

CONSTITUTION

-of-

THE ASSOCIATION OF LAPAROSCOPIC SURGEONS IN GREAT BRITAIN AND IRELAND

(adopted 5th September 1996)

NAME

1. The Charitable Association hereby constituted being formed by an amalgamation of the members of the Society of Minimally Invasive General Surgeons and the British Surgical Stapling Group shall be called "the Association of Laparoscopic Surgeons in Great Britain and Ireland" (Formerly "the Association of Endoscopic Surgeons of Great Britain and Ireland").

INTERPRETATION

2. In this Constitution:

"the Acts"	means the Charities Acts 1992 and 1993 and every statute from time to time in force concerning charities insofar as the same applies to the Association.
"Adoption Date"	means the date of the adoption of this Constitution.
"Annual General Meeting"	means an Annual General Meeting of the Members convened pursuant to Article 16.
"Bye-law"	means any bye-law from time to time in force which has been duly made by the Council pursuant to this Constitution.
"the Association"	means the Association of Laparoscopic Surgeons in the Great Britain and Ireland.
"Charitable Purposes"	means charitable purposes which are exclusively charitable according to the law of England and Wales.
"Committee"	means any committee, subcommittee, panel, working party or other similar body of the Council.
"the Council"	means the Council of the Association (howsoever designated from time to time).
"Councillor"	means a member of the Council.

"Constitution"	means this Constitution or the constitution of the Association and any Bye-laws from time to time in force.
"Elected Councillor"	means a member of the Council elected by the members or appointed to fill a casual vacancy.
"Great Britain"	means the United Kingdom of Great Britain and Northern Ireland, the Channel Islands and the Isle of Man.
"Honorary Member"	means an individual who has been admitted to Honorary Membership pursuant to Article 6.
"Ireland"	includes the Republic of Ireland.
"Special Resolution"	means in relation to a resolution of the members in General Meeting or of the Council (as the case may be) a resolution which is passed by a majority of not less than two thirds of the members of the Association or of the Council (as the case may be) present and entitled to vote on the resolution.
"Member"	means a member for the time being of the Association other than an Honorary Member.
"the Officers"	means the President, the Education Officer, the Secretary and the Treasurer.
"the President"	means the President of the Association.
"Register of Medical Practitioners"	means a register of medical practitioners maintained under the Medical Act 1983.
"Registered Address"	means the address of a member notified to the Association.
"the Secretary"	means the Secretary of the Association.
"the Treasurer"	means the Treasurer of the Association.
"Section"	means a Section referred to in Articles 70 to 72.
"the Education Officer"	means the Education Officer of the Association.
"Year"	where the context so admits means the period between one Annual General Meeting and the next succeeding Annual General Meeting.

Unless the context otherwise requires, words or expressions contained in this Constitution shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date at which this Constitution become binding on the Association.

OBJECTS

3. The objects of the Association are:
 - (a) to advance public education and in particular without limiting the generality of the foregoing to raise and maintain the standards of minimally invasive surgery;
 - (b) the promotion carrying out and encouragement of medical research particularly in the discipline of minimally invasive surgery;
 - (c) the dissemination of the results of such research to the public;
 - (d) such other activities being wholly for Charitable Purposes as the Members shall from time to time in General Meeting determine.

4. In furtherance of such objects but not otherwise the Association shall have power:
 - (a) to raise funds by appealing for and inviting contributions (whether periodical or otherwise) from any person by way of donation covenant grant loan legacy or subscription and to accept donations on any special trusts in connection with the Association provided that the Association shall not undertake any permanent trading activity in raising funds for the objects of the Association;
 - (b) to bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
 - (c) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results of such research, surveys and investigations;
 - (d) to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
 - (e) to collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in England and Wales or elsewhere;
 - (f) to undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Association;
 - (g) to procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents, films, videos and recorded tapes as shall further such objects;
 - (h) From time to time to acquire by purchase lease exchange or otherwise any assets equipment chattels personal property or any freehold or leasehold land and premises whether or not involving liability and whether or not producing income and whether of a wasting nature (hereinafter called "the Charitable Assets") to be used or occupied for Charitable Purposes and any rights or privileges which the Council may think necessary or beneficial for

the promotion of the objects of the Association and to erect insure (in any value and against any risk) repair decorate alter extend or equip (as the case may be) the Charitable Assets and any buildings used or occupied or intended to be used or occupied for such Charitable Purposes

