

ARTICLES AND BYLAWS
of
THE WORLD MEDICAL ASSOCIATION, INC.

These Articles and Bylaws were adopted at the
32nd World Medical Assembly, November 1978

and amended by the

34th World Medical Assembly, September/October 1981

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41st World Medical Assembly, September 1989

42nd World Medical Assembly, October 1990

45th World Medical Assembly, October 1993

47th WMA General Assembly, September 1995

48th WMA General Assembly, October 1996

WMA General Assembly, Washington 2002

WMA General Assembly, Pilanesberg 2006

WMA General Assembly, Vancouver 2010, and the

WMA General Assembly, Montevideo 2011

WMA General Assembly, Bangkok 2012

WMA General Assembly, Taipei 2016

WMA General Assembly, Reykjavik 2018

ARTICLES

1. **NAME:** The name of the Association shall be, THE WORLD MEDICAL ASSOCIATION, INC.
2. **OBJECTIVES:** The purpose of the Association shall be to serve humanity by endeavouring to achieve the highest international standards in medical education, medical science, medical art and medical ethics, and health care for all people of the world.
3. **MEMBERSHIP:** The membership of the Association shall be limited to the National, non-governmental, associations of physicians meeting the criteria established in the Bylaws.
4. **GENERAL ASSEMBLY:** The General Assembly shall be composed of representatives of those National associations of physicians that are members of the Association. Such representatives shall be selected as provided in the Bylaws. The General Assembly shall establish the policies of the Association and shall have such other duties as are provided in the Bylaws.
5. **COUNCIL:** The property, affairs, business and concerns of the Association shall be vested in the Board of Directors which shall be known as the Council. The membership of the Council shall be as provided in the Bylaws.
6. **OFFICERS:** There shall be the following Officers of the Association: a President, a President-Elect, an Immediate Past President, a Chairman and Vice-Chairman of the Council, and a Treasurer. The Officers shall be elected in such manner and shall hold office for such term, and shall have and enjoy such duties, powers and privileges as may be determined from by the Bylaws.
7. **DISSOLUTION:** A decision to dissolve the Association shall require the consent of at least two-thirds of the member-associations; it shall be taken at a meeting of the General Assembly specially called for the purpose. If two-thirds of the member-associations are not represented at that meeting, a referendum of member-associations shall be taken on the question of dissolution and on the method of dealing with the funds of the Association in the event of dissolution. Provided that in the event of the dissolution of the Association, its assets shall be distributed to one or more tax-exempt organizations, organized and operated exclusively for charitable, scientific or educational purposes whose general purposes are similar to the objectives for which the Association was established.
8. **AMENDMENTS:** Any amendment to these Articles shall require the affirmative vote of two-thirds of the members of the General Assembly, provided that the proposed amendment shall have been delivered to the Secretariat not less than nine months before the meeting at which it is to be considered.

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CHAPTER I - MEMBERSHIP

Section 1. Constituent Members

It is the goal of the World Medical Association to expand its membership to be representative of all the countries of the world. National Associations of Physicians (sometimes referred to herein as National Medical Associations) shall be eligible for Constituent membership in the Association, provided that each such National Medical Association meets the following criteria:

- A) Such association is broadly representative of the physicians of the country by virtue of its membership.
 - i) Membership in the national medical association is available to all licensed physicians in the country.
 - ii) The bylaws of the national medical association provide for a system of representation that includes opportunities for all physician members to participate in establishing the policy of the association.
- B) Such association is not an agency or office of the government, nor shall it be subject to or controlled by any office or agency of government. However, the fact that it may be subject to specific laws which are designed to limit or regulate the association shall not disqualify the applicant. The Council shall determine that the applying association is free to represent the professional interests of its physician members within the country, without political or governmental interference or control.
- C) Such association's policies and activities reflect the professional interests of physicians by limiting its voting membership to physicians and medical students.
 - i) For purposes of this section a physician is defined as one who has received a contemporary education in medicine and who holds a diploma or a degree in medicine from an educational institution recognized by the National Medical Association of his/her country, and who is licensed to practice medicine in his/her country.
 - ii) A National Medical Association that includes dentists in its membership shall not be disqualified from membership in the Association, provided that:
 - a) There is no separate National Association for dentists within the country, and
 - b) Dentists-Members of the National Medical Association shall not have the right to vote on matters affecting the World Medical Association or on matters of policy within the National Medical Association which may come before the World Medical Association.
- D) Only one National Medical Association from each country shall be eligible for membership, with the exception that an additional National Medical Association from that country may become a member under the following conditions:
 - i) If a separate customs territory exists within a country and the regulatory authority for the customs territory exercises exclusive legal and regulatory authority over the licensing and

credentialing of physicians practicing within the territorial limits of the customs territory, and

- ii) The physicians in the customs territory are represented by a medical association that has been a Constituent Member of the World Medical Association for seven years or more, and
- iii) The medical association represents and continues to represent physicians of the customs territory only, and
- iv) The medical association meets and continues to meet the criteria specified in this Section 1.

The term "country" throughout these Bylaws shall mean "customs territory" for members qualifying under these conditions.

- E) Subject to Subparagraph D, the Council shall not accept an application from a National Medical Association in any country already represented in the World Medical Association by a National Medical Association. If applications are received from two or more National Medical Associations from a country not already represented in the WMA, the Council shall recommend to the General Assembly the one applicant that best meets the criteria for Constituent Membership contained in the Bylaws.

