CONSTITUTION

of the

International Society of Surgery ISS

Société Internationale de Chirurgie SIC

Advancing the Science and Art of Surgery Worldwide

1. NAME AND SEAT

A non-profit association established under the name of "International Society of Surgery (ISS) / Société Internationale de Chirurgie (SIC)" (the "Society") in accordance with Article 60 *et seq*. of the Swiss Civil Code.

1.1. The Society was founded in Brussels (Belgium) on September 9, 1902. Its seat was transferred to Switzerland on January 1, 1980.

1.2. The official language of the Society is English.

1.3. The Seat of the Society within Switzerland is determined by the Council. Except as otherwise determined by the Council, the Seat is with the Administrative Office.

1.4. The transfer of the Seat of the Society to outside of Switzerland shall be decided by the General Assembly by the affirmative vote of a majority of two-thirds of the members present.

2. PURPOSE AND OBJECTIVES

2.1. The purpose of the Society is the advancement of the science and art of surgery, anaesthesiology, and care of the surgical patient.

2.2. The objectives of the Society are:

2.2.1. To disseminate knowledge of the science and art of surgery and associated disciplines.

2.2.2. To hold International Surgical Week (ISW), also known as the World's Congress of Surgery (the "Congress"), a biennial event where present progress and problems of interest to all surgeons, anaesthesiologists, and other physicians are presented. The Congress also offers venues for simultaneous meetings of various specialties, provided during joint meetings, presentations, panels, and workshops.

2.2.3. To promote and facilitate education regarding all aspects of care of the surgical patient worldwide, association with the Subcommittee for Surgical Training, and Integrated Societies, for promoting, coordinating and facilitating the educational activities of the Society, including regional scientific meetings and courses to be held jointly under the auspices of the Society, and the local organization.

2.2.4. Assist in providing ISS scientific sessions within other conferences of general and global interest to surgeons, anaesthesiologists, and other physicians across specialties.

2.2.5. To disseminate knowledge of the science and art of surgery and associated disciplines through the regular publication of the World Journal of Surgery (the "Journal"), the official organ of the Society, as well as through the publication of books, manuals, and newsletters.

3. MEMBERSHIP

3.1. All persons and entities who identify themselves with the purpose and the objectives of the Society may apply for membership.

3.2. Subject to the terms of this Constitution, applicable criteria for membership shall be determined as set forth in the Internal Rules (as defined below).

3.3. The Internal Rules shall define the membership categories and identify the rights and duties of the members and the procedures for the acquisition and loss of membership.

3.4. **Members:**

3.4.1. **Full Members**

Medical doctors or non-medical scientists who have received academic training in, and who are, or have been, engaged as their main professional endeavor in a career involving a recognized field of surgery, anaesthesiology, or life science including the care of the critically ill, research or education.

3.4.2. **Associate Members.**

Medical Students in Active study at a School of Medicine, and members of Allied Medical Disciplines may join as Associate Members with full privileges, but without voting rights.

3.5. **Integrated Societies**: Independent legal entities bound to the Society by individual contract approved by the Council, whose members are, and all qualify as, Individual Members, enjoy full membership privileges and are subject to all membership duties. Each Integrated Society will be entitled to delegate one representative with voting rights to the Council, to the Program Committee of the Society, and to be represented on the Editorial Board of the Journal, as further specified in the Internal Rules.

3.6. **Participating Societies**: Independent legal entities, as may be further specified in the Internal Rules, bound to the Society by individual contract approved by the Council, whose members do not all qualify as Individual Members as per Article 3.4. Participating Societies shall be considered as participating in all activities of the Society, without their members enjoying the membership privileges, and being subject to the membership duties, as per the individual contract and as further specified in the Internal Rules.

3.7. **Associated Societies:** Independent legal entities, as may be further specified in the Internal Rules, bound to the Society by individual contract approved by the Council and whose members, by virtue of their membership of the Associated Society, will be allowed a 50% reduction in their membership fees of the ISS to join the ISS, and will be considered, provided that such members are current and in good standing with their own Society. For the duration of the contract, and subject to their current active membership

of the Associated Society and current ISS (discounted) membership fees paid as laid down in the Internal Rules, their members will enjoy the membership privileges and membership duties and responsibilities of full individual members, as per Article 3.4 and as specified further in the Internal Rules.

4. ORGANIZATION

4.1. The organs of the Society are:

4.1.1. the General Assembly.

4.1.2. the Society Council.

4.1.3. The Executive Committee

4.1.4. The Permanent and *ad-hoc* Boards and Committees.

4.1.5. The Integrated Societies

4.1.6. The National or Regional Chapters.

4.2. The Society's Auditors

4.3. The Society's Legal Representatives

4.4. The Court of Honor

4.1.1. **THE GENERAL ASSEMBLY** is the supreme organ of the Society and consists of all Individual Members of the Society as defined in clause 3.4.

