

BRITISH AND IRISH ASSOCIATION OF ROBOTIC GYNAECOLOGICAL SURGEONS

ARTICLES OF ASSOCIATION, CONSTITUTION AND BYLAWS.

1. CONSTITUTION, OBJECTIVES AND MEMBERSHIP

Article 1

Constitution

Under the name of the 'British and Irish Association of Robotic Gynaecological Surgeons' – hereafter called the Society, an association to be governed by this Constitution is hereby established.

Article 2

Objectives of the Society

The objectives of the Society shall be:-

- a) To encourage the exchange of clinical experience, scientific thought and investigation among gynaecological robotic surgeons and practitioners in related techniques,
- b) To encourage research and evaluation of robotic surgery and related techniques
- c) To foster and further develop links with the RCOG and other Royal Colleges and their appropriate Committees.
- d) To recommend standards of training in gynaecological robotic surgery and related specialities.
- e) To promote agreement on terminology and definitions
- f) To promote cooperation between the Society and other relevant National, European and International Societies.

Article 3

Achievement of the Objectives

The method by which these objectives could be achieved shall be:-

- a) The collection of reliable data on present methods and standards.
- b) The organisation of regular scientific meetings.
- c) The publication of the proceedings of meetings and the promotion of published scientific material.
- d) The coordination of multicentre clinical trials.
- e) Audit of the results and complications of robotic surgery and related techniques.
- f) Advising on the development and content of training programmes.
- g) Advising on appropriate postgraduate training and Continuing Professional Development (CPD).

Article 4

Duration and address of the Society

The duration of the Society shall be unlimited. The registered address of the Society is The Royal Surrey County Hospital, Egerton Rd, Guildford, Surrey, GU2 7XX. The registered address may be changed by a simple decision of the Committee and published in the Society's newsletter.

Article 5

Membership

The Society shall consist of Annual Members and Officers, Life Members, Honorary Fellows and Corporate Members.

a) Members

The following shall be eligible to be Annual Members of the Society

I. Gynaecologists holding Consultant appointments or Senior Career Staff Posts on the Specialist Register of the General Medical Council, and similar practitioners in the related techniques of interventional medicine.

II. Medical Practitioners in training in the above specialities.

b) Life Members

The same criteria shall apply as for Annual Members. Life Members shall not pay an annual subscription but a single lump sum, the amount to be determined by the Society and ratified at an Annual General Meeting (AGM).

c) Honorary Fellows

The Committee of the Society may propose to the AGM of the Society the election of Honorary Fellows. They shall be medical practitioners and others who have made a significant contribution to robotic surgery. Honorary Fellows shall have the same rights as Members but will not vote or be eligible to hold Office or be liable to an annual fee. The number of Honorary Fellows proposed will not normally exceed two per calendar year.

d) Corporate Membership

Corporate Membership shall be available to Industrial Organisations or Companies, who have contributed to the development of the Society and who have regularly attended meetings. Applications shall be made to the Committee who will make a recommendation to the Society. Each company should nominate a specified person each year to be the link member with the Society. They will not be eligible to hold office or to vote. They will receive the newsletters and members of the organisation can attend the scientific meetings of the Society.

Article 6

Granting or refusing Membership

The decision as to the granting or refusal of Membership shall be taken by the Annual General Meeting of the Society following a recommendation by the committee, or by delegation of this power to the Committee. The Society shall not be required to state the reason for its decision.

Article 7

Termination of membership

Membership of the Society can be terminated by:-

- a) The Member subject to giving notice of withdrawal to the Secretary at least three months before the end of the current year. Notice of withdrawal shall become active at the end of the year in which notice was served. Contributions for the year concerned shall be paid.
- b) Default in the payment of contributions to the Society when the arrears of contributions are outstanding for two years. The committee can recommend to the Society reinstatement of the member if all arrears are received by the Society.

Article 8

Sub committees

The Society may appoint sub-committees to perform appropriate functions. The term of office of these subcommittees shall be at the discretion of the Committee but shall not normally exceed six years. Each subcommittee shall govern its terms of reference by the committee, but may adopt its own rules for management but is responsible to the Committee. The sub-committees shall report by minutes or verbally when necessary to the Committee. These reports will be at least every six months.

Article 9

Language

The official language of the Society is English.

