

WORLD UNION OF WOUND HEALING SOCIETIES - By law

WORLD UNION OF WOUND HEALING SOCIETIES

ARTICLES OF ASSOCIATION

ARTICLE 1 - COMPANY NAME

An Association of a scientific nature is established, named "*Unione Mondiale delle Associazioni per la Cura delle Ferite*" or in English "World Union of Wound Healing Societies", abbreviated to "WUWHS".

The Association is of an international nature, it is a federation of scientific associations that are non-profit making and it is governed by these Articles of Association.

ARTICLE 2 - REGISTERED OFFICE

The Association's registered office is at the domicile of the President.

The executive Committee may establish a registered office elsewhere or suppress secondary or operational offices.

ARTICLE 3 - PURPOSES OF THE ASSOCIATION

The Association is non-profit making and it encourages a global approach to education, research and health care delivery to achieve optimal outcomes for patients with acute and chronic wounds.

The WUWHS will address issues from a global perspective and will be complimentary with the activities of the members.

The purposes of the Association are:

- 1) to improve patient-centred care by encouraging global cooperation in wound healing clinical practice, education, research and delivery of wound care;
- 2) to encourage research into all aspects of wound healing by developing global cooperation between wound healing societies, governments, health agencies and industries;
- 3) to enhance education in wound healing by developing policy, programs and initiatives that can be used or adapted for use worldwide;
- 4) to represent the scientific community of wound healing in commissions and in international health organizations;
- 5) to improve the clinical practice, delivery of treatment and outcomes in wound treatment by developing global policy and protocol;
- 6) fundraising to support the achievement of the business purposes.

Although it is non-profit making, the Association may carry out any activity, provided that are directly associated with institutional activities or those deemed necessary for achieving the Association's purpose.

ARTICLE 4 - MEMBERS OR SUPPORTING SOCIETIES: REQUIREMENTS

All scientific associations are able to assume the status of member ("Supporting Society") if they meet the following requisites: they are legally established; they are non-profit making; they are of a national, supranational or multinational dimension; they are operated by a statute that guarantees the internal application of the principles of democracy; their purpose is scientific research, training and/or divulgation in relation to wounds and phenomena entailing tissue repair in the broadest sense of the term. Scientific associations having the purpose of study, scientific divulgation and research of disciplines associated or related to wound care are not excluded.

ARTICLE 5 - ACQUIRING THE STATUS OF MEMBER OR SUPPORTING SOCIETY

The status of member ("Supporting Society") can be acquired by associations having already participated, in their capacity as Supporting Society, in the World Wound Care Congress which took place in Florence from 25 to 29 September 2016, without prejudice to the provisions of the last paragraph of this article.

Furthermore, the status of Supporting Society, without prejudice to the requisites pursuant to Article 4, paragraph one, is acquired by co-optation by the President Elect, at the time of their appointment.

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Associations that, albeit meeting the requirements pursuant to Article 4, are of national dimension but have their registered office in a country in which another two Supporting Societies are present and have their registered office cannot assume the status of Supporting Society.

ARTICLE 6 - LOSING THE STATUS OF MEMBER OR SUPPORTING SOCIETY

The status of member ("Supporting Society") is lost either due to the loss of requirements pursuant to article 4) paragraph one, or due to withdrawal.

The status of Supporting Society lasts for four years, effective as from admission. Every four years, to keep such status, the Supporting Society must submit a new application within 12 months from the World Congress pursuant to Article 22 hereunder.

ARTICLE 7 - ENDOWMENT

The endowment of the Association consist of assets derived from gifts, donations and contributions from government entities or international entities, NGOs, health agencies, enterprises and assets derived as proceeds from the Congress, training or research activities.

Assets thus sourced are used for pursuing the purposes of the association.

As it is non-profit making, if income is received during the activities performed, the portion thereof that is not absorbed by the costs for its operation or for funding initiatives shall be allocated to increase the endowment.

There can be no division of profits and advance payments in favour of the Supporting Societies.

