

# Bylaws And Articles Of Association: THE INTERNATIONAL SOCIETY FOR SIMULATION SURGERY

*(Ratified by the ISSiS Board and General Assembly, Tokyo, November 5th, 2004)*

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## Article 1: Name and Terminology

The name of The Society shall be the *International Society for Simulation Surgery* (ISSiS) hereafter referred to as "The Society." The contact address of The Society shall be the address of the current Secretariat

The term '*simulation surgery*' in this document shall be taken to represent the reconstruction of damaged or missing tissue so as to simulate the original as closely as possible through surgical procedures. This may be with or without the aid and assistance of computer-based and other technologies. Also included in the term are applications for physician, patient and family education.

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## Article 2: Aims of The Society

The Aims of The Society shall be to promote the applications of simulation surgery in the medical field both clinically and scientifically; to promote the development of associated technology; to further research and education; to encourage international friendship and co-operation between physicians, clinicians, healthcare professionals and scientists; and to provide a forum for the dissemination of simulation surgery-related information.

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## Article 3: Membership

### 3.a) Definition of 'Member' and 'Member in Good Standing'

'Member' shall mean any person who has been accepted in to The Society as a Member, Supporting member, or Honorary Member.

Membership of The Society shall be open to any physician, dental surgeon, scientist, veterinarian, nurse specialist, nurse, physiotherapist, or any other recognised medical or paramedical personnel involved with, or interested in, any aspect of simulation surgery. Commercial Membership may also be granted to companies working in or with the field of simulation surgery and associat-

ed research.

### 3.b) Classes of Membership

- i) 'Regular Membership' shall be open to all persons who satisfy the criteria in Article 3(a) above, and who agree with the Aims of The Society. Regular Members shall have the right to attend any Society General Assembly and may vote thereat.
- ii) 'Supporting Membership' shall be open to registered students and junior researchers at recognised medical institutions. Supporting members shall have the right to attend General Assemblies, and shall be eligible to vote thereat
- iv) 'Honorary Membership' may be conferred by The Society on persons who have made an outstanding contribution towards furthering the Aims of The Society. Honorary Members shall have the right to attend any General Assembly but shall not be eligible to vote thereat unless they are already registered Regular Members, or hold another recognized position within the Society which allows them the right to vote.

### 3.c) Admission of Members.

- i) Any candidate for admission to The Society shall in the first instance submit a written application to join The Society to the Treasurer. Applications shall be considered by a Membership Subcommittee consisting at all times of the President, Secretary-General, and Treasurer. The Membership Committee shall have the power to admit applicants to one of the categories of Regular Membership. The Membership Committee may refer any application to the Executive Committee, who alone shall have the power to reject an application, and their deci-

sion shall be final. The names of all those accepted for Membership may from time to time be reported to The Society through a suitable medium.

- ii) Upon election, each Member shall be presented with a Certificate of Membership of The Society, and a copy of the Articles of Association and Bylaws, which shall be in all aspects binding on the Member.
- iii) Any Member may propose to the Executive Committee a candidate for Honorary Membership. If the Committee is satisfied that the candidate appears to meet the criteria for Honorary Membership, bearing in mind that the distinction will not be conferred lightly, they shall put the proposal before the Membership of The Society usually by postal ballot. If at least two-thirds of the members balloted approve, Honorary Membership shall be offered to the candidate. In addition, any Executive Committee Member who has served a full term of 6 consecutive years on the Committee, and the retiring Association President, shall automatically be offered Honorary Membership, without prejudice to any other form of Membership held by the Member.

Upon an affirmative vote by a majority of the Executive Committee, Membership may be withdrawn from any Member, or a Member may be suspended from Membership upon such terms as are specified by the Executive Committee in a written notice to the Member concerned. At this time, the Certificate of Membership and Membership Card must be returned to the Secretary-General. Such action may be taken if, in the opinion of the Executive Committee:

- iii.a A Member has behaved in a manner incompatible with the Aims of The Society.
- iii.b The Member is seriously in arrears with payment of membership subscriptions without satisfactory reasons.

### **3.d) Resignation**

A Member may resign from The Society at any time upon giving written notice to the

Secretary-General. The Member shall at the same time return his or her Certificate of Membership to the Secretary-General. Any balance of membership dues for the remaining period shall be forfeit and unclaimable by the resigning Member.