Section 2. Admittance into Constituent Membership

Applications for Constituent Membership shall be made in writing to the Council and shall include copies of the current governing documents of the national medical association, such as, but not limited to, the Charter, and Articles and Bylaws of the Association. Applicants should be prepared to provide such other and further information and documentation as the Council may request. After appropriate study and investigation, the Council shall make a recommendation to the General Assembly. The affirmative vote of a majority of the members of the General Assembly present and voting shall be necessary to admit a candidate organization into Constituent Membership in the World Medical Association.

Section 3. Obligations of Constituent Members

In addition to any other duties or obligations provided for in these Bylaws, each Constituent Member association shall:

- A) Do all in its power to promote knowledge of, and an active interest in, the objectives and work of the Association;
- B) Reply to inquiries and questionnaires from the Council as quickly as possible or within the time limit specified by the Council; and
- C) Keep the Council informed of any events or developments in its country that may be of interest to the Association.

Section 4. Discipline

On receipt of a complaint from a constituent member that the conduct or policy of a constituent

member is detrimental to the honor and interests of the medical profession, to the Association, or to another constituent member, or is calculated to bring the profession into disrepute, the Council shall submit said complaint to the constituent member concerned for a response. If deemed appropriate, the Executive Committee shall gather additional information and conduct an independent review of that information. If an Executive Committee member is a member of either the complaining party or the subject of the complaint, or has any other real or perceived conflict of interest, he or she shall be excused from participating in any effort by the Executive Committee to gather or assess information. The complaint, the reply received, and any information obtained by the Executive Committee shall be considered at the next meeting of the Council, at which representatives of both parties shall be given the opportunity to speak. At least four months notice shall be given to each party of the time and place of the meeting. The proceedings of the meeting, however, shall not be invalidated by the absence of a representative of the defendant association, if due notice has been given. If it is determined by the Council that the complaint has substantive merit and requires action by the subject of the complaint the aim of this process is to correct the substantive content of that complaint and resolve any dispute. If the Council wishes to recommend disciplinary action, after due consideration of all the information and if efforts for dispute resolution are unsuccessful, the Council shall provide a written report to the General Assembly, including all necessary documentation related to the matter. In no event shall disciplinary action imposed by the General Assembly be greater than the penalty recommended by the Council in its report.

Section 5. Termination of Membership

- A) The Council, after notice to the Constituent Member concerned may, at any time, advise the General Assembly that the Constituent Member no longer meets the criteria established in the Bylaws and that its membership should be revoked. The Council shall specify the basis for its conclusion, providing specific information and evidence to support it. The General Assembly may either accept or reject the Council's advice.
- i) If the General Assembly rejects the Council's advice, the matter is terminated and the National Medical Association in question shall retain its Constituent Membership. However, no such rejection by the General Assembly shall prevent further advice from the Council at a later date.
 - ii) If the General Assembly accepts the Council's advice, it shall direct the National Medical Association in question to respond to the specific basis of the Council's contention at the next meeting of the General Assembly, at which time the General Assembly will hear such evidence and argument as it deems appropriate, and shall then determine by vote of the General Assembly whether the National Medical Association meets the criteria for Constituent Membership or not. In no event shall membership be terminated prior to the end of the calendar year.
- B) In the event that a constituent member has not paid its dues for two consecutive calendar years, the Secretary General shall formally notify such constituent member in writing that its membership may be terminated unless payment is received within 90 days. The Secretary General shall attempt to ascertain the reason for non-payment and may, at his/her discretion and in consultation with the Chair of Council and the Treasurer, provide a one year extension for the dues payment or make other suitable arrangements to help the member avoid termination. The Council shall be informed of those constituent members that have been terminated for failure to pay dues.

- C) Voluntary resignation by a member of the World Medical Association shall be made in writing and shall become effective upon receipt by the Secretary General.
- D) A Constituent member that has voluntarily resigned, or has been terminated for non-payment of dues, may not return to membership except by compliance with the provisions of Chapter I, Section 2 of these Bylaws.

Section 6. Other Classifications of Membership

Upon recommendation of the Council, the General Assembly may establish such other classifications of membership as may be deemed to be appropriate and in the best interests of the Association. The rights and privileges as well as the dues for such other classifications of membership shall be established by the General Assembly pursuant to the recommendation of the Council.

CHAPTER II - REGIONS

Section 1. Regions

For purposes of determining the membership of the Council of the Association and to otherwise assist in the administration of the affairs of the Association, the geographic regions indicated below shall be designated as Regions within the Association. The Secretary General shall maintain an up-to-date list of all Constituent Members and the region to which each has been assigned.

- A) Europe
- B) Asia
- C) Pacific
- D) Latin America and the Caribbean
- E) Africa
- F) North America
- G) Eastern Mediterranean

Section 2. Regional Secretariats

The Constituent Members of the Association within a Region may establish a Regional Secretariat to administer such matters within the Region as the Constituent Members deem advisable. The establishment of a Regional Secretariat shall not be construed as the creation of an official regional chapter or any other formal body of the Association.

- A) The establishment of such Regional Secretariat is voluntary. The expenses of its operation shall not be charged to the Association.

