

**BY-LAW NO.1  
GENERAL BY-LAWS  
OF**

**WORLD SOCIETY FOR PEDIATRIC AND  
CONGENITAL HEART SURGERY**

**ARTICLE 1: NAME**

The name of this organization is the **World Society for Pediatric and Congenital Heart Surgery** hereafter abbreviated as the **World Society**.

**ARTICLE 2: LANGUAGE**

Insofar as the members of the World Society reside all over the world, it is incumbent to recognize a working language for the World Society, and therefore the official language of the World Society shall be English.

**ARTICLE 3: VISION, MISSION & OBJECTIVES**

The Vision of the World Society is that every child born anywhere in the world with a congenital heart defect should have access to appropriate medical and surgical care.

The Mission of the World Society is to promote the highest quality comprehensive cardiac care to all patients with pediatric and/or congenital heart disease, from the fetus to the adult, regardless of the patient's economic means, with an emphasis on excellence in education, research and community service.

The Vision and Mission of the World Society will be pursued by working towards the following objectives:

**A. Patient Care**

- 1) To improve the quality and practice of pediatric and congenital heart surgery as a specialty across the world, with particular emphasis on areas of need through education and exchange of information;

**B. Education**

- 2) To promote the professional and educational development of surgeons specializing and practicing pediatric and congenital heart surgery across the world;

- 3) To promote the dissemination of informational support to patients, parents of patients, families of patients, and health care professionals, working in collaboration with The International Society for Nomenclature of Paediatric and Congenital Heart Disease (ISNPCHD) ([www.ipccc.net](http://www.ipccc.net));
- 4) To develop global standards for the training and education of pediatric and congenital heart surgeons;
- 5) To develop global standards for the practice of pediatric and congenital heart surgery across the world;
- 6) To provide a forum for the respectful exchange of knowledge in the form of scientific meetings and publications across the world;

#### **C. Research**

- 7) To encourage basic and clinical research in pediatric and congenital heart surgery across the world with emphasis on long-term and regional outcomes;
- 8) To organize and maintain a global database on operations and outcomes built upon extant continental databases;

#### **D. Community Service**

- 9) To promote the development of the World Society for Pediatric and Congenital Heart Disease, working in collaboration with pediatric and congenital cardiologists, anesthesiologists, intensivists, nurses, and all other interested physicians and allied health care professionals;
- 10) To promote collaboration across medical and surgical subspecialties;
- 11) To maintain an accurate database of pediatric and congenital heart surgeons and programs across the world and facilitate mentorship between surgeons and centers;
- 12) To facilitate fundraising across the world for pediatric and congenital heart surgery in order to achieve its goals, particularly in areas of need;
- 13) To sensitize governments and public organizations of the necessity to support and adequately fund pediatric and congenital heart surgery programs across the world;
- 14) To interact and cooperate with existing continental organizations in the pursuit of its mission and its objectives;

- 15) To provide professional advice to global organizations regarding issues pertaining to pediatric and congenital heart surgery.

The objects of the World Society are: (a) to promote the provision of appropriate medical and surgical care for patients with one or both of pediatric or congenital heart disease, including through the promotion of professional development of surgeons practicing pediatric and congenital heart surgery, and the exchange of information among health care professionals in this field; and (b) to receive funds and to use and maintain same for the carrying out of such objects.

## **ARTICLE 4: INCORPORATION & HEAD OFFICE**

The World Society shall be incorporated in Canada and maintain a head office in Montreal, Québec, Canada. The World Society may have additional offices elsewhere in Canada or outside Canada from time to time as determined by its Board of Directors.

## **ARTICLE 5: MEMBERSHIP**

Although the World Society is founded by pediatric and congenital heart surgeons, it will be open for membership to all cardiac surgeons, physicians, and allied health care professionals from anywhere in the world who practice and/or have an interest in the field of Pediatric and Congenital Heart Surgery and related specialties dealing with congenital and/or pediatric heart malformations. Residents and fellows in cardiac surgery and/or pediatric and congenital heart surgery may become Junior Members. The membership shall be unlimited.

