

# INTERNATIONAL FEDERATION OF GYNECOLOGY AND OBSTETRICS

## BYE-LAWS

These Bye-Laws of FIGO are made by the Board of Trustees by a resolution passed by them on 13<sup>th</sup> December 2022 in accordance with Article 34 of FIGO's Articles of Association.

Definitions and rules of interpretation in FIGO's Articles of Association apply to the Bye-Laws.

### BYE-LAW 1

#### MISSION AND VISION STATEMENT AND OVERVIEW

- 1.1 The International Federation of Gynecology and Obstetrics (**FIGO**) is a private company limited by guarantee governed under the laws of England and Wales with company number 05498067. FIGO is subject to the company laws and charity laws of England and Wales namely the Companies Act 2006 (as amended from time to time) and the Charities Act 2011 (as amended from time to time) (**the Acts**).
- 1.2 FIGO is established as a charity in England and Wales and is registered with the Charity Commission of England and Wales and its object is the promotion of the health of women worldwide by ensuring high standards in the practice of gynecology and obstetrics.
- 1.3 FIGO started as an unincorporated organisation in Switzerland known as "Fédération Internationale de Gynécologie et d'Obstétrique". FIGO today brings together gynecologists and obstetricians from all over the world. It has a vision that women of the world achieve the highest possible standards of Physical, Mental, Reproductive and Sexual Health and Wellbeing throughout their lives. In all its work, FIGO commits itself to gender equality and shall promote and encourage the fair representation and participation of women in its governance and decision making processes.
- 1.4 FIGO is dedicated to the improvement of women's health and rights, and to the reduction of disparities in healthcare available to women and newborns, as well as to advancing the science and practice of gynecology and obstetrics. The organisation pursues its mission through advocacy, research implementation and interpretation, education, training, capacity strengthening of its member associations and by working with other international organisations.
- 1.5 General high-level control and responsibility of FIGO lies with the Trustees of FIGO. The Trustees of FIGO shall be those persons who are elected by FIGO Members (or appointed by the Board of Trustees to fill vacancies between General Assemblies) and who are registered with the Registrar of Companies for England and Wales as the directors of FIGO. For the avoidance of doubt, the Trustees of FIGO are both charity trustees and directors and it is the Board of Trustees of FIGO which is the governing body that has the responsibility for the management and decision making to ensure that FIGO carries out its charitable purpose for the public benefit.
- 1.6 The Board of Trustees shall be entitled to appoint senior employees including but not limited to a chief executive officer (**CEO**) who shall have the responsibility of handling the administration

matters of FIGO on a day-to-day basis under the guidance of the Trustees. The Trustees may delegate to the CEO such matters as they determine.

- 1.7 The Trustees shall be selected and elected by the Members in accordance with the Articles and Bye-Law 3 below.

## **BYE-LAW 2**

### **MEMBERSHIP OF FIGO**

- 2.1 Every application for membership shall be made in writing to FIGO at the FIGO headquarters as set out in Bye-Law 7 below (**FIGO Headquarters**) in such form as the Trustees may determine from time to time.
- 2.2 To be admitted as a Member of FIGO, each organisation must fulfil the following conditions:
  - (a) be a non-profit organisation and have a governing document which conforms to their national laws;
  - (b) be a national society or a national association of any country or territory representing the gynecologists and obstetricians of that country or territory;
  - (c) it declares its intention to abide by the Articles and Bye-Laws of FIGO;
  - (d) it undertakes to make financial contributions in such form and within such time limits as may be decided by the Board of Trustees; and
  - (e) the applicant is approved by the General Assembly.
- 2.3 An applicant can only be considered by the General Assembly if the applicant has been approved by the Board of Trustees and notified to the FIGO Council.
- 2.4 Only one organisation per country may become a Member of FIGO at any one time. Only under exceptional circumstances may two or more organisations from one country be permitted to become Members.

### **Regions**

- 2.5 The Board of Trustees have developed Regions and each country / Member organisation will come under one Region. The purpose of the Regions is to ensure that there is a rotation of the role of President of FIGO and to ensure that the location of the World Congress of FIGO rotates proportionately around the Regions and no one Region dominates. Also, as from the 2021 General Assembly, one Regional Trustee shall be elected from candidates from each of the Regions.
- 2.6 The Regions are developed on geographic areas and are as follows:
  - (a) Europe is one (1) Region;
  - (b) Asia/Oceania is one (1) Region;

- (c) Latin America is one (1) Region;
  - (d) North America is one (1) Region; and
  - (e) Africa and Eastern Mediterranean is one (1) Region.
- 2.7 The countries allocated to each Region shall be decided by the Board of Trustees.
- 2.8 Any country may appeal their Region allocation by written notice to the Board of Trustees detailing the reasons for any appeal but the determination by the Board of Trustees shall be final.

