



## **Constitution of The Federation of Surgical Specialty Associations (FSSA)**

### **Preamble**

Founded in 1990, the Federation is the corporate body of the Specialty Surgical Associations, through which it represents and coordinates the views, aims and policies of surgeons from across the United Kingdom and Ireland. The Federation works with all relevant authorities to advance the profession of surgery for the benefit of patients.

The Federation comprises the Authorised Representatives (usually the Presidents) of the Surgical Specialty Associations, as recognised by the GMC, and the Association of Anaesthetists, which is an invited guest. The hand-over from each Surgical Specialty Association Authorised Representative to the next is the responsibility of the outgoing Authorised Representative.

The Federation, together with the Presidents and Officers of the four Surgical Royal Colleges constitute the Surgical Forum of Great Britain and Ireland.

The Federation is an unincorporated association. Members of the Federation are advised to understand the nature of unincorporated associations. In particular, they are reminded that unincorporated associations have no separate legal identity. As such, Member Associations and their Authorised Representatives may be personally liable if they enter into contracts in their own names on behalf of the FSSA or where contracts are entered into by the FSSA. Member Associations may also be liable for the actions of other members if there is deemed to be lack of governance. The Authorised Representatives of members of the Federation are responsible for the decisions and actions of the Federation. There is no separate management committee.

The current Surgical Specialist Associations are;

- Association of Surgeons of Great Britain and Ireland (ASGBI)
- British Association of Oral and Maxillofacial Surgeons (BAOMS)
- British Association of Paediatric Surgeons (BAPS)
- British Association of Plastic, Reconstructive and Aesthetic Surgeons (BAPRAS)
- British Association of Urological Surgeons (BAUS)
- British Orthopaedic Association (BOA)
- ENT-UK
- Society for Cardiothoracic Surgery in Great Britain and Ireland (SCTC)
- Society of British Neurological Surgeons (SBNS)
- Vascular Society of Great Britain and Ireland

1

## **Interpretation**

1. In this Constitution:

**'Authorised Representative'** means an individual who is the President or an Officer of the Member Association that he/she represents, and who has been appointed by that Member to act on its behalf at meetings of the Federation;

**'email'** means electronic mail;

**'electronic means'** means communications addressed to specified individuals by telephone or email or in relation to meetings, communications by telephone conference call or video conference;

**'Federation'** means the Federation of Surgical Specialty Associations as comprised in this Constitution;

**'financial year'** means the Federation's financial year;

**'General Meeting'** means a general meeting of the Authorised Representatives of the Federation;

**'Invited Member'** refers to any association/organisation invited to attend FSSA meetings. 'Invited Members' pay no membership dues and do not have voting rights.

**'Member/Member Association'** means a Surgical Specialty Association or such other member approved and admitted under clause 4.3;

**'Month'** means calendar month;

**'Objectives'** means the objects of the Federation set out in clause 3.1;

**'President'** means the President of the Federation appointed according to this constitution;

**'Vice President'** means the Vice President of the Federation appointed by the Members;

**'written'** or **'in writing'** refers to a legible document on paper or in electronic format; and

**'year'** means calendar year.

2. **Name**

The name of the Federation is **The Federation of Surgical Specialty Associations.**

3. **Aims and Objectives**

3.1. The Objectives of the Federation are to:

- (a) represent and coordinate the views, aims and policies of surgeons practicing in the United Kingdom and the Republic of Ireland;
- (b) provide a forum to debate issues pertinent to the Members;
- (c) advance, promote and protect the highest standards in the practice of surgery in the best interests of patients, by working with all relevant authorities;
- (d) provide specialist advice to all four Surgical Royal Colleges; and
- (e) provide a unique source of unbiased specialist advice on surgical matters to the

1

Health Departments of the United Kingdom and the Republic of Ireland, and to health departments around the world.

