RULES

ARTICLE 1 - GENERAL

1.1. Name:

(1) The name of the association is the World Union of Tissue Banking Associations, also referred to as WUTBA or, for reference in these Rules, “the Association”.

(2) WUTBA is a not-for-profit, non-governmental association, organized exclusively for charitable, educational and scientific purposes.

1.2. General:

1.2.1. Mission

(a) To stimulate global development and harmonize best practices in tissue donation, processing, banking, transplantation and related biotherapeutic activities.

1.2.2. Purpose

(1) WUTBA has the following aims:

(a) Establish a free association of the world’s leading organizations of tissue bank professionals;

(b) Support ethical practices in tissue donation and transplantation, and stand against tissue trafficking;

(c) Work at harmonizing global practices in the donor screening, procurement / recovery, and processing\(^1\) of human tissues;

(d) Exchange information on events, activities, standards, regulations, education and research;

(e) Coordinate meeting schedules and promote scientific programmes (conferences, workshops, etc.) of the member associations;

(f) Organize, on a regular basis, world scientific meetings and workshops;

(g) Establish a global register of tissue establishments;

\(^1\) Processing including receipt, manufacture, quality control, storage and distribution
(h) Collect and publish data on tissue donation;

(i) Collaborate in the establishment of vigilance systems for tissues for transplantation;

(f) Support universal coding efforts for tissue allografts;

(g) Act as a global and scientific counterpart in tissue banking for the WHO.

1.2.3. Powers

(1) The Association has the power to:

(a) Promote research and disseminate information in the field of tissue donation, banking, transplantation and derived biotherapeutics;

(b) Promote, hold and conduct meetings, conventions and programs;

(c) Promote best practice by exchange of scientific and technical knowledge in the field of tissue donation, banking and transplantation;

(d) Publish a journal or reports (e.g. a newsletter);

(e) Promote voluntary donation of tissues and the availability of safe, adequate and accessible tissues for the purposes of transplantation, education and/or research;

(f) Open and operate accounts with financial institutions;

(g) Appoint staff and engage agents to transact business on its behalf;

(h) Enter into any contract or partnership it considers necessary or desirable, as approved by Council;

(i) Accept donations, funding and sponsorship from other public or private organizations pending consideration and approval by Council.

(j) Offer donations, funding and sponsorship to other organizations, or individuals, pending consideration and approval by Council.

(2) The association may only exercise its powers and use its income, including any surplus, for its purposes.

(3) WUTBA does not have the power to represent its Associate Members, individually or as a whole, unless such power is specifically delegated in writing or minuted at a Council meeting.

1.2.4. Winding up of the Association

(1) The association may be wound up voluntarily by special resolution.

(2) In the event of winding up, the surplus assets will be divided among the Associate Members, in proportionate amounts to their financial contributions.
1.2.5. Alteration of Rules

(1) The Rules of the association may be amended from time to time, upon consensus or decision by majority from Associate Members.

ARTICLE 2 – MEMBERSHIP

2.1. Qualification

(1) Members are professional associations that engage in tissue banking related activities: donation, processing, storage, transplantation, and derived biotherapeutics.

2.2. Classes

(1) The classes of membership are:

(a) Associate Member

(b) Observer Member

2.2.1. Associate Members

(1) The WUTBA inaugural Associate Members are the following regional Tissue Banking Associations:

(a) The American Association of Tissue Banks (AATB);

(b) The Asia Pacific Association of Surgical Tissue Banks (APASTB);

(c) The Biotherapeutics Association of Australasia (BAA, former ATBF);

(d) The European Association of Tissue Banks (EATB); and

(e) The Latin American Association of Tissue Banks (ALABAT).

2.2.1.1. Incorporation of Associate Members

(1) A newly formed regional association working in matters related to tissue donation, banking and transplantation, and which concur with the aims of WUTBA, may apply to become an Associate Member of WUTBA.

(2) The incorporation of an Associate Member will require consideration and approval by Council.

2.2.2. Observer Members

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1 Regional in this context refers to ‘continental’ associations
From time to time, the Association may consider the application from a national association or another formal body working in matters related to the field of tissue donation, banking and transplantation, or biotherapeutics to become an Observer to the activities of the WUTBA.

Applications must be submitted, in writing, to the WUTBA Council for consideration and approval.

2.5. Rights of Members

2.5.1. Associate Members

(1) To appoint three (3) representatives as members to WUTBA Council;

(2) To appoint representatives to Committees or to other roles in WUTBA;

(3) To submit items of business for consideration of WUTBA Council;

(4) To access all Minutes of meetings, records of procedures, registries, and relevant documentation pertinent to the Association’s affairs;

(5) To share with the public at large and its constituents the Associated Member status to WUTBA and use WUTBA’s logo to this purpose;

(6) To discuss, decide and vote on matters pertaining the WUTBA; and

(7) An Associate Member, or any of its individual representatives, does not have the right to speak on behalf of or represent WUTBA, unless authorized to do so by WUTBA Council.