2. CONTRIBUTIONS

Article 10

Contributions and Liability

Each member, except Life Members and Honorary Fellows, shall pay to the Society a yearly subscription rate the amount of which shall be determined by the Society at the AGM. Life Members shall pay a single subscription the amount of which will be determined by the AGM. Members of the Society shall be exonerated from personal liability in respect to the financial commitments of the Society, which shall be guaranteed solely by the Society's assets.

3. ORGANISATION AND MANAGEMENT

Article 11

The Organs of the Society

The Organs of the Society are the Annual General Meeting (AGM) and the Committee.

Article 12

The Annual General Meeting (AGM)

The AGM is the supreme authority of the Society. The AGM shall meet:-

- a) In regular session on the occasion of a meeting organised by the Society each year
- b) In extraordinary session whenever it is convened by the Committee or at the request of at least one fifth of the Members.

Article 13

Functions of the AGM

The AGM shall be given reports on the work of the Committee and the general activities of the Society. It shall discuss the items appearing on the agenda. The debates in the AGM shall be validly held irrespective of the numbers of members present, except when amendments to the constitution or the dissolution of the Society are under consideration. The points on which the AGM may make decisions are those appearing on the agenda. Members requesting items for discussion must do so in writing or by email to the Secretary two weeks prior to the AGM.

The AGM shall, after they have been audited, approve the accounts for the preceding financial period.

Article 14

Meetings of the Committee

The Committee shall, in regular session, meet as often as required for the business of the Society but never less than once every 6 months. The Committee shall also meet on the occasion of the Society's meetings. One of these meetings each year can be by teleconference.

- a) The agenda of the Committee meetings shall be arranged by the Secretary in consultation with the Committee Members and Officers. Members may submit items for the agenda to the Secretary not less than two weeks before the meetings.
- b) Extraordinary meetings of the Committee may be convened by the Officers of the Society or at the request of at least one third of its members. When an extraordinary meeting of the Committee is called, the minimum period of notice of such a meeting shall be two months. The Secretary shall send out an agenda to each Committee member as for an ordinary meeting. Committee members who are not able to attend may send their suggestions in writing to arrive at the Secretary's office at least two weeks before the meeting.
- c) The Committee shall validly meet if at least one third of its members are present. Decisions of the Committee shall be made by a majority of the Members present.

Article 15

Functions of the Committee

The Committee shall be responsible for the management of the affairs of the Society. It shall establish the yearly budget and determine the use to be made of the available funds. It shall also determine the renting of premises, when necessary, suitable for the requirements of the Society. It shall also establish an "Office" suitable for the requirements of the Officers, the Secretary and Treasurer. This will include equipment and stipend for secretarial assistance for the Newsletter and other needs of the Society.

Article 16

Structure of the Committee

The Committee shall consist of the Officers, the elected members and the co-opted members.

- i) The Officers of the Society
 - a) The President who shall hold Office for not more than two years and who shall become the Past President at the end of the term of Office. This should normally alternate between an oncologist and a benign gynaecologist.
 - b) The Vice President who shall hold Office for two years prior to becoming President at the end of the term of Office. This will normally alternate between an oncologist when the President is a benign gynaecologist, and a benign gynaecologist when the President is an oncologist. This can only be altered by a decision at the Annual General Meeting or Extra ordinary meeting.
 - c) The Past President who shall hold Office for not more than two years. He shall then resign from the Committee at the end of the term of Office and shall not be eligible for re-election to the Committee or an Officers post for at least one year.
 - d) The Secretary who shall hold Office for two years. He shall be eligible for re-election for a further two years but shall then resign from the Committee unless

he becomes Vice President. He shall not be eligible for election as an elected Committee Member for at least one year.

- e) The Treasurer, who shall hold Office for two years. He shall be eligible for re-election for a further two years but shall then resign from the Committee unless he becomes Vice President. He shall not be eligible for election as an elected Committee Member for at least one year. The Treasurer is empowered to sign cheques, bank drafts or money orders on behalf of the Society to a maximum of £5,000. Cheques in excess of this amount, should be countersigned by the Secretary or President of the society. The Treasurer is empowered to deposit funds on behalf of the Society in Bank accounts approved by the Committee.
- f) The Officers shall be elected by the Members of the Society at an AGM. The election shall be by postal or electronic ballot if more than one member is nominated for a post, using the single transferable vote system.
- g) Any informal action by the Committee may be taken without a meeting provided prior written consent or two other members is obtained. One of the members should be the President or Secretary.
- h) An Officer may be removed from Office by a majority vote at any AGM. Prior notice of intent must be given in writing to all members at least one month in advance.

