



BYLAWS OF

Global Network for Simulation in Healthcare (GNSH)

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Article 1 - Name and Registered Office

Section 1

Under the name of the “**Global Network for Simulation in Healthcare (GNSH)**” exists a non-profit making association. This Association was formed in December 2015 and is an independent legal entity with legal capacity. It is registered in the United Kingdom and governed by the laws of England and Wales. Its duration is unlimited.

Section 2

The place of the Associations Head office is considered its domicile.

Section 3

The official language of the Association is English.

Article 2 - Aim and Purpose

The purpose of GNSH (Mission Statement):

A global network of organizations, committed to enhancing patient safety, healthcare quality, research and education, by promoting the appropriate use of simulation through collaboration, advocacy and support.

Article 3 - Membership

Section 1

GNSH is an invitation only membership organization.

Section 2

1. GNSH is an association that comprises non-commercial and commercial organizations that are invited to be in membership. Membership is not open to individuals.
2. GNSH member organizations are made up from the following membership classes:
 - 2.1. Non-commercial (not for profit) that may have the following characteristics:
 - 2.1.1. Health care Simulation Professional Organisations
 - 2.1.2. Institutions with a significant stake in health care simulation
 - 2.1.3. Regulatory and policy-making organizations with a significant interest in healthcare simulation
 - 2.1.4. Organizations or representative groups with a significant interest in patient safety, quality and care

- 2.1.5. Or as otherwise defined by the Board of Directors
- 2.2. Commercial Organisations that may have the following characteristics:
 - 2.2.1. For profit organizations with a significant interest in simulation, patient safety, quality of care
 - 2.2.2. Or as otherwise defined by the Board of Directors
3. Associate Individuals - Individuals may be invited as non-voting participants in GNSH as determined from time to time by the Board of Directors.

Section 3

The Board of Directors or its designee is solely responsible to issue invitations for membership.

Section 4

The Board of Directors shall set:

1. Membership fees
2. Membership classes
3. Acceptance criteria and procedures for membership
4. Annual budgets

Section 5

1. All member Organizations that are in good standing, shall have the right to:
 - 1.1. Vote
 - 1.2. Nominate individuals to hold office
 - 1.3. Nominate individuals to serve on committees

Section 6

Each member organization shall have a single vote.

Article 4 – Board of Directors

Section 1 – Structure

1. The Board of Directors (BOD) shall be the principle governing body of GNSH.
2. The BOD shall consist of up to nine (9) individuals
3. The Founding BOD shall be comprised of members of GNSH Executive Committee immediately prior to incorporation
4. The BOD shall be comprised of 4 officers and 5 directors at large
5. The officers include:
 - 5.1. President
 - 5.2. Vice president

- 5.3. Secretary
- 5.4. Treasurer.

Section 2 – Board member selection

1. BOD members shall serve a term of 3 years
2. Except in the case of the founding Board or a vacancy, Board members will be elected by the General Assembly of its members.
3. Election of Directors may occur electronically or in person and shall be compliant with regulatory requirements.
4. Individuals must be in good standing to serve on the Board of Directors. The Association reserves the right to ask for independent references or assurances on the good standing of the individual prior to their appointment.

Section 3 - Vacancies

1. In the event that an elected or appointed officer of the Board of Directors is unable to continue in their position, a written and/or electronic letter of resignation shall be sent to the President.
2. Appointed individuals shall serve out the unexpired term of the individual they replace on the Board.
3. The President, with the majority approval of the Board of Directors, may appoint individuals to the Board in the event of a vacancy.

Section 4 - Terms

1. Officers and Directors at large term shall be 3 years
2. The maximum number of terms for any Officer or Director position is two
3. Individuals may not seek re-election for the same position after their term limit is met.

Section 5 – Meetings of The Board of Directors

1. The President shall have the ability to convene meetings of the Board of Directors
2. The Board of Directors shall meet at least four (4) times a year
3. Board members may participate either in person, or through electronic means
4. If electronic means are used, they must include the ability for two way conversation and interaction.
5. A quorum of the Board of Directors shall be 5.
6. A motion shall be considered passed with the affirmative vote of a majority of Board of Directors or 5 votes, whichever is greater.

