

BYLAWS  
OF THE INTERNATIONAL ASSOCIATION ACADEMY OF HUMAN REPRODUCTION (IAHR)  
(ASSOCIAZIONE ACCADEMIA INTERNAZIONALE PER LA RIPRODUZIONE UMANA)

I. NAME, OBJECTIVE, MEMBERS

*Article 1 – Name*

Under the name of International Association Academy of Human Reproduction (IAHR) (Associazione Accademia internazionale per la riproduzione umana), it is hereby formally established a not-for-profit association governed by the articles 60 and followings of the Swiss Civil Code. The Association Academy of Human Reproduction is hereby named “The Academy”.

The location is Locarno (Switzerland)

*Article 2 - Objectives*

The objective of the Academy are:

- a) To extend the knowledge in all aspects of human reproduction, fertility and infertility, and family planning, as well as population affairs;
- b) To encourage exchange of clinical experience and promote scientific thought and investigation;
- c) To consider the ethical and social implications of the current practice of human reproduction and reproductive biology;
- d) To organize regular scientific meetings. These shall occur at two year intervals and be designated as “World Congresses”;
- e) To cooperate with other national and international societies.

*Article 3 – Members of the Academy*

1. The members of the Academy shall be selected from among those applicants from the fields of clinical medicine, medical education, medical and biological sciences, and other fields related to reproductive health and medicine. Members are elected based on their singular and significant contributions to the field and must be acknowledged as world leaders in their discipline.

2. Fellowship in the Academy shall be based upon:

- a) Distinguished professional achievement in a field related to reproductive medicine and health.
- b) Demonstration of continued involvement with the issues of reproductive health care, prevention of disease, education, or research.
- c) Possession of skills and resources likely to contribute to the Academy’s task of assessing current knowledge, conducting studies, and considering policy issues.
- d) Willingness to be an active member of the Academy and participate in the activities of the Academy.

*Article 4 – Types of Members*

There are the following types of fellowship in the Academy:

- a) Ordinary Members
- b) Honorary members

The fellowship is a life membership.

#### *Article 5 – Ordinary Members*

The number of members is limited to 36. However the Executive Committee may from time to time propose to the General Assembly to increase the number of Ordinary Members.

#### *Article 6 – Honorary Members*

The title of Honorary Member may be offered to individuals who have made a significant contribution to the Academy. Honorary Members are proposed by the Executive Committee and have to be approved by the General Assembly.

Each Ordinary Member may request the title of Honorary Member if he/she is no longer involved in the activities of the Academy or in the active professional practice of the reproductive medicine.

#### *Article 7 – Termination of Membership*

Each Member may submit a resignation in writing to the President. The Member shall cease to be a member of the Academy as of the date such resignation is submitted.

The Executive Committee may expel any Member from the Academy who no longer meets the requirements of membership or who is found to violate of the Code of Ethics.

Any Member who is expelled may file a grievance with the Executive Committee. The grievance procedure shall be set forth in the policies and procedures of the Academy.

The Academy shall provide an opportunity for the Member to be heard, orally or in writing, regarding the proposed expulsion, suspension or termination of the Member. The Executive Committee, will make a final determination as to whether the proposed expulsion, suspension or termination of the member shall take place.

#### *Article 8 – Means of subscription*

The appointment as an Ordinary Member shall be made by the Executive Committee. Each appointed member shall have the support of two members and thereby certify the will of the candidate to join the Association.

Applications shall be approved by the majority vote of the Executive Committee.

## II. ORGANS

#### *Article 9 – Organs of the Association*

The organs are:

- a) The General Assembly
- b) The Executive Committee

#### A) General Assembly (International Council)

##### *Article 10 – General Assembly (International Council)*

The General Assembly is the supreme body of the Association. It includes all Ordinary members. The General Assembly is convened by the Committee, normally in conjunction with the Congress.

The General Assembly is valid if 1/3 of Ordinary Members is present.

The General Assembly may also be referred to as “International Council”.

##### *Article 11 – Duties of the General Assembly*

The General Assembly shall have the following duties:

- a) Approval of new ordinary members;
- b) Election of members of the Executive Committee;
- c) Approval of the reports and accounts;
- d) Approval of the proposed dates and locations for the congresses;
- e) Changes to the bylaws upon proposal of the Executive Committee or at the request of at least 12 members;
- f) Establishment of general criteria that will allow the Executive Committee to achieve the objectives of the Academy;
- g) Appointment of committees and working groups to achieve specific objectives of the Academy;
- h) Appointment of an auditor

#### *Article 12 – Replacement of Members*

In case of death, resignation or removal of one of the Members as per Art. 7, the General Assembly will be able to elect a new ordinary member by following the procedure laid down in Art. 8

#### *Article 13 – Meetings of the General Assembly (International Council)*

The General Assembly is convened preferably in the same period and place of the Congress.

