

# THE INTERNATIONAL ASSOCIATION OF BIOETHICS

## CONSTITUTION

**Amended 2006**

### **Article 1 - Name**

The name of this organization shall be: The International Association of Bioethics, hereinafter referred to as the Association.

### **Article 2 - Definitions**

In interpreting this Constitution, the following definitions shall be used:

**Bioethics:** The study of ethical, social, legal, philosophical, and other related issues arising in health care and the biological sciences.

**Country:** Nation state

**Region:** A geographically associated number of nation states.

### **Article 3 - Objectives**

The Association exists for educational and scientific purposes, and not for the purpose of making profits for its members or for any other person or organization. Any surplus gained by the Association incidentally or otherwise shall be used solely for the purposes of the Association stated in this section.

The Association has the following educational and scientific objectives:

1. to facilitate contacts and the exchange of information between those working in bioethics in different parts of the world;
2. to organize and promote international conferences in bioethics;
3. to encourage the development of research and teaching in bioethics; and
4. to uphold the value of free, open and reasoned discussion of issues in bioethics.

The Association will seek to meet these objectives in whatever way its Board of Directors considers appropriate. This may include, but is but not necessarily limited to:

developing networks of scholars in specific fields of bioethics; promoting and assisting the development of regional organizations; linking such regional organizations as may exist; promoting contact between international organizations and scholars in bioethics; consulting with international organizations on issues in bioethics or about the development of bioethics; assisting scholars in bioethics, especially those in developing nations; and providing support for scholars whose freedom to discuss questions of bioethics has been restricted or is under threat.

The Association will not adopt positions in bioethics or on any other substantive issues apart from those specified above.

#### **Article 4 - Membership**

**4.1.** Membership of the Association shall be available to all interested individuals and institutions sharing the objectives of the Association as set forth in Article 3 of this document.

**4.2.** Individuals and institutions who became members prior to one year after the adoption of this Constitution shall be designated as Founding Members.

**4.3.** A member of the Association shall be in good standing upon payment of annual dues. Any member whose dues are in arrears by more than twelve months shall be removed from the Association's membership rolls. The Board of Directors shall have discretionary power to waive this rule in special cases.

**4.4.** The Board may, provided it has placed before the membership the qualifications to apply to the admission of each proposed category of member, and has received approval from a General Meeting or postal ballot of members, define and create other categories of membership such as Honorary Member, Emeritus Member, Student Member, Life Member or Honorary Life Member. The Board may admit members to the categories created under this Section, except for Honorary Member and Honorary Life Member, where approval of a General Meeting is required. The Board may resolve that no further members be admitted to, or (for other than Life Members) allowed to renew their membership for, any category that has been created under this section, and if there are no members in that category, may abolish it.

#### **Article 5 - Dues**

**5.1.** Annual dues in the Association shall be set by the Board of Directors, and shall be valid unless and until they are rejected by majority vote of those present (and eligible to vote) at the following General Meeting, or by a majority vote at a postal ballot arising in accordance with the procedure specified in Article 6, Section 2.

**5.2.** The Board may set the annual dues at a different rate for each category of membership, and may also vary the fees for institutions in accordance with the number of individual members or subscribers such institutions have.

## **Article 6 - Meetings**

**6.1.** General meetings of the Association shall be held, which will be devoted both to intellectual purposes and to the business of the Association. The Board of Directors shall determine the place, date and time of the meeting, but in so doing shall give regard to the desirability of meetings being held at least every two years, and in different regions. The Board shall not allow more than 3 years to elapse between general meetings.

**6.2.** Major policy questions concerning the Association shall be brought to the membership for resolution, if raised either by the Board of Directors or by a petition signed by at least 20% of the membership. Such issues may be decided by a simple majority vote of either those members present at a General Meeting or those voting at a postal ballot of the total membership of the Association. The choice between these two alternatives will be determined by the Board. Questions not falling into this category shall be decided by the Board of Directors. This section does not apply to amendments of the Constitution, which will be dealt with according to Article 12, below.

**6.3.** On any matter put to a ballot, each individual member shall have one vote. Each institution regularly providing information about the Association to fewer than 20 members or subscribers shall also have one vote. Institutions regularly providing information about the Association to 20 or more, but fewer than 500, members or subscribers shall have two votes. Institutions regularly providing information about the Association to 500 or more members or subscribers shall have three votes. Institutions shall, however, count only as one member for the purposes of determining whether a petition has been signed by a sufficient percentage of the membership under Section 2 of this Article, or under Article 12.

