



**ASIA PACIFIC ORTHOPAEDIC ASSOCIATION**  
**CONSTITUTION 2022**

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# ASIA PACIFIC ORTHOPAEDIC ASSOCIATION

## CONSTITUTION 2021

### 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 Clause 36;

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

“**Congress**” is the principal Scientific Meeting of the Association held annually between March and May or as determined by the Council in exceptional circumstances;

“**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 Clause 15;

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

“**Day**” means calendar day;

“**Delegate**” means a Delegate of a Chapter / Federation Member elected under Clause 39;

“**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 admitted by the Council as a Federation Member;

“**Federation Fellow**” means a member or fellow of a Federation Member;

“**Month**” means a calendar month;

“**National Orthopaedic Association**” (NOA) is the recognised orthopaedic association of a country, territory or area admitted by the Council as representative orthopaedic association;

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

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

“**Officer**” means an officer of the Association referred to in Clause 42;

“**Presidential Line**” means the President, First Vice President, Second Vice President and Immediate Past President;

“**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**” means the Asia Pacific Region, comprising countries within the geographical boundaries of Asia & Oceania;

“**Register**” means the register of Members;

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

“**Specialty Societies**” or “**Sections**” are organisations of Fellows pursuing activities in particular areas of Orthopaedic Surgery; the terms Societies and Sections shall have the same meaning;

“**Term**” or “**Term of Office**” is the period an officer / nominated delegate will occupy as stipulated in Clause 41 of this Constitution;

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

“**Year**” means a Financial Year;

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

Words importing any gender include the other gender.

- (2) Except so far as the contrary intention appears in these regulations, any interpretation of these Regulations rests with the Chair of the Executive Committee unless objected to 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;
  - (b) To promote professional education, research, and other interests in orthopaedic surgery;
  - (c) To share knowledge of and solutions to orthopaedic problems;

- (d) To assist member 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, which 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.
- (2) In furtherance of the Objects of the Association, the Association may undertake all such activities 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) To expend such moneys of the Association as may from time to time be necessary or desirable to further the Objects of the Association;
  - (b) To make grants of cash, equipment or assistance for the purpose of research and associated projects;
  - (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 objects;
  - (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 authority, 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;
  - (i) 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;
  - (j) To cooperate with any other organization, whether incorporated or not, whose objects are similar to those of the Association.
  - (k) To refrain from all political activity affecting any Country or Chapter.

## 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) 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 by way of assistance or by way of reimbursement 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 (NOAs) as members.
- (2) The classification and categories of members together with the rights and privileges of members may 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 General of the Association in the manner required by the Executive Committee from time to time.
- (4) Upon receipt of such application and the payment of a fee, the person or NOA shall, following the approval by 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 of APOA for at least 10 years, who has retired from active practice.
    - (iii) **Life Fellow**, being a fully qualified 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 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 qualified orthopaedic surgeon in active practice, who is a member of an organisation recognised by the Council, and who has paid the subscription set by the Executive Committee.
  - (v) **Associate Fellow**, being a doctor of a medical specialty other than orthopaedics and being a member of an organisation recognised by the Council, and who has paid the subscription set by the Executive Committee.
  - (vi) **Affiliate Fellow**, being a member of a paramedical profession, a scientist, or an organisation recognised by the Council, 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) **Federation Member**, being an organisation or a recognised National Orthopaedic Association of a country, territory, or area, within the Asia Pacific region, admitted by the Council as an Orthopaedic Association.
  - (ix) **Affiliate Federation Member**, being an organisation of a country, territory or area, outside the Asia Pacific region 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 so fixed by the Executive Committee shall be given to Members.
- (3) If an Individual Member shall fail to pay the fee 6 months after the due date (31 March), despite receiving a written reminder, that Member shall at that time cease to be a Member.
- (4) If a Federation Member shall fail to pay the fee 9 months after the due date (31 March), despite receiving a written reminder, that Federation 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, restore the status of such Member.



## **CHAPTER**

8. A Chapter comprises the APOA Fellows of a country or territory or area within the Asia Pacific Region who wish to form a Chapter.

## **ADMISSION OF A CHAPTER**

9. (1) 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 APOA Fellows who are residents of the applicant country or territory or area provided that there are ten or more such Fellows and there is a Recognised Organisation in that country, territory or area.
- (4) The petition as described in Clause 9(3) shall be supported by the signature of one Delegate from each of three other Chapters.
- (5) Admission of a Chapter shall be by a two-thirds majority of Councillors present or online, or voting by proxy at a Council meeting.

