

Statutes
of the
**Council for International Organizations of Medical Sciences
(CIOMS)**

I. PREAMBLE

In 1948 UNESCO consulted The World Health Organization (WHO) about the possibility of establishing an organization for facilitating more coordination in the planning and timing of international medical congresses. An agreement between WHO and UNESCO was made for the establishment of a permanent Council for Coordination of International Medical Congresses. The Council was formally constituted at a jointly-sponsored conference in Brussels in 1949 as a non-governmental organization, with financial assistance from the two parent organizations, WHO and UNESCO. Statutes were elaborated in 1950.

The purpose of the Council was described as being to facilitate the exchange of views and scientific information in the medical sciences by securing continuity and coordination between international organizations of medical sciences, by making their work known, and by providing them with material aid where necessary. This was to be achieved through the exchange of information and by the provision of material and financial assistance to congresses and to the individuals attending them.

The scope of activities of the Council was gradually broadened to include other forms of international collaboration in medical sciences in addition to the coordination of congresses. Consequently, in 1952 the name of the Council was changed to the Council for International Organizations of Medical Sciences (CIOMS) and its statutes were revised.

Until 1966, the activities of CIOMS were focused on the coordination of international medical congresses; grants and loans to member societies for the preparation of congresses and the publication of their proceedings; travel grants to young scientists, especially from developing countries to attend medical congresses; organization of symposia on medical subjects; and assistance to member organizations for the standardization of nomenclature in various medical disciplines.

After 1966, various changes were made - some of which were dictated by the need for economy. Thus, the Council was forced to discontinue its grants to young scientists and to curtail its financial assistance to member organizations. More significantly, it was felt that the holding of symposia on purely scientific medical subjects was an unnecessary duplication of the large number of scientific meetings already being held.

However, the enormous progress in biology and medicine during the previous twenty years, combined with the new world order that had come into being as a result of the large number of newly-independent countries had led to new problems with important social and cultural implications. It was thus that the main activity of CIOMS became the convening of broadly-based, multi-disciplinary, and internationally-representative conferences concerned not only with the direct impact on society of progress in biomedical science, but also with its implications in such fields as bioethics, health policy, medical education, and health services research. These working modalities changed again and gradually lead to convening specialized international Working Groups with the aim of publishing solid well balanced reports from each.

The statutes were therefore revised by the VIIth General Assembly in 1967 subsequently amended in 1979 by the XIth General Assembly, and finally in 1985.

GENERAL PROVISIONS

Article 1

Name and Domicile

1. An international organization known as the Council for International Organizations of Medical Sciences, having the status of an international scientific Association within the meaning of Articles 60 et. seq. of the Swiss Civil Code shall hereby be constituted (hereinafter "Association").
2. The official name of the organization is "Council for International Organizations of Medical Sciences". The official abbreviation of the name of the Association is "CIOMS".
3. The domicile of the Association is in the canton of Geneva, Switzerland. The Association performs its activities at an international level and the working language of the Association is English.

Article 2

Purpose

The purpose of the Association shall be:

- a) to promote public health through international collaboration and coordination including, but not limited to, medical products safety and ethical principles governing the conduct of biomedical research involving human subjects;
- b) The Association shall be an international non-profit organization and does not pursue any commercial purposes. Noting the absence of a commercial purpose, the Association can engage in commercial activities solely in order to promote its overall purpose and facilitate the tasks and aims set out hereafter. The income and assets of the Association are exclusively and irrevocably assigned to its purpose as set out in these Articles.
- c) to represent the continuity of and be the sole successor of the Council for International Organizations of Medical Sciences as explored in the preamble.

