

# **Bylaws of the Pan American and Iberian Federation of Critical Care Medicine and Intensive Care Medicine (FEPIMCTI)**

## **2018 Amendments**

### **FIRST CHAPTER**

#### **Designation, characteristics, purposes, and activities of the Pan American and Iberian Federation of Critical Care Medicine and Intensive Care Medicine**

##### **1.1 Designation**

Federación Panamericana e Ibérica de Medicina Crítica y Terapia Intensiva, A.C.  
(FEPIMCTI)

##### **1.2 Characteristics**

- 1.2.1 Principal Office: The Federation was established and registered in Mexico City. Up to the date of registration of these bylaws the principal office and the tax domicile of the Federation are located in Panama City, the General Assembly is granted full power and authority to change the principal office at any moment to another city within the region.
- 1.2.2 Established on September 26, 1979, in Mexico City, FEPIMCTI is a nonprofit civil scientific-medical association, comprised by the Societies of Intensive Care Medicine and Critical Care Medicine of all nations from the American continent, Spain, and Portugal.
- 1.2.3 Being Spanish, English, and Portuguese the official languages, it is up to the societies, organizers of any scientific event, and to the Executive Committee the decision on the languages that will be used for such events.
- 1.2.4 The original version of the present bylaws was written in Spanish, nevertheless, the Executive Committee must provide translations to Portuguese and/or English upon Societies' request.

##### **1.3 Purposes and Activities**

FEPIMCTI is interested in every global feature of Critical Care Medicine in America, Spain, and Portugal, with the following purposes and activities:

- 1.3.1 Point out the theoretical and practical aims, according to the definition of Critical Care Medicine, in order to achieve its recognition as a specialty.

- 1.3.2 Foster the development, the structuring and the theoretical-practical study of Critical Care Medicine among its members.
- 1.3.3 Aid in the scientific improvement of its members through the scientific exchange and technical cooperation among their societies, as well as with different international organizations with similar purposes.
- 1.3.4 Promote and support the establishment of new societies of Medical Care Medicine in such countries where there are none in their territorial area.
- 1.3.5 Set up the FEPIMCTI Congress, sponsor and/or endorse courses, conferences, publications and other activities needed for its targets compliance.
- 1.3.6 Collaborate in projects that allow to adapt the technology to the financial capabilities available in the countries that comprise it.
- 1.3.7 Foster Critical Care Medicine research.
- 1.3.8 Encourage the establishment and development of committees in specific areas that favor the development of collaborative teaching and research projects among the Member Societies of the FEPIMCTI.

## **SECOND CHAPTER**

### **Definitions**

- 2.1 Critical Care Medicine is a branch of Medicine devoted to the prevention, diagnosis, and treatment of the acute pathophysiological changes in the critical patient.
- 2.2 For practical purposes, Critical Medicine, Intensive Medicine, Intensive Therapy, Intensive Care, etc., are accepted, and the term Critical Care Medicine is formally adopted.
- 2.3 For these bylaws, the English terms Intensive Care Medicine and Critical Care Medicine are considered synonyms of the Spanish terms *Medicina Crítica* and *Terapia Intensiva*.
- 2.4 A National Society of Critical Care Medicine is an organization or association constituted by members dedicated to the Critical Care Medicine without regional restrictions, and who are able to prove before the Federation that they are true representatives of their country. Applicant societies must hold a minimum of 20 members.
- 2.5 A Regional Society of Critical Care Medicine is a society or association established by National Societies devoted to Critical Care Medicine that are not integrated as National Societies to the Federation but belong to the same territorial area. They must prove to be representatives of the region and hold a minimum of twenty (20) members.

## **THIRD CHAPTER**

### **Members**

#### **3.1 Members**

FEPIMCTI is formed by National and Regional Societies of Critical Care Medicine of the territorial area of the Federation, and there can not be more than one Founding Member Society or Holder for each country or region.

Other societies or organizations that accept the current bylaws and whose income is not objected by the National Society of the country to which it belongs, may also be comprised into it.

The Member Societies will have the following categories:

- a) Founding Members
- b) Holders
- c) Associates

#### **3.2 Founding Members**

Founders are the societies that signed the Articles of Incorporation of the FEPIMCTI.

#### **3.3 Holders**

Holders are the national or regional societies of Critical Care Medicine of the American continent and the Iberian Peninsula, who request it and meet the following requirements:

- 3.3.1 Be formally constituted in a country of the region.
- 3.3.2 Their membership must be composed mainly of doctors devoted to Critical Care Medicine.
- 3.3.3 Offer evidence of their dedication and development in Critical Care Medicine in their country or region through their scientific and teaching activity.
- 3.3.4 Be accepted by the General Assembly after complying with the provisions of the second chapter and the regulations above described.