## **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 Clause 10(3)
- (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:
  - (a) No Delegate of a Chapter attends meetings of the Association held in conjunction with two successive Congresses;
  - (b) The number of Fellows from a Chapter falls below ten. At such a time, the Chapter will be given a notice period of three months and thereafter will be automatically removed.
- (4) Withdrawal of a Chapter is effective from the next ensuing meeting of the Association at which the conditions of Clause 10(2) or 10(3) have been met.
- (5) Fellows of a Chapter that has withdrawn shall continue to be Members of the Association as per their Membership category.
- (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. A Federation Member is an organisation or a recognised National Orthopaedic Association of a country, territory or area admitted by the Council as a Federation Member.

## **ADMISSION OF FEDERATION AND AFFILIATE FEDERATION MEMBERS**

13. (1) National Orthopaedic Association (NOA) 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 Federation Members.
- (4) Admission of a Federation Member shall be by a two-thirds majority of Councillors present or online 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 Fellows 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 individual members of the Association and have no legal rights in respect to the Association.

## **WITHDRAWAL OF FEDERATION AND AFFILIATE FEDERATION MEMBERS**

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 Clause 14(3).
- (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 Clause 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.
- (4) Withdrawal of a Federation Member is effective from the next ensuing meeting of the Association at which the conditions of Clause 14(2) or 14(3) have been met.
- (5) Any Delegate of a withdrawn Federation member shall cease to be a member of the Council, as per Clause 14(4). This will include Delegate(s) who may be serving on the Executive Committee, Standing Committees and Subcommittees.
- (6) Any Fellow of a Federation Member that has withdrawn, as per Clause 14(4) shall no longer be a fellow of the APOA, until he or she rejoins the Association in an individual capacity.

## **COUNCILLORS**

15. (1) The Council shall be the governing body of the Association.
- (2) Councillors of the Association shall be Fellows or Delegates from Chapters and Federation Members elected or appointed according to these regulations.
- (3) Councillors shall be confined to:
  - (a) Officers of the Association: President, First Vice President, Second Vice President, Immediate Past President, Secretary General, Treasurer and Editor.
  - (b) Three Members At Large according to Clause 42(11);
  - (c) Chairs of Standing Committees according to Clause 37(1);
  - (d) Chairs of Speciality Sections according to Clause 18(4);
  - (e) Delegates from the Chapters according to Clause 39;
  - (f) Delegates from the Federation Members according to Clause 39.
- (4) In addition to Clause 15(3) above, Fellows or Delegates of Federation Members of the Association may be co-opted by majority decision of the Executive Committee or Council 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 Members shall not have voting rights.
- (5) Only Councillors shall be eligible to receive notice of, attend, and vote at meetings of the Association pursuant to Clauses 26 and 35.
- (6) Each Councillor shall be entitled to exercise one (1) vote. A Council Member must be a paid-up Fellow or Federation Fellow of the Association.

## **REGISTER**

16. (1) The Secretary General shall keep a Register of Members and Fellows in which shall appear their names, addresses and classification.
- (2) 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 to do so 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 be empowered to establish Speciality Societies or Sections, which shall function with their own Executive Committees. Such Executive Committees shall include a Chair or President, Vice Chair or President Elect, Secretary, Treasurer and other members, as it deems fit.
- (2) The Association shall support the formation and the subsequent conduct of Specialty Societies for their development through encouragement, facilities and finances as determined by the Council.

