

# **THE CARIBBEAN COLLEGE OF SURGEONS [Inc]**

## **ARTICLE I**

### **Name and Purpose**

#### **Section I – Name**

The Association shall be known as The Caribbean College of Surgeons (hereinafter referred to as the “College”)

#### **Section II – Purpose**

“The Objectives of the College shall be:

1. The elevation of standards of surgery through the maintenance of standards of competency and of ethical conduct for practitioners of surgery within the Caribbean. The College will grant membership to practitioners who meet those standards and will make it known to the public and the profession that those surgeons elected to the Fellowship of the College have had appropriate training and experience and are therefore qualified to practice surgery as specialists in their fields.
2. To provide fellowship for its members and unite their efforts to improve the quality of care for patients living in and visiting the Caribbean.
3. To stimulate advancement of the practice of surgery through appropriate enquiry and research.
4. To stimulate interest in the College among surgical trainees and other doctors interested in a career in surgery.
5. To offer the assistance of the College to professional and civic groups in the interest of health of the people of the Caribbean.
6. To provide opportunities through which surgical experiences and scientific research for all surgical specialties may be presented to their peers and the international community.

## ARTICLE II

### Members

#### Section I – Classes of Members

**Fellows** of the College shall be graduates of postgraduate training programs of training institutes acceptable to the College.

Fellows would normally be licensed to practice surgery in the countries of the Caribbean and would have been nominated and elected to Fellowship by peer review of the active Fellows of the College and by its Council.

Fellows are expected to maintain good surgical conduct and the Continuing Education requirements determined from time to time by the Council of the College.

The College shall have two classes of fellows active and honorary. The qualification for membership in the respective classes is as follows:

- (a) **Fellows:** shall be surgeons with surgical training acceptable to the Council of the College and are actively engaged in surgical practice. Such members shall be required to pay fees as determined under Article IX.

Applications for active fellowship must be supported by objective as well as professional and personal information:

- i.** A list of surgical procedures performed by the applicant during the previous 12 months and certified by a member of the College.
- ii.** Two referees selected by the applicant
- iii.** Council may elect for the provision of additional information by the applicant, including other referees selected by the College.

- (b) **Honorary Fellows:** may be elected from among retired surgeons who have practiced in the Caribbean and are of high repute among the members of the College.

The Council may also elect as Honorary Fellows individuals who have:

- (a) An international reputation in the field of surgery or medicine, or
- (b) Rendered distinguished humanitarian service, especially in the field of Medicine.

Honorary Fellows shall not be required to pay fees or dues but shall enjoy all of the privileges of the Fellow except that they shall not have the right to vote or to hold office.

(c) **Associate Members of the College;** may be elected from surgeons engaged in recognized training programs in the Caribbean and health professionals who belong to other medical specialities

Medical doctors with no formal surgical training recognized by council but who are accepted by their peers as being actively engaged in acceptable surgical practice may be eligible for associate membership.

Associate members shall be required to pay fees at a rate determined by council in Article IX and shall enjoy all the rights and privileges of fellowship, but will not have the right to vote.

***Associate Membership*** Organizations, Societies and Associations with similar objectives to the College may be admitted to associate membership on such terms as negotiated with the College from time to time.

## **Section 2 – Voting and Office Holding Rights**

Only active Fellows of the College are eligible to vote and hold office in the College.

## **Section 3- Retired Status**

Fellows of the College ***and those who meet the qualifications for fellowship but*** who have discontinued the practice of medicine may, upon request, be granted retired status. Retired Fellows are not required to pay fees but retain all of the rights and privileges of active fellows. [Amended 06.2005]

## **Section 4 – Termination of Fellowship/ Membership**

Membership in the College shall terminate upon:

- (a) The receipt by the council of the written resignation of a fellow / member:
- (b) The failure of a fellow or member to pay dues for a period of two consecutive years and after such member has been notified in writing of such delinquency; and
- (c) If any fellow or member is found guilty of unethical or felonious conduct by a duly constituted committee of the Council

## **Section 5 – Reinstatement of Membership**

A person whose membership in the College has been terminated due to nonpayment of fees may be reinstated upon payment in full of fees owing to the College.

## ARTICLE III

### Meetings of The College

#### **Section I – Annual Meeting**

Annual General Meetings of The College will be held on a date and place decided upon by the executive committee.