### **SECTION 1: TYPES OF MEMBERSHIP**

There will be 5 types of membership: active, senior, honorary, associate and junior. Furthermore, anyone who became a member prior to or at the Inaugural Meeting of the World Society in 2007 (at which time the World Society was an unincorporated association) and pays their founding dues will be acknowledged as a **Founding Member** of the World Society.

**SECTION 2: Active membership** will be granted to cardiac surgeons who practice pediatric and congenital heart surgery anywhere in the world, who have fulfilled the membership requirements and who pay the annual dues.

**SECTION 3: Senior membership** will be automatically granted to any active member or associate member in good standing who reaches the age of seventy. It may also be granted to a younger member only if unable to practice because of disability.

**SECTION 4: Honorary membership** shall be conferred by the Board of Directors to individuals who have made distinguished and exceptional contributions to the advancement of Pediatric and Congenital Heart Surgery globally. Individuals that were

selected as Honorary Members prior to at the Inaugural Meeting of the World Society in 2007 (at which time the World Society was an unincorporated association) will be acknowledged as Honorary Founding Members.

**SECTION 5: Associate membership** may be granted to individuals in associate specialties such as pediatric cardiology, pediatric cardiac intensive care, pediatric cardiac anesthesia, pediatric perfusion, adult congenital cardiology, heart failure specialists that treat patients with pediatric and/or congenital heart disease, pediatric or congenital cardiac nurses and ultrasonographers, and other deserving individuals not among the previously mentioned specialties whose work is related to patients with pediatric and/or congenital heart disease.

**SECTION 6: Junior membership** may be granted to trainees (fellows or residents) in cardiac surgery and/or in pediatric and congenital heart surgery prior to obtaining certification and/or starting practice.

**SECTION 7: Change in membership category.** A member at a particular time of a certain category of membership may become a member under a different category. By way of example, Junior members may become Active or Associate members, and Active members may become Senior members at the age of seventy (70) or (subject to approval by the Board of Directors and membership) Honorary members.

**SECTION 8: Candidates for membership** must send to the World Society office a duly filled out application form, and seconded by no less than two Active, Senior or Honorary members. This application must be sent at least three months prior to the Annual meeting. The Membership Committee under the leadership of its Chairman will screen the applicants and recommend appropriate candidates for membership to the Board of Directors who will then approve the membership. The candidates for membership will then be presented and ratified at the Annual meeting of the World Society. Exceptionally at the Inaugural Meeting of the World Society in 2007 (at which time the World Society was an unincorporated association), the Founding Members were presented and acknowledged.

**SECTION 9: Membership dues** shall be paid by Active, Founding, Associate and Junior members. Senior and Honorary members do not pay membership dues. The amount of membership dues are decided by the Board of Directors of the World Society, and shall be the same for all categories of membership required to pay dues.

**SECTION 10: Membership obligations** include providing accurate contact information, an exact address of practice, accurate academic affiliations, prompt payment of annual dues and involvement in the affairs of the World Society. Failure to pay the annual dues for 2 consecutive years and failure to attend the official meetings of the World Society for 3 consecutive times will be considered resignation from the World Society.

**SECTION 11: Voting Rights.** Active Members, Founding Members and Honorary Members, present at any meeting of the members, shall each be entitled to one (1) vote on any matter or business submitted to such meeting. Other categories of members shall not be entitled to vote at such meetings.

**SECTION 12: Resignation** as a member of the World Society shall be deemed to have occurred, and the individual in question shall be deemed to no longer be a member, in the event that any one or both of the following occurs: (i) the member fails to pay membership dues for two (2) consecutive years, or (ii) the member fails to attend three (3) consecutive Annual meetings of the World Society. A member may withdraw as a member by simple notice to the World Society, but shall not be entitled to a refund of any membership dues.