2.5.2. Observer Members

(1) To appoint one (1) representative of their association or formal body;

(2) To attend, at the discretion of Council, to Council and Committee Meetings;

(3) To access, at the discretion of Council, Minutes of meetings, records of procedures, registries, and relevant documentation pertinent to affairs of the Association;

(4) To share with the public its status as an Observer to WUTBA and use WUTBA’s logo to this purpose;

(5) An Observer Member does have the right of voice in the discussion of WUTBA matters;

(6) An Observer Member does not have the right to vote on matters related to the conduct of business of the WUTBA; and

(7) An Observer Member, or any of its individual members, does not have the right to speak on behalf of or represent WUTBA, unless authorized to do so by WUTBA Council.

2.6. Duties of Members and Representatives

(1) To protect the good standing of the Association;
(2) To promote and to provide insight as to how to best achieve WUTBA’s aims;

(3) To this purpose, engage in the work of Council and Committees; and

(4) To pay set fees or contributions.

2.6.1. Fees and contributions

(1) WUTBA Council will set and review membership dues for its Members in accordance to the agreed business plan and budget for the coming year;

(2) At the start of the financial year, the WUTBA Secretariat will send statements to Members regarding the expected contribution;

(3) Associate Members or Observer Members admitted after the start of the financial year may be required to contribute a proportionate amount as determined by WUTBA Council;

(4) WUTBA Council may decide to waive contributions – pending or future - from any of its Associates and Observers as deemed appropriate;

(5) The Association may accept contributions from public and private entities or individuals, as long as there is no identified conflict of interests.

2.7. Disciplinary measures

(1) Breaches of compliance to the WUTBA aims, rules, policies, standards, codes and requirements, financial debt or the conduct of business that is contrary to the interests of WUTBA will be discussed by the Council.

(2) WUTBA Council may establish a Disciplinary Committee to further investigate relevant matters and inform Council.

(3) Disciplinary measures, agreed by consensus, will be applied and may include limitation to the right to vote, suspension of rights for a finite amount of time, or the discontinuation of membership from such association.

(4) Disciplinary measures will be notified in writing, providing the reasons and affording an opportunity to respond in writing.

ARTICLE 3 – GOVERNANCE

3.1. Constitution

(1) WUTBA business will be conducted under the leadership of an established Council of representatives;

(2) There will be two Office Bearers: the General Secretary and the Treasurer;

(3) Committees may be formed to discuss and progress specific actions.
3.2. WUTBA Council

(1) WUTBA Council will be constituted by three (3) representatives of each Associate Member who have been nominated by their respective Association. Such individuals will be referred to as Councillors and each has both the right of voice and vote;

(2) WUTBA Office bearers, i.e., the General Secretary and the Treasurer, when not elected from among the Council members, will have a standing invitation to attend Council meetings but have only the right of voice but not of vote;

(3) The representatives of Observer Members are invited to attend to Council Meetings, at discretion of Council. They do not hold the position of Councillors and as such have only the right of voice but not of vote.

(4) Individuals may be invited to attend, at discretions of Council and from time to time, Council or Committee Meetings. They do not hold the position of Councillors and as such have only the right of voice but not of vote.

3.2.1. Roles and responsibilities of Councillors

(1) To endeavour to support WUTBA in the achievement of its aims;

(2) To ensure a fair representation of the views of individual members of the Associate Member or Observer Member they represent;

(3) To disclose before a Council meeting any perceived conflict of interest;

(4) If a conflict of interest is declared, a representative may be dismissed from discussion and voting involving a specific matter; and

(5) A Councillor or Observer Member representative cannot undertake to represent or vote on behalf of WUTBA, unless authorized to do so by Council.

3.2.2. Appointment and re-appointment of Councillors

(1) Each Associate Member will appoint three (3) representatives to Council.

(2) The Associate Member representation will include its current Chairperson (or President) and two additional representatives, as designated by the Associate Member.

(3) It is the responsibility of the Associated Member to sponsor and ensure the participation of their appointed representatives in WUTBA activities and provide updated contact details to the Secretariat.

(4) Councillors may be re-appointed to the role at discretion of the Associate Member.

(5) Councillors may be substituted in accordance to the wishes of the Associate Member. To that effect, information in writing and new contact details must be submitted by the Associate Member to the Secretariat.
3.2.3. Appointment and re-appointment of Observer Member Representatives

(1) Each Observer Member may appoint one (1) representative to Council.