### **Financial Obligations of Members**

- 2.9 Each Member shall pay to FIGO a yearly fee the amount of which shall be determined by the Trustees, taking into consideration the number of regular members within that Member organisation as set out in its annual membership declaration. In October of each year, FIGO shall send a request to all Members to declare the number of members in their organisation within 28 days of receipt of the request. If a Member fails to send its declaration by 31 December of the year in which it was requested, the Board of Trustees shall allocate the number of members to that Member which was disclosed in the last annual membership declaration received from it. If no declaration is received in two (2) consecutive years, the Board of Trustees reserves the right to arbitrarily increase the number by 3%. Subscription invoices will be sent out to Members no later than mid-February of each year, and payments must be completed within 28 days of receipt of the invoice.

## **BYE-LAW 3**

### **THE BOARD OF TRUSTEES**

- 3.1 The Trustees shall complete such documentation as may be required of them under the terms of the Articles and the Companies Acts to give effect to their appointment or to terminate the same. In particular, the Trustees shall consent to be directors and trustees of FIGO and any subsidiary of FIGO to which they are appointed.
- 3.2 At least six months before the date set for the General Assembly, the Board of Trustees will send to each Voting Member notice to request the Voting Members' nominations for Officers and Regional Trustees in accordance with Article 22.7 and shall provide them with criteria and guidelines to be applied when nominating candidates.
- 3.3 Each candidate for election as an Officer Trustee must be nominated by a senior official of the nominating society of a country where the Officer Trustee candidate holds citizenship.
- 3.4 The method of conducting the ballot and counting the votes for the election of Officers and Regional Trustees at a General Assembly shall be prescribed in notes accompanying the notice of the General Assembly meeting.

### **Role of President**

- 3.5 The President has the important task of being the figurehead and providing leadership to FIGO. The President shall be responsible for:
- (a) chairing the Board of Trustees and presiding over other FIGO meetings including those of Members;
  - (b) chairing each session of the General Assembly;
  - (c) recommending to the Board of Trustees persons for appointment to any Committee;
  - (d) providing support and supervision to the CEO; and
  - (e) ensuring that FIGO is managed effectively and in line with the strategy and long-term goals approved by the Board of Trustees.

### **Role of Vice President**

- 3.6 The Vice President shall be responsible for:
- (a) acting as the President's nominee, should the need arise, in respect of the chairing of the General Assembly;
  - (b) deputising for the President;
  - (c) in the event of the demise, resignation or other vacation of office of the President, the Vice-President will assume presidential office until the next General Assembly;
  - (d) undertaking responsibility for one or more of FIGO's major programmes;
  - (e) acting as Chair of the Education, Communication and Advocacy Consortium (ECAC).

Each session of the General Assembly shall be chaired by the President or by the Vice President or another Officer nominated by the Trustees present.

### **Role of President Elect**

- 3.7 The President Elect shall be elected from each Region on a rotational basis as determined by the Board of Trustees. The President Elect shall be responsible for:
- (a) supporting the President and preparing to assume her/his role at the end of their term;
  - (b) learning about the projects, management and structure of FIGO; and
  - (c) appointing, for when s/he becomes President, the new chair and members of the Congress Organising Committee and Congress Scientific Programme Committee.

### **Role of Honorary Secretary**

3.8 The Honorary Secretary shall be responsible for:

- (a) the custody and proper maintenance of the records of FIGO. (Those records required by the Companies Act 2006 as amended are to be kept at the registered office);
- (b) ensuring that company law, charity law and any regulatory requirements are complied with;
- (c) liaising with the President and CEO to plan, arrange and produce agendas for Board meetings and subsequent minutes;
- (d) ensuring meetings comply with the Articles and any procedures set out by the Board of Trustees; and
- (e) working with the CEO to ensure smooth running of the office.

### **Role of Honorary Treasurer**

3.9 The Honorary Treasurer shall be responsible for:

- (a) making sure that FIGO keeps proper accounts;
- (b) reviewing FIGO's financial performance;
- (c) drawing up or reviewing policies for finance and investment;
- (d) ensuring that FIGO has robust and effective financial controls in place;
- (e) liaising with finance staff and FIGO's independent examiner or financial auditors;
- (f) reporting on financial matters to the Members of FIGO;
- (g) being familiar with documents produced by the Charity Commission on the internal financial controls for charities; and
- (h) serving as Chair of the Publications Management Board (and reporting associated activities to the President).

### **Role of Regional Trustees**

3.10 Regional Trustees shall be responsible for

- (a) obtaining input from other Member societies in their respective region to ensure effective regional representation;
- (b) working collaboratively with the regional representatives of the five FIGO regions; and
- (c) contributing regional consideration to new FIGO initiatives and communications.

