

A Company limited by Guarantee
CONSTITUTION OF AUSTRALIAN ORTHOPAEDIC ASSOCIATION

1 INTERPRETATION

- 1.1 The name of the company is the 'Australian Orthopaedic Association'.
- 1.2 In this Constitution:
- 'Annual General Meeting'** means the annual general meeting of the Association held in accordance with this Constitution and the Corporations Act;
- 'Association'** means the Australian Orthopaedic Association;
- 'Board'** means the Board of Directors for the time being of the Association;
- 'Branch'** means a Branch of the Association;
- 'Branch Director'** means a director of the Association representing a Branch;
- 'Case to answer'** means a case which on its face is not vexatious, and which raises issues upon which it is appropriate to seek a response from the Member concerned;
- 'Chair of Audit and Risk'** means the Chair of the Audit and Risk Committee of the Association appointed in accordance with clause 15.11;
- 'Company Secretary'** means any person appointed in accordance with clause 13.20;
- 'Complaint'** means a complaint against a Member or a document comprising details of a complaint;
- 'Corporations Act'** means the *Corporations Act 2001* (Cth), as amended or modified from time to time;
- 'Director'** means any person occupying the position of director of the Association;
- 'General Meeting'** means any general meeting held in accordance with this Constitution and the Corporations Act;
- 'Finding of professional misconduct'** means a finding of professional misconduct by a Medical Registration Authority or statutory body responsible for making findings in relation to the conduct of medical practitioners, and includes a finding by such bodies of infamous conduct in a professional respect, unsatisfactory professional conduct or other similar findings;
- 'Medical Registration Authority'** means the relevant Federal and/or State authority responsible for registration and regulation of medical practitioners;
- 'Member'** means a member of the Association for the time being, unless the context indicates otherwise;
- 'Member entitled to vote'** means a Fellow, Life Fellow or Senior Fellow;
- 'Presidential Line'** means the President, First Vice-President and Second Vice-President;
- 'Presidents and State Chairs' Committee'** means the Committee comprised of the Presidential Line and the Chief Executive Officer and the State Chair of each Branch;
- 'Seal'** means the common seal of the Association; and
- 'State Chair Director'** means the person elected or appointed as such in accordance with clause 14.1.
- 1.3 Unless a contrary intention appears from this Constitution, an expression in a provision of this Constitution has the same meaning as a corresponding provision if any in the Corporations Act.
- 1.4 A reference in this Constitution to a State also includes a reference to a Territory of Australia.
- 1.5 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Association.

2 OBJECTS, POWERS, ASSETS AND LIABILITIES

Objects

- 2.1 The objects for which the Association is established are:
- (a) To advance the practice of orthopaedic surgery;
 - (b) To promote research into musculoskeletal conditions;

- (c) To foster scientific interchange between orthopaedic surgeons;
- (d) To act as an authority and adviser in relation to musculoskeletal conditions and orthopaedic surgery;
- (e) To foster and maintain the highest standard of surgical practice and ethics in orthopaedic surgery;
- (f) To provide postgraduate education in orthopaedic surgery and, as necessary, accreditation in orthopaedic surgery;
- (g) To support orthopaedic humanitarian initiatives in Australia and overseas; and
- (h) To do all things incidental or conducive to the attainment of these objects.

Legal Capacity and Powers

2.2

- (a) Subject to clause 2.2(b), in pursuing the attainment of the above objects, the Association has, both within and outside Australia, the legal capacity of a natural person and body corporate and, without limiting the generality of the foregoing, has both within and outside Australia, the power to:
 - (i) issue debentures of the Association;
 - (ii) grant a circulating security interest over the property of the Association; and
 - (iii) do any other act that it is authorised to do by any other law (including a law of a foreign country).
- (b) The Association may only invest its funds in investments authorised by the law of Australia or any of its States or Territories for the investment of trust funds.

Income and Property

2.3

- (a) The income, property and profit of the Association will only be applied towards the promotion of the objects of the Association set out in clause 2.1.
- (b) No income or property may be paid or transferred directly or indirectly to any Member of the Association while it is operating except for payments to a Member in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association.

Liability of Members on a Winding-up

2.4 If the Association is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Association for the:

- (c) payment of debts and liabilities of the Association (contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding-up; and
- (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).

Surplus Assets on a Winding-up or Dissolution

2.5 If any surplus remains following the winding-up of the Association, the surplus will not be paid to or distributed amongst the Members but will be given or transferred to another body which, by its constitution, is:

- (a) required to pursue charitable objects similar to the objects of the Association;
- (b) required to apply its profits (if any) or other income in promoting its objects; and
- (c) prohibited from making any distribution of its income or property to its members,

such body corporate to be determined by the Board at or before the winding-up, and in default, by application to the Supreme Court of New South Wales for determination.

Keeping of Accounts

- 2.6 True accounts shall be kept of the sums of money received and expended by the Association, the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the Members.
- 2.7 At least once each year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditors.

3 CATEGORIES OF MEMBER

- 3.1 The number of Members of the Association is unlimited.
- 3.2 Members shall be those persons admitted to membership in accordance with this Constitution. All Members agree to be bound by this Constitution and any regulations made pursuant to this Constitution.
- 3.3 The membership of the Association is divided into the following categories of Members:
- (a) Fellow;
 - (b) Honorary Fellow;
 - (c) Life Fellow;
 - (d) Corresponding Fellow;
 - (e) Senior Fellow;
 - (f) Affiliate;
 - (g) Associate;
 - (h) Senior Affiliate; and
 - (i) International Affiliate.

Fellow

- 3.4 Unless the Board decides to exercise its discretion to vary all or any of the requirements which follow, Fellows shall be persons:
- (a) who are Australian registered medical practitioners; and
 - (b) who possess a higher surgical qualification in orthopaedic surgery which is accepted and recognised by the Board as demonstrating an advanced level of skill and expertise in orthopaedic surgery; and
 - (c) who comply with continuing education requirements as specified by the Board; and
 - (d) who have satisfied the Board's criteria from time to time of their proficiency and training in the principles and practices of orthopaedic surgery; and
 - (e) upon whom Fellowship of the Association has been conferred in accordance with this Constitution and who therefore has the right, so long as he or she remains a Fellow, to use the post-nominal "FAOrthA".

Honorary Fellow

- 3.5 Honorary Fellows are scientists, medical practitioners and persons practising in related disciplines and distinguished public figures recognised by the Association for their contributions to orthopaedic surgery, other branches of surgery, medicine or human endeavour and who have been made an Honorary Fellow in accordance with this Constitution. Honorary Fellowship is an accolade of the highest order of the Association.

Life Fellow

- 3.6 Life Fellows are Fellows whom the Association considers have given long and faithful service to the Association and who have been made a Life Fellow in accordance with this Constitution.

Corresponding Fellow

- 3.7 Corresponding Fellows are distinguished surgeons or persons practising in related disciplines not residing in Australia and who have been made a Corresponding Fellow in accordance with this Constitution.

Senior Fellow

- 3.8 Senior Fellows are Fellows who have reached 70 years or Fellows under 70 who have resigned from clinical practice due to ill health, who are deemed worthy by the Board of election as Senior Fellows, and who have been made a Senior Fellow in accordance with this Constitution.

Affiliate

- 3.9 Affiliates are:
- (a) medical practitioners not practising orthopaedic surgery but with an interest in an area related to orthopaedic surgery; or
 - (b) scientists, both medical and non-medical, with an interest in a field related to orthopaedic surgery but who are not practising in the area of orthopaedic surgery; or
 - (c) such other persons as the Board in its absolute discretion shall consider appropriate for membership,
- and who have been elected an Affiliate in accordance with this Constitution.

