

# **BY-LAWS OF THE INTERNATIONAL CONFEDERATION FOR PLASTIC, RECONSTRUCTIVE AND AESTHETIC SURGERY**

Revisions adopted at the 16th Congress of IPRAS – Vancouver Canada

May 22<sup>nd</sup>, 2011

## **Article 1. NAME**

The name of the organization shall be the INTERNATIONAL CONFEDERATION FOR PLASTIC, RECONSTRUCTIVE AND AESTHETIC SURGERY (IPRAS).

## **Article 2. PURPOSE**

The purpose of IPRAS shall be to promote the art and science of plastic surgery, to support plastic surgery societies and their members all over the world, to further plastic surgery education and research, to provide care for patients in need worldwide and to encourage friendship among plastic surgeons and physicians of all countries.

## **Article 3. COMPOSITION**

IPRAS shall consist of the following five components:

### **Section A. National Associations / National Societies**

1. An official national association of plastic surgeons, representing the majority of plastic surgeons, shall represent that country in IPRAS.
2. Each such association shall consist of at least 5 members.
3. Applications for membership from national associations shall not be rejected on the basis of religious beliefs or political ideals of the parent nation.

### **Section B. Regional Sections**

Two or more qualified national associations from a contiguous geographic region may represent that region in IPRAS.

### **Section C. Co-Opted Societies**

International associations or societies representing areas of activity pertinent to plastic surgery represented in IPRAS.

### **Section D. Regional Associations**

1. Regional associations may be formed to represent plastic surgeons in geographic areas otherwise unable to affiliate with IPRAS.
2. This affiliation shall be for purposes of scientific communication, and organizational support.
3. Regional associations shall request formal recognition from IPRAS.
4. Such recognized regional associations shall enjoy the same privileges, rights and obligations as a national society.

### **Section E. Provisional Associations**

1. National associations formed not less than six weeks prior to the next meeting of the Council of National Delegates may be recognized as a provisional association by action of the Executive Committee.
2. Such provisional associations shall be elevated to full membership at the next meeting of the Council of National Delegates, providing all other requirements of membership have been met.

3. Provisional associations may appoint an observer to the Council of National Delegates for representation at its biennial meeting until national association status has been confirmed by the Council of National Delegates.
  - a. Observers may participate in discussions and debates, but may not vote.
  - b. When national association status is achieved, the observer shall be seated as the Delegate with full rights, privileges, and obligations.
  - c. Provisional associations will pay dues for each year they have provisional status.

#### **Article 4. ORGANIZATION**

##### **Section A. General Principles**

The administration and governance of the IPRAS shall consist of: Board of Directors, Executive Committee (EXCO), Council of National Delegates, General Assembly.

##### **Section B. The President**

1. The President shall be elected by the Council of National Delegates to serve one two (2) year term renewable once. A candidate for the President's position shall have served as the General Secretary for at least one two (2) year term. If no candidate fulfills this requirement any member of the Board of Directors or the ExCo is eligible for candidature as long as has served a four year term of office on the ExCo.
2. The President's duties include
  - a. Representation of IPRAS in general
  - b. Conduct the day-to-day affairs of IPRAS.
  - c. Promote patient care in all parts of the world.
  - d. Chair and Conduct the meetings of the organization.
  - e. Represent IPRAS at various section meetings, chapter meetings, national meetings, and regional meetings as necessary.

##### **Section C . The General Secretary**

1. The General Secretary shall be elected by the Council of National Delegates to serve one two (2) year term renewable once. A candidate for the General Secretary position shall have served on the Executive Committee for at least one two (2) year term.
2. The General Secretary's duties include
  - a. Serves with the President in the conduct of the day-to-day affairs of IPRAS.
  - b. Replaces the President at the President's discretion and in the unfortunate case as a result of which the President is unable or unavailable to perform the duties of office.
  - c. Maintain the historical documents of the organization
  - d. Receive reports from all Committee chairpersons.
  - e. Supervise the Edition of the IPRAS JOURNAL in close collaboration with the Editor in Chief.
  - f. General administrative duties of the organization including serving on standing committees

