

**Constitution**  
**of the**  
**International Society for**  
**Gastrointestinal**  
**Hereditary Tumours**



first amendment

No substantial part of the activities of The Society shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and The Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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## **ARTICLE XIII**

### **Dissolution**

In the event of the dissolution of The Society, the Council shall, after paying or making provision of the payment of all the liabilities of the Society, dispose of all the remaining assets of The Society (except any assets held by The Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of The Society in such manner, or to such organisation or organisations as shall at the time qualify as a tax exempt organisation or organisations under the Code or the corresponding provision of any future internal revenue statute, as the Council shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the country in which the principle office of The Society is then located, generally for such purposes in such manner, or to such organisation or organisations which are organized generally for such purposes, as said court shall determine.

## **ARTICLE XIV**

### **Other Provisions**

Notwithstanding any other provision of this Constitution.

No part of the net earning of The Society shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons, except that The Society shall be authorised and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth above.

## **ARTICLE 1**

### **Name and Purposes**

#### **Section 1: Name**

The name of this organisation shall be the International Society for Gastrointestinal Hereditary Tumours (INSIGHT), hereafter called The Society.

#### **Section 2: The Organisation and its Mission**

INSIGHT is an international, multidisciplinary, scientific organisation. Its mission is to improve the quality of care of patients and their families with any condition resulting in hereditary gastrointestinal tumours. This mission will be accomplished by:

1. Encouragement of research into all aspects of gastrointestinal hereditary tumour syndromes.
2. Education of physicians and other healthcare professionals in the molecular genetics and clinical management of gastrointestinal hereditary tumour syndromes.
3. Assistance for institutions and individuals interested in beginning or maintaining a registry for families with gastrointestinal hereditary tumour syndromes.
4. Provision of a forum for the presentation of data, discussion of controversial areas involved in the care of patients and their families, and facilitation of collaborative studies.

## **ARTICLE II**

### **Offices**

#### **Section 1. Offices**

The Society shall have an office or offices that shall be associated with the posts of the Administrative Directorship and Administrator. The location of the offices shall be at the discretion of the Council.

#### **Section 2.i. Administrative Directorship**

The Directorship shall be appointed by Council to supervise the activities of the Administrative Offices and will be responsible to Council. The Directorship will attend meetings of the Council but will not be entitled to vote at such meetings. The Directorship will assist the elected Treasurer in the performance of the accounting and financial business of The Society, and shall have charge of and be responsible for the maintenance of adequate books of account for The Society. The Directorship shall have charge and custody of all funds and securities of The Society, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of The Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of this Constitution, shall, with the Treasurer, prepare and submit a report of the financial transactions of The Society to the Members at the scheduled business meeting, and, in general, shall perform other duties as may be assigned from time to time by the Chairman of the Council.

## **ARTICLE X**

### **Waiver of Notice**

Whenever any notice is required to be given under applicable law, the Articles or Incorporation or this Constitution, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Council Member at any meeting shall constitute a waiver of notice of such a meeting, except where a Council Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE XI**

### **Indemnification of Directors and Officers**

The Society may indemnify all Officers, Directors and Committee Members of The Society and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as determined from time to time by the Council.

## **ARTICLE XII**

### **Amendments**

This Constitution may be altered, amended or repealed and a new Constitution may be adopted by a two thirds affirmative vote of the voting Members present and voting at any Biennial Meeting of The Society, or by postal ballot of the entire membership, provided that notice of the proposed alteration, amendment or repeal is provided in writing to each voting Member prior to the meeting at which the same is to be considered.

of The Society shall be signed by persons to be determined by resolution of the Council. In the absence of such determination by the Council, such instruments shall be signed by the Administrative Directorship and countersigned by the Chairman of The Society.

### **Section 3. Deposits**

All funds of The Society shall be deposited from time to time to the credit of The Society in such banks, trust companies, or other depositories as the Council may select.

