

EDS constitution and bylaws

Article I. Name

The name of this organisation is European Digestive Surgery (EDS), hereinafter called EDS.

Article II. Offices

EDS is a non-profit organisation incorporated as such under the laws of Switzerland. EDS shall maintain offices in each of the European countries and at such other places as the Council may determine.

Article III. Objectives

The objectives of EDS shall be to stimulate, foster, and provide surgical leadership in the art and science of patient care; teach and research the diseases and functions of the GI-tract; provide a forum for the presentation of such knowledge; and encourage training opportunities, funding, and scientific publication supporting the foregoing activities.

Article IV. Membership

Section 1: EDS shall consist of Active, Senior, and Honorary members.

Section 2: To qualify for active membership, a candidate must have (1) a degree from a medical school acceptable to the Council; (2) a license to practice medicine in his/her country; (3) a demonstrable interest in diseases of the GI-tract; (4) certification by an appropriate board; and (5) evidence of original research and published reports. Membership shall not be denied because of race, creed, colour, or sex.

Section 3: Only Active members shall be eligible for election to office or appointment to standing committees.

Section 4: Election of Members

Application shall be made on a form furnished by the Secretary of EDS. The applicant's proposal shall be endorsed by an Active or Senior member personally acquainted with the candidate. The endorser shall submit with the nomination a letter describing the candidate's ethical, professional, and personal qualifications. Each proposal for membership, when completed, shall be submitted by the principal proposer to the Secretary, who shall, in turn, forward it to the Chairman of the Membership Committee. All information regarding candidates must be received by the Secretary before the set deadline, with the Councils' approval, and must be acted upon by the Membership Committee and the Council before the Annual Meeting.

Section 5: The membership Committee shall investigate the ethical, professional, and personal qualifications of each candidate and submit a list of all candidates proposed, as well as those recommended for membership, for action by Council. From this list, the Council shall select and submit its own list of candidates to the Active and Senior members of the EDS for election at the Annual Meeting. An affirmative vote of seventy-five percent (75%) of all Active members present at the Annual Meeting shall be required for election to membership.

Section 6: All candidates not recommended for active membership by the Council for three years after their nomination shall be withdrawn but such action shall not preclude a subsequent application for membership after a one-year interval.

Section 7: Any candidate for active membership recommended by the Council, but rejected by the vote of EDS, cannot be proposed again for membership for two years.

Section 8: Senior Members

Senior membership begins on January 1 of the year following the active member's 65th birthday. Senior members may hold office only upon completing the term of an office held before reaching senior status.

Section 9: Honorary Members

Honorary membership shall be reserved for persons who have made significant contributions to surgery of the GI-tract. Honorary members shall be elected as designated in Article IV, Sections 4 and 5, or by vote of the Active and Senior members upon recommendations made directly by the Council. Although Honorary members shall not be eligible for election or appointment to the Council or to any committee of EDS, they may act in consultative capacities to any Council member, officer, or committee of EDS. Honorary members shall have no voting privileges.

Section 10: Dues

Active members - but not Honorary or Senior members - shall pay regular dues as recommended by the Council and approved by vote of the members. Failure to pay within two years after billing shall become grounds for suspension or termination of membership in EDS (by the Council).

Section 11: Any member may be disciplined for unprofessional or unethical conduct or violation of the Bylaws as described in Article VI, Section 3 by vote of the Council.

Article V. Officers

Section 1: The officers of EDS shall be a President, a President-Elect, a Past-President, a Secretary, a Treasurer, the Chairman of the Membership Committee, the Chairman of the Scientific Committee, the Chairman of the Training and Education Committee, the Chairman of the International Development Committee and the Editorial Representative. EDS may have such other assistant officers, agents, and employees considered necessary by the Council.

Section 2: Nominations

Nominations will be made by the Council before the Annual Meeting and will be presented to the members for election.

Section 3: Election

Election of officers shall take place at the Executive Session of the Annual Meeting. A majority of votes cast shall constitute election. All officers elected at the Annual Meeting, unless otherwise specified, shall hold office until the next Annual Meeting of EDS, or until their respective successors have been elected. In contested elections the vote shall be by secret ballot.

Section 4: Vacancies

Vacant offices of EDS shall be filled by the Council.

Section 5: President (one year term)

The President shall preside at all scientific or business meetings of EDS, or designate such a presiding officer. The President may execute all instruments requiring the signature of the President and shall be an ex-officio member of all standing committees. The President may appoint committees not otherwise provided for, announce the results of elections, and perform all other duties pertaining to his office.

Section 6: President-Elect (one year term)

The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The President-Elect shall be the President for the subsequent year.

Section 7: Past-President (one year term)

The Past-President, in the absence or disability of the President and the President-Elect, shall perform the duties and exercise the powers of the President (subject to the control of the

Council), and shall perform such other duties as from time to time may be imposed by the Council.

Section 8: Secretary-Elect (one year term)

The Secretary-Elect shall be elected a year before assuming office and shall be an ex-officio member of the Council (without a vote).

