

PACIFIC ISLANDS SURGEONS' ASSOCIATION

CONSTITUTION

1. NAME

The Association shall be called the Pacific Islands Surgeons' Association (PISA)

2. AIMS OF THE ASSOCIATION

- (a) To promote and represent the practice of Surgery in the Pacific Region.
- (b) To promote ethical principles of surgery applicable to Pacific Island countries.
- (c) To advance the science and art of surgery in the Pacific Region.
- (d) To provide a forum for Pacific Islands Surgeons to discuss and comment on matters affecting their practice.
- (e) To promote activities that provide for mutual assistance, exchange of information, continuing education, peer review and research in Surgery.
- (f) To aid the selection and education of medical practitioners in the specialty of Surgery.
- (g) To develop a close association with the Royal Australasian College of Surgeons.
- (h) To develop relationships with other surgical colleges, associations and societies.
- (i) To undertake any work which may appear to the Association to be in accordance with the above aims and to do such things as are incidental or conducive to the attainment of the above aims.

3. MEMBERSHIP

Membership of the Association shall comprise the following:

- (a) Full Members: Full Membership shall be open to Surgeons who reside and practise in Pacific Island nations (see Appendix 1) and who
 - i) Hold an acceptable higher qualification in surgery or the equivalent thereof; and
 - ii) Are engaged in the practice of Surgery.

Full Members have voting rights, are eligible for election to the Executive and pay fees.

- (b) Associate Members: Associate Membership shall be open to:
 - (i) Surgeons in the Pacific Islands who have retired from clinical practice; or
 - (ii) Surgical trainees in the Pacific Islands; or

(iii) Doctors who do not meet the criteria for Full or Corresponding Membership or for Associate Membership under subsections (i) or (ii) above and whose link with the Association is deemed appropriate.

Associate Members do not vote, do not hold office and do not pay fees. The exception is Associate Members under (b) (ii) who are eligible to vote for the trainee representative on the Executive; and the elected Trainee Representative on the Executive who is eligible to vote in the same manner as other members of the Executive.

(c) Honorary Members: Honorary Membership shall be for people who have contributed significantly to the progress of Surgery in the Pacific Islands.

Honorary Members do not vote, do not hold office and do not pay fees.

(d) Corresponding Members: Corresponding Membership shall be for health professionals who are permanently resident outside the Pacific Islands and have an interest in Surgery in the Pacific region.

Corresponding Members do not vote and do not hold office. Corresponding Members pay a suitable fee to cover distribution of information.

(e) Life Members: Life Membership shall be for surgeons who have contributed significantly to the Association and who are approved by the Executive to become life members.

Life Members pay no fees but are eligible to hold office and to vote.

4 ELECTION TO MEMBERSHIP

(a) All nominations for membership shall be made to the Executive Committee. Any two members may submit names to the Honorary Secretary for consideration by the Executive Committee for any category of membership.

(b) Election shall be by a majority vote of members of the Executive Committee.

5 CESSATION OF MEMBERSHIP

(a) Any member may resign their membership by giving the Honorary Secretary notice in writing to that effect not less than three months before the expiration of the Association's current financial year and such resignation shall take effect as from the end of the said financial year.

(b) If any member shall, in the opinion of the Executive Committee,
- be guilty of conduct contrary to the interests of the Association; or
- have ceased to take an interest in the aims of the Association; or
- have been disobedient to the Association's rules; or
- be guilty of an unprofessional act or public misdemeanour;

then, provided that member is given not less than 4 weeks prior written notice of the alleged infringement or conduct and is also given an adequate opportunity of being heard by the Executive Committee, it shall be in the power of the Executive Committee, but subject to the right of appeal in sub-clause (iii) hereof, to:

(i) Suspend that member for any period not exceeding twelve calendar months during which period that member shall not be entitled to any of the rights or privileges of the Association;

and / or

(ii) Call upon that member to resign their membership and, if that member after being called upon shall refuse or fail to forward their written resignation within 6 weeks of such notice being posted to them by registered mail to their last known address as shown on the Association records, their membership shall be deemed to have lapsed at the expiration of the said 6 weeks.

(iii) Any member in respect of whom the Executive Committee has so resolved to suspend or to call upon to resign shall have the right within 6 weeks of being notified of such resolution to give notice appealing against this resolution to the next Annual General Meeting of the Association.