#### **3.4 Associates**

The medical or general societies can be part of Associate members, once they request it and carry out the following requirements:

- 3.4.1 Be formally constituted in a country of the region.
- 3.4.2 Be accepted by the General Assembly after complying with the provisions of the second chapter and the corresponding regulations.

### **3.5 Obligations of the Founding Members Holders, and Associates.**

- 3.5.1 Collaborate with FEPIMCTI to achieve its aims.
- 3.5.2 Communicate to the FEPIMCTI General Ministry the changes of address, General Committee and number of members that it is composed, the latter must be updated periodically in the three (3) months prior to the Ordinary Assembly.
- 3.5.3 Give a prompt response to the reports and data requested by the Executive Committee.
- 3.5.4 Comply with the current bylaws, with the rules or regulations derived from them, as well as with the agreements of the General Assemblies.
- 3.5.5 Pay the corresponding and specified dues on time.

### **3.6 Rights of the Founding Members and Holders**

Founding Members and Holders have the right to:

- 3.6.1 Be represented in the General Assembly.
- 3.6.2 Through their representatives in the General Assembly, they will have voice and vote and the possibility to elect or be elected for being part of the governing bodies of the Federation.
- 3.6.3 Receive support from the Federation, which recognizes it as the official organ of its country.
- 3.6.4 Have access to the news media and/or dissemination that FEPIMCTI in its possession.
- 3.6.5 Be periodically informed, at least twice a year, about the structure of the governing bodies and the representation of the Federation, about bank statements and the development of its activities.
- 3.6.6 Be heard before the adoption of any disciplinary measures against them and be informed of the facts that give rise to such measures, as well as of the sanction imposed on them, always having to follow what is established in the corresponding regulation.

### **3.7 Rights of the Associates**

With the exception of the right to vote, to elect or be elected, Associates will have the same rights as founding members and holders.

### **3.8 Suspension of the Member's rights.**

Members' rights will be suspended when:

- 3.8.1 Annual membership dues are not paid.
- 3.8.2 Failing to update the number of members as stipulated in section 3.5.2

### **3.9 Termination of membership**

The following shall result in the termination of membership:

- 3.9.1 Request it voluntarily, in writing, to the Executive Committee.
- 3.9.2 Non-payment of dues for two years in a row.
- 3.9.3 Any change in the nature of the Society that makes it inappropriate to continue as a member.
- 3.9.4 By expulsion based on:
  - 3.9.4.1 Repeated failure to comply with the aforementioned bylaws, regulations or agreements adopted by the governing bodies.
  - 3.9.4.2 When the member has conducts materially and seriously prejudicial to the FEPIMCTI's honor, purposes, and interests.
- 3.9.5 In any case, the termination of the membership shall be validated by the next General Assembly.
- 3.10 No member may be suspended or expelled from FEPIMCTI for reasons related to the nature or political activities of the government of their country.

### **3.11 Suspension reversal of the rights**

The Member Society that has been suspended may recover its rights after receiving a communication issued by the General Ministry where the compliance of the obligation or obligations, which was the reason for the suspension, is certified.

### **3.12 Member reinstatement**

The Member Society that has terminated its membership can be reinstated once it completes the admission process again.

## **FOURTH CHAPTER FEPIMCTI Governing Bodies**

### **4.1 Governing bodies and officers**

- 4.1.1 General Assembly
- 4.1.2 Council
- 4.1.3 Executive Committee

### **4.2 General Assembly**

The General Assembly is the supreme governing organ of FEPIMCTI. It shall be composed by officially validated delegates of the Member Societies of FEPIMCTI.

### **4.3 Assembly Meetings**

- 4.3.1 Assemblies may be Ordinary or Extraordinary.
- 4.3.2 Ordinary General Assemblies shall take place every two years, during the development of the Congress of the FEPIMCTI. The order of business, date and time of such Congress shall be scheduled and communicated in a timely manner by the Executive Committee.
- 4.3.3 For the Ordinary General Assembly to be considered constituted, more than half of the accredited delegates must be present at a first call; otherwise, the Assembly will be held at a second call, within the following 24 hours, with the number of delegates present.
- 4.3.4 The Extraordinary General Assembly may be convened by the Executive Committee or by request sent to the Executive Committee of at least 30% of the founding members and holders, and shall be considered constituted if half plus one of the delegates is present at the first call, otherwise a second call shall be made within the following 24 hours and shall be valid with the number of delegates present, but the resolutions taken would be provisional, unless they are endorsed in subsequent correspondence, by half plus one of the Founders and Holders of Member Societies. The laid out issues must be of general interest to the Federation and refer to conditions of urgent resolution. They will be limited to discussing and approving the items specified on the order of business and no amendments to the current Bylaws may be made to such settlements.

