



BY-LAWS

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Article 1: Name, Location and Representation

The Robotic Surgery Society of Singapore is herein after referred to as either RS³ or “The Society”.

- *Address:* 1E Kent Ridge Road, Level 12, Dept of OBGyn, NUHS, Singapore 119228
- *Seat of Society:* Republic of Singapore
- *Operational address,* address of the company in charge of the Administrative Office:

1E Kent Ridge Road, Level 12, Dept of OBGyn, NUHS, Singapore 119228
- *Language:* English shall be the official language of “The Society” and shall be used for all Society purposes.
- The currency in matters of accounting of “The Society” shall be in Singapore Dollars (SGD).
- *Composition and Representation:* RS³ consists of individual members with a professional interest in the study of robotic techniques: clinicians, scientists or nurses. RS3 strives for a wide representation of the scientific and medical communities in Singapore whilst engaging with similar societies and professional bodies worldwide.
- Membership in “The Society” can be terminated for non-payment of dues in accordance with established Policy and Procedures of “The Society”.

Article 2: Missions of “The Society”

The Society is a non-profit organization for the study and advancement of the use of Robotic Surgery across various surgical disciplines with the following objectives:

1. *Organization.* The Society provides a platform for surgeons from different institutions and practice settings to collaborate in pushing forward the agenda of robotic surgical care in Singapore.

2. *Advocacy.* The Society is a forum for surgeons delivering robotic surgical care in Singapore to have a collective voice in advocating patients' access to robotic surgical technology and better outcomes for patients by raising the bar in surgical healthcare in Singapore through the use of technology, specifically robotic surgical technology.
3. *Research and Investigation.* The Society will be in an open platform that will cut across institutional, cluster and public-private divides. Members are encouraged to use information belonging to the Society in open investigation, research and study with the objective of improving the lives of the patients we care for through robotic surgical care.
4. *Standards.* The Society will be a platform to constantly review and establish norms of practice and standards of care which are consistent with a proficient delivery of robotic surgical care. These norms and standards published by the Society will serve as a guide by which credentialing requirements may be drawn up by the relevant regulatory bodies. The Society remains a body with domain expertise in Robotic Surgery and does not have a regulatory function.
5. *Training.* The Society is committed to training and education in Robotic Surgery through which it hopes to improve the outcomes of patients receiving surgical care in Singapore.
6. *Interdisciplinary exchange.* The Society will also build a culture that facilitates the open exchange of ideas between surgical disciplines delivering robotic surgical care in Singapore.

Article 3: Membership

Membership is open to any individual with a professional or special interest in Robot Assisted Surgery.

a. Categories of Membership

Full Membership

- Surgeons actively participating in or who have substantial experience in Robotic Surgery who meet the criteria as determined by the Membership Committee or the Board of the Robotic Surgery Society of Singapore.
- He/She will enjoy all rights and privileges of "The Society" as defined by the By-Laws.
- Only Full members can vote and be elected as members of the Board.

Honorary Membership

- A member may request Honorary Membership status upon retirement from professional activities as reviewed by Board.
- He/she should have the option to subscribe to the journal of "The Society".
- To be eligible for Honorary Membership, an individual must have made outstanding contributions to Robotic Surgery or allied areas.
- Honorary Members shall enjoy all the rights and privileges of "The Society", except that they shall not be entitled to vote or hold elected or appointed office in "The Society".
- Honorary Members shall not be required to pay dues.

Associate Membership

- Surgeons, doctors, fellows and residents with special interest in Robotic Surgery.
- Operating theatre staff, including nurses and technicians
- Students in medicine or nursing or allied health
- Associate Members are not entitled to vote or hold office with the exception of the Junior Board Member.

Affiliate Membership

Affiliate Membership will generally be determined when a national robotic or other society holds an agreement with RS³ for its individually named membership to hold Affiliate RS³ Membership.