Associates

- 3.10 Associates are registered medical practitioners who are being trained in orthopaedic surgery by the Association and who are Associates in accordance with this Constitution.

Senior Affiliate

- 3.11 Senior Affiliates are Affiliate Members or former Affiliate Members who are at least 70 years old and who are deemed worthy by the Board of election as Senior Affiliates and who have been elected as such in accordance with this Constitution.

International Affiliate

- 3.12 International Affiliates are orthopaedic surgeons:
- (a) not resident in Australia; and
 - (b) who are full members of the orthopaedic association of their country of residence,
- and who have been elected an International Affiliate in accordance with this Constitution.
- 3.13 International Affiliates retain membership only on an annual basis subject to the payment of an annual subscription.

4 MEMBERSHIP ENTITLEMENTS & PRIVILEGES

Notices

- 4.1 All Members shall be entitled to receive notices and other information issued to the Members by the Association including notices of all General Meetings.

Attendance at General Meetings

- 4.2 All Members are entitled to attend and speak at General Meetings.

Voting Right

- 4.3 Only Fellows, Life Fellows and Senior Fellows are entitled to vote at General Meetings.

Eligibility for Directors and Office Bearers

- 4.4
- (a) Subject to clauses 4.4(b) and 4.4(c), only Fellows, Life Fellows and Senior Fellows are entitled to hold office as a Director or participate in meetings of the Board.
 - (b) General Directors do not need to be a Fellow, Life Fellow or Senior Fellow.
 - (c) Subject to clause 13.3, the Association considers it desirable that a candidate for the position of Second Vice-President has experience and expertise that satisfies at least one of the following:
 - (i) is a Fellow, Life Fellow or Senior Fellow who has previously served as an Office Bearer or member of a Committee of the Board; or
 - (ii) has served a minimum term of 2 years as State Chair and has been a member of State Branch Executive, including any term as State Chair, for a minimum term of 4 years; or
 - (iii) has served a minimum term of 2 years in an office bearer role on a State Committee and has been a member of State Branch Executive, including any term as an office bearer, for a minimum term of 4 years; or
 - (iv) has served a minimum term of 3 years as an Office Bearer or Director on the Board; or
 - (v) has served a minimum term of 3 years as a Chair of a Board Committee; or
 - (vi) has not less than 3 years' experience as a director of a public company and/or a not-for-profit entity,provided that the relevant term or period ceased not greater than 5 years before the date on which nominations are called pursuant to clause 14.9.

Scientific Privileges

- 4.5 All Members shall be accorded the scientific privileges of the Association. Such privileges include an entitlement to receive all notices of scientific meetings and to attend such meetings. The Board may in its absolute discretion waive a registration fee for a particular Senior Fellow or Senior Affiliate either generally or in relation to a particular scientific meeting.

Rights and Privileges Personal

- 4.6 The rights and privileges of a Member shall be personal to the Member and shall not be transferable by an act of the Member or by operation of law.
- 4.7 All persons who are accepted as Members of the Association shall be bound by this Constitution.

5 MEMBERSHIP—CONFERRAL OF MEMBERSHIP

- 5.1 The Board, or its delegate, may confer the following categories of membership in accordance with this Constitution and such regulations as approved by the Board:
- (a) Fellow
 - (b) Honorary Fellow
 - (c) Life Fellow
 - (d) Senior Fellow
 - (e) Corresponding Fellow
 - (f) Affiliate
 - (g) Senior Affiliate
 - (h) International Affiliate
- 5.2 Associate Membership shall be conferred automatically during the period while the candidate is in an accredited post of any training program that the Association conducts.

6 MEMBERSHIP—APPLICATION FOR MEMBERSHIP

- 6.1 Applications for membership shall be submitted in accordance with the requirements as determined by the Board.

7 MEMBERSHIP—SUBSCRIPTION

- 7.1 Subject to clause 7.2, each Fellow, Affiliate, Associate and International Affiliate shall pay to the Association an annual subscription of such amount, in such manner and on such date or dates as the Board or any committee of the Board authorised by the Board, may from time to time determine. Annual subscriptions are not payable by persons in other membership categories.
- 7.2 The Treasurer may in their absolute discretion waive or suspend the whole or part of any subscription or fee payable by a Member.
- For information purposes the Treasurer shall report to the Board from time to time on any decisions made pursuant to this clause 7.2.
- 7.3 Members who are in arrears with subscriptions two years after they first become due shall automatically cease to be Members. Such ex-Members may seek to be reinstated as a Member within twelve months of ceasing to be a Member on payment of subscription arrears together with interest at the rate of 10% per annum on the arrears outstanding, upon making formal application to the Company Secretary.
- 7.4 After a period of three years of unpaid subscriptions, all entitlements to resumption of membership lapse automatically and future applications for membership will be considered as *de novo* applications.

8 BRANCHES OF THE ASSOCIATION

- 8.1 A Branch of the Association may, subject to this Constitution, be formed in each State where there are 5 or more Fellows. The formation of a Branch shall require the approval of the Board. Upon its formation all Members of the Association residing in that State will automatically become entitled to join the Branch by making written application to the Secretary of the Branch. A Member may belong to only one Branch.
- 8.2 Each Branch shall have its own Branch Committee comprising at the very least, a Branch Chair, Branch Honorary Secretary, Branch Honorary Treasurer, Regional Chair of Training and Branch Scientific Secretary. The first Branch Chair, Branch Honorary Secretary, Branch Honorary Treasurer, Chair of Training and Branch Scientific Secretary shall be elected at the first meeting of the Branch Committee held after its formation. The term of office and method of election of officers of the Branch Committee shall be determined by the rules of the Branch Committee.
- 8.3 The Branch Committee shall be entitled to make such rules as it may deem necessary for the proper conduct of its affairs. The Branch Committee shall not, however, be entitled to make any rule which is inconsistent with this Constitution or any Regulations made pursuant to this Constitution. A copy of any rules made by a Branch (and any amendments to those rules) shall be forwarded with expedition to the Board and shall only take effect when approved by the Board.
- 8.4 Each Branch shall supply to each meeting of the Board, a Branch Chair's Report. An audited Branch Treasurer's Report shall also be provided to the Company Secretary at least one month prior to the Board's October meeting.
- 8.5 A Branch or a Branch Committee, unless acting under or pursuant to a function conferred upon it by this Constitution or any Regulations made thereunder, shall in no circumstances be deemed to be the agent of the Board or the Association or to have the authority to represent or bind the Board or the Association in any manner whatsoever.

9 TERMINATION OF MEMBERSHIP

- 9.1 Membership of the Association shall cease in any of the following events:
- (a) if a Member is in arrears with their annual subscription two years after it first became due; or
 - (b) if a Member gives notice in writing to the President or Chief Executive Officer resigning from membership of the Association; or
 - (c) if, in the opinion of the Board, the Member ceases to hold all or any of the qualifications necessary for membership including compliance with continuing education requirements as specified by the Board; or
 - (d) by expulsion from the Association in accordance with clause 10; or
 - (e) if the Member dies.
- 9.2 A person who ceases to be a Member for any reason shall remain liable to the Association for any monies due to the Association under this Constitution.
- 9.3 A person who has ceased to be a Member for any reason may re-apply for membership provided all conditions of membership are met.

10 MEMBERSHIP—DISCIPLINARY PROCEEDINGS

- 10.1 A Member may be counselled, censured, suspended or expelled from the Association if the Member:
- (a) wilfully neglects or refuses to comply with this Constitution (including the non-payment of annual subscription or other monies due to the Association); or
 - (b) is guilty of conduct which, in the opinion of the Board, is prejudicial to the interests of the Association and/or the medical profession or which is likely to bring the Association and/or the medical profession into disrepute. Such conduct may include but is not limited to:
 - (i) convictions for indictable offences;
 - (ii) convictions for offences under the *Health Insurance Act 1973* (Cth); or
 - (iii) findings of professional misconduct.

