

BYELAWS
of the
**UNITED KINGDOM & IRELAND SOCIETY OF CATARACT AND
REFRACTIVE SURGEONS**
CIO

Registered Charity No. 1191256

These Byelaws were made in accordance with clause 26 of the Constitution and came into effect on 11 September 2020

1. INTERPRETATION

Words and expressions defined in the Constitution bear the same meaning in these Byelaws. In these Byelaws, the CIO is described as '**the Society**', and charity trustees are described as '**Trustees**'.

2. DELEGATION BY THE TRUSTEES

In addition to the Board of Trustees, the Society shall have a Council of Management and an Executive Committee of Officers. The Trustees may delegate any of their powers or functions to either of these (see clause 19 of the Constitution).

3. THE COUNCIL OF MANAGEMENT

- 3.1 The Council is responsible (under the Trustees) for the management of the Society and planning its Scientific Meetings and other activities.
- 3.2 All members of Council are expected to demonstrate their integrity, spirit of cooperation and selflessness at all times.
- 3.3 Unless otherwise determined by the Trustees, the Council shall consist of a maximum of twenty members, who shall all be members of the Society in good standing, viz
- (i) the **Trustees** (see further Byelaw 4 below)
 - (ii) the **Officers** (President, Secretary, Treasurer, President Elect and Past President) (see further Byelaws 5 – 10 below)
 - (iii) **Council members** (see further Byelaw 11 below).
- 3.4 The Council shall convene at least twice a year for the despatch of business. It may adjourn and otherwise regulate its meetings as it thinks fit and adopt any suitable means of electronic attendance by members at meetings. Questions arising at any

meeting shall be decided by a majority of votes. In the case of an equality of votes, the President/chair of the meeting shall have a second or casting vote.

- 3.5 The quorum necessary for the transaction of business may be fixed by the Council but shall not be less than four. A meeting at which a quorum is present shall be competent to exercise all the powers and discretions of the Council.
- 3.6 The President shall chair Council meetings. If at any meeting the President is not present within five minutes after the time appointed, and he or she has not asked another member of Council to preside, the members of Council may choose one of their number to chair the meeting until such time as the President arrives.
- 3.7 The Council may delegate any of its powers to committees consisting of such Council members as it thinks fit. Committees shall conform to any regulations and rules of procedure that may be laid down by Council. Otherwise committees may meet and adjourn as they think proper. Questions arising shall be determined by a majority of the members present and, in the case of an equality of votes, the committee chair shall have a second or casting vote.
- 3.8 The Council shall cause proper minutes to be made of all elections of Officers made by the Council, of the names of all members of Council present at Council and committee meetings and of all resolutions of, and business transacted at, meetings of the Council and of Council committees.
- 3.9 The Trustees may appoint a Secretariat, on terms approved by the Council, to carry out administrative duties on their behalf. The Secretariat shall report directly to the President and have a direct link, via the Secretary of the Society, to members and non-members.
- 3.10 The Society may by ordinary resolution remove any member of the Council before the expiration of his or her term of office notwithstanding anything in the Byelaws or any agreement between the Society and the member of Council.

4. **TRUSTEES**

- 4.1 The Trustees shall normally be senior, longstanding members of the Society, who have served as Council members/Officers for many years. As guardians of the Society, they are expected to provide long-term stability.
- 4.2 Trustees shall be elected by the Council. Their term of office is four years, at the end of which they may be re-elected for one further term of four years (clause 14(1) of the Constitution).

- 4.3 Trustees are nominated for election and re-election by existing Trustees and elected by Council before their names are put to the membership for ratification at an AGM.
- 4.4 If there are deemed to be insufficient candidates nominated by the Trustees, the Council may suggest further nominations.
- 4.5 The duties of the Trustees are set out in clause 13(1) of the Constitution. As guardians of the Society, they are responsible for safeguarding the assets of the Society, and for providing a 'stabilising function' at times of need.