Section 6

The Board of Directors has the following duties:

1. To direct and further activities according to the mission of GNSH
2. To prepare the matters to be considered by the GA and to execute the decisions made by the GA
3. To manage membership matters
4. To form committees for specific projects
5. To oversee association assets, finances, budgets, and funds
6. To prepare an annual report of activities and financial statement.
7. To prepare and approve an annual budget
8. To ensure that any potential or actual conflict of interest in appropriately managed
9. To act in a professional manner and to maintain confidentiality
10. To act in the interest of the association

Section 7 – Code of Conduct

1. Behave in a manner that demonstrates high integrity and commitment.
2. Promote the development and evolution of the organization.
3. Perform all duties entrusted to the directors.
4. Abide by the bylaws, policies, and procedures of the Association.
5. In matters relevant to the Organization, place the interests of the Organization as primary.
6. Declare all actual and potential conflicts of interest as soon as the board member becomes aware of these and closely adhere to the Society's conflict of interest policies and procedures.
7. Shall use appropriate levels of discretion and integrity in discussing non-confidential board matters.
8. In Organization matters that are declared to be confidential, the board member will not disclose materials, discussions, or other relevant information without prior authorization of the President.
9. Shall not use their position or information related to or acquired as a result of Organization activities for their personal gain or profit.
10. Debate and determine Organization policy regarding management of it's affairs.
11. Supervise and direct the business and financial affairs of the organization.
12. Develop, monitor, and evaluate programs, which implement policy.

Article 5 - General Assembly (GA)

Section 1 – Make up

GNSH is made up of its member organizations which shall constitute the GA.

Section 2 – Business Meetings

1. Business meetings of the GA will be held at least once per year.
2. With a 2/3 majority vote of the Board of Directors the business meeting may be held via electronic means as set forth in Article XI
3. Each member organization may propose meeting agenda items with a second from another member organization.
4. Agenda items that precede the business meeting must be received by the secretary at least six (6) weeks before the meeting.
5. The secretary shall distribute meeting notice(s), the agenda, and any relevant background materials at least 3 weeks prior to the meeting.
6. Voting procedures at the GA will be described by the BOD.
7. The GA agenda will include resolutions agreed prior to or, if appropriate, within the meeting.

Section 3 – Procedures

The GA business meeting shall be chaired by the President or their designee. The meeting will be guided by the following principles:

1. Motions may be made by any member and must be seconded.
2. Discussion will follow any seconded motion.
3. A vote shall occur with the agreement of at least 2/3 of member organizations present to have a vote or when no further discussion occurs.
4. A motion will be considered as passed with a simple majority, unless otherwise stipulated, of votes present.
5. A meeting shall be deemed to have a quorum if at least 6 members or 5% (whichever is greater) of the voting power is present.
6. The term “present” for the purpose of this section refers to in-person and/or by electronic means as described in Article XI
7. The President shall vote in the case of a tied vote

Section 4 – Special Meetings

1. The Board of Directors at its sole discretion may convene a special meeting with a 10 calendar day notice.
2. Members may request a special meeting in writing to the Secretary.
 - 2.1. The request must include the reasons for the request and any background material.
 - 2.2. The Board of Directors, at its discretion shall decide whether to convene a special meeting.
3. Members may convene a special meeting by submitting a petition that includes the signatures of 50% of the membership. The meeting shall be convened within 90 days of receipt of the petition by the Secretary.

4. Meetings may be held in person and/or electronically as defined in Article XI

Section 5 - Voting

Voting at a GNSH business meeting or special meeting shall follow the following principles:

1. Each organization has a single vote. Multiple individuals from the same organization may not vote.
2. A quorum shall be defined as 9 members of 5% of the voting power, whichever is greater.
3. Voting may occur by physical presence or by electronic means (as defined in Article XI).
4. Proxy votes are not permitted in any circumstance.

Article 6 - Bylaw amendments

Section 1 – Initial Bylaws

The initial bylaws of GNSH require the affirmative vote of all 9 members of GNSH Executive Committee prior to incorporation.

