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# BYLAWS 2019<sup>1</sup> OF THE SOCIÉTÉ INTERNATIONALE D'UROLOGIE

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The Society known as the "Société Internationale d'Urologie" was founded in 1919, this name taking the place of "Association Internationale d'Urologie" founded in 1907.

The mission of the Society, as defined by its first President, Félix Guyon, is to study all questions relating to Urology, to stimulate international co-operation in the field of Urology and to further urological science and practice.

The present mission, as redefined by the Board of Directors (formerly the Board of Chairmen) in 1999, is to enable, through international co-operation in education and research, all nations to achieve the highest quality of urological patient care.

The registered address of the Society is at the Head Office in Montreal, Canada.

## Definitions

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In the following:

- "Board of Directors" or "BOD" means Board of Directors, formerly known as the Board of Chairmen
- "SIU" means Société Internationale d'Urologie
- "Society" means Société Internationale d'Urologie
- "NS Delegate" and "NSS" means National Society Delegate and National Society Section respectively
- "World Congress" means Official International Meeting including a General Assembly of the members of the Society

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## I - COMPOSITION OF THE SOCIETY

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The Society is composed of:

- Active Members
- Associate Members
- Affiliated Members
- Senior Members
- Trainee Members
- Honorary Members

### 1 Active Members

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**Active Members** must be qualified urologists. The status of qualified urologist requires that the Urologist be certified:

- by a foreign or international accrediting body recognized by the Board of Directors; or
- by a national accrediting body in the country of the candidate; or
- by the recognized national urological society in the country of the candidate; or
- in special circumstances by the Board of Directors itself.

Application for membership requires sponsorship by one (1) Active or Senior Member of the Society in good standing.

The applicant will be considered an Active Member immediately if the requisites of the application are fulfilled, the dues are paid and the General Secretary has reviewed and approved the application.

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<sup>1</sup> Including changes approved at the General Assembly on October 19th at the 39th Congress of the SIU in Athens

## 2 Associate Members

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Urologists or surgeons practicing urology but not considered qualified as per the above definition may become **Associate Members**.

The applicant will be considered an Associate Member immediately if the requisites of the application are fulfilled, the dues are paid and the General Secretary has reviewed and approved the application.

Associate Members are non-voting members of the Society.

## 3 Affiliated Members

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Physicians or health professionals engaged in affiliated branches of medicine may also become **Affiliated Members**.

The applicant will be considered an Affiliated Member immediately if the requisites of the application are fulfilled, the dues are paid and the General Secretary has reviewed and approved the application.

Affiliated Members are non-voting members of the Society.

## 4 Senior Members

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Active Members can request a transfer to **Senior Member** status when they reach 65 years of age on January 1<sup>st</sup> of the year of the request. Senior Members are not required to pay annual dues. If they wish to receive a subscription to the Society's Journal, they will be required to pay an annual minimal fee.

## 5 Trainee Members

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Physicians who are engaged in full-time training in Urology may apply for **Trainee Membership**. The status of trainee in Urology (i.e. resident, registrar, fellow or other training post in Urology) must be certified by the head of the training unit. Trainee members will be required to pay an annual minimal fee if they wish to receive a subscription to the Society's Journal.

The applicant will be considered a Trainee Member immediately if the requisites of the application are fulfilled and the General Secretary has reviewed and approved the application.

At completion of the Urology training or after a maximum of five (5) years as Trainee Member, and upon certification of qualification as described in Article 1 above, the Trainee Member will become an Active, Associate or Affiliated Member.

Trainee Members are non-voting members of the Society.

## 6 Honorary Members

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The title of **Honorary Member** may be conferred by the Board of Directors on anyone who has done special service for the Society.

Honorary Members are non-voting members of the Society.

## 7 Membership in the Society Shall/May Cease:

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- By resignation
- For non-payment of annual dues without a reason accepted by the Board of Directors
- By expulsion by the Board of Directors for serious reasons. Such a decision must be voted by a majority of two-thirds of the Board of Directors in attendance.

## II - ADMINISTRATION AND FUNCTION

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The Society is composed of:

- National Society Sections
- A Committee of National Society Delegates
- A Board of Directors (BOD)

## 8 National Society Sections

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Each National Society can nominate a Delegate and Deputy Delegate. Their function is to be the intermediate between the SIU and their National Society. The delegates may wish to organize a meeting to present and promote the SIU at their National level. The SIU will help to promote these activities.

