



## CONSTITUTION

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### Article 1: Name, Location and Representation

The name of “The Society” is: Asian Society for Gynecologic Robotic Surgery herein after referred to as either ASGRS or “The Society”.

- Address: Dept of OBGyn, NUHS, Level 12, 1E, Kent Ridge Road, Singapore 119028.
- Seat of Society: Republic of Singapore.
- Place of Business: Dept of OBGyn, NUHS, Level 12, 1E, Kent Ridge Road, Singapore 119228.
- Language: English shall be the official language of “The Society” and shall be used for all Society purposes.
- The currency in matters of accounting of “The Society” shall be in Singapore Dollars (SGD).
- Composition and Representation: ASGRS consists of individual members with a professional interest in the study of robotic techniques in Gynaecologic Surgery: clinicians, scientists or nurses. ASGRS strives for a wide representation of the scientific and medical communities primarily in Asia whilst engaging with similar societies and professional bodies worldwide.
- Membership in “The Society” can be terminated for non-payment of dues in accordance with established Policy and Procedures of “The Society”.

### Article 2: Missions of “The Society”

ASGRS is a non-profit organization for the study and advancement of the use of robotics in Gynaecologic Surgery aiming:

- To create an open Asian platform of individual professionals dedicated to the advancement and development of Robotic Surgery.

- To provide and develop standards and supervision for training and teaching in Robotic Surgery.
- To encourage Evidence Based Practice in order to define indications, surgical techniques and scientific research.
- To promote exchange of results through local and international meetings.
- To engage with industry partners in order to help guide the direction of clinical and commercial development that ultimately benefits women in Asia.
- To promote communication with other relevant scientific and professional organizations.
- To improve womens' surgical healthcare in Asia through the formation of a co-operative that openly shares and tracks clinical outcomes for research, process improvement and procedural development.

### **Article 3: Membership**

Membership is open to any individual with a professional or special interest in Robotic Assisted Surgery in Gynaecology.

#### **a. Categories of Membership**

##### Full Membership

- Medical doctors
- Operating theatre staff, including nurses and technicians;
- He/she will enjoy all rights and privileges of "The Society" as defined by the Constitution.
- Only Full Members can vote and be elected as members of the Board.

##### Senior Membership

- A member may request Senior Membership status upon retirement from professional activities as reviewed by Board.
- He/she is not allowed to vote on Society matters.
- He/she should have the option to subscribe to the journal of "The Society".

##### Associate Membership

- Students in medicine or nursing or allied health
- Fellows in training
- Associate Members are not entitled to vote or hold office with the exception of the Junior Board Member.

##### Honorary Membership

To be eligible for Honorary Membership, an individual must have made outstanding contributions to Robotic Surgery or allied areas. Honorary Members shall enjoy all the rights and privileges of "The Society", except that they shall not be entitled to vote or hold elected or appointed office in "The Society". They are not required to pay dues.

##### Affiliate Membership

Affiliate Membership will generally be determined when a national robotic or other society holds an agreement with ASGRS for its individually named membership to hold Affiliate ASGRS Membership.

- These agreements must be agreed by the Board on an individual society basis.
- The membership fee that each other society pays to ASGRS per Affiliate Member requested shall be determined by the Board and will be the same cost per individual for each requesting society within each calendar year. ASGRS Board may renegotiate this cost as and when is required with the other societies.

- The totaled cost shall be paid to ASGRS by the other Society in an annual lump sum directly prior to the ASGRS AGM each year to allow an accurate update of membership before the AGM.
- Affiliate Membership confers membership of ASGRS for their individually named members from 1 January till 31<sup>st</sup> December of the year in which the subscription was paid only, provided all individuals named are accepted to ASGRS membership under the nomination and approval rules in Article 3.
- The other society shall be reimbursed accordingly if any of their individually named members are rejected by Board.
- Further Affiliate Members may be able, to be added by other societies on an ad hoc basis at other times in the year if it is required and Board agrees.
- Affiliate Members shall be entitled to enjoy all rights and privileges of Full Members of “The Society” as defined by the Constitution including the right to vote, hold office on ASGRS Board, and eligibility for discounted rates.
- Membership rejection of Affiliate Members remains the right of ASGRS Board under the rules outlined in Article 3.

b. **Nomination and Approval of Membership**

All applications for Full Membership shall be via the appropriate application system along with simultaneous payment of the appropriate membership fee. Having paid the membership fee, applicants will be eligible to apply for any discounts open to ASGRS Full Members to attend the ASGRS annual conference and they will be considered to have membership and be eligible to vote. The membership year shall be from 1<sup>st</sup> January till 31<sup>st</sup> December of the year in which the subscription was paid only.