ii) Elected Committee Members

There shall be eight elected Committee members, four oncologists and four benign gynaecologists where possible, who shall serve for no more than three years unless elected as an Officer of the Society. The total number of elected representatives will be reviewed on a regular basis, and not more than every 3 years. The number will reflect the total number of members in the Society. One quarter of the elected Members shall resign from the Committee each year after the first three years. They may offer themselves for re election for one period of three years but must then stand down if not elected as an Officer of the Society.

The following rules shall apply for election of Committee Members:

- a) Elected Committee Membership shall be open to any Annual or Life Member of the Society under the following conditions:-
No elected member of the Committee shall be eligible for re election to the Committee within one year of completing his term of membership. He shall however be eligible for election as an Officer of the Society.
- b) Method of Election. A postal or electronic election shall be held each year for the vacancies for the elected Committee Members. Candidates for election to the Committee must be proposed by two sponsors, a proposer and a seconder. Candidates and sponsors must be Members of the Society and have paid their current subscriptions. Voting shall be open to every Annual Member, Life Members and Honorary Fellows. A single transferable vote system shall decide. Elected Committee members will take Office at the following Committee meeting. Proposal forms for election will be sent to each member of the Society electronically one month prior to the AGM.
- c) If an elected Committee member leaves the Committee or is elected to the post of an Officer before the term of Office is complete, his place on the Elected Committee may be filled for the remaining period of his term of office by co-option at the discretion of the Committee.

iii) Co-opted Members

Members of the Society may be co-opted to the Committee at the discretion of the Committee. They should not normally be more than two. They shall have the same voting rights as the other Committee members. Their tenure of Office shall be annually renewable

and shall not normally exceed three years but may be extended as considered appropriate by the Committee. They shall include:

- a) The Organising Secretary of the next Main (Annual) Scientific Meeting.
- b) The Chairmen of subcommittees when appropriate.

Article 17

Fiscal Year

The fiscal year shall be the calendar year. Accounts will be prepared by the Treasurer on an annual basis and be subject to audit by Accountants appointed by the Society. The Accountants will be appointed annually at the Annual General Meeting.

Article 18

Responsibilities to Third Parties

In respect to all acts involving the responsibility of the Society towards third parties, it shall be validly represented by its President or by a representative duly appointed to that effect by the Committee.

4. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

Article 19

Amendments to the Constitution

Any proposal for an amendment to this Constitution shall be circulated to all Members of the Society in writing at least three months before the Annual General Meeting of the Society at which the amendment is to be discussed. The voting can be in person, electronic or by post. When the amendment is circulated, the Secretary shall state that the Society Members may, if they are unable to attend the AGM, indicate that they support, reject or wish to suggest an alteration to the amendment. At the meeting the Secretary shall report on any suggested alterations proposed in the returns so that they may be debated. After those present have voted on a show of hands, the Secretary shall report the result of the postal and electronic ballots and the figures shall be added to those cast at the meeting. No Members shall vote both in person and in writing or electronically.

At the meeting, when the amendment is discussed, there must be a majority of two thirds of members who voted for the amendment to be passed; the two thirds to include postal and electronic votes as well as Members present at the Meeting. If the majority is not reached, the amendment will fail. The final decision on the amendment shall be communicated to all Members as soon as possible after the meeting, and not more than four weeks later.

Article 20

Dissolution of the Society

A decision to dissolve the Society shall be taken at a Annual General Meeting specially convened for the purpose and composed of at least half the Members of the Society. Should this quorum not be reached the Annual General Meeting shall be re convened not less than three months and not more than six months after the first meeting. This second Annual General Meeting in extraordinary session may make a valid decision irrespective of the number of Members present.

In no case may the Society be dissolved unless a two thirds majority of those present at the AGM agree. In the event of the Society being dissolved under the above provisions or as a result of a legal or judicial process, the Committee shall appoint one or more Commissioners charged with the liquidation of the assets of the Society.

The Committee shall determine the use of the net assets of the Society.

The liquidation shall be final only after the approval of the liquidation accounts by the Members of the Society who shall be consulted in writing or electronically. The decision must be reached by a two thirds majority.