##### **Section D. Board of Directors**

1. The Board of Directors shall consist of:
  - a. The President, (elected by the Council of National Delegates)
  - b. The General Secretary (elected by the Council of National Delegates)
  - c. Four Deputy General Secretaries (appointed by the EXCO upon the recommendation of the President)
  - d. the Treasurer (elected by the Council of National Delegates)
  - e. the Parliamentarian (appointed by the EXCO upon the recommendation of the President)
  - f. Immediate past IPRAS President

g. The Executive director (ex officio – non voting)

2. The duties of the Board of Directors are:

- a. to assist the President and the General Secretary in conducting the day-to-day affairs of IPRAS
- b. to establish a global network of cooperation, education and patient care
- c. to supervise the activities of the committees
- d. to carry out specific administrative duties defined by the President and the BOD

#### **Section E. Executive Committee**

1. The Executive Committee shall consist of:

- a. All members of the Board of Directors with voting rights
- b. Members representing the geographic regions of IPRAS elected by the Council of National Delegates
- c. One representative per 1.000 members of a national society appointed by the said society.
- d. Representatives who are the president or general secretary of each section
- e. Representatives who are the president or general secretary of each co-opted society
- f. Chairperson and deputy chairperson of the Council of National Delegates
- g. Ex officio members
- h. The executive director (without voting rights)

2. The regional representatives, the chairperson and deputy chairperson of the Council of National Delegates shall be elected by the Council of National Delegates to serve one (1), four (4) year term. Re-election is possible for one more four (4) year term.

3. The members of the Executive Committee shall be chosen to represent the following geographic regions (apx one per 1500 members):

- a. Africa and Middle East (1 delegate)
- b. Asian-Pacific ( 5 delegates)
- c. Europe ( 4 delegates)
- d. North America ( 4 delegates)
- e. South and Central America (4 delegates)

4. The Executive Committee shall accept one representative who should be the President or General Secretary (or the assigned deputy) of each of the following:

a. Regional Sections

1. African Section
2. Asian-Pacific Section
3. European Section
4. Ibero-Latin-American-Section
5. Pan-Arab Section

b. Co-Opted Societies – 1 representative (must be a Plastic Surgeon) each

1. International Federation of Societies for Surgery of the Hand (IFSSH)
2. International Society of Aesthetic Plastic Surgery (ISAPS)
3. International Society of Craniofacial Surgery (ISCFS)
4. World Society of Reconstructive Microsurgery (WSRM)
5. International Society of Burn Injuries

c. The Executive Committee shall appoint, upon the recommendation of the President, the following members

1. Up to four (4) Deputy General Secretaries (term of office two [2] years) renewable once
2. Parliamentarian (term of office two [2] years renewable once)
3. Editor of IPRAS JOURNAL (term of office four (4) years, reappointment is possible, may be a shared appointment) *(without voting rights)*:
4. President of the next Biennial Congress *(without voting rights)*:
5. Chairperson of the Organizing Committee of the next Biennial Congress appointed *(without voting rights)*:
6. Historian - may be re-appointed for one or more terms to provide continuity; the Historian shall be responsible for a systematic collection of memorabilia and written information which will be collected as the history of IPRAS. *(without voting rights)*:

5. The duties of the Executive Committee:

- a. supervise the affairs of IPRAS between the Biennial meetings of the Council of National Delegates.
- b. represent IPRAS and its Council of National Delegates.
- c. appoint such committees as are required to conduct the business of IPRAS.
- d. oversee and assist the organization and implementation of the Biennial scientific congress of the IPRAS

6. No member of the Executive Committee shall be permitted to participate in discussions or debate or vote or be elected if his/her national society is in arrears with its annual dues assessment.