**6.4.** Where voting takes place at a General Meeting, individuals may vote by proxy. Voting rights for institutional members shall be exercised by a delegate or delegates appointed by the institution. Proxies and letters of appointment of delegates of institutions must be given to the Secretary before the commencement of the Meeting. Proxies must be signed by the eligible voter. Letters of appointment of institutional delegates must be signed by the presiding officer or the chief executive officer of the institution, and if more than one vote is claimed under Section 6.3, the letter shall indicate the number of members or subscribers to whom the institution

regularly provides information about the Association.

**6.5.** No individual or institution shall vote at a meeting or in a postal ballot unless that individual or institution has been a member of the Association for at least three months prior to the date of the meeting or ballot.

## **Article 7 - The Board of Directors**

**7.1.** The Board of Directors shall consist of 21 individual members of the Association or duly appointed delegates of institutional members. The Board shall have no more than 3 members from anyone country , unless those nominated are from fewer than 7 countries.

**7.2.** The term of office for Board members is 4 years. Board members should not serve more than 2 consecutive terms of 4 years. Elections should be held every two years so that approximately half of the Board retires every 2 years allowing for a balance between change and continuity .

**7.3.** The quorum necessary for the Board to conduct business in person shall be at least 11 Directors, and must include either the President or the Vice President. Written notice of the meeting shall be sent to each member of the Board not less than 60 days before the meeting is held, unless at least two-thirds of the members of the Board agree that this requirement may be waived, or that a shorter period of written notice may be given. The Board may conduct its business by mail, fax, telephone or by any other suitable means of communication. It shall be the responsibility of each Board Member to notify the Secretary of his or her current address at all times, and to respond within 7 days of the receipt of any written communication that seeks a response. In the event of a postal vote among members of the Board, the Returning Officer shall wait not less than 28 days from the dispatch of the ballot papers before declaring the result.

**7.4.** Not less than three months after a General Meeting (provided that such meeting shall not have been held within one year of a ballot for the Board of Directors), the Returning Officer shall notify members of the intention to hold a ballot for the Board of Directors, and shall distribute a list of candidates for the Board of Directors proposed by the Nominating Committee, along with the candidates' biographical statements. The Returning Officer shall invite members to nominate additional candidates. Nominations from the membership must be in writing, signed by a nominator and a seconder, and accompanied by the written consent of the nominee to the nomination and a brief biographical statement. The nomination, secondment, and consent, which may each be sent separately, must all be in the hands of the Returning Officer within one month of the dispatch of the call for nominations, and the biographical statement within two weeks

thereafter. Institutional members may nominate delegates for the Board but such nominees, if elected, shall hold office in their own right and not as a representative of the institution.

**7.5.** In the event that more nominations have been made than there are vacancies for the Board of Directors, the Board of Directors shall be elected by secret ballot. Each member shall be given the option of receiving and returning this ballot by a secure electronic means; those making no selection shall receive and return the ballot by post. The Returning Officer shall arrange for ballot papers (including the biographical statements), to be distributed to all members eligible to vote, listing (a) the candidates proposed by the Nominating Committee and (b) the additional candidates nominated by members. The ballot papers to be used shall be substantially in the form shown in Attachment 2 to this Constitution. Voters shall indicate their first preference by writing the number "1" opposite the name of the candidate for whom they wish to vote; they may write "2", "3" and so on opposite the names of further candidates to indicate their order of preference, but no vote shall be declared invalid if it indicates a first preference yet does not have a number opposite all the names. Completed ballot papers shall be received by the Returning Officer by the date indicated on the ballot paper, which shall be between 30 and 45 days after the date of dispatch.

**7.6.** In counting the ballots the quota-preferential method of proportional representation shall be used, as specified in the extract from the Proportional Representation Manual of the Proportional Representation Society of Australia that is Attachment 1 to this Constitution. The candidates with the highest numbers of votes shall be declared elected, until all vacancies have been filled, provided that, subject to a member being duly nominated, there shall be at least one member from each of the following geographical regions: North America; Latin America and the Caribbean; Europe (excluding former Communist countries); the former Communist countries of Europe; North Africa and the Middle East; Sub-Saharan Africa; the Indian Subcontinent; East Asia (Asian nations north of Indo-China); South-East Asia; Australia and the Pacific. In the event of a question being raised over whether a nominee is from a given region, the President shall make a ruling and that ruling shall stand unless overridden by a two-thirds majority of the Board of Directors.