### **3.e) Change of Address**

Members must inform the Membership Secretary in writing of any changes in address. Any notice posted to the recorded address of a Member shall be considered delivered.

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## **Article 4: Organization**

### **4.a) The Executive Committee.**

- i) The Executive Committee shall consist of five (5) Office Bearers: all members of the Executive Committee shall be Members in Good Standing of The Society (see Article 3(a) above) and must take the necessary steps to remain so during the duration of their terms.

The Executive Committee shall be made up as follows, with the duration of their term of office shown in brackets:

- ◆ Honorary President(s) (Life-time)
- ◆ One Association President (2 years)
- ◆ One Secretary-General (8 years)
- ◆ One Treasurer/Membership Secretary (8 years)
- ◆ One President-Elect (2 years)
- ◆ One Immediate Past President (2 years)

The Executive Committee shall be assisted by a number of International Council Members, the number of whom shall be flexible, and all of whom shall be Society Members in Good Standing. The term of Council Members shall be 2 years, unless re-elected. No Council member shall normally serve for more than six (6) consecutive years.

- ii) The post of Honorary President of the Society shall be awarded in very special circumstances in recognition to those whose past services to the Society has been outstanding. Persons may be nominated to this post by Members of the Executive Committee, and nominations shall be ratified by the whole Committee.
- iii) The Society President shall usually assume that position during the General Assembly of the Congress held in

his or her country at which he or she shall act as Congress President, and before which he or she shall hold the post of President-Elect. He or she shall assume the post of Association President only after ratification of the appointment by the majority vote of the Membership.

- iv) All the Executive Committee Members shall be nominated, elected and approved by the General Assembly of The Society, for a period of two (2) years, with the exception of the Treasurer and Secretary-General who shall hold office for eight (8) years, and the Honorary President(s), who shall hold that post for their lifetime or until such time as they may wish to resign the post. The Members of the Committee shall where possible each represent a main global region or language group.
- iv) With the exception of Honorary President, President, President Elect, and Immediate Past President, nominations for any of the positions in the Executive Committee shall be accepted and voted upon at a General Assembly, always provided written nominations are received and acknowledged by the current Secretary-General at least two (2) months before the date of the General Assembly. In the event of there being more than one nomination for these posts, the successful nominee will be decided by postal ballot of the Membership, and the decision ratified by majority vote of the General Assembly.
- v) The purpose of the Executive Committee is to ensure the holding of Congresses according to the Articles of Association and Bylaws, to appoint subcommittees under Article 4(b) below, to report to the General Assembly every second year, and, in general, to represent The Society between Congresses.
- vi) The Executive Committee shall decide upon the location of successive Congresses, which shall be presented at the General Assembly four years prior to the respective Congress.

#### **4.b) Subcommittees**

The Executive Committee shall appoint such subcommittees as are necessary to assure the smooth organization and running of The Society. The Chairman of any such subcommittee shall be a member of The Society in good standing, and shall be chosen by merit of professional and other qualifications. The same shall apply to members of such subcommittees. The activities of each subcommittee shall be reported in writing to the Executive Committee through the Secretary-General two months before each Congress. The membership of each subcommittee shall be reviewed at each Congress. The existence and membership of such subcommittees shall be ratified by majority vote by the Membership at a General Assembly.

#### **4.c) Congress Organizing Committee**

Notwithstanding the above, the Members of the Congress Organizing Committee shall be appointed by the President-Elect in his or her capacity as such. The Congress Organizing Committee shall be responsible for all aspects of The Congress (Section 5 below), shall report at regular intervals to the Executive Committee through The Society President-Elect, and shall operate within the framework of these Articles of Association and Bylaws.

#### **4.d) Standing Subcommittees**

A Standing Subcommittee on these Articles shall exist, and shall consist of the current President, the Secretary-General and the Treasurer. Additional Members may be co-opted as deemed necessary.

A Standing Finance Subcommittee shall exist, and shall consist of the current Association President, Secretary-General and Treasurer.