## **ARTICLE 6: BOARD OF DIRECTORS**

The Board of Directors of the World Society shall also be called **The Governing Council** and shall be composed of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Executive Director, Editor and four (4) Directors (Councilors) per continent (Africa, Asia, Europe, North America (and the Caribbean), South America (and Central America) and one (1) Director (Councilor) from Australia and Oceania. Additionally, each member of the Council must be an Active, Founding or Senior member of the World Society. The members of the Council must be nominated by the Nominating Committee and approved by the membership. Quorum for Governing Council meetings shall be 13. All members of the Governing Council have equal voting rights and decisions are made by a majority by vote of those present. The Governing Council must meet at least once a year. The Governing Council shall have an Executive Committee, which will be composed of the Officers of the World Society and an additional member of the Governing Council from each continent selected by the President.

Notwithstanding that various regions of the world are represented among the Directors as referred to above, all members with a right to vote shall vote for the entire Board of Directors (i.e., specific directors shall not be elected by a certain group of members).

The applicants for incorporation (of which there are seven) referred to in the World Society's Application for Incorporation under Part II of the Canada Corporations Act shall be the first Directors of the World Society whose term of office shall continue until their successors are duly elected or their election confirmed at the first annual meeting of the members of the World Society. The term of office of all Directors (including the first Directors whose election have been confirmed) shall be for a period of four years, the whole in accordance with and subject to the provisions hereof.

In order to remain as Directors, the first Directors of the World Society referred to in the World Society's Application for Incorporation under Part II of the Canada Corporations Act shall be required to have their appointment as Directors reconfirmed at the First

Annual Meeting of the members held after the incorporation of the World Society. At said meeting, the members shall appoint a slate of Directors that is in accordance with the first paragraph of this Article 6, and the members will be asked to include in such slate of Directors said first Directors, and the term of all Directors shall then be as hereinafter set forth.

Members of the Governing Council cannot be less than eighteen (18) years of age, must be individuals and must have the capacity under law to contract.

The terms for the members of the Governing Council are four (4) years. Starting with the Annual meeting of members to be held at the Third Scientific Meeting of the World Society (presently scheduled to be held on June 23 to 26, 2011 in Istanbul, Turkey), new Directors will be elected in a staggered fashion on a rotation basis per region, with one new Director per year (and with the longest serving Director who is not an Officer, not to be reappointed or re-approved as a Director) to assure continuity. Upon the incorporation of the World Society, time previously served as a Director of World Society while it was an unincorporated association, will be taken into account when calculating the terms of Directors of the incorporated World Society. Directors whose term has expired will hold their position until a new Director has been named in their place. Notwithstanding the foregoing, the members can vote to remove a Director prior to termination of his or her term due to such Director not having performed his or her duties adequately.

Members of the Governing Council must participate in the affairs of the Governing Council, and must be in good standing by paying annual dues, attending an officially designated World Society meeting at least every two years, and attending a Governing Council meeting at least once every two (2) years. Inability to attend Governing Council Meetings must be communicated to the World Society.

Subject to the next paragraph, notice of a meeting of the Governing Council shall be provided by the President, or on the instructions of the President, by the Executive Director, Secretary or Manager of the World Society, no less than three (3) months prior to such a meeting. Agenda for such a meeting shall be provided no less than one (1) month prior to such a meeting.

At such meetings, the Directors in attendance shall meet together in each other's physical presence. However, it is permitted for a meeting of the Governing Council to be held by teleconference, in which case notice for such a meeting shall be provided by the President, or on the instructions of the President by the Executive Director, Secretary or the Manager of the World Society, no less than thirty (30) days prior to such a meeting, and agenda for such a meeting shall be provided no less than ten (10) days prior to such a meeting.

The Governing Council shall be the governing body of the World Society, and shall have full power to manage all affairs of the World Society.

## **ARTICLE 7: OFFICERS**

The Officers of the World Society must be nominated by the Nominating Committee and approved by the Governing Council. The Officers of the World Society shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Editor and Executive Director. The President, First Vice-President and Second Vice-President must be from different continents. There are no such restrictions for the positions of Secretary, Treasurer, Editor and Executive Director. Subject to the approval of the members, as referred to at Article 6, the Officers of World Society shall be members of the Governing Council. The Officers of the World Society and an additional member per continent shall compose the Executive Committee of the World Society, which shall be responsible for setting of the time, place and agenda of the Governing Council meetings. All Officers must be Active, Founding or Senior members.