The Specialty Sections are expected to offer assistance to the Association depending on their capacity when the Association needs it.
- (3) The establishment of any Section is by written application to the Council, supported by a Delegate of at least 3 Chapters / Federation Members and at least 30 Founding Members of the Section to be established, accompanied by a draft of the proposed constitution and approved by Council.
- (4) The Sections of the Association are currently:
  - (a) Foot & Ankle Section
  - (b) APOA Hand & Upper Limb Society
  - (c) Hip Section
  - (d) Infection Section
  - (e) Asia Pacific Knee Society
  - (f) Asia Pacific Paediatric Orthopaedic Society
  - (g) Asia Pacific Orthopaedic Research Society
  - (h) Asia Pacific Spine Society
  - (i) Sports Injury Section
  - (j) Asia Pacific Trauma Society.
  - (k) Asia Pacific Osteoporosis and Fragility Fracture Society
  - (l) Women's Advocacy Section
- (5) Each Specialty Section shall have a constitution, which is in principle aligned with the APOA Constitution. The Sections are free to amend their constitutions as they deem fit, provided that the amendments do not contravene the APOA Constitution. Such amended constitution must be submitted to the Secretary General 60 days before it becomes operational.
- (6) The Sections have the freedom to decide on their membership and may accept non orthopaedic surgeons as members. Medical doctors who are full members of a section, must be Associate Fellows of APOA; allied health practitioners, who are members of a Section, must be Affiliate Fellows of APOA.
- (7) Each Specialty Section shall advise the Secretary General of its Chair or President, who shall be an Ex-officio Councillor of the Association during his or her term.
- (8) Each Section shall submit an annual report to the Secretary General containing details of the academic activities, membership and brief financial report, 30 days before the Annual Council Meeting of the Association.
- (9) (a) Each Section shall manage its finances independently, but shall be entitled to help by the Treasurer and/or the Chair of the Finance Committee of APOA if so required. Sections requiring Secretarial & Financial assistance of the APOA Secretariat shall submit the budget and other financial documents to the Secretary General, 30 days before the Annual Council Meeting of the Association.  
  
(b) Each Section shall comply with necessary reporting requirements, as dictated by jurisdiction, to the appropriate Tax authority. Sections

managing their own finances should individually comply with this regulation.

- (10) Sections shall be provided with appropriate sessions at the Annual APOA Congress. These sessions will be organized by the Congress organizers in conjunction with the Chair of the Congress Committee and the Sectional Chairs. All Sections must participate in the Annual APOA Congress.

#### **MEETINGS OF THE ASSOCIATION**

19. (1) A Council Meeting of the Association shall be held once in every year for the purposes stated in Clause 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 online, and (subject to Clauses 39(2) and 39(3) to vote at meetings of the Association including that held at the time of the Congress) or pursuant to Clause 35.
- (4) The agenda, reports and other relevant papers shall be circulated to Councillors 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 / 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 Councillors who have, at the date of the requisition, voting rights at meetings of the Association.

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

21. (1) The minimum notice required to convene a Meeting of the Association shall be:
  - a) Annual Council Meeting (physical or hybrid) at the APOA Congress: 60 days;
  - b) Special Meeting (physical or hybrid): 60 days
  - c) Online Annual Council Meeting: 30 days;
  - d) Online Special Meeting: 30 days.
- (2) Notice of a Council / Special meeting shall specify the date and hour of the meeting. It shall also state the business to be transacted at the meeting including where appropriate consideration of accounts, the reports of the Executive Committee and auditors, the election of Officers and auditors.

#### **QUORUM**

22. (1) No business shall be transacted at any meeting of the Association unless a quorum has been established. A quorum shall be established at the beginning of a meeting.
- (2) The quorum of the Annual Council / Special Meeting shall require at least one-third of all Councillors to be represented in person or online including at least six members of the Executive Committee.
- (3) For the purpose of Clause 22(2), any one Councillor of a Chapter or Federation Member shall serve to represent the 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:
- (1) Where the meeting was convened upon the requisition of Councillors, the meeting shall be dissolved; or
  - (2) In any other case:
    - (a) 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
    - (b) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting:
      - (i) One-quarter of all Councillors present in person or online constitute a quorum;
      - (ii) Where one-quarter of all Councillors are not so present, the meeting shall be dissolved.

## **PRESIDING OFFICER**

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

## **ADJOURNMENT**

25. (1) The Chair 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 Clause 25(2), it is not necessary to give any notice of the same 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 shall be decided on a show of hands unless a poll is demanded:
- (a) By the Chair;
  - (b) By at least 2 Councillors present in person or online or by proxy.
- (2) Unless a poll is so deemed, a declaration by the Chair 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 Clause 27(2) either at once or after an interval or adjournment or otherwise as the Chair 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 Chair 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 Chair 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 Committee 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 Chair 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 appointer.
- (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 at the Annual Congress (physical or virtual) 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 Annual 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 VOTING OF COUNCILLORS**

35. (1) The Executive Committee may conduct by email, fax or online poll (or a combination of either) a vote of the Councillors to decide on a resolution.
- (2) The Executive Committee shall circulate, in such email or fax, the proposed resolution at least 30 days before such a resolution is to be voted upon.
- (3) The votes shall be counted when either all Councillors have voted or 7 days after the start of the voting process, whichever is earlier.
- (4) A resolution supported by a simple majority of the quorum of Councillors attending in person or online or by proxy, shall be deemed to be carried.