#### **4.e) The General Assembly**

- i) The General Assembly shall consist of all those present at any Congress, and who are active members of The Society in good standing. It shall meet at each Congress under the Chairmanship of the Secretary-General. The Secretary-General of The Society shall also serve as Congress Secretary for the General Assembly.
- ii) The following business shall be placed first on the Agenda of every General Assembly of The Society:

- ii.a) Acceptance of the Minutes of the previous General Assembly.
- ii.b) Receipt of the President's Annual Report.
- ii.c) Receipt of the Statement of Accounts from the Treasurer.
- ii.d) Election of new Executive Committee and, where appropriate, Subcommittees. Proposals for Executive Committee Office Bearers or Councilors (with the exception of the President-Elect) shall be made and seconded in writing by members in Good Standing and shall reach the Secretary-General of The Society at least two (2) months prior to the General Assembly (Article 4.a.iv). No proposal for any post on the Executive Committee shall be accepted from the floor.
- iii) The General Assembly may on occasion be asked to ratify acceptance or accept applications from those who apply for Membership of The Society as presented by the Membership Secretary.
- iv) The General Assembly shall approve the Membership dues as set by the Executive Committee.
- v) The General Assembly shall receive the decision of the Executive Committee on the location of the Congress to be held in the fourth year following any General Assembly, and ratify the post of President of that Congress, who shall then become President Elect of The Society, always providing applications are properly made in writing to the Secretary-General at least six (6) months before the date of the General Assembly.
- vi) The outgoing Executive Committee will then hand over The Society to the newly elected Committee, and Chairmanship of the General Assembly will be assumed by the new Association President before any other business is conducted. Where appropriate the outgoing Secretary-General and Treasurer shall hand over all relevant papers to the incoming Secretary-General and Treasurer, who shall assume their respective posts according to the provisions of 4:f:ii below. The

incoming Secretary-General shall thereupon assume the task of Secretary of the General Assembly.

#### **4.f) Meetings.**

- i) The Society President shall preside as Chairman at all Executive Committee meetings. If the President is not present, the Meeting shall elect an Executive Member present as Chairman.
- ii) The Secretary-General shall keep a correct record of the proceedings of all General and Executive Committee meetings. Such Minutes shall be reviewed at the following General or Executive Committee meeting respectively, and if approved, shall be signed by the President and Secretary-General, and shall thereafter be evidence of the regularity of the meeting, the date it was held, and of any resolutions there adopted. If the Secretary-General is not present, the meeting shall elect a Member present as Secretary who shall keep a record in the manner specified above.
- iii) At all General and Executive Committee meetings, the Society President shall always have an extra casting vote in the event of there being equality of vote.
- iv) Voting at all meetings shall be by show of hands, (with the exception of secret ballots when voting in the election of Association Officers), each Member in Good Standing present being entitled to one vote. Occasionally postal ballot lists may be sent to Members for postal voting, and postal proxies may also be held as follows.

Notwithstanding the above, all Members in Good Standing shall have the right to vote by proxy at any General Assembly or Extraordinary General Assembly, always providing their proxy is assigned in writing to the proxy holder, who must themselves be a Member in Good Standing of The Society.

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### **Article 5: The Congress**

#### **5.a) Timing**

The Congress of The Society shall be held every two (2) years. The organization, costs, disbursements and scientific programme of

the Congress shall rest entirely with the host country Association, which shall also appoint the President of the Congress, Congress subcommittees, and so on.

#### **5.b) Location**

The location of each Congress shall be presented to the General Assembly by the Executive Committee, four years before the date of each Congress, always provided that written applications for the Congress site from the Host Association are lodged in writing with the Secretary-General at least six (6) months prior to the date of the aforementioned General Assembly

#### **5.c) Preparation**

Before announcing the Congress, the host Association shall submit a general draught of the Congress programme to the Executive Committee. This programme shall allocate time for the Executive Committee meetings, and for The Society General Assembly.

#### **5.d) Invitations**

The host Association shall invite The Society Members to participate in the Congress, and shall, at least one year in advance, send preliminary information on the Congress to each Member of The Society.