ARTICLE 8 - ASSOCIATION BODIES

The bodies of the Association are: The President, the Executive Board and the Supporting Society Assembly.

The Association also avails itself of consultancy boards which support its institutional activities, such as: the Continental board, the Sister Society board and the Industry Liaison group.

Social positions are gratuitous.

ARTICLE 9 - THE PRESIDENT

Assuming the position of President of the Association is the President of the last World Congress. The President shall come into office at the end of the World Congress of which they are the Convener and their term shall be four years.

ARTICLE 10 - THE PRESIDENT'S FUNCTIONS

The President holds legal representation of the Association.

The President carries out the following functions:

- a) Calls and chairs the Executive Board meeting and schedules the activities thereof, defining its operational procedures;
- b) Calls the Assembly and defines the agenda thereof, chairs discussions and determines the procedures for verifying the regularity of the works, voting procedures and verification of the delegates' powers;
- c) Appoints two Executives and proposes the Treasury candidate, to be appointed by the Supporting Society Assembly;
- d) May appoint, as deemed necessary, an External Advisor who flanks them with consultancy functions;
- e) Oversees the execution of resolutions taken by the Supporting Society Assembly and the Executive Board meeting;
- f) Oversees collections of credit and makes payments, using the Association's bank current account, limitedly to the amounts required for the regular administration of the latter in implementing the programmes and achieving association purposes;
- g) Avails themselves of the collaboration of the President Elect when carrying out their office, but may also attribute assignments to the Supporting Societies or to natural persons in order to perform

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their functions;

- h) Collaborates with the Treasurer when preparing the final annual financial statements;
- i) Has the task of guaranteeing, also by means of the position of secretary, the operation of the activities of the Executive Board and the Assembly;
- j) Supervises the creation of the website, official press body and the Association's newsletter;
- k) Draws up the text of the general Regulations which must be approved by the Executive Board first and then the Supporting Society Assembly;
- l) Oversees the preparation and circulation of the call for submission of interest to organise the World Congress;
- m) Draws up the annual report and that of the end-of-mandate which they submit to the Assembly;
- n) Appoints the members of the Continental Board, the Editorial Board and the Industry Liaison Group, and supervises the activities thereof.

In the case of resignation or temporary impediment of the President, their functions are assumed by the President Elect, whereas in the event of resignation or impediment of a Secretary appointed by the President, the latter proceeds with a new appointment.

In the case of resignation or impediment of the Treasurer, the General Secretary and the Recorder, the President proceeds with a new appointment.

ARTICLE 11 - THE EXECUTIVE BOARD

The Executive Board is made up of: President, President Elect, Past President, General Secretary, four Executives, Treasurer, Recorder and External Advisor.

This is the collegiate body which supports the President in the activity of executing activities aimed at pursuing the purpose of the association, the preparation of draft and final financial statements and the ordinary management of all the activities.

The President calls the Executive Board meeting, fixes the agenda thereof and coordinates its discussions. Notices of call come about by any means guaranteeing proof of effective receipt at least 30 days before the meeting.

For the resolutions of the Executive Board to be valid, the presence of the majority of its members is required and its resolutions are taken by absolute majority of the attendees. Votes cannot be cast by proxy. Intervention in the Executive Board meetings can also take place via means of telecommunication.

ARTICLE 12 - FUNCTIONS OF THE EXECUTIVE BOARD

The Executive Board:

- Flanks and supports the President in all their functions;
- Approves the General Regulations by proposal of the President;
- Controls the regularity of the proposals of membership and upholding requirements, pursuant to Article 4, paragraph one, of the Supporting Societies;
- Settles disputes between Supporting Societies and between the latter and the association bodies;
- Resolves on the transfer of the Association's registered office;
- Determines the technical guidelines regarding the call for submission of interest to organise the World Congress, pursuant to the General Regulations;
- Selects nominations received for organising the World Congress, only bringing those that are complete and compliant with the required requisites to the attention of the Assembly.
- Avails itself of consultation boards supporting the institutional activity: The Continental board, the Sister Society board and the Industry Liaison group.