- B) The terms and conditions for the operation of a Regional Secretariat shall be determined by the Constituent Members within the Region and shall be the responsibility of such Constituent Members.
- C) Any Regional Secretariat shall be under the direction of the Secretary General and shall report to the Secretary General upon request.
- D) A regional Secretariat cannot act on behalf of the Association.

Section 3. Regional Meetings

Regional meetings of Council Members or of Constituent Members may be conducted, but shall not constitute meetings of the Association and cannot obligate the Association to any policy position adopted at any such regional meeting.

CHAPTER III - DUES

Section 1. Determination of Amount

The amount of dues for all members shall be determined by the Council, subject to ratification by the General Assembly.

Section 2. Assessment and Due Date

All dues provided for by this chapter shall be assessed on an annual basis for each calendar year and shall be due and paid on the first day of January in each year.

Section 3. Delinquency

No Constituent Member shall be permitted to vote in the Council or the General Assembly of the Association unless the dues of said member shall have been paid in full prior to the meeting of the Council or the General Assembly, as the case may be. This requirement may be waived for one year due to extenuating circumstances by the Secretary General in consultation with the Chair of Council, the Chair of the Finance and Planning Committee and the Treasurer.

CHAPTER IV - GENERAL ASSEMBLY

Section 1. Meetings

- A) The General Assembly of the World Medical Association shall meet annually. Meetings of the General Assembly shall be held at such time and place as determined by the General Assembly on the recommendation of Council. However, if necessary in the sole judgment of the Council, the time and place of such meeting may be changed by the Council.
- B) A special meeting of the General Assembly shall be convened at any time by the Council or at the request of not less than 20% of the number of Constituent Members. At least three months notice of special meetings shall be given to the members of the General Assembly. The notice shall state the place and purpose of the meeting. No business shall be dealt with by a special meeting of the General Assembly other than that for which it has been specifically convened.

- C) All meetings of the General Assembly shall be open to all members of Constituent Members of the Association.

Section 2. Responsibilities of the General Assembly

The General Assembly shall:

- A) elect a President of the Association pursuant to the provisions of these Bylaws;
- B) appoint a place and time at which future meetings of the General Assembly shall be held;
- C) consider and determine applications for membership;
- D) consider and act upon the annual dues determined by the Council;
- E) consider the Annual Financial Statement and the Balance Sheet presented by the Council and arrange for such action to be taken thereon as may seem appropriate;
- F) consider and act upon an estimate of probable income and expenditure (budget) for the next year;
- G) consider the annual Report of the Council to the General Assembly and motions relating to the adoption of the Report in whole or in part, and arrange for such action to be taken thereon as may seem appropriate;
- H) instruct the Council concerning initiatives and activities to be undertaken in the pursuit of the objectives of the Association;
- I) consider proposed declarations, statements and resolutions that have been approved by the Council for transmission to the General Assembly;
- J) consider and act upon proposals to amend the Bylaws of the World Medical Association, provided that such proposals are in accordance with the requirements of Chapter X – Amendments;
- K) consider and act upon such other and further business as may properly come before the meeting.

Section 3. Composition

The General Assembly shall be composed of the following:

- A) Delegates appointed by the Constituent Members of the Association in accordance with the provisions of this Chapter. Each Constituent Member shall be entitled to appoint one delegate to the General Assembly for each 10,000 physician members of the national medical association, and/or each portion thereof, provided that the Constituent Member shall have paid its dues to the World Medical Association in full, based upon such membership. (For example, a Constituent Member that pays WMA dues for 6,500 physician members shall be entitled to one General Assembly delegate. A Constituent Member that pays WMA dues for 24,900 physician members shall be entitled to three delegates.) Such delegates shall be the only

members of the General Assembly with the right to vote. Constituent members may also appoint one or more alternate delegates, who may attend meetings of the General Assembly and may vote in the absence of any delegates.

- B) Officers and Members of the Council of the Association, who shall have the right to speak on the floor of the General Assembly, but shall not be entitled to vote.
- C) Such others as may be granted the right to speak on the floor of the General Assembly, at the discretion of the presiding officer, but not the right to vote.

Each Constituent Member shall notify the Secretariat of the names and contact information of its delegates and any alternate delegates appointed, within the deadline established by the Secretary General. The Secretary General shall ensure that each delegate and alternate delegate is duly registered and provided with a WMA badge properly identifying him/her as a delegate or alternate delegate.

Section 4. Qualifications and Certification of Delegates and Alternate Delegates

Each delegate and alternate delegate appointed by a Constituent Member shall:

- A) hold a diploma or degree in medicine recognized by the national medical association of his/her country;
- B) be licensed to practice medicine in that country;
- C) be a member of his/her national medical association; and
- D) be resident in the territory of that association.

It shall be the responsibility of each Constituent Member to ensure that the individuals it appoints to serve as delegates and alternate delegates meet this criteria. Such assurance shall be made on forms provided by the Secretary General over the signature of the responsible officer of the Constituent Member and the seal of said National Medical Association.

Section 5. Credentials Committee

- A) Prior to each meeting of the General Assembly, the Council shall appoint a Credentials Committee composed of three delegates from different Constituent Members to:
 - i) Verify that Constituent Members present to participate in the General Assembly have paid their dues and are members in good standing;
 - ii) Verify the number of votes to which each Constituent Member is entitled (See Section 6.A. below);
 - iii) Calculate the total number of collective votes in the General Assembly, according to the number of delegations present and the votes to which each delegation is entitled;
 - iv) Calculate the number of votes required for a simple majority and a $\frac{3}{4}$ majority (required for the adoption of policies related to matters of medical ethics); and

- v) Assist the Secretary General in coordinating the voting process if there is more than one nominee for WMA president, and verify the results of all rounds of voting.