Executive members of the College will be elected at these meetings.

#### **Section 2 – Special Meetings**

Special Meetings of the College may be called at any time by the president, the council, or by 25 percent of the voting membership.

#### **Section 3 – Notice of Meeting**

Written, printed or electronic mail notice will be given stating the place, day and hour of the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be sent to each member not less than 21 days before the date of the meeting. If mailed, such notice is deemed to be delivered when deposited in e-mail and not returned, or in the case of postal mails, when deposited in the mail with postage thereon paid and addressed to the member at the address as it appears on the records of the College. It is the responsibility of all members to ensure the College has a current accurate address.

#### **Section 4 – Voting Lists**

The officer having charge of the membership roll of the College shall make before each meeting a list, arranged in alphabetical order, of fellows entitled to vote at such meeting.

#### **Section 5 – Quorum**

One fifth of the voting fellows of the College shall constitute a quorum at any meeting of the members; provided that if less than a quorum is present at said meeting, the meeting shall be adjourned to be held at another date set by the executive at the place and time when whatever members are present shall constitute a quorum.

#### **Section 6 – Manner of Acting**

The act of a majority of the voting fellows present in person at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by these bylaws.

#### **Section 7 – Informal Action by Membership**

Any action required by these by-laws to be taken at a meeting of the College may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

## ARTICLE IV

### Council

#### Section 1 – General Powers

The Council shall manage the property and affairs of the College.

#### Section 2 – Composition

The Council shall consist of the officers of the College and councilors elected by the members of the College.

#### Section 3 – Annual Meeting

The annual meeting of the Council shall be held, unless otherwise notified, immediately after and at the same place as the annual meeting of the members.

#### Section 4 – Special Meetings

Special meetings of the Council may be called by or at the request of the president or any three (3) members of council. The secretary or other person authorized by the president to call a special meeting of the council may fix the place and time for holding any such special meetings.

#### Section 5 – Notice

Written, printed or electronic mail notice of any special meeting of the council shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is called. Such notice shall be given to each member of the council at least 14 days before the date of the meeting, either delivered personally or mailed to each member of the council at his or her address as shown in the records of the college. If mailed, such notice shall be deemed to be delivered when deposited in the e-mail and not returned or in the case of postal mails, when deposited in a sealed envelope with the postage thereon.

#### Section 6 – Quorum

A majority of the members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council. If less than a majority of the members of the council is present, the majority of the members present may adjourn the meeting to another time without any requirement for a specific period of notice.

#### Section 7 – Manner of Acting

The act of a majority of the members of the Council present at a duly called meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by these bylaws.

### **Section 8 – Informal Action of the Council**

Any action required by law or these bylaws to be taken at a meeting of the Council, or any other action which may be taken at a meeting of the Council, may be taken without a meeting if a consent is obtained in writing. Such consent shall set forth the action to be taken and shall be signed by all of the members of the council entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the members of the council shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the council.

## ARTICLE V

### Officers

#### Section 1 - Officers

The officers of the College shall consist of a President, one Vice-President/ President elect, a Treasurer, a Secretary and five (5) councilors. Only active fellows may be officers of the College.

#### Section 2 – Election and Term of Office of President, Vice President, Treasurer and Secretary

The President, Vice-President, Treasurer and Secretary of the College shall be elected by the fellows at the annual general meeting. If the election of such officers is not done at such meeting, the election shall be held as soon thereafter as may be convenient.

Each officer shall hold office for two years until the next annual meeting of the members and until his or her successor shall have been duly elected.

A President is eligible for re-election for an additional consecutive term and shall be a member of the council for one year on demitting office. A past president is eligible for re-election to council. *The possible re-election of a President must be done at the AGM after the president's first year in office.* [Amended 06-2005]

A Vice President/ President Elect shall be elected at least one year prior to the president demitting Office.

The Treasurer and the Secretary are eligible for re-election for a period of five consecutive terms.

#### Section 3 – Election and term of Office of the Councilors

The fellows shall elect councilors of the College at the annual meeting of the members. At the first annual meeting of the College, two [2] councilors shall be elected to serve for a term of three years; two [2] to serve for a term of two years and one [1] to serve for a term of one year. At each annual meeting thereafter, vacancies for councilor shall be elected for a three-year term. Councilors are eligible for re-election for three consecutive terms and are eligible for election to Vice President / President Elect.