### **Section 4. Bonding**

Any Officer, Director or Employee of The Society who handles funds may be required, at the Council's expense, to furnish an adequate surety bond approved by the Council and in such amount as the Council shall prescribe.

### **Section 5. Gifts**

The Council may accept on behalf of The Society any contribution, gift, bequest or device for the general purposes or for any special purpose of The Society.

### **Section 6. Books and Records**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, the Council and any committees having the authority of the Council. The Books and Accounts of The Society may be audited annually by accountants selected by the Council.

The financial year of the Society shall end on the 31<sup>st</sup> day of December each year to which day the accounts of the Society shall be balanced.

### **Section 2.ii. Administrator**

The Administrative Directorship shall appoint the Administrator. The duties of the Administrator shall be to assist the elected Secretary in keeping the minutes of the meetings of the Council and the Membership; to see that all notices are duly given in accordance with applicable law and this Constitution; to be custodian of the corporate records; to keep a record of the mailing address of each Member of The Society and the Council.

## **ARTICLE III**

### **Members**

#### **Section 1.i. Individual Membership**

Membership of The Society will be restricted to health-care professionals and scientists with an interest in the clinical and basic science aspects of Gastrointestinal Hereditary Tumour syndromes. Application for Membership shall consist of expressing such an interest to the Administrative Directorship and completion of an application form. Applicants should be proposed and seconded by fully paid up members. The interested party will be proposed for membership at the next Council Meeting. If membership is provisionally approved it will be ratified at the next Business Meeting. Proposed members shall be granted the same concessions as elected members with regard to attendance at the Biennial Meeting but will not be entitled to vote until membership has been ratified.

#### **Section 1.ii. Corporate Membership**

Corporate members may be elected at the discretion of the Council.

## **ARTICLE IV**

### **Meetings**

#### **Section 1. Scientific Meeting**

At least one scientific meeting of The Society must be held every two years.

#### **Section 2. Business Meeting**

At the Biennial Business Meeting normally held at the Biennial Scientific Meeting, the business shall be:

- a. to elect officers (and members of Council).
- b. to receive the report of Council.
- c. to receive the report of the Honorary Treasurer and the Balance Sheet.
- d. such other business as Council may decide.

#### **Section 3.i. Special Meetings**

Special meetings of the Members of The Society may be called at the request of the Chairman, or any three Council members. The Council shall determine the time and place for holding special meetings.

#### **Section 3.ii. Notice**

A written or printed notice stating the place, date and time with respect to the Special meetings and the purpose of the meeting of the Members shall be delivered to each member at his or her address as shown by the records of The Society, not less than ten (10) nor more than sixty (60) days before the date of the meeting.

#### **Section 4. Honorary Secretary**

The Honorary Secretary, supported by the Administrator, shall be responsible for keeping minutes of the Biennial Business Meeting and shall deliver the Secretarial Report of The Society at the Business meeting. The Honorary Secretary shall oversee the election of Officers at the Biennial Business meeting.

#### **Section 5. Honorary Treasurer**

The Honorary Treasurer, supported by the Administrative Directorship, shall be responsible for supervising the accounts of The Society and shall deliver the financial report of the Society at the Business meeting.

#### **Section 6. Election and Term of Office**

Officers of The Society shall be elected and serve according to the provisions set forth in **Article VII, Sections 2 and 3** above.

## **ARTICLE IX**

### **Finances**

#### **Section 1. Contracts**

The Council may authorise any Officer or Officers, Agent or Agents of The Society, in addition to the Officers so authorised by this Constitution, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Society, and such authority may be general or confined to specific instances.

