

GESA By-laws

Version 7

Made and administered by the GESA Directors

The purpose of an organisation's By-laws is to provide greater detail around particular processes. These are supported by the organisation's policies.

This legally binding document serves as an operating manual for the organisation and is developed, frequently reviewed, and approved by its Board of Directors.

The By-laws are the rules that control the way the Society is run. They assist and help the Directors operate the Society.

Version Development Chronology

Policy Owner: Board			
Version	Date of change	Amendment details	Amended by (initials)
V7	September 2022	(i) Fellow of GESA (FGESA, Appendix 1) (ii) Composition of the Board (iii) Separation of Board and Faculty business (iv) Definition of Networks, Working Groups and Committees (v) Organisational chart (Appendix 2) (vi) Minor clarifications throughout	NTP, BD

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1. Content

These By-laws provide clarification regarding:

- membership application process and fees
- governance of financial and administrative matters
- elections
- establishment and governance of groups (Networks, Working Groups and Committees)
- Fellow of GESA (FGESA)

2. Application for Membership

GESA has 4 classes of membership:

- I. Full Members - membership process applies
- II. Life Members - bestowed by the Board
- III. Associate Members - membership process applies
- IV. Honorary Members - bestowed by the Board

Within the classes of membership are categories:

- Full Membership has categories of Advance Trainee, retired member, senior researcher (beyond 8-years post-PhD), etc.
- Associate Membership has categories of allied health professional, student, early career researcher (up to 8-years post-PhD), overseas resident etc.
- Both Full Member and Associate Member categories allow for members to apply for leave based on paternity, illness, study, overseas residency, or international relocation.

2.1. Process

- (a) All applications for membership must be on the official membership form and submitted online, and will be determined in accordance with the processes in the Constitution.
- (b) Each application must include two names and membership numbers of current financial Full Members of the Society who are willing to support the application.
- (c) On behalf of the Board, the President, Vice President and Chair of FAR will assess applications for membership by circular motion.
- (d) Applicants will be given 30 days to respond to an offer of membership. Within the 30 days, one reminder will be provided after 14 days. If no response is received within 30 days, the offer of membership will lapse, and applicants must re-apply for membership.
- (e) Members are required on application for membership to pay the necessary fee.

2.2. Membership Fees

The annual subscription for all categories of membership shall become due and payable on the first business day of each anniversary year.

Life and Honorary Members do not pay fees.

A Member whose subscription fees remain in arrears for 28 days and who then fails to rectify this default within 14 days (i.e. total of 42 days) of being notified of the default by GESA, will be removed from the list of financial members until such time as all outstanding fees are received.

Any Member removed will not be entitled to the privileges of membership and cannot vote, be nominated for office, represent a Faculty, be eligible for scholarships, fellowships or other awards, act as a representative, receive price discounts on any activity or receive GESA communications.

Members may be reinstated to the list of financial members by paying the outstanding fees up to 42 days after their due date.

Records of past members will be retained for seven years, excluding those members who are deceased.

Membership Fee Reductions

Members may apply for reductions in fees if they meet certain criteria.

Members who have Retired from Active Full Time Practice

Criteria

A Full Member may apply for a reduction in membership fees if the member:

- is retiring from full-time work due to age or disability, or is taking a period of parental leave or extended sick leave;
- is practising gastroenterology for no more than an average of five hours per week per annum; and
- has been a continuously financial member of the Society for at least 20 years.

Application

The member should apply in writing to the Board, confirming that they satisfy the criteria in this clause. All applications are to be assessed by the Board. The Board must determine the application and decide accordingly.

Conferring

The board will advise the member in writing of the change of status.

2.2.1. Life Member

Criteria

There is no direct admission to this category. A Full Member may be nominated to become a Life Member if they meet the criteria in clause 7.1(b) of the Constitution and make an application in accordance with clause 8 of the Constitution.

Conferring

Those selected as a Life Member will be presented with membership at the AGW or a Society Meeting.

Membership Fee

A Life Member pays no fees.