## EXECUTIVE COMMITTEE

36. (1) The Executive Committee shall consist of the
- a) Officers of the Association: President, First Vice President, Second Vice President, Immediate Past President, Secretary General, Treasurer, and Editor;
  - b) Chair of the Congress Committee;
  - c) Three Councillors elected as Members at Large. The three elected Members at Large shall be from countries not yet represented by any other members on the Executive Committee.
- (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 members 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.

## COMMITTEES

37. (1) The Association may have the following Standing Committees:-
- (i) **Congress Committee:** The Congress Committee shall consist of the Chair of the Committee, and Congress Chairs / Presidents of the two previous Congresses and two to three forthcoming Congresses. The committee will be responsible for assessing the applications, planning, and implementation of the Annual Congress. The Presidential line, Secretary General and Treasurer shall be ex-officio members of the committee.
  - (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) **Membership Committee:** The Membership Committee shall be responsible to increase membership, deal with Federation issues, and shall assist the Secretary General to deal with all matters related to membership.
  - (iv) **Education Committee:** The Education Committee shall plan and implement educational and scientific activities of the Association approved by the Council other than the Annual Congress and will coordinate the timing of all scientific meetings of the Association, including those of the Specialty Sections.
  - (v) **Newsletter & Website Committee:** The Newsletter & Website Committee shall oversee the management of the APOA website and the publication of the periodic APOA newsletter.
  - (vi) **Disaster Response Committee:** The Disaster Response Committee shall plan, oversee and coordinate APOA efforts in disaster scenarios in the APOA region. The committee shall include one member each from all the six geographical areas in the Asia Pacific region. The

objectives and SOPs should be outlined by the Council from time to time.

- (vii) **History and Archives Committee:** The History and Archives Committee shall collect and preserve materials regarding the history of APOA, give it a proper template and deliver it to Newsletter and Website committee for publication when necessary.
- (2) **Ad Hoc Committees:** The Executive Committee or Council may, from time to time, form Ad Hoc committees and delegate such powers as are appropriate.
- (3) **Election of Chair:** Chairs of all committees shall be elected by the Council from Fellows of the Association or Federation Fellows along with the Officers of the Association. They shall serve for a term of two years, contemporaneous with that of the Secretary General. They shall be eligible for re-election for a maximum of one more term. Chairs of all Standing Committees, unless otherwise specified, shall have voting rights.
- (4) **Membership of Committee.** The Chair of each committee shall appoint the members of his or her committee unless otherwise specified by specific rules or directed by the Council or the Executive Committee.
- (5) The Standing Committee shall recommend policies or decisions to be taken for approval by the Executive Committee or by the Council.

#### **YOUNG SURGEONS' FORUM (YSF)**

- 38. The Young Surgeons' Forum shall represent the interest of the young orthopaedic surgeons and trainees. They will act as a communication centre between the Council and the young orthopaedic surgeons across the Asia Pacific region.
  - (1) Membership of the YSF will be restricted to all those APOA Fellows and Trainee Fellows who are 45 years of age or younger.
  - (2) The Council of the YSF will consist of one representative nominated by the Chief National Delegate from each of the APOA Member Countries.
  - (3) The members of the YSF Council will elect the Officers of the Forum.
  - (4) The Officers of the YSF shall be the Chair, Vice Chair, and Secretary.
  - (5) The Chair of the YSF will be a member of the APOA Council but shall have no voting rights.
  - (6) The Officers of the YSF shall serve a term of two years and will not be eligible for re-election in the same position. The Chair of the YSF will not be eligible for re-election to any other position of the forum.
  - (7) The YSF will assist the Congress organisers in formulating the Young Surgeons' programme at the APOA Annual Congress.

#### **DELEGATES**

- 39.
  - (1) There shall be such numbers of Delegates for each Chapter and each Federation Member as specified in Clause 39(2) and 39(3) respectively.
  - (2) The number of Delegates for a Chapter shall be in the proportion of one Delegate for the first 10-20 Fellows of that 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 Delegates for each chapter according to paid up membership.

