



## **CONSTITUTION**

### **1. NAME**

The Orient Society for Vascular Surgery (**OSVS**)

### **2. REGISTRATION AND SEAT**

The registered office of the Society is to be in \_\_\_\_\_, the official seat is in \_\_\_\_\_. The seat change can only be passed with a 66% vote majority by General meeting members.

### **3. FUNCTION**

The Orient Society for Vascular Surgery provides a forum for the regional exchange of scientific, educational and strategic issues related to the diagnosis, treatment and prevention of vascular diseases.

### **4. OBJECTIVES**

The objectives of the Orient Society for Vascular Surgery are:

The advancement at a regional level of the knowledge and study of vascular surgery.

To promote a regional level research in all aspects of vascular disease and to disseminate the results of such research.

To hold symposia or congresses and to distribute information.

To advance the cooperation between national vascular surgical societies and associations, to facilitate the exchange of ideas, to share common experiences and to promote and standardise the education in vascular surgery.

To encourage and promote at a regional level best vascular surgical practice in the management of patients presenting with vascular diseases.

To act as a regional conduit for discussion between vascular surgeons and when appropriate to be a spokesperson at an international level for such surgeons.

### **5. DEFINATION**



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The Orient Society for Vascular Surgery is a non profitable organization, it has all powers to raise funds, to acquire or hire property of any kind, to deposit or invest funds in any manner, to accept subscriptions, donations, devices and bequests, to set aside funds for special purposes or as reserves against future expenditure.... which may be exercised only in promoting the Objectives and only in accordance with the legislations and restrictions.

### **6. OFFICIAL LANGUAGE**

The official language of the Orient Society for Vascular Surgery will be English.

### **7. MEMBERSHIP**

The number of members with which the Society proposes to be registered is unlimited.

The Society shall maintain a register of Members.

Membership of the Society is open to any individual over the age of eighteen years with an interest in vascular disease

(a) applies to the Society in accordance with the By-laws;

(b) is approved by the Council; and

(c) signs the Register of members or consents in writing to become a Member

The Bye Laws must establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.

Only Full Members shall be entitled to vote on the business of the Society and stand for election or hold the position of an officer.

### **8. FOUNDER BOARD**

The founder Board is composed of the first subscribers to the Society Constitution; they shall hold office as the first Councillors of the Society until the first AGM. The founder shall preside as chairman at the foundation meeting.

The founder Board shall nominate two of his members as councillors every three year term.

### **9. INTERNATIONAL BOARD "Patrons"**

The Council can establish procedures for the appointment of international board members. The position of a Patron shall be honorary and he shall not be a Councillor. They may be invited to attend and speak at any general meeting of the Society but they shall not be entitled to vote at any such meetings.

### **10. GENERAL MEETINGS**



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Members are entitled to attend general meetings. The date and time, place, duration

and procedure for general meetings shall be decided by the Council subject to and in accordance with the Constitution and the By-laws.

The Society shall in each year hold a general meeting which shall be called the Annual General Meeting (AGM) and may hold general meetings at other times by notice given

by the Secretary which shall be called Extraordinary General Meetings (EGMs). The first AGM shall be held within 18 months after the Society's incorporation.

There is a quorum at a general meeting if the number of Full Members present is at least 40 or 30 per cent of the total number of Full Members, If there is no quorum at the AGM the meeting shall be adjourned to such date and time as the Chairman may determine. If however there is no quorum in the adjourned meeting the Council shall be empowered to make a decision on any issues under discussion; The President or (failing him) the Vice-President or (if they shall be unable or unwilling to do so) some other Member elected by those present shall preside as chairman at a general meeting.

Except where otherwise provided by the Constitution and By-laws all questions at a meeting of the Members shall be decided on a show of hands (or poll if requested by the President) by a majority votes of the Full Members present in person and voting; Every Full Member present in person has one vote on each issue.

A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

The business at an AGM includes (but need not be limited to) the following matters when Members:

- receive the accounts of the Society for the previous financial year if any;
- receive the Council's report on the Society's activities since the previous AGM;
- accept the retirement of those members of Council who wish to retire;
- elect persons to be Officers and other Councillors to fill the vacancies arising;
- appoint reporting accountants or auditors for the Society;
- discuss and determine any issues of policy or deal with any other business put before them; and the provisions of the By-laws shall further apply.

Any general meeting which is not an AGM is an EGM.