## **Role and Duties of all Trustees**

3.11 The Trustees shall be responsible for:

- (a) approving the strategy of FIGO;
- (b) looking after the general control and management of FIGO and ensuring FIGO is run in accordance with its Objects;
- (c) appointing the financial auditor (if required by the Companies Acts) who shall be responsible for auditing of the accounts of FIGO. Such auditor shall be eligible for re-appointment in accordance with the Companies Acts;
- (d) appointing the CEO; and
- (e) appointing committees, expert advisory panels and task forces to deal with particular problems relating to research, education and practice in the speciality of gynecology and obstetrics and to issues of women's health.

3.12 Any Trustee who wishes to take a position in FIGO once s/he has resigned or completed a term of office shall be prohibited from taking a paid position in FIGO for a period of three years.

3.13 Any documents that are required to be signed for and on behalf of FIGO shall be signed in accordance with authorisations made by the Board of Trustees from time to time.

3.14 Under law, the duties of the Trustees (who are directors and also the charity trustees of FIGO) are as follows:

- (a) ensure FIGO is carrying out its purpose for the public benefit;
- (b) comply with FIGO's Articles of Association and Bye-Laws, and the law;
- (c) act in FIGO's best interest;
- (d) manage FIGO's resources responsibly; and
- (e) act with reasonable care and skill.

## **Role of the Chief Executive Officer**

3.15 The Chief Executive Officer acts as a direct liaison between the Board of Trustees and the Management of FIGO. With the delegated authority of the Board of Trustees, the CEO has the ultimate responsibility for:

- (a) all day-to-day management decisions of FIGO;
- (b) directing and coordinating operational activities; and

- (c) implementing the strategies and policies in accordance with FIGO's strategic plan.

#### **BYE-LAW 4**

##### **FIGO COUNCIL**

###### **Council Member Organisations and their representatives**

- 4.1 The Council Member Organisation shall be elected by the Voting Members in General Assembly and shall comprise of up to twenty four (24) Members of FIGO. The method of conducting the ballot and counting the votes for the election shall be prescribed in notes accompanying the notice of the General Assembly meeting.
- 4.2 Each Council Member Organisation shall nominate one natural person to be its representative. The nominee shall be of good and reputable character and fulfil any criteria or guidelines set out by the FIGO Council.
- 4.3 The number of Council Member Organisations elected to the FIGO Council shall not exceed one-third of the total number of Members of FIGO.
- 4.4 Representatives of Council Member Organisations shall be nominated by taking into consideration their contribution, past and present, to FIGO, to the advancement of the specialty of gynecology and obstetrics, to the promotion of health care for women and children, and also taking into consideration that geographical, cultural and linguistic representation is maintained on the FIGO Council.
- 4.5 To ensure appropriate representation of Members in each Region, the following will apply:
- (a) a Region containing ten or less Members shall be entitled to a minimum of two such Members as Council Member Organisations;
  - (b) a Region containing eleven to twenty Members shall be entitled to a minimum of three such Members as Council Member Organisations; and
  - (c) a Region containing over twenty Members shall be entitled to a minimum of four such Members as Council Member Organisations;
- 4.6 No Council Member Organisation can have more than one representative on the FIGO Council. No Council Member Organisation representative may be a Trustee and if s/he becomes a Trustee at the same time as being a representative, he or she will automatically cease to be a representative and the Member will have to nominate another representative.
- 4.7 The representatives are appointed in their capacity as representatives of their Council Member Organisation and not as individuals and are required to be present at each FIGO Council Meeting. Such representatives can be changed by the Council Member Organisation giving the Trustees and the FIGO Council members prior written notice in a form and at such times as the Trustees may decide from time to time.
- 4.8 Subject to Bye-Law 4.9, representatives of Council Member Organisations shall serve a maximum of four consecutive years and may only be re-nominated for one further maximum

term of four consecutive years if they have had a break of two years after completion of their first term. This restriction shall also apply where a person is nominated to represent a different Council Member Organisation.

- 4.9 The representatives of Council Member Organisations who were in office on 6 December 2020 may remain serving until the General Assembly held in 2021. The representatives of those Council Member Organisations who were elected at the General Assembly held in 2015 may serve until the close of the General Assembly held in 2021 and the representatives of those Council Member Organisations who were elected at the General Assembly held in 2018 may serve until the close of the General Assembly held in 2023, subject to being eligible for re-election.

#### **Observers at FIGO Council meetings**

- 4.10 The Presidents of regional organisations with an official relationship with FIGO (AFOG, AOFOG, EBCOG and FLASOG) or their representatives, and the Division Directors as well as Chairs of the Committees of FIGO, will be invited by the Trustees to attend FIGO Council meetings as observers.
- 4.11 Council Member Organisation representatives, who are also the Chair of a Committee, will attend FIGO Council firstly in their capacity as Council Member Organisation representatives and secondly in their capacity as Chair of the Committee.
- 4.12 Any other observers can only be invited with the approval of the Board of Trustees.

