

Constitution

1. Name : European Society of Paediatric Endoscopic Surgeons (ESPES)

2. The objects of the Society are:
 - a. To foster the development of new technology and endoscopy and minimally invasive techniques in fetuses, newborns, infants, children and young people across the Europe.
 - b. To promote and support scientific and medical research particularly in the field of minimally invasive therapy and advances of technology.
 - c. To raise public awareness and to maintain the high standards of paediatric endoscopy and minimally invasive therapy.
 - d. To disseminate the work of the Society and to interact with European National and other inter-national societies and medical, scientific and educational bodies.
 - e. To promote other activities as the Society shall from time to time deem necessary.

3. In support and furtherance of such objects the Society shall have the power to:
 - a. Support and assist in advancing The European Paediatric Surgical Curriculum.
 - b. Promote and carry out research, surveys, audits and investigations and disseminate the useful results of such activities.

- c. Interact with representatives of European patient support groups, charitable and voluntary organisations, government departments, statutory and non-statutory authorities and individuals.
- d. Raise funds by inviting and receiving contributions from any person, company or institution by way of subscription, donation, grant, loan, or legacy.
- e. Organise or assist in organising for, the holding of meetings, seminars, lectures, training courses and exhibitions.
- f. Collect information on all matters affecting such objects and exchange information with other bodies having similar objects.
- g. Operate bank accounts in the name of the Society and issue, make, accept, draw, endorse, execute and discount promissory notes, bills, cheques and other instruments.
- h. Invest monies, and acquire, change or dispose of property subject to such consents (if any) as may be required by law.
- i. Assign or employ such persons to perform such duties as necessary for the proper administration of the Society.
- j. Do all other lawful things as are necessary to enhance the professional values and assets of the Society.

4. Membership of the Society :

- a. Subject to article 4, section b, membership shall be open to any registered medical practitioner, trainee and allied professional from within and outside Europe who has involvement or interest in the

management aspects of paediatric endoscopy and minimally invasive techniques.

- b. There shall be four membership categories:
 - i. Full member include registered qualified medical practitioner.
 - ii. Associate member include trainee medical practitioner.
 - iii. Affiliated member include allied practitioners.
 - iv. Overseas member include qualified and trainee medical practitioners from outside Europe.
- c. Except in the case of the founder members, all applications for membership shall be made in writing (containing under taking to be bound by the constitution), supported by two full members, and approved by the Executive Committee. Delivery of the application shall be accompanied by the prescribed subscription determined by the Committee.
- d. Full members shall be entitled to vote at meetings in accordance with this constitution. Associate, Affiliated and Overseas members shall be entitled to attend all general and scientific meetings, speak, but not vote and receive all news letters.
- e. The executive Committee may refuse any application without giving reasons.
- f. The Executive Committee may by special resolution expel any Member at any time provided no less than 21 days notice have been given and the Member concerned has been given a reasonable opportunity to be heard in defence. An expelled member shall lose all privileges of

membership without prejudice to any claims that the Society may have.

The Executive Committee by resolution may re-admit to membership any Member so expelled on such terms as it may determine.

- g. A Member shall automatically cease to be a Member:
 - i. If his name is erased from the register of medical practitioners from any one or more countries, or therein suspended.
 - ii. If he maybe suffering from a mental disorder confirmed by independent opinion.
 - iii. If he fails to pay the prescribed subscription with a period of time determined by the treasurer (2 years).
- h. A member may terminate membership by giving notice in writing
- i. The Executive Committee may admit to Honorary Membership of the Society individuals who have rendered special service to the Society or the practice of medicine. An Honorary Member shall be entitled to attend all general and scientific meetings, speak, but not vote and not pay a subscription.

5. General meetings (Assembly).

- a. The Society shall hold a general meeting at least once every two years as its general meeting at such a time and place as may be determined by the Executive Committee.
- b. All other general meetings shall be called Extraordinary General Meetings.

