



**THE BRITISH ORTHOPAEDIC ASSOCIATION –
A CHARITABLE COMPANY LIMITED BY GUARANTEE**

MEMORANDUM OF ASSOCIATION

ARTICLES OF ASSOCIATION

**The Companies Acts 1985 and 1989 Company Limited by Guarantee and
not having a Share Capital**

**MEMORANDUM OF ASSOCIATION OF THE BRITISH ORTHOPAEDIC
ASSOCIATION**

1. The Company's name is the British Orthopaedic Association (and in this document it is called ' the Association')
2. The Association's registered office is to be situated in England and Wales.
3. The Association's objects ('the Objects') are the advancement for the public benefit of the Science. Art and Practice of Orthopaedic Surgery with the aim of bringing relief to patients of all ages suffering from the effects of injury or disorders of the musculoskeletal system.
4. In furtherance of the Objects but not otherwise the Association may exercise the following powers:
 - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association;
 - (2) to borrow (on such terms and on such security as may from time to time be determined) and to raise funds and to invite and receive contributions: provided that in raising funds (the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (3) to found, maintain and award exhibitions, scholarships, bursaries, studentships and fellowships and to award medals and prizes;
 - (4) to acquire, alter, maintain, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (5) subject to clause 5 below to employ such staff, who shall not be directors of the Association (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (6) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (7) to establish and support a charitable fund or funds to afford assistance to members of the Association or their dependants who are in need or who are in necessitous circumstances;
 - (8) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (9) to form a wholly owned subsidiary trading company:

- (10) to invest the monies of the Association not immediately required for its Objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
 - (11) to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
 - (12) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Association, and no trustee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association; Provided that nothing in this document shall prevent any payment in good faith by the Association:
- (1) of the usual professional charges for business done by any trustee who is a person engaged in a profession, when instructed by the Association to act in a professional capacity on its behalf; Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, is under discussion;
 - (2) of reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant or the Association who is not a trustee;
 - (3) of interest on money lent by any member of the Association or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (5) of a research grant in respect of research work conducted by a trustee within an established research institution provided that:
 - (1) the research project shall have been subjected to an independent scientific review by research peers in the field in which that trustee shall not participate;
 - (2) the grant shall have been authorised by the trustees at a meeting from which that trustee has withdrawn and he shall have taken no part in the discussion or voting;

- (3) no grant shall be paid to a trustee in person but shall be paid to the administrative body of the research institution in which the research is conducted.
 - (6) Of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - (7) of scholarship prizes offered for competition amongst members of the Association and other persons and awarded for an essay upon a subject in orthopaedic surgery;
 - (8) of a gift from the benevolent fund of the Association;
 - (9) of any premium in respect of any indemnity insurance to cover the liability of the trustees (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association or (ii) to make contributions to the assets of the Association in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance, in the case of (i), shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or a breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees of the Association and, in the case of (ii), shall not extend to any liability to make such a contribution, where the basis of the trustee's liability is his knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation;
 - (10) to any trustee or member of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Association's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having the object of the advancement of medical science and art. Such institution or institutions to be determined by the trustees of the

Association at or before the time of dissolution and, if and so far as effect cannot be given to such provision, then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names, Addresses and Occupations of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

The Companies Acts 1985 and 1989 Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF THE BRITISH ORTHOPAEDIC ASSOCIATION

Interpretation

1. In these articles: "the Association" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Association;

"the Rules" means the Rules of the Association made pursuant to these Articles;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution:

"the memorandum" means the Memorandum of Association of the Association;

"office" means the registered office of the Association;

"the seal" means the common seal of the Association if it has one;

"Chief Operating Officer" means the person appointed to perform the duties of the Secretary of the Company pursuant to section 283 of the Act;

"the trustees" means the directors of the Association (and "trustee" has a corresponding meaning);

"Council" means the trustees and the non-voting ex-officio and co-opted members specified in the Rules;

"member" means an individual member of the Association unless the context indicates otherwise;

"member entitled to vote" means a Home Fellow, Home Member, SAS Surgeon - 11+ or a Post CCT member of the Association;

"the British Isles" means Great Britain and Northern Ireland, including the Channel Islands and the Isle of Man and the Republic of Ireland;

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1). The subscribers to the memorandum and such other individuals as are admitted to membership in accordance with the rules made under Article 60 shall be members of the Association. No individual shall be admitted a member of the Association unless his application for membership is approved by the trustees.
- (2). Unless the trustees or the Association in a general meeting shall make other provision under Article 60, the trustees may in their absolute discretion permit any member of the Association to retire, provided that after such retirement the number of members is not less than two.

General meetings

3. The Association shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next: Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of no fewer than twenty members or one-tenth of members entitled to vote whichever is the less pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than forty-two days after receipt of the requisition.

Notice of general meetings

5. An Annual General Meeting and an Extraordinary General Meeting or a meeting called for the passing of a special resolution or a resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (1) in the case of an annual general meeting, by all the members entitled to attend and vote.
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.
 - (3) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
 - (4) The notice shall be given to all the members entitled to attend and to the trustees and auditors.
 - (5) All members of the Association except Affiliates (as defined in the Rules) shall be entitled to attend general meetings but only Home Fellows, Home Members, SAS Surgeons - 11+ or Post CCT members (as defined in the Rules) shall be entitled to vote.
6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present.
8. The necessary quorum for general meetings shall be forty members entitled to vote except that the quorum for a general meeting convened to alter the memorandum or the articles or any rules made pursuant to Article 60 shall be eighty members entitled to vote.
9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees may determine.
10. The President or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the President nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
11. If no trustee is willing to act as chairman or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

12. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least five members having the right to vote at the meeting; or
 - (3) by a member or members representing no less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting 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.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration

of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

20. Subject to Article 17, every member entitled to vote shall have one vote:

- (1) on a show of hands if present in person at a general meeting;
- (2) on a poll if present at a general meeting;
- (3) on a ballot for the election or members of Council pursuant to the Rules.
- (4) on a ballot to effect any alteration in the Rules pursuant to Article 60(3).

21. No member entitled to vote shall be entitled to vote at any general meeting unless all moneys then payable by him to the Association have been paid.

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

Trustees

23. The number of trustees shall be not less than seven but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

24. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees

25. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the trustees who may exercise all the powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that

direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

26. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- (1) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;
 - (2) to enter into contracts on behalf of the Association.

Appointment and retirement of trustees and members of Council

27. The appointment and retirement of trustees and members of Council shall be in accordance with these Articles and the Rules.
28. The Association may, by ordinary resolution, of which special notice has been given in accordance with section 303 of the Act remove a trustee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such trustee. The Association may by ordinary resolution appoint another person in place of a trustee removed under this Article.
29. The trustees of the Association shall be
- (1) the Officers as defined in Article 30,
 - (2) those members of Council elected by ballot by and from members entitled to vote pursuant to the Rules,
 - (3) up to two individuals appointed by the trustees who would otherwise not be eligible for membership of the Association but who may be able to fulfil identifiable skills gap on the board of trustees. These trustees hereinafter will be referred to as Lay Trustees.

No person may be elected or appointed as a trustee unless he is a Home Fellow member, or appointed as a lay trustee.

30. The Officers of the Association shall be the President, Immediate Past President, Vice President, Vice President Elect, Honorary Treasurer, Honorary Secretary and Assistant or Deputy Honorary Secretary.
31. Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.

32. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
33. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Association is a party.
34. The trustees may co-opt additional non-voting members of Council for such periods of office as shall be determined by the trustees in their discretion.
35. The provisions relating to the cessation of office by a trustee set out in Article 36 (1) to (4) and (6) shall apply to co-opted members of Council.

Disqualification and removal of trustees

36. A trustee shall cease to hold office if he
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Association (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
 - (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;
 - (5) is removed from office by resolution duly passed pursuant to section 303 of the Act;
 - (6) is requested in writing by no less than two-thirds of all the other trustees to resign.

Trustees' expenses

37. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance

at meetings of trustees, Council or committees or otherwise in connection with the discharge of their duties, but subject to the memorandum of association shall otherwise be paid no remuneration.

Proceedings of trustees

38. The Council shall hold at least two ordinary meetings each year. Three trustees may, and the Chief Operating Officer at the request of three trustees shall, call a meeting of Council. It shall not be necessary to give notice of a meeting to a trustee who is absent from the British Isles. A special meeting may be called at any time by the President or by any two trustees upon not less than four days' notice being given to the other members of the Council of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than twenty-one days' notice must be given.
39. Council shall be chaired by the President. Unless he is unwilling to do so the President shall preside at every meeting of Council at which he is present. If the President is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Vice President, the Vice President Elect or the Immediate Past President in that order if then present, shall take the chair otherwise the trustees present may appoint one of their number to be chairman of the meeting. Council may by a majority vote remove the President as the chairman of the meeting.
40. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one-third of their number or three trustees whichever is the greater.
41. Every matter shall be determined by a majority of votes of the trustees present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
42. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the minimum pursuant to Article 23 the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
43. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. The trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
44. The trustees may appoint committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried

out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the trustees; and

- (1) At least one trustee shall be a member of each committee.
- (2) Members of committees may be re-appointed annually to a maximum of four years and thereafter shall be eligible for re-appointment after one year's retirement.
- (3) The President, Vice-President and Honorary Secretary shall be members of all committees and in their absence another trustee may be asked to attend.
- (4) All committees shall have power to co-opt anyone who may assist their work without reference to the Council provided the names of those co-opted are recorded in the written report of the committee.
- (5) A written or verbal report shall be presented at the annual general meeting of the Association.

45. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

46. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

47. Any bank account in which any part of the assets of the Association is deposited shall be the responsibility of the trustees and shall indicate the name of the Association. All cheques and orders for the payment of money from such account shall be signed by the Honorary Treasurer or the Honorary Secretary, both being trustees.

Chief Operating Officer

48. Subject to Section 283 of the Act, the Chief Operating Officer shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit, and any Chief Operating Officer so appointed may be removed by them.

Minutes

49. The trustees shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Association and of the trustees and of committees in the latter case including the names of the trustees and members present at each such meeting.

The Seal

50. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the Chief Operating Officer or by a second trustee.

Accounts

51. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

52. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

53. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

54. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

55. The Association may give any notice to a member either personally by hand, by post, or by suitable electronic means, or may be published in any suitable journal or any journal distributed by the Charity. The only address at which a member is entitled to receive notices is a postal address or electronic address shown in the database of members.

56. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

57. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class or overseas post to that address;
- (4) on the date of publication of a journal containing the notice;
- (5) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
- (6) as soon as the member acknowledges actual receipt.

A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

Indemnity

58. Subject to the provisions of the Act every trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

59. The payment of any premium in respect of any indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association shall be made: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew was a breach of duty or breach of trust or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

Rules

60. (1). The trustees shall at their first meeting establish the Rules and thereafter may from time to time make such additional rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Association provided that no rule which shall be inconsistent with or repeal anything contained in the Rules may be made other than pursuant to Articles 60(2) and 60(3).

- (2). The Rules shall be altered only by the vote of three-fourths of those members entitled to vote present at a general meeting. The Honorary Secretary shall despatch notice of every proposed alteration to every member entitled to vote not less than twenty-one days before the date of the meeting.
- (3). If there are insufficient members to form a quorum at that meeting then within one month of that meeting a ballot of members entitled to vote will be conducted. The majority of three-fourths of a minimum return of eighty votes will be required for a change of the Rules. No alterations or additions shall be made to the Rules which will cause the Association to cease to be a charity in law or which shall be inconsistent with, affect or repeal anything contained in the memorandum or the articles of association.
- (4). The Association in general meeting shall have power to alter or amend the memorandum and articles of association. The memorandum and articles of association may only be altered by the vote of at least three-fourths of those members entitled to vote present and voting. No ballot shall be allowed. The Honorary Secretary shall despatch notice of every proposed alteration to each member entitled to vote not less than twenty-one days before the date of the meeting. Notwithstanding Article 8 of the articles of association eighty members entitled to vote shall form a quorum at a meeting convened to alter the memorandum and articles of association.

Signatures, Names, Addresses and Occupations of Subscribers

Dated:
Witness to the above Signatures:
Name:
Address:

Occupation:

POLICIES AND PROCEDURES MANUAL (P.P.M.)

October 2019

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1. HISTORY OF S.I.C.O.T.

The International Society of Orthopaedic Surgery was founded in Paris on 10 October 1929 by 21 of the most eminent specialists in the field whose authority was unreservedly acknowledged the world over. They represented 12 different countries in total. The Founders of SICO were fired with a twin vision:

- although membership was initially restricted to a small group of specialists, SICO was to "gradually enlarge the organisation so that older men could lead the younger in serious work".
- to establish "a more manageable and equally effective machine for progress and fraternization" (Sir Harry Platt, in subsequent correspondence)

One year later, in October 1930, the *Society* held its first Congress in Paris chaired by that primus inter pares Sir Robert Jones (1858-1933). By this time, SICO had encompassed three more countries and a further four were in the course of applying for membership. *Quotas* were defined for each country. And from that day those two figures – the total number of countries and the *quotas* by country – have gone from strength to strength. By this time, the *Society* had grown to 81 Members. The second Congress held in London in 1933 attracted 110 participants and the roll of Members had risen to 216. Nineteen countries were now represented on the International Committee.

The Third Congress chaired by V. Putti (1880-1940) and held in Bologna and Rome in September 1936, marked a milestone in the life of the *Society* when its objectives were extended to embrace Traumatology. SICO thus became transmuted into SICOT: the International Society of Orthopaedic Surgery and Traumatology.

By now, the *Society* boasted 262 Members and the time was felt ripe to increase the quotas per country – tangible proof of the interest aroused in orthopaedic surgeons and traumatologists the world over. The "impact" was clearly making itself felt.

Plans for the fourth Congress scheduled for Berlin in 1939 were thwarted by the outbreak of World War II.

After a long period of inactivity, the threads of activity were picked up again in a meeting in Brussels in October 1946. The driving force behind this initiative was the man who had been the Secretary General of the *Society* since its inception and who was destined to remain in that post until 1954 prior to being elected President of the *Society* in 1957: Jean Delchef (1882-1962), so powerfully assisted in the task by Sir Harry Platt.

The venues of our Congresses and Conferences bear eloquent witness both to the vitality and unflinching growth of SICOT:

Triennial World Congresses

- | | |
|----------------------------------------|------|
| - 4 th Congress AMSTERDAM | 1948 |
| - 5 th Congress STOCKHOLM | 1951 |
| - 6 th Congress BERN | 1954 |
| - 7 th Congress BARCELONA | 1957 |
| - 8 th Congress NEW YORK | 1960 |
| - 9 th Congress VIENNA | 1963 |
| - 10 th Congress PARIS | 1966 |
| - 11 th Congress MEXICO | 1969 |
| - 12 th Congress TEL AVIV | 1972 |
| - 13 th Congress COPENHAGEN | 1975 |

- 14th Congress KYOTO 1978
- 15th Congress RIO DE JANEIRO 1981
- 16th Congress LONDON 1984
- 17th Congress MUNICH 1987
- 18th Congress MONTREAL 1990
- 19th Congress SEOUL 1993
- 20th Congress AMSTERDAM 1996
- 21st Congress SYDNEY 1999
- 22nd Congress SAN DIEGO 2002
- 23rd Congress ISTANBUL 2005
- 24th Congress HONG KONG 2008
- 25th Congress PRAGUE 2011
- 26th Congress RIO DE JANEIRO 2014

Annual International Conferences

- First Conference PARIS 2001
- Second Conference CAIRO 2003
- Third Conference HAVANA 2004
- Fourth Conference BUENOS AIRES 2006
- Fifth Conference MARRAKECH 2007
- Sixth Conference PATTAYA 2009
- Seventh Conference GOTHENBURG 2010

Orthopaedic World Congresses

- 33rd Congress DUBAI 2012
- 34th Congress HYDERABAD 2013
- 36th Congress GUANGZHOU 2015
- 37th Congress ROME 2016
- 38th Congress CAPE TOWN 2017
- 39th Congress MONTREAL 2018
- 40th Congress OMAN 2019
- 41st Congress BUDAPEST 2021
- 42nd Congress BELGRADE 2022
- 43rd Congress KUALA LUMPUR 2023

As current membership, SICOT has today nearly 11,000 Members coming from some 115 countries, including the Corresponding Members from India and France.

After the approval of the U.S. Resolution in 1984, SICOT began its mutation to adapt itself to modern times with a new Constitution and Bylaws. The Board of Directors and the Executive Committee have been remodelled by this new philosophy. Standing Committees and Subspecialty Committees have been created.

"INTERNATIONAL ORTHOPAEDICS" is the official Journal of SICOT, and SICOT Members are encouraged to contribute.

The privileged relations of SICOT with WHO (World Health Organisation), SIROT (International Research Society for Orthopaedic and Traumatology), WOC (World Orthopaedic Concern) and other affiliated societies should be mentioned.

In conclusion, it can be said that the ideas of the Founders of SICOT have been fully vindicated and that today SICOT has a truly international orthopaedic destiny.

2. REGULATIONS

1. The "Policies and Procedures Manual" (P.P.M.) shall be the permanent and current record of the administrative policies and procedures of the *Society* (Institutional Memory).
2. It is the addendum to the Bylaws (see BL 15) as referred to in many articles.
3. Any Officer or Chairman of any organisational structure of SICOT may make recommendations.
4. All proposals shall be sent to the Secretary General for consideration by the Executive Committee and approval by the Board of Directors.
5. Any Standing Committee shall be consulted when appropriate.
6. The Constitution and Bylaws Committee shall make the final recommendations for consistency with the Constitution and Bylaws.
7. After their approval by the Board of Directors the decisions made come immediately into force.
8. The Secretary General shall be responsible at all times for keeping the Policies and Procedures Manual up-to-date.

3. BOARD OF DIRECTORS

1. Choice of Constitutional Officers
 - 1.1. Any member of the *Society* in good standing is eligible for these posts.
 - 1.2. The Officer Nominating Committee shall submit the nominations to the Executive Committee, the Board of Directors and to the vote of the International Council for final approval by the General Assembly.
 - 1.3. Nominations may also be submitted by five National Delegates or 20 members, provided they reach the Secretary General at least six months before the International Council meeting held at the time of the Congress.
 - 1.4. A Constitutional Officer must resign his or her current post, if he or she is applying for another Constitutional post.
 - 1.5. The international balance of SICOT is preserved by:
 - a) its Officers, and is affected by:
 - the election of new officers;
 - the biennial/triennial advancement of senior officers on the Board of Directors;
 - the choice of previous Presidents and the countries or regions they represented;
 - current Composition of the different bodies of the *Society* in general;
 - origin of past President and officers;

- increased representation from the larger national sections by the International Council.

b) the Congress location, which should vary over the years.

2. President-Elect

Criteria for the choice of President-Elect:

- a) international reputation based on the contribution made to the progress and the development of orthopaedics worldwide;
- b) national reputation based on the contribution made to the progress and development of orthopaedics in his or her own country;
- c) the importance of services rendered to SICOT (the order of a), b), and c) can be discussed);
- d) a sufficient knowledge of the English language.

3. Vice-Presidents

3.1. Election takes place at a separate meeting of each five regional groups of delegates, held before the meeting of the International Council at the time of the Congress.

3.2. Vice-Presidency of North America:

3.2.1. An agreement between America and Canada has established that the Vice-President of that geographical section shall be alternatively the National Delegate of each country for one three-year term only.

3.2.2. If the Vice-President of this geographical section is absent, he or she will be represented by the National Delegate of the other country in all circumstances (Delegates Meetings, Committees, Commissions, etc.)

4. Editorial Secretary

4.1. The function of the Editorial Secretary is to ensure, through SICOT publications, website and the internet, better communication and collaboration between Members. He or she should facilitate exchanges of information between member nations; diffuse information about activities of the *Society* and to report on orthopaedic events throughout the world.

4.2. He or she shall receive for information minutes of the Executive Committee meetings when publications of the *Society* are concerned.

4.3. He or she must be able to make practical decisions about the publications (except for International Orthopaedics) involving the day-to-day financial management with the approval of the Executive Committee.

4.4. With regard to International Orthopaedics, the Editorial Secretary, the Editor and the Associate Editors will make propositions to reconcile the financial interests of the *Society*, with the best means of function and improvement of the journal. He or she may be required to produce editorial material for the *Society's* Journal.

(See also: "The Journal International Orthopaedics" and "Publications")

4. EXECUTIVE COMMITTEE

1. The Executive Committee shall meet twice a year normally: first in the spring and then in the autumn before the meeting of the International Council.
2. It may meet at any other time at the wish of the President of the *Society*.
3. The President of the current and next Orthopaedic World Congress, or their deputy, may participate in the deliberations of the Executive Committee in an advisory capacity.
4. Education Academy and Research Academy Chairs may participate in the Executive Committee meeting in autumn.
5. Executive Committee Members at Large
 - 4.1. Considering:
 - the development of the Society and the extension of the workload for the Constitutional Officers (CO);
 - the decreasing availability of some CO;
 - the need to enlarge the know-how of different internal and external procedures;
 - a CO may be prevented from assuming his or her duty due to unforeseen circumstances,the Executive Committee (EC) has decided to coopt two EC members at large (ML).
 - 4.2. Their function will be reconsidered annually. The ML has no voting right for the decisions taken by the EC but has advisory capacity.
 - 4.3. The cooptation of the ML is voted on by the EC members for a term of two years, re-eligible for election based on the absolute majority of the quorum as defined in the Constitution. The vote will be held under normal circumstances during the first EC meeting following the Closing Ceremony of the Annual Congress. If needed, the vote may be organised during any EC meeting duly convened, provided it is announced in the agenda. The positions for the specific functions are open annually as defined by the EC. Nominations are made by the EC members or proposed by 5 National Delegates or 20 Active Members.
 - 4.4. The designation of the ML by the EC members does not interfere with the regular election procedure for the President-Elect, the Secretary General, or the Treasurer. There is no automatic preemption on holding a position of ML and the succession of a CO.
5. Executive Director
 - 5.1. An Executive Director shall be appointed by the Executive Committee.
 - 5.2. The Executive Director has the authority and responsibility for deciding how the objectives, determined by the Executive Committee and Board of Directors, are to be achieved, subject to review by the Executive Committee.
 - 5.3. Head Office staff will be accountable for performance to the Executive Committee, through the Executive Director.
 - 5.4. The Executive Director will be the only employee of the Executive Committee; all other members of staff work for the Executive Director to accomplish the *Society's* objectives.

- 5.5. The Executive Director will be responsible to the President of the Executive Committee and/or Secretary General or any other member of the Executive Committee delegated to this effect by the President or Secretary General.
- 5.6. The Executive Director is responsible for the day-to-day management of finances, and will be provided with the material means and human resources necessary for the accomplishment of his or her duties. He or she will report on any difficulties encountered whilst exercising his or her prerogatives, which could interfere with the fulfilment of his or her responsibilities.

5. ACADEMIES & COUNCILS

1. International Council

1.1. Special Members of the International Council

- The title of "Special Member of the International Council" may be conferred, by the Board of Directors, on the recommendation of the Executive Committee, on SICOT Members who have made important contributions to the development and the running of the *Society* either as, for example: Past National Delegate, Past Chairman of Committee, or member of any organisational structures of SICOT.
- These members may be invited by the President of SICOT, according to paragraph 2 of Article 5.4.1. of the Constitution, to attend the International Council Meetings.

2. Education Academy

2.1. Considering the fundamental role of SICOT in teaching and training orthopaedic sciences, the Education Academy of SICOT was created by the Executive Committee (EC) in May 2016 for consolidation of all educational efforts of SICOT and to ensure greater coordination and synergy between the different committees broadly concerned with education. The following Committees are joined together in this effort:

- Education Committee with the e-Learning (SIGNEL) Sub-committee
- Education Centres Committee
- Educational Day Committee
- Fellowships Committee
- Awards Committee
- Programme Committee

2.2. The following policies govern the functions of the Education Academy:

2.2.1. Academy Chairman

The Education Academy Chairman will be nominated by the Officer Nominating Committee of SICOT under directions of the Presidential line of SICOT. The nomination will be put up to the EC and the Board of Directors at their meeting and cleared by the International Council and General Assembly successively.