#### **5.e) Congress Members**

Congress Members shall be all those who have paid the registration fee, including but not limited to Association Members present at the Congress, and whose membership is in good standing. Other persons entitled to attend Congresses are: (a) *bona fide* trainees of nationally-approved medical and laser training programmes; (b) Family members of attendees; (c) guests invited by The Society to attend the Congress by virtue of their contribution to the scientific programme; and (d), members of registered Congress commercial exhibitors. No member of any of the above groups (a) - (d) shall be able to participate in, or vote at, the General Assembly, unless they are already registered Regular Association Members in Good Standing.

#### **5.f) Congress Fees and Finances**

Congress fees for Members, families, trainees, guests and exhibitors shall be determined by the host Association's Organizing Committee. Any and all funds accruing

from any Congress shall be held, managed and disbursed by the Congress Subcommittee Treasurer, who shall, within a reasonable time after the end of the Congress, but in any event not to exceed six (6) months, cause to be delivered to the Executive Committee the Accounts of the Congress, independently audited. At least fifty percent (50%) of any excess funds in credit shall be credited by the Congress Organizing Committee to The Society account.

From time to time, at the discretion of the Finance Standing Subcommittee, financial advances to the Organizing Committee of the subsequent Association Congress may be made for the purpose of preparing or distributing congress announcements and other literature, pursuant to these advances being refunded first from excess funds following the closing of the Congress books.

#### **5.g) Congress Language**

The official language of the Congress shall be English. Notwithstanding the aforesaid, the Organizing Committee may, at their initiative and Congress Organizing Committee expense, offer translation services simultaneous or otherwise.

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### **Article 6: Finances**

#### **6.a) Financial Year**

'Financial Year' shall mean the period from January 1st to December 31st of each year.

#### **6.b) Funds**

The funds of The Society shall be lodged within a reasonable time by the Treasurer with a bank or banks as the Executive Committee may from time to time determine.

#### **6.c) Accounts**

The accounts of The Society shall be operated on by checks or other monetary articles drawn or ordered by the Treasurer or, in his or her absence, by a deputy appointed by the Executive Committee.

#### **6.d) Investments**

Any investments made on behalf of The Society shall be made in the name of The Society. The President and Treasurer shall have full power to sell, transfer and negotiate all such investments and to draw the interest falling due thereon. All instruments of transfer, and endorsements, receipts and

other documents in connection with such investments shall be executed if signed by the Treasurer and countersigned by the President, and when so signed shall be absolutely binding on and effective against the Executive Committee and The Society.

#### **6.e) Dissolution of The Society**

In the event of The Society's dissolution for any reason whatsoever, property of The Society shall be sold or auctioned off, and the proceeds from any such sale or auction shall be donated, together with any outstanding surplus Association funds, to a deserving and recognised charity chosen by the outgoing Executive Committee.

#### **6.f) Non-Profit Status**

The Society shall maintain itself as a non-profit organization, no personal gain accruing to The Society from its meetings' proceeds or membership dues.

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### **Article 7: Voting and Changes to Rules**

#### **7.a) Voting**

The vote in the General Assembly and in the Executive Committee shall be by the Majority. In the event of a tied vote, the decision shall rest with the Chairman of the Congress or Committee meeting. For the Executive Committee, postal voting shall be acceptable.

#### **7.b) Amendments.**

- i) The Articles of Association and Bylaws of The Society may be added to, altered or amended only at the General Assembly, or at a Special General Meeting called for that purpose, pursuant to the terms of Article 9.b.ii below.
- ii) Notice of a suggested change to any of the Articles of Association and Bylaws shall be given by a delegate (who shall

be a Member in Good Standing) *in writing* to the Secretary-General *at least three months before* the Executive Committee or General Assembly meetings.

A report of all proposed changes in the Articles of Association and Bylaws shall be made to the General Assembly. The Articles of Association and Bylaws may then be changed with the approval of the majority vote of the Assembly.

- iii) No additions, alterations or amendments to the Articles of Association and Bylaws may be voted on at a General Assembly or Special General Meeting unless the Secretary-General has not less than thirty (30) days before the date of the meeting caused notices to be posted to members giving details of the proposed addition, alteration or amendment.
- iv) Any addition, alteration or amendment requires the affirmative vote of at least two-thirds of those Members who are present and entitled to vote.

*Respectfully submitted,*



**R Glen Calderhead  
Secretary-General**