ARTICLE 13 - PRESIDENT ELECT

The President elect is the convener of the next World Congress. They assume the office of President Elect once the Assembly confers them the assignment of organising the next Congress during the meeting called at the end of each Congress.

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The President Elect holds such office for four years and assumes that of President of the Association, pursuant to Article 9, during the progress of the Congress they have organised.

The President Elect is a member *ex officio* of the Executive Board and, as such, participates in the discussions of the Assembly.

The President Elect collaborates with the President in carrying out their functions and avails themselves of the collaboration of the two Secretaries or Executives appointed by them. The President Elect flanks the President and undertakes specific assignments by mandate of the President to whom they report.

Upon their appointment, the President Elect has the faculty to co-opt in the Association, according to the provisions under Article 4, paragraph two, two new Supporting Societies, chosen among the Associations meeting the requirements pursuant to Article 4, paragraph one.

ARTICLE 14 - PAST PRESIDENT

The Past President is the outgoing President. They come into office once the new President takes office and their term is four years.

The Past President is an *ex officio* member of the Executive Board, participates in the discussions of the **Assembly** and collaborates with the President and with the President Elect when carrying out their functions.

ARTICLE 15 - GENERAL SECRETARY

The General Secretary reports to the President and works with him.

They collaborate with the elected President to fulfil their functions. The General Secretary coordinates the work of the executives. The General Secretary is responsible for minuting the meetings of the Executive Board and the Supporting Society Assembly. Moreover, they oversee the archive which is formed of such minutes, the annual reports of the President and that of end-of-mandate, correspondence, etc.

ARTICLE 16 - EXECUTIVES

Four Executives are members of the Executive Board who are appointed thus: two by the President upon their appointment and two by the President Elect upon their appointment.

The Executives continue their term for four years and participate in the discussions of the Assembly meeting.

The Executives, coordinated by the General Secretary, to whom they report, assist and collaborate with the General Secretary in carrying out their respective functions. The Executives support the President and the Executive Board in relations with the Supporting Societies and, according to their indications, oversee the publication of the newsletter, updates on the website, relations with the editorial board of the Association's official magazine, formal and secretarial relations with the advisory boards: The Continental board, the Sister Society board and the Industry Liaison group.

ARTICLE 17 - TREASURER

The Treasurer is appointed by the Assembly from among its members, upon proposal of the President once they take office.

The Treasurer is a member of the Executive Board; their term is four years and is responsible for controlling economic and financial management.

The Treasurer draws up the annual financial statements and, in collaboration with the President, to whom they report, oversees the regular economic, financial and administrative management with the operational support of the Executives.

ARTICLE 18 - RECORDER

The recorder is nominated by the President (to whom they report), is a member of the Executive Committee and is in office for four years. The recorder has the duty to check all the documents connected with the scientific activities of the association. The recorder covers the role of supervisor over the contents of the scientific program of the congress.

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ARTICLE 19 - EXTERNAL ADVISOR

The External Advisor is nominated by the President if needed, is a member of the executive committee and is in charge for four years. The External Advisor reports directly to the President and assists in all functions of the office.

ARTICLE 20 - SUPPORTING SOCIETY ASSEMBLY

The Assembly is made up of the Executive Board and two delegates designated by each Supporting Society. It mandatorily meets in an ordinary session at every World Congress and, where necessary, once a year during the congress of one of the Supporting Societies.

The President must be notified of the appointment of the two delegates by each Supporting Society at least sixty days before the meeting of the Assembly takes place by means of an official communication by the President of the Supporting Society. Replacements are not admitted after such term.

The Assembly meeting is called by the President. The notice of call must show the agenda and the place and time in which the Assembly discussions shall take place. The agenda is drawn up by the President. Notice of call shall be published on the Congress programme, website, newsletter and the official magazine of the Association, at least six months before the date set for the Assembly meeting.

Only members which have confirmed their intention to retain such status at least 12 months before the Congress takes place pursuant to Article 22 may participate in the discussions of the Assembly meeting.