2.2.2. Honorary Members

Criteria

Nomination to this category is a prerogative of the Board and is generally not offered to members of the Society. A person may be nominated to become an Honorary Member if they meet the criteria in clause 7.1(d) of the Constitution and make an application in accordance with clause 8 of the Constitution.

Conferring

Those selected as Honorary Members will be presented with membership at the AGW or a Society Meeting.

Membership Fee

Honorary Members pay no fees.

2.3. Overseas Resident

Applications for membership are welcome from overseas residents. The same conditions and fees apply as for Australian members.

Membership Fee

Members pay a reduced annual membership fee according to their categorisation.

2.3.1. Temporary Concessional Membership

The temporary concessional membership is available to Australian financial members moving overseas for career purposes, taking parental leave or study leave and is available for a maximum of 5 years.

Application

To apply for the concessional fee, members must be currently financial and resident in an overseas country, for a period longer than one calendar year and up to 5 years.

Applications for a temporary concession must be made in writing to the CEO.

Membership Fees

Concession members pay a reduced annual membership fee.

2.4. Suspensions or Waiving of Fees

Members must apply in writing to the CEO for consideration of the suspension or waiving of fees. The CEO may exercise delegations to accept suspension or refer the matter to the Board if they think required.

3. Fellow of GESA (FGESA)

To recognise sustained and outstanding contributions to the fields of Gastroenterology and Hepatology in Australia, in three or more pillars of the Society (Service, Best Practice, Research, Education and Advocacy), the board may award the post-nominal FGESA to a member.

This conferral is not influenced or superseded by membership status and may be conferred to non-GESA members. There are no application or subscription charges for the fellowship. For detailed criteria see Appendix 1.

4. Financial Matters

4.1. Committee

The Board will appoint a Finance, Audit & Risk Committee (FAR) to monitor financial procedures and to recommend changes when necessary.

The general brief of the committee will be to review and recommend on financial management and sustainability, including budgeting and expenditure of the Society.

The Committee will act according to its Terms of Reference.

4.2. Monitoring of Finances

The CEO, in consultation with the FAR Committee and the Board, will prepare and present a master budget for GESA to the Board for endorsement at the first meeting in the new GESA financial year.

All activities must have a budget approved prior to the activity commencing.

Chairs of Committees, Faculties, Networks, or Projects must provide a forecast for expenditure for the forthcoming year.

If new funding for a Faculty is sought, an application for funding proposal should be provided to the CEO and Board.

The Chart of Accounts prepared by the CEO will reflect the activities of the Society.

The CEO must present a statement of Income & Expenditure and Balance Sheet at each Board meeting.

5. Administrative Matters

5.1. Meetings

For the purposes of these By-laws, a meeting of the Board or any Faculty/Network or Committee means:

- (a) A meeting of persons assembled in person on the same day at the same time and place; or
- (b) Those persons communicating with each other using digital communication in a structured way and organised by the Society.
- (c) Persons participating in a digital meeting are deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting.

5.2. Quorum

A quorum for the transaction of business for Board, Faculty or Committee meetings shall more than 50% as required by clause 43 of the Constitution.

5.3. Voting

Voting is to be conducted in accordance with clause 45 of the Constitution.

In person

Generally, voting will be decided by a show of hands. If necessary, “tellers” will be appointed to conduct a count. The decision will be on a majority as declared by the Chairperson.

Electronic or Postal Ballot

Voting by electronic or postal ballot may be used for elections and any other formal decision that requires the decision of the full membership eligible to vote.

6. Elections

All elections for Board and Faculties will be controlled centrally under the supervision of a Returning Officer appointed by the Board or CEO.

6.1. Composition and size of the Board

The Board comprises eight elected directors appointed according to clause 31 of the Constitution. For best practice governance and fit-for-purpose diversity, the board may include directors with, but not limited to, legal, finance, governance or business expertise and directors representing 'Regional, Remote and Indigenous' as well as non-clinical research.

Where these positions are not automatically filled through the normal voting process outlined in clause 31 of the Constitution, the President has the authority to co-opt up to four additional directors to the board, who may be members or external to GESA.

