall ensure that copies of such bylaws and of any updates or amendments are available electronically to Affiliated Organizations.

13.8. The operation of the Administrative Council is under the provisions of this Constitution and of the Bylaws.

13.9. The Administrative Council shall perform all of the functions of a Board of Directors according to applicable law.

#### ARTICLE 14: NOMINATING COMMITTEE

A Nominating Committee shall be made up of the current officers as well as any Administrative Councilors of Affiliated Organizations not represented in the officer core, with the President-Elect as Chairman.

#### ARTICLE 15: AMENDMENTS

15.1. Amendments to this Constitution may be initiated by:

- (a) Recommendation of the Administrative Council, or
- (b) Petition of any Affiliated Organization to the Administrative Council.

15.2. Proposed amendments to the Constitution shall be delivered to Affiliated Organizations at least 60 days before an officially convened session of a General Assembly at which voting is to take place, and acceptance shall require a two-thirds majority of the certified voting rights cast. If, however, less than two-thirds of the total certified voting rights of WFUMB is represented at the meeting, the matter shall be put to a mail or electronic ballot of the entire General Assembly as described in Article 12.

15.3. Proposed amendments to the bylaws shall require a two-thirds majority of the Administrative Council, at a scheduled meeting or as described in Article 12 for their adoption.

#### ARTICLE 16: COOPERATION WITH OTHER INTERNATIONAL ORGANIZATIONS

The Administrative Council shall be the representative of WFUMB in dealings with other international organizations. It shall be authorized to make suitable arrangements for cooperation with other organizations having mutual or parallel interests. Affiliation with other international bodies shall be referred to the General Assembly.

#### ARTICLE 17: PERSONAL LIABILITY

Members of the Administrative Council and affiliates of WFUMB shall incur no personal liability in respect to commitments of WFUMB. Membership of any category in WFUMB shall commit individuals to no more than payment of their annual subscription.

#### ARTICLE 18: DISSOLUTION

18.1. A decision to dissolve WFUMB shall be taken at a meeting of the General Assembly and shall require a two-thirds majority of the certified votes cast. A Liquidator shall be appointed by the General Assembly.

18.2. Failing the appointment of a Liquidator, liquidation shall be carried out by the Administrative Council then in office acting as a Panel of Liquidators. Any assets from the liquidation shall be distributed to such non-profit organizations of like aims as the Liquidators shall decide, consistent with the certificate of incorporation of WFUMB.

#### ARTICLE 19: GIFTS AND GRANTS

WFUMB shall be empowered to accept gifts, donations, grants and other funds within applicable laws.

#### ARTICLE 20: PUBLICATIONS

WFUMB shall be empowered to publish or to enter into agreement with others to publish such journals and other publications as may be authorized by the General Assembly.

ARTICLE 21: LANGUAGES

The working language of WFUMB shall be English: however, a wider selection of official languages shall be encouraged for international scientific meetings wherever this is economically feasible.

ARTICLE 22: EXPENSES

The expenses of the delegates attending meetings of the General Assembly shall not be a charge on the funds of WFUMB.

ARTICLE 23: APPLICABLE LAW

As WFUMB is incorporated in the State of New York, USA, it is not intended that this Constitution supersede the laws of that State, and wherever inconsistent, New York State law will govern.