

The European Society of Cataract and Refractive Surgeons (ESCRS) Byelaws (revised 2023)

1. The Society

1.1 The name of the Society is the European Society of Cataract and Refractive Surgeons (ESCRS).

1.2 The ESCRS is a European scientific society of eye surgeons, open to international membership (hereinafter referred to as “the Society”).

1.3 The Society is a charity and a company registered in the UK and accords with and is governed by the laws and regulations of the UK.

1.4 The objectives of the Society are:

- To promote education and research in the field of implant and refractive surgery and to advance and promote the study and practice of ophthalmology and research relating thereto and the dissemination of the useful results thereof
- To promote experimental work in the field of intraocular lens implantation and refractive surgery and the dissemination of the useful results thereof.

1.5 The central office of the Society is in London, UK.

2. Management

2.1 The general management of the Society shall be formally delegated by the Board of Trustees to the elected Council. This delegation will be reviewed on a regular basis.

2.2 The Council shall elect the Executives consisting of the President, Secretary and Treasurer – referred to hereafter as the Executive - to ensure that the decisions of the Council are implemented.

3. Membership

3.1 The Society shall have the following categories of membership:

- Full
- Group
- Members from outside Europe
- Trainee
- Vision Scientist
- Honorary.

3.2 Full membership is confined to European ophthalmologists. (The WHO definition of European countries is accepted by the Society as its official definition). Full members have voting rights and may stand for election to the Council.

3.3 Group membership is open to affiliated European national ophthalmological societies, and such members, providing they are full members of their national societies, are entitled to vote and may stand for election to the Council.

3.4 Members from outside Europe are entitled to all the rights and privileges of Full Membership but are not allowed to vote.

3.5 Trainee membership is open to residents of any age and doctors under 30 years of age, who will not be allowed to vote.

3.6 Vision Scientist membership is open to non-MD scientists working in an academic or research setting. They will not be allowed to vote.

3.7 Honorary members are proposed by the Council and Executive and appointed by the Council. They will be allowed to vote. The criteria for selection, benefits and terms are to be determined by Council.

3.8 The Council shall be entitled to alter its membership categories from time to time in line with the emerging needs of the Society.

4. Admission of Members, Dues and Fees

4.1 To become a member, applicants should complete a membership form and pay the appropriate subscription fees. In the case of group membership, the national society shall provide the ESCRS with a list of members and the appropriate payment for fees.

4.2 The Finance Committee sets the level of annual dues (as defined at Section 10) which the Council then ratifies.

4.3 All dues shall be payable with the membership application. If the dues are outstanding for a period more than 60 days, the membership will be automatically terminated in writing. No voting rights shall accrue to any member unless all dues have been paid. After such termination, the member may re-join the Society only by applying for membership as a new member.

5. Council of Management and Officers

5.1 The Council shall consist of:

- The President (by virtue of their position)
- The Secretary (who must be an elected member of the Council)
- The Treasurer (who must be an elected member of the Council)
- The European Editor of the Journal of Cataract and Refractive Surgery (by virtue of their position)
- 10 elected members (including the Secretary and Treasurer if still within their elected terms)
- Co-opted members including the President Elect if any. He/she is also a member of the Executive.
- The Trustees (By virtue of their position)
- The immediate Past President (by virtue of their position) who may also be part of the Executive, providing there is no President Elect and at the sole discretion of the President.

5.2 Only elected members can vote, and the Secretary and Treasurer may only do so if still within their elected terms. The same applies to the President if he/she happens to be an elected Council member. [Being a voting member of Council takes precedence over being an Officer.]

5.3 The President is Chairman of the Council and the Programme Committee, and a member of the Finance, General Purposes and Education Committees (as defined at Section 10) by virtue of his/her position as President.

5.3.1 To be elected President of the Society any candidate must be a full member of the Society, but not necessarily a member of the Council. He or she is appointed by the Council for a period of two years which term shall not be renewable. A two-thirds majority is required for this appointment, abstentions do not count (i.e., neutral).

5.3.2 The President is elected in the following manner. The Secretary shall seek nominations from the Council for the position of President at least 18 months before the respective term is due to begin. Any nominations must be backed by two letters of recommendation from two full society members and a comprehensive CV. Candidates may not nominate themselves.

5.3.3 A Nominations Committee consisting of the Executives, the Trustees, and three other elected Council Members shall put forward a candidate for approval by the Council. If this proposal is not accepted by two thirds of the elected members in a secret vote, the Nominations Committee shall put forward another candidate. This process shall be repeated until a candidate is put forward and approved by the Council.

5.3.4 The Secretary will, in parallel to seeking nominations for the position of President, organise the selection of the three other elected Council members to the Nominations Committee. These three elected Council members vote and act as representatives of the Council rather than as individuals.

