



## **ASIA PACIFIC ORTHOPAEDIC ASSOCIATION**

### **CONSTITUTION (2017)**

#### **NAME**

1. The name of the Association shall be the Asia Pacific Orthopaedic Association (APOA).

#### **NATURE OF ASSOCIATION**

2. The Association is a not for profit professional and scientific organisation. All funds shall be applied to the Objects of the Association.

#### **INTERPRETATION**

3. (1) In these regulations:

“APOA” means the Association;

“Association” means the Asia Pacific Orthopaedic Association;

“Auditors” means the auditors for the time being of the Association;

“Executive Committee” means the group of persons elected to positions of office within the Association referred to in Regulation 34;

“Chapter” is the collective Fellowship of a country, territory or area admitted by the Council as a Chapter;

‘National Orthopaedic Association’ is the recognised orthopaedic association of a country, territory or area admitted by the Council as an orthopaedic association.

“Congress” is the principal Scientific Meeting of the Association held at a time and frequency as determined by the Council;

“Constitution” means the regulations for the time being of the Association;

“Council” is the governing body of the Association;

“Councillors” means those persons referred to in Regulation 15;

“Country” means and includes country, territory or area;

“Delegate” means a Delegate of a Chapter elected under Regulation 38;

“Fellow” means an individual admitted as a Fellow according to these regulations;

“Financial Year” means the financial year commencing on 1<sup>st</sup> January of each year and expiring on 31<sup>st</sup> December of the same year;

“Member” means a member of the Association;

“Federation Member” means a National Orthopaedic Association membership of the Association.

“Month” means a calendar month;

“Objects of the Association” means the objects referred to in Regulation 4(1);

“Office” means the registered office for the time being of the Association;

“Officer” means the officers of the Association referred to in Regulation 41;

“Recognised Organisation” is an organisation of a country territory or area recognised by the Council as representing orthopaedic surgeons of that country, territory or area;

“Region” is the Asia Pacific Region, being Asia, countries of the Western Pacific and island nations of the Pacific Ocean;

“Register” means the register of Members;

“Seal” means the common seal of the Association and includes an official seal of the Association;

“Specialty Surgeons” are organisations of Fellows pursuing activities in particular areas of Orthopaedic Surgery;

“Term” or “Term of Office” is the period between the end of meetings of the outgoing Executive Committee at successive Congresses;

“Written” and “In Writing” include all means of reproducing words in a tangible and visible form;

Words importing the singular number include the plural number and vice versa;

Words importing any gender include the other genders.

“Year” means a Financial Year.

- (2) Except so far as the contrary intention appears in these Regulations, any interpretation of these Regulations rests with the Chairman of the Executive Committee unless objected by a majority of the Council.

## **OBJECTS**

4. (1) The objects for which the Association is established are:
- (a) To advance the science, art and practice of orthopaedic surgery in the Region particularly in those countries with Chapters;
  - (b) To promote professional education, research, and other interest in orthopaedic surgery;
  - (c) To share knowledge of and solutions to medical problems;
  - (d) To assist countries of the region in all matters relating to orthopaedic surgery;
  - (e) To promote fellowship and understanding between orthopaedic surgeons of the region;
  - (f) To cooperate with global, international, national and regional orthopaedic associations, societies and specialty groups as in the opinion of the Association have objects similar to the Objects of the Association;
  - (g) To promote, encourage and assist in the education and training of orthopaedic surgeons in the Region, particularly in those countries with Chapters or Federation members.
- (2) In furtherance of the Objects of the Association, the Association may do all such things as may be incidental or conducive to the attainment of the Objects of the Association or any one of them as may be deemed necessary or expedient in the best interests of the Association, including:
- (a) Generally to expend such moneys of the Association as may from time to time be necessary or desirable to further the Objects of the Association or any one of them;
  - (b) To make grants of cash, equipment or assistance for the purpose of research and associated projects generally;
  - (c) To found, encourage, administer or contribute to scholarships, fellowships or travel grants for the purpose of promoting or

encouraging education, training, work or research in any branch of orthopaedic surgery;

- (d) To convene or hold conventions and conferences;
- (e) To publish, store and retrieve such information in print, electronic or other media form as the Association may think desirable for the promotion of its objectives;
- (f) To solicit and accept from members of the public and from governmental, municipal, local government and other authorities and bodies, donations and contributions to the funds of the Association and to raise moneys by all lawful means for furthering the Objects of the Association;
- (g) To enter into arrangements with any government or authority, supreme, municipal or otherwise or any university, hospital, school or other institution or association that may seem conducive to the Objects of the Association or any one of them;
- (h) To obtain from any government authority, university, hospital, school, institution or association any right or privilege or concession which the Association may think desirable to obtain;
- (i) To support any association, scientific or otherwise having for its objects or one of its objects the promotion or conduct of research in orthopaedic surgery;
- (j) To provide or contribute towards the provision of awards and distinctions to individuals recognised by the Association as having made contributions to its objects or any one of them;
- (k) To cooperate with any other organization, whether incorporated or not, whose objects are similar to those of the Association. The Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Association would make it a trade union within the meaning of the Trade Unions Act;
- (l) To refrain from all political activity affecting any Country or Chapter;

(3) In the interpretation of this Regulation

- (a) the meaning and effect of any of the Objects shall not be restricted by reference to any other Object or by the juxtaposition of two or more Objects; and
- (b) the meaning of any of the Objects shall be construed so as to widen and not restrict the power of the Association;

## **RESTRICTIONS**

5. (1) The income and property of the Association shall be applied solely towards the promotion of the Objects of the Association.
- (2) No portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to persons who at any time are or have been members of the Association or to any of them, or to any person claiming through any of them.
- (3) Nothing contained in these Regulations shall prevent:
  - (a) the payment in good faith to any officer or servant of the Association or to any member of the Association in return for:
    - (i) any service actually rendered to the Association; or
    - (ii) goods supplied in the ordinary and usual way of business;
  - (b) payment of reasonable and proper rent for premises rented to or let by any member of the Association.
- (4) Such payments or rent may be made to any member notwithstanding that any such member may be or may have been a member of a committee or governing body of the Association.
- (5) Nothing contained in these Regulations shall prevent the payment in good faith both by way of assistance or by way of assistance of any member of the Association in furtherance of any of the Objects of the Association.

