

CONSTITUTION OF THE EUROPEAN SOCIETY OF GASTROENTEROLOGY AND ENDOSCOPY NURSES AND ASSOCIATES

Article I NAME AND PURPOSE

Section 1:

The official name shall be 'The European Society of Gastroenterology and Endoscopy Nurses and Associates' (E.S.G.E.N.A.).

The official language of the Society shall be English.

Section 2:

The main purposes of ESGENA are the promotion of professional education and communication for staff working in gastroenterology and endoscopy nursing on a European level.

To achieve its purposes, ESGENA

- 1) provides a channel for communication between staff working in gastroenterology and endoscopy nursing on a European level.
- 2) stimulates European collaboration in nursing research in order to improve quality of care.
- 3) provides educational opportunities for staff working in gastroenterology and endoscopy nursing
- 4) promotes a recognised qualification in gastroenterology and endoscopy nursing on a European level.
- 5) promotes co-operation with other professional groups with compatible aims
- 6) advances the professional status of gastroenterology and endoscopy nurses and endoscopy associates on a European level.
- 7) represents the interests of its members in the European Society of Gastrointestinal Endoscopy (E.S.G.E.).
- 8) organises an annual conference during the UEGW in co-operation with local societies and SIGNEA as appropriate.

ESGENA may accept funds such as gifts contributions, grants, bequests in order to finance the activities of the society (see Article VII)

Article II MEMBERSHIP

Section 1: CLASSES OF MEMBERSHIP

The society shall have the following classes of membership:

1.1 Individual Membership

- Persons practising, managing, teaching or researching in gastroenterology and endoscopy nursing
- Individual members have no right to vote, to prevent undue dominance of countries with a large number of individual members. Individual members have the right to stand for office if they are based in a European country (see definitions)..

1.3 Active Group Membership

- National societies, groups or federations which represent the interests of gastroenterology and endoscopy nurses and endoscopy associates based in a geographic European country (see definitions).
- Jordan and Israel have the status of active group members as they are founding members.

To prevent undue dominance of countries with several national groups, each internationally recognised European country has the right to cast one vote, regardless of the number of group memberships a European country possesses (Voting rights see Article V, Section 6)

1.4 Passive Group Membership

- National societies, groups or federations which represent the interests of gastroenterology and endoscopy nurses and endoscopy associates based in a Non-European country (see definition).

These groups have no right to vote and cannot nominate one of their members to hold office (Voting rights see Article V, Section 6)

1.5 Honorary Membership

Honorary members shall be elected from personalities who are recognised for their important contributions to endoscopy and gastroenterology nursing as decided suitable by ESGENA. Honorary members may not vote.

1.6. Passive Membership

Persons who used to practise, manage, teach or research in gastroenterology and endoscopy nursing and who have maintained an interest in this field. Passive members may not vote or hold office.

Passive members have no right to vote or hold office.

1.7. Affiliated Membership

Members from the industry may join the society but may not vote or hold office.

Section 2: APPLICATION FOR MEMBERSHIP

2.1 Application for membership shall be made to the secretariat of the society at least 3 months prior to the next meeting of the General Assembly of the society.

2.2 Group application shall include the following information:

- the official name of the relevant organisation and the English translation
- a brief resume of the aims of the organisation and its constitution
- the number and types of members of the society or group
- the composition of the governing board

2.3 Applications will be scrutinised by the Governing Board of ESGENA. and submitted for consideration to the next meeting of the General Assembly. The list of applicants will be circulated with the agenda before the next meeting of the General Assembly.

Section 3: RENEWAL OF MEMBERSHIP

Membership is renewed by paying subscription annually to the society.

Section 4: CESSATION OF & EXCLUSION FROM MEMBERSHIP

4.1 Resignation

- Membership may be cancelled by informing the society in writing (postal or email)
- The membership can only be cancelled at the end of the relevant ESGENA business year.
- Notification needs to be received by the ESGENA secretariat 3 month before end of the relevant ESGENA business year.
- The business year of ESGENA covers one calendar year (January to December).