- 10.2 A complaint, which may be made by any person or persons to the Association against a Member, shall be referred to the Chair of Professional Conduct and Standards of the Association. No complaint shall be entertained unless it is in writing and the name and address of the person or persons making the complaint has been received by the Association. Confidentiality shall be observed until the conclusion of the matter or a determination by the Board under clause 10.12 (whichever first occurs) subject to the entitlement of the Member to full details of the complaint including the name and address of each complainant.
- 10.3 The Professional Conduct and Standards Committee of the Board shall act as the Committee investigating the complaint, upon referral by the Chair of Professional Conduct and Standards.
- 10.4 Upon receipt of a complaint, the Professional Conduct and Standards Committee shall decide whether there is a case to answer in respect of such complaint.
- 10.5 Where a complaint contains an allegation which, if established may result in a finding of professional misconduct, the Professional Conduct and Standards Committee, having first obtained the Board's approval, may without proceeding further, forward the complaint to the Medical Registration Authority or other appropriate regulatory body of the Member who is the subject of the complaint. The Professional Conduct and Standards Committee shall notify the Member and the complainant of action taken pursuant to this clause, but only after receipt of the complaint has been acknowledged by the Medical Registration Authority or other appropriate regulatory body to whom the complaint was sent.
- 10.6 If, subject to clause 10.5, it is decided that there is a case to answer, the Professional Conduct and Standards Committee shall forward details of the complaint and the issues raised by the complaint to the Member concerned seeking the Member's written submission in respect of such complaint within 14 days of notice of the complaint being given to the Member.
- 10.7 Upon receipt of such written submission or if none is received within 14 days of notice of the complaint being given to the Member, the Professional Conduct and Standards Committee may:
 - (a) take no action and inform the Member;
 - (b) counsel the Member; and/or
 - (c) refer the matter for further investigation by the Professional Conduct and Standards Committee.
- 10.8 The Professional Conduct and Standards Committee shall give to the Member who is the subject of the complaint at least 30 days written notice of:
 - (a) the intention of the Professional Conduct and Standards Committee to hold a meeting to consider the matter;
 - (b) the time, date and place of the inquiry;
 - (c) particulars of the matter under consideration; and
 - (d) the Member's right to attend and give oral and written submissions at (or in respect of written submissions prior to) that inquiry.
- 10.9 At the inquiry, the Professional Conduct and Standards Committee shall give the Member an opportunity to be heard and shall give due consideration to any written submission tendered by the Member to the Professional Conduct and Standards Committee at or prior to that inquiry. The Professional Conduct and Standards Committee is not bound by the rules of evidence and may inform itself of any matter that it considers fit.
- 10.10 The Professional Conduct and Standards Committee and/or the Member the subject of the complaint shall be entitled to legal or other representation.
- 10.11 At the conclusion of the consideration of the matter by the Professional Conduct and Standards Committee, the Professional Conduct and Standards Committee may do one or more of the following:
 - (a) take no further action and inform the Member; or
 - (b) counsel the Member; or
 - (c) refer the matter to the Board for further action.

Expulsion by Board

- 10.12 Upon referral of a matter by the Professional Conduct and Standards Committee to the Board under clause 10.11(c), the Board may in its absolute discretion determine to:
- (a) take no further action;
 - (b) counsel the Member;
 - (c) censure the Member;
 - (d) suspend the Member from all or any privileges of membership for such period as it considers appropriate; or
 - (e) make an order that the Member be expelled from the Association.
- 10.13 No order shall be made against a Member under clause 10.12 except by the vote of a majority of at least three quarters of the Members of the Board present and eligible to vote at such meeting.
- 10.14 The President shall notify the Member of the Board's findings and any determination under clause 10.12 within 7 days of the determination.
- 10.15 The Board may, in its absolute discretion, give notice of or publish or communicate its findings and any determination made under clause 10.12 against any Member in such manner as it considers appropriate.
- 10.16 Subject to clause 10.18, any Member suspended or expelled shall, within 14 days of suspension or expulsion, return to the Chief Executive Officer their Certificate of Fellowship or other membership and shall not thereafter hold himself or herself out to be a Member of the Association until such time as their membership of the Association is reinstated.

Appeal against Expulsion

- 10.17 An order for expulsion takes effect 14 days after the date upon which notice of it is deemed to have been effected (under this Constitution) unless within that time the Board receives a request in writing from the Member to submit the question of their expulsion to a General Meeting.
- 10.18 Upon making a request in accordance with clause 10.17, the Member shall retain all rights and privileges of membership until such time as the issue has been determined in General Meeting.
- 10.19 The Board shall, upon receipt of a written request under clause 10.17, hold a General Meeting to consider the matter within 12 weeks from receipt of the request. At such meeting, the Member whose expulsion is under consideration shall be given the opportunity to explain their conduct to those present.
- 10.20 A quorum for a General Meeting called for this purpose shall be:
- (a) 25% in number of the Fellows, Life Fellows and Senior Fellows of the State in which the Member practises; and
 - (b) one-half of the Board, voting in person.
- All Fellows, Life Fellows and Senior Fellows may vote at this meeting notwithstanding any previous involvement by them in the investigation, consideration or determination of the matter under review.
- 10.21 If, at such meeting, a resolution for expulsion is passed by a majority of at least two-thirds of those present and voting (such vote to be taken by ballot), then the Member shall be expelled forthwith. Thereafter the Member shall:
- (a) within 7 days of the General Meeting return to the Chief Executive Officer their Certificate of Fellowship or other membership; and
 - (b) not thereafter represent himself or herself to be a Member of the Association, and
 - (c) within 14 days of the General Meeting pay all costs associated with the calling and holding of the General Meeting.
- 10.22 Any person who shall by any procedure or for any reason cease to be a Member shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of that person ceasing to be a Member are due from and payable by the Member to the Association.

Reinstatement

- 10.23 Subject to clause 7.3, a Member who has been suspended or expelled under this Constitution may be reinstated as a Member of the Association at the discretion of the Board and upon such terms as the Board in its absolute discretion considers appropriate.