5. **OFFICERS**

- 5.1 Council shall elect five Executive Officers (the President, the Secretary, the Treasurer, the President Elect, the Past President) to carry out the day-to-day management of the Society. The Officers shall form an Executive Committee.
- 5.2 The Officers are normally elected to hold office from the conclusion of the AGM following their election by Council until the conclusion of the AGM at which their term of office expires, subject to eligibility for re-election.
- 5.3 The Officers shall be elected by a simple majority of Council, following a call to members of Council for nominations.
- 5.4 Nominees must be members of the Society in good standing and either current or past members of Council. An Officer (other than the Past President) may, at the end of his or her term of office, be nominated for another Officer role.
- 5.5 Nominations must be supported by a proposer and seconder who are current members of Council. Each candidate must have a different proposer and seconder, i.e. members of Council may only propose one candidate and act as seconder for one other. Nominees must signify their willingness to be nominated and to serve if elected.
- 5.6 If an Electronic Election Ballot is being conducted, the proposer, seconder and nominee all need to confirm their participation by email to the Secretariat.
- 5.7 Nominees must submit a statement of not more than 250 words to be circulated with the voting paper. As part of the statement nominees must agree to withdraw during their term of office, if asked to do so by the Executive Committee, from activities within organisations or societies which compete with activities of the Society. This does not mean that nominees cannot be members of, or hold office in, other organisations, but they must not be in a position where they have a function to be carried out in another organisation at the same time as their office in the Society,

constituting in the determination of the Executive Committee, a conflict of interest. A declaration of interests must also be included in the nominees' statements.

- 5.8 No candidate may canvass for votes.
- 5.9 In the event of more than two nominations being received for any Officer role, the first round of voting by members of Council shall be to select the two nominations receiving the most votes. There shall then be a second round of voting, with only the two candidates with the highest votes going forward.
- 5.10 In the event that 50% or more of members of Council abstain from voting, the election shall be deemed null and void and a fresh election and fresh nominations shall be called.
- 5.11 In the case of an equality of votes, the President shall have a second or casting vote.
- 5.12 The names of the candidates elected by Council as Officers, other than the President Elect, shall be announced at the AGM following their election. The President Elect's election shall be announced as soon as conveniently possible.
- 5.13 Council may determine that an Officer shall cease to hold office if he or she is absent from three consecutive meetings of Council or of the Executive Committee without good cause (as determined at the discretion of the President). The Council shall fill the vacancy by co-opting a Council member, who shall hold office until the next AGM, when he or she may be a candidate to be elected by Council to the office. The period during which a person is co-opted to a casual vacancy shall not count towards the period for which he or she is eligible to be elected to the office.
- 5.14 If a current Council member is appointed an Officer, he or she shall not revert to complete his or her term as a Council member upon ceasing to be an Officer.

6. **PRESIDENT OF THE SOCIETY**

- 6.1 The President's duties shall be to:
 - a. Provide leadership to the Officers and Council
 - b. Chair Council meetings
 - c. Organise the Society's Scientific Programme
 - d. Chair the Society's Scientific Programme Committee
 - e. Chair general meetings of the Society
- 6.2 The President shall be elected by Council for a single two year term, unless there are exceptional circumstances.
- 6.3 The **President Elect** shall be elected by Council within six months of the President taking office (i.e. approximately 18 months prior to the commencement of

Presidential duties) and shall serve alongside the President, taking over from him or her at the end of the next AGM but one.

- 6.4 Following the President's two year term, the outgoing President shall serve on Council for one further year in the role of **Past President**.

7. **TREASURER OF THE SOCIETY**

- 7.1 The duties of the Treasurer shall comprise responsibility for:

- a. Running the finances of the Society
- b. Membership subscriptions and other fees
- c. Delivering the Society's benefits to the members, in line with subscriptions paid
- d. Approving expenditure over £1000
- e. Administering contracts with the Secretariat
- f. Checking information sent by the Secretariat to the Accountants
- g. Assisting the Accountants in preparing the Year-End Financial Statements
- h. Arranging audit/independent examination of the Financial Statements, as legally required
- i. The bank accounts of the Society
- j. Investing surplus funds, with the approval of the Trustees.