Section 2 - Amendments

1. Bylaws may only be amended by a majority vote of the GA. Any proposed Bylaw amendment(s) must be announced to GA and described in full at least 30 calendar days prior to any vote. Voting may occur by physical presence or by electronic means.
2. Bylaw amendments may be put forward by the Board of Directors for vote by the GA
3. Bylaw amendments may be brought forward with the verified petition of 50% of the voting power.
4. Bylaw amendments must be in accordance with the laws of England and Wales

Article 7 - Funding

The Board of Directors shall manage the assets of GNSH. Funding sources shall include but are not limited to:

1. Annual membership fees
2. Revenue from operations, products, and other sources
3. Fees earned from assignments
4. Charitable contributions
5. Investments
6. Grants and other payments.

Article 8 - Auditors

Section 1

The Board of Directors shall propose auditors, who meet the legal qualifications. The GA shall approve auditors for each business year. The term of the auditors ends with next GA during which the report for the corresponding business year is presented.

Section 2

Auditors will assess whether the accounting, the financial statements and, if applicable, the consolidated financial statements comply with law, the articles of Association and, if applicable, the chosen accounting standards.

Section 3

The Board of Directors shall at its discretion invest assets in a manner that furthers the mission of GNSH.

Article 9 - Liability

1. The Board of Directors shall be held harmless in the case of any suit or action against the GNSH company.
2. Members agree to indemnify and hold harmless the Board of Directors in the case of any suit or action against GNSH.
3. Any funding required as a result of an action or suit against GNSH shall be provided by GNSH. The Board of Directors shall hold no personal or organizational fiscal responsibility.
4. Members agree to participate in GNSH events and activities at their own risk.

Article 10 - Dissolution of the Association

The dissolution of GNSH must follow the following path:

1. A motion for dissolution and the distribution of assets of GNSH by a 75% affirmative vote of the Board of Directors may be forwarded to the GA for vote.
2. The GA, at a GNSH business or special meeting, must vote in the affirmative with a 2/3 majority to carry the motion for dissolution and distribution forward.
3. Dissolution and asset distribution shall follow the Laws of England and Wales

Article 11 – Definitions

1. The term “present” shall refer to physical and immediate electronic presence
2. Voting may occur in person or via electronic means
3. The Board of Directors shall determine the form and function of electronic communication, voting, and presence.
4. Meetings that utilize electronic means for conversation or discussion must provide for bi-directional discussion.
5. Voting by electronic means does not require live or bi-directional communication
6. The Board of Directors may forego electronic communications and voting, with a 2/3 majority vote of the Board of Directors, in the event of circumstances that preclude reliable electronic connectivity

Article 12 - Concluding Clause

The inaugural bylaws of GNSH have been approved by the Executive Committee of GNSH. The Executive Committee was given executive authority to act on behalf of the members who have signed the London Concordat.

ADOPTED BY THE GNSH BOARD OF DIRECTORS

Initial version: May 2016

APPENDIX 1

The GNSH Concordat

BACKGROUND

Concordat - A definition:

A Concordat is a voluntary agreement created between two or more organisations which sets out a formal relationship, for collaborative or partnership working. It sets out a number of principles and priorities to which all signatories can agree and defines their remit, relations and mutual responsibilities. It will set out what the signatory organisations can expect from each other and from the group as a collaborative body. It will form the basis for international collaboration. It can be developed over time as the group matures.

The completed document may contain:

- An executive summary
- The Global Network for Simulation in Healthcare's terms of reference
- An outline of the Concordat's objectives
- The overarching commitments towards collaborative working that those signatories make including:
 - The jurisdictions and other limitations to which the Concordat is subject
 - An index of the signatories, both full and associate members

Each objective could then be further defined in terms of:

- Scope
- Remit
- Restrictions
- Outputs
- Governance
- Acknowledgements

- Adherence to equality and diversity

The London Concordat in context

The purpose of the London Concordat is for the member organisations of the Global Network for Simulation in Healthcare to formally establish agreed ways of working and to act as a set of guiding principles that informs and sets a framework for future collaborative or partnership working. The Concordat seeks to establish basic ground rules agreeable by all. The Concordat has the explicit purpose of globally promoting the value and usage of simulation within healthcare service and education. The London Concordat for the Global Network for Simulation in Healthcare.

Executive Summary

The London Concordat captures the collective will of the founding organisations of the Global Network for Simulation in Healthcare. Subject to ratification by the relevant governance structures of individual member organisations, the Concordat forms a memorandum of understanding and represents the aspirations and commitments of those same organisations made to each other when they met at the London Deanery during August 2010 and 2011.

