

# **AMENDED CONSTITUTION OF THE INDIAN CHAPTER OF INTERNATIONAL HEPATO-PANCREATO-BILIARY ASSOCIATION – a draft**

## **ARTICLE I**

### **Section 1. Name of The Association**

The name of the Association shall be

" INDIAN CHAPTER OF INTERNATIONAL HEPATO PANCREATO BILIARY ASSOCIATION (IHPBA) "

### **Section 2. Objectives of Association**

1. To study all the relevant problems that affect the liver, pancreas and biliary tract and to facilitate collaborative research into the factors that lead to diseases of these organs and their prevention
2. To promote understanding of the causes, investigation and treatment of disorders of the liver, pancreas and biliary tree
3. To encourage the interchange of clinical and scientific knowledge among surgeons and members of related disciplines working in this field.
4. To foster friendship among clinicians and scientists involved in hepatic, pancreatic and biliary disciplines
5. To strive towards the highest ethical standards in the chosen fields of endeavor
6. To foster education and career development in the field through identifiable funding mechanism.

## **ARTICLE II**

### **Section 1. Executive Committee**

The affairs of the " INDIAN CHAPTER OF INTERNATIONAL HEPATO PANCREATO BILIARY ASSOCIATION (IHPBA)" shall be conducted by the Executive Committee having the following office bearers:

1. President
2. Secretary
3. Treasurer
4. President elect
5. Secretary elect
6. Conference secretary
7. Immediate past president
8. Chairman of scientific committee
9. Zonal members 10 - two from each zone (north, south, east, west and central zones as listed by govt. of India)

### **Section 2. VACANCIES AND RESIGNATIONS**

Vacancies occurring unexpectedly among the Executive, other than that of President, shall be appointed by the President in consultation with the Executive Committee members from the elected Committee members till the next formal election.

**Resignation.** A member of the Executive Committee may resign at any time by giving written notice to the Secretary of the Association, who shall advise the Executive Committee of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Association.

### **Section 3. ELECTION OF EXECUTIVE COMMITTEE MEMBERS**

Nominations for the several vacancies in the Executive Committee shall be submitted to General Secretary in writing not less than one month before the next General Body Meeting / Annual Conference. Candidates, proposers and seconders shall be Life Members of the Chapter and the consent of the Candidate should accompany the nomination. In the absence of nominations from the Members, the Current Executive Committee will propose names for the Executive Committee. The names will be scrutinized by the Committee formed by the President, Immediate past President and the Secretary. Officers shall be elected by the Members at the General Body meeting by a secret ballot. The election may be switched over to electronic ballot as and when such a modality is approved by the Executive committee and the General Body and the time lines of the election process will be decided by the Executive Committee. In case of a tie, a repoll will be done and a further tie will be resolved by the toss of a coin.

### **Section 4. POWERS AND PROCEEDINGS OF THE EXECUTIVE**

1. The tenure of the Executive Committee is for two years.
2. The Executive may act for all purposes notwithstanding any vacancy in their number.
3. The Association and the property and affairs thereof shall be under the control and management of the Executive.
4. The Secretary shall, subject to the direction of the Executive, exercise general control over the management and administration of the Association.
5. The President, Secretary and the Treasurer may deposit in or withdraw money from any scheduled bank or banks in any one or more types of accounts on behalf of the Association as may be required provided that no money will be withdrawn unless two of the three designated office bearers sign the cheque or withdrawal slip.
6. To affiliate, subscribe or to become member of and co-operate with or join any other organization.
7. To Establish a separate fund or funds for carrying association or body or federation in or outside India whose objects are altogether or in part similar to those of the Association out any one or more of the objects of the Association.
8. To borrow or raise any money required for the purpose of the Association upon such terms and in such manner and on such securities as may be considered necessary.
9. To accept any request, gift, donation or subscription from any member or from any other person or institution either with or without any conditions or otherwise and to establish a fund or endowment for promotion or attainment of the objects of the Association and to apply the income arising thereafter carrying out any of the objects of the Association.
10. To acquire purchase, lease, leave and license or otherwise any movable or immovable property and / or properties to carry out any or all of the objects aforesaid and give the same leave, leave and license or otherwise transfer the said property and / or properties if so desired, and to employ persons to run the office and activities of the Association.

### **Section 5. EXECUTIVE COMMITTEE MEETING**

The Committee will meet during the Annual Conference prior to the General Body Meeting and at other times as deemed necessary by the President to consider affairs of the Chapter.