Completed applications shall then be assessed by the Membership Committee or the Board, and any that are considered to be inappropriate shall be referred to Board with whom the final decision as to the granting or refusal of Membership rests. Membership rejection by the Board shall require a two-thirds majority. The Society shall not be required to state the reason for its decision. If membership is refused then the membership fee will be refunded less any conference discounts that have been claimed by the applicant.

c. **Termination of Membership**

Board may terminate by vote, any member who does not comply with ASGRS Constitution.

## **Article 4: Meetings of “The Society”**

a. **Annual Meeting**

- “The Society” shall meet annually, or more frequently on demand.
- The meeting shall be chaired by a President, or his/her nominee.
- Business Meeting of “The Society”
  - ❖ The business meeting will occur during the annual meeting and be open to all members in good standing.
  - ❖ Minutes of previous meeting as well as new business will be discussed.
  - ❖ Future meeting sites and programs will be reviewed.
- Any action of the members shall be effective upon approval of a simple majority of those members in attendance.
- Voting via other fore shall require the approval of the Board.

b. **General Annual Meeting**

- A General Annual Meeting shall be held at least once a year before 31<sup>st</sup> December. The agenda for the meeting shall be circulated at least two weeks before the date of the meeting.
- Eighty percent or nine members of the Board shall form a quorum.
- If after thirty minutes from the time appointed for the meeting a quorum of Board Members is not present, those present shall be considered a quorum, but they shall have no power to amend this Constitution.

**Article 5: Membership Dues**

a. **Annual Dues**

Annual dues for all categories of membership shall be defined by Board. Payment of annual dues entitles the member:

- to vote
- hold office
- enter the restricted website
- other benefits of membership.

b. **Payment of Dues**

Annual dues are to be paid at the beginning of each calendar year in accordance with established Policy and Procedures of "The Society".

- c. The income and property of the Society whensoever derived shall be applied towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Society or to any of them or to any person claiming through any of them.

**Article 6: Board and Officers**

a. **Board and Officers**

- "The Society" shall have a Board composed of 11 duly elected members of "The Society" in good standing.
- Newly elected members of Board assume office following the annual meeting of the membership.
- Appointment of Board Members shall be effective upon approval of a simple majority of members present at the business meeting.
- Board consists of the President, Immediate Past President, President-Elect, Secretary, Treasurer, 5 elected members, and a Junior Member.
- Each member of the Board has one (1) vote except in circumstances where the quorum or the constitution of the board results in an even number of votes in which case the President has two (2) votes.
- Co-opted members may be invited at the discretion of the Board but with no right to vote.
- One seat on the Board, will be made available for a Fellow, Resident or Trainee for a term of one (1) year. This position on the Board is designated to the Junior Board Member.
- The term of office for the elected officers is two (2) years with the exception of the Junior Board Member.
- Board members can be re-elected for one additional two-year term.

b. **Authority**

The affairs of "The Society" shall be governed by Board who shall act on behalf of "The Society" with discretion to carry out general mission of "The Society" as governed by the Articles of Incorporation and/or Letters Patent, Constitution, Conflict of Interest Policy, established Policies and Procedures and applicable law. Attendance by simultaneous telecommunication may be permitted. Actions of Board to be considered shall be taken upon a simple majority approval of the voting members of Board at a meeting. Reasons for removal may include non-attendance at Board meetings.

c. Any changes in the Board shall be notified to the Registrar of Societies within two weeks of the change.

### **Article 7: Audit and Finance**

a. The Society's financial year shall extend from 1<sup>st</sup> January to 31<sup>st</sup> December, inclusive.

b. The President and Treasurer of the Society will be required to audit each year's accounts where the gross income and expenditure of the Society in its last financial year does not exceed \$500,000 and present a report upon them to the annual general meeting.

c. The accounts of the Society shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income and expenditure of the Society exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies of Regulations.

### **Article 8: Committees**

- Nominating Committee
- Education Committee
- Constitution Committee
- Membership Committee
- Scientific Committee
- Communication Committee

Elections of Chair Persons will be determined by Board. Each committee should have 1 chairperson and maximum 3 members.