The Secretary General shall furnish the Credentials Committee with all documentation necessary to carry out the duties described above.

- B) The Credentials Committee shall complete the work described in A) i), ii), iii), and iv) prior to the opening of the General Assembly. The Committee shall present a report with its conclusions to the General Assembly during the first Plenary Session, before any business requiring a vote is transacted.
- C) The members of the Credentials Committee, collectively, shall be proficient in all official languages of the Association. They shall select a representative from among themselves to present the Credentials Committee's report to the General Assembly.
- D) The Credentials Committee shall assist the Secretary General in counting the votes cast during the election of a new President and shall verify the election of the individual receiving the highest number of votes, in accordance with the election process outlined in the Procedures and Operating Policies of the World Medical Association.
- E) The Council shall establish such other rules for the Credentials Committee as it may deem necessary.
- F) The Credentials Committee shall be automatically dissolved upon the adjournment of the General Assembly.

Section 6. Voting in the General Assembly

- A) Each Constituent Member shall be entitled to one vote for each 10,000 physician members, and/or portion thereof, for which that Constituent Member has paid dues to the World Medical Association. The delegate or delegates of each Constituent Member present in the General Assembly will cast all of the votes to which the Constituent Member is entitled under these Bylaws. It shall not be necessary to have a separate delegate present in the General Assembly to cast each vote. However, no vote by proxy shall be permitted on behalf of a Constituent Member not in attendance at the meeting.
- B) Unless otherwise required under the Articles of the Association or these Bylaws, any matter before the General Assembly shall be adopted by a simple majority of the votes given thereon.
- C) Proposed Declarations, Statements or Resolutions of the Association determined by the Council to be matters of medical ethics shall require for adoption the affirmative vote of $\frac{3}{4}$ of the General Assembly delegates present and voting.
- D) The adoption of any proposal on an urgent matter shall require the affirmative vote of three-quarters of the Assembly delegates present and voting.
- E) A motion to vote by secret ballot shall require the affirmative vote of a majority of the Assembly delegates present and voting.
- F) The election of the President shall be decided by secret ballot unless there is only one candidate nominated, in which case election may be by acclamation. If there are more than two candidates for any

office, no candidate shall be declared elected unless he or she has received a majority of the votes cast. If no candidate has received a majority of the votes cast, then the name of the candidate receiving the smallest number of votes shall be dropped and the remaining candidates shall be voted on again until one receives a majority.

Section 7. Quorum

- A) The presence in person of the delegates or alternate delegates of not less than 20% of the number of Constituent Members entitled to vote shall be necessary to constitute a quorum for the transaction of business by the General Assembly. The same requirement shall apply to special meetings of the General Assembly. It shall be the responsibility of the Credentials Committee to confirm that a quorum is present and report the status of the quorum to the General Assembly at the beginning of the plenary session of the meeting, prior to the consideration of any business requiring a vote.
- B) A General Assembly meeting must have a quorum. A General Assembly cannot officially continue when a quorum is called for and is not present, even if it was validly opened with the required quorum. It is presumed that a quorum continues throughout a properly constituted meeting until such time a quorum count is demanded and a quorum is not present. Each quorum count must be noted in the minutes by recording the numbers obtained.

Section 8. Presiding Officer

- A) The Chair of Council, or in his/her absence, the Vice-Chair of Council, shall preside at all business meetings of the General Assembly.
- B) The President shall preside at all official social sessions, ceremonial sessions, and plenary sessions of scientific meetings of the General Assembly, assisted, as needed, by the President-Elect and Immediate Past President.

Section 9. Procedure

Procedures for conduct of business of the General Assembly shall be established by the Council, including processes for the submission of items for the agenda, and these shall be described in a separate document, "Procedures and Operating Policies of the World Medical Association."

Section 10. Minutes

The Secretariat shall keep minutes of each meeting of the General Assembly, and shall transmit the minutes to Constituent Members, in all official languages of the association, within two months of the meeting. The minutes shall be presented to the General Assembly for approval at its next meeting.

CHAPTER V - COUNCIL

It shall be the duty of the Council of the World Medical Association to administer the affairs of the Association in accordance with the provisions throughout these Articles and Bylaws. The Council shall exercise only such additional powers and perform only such acts as may be exercised or performed by the Association and which are not by the provisions of the Articles and Bylaws directed to be exercised or performed by the General Assembly.