**Section 6. Action Without Meeting.** Any action which may be taken at a meeting of the Members may be taken without a meeting if Members holding at least 50% (fifty percent) of the voting power shall consent in writing / electronically to such action. Such action must be evidenced by one or more

written / electronic consents describing the action taken, signed by the required number of members, and delivered to the Association for inclusion in the minutes or corporate records. All signatures on the written/electronic consent shall be dated and, in determining whether the required number of Members have signed the consent, only those signatures dated after the date of the most recent meeting of the Members may be counted. Such action by written/electronic consent shall have the same force and effect as the vote of the Members at a meeting duly called and held. Written notice of Member approval shall be given to all Members who have not signed the written consent. If Member approval by written consent is less than unanimous, any such actions contemplated by such consent will be effective 10 days after the aforementioned notice has been given.

### **Section 7. DUTIES OF OFFICE BEARERS**

1. **President** shall chair meetings of the Executive Committee and shall ensure that the Constitution and Rules of Procedure are observed. He/she is elected for two years and cannot be re-elected.
2. **President Elect** is elected two years in advance of assuming Presidency and will deputize for the President in his /her absence.
3. **General Secretary** is responsible to the Executive Committee for the administration of the Association, including collection of the Membership fees and payment of the Association's running costs, maintenance of membership lists, registration of documents, establishment of contacts with other Scientific Societies and Organizations and retention of the archives. The General Secretary shall maintain the Chapter funds in an appropriate account and will forward details of transactions to the Treasurer for presentation to the Executive Committee at the Annual General Body Meeting. He/She shall prepare the agenda and rules for procedure for each Meeting of the Executive Committee and Annual General Body and shall keep their records. He/she is elected for a period of two years.
4. **Treasurer** is responsible to oversee the Chapter's finances. He/she shall maintain proper records of all Financial transactions and shall submit accounts to the General Body for approval. He/she is elected for a period of two years. The Treasurer in conjunction with the General Secretary will establish and maintain a fund for the express purpose of facilitating attendance at the Annual Meeting by trainees and young investigators in the field by allocating a proportion of the Membership fees.
5. **Conference Secretary** shall organize the Conference. The Conference Secretary is elected at the Annual General Body from the Members belonging to the Venue of next Annual Meeting.
6. **Immediate Past President** shall serve on the Executive Committee for two years immediately after the end of his / her tenure as President.
7. **Secretary-Elect.** The Secretary-Elect is elected two years in advance of becoming Secretary and assumes the responsibilities of the Secretary in his/her absence
8. **Chairman of the Scientific Committee.** The Chairperson of the Scientific Committee will be elected for two years. The Chair cannot be re-elected. The Chairperson will conduct the annual meeting of the Scientific Committee and work closely with the Congress Chairperson and the local scientific committee to organize the scientific program of the National Conference.
9. **Members**– (two each from North, South, East, West and Central zones - The Zones are as listed by Government of India) are elected to the Executive Committee for a period of two years. He/she can be elected one more time. No zonal Member can serve for more than four consecutive years unless elected to that office in some other capacity.

## **ARTICLE III**

### **Members**

## **Section 1. Membership Categories**

The number of members enrolled in the Chapter is unlimited.

The Chapter shall consist of the following types of members

- Life Members
- Associate Life Members
- Honorary Members
- International Life Members

## **Section 2. Qualification; Application**

### **Life Member**

Post Graduate Medical Doctor from any Institution or University recognized by the Medical Council of India or approved by the Executive Committee, actively involved in any of the hepatic, pancreatic or biliary fields.

### **Associate Life Member**

Person from medical, nursing or technical background with an active interest in IHPBA but not fulfilling the criteria for Life Member. They shall have no voting rights nor shall they contest any position in the Executive Committee.

### **Honorary Life Member**

Shall be considered for those distinguished individuals who have made exceptional contributions in the fields of hepatic, pancreatic and biliary disease, whether clinical or scientific. Honorary Membership may be proposed by any Member for consideration by the Association's Executive Committee. If a majority of the Executive Committee then in office approve the proposal, it will then require the approval of a majority vote of Members present at the Association's next General Body. Honorary Members will have all the voting rights of Active Members but are excluded from holding office

### **International Life Member**

Life Member from a country other than India but without voting rights.

**Section 3. Election of Active Members.** Candidates for any category of Active Membership shall complete and submit the Association's application form. Membership commences on payment of the appropriate annual membership subscription and approval of the Executive Committee and General Body.