(iv) If, at the next Annual General Meeting, a majority of those present shall vote for a resolution that such a member be censured, the Executive Committee shall cause a copy of such resolution to be forwarded to him / her. If at such a meeting a majority of those present shall vote for suspension of such member for any period not exceeding twelve calendar months or for the expulsion of such member, then such member shall be deemed thereby to be suspended or expelled from the Association as the case may be.

6. SUBSCRIPTIONS

- (a) The annual subscription for all categories of membership shall be determined from time to time by the Executive Committee and approved at the Annual General Meeting. Subscriptions shall be due on the 1st day of the Association's financial year and are payable from the time of approval of membership.
- (b) A candidate who is accepted for Membership under categories (a) or (d) of Section 3 shall not be entitled to any of the privileges of the Association until the subscription has been paid.
- (c) Members in categories 3 (a) or (d) whose subscription remains unpaid for two years shall automatically cease to be members of the Association. Such members may seek re-nomination by making formal application to the Honorary Secretary and may be required to pay all or some of their subscription arrears before being approved for membership.
- (d) The Executive Committee may at its discretion remit, reduce or suspend liability to pay a subscription in any particular case or cases. The Honorary Treasurer is to be informed in writing of any such concessions.

7. GOVERNANCE

- (a) The governing body of the Association shall be the Executive Committee.
- (b) Meetings of the Executive Committee will take place either 'face-to-face' or by telecommunication or electronic means, or by any combination of these, at times to be determined by the Committee, apart from those meetings which will be held in conjunction with the meetings of the Association as detailed in Section 11.

8. THE EXECUTIVE COMMITTEE

- (a) There will be an Executive Committee which will be comprised of:
 - (i) Elected Members: Eight members will be elected for a term of 2 years by a ballot of all members with voting rights, and will be eligible for re-election for a further 2 terms. All those standing for election must be current paid up Full Members or Life Members of the Association.

(ii) Trainee Member: One member will be a Trainee Representative who must be a trainee and who will be elected annually only by the Associate Members who are surgical trainees (Section 2 (b) (ii) above)

(iii) Immediate Past President: The Immediate Past President shall also be a member of the Executive, but only for the year following his / her ceasing to be President.

The ballot shall either be held at the Annual General Meeting or by other suitable means determined by the Executive.

Full and Life Members who have served 3 terms (6 years) as an Elected Member of the Executive may stand for election again after an interval of 2 years.

Notwithstanding the above, the number of elected members from a single Pacific Island nation shall be no greater than 4.

- (b) If, in the opinion of the Executive Committee, there is a need for a representative of a group not catered for by the electoral process, then the Committee shall have the responsibility to co-opt members to fill that deficiency to ensure the interests of all members of the Association are represented.
- (c) Casual vacancies on the Executive Committee will be filled by co-option, with the Executive seeking to ensure that the interests of the members of the Association represented by the resigning Executive member continue to be represented.
- (d) The Office Bearers of the Association shall be: -
 - The President;
 - The Immediate Past-President;
 - The Vice-President;
 - The Honorary Secretary; and
 - The Honorary Treasurer
- (e) The positions of President, Vice-President, Honorary Secretary and Honorary Treasurer will be elected annually by the Executive Committee with the President and Vice-President being entitled to hold these positions for a maximum of three years.
- (f) Five Executive Committee members shall form a quorum.
- (g) Meetings of the Executive Committee will take place either 'face-to-face' or by telecommunication or electronic means at times to be determined by the Committee, apart from those meetings which will be held in conjunction with the meetings of the Association as detailed below in Section 11.
- (h) The Executive may commission sub-committees and / or working parties as it sees fit to further the aims of the Association.

9. POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall be responsible for control of the affairs of the Association and has the power to –

- (a) Conduct the business of the Association.
- (b) Appoint and dissolve sub-committees as required and to appoint their co-ordinators.

- (c) Nominate or appoint a Member directly or indirectly to any Government or Statutory body for an initial period of three years with the right to re-appoint for a defined period only. Such appointments are to be for a maximum continuous period not exceeding six years.
- (d) Co-opt additional Members to assist in their deliberations or for special functions, as under Sections 8 (b).
- (e) Fill casual vacancies, as under Section 8 (c)
- (f) Advise other bodies on any matters in which its functions impinge upon the standards or practice of surgery in Pacific region.
- (g) Remit, reduce or suspend a subscription in any particular case at its own discretion, the Honorary Treasurer being informed in writing of such concessions.
- (h) Propose subscriptions at a level to be confirmed by the Annual General Meeting
- (i) Manage and dispose of its funds and assets.