The Education Academy Chairman should preferably be nominated from the constituent committee chairmen of the Education Academy but the Officer Nominating Committee can exercise its own discretion as to the person best suited for this position. The Academy Chairman holds the position for a period of 3 years, renewable only in very exceptional situations. He or she is a member of all constituent committees under the Education Academy and is an *ex officio* coopted member of the Board of Directors.

2.2.2. Academy Members

The chairmen of the constituent committees are *ex officio* nominated members of the Education Academy. Their terms of office within the council will be governed by the term of office as the chair of their committee.

2.2.3. Objectives of the Education Academy

- a) To coordinate and consolidate all educational efforts of SICOT.
- b) To establish a timeline for educational activities.
- c) To synergise the efforts of different committees to avoid duplication of efforts and maximise the impact of such efforts.
- d) The educational activities of SICOT presently comprise regional and international courses, CME programmes, Educational Day, e-learning in different ways, fellowships and scholarships, awards, Education Centres and various publications, for example books and Instructional Course Lectures, WHO education material, and so on. One of the objectives of the Council would be to promote and maximise these activities nationally, regionally and internationally based on the geographic needs of SICOT membership.
- e) Long-range planning for educational activities and division of labour.

2.2.4. Charges of the Academy Chairman

- a) Assure continuity of the committees' goals and projects from year to year with the change of committee chairmen and members.
- b) Coordinate the work between committees to promote synergy and to avoid duplication.
- c) Act as liaison between the Board of Directors and the constituent committees of the Education Academy.
- d) Be familiar with the activities of the constituent committees.
- e) Provide background and context to the committee chairmen regarding the activities within other committees which might impact their individual committees.
- f) Spearhead strategic planning discussions with the chairmen and the Board of Directors regarding growth and development of SICOT's educational activities in relation to the Academy's committees.
- g) Actively participate in the function of any task force which is related to specific Academy responsibilities.
- h) During the last year of tenure, review the Policy & Procedure Manual for each committee within the Academy and, in collaboration with committee chairmen, send recommendations to the Bylaws & Policies Committee for updates or edits.
- i) The Chairman will provide brief oral reports at Board of Directors meetings / Executive Committee meetings / International Council meetings summarising Academy and committee activities and accomplishments.

- j) Prepare at least one article for the SICOT Newsletter each year pertaining to education/educational activities of SICOT.

2.2.5. Responsibilities of Committee Chairmen vis à vis the Education Academy

- a) To provide regular updates on the activities of their respective committees to the Academy Chairman and to include him or her in all communications within the committee.
- b) To provide the Academy Chairman with a written report on their respective committee at least 3 weeks before the mid-year and meeting of the Executive Committee.

2.2.6. Constituent Committees

2.2.6.1. Education Committee

Preamble

The Education Committee was created as a standing committee of SICOT. The article states as follows: the chairperson and members shall be appointed by the President Elect, subject to approval by the Board of Directors. The number of members and their terms of office shall be specified in the Bylaws. The Committee shall submit opinions to the Board of Directors and to the International Council on all aspects relating to education, training and promotion of orthopaedics throughout the world, sponsorship by scientific participation in local and regional events between congresses and all means to achieve the educational goals of the Society.

The Education Committee shall be composed of members appointed in staggered two-year terms, including the Secretary General, nominated by the President-Elect and approved by the Board of Directors. The Chairman shall be appointed by the President-Elect.

Charges

- a) Planning of educational activities and programmes for SICOT in different formats and concurrent or between SICOT congresses.
- b) Promotion of educational activities in underdeveloped parts of the world via regional courses and training programmes.
- c) Development of syllabus/curriculum and their objectives for the SICOT Diploma Examination.
- d) Publish articles relevant to education and educational activities in SICOT publications. Books and instructional course lectures may also be published under the banner of SICOT with appropriate endorsement protocols.
- e) Endorsement of SICOT sponsorships for books, courses, training programmes and congresses as specified in PPM 15.
- f) Work with other committees for example the Educational Day Committee, the Examination Committee and so on to help and strengthen their activities.
- g) Educational partnerships with other organisations.

Ongoing Activities

SICOT Instructional Course Lectures
Asia Pacific Regional Orthopaedic Courses
SICOT Cadaveric Courses
Ortho Excellence Programme of webinars
SICOT Diploma Examination syllabus and curricular development
Current Progress in Orthopaedics

Long-range planning

Encourage more regional courses and training programmes.

SICOT lecture of the month on the SICOT website: lecture by an eminent SICOT member holding expertise in a particular discipline of Orthopaedics and Traumatology.

SICOT Instructional Course Lectures (book with a collection of ICLs)

SICOT Textbook of Orthopaedics.

SICOT Training Document.

e-Learning (SIGNEL) Sub-committee

The Education Committee has an “e-learning study group” and receives opinions from this group, and integrates/aligns the e-learning activities with other educational activities. The group promotes electronic/digital learning. All the electronic/digital learning resources and activities are gathered under “SICOT Global Network of E-Learning” (SIGNEL). The “e-learning study group” shall be composed of members of the Young Surgeons Committee appointed by the chairmen of the Education Committee and Young Surgeons Committee. The Chairman and the members of the e-Learning (SIGNEL) Sub-committee may serve for a term of two years ordinarily renewable once.

Charges

- a) Planning of e-learning activities and programmes for SICOT in different types of digital formats.
- b) Promotion of e-learning activities globally by being in collaboration with other global e-platforms.
- c) Preparing the resources in more accessible formats for even underdeveloped regions and encouraging the SICOT members to use the e-resources routinely.
- d) Aligning the content of e-learning resources with the SICOT Diploma Examination.
- e) Working towards improving the types and quality of multimedia resources.

Ongoing Activities

SIGNEL

SICOT/VuMedi Webinars

Long-range planning

e-Conferences

SICOT e-Books

mSICOT (mobile application for SICOT and SIGNEL)

2.2.6.2. Education Centres Committee

The chairperson and members shall be appointed by the President Elect, subject to approval by the Board of Directors. The Chairman and the members of the Education Centres Committee may serve for a term of two years ordinarily renewable once. The Committee shall submit opinions to the Executive Committee, Board of Directors, and International Council on all aspects relating to Education Centres and training and promotion of orthopaedics throughout the world. The committee will aid SICOT Head Office to update the Education Centres web page.

Charges

- a) To scrutinise new applications for the SICOT Education Centres.
- b) Be involved in inspection of the proposed Education Centre.
- c) To report to the Executive Committee on the suitability of institutions to become an Education Centre and make a recommendation.
- d) To liaise with the different Education Centres of SICOT to promote smooth conduct of activities at the centres and to report on the activities of Education Centres to the Executive Committee, Board of Directors, and International Council of SICOT.

Ongoing activities

Alexandria – El Hadara University Hospital, Egypt
Assiut – Assiut University, Egypt
Coimbatore – Ganga Hospital, India
Lahore – King Edward Medical University, Pakistan
Lagos – National Orthopaedic Hospital, Nigeria
Kampala – Mulago Hospital, Makerere University, Uganda
Moscow – MONIKI, Russia
Muscat – Khoula Hospital, Oman
Vila Velha – Vila Velha Hospital, Brazil

2.2.6.3. Educational Day Committee

The chairperson and members shall be appointed by the President-Elect, subject to the approval of the Board of Directors. The Chairman and the members of the Educational Day Committee may serve for a term of two years ordinarily renewable once.

Charges

- a) To plan and organise the Educational Day during the Orthopaedic World Congresses of SICOT.
- b) To provide a comprehensive review course and an evidence-based update for residents and practising surgeons on a specific theme at each SICOT Congress.
- c) To ensure that the syllabus covered at each Educational Day is in line with the newly developed curriculum for the SICOT Diploma Examination.
- d) To reach out to active and young members interested in teaching around the world and invite them to join the Faculty for the Educational Day.
- e) To ensure each cycle of the Educational Day covers all sub-specialities and the curriculum over six years.

Ongoing Activities

Amalgamation of recorded lectures to SIGNEL.
Hands-on workshops for practical training.

2.2.6.4. Fellowships Committee

The chairperson and members shall be appointed by the President Elect, subject to the approval of the Board of Directors. The Chairman and the members of the Fellowships Committee may serve for a term of two years ordinarily renewable once.

Charges

- a) To establish, promote and offer fellowships and training opportunities under the aegis of SICOT.
- b) To be involved in the scrutiny and selection of suitable candidates for such fellowships.

Ongoing activities

Alexandria/SICOT Fellowship
 APOA/SICOT Arthroplasty Fellowship
 APOA SICOT Fellowship
 APSS/SICOT Spine Fellowship
 Assiut University/SICOT Training Fellowships
 Bezmialem Vakif University/SICOT Fellowship
 Brussels University/SICOT Fellowship
 Casablanca University/SICOT Fellowship
 EOA/SICOT Travelling Fellowship
 Ganga/SICOT Fellowship
 HKU/SICOT Fellowship
 HOME Fellowships
 Khoula/SICOT Fellowship
 Lagos National Orthopaedic Hospital/SICOT Fellowship
 Makerere College of Health Sciences at Mulago Hospital/SICOT Fellowship
 Marmara University/SICOT Arthroplasty Fellowship
 PKU Shenzhen Hospital/SICOT Fellowship
 'SICOT meets SICOT' Fellowship Programme
 SICOT Travelling Fellowships
 TCH/SICOT Research Fellowship Programme
 Würzburg/Assiut SICOT Fellowship

2.2.6.5. Awards Committee

The Chairman of the Awards Committee is *ex officio* the First Vice-President. The members will be appointed by the Chairman of the Education Academy and the First Vice-President respecting a balanced geographical distribution. The Vice-Presidents, the Secretary General, and the Chairman of the Programme Committee are *ex officio* members. The Chairmanship position of this Committee will be automatically linked to the pendency of the First Vice-President term. The members may serve for a term of two years only.

Charges

- a) Selection of candidates for:
 - SICOT Oral Presentation Award
 - SICOT Poster Award
 - SICOT/AAOS Annual Meeting Scholarships (oral and poster)
 - SICOT/CCJR Meeting Awards (oral and poster)
 - Hull Deformity Course SICOT Award
 - Marcela Uribe Zamudio Award
 - Lester Lowe Award
 - Henri Bensahel Award
 - Shanmuga S. Jayakumar Award
 - German SICOT Fellowship (best 2 exam candidates)
 - SICOT-Kongress-Scholarship
- b) Constitute Jury of the Best Paper Session
- c) Constitute Jury of the Best Poster

2.2.6.6. Programme Committee

Preamble

The Programme Committee was created by the Executive Committee of SICOT under the Education Academy to create and efficiently conduct the scientific programme of the SICOT OWC and to oversee all aspects of this programme. The Programme Committee will replace the Congress Scientific Advisory Committee. The Programme Committee Chairman will be appointed by the Executive Committee for a two-year term. The members of the Programme Committee will be appointed by the Chairman of the Education Academy and the Chairman of the Programme Committee for a term of two years renewable only once. The President-Elect, Education Academy Chairman, Secretary General, Chairman of the Young Surgeons Committee, the previous, present and past Congress Presidents and Chairman of the local Scientific Committee are *ex officio* members of this Committee.

Objectives of the Programme Committee

To design and successfully execute the SICOT OWC programme under the overall guidance of the President-Elect, Chairman of the Education Academy, and the Executive Committee.

Charges

- a) Planning of the Congress scientific programmes for SICOT.
- b) Establishment of a scientific template with time distribution between different subspecialties of Orthopaedics and to strike a balance between them.
- c) Partner on behalf of SICOT with alliance societies in developing the scientific programme.
- d) Establish the timelines for the activity of abstract submission, evaluation, finalisation and declaration of selection or otherwise. Also finalisation of formats of oral, short oral, and poster sessions.
- e) Maintenance of a panel of reviewers for evaluation of the submitted papers and to liaise with them for evaluation of papers.
- f) Maintenance of a panel of moderators to be assigned for different specialty sessions and liaise with them for the smooth running of the Congress.
- g) Designing feedback forms for moderators to collect information about absentees in their session, best paper of the session, ethical infringements, and so on.
- h) Designing feedback forms for participants to comment on the scientific and other aspects of the congress programme.
- i) To make a general policy for no shows for presenters of accepted papers, symposia and moderators and to supervise the certification for attendance and speaker presentations.
- j) To supervise the compilation of the Congress Final Programme Book.
- k) To periodically report to the EC on the progress with the Congress programme and the status of submissions, and so on.

2.2.6.7. Young Surgeons Committee

The object of the Young Surgeons Committee is to improve contacts with Associate Members in each country and submit opinions to the Board of Directors and International Council, particularly on the development of strategies to enhance the association's appeal to younger members. The

Committee chairperson shall be chosen by the President of the association and its membership shall comprise two representatives from each geographical region.

3. Research Academy

- 3.1. SICOT started a Research Academy/Council to help ensure that SICOT not only continues its rich tradition of providing orthopaedic knowledge but also becomes a knowledge creator by supporting high quality evidence based research. The following Committees are joined together in this effort:
- Research Awards Committee
 - Research Collaboration Committee
 - Research Education Committee
 - Research Grants Committee
- 3.2. The Chairman may serve for a term of three years, renewable once only under exceptional circumstances.
- 3.3. A Request for Applications shall be sent out to the SICOT membership. The Officer Nominating Committee shall review the applications and submit the nominations to the Executive Committee for a final vote.
- 3.4. The Chairman is an *ex officio* coopted member of the Board of Directors.

4. Finance Council

- 4.1. The Finance Council shall exercise oversight on the financial implications and consequences on the treasury of all SICOT activities and projects. It shall exercise oversight on the budgets of the association, the SICOT Foundation and the congresses, the use of funds, the investments and dealings of the association and submit opinions to the Board of Directors and to the International Council.
- 4.2. Constituent Committees:
- 4.2.1. Long Range Finance and Industry Committee
Charges
- a) Long term development direction of SICOT
 - b) Endorse recommendations from Finance Committee
 - c) Membership drive/retention
 - d) International relations, Affiliated societies
- Composition**
- a) PP1 (Governance Council chairperson)
 - b) PP2
 - c) YSC
 - d) 3 IC members
- 4.2.2. Finance Committee
- 4.2.3. Corporate Liaison Committee
Charges
- a) Industry relation
 - b) Congress and project sponsorships
 - c) Assist in annual congress budgeting
- Composition**

- a) Secretary General (Chairman)
- b) President
- c) Treasurer
- d) Industry liaison officer
- e) One member-at-large

5. Governance Council

5.1. The Chairman of the Governance Council shall be the Immediate Past President. The term of office shall be two years.

5.2. Constituent Committees:

5.2.1 Advocacy Committee

5.2.2. Congress Site Committee

The Congress Site Committee shall consider the comparative merits of bids for future Congress venues and submit opinions to the Board of Directors and to the International Council who shall select the most suitable site by secret ballot. The Chairman and the members of the Committee may serve for a term of two years only.

Charges

- a) Set up criteria for site selection
- b) Selecting and contracting with Industry Liaison Agent
- c) Site visit procedure and analysis
- d) Presentation to EC and IC for voting

Composition

- a) Immediate Past President (Chairman)
- b) Secretary General
- c) Industry liaison agent (co-opted when appropriate)
- d) Treasurer
- e) One member at large

Site selection process

- a) The Congress Site Committee calls for submissions according to the geographic preference for that year.
- b) The CSC then deliberates on the submissions based on what is provided by the bidders. If there is not enough information on the various hard wares, e.g. venue configuration, transports, hotels, etc, the CSC will either ask the bidder or eliminate that bid. SICOT materials are available to help and assist and applicants. There is no further obligation for the CSC to help them prepare the bid.
- c) The CSC will come down to not more than 3 recommendations. The site visit can then be done at this point by the CSC chairman or Secretary General.
- d) The CSC will present two/three final candidates to the EC/Board of directors for endorsement before final selection by the IC.
- e) Unsuccessful countries can resubmit for future congresses but will be considered afresh from Step 1, i.e. no pre-commitment for the following year etc.

5.2.3. Ethics committee

5.2.4. Officer Nominating Committee

The Officer Nominating Committee shall be chaired by the Immediate Past President of the Society. The President-Elect shall be a member of this Committee. The other three (3) members shall be specified in the Bylaws. The Committee shall prepare the list of candidates for constitutional office for submission to the International Council. The Chairman and the members of the Committee may serve for a term of two years only.

5.2.5. Constitution & Bylaws Committee

The Constitution and Bylaws Committee shall be chaired by the Immediate Past President. Its membership shall be established by the President, subject to the approval of the Board of Directors. The Committee shall consider all future activities of the association, review its Constitution and Bylaws and submit opinions to the Board of Directors and the International Council. The Chairman and the members of the Committee may serve for a term of two years only.

5.2.6. Community Development Committee – History & Archiving

5.2.7. Website Committee

5.2.8. Publications Committee

The members and chairperson of the Publications Committee shall be nominated by the President-Elect and the nominations shall be approved by the Board of Directors. The number of members and their terms of membership shall be specified in the Bylaws. The Committee shall give opinions to the Board of Directors and the International Council on all the association's publications and communications. The Chairman and the members of the Committee may serve for a term of two years ordinarily renewable once.

6. NATIONAL DELEGATES

1. The National Delegate (or the National Secretary, if the National Section is comprised of less than five members) is the representative of the SICOT members of his or her country at the International Council (IC). In the broadest sense, the National Delegate should act as the Liaison Officer between the orthopaedic community of his or her country and SICOT.
2. It is anticipated that the National Delegate will organise an administrative meeting of SICOT members during the Annual Congress of their National Orthopaedic Association and also to facilitate the exchange of information between SICOT and their National Orthopaedic Association(s). The National Delegates should relay to the President(s) of their National Association, SICOT's invitation to participate in the annual Orthopaedic World Congress.
3. The National Delegate is also expected to have a proactive role in recruiting new members and monitoring the membership renewal of the current members. In proportion to the number of new members registered in the preceding year, a number of young trainees of that National Section may receive free registrations for the SICOT Orthopaedic World Congress. The National Delegates should encourage the young trainees of their country to apply for SICOT Fellowships.
4. To achieve these objectives, the Head Office (HO) will provide assistance to the National Delegate. The HO will provide information about:
 - the annual SICOT Orthopaedic World Congress and its relevant dates and deadlines;
 - SICOT fellowships; news and events related to the Society;
 - electronic material of SICOT and WHO;
 - SICOT publications;
 - posters, leaflets and publications to promote the Society;
 - membership status of their National Section (names, addresses, e-mails, subspecialties of the members) and the individual membership fee status.

5. Regular contact, at least every four months, is required with the HO. This may be organised by email or telephone. Thirty days before the annual International Council meeting, the National Delegates will send a short report of the SICOT activities organised in their country during the year to the regional Vice-President with a copy to the HO.

7. GENERAL ASSEMBLY

1. The members of the Executive Committee shall be seated on the platform.
2. Only Active and Associate Members having paid their membership dues, Emeritus Members, and Distinguished Members, shall be allowed to vote.
3. If proposals made by the International Council are rejected, they have to be re-discussed during the next International Council meeting.

8. MEMBERS AND MEMBERSHIP

1. The application forms for membership are subject to the approval of the National Representative.
2. The *Society's* membership diploma shall bear the signature of the President and Secretary General of the *Society*.
3. Proposed names of Distinguished Members shall be sent to the President of the *Society* at least six months before the next meeting of the International Council.
4. The advantages of Associate membership include:
 - reduced registration fees at the SICOT Orthopaedic World Congresses;
 - reduced membership dues.(these advantages are given only for six years, i.e. 2 trienniums)

9. STANDING AND SUBSPECIALTY COMMITTEES

1. Terms of Office – General Rules
 - a) Chairmen of Committees shall normally be members of the International Council.
 - b) Terms of office of Committee members will depend on their mandates on the International Council.
 - c) Terms of office of SICOT Officers on these Committees will depend on their mandates in the organisational structure of SICOT.
 - d) These regulations concerning the terms of office of Standing and Subspecialty Committee Members apply to the aforementioned constituent Committees of the Academies and Councils as well as the Subspecialty Committees listed in the Bylaws.

- e) Any Member of the *Society* may be appointed to a Committee, in a consultative capacity, when special expertise or knowledge is required, with the approval of the Board of Directors.

2. Specific Requirements

2.1. Officer Nominating Committee (ONC)

- a) Composition:
The three members representing the International Council on this Committee may serve for only two years.
- b) Working procedure:
- The ONC shall have in hand, before the meeting of the International Council being held six months in advance of the Congress, all the candidatures for Constitutional Officers of SICOT.
 - The ONC shall hold a meeting at that same International Council meeting.
 - The Chairman of the ONC shall present a preliminary report at the spring meeting of the Executive Committee before the Congress.
 - The final proposed report shall be presented to the Board of Directors prior to the meeting of the International Council held just before the Congress.
 - The final report shall be presented for approval and vote to the International Council at its meeting before the Congress.

2.2 Finance Committee

The members at large are determined by the President-Elect and approved by the Board of Directors.

10. SICOT AFFILIATIONS

1. WHO (World Health Organization)

In accordance with the terms of the Principles governing relations between WHO and NGO's, the WHO Executive Board admitted the International Society of Orthopaedic Surgery and Traumatology into official relations with WHO. The basis of an official relationship is a mutually agreed three-year plan collaboration, the results of which are reviewed by the WHO Executive Board once every three years. This official relation exists since before 1988. The objectives of WHO's collaboration with NGOs is, inter alia, to promote, the policies and strategies derived from the decisions of the governing bodies of WHO.

2. WOC (World Orthopaedic Concern)

The President of WOC (or his or her deputy) shall be an *ex officio* member of the SICOT Education Committee.

The Chairman of the Education Committee (or his or her deputy) shall be an *ex officio* member of the WOC Executive Committee.

The representative of WOC shall be invited to attend International Council meetings.

3. SIROT (International Research Society for Orthopaedics and Traumatology)

An Officer of SIROT shall be proposed as Liaison Officer to SICOT. He or she is invited to attend the meetings of the International Council.

4. Other Societies

Other International Societies with the following criteria may be affiliated:

- have prestige;
- are truly international;
- have a Constitution and Bylaws of their own.

In their relations with SICOT they shall be governed by the Constitution and Bylaws of SICOT.

When affiliated, these societies shall propose a representative (also Member of SICOT) for approval by the International Council to serve as Liaison Officer to SICOT. He or she is invited to attend the International Council meetings with no financial allowance from SICOT.

For meetings, congresses, programmes, letterheads, etc. the authorised wording is: "Affiliated to SICOT" or "Affiliated to the Société Internationale de Chirurgie Orthopédique et de Traumatologie (S.I.C.O.T.)" or "Affiliated to the International Society of Orthopaedic Surgery and Traumatology (S.I.C.O.T.)".

SICOT may at any time form a scientific or strategic partnership with any society to realize joint projects of common interest. These temporary partnerships must be approved by the Executive Committee.

11. THE JOURNAL "INTERNATIONAL ORTHOPAEDICS"

1. The Editor, assisted by an Editorial Board, shall be responsible for the scientific content of INTERNATIONAL ORTHOPAEDICS, the official journal of SICOT.

This shall involve:

- selection of papers with regard to the objectives of the Journal and of the *Society*;
- the scientific quality of papers;
- the presentation of papers (language and illustration);
- the ethics (recognition of ethical principles);
- encouraging the submission of papers;
- diffusion of scientific information.

To facilitate the submission of papers, the Editor shall be an ex officio Member of the Congress Scientific Advisory Committee.

2. The Editorial Board consists of up to 15 SICOT Members, namely the Editor, Associate Editors, Assistant Editors and the Editorial Secretary. In addition, Corresponding Members can be appointed.
3. The members of the Editorial Board are chosen according to the Bylaws by the Editor. The Board meetings may be chaired by the Editor or a chairman chosen by the Editorial Board.
4. The Editorial Board meets in general twice a year on notice of the meeting by the Editor.