- (i) If for any reason the whole of or any part of the Charitable Assets from time to time used or occupied for such Charitable Purposes should in the opinion of the Council become unsuitable or not be required for such Charitable Purposes or if the Council should consider it necessary or beneficial to do so to sell exchange or lease mortgage or turn to account the same with such consents as are by law required
- (j) To apply the proceeds of sale of the Charitable Assets and the rents and profits thereof in the purchase of other assets equipment chattels personal property or any freehold or leasehold land and premises to be used or occupied for such Charitable Purposes and to erect repair decorate alter extend or equip (as the case may be) the same for such Charitable Purposes or to apply such proceeds of sale or rents and profits for other charitable purposes;
- (k) To borrow money on the security of the Charitable Assets or any part thereof and to pay or apply the money so raised in any manner in which the funds of the Association may be paid or applied subject to such consents (if any) as may be required by law;
- (l) From time to time to open and maintain a bank account or bank accounts in the name of the Association at such bank or banks as the Council shall from time to time decide and at any time to pay any monies forming part of the funds of the Association to the credit of any such account or accounts or place the same on deposit with any bank or banker;
- (m) To take all reasonable and necessary steps to insure to its full value the property of the Association of whatever nature such expenditure to be defrayed out of capital or income of the Association.
- (n) To employ such persons (who shall not be Members) to perform such duties as the Council considers necessary for the proper administration of the Association at such reasonable salaries and on such reasonable terms as to notice and otherwise as the Council think fit and to provide for the payment of such pensions and superannuation for such persons as may be reasonable and necessary;
- (o) to invest the money of the Association not immediately required for such objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may be for the time being imposed or required by law.
- (p) to do all such other lawful things as are necessary for the attainment of such objects.

MEMBERSHIP

5. Membership of the Association shall be open to:
 - (a) the present members of the Association of Endoscopic Surgeons of Great Britain and Ireland;
 - (b) any individual whose name is entered upon a Register of Medical Practitioners or being qualified outside Great Britain is entitled to have his name entered upon a Register of Medical Practitioners and who is a surgeon or a surgeon in training with particular interest in minimally intrusive surgery.
6. The Council may admit to Honorary Membership of the Association for such period as it may determine:
 - (a) individuals whom the Council considers are distinguished in field of medicine.
 - (b) individuals whom the Council considers have rendered special service to the Association or to the practice of medicine.
7. An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote. An Honorary member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Association.
8. All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Association if elected) as the Council may in its absolute discretion from time to time prescribe.
9. Except in the case of a Founder Member who shall have an automatic right to become a member of the Association the election of Members shall be by Resolution of the Council which (save as hereinafter mentioned) may refuse any application without giving reasons. Delivery of the application to the Association shall be accompanied by the amount of the entrance fee (if any) from time to time determined by the Council unless the Council determines that this amount may be paid at a later date. The Council may determine different entrance fees for different classes.
10. A Member may terminate membership by giving notice in writing at least three months before the day when his subscription shall next be due. If no such notice is received the member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Association.
11. Unless the Council shall suspend the operation of this Article from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member:
 - (a) if his name is erased from the Register of Medical Practitioners or therein suspended for any period whatsoever;
 - (b) if he is adjudicated bankrupt.
 - (c) if he suspends payment to or compounds with his creditors.

- (d) if he is or may be suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (e) if he fails to pay the prescribed subscription within one month of the date on which demand is made for payment by the Treasurer referring to the provisions of this Article.

12. The Council may by Special Resolution expel any Member at any time provided that: -

- (a) not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
- (b) the member concerned has been given a reasonable opportunity to submit representations and to attend or be represented at the meeting of the Council called to consider the case and to be heard in defence.

Any member so expelled shall lose all privileges of membership without prejudice to any claims that the Association may have, but the Council by resolution may re-admit to membership any member so expelled at such time and on such terms as it may determine.

13. The annual subscription to the Association shall be at such rates as may from time to time be fixed by the Council, and shall become due and payable in advance on such date or dates as the Council may from time to time determine. For the purpose of fixing the annual subscriptions the Council may by Bye-law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.

14. The interest and rights of a Member are personal only and not transferable or transmissible on death.

15. Members shall be entitled to vote at meetings of the Association in accordance with the subsequent provisions of this Constitution.