## **MEMBERS**

6. (1) The Association may admit individuals or National Orthopaedic Associations (NOA's) as members.
- (2) The classification and categories of members together with the rights and privileges of members shall be determined and amended by the Council from time to time.
- (3) For admission as a Member an individual or NOA shall apply to the Secretary of the Association in the manner required by the Executive Committee from time to time.
- (4) Such application shall be accompanied by a written consent to become a Member.
- (5) Upon receipt of such notice and the payment of any fee [if any] the person or NOA shall, following the approval of the Executive Committee, become a Member.

(a) The Members of the Association shall be classified and admitted into the following categories:

- (i) Honorary Fellow, being a person of distinction approved by the Council in recognition of his or her contribution to the progress of orthopaedic surgery;
- (ii) Senior Fellow, being a Fellow who has retired from active practice;
- (iii) Life Fellow, being a fully trained orthopaedic surgeon in active practice for at least 5 years and who is a member of the Recognised Organisation of a country, territory or area and who has been nominated by two existing Life fellows and has paid the subscription set by the Executive Committee. Life Fellow will enjoy special recognition and may be granted special privileges set by the Executive Committee;

The Executive Committee may confer Honorary Life Fellow membership to a member of the Association who has made significant contributions to the Association;

- (iv) Fellow, being a fully trained orthopaedic surgeon in active practice and who is a member of the recognised organisation of a country, territory or area which has a Chapter and who has paid the subscription set by the Executive Committee;
- (v) Associate Fellow, being a fully trained orthopaedic surgeon in active practice and who is a member of the recognised organisation in a country without a Chapter or, if in a country without a recognised organisation, has been approved by the Executive Committee and who has paid the subscription set by the Executive Committee;
- (vi) Affiliate Fellow, being a fully trained, accredited, non-orthopaedic, medical specialist in active practice who in the opinion of the Executive Committee has shown a capability to advance the Objects of the Association and who has paid the subscription set by the Executive Committee;
- (vii) Trainee Fellow, being a medical practitioner undergoing structured training in orthopaedic surgery and who has paid the subscription set by the Executive Committee;
- (viii) Paramedical Fellow, being a paramedical professional who, in the opinion of the Executive Committee has shown a capability to advance the Objects of the

Association and who has paid the subscription set by the Executive Committee;

- (ix) Adjunct Fellow, being a scientist qualified at the doctoral level and having such interests that are conducive to the advancement of the Objects of the Association and who has paid the subscription set by the Executive Committee.
  - (x) National Orthopaedic Association member, being an organisation of a Recognised Association of a country, territory or area admitted by the Council as a National Orthopaedic Association member.
  - (xi) Affiliate National Orthopaedic Association member, being an organisation of a Recognised Association of a country, territory or area admitted by the Council as an Affiliate National Orthopaedic Association member. Affiliate NOA member has restricted rights as set by the Executive Committee;
- (b) Honorary Fellows and Senior Fellows shall be exempt from the payment of an annual subscription, but may contribute to the funds of the Association.

## **FEES**

7. (1) The Executive Committee may from time to time with the approval of the Council fix fees to be contributed by Members for the general purposes of the Association for the following financial year and may fix the proportions in which the Fellows shall contribute the sums.
- (2) Notice of the fee from time to time so fixed by the Executive Committee shall be given to Members.
- (3) If an Individual Member shall fail to pay the fee within 6 months after posting of such notice, that Member shall at that time cease to be a Member.
- (4) If a Federation Member shall fail to pay the fee within 9 months after posting of such notice, that Member shall at that time cease to be a Member.
- (5) If, however, in any case where the Executive Committee is satisfied that the failure to pay the fee was due to some satisfactory and sufficient cause, the Executive Committee may, on payment of the fee or such other fee as it may determine, and restore the status of such Member.

## **CHAPTER**

8. (1) A Chapter comprises the Fellows of a country or territory or area.

## **ADMISSION OF A CHAPTER**

9. (1) Associate Fellows of a country or territory or area in the Region may apply to become a Chapter of the Association.
- (2) For the purpose of admitting a Chapter to the Association, the Council shall determine such boundaries as shall define the particular country, territory or area of a Chapter.
- (3) The admission of a Chapter shall be preceded by a petition signed by at least two-thirds of the Associate Fellows of the Association who are residents of the applicant country or territory or area provided that there are ten or more such Associate fellows and there is a Recognised Organisation in that country, territory or area.
- (4) The petition as described in the preceding Regulation shall be supported by the signature of one Delegate from each of three other Chapters.
- (5) Admission of a Member Chapter shall be a two-thirds majority of Council Members present or voting by proxy at a Council meeting.
- (6) On the admission of a Chapter all Associate Fellows of that Chapter will be automatically recognised as Fellows of the Association.

## **WITHDRAWAL OF A CHAPTER**

10. (1) A Chapter may cease to be a Chapter upon its withdrawal from the Association. Such withdrawal of a Chapter may be by petition or under Section 10(3) below.
- (2) A petition for withdrawal shall be lodged with the Secretary General and shall be signed by at least two-thirds of all Fellows who are Members of the Chapter withdrawing from the Association.
- (3) Notwithstanding Section 10(2), automatic withdrawal will occur if no Delegate of a Chapter attends meetings of the Association held in conjunction with two successive Congresses or if the number of Fellows from a Chapter falls below five.
- (4) Withdrawal of a Chapter is effective from the next ensuing meeting of the Association at which the conditions of Section 10(2) or 10(3) have been met.
- (5) Fellows of a Chapter that has withdrawn shall automatically become Associate Fellows.
- (6) Any Delegate of a withdrawn Chapter shall immediately cease to be a member of the Council.

## **CHAPTER ACTIVITIES**

11. Each Chapter will organise itself in accordance with the objects of the Association and shall provide the Secretary General, with an annual report of the activities of the Chapter.