Section 1. Meetings of the Council

- A) The Council shall meet at least once each year and at such other times as the Council may deem to be necessary and shall consist of the voting members of the Council, ex-officio members of the Council and the Secretary General. Observers may attend at their own expense, but have no vote. Meetings shall be held at such places as the Council may determine upon not less than one month's notice.
- B) The organizational meeting of the Council shall be the first meeting of the Council following the election of Council Members. The main business shall be the election of Officers, the appointment of Committees, the organization of the Committees, necessary action on business referred to the Council by the General Assembly, business referred from previous Council Sessions, discussion of main topics for the forthcoming General Assembly, and any unfinished business from previous meetings.
- C) Special meetings of the Council may be called by the Chair of the Council after consultation with the Secretary General of the Association, or on the request of not less than a majority of the members of the Council, specifying the purpose for which the special meeting is being called. At least one month's notice of the time and place of the special meeting shall be provided to all members of the Council. The purpose for which the special meeting is being called shall be specified in the notice.
- D) No business shall be transacted at a special meeting of the Council other than that for which such meeting is called.
- E) All meetings of the Council shall be open to official representatives of all Constituent Members of the Association, except "closed" sessions or "executive" sessions, as described in the Procedures and Operating Policies of the World Medical Association.
- F) Standing Committees of the Council shall be:
 - i) Finance and Planning
 - ii) Socio-Medical Affairs
 - iii) Medical Ethics

Section 2. Members of Council

Council Members shall be selected on a regional basis, as follows:

- A) For each official WMA region (see Chapter 2), there shall be one seat on the Council of the Association for every fifty thousand (50,000), or portion thereof, physician members of National Medical Associations that are Constituent Members of the Association within the region, provided that dues shall have been paid in full based upon such membership.
- B) In each region, any Constituent Member of the Association with more than fifty thousand (50,000) physician members may appoint one member to the Council of the Association for every fifty thousand (50,000) physician members of the Constituent Member, provided that the Constituent Member shall have paid its dues in full, based upon such membership.

- C) In each region, Council seats not filled pursuant to the provisions of subparagraph B) above, shall be filled by vote of the Constituent Members within the region. Each Constituent Member shall have as many votes as they have physician members, provided that the Constituent Member shall have paid its dues in full based upon such membership. Provided further, however, that a Constituent Member that has appointed one or more members to the Council of the Association pursuant to the provisions of subparagraph B) above, shall reduce the number of its votes under the provisions of this subparagraph C) by fifty thousand (50,000) for each member of the Council it has appointed under the provisions of subparagraph B) above.
- D) In each region, the election provided for in subparagraph C) above shall be conducted by the Secretariat, under such procedure as the Secretary General shall prescribe, which shall not be inconsistent with the provisions of these Bylaws.

Section 3. Ex-Officio Members of Council

The President, President-Elect and Immediate Past President shall be Ex-Officio Members of the Council without the right to vote.

Section 4. Qualifications of Council Members

Members of the Council shall at all times be physician members of Constituent Members in good standing with the Association. Members of the Council shall not hold the office of President-Elect, President or Immediate Past President while they are serving as members of the Council.

- A) Constituent Members may appoint a substitute or alternate for any Council Member appointed by the Constituent Member or elected from its membership to the Council in the Regional election, provided that such substitute or alternate meets the qualifications set forth this Section. Provided further that the Constituent Member shall so notify the Secretary General as soon as possible prior to any meeting of the Council at which such substitute or alternate will serve.
- B) Constituent Members may appoint a successor to fill any vacancy caused by the death, resignation, or inability to serve of a Council Member appointed by the Constituent Member or elected from its membership to the Council in the Regional election, provided that such successor meets the qualifications set forth this Section. Constituent Members shall so notify the Secretary General promptly after the vacancy occurs. Alternatively, at the Constituent Member's request, the Secretary General shall conduct a special election in the appropriate region to elect a successor to fill the remainder of the term of said Council Member.
- C) No individual may serve as a Council Member, unless and until the individual's National Medical Association has certified that the individual is a member of the National Medical Association and that the individual's character, integrity and competence are beyond reproach, and therefore the individual is qualified to serve as a member of the Council of the World Medical Association. Such certification shall be made on forms provided by the Secretary General over the signature of the responsible officer of the Constituent Member and the seal of the National Medical Association.
- D) During his/her term of service, each member of the Council shall maintain his/her professional reputation as a qualified and ethical physician, so as to enhance the public image of the physician worldwide, and shall each use his/her best efforts to enhance the standing and reputation of the World Medical Association.

Section 5. Terms of Council Members

Council Members shall serve for a term of two years, and shall be eligible for re-appointment or re-election at the pleasure of their National Medical Association, provided that they meet the qualifications set forth in Section 4 of this Chapter.

Resignation from or termination of membership of a Constituent Member shall automatically terminate the term of any Council Member appointed or elected from its membership pursuant to Section 2 of this Chapter. Upon such resignation or termination the Secretary General shall determine if the region is entitled to replace said Council Member under the provisions of Section 2 of this Chapter. If the region is entitled to replace said Council Member, the Secretary General shall conduct an election within the region to elect a Council Member to fill the remainder of the term of said Council Member.

Section 6. Chair and Vice-Chair

The Council shall elect a Chair and a Vice-Chair from among its membership at the first meeting following a biennial Council election. Until the Chair is elected, the Secretary General shall preside. The Chair, or in his/her absence the Vice-Chair, shall preside over meetings of the Council. If the Chair and the Vice-Chair are both absent, the members of the Council shall elect a Council member to preside over the meetings. Additional information regarding the Chair and Vice-Chair of Council is contained in Chapter VI "Officers".

Section 7. Voting in the Council

At meetings of the Council, only members of the Council shall have the right to vote. Each Council member, including the Chair, shall have one vote. If a vote is equally divided on matters other than elections, and the Chair has not voted, he/she shall have the right to cast the deciding vote to break the tie.

Unless otherwise required under the Articles of the Association or these Bylaws, any matter before the Council shall be adopted by a simple majority of the votes cast by those present and voting. Members who abstain from voting are considered not voting.