- 7.2 The Treasurer shall be elected by Council for a three year term, and may be re-elected for one further three-year term.

8. **SECRETARY OF THE SOCIETY**

- 8.1 The Secretary's duties shall be to:

- a. Provide a direct link to the Secretariat for both members and non-members
- b. Maintain an up to date list of members and associate members
- c. Assist the President in the organisation of Society Meetings
- d. Carry out additional duties on behalf of the President or the Trustees.

- 8.2 The Secretary shall be elected by Council for a three year term, and may be re-elected for one further three-year term.

9. **PRESIDENT ELECT OF THE SOCIETY**

The duties of the President Elect shall be to:

- a. Act as an active Executive Officer of the Society, in preparation for taking over the duties of President

- b. Be available to take on the role of the President should the President be unavailable to continue to lead the Council and the Society
- c. Assist the President in his or her duties.

10. PAST PRESIDENT OF THE SOCIETY

The duties of the Past President shall be to provide continuity in the Council's and Society's affairs.

11. COUNCIL MEMBERS

- 11.1 Unless otherwise determined by the Trustees, there shall be eight members of Council in category (iii) in Byelaw 3.3 (described hereafter as 'Council members'), who shall be elected by the members of the Society for a three year term and thereafter may be re-elected for one further three year term.
- 11.2 At least two months before the AGM in each year, the Secretariat shall send to all paid-up members a circular stating the vacancies among Council members which are to be filled, with a call for nominations, specifying the date by which nominations must reach the Secretariat. Nominations must be supported by a proposer and seconder, both of whom must be members in good standing. Each nominee must be a member in good standing and must signify his or her willingness to be so nominated and to serve if elected.
- 11.3 If more candidates are nominated for election as Council members than the number of vacancies, the candidates shall be elected by ballot of the members entitled to vote in accordance with the Byelaws.
- 11.4 If a ballot is required, the Secretariat shall, at least one month before the AGM serve upon each member of the Society who is entitled to vote a ballot paper showing the names of candidates nominated for election, their present appointments, the names of their proposers and seconders and a statement of not more than 250 words from each candidate. The Secretariat shall also give notice of the timetable for the return of ballot papers, which must be returned no later than 5 days before the Council meeting preceding the AGM.
- 11.5 The non-receipt of a ballot paper by any member entitled to receive one or the non-receipt by the Secretariat of a completed ballot paper shall not invalidate an election the results of which have been reported to the said Council meeting and duly accepted.
- 11.6 If a vote is not required, the names of the candidates nominated, and otherwise the names of the candidates who receive the greatest number of votes by ballot, shall be reported to the said Council meeting.

- 11.7 In the case of an equality of votes being reported to Council, the President/chair of the said Council meeting shall have a second or casting vote.
- 11.8 The names of the candidates elected as Council members shall be announced at the AGM.
- 11.9 Council members shall hold their office from the conclusion of the AGM at which their election is announced to the conclusion of the AGM at which their term of office expires.
- 11.10 Should a Council member be particularly active within Council, at the end of his or her term of office the Trustees may invite him or her to continue as a co-opted member for one further year to finish a particular task.
- 11.11 A Council member shall cease to hold office if he or she is absent from more than three consecutive meetings of Council without due cause (as determined at the discretion of the President). The Council shall fill the vacancy by co-opting a member of the Society.

12. RESOLUTION OF QUESTIONS

- 12.1 Any issues or doubts which may arise in connection with these Byelaws shall be determined finally and conclusively by the Trustees.
- 12.2 If on any occasion the Trustees determine that for any reason a provision of these Byelaws cannot practically be applied, they shall determine the procedure as close as possible to that provision which shall be adopted.