10. SUB-COMMITTEES

- (a) Sub-Committees or working groups may be appointed by the Executive Committee from time to time for specific tasks as under Section 9 (b).
- (b) The President shall be a member of all such sub-Committees or working groups, ex-officio.
- (c) The co-ordinator of each sub-Committee or working group shall record the business it conducts and shall present a report to the Executive Committee Meetings of the Association.
- (d) Sub-Committees and working groups shall have power to co-opt anyone who will assist their deliberations without reference to the Executive Committee. The names of those co-opted shall appear on the Report(s) to the Executive Committee.

11. MEETINGS

- (a) Annual General Meeting: This will be held annually at a time and place to be determined by the Executive and, when possible, will be held in conjunction with a meeting of Pacific Islands' surgeons. Notice of the Meeting will be sent to all members a minimum of two months before the meeting date.

The Business at the Annual General Meeting will include:

- (i) The report of the Executive Committee
 - (ii) The statement of Income and Expenditure and the Balance Sheet for the financial year
 - (iii) Consideration of the Executive Committee's proposed subscription level.
 - (iv) The confirmation of the Election of Officers.
 - (v) Consideration of Notices which have been duly notified under Section 12.
 - (vi) Other business which the meeting wishes to consider.
- (b) General Meeting: This will be held after due notice at a time to be agreed by the members of *the Executive* to consider specific general or constitutional matters.
 - (c) Special Meeting: This will be called when a remit is supported, in writing, by ten percent of the full membership, or by the majority of the Executive Committee.

- (d) The quorum for a meeting described in (a), (b) or (c) above shall be the members at the meeting, provided that the number of members is at least 25% of the financial full members of the Association at that time.
- (e) Any meeting of the Association may be held face-to-face or by telecommunication or electronic means or by any combination of these, with the method(s) to be decided by the Executive.
- (f) The Chairperson of the meeting shall be the President of the Association. In the absence of the President, the Chair will be taken by the nominated deputy of the President, who will be the Vice-President or a member of the Executive Committee, or, in the absence of such a nominee, by a member elected by the members present at the meeting.
- (g) All Members entitled to vote shall have one vote by show of hands, by proxy, in writing or by telecommunication or electronic means. Associate Members who are Surgical Trainees shall have one vote through their elected representative on the Executive Committee or nominated substitute. The Chairperson of the meeting shall have the casting vote in the event of an equality of voting.

12. NOTICES

- (a) Nominations for the Executive Committee will close two months before the Annual General Meeting with the ballot result finalised two weeks before the Annual General Meeting.
- (b) Ordinary notices of motion must be in the hands of the Secretary two weeks before the relevant Annual General or General meeting to be placed on the agenda for that meeting.
- (c) Emergency remits will only be considered after their presentation is approved by a ballot taken at the meeting at which they are to be presented.
- (d) Notices will be sent to the Members' last notified address and will be deemed to have been received within 10 working days.

13. FINANCES

- (a) Subscription levels will be proposed by the Executive Committee for confirmation by the Annual General Meeting.
- (b) The membership may decide to set different subscription levels according to the membership status.
- (c) The Association will deposit such subscriptions to the credit of the Association into trading or savings or investment accounts approved by the Executive Committee and ratified by the members at the Annual General Meeting.
- (d) The Executive Committee may invest some of the Association funds elsewhere according to reputable independent advice.
- (e) The Treasurer will keep books of accounting according to accepted accounting practice and will submit audited statements to the Annual General Meeting of the Association for approval.
- (f) No part of the funds may be used for the private use or benefit of any member of the Association.

14. AUDITOR

There shall be an Auditor (who shall not be a member of the Executive Committee) who shall be elected annually by the Executive. Such Auditor shall audit the accounts and have the power to call for the production of all books, papers, accounts and documents relating to the affairs of the Association at any time.