4.2 Exclusion

Members can be excluded from the society if

- the membership fee is not paid despite two reminders
- there is no compliance with the aims or deliberate action against the aims and purposes of the society
- members damage the interests of the society.

The decision to exclude will be taken by the Governing Board. This has to be ratified by a two-third majority vote of the General Assembly.

Section 5: RIGHTS OF MEMBERS

5.1. All members who have paid their dues have the following rights:

- To receive a copy of the constitution on joining
- To attend the Annual General Assembly (Article V, Section 2)
- To propose agenda points for the General Assembly (Article V, Section 4)
- To propose officers for the Governing Board (Article III, Section 3)
- To receive information in electronic form
- To have access to the restricted membership area of the ESGENA web site

5.2. ADDITIONAL RIGHTS OF INDIVIDUAL MEMEBRS

Individual members who have paid their dues have the following rights:

- To receive information in paper form, where applicable
- To apply for grants

5.3. ADDITIONAL RIGHTS OF ACTIVE GROUP MEMBERS

Active Group Members who have paid their dues have the following rights:

- To vote and hold an office according to the different voting rights of the different classes of active membership [Article V (6)]
- To receive information in paper form, where applicable
- Their members can apply for grants

Article III OFFICERS

Section 1: TYPE

The society shall have a president, a vice-president, a general secretary, a treasurer and three councillors.

Section 2: DUTIES

- 2.1 THE PRESIDENT** shall preside over all sessions of the Governing Board and of the General Assembly. S/He shall represent the Society in all public and official activities. S/He shall report on the activities of the society and the actions of the Governing Board at each meeting of the General Assembly.
- 2.2 THE VICE-PRESIDENT** shall assist the President in the organisation and co-ordination of the activities promoted by the society. In the event of death or incapacity of the President the vice-president will assume her/his duties until the next meeting of the General Assembly. At the presidents request s/he may represent ESGENA in public and official activities.
- 2.3 THE GENERAL SECRETARY** shall keep up to date membership lists and records of the activities of the society. S/he shall organise the archives of the society. S/he shall gather information about meetings, courses and other activities organised by member groups and shall send this information to all other member societies and individual members not represented by a national society.
- 2.4 THE TREASURER** shall devote her/himself to the raising and administration of the society's funds and shall present a financial report for each meeting of the Governing Board and the General Assembly. S/he shall assist the President and the General Secretary in the preparation of the agenda for the meetings of the General Assembly.
- 2.5** The Treasurer and the President will be authorised to sign financial documents on behalf of the society. The signature of both the President and the General Secretary will be required to sign any other official documents.

Section 3: ELECTION

The officers of the society shall be elected by the General Assembly.

Nominations may come from any member, except Affiliated members.

Nominees must be

- Individual Members of ESGENA based in a European country or
- A member of an ESGENA Active Group Member

Seconded nomination is by written proposal at least 3 months prior to the General Assembly.

Section 4: TERMS OF OFFICE

The officers shall serve for a period of 3 years, except for the President and the Vice-president who shall serve for a period of 2 years each.

The term of office of the president and the vicepresident begins with the election while the term of office of the secretary, treasurer and councillors begins with new business and calendar year..

The President, Vice-president, Secretary & Treasurer shall be eligible for re-election to the Governing Board in the existing capacity once only but may continue to serve in a different position.

After one interim term they may be re-elected into one of their previous positions on the board.

The maximum continuous term of officers on the board is 10 years.

Article IV GOVERNING BOARD

Section 1: FREQUENCY OF MEETINGS

One meeting of the Governing Board will take place during the United European Gastroenterology Week (UEGW). In the event that this will not be possible an alternate venue shall be selected by the Governing Board. Further meetings of the Governing Board will be convoked by the president if it seems necessary.

Section 2: MEMBERS

- 2.1** The Governing Board shall consist of
- a) the President
 - b) the Vice President
 - c) the General Secretary
 - d) the Treasurer
 - c) and three Councillors.

- 2.2** Members of the Governing Board shall
- be nurses practising, managing, teaching or researching in gastroenterology or endoscopy,
 - based in a European country and
 - be a member of ESGENA.