### **FEDERATION MEMBER**

12. (1) A Federation member being an organisation or a recognised National Orthopaedic Association of a country, territory or area admitted by the Council as an orthopaedic association

### **ADMISSION OF A FEDERATION AND AFFILIATE MEMBER**

13. (1) National Orthopaedic Association of a country or territory or area in the Region may apply to become a Federation Member or Affiliate Federation Member of the Association
- (2) For the purpose of admitting a Federation Member or Affiliate Federation Member to the Association, the Council shall determine such boundaries as shall define the particular country, territory or area of the NOA.
- (3) The admission of a NOA shall be preceded by a petition supported by the signature of one Delegate from each of three other Chapters or NOA's.
- (4) Admission of a Federation Member shall be a two-thirds majority of Council Members present or voting by proxy at a Council meeting.
- (5) On the admission of a NOA as a Federation Member, the individual members of that NOA will be automatically recognised as Federation members of the Association.
- (6) On the admission of a NOA as an Affiliate Federation Member, the individual members of that NOA are NOT recognised as Federation members of the Association and have no legal rights in respect to the Association.

### **WITHDRAWAL OF A FEDERATION AND AFFILIATE MEMBER**

14. (1) A Federation Member or Affiliate Federation Member may cease to be a member upon its withdrawal from the Association. Such withdrawal of a Federation or Affiliate Federation Member may be by petition or under Section 14(3) below.
- (2) A petition for withdrawal shall be lodged with the Secretary General, and shall be signed by at least two-thirds of all Fellows who are Members of the Chapter or Federation members withdrawing from the Association.
- (3) Notwithstanding Section 14(2), automatic withdrawal will occur if no Delegate of a Federation Member attends meetings of the Association held in conjunction with two successive Congresses, or non payment of annual dues 6 months after two documented renewal reminder notes sent to the NOA involved.

- (4) Withdrawal of a Federation member is effective from the next ensuing meeting of the Association at which the conditions of Section 14(2) or 14(3) have been met.
- (5) Any Delegate of a withdrawn Federation member shall immediately cease to be a member of the Council. This will include Delegate(s) who may be serving on APOA EXCO, Standing Committees and subcommittees

## **COUNCILLORS**

- 15. (1) The Council shall be the governing body of the Association.
- (2) Councillors of the Association shall be Such Fellows or delegates from NOA's elected or appointed according to these regulations.
- (3) Councillors shall be confined to:
  - (a) Officers of the Association, namely the President, the Vice President, the President elect, the Secretary General, the Treasurer, the Editor and the Immediate Past President
  - (b) Delegates from Chapters according to Regulation 38;
  - (c) The Chairman of each Speciality Section.
  - (d) Delegates from the Federation Member according to regulation 12(1)
- (4) In addition to 15(3) above, fellows or delegates Federation Member of the Association may be co-opted by majority decision of the Executives or Councillors to serve as co-opted members for specific purposes and for specific term, not beyond contemporaneous term of the office of the President. Such co-opted member(s) shall not have voting rights.

In addition to 12(4) above, Committee(s) / Subcommittee(s) may be form as directed by majority decision of the Executives or Council to help with matters of the Association

- 5) Only Councillors shall be eligible to receive notice of, attend, and (subject to Regulation 22) vote at meetings of the Association (including that held at the time of the Congress) or pursuant to Regulation 35 (Plebiscite).
- 6) Each Councillor shall be entitled to exercise one (1) vote. A Council Member must be a paid-up Fellow or Federation Member of the Association.

## **REGISTER**

- 16. (a) The Secretary shall keep a Register of Members and Fellows in which shall appear their name address and classification.

- (b) The Register shall be conclusive evidence of the information it contains and no entry in the Register shall be made or altered except by order of the Executive Committee.

## **REMOVAL EXPULSION AND CESSATION OF MEMBERSHIP**

17. (1) The Council may, by vote of three quarters of its Members, suspend or expel an individual or Federation Member for actions injurious to the prestige and dignity of the Association, upon a charge filed by a majority of the Fellows from a Chapter, country, territory or area of the individual Member (sought to be suspended or expelled or as otherwise determined by the Council).
- (2) Any Member may withdraw from the Association on giving not less than 30 days notice in writing to the Secretary General, of his or her intention so to do and he or she shall cease to be a Member on the expiration of such notice.
- (3) Any Member who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay to the Association all moneys which shall at the time of his or her ceasing to be a Member be due from him or her to the Association or which shall become due in case of a winding up.

## **SPECIALTY SECTIONS**

18. (1) The Association shall support through encouragement, facilities and finances the formation and conduct of Specialty Sections of orthopaedic study and practice under its auspices and comprised only of Members of the Association.
- (2) The Sections of the Association are (a) Foot & Ankle Section (b) Hip Section (c) Infection Section (d) Knee Section (e) Asia Pacific Paediatric Orthopaedic Section (f) Asia Pacific Spine Society (g) Sports Section (h) Asia Pacific Trauma Society
- (3) The Association shall be empowered to establish Societies for its Sections, which shall function with their own Executive Committees. Such Executive Committee shall include a President, President Elect, Honorary Secretary, Treasurer and other members, as it deems fit.
- (4) The President of each Society in 18(2) shall be the de-facto Chairman of the Section. Each Specialty Section shall advise the Secretary General, as to its Chairman who shall be an ex officio Councillor of the Association during his or her term of office.
- (5) The establishment of any Section is by written application to the Council, supported by a Delegate of at least 3 Chapters and at least 30 members and approved by Council.
- (6) Section reports shall be submitted annually to the Secretary General.