### **4.4 Notice for the Assembly**

- 4.4.1 The location, date, time, and order of business of the calls for the Ordinary and Extraordinary General Assembly shall be notified to the Member Societies by the Executive Committee, sixty (60) days in advance, by e-mail with return receipt and on the Federation's website. This does not exclude the use of other means of communication.
- 4.4.2 For the second call with a low quorum to be valid, the return receipt of the half plus one of the summoned societies will be mandatory.
- 4.4.3 The Notice must include the minutes of the previous Assembly, which will be submitted for approval.
- 4.4.4 The Notice must include the order of business with at least one of the following items:
  - 4.4.4.1 Approval of the Minutes of the previous Assembly.
  - 4.4.4.2 Election of new Council members.
  - 4.4.4.3 Election of new Member Societies.
  - 4.4.4.4 Approval of the reports of the President, Secretary, Treasurer.
  - 4.4.4.5 Establishment of the dues amount.
  - 4.4.4.6 Election of the next Congress venue.
  - 4.4.4.7 Approval of regulations, if applicable.
  - 4.4.4.8 Approval of the amendments proposed for the Bylaws, if applicable.

- 4.4.5 Member Societies will be invited to propose additional items on the order of business within fifteen (15) days of the date of dispatch of it; after this period, changes will not be accepted except with the approval of the Council.
- 4.4.6 The Ordinary and Extraordinary Assemblies shall be chaired by the President of the Federation or, in his absence, by the President-Elect or the Secretary of the Federation.
- 4.4.7 Minutes of each Assembly shall be drawn up and signed by the President and the Secretary, and shall be publicly recorded in the country where the Secretary is located. It shall include the date of the meeting, the name and country of origin of the attendees, the order of business, the resolutions adopted by votes and the "quorum" of the vote, as well as the name(s) of the person(s) designated to record the minutes before a notary public.

#### **4.5 Voting**

- 4.5.1 Any issue submitted to vote at the Assembly shall be decided by a simple majority, except where the bylaws specify another form of decision.
- 4.5.2 The President shall vote only when there is a tie.
- 4.5.3 Votes shall be cast by a show of hands unless the President decides that they have to be in secret.
- 4.5.4 Each delegate is to have only one vote, even if all members of the Society to which they belong are not present.
- 4.5.5 Electronic and postal ballots are allowed, provided they comply with the rules authorized by the General Assembly. These rules will guarantee the transparency of the exercise of the vote and will provide security for the mechanisms of identification and validation of voters.
- 4.5.6 The Vote for the election of Council members and President-Elect shall be guided by the provisions of the relevant section.

#### **4.6 Powers of the General Assembly**

- 4.6.1 Elect the Council members.
- 4.6.2 Approve the minutes of the Assemblies.
- 4.6.3 Consider and make decisions on the reports of the Executive Committee and the different Committees.
- 4.6.4 Decide on FEPIMCTCTI incorporation of the societies proposed by the Executive Committee.
- 4.6.5 Establish the annual dues for the societies that comprise FEPIMCTI.
- 4.6.6 Choose the venue for the next Congress of FEPIMCTI.
- 4.6.7 Consider and decide on the proposed amendments of the Bylaws.
- 4.6.8 Approve the rules proposed by the Council.
- 4.6.9 Approve the annual budget proposed by the Treasurer.
- 4.6.10 Consider and decide on additional issues presented by the Founding and Holder Societies.

## **4.7 Delegates**

- 4.7.1 The term delegate refers to the official representative of the Member Society at the General Assembly.
- 4.7.2 The delegate will not be allowed to represent two or more Member Societies.
- 4.7.3 The number of delegates of every Member Society will be in relation to the total number of associates: one hundred (100) or less, one representative; between one hundred (100) and two hundred (200), two representatives; more than two hundred (200), three representatives. The latter is the maximum number of representatives each country may have. Every delegate shall have the right for one vote, such right is personal and individual and can not be delegated to third parties.
- 4.7.4 Member Societies will announce, to the Secretary of the Federation, the names of their delegates no later than two (2) weeks prior the Assembly.
- 4.7.5 A delegate may be admitted to the Assembly only after being authorized by a representative of the Commission that appraises the nominations (4.10.4), who will grant a certificate that must be kept in sight throughout the Assembly.

## **4.8 Council**

- 4.8.1 The Council is the Executive Body of the Assembly and the Federation. It is responsible for ensuring that the decisions of the Assembly are carried out and that the purposes of the Federation as drafted and described in these Bylaws are fulfilled.
- 4.8.2 The Council will be composed by nine members, who will be elected by the General Assembly among the delegates present.
- 4.8.3 None of the Member Societies may have more than one representative in the Council.

