



The Master Surgeon Trust Constitution

1 NAME

The charity's name is **The Master Surgeon Trust**

SUB 1.1 THE LOGO

The logo of **The Master Surgeon Trust** is as displayed below:



2 THE PURPOSES OF THE CHARITY ARE:-

- a. The advancement of undergraduate and postgraduate, medical and surgical education locally and internationally
- b. Develop, manage and maintain the www.themastersurgeon.com website
- c. The advancement of health and the saving of lives by educating and better training the medical and surgical work force locally and internationally
- d. Organize courses and projects locally and internationally in order to full fill the said purposes in **a.** and **b.**
- e. Provision of all services at zero cost for the end users with the exception of some courses where costs may need to be covered.

- f. Raise money for research
- g. Support other charities and organizations with similar interests
- h. Support, organize other humanitarian, educational, healthcare and social projects locally and internationally.

3 TRUSTEES

The charity shall be managed by a committee of trustees who are appointed at the Annual General Meeting (AGM) of the charity nominated from a body of council members (see section 5.1 – Membership).

The trustees comprise of the executive committee, board of directors and council members.

SUB 3.1 THE EXECUTIVE COMMITTEE

The trustees will be nominated and elected into the following positions of the committee at the AGM and will be in said position;

Position	Role
a. Chairman	The executive leader of the organization, governing and overseeing the organizations projects, events and delegating tasks to the other committee members. Should be present during at least two trustee meetings in a year and will naturally chair each meeting or may delegate as appropriate. Cannot be appointed as a director.
b. Vice chair	Assist the chairman in /her role. Has the authority and duty to take responsibility for the organization in the absence of the Chairman. Assist the Moderator of Content, Coordinator and Publicity representative in his/her role. Should be present during at least two trustee meetings in a year. Can be appointed as a director. Cannot hold other executive committee position during same term.

c. Associate vice chairman	Assists the vice chairman in his/her role. Has the authority and duty to take responsibility for the organization in the absence of the Chairman and Vice Chairman. Assist the Coordinator and Publicity representative in their roles. Should be present during at least two trustee meetings in a year. Can be appointed as a director. Cannot hold other executive committee position during same term.
d. Secretary	Manage and maintain records of the organization. Keep minutes during all meetings of the organization. Track the organizations' compliance with the Charities Act of 2006. Should be present during at least two trustee meetings in a year. Can be appointed as a director and or stand for election for position f: Moderator of content, coordinator and publicity representatives where no other candidates available.
e. Treasurer	Manage the finances of the organization. Keeping accounts. Making a financial report for the next annual general meeting. Submitting information on financial returns to Her Majesties Revenue and Customs Service for the respective tax year. Should be present during at least one trustee meetings in a year. Can be appointed as a director and or stand for election for position f: Moderator of content, coordinator and publicity representatives where no other candidates available.
f. Moderator of content , Coordinator and Publicity representative	Coordinate the various projects and events organized by The Trust. Moderate content submitted for publication on the website. In charge of promoting the organization and its' events.

Each trustee should only stand election for one executive committee position during any given term. Some members of the executive committee may be allowed to stand election for

more than one role where no other candidate(s) is/are available provided that the position allows dual committee position holding power (see above).

Council members of The Master Surgeon Trust can stand for election for an executive committee position at the AGM. Intentions should be made aware to the current secretary at least 4 weeks in advance to the next AGM.

SUB 3.2 THE BOARD OF DIRECTORS

The trustees may appoint board of directors from council members at or immediately following each AGM who will manage the respective content areas of the trust and website.

Any council member (see section 5.2) of The Master Surgeon Trust may apply for a director position and should do so as soon as a job becomes available

The executive committee will review the application (provided they are not applying for the same position)

New director positions may be created at a General Meeting where deemed appropriate and approved by majority vote.

The term for each director is 12 months from the date of appointment (not necessarily date of AGM) if appointment made after the last AGM.

Board of directors should be permanent UK residents

4 CARRYING OUT THE PURPOSES

In order to carry out the charitable purposes, the trustees have the power to:

- (1) Raise funds, receive grants and donations
- (2) Apply funds to carry out the work of the charity
- (3) Co-operate with and support other charities with similar purposes
- (4) Do anything which is lawful and necessary to achieve the purposes

5 **MEMBERSHIP**

The charity shall have a membership. Those who are aged 18 and over who support the work of the charity can apply to the trustees to become a member. Once accepted by the trustees, membership lasts for 1 year and must be renewed annually. Renewal is upon individual request. The trustees will keep an up-to-date membership list. Lifetime membership will be awarded on an honorary basis by nomination and approval by the executive committee at an AGM.

At present membership is free

The trustees may remove a person's membership if they believe it is in the best interests of the charity. The removal of membership can be done at a general meeting based on popular vote. The member has the right to appeal.

Members may be citizens and/or residents of any country. However executive committee positions, board of directors and council member positions will only be awarded to fulltime UK residents (see 5.1).