- (7) a) Budgets and other financial documents of the Section shall be submitted to the Secretary General, 30 days before of the business meeting of the Section.
- b) Each specialty section should manage its finance with the help of the Treasurer and overseen by the Chairman of Finance Committee.
- c) The Secretariat may issue invoices, process all receipts and payments, follow-up outstanding invoices as directed by the Chairman of the subsection or members of the Executive, assist the Sub-sectional treasurers to prepare financial accounts for auditing by the APOA Auditor as required.
- d) Comply with necessary reporting requirements to the appropriate Tax office
- (8) Financial surpluses achieved through scientific meetings organised by the Speciality Sections shall be shared in part with the Association, with the proportional share being determined by the Executive Committee and approved by Council from time to time
- (9) There should be uniformity of Constitution for each Section, consistent with APOA Constitution. Changes of Section Constitution will require majority Council approval
- (10) Whenever a Speciality Section holds a scientific meeting, it shall invite the President of APOA or his representative to attend the meeting
- (11) Sections shall be provided with appropriate sessions, of at least one half day, at each Biennial Congress. These sessions will be organized in conjunction with the Congress organizers and the Sectional Secretariat or Chairman. Facilities will be provided for Sectional General Meetings. All sections are encouraged to participate at the Congress

## **MEETINGS OF ASSOCIATION**

19. (1) A Council Meeting of the Association shall be held once in every year for the purposes stated in Regulation 34.
- (2) Such a Council meeting shall be called an Annual Council Meeting and all other meetings of the Association shall be called Special Meetings.
- (3) Only Councillors shall be eligible to receive notice of, attend in person or via video conferencing, and (subject to Regulation 23(4) and 38(1) to vote at meetings of the Association (including that held at the time of the Congress) or pursuant to Regulation 35 (Plebiscite).
- (4) The agenda, reports and other relevant papers shall be circulated to Council Members at least two weeks before the Council Meeting.

## **SPECIAL MEETINGS**

20. (1) The Council may hold special meetings upon the call of the President or by Delegates from three Chapters and / or Federation Members provided that such call for a special meeting state the reason for such special meeting.
- (2) A meeting shall also be convened on the requisition of Councillors representing not less than one quarter of the total voting rights of all Councillors having at the date of the requisition a right to vote at meetings of the Association.

#### **NOTICES OF ANNUAL COUNCIL MEETINGS AND SPECIAL MEETINGS**

21. (1) Not less than 30 days notice of a meeting of the Association (except in the case of Regulation 20 (1) where 90 days notice shall be provided in writing and such notice shall specify the place, the day and the hour of meeting and shall state the general nature of the business to be transacted at the meeting.
- (2) Notice of an Annual Council meeting shall state the business to be transacted at the meeting including the consideration of accounts, the reports of the Executive Committee and auditors, the election of Officers and auditors.
- (3) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Councillor shall not invalidate the proceedings of the meeting.

#### **QUORUMS – ASSOCIATION**

22. (1) No business shall be transacted at any meeting of the Association unless a quorum of Councillors is present at the time when the meeting proceeds to business.
- (2) Save as it otherwise provided in these Regulations, at least one third of all Member Chapters and/or Federation members represented in person or by video conferencing including at least 4 Executive Committee members who each may also be representing a Member Chapter and/or Federation Member, shall form a quorum.
- (3) For the purpose of Regulation 19(2), any one Councillor of a Member Chapter or Federation member shall serve to represent the member Chapter or Federation member.

#### **QUORUM NOT PRESENT**

23. If a quorum is not present within half an hour from the time appointed for the meeting:
- (a) Where the meeting was convened upon the requisition of Councillors, the meeting shall be dissolved; or
- (b) in any other case:

- (i) the meeting stands adjourned to such day, and at such time and place, as the Councillors present determine or, if no determination is made by the Councillors present, to the same day in the next week at the same time and place; and
- (ii) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting:
  - (A) any 16 Councillors present in person constitute a quorum; or
  - (B) where 16 Councillors are not so present, the meeting shall be dissolved.

### **PRESIDING OFFICER**

- 24. (1) The President of the Association, failing him the President Elect and failing him the Vice President shall be the Chairman at every meeting of Council.
- (2) Where a meeting is held and the Chairman is not present within ten minutes after the time appointed for holding the meeting or if the Chairman is unwilling to act, the Councillors present shall choose one of their members to be Chairman.

### **ADJOURNMENT**

- 25. (1) The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (3) Except as provided in sub regulation (2) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING – MEETINGS OF ASSOCIATION**

- 26. (1) At any meeting of the Association, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:
  - (a) by the Chairman;
  - (b) by at least 2 Councillors present in person or by proxy; or
- (2) Unless a poll is so deemed, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously,

or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (3) The demand for a poll may be withdrawn.

## **POLL**

27. (1) If a poll is duly demanded, it shall be taken in such manner and (subject to sub regulation (2)) either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (2) A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately.

## **CASTING VOTE**

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote.

## **ENTITLEMENT TO VOTE**

29. (1) A Councillor is not entitled to vote under these Regulations at a meeting of the Association unless all dues and money owed by the Councillor have been paid.
- (2) All members of the Executive will have the right of one vote at the Council meeting

## **OBJECTIONS**

30. (1) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- (2) Any such objection shall be referred to the Chairman of the meeting, whose decision is final.
- (3) A vote not disallowed pursuant to such an objection is valid for all purposes.

## **PROXIES**

31. (1) An instrument appointing a proxy shall be in writing under the hand of the appointor.
- (2) An instrument appointing a proxy may (but does not have to) specify the manner in which the proxy is to vote in respect of a particular resolution

and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

- (3) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (4) A proxy shall be a delegate to the Council.

### **LODGEMENT OF PROXY**

32. An instrument appointing a proxy shall not be treated as valid unless the instrument is signed and deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the office of the Association or such other place as is specified for that purpose in the notice convening the meeting.

A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind, of the principal, the revocation of the instrument, if no intimation in writing of such death, unsoundness of mind, or revocation has been received by the Association at its office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power exercised.