5. The Assistant Editors and Corresponding Members serve in an honorary capacity but their expenses can be met.
6. The production team consists of the Editor, the Editorial Secretary, two Associate Editors and the Treasurer. One must be a native English speaker. The production team is chaired by the Editor.
 - a) The overall responsibility for production of the Journal rests with the Editor who is answerable directly to the Board of Directors. The Editor will require working premises.
 - b) The Associate Editors shall assist the Editor in grammatical corrections and any alterations necessary for scientific clarity. Subject to the approval of the Editorial Board, the Editor and Associate Editors are at liberty to co-opt other persons to assist with their work.
 - c) All members of the production team may receive on request an honorarium for their work and their expenses are met.
 - d) The Editor shall attend the meetings of the International Council. He or she shall report on the activities of the Editorial Board, the publication of INTERNATIONAL ORTHOPAEDICS, the organisation and the financial situation of the Journal.
 - e) The Editor is responsible for coordination between the Executive Committee, the Finance Committee, the Publications Committee, the Editorial Board and the Publishers in matters relating to the publication of INTERNATIONAL ORTHOPAEDICS.
7. The Editorial Secretary will assist the Editor to improve the finances, publication and circulation of INTERNATIONAL ORTHOPAEDICS and to assist in reporting to the International Council. He or she may be required to provide editorial material for the Journal.

12. PUBLICATIONS

1. SICOT publishes the Journal "INTERNATIONAL ORTHOPAEDICS" and SICOT-J.
 - 1.1. INTERNATIONAL ORTHOPAEDICS and SICOT-J are the official Journals of the SOCIETE INTERNATIONALE DE CHIRURGIE ORTHOPEDIQUE ET DE TRAUMATOLOGIE (SICOT) publishes original papers from all over the world. The articles deal with clinical and basic research connected with orthopaedic surgery and traumatology. The Journals will also link all Members of SICOT by publishing information relating to SICOT.

Manuscripts must be original. With the acceptance of a manuscript for publication, the publishers acquire the sole copyright for all languages and countries. Unless special permission has been granted by the publishers, no microform or any other reproduction of a similar nature may be made of the Journal, of individual contributions contained therein or of extracts therefrom.

The use of registered names, trademarks, etc., in this publication does not imply, even in the absence of a specific statement, that such names are exempt from the relevant protective laws and regulations and therefore are free for general use.
 - 1.2. "Instructions to Authors" are published in the Journal. They can be modified at any time by the Editorial Board.

- 1.3. The Journal publishes papers in English.
 - 1.4. Submitted papers are reviewed by a number of referees chosen by the Editor. Members of the Editorial Board and Corresponding Members will assist the Editor in the process of reviewing.
 - 1.5. The final decision on publication is made by the Editor.
 - 1.6. All accepted manuscripts are subject to linguistic corrections. The Associate Editors will assist in this process and share the responsibility for a correct usage of English with the Editor.
2. The SICOT WEBSITE shall reflect all aspects of the *Society's* activities and provide links with other relevant Orthopaedic or Traumatology sites. It will provide information, educational material, SICOT news and provide facilities for exchange of information between Members. It will also provide access to information about the journal INTERNATIONAL ORTHOPAEDICS.
 3. The SICOT BULLETIN included in INTERNATIONAL ORTHOPAEDICS is devoted to official information about the activities of the *Society* such as the Orthopaedic World Congresses, prizes, continuing medical education, inter-congress activities and announcements of congresses of significant importance held all over the world and related to orthopaedics.
 4. The SICOT NEWSLETTER is intended to be an informal medium of exchange between the *Society* and its Members, between the Members themselves, and between National Sections. The subjects covered by the Newsletter include orthopaedics at large, news from SICOT and orthopaedic societies and any information concerning Members' activities. The Editorial Secretary will be the Editor of the SICOT Bulletin and the SICOT Newsletter.
 5. The SICOT ELECTRONIC NEWSLETTER is intended to provide fast communication between the *Society* and its Members, or persons, institutions and societies interested in musculoskeletal problems. It is distributed monthly and is produced by the Head Office under the guidance of the Editorial Secretary. A special Editorial Board, the Editorial Secretary and Assistant Editorial Secretaries will regularly provide the content for the different sections of the e-Newsletter.
 6. Reports and information emanating from the Congress.
 7. The Publications Committee may propose other publications and the name(s) of the Editor in charge.

13. FINANCES

1. Summary

The following shall be considered:

- a) Budgets:
 - authority;
 - budget preparation;
 - current annual budget.
- b) Cash Management:

- authority;
 - accounts.
- c) Fees:
- membership dues;
 - Orthopaedic World Congresses;
 - publications.
- d) Financial reporting.
- (See also "Congress Financial Organisation" and "Finance Committee".)

2. Officers' Travel Expenses

Travel authorised by the Executive Committee will be reimbursed upon receipt of completed Travel Expense Report forms with appropriate supporting receipts and documents. Reimbursement will be limited to actual expenditures for travel, lodging and meals directly associated with SICOT activity. The reimbursement policy is to be fixed by the Executive Committee.

3. Committees' Expenses

Committees' expenses may be submitted to the Executive Committee provided they have been agreed upon in advance and presented on the required ad hoc form (including appropriate supporting receipts and documents).

4. Reimbursement Policy

4.1 For Travel

- Should be economy class unless prior authorisation is given.
- Economy class should be the cheapest possible category with luggage.
- Business class flights are only for officers and selected persons via prior authorisation.
- Business class may be only used on flights longer than 5 hours.
- Business class flights should be the lowest changeable but not refundable category.
- Business class flyers must pre-agree their preferred flight with hq@sicot.org. This will be checked against the price for similar flights (including up to 1 stop) using leading carriers. If there exists a material difference (20%) SICOT will refund only to the maximum of the lower amount.
- For business class a flight proposal should be sent within 4 weeks of the meeting date being announced.
- Reimbursement can be done as soon as the ticket is paid.
- Taxes (when reimbursement is in foreign money) are paid by SICOT.
- Taxi fares will only be reimbursed up to a reasonable amount.

4.2. For Accommodation

- Only single occupancy is covered.
- Editorial Board meetings: maximum 2 nights (maximum EUR 170 per night).

4.3 For Subsistence

- Food and drink may be claimed during the time period of official SICOT meetings and business travel by officers only. The maximum per day is EUR 50 and must be supported by applicable receipts.

14. CONGRESSES

1. General Organisation, Information and Policies

Congresses will be organised by the SICOT Head Office. Comprehensive Guidelines for Orthopaedic World Congresses have been issued, as well as related application files. These documents are available at the Head Office in Brussels and on the SICOT website.

2. The Scientific Organisation

The SICOT Executive Committee, in agreement with the International Council, assumes full responsibility for the activities of the Congress and for its smooth development. The Programme Committee has the right, subject to the agreement of the Executive Committee, to structure the Scientific Programme in respect to selection of invited Speakers, subjects, duration of papers, numbers of papers and means of their delivery.

The Programme Committee shall:

- a) establish a coherent, harmonious and balanced scientific programme, and this in agreement with the Executive Committee of the *Society*;
- b) appoint, with the agreement of the Executive Committee, any Committee necessary for the proper organisation of activities;
- c) consult with the Standing Committees of the *Society* in respect to matters with which they are concerned;
- d) report the state of progress of the organisation, through the Chairman of the Programme Committee, to each meeting of the Executive Committee and the International Council.

3. The Participants

- a) The Programme Committee and the President of the Congress may, with the agreement of the Executive Committee, invite Speakers (either Members or non-Members) who are eminent in their field and whose participation will enhance the proceedings of the Congress. Travelling or per diem expenses attached to these invitations must be within the budget defined by the Executive Committee.
- b) A correct list of these invited Speakers shall be handed to the Secretary General and the Treasurer.
- c) Any participant, whether a Member of SICOT or not, wishing to speak or present a free paper, shall be requested to submit an abstract to the Programme Committee which, after review, may authorise its presentation.
- d) Registrants who are not Members of the *Society* are permitted to participate in the Congress.

4. Paper Presentation

All Speakers must provide appropriate slides or electronic input.

5. The Official SICOT Sessions

- a) The Opening Ceremony:
The Opening Ceremony is presided over by the President of the *Society* in association with the President of the Congress.

At the opening session, it is traditional to allot the members of the International Council (National Delegates, Past Presidents, members of the Board of Directors) a place of honour either on the platform or in the immediate vicinity thereof.

b) The Closing Ceremony:

The Closing Ceremony is presided over by the President of the *Society*.

(i) on the platform: the Executive Committee of the *Society*;

(ii) the programme will include in principle:

- thanks conveyed to the Programme Committee and the Congress President on behalf of the Congress Delegates by a National Delegate;
- official Congress closing.

Before this official closing in Orthopaedic World Congresses, there should be:

- transfer of powers from the President of the Congress to the new Congress President (chain of office);
- transfer of powers from the President of the *Society* to the President-Elect (chain of office) (every two years);
- statement from the retiring Presidents (every two years);
- summons of the elected Officers of the Board of Directors: new elected President-Elect, Secretary General, Treasurer, Editorial Secretary, and Vice-Presidents (every two years for the President-Elect and every three years for the other Officers);
- the two retiring Congress and SICOT Presidents are presented with commemorative medal/buttons (every two years for the SICOT President);
- speech from the newly elected President of SICOT (every two years).

6. Requirements for SICOT Administration

a) Executive Committee:

Suitable and correctly located secretarial and meeting premises (including word processor with internet facilities, photocopy facilities, etc.)

b) Meetings:

Adequate meeting rooms for:

- the International Council (+/- 100 seats);
- other Committees (4 or 5 rooms of 10 to 12 seats);
- the General Assembly (+/- 100 seats).

c) Hotel accommodation:

All the members of the Executive Committee and the Head Office staff should be accommodated in the same hotel.

7. The Financial Organisation

a) The financial charges of each Congress shall be borne by SICOT. Combined meetings have special conditions contracted with the partner society.

At least 90% of the profits will be retained by SICOT. 10% of the net surplus may be allocated to the local host for promotion of SICOT either nationally or internationally. To determine the net surplus, 2/3 of the running costs of the Head Office have to be deducted from the gross surplus: $(\text{Congress surplus} - (\text{Total SICOT Expenditure} - \text{Congress Expenditure}) \times 0.67) \times 0.10$.

b) A Congress registration fee shall be charged. It may vary according to the type of participants (Members, non-Members, accompanying persons).

The amounts of the registration fees are fixed by the Executive Committee.

c) With the agreement of the Executive Committee, the Head Office may make (if needed) financial advances necessary for launching the organisation of the Congress.

- d) Requirement to present a budget to the Executive Committee.

15. ENDORSEMENTS BY SICOT

1. Conferences/Symposia/Workshops

- The endorsement allows the organiser to use the logo of SICOT with the words "under the auspices of SICOT".
- The SICOT logo must be the official one provided by the SICOT Head Office.

Criteria:

- a) The application for endorsement by SICOT must be initiated by a SICOT Active Member in good standing.
- b) The scientific programme must include at least 1 invited speaker representing SICOT.
- c) The application including the complete scientific programme must be submitted at least 3 months before the conference date to the SICOT Executive Committee who will approve the endorsement under the recommendation of the Education Council.
- d) The aims of the meeting must be scientific and/or academic with no conflict of interest with the industry (e.g. no sole sponsorship by one company).

2. Publications

- The endorsement of a publication by SICOT allows the author(s) to print the SICOT logo on the publication and a statement indicating the endorsement.
- The SICOT logo must be the official one provided by the SICOT Head Office.

Criteria:

- a) The application for endorsement by SICOT must be initiated by the Editor or the principal author who needs to be a SICOT Active Member in good standing.
- b) The contribution of the SICOT Members must be identified.
- c) A preliminary application including the table of contents must be submitted to the Executive Committee who under the recommendation of the Education Council will give a provisional endorsement.
- d) The final endorsement will be given by the Education Council after submission of the full text of the pre-printed electronic version.
- e) The endorsement cannot be retrospective.
- f) Only scientific publications may be considered with no conflict of interest with the industry (e.g. no sole sponsorship by one company).

3. Long-Term Training Programme / Programme Leading to a Subspecialty Diploma for endorsement by SICOT

- a) The long-term training program must be endorsed by a University, National Board or a specialist national association.
- b) The department/s hosting the program must send complete details of the requisite infrastructure, the faculty, the number of patients seen by the relevant speciality over

a year and the number of surgeries carried out in that period etc. for the approval of the SICOT Education Academy

- c) The department must forward the curriculum being followed and the educational modalities being followed to impart knowledge and training. The hours of exposure must be mentioned in the application made.
- d) Details of the training program and hands on training and patient responsibilities must be stated.
- e) A log book must be maintained by all trainees and must be available for SICOT inspectors to see.
- f) Competence of the trainees must be assessed by an exit examination. The hosts must ensure that exams are conducted in a fair, impartial and comprehensive manner. External faculties, including at least one approved by the SICOT, must be involved in the conduct of the examination.
- g) A SICOT teaching faculty should be invited during the pendency of the program and the program hosts would bear the cost of travel and stay and utilise the services of the faculty as mutually agreed. The SICOT faculty may be utilised to conduct examination and he or she will report on the adequacies and inadequacies of the training program and assessment.
- h) Application must be made by the concerned department to SICOT. The application will be reviewed by the SICOT Education Council and SICOT decision conveyed in 30 days.

4. Non-SICOT Educational Meetings

Definition

“Endorsed Meetings” are meetings that are sanctioned by SICOT and should be open to the general community of orthopaedists, and others with an interest in international orthopaedics and related topics.

Applications

For SICOT endorsement can be submitted at any time and will be reviewed by the SICOT Executive Committee with, in most cases, a response to the applicant in approximately 30 days. Applicants for Endorsed Meetings must provide the credentials of the organizers, statement of scientific and educational merit, proposed agenda, and conflict of interest disclosures.

Qualifications

SICOT will use the following guidelines when considering endorsement of outside conferences and courses:

1. SICOT will not endorse or support a program that has content or sponsors that are judged not in keeping with the mission and principles of SICOT.
2. SICOT will not endorse or support a program that competes with its own existing or planned CME events in terms of content, time, or location.
3. The application must be sponsored by a SICOT member. At least two SICOT members must be involved in the program as faculty cum observer to assess continuing accreditation.
4. A significant portion of the course (>50%) is devoted to international orthopaedics and related topics.
5. Endorsement is intended for medium to large scale courses with minimum faculty (10) and participant (50) requirements.
6. If the course is Industry supported, participation should not be exclusionary or limited to a single company.

7. SICOT will not incur significant financial liability for endorsed program.
8. The program must have accreditation by the National / regional medical council.
9. The endorsement must be done prior to the program, and not in retrospect.

Agreement

The CME organizer(s) agree to:

1. Credit SICOT for its endorsement of the meeting in all-meeting publications and announcements
2. Provide SICOT with copies of all meeting literature including program, abstracts, proceedings and promotional material.
3. Set out SICOT materials (such as membership information, future meeting or course brochures) during the endorsed activity, if requested to do so. SICOT will be responsible for providing and shipping said materials.

SICOT Endorsed Meetings may use the SICOT stamp in promotional materials for the event. The SICOT stamp consists of the SICOT logo with the following statement: "Endorsed by SICOT." The SICOT logo and Society name may not be used for any other purpose unless approved by the SICOT EC.

SICOT will promote Endorsed Meetings in the Society's publications, including the SICOT newsletter, and on the SICOT website. If course organizers have a website, a link may be established to that from the SICOT website.

SICOT may not provide funding for Endorsed Meetings and may have no fiscal responsibility for the CME and or liability for any event.

Application Review Process for Endorsement of Meetings

All meeting applications, with draft programs, will be submitted to the SICOT EC for review and approval. Endorsement is at the sole discretion of the SICOT EC.

5. Books by SICOT

1. The book should be edited / written by a SICOT member or should be a collaborative effort by SICOT members.
2. SICOT should be apprised of the book at the initial prepublication stage. SICOT must approve the desirability of such a book, the content, authors etc.
3. Details of the book should include the title of the book, the editors, the contributing authors, the number of chapters and the expected number of pages. Details must also be given of the expected date of publication and the publisher involved
4. Application for endorsement by SICOT should be forwarded with the above information to the SICOT Executive Committee. Endorsement may be granted by SICOT at its discretion and devoid of any financial liability.
5. 10 copies of the book would be provided gratis to SICOT on publication.
6. Books commissioned by SICOT are automatically endorsed.

6. SICOT Educational Programmes

All educational programmes being conducted by the SICOT National Branches need prior intimation to the SICOT Education Academy. Details relating to the organisers, course content and speakers need to be forwarded at least a month before the event or earlier for approval and endorsement for use of the SICOT logo.

ADDENDUM: ROBERT'S RULES OF ORDER

Summary for the use of the International Council

A. Order of Business (agenda):

- the Chairman calls the meeting to order;
- the minutes of the last meeting: have been circulated or are read. After corrections, they are approved by general consent (assent);
- reports of Officers;
- reports of all Committees. Each report shall be moved and seconded, then discussed after which a vote will be taken.

B. Other Items of Business (order of the day):

- a) To be considered by the Assembly, any item of major significance must be submitted in the form of a motion.
Definition: a motion shall establish clearly the main idea or the resolution. It is the concrete proposition on which the Assembly shall take an action.
Only one motion should be placed before the Assembly at one time.
A motion is always debated and may be amended so long as the amendment is not in conflict with the original motion.
- b) To be officially considered by the Assembly, this motion must be:
 1. "moved" by a first delegate, then
 2. "seconded" by a second delegate.These two steps constitute the fundamental procedure mainly used in English-speaking countries.
- c) The motion is now officially before the Assembly and the Chairman opens the discussion.
As a general rule, members may speak only once to a specific motion. They may speak again at the discretion of the Chairman.
- d) After the discussion is closed, the motion is put to the vote of the Assembly.
- e) Amendments to alter or improve a motion may be proposed by the meeting. The Chairman may ask the Assembly if these amendments can be included in the original motion.
The amendments must be moved and then seconded after which a discussion may take place before a vote on the amendment is held. Any amendment must not be contrary to the original motion.

If an amendment motion is carried then this motion becomes the formal motion before the chair. If the amendment motion is lost, the original motion is then the motion before the chair.

APPENDIX 1

For Long-Term Programmes the following details are necessary:

1. Details of the institution and infrastructure

Type of institution: Teaching / non-teaching public / teaching private / non-teaching private

No. of beds

Number of Operation theatres

Allied specialties

Outpatient department

Diagnostic services

Class rooms or seminar halls

Library

Audio-visual facilities

2. Faculty

Number of teachers, their seniority and designation

Full time and part time teachers

Allied specialists

3. Workload at the training institution

The number of patients seen by the relevant specialty over a year

How many outpatient sessions per week

The number of surgeries carried out in a year - please classify as Elective and Emergency and as

Major or Minor under each heading

How many ward rounds per week

4. Trainees

Please state the number of trainees in that program

Eligibility of entry into the program

Duration of the program

Trainee responsibilities

5. Educational Modalities

Curriculum followed

Teaching program viz. Tutorials, Lectures, Case discussions, Preoperative planning session, Clinic-pathology sessions, clinic-radiology sessions, morbidity and mortality conference etc. and their numbers per month should be specified.

Hands on training

No of surgeries seen by a trainee per year

No. of surgeries assisted

No. of surgeries done independently

Sample log book maintained by the trainees

This should include details of the surgeries listed by:

Surgeries assisted as first assistant

Surgeries assisted as second assistant

Surgeries carried out independently

6. Assessment of Trainees

Schedule for assessment of trainees

Exit examination - pattern of examination, no. of candidates, no. of examiners, external examiners if any

APPENDIX 2

Endorsement for Non SICOT Educational Meetings

1. Organizers and institution / association organising the meeting

Credentials of the organizers

SICOT member: Yes / No

Institution organising the meeting:

Teaching Hospital

Private Hospital University

Regional Orthopaedic Association

National Orthopaedic Association

Other (please specify)

Earlier meetings organised by the group

Conflict of interest disclosures

2. Meeting format

Objectives

Agenda

Format: Lectures / Discussions / Workshop / Hands-on opportunities

Duration of the meeting

Accreditation by the national / regional medical council if any

3. Faculty

Details and number of faculty invited, their professional designations, qualifications and area of expertise. (Please attach brief CVs)

Conflict of interest disclosures

4. Participants

Eligibility to attend

Number of participants expected

BYLAWS OF THE SOCIETE INTERNATIONALE DE CHIRURGIE ORTHOPEDIQUE ET DE TRAUMATOLOGIE

BYLAW 1: Principal Office

- 1.1. An administrative office for the Society shall be established by the Executive Committee provided it is approved by the Board of Directors and compatible with the budget of the Society.
- 1.2. Executive Director – An Executive Director shall be appointed by the Executive Committee. The Executive Director shall have the authority and responsibility for deciding how the objects, determined by the Executive Committee and Board of Directors, are to be achieved, subject to review by the Executive Committee.

BYLAW 2: Terms and Dues

- 2.1. Terms –
 - 2.1.1. The fiscal year of SICOT is from January 1st to December 31st.
 - 2.1.2. The membership term of SICOT is one year.
 - 2.1.3. The Officer term of SICOT is three years, except those of the President, Immediate Past President, and President-Elect, which is two years.
- 2.2. Dues –
 - 2.2.1. Annual dues in amounts to be determined by the Executive Committee shall be paid by the Active and Associate Members to the bank account of SICOT at such time as demanded, except as otherwise provided.
 - 2.2.2. Payment entitles the Member to receive, without additional charge, all society publications corresponding to the period of the paid dues. Payment shall be made normally by March 31st of any given year. A Member's dues are not in arrears if they are paid within six months of the date on which they fall due.
 - 2.2.3. If a Member's dues have not been paid during this period of six months, the Secretary General of the Society will transmit a final reminder that will be the final demand.
 - 2.2.4. If membership dues have not been paid six months after the expected date, the Member will no longer receive the Society Journal. After a year of default, the Member will be considered to have lost his/her voting right and will become an Inactive Member. A final warning will be sent prior to declaration of loss of Active or Associate membership.
 - 2.2.5. Emeritus Members are not required to pay membership dues after the year in which that status is acquired. They may subscribe to International Orthopaedics for a reduced fee. They shall receive other publications of the Society.
 - 2.2.6. Distinguished Members shall receive all the publications of the Society free of charge.
 - 2.2.7. Inactive Members are not required to pay a penalty fee upon reinstatement nor are they required to pay membership dues. They are required to pay normal Congress registration fees. They shall not receive the Society Journal, but shall receive other publications of the Society.

2.2.8. Corresponding Members shall not pay individual membership dues. They shall not receive the printed Society Journal, but shall receive other publications of the Society including the electronic version of the Society Journal.

2.2.9. Any exemption from or reduction of dues shall be determined by the Executive Committee.

BYLAW 3: Election to Membership

- 3.1. Requirements for membership, credentials and documentation shall be published for the information of all Members, including updated information being loaded on the SICOT website. These are subject to change by the Executive Committee. Requirements for membership are detailed in the Policies and Procedures Manual.
- 3.2. Applications for membership must be accepted by the National Representative of the country in which the candidate resides. The National Representative has 14 days to reject the application and explain the reason(s) for the rejection. Once this deadline has passed, the Secretary General reviews the application and decides whether to accept or reject the candidate.
- 3.3. The Executive Committee may set quotas for the number of Active Members per country, if deemed appropriate by the National Representative.

BYLAW 4: Reinstatement of Membership

A Member who has terminated his/her membership may be reinstated at any time without payment of a reinstatement fee. The Member shall be entitled to receive from then on publications and notices of the Society and to purchase any missed publications, subject to their availability.

BYLAW 5: Funds

The funds of the Society shall be obtained from dues, assessments, registration fees at meetings, profits from congresses, sales of its publications, advertisements in its publications, donations, legacies, interest on reserve funds, investments and other sources as may become available. The Society shall fulfil all the requirements for status as a non-profit scientific, educational and professional association. It shall use its funds for the objects of the Society as stated in the Constitution.

BYLAW 6: Nomination and Election of Officers

The Officer Nominating Committee shall prepare a list of candidates and their credentials, nominated for Constitutional Office in the Society. The names shall be submitted to the Executive Committee, the Board of Directors and the International Council.

BYLAW 7: Board of Directors

- 7.1. The Board of Directors shall meet at least once a year prior to the meeting of the International Council and otherwise as necessary determined by the Executive Committee. It will make recommendations concerning all actions to be performed by the Executive Committee to attain the objects of the Society.
- 7.2. The business of the Board of Directors may be transacted by mail provided the President notifies all Members of the Board of Directors of any proposed action together with a brief statement of any known arguments for and against the action.
- 7.3. Votes by proxy shall not be allowed either in a mail ballot or in meetings of the Board of Directors. No Member of the Board of Directors may send a substitute to vote in his place at any meeting of the Board.

- 7.4. A member of the Board of Directors who is unable to complete the term of office shall be replaced immediately by a new appointee chosen by the President.