Each National Society elects a Delegate and a Deputy Delegate who must be an SIU member in good standing to take office. The appointments are made by a majority of votes and for a period of two (2) years. Re-election can take place only once, the total serving time of a NS Delegate or Deputy Delegate in the same capacity being restricted to a maximum of four (4) years, unless authorized by the Board of Directors. Elected NS Delegates and Deputy Delegates automatically become members of the Committee of NS Delegates at the next World Congress. Matters considered of such importance as to be presented to the Board of Directors or to the General Assembly are referred by the NS Delegate or Deputy Delegate to the NS Delegate Representative on the SIU Board of Directors.

Should a National Society not wish to participate by nominating a Delegate or Deputy Delegate, the SIU members in good standing in the country which would otherwise be represented may elect a member who is also a member of the National Society to serve as NS Delegate and NS Deputy Delegate.

Each NS Delegate shall be considered a direct communication link to the parent body as represented by the General Secretary, and must submit the following:

- A summary of the meetings held by the National Society within six (6) weeks, as well as detailed information on any change of NS Delegate or Deputy Delegate status.
- Upon request from the Central Office, updates of the current membership of the National Society including the list of members, together with their addresses, names of those who are deceased, resigned and any other relevant change in contact information and status.

A National Society may propose its own country as a venue for a future Congress. Any such proposal must be submitted in writing by the NS Delegate to the Chairperson of the Congress Organization Committee.

When there is, or becomes, a vacancy in the position of NS Delegate for a National Society Section, by resignation, death or otherwise, the position shall normally be filled by a Deputy Delegate in good standing.

If no such Deputy Delegate is available, the Executive Committee of the SIU Board of Directors shall have the authority to appoint an Interim NS Delegate to serve until the next annual meeting of the National Urological Society, or other National Society Meeting where a new NS Delegate, and Deputy Delegate, if required, can be elected by the SIU Members in good standing of that NSS.

## 9 Committee of National Society Delegates

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### 9.1 Composition

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The Committee of National Society Delegates is composed of:

- All members of the Board of Directors.
- The NS Delegate and Deputy-Delegate of each NSS. The NS Delegate would be the voting member unless not present in which case the Deputy Delegate would vote (only one (1) can vote).

### 9.2 Meetings

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The Committee of NS Delegates will meet immediately before each World Congress and the President will preside. An agenda will be circulated sufficiently in advance of the meeting.

It will meet at the request of the Board of Directors between two World Congresses whenever necessary. In that event votes may be sent by post or electronic means.

### 9.3 Duties

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The Committee of NS Delegates discusses all important aspects of the running of the Society and makes recommendations to be considered by the Board of Directors and the members of the Society at the General Assembly.

It makes proposals concerning honorary membership and special awards.

It elects at each World Congress for a two (2) year term:

- One (1) of the two (2) NS Delegates with voting-power as “NS Delegate representatives” on the Board of Directors, having a specific role in improving communication between the Society, the Board of Directors, the General Secretary and the Central Office, and in maintaining the active participation of the Committee of NS Delegates in the affairs of the Society.
- One (1) of the two (2) NS Delegates who act as members of the Nominating Committee.
- In each case, the terms of the two (2) delegates shall be staggered so that only one (1) is replaced or renewed at each General Assembly.

If more than two (2) candidates are proposed, the candidate receiving the most votes shall be elected.

Minutes are kept of the proceedings of the meetings. They are signed by the President after circulation to the members of the Board of Directors. The minutes will be circulated to all members of the NS Delegates Committee.

## **10 The Board of Directors and Officers of the Society**

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### **10.1 Composition:**

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The Board of Directors serves as the Board of Directors of the Society and is composed of 26 voting and 6 non-voting members as follows:

- President
- President-Elect (Chairperson of the Awards Committee)
- Vice-President
- Immediate Past-President (Chairperson of the Nominating Committee)
- Chairpersons of SIU Committees: General Secretary, Office of Education, Office of Research, Treasurer, Corporate Development, Congress Organization, Consensus & Education, Publications, Institutes & Scholarships, Innovators & Technology, Scientific Programme, Membership & International Relations, Research Committee, Applied Research Committee and Uro-Technology Training (UTT) Committee
- Elect Chairpersons of SIU Committees: General Secretary-Elect, Treasurer-Elect, Congress Organization-Elect, Office of Education-Elect, Office of Research-Elect
- Two (2) NS Delegates elected for two (2) year staggered terms by the Committee of NS Delegates
- Two (2) members (who are not serving as NS Delegates) nominated and elected for two (2) year staggered terms by the General Assembly.

The Officers of the Society shall be a President, a President-Elect, a Vice-President, an Immediate Past-President, a General Secretary, a Treasurer, a Chairperson of the Office of Education, and a Chairperson of the Office of Research.