### **FINANCES**

33.
  - (1) At the Annual Council Meeting the Treasurer shall present a full financial statement and balance sheet duly audited.
  - (2) A draft budget for the coming Financial Year shall be prepared and discussed by the Executive Committee before the Annual Council Meeting each year.
  - (3) This budget is then to be ratified at the Annual Council Meeting of the Association.
  - (4) The Finance Committee shall oversee and assist the function of the Treasurer. The Finance Committee and Congress Committee shall assist the Treasurer in forward financial planning

### **TIMING OF ANNUAL COUNCIL MEETING**

34. The Annual Council Meeting of the Association shall be held no later than the month of December each year at a place to be nominated to transact the following business:-
  - (a) to receive, and if approved, to adopt the annual report and audit balance sheet and statements of account for the preceding Financial Year;
  - (b) to ratify the budget for the coming financial year;

- (c) to consider, and if approved, make any alterations to the Constitution subject to 90 days prior notice;
- (d) to elect the Executive Committee, the Auditors and such persons as it may be necessary to elect to any position at the Annual Council Meeting held in conjunction with the Biennial Congress;
- (e) to deal with any matters which the Executive Committee desires to bring before the meeting; and
- (f) to deal with any other business which the meeting is competent to transact or which the meeting decides to transact.

### **CONDUCT OF BUSINESS BY PLEBISCITE OF COUNCILLORS**

35. (1) The Executive Committee may conduct by email, fax or online poll (or a combination of either) a plebiscite of the Councillors to decide on a resolution.
- (2) The Executive Committee shall, in such email, fax or mail, set out the proposed resolution.
- (3) The voting shall be counted when either all Councillors have voted or after the expiration of 21 days after the sending of email, fax or mail, whichever is the earlier.
- (4) A resolution supported by at least two thirds of the quorum of Councillors attending or by proxy shall be deemed to be carried.

### **EXECUTIVE COMMITTEE**

36. (1) The Executive Committee shall consist of the Officers of the Association who are the President, Vice President, President Elect, Immediate Past President, Secretary General, Treasurer and the Editor.
- (2) All Executive Committee members shall be Fellows or nominated Delegates of Federation Members of the Association.
- (3) The Council may, by special resolution, increase or reduce the number of Officers comprising the Executive Committee.
- (4) The Executive Committee shall have the power to co-opt Fellows or nominated Delegates of Federation Members for specific purposes and for specific terms not beyond the contemporaneous term of office of the Executive Committee. Such co-opted Fellows shall have no voting rights.

### **STANDING COMMITTEES**

37. (1) The Association may have the following Standing Committees:-

- (i) Congress Committee. The Congress Committee shall consist of members approved by the Executives and be responsible for assessing the application, planning and implementation of the Biennial Congress. The President Elect shall ipso facto be the Chairman of the Committee and the President, Immediate Past President, Secretary General and Treasurer shall be an ex-officio member. The committee will also include nominated persons provided by all National Chief Delegates, Sectional Chairmen and the Congress Chairmen of the two Previous Congresses and two forth coming Congresses.
  - (ii) Finance Committee. The Finance Committee shall generate funds for the Association for the activities approved by the Council and shall oversee the financial management of the Association.
  - (iii) Federation Committee. The Membership Committee shall consist of members approved by the Executives and be responsible to increase Federation membership and Federation membership activities and shall assist the Secretary General to deal with all matters related to Federation membership
  - (iv) Membership Committee. The Membership Committee shall consist of members approved by the Executives and be responsible to increase membership and shall assist the Secretary General to deal with all matters related to membership
  - (v) Education Committee. The Education Committee shall plan and implement educational and scientific activities of the Association approved by the Council other than the Biennial Congress and will coordinate the timing of all scientific meetings of the Association, including those of the Specialty Sections.
  - (vi) Nominating Committee. The Nominating Committee will consider and recommend to Council suitable candidates for election to Fellowship.
  - (vii) Other Committees. The Executive Committee between Council Meetings may from time to time form special committees and delegate such powers as are appropriate.
- (2) Appointment of Chairman. Except for the Congress Committee, the Council or the Executive Committee between Council Meetings shall appoint the Chairmen of Standing and other committees, whose term shall unless otherwise specified be contemporaneous with that of the President.
  - (3) Membership of Committee. The Chairman of each committee shall appoint the Members of this respective committee unless otherwise specified by these rules or directed by the Council or the Executive Committee.

- (4) The Standing Committee shall recommend policies or decisions to be taken for approval by the Executive Committee or by the Council.

## **DELEGATES**

38. (1) There shall be such number of Delegates for each Chapter based upon the number of Fellows within each Chapter.
- (2) The number of Delegates of the Association shall be in the proportion of one Delegate for the first 5-20 Fellows of a Chapter, a second Delegate for 21-50 Fellows of that Chapter, a third Delegate for 51-500 Fellows of that Chapter, a fourth Delegate for 501-1000 Fellows of that Chapter and a fifth Delegate for 1001 or more Fellows of that Chapter. The Secretariat will oversee the appropriate numbers of Delegate for each chapter according to paid up membership.
- (3) The Chapter shall invite the president of the Recognised Organisation of the Chapter's country, territory or area to be one of its Delegates or to provide a nominee to be a Delegate, provided that the president or nominee is a fellow of APOA. Such president or nominee shall automatically be a Delegate, without election.
- (4) Delegates of a Chapter, other than those provided for in Regulation 38, shall be elected by ballot of the Fellows of the Chapter. If requested by one third of the Fellows of a Chapter, the ballot will be conducted by the Executive Committee of the Association.
- (5) One of the Delegates for each Chapter or Federation should be elected by the Fellows as the Chief National Delegate. The Chief Delegate shall have the power to appoint an Alternate Delegate from the Fellows within the Chapter or Federation, if an elected Delegate is unable to attend meetings of the Association or is unable to serve a full term. An Alternate delegate will have the same power as a Delegate;
- (6) Only persons who are Fellows of the Association may be elected as Delegates.
- (7) A Delegate must remain a Fellow of the Association during his or her term of office.
- (8) The election of the delegates and the Chief Delegates shall take place within 6 months preceding the Biennial Congress.
- (9) For Federation Member, there will be a maximum of two (2) nominated delegates to the Council from each financial Federation Member (NOA) provided that the membership of the NOA is one hundred or more. If the membership of the NOA is less than one hundred, there shall only be one nominated delegate. If there is more than one NOA within a country, territory or region, nominated delegates from each NOA will take turn to sit on the Council in accordance with the Term of Office in (39) below.