BYLAW 8: Committee Structure

8.1. Constitutionally mandated Committees are:

- Executive Committee
- Board of Directors
- International Council
- Standing Committees
 - o Advocacy Committee
 - o Awards Committee
 - o Community Development Committee – History & Archiving
 - o Congress Site Committee
 - o Constitution and Bylaws Committee
 - o Corporate Liaison Committee
 - o Education Centres Committee
 - o Education Committee
 - o Educational Day Committee
 - o Ethics Committee
 - o Fellowships Committee
 - o Finance Committee
 - o Long Range Financial & Industry Committee
 - o Long Range Committee
 - o Officer Nominating Committee
 - o Programme Committee
 - o Publications Committee
 - o Research Award Committee
 - o Research Collaboration Committee
 - o Research Education Committee
 - o Research Grant Committee
 - o Website Committee
 - o Young Surgeons Committee
- Subspecialty Committees
 - o Computers & Enabling Technologies Committee
 - o Foot and Ankle Committee
 - o Hand Committee
 - o Hip Arthroplasty Committee
 - o Infections Committee
 - o Knee Arthroplasty Committee
 - o Orthopaedic Microsurgery Committee
 - o Orthopaedic Research Committee
 - o Paediatrics Committee
 - o Shoulder and Elbow Committee
 - o Spine Committee
 - o Sports Traumatology and Arthroscopy Committee
 - o Trauma Committee
 - o Tumour Committee

- 8.2. The Executive Committee may be composed of six (6) Constitutional Officers: the President, the Immediate Past President, the President-Elect, the Secretary General, the Treasurer and the First Vice-President. The invited ex officio participants shall be the Young Surgeons Committee chairperson, current Congress President, and two members at large. The two members at large shall serve for a two-year term with the possibility of re-election for an extra term. The President, Immediate Past President, and President-Elect shall serve for a two-year term whereas the Secretary General, the Treasurer and the First Vice-President shall serve for a three-year term. The Secretary General and the Treasurer are eligible for an extra term of three years.

8.3. The Board of Directors shall be composed of the President, President-Elect, Immediate Past President, five Vice-Presidents, Secretary General, Treasurer and Editorial Secretary. The invited ex officio participants shall be the Education Academy chairperson and the Research Academy chairperson. The term of office for the Vice-Presidents and Editorial Secretary is three years, renewable once only.

8.4. The composition of the International Council shall be as specified in the Constitution. It shall meet at least once a year, at the time of a Congress and on other occasions at the request of the Board of Directors, under the chairship of the President or, in his absence, by the President-Elect. The date and place of the meeting shall be determined by the President.

A National Delegate who is unable to attend a meeting of the International Council must be replaced by another member of his/her National Committee or his/her National Section or, if this is not possible, shall nominate a proxy to the Secretary General empowering another National Delegate or member of the Board of Directors to cast his/her ballot. No member of the International Council may cast more than two proxies.

8.5. Standing Committees

The composition and terms of office of chairpersons and members of the Standing Committees as listed above shall be detailed in the Policies and Procedures Manual.

8.6. Subspecialty Committees

The Subspecialty Committees shall foster the advance of orthopaedic science in the different subspecialties.

8.6.1 An interim Chairperson, appointed by the Executive Committee pending election of a Chairperson by majority vote in the respective groups, shall chair each Subspecialty Committee.

8.6.2 The duration of chairship is two years, after which a new election is held. A Chairperson may serve a maximum of two consecutive two-year terms.

8.6.3 The Subspecialty Committees shall collaborate with the Programme Committee in selecting topics and reviewing papers for scientific sessions, selecting invited speakers and creating workshops, symposia, and other sessions at the SICOT Congresses, Trainees' Meetings and other educational activities. The Subspecialty Committees are also responsible for selecting award papers and initiating regional fellowships within the respective subspecialties.

8.7. The terms of reference of all Committees shall be determined by the Board of Directors and approved by the International Council.

BYLAW 9: National Sections

9.1. Establishment: to be recognised by the Board of Directors, a National Section must be composed of at least five (5) Active Members resident in that country.

9.2. A country with less than five (5) Active Members may designate one Active Member as National Secretary responsible for collecting unpaid dues, proposing candidates for membership and communicating with the Secretary General. He or she shall receive the same information as a National Delegate and is invited to meetings of the International Council with consultative status.

9.3. Representation: a National Section approved by the Board of Directors shall be administered by a National Delegate or National Secretary elected by secret ballot by members of the National Section.

9.4. National Sections, which have between 100 and 200 Active Members, shall be permitted to exercise two votes. Those National Sections composed of over 200 Active Members shall be entitled to exercise three votes by the National Delegate at the International Council.

- 9.5. National Delegates shall be members of the International Council and shall have the right to vote once they have paid their membership dues. National Secretaries shall not have the right to vote.

The term of office of a National Delegate or National Secretary shall be three years and under normal circumstances this may be extended for one additional term of three years. Re-election for additional terms shall be considered on a case-by-case basis by the Executive Committee. It is mandatory to hold an election of the National Delegate or National Secretary of the National Section every three years. Only fully paid up members are eligible to vote. It is recommended that the vote should be organized during the annual congress of the national orthopaedic association or at another appropriate time. A proxy vote, in writing, is allowed. The SICOT Head Office must be informed of the result of the ballot in due time before the International Council meeting.

If the three-year term of a National Delegate is exceeded and no election has taken place, then, with no response from the National Delegate to two reminder emails sent by SICOT, the SICOT Head Office will organize an e-vote of fully paid up members of the National Section sent to the e-mail address held at the SICOT Head Office. In this case, only the e-mail addresses appearing in the SICOT membership roster and provided by the members of that National Section will be used.

- 9.6. The National Section whose Delegate has been elected to one of the Constitutional Offices of President-Elect, Secretary General, Treasurer or Editorial Secretary shall elect a new National Delegate. A National Delegate who is elected Vice-President of a geographical section shall remain the National Delegate of his country until his mandate as Vice-President has ended.
- 9.7. The National Section should meet in General Assembly at least once in each triennium and the National Committee should meet at least once a year.
- 9.8. A National Section may have a Constitution and Bylaws for its own operation provided that it does not conflict with the Constitution and Bylaws of the Society and serves to support and enhance the goals of the Society. In order to ensure consistency, the Board of Directors shall approve such Constitutions and Bylaws.

BYLAW 10: Academies and Councils

Academies and Councils not otherwise provided for may be appointed by the Board of Directors. Their constituent committees shall be detailed in the Policies and Procedures Manual.

BYLAW 11: SICOT Partnerships

Partnerships with other Societies or Associations may be established with the approval of the Executive Committee.

Requirements are described in the Policies and Procedures Manual.

Partnerships already established include:

- World Health Organization (WHO) – SICOT has been recognised by WHO as a non-governmental organisation in official relations with WHO.
- World Orthopaedic Concern (WOC) – WOC is affiliated to SICOT and close ties have been established between the two Societies.
- International Research Society for Orthopaedics and Traumatology (SIROT)
- World Federation of Hemophilia, Musculoskeletal Committee (WFH)
- International Society for Minimal Intervention in Spinal Surgery (ISMISS)
- World Society for Reconstructive Microsurgery (WSRM)
- Association for Rational Treatment of Fractures (ARTOF)
- International Musculoskeletal Laser Society (IMLAS)
- International Federation of Paediatric Orthopaedic Societies (IFPOS)
- Orthopaedic Association of SAARC Countries (OASAC)

In addition, the Executive Committee may establish special agreements with National or International Societies or Associations, and may nominate Friendship Nations/Societies/Regions.

BYLAW 12: Publications

12.1. Policy Determination –

The Board of Directors shall, upon the recommendation of the Publications Committee, adopt publication policies consistent with the Society's goals. The Publications Committee shall monitor all SICOT publications to ensure consistency with the Society's Constitution and Bylaws and with policies adopted by the Board of Directors.

12.2. SICOT Journal –

The Journals of SICOT shall be INTERNATIONAL ORTHOPAEDICS and SICOT-J.

12.3. Editors of INTERNATIONAL ORTHOPAEDICS and SICOT-J –

The Executive Committee, on the recommendation of the Editorial Boards, shall nominate and the Board of Directors shall appoint Editors for the journals of SICOT. The Editors shall be responsible for the editorial content of the journals. The Editors shall serve at the pleasure of the Board of Directors for a three-year term and may be re-nominated and reappointed by the Board of Directors for further three-year terms. The Editors will choose Associate and Assistant Editors and shall inform the Board of Directors of such choices. Associate Editors will serve for a triennium and may be re-nominated for further three-year terms. Assistant Editors may serve for a triennium and may be re-elected for further three-year terms. The Editor, Associate and Assistant Editors constitute the Editorial Board.

The Editorial Secretary shall be a member of the Boards (ex officio). A Chairperson may be nominated by the members of the Editorial Board, subject to the approval of the Board of Directors. The Editor may be the Chairperson of the Board.

12.4. The Editors shall be invited to attend the meetings of the Executive Committee when appropriate.

12.5. The Editors are directly responsible to the Executive Committee.

12.6. Emeritus Members may subscribe to the Journal "International Orthopaedics" at a privileged price.

BYLAW 13: Congresses of SICOT

13.1. There shall be a professional meeting of the Society (Congress) open to all members at least every year. This meeting shall consist of educational and research programmes both clinical and scientific, under the patronage of the Board of Directors.

13.2. There shall be an Organising Committee under the chairship of a Congress President who shall be appointed by the International Council on the advice of the Executive Committee well in advance of each Congress. This committee will oversee the organisational aspects of the Congress.

The financial arrangements and organisational managements of SICOT Congresses will be the responsibility of the Secretary General assisted by the SICOT Head Office working in cooperation with the Congress President and a local and/or international PCO.

13.3. Registration fees for Congresses shall be determined by the Executive Committee.

13.4. Invitations by National Representatives to host future Congresses shall contain:

- the name of the country and city;
- the official approval of the local authorities;
- the approval of the National Orthopaedic Association to indicate support – it is not expected to participate in the organisation or running of the meeting;

- the name of a Member of SICOT living in the proposed country as President of the Congress;
- suggested dates for the meeting;
- preliminary budget;
- floor plan of the congress venue.

The Congress Site Committee will consider the bids and report to the Executive Committee who will make their recommendations to the International Council for its vote. The final choice of site shall be submitted to the General Assembly for approval.

Candidate Presidents for future Congresses will be required to sign acceptance of the Guidelines for Congresses.

BYLAW 14: Finances

14.1. Policy and Procedures Determination –

The operating and financial policies and procedures of the Society as determined by the Executive Committee shall be published in the Policies and Procedures Manual.

14.2. Cheque-Signing Authority –

The Executive Committee shall specify who shall serve as signatories for signing cheques on the Society accounts, and shall record the policy in the Policies and Procedures Manual.

14.3. Budgets –

The Treasurer, with the assistance of the Head Office, shall bring to the Executive Committee a proposed annual budget. Upon approval by this Committee, the annual budget shall be brought each year by the Treasurer to the International Council for approval.

14.4. Disclosure –

The Treasurer of SICOT shall report to the General Assembly on the financial status of the Society and on budgets approved by the Executive Committee and the International Council.

14.5. Auditors –

Two Active Members of SICOT shall be nominated as auditors by the Executive Committee every three years and approved by the International Council. An annual audit report will be presented to the General Assembly after endorsement by the Executive Committee. The auditors are ex officio members of the Finance Committee.

BYLAW 15: Policies and Procedures

A constant and current record of the administrative policies and procedures of the Society shall be maintained at all times by the Secretary General with the approval of the Executive Committee.

BYLAW 16: Languages

The working language shall be English. Other languages may be used where appropriate.

BYLAW 17: Rules of Order

In the absence of any specific provision in these Bylaws, all meetings of the Society, its Board of Directors, Executive Committee, International Council, General Assembly and duly appointed councils or committees shall be governed by standard parliamentary procedure which provides for adequate notice

and fair opportunity for debate. The Presiding Officer may be guided by, but not bound by, the most current edition of Robert's RULES OF ORDER.

BYLAW 18: Voting Procedures

Only National Delegates who have paid their membership dues and past Presidents may vote. In any matter requiring a vote, the result shall be determined by a simple majority of those present or represented.

If there are more than two propositions under consideration, the proposition receiving the lowest vote will be successively eliminated.

In the event of a tie, the Presiding Chairperson shall give a casting vote.

BYLAW 19: Changes to the Bylaws

- 19.1. All changes in the Bylaws must be proposed by a majority of the Board of Directors of SICOT acting separately.
- 19.2. Changes to the Bylaws may be adopted, annulled or amended by a majority vote of the members present at a regular meeting of the International Council provided that the members of the International Council have been notified of the proposed action in writing or through an appropriate Society publication at least 30 days prior to the meeting.

BYLAW 20: Adoption

Changes to the Bylaws shall take effect immediately after their approval by a majority of the International Council.

Constitution of the **Société Internationale de Chirurgie Orthopédique et de Traumatologie**

AN INTERNATIONAL NON-PROFIT ASSOCIATION

ARTICLE 1: Name and registered office

1.1. The association, founded in Paris, France, on 10 October 1929, is an international non-profit organization with the name International Society of Orthopaedic Surgery and Traumatology (in French: *Société Internationale de Chirurgie Orthopédique et de Traumatologie*). It may be referred to by its French acronym S.I.C.O.T. or SICOT.

1.2. The association is governed by the provisions of Title III of the Non-Profit Organizations, International Non-Profit Organizations and Foundations Act of 27 June 1921.

1.3. The registered office of the Association shall be situated in Belgium, and is presently at Rue de la Loi 26, 1040 Brussels. It may be transferred to any other place in Belgium by ordinary resolution of the International Council published in the Schedules to the Belgian Official Gazette (*Annexes du Moniteur Belge*).

ARTICLE 2: Object

The object of this non-profit organisation is to promote the advancement of the science and art of orthopaedics and traumatology at international level in particular for the improvement of patient care; to foster and develop teaching, research and education; to facilitate and encourage exchange of professional experience and to promote good fellowship among its members.

ARTICLE 3: Membership

3.1. Eligibility -

Membership of SICOT shall be open to individuals who are qualified orthopaedic surgeons, traumatologists or specialists in related fields in any country.

3.2. Membership categories -

The association shall comprise seven membership categories: Active Members, Emeritus Members, Distinguished Members, Associate Members, Honorary Members, Inactive Members and Corresponding Members. A member of any category who changes country of residence may retain their membership. Such members will become members of the national section of their new country of residence or, if there is no national section, shall be administered by the Secretary General.

3.2.1. Active Members:

Applicants shall be admitted to Active Membership by a vote of the International Council on the recommendation of the National Delegate who shall check the credentials of the applicants of his or her country. The Board of Directors shall set the maximum number of Active Members from any country.

3.2.2. Emeritus Members:

An Active Member who has reached the age of seventy (70) shall on request, be made an Emeritus Member. An Active Member who ceases to practice medicine at the age of sixty (60) may apply for Emeritus Membership in writing to the Secretary General. Emeritus Members may take part in the association's activities but are not normally eligible to hold office. The President may nevertheless request that the Board of Directors grant an exception to this rule for an Emeritus Member designated by him.

3.2.3. Distinguished Members:

Active or Emeritus Members who have rendered outstanding services to the association and enjoy an exceptional professional reputation may be appointed as Distinguished Members by the International Council on the recommendation of the Board of Directors.

3.2.4. Honorary Members:

On the advice of the Board of Directors, the International Council may confer the title of "Honorary Member" on non-members of outstanding merit.

3.2.5. Associate Members:

Young surgeons aged under the age of forty (40) are eligible for temporary associate membership with privileges that entitle them to participate in all the association's scientific activities and to receive the Journal "International Orthopaedics". To qualify, they must be enrolled in an appropriate orthopaedic training programme. They should normally become Active Members after six years' associate membership.

3.2.6. Inactive Members:

A former Active or Associate Member who has lost his or her Membership because of non-payment of dues, and who wishes to resume and maintain his or her contact to SICOT, is eligible for Inactive Membership without voting rights. Inactive Members will not be required to pay a penalty fee upon reinstatement nor are they required to pay dues. They are required to pay normal congress fees. Inactive Members receive the SICOT e-Newsletter and have access to SIGNEL.

3.2.7. Corresponding Members:

National or International Partner Societies can apply for Corresponding membership by paying an annual fee, the amount of which will be determined by the Executive Committee of SICOT. In determining this fee, the Executive Committee will take into account the number of members of that Society as well as their financial situation. Corresponding Membership may also be acquired by means of nomination by the International Council on the recommendation of the Board of Directors. A Corresponding Member does not pay individual membership dues, pays normal congress fees and is entitled to receive all electronic information including the journal "International Orthopaedics".

3.3. Nomination and Election -

The procedures for nomination and election to membership shall be specified in the Bylaws.

3.4. Voting and other privileges of membership of the association -

3.4.1. Active Members shall have the right to vote, to hold office, to sign referenda, to initiate petitions and to sign nominating petitions. They shall pay the dues laid down by the Executive Committee and approved by the Board of Directors.

3.4.2. Emeritus Members shall have the right to vote, to sign referenda and nominating petitions. They are not required to pay dues.

3.4.3. Distinguished Members shall have the right to vote, to sign referenda and nominating petitions. They are not required to pay dues nor registration fees at the annual congresses.

3.4.4. Honorary Members have no seat on the association's Board of Directors and no voting rights.

3.4.5. Associate Members pay reduced dues and registration fees at association congresses. They have the same rights as Active Members, including the right to vote.

3.4.6. Inactive Members neither have the right to vote nor to hold office.

3.4.7. Corresponding Members neither pay individual membership fees nor have the right to vote.

3.5. Resignation -

Members may terminate their membership at any time by tendering their resignation to the Secretary General, or by failing to pay their dues within six months of the due date.

3.6. Expulsion -

After having been allowed to state his or her case to the Board of Directors, a member may be expelled in a secret ballot by a four-fifths majority of the votes cast by the International Council in a meeting called specifically for the purpose.

ARTICLE 4: Dues, subscriptions and obligations

4.1. The Executive Committee shall draw up a scale of dues and subscription rates for the association's publications. The scale shall be subject to the approval of the Board of Directors.

4.2. A member shall not be in arrears if his or her dues are paid within six months of the date on which they are payable.

4.3. No expelled or former member, or any heir of a deceased member, shall have any entitlement to the privileges

of the Society. They may not claim any share of the funds, any reimbursement of dues or payment of any other kind.

ARTICLE 5: Organisation and administration

5.1. Board of Directors -

5.1.1. Composition:

The Board of Directors shall be composed of the eleven (11) elected constitutional officers of the association, namely the President, President-Elect, Immediate Past President, five Vice-Presidents, Secretary General, Treasurer and Editorial Secretary. The members shall be elected by the International Council. The quorum for its meetings shall be seven (7) members personally present.

5.1.2. Powers:

The Board of Directors shall be the chief policy-making body of the association within the scope of the powers conferred upon it by the International Council.

5.2. Executive Committee -

5.2.1. Composition:

The Executive Committee shall normally be composed of six (6) members of the Board of Directors, namely the President, President-Elect, Immediate Past President, Secretary General, Treasurer, and First Vice-President. The quorum for its meetings shall be four (4) members personally present. Other SICOT members may be invited ex officio by the President to the Executive Committee as provided for in the Bylaws.

5.2.2. Powers:

5.2.2.1. The Executive Committee shall be responsible for the general administration and management of the association, the execution of decisions taken by the Board of Directors and the International Council, the preparation of meetings of the Board of Directors and constitutionally mandated committees and the publication of selected documents and contributions.

5.2.2.2. The Executive Committee shall have the authority to take all necessary decisions on behalf of the association in urgent matters, subject to ratification by the Board of Directors.

5.2.2.3. The Board of Directors, the Executive Committee, or the International Council shall confer on the Secretary General, the Treasurer and the Executive Director, acting separately, such powers as may be deemed fitting to proceed with the general administration, financial matters and handling the funds of the association.

5.2.2.4. For day-to-day administration and dealings with public services or banks, the Secretary General and Treasurer may, on their own authority, delegate their powers and grant power of attorney to a member or an employee of the Society.

5.3. National Sections -

5.3.1. Composition:

A National Section may be formed in any country with five or more Active Members. Each National Section, approved by the International Council, shall elect one of its members to be its National Delegate.

5.3.2. Powers:

Each National Section shall have one or more votes on the International Council. National Sections with between 100 and 200 Active Members may have two votes. Those with over 200 Active Members may have three votes to be cast by the National Delegate at the International Council. The National Delegate shall receive and process all applications for membership and make recommendations to the vote of the International Council.

5.4. International Council -

5.4.1. Composition:

The International Council shall be composed of all National Delegates, the Board of Directors, Past Presidents of SICOT and (Past and Future) Presidents of congresses, National Secretaries, Chairmen of the association's Committees, the Editors and the Chairpersons of the Editorial Board of "International Orthopaedics" and "SICOT-J".

The President may invite any member of the association or officers of another association to take part in the

proceedings of any meeting without a right to vote. Only National Delegates have the right to vote on matters coming before the International Council. No member of the International Council may hold more than two proxies.

5.4.2. Powers:

The International Council shall determine the general policy of the association.

It shall elect the President-Elect, Secretary General, Treasurer and Editorial Secretary of SICOT on the recommendation of the Officer Nominating Committee.

It shall approve the sites and local officers on the recommendation of the Congress Site Committee.

It shall be kept informed of all the activities and proposals of the Board of Directors, the Executive Committee and of any other committee which requires its approval.

It shall approve the election of new Active Members, Distinguished Members and Honorary Members on the recommendation of the Board of Directors. It shall expel members in accordance with the procedure laid down in article 3.6.

It shall approve all changes to the Bylaws. It shall likewise approve all changes to the Constitution ahead of the General Assembly.

It shall approve the accounts and the budget of the association. The International Council shall confer on the Secretary General and Treasurer the powers to act on behalf of the association in executing instruments which incur the association's liability and to conduct legal proceedings as both plaintiff and defendant.

5.5. General Assembly -

5.5.1. Composition:

A General Assembly of the members of the association shall meet at each SICOT congress. All members shall have the right to vote except Honorary, Inactive and Corresponding Members. It shall be chaired by the President of the association.

5.5.2. Powers:

The General Assembly shall ratify or reject the reports of the officers of the Society, the amount of membership dues, the election of the officers of the Society, the site of congresses, and the election of their Presidents. It shall vote on changes to the Constitution and the winding-up of the association.

5.6. Voting Procedures -

In any matter requiring a vote, the result shall be determined by ordinary majority of the members personally present.

A resolution shall be passed only if voted through by ordinary majority of half the members. Provided that, if no such quorum is found, a new Assembly shall immediately be called to transact the same business. It shall decide by ordinary majority of the members personally present.

If there are more than two propositions to be put to the vote, the proposition receiving the lowest vote will be eliminated in turn.

In the event of a tied vote, the President shall have a casting vote.

ARTICLE 6: Officers, Election, Terms of Office and Duties

6.1. Officers -

The officers of the association shall be the President, the President-Elect, the Immediate Past President, the five Vice-Presidents, the Secretary General, the Treasurer and the Editorial Secretary. They shall comprise the Board of Directors.

6.2. Election, Procedure and Term of Office -

They shall be elected by the International Council on the recommendation of the Officer Nominating Committee (the President-Elect, Secretary General and Treasurer) and of the National Delegates of the geographical sections (the five Vice-Presidents). The officers, apart from the President-Elect, President and Immediate Past President, shall hold office for a renewable term of three years.

6.3. The President -

The President shall be the Chief Officer of SICOT and shall chair all meetings of the association and perform his or her duties in accordance with usage and parliamentary practice. The President shall chair the Board of Directors, the Executive Committee, the International Council and the General Assembly; he or she shall be an ex officio member of all Committees as provided for in the Bylaws.

6.4. The Immediate Past President -

The President shall, upon expiration of his or her two-year term of office as President, automatically become the Immediate Past President of the association, and an ex officio member of the Executive Committee and the Board of Directors for an additional term of two years; he or she shall be the Chairperson of the Officer Nominating Committee and the Constitution and Bylaws Committee.

