



WORLD FEDERATION FOR ULTRASOUND IN MEDICINE AND BIOLOGY

www.wfumb.org



WFUMB CONSTITUTION

(To take effect from Date, 2022)

(Constitution Revised October 13, 2017, May 28, 2019, September 2022)

PREAMBLE

With the increasing applications of ultrasound techniques in biological and medical research and practice, National and International Ultrasound Societies 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 AND ETHICAL POLICY

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 including guidelines and position papers; cooperation with other societies and organizations in training and research projects; appointment of committees and 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, training, clinical applications including quality of care and safety practices, and generally shall promote improved communication and understanding in the world community using ultrasound in medicine and biology.

WFUMB is an independent, voluntary, not for profit, medical federation of societies committed to the highest standards of governance, accountability, and responsibility. WFUMB implements fair and transparent decision-making, nomination, and election processes and commits itself to disclose and consider possible conflicts of interest in nominations, elections, and decisions. In the practical implementation of its objectives, WFUMB respects the diversity of its members including professional, national, ethnic, cultural and gender backgrounds.

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 objectives, ethical policy and scientific stature are 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; publishing guidelines; promoting education in ultrasound; 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.

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, subject to the payment of the membership fees. 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. Affiliated Organizations may propose individuals with a current CV and supporting citation letter of recommendation to the Executive Board for consideration.

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. Affiliated Organizations are required to forward WFUMB official communications to their members by email and to post relevant information on their websites, unless a current census of membership is provided to WFUMB.

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 journals with advance information on their own meetings and activities.
- 6.3. Notify WFUMB of changes in leadership, changes in membership numbers, and any substantive changes to their constitution and bylaws.
- 6.4. Affiliated Organizations shall select one General Assembly delegate to WFUMB.
- 6.5. Assign the Administrative Councillor with the task of liaison between WFUMB and affiliate organisation and to support him with all necessary information.
- 6.6. Pay annual per capita membership dues.
- (a) The per capita membership dues will be determined 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) Membership fees are invoiced in January by WFUMB and are payable for membership of the year in which they are invoiced.
 - (d) 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), calculated on the basis of the members 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.
- 7.2. Permission to indicate the affiliation on their stationery or elsewhere, consistent with the objectives of WFUMB.
- 7.3. Promotion of their activities on the WFUMB website and with links to the Affiliated Organizations' websites
- 7.4. Representation on the General Assembly of WFUMB as provided by the Constitution.
- 7.5. Representation in WFUMB as provided by the Constitution.
- 7.6. Ability to offer their members reduced subscription rates to WFUMB's journal.
- 7.7. Access to reduced rates for WFUMB publications and reduced registration fees at WFUMB congresses, where available.
- 7.8. Right to twice yearly online meetings with WFUMB officers to raise issues of concern and to attend a meeting with other Affiliated Organisations and their secretariats at a congress or online meeting.
- 7.9. Right to receive regular emailed updates on WFUMB activities.
- 7.10. Right to contribute to the ECHOES eNewsletter and WFUMB website with Federation activities.

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. Before any action the Affiliated Organization has the right to make representations to the Administrative Council. 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 ethical principles and interests of WFUMB as set out in this Constitution and the Bylaws. It shall be responsible for the annual membership dues for the effective year of termination.
- 8.4. Officers and Committee members of the suspended or former Affiliated Organization shall no longer be eligible to participate in any official capacity and shall be required to demit their position(s). In the event of a situation where an Affiliated Organization is no longer a member only a unanimous vote by the Administrative Council and General Assembly shall confirm the legitimacy of an officer to continue without representing their Affiliated Organisation.

ARTICLE 9: THE GENERAL ASSEMBLY

RESPONSIBILITIES OF THE GENERAL ASSEMBLY

- 9.1 The General Assembly is open to all Affiliates and composed of the voting delegates of the Affiliated Organizations. If the voting delegate is not the Administrative Councilor then the Affiliated Organization shall propose a nominee. If the Affiliated Organization has not indicated a nominee then the Administrative Councilor is deemed to be the voting delegate.
- 9.2 The principal functions of the General Assembly shall be to ratify:
 - 9.2.1 WFUMB policy.
 - 9.2.2 Election of the members of the Administrative Council.
 - 9.2.3 Election of the officers of WFUMB and members of standing WFUMB Committees.
 - 9.2.4 Receive and approve reports of the Administrative Council and make recommendations thereto.
 - 9.2.5 Amendments of the Constitution of WFUMB.
- 9.3 Business of the General Assembly shall be carried out as specified in Articles 11 and 12.