- (10) In the event that a National Orthopaedic Association wishes to become a Federation Member in addition to the local chapters individual membership, delegates from the local Chapter and Federation member will sit concurrently on the Council in accordance with the Term of Office in (39) below.

### **TERM OF OFFICE**

39. The term of office of Officers and Delegates shall be from one Biennial Congress to the next Biennial Congress.

### **ELECTION OF OFFICERS**

40. (1) Officers are elected at the Annual Council Meeting held in conjunction with the Biennial Congress.
- (2) Nominations for office should be made in writing by two Councillors and counter signed by the nominee.
- (3) Nominations under sub regulation (2), must be received by the Secretary General, no later than 30 days before the Annual Council Meeting held in conjunction with the Biennial Congress. All nominations will then be forwarded to the President Elect for scrutiny and notification.
- (4) In the event that no nomination is received for a position of Officer by the time stipulated in sub-regulation (3), the Councillors may submit nominations at the Annual Council Meeting.

### **OFFICERS**

41. (1) Officers of the Association accept the Immediate Past President, President, and the Vice President shall be elected by the Council Meeting at the Biennial Congress and will keep office until the next Biennial Congress Council Meeting.
- (2) The Officers of the Association are the President, the Vice President, the President Elect, Secretary General, Treasurer, Editor and Immediate Past President.
- (3) **President**
- (a) The President Elect shall become the President at the end of the term of office of the outgoing President. He/she is to be elected by the Council upon nomination by two Fellows of the Association or nominated Delegate from a Federation member from two different Chapters or Federation members.
- (b) The term of the President shall begin upon his/her induction into office by the outgoing President at the end of the Biennial Congress immediately preceding his/her term and shall continue until his successor takes office.

- (c) The President is the Chief Executive Officer of the Association.
- (d) He/she is an ex-officio Member of all Committees of the Association.
- (e) He/she shall:
  - (i) Preside at all meetings of the Council and of the Executive Committee
  - (ii) Provide leadership for the advancement and betterment of the Association.
  - (iii) Ensure planning and implementation of the Biennial Congress.
  - (iv) Nominate the Vice President from Fellows or Delegates from Federation members for endorsement by the Council.
- (f) The President is not eligible for re-election

**(4) Congress Chairman**

- a) The Congress Chairman shall be nominated by the Chapter or country hosting the Congress to be held in two years' time and elected by the Council.
- b) His/her term starts at the completion of the last Congress before the Congress he/she runs
- c) The Congress Chairman is responsible to the Executive Committee and Council on all matters concerning the Congress, including scientific programme and budgetary matters.
- d) The Congress Chairman will provide a budget of the Congress to the Treasurer of the Association at the start of his or her term of office and will provide updated financial reports as specified by the Treasurer every three months.
- e) The Congress Chairman shall assist the President in the activities of the Association pertaining to the Chapter or country hosting the Congress.
- f) The Congress chairman is non-voting member of the executive.

**(5) Vice President**

- a. The Vice President shall be nominated by the incoming President and endorsed by the Council.

- b. The Vice President shall assist the President in the activities of the Association pertaining to affairs of the association.
- c. He/she shall serve for the term of office and be eligible for re-election.
- d. When the President is unable to perform his or her duties due to absence, illness or incapacity, the Vice President shall serve as acting President.
- e. The term of the Vice President shall be contemporaneous with that of the President.
- f. When the Vice President is unable, for some reason of absence, illness or incapacity to serve as acting President, the Executive Committee shall appoint the President Elect until such time as the Council shall have the opportunity to elect a replacement President.

**(6) President Elect**

- (a) The President Elect shall be a Life member of the Association and elected by the Council.
- (b) The election of the President Elect to be at the first Council meeting at a Biennial Congress by the following process:
  - i. President Elect cannot be from the same Chapter or Federation Member as the outgoing President
  - ii. Require nomination by two financial APOA members (Individual or Federation) from different Chapters or Federation Members (NOA) at least 5 months ahead of the election
  - iii. The nominee must be a person who has served as a voting member of APOA executive or Council for at least 2 years and attended at least four executive / council meetings
  - iv. The nominee accepts the nomination and provides a brief Curriculum Vitae and a vision or action plan for APOA during the term of office to the Secretariat at least 4 months ahead of the election and the Secretariat circulate the material to all Councillors at least one month ahead of the election
  - v. The election of the President Elect is to be held at the first Council meeting by secret ballot by councillors present or via proxies. If there are multiple candidates then the lowest vote will be eliminated and a further secret ballot taken and the process repeated until there are just three candidates. In the event of a tie between 2 candidates the APOA President has the final casting vote

- (c) The President Elect shall assist the President in all activities of the Association.
- (d) He/she shall be given every opportunity to represent the President and the Association at meetings and congresses of other orthopaedic associations.
- (e) President Elect could also double up as Congress Chairman if necessary (in the case where the congress is being held in his/her country)

**(7) Secretary General**

- a) The Secretary General shall be elected by the Council from Fellow of the Association or nominated Delegate of Federation Member who has served at least one term at the Executive Committee or Council and attended at least four executive / council meetings.
- b) He/she shall serve for the term of office and be eligible for re-election for another term.
- c) The Secretary General shall be the head of the Secretariat of the Association and shall keep the Association records, report to the Executive Committee and to Council, transmit official communications to the Council and the Association members, and perform other duties of the Secretary
- d) The Secretary General shall be assisted by members of the Secretariat as authorised by the Council.

**(8) Treasurer**

- a) The Treasurer shall be elected by the Council from Fellow of the Association or nominated Delegate of Federation Member who has serve at least one term at the Executive Committee or Council and attended at least four executive / council meetings
- b) He/she shall serve for the term of office and be eligible for re-election for another term.
- c) The Treasurer shall be responsible to the Executive Committee and to the Council for the financial activities and management of the resources of the Association.
- d) The Finance Committee will assist the Treasurer to oversee the financial management of the Association.

**(9) Editor**

- a) The Editor of the official journal of the Association shall be elected by the Council.
- b) He/she shall serve for the term of office and be eligible for re-election. The number of term of office may be determined by the executives and endorsed by the Council from time to time.
- c) The Editor is responsible for the scientific content and general quality of the official Journal of the Association

**(10) Immediate Past President**

- (a) The term of office is contemporaneous with the succeeding President.