6.5. The President-Elect -

6.5.1. The President-Elect shall be elected every two years by the International Council.

6.5.2. The President-Elect shall assist the President in the performance of his or her duties and chair the meetings of the association in the President's absence. The President-Elect shall be a member of the Board of Directors, the Executive Committee, the Officer Nominating Committee and shall be an ex officio member of all other Committees. The President-Elect is in charge of the scientific programme of the annual congress and can delegate the tasks to the Chairperson of the Programme Committee.

6.5.3. The President-Elect shall act in the place of the President in the event of the death or incapacity, or at the request of, the President.

6.5.4. Upon expiration of the President's term of office, the President-Elect shall become the President of the Society.

6.6. Vice-Presidents -

6.6.1. Five Vice-Presidents, each representing one of the five geographical sections (Europe, North America, Latin America, Africa-Near and Middle East, Asia Pacific) shall be elected by and from among the Delegates of these geographical sections for a term of three years, renewable once only.

6.6.2. The Vice-Presidents shall elect one of their number as First Vice-President to serve on the Executive Committee for a term of three years.

6.7. Secretary General -

6.7.1. The Secretary General shall be elected by the International Council to serve a term of three years, ordinarily renewable once only. In exceptional circumstances, the International Council may extend his or her term of office for a further term of three years.

6.7.2. The Secretary General shall be responsible for minuting all meetings and proceedings of the association and the Standing Committees. The minutes shall be kept at the registered office of the association. He or she shall keep an accurate register of members. He or she shall send to the Board of Directors, Executive Committee, International Council and General Assembly timely notice of their meetings and the agenda for such meetings. The Secretary General shall place on the agenda of such meetings any item of business requested by written requisition of at least twelve (12) Active Members of the association.

6.7.3. The Secretary General shall be a member of the Finance Committee.

6.8. Treasurer -

6.8.1. The Treasurer shall be elected by the International Council for a term of three years, renewable once only.

6.8.2. The Treasurer shall serve as a member of the Publications Committee and of the Finance Committee.

6.9. Editorial Secretary -

6.9.1. The Editorial Secretary shall be elected by the International Council for a term of three years, renewable once only.

6.9.2. The Editorial Secretary shall serve as a member of the Publications Committee and (ex officio) of the Editorial Board.

6.9.3. The Editorial Secretary shall be invited to attend the meetings of the Executive Committee when appropriate.

6.9.4. The Editorial Secretary shall have responsibility for the Society's "Newsletter", electronic communications and may be asked to contribute to the Society's Journals.

ARTICLE 7: Committees

7.1. Standing Committees -

The Standing Committees are consultative bodies with the power to give opinions and make recommendations only. Their composition is subject to approval of the Board of Directors. All members of all categories are eligible to serve on them. The composition, chairship, number of members and the terms of office of members of all standing committees shall be specified in the Policies and Procedures Manual.

7.2. Subspecialty Committees -

In order to meet increasing demands in teaching, training and education within orthopaedic subspecialties, SICOT shall establish several subspecialty sections. These committees shall be specified in the Bylaws.

7.3. Other Committees -

Committees not otherwise provided for in the Constitution may be appointed by the Board of Directors for a specific purpose. The composition and chairship of these committees shall be specified in the Policies and Procedures Manual.

ARTICLE 8: Publications

There may be one or more SICOT journals and an official news publication of the association, as specified in the Bylaws. Other publications may be established by the Board of Directors. The Publications Committee shall recommend a publication policy for each publication of the association and shall advise the Board of Directors on the nomination and selection of editors for the different publications on the advice of the Editorial Board, as specified in the Bylaws.

ARTICLE 9: General Meetings

9.1. There shall be an annual meeting of the International Council as specified in the Bylaws.

9.2. A Congress open to all members shall be held every year, as specified in the Bylaws.

9.3. A General Assembly shall be convened at each such Congress in accordance with Article 5.5.

ARTICLE 10: Languages

The legal language of SICOT shall be French; the working language shall be English.

ARTICLE 11: Bylaws

11.1. The International Council may adopt Bylaws proposed to it by the Board of Directors, which shall supplement and not conflict with any provision of the Constitution. The Bylaws shall be prepared by the Constitution and Bylaws Committee. They shall be submitted to the Board of Directors and to the International Council for approval. Approval of the Bylaws shall require a majority affirmative vote of the International Council.

11.2. Changes to the Bylaws may be proposed by the Board of Directors, the International Council or by not fewer than twelve (12) members of SICOT.

ARTICLE 12: Revision to the Constitution

12.1. Proposals for changes to the Constitution may be made by the Executive Committee and the International Council or by petition to the Secretary General signed by at least five (5) percent of the association's members.

12.2. The proposed changes must be communicated to all members not less than forty-five (45) days before the meeting of the General Assembly.

ARTICLE 13: Approval

13.1. After a first approval by the International Council (vote by at least two-thirds 2/3), changes to the Constitution shall be proposed and put to the vote at a properly convened General Assembly. The changes must be approved by at least two-thirds (2/3) of the members present constituting a quorum and validly casting their votes.

13.2. Such changes will take effect on the tenth day after publication in the *Annexes du Moniteur Belge*.

ARTICLE 14: Dissolution

14.1. The General Assembly shall decide the method of winding-up, liquidation and distribution of the assets of the association.

14.2. The net assets remaining after liquidation of the association shall be applied to a non-profit purpose.

ARTICLE 15: Statutory provisions

All matters not otherwise provided for in this Constitution shall be disposed of in accordance with the provisions of Title III of the Non-Profit Organizations, International Non-Profit Organizations and Foundations Act of 27 June 1921.

BYLAWS

OF THE

AMERICAN ASSOCIATION OF

ORTHOPAEDIC SURGEONS®

(Originally Adopted January 12, 1998)
(Incorporated February 13, 1998)

(Amended May 15, 2021)

American Association of Orthopaedic Surgeons
9400 West Higgins Road
Rosemont, Illinois 60018-4976
(800) 346-AAOS

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(Amended May 15, 2021)

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ARTICLE I - NAME, STATUS, OFFICE

1.1 Name

The name of this corporation shall be the AMERICAN ASSOCIATION OF ORTHOPAEDIC SURGEONS (hereinafter "ASSOCIATION").

1.2 Status of Corporation

The ASSOCIATION shall be a not-for-profit corporation, located in and governed by the statutes and regulations of the State of Illinois.

1.3 Office

The ASSOCIATION shall maintain a registered office and a registered agent in the State of Illinois and may have other offices within or outside the State.

ARTICLE II - PURPOSE

The purpose of the ASSOCIATION shall be to promote the interests of musculoskeletal patients and the profession of orthopaedic surgery.

ARTICLE III - MEMBERSHIP

3.1 Status of Membership

Membership in the ASSOCIATION is a privilege, not a right, and is dependent upon the applicant adequately demonstrating compliance with the requirements for Membership as contained in the Articles of Incorporation, the Bylaws, Standards of Professionalism, Membership Policy Manual, and the policy statements as adopted by the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS (hereinafter "ACADEMY").

3.2 Uniform and Reciprocal Fellowship and Associate Membership

All Fellows and Associate Members of the ASSOCIATION shall be considered Fellows and Associate Members of the same classification of the ACADEMY. All Fellows and Associate Members of the ACADEMY shall be considered Fellows and Associate Members of the same classification of the ASSOCIATION.

3.3 Non-Discrimination

The ASSOCIATION does not discriminate on the basis of race, color, gender, sexual orientation, religion, or national origin, or on any basis that would constitute illegal discrimination.

3.4 Dues, Special Assessments, and Removal for Non-Payment

The Board of Directors shall determine the timing and the amount of annual dues and special assessments assessed and collected by the ASSOCIATION. Additionally, these Bylaws authorize the Board of Directors and the Membership Council to implement policies and/or procedures regarding membership (consistent with these Bylaws) including the removal of any Fellow or Member from the rolls of the ASSOCIATION for non-payment of dues.

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3.5 Transfer of Membership

Membership in the ASSOCIATION or the ACADEMY is not transferable or assignable.

3.6 Members of the ACADEMY Before the ASSOCIATION Bylaws were Adopted

Any individual who became a Fellow or Member of the ACADEMY or any other classification of membership before the Bylaws of the ACADEMY and the ASSOCIATION were amended to provide that the Fellowship and Membership admissions process would be governed and implemented by the ASSOCIATION shall automatically become a Fellow or Associate Member of the same classification in the ASSOCIATION.

3.7 Governed by Illinois Law

Membership in the ASSOCIATION is governed by the law of the State of Illinois, where the offices of the ASSOCIATION are located. That law provides that an applicant may not seek judicial review of an adverse membership decision except where membership is an economic necessity. Every aspect of the application and election process shall also be governed by the law of the State of Illinois.

3.8 Categories of Membership

There shall be two categories of membership in the ASSOCIATION: Fellows and Associate Members.

ARTICLE IV - MEMBER CLASSIFICATIONS, REQUIREMENTS AND RIGHTS

4.1 Member Requirements

All members must comply with the Articles of Incorporation, Bylaws, Membership Policy Manual, Standards of Professionalism and policy statements of the ASSOCIATION and/or the ACADEMY.

All members must maintain a good reputation and standing within his or her community and be of high ethical character and professional repute.

To maintain membership status, the member must meet the member classification requirements and comply with the annual dues, special assessments, and fee requirements established by the Board of Directors.

4.2 Fellow

Fellow shall consist of three classifications: Active, Inactive and Emeritus.

4.2.a Fellow – Active

To be eligible to become an Active Fellow, an individual must meet the following requirements:

- a. Is certified by the American Board of Orthopaedic Surgery (ABOS), the American Osteopathic Board of Orthopaedic Surgery (AOBOS), or the Royal College of Physicians and Surgeons of Canada (RCPSC);
- b. For three years immediately prior to induction, devote his or her medical practice exclusively to orthopaedic surgery or engage in the teaching of orthopaedic surgery or research related to the musculoskeletal system;
- c. Practices in the United States or Canada.
- d. Maintains a full, unrestricted and unlimited license to practice medicine in the United States or Canada in which he or she practices or provides evidence of full-time medical service in the federal government which does not require a medical license.

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Active Fellows shall have the right to vote, hold office and serve on any committee or task force.

4.2.b Fellow – Inactive

To be eligible to become a Fellow – Inactive, an individual must meet the following requirements:

- a. Is an Active Fellow;
- b. Is incapacitated for a period of more than six (6) months; and
- c. Is unable to engage in the practice of medicine or to assume duties of a medically-oriented nature because of the incapacity.

Inactive Fellows may vote, but shall not hold office or serve on any committee or task force.

4.2.c Fellow – Emeritus

To be eligible to become a Fellow - Emeritus, an individual must meet the following requirements:

- a. Is an Active Fellow in good standing for twenty-five (25) years or more; and
- b. Is completely retired from the practice of medicine.

Fellow – Emeritus may vote and serve on any committee or task force.

4.3 Associate Member

Associate Membership shall consist of thirteen (13) classifications; Allied Specialties, Basic Sciences, Orthopaedic, Resident, International Resident, Candidate, Orthopaedic Candidate, International, Physician Assistant, Medical Student, Emeritus, Inactive and Honorary.

4.3.a Associate Member – Allied Specialties

To be eligible to become an Associate Member – Allied Specialties, an individual must meet the following requirements:

- a. Is a distinguished physician who is not an orthopaedic surgeon;
- b. Holds the degrees of M.D. or D.O; and
- c. Engages in activities, interests and contributions related to orthopaedic surgery.

An Associate Member – Allied Specialties may participate in meetings and may serve on any committee or task force, but may not hold office or vote.

4.3.b Associate Member – Basic Sciences

To be eligible to become an Associate Member – Basic Sciences, an individual must meet the following requirements:

- a. Holds a doctorate degree or its equivalent;
- b. Engages in research or basic science related to orthopaedic surgery; and
- c. Has demonstrated achievement in research and education related to orthopaedic surgery.

An Associate Member – Basic Sciences may participate in meetings and may serve on a committee or task force, but may not hold office or vote.

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4.3.c Associate Member - Orthopaedic

To be eligible to become an Associate Member – Orthopaedic, an individual must meet the following requirements:

- a. Is a qualified orthopaedic surgeon who, because of exceptional circumstances, does not meet the Fellow - Active requirements;
- b. For three years immediately prior to induction, devotes his or her medical practice exclusively to orthopaedic surgery or engages in the teaching of orthopaedic surgery or research related to the musculoskeletal system;
- c. Maintains a full, unrestricted and unlimited license to practice medicine in the United States or Canada in which he or she practices or provide evidence of full-time medical service in the federal government which does not require a medical license; and
- d. U.S.-trained orthopaedic surgeons who were eligible but did not sit for the ABOS, AOBOS, or RCPSC examination or who failed the examination are explicitly excluded from this membership classification. Internationally-trained orthopaedic surgeons are eligible for this membership classification.

An Associate Member – Orthopaedic may participate in meetings and may serve on any committee or task force, but may not hold office or vote.

4.3.d Associate Member – Resident

To be eligible to become an Associate Member - Resident, an individual must meet all the following requirements:

- a. Commenced the study of orthopaedics with the intention of applying for Active Fellowship; and
- b. Is a physician enrolled in an Accreditation Council of Graduate Medical Education, American Osteopathic Association, or Royal College of Physicians and Surgeons of Canada approved orthopaedic residency program or who has successfully completed such an orthopaedic residency and is in a US or Canadian fellowship program.

An Associate Member – Resident may participate in meetings and may serve on any committee or task force, but may not hold office or vote.

4.3.e Associate Member – International Resident

To be eligible to become an Associate Member – International Resident, an individual must meet- all the following requirements:

- a. Is a physician residing outside of the United States or Canada who has commenced the study of orthopaedics;
- b. Has the intention of applying for Associate Member – International; and
- c. Is enrolled in an orthopaedic residency program recognized by the national orthopaedic organization of the country in which the residency program is located or those who have successfully completed such an orthopaedic residency and are in a non US or non-licensed (RCPSC) Canadian fellowship program.

An Associate Member – International Resident may attend and participate in meetings and may serve on any committee or task force, but may not hold office or vote.

4.3.f Associate Member – Candidate

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To be eligible to become an Associate Member – Candidate, an individual must meet all the following requirements:

- a. Is a physician who has successfully completed a Residency Review Committee, American Osteopathic Association, or Canadian-approved orthopaedic residency or subsequent fellowship;
- b. Has the intention to apply for Active Fellowship within five years of completing orthopaedic residency or subsequent fellowship program; and
- c. Maintains a full, unrestricted, and unlimited license to practice medicine in the United States or Canada or gives evidence of full-time medical service in the federal government which does not require licensure.

An Associate Member – Candidate may attend and participate in meetings and may serve on any committee or task force, but may not hold office or vote.

4.3.g Associate Member – Orthopaedic Candidate

To be eligible to become an Associate Member – Orthopaedic Candidate, an individual must meet the following requirements:

- a. Is a physician practicing in the United States who has successfully completed the study of orthopaedics in an international orthopaedic residency program recognized by the national orthopaedic organization of the country in which the individual trained;
- b. Has the intention to apply for Associate Member – Orthopaedic within five years of completing residency or fellowship training; and
- c. Maintains a full, unrestricted and unlimited license to practice medicine in the United States or Canada or gives evidence of full-time medical service in the federal government which does not require licensure.

An Associate Member – Orthopaedic Candidate may participate in meetings and may serve on any committee or task force, but may not hold office or vote.

4.3.h Associate Member – International

To be eligible to become an Associate Member – International, an individual must meet all the following requirements:

- a. Is an orthopaedic surgeon practicing outside the United States or Canada;
- b. Is a member in good standing in one of the national orthopaedic organizations of the country in which the individual practices, or, where no national orthopaedic organizations exists, proof of orthopaedic licensure;
- c. Devotes his or her medical practice to orthopaedic surgery or is engaged in the teaching of orthopaedic surgery or research related to the musculoskeletal system; and
- d. Maintain a full, unrestricted and unlimited license to practice medicine (or its equivalent) in the country in which he or she practices;

An Associate Member – International may attend and participate in meetings and may serve on any committee or task force, but may not hold office.

4.3.i Associate Member – Physician Assistant

To be eligible to become an Associate Member – Physician Assistant, an individual must meet all the following requirements:

- a. Is a certified physician assistant;
- b. Is employed in the United States or Canada;

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- c. Is working in an orthopaedic setting under the supervision of a Fellow or Associate Member; and
- d. Is recommended by a Fellow or an Associate Member who provides the Physician Assistant supervision.

An Associate Member – Physician Assistant may attend and participate in meetings and may participate in task forces but may not serve on any committee, hold office or vote.

4.3.j Associate Member – Medical Student

To be eligible to become an Associate Member – Medical Student, an individual must meet all the following requirements:

- a. Is enrolled in a medical school accredited by the Liaison Committee on Medical Education, the American Osteopathic Association, the Association of Faculties of Medicine of Canada, or the World Federation for Medical Education; and
- b. Have an interest in pursuing a career in orthopaedics.

An Associate Member – Medical Student may participate in meetings and participate in task forces, but may not serve on any committee, hold office, or vote.

4.3.k Associate Member – Emeritus

To be eligible to become an Associate Member – Emeritus, an individual must meet the following requirements:

- a. Is an Associate Member in good standing for at least twenty-five (25) years; and
- b. Is completely retired from the practice of medicine.
- c. Lives and is licensed in the United States or U.S. Territories.

Associate Member – Emeritus may participate in meetings and may serve on any committee or task force, but may not hold office or vote.

4.3.l Associate Member – Inactive

To be eligible to become an Associate Member – Inactive, an individual must meet the following requirements:

- a. Is incapacitated for a period in excess of six (6) months; and
- b. Is unable to engage in the practice of medicine or to assume duties of a medically- oriented nature because of the incapacity.

Associate Member – Inactive may not vote, hold office, or serve on any committee or task force.

4.3.m Associate Member – Honorary

The status of Associate Member - Honorary may be conferred upon an individual by two thirds (2/3rds) vote of the Board of Directors present and voting.

An Associate Member – Honorary may attend and participate in meetings, but may not serve on any committee or task force, hold office or vote.

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ARTICLE V - PROFESSIONAL COMPLIANCE PROGRAM

5.1 Levels of Professional Compliance Actions

The Board of Directors may reprimand, censure, suspend or expel any Fellow or Member by a two-thirds (2/3rds) vote of the Board members present and voting. The levels of professional compliance action shall be defined as follows:

a. Reprimand

A reprimand shall be a written sanction, reprimanding the Fellow or Member, with no loss of the benefits of Fellowship or Membership for the finding of a violation of one, and only one, Standard of Professionalism. Such reprimand shall be made a part of the membership file of the Fellow or Member.

b. Censure

A censure shall be a written sanction, censuring the Fellow or Member, with no loss of the benefits of Fellowship or Membership for the finding of a violation of one or more Standards of Professionalism. Such censure shall be made a part of the membership file of the Fellow or Member.

c. Suspension

A suspension shall be a written sanction, causing the Fellow or Member to lose the benefits of Fellowship or Membership for a period of time as determined by the Board of Directors, after which the individual may be fully reinstated upon the request of the individual, provided he or she pays all past dues, fees or special assessments owing upon reinstatement. Suspension shall be for such term as the Board determines is necessary to ensure modification of behavior.

d. Expulsion

An expulsion shall be a written sanction, causing the Fellow or Member to be removed from the rolls of the ASSOCIATION. An expelled Fellow or Member shall not be entitled to any of the benefits of Fellowship or Membership. The ASSOCIATION shall accept a reapplication for Fellowship or Membership from an expelled Fellow or Member provided he or she meets all requirements to apply to become a Fellow or Member.

5.2 Grounds for Professional Compliance Actions

A Fellow or Member of the ASSOCIATION may face a professional compliance action for any one or more of the following reasons:

- a. As implemented in Paragraph 5.3 of these Bylaws and except for Inactive or Emeritus Fellows who have allowed their medical licenses to lapse, limitations or restrictions of any right associated with the practice of medicine by any state or Canadian province, including the revocation, suspension, restriction of a medical license or the voluntary surrender of a license while under investigation.
- b. As implemented in Paragraph 5.3 of these Bylaws, limitation on license to dispense narcotics.
- c. As implemented in Paragraph 5.3 of these Bylaws, conviction of any felony, or the entry of a plea of guilty or no contest to a felony charge.

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- d. As implemented under Paragraph 5.3 of these Bylaws, failure to comply with the requirements and standards for Active Fellowship or Membership contained in the Articles of Incorporation, Bylaws of the ASSOCIATION, Rules and Regulations or policy statements of the ASSOCIATION, as adopted by the Fellowship or the Board of Directors.
 - e. As implemented under Paragraph 5.4 of these Bylaws, failure to comply with the ASSOCIATION Standards of Professionalism, as adopted by the Fellowship.
- 5.3 Professional Compliance Process Regarding Medical Licensure Actions, Limitation on License to Dispense Narcotics, Felony Conviction or Entry of a Plea of Guilty or No Contest to Felony Count(s), or Failure to Comply with Other ASSOCIATION Requirements
- a. All professional compliance matters other than alleged violations of the mandatory Standards of Professionalism under Paragraph 5.4 shall be subject to this Paragraph 5.3 and shall be handled in accordance with such procedures as the Board of Directors may from time to time determine.
 - b. The ASSOCIATION shall gather publicly available information, as well as information from the National Practitioner Data Bank about any Fellow or Member (“Respondent”) against whom action has been taken by the licensing board of any state or Canadian province; or who has been convicted of a felony, or plead guilty or no contest to a felony; or who has had his or her license to dispense narcotics limited; or who is alleged to have failed to comply with the requirements and standards for Active Fellowship or Membership contained in the Articles of Incorporation, Bylaws of the ASSOCIATION, Rules and Regulations or policy statements of the ASSOCIATION, as adopted by the Fellowship or the Board of Directors. Any Fellow or Member who no longer maintains a full, unrestricted and unlimited license to practice medicine or who has pled guilty or no contest to a felony is obligated to notify the ASSOCIATION Office of General Counsel within thirty (30) days of such action.
 - c. The ASSOCIATION shall notify such Respondent that the matter will be considered by the Board of Directors at least ninety (90) days prior to the date of the meeting of the Board of Directors at which it will be considered. Respondent shall have the opportunity to submit a written statement and supporting materials for consideration by the Judiciary Committee; any such written statement and supporting materials shall be filed with the ASSOCIATION Office of General Counsel within thirty (30) days of the receipt of such notification.
 - d. The Judiciary Committee shall consider all relevant materials and prepare recommendations to the Board of Directors for any professional compliance action to be taken regarding such Respondent.
 - e. Any professional compliance action regarding a Respondent taken pursuant to Paragraph 5.3 shall require a two-thirds (2/3rds) vote of the members of the Board of Directors present and voting; it shall take effect immediately. The ASSOCIATION shall notify the Respondent within thirty (30) days of the decision of the Board of Directors. The decision of the Board of Directors shall be final.
 - f. This Paragraph 5.3 shall not apply to the AAOS Fellow or Member whose medical license in any one or more states or Canadian province has lapsed, so long as such Fellow or Member maintains a full, unrestricted license in the state(s) in which he or she is actively practicing.
- 5.4 Professional Compliance Process Regarding Alleged Violations of ASSOCIATION Standards of Professionalism

A Fellow or Member may file complaints about another Fellow or Member for alleged violations of the ASSOCIATION Standards of Professionalism in accordance with such procedures as the Board of Directors may

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from time to time determine. To be considered, such complaints must be signed, contain specific allegations, and follow all ASSOCIATION requirements. The Fellow or Member against whom the complaint has been filed (“Respondent”) shall have the opportunity to respond. Based on this information, the ASSOCIATION Committee on Professionalism shall determine whether a prima facie violation of the Standards of Professionalism has occurred and whether a hearing by a panel of its members should be conducted.

If a Hearing is conducted, both the Fellow or Member filing the complaint (“Grievant”) and the Respondent shall have the opportunity to be heard. If the complaint is sustained, the Hearing Panel of the Committee on Professionalism shall recommend that the ASSOCIATION Board of Directors reprimand, censure, suspend or expel the Respondent.

If the Committee on Professionalism Hearing Panel has recommended a compliance action, the Judiciary Committee shall conduct a hearing at which the Grievant and Respondent shall have another opportunity to be heard. The Judiciary Committee shall prepare and submit its own recommended professional compliance action regarding the Respondent to the ASSOCIATION Board of Directors.