The members of the Board of Directors and Officers serve without remuneration.

### **10.2 Selection of Members of the Board of Directors and Officers:**

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The President, President-Elect, Vice-President and the Immediate Past-President shall serve until the next World Congress, when a General Assembly will be held. This will normally entail terms of approximately one (1) year.

The term of office of the General Secretary shall be five (5) years, non-renewable, and that of the Treasurer, Office of Education and Office of Research four (4) years, non-renewable. The term of office of Chairpersons of Committees shall not exceed two (2) years, renewable once, and that of the representatives of the NS Delegates and General Assembly on the Board of Directors shall not exceed two (2) years, renewable once. Terms may, however, be extended by one (1) year when necessary to provide continuity. The term of office of Chairpersons of Committees shall not be considered as automatically renewed. The Officers of the Society and Nominating Committee may suggest not to renew a Chairperson if he/she has failed to fulfil the specific duties associated with their Committee. The members of the Board of Directors and Officers of the Society are required to attend a minimum of one of the two official Board of Directors meetings held each year.

### *President:*

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- Upon completion of their mandate, the President-Elect shall automatically become the President of the Society

### *President-Elect:*

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- Upon completion of their mandate, the Vice-President shall automatically become President-Elect of the Society

### *Vice-President:*

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- Proposal by SIU members to Nominating Committee at least 1 month prior to Congress
- Formal nomination by Nominating Committee
- Approved and elected by the General Assembly

### *Immediate Past-President:*

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- Upon completion of their mandate, the President shall automatically become Immediate Past-President of the Society

### *Chairpersons:*

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- Proposal by SIU members to Nominating Committee at least 1 month prior to Congress, except for the following who shall automatically become Chairpersons upon completion of their mandates as Elect Chairpersons:
  - General Secretary
  - Treasurer
  - Congress-Organization
  - Office of Education
  - Office of Research
- Formal nomination by Nominating Committee
- Approved and elected by General Assembly

### *Elect Chairpersons:*

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There shall be a General Secretary-Elect, Treasurer-Elect, Congress Organization-Elect, Office of Education-Elect and Office of Research-Elect appointed one (1) year before the end of the term of their respective Chairperson.

- Proposal by SIU members to Nominating Committee at least 1 month prior to Congress
- Formal nomination by Nominating Committee
- Approved and elected by General Assembly
- Elect position automatically becomes Chairperson upon completion of their mandate as Elect Chairperson

### *Secretaries and Members of Committees:*

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- Nominated by Chairperson of their Committee, and approved by Board of Directors
- Number of members is not defined and depends on demand
- Geographical balance preferable to involve the main National and Multinational Associations

## 10.3 Replacement

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### *President, President-Elect, Vice-President, General Secretary, Treasurer, Chairpersons and Elect Chairpersons*

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- In the case of resignation or incapacity to act of any Officer of the Society, individual Chairperson or Elect Chairperson, a replacement is selected by a majority or alternatively the candidate who amasses the most votes of the members present at a meeting (formal or by electronic means) of the Board of Directors.

## 10.4 Dismissal

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- Dismissal may occur in the case of failure to fulfil their assignment, by two thirds majority of Board of Directors members present (given that a quorum is present) at a formal Board of Directors' Meeting

## 10.5 Duties

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### *President:*

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- Is the official and legal Head of the Society
- Represents the SIU in other societies, governments, international associations etc.
- Calls for meetings, signs agenda and minutes, chairs the meetings of Board of Directors, the Executive of the Society, Committee of NS Delegates and General Assembly

### *President-Elect:*

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- Replaces the President in case of absence
- Chairs the Awards Committee
- Performs any tasks or duties assigned by the President
- Performs any other duties assigned by the Board of Directors

### *Vice-President:*

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- Performs any tasks or duties assigned by the President
- Performs any other duties assigned by the Board of Directors
- Is responsible for preparing updates to the bylaws for approval by the Board of Directors and the General Assembly

### *General Secretary:*

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- Chairs the Operative Affairs Committee
- Oversees the Membership and International Relations Committee
- Oversees the administrative aspects of the Congress Organization Committee
- Oversees the Innovators Committee
- Signs all important contracts, agreements and legal documents
- Is responsible for all Society operations including, but not limited to, Membership, NS Delegates, General Assemblies, Bylaws, and Philanthropic activities

### *Treasurer:*

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- Chairs the Finance Committee
- Oversees the Corporate Development Committee
- Oversees the financial aspects of the Congress Organization Committee
- Oversees the financial aspects of the Office of Education and of the Office of Research
- Is responsible for all financial activities of the Society including, but not limited to, membership dues, budgets, annual audits or Review Engagement Reports, investments and accounting procedures