**7.7.** Subject to there being nominations of candidates from more than 7 countries, if at any stage in the counting more than 3 candidates from anyone country have received a quota of votes, then the first 3 to receive a quota of votes (or in the event that more than 3 receive a quota after the distribution of first preferences, the 3 with the higher number of first preferences) shall be elected, and the remaining nominees from that country shall be excluded and their votes distributed to the next preferred candidate eligible indicated on the ballot papers.

**7.8.** Subject to there being nominations of at least 5 male members and 5 female members, if at any stage in the counting more than 16 candidates of the same sex have received a quota of votes, then the first 16 to receive a quota of votes (or in the event that more than 16 receive a quota after the distribution of first preferences, the 16 with the higher number of first preferences) shall be elected, and the remaining nominees of that sex shall be excluded and their votes distributed to the next preferred eligible candidate indicated on the ballot papers.

**7.9.** In the event of a conflict between Article 7.7 and 7.8, article 7.7 shall be applied first. If the application of Article 7.7 has reduced to below 5 the number of remaining candidates of the sex that is in the minority on the board, the number of candidates from the sex that is in the majority who may be elected shall be increased accordingly to allow a total of 21 candidates to be elected.

**7.10.** Any candidate may, if he 'or she wishes, arrange with the Secretary to be present, either in person or by proxy at the counting of the ballots. Ballot papers shall be securely retained by the Returning Officer until after the succeeding election, and shall be available for inspection upon request by any member.

**7.11.** If fewer than 21 people nominate for positions on the Board, those nominating shall be declared elected, and the remaining positions shall be deemed to be casual vacancies which the Board may, if it wishes, fill by co-option.

**7.12.** After the Returning Officer has determined who has been elected to the Board, he or she shall declare the result of the reelection, and shall notify members in writing of the names and countries of the persons elected and, if there was a poll, the number of first preference votes and final total votes for each candidate whether elected or not. The names and countries of the persons elected, who shall be identified as elected, shall be listed in the order of their election, and their names and countries shall be followed on the same list by the names and countries of the candidates not elected, who shall be identified as not elected, and shall be listed in the reverse order of their exclusion from the count.

**7.13.** If deemed appropriate by the Board, it may invite a representative from a country not already represented to sit with the Board as a non-voting participant in its discussions. This may arise, for example, in the instance of a region or country with a significant number of members not being represented on the Board.

**7.14.** If any member of the Board is absent from three successive meetings of the Board, without tendering a reason for this absence acceptable to the Board, the position of that member

shall be declared vacant. Similarly, if any member of the Board does not respond to three successive written communications from the Secretary, addressed to the last address notified by the member, the position of that member may be declared vacant. The Board shall organize an interim election if there are more than five such vacancies.

## **Article 8 - The Officers**

**8.1.** The Officers of the Association shall be the President, Vice-President, Secretary and Treasurer. Not more than three months after the election of a new Board, the Board shall elect the Officers of the Association. from among their own members. The elections shall be by postal ballot, and shall each be by a separate poll, in the order stated in the first sentence of this section. In the event that more than one nomination is received for any office of the Association, the Returning Officer shall arrange for ballot papers to be distributed to members of the Board, listing on them in an order determined by lot the names of those who have nominated. The optional preferential system of voting shall be used. Voters shall indicate their first preference by writing the number " 1" opposite the name of the candidate for whom they wish to vote; they may write "2", "3" and so on opposite the names of further candidates to indicate their order of preference, but no vote shall be declared invalid if it indicates a first preference yet does not have a number opposite all the names. In the event that after the distribution of first preferences no candidate has received a majority of votes, the ballot papers of the candidate receiving the fewest votes shall be distributed in accordance with the next preference indicated, if any. and so on, until a candidate has received a majority of votes. Any person elected to an office shall thereupon become ineligible for election to any other office for which he or she may have been simultaneously nominated. The officers shall hold office until their successors have been elected or - except in the case of the President - they have themselves been re-elected.

**8.2.** The term of the officers of the Board shall be two years.

**8.3.** The Office of President shall not be held for consecutive terms by persons from the same country , or by the same person.

**8.4.** The Offices of Vice-President, Secretary and Treasurer shall not be held for more than three consecutive terms by persons from the same country, or by the same person.

## **Article 9 - Duties of Officers**

**9.1.** The President shall preside at all meetings, including meetings of the Board. The President shall be responsible for the general management and direction of the business of the

Association. He/She and the Treasurer jointly shall have authority to sign and execute, in the name of the Association, all authorized deeds, leases, mortgages, bonds, contracts, or other instruments. The President, and/or other members of the Board of Directors, may be authorized by the Board. to disburse funds to a limit approved by the Board. The President alone shall speak on behalf of the Association, unless other spokespeople are authorised by the Board to speak for the Association, and shall restrict all statements to matters decided by the Association at a general meeting or by the Board of Directors acting on the Association's behalf, within the objectives of the Association.