(2) It is the responsibility of the Observer Member to sponsor and ensure the participation of the appointed representative in WUTBA activities and provide updated contact details to the Secretariat.

(3) The representative of an Observer Member may be re-appointed to the role at discretion of the Observer Member.

(4) The representative of an Observer Member may be substituted in accordance to the wishes of the Observer Member. To that effect, information in writing and new contact details must be submitted by the Observer Member to the Secretariat.

3.3. WUTBA Office bearer - General Secretary

3.3.1. Roles and responsibilities

(1) To organize and summon Council and other meetings of the Association;

(2) To prepare and circulate meeting agendas, including relevant information;

(3) To collate information and receive reports from various Committees;

(4) To chair the Council meetings and endeavour to progress business matters in a timely manner;

(5) To collate information and bring relevant matters to attention of Council;

(6) To take note of, circulate and amend minutes of meetings;

(7) To progress actions, as agreed in Council meetings;

(8) To keep custody of all books, documents and records, except financial;

(9) To represent WUTBA, whenever authorized to do so by Council;

(10) To participate in discussions of matters that may benefit WUTBA and report the outcome of such discussion to the Council;

(11) To cast a vote on behalf of WUTBA, whenever authorized by Council; and

(12) The General Secretary does not have the right to a vote at Council meetings unless he/she is also a Councillor.

3.3.2. Appointment and re-appointment

(1) The candidate must be a member in good standing with an Associate Member;

(2) The candidate may be a Councillor;
(3) The appointment is for three (3) consecutive years;

(4) There may be re-appointment for an additional period of three (3) years, if so approved by vote of the Council; and

(5) The candidate will be confirmed to the position by consensus vote of Council membership;

(6) In the event of multiple candidates to the position or if a decision cannot be reached by consensus will be taken by majority vote.

(7) If the General Secretary ceases to be a Council Member, the Council will vote on whether to appoint a new General Secretary.

3.4. WUTBA Office Bearer - Treasurer

3.4.1. Roles and responsibilities

(1) To endeavour to support WUTBA in the achievement of its aims and transparency of its dealings or disclose any perceived conflict of interest that may preclude this endeavour.

(2) To receive all moneys paid or received by WUTBA and issue receipts for those moneys in the name of the Association;

(3) To ensure that all moneys received are paid into the bank account of the Association, within the shortest possible time after receipt;

(4) To review any contracts with service providers on behalf of, and in the best interests of WUTBA;

(5) To make any payments with resources withdrawn from the Association’s funds, as authorized by Council. The movement of any value over the limit of USD$ 5,000.00 or any payment to the Treasurer will require the co-authorization of the General Secretary;

(6) To ensure financial records are kept in accordance with the requirement of incorporation whether federal, state or local law and/or regulation;

(7) To prepare an Audit Report and a Budget and Financial Statement Report at 12 month intervals, or as required by Council, law or regulation;

(8) To attend Council Meetings and participate in discussions in matters that may benefit WUTBA; and

(9) The Treasurer does not have the right to a vote at Council Meetings unless he/she is also a Councillor).

3.4.2. Appointment and re-appointment

(1) The candidate must be a member of good standing with an Associate Member;

(2) The Candidate may be a Councillor;

(3) The candidate will be confirmed to the position by consensus vote of Council membership;
(4) In the event of multiple candidates to the position, or a decision cannot be reached by consensus decision will be taken by majority vote;

(5) The appointment to the role is for the period of three (3) consecutive years;

(6) There may be re-appointment for an additional period of three (3) years, if so approved by vote of the Council; and

(7) If the Treasurer ceases to be a Council Member, the Council will vote on whether to appoint a new treasurer.

3.5. Committees

3.5.1. Constitution

(1) Committees may be appointed at the discretion of Council to: develop drafts of policies and statements, consolidate educational materials, organize or facilitate scientific events and training programs, review and recommend amendments to the rules of the Association, collate information and progress discussions on required specific actions, develop communication activities and programs, review financial practices, review and provide a position on relevant scientific and technical questions, provide insight to best technical and ethical practices;

(2) Committees are time limited and will be dissolved upon completion of the tasks assigned or as seen appropriate by Council;

(3) Committees may become Standing Committees of the Association as per decision of Council;

(4) A Committee will have a Chairperson who is a Councillor, as designated by Council at the time of its appointment;

(5) Committees will report, as required, to Council.

(6) Committees decisions and proposed actions will be approved and progressed at Council discretion.