#### *Article 14 – Procedures of the General Assembly*

The General Assembly consists of all Ordinary Members, who have right to vote and to be elected in the Executive Committee; Honorary Members may attend the General Assembly meetings without right to vote, they are entitled to attend but not to submit proposals.

The General Assembly is chaired by the President.

The General Assembly may validly deliberate if one third of the ordinary members is present as laid down in Art. 10.

Decisions of the General Assembly shall be taken by the majority vote of the members present in the Assembly. Each member has right to one vote. The vote is secret only if requested by one-third vote of approval of the ordinary members present in the Assembly

In the event of a tie, a second poll shall be held. If the votes in the second poll are once more split equally, the President shall have the deciding vote or may strike the motion from the agenda.

Decision upon any amendment of the Bylaws proposed by the Executive Committee or by at least 12 ordinary members requires approval of a two-thirds majority of the members present entitled to vote.

#### *Article 15 – Proposals of Members*

Ordinary Members may request to add an item on the agenda of the General Assembly. This kind of requests, subscribed by at least 2 members of the Academy, shall be sent to the Executive Committee at least six weeks before the start date of the General Assembly.

Once approved by the Executive Committee, the request shall be sent to the General Assembly.

#### B) Executive Committee

##### *Article 16 – Election of the Executive Committee*

The Committee shall consist of between 3 and 5 members, elected for four years, including the President, the Secretary, the Treasurer. The members of the Executive Committee may be re-elected.

The Executive Committee may also be designated “Board of Directors”.

The General Assembly shall elect the Executive Committee

The General Assembly shall elect the Executive Committee, based on a list submitted by the Outgoing Executive Committee.

In determining the list of the new Executive Committee, the Outgoing Executive Committee must consider the requests sent to the President by individual members of the Academy. Such requests must be submitted at least three months before the start date of the congress and have the support of at least 4 members of the Academy

#### *Article 17 – Procedures of the Executive Committee*

The members of the Committee meet periodically, upon invitation of the President or at least 2 members, and decide on the basis of the majority vote, each member having one vote.

The President presides the meetings of the Executive Committee. In his absence he will be replaced by the Vice President or another member.

The Secretary shall keep a record where to register the most important decisions

#### *Article 18 – Duties of the Executive Committee*

The Executive Committee shall have the following duties:

- a) manages the affairs of the Association;
- b) helps and advises in the preparation of congresses and meetings;
- c) coordinates and promotes the Exchange of information among members;
- d) draw up a list of candidates to be submitted to the General Assembly for the election of the new Committee; as laid down in art. 16;
- e) appoints the President, the Executive Secretary and the Treasurer, possibly a Vice President, and if necessary an Executive Director, and lays down the rules for signature;
- f) implements the decisions of the General Assembly;
- g) acts in the name and on behalf of the Academy;
- h) decides which action should be taken to achieve the objectives of the Academy, in relation to the criteria determined by the Academy.

#### *Article 19 – Duties of the Executive Committee Members*

The President of the Academy acts as representative of the Academy and moderates the meetings of the General Assembly and the Executive Committee.

The President is responsible for convening the meetings of both bodies of government, and decides on the dates and items of each agenda. In addition, the President is responsible to contact the public national and international authorities or the scientific and social organizations, both on its own initiative and in accordance with the resolutions adopted by the General Assembly, in order to achieve the aims and objectives of the Academy.

The Vice President or as the case another member must carry out the tasks assigned by the President and act for the President in his absence.

The Secretary manages the administration of the Academy and keeps track of meetings, as well as the minutes of meetings. He is responsible for the daily business upon consultation with the President and the members of the Executive Committee. He is charged with drawing up the agendas of the General Assembly and the Executive Committee and keeping the minutes of each meeting. Agendas are developed in consultation with the President.

The Treasurer shall be authorized to manage the financial accounts of the Academy. Committee members receive no compensation for their participation. However, costs may be reimbursed for travel expenses or administrative costs where they are related to the activities of the Academy.

*Article 20 – Finance*

The funds of the Association (Academy) are the proceeds of world congresses, and are used solely in support of its mission.

III. DISSOLUTION

*Article 21 - Dissolution*

The Academy may be dissolved by the vote of at least 2/3 of the members present in the Academy. Any funds remaining in the accounts of the Academy shall be transferred to a not-for-profit organization, whose aims and objectives are similar to those of the Academy. The decision upon the transfer of the funds shall be made by the General Assembly.

IV. RESPONSIBILITY

*Article 22 - Responsibility*

The financial commitments of the association shall be guaranteed only by the social assets; any responsibility of individual Member is excluded.

V. APPLICABLE LAW

*Article 23 – Applicable Law*

For all matters not covered by this bylaws the provisions of Articles 60 and following of the Swiss Civil Code shall apply.