**Section F. International Committee for Quality Assurance (IQAM)**

IQAM, the International Committee for Quality Assurance, Medical Technologies and Devices in Plastic Surgery, serves as the clearing house of IPRAS. IQAM evaluates devices, new materials and technologies during its biennial IQAM Consensus Conference and releases a consensus declaration with recommendations for the use of the above mentioned devices and technologies for the forthcoming two years. The consensus declaration is sent to all Health Ministries of IPRAS member societies as well as the new commission and the Food and Drug Administration of the US.

1. IQAM has its own by-laws and is chaired by the president, who represents the Committee at the IPRAS ExCo with voting rights.
2. The IQAM General Secretary is responsible for the day-to-day affairs of IQAM.
3. The main decision making body of IQAM is the Council of National Representatives of the IQAM national societies.
4. The IPRAS scientific event committee supervises the scientific program of IQAM's biennial congresses.

**Section G. The Council of National Delegates**

1. The Council of National Delegates shall be the main decision making body of IPRAS
2. The Council of National Delegates shall consist of:

a. One (1) delegate selected by each member national society.

1. The national delegate shall be selected by the respective national Society from amongst its senior leadership and shall be involved in the administration and governance of said national society. The delegate should be the spokesperson for the national society to IPRAS and from IPRAS to the national society.

2. The national society shall provide the name of their National Delegate to the General Secretary or Executive Director within the first six (6) months following the beginning of a new 4 year cycle (renewable once).
3. Substitutions of delegates (for representational purposes) are permitted upon official notification in writing to the General Secretary or Executive Director from the national society.
4. A national society whose delegate is elected to serve on the Executive Committee may, at its own discretion, appoint another active member to serve as its delegate to the Council of National Delegates.

b. One (1) delegate selected by each regional association.

c. All members of the Executive Committee.

3. National Delegates may not participate in the discussions and debates of the Council of National Delegates nor may they vote or be elected if the national society is in arrears in assessment payments.

4. The Council of National Delegates has the following responsibilities:
- a. Approves applications of national associations for membership.
  - b. Approves applications of regional associations for membership.
  - c. Elects the members of the Executive Committee
  - d. Elects the President, the General Secretary and other members, as specified in the relevant sections of these by-laws.
  - e. Selects the site of the next biennial scientific congress after hearing presentations by the prospective host national societies and the recommendations of the Executive Committee.
  - f. Receives the report of the President on the activities of the Executive Office.
  - g. Receives a detailed and audited financial report of IPRAS.

5. The Council of National Delegates is chaired by the President.

6. The Council of National Delegates is granted the authority to review the finances of IPRAS.

#### **Section H. The General Assembly**

1. The General Assembly shall consist of those members attending the Biennial Congress who are members of accredited national societies, members of regional associations, and members of co-opted societies.
2. The General Assembly shall receive reports from the General Secretary on behalf of the Executive Committee and its subcommittees and the Council of National Delegates including:
  - a. Overview of the current affairs of IPRAS.
  - b. Finances of IPRAS.
  - c. Proposals for future congress sites.
  - d. Proposals for elections.

#### **Section H - Sub-committees**

1. The Executive Committee shall appoint sub-committees as it requires conducting the affairs of IPRAS.
2. The subcommittees shall serve until the next meeting of the Council of National Delegates.
3. Subcommittee membership shall be limited to active members of accredited national societies, but need not be members of the Executive Committee or the Council of National Delegates.
4. Subcommittee members shall be selected for their professional expertise in the designated area of service.

5. The Executive Committee upon the recommendation of the President shall appoint the chairs who represent their sub-committees at the ExCo without voting rights.
6. Each subcommittee shall report its activities to the President annually and ninety (90) days prior to each meeting of the Council of National Delegates.
7. Standing sub- committees of IPRAS shall be:

**a. The By-Laws Sub-Committee** shall consist of the Parliamentarian, who shall serve as Chair and four (4) members selected from the Executive Committee and shall:

1. Be charged to review the By-Laws every two (2) years and recommend appropriate revision to the Executive Committee.
2. Receive and review all proposed changes to the By-Laws and report their recommendations to the Executive Committee. All such changes shall be forwarded to the Council of National Delegates with appropriate recommendations for action.