**SECTION 1: The President** shall be the Chief Executive Officer of the World Society. The President shall preside over and organize the Annual Business meeting of the World Society, and all the meetings of the members, of the Governing Council and of the Executive Committee of the World Society. In addition to designating the Chairs of the standing Councils and Committees of the World Society, the President may, upon approval of the Executive Committee, appoint ad hoc committees he/she seems appropriate to further the goals and mission of the World Society. Such ad hoc committees shall act in an advisory capacity only and may not exercise any powers that rest with the President or the Governing Council. The President shall be a member of all the Councils and Committees. The President shall be the official representative of the World Society and shall be responsible for the dissemination of information to members. The President may certify documents of the World Society as having been issued by it.

**SECTION 2: the First Vice-President** shall assist the President as requested or needed. The First Vice President shall assume the duties of the President if the latter is incapable or unable to do so. The First Vice-President shall be an ex-officio member of all the Councils and Committees in which he is not already a voting member. The First Vice-President shall become President if he/she so desires upon completion of the terms of office and upon approval of the Governing Council.

**SECTION 3: the Second Vice-President** shall assist the President and the First Vice-President as requested or needed. The Second Vice-President shall assume the duties of the First Vice-President if the latter is incapable or unable to do so. The Second Vice-President shall become the First Vice-President upon completion of the terms of office and upon approval of the Governing Council.

**SECTION 4: the Secretary** shall facilitate the work of the President, the Executive Committee and the Governing Council and will ensure that minutes are recorded for the meetings of the Executive Committee, the Governing Council and the general business meeting of the World Society. Under the direction of the President and the Executive Committee, the Secretary shall facilitate the workings of the various standing councils

and committees. The Secretary shall be an ex-officio, non-voting member of all standing councils and committees in which he is not already a regular voting member.

**SECTION 5: the Treasurer** under the direction of the President and the Executive Committee shall supervise the financial affairs of the World Society. The Treasurer shall approve payment of all bills and shall countersign all checks exceeding an amount to be determined by the Executive Committee. In the absence of the Treasurer, checks shall be countersigned by the President, the Executive Director or the Secretary of the World Society. Financial records and bank accounts shall be maintained under the direction of the Executive Director, who shall provide information and documentation for audit by an independent certified public accountant. The Executive Director shall provide the Treasurer with an annual report for presentation to the membership at the general business meeting of the members of the World Society. In the event the Treasurer is unable to fulfill the functions of his/her office, either the President, the Executive Director or the Secretary may assume these duties.

**SECTION 6: the Editor** shall be the Editor of the World Journal for Pediatric and Congenital Heart Surgery, the official scientific publication of the World Society. The Editor shall be appointed by the Governing Council and approved by the members.

**SECTION 7: the Executive Director** shall be the Chief Operating Officer of the World Society and shall be appointed by the Governing Council. The Executive Director shall be responsible for all operations of the World Society under the direction of the Governing Council. The Executive Director shall be an ex-officio member of all the Councils and Committees in which he is not already a voting member. The Founding President will also serve as Founding Executive Director.

**SECTION 8: Officers of the World Society** can be removed by the Governing Council prior to termination of their terms only for failure to perform their duties adequately. Officers can submit a resignation to the President or Executive Director if they wish to resign prior to the end of their term.

Meetings of the Executive Committee are called by the President or Executive Director, and they are chaired by the President. Notice for meetings should be no less than thirty (30) days, and notice for meetings by teleconference should be no less than seven (7) days. Quorum for such meetings should be six (6), and must include the President, First Vice-President, Secretary and Executive Director. All members of Executive Committee have equal voting rights and decisions are made by a majority vote of those present. In the event of a tie, the President shall be entitled to vote a second time and that shall be the deciding vote.

## **ARTICLE 8: TERMS OF OFFICE**



The initial terms of office for the Founding Officers shall be four years from the Inaugural Meeting of the World Society in 2007 (at which time the World Society was an unincorporated association). This initial term is set in order to allow for the proper establishment and initial growth of the World Society. After this initial exceptional four (4) year term of office, the following terms of office shall come into effect:

**SECTION 1: the President** shall serve a non-renewable two-year term starting at the conclusion of the Annual Business meeting of the members of the World Society that takes place during a biennial Scientific Meeting. The President may not hold any other position of Officer of the World Society with the exception of Executive Director, Editor or Historian. Upon the termination of office, the Immediate Past President will join the Nominating Committee. The Founding President will remain the Executive Director upon termination of office of Presidency.