11 GENERAL MEETINGS

- 11.1 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Corporations Act at such time and place as the Board may determine.
- 11.2 All business transacted at a General Meeting shall be special business. All business transacted at an Annual General Meeting shall be special business with the exception of:
- (a) the consideration of the accounts, balance sheets and report of the Board and auditors;
 - (b) the notification of the election or appointment of officers and other members of the Board in the place of those retiring; and
 - (c) the appointment of the auditors.
- 11.3 The Board must call and arrange to hold a General Meeting on the request of:
- (a) members with at least 5% of the votes that may be cast at the General Meeting; or
 - (b) at least 100 members who are entitled to vote at the General Meeting,
- within 21 days of the Association receiving a request pursuant to this clause 11.3. The meeting is to be held not later than 2 months after the request is given to the Association.
- 11.4 Subject to clauses 11.5, 11.6 and 11.7, the Company Secretary shall, upon the written request of a Director, convene a General Meeting to be held on such day and at such hour and place as the Board may determine.
- 11.5 A Director who wishes to make a written request to the Company Secretary to convene a General Meeting in accordance with clause 11.4 must, prior to making such a request, first requisition the Company Secretary to convene a meeting of the Board.
- 11.6 At a meeting of the Board convened in accordance with clause 11.5 the Director that requisitioned the meeting must present to the Board their reasons for seeking to convene a General Meeting.
- 11.7 Notwithstanding any other clause of this Constitution, a meeting of the Board convened in accordance with clause 11.5 must be held within 2 weeks of the requisition to the Company Secretary by the Director.
- 11.8 Any requisition for a General Meeting made in writing by the Members under the Corporations Act shall state the objects of the meeting proposed to be called and shall be left at the office of Association addressed to the Company Secretary.
- 11.9 Upon the receipt of such requisition, the Board must direct the Company Secretary to convene a General Meeting in accordance with the Corporations Act.
- 11.10 Members with more than 50 per cent of the votes of all Members who make a request under clause 11.3 may call and arrange to hold a General Meeting if the Board does not do so within 21 days after the requisition is given to the Association. Such meeting must be called in the same way, so far as is possible, in which General Meetings of the Association may be called and such General Meeting must be held not later than three months after the requisition is given to the Association.
- 11.11 Subject to the Corporations Act, an accidental omission to give notice of a General Meeting to any person entitled to receive that notice or the non-receipt by any person entitled to receive that notice does not invalidate the proceedings or any resolutions passed at a General Meeting.
- 11.12 Subject to clause 11.13, at least 21 days' notice must be given of a General Meeting to each Member, each Director and the auditor. The notice must specify:
- (a) the place of the meeting;
 - (b) the day and time of the meeting;
 - (c) in the case of special business, the general nature of that business; and
 - (d) all other matters that the Corporations Act requires the notice to specify.
- 11.13 Subject to clause 11.14, the Association may call on shorter notice:
- (a) an Annual General Meeting, if all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; and
 - (b) a General Meeting if Members with at least 95 per cent of the votes that may be cast at the General Meeting agree beforehand.
- 11.14 The Association cannot call an Annual General Meeting or General Meeting on shorter notice if the meeting is a meeting at which a resolution will be moved to:
- (a) remove a Director under section 203D of the Corporations Act;
 - (b) appoint a Director in place of the Director removed under section 203D of the Corporations Act; or
 - (c) remove the auditor under the Corporations Act.

12 PROCEEDINGS AT GENERAL MEETINGS

Quorum

- 12.1 No business shall be transacted at any General Meeting unless a quorum of Members entitled to vote is present at the commencement of the meeting.
- 12.2 Unless otherwise provided in this Constitution, 50 Members entitled to vote and present in person or by proxy or by attorney shall constitute a quorum.

Lack of Quorum

- 12.3 If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting if convened upon a requisition pursuant to clause 11.3 or 11.4 shall be dissolved. In the case of an Annual General Meeting, it shall stand adjourned to such other day, time and place as the Board shall determine. If at that adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or by proxy (being not less than 5% in number of Members entitled to vote) shall constitute a quorum. If less than 5% in number of Members entitled to vote are present either in person or by proxy, the meeting shall be dissolved.

Technology

- 12.4 The Association may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate. In this regard, the Association has adopted an Electronic Meeting & Voting Protocol, which is annexed to this Constitution.

Chair

- 12.5 A General Meeting shall be chaired by:
- (a) the President;
 - (b) if the President is not present within 15 minutes after the scheduled commencement of the meeting, or is unable or unwilling to act, the First Vice-President;
 - (c) if the President and First Vice-President are absent or unable or unwilling to act, the Second Vice-President; or
 - (d) if the President, First Vice-President and Second Vice-President are absent or unable or unwilling to act, the Members present in person and entitled to vote shall elect one of their number to be the Chair of the meeting.

Adjournment of Meetings

- 12.6 The Chair may, with the consent of any General Meeting at which a quorum is present, and must if directed by the General Meeting, adjourn the General Meeting to another time and to another place.
- 12.7 The only business that may be transacted at an adjourned meeting is the business left unfinished at the General Meeting from which the adjournment took place.
- 12.8 Notice of an adjourned meeting need only be given in accordance with clause 11.12 if a General Meeting has been adjourned for 30 days or more.

Voting

- 12.9 At any General Meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded pursuant to clause 12.16 or unless voting is to be undertaken electronically in accordance with the Electronic Meeting & Voting Protocol, which is annexed to this Constitution.
- 12.10 Unless a poll is so demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the General Meetings of Members shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 12.11 Subject to this Constitution, every Member entitled to vote and present in person has one vote on a show of hands and every Member entitled to vote either present in person, by proxy or by attorney has one vote on a poll.
- 12.12 If there is an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a second or casting vote.
- 12.13 No Member shall be entitled to attend or vote at any General Meeting if their annual subscription is more than one month in arrears at the date of the meeting.
- 12.14 An objection to the qualification of a voter may only be raised at the General Meeting or adjourned meeting at which the voter tendered its votes. An objection must be referred to the Chair whose decision, if made in good faith, is final. A vote which the Chair does not disallow because of an objection is valid for all purposes.

Conduct of a Poll

- 12.15 A poll on the election of a Chair or on a question of adjournment shall be taken immediately.
- 12.16 A poll may be demanded on any resolution except a resolution concerning the election of the Chair or on a question of adjournment by:
- (a) the Chair; or
 - (b) at least 5 Members entitled to vote who are present in person or by proxy; or
 - (c) members with at least 5% of the votes that may be cast on the resolution on a poll.
- 12.17 The demand for a poll may be withdrawn.
- 12.18 If a poll is duly demanded, it must be taken in the manner and at such time as the Chair directs.
- 12.19 The result of the poll shall be the resolution of the meeting on the matter concerned.
- 12.20 The demand for a poll does not prevent the meeting continuing for the purpose of transacting the business other than the question upon which the poll is demanded.

Proxies

- 12.21 A Member entitled to vote may vote by proxy. A proxy may be appointed by a Member in accordance with clauses 12.22 to 12.29 (and need not be a Member).
- 12.22 The instrument appointing a proxy shall be in writing under the hand of the appointor or of their attorney duly authorised in writing.
- 12.23 Subject to the specific terms of a proxy, a person attending as the proxy is to be treated as Member for the purposes of:
- (a) determining if a quorum is present; and
 - (b) determining a poll.
- 12.24 The instrument appointing a proxy may 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 shall not be entitled to vote on the resolution except as specified in the document.
- 12.25 Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.
- 12.26 Not less than 24 hours before the time for holding the General Meeting or adjourned meeting at which a proxy or attorney proposes to vote, both of the following documents must be deposited with the Association:
- (a) the instrument appointing the proxy or attorney, signed by the Member; and
 - (b) if the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- 12.27 The documents referred to in clause 12.26 may be deposited with the Association:
- (a) in person by hand delivered at the registered office of the Association;
 - (b) by mail to the registered office of the Association;
 - (c) by facsimile transmission specified on the stationery of the Association; or
 - (d) by electronic mail specified on the stationery of the Association.
- 12.28 If the instrument of proxy is not deposited in accordance with clauses 12.26 and 12.27 it shall not be treated as valid.
- 12.29 An instrument appointing a proxy must be in writing in any form permitted by law and signed by a Member entitled to vote making the appointment.
- 12.30 Unless the Association has received written notice of the matter before the start or resumption of the General Meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (a) the appointing Member dies; or
 - (b) the Member is mentally incapacitated; or
 - (c) the Member revokes the proxy's appointment; or
 - (d) the Member revokes the authority under which the proxy was appointed by a third party.

Valid Business

- 12.31 All motions from Members proposing a resolution that may properly be moved at an Annual General Meeting shall be in the hands of the Company Secretary at least 42 days before that meeting.
- 12.32 At an Annual General Meetings only the following motions shall be considered:
- (a) Motions provided to the Company Secretary in accordance with clause 12.31;
 - (b) Motions which are referable to a specific item on the agenda;
 - (c) Motions accepted by the Chair as being of 'urgency'; and
 - (d) Motions which are on points of order or which record the meetings' appreciation.