**b. The Nominating Sub-Committee** shall consist of five (5) members selected as follows: The Council of National Delegates shall elect two (2) members; the Executive Committee shall elect three (3) members; The President shall select the Chairperson.

1. All elected members shall hold a current seat in the IPRAS organizational structure.
2. The Nominating Committee shall produce a biennial slate of candidates for each of the following offices and report this slate to the Council of National Delegates for their action:
  - a. President
  - b. General Secretary
  - c. Treasurer
  - d. Representatives of geographical regions on the Executive Committee
  - e. Two (2) members of the Nominating Committee
3. Any nominations should reach the President and the Chairman of this committee at least three months prior to the date of election. No additional nominations are allowed after this time.

**c. The Communications Sub-Committee** shall consist of the Editor of the IPRAS JOURNAL and at least four (4) other members and shall:

1. Receive all pertinent national and regional news submitted for publication in the IPRAS JOURNAL
2. Be chaired by the Editor of the IPRAS JOURNAL

**d. The IPRAS Foundation** (former IPRAF) shall consist of the chairpersons of all sub-committees involved in humanitarian projects and shall:

1. Prepare an evaluation of IPRAS humanitarian projects and their efficacy annually for the Board of Directors
2. Present suggestions for further improvement of efficiency of existing committees and suggest the introduction of new sub-committees, if needed.

**e. The Budget and Finance Sub-Committee** shall consist of three members appointed by the Executive Committee and shall be:

1. charged with the annual review of the financial affairs of IPRAS.
2. presenting a budget to the Executive Committee for transmission to the Council of National Delegates.
3. assisting the President in preparation of the required financial statements.
4. chaired by the Treasurer

**f. The Scientific board** shall consist of at least five members (one of which should be the scientific chairperson of the next biennial congress) appointed by the President who also appoints the chairperson and shall:

1. Supervise the scientific programs of the biennial Congress and all meetings organized by the IPRAS Contract Organizer in collaboration with the Local Organizing Committee
2. Provide assistance with the effort of finding sponsors for each event.
3. Assess scientific events applying for IPRAS Endorsement according to the “Rules of Endorsement set by the BOD. The chairman may allocate this task to one or more of the members.
4. Respond to communication from members and the public on scientific issues.

The requirements for assessment of events for endorsement are the following:

- a. Application by the Organizing committee
- b. Provisional Scientific Program and Faculty
- c. Payment of the appropriate fee to IPRAS which may be shared (50%) with the Section

#### **g. The Board of Trustees**

This is an advisory Honorary Board – the members have no voting rights (except the chair) unless they hold another voting position on the ExCo.

1. “ Member of the Board of Trustees” is an honorary position offered to Senior Plastic Surgeons with over thirty years practice in the specialty and who have greatly contributed to its promotion internationally.
2. Election of a Trustee is effected by the IPRAS BOD and must be unanimous. This is a life Membership.
3. The number of Trustees is limited to one hundred
4. A new member is elected in cases of death or resignation
5. The Board of Trustees is an advisory body, may issue statements on international matters at the request of the Board of Directors. These statements carry a high ethical, professional and scientific value.
6. Meetings of the Board of trustees are organized at the discretion of its members (during IPRAS major activities). They elect a chair among themselves (member present at the particular meeting) with the right to vote in the ExCo. The tenure of office of the chair last until the next meeting in which another chair is elected. Reelection is possible.
7. A commemorative plaque, a certificate and a “gold” lapel pin are presented to every New Trustee during an official function of IPRAS.
8. Trustees are exempt from registration fee for future the IPRAS Officially Organized Scientific Events, after their election.