The Assembly meeting is validly convened however many delegates or entitled parties are present; each delegate casts one vote and resolutions are taken by majority of the attendees. In the case of parity, the President's vote prevails. Voting by proxy is not permitted.

Only in the event of votes concerning amendments to these Articles of Association must the Assembly have a minimum two thirds vote of the attendees.

All voting takes place by evident vote except for that regarding the choice of the next World Congress which shall take place by secret ballot during the World Congress.

The Executives are responsible for minute-taking of each Assembly meeting and, subject to approval by the President, such minutes are published on the Association's website.

ARTICLE 21 - FUNCTIONS OF THE ASSEMBLY

The functions of the Assembly are to:

- a) Determine and supervise the activities of the Association;
- b) Choose, by evaluating regularly received nominations, the State which shall host the World Congress following that in which voting takes place;
- c) Proclaim as "President Elect" and "Convener" of the World Congress, the party submitting the awarded nomination;
- d) Appoint a Treasurer from among its members, by proposal of the President;
- e) Resolve on amendments to these Articles of Association;
- f) Approve the General Regulations, financial statements, annual reports and the President's end-of-mandate report, as well as perform other functions deemed necessary for the purpose of achieving the Association purpose.

ARTICLE 22 - ADVISORY BOARDS: THE CONTINENTAL BOARD

The President and the Executive Board avail themselves of an advisory board referred to as the Continental Board which has relational functions with the individual Supporting Societies.

The Continental Board is made up of representatives from: Africa, Europe, North America, Latin America, East Asia, West Asia, Middle East and Oceania; the members of the Continental Board are appointed by the President by recommendation of the Supporting Societies; the number of members for each continental area is determined by the President.

The members of the Continental Board remain in office until expiry of the Executive Board to which they refer.

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ARTICLE 23 - ADVISORY BOARDS: SISTER SOCIETY BOARD

The Associations pursuant to Article 5, last paragraph, can ask to become a part of the advisory board named the "**Sister Society Board**".

The activity of the **Sister Society Board** consists in flanking the Supporting Societies in the activities of coordination and support of scientific communication within the individual States.

Application for membership in the Sister Society Board is submitted by means of a Supporting Society to the President who, having verified the existence of all or part of the requisites pursuant to Article 4, paragraph one, authorises participation of the Association in the operations of the Sister Society Board.

Membership in the Sister Society Board expires and renews according to the same procedure provided for under Article 6. The functions of the Sister Society Board are detailed within the general guidelines.

ARTICLE 24 - ADVISORY BOARDS: THE INDUSTRY LIAISON GROUP

The Industry Liaison Group is an advisory board for the President and the Executive Board. It manages the relationship between the Association bodies and industries operating at the international level in the sector of skin ulcers and acute and chronic wounds.

The members of the Industry Liaison Board are appointed by the President upon indication from the main sponsors of the Congress pursuant to Article 22 and remain in office until expiry of the Executive Board to which they refer.

ARTICLE 25 - THE WORLD CONGRESS

The Association's World Congress takes place every four years.

The Assembly meeting chooses the State in which the Congress shall take place by secret ballot from among the nominations, as regularly received.

Each nomination should be submitted by at least two Supporting Societies and one Association.

That said, a non-supporting society may also submit a nomination assuming they meet the requirements pursuant to Article 4. In this case, the Association submitting the nomination must have two Supporting Societies supporting the nomination even if their registered office is in a different States with respect to that for which the nomination has been entered.

The nomination promoter shall assume the position, in the event of award of the Congress, of President Elect. In the case where the nomination has been presented by a non- Supporting Society, if awarded the congress, it will be nominated Supporting Society *ex officio*.

Contextually to their appointment, they shall co-opt two new Supporting Societies in the Supporting Society Assembly pursuant to Article 13, last paragraph.

The President shall oversee publication of the "call for submission of interest to organise the World Congress", publishing it on the website and in the newsletter of the Association, supplemented by the technical and organisational guidelines for submitting nominations at least 12 months before the Congress.