- (3) For Federation Members, there shall be a maximum of two (2) nominated delegates to the Council from each 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 Clause (40).
- (4) The election of the delegates and the Chief Delegates shall take place within 4 months preceding the Annual Congress.
- (5) 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.
- (6) Delegates of a Chapter, other than those provided for in Clause 39(5) shall be elected by ballot of the Fellows of the Chapter. If requested by one third of the Fellows of the Chapter, the ballot will be conducted by the Executive Committee of the Association.
- (7) One of the Delegates for each Chapter or Federation Member 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 Member, 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.
- (8) Only persons who are Fellows of the Association may be elected as Delegates.
- (9) A Delegate must remain a Fellow of the Association or a Federation Fellow during his or her term of office.
- (10) The Delegates shall serve for a term of two years, contemporaneous with that of the Secretary General and will be eligible for re-election. The Chief delegate may be re-elected for a maximum of two more terms only.
- (11) In the event that a National Orthopaedic Association wishes to become a Federation Member in addition to the local Chapter, Delegates from the local Chapter and Federation Member will sit concurrently on the Council in accordance with the Term of Office as per Clause 40.

## **TERMS OF OFFICE**

40. The term of office of Officers and other Members of the Executive Committee shall be:
- (a) Presidential line: One year.
  - (b) Secretary General, Treasurer, Chair of the Standing Committees, and Members at Large: Two years.
  - (c) Editor: Four years.

## **ELECTIONS**

41. (1) Except the Editor, the Officers of the Association, Chairs of the Standing Committees and Members at large will be elected by an online election, which will be conducted in two phases:

- a) Phase 1: Officers of the Association and Chairs of the Standing Committees.
  - b) Phase 2: Members at Large.
- (2) (a) Notification of elections with details of posts available and circulation of nomination forms must be done by the Secretary General 4 months before the scheduled Annual Council Meeting where the results of the online elections will be declared.
  - (b) Nominations should be made by two Councillors from different Chapters / Federations Members and countersigned by the Nominee.
- (3) Nominations under Clause 41(2) must be received by the Secretary General no later than 60 days before the Annual Council Meeting held in conjunction with the Annual Congress. All nominations will then be forwarded to the First Vice President for scrutiny and notification.
  - (4) Voting for both phases will be completed in a three-week period preceding the Annual Council Meeting and the results declared by the First Vice President at the meeting.
  - (5) In the event that no nomination is received for a position of Officer by the time stipulated in Clause 41(3), the Councillors may submit nominations at the Annual Council Meeting.

#### **OFFICERS & MEMBERS OF EXECUTIVE COMMITTEE**

- 42. (1) The Officers of the Association are the President, First Vice President, Second Vice President, Immediate Past President, Secretary General, Treasurer and Editor.
- (2) The Officers of the Association except the Immediate Past President, President and First Vice President shall be elected by an online electoral process held in conjunction with the Annual Congress and will keep office as per the terms specified in Clause 39
- (3) **President**
  - (a) The First Vice President shall automatically become the President at the end of the term of office of the outgoing President.
  - (b) The term of the President shall begin upon his or her induction into office by the outgoing President at the end of the Annual Congress (physical or virtual) immediately preceding his or her term and shall continue until the next Annual Congress. In the extraordinary circumstance that a Congress is not feasible, the induction of the President will be done virtually.
  - (c) The President is the Chief Executive Officer of the Association.
  - (d) He or she is an ex-officio Member of all Committees of the Association.
  - (e) He or 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 Annual Congress.

- (f) The President is not eligible for re-election as an Officer of the Association.

(4) **First Vice President**

- (a) The Second Vice President shall automatically become the First Vice President at the end of term of office of the outgoing President.
- (b) The First Vice President shall assist the President in the activities of the Association pertaining to affairs of the association.
- (c) When the President is unable to perform his or her duties due to absence, illness or incapacity, the First Vice President shall serve as acting President until the end of the term after which he or she will formally assume the position of President.
- (d) The term of the First Vice President shall be contemporaneous with that of the President.
- (e) When the First Vice President is unable, for some reason of absence, illness or incapacity to serve as acting President, the Second Vice President shall serve until the end of the term after which he or she will formally assume the position of First Vice President.
- (f) He or she shall represent the President and the Association at meetings and congresses of other orthopaedic associations, if the President is unable to do so.