### **Article 5. Congress**

#### **Section A. The Scientific Congress**

1. The scientific congress shall be held every two (2) years.
2. The congress shall be hosted by a currently accredited national society.
3. The site for the biennial congress shall be selected by the Council of National Delegates after recommendations have been made by:
  - a. The President
  - b. The Executive Committee
4. Selection of the host city shall be determined by a simple majority of a secret vote of the Council of National Delegates. In the case of more than two (2) nominees, preferential balloting shall be used.

5. Candidature
  - a. A tentative application should be made to the ExCo six (6) years in advance.
  - b. All informational materials submitted in the bid must be in the hands of the General Secretary twelve (12) months prior to the congress at which the selection will be made. The General Secretary shall distribute all essential information to the Executive Committee
  - c. Bids shall include tentative plans for site, hotel space, scientific programming, social activities, travel arrangements, budget and organizing committee framework.
  - d. Failure to observe this requirement shall disqualify the bid.
6. IPRAS provides the congress organization. The congress organization takes full responsibility for administration, execution and finances of congress according to its contract with IPRAS.
7. The organizing committee of the host national society shall assume responsibility for the scientific programming in collaboration with the IPRAS Scientific Board. The IPRAS congress organization cooperates with the organizing committee concerning venue, social program, budget and organizing committee framework. The scientific program chairperson of the next world Congress will serve in the Scientific Subcommittee for the two preceding the congress years.
8. The host organizing committee shall extend an invitation to each member of all accredited national societies and regional chapters to participate in the scientific program.
9. Preliminary registration materials shall be provided to each member of each accredited national society at least one (1) year prior to the planned congress.
10. All members of the IPRAS ExCo should be invited to participate as members of the scientific faculty.
11. Registration and scientific abstract materials shall be presented to the General Secretary for approval prior to distribution.

#### **Section B. Congress Membership**

1. All members of accredited national societies, regional associations and co-opted societies are eligible to register, and, upon payment of a registration fee, become an accredited attendee of the scientific Congress.
2. Residents-in-training and fellows may also attend upon presentation of a certifying letter from his/her Training Program Director indicating their accredited status in an approved training program.
3. Family members may attend and participate in the scientific and social events upon payment of appropriate registration fees.
4. Guests may be invited to participate by the following groups:
  - a. Host organizing committee may invite non-members to participate for their contribution to the scientific program.
  - b. Guests may be sponsored by accredited national societies.
  - c. Guests shall pay appropriate fees for any social events attended.

#### **Section C. Official Language for the Congress**

The official language for the biennial congress shall be English. Scientific papers may be given in other languages only if simultaneous translation into English is available.

#### **Section D. Transactions**

1. The official transactions of each congress will be published by the organizing committee in a medium chosen.
2. The transactions should follow the format used for previous editions.
3. The official language of the transactions shall be English.

## **Section E. Scientific Programming**

1. Scientific programming is the responsibility of the host organizing committee.
2. Each IPRAS Co-Opted Society should be invited to name an active representative for consultation and service to the congress scientific program committee of the host country's organizing committee in agreement with the Scientific Board Sub-Committee of IPRAS

## **Section F. Financial Relationships and Obligations**

A profit participation arrangement with the organizing national society will be negotiable after the conference according to the financial success of the event.

## **Article 6. SECTION CONGRESSES**

1. Official Sections of IPRAS may conduct regional scientific congresses with the endorsement of the IPRAS Executive Committee.
2. Regional Scientific Congresses held under the auspices of and identified as a part of PRAS shall conform to all of the requirements of IPRAS Congresses.
3. The official language may be other than English if appropriate.

## **Article 7. RULES OF PROCEDURE**

### **Section A. Procedures**

1. The official deliberations and decisions of IPRAS shall be governed by Sturgis' Rules of Order.
2. All votes shall be decided by a simple majority vote.
3. Tie votes shall be decided by a vote cast by the President.
4. Votes by written (mail) or electronic methods may be utilized to decide urgent business between biennial meetings of the Council of National Delegates.
  - a. All such mail ballots shall be approved by the Board of Directors at its next meeting.
  - b. All such mail ballots shall be ratified by the Council of National Delegates at its next meeting.
  - c. Revisions of the By-Laws, election of officers, and selection of the congress site shall be by simple majority secret vote.
5. The Selection of the host city for the biennial congress is conducted according to the "Article 5, Congress, Section A 4".