## **4.9 Executive Committee**

The Executive committee shall be comprised by the President, the President-Elect, the Secretary, and the Treasurer.

## **4.10 Election of the Council and Executive Committee**

- 4.10.1 It will be carried out during the Ordinary Assembly following the regulation conceived for this purpose.
- 4.10.2 All delegates of the Founding and Holder Member Societies, duly accredited, shall be eligible to serve on the Council.
- 4.10.3 Every Member Society will nominate, from among the delegates present, a single candidate for the Council. Such nomination will be announced to the Executive Committee no later than three (3) months prior the Assembly.

- 4.10.4 Nominations to the Council shall be reviewed by a Commission consisting of the President, the Secretary, the Treasurer and three other Council members. The Commission will assess the suitability of the nominations and may or may not accept them for election. In case they are not accepted, the Commission must justify the reason.
- 4.10.5 The election of the Council members shall be prior the election of the members of the Executive Committee.
- 4.10.6 At the General Assembly, four (4) delegates shall be elected to replace the four (4) members who complete their term of office on the Council.
- 4.10.7 None of the delegates may cast more than one written ballot, nor may they vote for more or less of the number of candidates required to serve on the Council, except when the Assembly determines otherwise.
- 4.10.8 The election of the Council members will be by secret ballot, and the votes will be counted by at least two persons appointed by the President or their representative. Results will be announced immediately, and subsequently published.
- 4.10.9 In the event of a tie in the ballots, the candidates involved will leave the Assembly, until a new majority decision has been reached to determine who is elected.
- 4.10.10 The Council will immediately investigate any filed complaint about disputes or irregularities in the ballots; report and recommendations will be accepted if approved by the majority of the Assembly.
- 4.10.11 The written ballots shall be destroyed after a time frame fixed by the Executive Committee.
- 4.10.12 The four newly elected Council members, those remaining in office as Councilor and the President-Elect shall serve on the new Council and shall assume their seats immediately, except for those candidates affected by any dispute or irregularity stated in connection with any Bylaw of the Federation. The President-Elect shall assume the office of President. The President and the newly constituted Council shall elect a President-Elect, Secretary, and Treasurer of the Executive Committee in closed session.

#### **4.11 Term of office and re-election**

- 4.11.1 The Councilor term of office shall be four (4) years and has to be renewed every two (2) years by the Councilors who conclude their term of office. They may be re-elected to the same office for only one consecutive term.
- 4.11.2 The term of office of the President-Elect shall be two (2) years, and they shall assume the office of President for the two (2) immediately following years as soon as the President-in-Office has completed their term of office.
- 4.11.3 The term of office of the President shall be two (2) years, and they shall assume the office of Past-President for the two (2) immediately following years as soon as their term of office as President has been completed.
- 4.11.4 Whoever holds the offices of President-Elect, President, and Past-President cannot be eligible for re-election to any of these positions.

4.11.5 The term of office of the Secretary and Treasurer shall be two (2) years, they may be re-elected to the same office for only one consecutive term.

#### **4.12 Vacancies**

The Council may, at its discretion, appoint another member of the Council to replace a vacant seat on the Executive Committee until the following General Assembly. The newly appointed Councilor shall belong to the Member Society which vacates such seat.

#### **4.13 Rights and Obligations of the Council**

4.13.1 Establish the infrastructure for the efficient operation of the governing organs and the executives of the Federation.

4.13.2 Foster the collaboration between societies of the Member Countries.

4.13.3 Plan and carry out efficiently the Congresses of FEPIMCTI.

4.13.4 Schedule the date and place of the two-yearly meetings of the Assembly of the Federation.

4.13.5 Promote and plan the scientific activities of the Federation.

4.13.6 Elect the persons or entities who will arrange the administrative and logistical affairs of the Federation.

4.13.7 Draft the regulations.

4.13.8 Guide the process for the request of exclusion or suspension of Member Societies.

4.13.9 Appoint the President of the Scientific Committee.

4.13.10 Propose to the Assembly the constitution or dissolution of Expert Committees.

4.13.11 Regulate the operation of the Expert Committees and of the various activities related to the Federation.

4.13.12 Develop and conduct the strategic plan.

4.13.13 Process the Bylaws amendment proposals.

4.13.14 Through the Executive Committee, carry out the decisions made by the Assembly related to the administration and acts of domain of the Federation.

4.13.15 Be responsible for the safekeeping and investment of Federation funds and the proper use thereof.

#### **4.14 Rights and obligations of the Executive Committee**

4.14.1 Carry out the resolutions made by the Council.

4.14.2 Assist the Secretary in the preparation of the General Assembly agenda, which shall be sent to all Member Societies along with the full details of the Assembly Board.