#### **Section 2. Cheques, Drafts, Etc.**

All cheques, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name

## **Section 2 Chairman**

The Chairman shall be the principal Executive Officer of the Society. The Chairman shall in general supervise and direct all of The Society, subject to the direction and control of the Council. The Chairman shall preside at all meetings of the Council. The Chairman may sign, with the Secretary or any other proper Officer of The Society authorised by the Council, any deeds, mortgages, bonds, contracts or other instruments which the Council has authorised to be executed, except documents the execution of which shall expressly be delegated by law, this Constitution or the Council to some other Officer or agent of The Society. The Chairman shall be an ex-officio Member of all committees except as otherwise provided by this Constitution, but shall not vote on any question in any committee except where such a vote is necessary to break a tie. The Chairman shall, in general, perform all duties customarily incident to the Office of President and such other duties as may be prescribed from time to time by the Council.

The Chairman, or in his absence the Chairman Elect, or in the absence of both a member elected by the meeting shall preside at all General and Council Meetings and shall have a casting vote.

## **Section 3. Chairman Elect**

The Chairman Elect shall perform such duties as may be assigned from time to time by the Chairman or the Council. The Chairman Elect, in the absence of the Chairman, shall serve as Chairman, and shall have such duties as may be designated by the Council. The Chairman Elect shall be a Member of the Council and as such, shall be empowered to vote in the decisions of that body.

## **Section 4. Quorum**

Fifteen (15) Members of The Society shall constitute a quorum for the transaction of business at any duly called meeting of the Members of The Society provided that if less than a quorum is present, a majority of the voting Members present may adjourn the meeting until another time without further notice.

## **Section 5.i. Notice of Business**

Any member wishing to introduce new business at the Biennial Business Meeting must give written notice to the Secretary of Council at least one month prior to the advertised date of the meeting.

## **Section 5.ii. New Resolution**

Any member wishing to move a resolution at the Biennial General Meeting shall give notice in writing to the Secretary of Council at least one month prior to the advertised date of the meeting.

## **Section 6. Manner of Acting**

The act of a majority of the Voting Members present at a duly called meeting at which a quorum is present shall be an act of the Members of The Society, unless the act of a greater number is required by law, or these by-laws.

## ARTICLE V

### Dues and Assessments

The initial and annual dues for all Members of The Society and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Council. Any Member in good standing who reaches the age of seventy (70) years, who retires from active employment, or for any other reason as determined by Council, may be exempted from payment of dues and assessments by application to the approval of the Council.

## ARTICLE VI

### Termination of Membership

#### Section 1. Administrative

- a. **Voluntary.** A member may withdraw from Membership at any time by giving notice to the Directorship. Such resignation shall take effect at the time specified in the notice but shall not relieve the individual of the obligation to pay dues, assessments or any other charges incurred prior to resignation.
- b. **Delinquency in Dues Payment.** Except where the Council, in its discretion, extends the time for payment, a Member whose dues or assessments are delinquent to ninety (90) days shall be terminated from Membership in the Society thirty (30) days following written notification of such delinquency unless such dues and assessments are paid before the end of that thirty (30) day period. A Member involuntarily terminated pursuant to this section shall be reinstated auto-

### Section 9. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Council for the un-expired portion of the term.

### Section 10. Compensation

Council Members shall not receive any remuneration for their services as such.

### Section 11. Action by Written Consent

Any action requiring a vote of the Council may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by a majority of the Council Members.

### Section 12. Meeting by Conference Call

Any action to be taken at a meeting of the Council may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence at the meeting of the persons participating.

## ARTICLE VIII

### Officers

#### Section 1. Officers

The Officers of The Society shall be a Chairman, Chairman Elect, Secretary and Treasurer.

## **Section 5. Notice**

Notice of any special meeting of the Council shall be given not less than ten (10) days nor more than thirty (30) days prior thereto, by written or printed notice or facsimile transmission to each Member of the Council at his or her address as shown in the records of the Society, provided, however, that in the case of a special meeting held pursuant to **Section 12** herein, notice of the meeting shall be given no less than twenty four (24) hours prior thereto.

## **Section 6. Quorum**

Five Council Members shall constitute a quorum for the transaction of business at any duly called meeting of the Council.