(5) **Second Vice President**

- (a) The Second Vice President shall be a Life Fellow of the Association and elected by the Council.
- (b) The election of the Second Vice President is to be held online by the following process.
  - i. The nominee for the incoming Second Vice President cannot be from the same Chapter or Federation as any member of the current Presidential line.
  - ii. Nomination shall be by two APOA Councillors, from different Chapters / Federations (NOA) at least 60 days before the Annual Council Meeting.
  - iii. The nominee must be a person who has served on the Council for at least one term and attended at least four Executive / Council meetings.
  - iv. The nominee must accept the nomination and provide a brief Curriculum Vitae and a vision or action plan for APOA during the term of office to the Secretariat no later than 60 days before the Annual Council Meeting and the Secretariat shall circulate the material to all Councillors within 2 weeks of end of nominations.
  - v. In the event of the election being tied between 2 candidates the APOA President shall have the final casting vote.
- (c) The Second Vice President shall assist the President in all activities of the Association, pertaining to the affairs of the Association
- (d) He or she shall represent the President and the Association at meetings and congresses of other orthopaedic associations if the First Vice President is unable to do so.

(6) **Secretary General**

- (a) The Secretary General shall be elected by the Council from Fellows of the Association or Federation Fellows. The nominee must be a person who has served on the Council for at least one term and attended at least four Executive / Council meetings.
- (b) He or she shall serve for the term of office of two years and be eligible for re-election for one more term only.
- (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.

(7) **Treasurer**

- a) The Treasurer shall be elected by the Council from Fellows of the Association or Federation Fellows. The nominee must be a person who has served on the Council for at least one term and attended at least four Executive / Council meetings.
- b) He or she shall serve for a term of office of two years and shall not be eligible for re-election.
- 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.

(8) **Editor**

- (a) The Editor of the official journal of the Association, the Journal of Orthopaedic Surgery, shall be nominated by the Executive Committee from Fellows of the Association or Federation Fellows and approved by the Council.
- (b) He or she shall serve for a term of office of four years and be eligible for re-nomination. The number of terms of office may be determined by the Executive Committee and endorsed by the Council from time to time.
- (c) The Editor shall be responsible for the scientific content and general quality of the official Journal of the Association and shall be the Chair of the Editorial Board of the Journal of Orthopaedic Surgery.

(9) **Immediate Past President**

The term of office is contemporaneous with the succeeding President.

(10) **Chair of the Congress Committee**

- a) The Chair of the Congress Committee shall be elected by the Council from Fellows of the Association or Federation Fellows. The nominee must be a person who has served on the Council for at least one term and attended at least four Executive / Council meetings.

- b) He or she shall serve for the term of office of two years and be eligible for re-election for one more term only.
- c) He or she will be responsible for assessing the Congress bids, and for overall planning and implementation of the Annual Congress. He shall report on the progress of the congress organisation to the Executive Committee and to the Council.
- d) He or she shall be assisted by members of the Congress Committee and the APOA Congress Secretariat.

**(11) Members at Large**

- (a) Three Members at Large shall be elected by the Council from Fellows of the Association or Federation Fellows. The nominees must be persons who have served on the Council for at least one term and attended at least four Executive / Council meetings.
- (b) The Members shall be elected, by the second phase of online elections, from Chapters / Federation Members which are not already represented in the Executive Committee.
- (c) The Members shall serve for the term of office of two years and shall not be eligible for re-election.
- (d) The Members shall assist the Officers of the Association in the day to day activities and decisions of the Association and shall have voting rights in the Executive Committee / Council.

**REMOVAL AND APPOINTMENT DURING TERM**

43. (1) The Council may remove an Officer for due cause by three-fourths of the Council members present in person or online or by proxy. 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 Federation Members.
- (2) The Executive Committee may at any time appoint any Fellow or nominated Delegate from a Federation member to be an Officer to fill a casual vacancy.
- (3) The person so appointed under Clause 43(2) is subject to retirement at the same times as if he or she 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 Clause 43(2) holds office only until the next Annual Council Meeting held in conjunction with the Annual 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 Clause 43(2).

**VACANT OFFICE**

44. The office becomes vacant if the Officer:
- (1) 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;
  - (2) Resigns his or her office by notice in writing to the Association;

- (3) Is absent without consent of the Executive Committee from meetings of the Executive Committee held during a period of 6 months;
- (4) 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**

45. (1) The Executive Committee acts on behalf of the Council and is responsible to the Council.
- (2) The Executive Committee shall manage the business of the Association, pay all expenses incurred in promoting and forming the Association, and may exercise all powers permitted by these Regulations.