## 11. COUNCIL

The administrative governing body of the Society shall be called the Council. The Council as Society directors have control of the Society and its property and funds. The general administration and handling of the policies and interests of Society is in the hands of the Council



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The Council shall be composed only of full members:

- The representative of Oriental countries
- The officers
- Two representative of the founder board
- One representative of the Junior Section of the OSVS

The councillor appointed or elected by his country members may be replaced by them if more than 60% majority has lost confidence in the councillor. They are entitled to

appoint or elect another individual to replace the above councillor to serve out the remaining term of office of the original councillor.

### **12. PROCEEDINGS OF COUNCIL**

The Council shall hold at least two meetings each year.

The Council shall meet annually on a date timed to coincide with the AGM of the Society and at such other times as shall be notified in accordance with the By-laws. The conduct of proceedings at Council meetings shall be as determined by the By-laws.

A quorum at a meeting of the Council is ten Councillors or 30% of the total number and if a quorum is not present within 15 minutes of the start of the meeting the president may adjourn the meeting to another time and place.

A meeting of the Council may be either held either in person or by suitable electronic means agreed by the Council in which all participants may communicate with all the other participants.

The President or (failing him) the President Elect or (if they shall be unable or unwilling to act) some other Councillor chosen by the Councillors present presides at each meeting.

Every issue may be determined by a simple majority of votes cast at a meeting but a written resolution signed by all the persons for the time entitled as Councillors to attend and vote at meetings of Council is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature). Every Councillor has one vote on each issue. A procedural defect of which the Council is unaware at the same time does not invalidate decisions taken at a meeting. In the event of the Council being tied in a vote, the Chairman may have a casting vote.

### **13. THE OFFICERS**



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The Officers of the Society shall be the President, the President elect, the immediate past President, the Secretary, the Treasurer, and the Editor of the Journal of the Society.

Full Members shall be nominated by the Council for election to office by the voting members at the AGM of the Society and as provided in the By-laws and any vacancy in any office shall be filled in like manner.

Officers shall have the roles and responsibilities and will hold office as provided by the By-laws.

### **14. AMENDMENTS TO THE CONSTITUTION AND BYE LAWS**

Proposals to change the constitution and By-laws (except the first and last articles of this constitution which are unchangeable) can only be passed with a 66% majority by Council where every councillor's vote is considered. Councillors not attending the meeting must cast a vote in writing which should have been lodged with the Secretary-General prior to the commencement of the meeting at which the changes are to be considered.

Proposals to make a change in the constitution or bye laws can only be made in writing to the by a member society.

Notice of such proposed changes to the constitution or bye laws must be circulated in writing to member societies by the Secretary three months prior to the Council meeting at which the proposed changes are to be considered.

### **15. DISSOLUTION**

The following provisions shall apply if the Society is wound up or dissolved; The assets (if any) remaining after provision has been made for all its liabilities, and after due provision has been made for the continuance of any pensions, allowances, benefits or privileges to retired employees of the Society whether or not the same shall arise under any pension scheme in force at the date of liquidation of the Society, shall be applied in one or more of the following ways:

- by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- directly for the Objects or charitable purposes within or similar to the Objects; or
- in such other manner consistent with charitable status as the Dissolution Commission approve in writing in advance;



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A final report and statement of account shall be sent to the Commission.

### 16. INTERPRETATION

In the Constitution and in and in By-Laws Articles:

**"Society"** means The Orient Society for Vascular Surgery

**"Orient"** means a group of countries known for a certain lifestyle and history;

- Arab countries members of the Arab League
- Turkey, Iran, Afghanistan, Pakistan
- Middle Asia Republics; Armenia, Azerbaijan, Georgia, Kirgizstan, Tajikistan, Turkmenistan, and Uzbekistan could be included as the Council may decide;
- No other countries can be included anyway.

**"Oriental"** means a citizen of one of the countries mentioned above.

**"AGM"** means an Annual General Meeting of the Society;

**"Council"** means Orient Society for Vascular Surgery Council

**"Article"** means an article of this Constitution



## **ORIENT SOCIETY FOR VASCULAR SURGERY BY-LAWS**

### **SECTION 1: MEMBERSHIP**

#### **1.1 Categories of Membership**

There shall be seven categories of membership:

Honorary

Senior

Full

Junior

Associate

Corresponding

Industrial

No person shall be a member in more than one category saves as may be expressly provided in these Byelaws.