Nominations must, in any case, contain the following information: the proposed State, name of the organiser, the Association or Associations submitting the nomination, the proposed dates, the location, budget, envisaged membership fees, envisaged number of participants, allocation of profits and one percentage of the profits allocated to the association's endowment.

Nominations must be submitted to the Executive Board six months before the Congress and the latter shall proceed with assessing their compliance with the guidelines and shall draw up the documents which shall be presented to the Assembly before the vote.

The organiser of the congress indicated in each nomination shall have the possibility of submitting their proposal to the Assembly before the vote.

ARTICLE 26 - THE ASSOCIATIONS' OFFICIAL DOCUMENTS

The Association's official documents are: these Articles of Association, the minutes of the Assembly meeting, the annual financial statements, annual reports and end-of-mandate report drawn up by the President, the list of Supporting Societies and the staffing structure of the corporate boards, the "call for

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submission of interest to organise the World Congress”, the technical guidelines for nominations, submitted nomination documents and the documents published in the Association’s official Magazine. All the official documents can be published on the website.

ARTICLE 27 - TRANSITIONAL RULES - LIST OF SUPPORTING SOCIETIES AS AT 29 SEP 2016

Pursuant to Article 5 of these Articles of Association, associations able to assume the status of Supporting Societies as at the date of establishment of the WUWHS, are those that, upon termination of the 5th World Congress held in Florence from 25 to 29 September 2016, were effectively indicated with the status of Supporting Society, without prejudice to the provisions under Article 5.

Attached to these Articles of Association therefore is the list of Associations entitled to applying for status of Supporting Society pursuant to article 5 hereinabove.

Registered in Turin Italy
3° Ufficio delle Entrate
On 03/11/2017
N. 19005 Serie 1T
By Notary Giandomenico Bonito
Rep. 33.931; Racc 10.063

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ATTACHMENT LIST OF MEMBERS ON SEPT 27, 2016 (ART. 27)

AAWC - Association for the Advancement of Wound Care

AISLeC - Associazione Infermieristica per lo Studio delle Lesioni Cutanee

AIUC - Associazione Italiana Ulcere Cutanee

AMCICHAC - Asociación Mexicana para el Cuidado Integral y Cicatrización de Heridas A.C.

APTferidas - Associação Portuguesa de Tratamento de Feridas

APWCA - American Professional Wound Care Association

AWHA - Asian Wound Healing Association

AWTRS - Australasian Wound and Tissue Repair Society

CAWC - Canadian Association of Wound Care

COMLHEI – Latinamerican Muldisciplinary Confederation of Wound, Ostomy and Continence

CTRS - Chinese Tissue Repair Society

EBA - European Burn Association

ECET - European Council of Enterostomal Therapy

EPUAP - European Pressure Ulcer Advisory Panel

ETRS - European Tissue Repair Society?

GNEAUPP - National Advisory Group for the Study of Pressure Ulcers and Chronic Wounds

HSWH - Hellenic Society of Wound Healing and Chronic Ulcers

IIWCG – International Inter – Professional Wound Care Group

ISPEW - International Society of Pediatric Wound Care

ISWM - Indian Society of Wound Management

JSPU - Japanese Society of Pressure Ulcers

JSSWC - Japanese Society for Surgical Wound Care

KWMS - Korean Wound Management Society

MASC - Maltese Association of Skin and Wound Care

NPUP - National Pressure Ulcer Advisory Panel

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PWCS - Philippine Wound Care Society

PWMA - Polish Wound Management Association

SAfW - Swiss Association for Wound Care French Section

SAfW - Swiss Association for Wound Care German Section

SFFPC - French and Francophone Society of Wounds and Wound Healing

SOBENFeE - Sociedade Brasileira de Enfermagem em Feridas e Estética

SOBEST - Associação Brasileira de Estomaterapia: Estomias, Feridas e Incontinências

WCET - World Council of Enterostomal Therapists

WHASA - Wound Healing Association of Southern Africa

WHS - Wound Healing Society

WHSS - Wound Healing Society Singapore

WMAT - Wound Management Association of Turkey