### *Office of Education Chair:*

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- Oversees the Consensus and Education Committee
- Oversees the Institutes and Scholarships Committee
- Oversees the Publications Committee
- Oversees the UTT Committee
- Is responsible for all educational activities of the Society including, but not limited to, Academy, International Consultations, training institutes, scholarships, journals and newsletters

### *Office of Research Chair:*

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- Oversees the Research Committee
- Oversees the Applied Research Committee
- Is responsible for all research activities of the Society including, but not limited to, the development and maintenance of Clinical Research, lead Research priorities, projects, and funding

### *Immediate Past-President:*

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- Chairs the Nominating Committee
- Oversees the Advisors Committee
- Performs any tasks or duties assigned by the President
- Performs any other duties assigned by the Board of Directors

### *Chairperson of an SIU Committee*

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- Member of the Board of Directors
- Directs, controls and oversees activities of the Committee
- Nominates secretary and members of the Committee
- Is responsible for minutes of meetings
- Submits:
  - Reports of activities to the Board of Directors at the request of the General Secretary
  - Reports to the General Assembly as required

### *Elect Chairperson of an SIU Committee*

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- Attends the Board of Directors meetings as observer without voting rights
- Assists the Chairperson in controlling and overseeing the activities of the Committee
- Replaces the Chairperson in case of absence
- Prepares for the assumption of the chairmanship of the Committee

## **10.6 Meetings:**

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The Board of Directors meets at regular intervals and in any event no less than one (1) time each calendar year.

The General Secretary is responsible for the organization of these meetings.

Between Congresses, the Board of Directors is empowered to take all decisions required for the good governance of the Society or for the protection of the Society from threatening eventualities. Any extraordinary decisions taken under this section must be presented to the next meeting of the Committee of NS Delegates and the next General Assembly.

## **10.7 Quorum for the Board of Directors:**

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Thirteen (13) members of the Board of Directors in office shall constitute a quorum for the Board of Directors. Any meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the bylaws of the Society for the time being vested in or exercisable by the members of the Board of Directors generally.

The vote of the majority of the members of the Board of Directors present at such a meeting shall be required for any question submitted thereto. In the case of equality of votes, the Chairperson of any such meeting shall have a casting vote in addition to his vote as a member of the Board of Directors.

## **10.8 Resolutions in writing:**

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A resolution in writing, signed (in writing or electronically) by all the directors entitled to vote on that resolution at a meeting of the Board of Directors, is as valid as if it had been passed at a meeting of the Board of Directors. A copy of every such resolution, which may be signed in counterparts, shall be kept with the minutes of the proceedings of the Board of Directors.

## **10.9 Teleconferencing – Telephone Participation**

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Any member of the Board of Directors may participate in a meeting of the Board of Directors by means of such telephone or other communications facilities as permit all persons to hear each other, and a member of the Board of Directors participating in such a meeting by such means is deemed for the purposes to be present at that meeting.

## **10.10 Executive Committee of the Board of Directors**

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An Executive Committee of the Board of Directors, comprising the President, the President-Elect, the Vice-President, the Immediate Past-President, the General Secretary, the Treasurer, the Chairperson of the Office of Education, and the Chairperson of the Office of Research will handle operational matters and Investment policy of the Society between meetings of the Board of Directors. The General Secretary-Elect, Treasurer-Elect, Office of Education-Elect and Office of Research-Elect will participate in meetings of the Executive Committee without voting rights. The Executive Committee will have teleconference, or if necessary, face to face, meetings as required and will report any decisions so taken to the next meeting of the Board of Directors.

## **10.11 Indemnification of Directors and Officers**

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To the extent permitted by law, the Society agrees to indemnify and hold harmless the members of the Board of Directors and Officers, their heirs, executors and administrators and estate and effects respectively against claims arising from any negligent act, error or omission, breach of duty, misleading statement or any act done or alleged to have been done by any member of the Board of Directors or Officers in or about their role. The Society will obtain Insurance coverage for this liability.