5.3.5. The Secretary will organise the meetings of the Nominations Committee which are chaired by Chair of the Trustees.

5.3.6 The President Elect shall be appointed at least one year before his/her term of office is due to begin. The term of office of the President runs in line with the calendar year.

5.3.7 Should the President cease to be an ESCRS member, his/her presidency will be terminated within two weeks of his/her resignation.

5.3.8 The Immediate Past President shall remain, as a non-voting ad-hoc member, on the Council for a period of two years.

5.4 The Secretary is a member of the Executive, Chairman of the General Purposes Committee, and a member of the Finance Committee by virtue of his or her appointment as Secretary.

5.4.1 The Secretary is elected every two years from amongst and by the elected Council members. The President will seek nominations at least six months before the respective term is due to begin from the Council for this position. A candidate may not nominate themselves. Any nominated candidate must be an elected Council member at the time of the vote. They need to be backed by a letter of recommendation from another Council member and a comprehensive CV. The vote should be by means of a secret ballot.

5.4.2 The Secretary can stand for re-election once, provided he/she is an elected member of the Council at the time of the vote. The term of office of the Secretary runs in line with the calendar year. If the Secretary ceases to be an elected Council member during their time in office, they will complete their term but will no longer be allowed to vote.

5.4.3 The Secretary shall co-ordinate the organisation of the Council and the general meetings of the Society.

- 5.4.4 The Secretary shall maintain contact between officers and Members of the Society.
- 5.4.5 The Secretary shall keep accurate minutes of the Council Meetings and distribute them within two weeks of the Council Meeting.
- 5.4.6 The Secretary is responsible for the notification to members of the AGM in good time beforehand and will take instruction from the Chair of the Trustees, who is responsible for setting the agenda and who will chair the AGM.
- 5.4.7 The Secretary shall organise the Council elections, in line with General Purposes Committee SOPs.
- 5.5 The Treasurer is a member of the Executive, Chairman of the Finance Committee, and a member of the General Purposes Committee by virtue of his or her appointment as Treasurer.
- 5.5.1 The Treasurer is elected every two years from amongst and by the elected Council members. The Secretary will seek nominations at least six months before the respective term is due to begin from the Council for this position. A candidate may not nominate themselves. Any nominated candidate must be an elected Council member at the time of the vote. They need to be backed by a letter of recommendation from another Council member and a comprehensive CV.
- 5.5.2 A Treasurer can stand for re-election once, provided he/she is an elected member of the Council at the time of the vote. The term of office of the Treasurer runs in line with the calendar year. If the Treasurer ceases to be an elected Council member during their time in office, they will complete their term but will not be allowed to vote.
- 5.5.3 The Treasurer shall present to the Council the accounts of the Society certified by a Chartered Accountant.
- 5.5.4 The Treasurer shall prepare a financial report on the Society for the AGM which shall accompany the Secretary's report and the agenda.
- 5.5.5 At the termination of their period of office the Treasurer should hand over all documents in their possession to their successor.
- 5.6 The European Editor of the Journal of Cataract and Refractive Surgery is proposed by the Executive, in consultation with the existing editor and Publications Committee, and approved by the Council. The initial term of office of the Editor is four years, with the possibility of being extended thereafter by up to 4 more years and being subject to the General Purpose Committees assessing the appointment, including conducting a search for suitable alternative candidates, and doing so again at two yearly intervals.
- 5.7 If the Treasurer/Secretary retires from office during the time that he/she is an elected Council member, he/she shall remain on the Council for the remainder of the original election term as a voting member.
- 5.8 An officer may be removed from office at any time by a two thirds majority vote of elected Council members (the officer not being permitted to vote, even if he/she still be within his/her elected term).

5.9 Any officer may resign at any time by giving written notice to the Secretary of the Society. Any such resignation shall take effect as at the date of such notice or at any later time specified therein.

6. Council Members

6.1 The number of elected Council members shall be ten. All such members shall be elected by members entitled to vote.

6.2 Elections to the Council will be held every two years to fill the vacant member positions. In the interim, such vacant positions may be filled by a co-opted member as defined hereinafter.

6.3 Only current full and full group members of the Society may vote in Council elections. Each full or full group member can use up to one vote per vacancy.

6.4 At least six months before the respective term is due to begin, the Secretary shall arrange that a ballot paper listing all valid candidate nominations should be sent to each member entitled to vote with instructions on the voting procedure. The process shall set out the time limits within which the completed ballot papers should be returned. The process shall not be deemed to be invalid by reason of a member or members not receiving a ballot paper or their returned ballot paper not being received by the Society by the due date.

6.5 Council members shall be elected for a period of four years and may stand again for election for a further period of four years only.

6.6 To be eligible to stand for election, candidates must be a full member of the Society for at least the immediate past three consecutive years and must be nominated by five other full members of the Society as well as accept that nomination in writing. A candidate may not nominate themselves. A member can only nominate one candidate.