Faculty Chairs are not co-opted to the Board as directors but will be frequently invited to observe and present at board meetings to facilitate optimal two-way Board-Faculty communications.

6.2. Term of Office for all Elected Members

The term of office for all Directors is described in clause 31.7 of the Constitution.

A Director term of office begins at the Annual General Meeting of the membership when the election results are endorsed and terminates at the Annual General Meeting two years after the endorsement.

6.3. Eligibility

Eligibility to be a Director is described in clause 31.3 of the Constitution.

Members standing for office must read and agree to the Director's Code of Conduct, and frequently review and declare any potential conflicts of interest.

6.4. Elected Members

Nominations must conform to clause 31.4 of the Constitution. The Nomination form must include a statement that the nominee is a financial member of GESA at the time of nomination.

If elected, candidates must be willing to make themselves familiar with the compliance and performance roles of a board director and understand their legal responsibilities and fiduciary duties to achieve good governance.

6.5. Co-opted Directors

Clause 31.5 of the Constitution outlines the process for co-option of Directors.

6.6. Casual Vacancy

Clauses 33-35 of the Constitution govern the filling of casual vacancies on the Board.

6.7. Office Bearers

Clause 31.8 of the Constitution governs the appointment and terms of Office Bearers.

Clause 35 of the Constitution governs acting Office Bearers.

6.8. Professional Development

A director may at any time put a proposal in such terms as he or she sees fit to the Board to undergo professional development activities in their capacity as a director (not a clinician) at the company's expense.

The Board must consider the proposal and may approve or reject it. The Board must advise the director of its decision as soon as practicable.

In making the decision to approve or otherwise, the proponent must not vote on the decision. If the decision is to be taken at a Board meeting, the proponent must absent themselves from that part of the meeting considering the proposal.

In making its decision, the Board may inform itself as it sees fit including, if necessary, requiring the proponent to provide further information.

7. Establishment of Groups

7.1. Faculties

To be considered for recognition as a Faculty of the Society, the nominated Faculty must be:

- a health discipline associated with the prevention and/or treatment of gastrointestinal or liver disease, or another professional or scientific discipline associated with gastroenterology; and
- or may become, recognised as an arbiter of professional standards within its discipline.

To be considered as a Faculty, the Board must be satisfied that the Faculty has, or will have, substantial support, being at least 10% of the membership of the Society interested in joining the Faculty. The Board must also consider any other attributes necessary for the establishment of a Faculty.

Faculties will include an allocation in the budget to hold meetings, a position on the Research and Grant Committee, a position on the AGW Scientific Program Committee and support to hold a session during AGW. Faculty Chairs will frequently be invited to attend Board meetings and report on Faculty activities.

Members can align themselves with more than one Faculty and have voting rights in all of their selected Faculties.

7.2. Networks, Working Groups and Committees

Networks are defined as Advisory Groups that work across Faculties and report to the Board, whereas Working Groups sit within, are structured by and report to a Faculty Executive Committee. Operational Committees work across Faculties and report to the board, as outlined in the 2022 GESA Organisational Chart **(Appendix 2, approved by the board [date]).**

The Board may approve the development of a Network, Working Group or operational Committee composed of members of the Society with an interest, or expertise not covered by the current Faculties. Allocation of funding or administrative support to Networks or Working Groups may be provided with board approval.

Objectives

Network, Working Group or Committee objectives must include to:

- provide a forum for members with an interest or expertise not covered by current Faculties; and
- work to improve research, teaching and clinical practice in the relevant sub-specialty.

Composition

- Membership of a Network, Working Group or Committee is constituted by the self-nomination of members of the Society.

Committee

- Generally, an organising committee of at least three (3) interested members is necessary for a Network, Working Group or Committee. A current Director of the Society may but does not have to sit on this committee.

Reporting

- The Chair of a Network will report on the activities of the group at each Board meeting and provide an annual written report for inclusion in the GESA Annual Report to the CEO in February each year.
- The Chair of a Working Group will report on the activities of the group at each Faculty Executive Committee meeting and provide an annual written report for inclusion in the GESA Annual Report to the CEO in February each year.