## 11 SIU Committees and Offices

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### 11.1 Operative Affairs Committee

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- Is composed of: Chairperson: General Secretary (member of Board of Directors)  
General Secretary-Elect  
Executive Director  
Members as needed
- Duties: Responsibility for operational duties including:  
All membership and communication matters  
Permanent contacts with the Chairmen of Committees through a modern communication network  
Regular contacts with NS Delegates and Deputy Delegates  
SIU data bank  
Diffusion of information  
Development of communication via internet  
Organization of Board of Directors meetings and minutes  
Organization of telephone and internet conferences  
Organization of SIU General Assemblies and minutes  
Application and amendment of SIU bylaws, when necessary; for approval by General Assembly

### 11.2 Finance Committee

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- Is composed of: Chairperson: Treasurer (member of Board of Directors)  
Treasurer-Elect  
Corporate Development Chairperson  
Congress Organization Chairperson  
Office of Education Chairperson  
Office of Research Chairperson  
Members as needed
- Duties: Evaluation and payment of dues and expenses  
Preparation and implementation of annual fundraising strategy  
Budget preparation  
Yearly audit or Review Engagement Report to be communicated to the Board of Directors  
Contacts with SIU Foundation

### 11.3 Office of Education

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- Is composed of: Chairperson (member of Board of Directors)  
Office of Education-Elect  
Consensus and Education Chairperson  
Publications Chairperson  
Institutes and Scholarships Chairperson  
UTT Chairperson  
Members as needed
- Duties: Responsibility for educational activities including:  
Development of SIU Academy content  
Oversee the implementation and development of SIU@U  
CME Accreditation for Congresses  
Endorsed events

### 11.4 Office of Research

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- Is composed of: Chairperson (member of Board of Directors)  
Office of Research-Elect

Research Committee Chairperson  
Applied Research Committee Chairperson  
Members as needed

Duties: Responsibility for research activities including:  
Lead the identification of future research topics  
Establish research priorities and funding  
Oversee the implementation of research projects  
Ensure the publication timetable (presentation and publications) from research activities is effectively managed  
Identify clinical trials to be included in the clinical trial register  
Manage the research team

### **11.5 Corporate Development Committee**

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Is composed of: Chairperson (member of Board of Directors)  
Treasurer  
Members as needed

Duties: Fundraise for the Society and SIU Congresses  
Develop initiatives to obtain funding

### **11.6 Consensus and Education Committee**

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Is composed of: Chairperson (member of Board of Directors)  
Members as needed

Duties: Relations with International Consultations on Urologic Disease (ICUD)  
Organization of International Consensus meetings  
Interim meetings, seminars and courses between Congresses  
Hybrid e-learning platform for Congresses (SIU@U)  
Co-ordination of programs with other societies  
Development of educational materials  
Development and promotion of SIU Academy

### **11.7 Congress Organization Committee**

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Is composed of: Chairperson (member of Board of Directors)  
Congress Organization-Elect  
Members as needed (to include member/s from the host nation)

Duties: Responsible for all aspects of SIU Congress organization including pre-screening of proposed future Congress sites for suitability  
Selection and coordination of the Local Organizing Committee (LOC)  
Responsible for raising required funds to support annual Congresses  
Select and support development of Regional meetings

### **11.8 Scientific Program Committee**

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Is composed of: Two (2) Co-Chairpersons (members of Board of Directors) for two (2) year staggered terms renewable once  
Members as needed

Duties: Scientific program of SIU Congresses and Regional Meetings  
Selection of topics and speakers  
Selection of abstracts  
Sub-Specialties and instructional courses in SIU Congresses

## 11.9 Institutes and Scholarships Committee

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- Is composed of: Chairperson (member of Board of Directors)  
Members as needed
- Duties: Oversee and promote the development of SIU Institutes  
Study possibilities of further SIU Institutes  
Develop training programs  
SIU Scholarships (financial sponsorship, selection of candidates)  
Coordination of joint Fellowships with other institutions

## 11.10 Publications Committee

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- Is composed of: Chairperson (member of Board of Directors)  
Members as needed
- Duties: Liaison with the official Journal of the SIU  
Monographs/Books/Videos  
Newsletters  
News Blog

## 11.11 Membership and International Relations Committee

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- Is composed of: Four (4) Co-Chairpersons (members of Board of Directors) representing the Geographical Regions of the Americas, Europe, Africa & Middle East, and Asia-Pacific  
Members as needed
- Duties: Each Co-Chair is responsible for membership growth and retention  
Lectureships at National and Regional societies  
Public relations

## 11.12 Innovators Committee

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- Is composed of: Chairperson (member of Board of Directors)  
Members as needed
- Duties: Update and improve SIU website  
Establish / promote electronic communications between Head Office and NSS / SIU members  
Promote telecommunications contact among SIU members worldwide  
Social media  
Keep apprised of new trends in technology  
Membership growth among young urologists  
Stimulate direct involvement of young urologists in Society activities