- 2.3** Each member of the Governing Board shall be from a different European internationally recognised country (see definition). If more than one person from the same country gets elected to the governing board, the person with the largest number of votes will take the place on the Governing Board.

- 2.4** A gastroenterologist will represent the European Society of Gastrointestinal Endoscopy (ESGE) by invitation in a non-voting liaison role. A nominee of the Governing Board will represent ESGENA. on the Governing Board of ESGE in a liaison role by invitation.

- 2.5** The Governing Board shall have powers to fill vacancies on the board due to death, resignation or incapacity of any board member until the next possible election during the General Assembly.

2.6 At the discretion of the Governing Board individual and honorary members may be invited to attend meetings of the Governing Board in an advisory capacity

Section 3: POWERS

3.1 The Governing Board shall have all powers of the society unless expressly reserved to the General Assembly by this constitution.

3.2 The Governing Board shall follow instructions of the General Assembly by resolutions passed.

3.3 The Governing Board shall assist the local organising committee in the organisation of congresses and courses supported by the society.

Article V GENERAL ASSEMBLY

Section 1: FREQUENCY OF MEETINGS

1.1 During the UEGW an annual general meeting of the General Assembly will take place which shall include a report of the Governing Board for the period since the last meeting. In the event that this will not be possible an alternate venue shall be selected by the Governing Board.

1.2. According to the aims of the society further meetings of the General Assembly will be convoked if it seems necessary in the eyes of the Governing Board.

Section 2: RIGHT TO ATTEND

The General Assembly shall consist of the following participants:

- a) Members of the Governing Board
- b) Individual and Passive Members
- c) Representatives and individual members of the ESGENA Active and Passive Group Members
- d) Affiliated Members

All members, irrespective of their membership status, have the right to speak at the General Assembly.

For voting rights see Article V, Section 6

Section 3: CHAIR

The meetings of the General Assembly shall be chaired by the President of the society.

Section 4: AGENDA

4.1. The agendas for the meetings of the General Assembly shall be prepared by the President together with the Vice President and the General Secretary.

4.2. Any paid up member may submit items for the agenda. These must be sent at least 3 months before the next meeting of the General Assembly to the General Secretary.

4.2. The following items are mandatory at each General Assembly:

- Welcome and agreement of agenda
- Approval of minutes of last General Assembly
- Report about decisions taken by the governing board in the actual business year.
- Financial report
- Report about ESGENA's activities

4.3. The final agenda will be sent electronically to all members one month before the date of the next General Assembly.

Section 5: POWERS

The General Assembly shall be informed about the decisions taken by the Governing Board during the previous term and shall instruct the Governing Board by resolutions passed.

Section 6: VOTING

6.1.

Each internationally recognised European country with Active Group Membership has the right to cast one vote.

Regardless of the number of active group memberships a European country possesses, each internationally recognised European country has the right to cast only one vote.

If there are several Active Group Members in one country, they need to agree on one nominated delegate, who can vote on behalf of that country before the general assembly.

6.2 The ESGENA Secretariat needs to be notified of the nominated national delegate before the conference.

6.3 National Societies who have not paid the annual dues cannot vote.

6.4 The governing board election shall be by secret ballot.

6.5 The Governing Board shall decide whether voting on any issue brought before the society shall be voted on at the General Assembly, or by postal ballot.

6.6 The Governing Board shall decide whether any voting at the General Assembly shall be by secret ballot or by show of hands, except the governing board elections which shall be by secret ballot.

- 6.7** All issues shall be decided by a majority vote of those eligible to vote and present at the General Assembly or by majority of returned postal ballots.
- 6.8** Decisions at the meetings of the General Assembly shall be taken by a simple majority of those present and eligible to vote except in case of
- Change of constitution
 - Dissolution
 - Exclusion of members
- when a two-third majority of those present will be required.
- 6.9** **A quorum** shall be deemed to exist when at least 50% of the maximum number of delegates eligible to vote (including members of the Governing Board) are present at the meeting of the General Assembly.
- 6.10** Voting by registered mail may be permitted in exceptional cases at the President's discretion only.
- 6.11** In case of a tie, the casting vote of the President (in addition to any other vote s/he may be entitled to cast) shall be decisive.

