

# Constitution

# BAPES

British Association of Paediatric Endoscopic Surgeons

## 2017

THE BRITISH ASSOCIATION OF PAEDIATRIC ENDOSCOPIC SURGEONS  
(BAPES) 1999, 2006, 2007, 2009

The 2017 Constitution replaces and takes precedence over all previous ones

### **1. Name:**

British Association of Paediatric Endoscopic Surgeons (BAPES).

### **2. Objectives:**

- a. The development of endoscopy and minimally invasive techniques in foetuses, newborns, infants, children and young people across the U.K.
- b. Public education and the raising and maintenance of standards.
- c. Facilitation of relevant medical research.
- d. Dissemination of the work of the Association and interaction with other national and inter-national societies.
- e. Such other activities as the Association shall from time to time deem necessary.

### **3. The Association shall have the power:**

- a. To promote research.
- b. To engage with relevant stakeholders including patient support groups, charitable trusts, voluntary organisations, government departments and statutory authorities.
- c. To raise funds by way of subscription, donation, grant, loan, or legacy.
- d. To organise meetings, seminars, lectures, training courses and exhibitions.
- e. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name

of the Association.

- f. To invest monies, borrow monies on the security or otherwise, and acquire, change or otherwise dispose of property subject to such consents (if any) as may be required by law.
- g. To employ persons to perform such duties as necessary for proper administration.
- h. To do all other lawful things to enhance the professional values and assets of the Association.

#### **4. Membership:**

- a. Open to registered medical practitioners (U.K and overseas) involved in diagnostic or therapeutic aspects of paediatric endoscopy and minimally invasive techniques.
- b. Applications for membership shall be made on the approved application form (hard copy or online) and may include a CV. The application should be sponsored by an existing member and approved by the executive Committee (hereinafter referred to as the Committee). Delivery of the application shall be accompanied by the prescribed subscription determined by the Committee. The Committee may grant provisional membership ahead of formal confirmation.
- c. Full members shall be entitled to vote at meetings in accordance with this constitution.
- d. Associate membership may be granted by the Committee on the receipt of applications from surgeons in training, fixed grade non-consultant surgeons and peri-operative practitioners.
- e. The Committee may admit individuals to Honorary Membership for special service to the Association or medicine. An Honorary Member may attend general meetings, speak but not vote and not pay a subscription.
- f. The Committee may refuse any application without giving reasons.
- g. The 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 Association may have. The Committee by resolution may re-admit to membership any Member so expelled on such terms as it may determine.
- h. Unless the Committee shall suspend the operation of this article, a Member shall automatically cease to be a Member:
  - i. If their name is erased from the register of medical practitioners or therein suspended.

- II. If they may be suffering from a mental disorder (which precludes normal functioning at work) confirmed by independent opinion.
  - III. If they fail to pay the prescribed subscription with a period of time determined by the treasurer.
- i. A member may terminate membership by giving notice in writing at least 3 months before the day when their subscription shall next be due.

## **5. General meetings.**

- a. The Association shall hold an annual general meeting each year as determined by the Committee.
- b. All other general meetings shall be called Extraordinary General Meetings.
- c. On the requisition of no less than ten Members, the Committee will convene an extraordinary meeting not later than eight weeks after receipt of the requisition. In default, the requisitionist may convene the meeting.
- 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 unless a quorum is present. Ten Members present shall be a quorum.
- g. If such a quorum is not present within half an hour 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 half an hour from the time appointed for the meeting, the Members present in person shall be a quorum.
- h. The President or in their absence some other member of the 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, or the show of hands, a poll is duly demanded. The chairman or at least four Members having right to vote may demand a poll.
- 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 who may appoint scrutineers 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 they 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:**

- a. There shall be a Committee.
- b. The number of executive Members of the Committee shall be seven;
- c. President – 2 year single term
- d. Past President or President Elect – 1 year each
- e. Secretary – 3 years

- f. Treasurer – 4 years
- g. Special duties Committee member – 3 years
- h. Special duties Committee member – 3 years
- i. Two honorary members of the Committee; one a surgeon in training – 2 years, the second a peri-operative practitioner – 3 years.
- j. A maximum of a further two non-executive members may be co-opted onto the committee by resolution of the Committee.
- k. Each Executive Member shall be elected by single vote ballot of all full members. This will be arranged by the Secretary or in his absence a Committee member directed by the President. In the event of a tied ballot for any of the positions, a poll shall be re-run with the top two candidates standing. This shall be arranged by the Secretary or in his absence a Committee member directed by the President.
- l. Each Executive member shall have one vote at meetings of the Committee.
- m. No person shall be elected or re-elected a Committee member at any meeting unless:
- n. A minimum of 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.
- o. A member shall cease to be a Member of the Committee if they:
  - i. resigns office by notice to the Association.
  - ii. Ceases to be a member of the Association.
  - iii. Are absent without permission of the Committee for three 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 twice a year and can be called face-to-face or using video or audio conferencing at the discretion of the President.
- 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. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the U.K. and Ireland.
- c. Questions arising at meetings shall be decided by a majority of votes. In the case of a tied vote 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 Committee may fix the quorum, and unless so fixed at any other number shall be three executive Members.

- e. The provisions of Article 5, sections g. and i. shall apply to meetings of the Committee.
- f. The Committee who may exercise all the powers of the Association shall manage the business of the Association. The Committee shall make no alteration of the Constitution without direction from the Association at an annual general meeting.
- g. The President shall be the chairman of the Committee, but if at any meeting the President is not present within 30 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 recommended by the Committee for appointment as an executive Committee member at the meeting or in respect of whom notice has been duly given to the Association 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, or another Committee member directed to by the President 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 two nominators. The voting process should be completed at least one day before the annual general meetings.
  - (ii). The voting record shall be opened and counted by the secretary and retained for not less than 30 days.
  - (iii). The secretary shall report to the annual general meeting: the total number of votes received; the number if any rejected; the number of votes in favour of each candidate; the names of the candidates elected.
- j. The Committee may, at its discretion, upon the application of Members, authorise the formation of a section (or sub-Committee). The Committee may delegate any of its powers to any section or sub-Committee consisting of at least one Committee member and such other Members, whether or not Committee Members, as the Committee may think fit.
- k. 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.

- l. 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.
- m. The members of the Committee may be reimbursed reasonable expenses incurred in connection with the discharge of their duties. No member shall be entitled to remuneration for their service as a Committee member.

## **8. Bye-laws**

- i. The Committee shall have power to make, alter 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.
- ii. The Committee shall cause minutes to be made in connection with all proceedings at meetings of the Association. All minutes shall be open to inspection by any officer or member.
- iii. Accounts shall be prepared on an annual basis and presented to the Annual General Meeting.
- iv. Every Member of the Committee or other officer of the Association shall be indemnified out of the assets of the Association against liability incurred by them in relation to the affairs of the Association.
- v. This Constitution may be altered by a special resolution of the Members in a general meeting.
- vi. On dissolution the assets of the Association 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 Association, as the Members in the general meeting shall direct.