**9.2.** The Vice President provides secondary leadership for the Association, substituting for the President when needed.

**9.3.** The Secretary shall keep, or arrange to have kept, a true record of the minutes and votes of all meetings. He/She shall have custody of the minute books and correspondence files.

**9.4.** The Treasurer shall have custody of the Association's funds and shall keep full and accurate accounts of the receipts and disbursements and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. He/She shall disburse the funds of the Association as ordered by the Board, demanding proper receipt for such disbursements. The Treasurer shall make an annual report to the membership.

**9.5.** Subject to the approval of the Board, Officers will be reimbursed for reasonable expenses incurred by them in carrying out the duties of their office. No Officer will receive compensation for services rendered as such to the Association.

**9.6.** Between elections, any Officer of the Association may be removed from office for fraud, or misappropriation of the Association's assets, by a majority vote of the Board.

## **Article 10 - Additional Officers, Sub-Committees and Executive Staff.**

**10.1.** The Board may appoint additional officers, sub-committees or executive staff to carry out specific tasks, including organizing the scientific program of any conference or congress held under the auspices of the Association, or may authorize the President to appoint such additional officers or sub-committees. Such officers and sub-committees shall carry out their appointed functions in accordance with the decision of the Board.

**10.1.** Executive staff shall not at the same time be Officers of the Association or members of the Board of Directors.

**10.3.** The Board shall appoint a Returning Officer, who shall conduct the elections and other ballots required to be held under this Constitution. The Returning Officer shall not be a candidate at any election he or she conducts, and need not be a member of the Association.

**10.4.** The membership shall have the option of appointing an audit committee.

**10.5.** Between twelve and nine months prior to each election of the Board of Directors, the President shall appoint a Nominating Committee, consisting of three Directors not eligible for nomination in that election. After soliciting the membership in a timely fashion for possible candidates, the committee shall prepare the list of candidates specified in Article 7.4. Each shall have consented to being nominated and shall provide a brief biographical statement. The candidates shall be sufficient in number to fill all vacancies on the Board and shall, if elected, result in a Board that possesses the balance described in Articles 7.6 to 7.9; the list may include some or all of the Directors whose terms will expire that year and who are eligible for re-election. If the committee fails to produce such a list at least forty-five days prior to the date on which the Returning Officer is charged with distributing it to the membership, the committee shall be considered discharged, and the officers of the Association shall assume the role of the Nominating Committee and produce the list of candidates.

## **Article 11 - Books, Records, and Finances**

**11.1.** The Association shall keep correct and complete books and records of accounts.

**11.2.** The funds of the Association shall be deposited in the name of the Association in such banks or other depositories as the Board of Directors may select.

**11.3.** No one shall solicit funds or other support in the name of the Association unless he or she has applied for and received permission in writing from the Board of Directors.

## **Article 12 - Amendment of the Constitution and Dissolution of the Association**

Motions to amend, replace, dispense with or annul the Constitution or to dissolve the Association shall be brought to the membership for resolution if raised either by the Board of Directors or by

a petition bearing the names and addresses of at least 20% of the members and the signatures of those members. This Constitution may not be amended, replaced, dispensed with or annulled nor the Association dissolved except by an affirmative vote of two-thirds of the members voting at a secret postal ballot. Before the issue is put to the vote, the Returning Officer shall notify members of the intention to put the motion to a postal ballot, and shall invite members for and against the motion to submit brief statements of their reasons for favouring or opposing it. These statements shall then be circulated to all members voting with the ballot papers. Each member shall be given the option of receiving and returning this ballot by a secure electronic means; those making no selection shall receive and return the ballot by post. Ballot papers shall be returnable to the Returning Officer by the date indicated on the ballot paper, which shall be between 30 and 45 days after the date of dispatch.

### **Article 13 - Disposition of Assets**

Upon a dissolution of the Association, the net assets of the Association shall be distributed exclusively to non-profit educational or charitable organizations.

This Constitution was initially adopted at the Inaugural General Meeting of the Association held in Amsterdam, 7th October, 1992, and subsequently amended by postal ballot of Members of the Association in June 1994, in May 1997 and in May 1999.

**Attachment I:** Extract from the *Proportional Representation Manual* of the Proportional Representation Society of Australia

**Attachment 2:** Form of Ballot-paper.