## 11.13 Research Committee

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- Is composed of: Chairperson (member of Board of Directors)  
Office of Research-Elect  
Applied Research Chairperson  
Research Council (nominated by the National Societies with Group Membership)  
Members as needed
- Duties: Lead the development, implementation, and maintenance of the uCare website  
Lead the Research Council and oversee project steering committees  
Work in conjunction with the Chair of the Office of Research in the development and execution of clinical research activities, publications, and funding

Ensure SIU's research is produced in line with the highest standards of intellectual honesty and compliance with the appropriate regulations

### **11.14 Applied Research Committee**

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Is composed of: Chairperson (non-voting member of Board of Directors)  
Office of Research-Elect  
Research Committee Chairperson  
Research Council (nominated by the Societies with Group Membership)  
Members as needed

Duties: Lead the development and maintenance of the clinical trial registry  
Develop a research team based on individual expertise  
Oversee study protocols, statistical analysis plans and design  
Oversee data collection and data quality  
Oversee data analysis and communication with research teams

### **11.15 Awards Committee**

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Is composed of: Chairperson: President-Elect (member of Board of Directors)  
Members are the President, the Vice-President, the Immediate Past-President, the General Secretary, the Treasurer, the Chairperson of the Office of Education and the Chairperson of the Office of Research

Duties: Selects, within established criteria, the recipients of all SIU awards

### **11.16 Nominating Committee**

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Is composed of: Chairperson: Immediate Past-President (member of Board of Directors)  
Two (2) SIU members elected by the General Assembly and not serving as NS Delegate or member of the Board of Directors  
Two (2) NS Delegates elected by the Committee of NS Delegates  
Two (2) members elected by the Board of Directors

The chairperson may cast the deciding vote in addition to his regular vote.

The President, President Elect, Vice-President and General Secretary will be considered non-voting members.

Duties: Solicits nominations for Board of Directors positions from BOD members, NS Delegates and SIU members  
Makes recommendations to the General Assembly for the election of the Vice-President, and, as required, of other Officers, Chairpersons and Elect Chairpersons of Committees whose terms have expired-(note that the nominations for representatives of the General Assembly on the Nominating Committee must come from the floor of the General Assembly and members so nominated should have knowledge of the workings of the Society)

### **11.17 Advisors Committee**

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Is composed of: Chairperson: Immediate Past-President (member of Board of Directors)  
Past-Presidents

Duties: When called upon, will provide non-binding guidance and counsel to the Executive on current issues, when a consensus cannot be obtained by the BOD or other committees  
Serve as advisors to the President and General Secretary

## 11.18 Uro Technology Training (UTT) Committee

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Is composed of:	Chairperson (member of Board of Directors) Members as needed
Duties:	Development of Hands on Training and e-Learning programs Coordination of programs with other training groups Creation of UTT Sections as needed including Imaging, Endourology, Laparoscopy/Robotics Participation with one member in the Scientific Committee Responsible for Industry support of UTT activities Promotion of SIU

## III - MEANS OF ACTION

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### 12 World Congress

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The Society will have annual World Congresses. These Congresses will be held in the country of the Inviting Nation selected by the Society. The choice of the Congress venue is made at least four (4) years, and preferably more, in advance by the Board of Directors and submitted to the General Assembly for discussion. The Inviting Nation must give the assurance that all members of the Société Internationale d'Urologie will be welcome and that visas shall be issued to all members of the Society. The SIU is directly responsible for the entire legal, financial and structural aspects of each Congress. The Scientific Committee of the SIU will be in charge of the entire scientific program.

The Congress Organization Committee will identify members of the Local Organizing Committee including representatives of the Inviting Nation.

The official language of the Congress shall be English. The Inviting Nation shall facilitate access to services for simultaneous translation, including booths for interpreters, transmitting apparatus and headsets, for selected sessions for any country accepting to pay for these services and for their own interpreters.

In addition to World Congresses, the Society may hold topic specific meetings according to recommendations of the Congress Organization Committee.

No other Sub-Specialty Society, International or National Association which holds a symposium or other educational activity under the auspices of the World Congress will be allowed to engage in any fundraising activities for the symposium/educational activity that could conflict with the fundraising for the Congress.

### 13 Publications of the Society

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The Society may produce publications at the discretion of the Publications Committee. These publications shall be in English.

#### *Logo of the SIU*

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The SIU logo is the exclusive property of the Society and can only be used where approved by the General Secretary of the SIU, except for the use by NSS described below. When the logo is used, it must not be modified in any way.