#### **4. Membership**

- 4.1. Membership is open to:
- (a) all Surgical Specialty Associations recognised by the General Medical Council under the Medical Act.
  - (b) The Association of Anaesthetists (AoA) is an 'Invited Member' and pays no subscription and has no voting rights.
- 4.2. Each Member, of any category, shall act through an Authorised Representative, whose name and contact details have been notified to the President of the FSSA.
- 4.3. The FSSA may, with the consent of at least 8/10 of the Authorised Representatives;
- (a) establish different classes of membership, voting and non-voting, and determine the rights and obligations of any such classes of membership and the conditions for admission to, and termination of, membership of any class of membership, and to set the membership fees and;
  - (b) admit new Member Associations to the Federation.
- 4.4. A Member Association may terminate its membership in written notice to the FSSA.

#### **5. Meetings of the Authorised Representatives.**

- 5.1. A General Meeting of the Authorised Representatives may be held in person, by telephone and/or by suitable electronic means (if permitted by the President), provided that all participants can communicate with all the other participants.
- 5.2. A minimum of four General Meetings of the Federation and two meetings of the Surgical Forum of Great Britain and Ireland shall be held each year.
- 5.3. A General Meeting may be called at any time by the President or at the request in writing of at least 7 Authorised Representatives and, save where called on short notice in accordance with article 5.5, shall be called on at least 42 calendar days' written notice to the Authorised Representatives specifying the time and place of the meeting and the business to be transacted.
- 5.4. Save where called on short notice in accordance with article 5.5, notice of a General Meeting shall be published on the Federation's website.
- 5.5. The President may call a General Meeting with 7 calendar days' written notice to the Authorised Representatives where the Federation is required to consider and discuss urgent matters. In such circumstances, notice of such General Meeting shall be given by email.
- 5.6. A General Meeting is quorate if the number of Authorised Representatives present in person or by telephone (or by electronic means) is five or more.
- 5.7. If an Authorised Representative is unable to attend a meeting, he/she shall be entitled to appoint a proxy to attend and vote on the Authorised Representative's behalf, provided that the appointment of a proxy is notified electronically to the Federation no less than 48 hours before the commencement of the General Meeting.
- 5.8. The President shall chair General Meetings and the President has no vote.
- 5.9. Each Authorised Representative shall have one vote. No Authorised Representative shall have a casting vote.

1

- 5.10. Except where otherwise provided by this Constitution, every issue may be determined by a simple majority of votes cast at a General Meeting.
- 5.11. The following matters may only be approved with the consent of at least 7 Authorised Representatives:
- (a) the calling of a General Meeting by the Members under article 5.3;
  - (b) the continuation of a President or Vice President in their role where one of the circumstances set out in article 7.6 applies; and
  - (c) the dissolution of the Federation in accordance with article 17.1.
- 5.12. The following matters may only be approved with the consent of at least 8 Authorised Representatives:
- (a) the creation of a new category of membership, or the admission of a new member associations in accordance with article 4.3; and
  - (b) the automatic termination of a President's or Vice President's office by request of the Members/Authorised Representatives in accordance with article 7.5(a).
- 5.13. At a General Meeting, the Authorised Representatives shall:
- (a) confirm the minutes from the previous General Meeting;
  - (b) review the status of the action plan agreed at the previous General Meeting;
  - (c) receive the accounts of the Federation for the previous financial year (when required);
  - (d) prepare a new action plan; and
  - (e) discuss and determine any issues of policy or deal with any other business put before them by the President and the Vice President.
- 5.14. After the conclusion of each General Meeting, the Federation's secretary shall prepare minutes of the General Meeting and circulate them to the Authorised Representatives for approval. If any Authorised Representative believes that a correction of fact should be made to those minutes, that Authorised Representative shall notify the secretary as soon as possible, and the secretary shall then circulate revised minutes for approval.

## **6. Written Resolutions of the Authorised Representatives**

- 6.1. A resolution passed in writing including by email or electronically as set out at clause 13, is as valid and effectual as a resolution passed at a meeting duly convened and held provided that:
- (a) a copy of the proposed resolution is sent or submitted to every Authorised Representative; and
  - (b) the resolution is passed within 14 calendar days of the date of circulation or publication of the resolution.
- 6.2. A resolution will be treated as passed on the date that the last Authorised Representative required to pass the resolution signifies agreement.
- 6.3. Eligibility to vote on a resolution in writing is limited to Authorised Representatives who are the Authorised Representatives on the date when the proposal is first circulated or published in accordance with clause 6.1(a) above and who remain so at the date when the resolution is passed.