#### **Role of the FIGO Council**

- 4.13 The FIGO Council has the role of advising and making recommendations to the Board of Trustees and representing the General Assembly on a smaller scale.
- 4.14 The FIGO Council may make recommendations to the Trustees on:
- (a) various management affairs of FIGO including reviewing the annual budget and recommend the use to be made of the available funds subject to the provisions of the Companies Act and the Objects;
  - (b) actions to be taken to achieve the aims and objectives of FIGO; and
  - (c) committees, expert advisory panels and task forces to deal with particular problems relating to research, education and practice in the specialty of gynecology and obstetrics and to issues of women's health.

## **Termination of membership to the FIGO Council**

- 4.15 In the event a Council Member Organisation is absent for two consecutive FIGO Council meetings then it will be subject to removal from membership of the FIGO Council upon the discretion of the Trustees and the remaining members of the FIGO Council.
- 4.16 If a Council Member Organisation (and/or its representative) is convicted of a serious criminal offence or has acted or become involved in a situation which in the reasonable opinion of the Trustees and remaining members of the FIGO Council brings or is likely to bring FIGO into disrepute or is materially adverse to the interests of FIGO it (and/or its representative) will be subject to removal from membership of the FIGO Council upon the discretion of the Trustees and the remaining members of the FIGO Council.
- 4.17 The Member that is removed from the membership of the FIGO Council in the manner set out in Bye-Laws 4.15 and 4.16 above shall be ineligible to stand for re-election to the FIGO Council at the next General Assembly.

## **BYE-LAW 5**

### **GENERAL ASSEMBLY/WORLD CONGRESS**

- 5.1 A world congress of all obstetricians and gynecologists worldwide (whether or not they are Members of FIGO) shall be held at the same time and location as the General Assembly (**World Congress**) which may be held wholly or partly by electronic means.
- 5.2 The location of the World Congress (or the way to join it if it is held wholly or partly by electronic means) shall be determined by the Board of Trustees and shall be rotated through the regions as set out in Bye-Law 2.6 above.
- 5.3 The incumbent President of FIGO will also be the President of the World Congress
- 5.4 The General Assembly shall have two sessions at the World Congress.
- 5.5 Each session of the General Assembly shall be chaired by the President or by the Vice President or another Officer nominated by the Trustees present.

### **General Assembly Business**

- 5.6 The business of the meeting of the Members at the General Assembly shall be:
- (a) receiving the financial statements of FIGO and the Trustees Report as produced by the auditors;
  - (b) approving the admission of Members;
  - (c) electing the new President-Elect, Vice-President, Honorary Treasurer and Honorary Secretary;

- (d) recording the incumbent President-Elect at the end of their two years' term taking office as President;
- (e) electing the Regional Trustees;
- (f) electing the Voting Members to be Council Member Organisations of the FIGO Council;
- (g) hearing reports on the work of the FIGO Council and the general activities of FIGO.

### **Observers**

- 5.7 In addition to the official delegates, all accredited active members of the Member organisations may attend as observers at a General Assembly or other general meeting. The Board of Trustees may also accredit representatives of international medical organisations and others to attend as observers.
- 5.8 The President (or person chairing the General Assembly or other general meeting) may decide to exclude observers from the meeting or parts of the meeting as s/he deems necessary.

## **BYE-LAW 6**

### **FIGO COUNCIL MEETINGS**

- 6.1 The FIGO Council shall meet once yearly and additionally whenever it is convened by the President or at the request of at least one third of its members. Meetings may be held, wholly or partly, electronically but there shall be no voting by proxy.
- 6.2 When the annual meeting of the FIGO Council does not coincide with a General Assembly or World Congress of FIGO, it will be convened at such place and such time and in such manner as shall be decided by the Board of Trustees.
- 6.3 After the closing ceremony of the World Congress/General Assembly, the FIGO Council shall have a meeting. The agenda of this meeting shall be prepared by the new President of FIGO. All newly elected members of the FIGO Council must be present through their duly nominated representative at such a meeting.

### **Quorum**

- 6.4 The quorum for a meeting of the FIGO Council shall be one third of its current members present in person or virtually, as represented by their duly appointed representative.

## **BYE-LAW 7**

### **MISCELLANEOUS**

#### **Notice**

- 7.1 Any notice required to be given by a Member or a Trustee under the Articles or these Bye-Laws shall be addressed to the Chief Executive at the office of the FIGO Headquarters at the current address for the service of notices which is as available on [www.figo.org](http://www.figo.org).

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