#### **1.2 Honorary Membership**

Honorary Membership shall be reserved for such persons as may be deemed worthy of this honor by the concurrence of the Society. The number will be small and not usually exceed twenty. They need not be Orientals. They shall receive notice of meetings and be encouraged to attend meetings. They shall receive the Society Journal.

#### **1.3 Senior Membership**

Every Full Member at the age of 65 years shall automatically become a Senior Member. They shall be entitled to attend meetings, submit abstracts and present papers. They shall receive notice of meetings and the Society Journal.



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### **1.4 Full Membership**

This category is for Oriental Vascular surgeons Full members shall be aged 35 years or more and under the age of 65 years.

They shall receive notice of meetings, the Society's Journal and be entitled to attend meetings, submit abstracts, present papers and comment. Only Full Members shall have the privilege of voting and holding office.

### **1.5 Junior Membership**

This category is for committed Oriental trainees in the care and treatment of vascular disease.

They shall receive notice of meetings, receive the Journal and be entitled to attend meetings, submit abstracts and present papers and comment. Junior Vascular Surgeons members will automatically become Full Members after the age of 35 years.

### **1.6 Associate Membership**

This category is for non-surgical members from associated specialties interested in advancing the management of vascular disease. They shall receive notice of meetings, receive the Journal and be entitled to attend meetings, submit abstracts and present papers and comment.

### **1.7 Corresponding Members**

These are non-Oriental members who shall receive notice of meetings, receive the Journal and be entitled to attend meetings, submit abstracts and present papers and comment.

### **1.8 Industrial Members**

These are members from Companies with an interest in vascular disease. They shall receive notice of meetings, receive the Journal and be entitled to attend meetings.

### **1.9 Application for membership**



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Candidates for membership in this Society shall apply to the Secretary.

Full Membership shall be determined by the Council on receipt of evidence of practice with an interest in vascular disease and who have achieved higher professional training. Applications must be supported with the signatures of two existing members.

Junior Membership shall be determined by the Council on receipt of evidence of practice with an interest in vascular disease. Applications must be supported with the signatures of two existing members

The form of application for membership shall be furnished by the Secretary of the Society upon request by the applicant. The applicant will also be furnished a citation from the Constitution and these By-Laws setting forth the objective of the Society and eligibility requirements for election to membership. Where applicable the applicant will be required to give evidence of age.

Every new member shall be officially notified by the Secretary.

### **1.10 Membership Database**

The membership will be held on a secure database held with the Secretary. Only those members who have agreed that their details may be made available to companies outside the Society will be detailed on the website in compliance with the Data Protection Principles.

### **1.11 Resignation and termination**

The Council, acting as a Board of Censure, may recommend the expulsion of a member on the grounds of professional or ethical misconduct, and submit his name, together with the grounds of complaint, to the Society as a whole at an Annual General Meeting, after giving such member reasonable opportunity to appeal on his own behalf. Having given notice to each Full Member, the Council may suspend any member pending the resolution by the Society of a recommendation to expel.

The Council shall recommend that any Full Members whose dues are in arrears for two years shall have his membership terminated.

### **1.12 Reinstatement**



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A member whose membership has lapsed may apply for reinstatement by filing a written statement with the Council and addressed to the Secretary, within thirty days following the receipt of notice of such a lapse of membership, stating the reasons why such membership should be reinstated and requesting reinstatement of such membership. Upon payment of his arrears, a member may be reinstated by action of the Secretary. Written notice of such reinstatement shall be furnished to the member by the Secretary.

### **1.13 Commencement**

The founder board acts as a provisory council since its foundation meeting, it must name the first officers; President, President elect, Secretary, Editor and treasurer.

During the first AMG the officers election takes place as described in By-Laws by three years repeated cycles;

1<sup>st</sup> year    President Elect + understudy Treasurer

2<sup>nd</sup> year    President Elect + understudy Editor

3<sup>rd</sup> year    President Elect + understudy Secretary

### **1.14 Interpretation**

Any qualification for membership or may be sufficiently fulfilled as the Council may from time to time decide.

## **SECTION 2: THE COUNCIL**

### **2.1 Council**

Any country with a membership numbering more than ten will be invited to nominate a full member as Council representative. Countries with less than ten members may be gathered to nominate their Council representative. Founder Board can nominate tow additional Council representatives.

Ordinary Councillors will be elected at the invitation of the Council by the members of their country by ballot and unopened ballot papers must either be brought to Council or sent to the Secretary to be counted.