5.5 Role of the Board of Directors in Professional Compliance Actions Filed Under Paragraph 5.4

Upon receipt of the recommendations of the Committee on Professionalism and the Judiciary Committee, the Board of Directors shall schedule consideration of the matter as soon as practicable. The ASSOCIATION shall notify the Fellow or Member at least thirty (30) days prior to the date of the meeting at which it will be considered.

Any professional compliance action regarding a Fellow or Member of the ASSOCIATION shall require a two-thirds (2/3rds) vote of the members of the Board of Directors present and voting. The ASSOCIATION shall notify the Fellow or Member within thirty (30) days of the decision of the Board of Directors. The decision of the Board of Directors shall be final.

5.6 Status of Respondent During Professional Compliance Process Filed Under Paragraphs 5.3 or 5.4

The status of a Respondent shall not be altered during a professional compliance process filed under Paragraphs 5.3 or 5.4 by action of the Respondent or by the ASSOCIATION.

5.7 Notification of Others of the Professional Compliance Actions Taken by the ASSOCIATION under Article V

For any professional compliance actions taken by the ASSOCIATION Board of Directors involving censure, suspension or expulsion, the ASSOCIATION shall notify the Fellow’s state licensing board, state medical society, the American Board of Orthopaedic Surgery, and, as appropriate, other medical associations. For any suspension or expulsion relating to patient health or welfare, the ASSOCIATION shall notify the National Practitioner Data Bank as may be required.

At least annually, the ASSOCIATION shall notify Fellows and Members of all professional compliance actions involving censure, suspension or expulsion, identifying such Fellow by name. Notification shall be included in publicly accessible AAOS publications. Professional compliance actions involving reprimand shall not be published by AAOS, with notice of the reprimand provided only to the Grievant.

5.8 Governed by Illinois Law; Jurisdiction and Venue

Consistent with Paragraph 5.5 of these Bylaws, any legal action challenging a decision of the Board of Directors under the Professional Compliance Program shall be governed under Illinois law. In addition, any legal action challenging a decision of the Board of Directors under the Professional Compliance Program shall be filed under the jurisdiction and venue of the Circuit Court of the County of Cook, State of Illinois, or the U.S. District Court of the Northern District of Illinois.

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5.9 Covenant Not to Sue

The Professional Compliance Program serves the interests of AAOS Fellows and Members who desired a program of this type to hold Fellows and Members accountable for meeting a minimum level of ethical behavior. As such, to the fullest extent permitted by law, all Fellows and Members hereby waive, release, exonerate, forever discharge and covenant not to sue or otherwise initiate, assert, make, allege or pursue any suit, claim, proceeding, action, cause of action or demand of any kind against the ASSOCIATION or ACADEMY, including their respective Board of Directors, affiliates entities, officers, directors, committee members, attorneys, staff, representatives and agents, or any other person or entity, for any matters, acts, obligations, omissions, things or occurrences resulting from, arising out of or in any manner relating to or involving the Professional Compliance Program and/or any professional compliance action or notification, reporting or publication thereof. It is understood and agreed that all decisions made in connection with a professional compliance complaint or other professional compliance matter vest solely and exclusively in the ASSOCIATION's Board of Directors and that its decisions are final.

5.10 Attorneys' Fees and Costs

In the event that a Fellow or Member brings a legal action challenging the decision of the Board of Directors or attempts to prevent the Board of Directors from making a decision in a Professional Compliance case and does not prevail in that legal action, the ASSOCIATION will be entitled to recover an award and its reasonable attorneys' and expert witness fees, costs and post-judgment interest at the prevailing legal rate.

ARTICLE VI - MEETINGS AND VOTE OF THE FELLOWSHIP

6.1 Business Meeting of the Annual Meeting

The annual business meeting of the Fellowship of the ASSOCIATION shall take place at the Annual Meeting or at such other time and place as designated by the Board of Directors. The ASSOCIATION shall send an official notice of such meeting to the Fellowship at least thirty (30) days prior to the business meeting of the Annual Meeting.

6.2 Ceremonial Meeting

A ceremonial meeting may be scheduled by the Board of Directors in conjunction with the Annual Meeting or at other times and places as determined by the Board. Any person registered to attend the annual scientific meeting may attend this meeting.

6.3 Special Meetings

A special business meeting of the Fellowship may be called by the President of the ASSOCIATION or by resolution of the Board of Directors. Special business meetings of the Fellows may also be called by written petition signed by at least one-twentieth (1/20th) of those Fellows entitled to vote at such meeting. The petition of the Fellows shall be submitted to the ASSOCIATION, who shall fix a date for the special business meeting which shall be not less than forty-five (45) days nor more than ninety (90) days from date of receipt of petition by the ASSOCIATION. The President of the ASSOCIATION shall fix the time and location of the special meeting.

6.4 Waiver of Notice

Whenever any notice is required by law or these Bylaws, a written waiver of this notice signed by the persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving such notice.

6.5 Quorum and Manner of Acting at Business Meetings

The business of the Fellowship may be conducted at business meetings only when a quorum is present. A quorum shall consist of those Fellows present and eligible to vote at the business meeting of the Annual Meeting or at

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special business meetings of the ASSOCIATION, but in no event shall a quorum consist of less than one hundred (100) Fellows eligible to vote. Except as otherwise provided in these Bylaws, a majority of votes will constitute an action of the Fellowship.

6.6 Quorum Regarding Proposed Resolutions, Standards of Professionalism, Bylaw Amendments, and Election of the Nominating Committee

When the Fellowship considers proposed resolutions, Standards of Professionalism or amendments to the ASSOCIATION Bylaws pursuant to Article VII or Article XVI or XIII respectively, by written or electronic means, a quorum of participation by at least five (5) percent of the current ASSOCIATION Fellowship shall be required. In the event less than five (5) percent of the ASSOCIATION Fellowship participates in such balloting, the proposed resolutions, Standards of Professionalism or amendments to the ASSOCIATION Bylaws shall fail. Greater than fifty (50) percent of the ballots cast shall constitute an action of the Fellowship regarding resolutions and greater than two-thirds (2/3rds) of the ballots cast shall constitute an action of the Fellowship regarding Standards of Professionalism and proposed amendments to the ASSOCIATION Bylaws. Individuals to serve on the Nominating Committee shall be elected pursuant to Article IX, which does not mandate a minimum percentage to be elected.

6.7 Elections of AAOS Officers and Others

a. Elections if there are no candidates for AAOS Office Nominated under Paragraph 9.2.d.(vi)

If there are no candidates nominated for any AAOS Office by twenty (20) or more Fellows under Paragraph 9.2.d.(vi), the Fellowship shall vote on the report of the Nominating Committee at the ASSOCIATION business meeting of the Annual Meeting. Each Fellow who is present at the business meeting of the Annual Meeting shall be entitled to one (1) vote for each officer of the ASSOCIATION, members of the Board of Directors, and nominees to the American Board of Orthopaedic Surgery to be elected.

b. Elections if there are one or more candidates for AAOS Office Nominated under Paragraph 9.2.d.(vii)

If there are one or more candidates for AAOS Office submitted by twenty (20) or more Fellows under Paragraph 9.2.d.(vii) of these Bylaws, each Fellow shall be entitled to cast an electronic ballot with one (1) vote for each duly-nominated officer of the ASSOCIATION, member of the Board of Directors, and nominees to the American Board of Orthopaedic Surgery to be elected. For at least fifteen (15) days prior to the business meeting at the Annual Meeting and until 1:00 pm the day before the business meeting, Fellows may cast a ballot electronically with one vote for each position to be elected, except for ABOS nominees, in which case Fellows may vote for up to four (4) individuals to serve. No Fellow may cast more than one ballot and no late ballots will be accepted. The ASSOCIATION shall compile the results of the ballots cast, and the President shall announce results of the balloting and those who have been duly elected during the business meeting of the Annual Meeting.

Those individuals receiving the greatest number of votes shall be considered elected, even if they do not receive a simple majority of the votes cast.

6.8 Other Votes of the Fellowship

Voting rights at business meetings shall be exercised only by the Fellow in person. No proxy votes shall be allowed at business meetings. No cumulative voting (that is, placing all votes for a particular candidate) shall be allowed.

6.9 Conduct of Business Meetings

- a. **Order of Business.** The Board of Directors shall determine the order of business prior to the business meeting at the Annual Meeting or any Special Meeting.
- b. **Appointment of Tellers.** The President shall appoint such tellers as are deemed necessary.

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- c. Ballot Voting. If the Fellowship approves a motion for a ballot vote at a business meeting, such motion shall be implemented in accordance with whatever written, mechanical or electronic method the Board has previously approved.
- d. Motions at Business Meetings. The President shall deem any motion duly made and seconded during the business meeting of the Annual Meeting to be a resolution, which shall be considered under Article VII of these Bylaws.

ARTICLE VII - RESOLUTIONS

7.1 Resolutions Committee

The Board of Directors shall appoint a Resolutions Committee and Chair. No current member of the Board of Directors may serve on the Resolutions Committee.

7.2 Process for Submitting a Proposed Resolution

Six methods exist by which proposed resolutions may be submitted for consideration by the ASSOCIATION. They are:

7.2.a Submission by Individual Fellows

To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by individual orthopaedic surgeons must be:

- i. Proposed by an ASSOCIATION Fellow (who shall be considered its Sponsor); and
- ii. Signed by at least twenty (20) ASSOCIATION Fellows, including the Sponsor; and
- iii. Designated as a Resolution; and
- iv. Submitted in writing to the ASSOCIATION by September 1, except as provided in Paragraph 7.5.

7.2.b Submission by a BOC Member Organization

To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by a BOC Member Organization must be:

- i. Proposed by a BOC Member Organization, with a designated ASSOCIATION Fellow to serve as Sponsor; and
- ii. Signed by the President and the majority of the ASSOCIATION Fellows on the Board of Directors of the BOC Member Organization; and
- iii. Designated as a Resolution; and
- iv. Submitted in writing to the ASSOCIATION by September 1, except as provided in Paragraph 7.5.

7.2.c Submission by a BOS Member Organization

To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by an BOS Member Organization must be:

- i. Proposed by an orthopaedic specialty society that is a member organization of the Board of Specialty Societies, with a designated ASSOCIATION Fellow to serve as Sponsor; and
- ii. Signed by the President and the majority of the ASSOCIATION Fellows on the Board of Directors of the BOS Member Organization; and
- iii. Designated as a Resolution; and

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- iv. Submitted in writing to the ASSOCIATION by September 1, except as provided in Paragraph 7.5.

7.2.d Submission by the ASSOCIATION Board of Directors

To be considered by the Fellowship after the next Annual Meeting, a resolution submitted by the ASSOCIATION Board of Directors must be:

- i. Proposed by the Board of Directors, with a designated director to serve as Sponsor; and
- ii. Designated as a Resolution; and
- iii. Submitted in writing to the ASSOCIATION by September 1, except as provided in Paragraph 7.5.

7.2.e Submission by the Board of Councilors

To be considered by the Fellowship after the next Annual Meeting, the Board of Councilors may submit a re-designated Advisory Opinion as an ASSOCIATION resolution, provided it has been submitted in accordance with the provisions of Article VII of these Bylaws. If the Board of Councilors submits a re-designated Advisory Opinion as an ASSOCIATION resolution, Paragraphs 7.3.a, 7.3.b, and 7.3.c of these Bylaws do not apply, pursuant to Section 11.3.

7.2.f Submission by the Board of Specialty Societies

To be considered by the Fellowship after the next Annual Meeting, the Board of Specialty Societies may submit a re-designated Advisory Opinion as an ASSOCIATION resolution, provided it has been submitted in accordance with the provisions of Article XIV of these Bylaws. If the Board of Specialty Societies submits a re-designated Advisory Opinion as an ASSOCIATION resolution, Paragraphs 7.3.a, 7.3.b, and 7.3.c of these Bylaws do not apply.

7.3 Process for Considering a Resolution

The ASSOCIATION shall consider a resolution in the following process:

- a. Appointment of Advisor. As soon as is practical after the resolution has been duly submitted, the ASSOCIATION shall appoint an Advisor to the Sponsor of each resolution. The Advisor shall assist the Sponsor by ensuring that the resolution is in proper form, clarifying the language of the resolution, determining if the ASSOCIATION or the ACADEMY has taken previous actions on the same topic, assessing whether the action requested is legal and whether the ASSOCIATION is capable of performing the action requested, and other pertinent matters. The Sponsor shall be guided by, but not bound by, the advice of the Advisor.
- b. Submission to the Board of Councilors and the Board of Specialty Societies. The resolution (as it may be revised upon the suggestions of the Advisor) shall be submitted to the Board of Councilors and the Board of Specialty Societies for their consideration and vote at the Fall Meeting.
- c. Board of Councilors and Board of Specialty Societies. At the Fall Meeting, the Board of Councilors and the Board of Specialty Societies shall conduct an Open Hearing on the resolution, at which the Sponsor may, but is not required to testify.

After the Open Hearing, the Joint Resolutions Committee of the Board of Councilors and Board of Specialty Societies shall develop a report and recommendation that shall be considered by the Board of Councilors and Board of Specialty Societies. The Board of Councilors and Board of Specialty

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Societies shall recommend that the Fellowship adopt, modify or reject the resolution. The Board of Councilors and Board of Specialty Societies shall conduct separate votes on the proposed recommendations of the Joint Resolutions Committee. The recommendations of the Board of Councilors and Board of Specialty Societies shall be reported to the ASSOCIATION Board of Directors and, except as otherwise provided in these Bylaws, the ASSOCIATION Resolutions Committee and the Fellowship.

- d. Board of Directors. The ASSOCIATION Board of Directors, at its December meeting following the Fall Meeting of the Board of Councilors and Board of Specialty Societies, shall consider and vote on the proposed resolution. The resolution as adopted by the Board of Directors shall be voted on by the Fellowship after the next Annual Meeting.
- e. Withdrawal of Resolution. If the Board of Councilors, the Board of Specialty Societies, and the Board of Directors each determines that the resolution should be rejected, such resolution shall be withdrawn and shall not be considered by the Resolutions Committee at the next Annual Meeting or by the Fellowship.
- f. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ASSOCIATION will notify the Fellowship of the proposed ASSOCIATION resolution and of opportunities the Fellowship will have at the Annual Meeting to discuss the resolution. This notice shall specify whether the proposed ASSOCIATION resolution has been submitted by individual Fellows, a state orthopaedic society, an orthopaedic specialty society, the ASSOCIATION Board of Directors, the Board of Councilors, or the Board of Specialty Societies. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the ASSOCIATION will have the opportunity to cast a written or electronic ballot on the proposed ASSOCIATION resolution after the Annual Meeting.
- g. ASSOCIATION Resolutions Committee; Annual Meeting. During the Annual Meeting, the ASSOCIATION Resolutions Committee shall hold an Open Hearing at which time all proposed resolutions will be discussed. The time and location of the Open Hearing shall be announced to the Fellowship. The Sponsor, Board of Directors, Board of Councilors, Board of Specialty Societies and any other interested Fellow, Member or guest may appear before the ASSOCIATION Resolutions Committee to present information and opinions. In addition, during the annual business meeting, the ASSOCIATION Resolutions Committee will solicit comments regarding the proposed resolution, as it was adopted by the Board of Directors. The ASSOCIATION Resolutions Committee may not amend the language of the resolution, but is charged with collecting and collating the opinions presented about the resolution during the Open Hearing and annual business meeting.

Upon hearing the evidence and the opinions presented during the Open Hearing and annual business meeting, the ASSOCIATION Resolutions Committee shall develop a recommendation that the Fellowship adopt or reject each proposed resolution.

- h. Ballot of the Fellowship. Within sixty (60) days after the end of the Annual Meeting, the ASSOCIATION shall send each Active, Inactive and Emeritus Fellow a packet that contains a ballot and information developed by the Resolutions Committee appropriate to brief the Fellowship on each proposed ASSOCIATION resolution. The Fellowship shall be asked to vote on each proposed ASSOCIATION resolution, as it was adopted by the ASSOCIATION Board of Directors the previous December. In addition, a summary of the views of the Board of Councilors, the Board of Specialty Societies, the Board of Directors and the Resolutions Committee shall be included. This material shall be sent in coordination with the Fellowship process to elect individuals to serve on the Nominating Committee.

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In this packet, the ASSOCIATION will instruct Fellows to cast their ballots (either in writing or electronically) within the next thirty (30) days. The packet will also include an indication that at least five (5) percent of the current Fellowship must vote regarding the resolution. In addition, of those voting, at least fifty (50) percent must vote in favor of the resolution for it to be adopted.

- i. Extension of Time. In the event that less than five (5) percent of the Fellowship votes by the deadline, the ASSOCIATION Board of Directors, in its discretion, may extend the voting period for up to two (2) additional thirty (30) day increments.
- j. Effect of Adoption of the Resolution. As soon as possible after the ballots have been tabulated, the ASSOCIATION will communicate the results of the ballot to the Fellowship. The Board of Directors shall be responsible for the reasonable and timely implementation of all resolutions adopted by the Fellowship. The ASSOCIATION shall report how it is implementing the adopted resolutions.

7.4 Review

All resolutions, except honorary resolutions, adopted by the Fellowship shall be reviewed by the Board of Directors within five (5) years from the date of their adoption. If the Board determines that an existing resolution should be retained, modified or rescinded, it shall submit appropriate suggestions in the form of a resolution to be considered under the process described in Paragraph 7.3, except, however, any resolution adopted by the Fellowship may only be retained, modified or rescinded by the Fellowship. Therefore, if the Board of Councilors, the Board of Specialty Societies and the Board of Directors each recommend that the Fellowship rescind a previously adopted Fellowship resolution, such recommendation shall be reported to the Fellowship in the packet accompanying the ballot, but it shall not have the effect of withdrawing such resolution from further consideration.

7.5 Late and Emergency Resolutions

7.5.a Late Resolution

The ASSOCIATION shall receive a Late Resolution submitted after September 1 and before the Fall Meeting of the Board of Councilors and Board of Specialty Societies for consideration at the next Annual Meeting only when the Board of Councilors and the Board of Specialty Societies at the Fall Meeting each votes by two-thirds (2/3rds) of its members or member organizations present and voting, respectively, to consider such resolution.

7.5.b Emergency Resolution

The ASSOCIATION shall receive an Emergency Resolution submitted at least thirty (30) days prior to the business meeting of the Annual Meeting and such resolution shall be communicated to the Fellowship upon its arrival at the Annual Meeting and shall be considered by the Board of Directors, Board of Councilors, Board of Specialty Societies and ASSOCIATION Resolutions Committee at the Annual Meeting. For purposes of this Paragraph, an Emergency Resolution is one that evolves from unforeseen circumstances that call for immediate action, as determined by first the Joint Resolutions Committee of the Board of Councilors and Board of Specialty Societies and then by the Executive Committee of the ASSOCIATION Board of Directors.

When the packet of proposed resolutions is sent to the Fellowship within sixty (60) days of the end of the Annual Meeting, the Emergency Resolution shall be included with the other proposed resolutions, along with the materials required for all other resolutions.

7.5.c Binding Nature

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Any Late or Emergency Resolution adopted by the Fellowship shall be binding upon the ASSOCIATION and its Board of Directors.

7.6 Resolution Requiring a Change in the Bylaws

Any resolution which would require a change in these Bylaws shall be considered in accordance with the resolutions process, and if adopted, shall be drafted in Bylaws language by legal counsel and shall be subject to Article XIII of these Bylaws.

ARTICLE VIII - OFFICERS OF THE ASSOCIATION

8.1 Officers

The officers of the ASSOCIATION shall be the President, First Vice-President, Second Vice-President and Treasurer. The officers of the ASSOCIATION shall serve as the officers of the ACADEMY in the same capacity and for the same tenure.

8.2 Qualifications for Officers

The President, First Vice-President and Second Vice-President are ineligible for re-election to succeed themselves. Only Fellows of the ASSOCIATION who are in good standing are eligible to be elected to office in the ASSOCIATION.

8.3 Term of Office

Each officer shall serve for a one year term of office or until a successor has been duly elected or is automatically advanced to the next higher office as provided in these Bylaws. The term of office for those announced or elected during the Annual Meeting shall commence at the conclusion of the Annual Meeting or when the First Vice-President succeeds to the office of President and the Second Vice-President succeeds to the office of First Vice-President.

If both the First Vice-President and Second Vice-President die, become unable or refuse to act when required to do so by these Bylaws or by the Fellowship or the Board of Directors, the Board of Directors shall by a two-thirds (2/3rds) vote declare the positions vacant. The ASSOCIATION shall then contact the Nominating Committee which presented its recommendations prior to the most recent Annual Meeting. Such Nominating Committee shall select a nominee for the office of First Vice-President and present the candidate to the Board. The Board shall have the power to elect the nominee to office or to reject the nominee and request the Nominating Committee to submit an alternative nominee.

8.4 President

The duties of the President of the ASSOCIATION shall be to:

- a. Preside at all general meetings of the ASSOCIATION;
- b. Serve as the Chair of the Board of Directors and preside at all meetings of the Board of Directors;
- c. Sign, with any other proper officer or agent of the ASSOCIATION authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed;
- d. Appoint the members of any regular or special committee or task force not otherwise provided for in the Bylaws with the approval of the Board of Directors;

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- e. Serve as a non-voting ex-officio member of all committees except the Membership and Leader Development, Resolutions, Bylaws and Nominating Committees;
- f. Act in the event of any contingency or emergency not covered by the Bylaws; and
- g. Perform all duties incident to the office of President and such other duties as the Board may prescribe.

8.5 First Vice-President

8.5.a Duties of the First Vice-President

The duties of the First Vice-President of the ASSOCIATION shall be to:

- i. In the absence of the President or in the event of his or her death, inability or refusal to act, perform the duties of the President and when so acting, have all the powers of and be subject to all the restrictions upon the President;
- ii. Serve as Vice-Chair of the Board of Directors;
- iii. Serve as a non-voting ex-officio member of all committees or task forces, except the Membership and Leader Development, Resolutions, Bylaws and Nominating Committees; and
- iv. Perform such other duties as the President or the Board of Directors may assign.

8.5.b Succession of the First Vice-President

The First Vice-President shall succeed to the office of President at the conclusion of the Annual Meeting or if the President dies or is unable or refuses to act. If the First Vice-President succeeds to the office of President by reason other than natural succession by expiration of the current President's term of office, the First Vice-President shall serve for the remaining unfulfilled term of the replaced President and further serve the one (1) year term of office as President that he or she would have succeeded to if the current President had fulfilled his or her term of office.

8.6 Second Vice-President

8.6.a Duties of the Second Vice-President

The duties of the Second Vice-President of the ASSOCIATION shall be to:

- i. In the absence of the First Vice-President or in the event of his or her death, inability or refusal to act, perform the duties of the First Vice-President and when so acting, have all the powers and be subject to all the restrictions upon the First Vice-President; and
- ii. Perform such other duties as the President or the Board of Directors may assign.

8.6.b Succession of the Second Vice-President

The Second Vice-President shall succeed to the office of the First Vice-President at the conclusion of the Annual Meeting or if the First Vice-President dies, becomes unable or refuses to act, or succeeds to the office of President. If both the President and First Vice-President are absent, die, or become unable or refuse to act or if the First Vice-President for any reason does not assume the office of President when required to do so under these Bylaws, the Second Vice-President shall succeed to the office of the President. If the Second Vice-President succeeds to the office of President by reason other than natural succession by expiration of the current First Vice-President's term of office, the Second Vice-President shall serve the one (1) year term of office as President that he or she would have succeeded to if the current President or First Vice-President had fulfilled his or her term of office.

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8.7 Treasurer

8.7.a Duties of the Treasurer

The duties of the Treasurer of the ASSOCIATION shall be to:

- i. Maintain oversight responsibilities for all funds, securities and other assets of the ASSOCIATION;
- ii. Serve as the Treasurer of the Board of Directors and perform all duties incident to the office of Treasurer;
- iii. Serve as the Chair of the Finance Committee;
- iv. Co-sign all expenditures exceeding the limits established by the Board of Directors for routine expenditures. Any un-budgeted expenditure exceeding the maximum limit shall require prior approval of the Board of Directors;
- v. Ensure that the accounts of the ASSOCIATION shall be audited annually by a Certified Public Accountant for the past fiscal year;
- vi. Present an annual audited financial report to the Fellowship; and
- vii. Perform such other duties as the President or the Board of Directors may assign.

8.7.b Term of Office

The Treasurer shall serve one (1) three (3) year term of office. After serving for one term as Treasurer, the Treasurer shall not be eligible for re-election.