13 OFFICE BEARERS AND OFFICERS

- 13.1 The Office Bearers of the Association are:
- (a) President;
 - (b) First Vice-President;
 - (c) Second Vice-President;
 - (d) Chair of Professional Conduct and Standards;
 - (e) Treasurer;
 - (f) Chair of Education and Training; and
 - (g) Scientific Secretary.

Term of Office

- 13.2 Terms of office for Office Bearers are as follows:
- (a) *President*
Subject to clause 13.3, the President shall hold office for one year only.
 - (b) *First Vice-President*
Subject to clause 13.3, the First Vice-President shall hold office for one year and will thereafter, subject to this Constitution, automatically be deemed elected to the office of President.
 - (c) *Second Vice-President*
Subject to clause 13.3, the Second Vice-President who shall be elected by Members entitled to vote, shall hold office for one year and will thereafter, subject to this Constitution, automatically be deemed elected to the office of First Vice-President.
 - (d) *Chair of Professional Conduct and Standards*
Subject to clause 13.3, the Chair of Professional Conduct and Standards shall be elected by Members entitled to vote for a maximum of two consecutive terms of up to 3 years each and thereafter shall not be eligible for re-election for a further consecutive term in that capacity but shall be eligible for re-election as an Office Bearer in some other capacity.
 - (e) *Chair of Education and Training*
Subject to clause 13.3, the Chair of Education and Training shall be elected by Members entitled to vote for a maximum of two consecutive terms of up to 3 years each and thereafter shall not be eligible for re-election for a further consecutive term in that capacity but shall be eligible for re-election as an Office Bearer in some other capacity.
 - (f) *Scientific Secretary*
Subject to clause 13.3, the Scientific Secretary shall be elected by Members entitled to vote for a maximum of two consecutive terms of up to 3 years each and thereafter shall not be eligible for re-election for a further consecutive term in that capacity but shall be eligible for re-election as an Office Bearer in some other capacity.

13.3

- (a) A person shall not hold office as an Office Bearer in any capacity for more than 9 consecutive years and will not be eligible for re-election as an Office Bearer after 9 years until 3 years have elapsed since their last term of office.
- (b) A person shall not hold office as an Office Bearer in the same office for more than 6 consecutive years.
- (c) The current terms of existing Directors and Office Bearers including their terms under the transitional provisions in clause 13.7 will be counted for the purposes of calculating the terms of Office Bearers and Directors under clause 13.2.

13.4 Terms of office for appointed Office Bearers are as follows:

(a) *Treasurer*

The Board may appoint one of its number as Treasurer. The Treasurer shall hold office for such period as determined by the Board provided that this period does not exceed the Director's term of office.

13.5 For the purposes of clauses 13.2 and 13.3, the period of a year or years shall, where necessary, include the period up to and including the end of the Annual General Meeting which is most proximate in time to the anniversary of the election or appointment to the position in question.

13.6 The Treasurer shall be appointed by a resolution of the majority of Directors.

13.7 If an Office Bearer is due to retire at the next Annual General Meeting then if that Office Bearer wishes to be re-elected then, subject to clauses 13.2 and 13.3, the Office Bearer must be nominated for re-election as an Office Bearer in accordance with clauses 14.9 to 14.15.

Election of Office Bearers and/or Directors

13.8 Subject to clause 13.7, the following Office Bearers shall be elected by the Members in accordance with clauses 14.9 to 14.15:

- (a) Second Vice-President;
- (b) Chair of Professional Conduct and Standards;
- (c) Chair of Education and Training;
- (d) Scientific Secretary.

13.9 Following the adoption of this Constitution:

Notwithstanding any other provision of this Constitution, any General Directors elected at the 2015 Annual General Meeting shall after their initial term only be eligible to be re-elected for two further consecutive terms.

13.10 Deleted.

Duties of Office Bearers

13.11 *The President* — shall at all times be the representative of the Association. Subject to this Constitution, the President shall preside at all meetings of the Association at which he or she is present and shall deliver a presidential address at the Annual General Meeting. The President shall represent the Association in their official capacity at annual scientific meetings of other orthopaedic associations during the year of office. The President shall be assisted in or may delegate presidential duties to the First Vice-President and/or Second Vice-President.

13.12 *First Vice-President and Second Vice-President* — shall discharge the duties of the President when the President is unable to do so or when such duties are delegated to them.

13.13 *Chair of Professional Conduct and Standards* — shall:

- (a) chair the Professional Conduct and Standards Committee;
- (b) chair the Committee for Continuing Professional Development;
- (c) be responsible for matters of professional development and standards;
- (d) report to the Board on matters of professional development and standards;
- (e) after consulting the President, authorise persons to represent the Association on Government and non-Government committees and instrumentalities; and
- (f) carry out such other duties as the Board may from time to time determine.

13.14 *Treasurer* — shall, on behalf of the Board:

- (a) ensure proper accounting and other records are kept;
- (b) ensure regular reports are provided to the Board on the finances of the Association;
- (c) ensure that copies of the financial statements are distributed as required by the Corporations Act (including every document required by law to be attached thereto).

13.15 *Chair of Education and Training* — shall:

- (a) be Chair of the Federal Training Committee;
- (b) provide guidance to trainees and applicants for training concerning the interpretation of this Constitution and Regulations as they apply to such persons and shall also provide guidance on matters related to training;
- (c) report to the Board on matters of interest relating to the training and qualifications of surgeons;
- (d) represent the Board on committees and boards of the Royal Australasian College of Surgeons as appropriate on training matters;
- (e) forward recommendations from the Board on training matters to the Royal Australasian College of Surgeons; and
- (f) administer Board policy on training of orthopaedic surgeons as appropriate.

13.16 *Scientific Secretary* — shall:

- (a) be Chair of the Scientific Committee;
- (b) call for scientific papers, posters and other presentations for the annual scientific meeting and set a closing date for their submission;
- (c) choose scientific papers and exhibits for presentation or exhibition at that meeting;
- (d) prepare and arrange for such papers to be published;
- (e) generally encourage and disseminate scientific endeavours by Members;
- (f) represent the Board on editorial boards of orthopaedic journals as required.

Chief Executive Officer

13.17 The Board may appoint a Chief Executive Officer for such term and at such remuneration and upon such conditions as it may think fit. The Chief Executive Officer may be removed by the Board.

13.18 The Chief Executive Officer shall be entitled to attend all meetings of the Board and all meetings of Board Committees, except where the Board may require the Chief Executive Officer to leave any such meeting when issues relating to the performance or remuneration of the Chief Executive Officer are to be discussed.

13.19 The Chief Executive Officer shall not be a Director and shall have no right to vote at such meetings.

Company Secretary

13.20 The Board shall appoint one or more Company Secretaries in accordance with the Corporations Act and may at any time terminate the appointment or appointments.

13.21 A Company Secretary holds office on the terms and conditions (including as to remuneration) that the Board determines.