### **Section B. Quorum**

The various administrative segments of IPRAS may officially conduct business on behalf of IPRAS when the following quorum is present:

1. Board Of Directors - 4 members
2. Executive Committee - 9 members
3. Council of National Delegates – 25 members
4. General Assembly - No quorum required (Advisory only)

### **Section C. Amendments to the By-Laws**

1. Suggested changes to the By-Laws may be submitted to the President at least twelve (12) months prior to the succeeding biennial Council of National Delegates meeting.
2. All suggestions for change(s) in the By-Laws shall be referred to the By-Laws Committee for review, evaluation, and recommendations.
3. The By-Laws Committee shall present its recommendation(s) for or against the proposed changes to the Executive Committee for its review and recommendations.
4. The proposed changes to the By-Laws may only be adopted by the Council of National Delegates voting at a regularly scheduled meeting.

5. Amendments to the By-Laws require a two-thirds (2/3) majority of the voting members of the Council of National Delegates.

## **Article 8. DUES AND FINANCES**

### **Section A. Dues**

1. Dues for membership are assessed to each member of each member national society on a *per capita* basis of total paying members for the current year.
2. The dues assessment shall be prorated to each national society on a yearly basis.
3. Dues are payable during the first three (3) calendar months of each year.
4. Dues are delinquent after the 3rd month has elapsed from the date of assessment. Ten percent (10%) of the total amount due will be added each month that dues are not received.

### **Section B. Finances**

1. The finances shall be reviewed by internal methods annually with external reviews every four years.
  - a. A three (3) person, *ad hoc*, financial oversight committee shall be appointed by the Executive Committee.
  - b. The Treasurer shall serve as an *ex officio* member of this committee.
  - c. An external review by a certified public accountant will be commissioned by the President for presentation to the Council of National Delegates at their biennial meeting.
2. The financial review shall be presented to the Executive Committee for information and to the Council of National Delegates for acceptance.

## **ARTICLE 9. DISSOLUTION**

### **Section A. Use of Funds**

1. IPRAS shall use its funds only to accomplish the purposes specified elsewhere in these By-Laws.
2. No part of these funds shall inure to the benefit of any individual member or employee of IPRAS.

### **Section B. Dissolution**

In the event of the dissolution of IPRAS, the Executive Committee, acting with the authority of the Council of National Delegates, shall, after satisfying all liabilities of IPRAS, distribute all remaining assets to such organization(s) operated for one or more of the purposes contained in these By-Laws, or to such charitable, educational, and/or scientific organizations as shall qualify.

## **ARTICLE 10. INDEMNIFICATION PROVISIONS**

IPRAS shall indemnify, to the full extent permitted by law, every past and present officer, director, executive office staff member, and committee member of the organization. This indemnification shall be against expenses actually and necessarily incurred in connection with defense or settlement of any action, suit, or proceeding to which any of them is made a party as a result of having served in any of the foregoing capacities. This indemnification shall not apply to matters in which the individual is judged liable for willful misconduct and to matters as shall be settled by agreement predicated upon the existence of such liability. The term "expenses" shall include: attorney fees, court costs, costs of investigation, cost of preparation for and attendance at trials, amounts of judgments, fines, and penalties, amounts paid at settlement (unless paid to IPRAS), and other expenses necessarily and reasonably incurred in connection with the defense or settlement of any action or proceeding. The

foregoing right of indemnification shall be exclusive of any other rights to which the parties may be entitled. This indemnification shall be in addition to any other power or right that IPRAS has to indemnify its officers, directors, staff, and committee members. IPRAS may purchase insurance against any liability incurred as the result of the first paragraph of this Article.

*IPRAS By-Laws, Revised June 2007*

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*IPRAS By-Laws, Revised December 2010*

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