8.8 Treasurer-Elect

During the last year of the term of the Treasurer, a Treasurer-Elect shall be elected for a one (1) year term, during which he or she shall be an ex-officio member of the Board of Directors and Finance Committee without vote. During this term, the Treasurer-Elect shall assist the Treasurer and become familiar with the financial and other workings of the ASSOCIATION.

The Treasurer-Elect shall succeed to the office of Treasurer at the conclusion of the Annual Meeting at which the term of the Treasurer ends or if the Treasurer dies, becomes unable or refuses to act.

ARTICLE IX - STANDING COMMITTEES OF THE ASSOCIATION

9.1 Classification and Organization

The ASSOCIATION shall have a Nominating Committee and a Membership and Leader Development Committee.

9.2 Nominating Committee

The Nominating Committee shall consist of seven (7) Active Fellows – five (5) Active Fellows elected by the Fellowship, one (1) Active Fellow jointly elected by the Board of Councilors and the Board of Specialty Societies, and a Chair, an Active Fellow appointed by the Board of Directors. No member of the Nominating Committee may be a current member of the Board of Directors.

9.2.a Requirements to Serve on the ASSOCIATION Nominating Committee

To serve on the ASSOCIATION Nominating Committee, an orthopaedic surgeon shall:

- i. Be an Active Fellow;
- ii. Not have served on any of the previous three (3) Nominating Committees;

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- iii. Not have served as an elected member of the Nominating Committee for more than three (3) terms. However, at its discretion, the Board of Directors may appoint a Chair of the Nominating Committee, even if he or she has been elected by the Fellowship to serve on the Nominating Committee for more than three terms; and
- iv. After being nominated, upon written request by the ASSOCIATION, indicate a willingness to serve if elected and provide biographical information for appropriate distribution.

9.2.b Election of Five (5) Members of the Nominating Committee by the Fellowship

- i. At the business meeting of the Annual Meeting, an unlimited number of nominations from the floor shall be taken to nominate five (5) members of the Nominating Committee which will present its report of recommended officers (and others) to the Fellowship in advance of the next Annual Meeting.
- ii. The ASSOCIATION shall compile names and biographical information of those nominated. The ASSOCIATION shall remove the names of any Fellows not eligible to serve on the Nominating Committee.
- iii. Within sixty (60) days of the end of the Annual Meeting, the ASSOCIATION shall send the list of nominees' information along with a written or electronic ballot to every Fellow of the ASSOCIATION. This material shall be sent in coordination with the Fellowship voting process on proposed resolutions, bylaw amendments, and Standards of Professionalism (SOPs).
- iv. Fellows shall vote for up to five (5) individuals to serve as the Nominating Committee for the next Annual Meeting. The polling shall be closed thirty (30) days after the date on which the ballot was sent or on the next business day thereafter.
- v. After all votes have been cast by the Fellowship, the ASSOCIATION shall review the results and determine who has been elected. Those five (5) individuals who receive the greatest number of votes shall be considered elected, with the individual who received the sixth (6th) greatest number of votes serving as an alternate member of the Nominating Committee.
- vi. No more than two (2) elected members of the Nominating Committee may practice in the same state or province. If three (3) or more individuals from the same state or province are among the top five (5) individuals in terms of number of votes received in the vote by the Fellowship, then the two (2) individuals from that state or province receiving the greatest number of votes shall be considered elected. When this situation occurs, the individual(s) from other states or provinces receiving the next highest number of votes in order of number of votes received shall be considered elected.

9.2.c Nominating Committee Representation by the Board of Councilors and the Board of Specialty Societies

After the Fellowship has elected its five (5) representatives to the Nominating Committee, the Board of Councilors and the Board of Specialty Societies shall jointly elect one (1) member to the Nominating Committee pursuant to Article IX, Section 9.2 of these Bylaws. In electing an individual to serve on the Nominating Committee, the Board of Councilors and the Board of Specialty Societies shall be mindful of the provision that no more than two (2) elected members of the Nominating Committee may practice in the same state or province; the Officers of the

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Board of Councilors and the Board of Specialty Societies shall jointly determine how this requirement shall be met and how this vote shall occur.

9.2.d Nominating Committee Deliberation Process

- i. As soon as practicable after the ballots have been tabulated, the ASSOCIATION shall notify the Fellowship of the list of all individuals who have been elected to serve on the Nominating Committee (that is, those five elected by the Fellowship, the one elected jointly by the Board of Councilors and the Board of Specialty Societies, and the Chair appointed by the Board of Directors).
- ii. The Nominating Committee shall solicit and consider recommendations from the Fellowship that are submitted to it.
- iii. The Nominating Committee shall conduct its initial deliberations separate from and prior to one hundred and twenty (120) days in advance of the business meeting of the Annual Meeting.
- iv. The Nominating Committee shall prepare a list of nominees for the following offices: Second Vice-President; Treasurer-Elect (if any); At-large members of the Board of Directors; and nominees to the American Board of Orthopaedic Surgery (as required).
- v. At least one hundred and twenty (120) days in advance of the business meeting of the Annual Meeting, the Nominating Committee shall release its proposed candidates for each position to be filled. As soon as practicable, the ASSOCIATION shall disseminate this list to the Fellowship and shall include this list in the Official Notice of the Annual Meeting.
- vi. At least ninety (90) days before the business meeting of the Annual Meeting, twenty (20) or more Fellows may submit the name of another Fellow to be nominated, along with the position to which he or she is being nominated. The ASSOCIATION shall disseminate the name(s) of any individual(s) so nominated as soon as practicable. If there are no candidates submitted under this Paragraph, then the election of those nominated by the Nominating Committee shall occur at the ASSOCIATION business meeting of the Annual Meeting.
- vii. If there are one or more candidates nominated under Paragraph 9.2.d.(vi), after the ASSOCIATION has determined that the candidate(s) being nominated by twenty (20) or more Fellows wishes to be considered, he or she (they) shall be requested to provide the same information to the Nominating Committee that the Nominating Committee had requested of all other individuals it had considered for the same position(s). The Nominating Committee shall review the candidacy of any individual(s) so proposed, using the same criteria as used with its initial recommendation, and shall recommend a preferred candidate, if any, to the Fellowship. The Nominating Committee's recommended final slate, along with all individual nominees, shall be included with the balloting materials distributed to all Fellows.
- viii. If there are one or more candidates nominated under Paragraph 9.2.d.(vi), at least thirty (30) days before the business meeting at the Annual Meeting, the ASSOCIATION shall prepare a ballot that contains the names of all duly-nominated individuals for the positions of Second Vice-President; Treasurer-Elect (if any); At-large members of the Board of Directors; and nominees to the American Board of Orthopaedic Surgery (as

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required). For any position for which there are (2) candidates or more, except for the ABOS, each individual shall prepare a statement of up to three hundred (300) words, explaining how he or she will seek to accomplish his or her vision of the ASSOCIATION and the ACADEMY. The Nominating Committee's recommended final slate shall be included with this balloting material.

- ix. If there are one or more candidates nominated under Paragraph 9.2.d.(vi), at least fifteen (15) days before the business meeting at the Annual Meeting, the ASSOCIATION will make the ballot (and balloting materials) available for Fellows to vote electronically in a secure manner. Fellows may cast a ballot with one vote for each position to be elected, except for the ABOS nominees, in which case Fellows may vote for up to four (4) individuals to serve. Voting shall remain open until 1:00 pm (in the Annual Meeting time zone) the day before the business meeting. No Fellow may cast more than one ballot and no late ballots will be accepted. The ASSOCIATION shall compile the results of the ballots cast, and provide the results to the President in advance of the business meeting of the Annual Meeting. Those individuals receiving the greatest number of votes shall be considered elected, even if they do not receive a simple majority of the votes cast.
- x. If there are one or more candidates nominated under Paragraph 9.2.d.(vi), at the business meeting of the Annual Meeting, the President shall announce the results of the balloting and the names of those duly elected. If there are no candidate(s) nominated under Paragraph 9.2.d.(vi), then the Chair or a representative of the Nominating Committee shall present the Nominating Committee Report during the ASSOCIATION business meeting at the Annual Meeting, after which the Fellowship shall vote on it.

9.3 Membership and Leader Development Committee

There shall be a Membership and Leader Development Committee. In addition to other responsibilities assigned by the Board of Directors, the Membership and Leader Development Committee shall be responsible for the selection of those applicants to be recommended to the Board of Directors for election as either Fellows or Members, according to such rules and procedures as the Board of Directors may from time to time adopt.

ARTICLE X - BOARD OF DIRECTORS

10.1 Powers of the Board of Directors

The Board of Directors (hereinafter "Board") shall manage the affairs of the ASSOCIATION. It shall be the administrative authority of the ASSOCIATION and shall consider all of its activities and determine its policies.

10.2 Number and Qualifications

The President, First Vice-President, Second Vice-President and Treasurer of the ASSOCIATION shall serve on the Board for their respective terms of office, except as otherwise provided by these Bylaws.

The one (1) most recent Past President shall serve on the Board.

Two (2) directors, designated as At-large members, who are less than forty-five (45) years of age at the time of election, shall be elected by the Fellowship and shall serve on the Board for a non-renewable term of two (2) years.

One (1) director, designated as an At-large member, who is age forty-five (45) years of age or older at the time of

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election, shall be elected by the Fellowship for a non-renewable term of two (2) years. One (1) director, designated as an At-large member, with no age limitation, shall be elected by the Fellowship for a non-renewable term of two (2) years.

The Chair, Chair-Elect and Secretary of the Board of Councilors shall serve on the Board. The Chair, Chair-Elect and Secretary of the Board of Specialty Societies shall serve on the Board.

The Board of Directors shall appoint for a two-year term, renewable once, one (1) voting member of the Board of Directors who is not an orthopaedic surgeon or a Fellow of the ASSOCIATION, based upon such criteria that the Board of Directors shall from time to time adopt.

The Chief Executive Officer shall be a non-voting ex-officio member of the Board.

Ex-officio members of the Board shall not attend executive sessions of the Board of Directors except by specific invitation.

10.3 Chief Executive Officer

The Board shall be authorized to employ a Chief Executive Officer who shall serve as the chief executive official of the ASSOCIATION. The Chief Executive Officer shall possess such authority and be subject to whatever limitations the Board may impose. The Chief Executive Officer shall be delegated authority to act for and on behalf of the ASSOCIATION. The Chief Executive Officer may delegate to any other employee such responsibilities as he or she shall deem appropriate. The Chief Executive Officer shall be a non-voting ex-officio member of the ASSOCIATION Board of Directors.

10.4 Tenure

Except in the event that a current member of the Board of Directors is elected to be an officer of the ASSOCIATION, no individual shall be elected to serve on the Board for more than six (6) consecutive years or for more than twelve (12) total years. The term of office of an At-large member under age forty-five (45) of the Board shall not be included in this calculation.

10.5 Resignations

A member of the Board of Directors may resign at any time by written notice delivered to the ASSOCIATION. A resignation is effective when the notice is delivered unless the notice specifies a future date.

10.6 Removal of Directors

A member of the Board of Directors may be removed only for cause by a two-thirds (2/3rds) vote of the Fellows present and voting at a special meeting called specifically for the removal of such director. Cause shall be defined as a refusal to act when required to do so by these Bylaws or by the Fellowship or Board of Directors.

The ASSOCIATION shall send to all Fellows a written notice of such meeting of the Fellowship, stating the purpose of the meeting and naming the director(s) to be voted upon, at least thirty (30) days prior to the meeting.

10.7 Vacancies

The Board may fill a vacancy in any director's position because of death, resignation, refusal to act, removal or disqualification until a successor is duly elected and qualified except as otherwise provided by these Bylaws.

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10.8 Regular Meetings

The regular meetings of the Board shall be held prior to the business meeting of the Annual Meeting of the ASSOCIATION and at such other times as the President may designate. The Board may provide by resolution the time and place to hold additional regular meetings of the Board without additional notice.

10.9 Special Meeting

A special meeting of the Board may be called by the President of the ASSOCIATION or by a majority of the directors. Those calling a special meeting of the Board may fix the time and place to hold the special meeting.

10.10 Notice of a Special Meeting

Written notice of any special meeting of the Board shall be given at least seven (7) days before the meeting delivered personally or sent by mail or telefax to each director at his or her address as shown on the records of the ASSOCIATION. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. If by telefax, such notice will be deemed to be delivered on the date when the telefax was sent, provided there is a receipt of delivery. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board must be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10.11 Telephone Meetings

Unless specifically prohibited, any action required to be taken at a meeting of the Board may be taken at a meeting at which communication occurs by use of the telephone or other methods of electronic voice transmission. The action taken by such telephonic meeting at which a quorum is present shall be deemed to be the action of the Board of Directors.

10.12 Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors is present, those directors present may adjourn the meeting without further notice.

10.13 Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

10.14 Informal Action by Directors

Unless specifically prohibited, any action required to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all directors entitled to vote.

10.15 Executive Committee of the Board of Directors

The President, First Vice-President, Second Vice-President, Treasurer, Chair of the Board of Councilors, and Chair of the Board of Specialty Societies shall constitute the Executive Committee. The Executive Committee shall handle matters requiring action between Board meetings.

The Executive Committee shall meet as necessary. The President shall convene the Executive Committee. The Executive Committee may act on behalf of the Board between Board meetings, but such actions are subject to ratification by the full Board of Directors. The actions of the Executive Committee between meetings of the Board

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of Directors shall be considered effective and binding prior to ratification by the full Board of Directors. If the Board of Directors does not ratify the actions of the Executive Committee, such actions shall be deemed null and void.

10.16 Finance Committee

The Finance Committee shall be composed of the most recent past President, the First Vice-President and the Treasurer of the ASSOCIATION. The Treasurer shall serve as Chair. The Treasurer-Elect, if any, shall serve as an ex officio member without vote on the Finance Committee. In the event of the death, resignation or inability to act of the Chair or a member of the Finance Committee, the Board may fill the vacancy and appoint an individual for the unexpired term. The Finance Committee shall recommend investment policies for the ASSOCIATION and shall manage, supervise and control the financial affairs and policies of the ASSOCIATION.

10.17 Other Committees and Task Forces of the Board of Directors

The Board may create whatever other committees and task forces it deems necessary to carry out its functions.

ARTICLE XI - BOARD OF COUNCILORS

11.1 Board of Councilors (BOC)

There shall be a Board of Councilors, the geographic distribution, composition and organization of which shall be established and modified, as necessary, in accordance with the rules and procedures developed by the Board of Councilors and approved by the ASSOCIATION Board of Directors. The Board of Councilors shall be advisory to the Board of Directors of the ASSOCIATION.

11.2 Purposes of the Board of Councilors

The purposes of the Board of Councilors shall be to:

- a. Provide a mechanism to increase opportunities for involvement and participation in ASSOCIATION affairs by Fellows and Members; and
- b. Facilitate communications and the dissemination of ASSOCIATION policy within the individual states; and
- c. Consider and make recommendations regarding the disposition of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws, consistent with Articles VII and XIII of these Bylaws; and
- d. Advise the ASSOCIATION Board of Directors regarding matters of importance to orthopaedic surgeons.

11.3 Duties of the Board of Councilors

The duties of the Board of Councilors shall include but not be limited to:

- a. Identifying problems affecting orthopaedics; and
- b. Assisting in the execution and implementation of ASSOCIATION policies within the individual states or regions; and
- c. Developing recommendations of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws; and
- d. Developing Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and
- e. Determining whether an Advisory Opinion to be submitted to the Board of Directors of the ASSOCIATION should be re-designated as an ASSOCIATION Resolution and considered pursuant to Article VII of these Bylaws; and
- f. Providing other advice as appropriate to the Board of Directors; and

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- g. After the Fellowship has elected its five (5) representatives to the Nominating Committee, electing in collaboration with the Board of Specialty Societies one (1) Active Fellow to serve on the ASSOCIATION Nominating Committee pursuant to Article IX, Section 9.2 of these Bylaws.

11.4 Advisory Opinions and ASSOCIATION Resolutions

The Board of Councilors shall have a formal process for offering Advisory Opinions to the ASSOCIATION Board of Directors. During any meeting in which the Board of Councilors is considering the adoption of an Advisory Opinion, the Board of Councilors may vote to change the Advisory Opinion into an ASSOCIATION Resolution which will be then considered under Article VII of these Bylaws, provided the following requirements are met:

- a. The statement is a subject about which the ASSOCIATION can take action;
- b. The statement is re-designated as an ASSOCIATION Resolution (from an Advisory Opinion);
- c. A member of the Board of Councilors is identified as the Sponsor of the Resolution;
- d. Two-thirds (2/3rds) of the Councilors present and voting determine that the matter should be re-designated as an ASSOCIATION Resolution; and
- e. The Board of Directors shall consider and prepare comments on such ASSOCIATION Resolution for consideration by the ASSOCIATION Resolutions Committee and the Fellowship.

11.5 Membership

Each state, the District of Columbia, Puerto Rico, the U.S. Military, geographic regions, and Canada shall have at least of one (1) councilor to serve on the Board of Councilors. Additional councilors from individual states or geographic regions may be added, based upon geographic and numerical ratios as determined by the Board of Directors. An effort will be made to ensure that every Active Fellow is represented in at least one way on the Board of Councilors. Those Fellows elected to serve as members of the Board of Councilors of the ASSOCIATION shall also serve as members of the Board of Councilors of the ACADEMY in the same positions.

11.6 Election of Members of the Board of Councilors

Members of the Board of Councilors shall be elected by members of their representative body, in accordance with established procedures. Members of the Board of Councilors must be Fellows of the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS.

11.7 Term of Office

The initial term of office for an elected member of the Board of Councilors shall be three (3) years. Each councilor shall be eligible for re-election for one (1) additional three (3) year term, for a maximum of six (6) consecutive years in office; provided, however, an individual elected to serve as an officer of the Board of Councilors may serve a maximum of eight (8) years in office, including his or her term as Immediate Past Chair of the Board of Councilors.

Any representative society with a small number of AAOS Fellows and with difficulty identifying volunteers to serve as its representative to the Board of Councilors may petition the Executive Committee of the Board of Councilors for relief from a hardship, in accordance with policies and procedures as adopted by the Board of Directors from time to time.

11.8 Officers of the Board of Councilors

The Board of Councilors shall have three officers: a Chair, Chair-Elect and Secretary. The Board of Councilors shall elect a Chair-Elect and Secretary who shall serve for a one (1) year term of office or until a successor has been duly elected by the Board of Councilors or until automatically advanced to the next higher office, with the exception of the Secretary who may be re-elected for an additional one (1) year term. The Chair-elect shall succeed to the office of Chair at the conclusion of the AAOS Annual Meeting or if the Chair is unable or unwilling to act; the Chair shall succeed to the office of Immediate Past Chair upon expiration of his/her term as Chair. Each officer shall

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serve as a member of the ASSOCIATION and the ACADEMY Board of Directors in the same office during his or her term in office.

11.8.a Chair

The Chair shall preside at all meetings of the Board of Councilors and the Executive Committee of the Board of Councilors and shall serve as an ex-officio member without vote of all standing and other committees or task forces of the Board of Councilors. The Chair may fill any vacancies which may occur in a committee or task force of the Board of Councilors during the interim between meetings, subject to the approval of the Board of Councilors at its next meeting, unless vacancies are to be filled as otherwise specified. The Chair shall report to the ASSOCIATION Board of Directors all activities of the Board of Councilors. He or she shall, in general, perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Councilors.

11.8.b Chair-Elect

The Chair-Elect shall generally assist the Chair in the performance of his or her duties and shall substitute for the Chair when he or she is unable to attend to those duties.

The Chair-Elect shall succeed to the office of Chair immediately upon the expiration of the term of office of the Chair or if the Chair dies, becomes unable or refuses to act. If the Chair-Elect succeeds to the office of Chair by reason other than natural succession by expiration of the current Chair's term of office, the Chair-Elect shall serve for the remaining unfulfilled term of the replaced Chair and further serve for the one (1) year term of office as Chair that he or she would have succeeded to if the current Chair had fulfilled his or her term of office.

11.8.c Secretary

The Secretary shall send out notices of meetings of the Board of Councilors; keep records of the proceedings of the Board of Councilors; and maintain such other correspondence as the activities of the Board of Councilors require.

11.9 Immediate Past Chair of the Board of Councilors

The Immediate Past Chair of the Board of Councilors shall serve a one-year term, shall be a voting member of the Board of Councilors and shall serve as Chair of the Board of Councilors Nominating Committee and in such other capacities as determined by the Chair.

11.10 Committees and Task Forces of the Board of Councilors

The Board of Councilors shall have standing and ad hoc committees and task forces which shall be appointed and operated in accordance with its own guidelines.

ARTICLE XII - BOARD OF SPECIALTY SOCIETIES

12.1 Board of Specialty Societies (BOS)

There shall be a Board of Specialty Societies, the composition and organization of which shall be established and modified, as necessary, in accordance with rules and procedures developed by the Board of Specialty Societies and approved by the ASSOCIATION Board of Directors. Those elected to serve as members of the Board of Specialty

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Societies of the ASSOCIATION shall also serve as members of the Board of Specialty Societies of the ACADEMY in the same positions. The Board of Specialty Societies shall be advisory to the Board of Directors of the ASSOCIATION.

12.2 Purposes of the Board of Specialty Societies

The purposes of the Board of Specialty Societies shall be to:

- a. Foster unity and collaborative initiatives among the member organizations of the Board of Specialty Societies and the ASSOCIATION; and
- b. Facilitate communications between the member organizations of the Board of Specialty Societies and the ASSOCIATION and among such societies; and
- c. Advise the ASSOCIATION Board of Directors regarding issues of concern of the member organizations of the Board of Specialty Societies and their members; and
- d. Consider and make recommendations on ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws at the Fall Meeting of the Board of Councilors and Board of Specialty Societies, consistent with Articles VII and XIII these Bylaws; and
- e. Develop Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and
- f. Determine whether an Advisory Opinion to be submitted to the Board of Directors of the ASSOCIATION should be re-designated as an ASSOCIATION Resolution and considered pursuant to Article VII of these Bylaws.

12.3 Duties of the Board of Specialty Societies

The duties of the Board of Specialty Societies shall include but not be limited to:

- a. Identifying problems affecting orthopaedics and the member organizations of the Board of Specialty Societies; and
- b. Promoting cooperation, unity and relationships among the ASSOCIATION and the member organizations of the Board of Specialty Societies; and
- c. Providing a forum to exchange ideas, information, and concerns and serve as a sounding board for various ASSOCIATION initiatives; and
- d. Assisting in the execution and implementation of ASSOCIATION policies within the member organizations of the Board of Specialty Societies; and
- e. Developing recommendations of ASSOCIATION resolutions and proposed amendments to the ASSOCIATION Bylaws; and
- f. Developing Advisory Opinions to be submitted to the Board of Directors of the ASSOCIATION; and
- g. Determining whether an Advisory Opinion to be submitted to the Board of Directors of the ASSOCIATION should be re-designated as an ASSOCIATION Resolution and considered pursuant to Article VII of these Bylaws; and
- h. Providing other advice as appropriate to the Board of Directors; and
- i. After the Fellowship has elected its five (5) representatives to the Nominating Committee, electing in collaboration with the Board of Councilors one (1) Active Fellow to serve on the ASSOCIATION Nominating Committee pursuant to Article IX, Section 9.2 of these Bylaws.

12.4 Advisory Opinions and ASSOCIATION Resolutions

The Board of Specialty Societies shall have a formal process for offering Advisory Opinions to the ASSOCIATION Board of Directors. During any meeting in which the Board of Specialty Societies is considering the adoption of an Advisory Opinion, the member organizations of the Board of Specialty Societies may vote to change the Advisory Opinion into an ASSOCIATION Resolution which will be then considered under Article VII of these Bylaws, provided the following requirements are met:

- a. The statement is a subject about which the ASSOCIATION can take action;
- b. The statement is re-designated as an ASSOCIATION Resolution (from an Advisory Opinion);

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- c. A member organization of the Board of Specialty Societies (with a designated Fellow) is identified as the Sponsor of the Resolution;
- d. Two-thirds (2/3rds) of the member organizations of the Board of Specialty Societies present and voting determine that the matter should be re-designated as an ASSOCIATION Resolution; and
- e. The Board of Directors shall consider and prepare comments on such ASSOCIATION Resolution for consideration by the ASSOCIATION Resolutions Committee and the Fellowship.

