

PORTFOLIO TERMS OF REFERENCE

1. Title of Committee:

Constitution and Governance Committee

2. Reporting to:

General AGES Board

3. Date of Establishment:

March 2011

4. Functions and Responsibilities:

1. To review the Australasian Gynaecological Endoscopy and Surgery (AGES) Society Constitution biannually.
2. To review biannually the current AGES governance policy's, implemented from 2025 onwards.
3. To address AGES Members' queries regarding the Constitution.
4. AGES Constitution may be altered, rescinded, or repealed (as per Constitution of AGES section 27), by the Company by special resolution of a General Meeting of the Company with input from this Committee (KC & NG in agreeance).
5. Where any matter arises in the conduct of the affairs of the Company (Australasian Gynaecological Endoscopy and Surgery Society Ltd) which is not provided for in the Constitution or where any difficulty arises in respect to the interpretation or application of any clauses within this Constitution (as per Constitution of AGES section 1.2(f)), the Board shall determine the course to be adopted with input from this Committee.

5. Membership:

Current members:

Kirsten Connan, Jennifer Ponte, Nyasha Gwata

Minimum 3 members on committee. All members from current board

6. Management and Co-ordination:

Management and co-ordination of the day-to-day operations of the Sub-Committee will be undertaken by the Chair and the AGES Secretariat.

In general, all decisions shall be by consensus with voting an option as required by the Chair. If a vote is required, the requirement for a vote and the result should be reported to the Board for a final decision.

7. Chair:

Currently: Kirsten Connan

In the absence of the Chair at a committee meeting, the role of Chair can be delegated to an ordinary Member who will have responsibility to Chair the meeting.

8. Quorum:

Any 2 members

9. Agenda items:

Notification of agenda items and documents to be provided to committee no later than 7 days prior to committee meetings.

10. Minutes and Meeting Papers:

To be generated within 2 weeks of each meeting

11. Frequency of Meetings:

12. Review of Terms of Reference:

Terms of Reference should be reviewed every 2 years, or sooner if deemed necessary.

13. Approval Process and Date for Next Review:

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| AGES Board Approval: | 15 April 2025 |
| Date of next Review: | 15 April 2027 |
| Revision History: | 21 March 2025 |