## **7. President And Vice President – Appointment And Termination**

1

- 7.1. The President shall be nominated and elected by those who were Authorised Representatives during the outgoing President’s term of office and shall be elected by a single transferable vote system. At each round, the nominee with the fewest votes shall be withdrawn from the ballot and the votes he or she received shall be allocated to the voter’s next choice of nominee.
- 7.2. The Vice President shall be elected by a simple majority of current Authorised Representatives of the Federation.
- 7.3. The maximum term of office of President and Vice President shall be three years.
- 7.4. The Vice President may only hold office while he or she is an Authorised Representative.
- 7.5. The President and Vice President’s term of office shall automatically terminate if he or she:
  - (a) is asked by 8/10 of the Authorised Representatives/Members to resign;
  - (b) resigns by giving one calendar months’ written notice to the Authorised Representatives/Members;
  - (c) is removed from the General Medical Council Register; or
  - (d) in the written opinion, given to the Federation, of a registered medical practitioner treating that person, has become physically or mentally incapable of managing his or her own affairs or the affairs of the Federation and may remain so for more than three months.
- 7.6. If the President or Vice President is subject to sanctions imposed by the General Medical Council or is temporarily suspended from the General Medical Council Register, the President or Vice President may only continue in his/her role if 7 Members consent to their continuation in their role.

**8. President and Vice President – Responsibilities And Authority**

- 8.1. The President and Vice President shall be responsible for the day to day operation of the Federation.
- 8.2. The President and Vice President shall be entitled to an indemnity out of the assets of the Federation for all expenses and other liabilities properly incurred by them in the management of the affairs of the Federation.

**9. Membership Fees**

- 9.1. Each Member Association shall pay membership fees to the Federation calculated on the basis of the following formula, according to the numbers of Full Members (or equivalent category) of the Association:

**Funding formula for the Federation of Surgical Specialty Associations**

Banding and Criteria	Cost per Association
BAND A - over 1000	£5,000 PA

1

BAND B - 500 to 1000	£3,000 PA
BAND C - 200 to 500	£2,000 PA
BAND D - less than 200	£1,000 PA

- 9.2. The formula set out in article 9.1 above may be amended by a simple majority of the Members.
- 9.3. Fees shall be paid to the Federation by each Member within one calendar month of such Fees becoming due.
- 9.4. If a Member Association's Fees are more than two months overdue without good reason, the Authorised Representatives (excluding the defaulting Authorised Representative) may agree to suspend the defaulting Member's membership rights (including the right for their Authorised Representative to attend and vote at General Meetings) until payment in full is received by the Federation, at which time all rights will be re-instated. Whether or not there is "good reason" shall be a matter for the Authorised Representatives (excluding the defaulting Authorised Representative) to determine.

## 10. Finance

- 10.1. The Vice President shall act as treasurer for the Federation and oversee the Federation's financial affairs.
- 10.2. The Federation may obtain, collect and receive money or funds by way of Fees, contributions, donations, grants and any other lawful method.
- 10.3. All monies payable to the Federation shall be received by the Vice President and deposited in a bank account in the name of the Federation. The Vice President shall have control of the monies.
- 10.4. A debit card may be held for the Federation's bank accounts.
- 10.5. The funds and property of the Federation shall be applied only in furtherance of the Objects of the Federation and no part thereof shall be paid by way of bonus, dividend or profit to any Members of the Federation.
- 10.6. The President and/or the Vice President shall have power to authorise:
- (a) expenditure of £100 or less;
  - (b) payment of reasonable expenses to any officer of the Federation;
  - (c) payment of regular outgoings, including but not limited to remuneration and expenses to persons for services rendered to the Federation (provided that such payments would not involve a material change to the amount previously paid); and
  - (d) payment of reasonable office expenses.
- All other payments must be authorised by the Members.
- 10.7. The Federation shall not be responsible for payment of the Authorised Representatives' expenses.

1

10.8. The financial transactions of the Federation (including income, funding and expenditure) shall be recorded by the Vice President.

