

# **CAGES CONSTITUTION**

## **CARIBBEAN ASSOCIATION OF GYNAECOLOGIC ENDOSCOPIC SURGEONS (CAGES) ARTICLES OF ASSOCIATION, CONSTITUTION AND BYLAWS**

The document herein represents the articles of Incorporation of **CARIBBEAN ASSOCIATION OF GYNAECOLOGIC ENDOSCOPIC SURGEONS (CAGES)** dated 14th October 2016 and establishes the Constitution of the Association.

### **1. CONSTITUTION OBJECTIVES AND MEMBERSHIP**

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#### **ARTICLE 1**

##### **Constitution**

Under the name of the “**CARIBBEAN ASSOCIATION OF GYNAECOLOGIC ENDOSCOPIC SURGEONS (CAGES)**” (hereinafter called the ‘Association’) an association to be governed by this Constitution is hereby established.

#### **ARTICLE 2**

##### **Objectives of the Association**

The Association 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 amongst gynaecologic 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 gynaecologic endoscopy and related specialities.
- d) To establish standard of care within the Caribbean.
- e) To conduct appropriate training, and instructional courses.
- f) To promote international agreement on terminology and definitions.
- g) To promote cooperation between national and international societies.
- h) To lobby with the primary insurance providers and recommend fees for services in gynaecological endoscopy
- i) To establish affiliations with the 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 stake holders of the Association are the patients, patient associations, teaching institutions, other national and international societies, insurance companies, medical industries, other medical specialities, other care givers and the media, other governmental and non-governmental organizations

## **ARTICLE 4**

### **Duration and Address of the Association**

The duration of the Association shall be unlimited.

The address of the Association is set by the Executive Board of the Association to be, The Hugh Wynter Fertility Management Unit, University of the West Indies , Mona, Kingston 7, Jamaica, WI. Changes of the address will be notified on the Association's website and in the Association Newsletter after decision of Executive Board of the Association.

## **ARTICLE 5**

### **Membership**

The Association 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 Association:

- i. Registered or retired gynaecologists and practitioners of related disciplines 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 Association 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 Association 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 Association when the arrears of contributions are outstanding for two years
- c) Members behaving in a manner likely to bring the Association 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 Association shall be English.

## **2. CONTRIBUTIONS**

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### **ARTICLE 10**

#### **Contributions and Liability**

Each member, except Life and Honorary Members, shall pay to the Association 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 Association shall be exonerated from personal liability in respect to the financial commitments of the Association which shall be guaranteed solely by the Association's assets.

### **3. ORGANIZATION AND MANAGEMENT**

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#### **ARTICLE 11**

##### **The Organs of the Association**

The Organs of the Association 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 Association. The General Assembly shall meet:

- a) In regular session on the occasion of each Annual Congress organized by the Association.
- 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 Association. 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 Association 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 Association but never less than once each year. The Board shall meet on the occasion of each Annual Congress of the Association.

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 Association 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 five 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 Association 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 Executive Committee (EXCO), Elected Board Members, Co-

opted Members and the presidents of the affiliated societies.

- i) **The Executive Board of the Association.** 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 Association.
  - 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.
  - 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.
  - 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. The Treasurer is authorized to sign cheques, bank drafts or money orders on behalf of the Association to a maximum of US\$1,000. 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 Association in bank accounts approved by the Board
  - f) The Editor of the Association'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.
  - g) **The elected board's representative on the executive:** The full board shall elect one of its

number to serve as a member of the executive without vote, 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.

j) The EXCO may employ an external professional organization to assist in running the Association 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 tenure. The Executive Board gives the Medical Director the contents of her/his mandate.

## ii) **Elected Board Members**

There shall be **ten** Elected Board Members who shall serve for not more than four years unless elected to the Executive Board of the Association. The following rules shall apply for election of Board Members:

a) Elected Board Members shall be open to any Annual or Life Member of the Association 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 Caricom countries

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

b) Method of Election. An 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 two sponsors. Candidates and sponsors must be Members of the Association 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 Association. Proposal forms for election will be sent to each Member 4 months prior to the annual meeting. Voting may be done electronically and/or by post.

c) If an Elected Board Member leaves the Board or is elected to the Executive Board before his term of office is complete, his 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 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 Association 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) Association members having special interests in organizing events and courses.
- c) Association members having special interests in collaborating with industry.

iv) **The presidents of the affiliated societies for the tenure of their presidency in the specific associated Association.** At the end of their presidency the board membership of CAGES will go automatically to their successor.

## **ARTICLE 17**

### **Structure of the Senate**

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

## **ARTICLE 18**

### **Functions of the Senate**

The members of the Senate advise the board of CAGES through the EXCO in matters concerning the policies of the Association 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 Association 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 Association'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 Association in writing at least three months before the general Assembly at

which the amendment is to be discussed. The voting can be in person, post or electronic mail. When the amendment is circulated, the Secretary shall state that Association 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 and electronic 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 and /or 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.

## **ARTICLE 22**

### **Dissolution of the Association**

A decision to dissolve the Association shall be taken at a General Assembly specially convened for the purpose and composed of at least half the Members of the Association. Should this quorum not be reached the General Assembly shall be reconvened 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 Association be dissolved unless a two-thirds majority of those present at the General Assembly agree. In the event of the Association 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 Association.

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

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