- These agreements must be agreed by the Board on an individual society basis.
- The membership fee that each other society pays to RS³ per Affiliate Member requested shall be determined by the Board and will be the same cost per individual for each requesting society within each calendar year. RS³ Board may renegotiate this cost as and when is required with the other societies.
- The totaled cost shall be paid to RS³ by the other Society in an annual lump sum directly prior to the RS³ AGM each year to allow an accurate update of membership before the AGM.
- Affiliate Membership confers membership of RS³ for their individually named members from 1 January till 31 December of the year in which the subscription was paid only, provided all individuals named are accepted to RS³ membership under the nomination and approval rules in Article 3.
- The other society shall be reimbursed accordingly if any of their individually named members are rejected by Board.
- Further Affiliate Members may be able to be added by other societies on an ad hoc basis at other times in the year if it is required and Board agrees.
- Affiliate Members shall be entitled to enjoy all rights and privileges of Full Members of “The Society” as defined by the By-Laws including the right to vote, hold office on RS³ Board, and eligibility for discounted rates.
- Membership rejection of Affiliate Members remains the right of RS³ Board under the rules outlined in Article 3.

b. Nomination and Approval of Membership

All applications for full membership shall be via the appropriate application system along with simultaneous payment of the appropriate membership fee. Having paid the membership fee, applicants will be eligible to apply for any discounts open to RS³ full members to attend the RS³ Annual Conference and they will be considered to have membership and be eligible to vote. The membership year shall be from 1 January till 31 December of the year in which the subscription was paid only.

Completed applications shall then be assessed by the Membership Committee or the Board, and any that are considered to be inappropriate shall be referred to Board with whom the final decision as to the granting or refusal of membership rests. Membership rejection by the Board shall require a two-thirds majority. The Society shall not be required to state the reason for its decision. If membership is refused then the membership fee will be refunded less any conference discounts that have been claimed by the applicant.

c. Termination of Membership

Board may terminate by vote, any member who does not comply with RS³ By-Laws.

Article 4: Meetings of “The Society”

a. Annual Meeting

- o “The Society” shall meet annually, or more frequently on demand.
- o The meeting shall be chaired by a President, or his/her nominee.
- o Business Meeting of “The Society”:
 - ♣ The business meeting will occur during the annual meeting and be open to all members in good standing.

- ♣ Minutes of previous meeting as well as new business will be discussed.
- ♣ Future meeting sites and programs will be reviewed.
- o Any action of the members shall be effective upon approval of a simple majority of those members in attendance.
- o Voting via other fore shall require the approval of the Board.

Article 5: Membership Dues

a. Annual Dues

Annual dues for all categories of membership shall be defined by Board. Payment of annual dues entitles the member:

- To vote,
- hold office
- enter the restricted website
- other benefits of membership.

b. Payment of Dues

Annual dues are to be paid at the beginning of each calendar year in accordance with established Policy and Procedures of "The Society".

Article 6: Board and Officers

a. Board and Officers

- "The Society" shall have a Board composed of 14 duly elected members of "The Society" in good standing.
- Newly elected members of Board assume office following the annual meeting of the membership.
- Appointment of Board members shall be effective upon approval of a simple majority of members present at the business meeting.
- Board consists of the President, Immediate Past President, Vice-President, Secretary, Treasurer, 9 elected Ordinary members, and a Junior Member.
- Each member of the Board has one (1) vote except in circumstances where the quorum or the constitution of the board results in an even number of votes in which case the President has two (2) votes.
- Co-opted members may be invited at the discretion of the Board but with no right to vote.
- One seat on the Board, will be made available for a Fellow, Resident or Trainee for a term of one (1) year. This position on the Board is designated to the Junior Board Member.
- The term of office for elected Board members is two (2) years. with the exception of the Junior Board Member.
- Ordinary Board members can be re-elected for one additional two-year term.

b. Authority

The affairs of "The Society" shall be governed by Board who shall act on behalf of "The Society" with discretion to carry out general mission of "The Society" as governed by the Articles of Incorporation and/or Letters Patent, By-Laws, Conflict of Interest Policy, established Policies and Procedures and applicable law. Attendance by simultaneous telecommunication may be permitted. Actions of Board to be considered shall be taken upon a simple majority approval of the voting members of Board at a meeting. Reasons for removal may include non-attendance at Board meetings.

Article 7: Committees

- Nominating Committee
- Education Committee
- By Laws Committee
- Membership Committee
- Scientific Committee
- Communication Committee

Elections of Chair Persons will be determined by Board. Each committee should have 1 chairperson and maximum 3 members.