Article VI CONFERENCES & WORKING PARTIES

Section 1:

A European congress organised by the society in co-operation with the local organising committee shall be held yearly in conjunction with

- the United European Gastroenterology Week (UEGW)
- The Society of Gastroenterological Nurses and Endoscopy Associates (SIGNEA) where appropriate
- with national organisations of the country hosting the UEGW

Section 2:

In conjunction with the Governing Board working parties may be formed in order to consider special topics, based on the aims and purposes of the society.

The working parties shall report back to the Governing Board on a regular basis and to the General Assembly.

Any publication of working parties have to ratified by the Governing Board.

Article VII DUES, CONTRIBUTIONS AND FUNDS

Section 1:

ESGENA is a non-profit making society.

At the discretion of the Governing Board and after approval by the General Assembly, group members, individual members, passive members and affiliated members will pay annual dues, the amount of which will be specified by the General Assembly after proposal by the Governing Board.

Section 2:

The business year of ESGENA covers one calendar year (from January to December).

Section 2:

E.S.G.E.N.A. may accept funds such as contributions, grants or bequests from institutions, foundations and other sources allocated for the purpose of promoting the aims of the society.

Section 3:

The society shall have a bank account.

Section 4:

The finances of the society shall be used exclusively to promote the purposes set out in Article I and for the proper management of the administrative expenses of the society.

Section 5:

The Society shall not assume any financial responsibility in the organisation of national or international congresses or courses.

Article VIII CHANGES TO THE CONSTITUTION

Section 1:

An amendment or addition to the constitution shall be made at the General Assembly provided that such proposed amendment or addition has been:

- Submitted to the secretary three calendar months before the next meeting
- Circulated by email to all members, except affiliated members, one calendar month before that meeting
- Agreed to by a majority of the voting active member groups present at the general assembly.

In the event of unforeseen circumstances, the Governing Board may make an amendment or addition to the constitution providing this addition or amendment is agreed to by a majority of the Governing Board. Any such amendment or addition must be circulated by email to all members, except affiliated members, and ratified at the next General Assembly as above.

Article IX DISSOLUTION

Section 1: PROCEDURE

Decisions at the meetings of the General Assembly to dissolve the society shall be taken by a two-third majority of those present and eligible to vote.

Section 2: FINANCES

In the event of dissolution of the society based on decision taken by the General Assembly, all funds then remaining after due provision for outstanding obligations shall be devoted exclusively for charitable purposes associated with Gastroenterology and/or Endoscopy.

DEFINITIONS

European Countries

According to the United Nations geoscheme, created by the United Nations Statistics Division, the following countries are defined as European countries:

Albania, Andorra, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Ireland, Italy, Kazakhstan, Latvia, Liechtenstein, Lithuania, Luxembourg, Republic of Macedonia, Malta, Moldova, Monaco, Montenegro, Netherlands, Norway, Poland, Portugal, Romania, Russia, San Marino, Serbia, Slovakia, Slovenia, Spain, Sweden, Switzerland, Turkey, Ukraine, United Kingdom, Vatican City.

This geographical division does not imply any assumption regarding political or other affiliations of countries, e.g. membership in the EU.

Reference: <http://millenniumindicators.un.org/unsd/methods/m49/m49regin.htm#europe> (August 2012)

Non-European countries:

In these statutes, non-European countries are defined as countries outside the geographic borders of Europe.

Group members

National societies, groups or federations which represent the interests of gastroenterology and endoscopy nurses and endoscopy associate are

- Are professional / non-profit organisations recognised as official representatives for gastroenterology and endoscopy nurses and associates in the respective country
- have statutes with aims focused on nursing in Gastroenterology and Endoscopy
- have a governing board
- have defined membership categories
- hold a General Assembly annually

The statutes were updated and ratified by membership decision during

- by ESGENA Annual General Assembly, held on November 26, 2000 during the 4th ESGENA Meeting in Brussels, Belgium
- by ESGENA Annual General Assembly, held on October 21, 2012 during the 16th ESGENA Meeting in Amsterdam, NL