6.7 The Council shall formulate procedures that allow a reasonable opportunity for a proposed nominee to the Council, to communicate to members the proposed nominee's qualifications and reasons for the proposed nominee's candidacy.

6.8 No more than one elected member of the Council may be from the same country.

6.9 In the event of there not being sufficient nominations to fill the Council's vacant seats, then those with valid nominations will be deemed elected. The Council may then seek nominations for the remaining seats.

7. Co-Opted Members

7.1 The Council may co-opt additional members by a two-thirds majority vote of elected members for the following purposes:

- To represent important membership groups which are otherwise not represented.
- To provide skills otherwise not available from the elected Council.

7.2 Co-Opted Council Members will have all rights of elected Council Members except for voting rights at Council Meetings.

7.3 Co-Opted Members shall serve a term of two years and their co-option can be renewed once for an additional two years. The renewal shall be agreed by a two-thirds majority of the Council.

7.4 The European associate Editor of the Journal can be Co-opted for as long as he/she remains in office.

7.5 Time served on the Council as a co-opted member does not count with respect to the rules for elected members. Therefore, a co-opted member if elected can then serve up to two full four-year terms as an elected Council member.

7.6 Only members of the Society can be co-opted to the Council.

8. Meetings of the Council

8.1 A quorum of six voting members is required for all Council meetings.

8.2 The President shall chair Council meetings and the competence of the individual to carry out this task and to chair the Executive subcommittee, must be considered by Council when electing a President.

8.3 The Council shall meet at least four times yearly.

8.4 The Council shall vote and make decisions based on a majority vote. If the vote is equally divided, the Chairperson shall have the casting vote, even if they are not an elected Council Member. All votes are to be by secret ballot.

8.5 Any Council member who fails to attend more than two consecutive Council meetings shall be automatically expelled from the Council unless the circumstances are extraordinary, as determined by the President, with the potential to appeal to the Board of Trustees. An expelled Council member will be substituted at the next election or by co-option of the Council.

8.6 Any member of the Council who has a financial, personal, or official conflict of interest (or appearance of a conflict) with any matter pending before the Council, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Council to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

9. Publications

9.1 The Society shall have the right to publish a scientific journal, newspaper and other print and electronic materials as approved by the Council.

10. Committees

10.1 The Society shall function through several established Sub-committees of the Council. The Committee structure will include Standing Committees; Ad Hoc Committees; Special Interest Groups.

10.2. Unless otherwise stated in these byelaws, elected Council Members committee membership will be in line with their respective Council membership. All other memberships will be for two years with the option for re-appointments for not generally more than 8 years.

10.3. Should any Committee Chair cease to be an ESCRS member, his/her chairmanship will be terminated within two weeks of his/her resignation.

10.4 The Council shall form the following Standing Sub-Committees:

- Finance Committee, which shall be chaired by the Treasurer.
- General Purposes Committee, which shall be chaired by the Secretary.
- Publications Committee, which shall be chaired by the Editor.
- Programme Committee, which shall be chaired by the President.
- Education Committee, which shall be chaired by the immediate past President.
- Research Committee, which shall be chaired by a non-Officer elected council member.
- Other Standing Committees may be formed, proposed by the General Purposes committee and agreed by the Council by a two thirds majority.

10.6 The Finance Committee shall consist of the Treasurer, President, Secretary and the Trustees.

The remit of the Finance Committee is as follows:

- To oversee the finances of the Society
- To review budgets and present them for Council approval
- To ensure proper financial procedures are followed.
- To develop a business strategy for the Society

10.7 The General Purposes Committee shall consist of the Secretary, President, Treasurer, a Trustee and three current elected Council Members. The remit of the General Purposes Committee is as follows:

- To review the byelaws of the Society in conjunction with the Trustees every two years and make proposals to the Trustees and subsequently Council for any change.
- To select chairs and members of all the society's sub-committees (unless otherwise already stated in the byelaws) and present them for approval by the Council
- To oversee elections and other Society procedures
- To monitor, oversee and develop the membership of the Society

10.5 The General Purposes Committees will also review the Chairs of all Standing Committees every two years.

10.8 The Publications Committee shall consist of the President, Medical Editors of Society publications and at least three Council Members, either elected or co-opted. The remit of the Publications Committee is as follows:

- Responsible for existing Society publications
- Development of new publications
- Development of electronic and online media.

10.9 The Programme Committee shall consist of the President and 14 other members entitled to vote in the sub-committee. The remit of the Programme Committee is as follows:

- Organisation and implementation of scientific programme for Annual Congress and Winter Meeting
- Review and evaluate programme content of Annual Congress and Winter Meeting and recommend any revisions or innovations.