4.1.1.1. The General Assembly shall meet biennially in ordinary session during the Congress. Extraordinary sessions of the General Assembly shall be held when convened by the Council of the Society, or at the request of at least one fifth of all the Individual Members of the Society.

4.1.1.2. The formal invitation to attend the ordinary General Assembly shall be published in a Newsletter and on the Members' section of the Society's website, together with the provisional agenda, at least thirty days before the date fixed for the meeting. The invitation to the extraordinary sessions of the General Assembly shall be published together with the agenda at least twenty days before the session and no other advance notice shall be required.

4.1.1.3. The ordinary General Assembly shall hear the report of the President and approve the accounts for the preceding financial period. The General Assembly shall elect the Officers of the Society as set forth in the Internal Rules. Furthermore, the General Assembly shall decide on the membership fees and on all items appearing on the agenda.

4.1.1.4. A minimum of ten members of the Society shall be entitled to request the President to include specific items in the agenda by providing written notice to the President at least two months in advance of the date of the

meeting of the General Assembly, provided that items regarding an amendment to the Constitution must be proposed in accordance with Section 11.

4.1.1.5. The debates in the General Assembly shall be validly held, irrespective of the number of members present. Each member has one vote. Decisions and elections shall be made by the affirmative vote of a simple majority of the members present. When amendments to the Constitution or the dissolution of the Society are under consideration, a decision shall be made by the affirmative vote of the majority of two-thirds of the members present.

4.1.1.6. In the circumstance where a vote is required, a validated vote by electronic (digital) means by those present is accepted.

4.1.1.7. The Secretary General is responsible for the minutes of the meetings and shall sign them jointly with the President.

4.1.2. **THE SOCIETY COUNCIL** ("the Council") is the executive organ of the Society. It conducts the affairs of the Society and decides on all matters not expressly assigned to the General Assembly or to another specific organ of the Society.

4.1.2.1. The terms of office for the members of the Council are laid down in the Internal Rules.

4.1.2.2. The Society Council consists of the following members, with full voting rights:

4.1.2.3. The President,

4.1.2.4. The President-elect,

4.1.2.5. The Immediate Past-President,

4.1.2.6. The Secretary-General,

4.1.2.7. The Treasurer,

4.1.2.8. Five (5) Councillors-at-large

4.1.2.9. One (1) representative of each Integrated Society (the President of that Society, or their designated Deputy).

The Society Council will additionally consist of the following *ex-officio* members, without voting rights:

4.1.2.10. The Administrative Director of the Society

4.1.2.11 The Editor in Chief of the World Journal of Surgery

4.1.2.12 The Secretary-General of the ISS Foundation

4.1.2.13 The President of Foundation for Global Surgical Care

4.1.2.14 Apart from the tasks assigned by the General Assembly, the Council shall have the authority to call and convene its own meetings, delegate charges, responsibilities and duties among its members and determine who is authorized to assign or otherwise act on behalf of the Society.

4.1.2.15 The Council shall meet whenever it is convened by the President or the Secretary-General or at the request of two of its members. The President together with the Secretary-General and the Administrative Director may decide by simple majority among themselves whether a meeting shall be held in person or whether the agenda shall be submitted to the members of the Council in writing.

4.1.2.16 The deliberations of the Council are valid if more than half of its voting members are present at a meeting held in person or are participating by written resolution. Decisions shall be made by the affirmative vote of a simple majority of the members present at a meeting held in person or participating by written resolution; if the votes are equal, the President casts the deciding vote.

4.1.3 **THE EXECUTIVE COMMITTEE OF THE COUNCIL.** The Executive Committee of the Council ("The Executive"), consists of the senior office-bearers of the Council, and will have authority to address all urgent matters, and such matters as arise between meetings of the Council.

4.1.3.1 The Executive Committee will consist of the following members, and the terms of office of the members of the Executive Committee shall be as specified:

4.1.3.1.1 The President (2 years)

4.1.3.1.2 The President-Elect (2 years)

4.1.3.1.3 The Immediate Past-President (but without Executive voting rights) (2 years)

4.1.3.1.4 The Secretary-General (6 years)

4.1.3.1.5 The Secretary-General Elect (but without Executive voting rights) (2 years)

4.1.3.1.6 The Treasurer.

4.1.3.2 If voting is required, the President has casting vote.

4.1.3.3 The Executive may, by simple majority, co-opt other members of the council for its meeting as appropriate.

4.1.3.4 The Executive Committee should have at least 4 meetings per year, of which at least two will be person to person, and the remainder, electronic.