#### **POWER OF ATTORNEY**

46. (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**

47. 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**

48. (1) The Executive Committee may meet for the dispatch of business and adjourn and otherwise regulate their meetings, as they deem fit. This includes online meetings, emails, telephone or any other means of communication.
- (2) Two Officers may, at any time, request a meeting and the Secretary General shall on the requisition of those Officers, convene a meeting of the Executive Committee.

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

49. (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 Chair of the meeting, in addition to his or her deliberative vote (if any), has a casting vote.

#### **DISCLOSURE OF INTERESTS**

50. (1) An Officer should declare any known or potential conflict of interest and shall not vote in respect of any contract or proposed contract with the Association in which he or she has a direct or indirect interest, including any matter arising out of such a contract.



- (2) If he or she votes in contravention of Clause 50(1), his or her vote shall not be counted.

#### **ALTERNATE OFFICERS**

51. (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 is entitled to attend and vote.
- (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.
- (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**

52. At a meeting of the Executive Committee, the number of members whose presence is necessary to constitute a quorum is such number as is determined by the Council and, unless otherwise determined, is six.

#### **EXECUTIVE COMMITTEE VACANCIES**

53. (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.

#### **CHAIR OF EXECUTIVE COMMITTEE MEETINGS**

54. (1) The President of the Association or failing him the First Vice President or failing him the Second Vice President will be the chair of meetings of the Executive Committee.
- (2) Where a meeting of the Executive Committee is held and the chair provided by Clause 54(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 the chair of the meeting

#### **DELEGATION OF POWER**

55. (1) The Executive Committee may delegate any of their powers to an Ad Hoc Committee or committees consisting of such of their number and Co-opted 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 chair of such committees unless it chooses not to, in which case the committee members will elect one of their number as chair of their meeting.
- (4) Where such a meeting is held, and:
  - (a) A chair has not been elected as provided by Clause 55(3) or
  - (b) The chair is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act,

The committee members present shall elect one of their number to be chair of the meeting.
- (4) Questions arising at a meeting of a committee shall be determined by a majority of votes of the committee members present and voting.
- (5) In case of an equality of votes, the chair, in addition to his or her deliberative vote (if any), has a casting vote.

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

56. (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 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 Clause 56(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 Clause 56(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.

#### **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 a 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 by the Secretary General, to the Council at least 90 days before the Council Meeting or online voting 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 at least 6 months before a Council Meeting where such amendments shall be voted upon.
- (3) Amendment of the Constitution of the Association must be by a Council Meeting or a referendum of Council Members or Voting of Councillors (Clause 35) held by email, fax or online poll.
- (4) A two-thirds vote of the Councillors voting present in person or online, at such a meeting including proxies, 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 to him or her at his or her address as shown in the Register or the address supplied him or her to the Association.
- (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 Clause 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 an Annual Congress in the months of March to May. In the event that a physical congress is not possible, the Association shall make all efforts to conduct an online APOA Congress.

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

63. (1) The Secretary General shall call for bids from Chapters or Federation Members to

be the Host at the Scientific Congress at least 6 months prior to the meeting of the Association at which a Host City is to be selected.

- (2) The Annual Congress host will be selected by a majority decision of the Council at the Annual Council Meeting 3 years in advance.
- (3) The organisation of the Annual Congress shall be done centrally by the Association under the supervision of the Congress Committee and in conjunction with the local organising committee.
- (4) Congress President

The Congress President shall:

1. Be nominated by the Chapter/Federation Member hosting the Annual Congress and approved by the Council.
2. Start his or her term at the completion of the last Congress before the Congress he or she runs.
3. Be responsible to the Executive Committee and Council on all matters concerning the Congress, including scientific programme and budgetary matters.
4. Be a non-voting, invited member of the Executive Committee.

## **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 or she is a Member, or within 1 year after he or she 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;
  - (b) For 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 Members.
- (3) Each Chapter or Federation Member shall have only one vote.
- (4) Such vote must, in the opinion of the Chair of the meeting, clearly reflect the view of the majority of Chapters or Federation Members, 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 Clause 65(5); and

(c) Insofar as effect cannot be given to (b) then to such charitable object as is determined under Clause 65.

(6) Such bodies, committees, associations, societies, foundations, or institutions to receive property under Clause 65(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.