## **Section 7. Manner of Acting**

The act of a majority of the Council Members 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 law, or this Constitution. No Council Member may act by proxy on any matter. Any Chairman's action must be ratified at the next quorate meeting.

## **Section 8. Removal**

Any Council Member may be removed by action of the voting Members at a duly called and convened meeting of the Members, whenever in their judgment the best interests of The Society would be served thereby. Written notice of a Membership meeting held to vote on removal of one or more Council Members shall be delivered to all Members entitled to vote. Such notice shall state that the purpose of the meeting is to vote upon the removal of one or more Council Members named in the notice. Only the named Council Member(s) may be removed at such a meeting.

matically if all arrears are paid in full prior to the end of the fiscal year in which the termination occurs, provided that he or she is still otherwise qualified for the same Membership category.

## **Section 2. Misconduct**

A Member may be terminated from Membership or otherwise disciplined by the Society for (i) professional misconduct, including, but not limited to, any adverse action taken against the Member with respect to his or her license to practice medicine; and (ii) violation of this Constitution or any rule or practice of The Society. Termination or other discipline shall be by two thirds of the entire Membership of the Council; provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the Member at least thirty (30) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Council at which the charges shall be considered, and the Member/s shall have the opportunity to appear in person and/or to be represented by Counsel and to present any defence to such charges before action is taken by the Council. The Council may adopt procedural rules more specifically governing the conduct of disciplinary proceedings.

## **Section 3. Reinstatement**

- a. After Termination.** Any Member terminated from Membership in the Society pursuant to **Section 1** above may be reinstated according to such rules as may from time to time be established by the Council.

**b. After Expulsion.** Any Member expelled from Membership in The Society pursuant to **Section 2** above may, be reinstated upon petition to the Council and for good cause shown. Under no circumstance shall the Council consider a petition for reinstatement earlier than the date specified by the determination of expulsion.

## **ARTICLE VII**

### **Council**

#### **Section 1. Authority and Responsibility**

The affairs of The Society shall be managed by a Council, which will have supervision, control, and direction of The Society, shall determine its policies or changes therein within the limits of this Constitution, shall actively prosecute its purposes and have discretion in the disbursement of its funds. The Council may adopt its rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

#### **Section 2. Composition, Nomination and Election**

The Council shall consist of eleven Members as follows: Chairman, Chairman Elect, Immediate Past Chairman, Secretary, Treasurer, and six (6) Members at Large. There shall be a limit of two (2) terms that each Council Member may hold a particular position, and two (2) consecutive terms that an individual may serve as a Council Member at Large.

Nominations for all elected Council Members shall be made by two (2) individual members of the Society who are in good standing regarding their dues, with written consent of the nominee. The nominee shall be required to be a member of the Society in good standing regarding dues, must have been

a member of the Society for at least 2 years, should have attend one of the last two Scientific Meetings prior to his or her nomination, and must be present at the meeting where his or her election to Council is considered. Such nominations are to be made in writing, three (3) months before the Biennial Meeting of the Members.

The voting Members of The Society shall elect Council Members to succeed those whose terms are expiring at the conclusion of the Biennial Business Meeting.

The Officers, Secretary and Treasurer of the Society shall be elected by the Council by a simple majority vote.

#### **Section 3. Terms of Office**

The Chairman Elect shall be elected for one two (2) year term, at the end of which he or she will automatically succeed to the position of Chairman for a term of two (2) years. Members at Large shall be elected for a term of four (4) years. Council Members shall take office immediately after the adjournment of the Biennial Meeting at which they are elected and shall continue in office until their successors are duly elected and qualified. The Secretary and Treasurer nominated by Council shall be elected for a term of four (4) years and shall remain in office until their successors are duly elected and qualified.

#### **Section 4. Meetings**

A regular Biennial meeting of Council shall be held, without notice other than this provision, in conjunction with the regular Scientific Meeting of the Members. The Council may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Special meetings of the Council may be called by or at the request of the Chairman or any three Council Members.