NS Delegates and Deputy Delegates of Sections of the SIU may use the logo with respect to the normal operations of the NSS. Such use is restricted to the NS Delegate's letterhead when used for legitimate SIU activities, promotion of meetings of the members of the NSS, and other internal activities of the NSS. In such cases, it is permitted to add the name of the NSS immediately below the SIU logo, but not to modify the logo itself. Request for approval of the use of the logo must be addressed to the General Secretary sufficiently in advance of printing deadlines. The General Secretary will subsequently report any such approvals to the Board of Directors. Any misuse of the logo by a member will be considered a serious misdemeanour subject to the sanction of Article 7 above.

## 14 General Assembly

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During each Congress a General Assembly is held, which Active Members in good standing and Senior Members may attend, and this shall constitute the Annual General Meeting of the Society. The Board of Directors determines the agenda.

At the General Assembly the members of the Society will receive reports from Officers and Chairpersons of Committees, discuss them if necessary, and make final decisions.

The report of the Treasurer will include the income, expenditures and balance sheet of the Society and must be subject to audit or Review Engagement Report by professional auditors or accountants prior to the Congress. It will then be read and accepted by vote by the General Assembly.

The following issues will be decided based upon recommendations of the Board of Directors:

- The election by majority vote or alternatively, the candidate who amasses the most votes, of the Vice-President and, as required, of other Officers and Chairpersons and Elect Chairpersons of Committees whose terms have expired.
- The election for a two (2) year term by simple majority vote of one (1) of the two (2) representatives of the General Assembly on the Board of Directors and of one (1) of the two (2) representatives of the General Assembly on the Nominating Committee (note that representatives of the General Assembly cannot be NS Delegates).
- Consideration of World Congress venues for future meetings.
- Consideration and sanction if deemed appropriate, of any bylaw to repeal, amend or re-enact any such bylaw which should be sanctioned at said Assembly.
- Appointment of the Auditors or Review Accountants and determining or authorizing the Board of Directors to determine their remuneration.
- Other recommendations from the Committee of NS Delegates.
- If appropriate consideration, dealing with or resolution of any other business that might be brought before the Assembly.

Active Members in good standing and Senior Members are eligible to attend the General Assembly and to vote, subject to the stipulations of Article 16.

The Chairperson of the Nominating Committee presents the recommendations of his/her committee for election of the Vice-President, and for Officers, Chairpersons and Elect Chairpersons of Committees where required by the expiration of terms. Nominations from the floor at the General Assembly should be made for the representative of the General Assembly on each of the Board of Directors and the Nominating Committee whose terms have expired. Nominations from the floor may also be made for any other position on the ballot. Such nominations must be seconded to be considered, and the nominee must accept the intent of nomination verbally if present, or by signifying his or her consent in writing or by electronic means, or by attestation of the nominator to serve if elected in this capacity.

If a majority, or alternatively the candidate who amasses the most votes, is not obtained on first round, a second vote among the top two (2) will determine the vote.

Any General Assembly shall constitute an Extraordinary General Assembly to consider, deal with and resolve any business that should be considered, dealt with or resolved at an Extraordinary General Assembly. A procedure to dissolve the society must be proposed at an Extraordinary General Assembly.

## 15 Extraordinary General Assembly

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An Extraordinary General Assembly is held whenever necessary and at the request in writing of either the President, or the General Secretary, or six (6) voting members of the Board of Directors, or twenty (20) NS Delegates. Extraordinary General Assemblies shall be held at the Head Office of the Society or at any other place or places as determined by the Board of Directors from time to time.

## 16 Notice of Meetings

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Notice of General Assemblies, Extraordinary General Assemblies or Annual General Meetings other than those taking place during a Congress of the Society shall be communicated to the members of the Society at their respective addresses as they

appear on the register of the Society at least 21 days prior to the date fixed for the meeting. Such notice shall specify the place, day and hour of each meeting. The notice of any General Assembly may, but need not, specify the purpose of such meeting, but should specify in general terms any bylaw and the repeal, amendment or re-enactment of any bylaw which should be sanctioned at such meeting and shall also specify any other business that should be considered, dealt with or resolved at an Extraordinary General Assembly. Notice of any Extraordinary General Assembly shall specify in general terms any business that should be considered, dealt with or resolved at such a meeting.

No notice of the time, place or purpose of any meeting of members, whether prescribed by law or by the bylaws, need be given to any member who attends in person or who, in writing, either before or after the holding thereof, waives such notice.

## **17 Addresses of Members**

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Every member shall furnish to the Society an address to which all corporate notices intended for such member shall be mailed or served upon him. Irregularities in the notice or in the giving thereof as well as accidental omission to give notice to, or the non-receipt of any notice by any of the members shall not invalidate any action taken by or at such meeting.