Article 3

Tasks and Aims

The Association has the following tasks and aims:

- a) to encourage and promote international activities in the field of the medical sciences and research ethics serving public health and scientific interests of the international biomedical research community;
- b) to facilitate and coordinate the activities of the international association members of the Council as well as between them and national institutions belonging to the Council;
- c) to act as a coordinating centre between the international associations and the national institutions adhering to the Council;

- d) to liaise and cooperate with the United Nations and its specialized agencies, and in particular UNESCO and the World Health Organization (WHO);
- e) to avoid duplicative efforts by coordinating with other relevant international organizations and collaboration partners;
- f) to convene Working Groups on various topics concerning medical sciences and their application to improving public health;
- g) to convene Working Groups on topics related to ethics in biomedical research involving human subjects;
- h) to produce reports reflecting the consensus achieved by the Working Groups on scientific and ethical issues, and
- i) to encourage the implementation and integration of CIOMS Working Group report principles and guidance through the dissemination of, the communication of information and promotion of CIOMS products.

Article 4

Cooperation with other organizations

The Association may enter into official cooperation with other organizations. Such cooperations shall be proposed by the President and/or Secretary-General and approved by the Executive Committee. The Secretary-General can decide about the need for ad hoc one-time cooperations to accomplish specific tasks.

Article 5

Duration

The Association will exist for an indefinite period of time.

A. MEMBERSHIP

Article 6

Categories of Membership

1. The Association has the founding members, members and associate members.
2. The Founding members that were members of the Council for International Organizations of Medical Sciences referred to in preamble on the date of setting up the Association, are de facto members of the Association.
3. The members of the Association shall be as follows:
 - a. International members, namely organizations of a worldwide character, devoted to the encouragement of scientific research into the principles underlying health and into the causes of diseases, or the application of the medical sciences to the prevention and cure of diseases and to the promotion of public health;

- b. National members, namely national organizations devoted to the encouragement of scientific research into the principles underlying health and into the causes of diseases, or the application of the medical sciences to the prevention and cure of diseases and to the promotion of public health, as defined in separate regulations of the General Assembly;
 - c. Associate members, namely International organizations and National institutions, which do not meet the conditions of admission above.
4. The requirements to become an international, national or an associate member will be defined in separate Regulations of the General Assembly.
 5. The criteria for admission, resignation and expulsion of the different categories of members, as well as the majority required in the votes, shall be laid down in Internal Regulations, adopted by the General Assembly.

B. OBSERVERS

Article 7

Observership

Observers may be appointed. Categories and criteria for them will be decided by the General Assembly

C. ORGANIZATION

Article 8

Bodies of the Association

The bodies of the Association shall be:

- I. the General Assembly
- II. the Executive Committee
- III. the Management-Secretariat
- IV. the Auditors

I. General Assembly

Article 9

Composition

1. The General Assembly, which is made up of all members of the Council, shall be the supreme body of the Association.
2. It shall be entitled to take cognizance of all matters not explicitly precluded by these statutes.
3. Each member shall be represented in the General Assembly by one delegate, with an alternate delegate.

Article 10

Powers of the General Assembly

The General Assembly is an overarching body of the Association. The General Assembly shall adopt decisions in particular on the following matters:

- a) decide upon the admission and exclusion criteria of members;
- b) name, endorse and be empowered to revoke the members of the Executive Committee, receive and approve its reports;
- c) determine the general and financial policy of the Association, scrutinize and approve the budget and the accounts;
- d) fix the scale of subscriptions, supervise the financial policy;
- e) regulate all matters which are not within the competence of other social organs;
- f) supervise the activity of the latter;
- g) adopt any Working Group reports that may be proposed by the Executive Committee, and
- h) approve the summary records of the previous General Assembly.

Article 11

Meetings of the General Assembly

1. The General Assembly shall be convened by the Executive Committee, which prepares the Agenda of the General Assembly, or when at least one-fifth of the members so request and this request is endorsed by the Executive Committee.
2. It shall meet in ordinary session every two years and the alternate years by teleconference. It can also be convened by the Executive Committee in special sessions.
3. The proceedings may go beyond the matters on the agenda, but decisions may not be taken on matters that are not on the agenda.