4.14.3 Establish, at its discretion, administrative committees that execute and facilitate the work of the Federation, and nominate its members before the Assembly.

4.14.4 Assist the Treasurer in the preparation of the budget for submission to the General Assembly.

4.14.5 Appoint and dismiss administrative staff.

4.14.6 Process and resolve, when required for reasons of urgency, the Council's own business, to which it must report as required.

#### **4.15 Council Meetings**

##### **4.15.1 Regular Meetings of the Council**

The Council shall meet at least four (4) times during the period between two (2) Ordinary General Assemblies.

##### **4.15.2 Special Meetings of the Council**

4.15.2.1 The Executive Council may call a special Council Meeting, when necessary, to address one or more specific issues that require the agreement of the Council's quorum.

4.15.2.2 A Council's quorum may also call a special meeting of the Council.

4.15.2.3 The quorum of the Council can be considered to be a quorum when five (5) of its nine (9) members are in session, provided that it has been convened at least sixty (60) days in advance and all members of the Council have been notified.

#### **14.16 Chair of the Council Meetings**

The meetings of the Council shall be chaired by the President or in his absence by the President-Elect.

#### **14.17 Voting at Council Meetings**

14.17.1 Any matter submitted to vote shall be decided by a majority, except when these Bylaws provide otherwise.

4.17.2 The President shall vote only when a tie occurs.

#### **4.18 Minutes of the Council Meetings and Executive Committee**

The Secretary shall record the minutes of each Council Meetings and the Executive Committee. These minutes will be sent to all the members of the Council within the fifteen days following the Meeting. Should any correction be necessary, they must be ratified in the following fifteen (15) days by all the participants; in any case, they will be signed by the President and the Secretary.

#### **4.19 Rights and Obligations of the President**

- 4.19.1 Legally represent the Federation.
- 4.19.2 Represent the Federation before public and private authorities, government agencies, social organizations, and scientific-medical corporations.
- 4.19.3 Call the meetings of the General Assembly, the Council, and the Executive Committee, in accordance to the Executive Committee.
- 4.19.4 Preside and moderate the Ordinary and Extraordinary General Assemblies.
- 4.19.5 Chair the meetings of the Council and the Executive Committee.
- 4.19.6 Report on their activities to the Council, the Executive Committee, and to the Assembly.
- 4.19.7 Sign the minutes of the Assembly, the Council, and the Executive Committee.
- 4.19.8 Sign the contracts of the Federation.
- 4.19.9 Enforce the implementation of the agreements of the Assembly.
- 4.19.10 Carry out any additional duties entrusted by the Assembly.

#### **4.20 Rights and Obligations of the President-Elect**

- 4.20.1 Replace the President in their absence temporarily or permanently.
- 4.20.2 Assist in the tasks of internal and external audits of the Federation.
- 4.20.3 Make recommendations based on the results of the audits.
- 4.20.4 Direct the implementation of the strategic plan and quality improvement programs.
- 4.20.5 Carry out the tasks entrusted by the President.

#### **4.21 Rights and Obligations of the Past-President**

- 4.21.1 Attend the Council's meetings, where they may have voice but no vote.
- 4.21.2 Advise the Council on matters that favor the continuity of plans and programs.
- 4.21.3 Carry out the tasks entrusted by the Council.

#### **4.22 Rights and Obligations of the Secretary**

- 4.22.1 Serve as Secretary in the meetings of the General Assembly, of the Council, as well as of the Executive Committee.
- 4.22.1 Legalize the official documents when necessary.
- 4.22.3 Oversee all documents of the Federation are kept safe.
- 4.22.4 Keep the official registration of the Member Societies up to date.
- 4.22.5 Notify the Member Societies all matters affecting their interests in the Federation.
- 4.22.6 Prior agreement with the Executive Committee, develop the order of business and send out the calls for the meetings of the General Assembly, the Council, and the Executive Committee, in due time and form.
- 4.22.7 Ensure the proper operation of the offices and handle the Federation's correspondence.
- 4.22.8 Maintain communication with Member Societies.

- 4.22.9 Ensure the optimum operation of the electronic news media and communication media.
- 4.22.10 Prepare the minutes of the meetings of the Assembly, the Council, and the Executive Committee.
- 4.22.11 All official notifications between the Federation and the Member Societies may be by post or email through the official addresses recorded in the Federation.