Section 8. Quorum

- A) The presence in person of a majority of all eligible voting Council Members shall be necessary to constitute a quorum for the transaction of business by the Council. It shall be the responsibility of the Secretary General to confirm the presence of a quorum and to report on the status of the quorum prior to the consideration of any business requiring a vote.
- B) A Council meeting must have a quorum. A Council meeting cannot officially continue when a quorum is called for and is not present, even if it was validly opened with the required quorum. It is presumed that a quorum continues throughout a properly constituted meeting until such time a quorum count is demanded and a quorum is not present. Each quorum count must be noted in the minutes by recording the numbers obtained.

Section 9. Procedure

Procedures for conduct of business of the Council shall be established by the Council at its discretion, provided that they do not conflict with any provision of the Articles and Bylaws, and these shall be described in a separate document, "Procedures and Operating Policies of the World Medical Association."

Section 10. Minutes of Council Meetings

The Secretariat shall keep minutes of each meeting of the Council, and shall transmit the minutes to Council Members, in all official languages of the Association, within two months of the meeting. The minutes shall be presented to the General Assembly for approval at its next meeting.

Section 11. Executive Committee

The Council shall establish an Executive Committee comprised of the Chair and Vice-Chair of Council, the Treasurer, and the Chairs of the Finance and Planning, Socio-Medical Affairs and Medical Ethics Committees. The President-elect, President, Immediate Past President, and Secretary General shall be non-voting members of the Executive Committee. The Executive Committee shall:

- A) serve as an advisory group to the Council, the Chair of Council and the Secretary General on significant issues and on matters arising during the intervals between Council meetings;
- B) review the compensation and performance of the Secretary General annually and recommend the level of compensation of the Secretary General to the Council for approval; and
- C) engage in such other activities as the Council or the Chair of Council may designate.

CHAPTER VI - OFFICERS

Section 1. President

- A) Eligibility and Qualifications of Nominee

Any physician member of a Constituent Member of the World Medical Association may be nominated for the office of President of the World Medical Association.

- B) Method of Nomination

A Constituent Member of the World Medical Association may nominate any qualified candidate for the office of President by submitting the said nomination in writing to the WMA Secretariat, together with the candidate's written acceptance of nomination. Such nomination shall include a certification that the candidate is a member of the Constituent Member making the nomination, and that the candidate's character, integrity and competence are beyond reproach, thus qualifying the candidate to be nominated for the office of President. Such assurance shall be made on forms provided by the Secretary General over the signature of the responsible officer of the Constituent Member and the seal of the National Medical Association. Such nomination must reach the Secretariat at least 3 weeks prior to the opening of the General Assembly at which the election is to be held.

- C) Election and Term of Office

- i) The President of the Association shall be elected at the annual meeting of the General Assembly and shall enter upon the duties of this office at the next annual meeting of the General Assembly and until then shall bear the title of President-Elect. Upon completion of his/her term, the President shall hold the office of Immediate Past President until the next annual meeting of the General Assembly.
- ii) The election of the President shall be conducted according to the procedures outlined in the Procedures and Operating Policies of the World Medical Association.
- iii) Upon election to the office of President-Elect, the person so elected shall resign from all other offices and positions within the Association and shall not hold any other office or position in the Association during his/her term of office as President-Elect, President and Immediate Past President of the World Medical Association.
- iv) A member who is elected to the WMA Council or who accepts another office or position within the Association while serving as President-Elect, President or Immediate Past President must immediately resign as President-Elect, President or Immediate Past President.

D) Duties and Responsibilities of the President

- i) The President of the Association shall preside at all official social sessions, ceremonial sessions, and plenary sessions of scientific meetings of the Association. He/she shall be assisted by the President-Elect and the Immediate Past President.
- ii) The President, President-Elect and Immediate Past President shall be members of the General Assembly without the right to vote.
- iii) The President, President-Elect and Immediate Past President shall be Ex-Officio Members of the Council and, upon invitation from the Chair, shall also be Ex-Officio members of its Standing Committees, with full rights of discussion but without the right to vote.
- iv) During his/her term of service, the President, President-Elect, and Immediate Past President shall each maintain his/her professional reputation as a qualified and ethical physician, so as to enhance the public image of physicians worldwide, and shall use his/her best efforts to enhance the standing and reputation of the World Medical Association.
- v) At the request of the Secretary General, the President, the President-Elect or the Immediate Past President shall be available to speak officially for the WMA or to represent the WMA to National Medical Associations and to such other organizations as may be appropriate.

E) Vacancy

- i) In the event of the death, inability to serve, or resignation of the President during his/her term of office, the Council shall make such appointment or other provision as it may deem expedient for the discharge of the duties of the office concerned until the next meeting of the General Assembly.
- ii) In the event of the death, inability to serve, or resignation of the President-Elect during his/her term of office, the Council, if it deems necessary, may make such appointment or

provisions for the discharge of duties of the office until the next meeting of the General Assembly. At this next meeting, the General Assembly shall elect a new President who shall be inaugurated during the same meeting.