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Vacancies in the office of Council shall be temporarily filled by the Council subject to approval of the Society at the next Annual General Meeting.

### **2.2 Proceedings of Council**

The proceedings of the Council shall be regulated in accordance with the Articles.

### **2.3 Council Members – Term of Office**

The term of office of Ordinary Councillors shall be three years. New Councillors shall be elected to serve a three year term to replace the retiring members. No Councillor can be elected for more than two successive terms, not even after a period of time has elapsed since his previous term of office.

### **2.4 Junior Section of the OSVS**

The Junior Section is composed of the Junior Members. Junior Members may elect one of them to be a member of the Council. The person so elected to be a member of Council shall thereupon automatically be deemed to be a Full Member with all the rights and privileges of a Full Member throughout his period of office as a member of Council, notwithstanding the fact that he is under 35 years of age but without prejudice to his continued membership as a Junior Member of the Junior Section.

## **SECTION 3: THE OFFICERS**

### **3.1 Election of Officers**

The Officers shall be proposed for election at the Annual General Meeting on the nomination of the Council and shall take office upon the date agreed by Council. The President shall be elected for a one year term of office, he preferably must be from the country hosting the next Annual General Meeting, he may not be re-elected to succeed himself. The Secretary and the Treasurer shall be elected for a three year term of office and shall not normally be elected for more than one further three year term. The Editor is elected for a three year renewable term. Geographical distribution shall be taken into account when electing a new Officer of the Society.



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### **3.2 The President**

The President of the Society shall perform all duties customarily pertaining to the office of President. He shall preside at all general meetings of the Society and at all meetings of the Council. He shall be an ex-officio member of the Council. Any full member of the Society can be nominated for the office of President by any other member. A paper ballot of proposed names received by the Secretary will be conducted at Council Meetings.

### **3.3 President Elect**

The President Elect of the Society shall perform all duties customarily pertaining to the office of the President Elect, both as to the Society and the Council. In the event of a vacancy occurring in the office of President, the Council shall advance the President Elect to the Presidency and appoint a new President Elect and if the President is absent from any general meeting or Council meeting the President elect shall preside. The President Elect will be an ex-officio member of the Council.

### **3.4 The Immediate Past President**

At the conclusion of the Annual General Meeting, the retiring President shall remain an officer and a member of Council for a one year term of office.

### **3.5 The Secretary**

The Secretary of the Society shall perform all duties customarily pertaining to the office of the Secretary. He shall serve as Secretary to the Society and as Secretary of the Council. A Full Member must be elected to serve as an understudy to the Secretary for one year in anticipation of the latter's retirement from office. The Secretary shall be an ex-officio member of the Council.

### **3.6 The Treasurer**

The Treasurer of the Society shall perform all duties customarily pertaining to the office as Treasurer of the Society. He shall receive subscriptions, pay bills and shall present accounts annually to the Council and the Society. A Full Member must be elected to serve as an understudy to the Treasurer for one year in anticipation of the latter's retirement from office. The Treasurer shall be an ex-officio member of the Council.



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### **3.7 Editor**

The Editor of the Society Journal (in his capacity as Editor in chief) is an Officer of the Society and an ex-officio member of the Council. He shall appoint the Editorial Board and the Council shall approve the Board members. The Society shall own its own Journal and the Chairman, with the Editorial Board, shall seek a fixed term contract with a suitable publisher. The contract will be reviewed at least once every five years. A Full Member must be elected to serve as an understudy to the Editor for one year in anticipation of the latter's retirement from office.

### **3.8 Vacancies of Officers**

With the exception of the President who shall be succeeded by the President Elect vacancies occurring among the Officers shall be temporarily filled by the understudy successor if any or by Council subject to approval of the Society at the next Annual General Meeting of the Society, bearing in mind the need for a fair representation on the Council.

### **3.9 Procedure for Nomination and Election of Officers**

An affirmative vote by a majority of the members present shall be required for election to office.

President Elect shall be elected annually and will hold office from the date agreed by Council. However, the successor to the Secretary, the Treasurer and the Editor respectively will be elected at the Annual Conference one year in advance of his assumption of duties.