Article 12

Voting at the General Assembly

Except in so far as the contrary is provided in these statutes, the decisions of the General Assembly shall adopt all its decisions by consensus. The Members shall in good faith attempt to reach consensus. Only where a consensus cannot be reached for a decision, the Assembly shall proceed to voting where decisions shall be taken by a simple majority of the votes cast, according to the following rules:

- a. all International and National members shall have one vote;
- b. Associate members shall have no voting rights;
- c. a majority of two-thirds of the votes cast shall be required for the adoption or amendments to these statutes;
- d. the President shall have a casting vote;
- e. voting by proxy shall not be authorized.

Article 13

General Assembly elections

1. The General Assembly shall elect a President among the representatives serving on the Executive Committee.
2. The Association he/she represents shall then be represented by his/her alternate.
3. The President is elected for three (3) years, and is eligible for re-election for a second term of office.
4. The General Assembly shall elect a Vice-President among the representatives, preferably serving on the Executive Committee.
5. The Vice-President is elected for three (3) years is eligible for re-election for a second term of office.

II. Auditors

Article 14

Appointment and dismissal

The General Assembly shall appoint an auditing/fiduciary firm or qualified person as Auditors. The Auditors shall be appointed for a period of two (2) years. The Auditors may be re-appointed. The General Assembly may dismiss the Auditors at any time.

Article 15

Responsibilities

The Auditors shall audit the financial statements of the Association upon conclusion of each Fiscal Year. The Auditors shall ensure that the accounting of the Association complies with Swiss law and generally accepted Swiss accounting principles. Upon completion of the audit, the Auditors shall submit a written report summarising their findings to the Assembly.

III. EXECUTIVE COMMITTEE

Article 16

Composition

1. The Executive Committee shall consist of up to twelve (12) representatives.
2. Its members shall be chosen among the International and National members.
3. The President, elected by the General Assembly, the Vice-President and the Secretary-General are members of the Committee and shall constitute the Bureau of the Executive Committee.
4. The immediate-past President shall be an ex officio member of the Committee.

5. The Executive Committee members are eligible for re-election for 2 terms of three years. A third term may be granted upon proposal from the President and the Secretary-General.
6. Paid employees of the Association may serve on the Executive Committee only in an advisory capacity.

Article 17

Powers of the Executive Committee

1. The Committee shall have full powers to act on behalf of the Association.
2. To make decisions each member of the Committee shall have one vote and the President shall take a casting vote.
3. In addition to the International, National and Associate members, the Committee may invite ad hoc observers and technical experts without the right to vote.
4. The Committee shall be empowered to appoint the Secretary-General.
5. The Committee shall meet during every session of the General Assembly, and in any case at least once a year, and as often as the interests of the Association so requires.
6. The Committee may recommend Working Group reports for adoption by the Assembly.
7. The members of the Executive Committee act on a voluntarily basis and can only claim compensation for their actual and their travel expenses. Any attendance fees cannot exceed those paid for official commissions. For tasks which exceed the usual frame of their function, each member is entitled to receive an appropriate compensation.

IV. MANAGEMENT-SECRETARIAT

Article 18

Composition and Oversight

1. The Management-Secretariat shall be responsible for the administration of the Association in conformity with the directions of the Executive Committee. It shall consist of the Secretary-General and such staff as he/she requires.
2. The Secretary-General shall be in charge of the Management-Secretariat of the Council and shall report to the President and the Executive Committee. The Secretary-General shall lead the Management-Secretariat. The Secretary-General and the Management-Secretariat staff shall be remunerated by the Association.
3. The Management-Secretariat may also involve secondments from member organizations, Senior Advisers and other officers.

Article 19

Competencies and Responsibilities

1. The Management-Secretariat shall be responsible for the day-to-day management of the Association in conformity with the directions of the Executive Committee and regulations of the General Assembly. Subject to the determination of signatory powers by the Executive Committee, the Management-Secretariat will represent the Association vis-à-vis third parties.
2. The Management-Secretariat shall consist of the Secretary-General and such staff as he/she requires.
3. The Secretary-General shall act as Secretary of the General Assembly, the Executive Committee and such other committees as may be set up by either organ.
4. He/she may delegate his/her powers, subject to approval by the Executive Committee.
5. The Secretary-General shall appoint the staff of the Management-Secretariat in conformity with the Staff Regulations agreed by the Executive Committee.