**REMOVAL AND APPOINTMENT DURING TERM**

- 42 (1) The Council may remove an Officer for due cause by three-fourths of all the Council members present in person or by proxy during the meeting where a quorum is present. The petition for removal of such Officer must be signed by 100 Fellows or nominated delegates from Federation Members and be presented to Council by one Delegate from each of at least 5 Chapters or NOA's.
- (2) The Executive Committee may at any time appoint any Fellow or nominated Delegate from a Federation member NOA to be an Officer to fill a casual vacancy.
  - (3) The person so appointed under sub regulation (2) is subject to retirement at the same times as if he had become an Officer on the day on which the Officer in whose place he or she is appointed was last elected as an Officer.
  - (4) Any Officer appointed under this Regulation holds office only until the next following Annual Council Meeting held in conjunction with the Biennial Congress and is then eligible for re-election.
  - (5) The period of appointment remaining to the next Congress shall be deemed a term of office for an Officer appointed under this Regulation.

**VACATE OFFICE**

43. The office of an Officer becomes vacant if the Officer:
- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (b) resigns his office by notice in writing to the Association;
  - (c) is absent without consent of the Executive Committee from meetings of the Executive Committee held during a period of 6 months;

- (d) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest.

#### **POWERS AND DUTIES OF EXECUTIVE COMMITTEE**

- 44. (1) The Executive Committee acts on behalf of the Council and is responsible to the Council.
- (2) Subject to any other provision of these Regulations, the business of the Association shall be managed by the Executive Committee, which may pay all the expenses incurred in promoting and forming the Association, and may exercise all such powers of the Association as are not, by these Regulations, required to be exercised by the Association in Council Meeting.
- (3) Without limiting the generality of sub regulation (1), the Executive Committee may exercise all the powers of the Association.
- (4) Subject to any other provision of these Regulations, the Executive Committee may determine such standing orders from time to time as they think fit.

#### **SUBSTITUTES**

- 45. (1) The Executive Committee may, by power of attorney, appoint any person to be the attorney or attorneys of the Association for such purposes, with such powers, authorities and discretion (being powers, authorities and discretions vested in or exercisable by the Executive Committee), for such period and subject to such conditions as they think fit.
- (2) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Executive Committee thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

#### **CHEQUES**

- 46. All cheques and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Officers or in such other manner as the Executive Committee determines.

#### **MEETINGS OF THE EXECUTIVE COMMITTEE**

- 47. (1) The Executive Committee may meet together for the dispatch of business and adjourn and otherwise regulate their meetings, as they think fit. This includes meetings by email, mail, fax, telephone or any other means of communication.

- (2) Two Officers may at any time, and the Secretary General shall on the requisition of those Officers, convene a meeting of the Executive Committee.

### **VOTING AT EXECUTIVE COMMITTEE MEETINGS**

48. (1) Subject to these Regulations, questions arising at a meeting of the Executive Committee shall be decided by a majority of votes of Officers present in person or by teleconference or telephone hook-up and voting and any such decision shall for all purposes be deemed a decision of the Executive Committee.
- (2) In case of an equality of votes, the Chairman of the meeting, in addition to his or her deliberative vote (if any), has a casting vote.

### **DISCLOSURE OF INTEREST**

49. (1) An Officer should declare any known conflict of interest and shall not vote in respect of any contract or proposed contract with the Association which he or she is in any way, whether directly or indirectly, interested or in respect of any matter arising out of such a contract or proposed contract
- (2) If he or she votes in contravention of this sub regulation, his or her vote shall not be counted.

### **ALTERNATE OFFICERS**

50. (1) The Executive Committee may appoint an Alternate Officer to fill a temporary vacancy of any Officer absent or unable or unwilling to attend meetings or perform his or her role ("Absent Officer").
- (2) An Alternate Officer is entitled to notice of meetings of the Executive Committee and, if the Absent Officer is not present at such a meeting, is entitled to attend and vote in his or her stead.
- (3) An Alternate Officer may exercise any powers that the Absent Officer may exercise and the exercise of any such power by the Alternate Officer shall be deemed to be the exercise of power by the Absent Officer.
- (4) The appointment of an Alternate Officer may be terminated at any time by the Executive Committee notwithstanding that the period of that appointment of the Alternate Officer has expired.
- (5) Any person appointed as an Alternate Officer must be a Fellow of the Association.
- (6) An Alternate Officer is appointed until the next Council Meeting, at which the appointment is confirmed or another fellow elected to the position.

### **QUORUM – EXECUTIVE COMMITTEE**

51. At a meeting of the Executive Committee, the number of Officers whose presence is necessary to constitute a quorum is such number as is determined by the Council and, unless so determined, is four.

#### **EXECUTIVE COMMITTEE VACANCIES**

52. (1) In the event of a vacancy or vacancies on the Executive Committee, the remaining Officers may act.
- (2) If the number of remaining Officers is not sufficient to constitute a quorum at a meeting of the Executive Committee, they may act only for the purpose of increasing the number of Officers to a number sufficient to constitute such a quorum or of convening a Council Meeting of the Association.

#### **CHAIRMAN OF EXECUTIVE COMMITTEE MEETINGS**

53. (1) The President of the Association or failing him the President Elect or failing him the Vice President will be the Chairman of meetings of the Executive Committee.
- (2) Where a meeting of the Executive Committee is held and the chairman provided by sub regulation (1) is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Officers present shall elect one of their number to be chairman of the meeting.

#### **DELEGATION OF POWERS**

54. (1) The Executive Committee may delegate any of their powers to a committee or committees consisting of such of their number and coopted members, as they think fit.
- (2) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Executive Committee and a power so exercised shall be deemed to have been exercised by the Executive Committee.
- (3) The Executive Committee will appoint the Chairman of such committees unless they choose not to, in which case the committee members elect one of their number as Chairman of their meetings.
- (4) Where such a meeting is held, and:
- (a) a Chairman has not been elected as provided by sub regulation (3); or
- (b) the Chairman is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

- (c) the committee members present shall elect one of their number to be Chairman of the meeting.
- (5) A committee may meet and adjourn as it thinks proper.
- (6) Questions arising at a meeting of a committee shall be determined by a majority of votes of the committee members present and voting.
- (7) In case of an equality of votes, the Chairman, in addition to his or her deliberative vote (if any), has a casting vote.