F) Termination

- i) The Council shall be empowered to take action to preserve the integrity and reputation of the World Medical Association, including, but not limited to, suspending the authority of the President, President-Elect, or Immediate Past President to act as an officer of the WMA for cause. A decision to suspend the authority of the individual to act as an officer of the WMA shall require a 2/3 majority of the Council members present and voting. Before voting on a proposal to suspend the authority of the individual to act as an officer, the Council must:
 - a) Provide an opportunity for the concerned individual to address the Council, in person and/or in writing
 - b) Consult with the Constituent Member of which the individual is a member
- ii) An affirmative vote to suspend the authority of the President, President-Elect, or Immediate Past President from acting as an officer must be based on substantial evidence and a reasonable degree of certainty that the individual no longer meets the criteria established in section B) and D)(iv) to serve in the office or has neglected the duties of the office.
- iii) Between Council meetings, the Executive Committee shall be empowered to investigate accusations made against the President, President-Elect, or Immediate Past President and shall communicate with the Council, as appropriate, regarding the situation. The accused individual shall be excluded from participating in this process but shall be afforded the opportunity to respond to the accusation(s). The Chair of Council shall report the findings of the Executive Committee to the Council at its next meeting. The Executive Committee shall not have the authority to suspend the authority of the individual to act as an officer.
- iv) In the event of the suspension of the authority of the President to act as an officer, the Council, if it deems necessary, may make such appointment or provisions for the discharge of duties of the office until the next meeting of the General Assembly.
- v) Following the suspension by the Council of the authority of the President-elect or President to act as an officer, at the next meeting of the General Assembly, the Council shall provide a recommendation to the General Assembly regarding permanent termination from office. The General Assembly may accept the Council's recommendation or reject it and take such other action as it deems appropriate. Permanent termination from office shall require a 2/3 majority of the delegates present and voting.

Section 2. Chair of the Council

A) Eligibility and Qualifications of Nominee

Any duly elected Council Member of the World Medical Association may be nominated for the position of Chair of Council. All members of Council, by virtue of having been certified as eligible and qualified to serve as Council members, are likewise certified and qualified to serve as Chair.

B) Method of Nomination

Any member of Council may nominate any other member of Council for the position of Chair, either by notifying the Secretary General in writing prior to the Council meeting at which the election is to be held, or from the floor after the Secretary General has called for any additional nominations.

C) Election and Term of Office

- i) The Chair of the Council shall be elected by the members of the Council of the World Medical Association from among their own number. The election shall take place at the first meeting of the Council following the biennial election of members of the Council. The Chair shall begin his/her term of office immediately following the election.
- ii) The Chair of Council shall be elected according to the voting procedures established in the Procedures and Operating Policies of the World Medical Association.
- iii) The Chair shall serve a term of two years and shall be eligible for re-election. An individual may serve a maximum of six years in the office of Chair.
- iv) Where an individual begins serving as Chair midterm, such partial term shall not be counted towards the maximum six years that s/he may serve as Chair.

D) Duties and Responsibilities of the Chair of Council

- i) The Chair of the Council shall preside at business meetings of the General Assembly and the Council at which he/she is present, unless he/she invites the Vice-Chair of the Council to preside in his/her stead.
- ii) The Chair of Council shall be an ex-officio member of all Standing Committees of the Council, with full voting rights. The Chair of Council shall not be eligible to be Chair of any Standing Committee of the Council.
- iii) At the request of the Secretary General, the Chair of the Council shall be available to speak officially for the WMA or to represent the WMA to National Medical Associations and to such other organizations as may be appropriate.
- iv) The Chair shall perform such other duties and functions as custom and usage require, or as may be determined by the Council.

E) Vacancy

- i) In the event of the death, inability to serve, or resignation of the Chair of Council during his/her term of office, the Vice-Chair shall automatically succeed to the office of Chair for the unexpired portion of the term remaining, and at the next meeting of Council the members shall elect from among their own number a Vice-Chair to serve the remainder of the term.
- ii) In the event of the death, inability to serve, or resignation of the Chair of Council while the office of Vice-Chair is vacant, at the next meeting of Council the members of Council shall

elect from among their own number a Chair and a Vice-Chair to serve the remainder of the respective terms.

Section 3. Vice-Chair of the Council

A) Eligibility and Qualifications of Nominee

The eligibility and qualifications criteria shall be the same as described for the Chair (See section 2.A).

B) Method of Nomination

The method of nomination shall be the same as described for the Chair (See section 2.B).

C) Election and Term of Office

The provisions regarding the election and term of office for the Vice-Chair shall be the same as described for the Chair (See section 2.C).

D) Duties and Responsibilities of the Vice-Chair of Council

- i) The Vice-Chair of the Council shall assist the Chair and preside at business meetings of the General Assembly and the Council of the Association in the absence of the Chair or at his/her request.
- ii) The Vice-Chair of Council shall be an ex-officio member of all Standing Committees of the Council, with full voting rights. The Vice-Chair of Council shall not be eligible to be Chair of any Standing Committee of the Council.
- iii) At the request of the Secretary General, the Vice-Chair of the Council shall be available to speak officially for the WMA or to represent the WMA to National Medical Associations and to such other organizations as may be appropriate.
- iv) The Vice-Chair shall perform such other duties and functions as custom and usage require, or as may be determined by the Council.

E) Vacancy

In the event of the death, inability to serve, or resignation of the Vice-Chair of the Council during his/her term of office, the Council at its next meeting shall elect a Vice-Chair to serve the remainder of the term.

Section 4. Treasurer

A) Eligibility and Qualifications of Nominee

The eligibility and qualifications criteria shall be the same as described for the Chair (See section 2.A).