#### **4.23 Rights and Obligations of the Treasurer**

- 4.23.1 Be the official guardian of all funds of the Federation, except when the Assembly and the Council order otherwise.
- 4.23.2 Present to the General Assembly the annual income and expenses budget, such budget shall be approved by the Assembly in accordance with the Council and Executive Committee.
- 4.23.3 Maintain a detailed record of the income, expenditure and funds of the Federation and its financial records and securities.
- 4.23.4 Conduct the activities of the internal and external audit of the Federation.
- 4.23.5 Submit a written report of the finances of the Federation to the Ordinary General Assembly and to the Council when requested

#### **4.24 Vote of censure**

- 4.24.1 Five or more members of the Council may cast a vote of censure to any member of the Council. This vote may include a warning, a temporary suspension, or definite replacement by another member of the Council until the next General Assembly is held. Member Societies shall be informed of such suspensions and/or replacements; nevertheless, the reason for that suspension or replacement shall not be disclosed without the signed permission of five or more members of the Council.
- 4.24.2 The reason of the vote of censure may be due to infringement of the present Bylaws, the Regulations that may be drawn up in the course of their development or the resolutions adopted by the governing bodies, for any reprehensible action contrary to the interests and affairs of the Federation and with the approval of five (5) of the nine (9) members of the Council. For this matter, a file will be opened, where the charges against them will be recorded and shall be notified to the interested party so that, within a period of fifteen working days, they formulate in writing all that is convenient in law; a committee, appointed by the Council, will resolve the matter without further internal appeal, notifying the interested party immediately of its decision and informing the Member Societies of the FEPIMCTI.

## **FIFTH CHAPTER**

### **About FEPIMCTI Foundation**

- 5.1 FEPIMCTI Foundation was conceived as a non-profit organization promoted by the Federation, which has a lasting impact on its assets for the achievement of its general interest aims, mainly scientific, training and research activities in the field of Critical Medicine.
- 5.2 The governing organ is the Board of Trustees shaped by FEPIMCTI Council with effect at any moment.
- 5.3 The Foundation shall be governed by the current Bylaws and Regulations, as well as by the agreements which its governing bodies or representatives may implement, all of which must be binding.
- 5.4 The Bylaws of the Foundation and their amendments shall be approved by the General Assembly of the FEPIMCTI, they shall never contradict the affairs and activities of the latter and shall be in accordance with the laws of the country in which it is established.

## **SIXTH CHAPTER**

### **About the Committees**

- 6.1 The Federation Committees shall be of two (2) types and will be governed by one specific regulation:

6.1.1 Expert Committees

6.1.2 Administrative and Strategic Areas committees.

#### **6.2 Expert Committees**

- 6.2.1 Expert Committees bring together professionals who, in the field of critical care, share an interest in a specific area of knowledge.

#### **6.2.2 The duties of the Expert Committees are:**

6.2.2.1 Through guidelines and agreements, standardize the specific tasks that each discipline covers.

6.2.2.2 Advise on topics, speakers or participants in events related to the Federation.

6.2.2.3 Organize specific activities that help encourage the development of the discipline that every committee covers.

6.2.2.4 Through cooperative teams, coordinate lines of investigation with formal working protocols.

6.2.2.5 Actively participate in the planning and development of the scientific activity in the congresses and seminars.

### **6.2.3 Establishment of Expert Committees.**

- 6.2.3.1 Its members shall be promoted by the Member Societies that are accredited at the time and shall be installed after an acceptance process coordinated by the Council through the Scientific Director.
- 6.2.3.2 The origin of its members shall reflect the international nature of the Federation, and it shall seek equitable representation of the Member Societies.
- 6.2.3.3 Every Committee shall have a Director and a Secretary, appointed by the Council under the recommendation of the members of each Expert Committee. Their term of office will be four (4) years, and they must be ratified every two years during the Ordinary General Assembly.
- 6.2.3.4 The establishment of new Expert Committees shall arise from a formal proposal of a Member Society. Its creation will be approved by the Council and ratified by the nearest General Assembly.

### **6.3 Administrative and Strategic Areas Committees**

- 6.3.1 They shall be established by the Executive Committee according to their needs. The Executive Committee shall also determine its structure and duties.
- 6.3.2 The Council shall appoint the Director in every Administrative and Strategic Areas Committee.
- 6.3.3 The rest of the members shall be appointed by the Executive Committee, prior approval of the Council.
- 6.3.4 The Council may, at its discretion, replace the Director or any of its members if their performance has been inadequate.
- 6.3.5 Each Committee shall proceed in accordance to the corresponding Rules.

## **SEVENTH CHAPTER About the Financial Affairs**

### **7.1 Profits**

The Federation is a non-profit organization. The profits that may arise for any of its activities or investments have to be used solely for the benefit of the Federation and to achieve the purposes described in these Bylaws. Personal gain is not justified, nor will it be allowed.

### **7.2 Origin of funds**

- 7.2.1 The funds of the Federation shall be obtained from four (4) sources:
  - 7.2.1.1 Annual fees from the Member Societies.
  - 7.2.1.2 Income from Federation funds and investments.
  - 7.2.1.3 Pan-American and Iberian Congresses and other Congresses of the Federation, courses, publications, and other products prepared by the Federation.
  - 7.2.1.4 Other funds and financial aid approved by the Council on behalf of the Federation according to the present Bylaws.