**Section 4. Membership Subscription.** Members of all categories are required to pay the Life subscription and support the activities of the Chapter. The level of the fees shall be determined by the Executive Committee and approved by the General Body. There is no annual subscription.

**Section 5. Termination of Membership.** Active Members will cease to belong to the Association, as determined by the Executive Committee, by virtue of the following:

1. Resignation in writing to the Secretary or death of the Member;
2. Failure to adhere to the Association's Articles of Association and Bylaws, as determined by the Executive Committee;
3. Failure to retain good standing within the medical profession, as determined by the Executive Committee;
4. Expulsion by a majority vote of the Membership at the General Body, on the recommendation of the Executive Committee.

## **Section 6. Meetings.**

**National Conference.** The national conference shall be conducted by a member after the due proposal and confirmation at the GBM. The organizing secretary of the conference shall constitute an organizing committee and shall sign an MOU with IHPBA India chapter, which will be binding to both parties. At the Scientific Meeting of the Association (National Conference), papers shall be read by Members or by

individuals sponsored by Members. The Scientific Committee shall designate a time limit for presentations and discussion and may invite speakers who are not Members of the Association. Guests shall have the privilege of the floor by invitation at sessions of the National Conference but shall not be allowed to attend the General Body. English shall be the official language of the Association. The association will also conduct midterm meetings, CME and Certificate course from time to time as per the guidelines approved by the GBM.

**General Body.** The business meeting of the Members shall be the General Body, which shall be held together with the Scientific Meeting of the Association (National Conference) every year. The dates and venue of the General Body and the Annual Conference shall be proposed by the Executive Committee and determined by the Members of the Association in General Body. All Members of the Association are entitled to submit in writing to the Secretary items for inclusion on the agenda of the General Body, not more than three months but at least one month in advance of the meeting. The President of the Association, or in the absence of the President, the President-Elect, shall act as chair of the General Body. All matters of policy shall be decided by majority vote of members present at the assembly. Any change in Articles of the Chapter will require 75% majority of members present at the General Body.

#### **Quorum**

The presence of at least one third of the members of the General Body Meeting shall be necessary to form a quorum as a General Meeting. However, if the quorum is not present at the stipulated time of the meeting, the Chairperson of the meeting may adjourn the meeting for half an hour after which the meeting can carry on irrespective of number of people attending the meeting. No quorum is necessary for adjourned meetings. Every act or decision done or made by a majority of the Active and Honorary Members present at a duly held meeting at which a quorum is present shall be the act or decision of the Members, unless a change in the Articles of Association requires a greater proportion.

#### **EXTRA ORDINARY GENERAL MEETING**

An Extra Ordinary general meeting summoned or requisitioned on default two thirds of the total ordinary membership shall be the quorum.

**Section 8. Notices.** Notice of any meeting of the Members of the Association, in each case specifying the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each Member by written notice delivered in person, by e mail, telegraph, facsimile or other form of communication, or by mail or private carrier, not more than ninety (90) days prior to the date of the meeting but at least thirty (30) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail, with postage prepaid, addressed to the Member at his address as it appears on the records of the Association.

**Section 9. Waiver of Notice.** The transactions of any meeting of the Members of the Association, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by the Member or Members entitled thereto. Such waiver shall contain the same information as would have been required to be included in such notice, except that the time and place of the meeting need not be stated. All such waivers shall be filed with and made a part of the minutes of the meeting.

**Section 10. Action Without Meeting.** Any action which may be taken at a meeting of the Members may be taken without a meeting if Members holding at least 50% (fifty percent) of the voting power shall consent in writing / electronically to such action. Such action must be evidenced by one or more written / electronic consents describing the action taken, signed by the required number of members, and delivered to the Association for inclusion in the minutes or corporate records. All signatures on the written/electronic consent shall be dated and, in determining whether the required number of Members have signed the consent, only those signatures dated after the date of the most recent

meeting of the Members may be counted. Such action by written/electronic consent shall have the same force and effect as the vote of the Members at a meeting duly called and held. Written notice of Member approval shall be given to all Members who have not signed the written consent. If Member approval by written consent is less than unanimous, any such actions contemplated by such consent will be effective 10 days after the aforementioned notice has been given.

#### Section 11. **NO CONFIDENCE MOTION AND RESOLUTIONS**

A No Confidence motion in the Executive may be passed by a 2/3 majority of the members present and voting at the general body meeting. A resolution of the association except the amendment to the Memorandum of Association and the Rules and Regulations, may be passed by a simple majority of the members present and voting. Amendments of the Memorandum of Association and the Rules and Regulations may be hereinafter provided be passed.