- c. The Executive Committee may call general meetings and on the requisition of no less than ten Members shall forthwith proceed to convene an extraordinary meeting for a date not later than eight weeks after receipt of the requisition, or in default the meeting may be convened by the requisitionists.
- d. A meeting (annual or extraordinary general) called for the passing of a special resolution or otherwise shall be called by at least 21 clear days' notice. With the consent of all the Members entitled to attend and vote at the meeting, a meeting may be convened by such notice as those Members think fit. The notice shall specify the time, place and general nature of the business to be transacted. The notice shall be given to all Members.
- e. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- f. No business shall be transacted at any general meeting or extraordinary meeting unless a quorum is present. Ten Members present shall be a quorum.
- g. If such a quorum is not present within 30 minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to another day within eight days at the same place or to such a time and place as the Committee may determine. If at such an adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present in person shall be a quorum.

- h. The President or in his absence some other member of the Executive Committee nominated by the Committee shall preside as chairman of the meeting. If no member of the Committee is present or willing to act as Chairman within 30 minutes of the time appointed for holding the meeting, the Members present shall choose Chairman.
- i. The Chairman may with the consent of a meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 2 weeks or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.
- j. Subject to Article 7, section g., a resolution put to the vote of a general meeting shall be decided by a show of hands unless before, or on the declaration of the result, a poll is duly demanded. A poll may be demanded by the chairman or at least four Members having right to vote.
- k. Any resolution shall be tabled in writing at least 7 days prior to the meeting.
- l. A poll shall be in writing and shall be taken as the Chairman directs and he may appoint scrutinisers and fix a time and place for a declaring the result.
- m. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

- n. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other matters shall be taken either forthwith or at such time and place as the Chairman directs not being more than 30 days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.
- o. On a show of hands every Member who is present in person shall have one vote and on a poll one vote. No member shall vote unless all monies in respect of subscription have been paid,
- p. No objection shall be raised to the qualification of any voter except at the meeting at which the vote objected to is tendered. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

6. Members of the Executive Committee (Board):

- a. There shall be an Executive Committee (Board).
- b. Except in the case of the first committee, The number of executive Members of the Committee shall be seven. Each Executive Member shall have one vote at meetings of the Committee.
- c. Additional non-executive Members may be co-opted onto the Committee by the executive Members to a maximum of seven in total. The non-executive Members shall serve for one year or more as the

Committee may think fit, and shall be entitled to attend all Committee meetings to speak but not vote. All Members of the Committee must also be Members of the Association.

- d. The Executive Committee may invite other professional organizations to have Representative Membership of the committee. Such Members shall attend all general and committee meetings to speak but not vote.
- e. Except in the case of the first Committee there shall be one President, one Past President or one President Elect, one Secretary, one Treasurer, and three Ordinary Members within the Executive Committee.
- f. Except in the case of the present founder Committee Members, the Committee (including President, Secretary and Treasurer) shall be elected by the membership by electronic ballot in the three months preceding the general meeting. All Members of the Committee shall be voted upon by a single vote ballot with votes being sent to the Secretary. A simple majority decision shall be accepted as a standing result. In the case of a tied vote the President shall have the casting vote.
- g. The President Elect shall be elected and become member of the Committee one year before the due date. The Past President and President Elect shall have one vote each at meetings of the Executive Committee.

- h. No more than two Committee Members, Executive and Non-Executive, shall be elected or selected from any one member state at any one time.

- i. At the 1st General Meeting all the present founder Committee Members shall retire from office, but each shall be eligible for re-election. Following this election no more than four Members of the Committee shall change in any one year.

- j. Except in the case of the founding Executive Committee and subject to Article 6, Section e, f and h , the President shall serve two years, the past President for one year, the Secretary for three years, the Treasurer for three years and Ordinary Committee Members for two years.

- k. The President, Secretary, Treasurer and Ordinary Executive Members shall serve for one term. The Non Voting Committee Members shall be eligible for re-election to the same office or any other office for the 2nd term. One year shall lapse before any retired Committee Member including the President, becomes eligible for further election to the same office or any other office.