### **7.3 Funds management**

- 7.3.1 All funds paid to the Federation shall be sent to the Treasurer to be deposited in the Official Account, except when the General Assembly decides otherwise.
- 7.3.2 The General Assembly shall appoint the Official Bank of the Federation, as well as the place for the Official or Parent Account to be opened.
- 7.3.3 In case the Treasurer does not live in the same place where the Official Account was opened, they shall either carry out the necessary arrangements with the Official Bank of the Federation, the aforementioned agreements shall be approved by the Council.
- 7.3.4 Management or withdrawal of the funds from the Official or Parent Account shall only be performed through the authorization of two (2) of the three (3) following officials: President, Secretary, and Treasurer.

### **7.4 Expenses**

- 7.4.1 Funds may be used by the Council, within the authorized limits by the Assembly, for the projects noted in these Bylaws, according to the planned and approved expenditure budget.
- 7.4.2 The Treasurer shall be responsible for preparing the annual report of funds and expenses of the Federation. The Executive Committee will ponder the possibility of hiring a professional auditor to assist it in this matter.
- 7.4.3 Such report will have a detailed account of the income and expenses of the Federation per year.
- 7.4.4 The date for the submission of this report shall be fixed by the Treasurer in consultation with the Council.
- 7.4.5 All Member Society shall receive a copy of the current report containing the order of business for the General Assembly, in which the reports of each year shall be discussed and approved.

### **7.5 Audit**

- 7.5.1 The Treasurer shall be responsible for performing the audit of the funds of the Federation. The Executive Committee will ponder the possibility of hiring a professional auditor to assist it in this matter.
- 7.5.2 The audit will offer detailed information of the income and expenses of the Federation for the previous year.
- 7.5.3 The date for the audit shall be scheduled by the Treasurer according with the Council opinion.
  
- 7.6 All Member Societies will receive a copy of the most recent report with the order of business for the General Assembly.

## **7.7 Special Considerations**

- 7.7.1 The Council shall be empowered to enter into financial commitments and obligations on behalf of the Federation, subject to approval of the Executive Committee.
- 7.7.2 The Federation shall not be liable for debts incurred by Member Societies, except those specified in writing by the Executive Committee.
- 7.7.3 No member of the Council shall be personally liable for any debt incurred by the Federation, according to these Bylaws.
- 7.7.4 The Federation shall cover the expenses of the members of the Executive Committee and of the members of the Council incurred for the activities performed on behalf of the Federation, when these are fully justified before the said Committee and approved by it.
- 7.7.5 Members of the Executive Committee, the Council and other persons acting on behalf of the Federation shall be liable to the Federation, to the Assembly and to third parties for damages caused and debts incurred by malicious, negligent or culpable acts.
- 7.7.6 The persons referred to in the previous section shall be civilly and administratively liable for the acts and omissions carried out in the exercise of their duties and for the agreements that have been voted for by the Federation and the Member Associations in relation to third parties.
- 7.7.7 When liability cannot be imputed to any member of the governing bodies, they shall all be jointly and severally liable for the acts and omissions unless they can prove that they did not participate in their approval and execution or that they expressly objected to them.

## **EIGHTH CHAPTER About dues**

### **8.1 Members annual dues**

- 8.1.1 The General Assembly shall set the minimum and maximum amount to pay for the annual dues.
- 8.1.2 Annual dues shall be determined by the Council according to the number of people recorded as members in each Society.
- 8.1.3 The amount of the due will be expressed in monetary values per person belonging to every Member Society.
- 8.1.4 The annual due shall be paid to the Treasurer no later than February 1st of each fiscal year.
- 8.1.5 The Federation's fiscal year will begin on January 1st and will finish on December 31st.
- 8.1.6 The Council may, according to its criterion, waive the payment of the due of one Member Society when the Government of the country of that Society prohibits money transfers. Such dues will be paid in a National Bank or in a similar institution, instead; and the annual statement of the account thereof will be sent to the Treasurer, instead of the dues. Not sending the banks statements will be

considered as a lack of payment of the dues, according to these Bylaws. These funds shall be used for fostering the Federation purposes, as per special agreement between the Member Society and the Executive Committee.