4.1.3.5 The Council convenes a minimum of once per year in person. At the discretion of the Executive, the Council may hold a second in person meeting. All other deliberations may be held, and decisions validly taken by telephone, videoconference or electronic means including voting.

4.1.4 **THE BOARDS and COMMITTEES:** In order to fulfill specific tasks, the General Assembly or the Council may establish permanent as well as *ad-hoc* Boards and Committees. The Constituent members of each Board or Committee are laid down in the Internal Rules.

Each Board or Committee shall be chaired by a member of the Council.

The following permanent Boards and Committees exist:

4.1.4.1 The Nominating Committee, which will be chaired by the President.

4.1.4.2 The Program Committee, which will be chaired by the Secretary-General.

4.1.4.3 The Editorial Board of the World Journal of Surgery, which will be chaired by the Editor-in-Chief of the World Journal of Surgery

4.1.4.4 The following Subcommittees of the Council:

4.1.4.4.1 The Global Surgery Subcommittee

4.1.4.4.2 The Membership Subcommittee

4.1.4.4.3 The Social Media Subcommittee

4.1.4.4.4 The Scientific Subcommittee

4.1.4.4.5 The Surgical Training SubCommittee

4.1.4.4.6 Other *ad-hoc* Subcommittees as decided by the Council.

The Chairs of the Subcommittees will be appointed by the President in Association with the Nominating Committee, based on Applications received

The Internal Rules define the Boards, Committees, and Subcommittees, their structure, and organization.

4.1.5 **THE INTEGRATED SOCIETIES**

4.1.5.1 **BSI**
Breast Surgery International

4.1.5.2 **IASMEN**
International Association for Surgical Metabolism and Nutrition

4.1.5.3 **IASSS**
International Association of Surgical Student Societies

4.1.5.4 **IATSIC**
International Association for Trauma Surgery and Intensive Care

4.1.5.5 **ISDS**
International Society of Digestive Surgery

4.1.6 **THE CHAPTERS**. The members of the Society are encouraged to form National and/or Regional chapters to coordinate the activities of the Society in their area (the "Chapters").

These Chapters have no independent legal identity, but represent the Society, and shall function as ambassadors for the Society in their corresponding countries or regions. Each Chapter may have a National Delegate, National Representative, or Regional Representative.

The Internal Rules determine their structure and organization.

4.1.7 **THE WORLD JOURNAL OF SURGERY (WJS)**

The World Journal of Surgery is wholly owned by the Society and contracted to the Publisher, with an Editorial Office paid for by the ISS, but with the right to full Editorial independence of the Office and of the Editor of the WJS

4.2 **THE AUDITORS**. The General Assembly shall appoint an approved trust company as statutory auditors (the "Statutory Auditors"). The Statutory Auditors shall be biennially elected/re-elected. The Statutory Auditors audit the annual accounts, and the Society's methods of investing the assets and the portfolio of assets of the Society. The Statutory Auditors shall report their audit results and methods in writing to the Council. This report, together with the annual accounts, shall be submitted to the next ordinary General Assembly for approval.

4.3 **THE LEGAL REPRESENTATIVES**: The General Assembly, on the recommendation of the Council, shall appoint an approved Legal Practice ("Legal Practice"). The Legal Practice will nominate a Legal Representative to represent the Society in all legal matters. The Legal Practice shall be biennially appointed / re-appointed. The legal Practice shall, through their appointed Legal Representative, advise the Society on all legal matters, and act on behalf of the Society in any legal matters pertaining to the Society.

4.4 **THE COURT OF HONOR**. The Court of Honor is the tribunal that considers all issues between a member of the Society and any of its organs, as well as issues between the Society's organs. The Court's recommendations will be submitted to the Executive. In turn, the Executive will submit the Court's recommendations to the Council, for consideration and approval before implementation.

4.4.1 The Court of Honor will be appointed as an independent entity and has the authority to call its own meetings.

4.4.2 The Court of Honor is composed of three honorable members, appointed by the President of The Society

4.4.3 The Court of Honor has the right to call on a legal expert to ask for a legal opinion.

4.4.4 The proceedings before the Court of Honor shall be in writing, with communication by electronic means being acceptable.

5 ADMINISTRATION

5.1 The Council shall entrust a professional administrative office with the completion of the day-to-day administration of the Society, under the supervision of the Secretary-General.

5.2 This Administrative Office is bound to the Society by a contract, which shall be approved by the Council.

5.3 The Head of the Administrative Office is the Administrative Director of the Society. He or she shall attend the meetings of the Executive Committee and, if appropriate, of the Boards and Committees with advisory voting power.

5.4 The Administrative Office houses the Seat of the Society and shall be its official address. All communications received by the Administrative Office on behalf of the Society shall be forwarded to the appropriate officers.