**SECTION 2: the First Vice-President** shall serve a non-renewable two-year term starting at the conclusion of the Annual Business meeting of the members of the World Society that takes place during a biennial Scientific Meeting. Upon termination of office the First Vice-President may accede to the position of President should him/her so desires.

**SECTION 3: the Second Vice-President** shall serve a non-renewable two year term starting at the conclusion of the Annual Business meeting of the members of the World Society that takes place during a biennial Scientific Meeting. Upon termination of office the Second Vice-President may accede to the position of First Vice-President should him/her so desires.

**SECTION 4: the Secretary** of the World Society shall be appointed to a four-year term, renewable once.

**SECTION 5: the Treasurer** of the World Society shall be appointed to a four-year term, renewable once.

**SECTION 6: the Executive Director** of the World Society shall be appointed to a variable term by mutual agreement with the Governing Council of the World Society. The Founding President will remain the Executive Director upon termination of office of Presidency.

**SECTION 7: the Editor** of the World Society shall be appointed to an initial term of 5 years renewable to a variable term subsequently by mutual agreement with the Governing Council.

**SECTION 8: the chairs and members of the Councils and Committees** shall be appointed to a four-year term on a rotation basis (unless otherwise indicated at Article 9).

## **ARTICLE 9: COMMITTEES**

In addition to the Governing Council the World Society will have several Councils and Committees. These are the following:

**Constitutional Council**

**Global Council on Training and Education Standards**

**Global Council on Pediatric and Congenital Heart Surgery Services**

**Executive Committee**

**Membership Committee**

**Program Committee**

**Nominating Committee**

**Database Committee**

**Publications Committee**

**Fundraising Committee**

**SECTION 1: the Constitutional Council of the World Society** was composed of members from all continents including the initial officers of the World Society. The Constitutional Council was charged with writing and debating the Constitution of the World Society. The Constitutional Council was also charged with writing the By-Laws of the World Society in force upon incorporation. Furthermore, until the first meeting of the Governing Council while the World Society was an unincorporated association, the Constitutional Council managed the affairs of the World Society. At the first Joint Meeting of the Constitutional Council and the Governing Council in 2007 (while the World Society was an unincorporated association), the power to manage the affairs of the World Society was formally transferred from the Constitutional Council to the Governing Council. Upon incorporation of the World Society, the Constitutional Council ceased to exist.

**SECTION 2: the Global Council on Training and Education Standards** shall be responsible for establishing global standards for training in Pediatric and Congenital Heart Surgery. It shall also be responsible for establishing global education objectives during training and with respect to maintenance of competence for the practicing pediatric and congenital heart surgeon. **The Global Council on Training and Education Standards** will work to collaborate and to coordinate its standards and objectives with existing continental organizations working to establish similar standards. The ultimate goal is to establish global portability for the precious commodity that is the highly skilled pediatric and congenital heart surgeon. This portability will facilitate the provision of services in areas of dire need of pediatric and congenital heart surgeons.

**SECTION 3: the Global Council on Pediatric and Congenital Heart Surgery Services** shall be responsible for assessing the current distribution of Pediatric and Congenital Heart Surgery services across the world. It shall be responsible for creating a comprehensive global plan for establishing a network of continental and regional hub

centers with well-defined responsibilities for training, education, support and services to patients. This will set the foundation for the World Society fulfilling its central mission.

**SECTION 4: the Executive Committee** of the Governing Council of the World Society shall be composed of the Officers of the World Society and an additional member of the Governing Council from each continent nominated by the President. The Executive Committee shall meet at a time and place as called by the President or by three others among its members. Quorum for such meetings should be six (6), and must include the President, First Vice-President, Secretary and Executive Director. The Governing Council can vote to remove a member of the Executive Committee prior to termination of his or her term due to such member of the Executive Committee not having performed his or her duties adequately.