B) Method of Nomination

The method of nomination shall be the same as described for the Chair (See section 2.B).

C) Election and Term of Office

The provisions regarding the election and term of office shall be the same as described for the Chair (See section 2.C)

D) Duties and Responsibilities of the Treasurer of Council

- i) The Treasurer shall oversee the receipt of all monies payable to the Association, and shall oversee the discharge accounts of the Association which have been ordered by the Council to be paid.
- ii) The Treasurer shall provide for keeping and maintaining the books and accounts of the Association and shall submit a full and proper accounting financial report to the Council at each of its regular meetings (except for the Council meeting immediately following the General Assembly) and to the General Assembly.
- iii) He/she shall take advice and invest available funds in appropriate secure financial market instruments, in compliance with the WMA Investment Policy outlined in the Procedures and Operating Policies of the World Medical Association. He/she shall obey the ethical standards of the association when selecting the types and specifics of the investment.
- iv) The Treasurer shall provide a quarterly update of the financial situation of the association to the Executive Committee upon request.
- v) The Treasurer shall be an ex-officio member of all Standing Committees of the Council, with full voting rights. The Treasurer shall not be eligible to be Chair of any Standing Committee of the Council.

E) Vacancy

In the event of the death, inability to serve, or resignation of the Treasurer during his/her term of office, the Council at its next meeting shall elect a Treasurer to serve the unexpired portion of the term. In the interim period, the Chair of the Finance and Planning Committee shall assume the duties of the Treasurer.

CHAPTER VII - FINANCE

Section 1. Fiscal Year

The fiscal year of the Association shall be the calendar year.

Section 2. Expenses of Members of Council and Officers

A portion of expenses incurred by members of Council and Officers in attending meetings of the Council or Committees shall be defrayed by the Association, as specified in the Procedures and Operating Policies of the World Medical Association.

Section 3. Expenses of Delegates

The expenses of delegates and other individuals incurred in attending meetings of the General Assembly shall not be a charge upon the funds of the Association.

Section 4. Secretarial and Editorial Expenses

Secretariat and editorial expenses shall be defrayed out of the general funds of the Association on the periodical production to the Treasurer of vouchers stating the expenses incurred.

Section 5. Accounts

The accounts of the Association shall be kept at the offices of the Secretariat. Any Constituent Member may inspect the accounts.

Section 6. Annual and Financial Papers

The Council shall annually publish and submit to the General Assembly for adoption and approval a report on the general state and proceedings of the Association for the past year, prepared in accordance with Section 46 of Membership Corporation Law of the State of New York, a Balance Sheet and Financial Statement for the past year audited by a professional accountant, and an estimate of the probable income and expenditure (budget) of the Association for the coming year.

Section 7. Audit

- A) The Council shall authorize the Treasurer to appoint, and to fix the remuneration of a highly qualified independent Auditor to audit the accounts of the Association annually or as otherwise requested by the Council. The Auditor may be an individual or an auditing firm. The selection of the Auditor shall be submitted by the Treasurer through the Finance and Planning Committee to the Council for approval.
- B) The scope of the annual audit shall be outlined in the Procedures and Operating Policies of the World Medical Association . Any audit elements beyond that prescribed scope, which are recommended by the Auditor and the Treasurer, shall be approved by the Council.
- C) It shall be the responsibility of the Treasurer to keep the Council informed of the status of the audit and to submit for Council approval the audit report.

Section 8. Financial Support

The Association may accept funds from foundations, corporations or other interested parties for special projects.

CHAPTER VIII - SECRETARIAT**Section 1. Secretary General**

There shall be a Secretariat operating under the direction of a Secretary General, who shall be a physician appointed by the Council. The Secretary General shall hold office for such period and

under such terms and conditions as the Council shall determine.

Section 2. Successor

In the event of the death, inability to serve, or resignation of the Secretary General, the Council shall appoint a successor and may make such provision as it deems appropriate for the discharge of the duties of the Secretary General until the successor takes office.

Section 3. Secretariat Office

The business of the Association shall be conducted from the offices of the Secretariat. The Secretary General shall employ such persons as he/she may deem to be necessary and appropriate to conduct the business of the Association.

CHAPTER IX - OFFICIAL LANGUAGES

The official languages of the Association are English, French and Spanish. The Secretary General shall be responsible for providing interpretation services in these languages for the Council Sessions and General Assembly meetings.

- A) Matters to be considered by the Council and the General Assembly shall be presented in the official languages of the Association.
- B) The Association may also provide for German and Japanese to be used as discussion languages during the General Assembly and Council meetings. If a delegate wishes to address the General Assembly or Council in a language other than one of the official languages of the Association, he/she may do so only if a simultaneous interpretation from that language into the official languages of the Association is available.

CHAPTER X - AMENDMENTS

These Bylaws may be amended at any meeting of the Assembly by the affirmative votes of two-thirds (2/3) of the delegates present and voting. However, no such amendment shall be considered unless it has been received by the General Secretariat at least three months prior to the meeting at which it is to be considered. The Council, at its discretion, after due consideration, may waive this time limit. Any such amendment shall have been translated into the official languages of the Association and distributed to the delegates prior to the meeting. Any proposed amendment to the Bylaws submitted by a Constituent Member shall be considered by the Council and the Council's recommendation for approval, non-approval, or amendment of the proposal shall then be transmitted to the General Assembly for consideration.