GENERAL MEETINGS OF MEMBERS

16. The Association shall hold a general meeting in every year as its annual general meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notice calling it, provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.

17. All general meetings, other than annual general meetings, shall be called Extraordinary General Meetings.

18. The Council may call general meetings and, on the requisition of not less than 20 Members, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition, or in default the meeting may be convened by the requisitionists.
19. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice. With the consent of all the Members entitled to attend and vote at the meeting, a meeting may be convened by such notice as those Members think fit. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all Members, members of Council and auditors.
20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
21. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet and the reports of the Council and the auditors, the election of officers and members of the Council and the appointment of and the fixing of the remuneration of the auditors.
22. Fifteen members present in person shall be a quorum.
23. No business shall be transacted at any general meeting unless a quorum is present.
24. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person shall be a quorum.
25. The President or in his absence some other member of the Council nominated by the Council shall preside as chairman of the meeting, but if neither the President nor any such other person be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Council present shall elect one of their number to be chairman and if there is only one member of Council present and willing to act he shall be chairman.
26. If no member of the Council is willing to act as chairman, or if no member of the Council is present within fifteen minutes of the time appointed for holding the meeting, the members present in person shall choose one of their number to be chairman.
27. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

28. Subject to Article 53 (relating to postal ballot on the election of Councillors) a resolution put to the vote of a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A poll may be demanded:
 - (a) by the chairman; or
 - (b) by at least five Members having the right to vote at the meeting;
29. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
30. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
31. A poll shall be in writing and shall be taken as the chairman directs and he may appoint scrutineer (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
33. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
34. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
35. On a show of hands every member who is present in person shall have one vote and on a poll every Member shall have one vote.
36. No Member shall vote at any general meeting, either in person, unless all moneys presently payable by him to the Association in respect of subscriptions have been paid.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

THE COUNCIL

38. There shall be a Council as provided in Article 39.
39. The Council shall be composed of:
- (a) the President
 - (b) the Immediate Past President
 - (c) the Director of Education
 - (d) the Secretary
 - (e) the Treasurer
 - (f) Elected Councillors who shall represent the Regions of the National Health Service as defined by previous Regional Health Authorities. (They shall be: Anglia, Ireland, Midlands and Trent, Northern and Yorkshire, North Thames, Northwest and Mersey, Oxford and Wessex, Scotland, South Thames, South and West, Wales)
 - (g) such individuals as may be co-opted at the discretion of Council.
 - (h) such individuals as maybe co-opted by the Council to fill a casual vacancy amongst the Elected Councillors to serve until the Elected Councillor whose place he has filled would have retired.
- of whom subject to Article 40 all shall be Members of the Association.
40. A person eligible for membership of the Association but who is not a Member may be elected to the office of President and on such election shall become a Member.
41. An individual holding office as an officer or a Councillor shall cease to do so if:
- (a) he ceases to be a member of the Association;
 - (b) he resigns his office by notice to the Association, or
 - (c) he shall have been absent without permission of the Council from two consecutive meetings of the Council and the Council resolves that his office be vacated.
42. Ordinary meetings of the Council shall be held at least twice a year and in addition the Council shall meet for the dispatch of business, adjourn and otherwise regulate their meetings as they shall think fit.
43. Except where otherwise specifically provided by the Constitution, questions arising at Council Meetings shall be decided by a majority of votes. In the case of equality of votes, the chairman shall have a second or casting vote.
44. No member of the Council other than an Officer or an Elected Councillor shall be entitled to vote at any meeting of the Council.
45. The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be six provided that of those present a majority are Officers and/or Elected Councillors.

46. The provisions of Article 23 to 27 shall apply to meetings of the Council as they apply to General Meetings of the Association.