- The Faculty Chairs will report on Working Group activities within their Faculty at each Board meeting and provide an annual written report for inclusion in the GESA Annual Report to the CEO in February each year.
- The Chair of an operational Committee will report on the activities of the group at each Board meeting and provide an annual written report for inclusion in the GESA Annual Report to the CEO in February each year.

Powers

A Network, Working Group or Committee may:

- participate in education and research activities of the Society by providing representation, if requested, on the relevant committees.
- organise and participate in AGW activities; and
- provide expertise to the Board to enable liaison with Government or other bodies.

Funding

- A Network, Working Group or Committee must not charge an additional fee to become a member.
- No funding may be sought from any source without Board endorsement.
- No contract may be signed on behalf of GESA by any member of a Network, Working Group or Committee.

***Ad hoc* Committees and Working Parties**

The Board will seek the appropriate expertise from within the membership to serve on *ad hoc* committees or working parties as required.

The Board will provide the scope for the activity when seeking representation.

7.3. Terms of Reference

All Faculties, Networks, Working Groups or Committees must have written Terms of Reference approved by the Board before undertaking any activities.

The Board must provide instructions as to the operations and governance of an *ad hoc* committee or a working party.

7.4. Policies

All Groups created under this clause must comply with GESA policies.

8. Review of these By-laws

These By-laws must be reviewed by the Board each term.

9. Changes to these By-laws

These By-laws may be changed by the Board at any time.

10. Glossary

Circular Resolution: A resolution which is passed by 75% of Network Committee (other than any member on a leave of absence or any member abstaining in writing) signing the resolution outside of a meeting. The resolution is passed upon signature by the last Network Committee Member.

11. Currency

These By-laws were established in 2007 and most recently amended in: September 2022 - Version 7.

Appendix 1

Fellow of GESA (FGESA) Program

Purpose

To recognise sustained and outstanding contributions to the fields of gastroenterology and hepatology in Australia which align with GESA's values and/or contribution to GESA.

Conferral Criteria

- Member of GESA who has made a sustained contribution at the highest level, to the field of gastroenterology and hepatology in Australia and/or contribution to the Society; and
- Attendance at 5 x GESA meetings (e.g., AGW) over the previous ten years; and
- Member of GESA for at least ten years.

In Addition

- In exceptional circumstances, may be awarded to international or national non-members who have made such a contribution.
- Not required to be a GESA current financial member.
- An appointment outside these criteria is at the discretion of the Board.

Nomination

- Candidates must be nominated by two FGESA who provide a submission of up to two-pages in length detailing the candidate's attainment of the conferral criteria.
 1. Sustained contribution at the highest level, to the field of gastroenterology and hepatology in Australia will be supported by evidence of achievements and contributions and their impact, over a period of at least 10 years in three of the four following categories:
 - Career progression, promotions and seniority
 - Excellence in Teaching:
 - Lecturing, higher degree supervision, mentoring, teaching publications/media, examination formulation/supervision
 - Excellence in Research:
 - Higher degrees, publication history, H index (etc),
 - Excellence in Service and engagement:
 - Contribution to the profession and community through representation on boards, societies, patient and consumer organisations resulting in improved gastrointestinal/liver health.
 - NB: This is in addition to contributions to GESA, and/or
 2. Sustained contribution to the GESA with an emphasis of the impact of this contribution as evidenced by:
 - Significant and sustained contributions to three or more of the strategic pillars of the Society (see Appendix) and/or
 - Service on the Board, Faculties, Committees for at least two full terms
 3. Notation of at least 5 GESA meetings over the previous 10 years
 4. Notation of first year of GESA membership

Conferral

- Applications will be considered at GESA Board meetings.
- Conferral is at the Board's discretion and the decision is final and no correspondence will be entered into. Acceptance of a FGESA nominee is to be a unanimous decision.

Promulgation

- Presented annually at GESA AGM.
- Fellows will be published on GESA website unless choosing to opt out.
- Advised to members via GESA communication channels.

Application Charges and Subscription Fees

- Nil charge.
- Not required to be current financial member to use postnominal.

-Ends-