## **SECTION 4: EDITORIAL BOARD**

The Editorial Board shall consist of a fair representation in vascular disease in Orient. The Editor (in his capacity as editor in chief) shall ex officio be the chairman of the Editorial Board and be privileged to appoint and indefinitely reappoint such members of the Society, regardless of class of membership and whom in his opinion may be best calculated to meet the editorial requirements of the Journal and the Society. The Editor is empowered to appoint International Consultants to the Editorial Board and these shall not be Oriental. These



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International Consultants shall be Corresponding Members of the Society. All members of the Editorial Board shall normally serve for three years, and the Editor will be appointed for a term which will not exceed three years. The term of office of a serving Editor may be renewed for a term of three years.

The Editor shall after consultation with the Editorial Board appoint the Associate Editors, the Secretary and the Treasurer of the Editorial Board, all serving for three years and not normally renewable. There shall be an overlap of at least one year with the next Editor. The Editor will automatically remain a member of the Editorial Board for three years. The Editor should attend the meetings of The Orient Society for Vascular Surgery (Publications) Limited or other subsidiary of the Society with responsibility for the Society's Journal.

### **SECTION 5: COMMITTEES**

**5.1** The Council is empowered to appoint an Executive Committee, a Scientific Committee, Scientific specialized Committees( endovascular, phlebology, diabetic foot...), a meeting Local Organising Committee, a Training Committee, the Editorial Board, a Finance Committee, a Development Committee and other such committees as may in its opinion be necessary or desirable.

The Society as a whole may authorise the Council to appoint Scientific or Research Committees for the purpose of investigating vascular problems and may further authorise the Council to support financially such committees to a limited degree.

#### **5.2 Executive Committee**

The Executive Committee shall consist of the Officers for the time being serving on the Council.

#### **5.3 Scientific Committee**

The Scientific Committee shall consist of the Officers and ordinary members of the Council, the Editor of the Journal and a Member of the Local Organising Committee of the Society's Annual Conference. Members of the Society may be co-opted to the Committee to assist with the marking of Abstracts. Those



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Abstracts with the highest rating shall be selected to be heard in plenary sessions at the Society's Annual Conference. Reserve papers shall also be identified.

### **5.4 Local Organising Committee (LOC)**

The Local Organising Committee normally shall consist of one or more members of the Society approved by the Council, with responsibilities for organising the separate parts of the Annual Conference e.g. Training workshops, social program, finance. The Local Organising Committee may second others locally to help organise the Annual Conference. One of the members of the Committee will be the Secretary. The Chairman of the Local Organising Committee will assume overall responsibility for the running of the Annual Conference and report regularly to the Secretary and to the Council. The Chairman of the Local Organising Committee may hold the office of a director of OSVS Conferences Limited or other subsidiary of the Society with responsibility for organising and advertising the Society's Annual Conference.

## **SECTION 6: FINANCES**

### **6.1 Annual Subscription**

Members shall contribute to the financial maintenance of the Society through initiation fees and annual membership fees. The amount of the initiation and annual membership fees shall be determined by the Society at the Annual General Meeting following advice from the Council. If at the end of any fiscal year there is a deficit in the current funds of the Society, the Council may send out notices to that effect and invite members to contribute the necessary amount so that no deficit is carried over from one fiscal year to another.

All categories of the Society membership shall be entitled to receive the Society's Journal at a concessionary subscription rate.

Junior Members of the Society are entitled to renew at a reduced rate, which may be reviewed annually by the Council.

### **6.2 Fees and Dues**

Honorary Members are exempt from all fees and dues.



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Annual dues for all categories of membership shall be recommended by the Council and approved by the Society and shall include a year's subscription to the Journal of the Society at the concessionary rate.

Bills for membership fees and for subscriptions to the Journal will be mailed to Members by the Secretary after the Annual General Meeting.

### **6.3 Contribution by the Journal**

The profits of the Orient Journal of Vascular and Endovascular Surgery shall be divided between the Society and the publishers according to the constitution.

## **SECTION 9: PAPERS**

**9.1** Authors of selected papers should normally submit their abstracts to the Journal Editor prior to the Annual Conference, unless previously agreed by the editor. All papers read before the Society shall become the property of the Society and all authors of such papers shall execute an assignment of copyright and of all rights in the nature of copyright relative to such papers worldwide under the laws of any and all jurisdictions in such form as the Society may from time to time require, but without prejudice to the right of authors to assert and to retain their moral rights. At the discretion of the Editor, manuscripts will be peer reviewed in the usual way before publication in the Society Journal.

## **SECTION 10: GRANTS**

**10.1** The Council is empowered to sponsor member's activities and appoint OSVS research grants, OSVS travel grants, OSVS educational grants and other grants as may in its opinion be necessary or desirable.