D. FINANCIAL MATTERS

Article 20

Financial means to achieve the purpose of the Association

1. The necessary financial means shall be raised by:
 - a) Annual membership fees;
 - b) Public and / or private subsidies; donations, bequests. The Association, through its Management Secretariat, has the authority to enter into grant agreements and to accept the conditions applicable to these grants, and to monitor these conditions;
 - c) Income from activities;
 - d) Any other resource authorised by law.
2. The activities of the Association may also be supported by non-financial means, such as in-kind contributions and secondment of staff.

Article 21

Annual Membership fees

1. The amount of the annual membership fees and other financial means that are raised for the next Fiscal Year shall be reviewed and approved by the Assembly for all the Members at least six (6) months prior to the end of each Fiscal Year.
2. The amounts of the annual membership fees and other financial means that are raised shall be fair, proportionate and transparent.
3. When reviewing and approving the amount of the annual membership fees and other financial means that are raised, the Assembly may distinguish between the different categories of membership.

Article 22

Financial Year and Audit

1. The financial statement, accounts and budget of the Association shall be established as at 31 December annually.
2. They shall be drawn up no later than 30 June of the following year and transmitted to the Executive Committee, which shall submit them to the General Assembly.
3. The financial statements and accounts will be subject to an audit, conducted by an external Auditor, as per Article 14.

E. MISCELLANEOUS PROVISIONS

Article 23

Internal Regulations

1. Internal Regulations shall be adopted by the General Assembly and the Executive Committee, and shall establish the procedures governing their election and functioning and their respective areas of jurisdiction, as well as those of the Management-Secretariat.
2. The Budget and Finances of the Association shall also be regulated by these Internal Regulations, as well as the External Regulations.

Article 24

Liability

1. The liabilities and obligations of the Association may only be enforced against the Association's assets and no Member, representatives/delegates or members or person designated to serve on an Association body or committee or working group shall have any personal liability for any liabilities of the Association. This includes all existing known and unknown liabilities and obligations transferred to the Association from or through predecessor organisations or trustees, or incurred in the future pursuant to such transfers.
2. The individuals serving on an Association body or committee or working group shall be liable to the Association and to its Members, as the case may be, only if they have acted in grossly negligent or intentional manner. Any other liability is excluded.
3. Nothing contained in these Articles shall be deemed a waiver, express or implied, of any immunity from suit, judicial process, confiscation, taxation or other immunity or privilege which the Members may enjoy.

Article 25

Dissolution of the Association

1. The Association may be dissolved on the basis of a decision of the General Assembly.
2. In the event of liquidation, any liquidation proceeds shall be contributed to an Association, Foundation or Organisation whose purpose is identical or similar to the Association's purpose, and which is exempt from Swiss corporate taxes at cantonal and federal level. In no event shall any membership fees, voluntary contributions by Members or third parties, or liquidation proceeds be returned to the Members, individuals or entities having paid such fees or made such contributions, nor to the successors of such individuals or entities

Article 26

Applicable Law and Jurisdiction

All matters not specifically prescribed by these Statutes shall be governed by articles 60-79 of the Swiss Civil Code. Jurisdiction is Geneva.

Article 27

Dispute Resolution

All efforts shall be made by all parties involved, in accordance with the dispute resolution mechanism in the Rules of Procedures of the Assembly, to find a solution to any dispute, controversy, or claim between the Association and its Members, or among the Members, arising out of or related to the Association and these Articles, the Internal Regulations of the Association or the other obligations undertaken in connection with membership in the Association, or the breach, termination, or invalidity thereof.

Article 28

Entry in Force

These Articles were duly authorized and approved by the actual Members of the Association who have voting rights at the occasion of a special session of a General Assembly, held on 6 July 2018, will enter in force as soon as they have been registered at the Geneva Commercial register, and will supersede all previous statutes and/or by laws, mainly those of 1950, 1952, 1967, 1979, 1985 and 2018.

These Statutes are also in French, and as such registered at the Geneva commercial register, the French version prevailing in case of doubt.

28.06.2021.