

ISGE Constitution.

INTERNATIONAL SOCIETY FOR GYNECOLOGIC ENDOSCOPY ARTICLES OF ASSOCIATION, CONSTITUTION AND BYLAWS

This document amends and replaces the Articles of Incorporation of the International Society for Gynecologic Endoscopy dated 15th April 1988 and establishes a new Constitution of the Society.

1. CONSTITUTION OBJECTIVES AND MEMBERSHIP

Article 1

Constitution

Under the name of the “International Society for Gynecologic Endoscopy” (hereinafter called the ‘Society’) an association to be governed by this Constitution is hereby established.

Article 2

Objectives of the Society

The Society is a non-profit, scientific, educational and non-partisan organisation with the following objectives:

- a) To encourage the exchange of clinical experience, scientific thought and investigation among gynecologic endoscopists and practitioners in related techniques.
- b) To encourage research and evaluation of endoscopic and related techniques.
- c) To establish and recommend standards of training in gynecologic endoscopy and related specialities. -----

- d) To conduct appropriate training, and instructional courses
- e) To promote international agreement on terminology and definitions
- f) To promote cooperation between national and international societies.

Article 3

Achievement of the Objectives

The methods by which these objectives could be achieved shall be:

- a) The organization of regular scientific meetings.
- b) The collection of reliable data on present methods and standards.
- c) Ensure regular communications with members by electronic and postal media
- d) The co-ordination of multi-centre clinical trials.
- e) Audit of the results and complications of endoscopic surgery and related techniques to ensure patient safety.
- f) Advising on the content of training programs.

The stakeholders of the Society are the patients, patient associations, teaching institutions, other national and international societies, insurance companies, medical industries, other medical specialities, other caregivers and the media, other governmental and non-governmental organizations

Article 4

Duration and Address of the Society

The duration of the Society shall be unlimited.

The address of the Society is set by the Executive Board of the Society to be, Viale Regina Margherita, 157, Rome Italy. Changes of the address will be notified on the Society's website and in the Society Newsletter after decision of Executive Board of the Society.

Article 5

Membership

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

a) Members

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

- i. Registered or retired gynecologists and practitioners of related techniques of good standing
- ii. Medical practitioners in training in the above specialities.

b) Life Members

The same criteria shall apply as for Annual Members but Life Members shall not pay an annual subscription.

c) Honorary Members

The Board of the Society may propose to the General Assembly the election of Honorary Members. They shall be medical practitioners or others who have made a significant contribution to the specialities. Honorary Members shall have the same rights as Members but will not be eligible to hold office, vote or be liable to an annual subscription.

d) Corporate Members

Corporate Membership shall be available to industrial organizations or companies. They will not be eligible to hold office or vote.

e) Associate Members

Individuals who are not medical practitioners but who have an interest in or have contributed to gynecologic endoscopy or related techniques may be elected Associate Members. They shall not

be entitled to vote or hold office. There shall be three categories of Associate Membership:

- i Individual Industrial Members
- ii Non-Medical Scientific Members
- iii Paramedical Members

Article 6

Granting or Refusing Membership

The decision as to the granting or refusal of membership shall be taken by the elected board of the ISGE which 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 is 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
- c) Members behaving in a manner likely to bring the society into disrepute. The decision should be made by the sub-committee of the board, qualified on membership matters after providing formal written notification to the member. The member will then be given the opportunity to respond to the allegation at the next board meeting. If the member wishes to appeal the sub-committee qualified on membership matters decision an appeal is possible and has to be addressed to the Executive Board.

Article 8

Committees

The Board may set up committees to perform appropriate functions. The term of office of the committees shall be at the discretion of the Board. The board shall elect the chairman of each committee who should preferably be a member of the board. Membership of each committee should be decided at the annual meeting of the full board. Each member of each committee should be an elected member of the board and should serve for 2 years. Board members may be re-elected to one or more committees during their 4-year term on the board. Each committee may adopt its own rules for management but is responsible to the Board. The committee shall report its activities to each Board Meeting.

Article 9

Language

The official language of the Society shall be English.

2. CONTRIBUTIONS

Article 10

Contributions and Liability

Each member, except Life and Honorary Members, shall pay to the Society a yearly subscription the amount of which shall be determined by the General Assembly. Life Members shall pay a single subscription of 10 times the annual registration fee, the amount of which shall also be determined by the General Assembly. 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. ORGANIZATION AND MANAGEMENT

Article 11

The Organs of the Society

The Organs of the Society are the General Assembly, the Board, the Executive Committee of the board and the Senate.

Article 12

Meetings of the General Assembly

The General Assembly is the supreme authority of the Society. The General Assembly shall meet:

- a) In regular session on the occasion of each Annual Congress organized by the Society.
- b) In extra-ordinary session whenever it is convened by the Board or at the request of at least one-fifth of the paid –up membership.