Article 8: Elections

- a. "The Society" shall hold elections biennially for vacant positions. Only Full Members in good standing with "The Society" shall be entitled to vote or hold elective office or committee positions with the exception of the Junior Board Member.
- b. Elections for Ordinary Members of Board
The Nominating Committee will seek proposals electronically from the membership two months prior to the biennial Annual General Meeting of the Society for nominations for vacant Ordinary Member positions on Board. The Nominating Committee will then provide a list of candidates for voting at the AGM one month prior to the Annual General Meeting. Society Members with voting rights will then be able to vote for their preferred candidates. For example, if two Ordinary Member positions are available, then voting members will vote for their two preferred candidates from the list provided by the Nominating Committee. The Nominating Committee should ensure adequate choice for Society Members to vote on, with the limitation of ensuring that the Society is correctly geographically represented according to its membership where possible. The Nominating Committee shall ensure that the candidates for nomination comply with the rules and policies of "The Society". Candidates receiving a simple majority of votes shall be elected.
- c. Elections for Officer Positions on Board
The Nominating Committee will seek proposals from the Board two months prior to the biennial Annual General Meeting of the Society for nominations for vacant Officer positions on Board. The Nominating Committee will then provide a list of candidates to be voted upon by Board at the Board Meeting at the beginning of the Annual General Meeting. The Nominating Committee should ensure adequate choice for Board Members to vote on where possible.
- d. The Nominating Committee
The Nominating Committee will consist of the Vice-President, the President and the immediate Past-President with one other Board member. The Nominating Committee will be chaired by the Past-President who will have a casting vote if necessary in deciding the nominations list.

Article 9: Compensation

Any person may be paid compensation for services or expenses rendered to "The Society" in his/her capacity as a member of Board, an officer, and employee or otherwise, as the Board shall deem reasonable.

Article 10: Conflict of Interest

- a. Existence of Conflict: Disclosure
A conflict of interest may exist when the direct, personal, financial interest of any Board members competes with, is adverse to, or diverges from the interests of "The Society". If any such conflict of interest arises with regard to a matter requiring action by Board, or if a member retains a significant financial interest, which may reasonably appear to be affected by an action of Board, then the interested party shall disclose such interest to Board. Board shall determine if any such conflict exists and, in particular, Board shall determine the specific interests of "The Society" at issue. Board shall not deem a conflict of interest to exist, if standing alone, a Board member also serves as a director, officer or member

of a nonprofit or charitable organization, which solicits or receives funds from institutions or individuals from which "The Society" also solicits and receives funds.

- Conflicts of interest should be declared at the beginning of any business, Board or annual meeting.
- Non-participation in Vote.
- If Board determines that a member has a conflict of interest with respect to a certain action, hereinafter referred to as "Conflicted Member", then the Conflicted Member shall not vote on or participate in the final deliberation or decision regarding the matter under consideration. The Conflicted Member, in addition, shall not be present during such deliberation, discussion or vote, unless requested by Board to discuss, prior to Board's deliberation, any relevant information.
- Minutes of Meeting of Board shall reflect that the conflict was disclosed. Also, minutes shall indicate that the Conflicted Member was not present during the final discussion or vote on a particular matter and that he did not participate in deliberations or vote on such action or issues.
- Annual Review: Members of Board shall review potential conflict of interest at the first Board meeting following disclosure.

Article 11: Amendments

The By-Laws of "The Society" may be amended according to the following procedure:

- Amendments to the By-Laws shall be proposed by any member of "The Society" and submitted to the Board in case the By-Laws Committee has not been constituted yet. The By-Laws Committee will meet annually and present a report to Board prior the annual general meeting. Upon the approval of Board, any amendments will be submitted to the membership at least 30 days prior to the next meeting of "The Society".
- The amendment(s) shall be adopted and the By-Laws shall be so amended upon two-thirds (2/3) affirmative vote of members present at the business meeting, or electronically if approved by the Board.
- Announcement of the results of the vote shall be communicated to the membership by the Secretary.

Article 12: Dissolution

Upon dissolution of "The Society", all assets, after payment of all debts and liabilities of "The Society", shall be paid and be distributed to one or more non-profit corporations, funds or foundations engaged in facilitating needy patient's access to robotic surgery, to be designated by a majority of Board holding office at the time of dissolution.

"The Society" shall be dissolved when it is deemed by the membership that there is no longer interest in or the need for "The Society". Dissolution shall be proposed, processed and voted upon in the same manner as stipulated in these By-Laws for Amendments.