14 THE BOARD OF DIRECTORS

Composition of the Board

- 14.1 The Board shall consist of the following:
- (a) Office Bearers elected or deemed elected pursuant to clauses 13.2 and 13.8:
 - (i) President;
 - (ii) First Vice-President;
 - (iii) Second Vice-President;
 - (iv) Chair of Professional Conduct and Standards;
 - (v) Chair of Education and Training; and
 - (vi) Scientific Secretary.
 - (b) Up to two General Directors who have been duly elected by Members entitled to vote.
 - (c) One State Chair Director elected by a majority of the State Chair representatives on the Presidents and State Chairs' Committee.
 - (d) The President of the Australian Orthopaedic Registrars Association.
 - (e) The Chair of Orthopaedic Women's Link.
- 14.2 Deleted.
- 14.3 The Board may appoint from its number a Director to the position of Treasurer in accordance with clause 13.4.
- 14.4 At the first Annual General Meeting following adoption of this Constitution and thereafter when vacancies arise, Directors shall be elected or appointed as provided for in this Constitution.
- 14.5 Proxies are not permitted to attend Board Meetings.
- 14.6 If the number of Directors falls below 7 the continuing Directors may act as a Board only:
- (a) to appoint Directors up to that minimum number;
 - (b) to convene a General Meeting of Members; and
 - (c) in emergencies.

Terms of Office

- 14.7 Terms of office for Directors are as follows:
- (a) *Office Bearers*
 - (i) Office Bearers shall hold office for the terms set out in clauses 13.2 to 13.4.
 - (ii) An Office Bearer who has held office as a Director and/or Office Bearer for 9 consecutive years is ineligible to stand for re-election as an Office Bearer or be appointed as a General Director until 3 years have elapsed since the expiration of their last term of office.
 - (b) *General Directors*
 - (i) General Directors shall hold office for a 3 year term.
 - (ii) A General Director will be eligible for re-election for up to a further 2 terms of 3 years.
 - (iii) General Director who has held office as a Director and Office Bearer for 9 consecutive years is ineligible to stand for re-election as a General Director until 3 years have elapsed since the expiration of their last term in office.
 - (c) *State Chair Director*

The State Chair Director shall hold office for such term not exceeding 2 years as determined by the State Chair representatives on the Presidents and State Chairs' Committee, provided that the term shall end at the conclusion of the Annual General Meeting 2 years after their appointment.
 - (d) *President of the Australian Orthopaedic Registrars Association*

The President of the Australian Orthopaedic Registrars Association shall hold office for such period as the person remains President of the Australian Orthopaedic Registrars Association.

(e) *Chair of Orthopaedic Women's Link*

The Chair of Orthopaedic Women's Link shall hold office for such period as the person remains Chair of Orthopaedic Women's Link, such that when the Chair of Orthopaedic Women's Link ceases to hold that office their term as a Director shall end at that time and their successor as Chair of Orthopaedic Women's Link shall become a Director at that time.

- 14.8 For the purposes of clause 14.7 the period of a year or years shall, where necessary, include the period up to and including the end of the Annual General Meeting which is most proximate in time to the anniversary of the election or appointment to the position in question.

Election of Office Bearers and Directors

14.9 Call for Nominations

Not less than 3 calendar months before the date of the next Annual General Meeting the Company Secretary shall send to each Member a notice:

- (a) specifying:
 - (i) the date of the forthcoming election of Office Bearers and General Directors;
 - (ii) the names of those Office Bearers and General Directors due to retire at the Annual General Meeting;
 - (iii) which of the retiring Office Bearers and General Directors are eligible for re-election;
- (b) calling for nominations of Members as candidates for election as Office Bearers and calling for nominations of candidates for election as General Directors.

14.10 Nominations

A nomination of a candidate for election must:

- (a) be signed by 2 Members being Members entitled to vote;
- (b) contain the written consent of the candidate to act if elected;
- (c) be received by the Company Secretary at least 2 calendar months before the Annual General Meeting; and
- (d) include a statement for the purposes of clause 14.13(c).

14.11 Disclosure Statement

- (a) Upon receipt of the nomination, a disclosure statement will be forwarded to the candidate for completion.
- (b) The Board shall determine, after receipt of the disclosure statement, whether the candidate is a suitable candidate for office.

14.12 Ballot

- (a) A scrutineer who is not a Fellow of the Association shall be appointed by the Board to supervise the conduct of the election and the counting of the ballot by the Company Secretary.
- (b) In the event that there are more than two candidates for a position, preferential voting shall be used.

- 14.13 At least 21 days prior to the date of the Annual General Meeting the Company Secretary shall send to each Member entitled to vote, a voting paper including:

- (a) a statement of the number of vacancies to be filled at the election;
- (b) the names of all duly nominated candidates in alphabetical order;
- (c) statements by the candidates in a form determined and approved by the Board; and
- (d) a statement as to the closing date for votes to reach the Company Secretary being 7 days before the Annual General Meeting.

- 14.14 Members entitled to vote shall complete the voting paper and send it to the Company Secretary to ensure it is received within the period mentioned in clause 14.13(d) above. The scrutineer and the Company Secretary shall complete the counting of votes and advise the Chair of the Annual General Meeting of the results at least 3 days prior to the Annual General Meeting.

- 14.15 The results of the election of Office Bearers, General Directors and the State Chair Director shall be announced at the Annual General Meeting. They shall take office at the end of the Annual General Meeting.

Power to Co-opt Directors

14.16 The Board shall have the power to co-opt to the Board a Member entitled to vote in the event that:

- (a) insufficient Directors are elected or appointed following an Annual General Meeting;
or
- (b) a vacancy arises on the Board.

14.17 Such Co-opted Director shall serve on the Board only until the next Annual General Meeting when the position shall then become vacant.

Removal of Directors

14.18 A Director may be removed from office by the ordinary resolution of a General Meeting of the Association.

14.19 If a Director is so removed then the Members may by ordinary resolution appoint another person as Director who shall hold office until the next Annual General Meeting.

Termination of Office of Directors

14.20 The office of a Director shall become vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
or
- (b) becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability; or
- (c) resigns by notice in writing to the Association; or
- (d) is removed by an ordinary resolution of the Association; or
- (e) is absent from Board meetings for more than 6 months without leave of absence from the other Directors; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest as required by the Corporations Act, unless such failure is excused by the Board within 30 days of the Board becoming aware of the failure; or
- (g) being a Member entitled to vote, ceases to be a Member entitled to vote; or
- (h) dies; or
- (i) becomes bankrupt or makes an arrangement or composition with their creditors; or
- (j) holds any office of profit under the Association.

Remuneration of Directors

14.21 No Director shall receive any remuneration for their services.

Reimbursement of Directors' expenses

14.22 A Director may receive reimbursement of expenses he or she incurs in performing their duties as a Director, as approved by the Board.

Observers to the Board

14.23 The Board may appoint as observers to the Board such other persons upon such terms and for such periods as the Board in its absolute discretion thinks fit.

Alternate Directors

14.24 A Director may not appoint an alternate to exercise some or all of the Director's powers under this Constitution.

15 POWERS AND DUTIES OF THE BOARD

Power to Manage Business of the Association

- 15.1 The business of the Association shall be managed by the Board.
- 15.2 The Board may exercise all the powers of the Association and on behalf of the Association do all acts that may be done and exercise all the powers that may be exercised by the Association and are not required to be exercised by the Association in General Meeting by the Corporations Act or by this Constitution.
- 15.3 The Board may make, alter or reverse regulations governing the conduct of the affairs of the Association subject to the provisions of the Corporations Act and this Constitution, and providing such change to the regulations is not inconsistent with a regulation made by the Association in General Meeting.
- 15.4 No regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

Financial Management by the Board

- 15.5 The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the Association.

Power of the Board to Delegate

- 15.6 The Board may delegate any of its powers (other than that of delegation) to committees or persons appointed by the Board.
- 15.7 The Board may revoke any delegation of its powers by ordinary resolution.
- 15.8 Any committee exercising such delegated power shall comply with any conditions or limitations imposed by the Board.

Representations by the Association

- 15.9 The President or the Board may authorise any committee or individual to represent the Association before any Government body or committee or make statements or express views on behalf of the Association. The authority may be given generally or for a specific situation and may be given on such conditions as the President or the Board thinks fit.
- 15.10 Unless duly authorised to do so under this clause or under clause 13.11, no Member may make any statement or express any view which purports to be a statement or view of the Association or as having been made or expressed on behalf of or with the concurrence of the Association.