Section 9: Secretary (four year term)

The secretary shall have a four year term and be a member of all standing committees. The secretary shall attend and keep the minutes of all meetings of EDS and of the Council. The Secretary shall distribute to the members before the Annual Meeting a programme of papers to be presented and the place and time of the Meeting. Between the Annual Meeting the Secretary shall prepare a list of candidates for membership and their qualifications for distribution prior to the Annual Meeting. The Secretary shall verify all bills and be the custodian of the corporate records and of the Corporate Seal of EDS. The Secretary shall attest all official acts in connection with the President and shall, in general, perform all duties incidental to the Office of Secretary, including notification of officers or committee chairman of their election or appointment.

Section 10: Treasurer-Elect (one year term)

The Treasurer-Elect shall be elected a year before assuming office and shall be an ex-officio member of the Council (without a vote).

Section 11: Treasurer (four year term)

The Treasurer shall serve a four year term. The Treasurer shall receive and take custody of all securities, funds, and moneys belonging to EDS. The Treasurer shall collect all EDS's dues and assessments and keep an accurate record of all receipts and disbursements of all moneys received and paid on account of EDS. The Treasurer shall report at each Annual Meeting to the Council the names of members in arrears. The Treasurer shall prepare a budget for an annual account of audit and in addition may be requested by any member of the Council to exhibit the financial records of EDS. He may be required to give bond for the faithful discharge of these duties.

Section 12: Editorial Representative (three year term)

The Editorial Representative shall serve a three year term and will be a member of the Council. The Editorial Representative will coordinate the relations of EDS and the journal of the Society.

Article VI. Council

Section 1: Composition

The President, President-Elect, Past-President, Secretary, Treasurer, the Chairman of the Membership Committee, the Chairman of the Scientific Committee, the Chairman of the Training and Education Committee, the Chairman of the International Development Committee and the Editorial Representative shall be members of the Council with the right to vote during the terms of office. The President will be the Chairman of the Council. The Treasurer-elect and the Secretary-elect will be ex-officio members of the Council (without a vote).

Section 2: Vacancies and Resignations

Any vacancies in the Council created by reason of termination of service, by death, resignation, disqualification, or incapacity to act, shall be filled, as provide in Article V, Sections 2 and 4. Any member of the Council may resign at any time by delivering his resignation in writing.

Section 3: Powers

The Council shall be the executive body of EDS. Accurate minutes of the proceedings of its meeting shall be kept by the Secretary. All powers of EDS shall be exercised by the Council,

which may delegate to officers and to committees such powers as are specified in these Bylaws. All proposals for members as set forth in Article IV shall be submitted by the Membership Committee for action by the Council. Only names of candidates who have fulfilled the requirements of EDS as set forth in Article IV and have been favourably recommended by the Council shall be presented to EDS by the Secretary for election as members. The Council shall sit in judgement for the review of any alleged unprofessional conduct or violation of the constitution by any member, and it alone shall have the power of investigating, hearing, and deciding innocence or guilt with due regard for the rights of the individual.

Section 4: Notices of Meetings

Regular meetings of the Council members may be held at such time and place as shall, from time to time be designated by resolution of the Council.

Section 5: Annual Meeting

The Council of EDS shall meet each year immediately prior to the Annual Meeting of the members of EDS.

Section 6: Special Meetings

Special meetings of the Council may be called by the President with two weeks notice. Similarly, special meetings may be called by either the President or the Secretary or by at least four Council members submitting a written request

Article VII. Meetings

Section 1: Meetings of the Membership

EDS shall meet annually in conjunction with United European Gastroenterology Federation (UEGF) unless decided otherwise by the Council the previous year. The Council shall make recommendations regarding the location and dates of United European Gastroenterology Week (UEGW) and the dates allotted to EDS during UEGW, to EDS representatives on the UEGF Council.

Section 2: Special Meetings

The President, with the consent of the Council members, may call a special meeting of EDS at any time with two weeks notice. It is the duty of the President to organise a special meeting if written notice is signed by any 40 members.

Section 3: Executive Session

The Executive Session of EDS shall be governed by parliamentary procedure. All members wishing to discuss old or new business at the Executive Session of EDS shall submit such business in writing to the Secretary a week or more before the meeting. The Council shall review old business and decide which items to put on the agenda and which items to refer to appropriate committees. The Executive Session is open only to members.

Section 4: Scientific Programme

The Scientific Committee shall arrange the Scientific Programme of the Annual Meeting, and the Secretary shall distribute it before the Annual Meeting itself.

Section 5: Official Language

All EDS meetings and postgraduate courses should be in English. In cases where the official language of the EDS postgraduate course could not be in English, a simultaneous translation into English should be provided.

Article VIII. Committees

Section 1: Purpose

Standing and ad hoc committees shall be in an advisory capacity to the Council.

Section 2: Composition

By resolution of the Council, committees selected by the President and consisting of two or more members of EDS may be asked to supervise particular activities of EDS.