5.5 The Administrative Office shall provide the staff necessary to efficiently conduct the tasks entrusted.

INTERNATIONAL SOCIETY OF SURGERY, ISS/SIC
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6 TERMS OF OFFICE

6.1 The officers of the Society shall be as set forth in this Constitution, the Internal Rules, or as otherwise determined by the Council from time to time. A term of office begins at the end of one ordinary General Assembly and lasts until the end of the next ordinary General Assembly, which usually corresponds to a two-year period.

6.2 The member elected to the office of President shall serve as President-elect for one term, followed by another term as President, followed again by an additional term as Immediate Past President. A member who has served in these offices is not eligible for re-election to these offices.

6.3 The following offices last for two terms, and the office holder is eligible for re-appointment in the same position, once, (for two further terms) for a total of two terms of four years each:

6.3.1 the Secretary-General: A term of 2 years as Secretary-General Elect, followed by a two years as Secretary General, and a further term of 4 years

6.3.2 The Treasurer: Two terms of 4 years each

6.4 The following office lasts for two terms, and the office holder is eligible for re-appointment to the same office without limitation, subject to the contract between The Society and the World Journal of Surgery.

6.4.1 the Editor-in-Chief of the World Journal of Surgery

6.5 The terms of office of the Representatives of the Integrated Societies are determined by the Integrated Society which appoints such Representative. The same applies to the Delegates of the Chapters.

7 OFFICERS

7.1 All officers are nominated by the Nominating Committee and elected by the General Assembly as specified in the Internal Rules. As a rule, they serve in an honorary position and shall not have the authority to bind the Society and shall not be compensated by the Society except as set forth in the Internal Rules.

7.2 To the extent not set forth in this Constitution, the election procedure as well as the rights and duties of the officers shall be defined by the Internal Rules.

7.3 In case of absence or incapacity of the President, the President-elect shall perform his or her duties.

7.4 Other vacancies occurring in office shall be filled until the next ordinary General Assembly. by appointment, by the Executive, and ratified by the Council, either by in-person or electronic means.

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8 FINANCES

8.1 The Society shall raise its funds through membership fees, the Congress, and other scientific or educational events and publications, in particular, the Journal. It may also receive sponsorships, donations and be appointed as heir or legatee.

8.2 Membership fees are payable yearly in advance.

8.3 The Council may create special vessels for raising funds for specific objectives of the Society.

8.4 The members of the Society shall be exonerated from personal liability with respect to the financial commitments of the Society, which shall be guaranteed solely by the Society's assets.

8.5 The business year of the Society shall correspond to the calendar year. The Society's accounting books shall be closed annually and submitted to the Statutory Auditors.

8.6 The financial period for which consolidated accounts must be presented for definite approval to the ordinary General Assembly shall start on January 1st preceding the last ordinary General Assembly and end on December 31st preceding the approving ordinary General Assembly.

9 INTERNAL RULES

9.1 The Council shall establish "Internal Rules" supplementing this Constitution.

9.2 The Internal Rules become effective with their adoption by the Council. They will then be published to the members for information purposes.

10 COMMUNICATION

10.1 The World Journal of Surgery is the official Journal of the Society. Subscription to the Journal is included in the membership fee.

10.2 The Newsletters to all members shall be the main means of communication from the Society to the members.

10.3 All communications in writing between the Society and its members, as well as among the members of its organs and the organs among themselves, are equally valid whether notified or exchanged on paper or electronically.

11 AMENDMENTS TO THE CONSTITUTION.

11.1 Amendments to this Constitution may be proposed to the General Assembly by the Council, or by at least twenty members, subject to the terms and procedures in this Section.

11.2 Such proposals by the members must be addressed to the President in writing at least three months in advance of the General Assembly and shall include a copy of the proposed amendment and a brief explanatory statement of grounds for amendment.

11.3 Except to the extent otherwise provided in this Constitution, amendments to the Constitution require the affirmative vote of a majority of two thirds of the members present at the General Assembly.

12 DISSOLUTION OF THE SOCIETY

12.1 A decision to dissolve the Society shall be taken by an extraordinary General Assembly specially convened for the purpose and by the affirmative vote of at least two thirds (2/3) of the members present at such General Assembly.

12.2 In case of dissolution of the Society, all its remaining assets shall be transferred to an organization aspiring to the same or to a similar purpose. Devolution of assets to the members of the Society is excluded

This constitution has been approved at the General Association in Mexico City April 22, 2026

Date: April 22, 2026

Place: Mexico City

ISS/SIC President (2024-2026)

Ari K. Leppäniemi





ISS/SIC President (2026-2028)

Alessandro Fichera



ISS/SIC General Secretary

Kenneth D. Boffard

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