**SECTION 5: the Membership Committee** shall consider all applications for membership and report its recommendations to the Governing Council of the World Society. The Membership Committee is responsible for researching pertinent information on a specific candidate. However, it shall be the responsibility of the candidate for membership to ensure that all pertinent information needed for the application reaches the World Society offices. The Membership Committee also shall oversee the recruitment of new members. The Membership Committee shall be composed of one to two members per continent in addition to the President, the Executive Director and the Secretary of the World Society. The Chair of the Membership Committee shall be designated by the President and approved by the Executive Committee.

**SECTION 6: the Program Committee** shall arrange, with instructions from the Governing Council and/or Executive Committee of the World Society the scientific program for the meetings of the World Society. The membership of the Program Committee shall consist of at least one but no more than three members per continent in addition to the President, First Vice-President, the Executive Director and Secretary of the World Society. The President shall designate a Chair of the Program Committee, which shall be approved by the Governing Council.

**SECTION 7: the Nominating Committee** shall prepare the slate of nominees for Officers of the World Society and for members of the Governing Council. The last four living Presidents, First Vice-Presidents and Second Vice-Presidents, and Executive Directors of the World Society shall compose the Nominating Committee. The Chair of the Nominating shall be the most senior Past President.

**SECTION 8: the Database Committee** of the World Society is to work towards the creation of a Global Database for Pediatric and Congenital Heart Surgery. This goal shall be achieved in cooperation with existing continental databases and other societies. The Database Committee shall be composed by one to three members per continent in addition to the President, First Vice-President and Secretary of the World Society. The Chair of the Database Committee shall be designated by the President and approved by the Governing Council.

**SECTION 9: the Publications Committee** of the World Society shall oversee the development and maintenance of a website for the World Society, shall also oversee the establishment of a scientific journal, shall find a publisher for the journal, and shall oversee the business relationships between the World Society and a publisher. The Publications Committee shall have advisory oversight for all official publications of the World Society and shall make recommendation to the Editor and the Governing Council. The Publications Committee shall be composed of one or two members per continent in addition to the President, First Vice-President, the Executive Director and Secretary of the World Society. The President shall designate a Chair to the Publications Committee, to be approved by the Governing Council. The Publications Committee shall seek and recommend an Editor of the scientific journal of the World Society when such a journal becomes established. The Editor shall then selected by a vote of the Governing Council.

**SECTION 10: the Fundraising Committee** of the World Society shall be responsible for planning fundraising activities in order to support the work of the World Society to achieve its goals and fulfill its mission. The Fundraising Committee shall be composed of one to three members per continent in addition to the President, First Vice-President, Second Vice-President, Treasurer, Secretary and Executive Director. The Chair of the Fundraising Committee shall be designated by the President and approved by the Governing Council.

## **ARTICLE 10: FINANCES**

The World Society is a not-for-profit organization that shall be incorporated in Canada.

**SECTION 1: The fiscal year** of the Association shall be determined by the Governing Council of the World Society.

**SECTION 2: Initiation and annual dues** shall be determined by the Governing Council of the World Society.

**SECTION 3: Assessments** may be levied upon active members from time to time as decided by the Governing Council of the World Society.

### **SECTION 4: Expenses:**

1. Expenses of less than US Dollars 500 may be independently authorized by the President, Executive Director, or Treasurer.
2. Expenses of greater than or equal to US Dollars 500 and less than US Dollars 1000 may be authorized by signatures from both the Treasurer and either the President or Executive Director.

3. Expenses of greater than or equal to US Dollars 1000 will require majority approval and vote of the Executive Committee.