15. POWER TO BORROW, ACQUIRE PROPERTY AND EMPLOY SERVANTS OR AGENTS

The Association shall have the power to:

- (a) Raise or borrow money in such a manner and upon such security (if any) as the Executive Committee of the Association shall think fit and in particular upon the security of any mortgage or mortgages, charge or charges of all or any part of the Association's property, assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Executive Committee of the Association shall see fit and to purchase, redeem or pay off any such securities and re-issue same.
- (b) Give guarantees, bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, drafts, debentures and all or any negotiable or transferable instruments.
- (c) Acquire by purchase, take on lease or otherwise lands and buildings and all other property real and personal which the Executive Committee of the Association may from time to time think proper; or dispose of such property or any part thereof and to erect on any such land any building and to alter, add to and maintain any building erected upon such land.
- (d) Sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the Association.
- (e) Enter into any amalgamation, affiliation, fusion or alliance with or co-operate or make any arrangement for the amalgamation or co-operation in whole or in part with any other body having aims altogether or in part similar to any of those of the Association provided that the Association shall not enter any amalgamation or fusion with a body as aforesaid unless such body prohibits the payment or transfer directly or indirectly of its income or property or any part thereof by way of dividend, bonus or otherwise howsoever by way of profit to the members thereof.
- (f) Provide suitable premises for meetings and carrying on the work of and for the purpose of carrying into effect the aims of the Association and to employ and dismiss servants and agents.
- (g) Establish bursaries or scholarships for educational purposes and to furnish and award competitive prizes for essays or papers relating to the aims of the Association.
- (h) Print and publish any newspapers, periodicals, books, leaflets, radio scripts or films and other descriptive or educational material that the Association may think desirable for the promotion of its aims.

16. COMMON SEAL

The Secretary shall have custody of the Common Seal of the Association and such seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of a member of the Executive Committee and that of the Secretary or other person as the Executive Committee may appoint for that purpose; and that members of the Executive

Committee and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Association is so fixed in their presence.

17. ALTERATION OF CONSTITUTION

- (a) The Constitution may be altered, added to, rescinded or otherwise amended by a resolution passed by a two thirds majority of those members, proxies and written votes present at a duly notified Annual, General or Special meeting called in accordance with Section 11.
- (b) Every such remit shall set forth the purpose of the proposed alteration, addition, rescission or other amendment and will be sent to the Honorary Secretary four weeks before the meeting at which it is to be considered.
- (c) Duplicate copies of every such alteration, addition, rescission or other amendment shall forthwith be delivered to the Registrar of Incorporated Societies (or the appropriate equivalent) in accordance with the requirements of the relevant statute in the country in which the Association may be registered.
- (d) Providing always and notwithstanding anything contained herein there shall be no alteration to the Constitution which would enable the income or other funds of the Association to be used for, or be available for the private pecuniary profit of any Member or which would occasion the income of the Association to lose any tax exempt status.

18. WINDING UP

- (a) The Association may be wound up by a majority of its members at a properly constituted Annual, General or Special meeting.
- (b) Residual funds after payment of the Association's liabilities and expenses shall be applied to the furtherance of the Association's aims or to a charity approved by those present at the meeting identified under 18 (a).

(Constitution Approved - August 2003)

APPENDIX 1

PACIFIC ISLAND NATIONS

Surgeons based in the following Pacific Island Nations are eligible to apply to become Full or Associate Members:

American Samoa	Papua New Guinea
Commonwealth of Northern Mariana Islands (CMI)	Palau
Cook Islands	Samoa
Federated States of Micronesia	Society Islands
Fiji	Solomon Islands
Guam	Tahiti
Kiribati	Tokelau
Marshall Islands	Tonga
Nauru	Tuvalu
New Caledonia	Vanuatu
Niue	Wallace & Futuna
Norfolk Island	

APPENDIX 2

SETTING UP THE ASSOCIATION

An Interim Executive Committee and Office Bearers will be appointed at the Pacific Islands Surgeons Meeting in Rarotonga to set in place the processes required for the Association to begin to fulfil its requirements. These will include, but are not restricted to, the following:

- (i) Consider in which country(ies) it may be appropriate to register the Association;
- (ii) Establish the Association's bank account(s);
- (iii) Decide the dates for the Association's financial year;
- (iv) Formulate an interim budget and set interim membership fees;
- (v) Appoint an interim Auditor, if required;
- (vi) Decide on membership applications;
- (vii) Consider options for secretariat support;
- (viii) Consider possible mechanisms for the dissemination of information to members;
- (ix) Hold the elections for the Executive Committee;
- (x) Propose any changes to this Constitution as may be considered necessary as a consequence of the activities involved in the setting up of the Association;
- (xi) Any other activities as may be considered necessary for the setting up of the Association.