



**SIMMED**  
***Italian Society for Simulation in Medicine***

Bylaws  
April 7, 2010

**Art.1 – CONSTITUTION AND HEADQUARTERS**

The association constituted in accordance with art. 36 of the Italian Civil Code is called SIMMED Italian Society for Simulation in Medicine and its headquarters are located at *Azienda Ospedaliero Universitaria Careggi*, Florence. The aims of the non-profit Association are scientific.

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**Art.2 - PURPOSE**

The purpose is as follows:

- promote cultural initiatives with regard to innovation and education, the two key words on which modern professional programs are based, especially with regard to highly-specialized and rapidly developing professions like those related to healthcare;
- use innovative, technologically advanced and high impact methods, such as modern teaching techniques based on simulation systems; use totally interactive “training” systems based on innovative training and educational devices in a totally realistic clinical scenario;
- use macro and micro simulation systems, “virtual reality” and “augmented reality” systems;
- propose and implement the application and content of research programs and projects, including the possibility of developing both hardware and software systems;
- produce training, information and updating packages also for CME, accredited by the Department of Health;
- encourage prevention, health education and the promotion of health;
- organize scientific meetings;
- implement the above also in collaboration with the Department of Health, the Regions, hospitals and other bodies and public institutions.

Moreover, the purpose of the Association specifically and totally excludes trade union-related objectives and the implementation of and/or participation in entrepreneurial activities.

The Association shall not carry out any activities other than those described above, with the exception of those that are strictly connected to the said activities or are ancillary to and an integral part of the Bylaws.

### **Art.3 – MEMBERS, ASSOCIATES AND PARTICIPANTS**

1. Members of the Association shall include Doctors, Professional Nurses, Engineers, Bioengineers, Specialized Technicians, Training Experts and all other healthcare and paramedical professionals who have demonstrated their expertise and considerable interest in innovative training and in systems that simulate reality. Moreover, acceptance as a member shall have no restrictions based on race or religion, personal discrimination or the place of work. Members are those who have signed these Bylaws and those who have requested membership and their request has been accepted by the Board of Directors.

2. In the request for membership aspiring members declare that they have unreservedly accepted these Bylaws. Membership is effective from the date on which the Board of Directors makes its decision.

3. Members cease to belong to the Association in the case of:

- voluntary resignation;
- non-payment of Association dues for at least two years;
- decease;
- ineligibility deemed by the Board of Directors.

### **Art.4 - GOVERNANCE**

The Association is governed by:

- The president of the Board of Directors;
- The joint president of the Board of Directors;
- The Members' Meeting;
- The Board of Directors;
- The Board of Auditors.

### **Art.5 - FOUNDING MEMBERS**

The founding members are the people who conceived the Association, as follows:

- Gian Franco Gensini
- Patrizia Angelotti
- Alessandro Bussotti
- Antonio Carolei
- Laura Gabrielli
- Laura Galli
- Roberto Gianni
- Marco De Luca
- Francesco Mannelli
- Giuseppe Micieli
- Riccardo Pini
- Salvatore Rago
- Ferdinando Schirardi

- Serafina Valente
- Paolo Valoti
- Maurizio Zanobetti
- Augusto Zaninelli

## **Art.6 - SUPPORTERS**

The official supporters of the Association are Companies, People and Institutes that contribute to the financial support of Association activities by paying a minimum fee established annually by the Board of Directors.

Supporters are entitled to take part in Members' Meetings but they do not have the right to vote. In ordinary and extraordinary publications they shall be mentioned in the List of Supporters. The punctual payment of the agreed contributions is the duty of all supporters.

## **Art.7 - MEMBERS' MEETING**

The Members' Meeting involves all the associates officially recorded in the Register of Members. Membership is decided by the Board of Directors following the written request of the interested party. The Members' Meeting is chaired by the president of the Board of Directors or, in his/her absence, by the vice president or by another member appointed by the Meeting.

An ordinary meeting is convened by the president of the Board of Directors at least once a year; an extraordinary meeting is convened each time it is deemed necessary or following a justified request to the Board of Directors by at least one-third of the members.

Amendments to the Bylaws may be made solely by the Members' Meeting.

An ordinary and/or extraordinary Members' Meeting shall be convened by written notice sent also by electronic mail at least eight days in advance; the Meeting shall be validly composed on first call when at least half of the members plus one are in attendance either personally or have delegated another member; the second call to be held at least one hour after the first is validly composed with the attendance of any number of members either in person or by delegation.

Decisions shall be approved by the majority vote of those present.

The duties of the Meeting are as follows:

- elect members of the Board of Directors: if two or more candidates have the same number of votes the most senior shall be elected;
- elect the members of the Board of Auditors;
- approve the program of activities put forward by the Board of Directors;
- approve the budget;
- approve the final balance sheet;
- approve or reject requests for amendments to the Bylaws;
- establish the amount of membership fees and contributions by members.

## **Art. 8 - ADMINISTRATION**

The Board of Directors is responsible for the ordinary and extraordinary administration of the Association.

### **Art. 9 - MEMBERS OF THE BOARD OF DIRECTORS**

The Board of Directors is composed of 15 members who have been appointed by the Members' Meeting. The number of members for the subsequent three year period shall be indicated by the outgoing Board of Directors.

From its members, the Board of Directors appoints the president, vice president, secretary and treasurer and the joint president for the first mandate.

Members remain in office for three years, with the exception of the president, who shall be substituted at the end of the period of office by the vice president, and the secretary, who shall remain in office for two mandates and may be re-elected.