Chair of Audit and Risk

- 15.11 The Board shall appoint one of its number or a member of the Audit and Risk Committee as Chair of Audit and Risk. The Chair of Audit and Risk shall hold office for such period, and on such terms, as determined by the Board provided that, in the case of a Director, this period does not exceed the Director's term of office. The Board may remove the Chair of Audit and Risk at any time.

16 MEETINGS OF THE BOARD

Meetings

- 16.1 The Board shall meet as often as may be required but nevertheless no less than 3 times per year and may adjourn and regulate its meetings as it thinks fit.
- 16.2 The Company Secretary must convene a meeting of the Board on the requisition of a Director.
- 16.3 The Directors may meet in person or by using any means (consented to by all of the Directors) by which each Director can hear and be heard by each and every other Director participating or in any other way permitted by the Corporations Act, including without limitation by means of:
 - (a) conference telephone;
 - (b) closed circuit television; or
 - (c) other audio or audio visual communication equipment allowing persons to hear each other at the same time.
- 16.4 Where a meeting of the Board is held solely or partly by use of technology, the meeting is treated as being held at the place at which at least one of the Directors present at the meeting is physically located as is agreed by those Directors present at the meeting.

Notice of Board Meetings

- 16.5 The convener of each Board meeting must give reasonable notice of a meeting of the Board, using any technology consented to by the Directors (and, if adjourned, on its resumption) individually to each Director in respect of whom the appointer has given notice, specifying the place, time and date of the meeting and the general nature of items to be discussed.
- 16.6 The non-receipt of notice by a Director does not result in a Board meeting being invalid.

Quorum

- 16.7 The quorum necessary for the transaction of the business of the Board is 6 Directors.
- 16.8 Subject to clause 14.6, the Board may act notwithstanding any vacancy on the Board.
- 16.9 If the number of Directors is reduced below the number necessary for a quorum, the continuing Director or Directors may act only to appoint additional Directors to the number necessary for a quorum or to convene a General Meeting.

Chair

- 16.10 The President, or in the absence of the President the First Vice-President or in the absence of the President and the First Vice-President the Second Vice-President shall take the Chair at all meetings of the Board.
- 16.11 If none of the above are present at any meeting of the Board within 10 minutes after the time appointed for holding the meeting or if none of them present are willing to act as Chair, the Directors may elect one of their number to be Chair of the meeting.

Voting

- 16.12 Questions arising at a Board meeting shall be determined by a majority of the Directors present and voting. A decision by a majority of the Directors present shall be regarded for all purposes as a decision of the Board.
- 16.13 If there is an equality of votes the Chair of the meeting shall have a second or casting vote.

Written Resolution

- 16.14 The Directors may pass a resolution without a meeting of the Board if a majority of the Directors entitled to vote on the subject matter of the resolution (excluding any Director on leave of absence) sign a document containing the statement that they are in favour of the resolution set out in the document. Such document is to be treated as a determination of the Board passed at a meeting of the Board duly convened and held.
- 16.15 The resolution is passed when the last Director signs.
- 16.16 For the purposes of clause 16.14, the written resolution may consist of:
- (a) several documents in like form, each signed by one or more Directors and, if so signed, takes effect on the last date on which a Director signs one of the documents; or
 - (b) the printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement to or disagreement with the resolution, as the case may be, and such a resolution takes effect on the date on which the last Director sends such a message; or
 - (c) a document bearing a facsimile of a signature is to be treated as signed.

Participation by an interested Director

- 16.17 No contracts made by a Director with the Association and no contract or arrangement entered into by or on behalf of the Association in which the Director may be in any way interested is avoided or rendered voidable merely because the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 16.18 No Director contracting with or being interested in any arrangement involving the Association is liable to account to the Association for any profit realised by or under any such contractor arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 16.19 A Director is not disqualified merely because of being a Director from contracting with the Association in any respect.
- 16.20 Subject to this Constitution, a Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Association;
 - (b) hold any office or place of profit other than as auditor in the Association; and
 - (c) act in a professional capacity other than as auditor for the Association.
- 16.21 A Director who has a material personal interest (as that term is defined in the Corporations Act) in a matter that is being considered at a Director's meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter, unless permitted by the Corporations Act to do so, in which case the Director may:
 - (i) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (ii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (iii) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 16.22 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Association or in which the Association may be interested as a vendor, shareholder or otherwise and is not accountable to the Association for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.
- 16.23 For the purposes of this clause 16 a Director does not have an interest in a contract merely because the contract insures, or would insure, the Director against:
- (a) the liability incurred by the Director as an officer of the Association; or
 - (b) any legal costs incurred by the Director in the defence of civil or criminal proceedings against the Director as an officer of the Association.

Defect in appointment or qualification of a Director

- 16.24 All acts done in good faith by meeting of the Board or of a committee or sub-committee of the Board or by any person acting as a Director, committee member or Office Bearer of the Association will be valid and effective notwithstanding that it is afterwards discovered that there is some defect in the appointment of that person or that the person was disqualified from acting for any reason.

17 SEAL

Custody of the Seal

- 17.1 The Company Secretary must provide for the safe custody of the Seal.

Affixing the Seal

- 17.2 The Seal may only be used by the authority of the Board or by a duly authorised sub-committee of the Board.
- 17.3 Every document on which the Seal is affixed shall be signed by 2 Directors and shall be counter-signed by the Company Secretary or by some other person appointed by the Board for that purpose.

18 ACCOUNTS

Duty to keep Accounts

- 18.1 The books of account shall at all times be open for inspection by Directors.
- 18.2 Subject to the Corporations Act and clauses 2.6 and 2.7, the Board shall determine if and when (and on what conditions) the accounting and other records of the Association shall be opened for inspection by Members.

19 AUDIT

- 19.1 A properly qualified auditor or auditors shall be appointed and removed and their duties regulated in accordance with the Corporations Act.

20 NOTICES

Means of giving Notice

- 20.1 A notice pursuant to this Constitution must be given in writing and may be given to the addressee by:
- (a) hand delivery to the person;
 - (b) mail (postal service);
 - (c) document exchange;
 - (d) facsimile; or
 - (e) electronic mail (e-mail),
- to the appropriate address or number of the addressee.
- 20.2 The signature on a notice given by the Association may be written, photocopied, printed or stamped.
- 20.3 Notices given to the Association must be marked for the attention of the Company Secretary.

Address for Service

- 20.4 The address for service of a Member or Director is their home address (or any postal address, document exchange address, electronic mail address or facsimile number in the case of postal, document exchange, electronic mail or facsimile dispatch) specified in the register.
- 20.5 The address for service of the Association is the address (or any postal address, document exchange address, electronic mail address or facsimile number in the case of postal, document exchange, electronic mail or facsimile dispatch) specified on the official stationery of the Association.

When notices are deemed to have been served

- 20.6 A notice given pursuant to this Constitution, shall be regarded as given, served, received and as having come to the attention of the addressee:
- (a) if delivered to the home address of the addressee, at the time of delivery;
 - (b) if it is sent by post to the home address or postal address or if it is sent by way of the document exchange address of the addressee, on the third (or fifth if outside Australia) business day after sending; or

- (c) if sent by electronic mail or facsimile to the electronic mail address or facsimile number of the addressee, at the time the transmission is completed.