ELECTION OF COUNCILLORS

47. Article 48 to 50 shall apply to the election of Councillors.
48. Councilors shall be elected for a period of four years.
49. No person other than an Elected Councillor retiring by rotation shall be appointed or reappointed an Elected Councillor at any general meeting unless:
- (a) he is recommended by the Council; or
 - (b) not less than sixty (60) clear days before the date appointed for the meeting, notice signed by a Member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment, stating the name and residential and business addresses of that person together with a consent signed that person of his willingness to be appointed or reappointed.
50. Not less than thirty (30) nor more than fifty-six (56) clear days before the date appointed for holding a general meeting the Secretary shall give notice to all who are entitled to receive notice of the meeting of the Elected Councillors retiring by rotation at the meeting and of any person who is recommended by the Council for appointment or reappointment as an Elected Councillor at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as an Elected Councillor.
51. If the number of candidates notified pursuant to Article 50 exceeds the number of Councillors to be elected:
- 51.1 the Secretary shall send to each member with the notice required by Article 50 a voting paper in such form as the Council shall direct which shall contain the following particulars:
- (a) the names in alphabetical order and addresses of the candidates nominated and the names and address of their respective nominators; the names of retiring Councillors being shown by a distinctive mark;
 - (b) the number of vacancies to be filled up;
 - (c) the day being one (1) clear day before the date of the Annual General Meeting at which the election is to take place on or previous to which the voting paper must be returned;
 - (d) a notice that the member must place a cross against the names of the candidates for whom the member intends to vote and sign the voting paper at the foot or end of it;
 - (e) a notice that if the voting paper be returned unsigned or incomplete or after the prescribed date or with more names marked than there are vacancies to be filled, it will be void;
 - (f) the printed name and address of the Secretary to whom the voting paper is to be returned

- 51.2 The voting papers shall be returned sealed to the Secretary by pre-paid post by the due date by whom alone the voting papers shall be opened and counted. After counting the voting papers shall be retained by the Secretary for one month after which they shall be destroyed.
- 51.3 the Secretary shall report to the Annual General Meeting:
- (a) the total number of voting papers received;
 - (b) to total number (if any) rejected and the grounds of rejection;
 - (c) the total number of votes in favour of each candidate;
 - (d) the names of the candidates elected and the term for which each is elected
- 51.4 The report of the Secretary shall be conclusive as to the election notwithstanding any irregularity or informality.

OFFICERS

52. Officers shall continue to hold their respective offices until the conclusion of the business dealing with the appointment of their successors at the Annual General Meeting. Thereafter they may be eligible for re-election to the same office or any other office.
53. At the first Annual General Meeting after the Adoption Date and thereafter at the Annual General Meeting at which their respective terms of office expire the officers shall be elected for the respective terms following:
- (a) the President for the term of two (2) years;
 - (b) the Secretary for the term of three (3) years;
 - (c) the Director of Education for the term of four (4) years; and
 - (d) the Treasurer for the term of five (5) years.
54. The President shall on the election of his successor in the office of President become the Immediate Past President and shall serve as such for the term of one (1) year.
55. Subject to Article 52 (relating to the Officers holding office at the Adoption Date), an individual who has held office as Immediate Past President shall not be eligible for election as an Officer or as an Elected Councillor until at least one year has expired from the date when he ceased to hold office as Immediate Past President.
56. If any officer shall resign or otherwise cease to hold office during his term of office the vacancy may be filled by the Council and the officer so elected shall hold office until the next annual meeting and will then be eligible for re-election without taking account of such prior period of office.
57. The members may elect any member of the Association for the office of President or President-elect. The President may be elected one year prior to taking office and sit on Council for the term of one (1) year as President-elect. All other nominations for the offices of the Association shall be restricted to existing members of Council who have been elected to Council by the membership of the Association.

PROCEEDINGS OF THE COUNCIL

58. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Council member may, and the Secretary on the request of a Council member shall, at any time summon a Council meeting. It shall not be necessary to give notice of a Council meeting to any member for the time being absent from Great Britain and Ireland;
59. The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be six provided that, of those present, a majority are officers and/or Elected Councillors.
60. The Council may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of members, the Council may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Association, but for no other purpose;
61. The President shall be the chairman of the Council; but, if at any meeting the President is not present within 5 minutes after the time appointed for holding the same, the Council members present may choose one of their number to chair the meeting;
62. The Council may delegate any of its powers to any committee consisting of at least one Council member and such other persons, whether or not Council members, as the Council may think fit. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Constitution regulating the proceedings of the Council so far as they are capable of applying.
63. All acts done by any meeting of the Council or of a committee, or by any person acting as a Council member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council member;
64. No Councillor shall be entitled to remuneration for his services as a Councillor. The members of the Council may be paid all expenses properly incurred in connection with the discharge of their duties.
65. A resolution in writing, signed by all the Council members entitled to receive notice of a Council meeting, shall be as valid and effectual as if it had been passed at a Council meeting duly convened and held, and may consist of several documents in like form each signed by one or more Council members.