## **ARTICLE IV**

### **Committees.**

**Nominating Committee.** The Nominating Committee shall consist of the Immediate Past-President, as chair, the President, and the President-Elect. The Nominating Committee shall recommend to the Executive Committee and the General Body the Officers of the Association to be elected

**Executive Committee.** The Executive Committee shall consist of the President, as Chair, the Immediate Past-President, the President-Elect, the Secretary, the Secretary-Elect, the Treasurer, the Treasurer-Elect and the Chairman of the Scientific Committee. The Executive Committee shall have and may exercise, when the Executive Committee is not in session, the powers of the Executive Committee in the management of the affairs of the Association, except action with respect to election of officers, filling of vacancies in the Executive Committee, or the formation of or filling of vacancies in committees with limited board authority pursuant to this subsection. The Executive Committee may elect one or more members as alternate Members of any such committee, who may take the place of any absent committee Member or Members at any meeting of such committee.

**Scientific Committee.** Chairperson is elected for a tenure of two years. The Scientific committee under the chair shall be appointed by the General Body, on the recommendation of the Executive Committee, to organize the scientific activities of the Association, particularly during its National Conference. The Chairperson shall serve on the Executive Committee during his/her two-year tenure of office. In addition to the Chairperson, the Scientific Committee shall be comprised of the President-Elect, two members of the local organizing committee for the next National Conference and two to four Active Members of the Association, each of whom will serve two years and who will be nominated by the Chairman of the Scientific Committee.

**Temporary Advisory Committees.** The President or Executive Committee may authorize and appoint temporary committees to consider appropriate matters, make reports to the President or Executive Committee, and fulfill such other advisory functions as may be designated.

**Education and Training Committee.** The Education and Training Committee shall be appointed by the General Body, on the recommendation of Executive Committee to foster education and encourage advanced training in hepato-pancreato-biliary disease. The Education and Training Committee will consist of an elected Chairperson who will also be a current member of the Association's Executive Committee, and between two to four Active Members of the Association. The Committee Chairperson will serve for two years and may be reappointed once. The purpose of the Education and Training Committee shall be, to review and maintain the standards document for HPB training in the country, to review and maintain the HPB curriculum with input from the other international associations, to support the development of electronic tools for distance learning on the web site, and to develop the website.

## ARTICLE V

### **Instruments; Bank Accounts; Checks and Drafts; Loans; Securities; Fiscal Year**

**Section 1. Execution of Instruments.** Except as in these Bylaws otherwise provided, the Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

### **Section 3. SOURCES OF INCOME**

1. Membership fees
2. Donations
3. Bank interest
4. Income from Cultural Programme.
5. Annual and Biennial Conferences

**Section 2. Bank Accounts.** The Executive Committee from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Association to whom such power may be delegated from time to time by the Executive Committee. The Executive Committee may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws as the Board may deem expedient.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association, and in such manner, as shall be determined from time to time by resolution of the Executive Committee. Endorsements for deposit to the credit of the Association in any of its duly authorized depositories may be made without counter-signature, by the President, President-Elect, Treasurer, Treasurer-Elect, Secretary or Secretary-Elect, or by any other officer or agent of the Association to whom the Executive Committee, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Association.

**Section 4. Loans.** No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Executive Committee. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Association, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Executive Committee.

**Section 5. Sale of Securities.** The Executive Committee may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stocks, bonds or securities, or interest in stocks, bonds or securities, owned or held by the Association at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of the Association, any assignment of bonds or stock certificates representing shares of stock owned or held by the Association, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, the Association shall not offer or sell any securities in violation of any State or Federal securities law registration or other requirement.

**Section 6. Fiscal Year.** The Financial Year of the Association shall be from 1st April to 31st March of the Calendar year.

## **ARTICLE VI**

### **Amendments.**

The Rules may be amended, altered, replaced, rescinded or added to at any time by 2/3rd majority of the members of the General Body Meetings provided previous notice of at least 7 days is given to the members of then proposed alterations. If a change is desired in the name of objects of Association or if two or more societies are to be amalgamated, procedure laid down in section 12 or 12A of the Societies Registration Act 1860, will be followed.

### **DISSOLUTION OF THE ASSOCIATION**

The Association shall not be dissolved except by the vote of a majority of the three fourths members present at General Body Meetings called for the purpose, provided the total number of votes cast at such a meeting is not less than two-third of the total of the members than on the rolls of the society under section 13 & 14 of the Societies Registration Act 1860.