- l. No person shall be appointed or re-appointed an elected Committee member at any meeting unless:

- i. Not less than eight weeks notice signed by a member entitled to vote has been given to the Association, stating the name and address together with a consent of that person to be elected.
 - ii. His/Her application and or notice approved by the Executive Committee.
- m. A member shall cease to be a Member of the Committee if he/she:
 - i. resigns his office by notice to the Society.
 - ii. ceases to be a member of the society.
 - iii. has been absent without permission of the Committee for two consecutive meetings.

7. Proceedings of the Committee:

- a. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meeting as it thinks fit. Ordinary meetings of the Committee shall be held at least once a year.
- b. The President on the request of a Committee member shall, at any time summon a Committee meeting and give at least three weeks notice.
- c. Questions arising at meetings shall be decided by a majority of votes. In the case of an equality of the votes the president shall have a second or casting vote.
- d. No business shall be transacted at the Committee meeting unless a quorum is present. The quorum may be fixed by the Committee, and unless so fixed at any other number shall be three executive Members.

- e. The provisions of Article 5, sections g. h. and i. shall apply to meetings of the Committee.
- f. The business of the Society shall be managed by the Executive Committee who may exercise all the powers of the Society. No alteration of the Constitution shall be made by the Committee without direction from the Society at a general meeting.
- g. The President shall be the chairman of the Committee, but if at any meeting the President is not present within 15 minutes the Committee Members may choose one member to chair the meeting.
- h. The Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number as the necessary quorum of numbers the Committee may act for the purpose of increasing the number of Members to the number, or of summoning a general meeting, but for no other purpose.
- i. Not less than 30 days before a general meeting, the secretary shall give notice to all who are entitled to receive notice of the Executive Committee Members retiring and of any person who is illegible for appointment as an elective executive Committee member at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting. If the number of candidates notified exceeds the number of Committee Members to be elected:
 - i. The secretary shall send to each member a voting paper which shall contain the number of vacancies to be filled up; the names of retiring executive Members; the names

and addresses of the candidates and their respective nominators; the day being one clear day before the general meeting is to take place on which the voting paper must be returned; a notice that inappropriately completed voting paper will be void.

- ii. The voting papers shall be opened and counted by the secretary and retained for not less than 30 days.
 - iii. The President or Secretary shall report to the annual general meeting: the total number of voting papers received; the number if any rejected; the number of votes in favour of each candidate; the names of the candidates elected.
- j. All acts done by any meeting of the Committee, or any person acting as a Committee Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member, or that they or any of them were disqualified, be as valid as if every such member had been duly appointed and was qualified to be a Committee Member.
- k. A resolution in writing, signed by all the Committee Members shall be as valid and effectual as if it had been passed at a Committee meeting duly convened.
- l. The Executive Committee, at its discretion, upon the application of Members, authorise the formation of a section (sub-committee). Such a section or sub-committee shall be lead by a Society member. No

Member shall lead more than two sections or sub-committee at any one time. The Executive Committee may delegate any of its powers to any section or sub-committee, as the Committee may think fit.

- m. The Executive Committee shall have power to make or revoke Bye-laws which are not inconsistent with this constitution. Bye-laws may be made, altered or revoked in connection with membership, subscription, committees, sections and proceedings of the committee.
 - n. The executive Committee shall cause minutes to be made in connection with all proceedings at meetings of the Society. All minutes shall be open to inspection by any member.
8. The member of the Society may be paid reasonable expenses properly incurred in connection with the discharge of their duties. No member shall be entitled to remuneration for his/her service .
9. Accounts shall be prepared on an regular basis and presented to the General Meeting.
10. Every Member of the Society shall be indemnified out of the assets of the Society against liability incurred by him/her in relation to the official affairs of the society.
11. This Constitution may be altered by a special resolution of the Members in a general meeting.

12. The official language of the Society and Meetings shall be English. Written and or verbal translation into one additional European language, or one or more parallel sessions in one additional European language may be facilitated during General and Scientific meetings as and if deemed necessary or helpful by the Organising Committee or 25% or more of participants of such meetings and with prior agreement from the Executive Committee.

13. On dissolution the assets of the Society shall not be distributed among the Members but, after provision has been made for meeting all outstanding debts, they shall be transferred to such other institutions having objects similar to those of the Society as the Members in the general meeting shall direct.

Azad Najmaldin, December 2010

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