#### Section 4 - Vacancies

A vacancy in any office, including the office of councilor, may be filled by action of the members of the council at any meeting of the council. The individual so appointed to fill a vacancy shall serve for the unexpired term of his /her predecessor in office.

## ARTICLE VI

### Duties of Officers

#### Section 1 - President

The President shall be the principal executive officer of the College and shall in general supervise and direct the business and affairs of the college, subject to the direction and control of the Council. The President shall appoint the members of all special and standing committees of the College.

#### Section 2 –President Elect / Vice President

The President Elect / Vice-President shall assist the President in the discharge of the duties of the president as the President may direct, and shall perform such other duties as from time to time may be assigned by the President or the council. In the absence of the President or in the event of the President's inability to act, the President Elect /Vice-President shall perform the duties of the president, and when so acting shall have all the powers of the president.

#### Section 3 – TreasurerThe Treasurer shall be the principal accounting and financial officer of the College,

- shall have charge of and be responsible for the maintenance of adequate books of account
- shall have charge and custody of all funds and securities of the council,
- be responsible for the receipt and disbursement of funds,
- shall deposit all funds and securities of the College in such banks, trust companies or other depositories as shall be selected by the Council,
- shall in general perform all of the duties customarily incident to the office of the treasurer
- shall present an audited report of accounts to the annual general meeting of the College
- and such other duties as from time to time may be assigned by the President or the Council.
- If required by the council, the Treasurer shall give a bond for the faithful discharge of the duties of that office in such surety or sureties as the Council shall determine, the cost of any such bond or surety to be paid from the funds of the college.

#### Section 4 – Secretary

The secretary shall have charge of the membership roll of the College,

- shall keep a record of the mailing address of each fellow / member of the college,
- shall prepare before each meeting an alphabetical listing of all voting members
- shall keep minutes of the meetings of the members and of the council in one or more books maintained for the purpose,
- shall see that all notices are duly given in accordance with statutes, and these bylaws,
- shall be custodian of the records and seal,
- shall perform all duties customarily incident to the office of the secretary
- shall present a report to the annual general meeting of the College



- and such other duties as from time to time be assigned by the president or the council.

## **ARTICLE VII**

### **Committees**

#### **Section 1 – Establishment and Composition**

Committees may be established by resolution of the Council adopted at any duly called and constituted meeting. The size, purposes and powers of any such committee shall be as provided in such resolution. Except as otherwise provided in such resolution, the president of the College shall appoint the members of each such committee. Any member of any committee may be removed by the president whenever, in his judgement, the best interests of the college shall be served by such removal.

Any committee established by the Council must report annually to the council and the annual general meeting of the College

#### **Section 2 – Term of Office**

Each member of a committee shall continue at the discretion of the council until a successor is appointed or the member's resignation or the committee is discontinued.

#### **Section 3 – Chairman**

The President of the College shall appoint a member of each committee chairman of the committee.

#### **Section 4 – Vacancies**

The President shall make appointments to fill vacancies in the membership of any committee.

#### **Section V – Quorum and Manner of Acting**

Unless otherwise provided in the resolution of the council establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the College shall begin on the first day of January and end on the last day of December of each calendar year.

## **ARTICLE IX**

### **Dues**

The Council shall set annual dues for members at its annual meeting. Council may make additional assessments at any annual or special meeting.

## **ARTICLE X**

Neither the College, nor any of its officers, or members, is authorized to represent, or in any way bind, any other college, association or institution nor will any of them in any way hold themselves out as being so authorized.

## **ARTICLE XI**

### **Indemnification**

To the full extent permitted by law, the College may indemnify any and all of its officers or committee members, and every former officer or committee member, for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the College. The College may purchase and maintain insurance on behalf of any or all officers or committee members against any liability asserted against any such person, and incurred in any such capacity, whether or not the College would have the power to indemnify them against such liability under the provisions of this Article or otherwise.

## **ARTICLE XII**

### **Amendments**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-third vote of the voting fellows present at the annual meeting of the college provided that written notice of the proposed change or changes shall have been given to each voting fellow in accordance with the requirements set forth in Article III.

These Articles were Approved at the Inaugural Business meeting of the Council on Saturday the 14th June 2003

Professor the Hon. Errol Ricardo Walrond -- President