SELECTION AND TENURE OF GENERAL ASSEMBLY DELEGATES

- 9.4 The certified number of votes of each Affiliated Organization shall be equal to its paid-up membership as certified by WFUMB.

9.4.1 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.

9.4.2 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.

9.4.3 The name of its delegate(s), and that of not more than one alternative for each delegate, shall be communicated by electronic means to WFUMB immediately on appointment by the Affiliated Organization but at least 10 days in advance of the General Assembly meeting.

9.4.4 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 to WFUMB.

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

9.4.6 The WFUMB President may invite the Complaints Committee to examine and approve the credentials of delegates to the General Assembly.

10. MEETINGS OF THE GENERAL ASSEMBLY

10.1 The General Assembly shall meet at the time of the scientific congress of WFUMB. If deemed necessary by the Executive Board, the General Assembly shall meet virtually, having been advertised as an open meeting on the website and notified to the Affiliated Organisations.

10.2 Affiliates may attend a General Assembly meeting and participate in the discussion. Only voting delegates may vote. Vote may be by show of hands indicative of voting rights except on questions of constitutional amendments (two-thirds majority required under Article 15) or selection of officers where a written ballot is required (simple majority under Article 13.3.6). Certified election platforms may be used for meetings.

10.3 An extraordinary General Assembly meeting shall be called by the Executive Board at other times either on petition of two or more Affiliated Organizations which hold among them at least 10% of the voting rights of WFUMB, or, if the Executive Board believes it necessary for consideration of important issues.

10.4 The agenda of the General Assembly meeting shall be circulated to Affiliated Organizations at least 10 days and not more than 30 days in advance of the Assembly Meeting. It shall include at least:

10.4.1 Reports from President, Secretary and Treasurer

10.4.2 Counting of election ballots for officers

10.4.3 Election of the Administrative Councilors

10.4.4 Approval of the co-opted Administrative Councilors

10.4.5 Presentation of annual independently audited accounts for approval

10.4.6 Any old or new business presented by the Administrative Council

10.4.7 Any proposed amendments to the Constitution

10.4.8 Discussion of matters of general interest presented by any delegate.

10.4.9 New business

10.5 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.

10.6 The next President shall be installed at the end of the regular General Assembly meeting at which he/she was President-Elect.

10.7 The Secretary, or their 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 shall be sent to all Affiliated Organizations and available on the WFUMB website.

10.8 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 except as defined in Article 15.3.

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

11. 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:

11.1 WFUMB shall prepare an appropriate ballot form and send, by electronic means, a copy to each Affiliated Organization.

11.2 Replies should be communicated in writing, by electronic means to WFUMB within 30 full days from the date of communication.

ARTICLE 12: EXECUTIVE BOARD AND ADMINISTRATIVE COUNCIL

12.1 The day-to-day affairs of WFUMB shall be administered by the Executive Board and the Administrative Council shall determine WFUMB policy matters to ratified by the General Assembly.

The Administrative Council shall consist of the following voting members:

Officers of the Executive Board:

President
President-Elect
Vice-President 1
Vice-President 2
Immediate Past President
Secretary
Treasurer

Councilors

Representatives of Affiliated Organizations as described in Article 13.

The following are non-voting members:

Editor in Chief, WFUMB journal
Editor in Chief, WFUMB Open Access Journal

Up to 3 Co-opted Councilors

12.2 Each Affiliated Organization shall be entitled to nominate a Councilor to serve on the Administrative Council. It is recommended that the Federation Administrative Councilor nominee should have held some administrative position within their Society. Nominations should include a brief curriculum vitae of the candidate, a declaration of possible conflicts of interests, and a letter of support of the Affiliate Organization.

12.3 In the year prior to elections the Affiliated Organizations shall be invited to propose the incoming nominee, if appropriate, to shadow the current Councilor. The nominee shall have no vote.

12.4 The election of officers and committee members shall be carried out as follows:

12.5 Affiliated Organizations shall be invited by the Executive Board to submit candidates for positions on the Executive Board and Committees. Self-referral is not permitted. Nominations should include a brief curriculum vitae of the candidate, a declaration of possible conflicts of interests, a statement of purpose of the candidate indicating substantive objectives and programmes for the desired position, and a letter of support of the Affiliate Organization describing the candidates' qualifications for an executive or committee position.

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

12.5.2 Nominations for the officers and committee chairs and members of WFUMB shall be presented to the Administrative Council at the time of an Administrative Council meeting prior to the WFUMB congress. The Administrative Council may select no more than 2 Executive Board officer nominations from one Affiliated Organization. Whenever possible more than one candidate should be proposed for an officer position. All Affiliated organizations shall be represented in the Executive Board. Nominations for committees shall ensure fair representation of all affiliated organizations and consider membership diversity and gender equity.