### **Article 9: Elections**

a. "The Society" shall hold elections biennially for vacant positions. Only Full Members in good standing with "The Society" shall be entitled to vote or hold elective office or committee positions with the exception of the Junior Board Member.

b. **Elections for Ordinary Members of Board**

The Nominating Committee will seek proposals electronically from the membership two months prior to the biennial Annual General Meeting of the Society for nominations for vacant Ordinary Member positions on Board. The Nominating Committee will then provide a list of candidates for voting at the AGM one month prior to the Annual General Meeting. Society Members with voting rights will then be able to vote for their preferred candidates. For example, if two Ordinary Member positions are available, then voting members will vote for their two preferred candidates from the list provided by the Nominating Committee. The Nominating Committee should ensure adequate choice for Society Members to vote on, with the limitation of ensuring that the Society is correctly geographically represented according to its membership where possible. The Nominating Committee shall ensure that the candidates for nomination comply with the rules and policies of "The Society". Candidates receiving a simple majority of votes shall be elected.

c. **Elections for Officer Positions on Board**

The Nominating Committee will seek proposals from the Board two months prior to the biennial Annual General Meeting of the Society for nominations for vacant Officer positions on Board. The Nominating Committee will then provide a list of candidates to be voted upon by Board at the Board Meeting at the beginning of the Annual General Meeting. The Nominating Committee should ensure adequate choice for Board Members to vote on where possible.

d. **The Nominating Committee**

The Nominating Committee will consist of the President-Elect, the President and the immediate Past-President with one other Board member. The Nominating Committee will be chaired by the Past-President who will have a casting vote if necessary in deciding the nominations list.

## **Article 10: Compensation**

Any person may be paid compensation for services or expenses rendered to "The Society" in his/her capacity as a member of Board, an officer, and employee or otherwise, as the Board shall deem reasonable.

## **Article 11: Conflict of Interest**

a. **Existence of Conflict: Disclosure**

A conflict of interest may exist when the direct, personal, financial interest of any Board Members competes with, is adverse to, or diverges from the interests of "The Society". If any such conflict of interest arises with regard to a matter requiring action by Board, or if a member retains a significant financial interest, which may reasonably appear to be affected by an action of Board, then the interested party shall disclose such interest to Board. Board shall determine if any such conflict exists and, in particular, Board shall determine the specific interests of "The Society" at issue. Board shall not deem a conflict of interest to exist, if standing alone, a Board member also serves as a director, officer or member of a nonprofit or charitable organization, which solicits or receives funds from institutions or individuals from which "The Society" also solicits and receives funds.

- Conflicts of interest should be declared at the beginning of any business, Board or annual meeting.
- Non-participation in Vote.
- If Board determines that a member has a conflict of interest with respect to a certain action, hereinafter referred to as "Conflicted Member", then the Conflicted Member shall not vote on or participate in the final deliberation or decision regarding the matter under consideration. The Conflicted Member, in addition, shall not be present during such deliberation, discussion or vote, unless requested by Board to discuss, prior to Board's deliberation, any relevant information.
- Minutes of Meeting of Board shall reflect that the conflict was disclosed. Also, minutes shall indicate that the Conflicted Member was not present during the final discussion or vote on a particular matter and that he did not participate in deliberations or vote on such action or issues.
- Annual Review: Members of Board shall review potential conflict of interest at the first Board meeting following disclosure.

## **Article 12: Amendments**

The Constitution of "The Society" may be amended according to the following procedure:

- Amendments to the Constitution shall be proposed by any member of "The Society" and submitted to the Board in case the Constitution Committee has not been constituted yet. The Constitution Committee will meet annually and present a report to Board prior the annual general meeting. Upon the approval of Board, any amendments will be submitted to the membership at least 30 days prior to the next meeting of "The Society".

- The amendment(s) shall be adopted and the Constitution shall be so amended upon two-thirds (2/3) affirmative vote of members present at the business meeting, or electronically if approved by the Board.
- Announcement of the results of the vote shall be communicated to the membership by the Secretary.

### **Article 13: Dissolution**

The Society shall not be dissolved other than with the consent of at least two-thirds of its Full Members.

A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

Upon dissolution of "The Society", all assets, after payment of all debts and liabilities of "The Society", shall be paid and be distributed to one or more non-profit corporations, funds or foundations engaged in medical research devoted to gynaecological disease, to be designated by a majority of Board holding office at the time of dissolution.

"The Society" shall be dissolved when it is deemed by the membership that there is no longer interest in or the need for "The Society". Dissolution shall be proposed, processed and voted upon in the same manner as stipulated in these Constitution for Amendments.