**11. Records and Accounts**

11.1. The President and Vice President must prepare an annual statement of account for presentation to the Members at a General Meeting.

11.2. The President and Vice President must keep proper records of:

- (a) all proceedings at General Meetings;
- (b) all proceedings at meetings between the President and Vice President; and
- (c) all professional advice obtained.

11.3. A copy of the Federation's latest available statement of account must be supplied on request to any Member.

**12. Use Of Electronic Communications**

12.1. Any Authorised Representative/Member may communicate electronically with the Federation to the email address provided on the Federation's website.

12.2. Any Member, by providing the Federation with the Authorised Representative's email address or similar, is taken to have agreed to receive communications from the Federation in electronic form at that address, unless the Member has indicated to the Federation its unwillingness to receive such communications in that form.

12.3. The Federation may, subject to compliance with any legal requirements, by means of publication on its website provide the Members with the notice of General Meetings.

**13. EMAIL OR ELECTRONIC VOTING**

13.1. If the President decides, the Authorised Representatives may be permitted to vote by email or electronically on any matter that is being decided upon at a General Meeting.

13.2. Where email or electronic voting is permitted on a matter, the Federation must send to Authorised Representative/Members, not less than 21 calendar days before the deadline for receipt of votes cast in this way, a notice by email, (if the Member has agreed to receive notices in this way under clause 12), including an explanation of the purpose of the vote containing details of the resolution being put to a vote and the procedure, whether by email or electronically, to cast a valid vote on the matter.

13.3. The voting procedure for votes cast by email or electronically must:

- (a) specify any authentication required;
- (b) specify the email address (in the case of email voting) for votes to be returned to;
- (c) specify the closing date and time for receipt of votes; and
- (d) state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

13.4. Votes cast by email or electronically must be counted by the Federation before the meeting at which the vote is to be taken and the President must have written confirmation of the number of valid votes received and the number of votes received which were invalid.

13.5. An Authorised Representative, who has cast a valid email or electronic vote, must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. An Authorised Representative who has cast an invalid vote by email or electronically is allowed to vote at the meeting and

1

such vote counts towards the quorum.

- 13.6. The result of the email or electronic ballot shall not be disclosed until after votes taken at or after the meeting have been counted. Only at this point shall the result of the valid votes received be declared, and these votes shall be included in the declaration of the result of the vote.

#### **14. Notices**

- 14.1. Notices under this Constitution may be sent by hand, by post or by suitable electronic means or may be published on the Federation's website.

- 14.2. Subject to clause 12.2, the address at which a Member is entitled to receive notices is the address noted in the register of Members (or, if none, the last known address).

- 14.3. Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (b) two business days after being sent by first class post to that address;
- (c) three business days after being sent by second class post or overseas post to that address;
- (d) on the date of publication on the Federation's website;
- (e) on being handed to the Member or its Authorised Representative personally or, if earlier; and
- (f) as soon as the Authorised Representative/Member acknowledges actual receipt.

- 14.4. A technical defect in the giving of notice of which the Authorised Representatives/ Members are unaware at the time does not invalidate decisions taken at a meeting.

#### **15. Data Protection**

- 15.1. The Federation, the Member Associations of any category and Authorised Representatives shall comply with all laws relating to data protection and privacy which are from time to time applicable to the Federation.

#### **16. Amendments**

- 16.1. The Authorised Representatives may amend this Constitution by a majority of the votes cast on a resolution on the matter.

- 16.2. The Authorised Representatives/Members must be given 21 calendar days' notice of the proposed amendments.

#### **17. Dissolution**

- 17.1. The Members, through their Authorised Representatives, may decide to dissolve the Federation by a 7/10 majority.

- 17.2. The President and Vice President will remain in office and will be responsible for the orderly winding-up of the Federation's affairs.

- 17.3. Any property remaining after the discharge of the debts and liabilities of the Federation shall be distributed to the Members in proportion to the annual Fees paid to the Federation by that Member



**Adopted at A Meeting Held At [Place] On [Date]**

**Signed**

Name .....

Signature .....

[Name and signature of President of meeting]

**Witnessed**

Name .....

Address .....

.....

Occupation .....

Signature .....

[Name, address, occupation and signature of witness]