3.5.2. Appointment and re-appointment of Committee members

(1) There is no prescribed minimum or maximum number of members of a Committee;

(2) Individuals will be appointed to Committees by the Associate Members, with the assumption that equal opportunity to participate will be provided to members in good standing of each Associate Member;

(3) An individual that is not a member in good standing of an Associate Member may be recruited as Advisors justified by their unique expertise, upon approval of the Council. They may be nominated for ad hoc participation or for the duration of the Committee;
(4) Advisors may partake in the discussion but will not be bestowed with the right of voting in decision making processes of the Committee;

(5) Nominations to Committees are for the maximum period of three (3) years. An additional period of three (3) years may be granted to any committee member at the discretion of Council;

(6) In case a Committee position becomes vacant, this information shall be circulated to the Associate Members.

3.5.3. Roles and responsibilities

(1) A Committee member who has a material or personal interest in a matter being discussed must so declare. At discretion of the Committee Chairperson, the individual may be present at the discussion, but must not vote;

(2) Deliberations and conclusions will be reached by consensus vote whenever possible. The quorum for a Committee decision to be approved by vote requires the presence, or manifestation in writing, of the half plus one of all Committee members;

(3) Unresolved matters may be forwarded for final decision by Council.

3.6. Compensation for services

(1) Councillors, Observer Representatives, Office Bearers, Committee Members and non-contracted Advisors will not receive financial compensation for services or contributions provided to WUTBA;

(2) However, Councillors, Observer Representatives, Office Bearers, Committee members or non-contracted Advisors may be reimbursed, if pre-approved by Council at its discretion, for reasonable expenses incurred as a result of the provision of services or contributions to work sanctioned by WUTBA;

(3) Council may contract and pay to individuals or organizations to provide required services or contributions to WUTBA.

ARTICLE 4 –MEETINGS

4.1. Council Meetings

(1) Council will hold, at a minimum, quarterly meetings;

(2) Council meetings may be face to face, be carried out by the use of technology that allows members to clearly and simultaneously communicate (teleconferences, video-conferences, or both);

(3) Best efforts will be made for Council to conduct at least one face-to-face meeting each calendar year, preferably added to a scientific meeting of an Associate Member;
(4) Written notice of Council meeting dates and communication details will be agreed and circulated by the Secretariat via telephone, post or electronic mail;

(5) The agenda and information papers will be circulated to Councillors by the Secretariat at least seven 7 days before the date of the meeting via post or electronic mail;

(6) Additional ‘ad hoc’ Council meetings may be convened by the Secretariat as required;

(7) Actions requiring decision making and informing papers will be circulated to Councillors at least seven (7) days prior to such ‘ad hoc’ meeting, via post or electronic mail. This period may be waived in the case of an emergency requiring a resolution from Council;

(8) Minutes of Council meetings will be collated and circulated by the Secretariat electronically for amends and approval.

4.1.1 Attendance

(a) Council meetings may be attended by Councillors and Office Bearers and, at Council discretion, by Observer Representatives and/or a Committee’s Chairperson;

(b) Other individuals may participate, per invitation only;

(c) A representative of an Associate Member participating in a meeting as under 4.1. (2) is taken to be present at the meeting and if the representative casts a vote at the meeting, it is taken to have voted in person;

(d) A quorum is not required to hold a meeting;

(e) A meeting may be adjourned by agreement of the majority of members present if there is not a quorum.

4.1.2. Decision making

(a) A Council member who has a material or personal interest in a matter being discussed at a Meeting that may represent a conflict of interest must so declare. If the remaining representatives agree there is a conflict of interest, at the discretion of Council, the individual may be present at the discussion, but cannot vote;

(b) Decisions will be reached by consensus whenever possible. A quorum for a decision to be approved by consensus requires the presence of one representative of each Associated Member;

(c) If consensus cannot be reached, voting will be undertaken. A quorum for a decision to be approved by voting requires the valid vote of the Chairperson (or President) of each Associate Member;

(d) The Chairperson (or President) of each Associate Member can be represented by a nominated proxy. The proxy must be delivered in writing to the Secretariat prior to the start of the meeting or voting session;
(e) Casting of a vote will be permitted in person, via the use of accepted electronic media, or in writing if delivered to the Secretariat before the date of the meeting.

4.1.3. Minutes

(1) Minutes of Council meetings will be circulated to attendees by post or electronic means for confirmation of content or amendments;

(2) Once approved, the final minutes will be considered to represent the discussions and decisions undertaken.

4.2. Actions without meetings

(1) The Secretariat may communicate with Associate Members and Observer Members for information sharing or when the business of WUTBA so requires, in writing via newsletter, Communiques or circular notes;

(2) Actions may be agreed via circular communication, following similar processes as described in 4.1.2.

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