## **18 Right to Vote**

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Each matter at any General Assembly shall be decided by a vote on a show of hands or upon a poll of those present. Each Active Member in good standing and each Senior Member is entitled to one (1) vote, provided that on any one ballot, no more than ten percent (10%) of the total votes cast by members attending the General Assembly shall come from any single National Society Section. Should more than ten percent (10%) of those present at the General Assembly come from any single National Society Section, each time a matter is put to a vote at such a General Assembly each vote cast by an Active Member in good standing and a Senior Member from such National Society Section will be counted and the results shall be prorated to equal ten percent (10%) of the General Assembly's total votes.

An Active Member shall be deemed to be in good standing if annual dues have been paid.

In the case of an equality of votes, the Chair of any meeting of members shall be entitled to a casting vote in addition to his vote as a member.

The act of a majority of the members at any meeting shall be the act of the members of the Society except as to matters on which the vote or consent of a greater number of members is required by law or by the deed of incorporation or the bylaws of the Society.

## **IV - SIU AWARDS**

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### **19 SIU Awards**

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The Society will have a Medal, to be known as the SIU Félix-Guyon Medal, for outstanding service to the Society. The SIU-Mostafa M. Elhilali Award will be given in recognition of excellent scientific and ethical standing. There will be Distinguished Career Awards to recognize members who have contributed significantly to the field of Urology during their careers. There will also be an award known as the Albert Schweitzer Award to recognize notable contributions to the teaching of urology in developing countries. The SIU-Innovators Award will be presented annually to a urologist who has obtained international recognition for his or her outstanding contribution in Urology and to the Society. Candidates must be 45 years of age or younger to be eligible. The SIU Distinguished Partner Award shall recognize outstanding continued support of the SIU by an individual, a company or a non-governmental organization.

The SIU Félix-Guyon Medal, Albert Schweitzer Award, Distinguished Career and the SIU-Innovators awardees shall be members of our Society. Applications for the SIU-Innovators Award must include a one page letter of support and abbreviated CV.

The SIU Félix-Guyon Medal will be awarded once per SIU World Congress. At the discretion of the Awards Committee, more than one (1) Distinguished Career Award and no more than two (2) SIU Distinguished Partner Awards may be granted at any SIU World Congress. The Awards Committee shall not be obliged to name winners of any of these awards if, in its judgment, there

are no nominations of sufficiently high calibre.

Specific criteria for these and any new awards shall be approved by the Board of Directors and presented to the committee of NS Delegates and the General Assembly at the next Congress.

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## V - AFFILIATES

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### 20 Affiliates

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- An organization or society may apply to the Society for affiliate status. The application shall be made in writing to the General Secretary and shall include a copy of the constitutional documents of such organization or society. The Board of Directors shall consider the application at its next regular meeting and shall submit it to the membership at the next Annual General Meeting. An organization or society will become an affiliated society ("Affiliated Society") only by majority vote of each of the Board of Directors and the General Assembly.
- Membership in an Affiliated Society does not confer membership in the SIU.
- The SIU will not have any financial responsibility except that which may be specifically contracted.
- An organization which is granted Affiliate status may designate itself as follows: "Affiliated Society of the Société Internationale d'Urologie".
- An Affiliated Society should hold a general meeting preferably in conjunction with the annual or biennial meeting of their respective national urological society or association.
- An Affiliated Society may report to the Society membership at the Annual Meeting. Such a report may be requested by the Board of Directors from time to time, or alternatively may be requested by the Affiliated Society. In the latter case the request shall be made in writing to the General Secretary and shall be considered by the Board of Directors.
- An Affiliated Society may lose its status by majority vote of the Board of Directors and of the General Assembly.

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## VI - ALTERATION OF THE BYLAWS AND DISSOLUTION

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### 21 Alteration/Amendment of the Bylaws

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Alteration/Amendment of the bylaws is made after review and proposal for change by the Vice President to the Board of Directors. Upon approval of the Board of Directors for forwarding, the proposed bylaw changes are presented to the General Assembly for approval. All members shall have adequate notification of the date, time, and place of this Assembly and will receive the proposed alterations to the bylaws with adequate time for review. Valid decisions can be taken whatever the number of members present. Unless otherwise specified, changes to the bylaws take effect immediately upon approval by the General Assembly.

Changes to the Alterations/Amendments which do not substantively change the meaning or intent of the Bylaws can be made at the Assembly, and with approval take effect as stated above.

### 22 Dissolution

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The dissolution of the Society may be made on the proposal of the Board of Directors after the convocation of an Extraordinary General Assembly, of which all members shall have adequate notification.

In the case of dissolution, the Extraordinary General Assembly will appoint one or more commissioners to liquidate the property of the Society and will stipulate the final disposition of any assets.