Article 13

Functions of the General Assembly

The General Assembly shall be given reports on the work of the Board and on the general activities of the Society. It shall discuss the items appearing on the agenda. The debates in the General Assembly shall be validly held irrespective of the number of Members present, except when amendments to the constitution or the dissolution of Society are under consideration. The points on which the General Assembly may make decisions are those appearing on the agenda. It shall, after they have been audited, approve the accounts for the preceding financial period.

Article 14

Meetings of the Board

The Board shall meet as often as required for the business of the Society but never less than once each year. The Board shall meet on the occasion of each Annual Congress of the Society.

- a) The agenda of the Board meetings shall be arranged by the Secretary. Members may submit items to the agenda in writing to the Secretary not less than one month before meetings. The agenda must be distributed to board members at least 2 weeks before each meeting.

b) Extraordinary meetings of the Board may be convened by the Executive Board of the Society or at the request of at least one third of its Members. When an Extraordinary Board Meeting is called, the minimum notice of such meeting shall be two months. The Secretary shall send out an agenda in writing to each Board Member as for an ordinary Board Meeting. Board Members may submit their suggestions in writing to arrive at the Secretary's office at least one month before the meeting. The Board shall validly meet if at least seven of its members are present. Decisions of the Board shall be made by a majority of the Members present.

Article 15

Functions of the Board

The Board shall be responsible for the management of the affairs of the Society and all obligations assigned to the Board as set out in this Constitution.

Article 16

Structure of the Board

The Board is composed of the EXCO, Elected Board Members, Co-opted Members and the presidents of the affiliated societies.

i) **The Executive Board of the Society.** They should be elected by and out of the members of the elected board.

The EXCO is in charge of the day to day management of the affairs of the Society.

a) The President shall hold office for not more two years and shall become the Past-President at the end of his/her terms of office subject to ratification by the full elected board.

b) The Vice-President who shall hold office for not more than two years and who shall become President at the end of his/her term of office subject to the ratification and approval of the full elected board. In the event of non-ratification, the vice-president may stand for election against one or more nominations from the full elected board. The vice-president will be elected on a regional rotational basis providing a suitable candidate from the next region is available and willing to stand. The regions are 1) The Americas, 2) Europe and Africa 3) Austral-Asia.

c) The Past-President, who shall hold office for no longer than two years, shall then resign from the Board at the end of his/her term of office and shall not be eligible for re-election to the

Board for at least one year subject to ratification by the full elected board.

d) The Secretary who shall hold office for four years. The secretary shall be eligible to stand for re-election for a further period of 2 years at the discretion of the full elected board. When his/her term as secretary is completed he/she shall resign from the board unless elected to another position on the executive board. After completion of his/her term, he/she shall not be eligible for election as an elected Board Member for at least one year.

e) The Treasurer who shall hold office for four years. He/she shall be eligible to stand for re-election for a further period of two years at the discretion of the full elected board. When his/her term as treasurer is completed he/she shall resign from the board unless elected to another position on the executive board. After completion of his/her term he/she shall not be eligible for election as an Elected Board Member for at least one year. The Treasurer is authorized to sign cheques, bank drafts or money orders on behalf of the Society to a maximum of US\$10,000. Cheques in excess of this amount must be countersigned by a second member of the Executive Board. The Treasurer is authorized to deposit funds on behalf of the Society in bank accounts approved by the Board

f) The Editor of the society's newsletter who shall hold office for four years but without a vote. He/she shall be eligible to stand for re-election for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board unless elected to another position on the elected board. He/she shall not be eligible for re-election as an elected board member for at least one year

g) The elected board's representative on the executive. The full board shall elected one of its number to serve as a member of the executive without vote to serve for a period of 2 years. He/she shall be eligible to stand for re-election for further periods of two years at the discretion of the full elected board.

h) The Web Master who shall hold office for four years but without a vote. He/she shall be eligible to stand for re-election for further periods of two years at the discretion of the full elected board. When his/her term is completed he/she shall resign from the board unless elected to another position on the elected board. He/she shall not be eligible for re-election as an elected board member for at least one year

j) The EXCO may employ an external professional organization to assist in running the society including some of the roles of the treasurer and secretary.

k) The Executive Board shall be elected by the Members of the Board at a Board Meeting. A simple majority vote will decide. The election shall be by secret ballot if more than one Member is nominated for a post.

l) An Executive Board Member may be removed from office by a majority vote at any Meeting of the Board. Prior notice of intent must be given in writing to all Board Members at least three months in advance.

m) The Medical Director. She/he is appointed by the board who along with the Executive Board will also decide upon the duration of employment tenure. The Executive Board gives the Medical Director the contents of her/his mandate.