Introduction

On 4-6th, August 2010 twenty-seven individuals representing sixteen regional, national and international organisations with a substantive focus on simulation in healthcare attended an international simulation leadership summit at London Deanery, UK. The meeting was intended to empower the global simulation community to act collectively as simulation continues to expand exponentially. The summit resulted in agreement by the representatives to form a Global Network for Simulation in Healthcare and the participants developed the following mission statement:

“A global network of organizations, committed to enhancing patient safety and quality of healthcare by promoting the appropriate use of simulation through collaboration, advocacy and support.”

On the 1-3rd August 2011 the organisation representatives came together again in London with the intention of formalising their collaborative working as a network. On the 11-13th July 2012, signatories of the London concordat met in Lausanne, Switzerland and amended the above mission statement of the Global Network for Simulation in Healthcare. The amended mission statement is:

“A global network of organizations, committed to enhancing patient safety, healthcare quality, research and education, by promoting the appropriate use of simulation through collaboration, advocacy and support.”

Objectives of the Global Network for Simulation in Healthcare

1. to promote the appropriate use of simulation in healthcare to improve patient care and safety, clinical service, training, research and education
2. that the network will act as a source of expertise
3. that the network will act as a global resource
4. through shared advocacy, to support and promote the use of simulation in healthcare
5. terms of reference and ways of collaborative working

All signatory organisations have agreed to work together to optimise and encourage the appropriate use of simulation in healthcare to achieve the objectives outlined above. They declare a shared commitment to:

- 1) improve healthcare and patient safety
- 2) promote healthcare professional safety – safety in the workplace
- 3) promote service transformation and quality improvement
- 4) educational excellence
- 5) evidence-based practice
- 6) support and promote research
- 7) advocacy and dissemination of appropriate simulation-based practice
- 8) promote inter-professional education
- 9) encourage diversity in simulation methods

They also agree to work collaboratively by:

- 10) respecting the autonomy of membership organisations
- 11) valuing differences in approaches
- 12) respecting equality and diversity
- 13) promoting innovation
- 14) Conducting GNSH business in an open, transparent and fair way

15) An overarching commitment to collaborative working

Through this Concordat, we the undersigned organisations commit to explore collective working to develop, promote and disseminate the highest standards of educational practice through the scholarly advancement and optimal operational usage of simulation-based training and educational methods for the benefit of patients and healthcare.

Whilst respecting the autonomy of individual organisations, we undertake that in support of the greater good, we will seek to work in the best interests and traditions of academic practice to build productive and valuable collaborations for the mutual benefit of constituent member organisations, patients, healthcare systems and global population health.

Concordat signatories as of August 2015

Non-Commercial

1. Associação Brasileira de Simulação na Saúde, Brazilian Association for Simulation in Healthcare (ABRASSIM)
2. Association for Simulated Practice in Healthcare (ASPiH)
3. Association for Standardized Patient Educators (ASPE)
4. Australian Society for Simulation in Healthcare (ASSH)
5. Canadian Network for Simulation in Healthcare (CNSH)
6. Dutch Society for Simulation in Healthcare (DSSH)
7. French Society for Simulation in Healthcare (AFSARMU)
8. International Nursing Association for Clinical Simulation and Learning (INACSL)
9. International Pediatric Simulation Society (IPSS)
- 10 Japanese Society for Instructional Systems in Healthcare (JSISH)
11. Korean Society for Simulation in Healthcare (KoSSH)
12. Latin American Association of Clinical Simulation (ALASIC)
13. The London Deanery
14. Polish Society for Medical Simulation (PSMS)
15. The Royal College of Physicians and Surgeons of Canada (RCPSC)
16. Spanish Society for Simulation in Healthcare (SESSEP)
17. Swiss Association in Simulation in Healthcare (SASH)
18. Society for Simulation in Healthcare (SSH)

19. Society in Europe for Simulation Applied to Medicine (SESAM)

Commercial

1. B-Line Medical
2. CAE Healthcare
3. Innovation in Learning Inc. (Clinispace)
4. Education Management Systems
5. Laerdal Medical
6. Limbs & Things LTD
7. Symbionix (pending) – Now 3D systems
8. Simulab Corporation
9. Surgical Science