## **ARTICLE 11: MEETINGS**

The time and place of the Annual meeting of the members of the World Society (also known as the Annual business meeting) will be determined by the Governing Council. The Annual meeting will take place during the general Scientific Meetings held every two years. In the years without general Scientific Meetings, the Annual meeting will be held during a Regional Meeting designated for that purpose by the Governing Council, or during a World Summit meeting designated for that purpose by the Governing Council. A minimum of five percent (5%) of the voting members are needed to requisition the Governing Council to call a special general meeting of the World Society. With regard to all Annual and special meetings of the members, all meetings of the Governing Council, or any council or committee thereof, notice of any such meeting shall be in writing (this includes electronic e-mail), shall be sent to the recipients thereof at their respective last known address on the books and records of the World Society and shall be given either by notice published in a World Society newsletter sent to the recipients and/or by mail or other reasonable means to individual members, and the notice shall be a minimum of fourteen (14) days unless a different notice period is provided for in these by-laws for the meeting in question. With regard to meetings of members other than the Annual meeting, the notice shall contain sufficient information to allow the members to form a reasoned judgment as to the matters to be discussed thereat. It shall be open to the recipient of a notice to waive the necessity of receipt thereof, and to ratify, approve and confirm proceedings taken at the meeting that was the object of the notice.

Members will be notified of the Annual meeting at least four (4) months in advance. The presence of voting members constituting no less than five percent (5%) of the voting members shall be necessary to constitute a quorum at any meeting of the members (the "5% Minimum Members Quorum"). In no event shall such 5% Minimum Members Quorum be less than two voting members.

Every member entitled to vote at a meeting of members and in attendance thereat is entitled to give one vote. Unless the Canada Corporations Act or the by-laws of the World Society otherwise provide, all questions proposed for the consideration of the members at any meeting of members shall be determined by the majority of votes.

## **ARTICLE 12: BY-LAW AMENDMENTS AND ENACTMENTS**

Suggested amendments to the by-laws, or suggestions for the enactment of by-laws, must be forwarded to the **Governing Council** at least six months prior to a meeting of the World Society for consideration. The purpose for such amendments must be clearly

explained by their author or authors. The **Governing Council** shall study and then accept or reject such amendments or enactments by a majority vote. An amendment or enactment of by-laws accepted by the **Governing Council** shall be put forward to a vote by the members at a meeting of the members of the World Society. A by-law amendment or enactment will require a two-thirds vote in favor by the members at the meeting. By-laws may be repealed in accordance with the foregoing provisions of this Article 12, *mutatis mutandis*. The repeal, amendment or enactment of by-laws shall not be enforced or acted upon until the approval of the Minister charged with application of Part II of the Canada Corporations Act (currently the federal Minister of Industry) has been obtained.

### **ARTICLE 13: EXECUTION OF DOCUMENTS**

Unless otherwise directed by the Governing Council, deeds, instruments, contracts, certificates and other documents (“Documents”) will be signed on behalf of the World Society by the Executive Director on the instructions from the President, and failing that, Documents can be signed on behalf of the World Society on the instructions from the President or Executive Director by one off the following officers in the following order: First Vice-President, Second Vice-President, Secretary, Treasurer.

The Directors may from time to time on behalf of the World Society borrow money upon the World Society’s credit, and secure repayment of such borrowings by hypothec, mortgage, pledge or other collateral security upon any or all of the present and future property of the World Society, and any related loan and security documents may be executed on behalf of the World Society as referred to in the previous paragraph of this Article 13.

### **ARTICLE 14: AUDITORS**

An auditor of accounts of the World Society will be appointed at the Annual meeting of the members of the World Society. The auditor will audit the accounts of the World Society and make a report to the members at the Annual meeting.

### **ARTICLE 15: REMUNERATION**

Directors, officers and members of councils or committees shall not be remunerated by the World Society for acting as such, with the exception of the Editor.

### **ARTICLE 16: CORPORATE SEAL**

The seal, the impression of which appears in the margin is adopted and acknowledged as being the seal of the World Society. The seal shall remain in the custody of the Founding President until the earlier of his death, his physical or mental incapacity reasonably

preventing him from usefully retaining such custody, or him no longer wanting to retain such custody, in which event the custody of the seal shall be with the Executive Director.

## **ARTICLE 17: DISSOLUTION**

The World Society for Pediatric and Congenital Heart Surgery may be dissolved by a two-thirds vote of all of the members entitled to vote.

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**CHRISTO I. TCHERVENKOV - President**

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**JEFFREY P. JACOBS - Secretary**