8.1.7 Dues paid to the Federation will not be refundable.

## **NINTH CHAPTER**

### **Congresses of the Federation**

#### **9.1 Pan American and Iberian Congress**

9.1.1 The Federation shall regularly hold a Congress on Critical Medicine subject to the following conditions:

9.1.1.1 The Congress shall be held every two years and in a single country each time.

9.1.1.2 The Federation shall promote and support these Congresses in the proper way.

9.1.1.3 The Federation will invite its Member Societies to host and arrange these Congresses.

9.1.1.4 The Society who is interested will present to the Ministry satisfactory evidence of its interest and capabilities for arranging and hosting the Congress with plenty of time. It shall successfully respond to the Council's enquiries.

9.1.1.5 After receiving the opinion of the Council, the General Assembly, will be the one to select the host Society. All considerations related to the national policy of a host country will be considered out of place for this decision.

9.1.1.6 The Federation may, at its criterion and with the advice of the Council and approval of the General Assembly, give financial aid to the Congress, in any case should it be liable for the financial affairs or any debt of the Congress.

9.1.1.7 The host Society shall agree to maintain an adequate financial report on the Congress and submit it to the Federation Council within the agreed period of time after the Congress.

9.1.1.8 The host Society shall pay into the Federation's funds, without conditions and within three months following the end of the Congress, 5% of the registration fees or 50% of the profits, whichever the greater.

9.1.1.9 The President and the Organizing Committee shall be appointed by the host Society. The Federation shall appoint the 50% of the members of the Scientific Committee.

9.1.1.10 The formal literature of the Congress shall clearly indicate its relationship with the Federation.

9.1.1.11 The host Society shall provide with simultaneous interpretation, as appropriate, into the official languages of the Federation during the General Assembly.

9.1.1.12 The Executive Committee reserves the right to publicly withdraw the Federation's support for the Congress and to hold it elsewhere, if the host Society fails to comply with the agreed clauses or contradicts the Bylaws of the FEPIMCTI.

9.1.1.13 The Federation will provide advertisement and support to other congresses, meetings, and symposiums about Critical Care Medicine, as requested.

**TENTH CHAPTER**  
**Official Publications**

- 10.1 The Council may invite a select group of publications on Critical Care Medicine to be acknowledged as official publications of the Federation, which will publish from time to time an Official Journal, or any other official material, related to the work Federation.

**ELEVENTH CHAPTER**  
**Honors and distinctions**

- 11.1 The Executive Committee shall have the power to propose specific honors or distinctions to persons or organizations who have made distinguished contributions to the work of the Federation in particular, or to the field of Critical Care Medicine in general.
- 11.2 The Executive Committee will present proposals and the General Assembly will either approve them or reject them.

**TWELFTH CHAPTER**  
**Amendments**

- 12.1 Bylaws may be changed only in the Ordinary General Assembly Meetings.
- 12.2 All proposed changes shall be submitted, in writing, to the Executive Committee at least three (3) months prior to the General Assembly, and shall be communicated to the Member Societies along with the order of business sixty (60) days in advance, as stated in section 4.4.1.
- 12.3 No proposed amendment to the Constitution shall be considered unless it is endorsed by the Council or by at least two Member Societies.
- 12.4 The Executive Committee must include the proposals in the order of business of the General Assembly and shall inform the Assembly of its views.
- 12.5 The General Assembly may accept, reject or modify the proposed amendments.
- 12.6 No proposed change to amend the Bylaws shall be carried out without the endorsement of, at least, two thirds (2/3) of the officially accredited delegates present at the General Assembly.

**THIRTEENTH CHAPTER**  
**Dissolution and liquidation**

- 13.1 A proposal to dissolve the Federation shall be endorsed by at least two thirds (2/3) of the Founding and Holder Member Societies.
- 13.2 Such proposal shall be submitted in writing to the Ministry no less than six months prior the General Assembly.
- 13.3 The proposal shall be discussed by the General Assembly. After having heard the Executive Committee views, the Proposal may be overruled by the simple majority of the titular delegates of the Assembly, but if it is carried out, it has to

be confirmed by an affirmative vote of not less than two-thirds (2/3) of all the Founding and Holder Member Societies.

- 13.4 The liquidation of the Federation funds must be carried out by a professional accountant appointed by the Assembly.
- 13.5 The remaining funds of the Federation, after, will be used for the purpose or purposes most closely related to the projects of the Federation, as described in these Bylaws.

#### **FOURTEENTH Transitory articles**

- 14.1 For the first and only time, four of the eight Councilors elected in 2020 will remain in office for only two years instead of four, in order to establish the conditions for renewing four Councilors every two years thereafter. In this case, and on an exceptional basis, the Councilors who received the fewest votes during the 2020 election will take the office for two years.
- 14.2 Since in the transition period (2018-2020) there will not be a President-Elect assuming the Presidency in 2020, the 2018 Assembly will vote for the first and only time to determine whether the office of President for the period 2020-2022 will be taken by the Vice-president of the 2016-2020 period, or must be elected by the 2020 Assembly.