Section 3: Powers

Each committee shall have such powers, duties, and terms of existence as prescribed by the Council.

Section 4: Standing Committees

There shall be the following standing committees of EDS: (1) Membership committee, (2) Scientific committee, (3) Auditing Committee, (4) Training and Education committee, (5) International development committee, and (6) other committees considered necessary or proper by the Council.

Section 5: Membership Committee

The Membership Committee shall be composed of the President, the Secretary, the Treasurer, the Chairman of the Membership Committee and four other members. The Chairman of the Membership Committee and the four members will be proposed by the Council and elected by the members of EDS at the annual meeting. The Chairman of the Membership Committee shall serve for a period of three years. The Members shall serve for a period of two years. The Committee shall convene and review all candidates proposed for membership in EDS and recommend to the Council those candidates who meet all the requirements of membership. Before the Annual Meeting, the Secretary shall be responsible for sending all completed applications and recommendations received to the Membership Committee.

Section 6: Scientific Committee

The Scientific Committee shall consist of the President, Secretary, the Treasurer, the Chairman of the Scientific Committee and five other members. The Chairman of the Scientific Committee and the five members will be proposed by the Council and elected by the members of EDS at the annual meeting. The Chairman of the Scientific Committee shall serve for a period of three years. Each member shall serve for two years. The Committee shall solicit and select scientific papers, and arrange discussions and symposia for the Annual Meeting. The deadline for submission of abstracts to the Secretary of EDS shall be established by the Secretary with the approval of the Council. The Committee shall convene to decide the format of the Programme and to select the papers for presentation.

Section 7: Auditing Committee

At the Annual Meeting, the President shall appoint an Auditing Committee consisting of one member of the Council and two members from EDS at large. The Committee shall review EDS financial transactions and report them to members at the Executive Session of the Annual Meeting.

Section 8: Training and Education committee

The Training and Education Committee shall consist of the President, the Secretary, the Treasurer, the Chairman of the Training and Education Committee and four other members. The Chairman of the Training and Education Committee and the four members will be proposed by the Council and elected by the members of EDS at the annual meeting. The Chairman of the Training and Education Committee shall serve for a period of three years. Each member shall serve for a period of two years. The committee shall convene to discuss issues related to education, research and training, to develop programmes in support of gastrointestinal surgery, to oversee the Career Development Award programme, and to deal with other matters as may be referred to it by the Council.

Section 9: International Development Committee

The International Development Committee shall consist of the President, the Secretary, the Treasurer, the Chairman of the International Development Committee and four other members. The Chairman of the International Development Committee and the five members will be proposed by the Council and elected by the members of EDS at the annual meeting. The Chairman of the International Development Committee shall serve for a period of three years. Each member shall serve for a period of two years. The committee shall convene at least once a year.

Section 10: Editorial Representative

The Editorial Representative will be proposed by the Council and elected by the members of EDS at the annual meeting. And shall serve for a period of three years.

Article IX. Finances

Section 1: The Fiscal Year

The fiscal year shall be fixed by resolution of the Council.

Section 2: Authority for Financial Obligations

The Council may authorise any officer or officers, in the name of and on behalf of EDS, to enter into any contract, execute and deliver any instrument, or sign checks, drafts, or other orders for the payment of money notes or other endeavors of indebtedness; and such authority may be general or confined to specific instances. Unless so authorised by the Council, no office shall have the power or authority to bind EDS by any contract or engagement or to render it liable for any purpose or for any amount.

Section 3. Bank Accounts

All funds of EDS not otherwise employed shall be deposited from time to time to the credit of EDS in such banks, trust companies, or other depositories as the Council may select, or as many as selected by any officer or officers of EDS to whom such powers may be delegated by the Council.

Section 4: Annual Budget

An annual budget shall be prepared by the Treasurer for presentation to the Council at the Annual Meeting

Article X. Seal

Section 1. The Seal of EDS shall be circular and shall bear the name of EDS, the year of its organisation, and the words "Corporate Seal".

Section 2: Membership Certificate

Each member shall be entitled to a certificate of membership bearing a replica of the EDS Seal.

Article XI. Notices

Any Council member, officer, or member who requires to give a notice, in accordance with the provisions of the Constitution and Bylaws, should send this to the Secretary by written or electronic mail to the address appearing on the records of EDS.

Article XII. Dissolution

Dissolution: In the event of dissolution of EDS, all EDS resources and property shall accrue only to the benefit of educational or scientific institutions located in Europe which are exempt from payment of income taxes.

Article XIII. Amendments

These Bylaws may be altered, amended, or repealed at any Annual Meeting of the members of EDS on recommendation of the Council if a majority of Active and Senior members of EDS present vote affirmatively, and if notice of intention has been mailed to each Active and Senior member at least three months before the Annual Meeting.

This Constitution and Bylaws were approved by the General Assembly of EDS on the 3rd November 1996, Paris.