ii) **Elected Board Members**

There shall be twenty-eight Elected Board Members who shall serve for not more than four years unless elected to the Executive Board of the Society One quarter of the Elected Members shall resign from the Board each year . The following rules shall apply for election of Board Members:

a) Elected Board Membership shall be open to any Annual or Life Member of the Society under the following conditions.

a.i) The number of Elected Board Members shall be governed by geographical considerations. The geographical distribution of Elected Board Members shall be as follows:

North America	3
Europe	6
Asia	7
Central/South America	4
Australia/New Zealand	2
Africa	4
Middle East	2

There shall be no more than two Elected Board Members from any North American, European, Asian or Central and South American country.

a.ii) Each member of the board can be elected to a relevant sub-committee of the board to serve for 2 years. Each member may be re-elected to the same or a different sub-committee for the remaining 2 years of their term

a.iii) No Elected Board Member shall be eligible for re-election to the Board within one year of

completing his term of Membership. He/she shall, however, be eligible for election to the Executive Board of the Society.

b) Method of Election. A postal election shall be held each year for vacancies for election to the board at the annual general meeting.. Candidates for election to Board membership must be proposed by four sponsors. Candidates and sponsors must be Members of the Society and have paid their current Membership subscriptions. Voting shall be open to every Annual, Life and Honorary Member. A simple majority shall decide. Elected Board Members will take office at the following Annual Scientific Meeting of the Society. Proposal forms for election will be sent to each Member 4 months previously prior to the annual meeting

c) If an Elected Board Member leaves the Board or is elected to the Executive Board before his/hers term of office is complete, his/hers place on the Elected Board will be filled for the remaining period of his term of office by a candidate from the same geographical area, if no candidate from that area is available the post may be filled at the discretion of the Board.

d) If an Elected Board Member fails to attend the annual general meeting for two consecutive years he/she may be removed from the Board and his place filled for the remainder of his term of office by co-option at the discretion of the Board.

e) The Interests Register exists for both the board and EXCO. All members have to declare all business interests and societal memberships that could possibly constitute a conflict of interest for them as board members. This table is the first item on the agenda of each meeting and the Chair should ask for any updates from those present. This gives the members of both EXCO and the Board the opportunity to recognize a conflicted member. If the conflict is considered serious then it may mean forced resignation from the said board. If the conflict is deemed specific to one item on the agenda and sufficiently minor, then the person concerned will simply be required to abstain from voting on that particular agenda item and possibly vacate the room while the item is being discussed

iii) **Co-opted Members**

Members of the Society may be co-opted to the board at the discretion of the Board. Their

tenure of office shall not normally exceed four years or stipulated otherwise and should be re-assessed after 2 years but this may be extended as considered appropriate by the Board. They shall include:

- a) The Organizing Chair of the next scientific meetings.
- b) Society members having special interests in organizing events and courses.
- c) Society members having special interests in collaborating with industry.

iii) The presidents of the affiliated societies for the tenure of their presidency in the specific associated society. At the end of their presidency the board membership of ISGE will go automatically to their successor.

Article 17

Structure of the Senate

The Senate of ISGE is composed of the life members having been President, Secretary or Treasurer of the ISGE. Their number should not exceed twenty-five.

Article 18

Functions of the Senate

The members of the Senate advise the board of the ISGE through the EXCO in matters concerning the policies of the society and serve as a think tank to recommend strategies.

Article 19

Meetings of the Senate

The senate will meet with the EXCO at least once a year before and separate from the meeting of the general board or whenever three members of the EXCO, one of these being the president, feels appropriate to call for a meeting. The EXCO will if necessary ask for electronic advice of the senate on policy matters.

Article 20

Fiscal Year

The fiscal year shall be the calendar year.

Article 21

Responsibility 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 Board.

Article 21

Amendments to the Constitution

Any proposal for an amendment to this Constitution must be submitted in writing to the Secretary, care of the Society's notified address, by the Board or at least one tenth of the members.

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 general Assembly at which the amendment is to be discussed. The voting can be in person or by post. When the amendment is circulated, the Secretary shall state that Society Members may, if they are unable to attend the General Assembly, 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 ballot and the figures shall be added to those cast at the meeting. No Member shall vote both in person and in writing. At the meeting, when the amendment is discussed, there must be a majority of two-thirds of Members who have voted for the amendment to be passed; the two-thirds to include postal 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.

Article 22

Dissolution of the Society

A decision to dissolve the Society shall be taken at a General Assembly specially convened for the purpose and composed of at least half the Members of the Society. Should this quorum not be reached the General Assembly shall be re-convened not less than three months and not more than six months after the first meeting. This second General Assembly meeting in extra-ordinary session may make valid decisions 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 General Assembly agree. In the event of the Society being dissolved under the above provisions or as a result of a legal or judicial process, the Board shall appoint one or more commissioners charged with the liquidation of the assets of the Society.

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

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