The members of the Board of Directors are: the President, the Joint-President (for the first mandate); the Vice President, the Past President, the Secretary, the Treasurer and another 8 full members.

The members of the Board of Directors shall be appointed by the Members' Meeting.

### **Art. 10 - DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors has the following duties:

- elect the president;
- elect the joint-president (for the first mandate);
- elect the vice president;
- appoint the secretary;
- appoint the treasurer;
- establish the regulations for Association funding;
- submit the annual budget and final balance sheet for the approval of the Meeting;
- establish the work program based on the directions given in the general program and approved by the Meeting, promote and coordinate activities and authorize the relevant costs;
- accept or reject applications for membership;
- at the first useful meeting, ratify the relevant provisions adopted by the president for reasons of necessity or urgency.

Decisions by the Board of Directors shall be approved by the majority vote of its members.

### **Art.11 – PRESIDENT**

The president is the legal representative of the Association before third parties and courts of law.

He or she convenes and presides over Members' Meetings and Board meetings. In cases of necessity or urgency, the president adopts the measures over which the Board has jurisdiction and submits them for ratification at the first useful meeting. In the event of his/her absence, impediment or termination, the relevant duties shall be carried out by the joint-president (for the first three-year period) and subsequently by the vice president who, during the first three-year period, may also carry out these duties in the absence or impediment of both the president and the joint-president. If the

president, joint-president and vice president are all absent or unable to attend, the Board of Directors or the Members' Meeting shall be presided over by the most senior Director.

#### **Art. 12 – JOINT-PRESIDENT**

The joint-president substitutes the president of the Board of Directors if the latter is absent or on his/her request if he/she is unable to attend. The joint-president shall remain in office only for the first three year term. The joint-president has equal powers and it his/her duty to assist the president in governing all aspects of the Association.

#### **Art. 13 – VICE PRESIDENT**

The vice president substitutes the president of the Board of Directors or the joint-president (for the first three year term) if they are absent or unable to attend. After the three year period, the vice president shall assume the office of president of the Board of Directors.

#### **Art 14 - SECRETARY**

1. The secretary assists the president and has the following duties:

- a. keep and update the register of members;
- b. handle correspondence;
- c. prepare and keep the minutes of board meetings;

#### **Art 15 - TREASURER**

The treasurer assists the president and has the following duties:

- a. prepare the budget project and final balance sheet, which he or she shall submit to the Board of Directors within each solar year;
- b. prepare and keep Association registers, accounts and relevant documents;
- c. handle income and expenditure in accordance with the decisions of the Board of Directors;

#### **Art. 16 – PAST PRESIDENT**

The outgoing president assumes the office of past president. The past president is a member of the Board of Directors, remains in office for three years and collaborates on the implementation of the Board's activities.

#### **Art. 17 – BOARD OF AUDITORS**

1. The Board of Auditors consists of three full members who are elected by the Members' Meeting. The Board elects its own president.
2. The Board exercises the powers and functions envisaged in the Italian Civil Code.
3. The Board acts on its own initiative, on the request of one of the governing bodies or on the written and signed request of only one member.

4. The Board annually submits to the Members' Meeting a written and signed report that is distributed to all members.

#### **Art.18 – TERMS OF OFFICE**

1. All terms of office shall be three years and they may be reconfirmed.
2. Substitutions and co-options during the three year period lapse at the end of the same three year period.

#### **Art. 19 - NATIONAL IMPORTANCE**

The Association is an organization of national importance and for this reason the opening of regional offices is envisaged in the future. The head of each regional office (Regional Coordinators) shall be appointed by the Board of Directors and remain in office for three years, with the possibility of reconfirmation. The definition of regional office regulations, the conferment of ordinary and extraordinary duties and the verification of activities shall be the responsibility of the president of the Network, the duties of whom are governed by the Association regulations.

#### **Art.20 – ASSETS**

1. The financial resources for the operation and implementation of the Association's activities come from:
  - association fees and member contributions;
  - contributions by individuals;
  - contributions by the State, bodies or public institutions;
  - contributions by international bodies;
  - donations and legacies;
  - income from agreements;
  - income from moveable and immovable assets held by the Association on whatever basis.
2. The funds shall be deposited at the bank named by the Board of Directors.
3. All financial operations shall be signed by the president or in his/her absence or incapacity by the Secretary.

#### **Art.21 – MEMBERSHIP FEES**

1. The membership fee shall be decided by the Members' Meeting. The fee is annual and is not divisible or refundable in the event of withdrawal or loss of membership.
2. Members who are in arrears with the payment of fees cannot attend meetings or take part in Association activities; they cannot vote and cannot be elected to Association offices.

**Art. 22 – BALANCE SHEET**

1. Every year the Board of Directors shall prepare the budget and final balance sheet for approval by the majority vote of the Members' Meeting.
2. The final balance sheet shall show the assets, contributions and legacies received.
3. The balance sheet shall refer to the solar year.

**Art. 23 – AMENDMENTS TO BYLAWS**

1. Proposed amendments to the Bylaws may be submitted to the Members' Meeting by one of the governing bodies or by at least five members. The relevant decisions shall be approved by the majority vote of the members present.

**Art. 24 - DISSOLUTION OF THE ASSOCIATION**

The dissolution of the Association is decided by an extraordinary Members' Meeting, which shall appoint a liquidator.

**Art.25 – REFERENCE REGULATION**

For anything not covered by these Bylaws reference shall be made to the relevant laws in force.