- Ensure integrity of scientific content

10.10 The Education Committee shall consist of the Immediate Past President, President, and 10 other members entitled to vote in the sub-committee. The remit of the Education Committee is as follows:

- Determine overall strategy for Society's educational activities
- Establish recognition of courses and educational activities
- Develop e-learning programmes and web conferencing
- Develop education programmes in developing markets.
- Administer the Peter Barry Fellowship.
- Develop education programmes in Developing World.
- Address issues such as training standards
- Promote education in research methodologies and good clinical practice
- Make recommendations to Programme Committee in line with agreed strategy

10.11 [The SOPs for the Research Committee are presently under review] The Research Committee shall consist of up to 16 members entitled to vote in the sub-committee and will be chaired by a non-Officer elected member of the Council. The Society's managing director, finance director and a trustee are non-voting members. The remit of the Research Committee is as follows:

- Acting according to the Clinical Research Standard Operating Policy (CRP-SOP)
- Oversee the research activities funded and supported by the Society

10.12 The Council shall form any Ad Hoc Committees and Special Interest Groups that are deemed necessary. Such committees should have a specific remit and timeframe.

10.13 The remit of Ad Hoc committees will be proposed and/or amended by the General Purposes Committee and approved by the Council.

10.14 Chairs of Ad Hoc Committees should, where possible, be non-officer members of the Council proposed by the General Purposes Committee and approved by the Council. The term of office of the chair of an Ad Hoc committee would generally be eight years.

10.15 The appointment of Committee Members will be presented by the General Purposes Committee to the Council for approval. The General Purposes Committee will review all Committees' membership every two years. Trustees, members of the YO committee as well as the Managing Director and Financial Director can attend Standing and Ad Hoc committee meetings as observers.

11. Committee Standing Orders & Terms of References

11.1 Standing Orders govern the procedures at meetings of the Council and all ESCRS (Sub-) Committees.

11.2 All meetings shall be conducted in accordance with - and every Trustee, Council member, Society Officer and Committee member shall be bound by - these Standing Orders.

11.3 The General-Purpose Committee will review the Standing Orders of the Society annually and make proposals to the Trustees and Council for any change and respective approval.

11.4. Every ESCRS (Sub-) Committee will present its respective Terms of Reference to the General Purposes Committee in first quarter of each calendar year for approval.

12. Scientific Meetings

12.1 The Society shall hold at least one annual scientific meeting and any other scientific meetings, such as a Winter Meeting, as deemed appropriate by the Council. These meetings should be physical although the option to hold virtually in part or, under exceptional circumstances, in totality is retained, subject to Council approval.

12.2 The President of the Society is the Honorary President of all Congresses or meetings.

13. Annual General Meeting

13.1 The members of the Society shall meet for an annual general business meeting. This shall be held during the annual scientific congress.

13.2 The AGM shall be convened by the Chair of the Trustees, assisted by the Secretary as per 5.4.6, and members shall be given at least twenty-one days' notice in writing.

13.3 The agenda will be formulated and chaired by the Chair of the Trustees.

14. Termination of Membership

14.1 Membership of the Society shall terminate on the occurrence of any of the following events:

- Resignation of a member
- Expiration of the period of membership where such membership has not been renewed
- Failure to pay dues
- Failure by the member to satisfy membership qualifications
- Suspension or expulsion.

15. Suspension or Expulsion

15.1 The suspension or expulsion of a member shall be decided by a Disciplinary Committee nominated and authorised by the Council to make such a determination that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society. A person whose membership is suspended shall not be a member during the period of suspension.

15.2 The member shall be given 15 days prior written notice and the reasons for the proposed expulsion or suspension. A notice shall be sent by first class certified or registered mail to the member's last known address as shown on the Society records.

15.3 The Member shall be given an opportunity to be heard either orally or in writing at least 5 days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered by the Disciplinary Committee, which has been authorised by the Council to determine whether the suspension or expulsion should take place.

15.4 Any action challenging a suspension or expulsion or termination of membership including a claim alleging defective notice must be commenced within one year of the date of the suspension, expulsion, or termination. Such a challenge may be brought by way of appeal on notice to the

Trustees, who shall establish an Appeals Committee comprising at least three elected members of the Council, or co-opted members, as may be deemed appropriate and who were not involved in relation to the decision to suspend or expel which is under appeal. The Appeals Committee shall receive all written submissions relating to the original decision and arrange for a further hearing to determine whether the decision to suspend or expel should be upheld or dismissed. The decision of the Appeals Committee shall be final and binding.

16. Amendment of Byelaws

16.1 New byelaws may be adopted, or the current byelaws may be amended or appealed by approval of the members in a general meeting provided that any such adoption amendment or repeal shall not be inconsistent with anything contained in the Memorandum and Articles of Association of the Company.