SECRETARY

66. The Secretary shall act as the chief administrative officer of the Association ensuring that the documentation of the Association is in order, that all returns required by the Acts are duly made, and that the Association's own register and records are properly maintained, and (save in so far as the responsibility falls on

some member of the Association) practical effect is given to decisions of the Council.

TREASURER

67. The Treasurer shall act as the chief financial officer of the Association responsible to the Council for ensuring that the books of account of the Association are in order and properly posted up, that all financial statements and returns required by the Acts are duly made, and that regular reports are made to the Council with regard to the financial position of the Association and that all subscriptions and other money due to the Association are promptly collected and the debts of the Association are promptly discharged.

SECTIONS

68. The Council may, at its discretion, upon the application of Members who desire to associate themselves together in a Section with a view to representing the special interests of Members in a particular locality on local matters, or of Members in a particular specialisation or other activity, authorise the formation of a Section.
69. The Council of its own volition and without any application may form a Section.
70. The Council may recognise as a Section an unincorporated association whose objects are within the powers of the Association provided that all its members are Members.

BYE-LAWS

71. The Council shall have power to make, alter or revoke Bye-laws which are not inconsistent this Constitution and which do not reduce the functions of the Council.
72. Without prejudice to the generality of the foregoing Byelaws may be made, altered or revoked in connection with:
- (a) Membership
 - (b) Subscriptions
 - (c) Committees
 - (d) Proceedings of the Council, and
 - (e) Sections.

MINUTES

73. The Council shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Association, and of the Council, Sections (if any) and Committees, including the names of Council, Section or committee members present at each such meeting.
74. All minutes shall be open to inspection by any Officer or Elected Councillor. Minutes of meetings of the Council any Section and any Committee shall also be open to inspection by Members.

ACCOUNTS

75. The accounting records and any other book or document shall be open to the inspection of any Officer or Elected Councillor. No Member shall (as such) have

any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by any ordinary resolution of the Association.

AUDITORS

76. Auditors shall be appointed and their duties regulated in accordance with the Acts. The Auditors shall have the right at their discretion to attend any meeting of the Council.

NOTICES

77. Any notice to be given pursuant to this Constitution shall be in writing.
78. The Association may give any notice to a Member, an Honorary Member, or any member of the Council, or the Auditors either personally or by sending it by post in a prepaid envelope or by facsimile addressed to the intended recipient at his registered address or any address supplied to the Association for the giving of notice.
79. A Member present, at any general meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
80. Proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by first class post, at the expiration of forty-eight hours after the envelope containing it was posted.

INDEMNITIES

81. Subject to the provisions of the Act every member of the Council or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted by the Court from liability in negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity."
82. Members of the Council shall have power to provide indemnity insurance for themselves out of the income of the Charity. The insurance shall not extend to;
- (a) any claim arising from any act or omission which:
 - (i) the members of the Council knew to be a breach of trust or breach of duty; or
 - (ii) was committed by the members of the Council in reckless disregard of whether it was a breach of trust or breach of duty or not; and
 - (b) the costs of an unsuccessful defence to a criminal prosecution brought against members of the Council in their capacity as Trustees of the Charity.

AMENDMENT OF THE CONSTITUTION

83. This Constitution may be altered by a Special Resolution of the Members in General Meeting

PROVIDED that

- (1) no amendment or addition shall affect the Charitable purposes hereby agreed and declared;

and
- (2) no amendment or addition to the provisions of Article 86 (Winding up) and this Article 85 shall have effect unless it shall first have been approved in writing by the Charity Commissioners for England and Wales

WINDING-UP

84. The Association. shall be wound up whenever a special resolution is passed at a General Meeting that the Association be wound up.
85. On dissolution the assets of the Association shall not be distributed among the members but, after provision has been made for meeting all outstanding debts and liabilities, they shall be distributed or transferred to such other charitable institution or institutions having object similar to the objects of the Association as the Members in General Meeting shall direct, and failing any direction of the Members as the Council shall determine.

CONSTITUTION

-of-

**THE ASSOCIATION OF
LAPAROSCOPIC
SURGEONS**

IN GREAT BRITAIN AND IRELAND

(adopted 5th September 1996)

**Stamp Jackson and Procter
Solicitors
Kingston upon Hull**

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