Proof of giving notices

- 20.7 Proof of the sending of a notice by facsimile or electronic mail and the time of completion of transmission may be established by production of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicates that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
- 20.8 A certificate signed by a Director or the Company Secretary that the notice was delivered or posted at a particular time is conclusive evidence that the notice was delivered or posted at that time.
- 20.9 A certificate signed by the Company Secretary that a notice was sent by electronic mail at a particular time and that no 'undeliverable mail' message has been received in relation to it is conclusive evidence that the notice was sent and received at the time.

Notices of General Meetings

- 20.10 Notice of every General Meeting shall be given to:
 - (a) every Member;
 - (b) every Director; and
 - (c) the auditor or auditors.
- 20.11 No other person shall be entitled to receive notice of General Meetings.

21 INDEMNITY AND INSURANCE

- 21.1 For the purposes of this clause 21 only:
 - (a) 'Officer' has the meaning set out in the Corporations Act; and
 - (b) 'Legal Proceedings' means any claim, action, suit or demand, enquiry, Royal Commission or other regulatory investigation, whether civil or criminal, which relates to or arises in connection with the Officer being an officer of the Association or the employment of the Officer with the Association.
- 21.2 Every Officer and past Officer (with the exception of any auditor) of the Association is hereby indemnified by the Association to the fullest extent permitted by law against a liability incurred by that person as an Officer of the Association or a subsidiary of the Association, including without limitation, legal costs and expenses incurred in participating or being involved in or in defending Legal Proceedings. This indemnity does not extend to any liability incurred by the Officer arising from any claim made by that Officer against the Association (whether that claim is made solely by the Officer or otherwise).
- 21.3 Subject to the Corporations Act, the Association may enter into (and pay insurance premiums on) a contract of insurance in relation to a person who is or has been an Officer or agent of the Association that the person incurs as an Officer or agent of the Association or any other person, to the fullest extent permitted by law.

22 COMMITTEES OF THE BOARD

Executive Committee

- 22.1 There shall be an Executive Committee which shall comprise:
 - (a) the President;
 - (b) the First Vice-President;
 - (c) the Second Vice-President;
 - (d) the Treasurer;
 - (e) the Chair of Professional Conduct and Standards; and
 - (f) the Chair of Education and Training.
- 22.2 The Board may delegate to the Executive Committee the supervision of the day to day business of the Association and such other functions as the Board may in its discretion think fit.
- 22.3 The Executive Committee shall during intervals between meetings of the Board have power to act in accordance with the powers and duties delegated to it. The Executive Committee may meet, convene and adjourn its meetings and otherwise regulate its proceedings in such manner as it thinks fit.

Standing Committees

- 22.4 The Board may appoint Standing Committees which are permanent committees of the Board.
- 22.5 The Board shall determine the powers and duties of Standing Committees. The Board may determine the rules governing the operation of Standing Committees.
- 22.6 A Standing Committee may not make any determination of policy for the Association but may provide advice to the Board on any area falling within its jurisdiction to assist the Board in formulating policy. Any decision made by a Standing Committee shall not take effect until ratified by the Board or the Executive Committee.
- 22.7 Each Standing Committee must report at every Board meeting and if required, to the Executive Committee.
- 22.8 Subject to any rules made pursuant to clause 22.5 each Standing Committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.

Chairs of Standing Committees

- 22.9 A person appointed as the Chair of Standing Committees must be:
 - (a) a person appointed by the Board; and
 - (b) a Fellow of the Association.
- 22.10 The Chair of a Standing Committee shall hold office for no more than 4 years, except in the absence of a nomination for such position in which case the Board may in its absolute discretion determine to grant an extension of term of office for a period limited to one year at a time.
- 22.11 Despite clause 22.13, a Member who is appointed as Chair of a Standing Committee shall be eligible to hold office for the term set out in clause 22.10.

Membership of Standing Committees

- 22.12 Standing Committees shall consist of Members and may include non-Members (as determined by the Board) who have been nominated by either a Branch or by the Board, and are duly appointed by the Board.
- 22.13 Subject to clause 22.11, members of Standing Committees shall serve for a maximum of two consecutive terms of up to 3 years each, except in the absence of sufficient nominations for such positions in which case the Board may in its absolute discretion determine to grant an extension of any term of office for a period limited to one year at a time. Subject to any such extension, they shall not be eligible to serve as Members of Standing Committees until 2 years have elapsed since the expiration of their term of office.

Ad Hoc Committees

- 22.14 The Board may form Ad Hoc Committees to examine matters and report to the Board.
- 22.15 The composition of Ad Hoc Committees and their objectives shall be determined by the Board when they are formed.
- 22.16 The Board shall determine the powers and duties of Ad Hoc Committees. The Board may determine the rules governing the operation of Ad Hoc Committees.
- 22.17 An Ad Hoc Committee may not make any determination of policy for the Association but may provide advice to the Board on any area falling within its jurisdiction to assist the Board in formulating policy. Any decision made by an Ad Hoc Committee shall not take effect until ratified by the Board or the Executive Committee.
- 22.18 Each Ad Hoc Committee must report to the Board as required by its constitution and if required to the Executive Committee.
- 22.19 Subject to any rules made pursuant to clause 22.16, an Ad Hoc Committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.

Register of Committees of the Board

- 22.20 The Company Secretary shall at all times maintain a list of Standing and Ad Hoc Committees (which shall be available for inspection by Members of the Association at all times) and shall include in that list the following details:
 - (a) the name of the Chair of each Committee; and
 - (b) details of members of the Committees including their terms of office.

AUSTRALIAN ORTHOPAEDIC ASSOCIATION

Annexure - Electronic Meeting & Voting Protocol

1. Notwithstanding the voting procedure outlined in clause 12 of the Constitution, electronic voting may take place in accordance with this Protocol.
2. Notice of a General Meeting may be given in accordance with this Protocol by using one or more technologies to communicate to those persons entitled to receive notice of a General Meeting of Members:
 - a. the contents of the notice and any other information in accordance with this Protocol; or
 - b. details of an online location where the items comprising the notice of a General Meeting can be viewed or from where they can be downloaded.
3. A General Meeting may be held electronically using one or more technologies provided that they give all persons entitled to attend the meeting a reasonable opportunity to participate in the meeting without being physically present in the same place.
4. Without limiting in any way the types of technologies that may be used in accordance with this Protocol, the technologies that may be used to facilitate participation in the meeting and voting include dedicated voting platforms and social media platforms.
5. Where a General Meeting is held using one or more technologies in accordance with this Protocol:
 - a. all the clauses in the constitution relating to General Meetings (including an Annual General Meeting) apply, so far as they can and with such changes as are necessary, to general meetings using that technology;
 - b. all persons so participating in the meeting are taken for all purposes (including for the purposes of the quorum requirement) to be present at the meeting while so participating;
 - c. the meeting is taken to be held at the place determined by the Chair of the meeting as long as at least one of the Members involved was at that place for the duration of the meeting; and
 - d. despite anything to the contrary, voting in the meeting must take place:
 - i. by an electronic poll (and not by a show of hands) which enables each person entitled to vote to do so in real time; or
 - ii. by recording the vote in advance of the meeting, if practical.
6. If the technology used in accordance with the requirements of this Protocol encounters a technical difficulty, whether before or during the meeting, which results in a member not being able to participate in the meeting, the Chair may, subject to the Corporations Act, allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the Chair deems appropriate.
7. For the avoidance of doubt, and without otherwise limiting this Protocol, a General Meeting held using one or more technologies in accordance with this Protocol may:
 - a. be a wholly virtual meeting where none of the persons entitled to attend the meeting are physically present at a designated place; or
 - b. be a hybrid meeting where some persons entitled to attend the meeting are physically present at a designated place and others are not.
8. A General Meeting held using one or more technologies in accordance with this Protocol may be held within or outside of Australia.