Section 5.1 HIEARACHY OF MEMBERSHIP AND PRIVILEDGES

In descending order of rank and level of contribution the TMS charity membership tiers are as follows:

- (1) **EXECUTIVE COMMITTEE MEMBER** – Elected at AGM, Only council members must be nominated for executive committee positions.
- (2) **MEMBER of the BOARD of DIRECTORS** – Appointed by executive committee from a body of council members (see section 3.2)
- (3) **COUNCIL MEMBER** – Active sustained contribution upon becoming a contributor. Membership and contribution for over 18 months, with contributions equivalent to at least 20 MCQS / EMQS and 4 tutorials
- (4) **CONTRIBUTOR** – Active sustained contribution upon becoming a member for at least 12 months, with contributions equivalent to at least 10 MCQS / EMQS and 1 tutorial
- (5) **MEMBER** – Member of the charity with a right to vote but may not necessarily have active sustained contribution. If no contribution membership for the subsequent year will not be renewed.

The contributions by an individual to The Master Surgeon Trust and its purposes should be reflected by the membership tiers.

Membership may be cancelled or withdrawn;

1. Failure to renew annually (unless lifetime membership is awarded)
2. Concerns with code of conduct or involvement in illegal activity
3. Lack of sustained contribution – after discussion at trustee or general meeting
 - a. Each membership tier is expected to produce at least 10 MCQs and 1 tutorial a year
 - b. Failure to do so may result in your membership from becoming void
4. Upon request by the respective member

Section 5.2 THE FOUNDER TITLE

The honorary title of founders of The Master Surgeon Charity will be held by Mr Devender Mitapalli and Mr Kasun Wanigasooriya until such time the charity ceases to exist.

Alongside any executive committee or membership roles they may hold within the charity this title allows the two individuals stated above to:

- (1) Attend all meetings of The Master Surgeon Trust
- (2) Dissolve an executive committee at any point in time if they find the purposes of the charity are not being met by calling for a General meeting (see section 9)
- (3) Possess lifetime membership of The Master Surgeon Trust Charity
- (4) Provide references, commendation to any members within The Master Surgeon Trust charity
- (5) Power to review applications to and vote in the appointment of members to the board of directors
- (6) Authority to review financial reports and request an independent audit of finances of the organisation at any point.

6 ANNUAL GENERAL MEETING - AGM

- (1) The AGM must be held every year. 14 days notice should be given to all informing all members of the date, venue and what is on the agenda. Minutes must be kept of every AGM.

- (2) There must be at least 5 members present at the AGM.
- (3) Every member has one vote.
- (4) The trustees shall present the annual report and accounts.
- (5) Any council member may stand for election as a trustee.
- (6) Members shall elect between 3 and 10 trustees to serve for the next year. They will retire at the next AGM but may stand for re-election.

7 TRUSTEE MEETINGS

- (1) Trustees must hold at least 3 meetings each year. At their first meeting after the AGM they will elect a chair, treasurer and secretary. Trustees may act by majority decision.
- (2) Meetings should ideally be in person. However, electronic conferencing with the use of SKYPE™ or alternative is acceptable.
- (3) At least 3 trustees must be present at the meeting to be able to make decisions. Minutes must be kept for every meeting.
- (4) If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- (5) During the year, the trustees may appoint up to 2 additional trustees based on exceptional circumstances (e.g. demise, dismissal and resignation of an existing trustee). This appointment should be at General Meeting based on popular vote. They will stand down at the next AGM.
- (6) The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or United Kingdom or international law.

8 MONEY AND PROPERTY

- (1) Money and property must only be used for the charity's purposes.
- (2) Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.
- (3) Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses.
- (4) Money must be held in the charity's bank account. All cheques or online bank transfers must be signed for and approved by 2 trustees.

9 GENERAL MEETINGS

If the Trustees consider it is necessary to change the constitution, or wind up the charity, they must call a General Meeting so that the membership can make the decision.

Trustees must also call a General Meeting if they receive a written request from the majority of members. All members must be given 14 days notice and told the reason for the meeting. All decisions require a two thirds majority. Minutes must be kept.

- (1) **Winding up** - any money or property remaining after payment of debts must be given to a charity with similar purposes to this one.
- (2) **Changes to the Constitution** - can be made at AGMs or General Meetings. Changes CANNOT be made which would result in the organisation no longer functioning as a charity. Must be done in the presence of at a General Meeting with at least 50% membership attendance / presence.
- (3) **General Meeting** - called on written request from a majority of members. Electronic meeting via Skype TM or equivalent is acceptable.
- (4) **Change of name** – Requires a general meeting with over 50% membership attendance / presence.

- (5) **Creation of new trustee positions or board of director positions** should be done at a general meeting based on majority vote
- (6) Executive committee (Trustees) may also call a General Meeting to consult the membership on various issues of major concern.

10 SETTING UP THE CHARITY

This constitution was adopted on _____ 20__ by the people whose signatures appear below. They are the first members of the charity and will be the trustees until the AGM, which must be held within one year of this date.

Signed

Print name and address