#### **EXECUTIVE COMMITTEE RESOLUTION BY DOCUMENT**

55. (1) If all the Executive Committee have signed a document containing a statement that they are in favour of a resolution of the Executive Committee in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Executive Committee held on the day on which and the time at which the document was last signed by an Officer or, if the Officers signed the document on different days, on the day on which, and at the time at which, the document was last signed by an Officer.
- (2) For the purpose of sub regulation (1), two or more separate documents containing statements in identical terms each of which is signed by one or more Officers shall together be deemed to constitute one document containing a statement in those terms signed by those Officers on the respective days on which they signed the separate documents.
- (3) A reference in sub regulation (1) to all the Officers does not include a reference to an Officer, who, at a meeting of the Executive Committee, would not be entitled to vote on the resolution.

#### **APPOINTMENT WAIVED**

56. All acts done by any meeting of the Executive Committee or of a committee of the Executive Committee or by any person acting as an Officer are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be, or to act as, an Officer or committee member, or that a person so appointed was disqualified, are valid as if the person had been duly appointed and was qualified to be an Officer or committee member.

#### **SEAL**

57. (1) The Executive Committee shall provide for the safe custody of the Seal.
- (2) The Seal shall be used only by the authority of the Executive Committee, or of a committee of the Executive Committee authorised by the Executive Committee to use or authorise the use of the Seal.
- (3) Every document to which the Seal is affixed shall be signed by an Officer and be countersigned by another Officer, or another person

appointed by the Executive Committee to countersign that document or a class of documents in which that document is included.

### **INSPECTION OF RECORDS**

58. (1) The Executive Committee shall determine whether and to what extent, and at what time and place and under what conditions, the accounting records and other documents of the Association or any of them will be open to the inspection of Councillors.
- (2) No Member other than an Officer has the right to inspect any document of the Association except as authorised by the Executive Committee or by the Association in Council Meeting.

### **AMENDMENTS TO THE CONSTITUTION**

59. (1) The Executive Committee may when necessary propose amendments to the Constitution, provided the proposed amendments are submitted in writing to the Council at least 3 months before the Council Meeting where such amendments shall be voted upon.
- (2) Proposed amendments to this Constitution may also be submitted in writing to the Secretary General of the Association by all delegates of at least three Chapters or federation members from three NOA at least 6 months before a Council Meeting where such amendments shall be voted upon.
- (3) A copy of the proposed amendments shall be sent by the Secretary General to all Council Members at least 3 months before the Council Meeting where such amendments shall be voted upon.
- (4) Amendment of the Constitution of the Association must be by a Council Meeting or a referendum of Council Members or Plebiscite of Councillors (Rule 35) held by email, fax or mail.
- (5) Either a two-thirds vote of the Council membership present in person or by video link, at such a meeting including proxies, or referendum / Plebiscite received (59.4 above), shall be necessary to adopt any amendments to this Constitution.

### **NOTICES – GENERAL**

60. (1) A notice may be given by the Association to any member either by serving it on him or her personally or by sending it by post to him or her at his or her address as shown in the Register or the address supplied him or her to the Association for the giving of notices to him or her.
- (2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting and, in any case, at the time at which the letter would be delivered in the ordinary course of post.

## **RECIPIENTS OF NOTICES**

61. (1) Notice of every meeting of the Association shall be given in the manner authorised in Regulation 21 to:
- (a) every Councillor;
  - (b) the Auditors for the time being of the Association.
- (2) No other person is entitled to receive notices of or attend meetings of the Association.

## **SCIENTIFIC CONGRESS**

62. The Association shall hold a Congress at least every two years or at such other time as the Councillors may determine from time to time.

## **HOST CHAPTER OR NATIONAL ORTHOPAEDIC ASSOCIATION**

63. The Secretary General shall call for bids from Chapters or Federation member of a NOA to be the Host at the Scientific Congress at least 9 months prior to the meeting of the Association at which a Host Chapter is to be selected.

## **WINDING UP**

64. (1) Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being involuntarily wound up while he is a Member, or within one year after he ceases to be a Member:
- (a) for the payment of debts and liabilities of the Association contracted before the time at which he or she ceases to be a Member; and
  - (b) the costs, charges and expenses of winding up the Association and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required by the Council.
- (2) In the event that the Association is to be voluntarily wound up, such winding up shall not occur except by a two thirds majority vote of Chapters or Federation member of NOA.
- (3) Each Chapter or Federation member of NOA shall have only one vote.
- (4) Such vote must, in the opinion of the Chairman of the meeting, clearly reflect the view of the majority of members of the Chapter or Federation member of NOA so voting.
- (5) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever then, the same:

- (a) shall not be paid to or distributed among the Members of the Association, but;
  - (b) shall be given or transferred to some one or more bodies, committees, associations, societies, foundations, or institutions, corporate or unincorporated having objects similar to the Objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Regulation 5; and
  - (c) insofar as effect cannot be given to (b) then to such charitable object as is determined under this regulation.
- (6) Such bodies, committees, associations, societies, foundations, or institutions to receive property under sub regulation (5) are to be determined by the Members of the Association at or before the time of dissolution and in default of that by a Judge of the Supreme Court (or its equivalent) in the country of registration of the Association.

## **INDEMNITY**

65. Every Officer or agent of the Association shall be indemnified out of the property of the Association against any liability incurred by that Officer or agent in his or her capacity as Officer or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is under the law granted to him or her by the court.

## **AUDITORS**

66. (1) At each Annual Council Meeting of the Association the Councillors present shall elect two Auditors.
- (2) The Auditors shall as soon as is practicable, after the end of each Financial Year of the Association and also whenever requested by the President, audit the accounts of the Association and report to the Association.