12.5.3 The Administrative Council, after examination of nominations may disqualify any nominee if there are substantial reasons to do so (e.g. if the nominee is not a fit and proper person for the role or if there is a potential conflict of interests). The rejection of a candidate must be substantiated to the affiliate Organization, and the Affiliate Organization must be requested to nominate an alternative candidate. The nominations must be communicated to all Affiliated Organizations at least 60 days before a meeting of the General Assembly.

12.5.4 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 electronic means to all Affiliated Organizations at least 30 days before a meeting of the General Assembly.

12.5.6 Ballots from voting delegates should be returned to WFUMB at least 7 days before the meeting of the General Assembly unless an electronic ballot is held.

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

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

12.6.1 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.

12.6.2 Councilors shall be eligible for two successive terms renewable for one further two-year term if the individual Affiliated Organisation deems it appropriate. Councilors appointed to fulfil an unexpired term as specified in Article 13.5 are eligible for two full terms of office following their interim appointment.

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

12.6.3.1 The President-Elect shall be elected to serve a two-year term only. At the end of this period the President-Elect shall be appointed President for a subsequent two-year term and then serve as Past President for a further two-year term. The President-Elect may not be re-elected to this or any other office.

12.6.3.2 The Vice President 1 and Vice President 2 are each eligible to serve one two-year term only, after which they are only eligible for one other officer nomination.

12.6.3.3 The Treasurer and Secretary are each eligible to serve one two-year term after which they are eligible for one other officer nomination.

12.6.3.4 Chairs and members of WFUMB committees shall be eligible for a maximum of two successive two-year terms, after which they are eligible for nomination to another position.

13.6.3.5 Co-opted Administrative Councilors shall stand for a maximum of two terms only and who shall stand down if a simple majority of the Executive Board should so request. The President shall consider co-opting councillors to provide expertise or specialties not covered by the elected Councilors.

13.6.3.6 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.

12.7 In the event of the death or resignation of an Executive Board Officer during their term of office, their Affiliated Organisation shall nominate an interim replacement until the next session of the General Assembly.

12.8 In the event of the death or resignation of an Administrative Councilor during their term of office, their Affiliated Organization shall appoint a replacement until the next session of the General Assembly.

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

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

12.11 The Administrative Council shall perform the functions of a Board of Directors according to applicable

ARTICLE 13: WFUMB COMMITTEES

13.1. In order to achieve the objectives of WFUMB according to this constitution, standing committees are established in support of the Executive Board. In addition, ad hoc committees and working groups may be appointed for specific tasks and to prepare decisions on current issues.

13.2. Obligatory standing committees of WFUMB shall be:

- Congress Committee
- Education Committee
- Constitution Committee
- Collaboration Committee
- Publications Committee
- Safety Committee
- Complaints Committee
- Investment Advisory Committee
- Nominations Committee

13.3 The duties and functioning of standing committees are governed by bylaws. All chairs and members of standing committees with the exception of the ex-officio members have a two-year term and may be eligible for a further two-years terms in this particular position. Each committee may co-opt a maximum of two individuals, subject to the approval of the Executive Board. The criteria should be that specific expertise is required for the effective running of the committee. The co-opted members shall have equal rights as the elected members of the committee. Their term will end at the time of re-election of the committee and they shall not be re-eligible for co-option but may join as an elected member if nominated by their Affiliated Organization.

13.4 The Complaints Committee shall be composed of four recent Past Presidents and the President-elect as chair.

13.5. The members of the standing Committees except for the chair of the Complaints Committee are elected by the General Assembly on the proposal of the Administrative Council.

13.6. The establishment of ad hoc committees and working groups, the assignment of tasks and the appointment of chairs and members is done by the Executive Board, but requires confirmation by the AC.

ARTICLE 14: AMENDMENTS

14.1 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.

14.2 Proposed amendments to the Constitution shall be delivered to Affiliated Organizations at least 30 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 an electronic ballot of the entire General Assembly as described in Article 12.

14.3 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 15 COOPERATION WITH OTHER INTERNATIONAL ORGANIZATIONS

The Executive Board. shall be the representative of WFUMB in dealings with other international organizations. WFUMB shall present for Administrative Council approval arrangements for cooperation with other organizations having mutual or parallel interests.

ARTICLE 16: 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 17: DISSOLUTION

17.1. 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.

17.2. 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 18: GIFTS AND GRANTS

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

ARTICLE 19: 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 20: 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 21: EXPENSES

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

ARTICLE 22: 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 shall govern.