12.5 Officers of the Board of Specialty Societies

The Board of Specialty Societies shall have three officers: a Chair, Chair-Elect and Secretary. Officers of the Board of Specialty Societies must be Fellows of the ASSOCIATION and the AMERICAN ACADEMY OF ORTHOPAEDIC SURGEONS. The Board of Specialty Societies shall elect a Chair-Elect and Secretary who shall serve for a one (1) year term of office or until a successor has been duly elected by the Board of Specialty Societies or until automatically advanced to the next higher office, with the exception of the Secretary who may be re-elected for an additional one (1) year term. The Chair-elect shall succeed to the office of Chair at the conclusion of the AAOS Annual Meeting or if the Chair is unable or unwilling to act; the Chair shall succeed to the office of Immediate Past Chair upon expiration of his/her term as Chair. Each officer shall serve as a member of the ASSOCIATION and the ACADEMY Board of Directors in the same office during his or her term in office.

12.5.a Chair

The Chair shall preside at all meetings of the Board of Specialty Societies and Executive Committee and shall serve as an ex-officio member of all standing and other committees or task forces of the Board of Specialty Societies.

12.5.b Chair-Elect

The Chair-Elect shall generally assist the Chair in the performance of his or her duties and shall substitute for the Chair when he or she is unable to attend to those duties. The Chair-Elect shall succeed to the office of Chair immediately upon expiration of the term of office of the Chair or if the Chair dies, becomes unable or refuses to act. If the Chair-Elect succeeds to the office of Chair by reason other than natural succession by expiration of the current term of office, the Chair-Elect shall serve for the remaining unfulfilled term of the replaced Chair and serve additionally his or her own one (1) year term of office.

12.5.c Secretary

The Secretary shall send out notices of Board of Specialty Societies meetings; keep records of proceedings of the Board of Specialty Societies; and maintain such other correspondence as Board of Specialty Societies activities require.

12.6 Immediate Past Chair of the Board of Specialty Societies

The Immediate Past Chair of the Board of Specialty Societies shall serve a one-year term, shall be a voting member of the Board of Specialty Societies and shall serve as Chair of the Board of Specialty Societies Nominating Committee and in such other capacities as determined by the Chair.

12.7 Committees and Task Forces of Board of Specialty Societies

The Board of Specialty Societies shall have standing and ad hoc committees and task forces which shall be appointed and operated in accordance with its own guidelines.

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ARTICLE XIII - AMENDMENTS TO BYLAWS

13.1 Bylaws Committee

The Board of Directors shall appoint a Bylaws Committee and Chair. No current member of the Board of Directors may serve on the Bylaws Committee. The members of the Bylaws Committee shall also serve as members of the ASSOCIATION Standards of Professionalism Oversight Committee.

13.2 Process for Considering Amendments to the Bylaws

The ASSOCIATION shall consider a proposed amendment to the ASSOCIATION Bylaws in the following manner:

- a. Submission of proposed amendment to the Bylaws. A proposed amendment to the Bylaws must be submitted in writing by at least twenty (20) Fellows, the Board of Directors, the Board of Councilors, or the Board of Specialty Societies to the ASSOCIATION by September 1 before the Annual Meeting after which it will be considered and voted on.
- b. Appointment of Advisor. As soon as is practical after the proposed bylaws amendment has been duly submitted, the Board shall appoint an Advisor to the Sponsor of each proposed bylaws amendment. The Advisor shall assist the Sponsor by ensuring that the proposed bylaws amendment is in proper form, clarifying the language of the proposed bylaws amendment, determining the ASSOCIATION or the ACADEMY has taken previous actions on the same topic, assessing whether the action requested is legal and whether the ASSOCIATION is capable of performing the action requested, and other pertinent matters. The Sponsor shall be guided by, but not bound by, the advice of the Advisor.
- c. Submission to the Board of Councilors and the Board of Specialty Societies. The proposed bylaws amendment (as it may be revised upon the suggestions of the Advisor) shall be submitted to the Board of Councilors and Board of Specialty Societies for consideration at the Fall Meeting.
- d. Board of Councilors and Board of Specialty Societies. At the Fall Meeting, the Board of Councilors and the Board of Specialty Societies shall conduct an Open Hearing on the proposed bylaws amendment, at which the Sponsor may, but is not required to testify.

After the Open Hearing, the Joint Bylaws Review Committee of the Board of Councilors and Board of Specialty Societies shall develop a report and recommendation on the proposed bylaws amendment that shall be considered by the Board of Councilors and Board of Specialty Societies. The Board of Councilors and Board of Specialty Societies shall recommend that the Fellowship adopt, modify or reject the proposed bylaws amendment. The Board of Councilors and the Board of Specialty Societies shall conduct separate votes on the proposed recommendations of the Joint Bylaws Review Committee. The recommendations of the Board of Councilors and the Board of Specialty Societies shall be reported to the ASSOCIATION Board of Directors and the ASSOCIATION Bylaws Committee and, except as provided in these Bylaws, the Fellowship.

- e. Board of Directors. The ASSOCIATION Board of Directors, at its December meeting following the Fall Meeting of the Board of Councilors and Board of Specialty Societies, shall consider the proposed ASSOCIATION bylaws amendment and prepare comments for consideration by the ASSOCIATION Bylaws Committee and, except as otherwise provided in these Bylaws, the Fellowship.

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- f. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ASSOCIATION will notify the Fellowship of the proposed ASSOCIATION bylaws amendment and opportunities the Fellowship will have at the Annual Meeting to discuss the bylaws amendment. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the ASSOCIATION will have the opportunity to cast a written or electronic ballot on the proposed ASSOCIATION bylaws amendment after the Annual Meeting.
- g. ASSOCIATION Bylaws Committee; Annual Meeting. During the Annual Meeting, the Bylaws Committee shall hold an Open Hearing at which time all proposed ASSOCIATION bylaws amendments will be discussed. The time and location of the Open Hearing shall be announced to the Fellowship. The Sponsor, Board of Directors, Board of Councilors, Board of Specialty Societies and any other interested Fellow, Member or guest may appear before the Bylaws Committee to present information and opinions. In addition, during the annual business meeting, the Bylaws Committee will solicit comments regarding the proposed ASSOCIATION bylaws amendment, based upon a report by the Bylaws Committee that provides its recommendations regarding the proposed bylaws amendment.
- Upon hearing the evidence and the opinions presented during the Open Hearing and annual business meeting, the Bylaws Committee shall develop a recommendation that the Fellowship adopt, modify or reject each proposed ASSOCIATION bylaws amendment.
- h. Withdrawal of Bylaws Amendment. If the Board of Councilors, the Board of Specialty Societies, the Board of Directors and the ASSOCIATION Bylaws Committee each determines that the proposed bylaws amendment should be rejected, such amendment shall be withdrawn and shall not be considered by the Fellowship.
- i. Ballot of the Fellowship. Within sixty (60) days of the end of the Annual Meeting, the ASSOCIATION shall send each Active, Inactive and Emeritus Fellow a packet that contains a ballot and information developed by the Bylaws Committee appropriate to brief the Fellowship on each proposed bylaws amendment. The Fellowship shall be asked to vote on each proposed ASSOCIATION bylaws amendment, as it was last amended. In addition, a summary of the views of the Board of Councilors, the Board of Specialty Societies, the Board of Directors and the Bylaws Committee shall be included. This material shall be sent in coordination with the Fellowship process to elect individuals to serve on the Nominating Committee.
- In the packet, the ASSOCIATION will instruct Fellows to cast their ballots (either in writing or electronically) within the next thirty (30) days. The packet will also include an indication that at least five (5) percent of the current Fellowship must vote regarding the proposed bylaws amendment. In addition, of those voting, at least two-thirds (2/3rds) must vote in favor of the proposed bylaws amendment for it to be adopted.
- j. Extension of Time. In the event that less than five (5) percent of the Fellowship votes by the deadline, the ASSOCIATION Board of Directors, in its discretion, may extend the voting period for up to two (2) additional thirty (30) day increments.
- k. Effect of Adoption of the Bylaws Amendment. As soon as possible after the ballots have been tabulated, the ASSOCIATION will communicate the results of the ballot to the Fellowship. To be adopted, the proposed ASSOCIATION bylaws amendment shall require the affirmative vote of two-thirds (2/3rds) of those Fellows casting ballots.

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13.3 Legal Change of Name of Named Organizations

In the event that any organization named in these Bylaws legally changes its name, upon notice provided by the named organization, amendments to reflect this change shall be automatically made in these Bylaws without the requirement of a vote of the Board of Directors or the Fellowship.

ARTICLE XIV - LEGALLY-MANDATED CHANGES

If the Board of Directors, upon advice of legal counsel, by a three-fourths (3/4ths) vote of those members present and voting, determines that changes are required in the corporate, tax status, policy resolutions, Standards of Professionalism or other positions of the ASSOCIATION because of the enactment, modification, repeal, amendment, reinterpretation or other change in any legislation or regulation, whether federal, state or local, such changes shall be made immediately to ensure complete compliance with the law, without the prior approval of the Fellowship. These changes must be ratified at the next meeting of the Fellowship, but shall be effective and binding prior to ratification. If the Fellowship does not ratify the actions of the Board of Directors, such actions shall be deemed null and void.

ARTICLE XV - INDEMNIFICATION

15.1 Settlements and Judgments

The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) because he or she is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, if:

- a. He or she acted in good faith; and
- b. He or she acted in a manner he or she reasonably believed to be in or not opposed to the best interest of the ASSOCIATION; and
- c. With respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the ASSOCIATION, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the ASSOCIATION, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

15.2 Successful Defense

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To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Paragraph 15.1 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection therewith.

15.3 Specific Cases

Any indemnification under Paragraph 15.1 (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Paragraph 15.1. Such determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding;
- b. If a quorum of the disinterested members of the Board of Directors is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- c. By majority vote of the Fellows of the ASSOCIATION present and voting at a meeting where notice of this item is specifically indicated in advance.

15.4 Advance Payment of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the ASSOCIATION as authorized in these Bylaws.

15.5 Indemnification Not Exclusive

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the provisions of these Bylaws, agreement, vote of the Fellows of the ASSOCIATION or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

15.6 Insurance

The ASSOCIATION may maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION or who is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the individual and incurred by the individual in any such capacity or arising out of his or her status of such, whether or not the ASSOCIATION would have the power to indemnify the individual against such liability under the provisions of these Bylaws.

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ARTICLE XVI - CODE OF MEDICAL ETHICS AND PROFESSIONALISM AND STANDARDS OF PROFESSIONALISM

16.1 Code of Medical Ethics and Professionalism

The ASSOCIATION shall promulgate a Code of Medical Ethics and Professionalism that defines the aspirational standards of conduct that comprise the essentials of honorable behavior for orthopaedic surgeons. Modifications, additions to and deletions from the Code of Medical Ethics and Professionalism shall require a two-thirds (2/3rds) vote of the Board of Directors present and voting.

16.2 Standards of Professionalism

The ASSOCIATION shall adopt Standards of Professionalism that establish the minimum standard of acceptable conduct for orthopaedic surgeons. The Standards of Professionalism are mandatory and apply to all Fellows and Members. Modifications, additions to and deletions from a Standard of Professionalism shall require a two-thirds (2/3rds) vote of the Fellowship in the manner described in these Bylaws.

16.3 Process for Adopting Standards of Professionalism (SOPs)

The ASSOCIATION shall consider proposed Standards of Professionalism (SOPs) in the following manner:

- a. Submission of proposed Standards of Professionalism. Proposed Standards of Professionalism must be submitted in writing by at least twenty (20) Fellows, the Board of Directors, the Board of Councilors, or the Board of Specialty Societies to the ASSOCIATION by September 1 before the Annual Meeting after which they will be considered and voted on. One individual should be identified as the Sponsor of the proposed Standards of Professionalism.
- b. Appointment of Advisor. If submitted by individual Fellows, as soon as is practical after Standards of Professionalism have been submitted, the Board shall appoint an Advisor to the Sponsor of such statement. The Advisor shall assist the Sponsor by ensuring that the SOPs are in proper form, clarifying the language of the statement, determining whether the ASSOCIATION has taken previous actions on the same topic, assessing whether the statement is legal, and other pertinent matters. The Sponsor shall be guided by, but not bound by, the advice of the Advisor.
- c. Submission to the Board of Councilors and the Board of Specialty Societies. Proposed Standards of Professionalism (as they may be revised upon the suggestions of the Advisor) shall be submitted to the Board of Councilors and Board of Specialty Societies for their consideration at the Fall Meeting.
- d. Board of Councilors and Board of Specialty Societies. At the Fall Meeting, the Board of Councilors and the Board of Specialty Societies shall conduct an Open Hearing on the proposed Standards of Professionalism, at which the Sponsor may, but is not required to testify.

After the Open Hearing, the Joint Professionalism Committee of the Board of Councilors and Board of Specialty Societies shall develop a report and recommendation on the proposed Standards of Professionalism that shall be considered by the Board of Councilors and Board of Specialty Societies. The Board of Councilors and Board of Specialty Societies shall recommend that the Fellowship adopt, modify or reject the proposed Standards. The Board of Councilors and the Board of Specialty Societies shall conduct separate votes on the proposed recommendations of the Joint Professionalism Committee. The recommendations of the Board of Councilors and

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Board of Specialty Societies shall be reported to the ASSOCIATION Board of Directors, the Committee on Professionalism and the ASSOCIATION Standards of Professionalism Oversight Committee and, except as provided in these Bylaws, the Fellowship.

- e. Committee on Professionalism. The Committee on Professionalism shall consider the proposed Standards of Professionalism and prepare comments for consideration by the ASSOCIATION Board of Directors and Standards of Professionalism Oversight Committee and, except as otherwise provided in these Bylaws, the Fellowship.
- f. Board of Directors. The ASSOCIATION Board of Directors, at its December meeting following the Fall Meeting of the Board of Councilors and Board of Specialty Societies, shall consider the proposed Standards of Professionalism and prepare comments for consideration by the ASSOCIATION Standards of Professionalism Oversight Committee and the Fellowship.
- g. Notice to the Fellowship before the Annual Meeting. At least thirty (30) days prior to the business meeting of the Annual Meeting, the ASSOCIATION will notify the Fellowship of the proposed Standards of Professionalism and opportunities the Fellowship will have at the Annual Meeting to discuss such statement. In this communication, the Fellowship will also be informed that all Active, Inactive and Emeritus Fellows of the ASSOCIATION will have the opportunity to cast a written or electronic ballot on the proposed Standards after the Annual Meeting.
- h. ASSOCIATION Standards of Professionalism Oversight Committee; Annual Meeting. During the Annual Meeting, the Standards of Professionalism Oversight Committee shall hold an Open Hearing at which time all proposed Standards of Professionalism will be discussed. The time and location of the Open Hearing shall be announced to the Fellowship. The Sponsor, Board of Directors, Board of Councilors, Board of Specialty Societies, Committee on Professionalism and any other interested Fellow, Member or guest may appear before the Standards of Professionalism Oversight Committee to present information and opinions. In addition, during the annual business meeting, the Standards of Professionalism Oversight Committee will solicit comments regarding the proposed Standards of Professionalism, based upon a report that provides its proposed recommendations regarding the proposed Standards.

Upon hearing the evidence and the opinions presented during the Open Hearing and annual business meeting, the Standards of Professionalism Oversight Committee shall develop a recommendation that the Fellowship adopt, modify or reject the proposed Standards of Professionalism. If the Standards of Professionalism Oversight Committee recommends that proposed Standards of Professionalism be modified, the Committee's proposed modification shall be submitted to the Fellowship for its consideration.

- i. Withdrawal of proposed Standards of Professionalism. If the Board of Councilors, the Board of Specialty Societies, the Board of Directors, the Committee on Professionalism and the ASSOCIATION Standards of Professionalism Oversight Committee each determines that proposed Standards of Professionalism should be rejected, they shall be withdrawn and shall not be considered by the Fellowship.
- j. Ballot of the Fellowship. Within sixty (60) days of the end of the Annual Meeting, the ASSOCIATION shall send each Active, Inactive and Emeritus Fellow a packet that contains a ballot and information developed by the Standards of Professionalism Oversight Committee appropriate to brief the Fellowship on the proposed Standards of Professionalism. The Fellowship shall be asked to vote on the proposed Standards of Professionalism, as they were

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last amended. In addition, a summary of the views of the Board of Councilors, the Board of Specialty Societies, the Board of Directors and the Standards of Professionalism Oversight Committee shall be included. This material shall be sent in coordination with the Fellowship process to elect individuals to serve on the Nominating Committee.

In the packet, the ASSOCIATION will instruct Fellows to cast their ballots (either in writing or electronically) within the next thirty (30) days. The packet will also include an indication that at least five (5) percent of the current Fellowship must vote regarding the proposed Standards of Professionalism. In addition, of those voting, at least two-thirds (2/3rds) must vote in favor of the proposed Standards of Professionalism for them to be adopted.

- k. Extension of Time. In the event that less than five (5) percent of the Fellowship votes by the deadline, the ASSOCIATION Board of Directors, in its discretion, may extend the voting period for up to two (2) additional thirty (30) day increments.
- l. Effect of Adoption of the Standards of Professionalism. As soon as possible after the ballots have been tabulated, the ASSOCIATION will communicate the results of the ballot to the Fellowship. To be adopted, the proposed Standards of Professionalism shall require the affirmative vote of two-thirds (2/3rds) of those Fellows casting ballots.

ARTICLE XVII - MISCELLANEOUS PROVISIONS

17.1 Fees, Dues and Special Assessments

The Board of Directors shall determine the timing and the amount of all fees, dues and special assessments assessed and collected by the ASSOCIATION. Specifically, the ASSOCIATION shall collect:

- a. Initiation fees from all incoming Fellows and Members; and
- b. Annual dues from all Active Fellows; and
- c. Special assessments from all or specifically identified groups of Active Fellows or Members, as the Board may from time to time determine; and
- d. Special assessments from individual Fellows or Members, consistent with procedures adopted under Article III and as the Board may determine.

The Board may determine exceptions, if any, from these fees, dues or special assessments.

17.2 Contracts

The Board may authorize any officer, employee, or agent of the ASSOCIATION, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ASSOCIATION. Such authority may be general or confined to specific instances.

17.3 Fiscal Year

The Board shall define the fiscal year.

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ARTICLE XVIII - RULES OF ORDER

In the absence of any provision in these Bylaws, all meetings of the ASSOCIATION, the Board of Directors, the Board of Councilors, the Board of Specialty Societies and duly appointed committees or task forces shall be governed by standard parliamentary procedures which provide for adequate notice and fair opportunity for debate. The Presiding Officer may be guided by, but not bound by, the most current edition of Robert's "Rules of Order."

ARTICLE XIX - DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, all of its assets remaining after payment of its obligations have been made and provided for shall be distributed to the ACADEMY or other organizations operated for purposes consistent with those of the ASSOCIATION. This distribution shall be designated by the Board of Directors.



ASIA PACIFIC ORTHOPAEDIC ASSOCIATION
CONSTITUTION 2021

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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 1st January of each year and expiring on 31st 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**” 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 the Officers 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 genders.

- (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 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 interest 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 as in the opinion of the Association have objects similar to the Objects of the Association;
 - (g) To promote, encourage and assist in the education and training of orthopaedic surgeons in the region.
- (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) Generally to expend such moneys of the Association as may from time to time be necessary or desirable to further the Objects of the Association;
 - (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 or authority, supreme, municipal or otherwise or any university, hospital, school or other institution or association that may seem conducive to the Objects of the Association or any one of them;
 - (h) To obtain from any government authority, university, hospital, school, institution or association any right or privilege or concession which the Association may think desirable to obtain;
 - (i) To 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. The Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Association would make it a trade union within the meaning of the Trade Unions Act;
 - (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) the payment in good faith to any officer or servant of the Association or to any member of the Association in return for:
 - (i) any service actually rendered to the Association; or
 - (ii) goods supplied in the ordinary and usual way of business;
 - (b) payment of reasonable and proper rent for premises rented to or let by any member of the Association.
- (4) Such payments or rent may be made to any member notwithstanding that any such member may be or may have been a member of a committee or governing body of the Association.
- (5) Nothing contained in these regulations shall prevent the payment in good faith both by way of assistance or by way of assistance of any member of the Association in furtherance of any of the Objects of the Association.

MEMBERS

6. (1) The Association may admit individuals or National Orthopaedic Associations (NOAs) as members.
- (2) The classification and categories of members together with the rights and privileges of members shall be determined and amended by the Council from time to time.
- (3) For admission as a Member an individual or NOA shall apply to the Secretary General of the Association in the manner required by the Executive Committee from time to time.
- (4) Such application shall be accompanied by a written consent to become a Member.
- (5) Upon receipt of such notice and the payment of any fee [if any] the person or NOA shall, following the approval of the Executive Committee, become a Member.
 - (a) The Members of the Association shall be classified and admitted into the following categories:
 - (i) **Honorary Fellow**, being a person of distinction approved by the Council in recognition of his or her contribution to the progress of orthopaedic surgery.
 - (ii) **Senior Fellow**, being a Fellow who has retired from active practice.

- (iii) **Life Fellow**, being a fully trained orthopaedic surgeon in active practice for at least 5 years and who is a member of the Recognised Organisation of a country, territory or area and who has been nominated by two existing Life fellows and has paid the subscription set by the Executive Committee. Life Fellow will enjoy special recognition and may be granted special privileges set by the Executive Committee.

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

- (iv) **Fellow**, being a fully trained orthopaedic surgeon in active practice, 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 from time to time so fixed by the Executive Committee shall be given to Members.
- (3) If an Individual Member shall fail to pay the fee within 6 months after posting of such notice, that Member shall at that time cease to be a Member.
- (4) If a Federation Member shall fail to pay the fee within 9 months after posting of such notice, that Member and her Federation Fellows 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 a two-thirds majority of Councillors present 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) below.
- (2) A petition for withdrawal shall be lodged with the Secretary General and shall be signed by at least two-thirds of all Fellows who are Members of the Chapter withdrawing from the Association.
- (3) Notwithstanding Section 10(2), automatic withdrawal will occur if (a) no Delegate of a Chapter attends meetings of the Association held in conjunction with two successive Congresses or (b) if 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 NOAs.
- (4) Admission of a Federation Member shall be a two-thirds majority of Councillors present or voting by proxy at a Council meeting.
- (5) On the admission of a NOA as a Federation Member, the individual members of that NOA will be automatically be 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) below.
- (2) A petition for withdrawal shall be lodged with the Secretary General, and shall be signed by at least two-thirds of all Fellows who are Members of the Chapter or Federation members withdrawing from the Association.
- (3) Notwithstanding 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 APOA 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/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 Executives or Councillors to serve as Co-opted Members for specific purposes and for specific term, not beyond contemporaneous term of the office of the President. Such co-opted member(s) shall not have voting rights.

In addition to Clause 15(4) above, Committee(s) / Subcommittee(s) may be formed by majority decision of the Executives or Council to help with matters of the Association.
- (5) Only Councillors shall be eligible to receive notice of, attend, and 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 Member of the Association.

REGISTER

16. (1) The Secretary General shall keep a Register of Members and Fellows in which shall appear their name address 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 so to do and he or she shall cease to be a Member on the expiration of such notice.
- (3) Any Member who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay to the Association all moneys which shall at the time of his or her ceasing to be a Member be due from him or her to the Association or which shall become due in case of a winding up.

SPECIALTY SECTIONS

18. (1) The Association shall be empowered to establish Speciality Societies or Sections, which shall function with their own Executive Committees. Such Executive Committees shall include a President, President Elect, Honorary Secretary, Treasurer and other members, as it deems fit.
- (2) The Association shall support the formation and the subsequent conduct of Speciality 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 / Federations and at least 30 members, 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.
- (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 Chair. 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 via video conferencing, 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 (Voting).
- (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 voting rights of all Councillors having at the date of the requisition a right to vote at meetings of the Association.

NOTICES OF ANNUAL COUNCIL MEETINGS AND SPECIAL MEETINGS

21. (1) The minimum notice required to convene a Meeting of the Association shall be:
 - a) Annual Council Meeting at the APOA Congress: 60 days;
 - b) Online Annual Council Meeting: 30 days;
 - c) 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 Meeting shall require at least one third of Chapter / Federation Councillors to be represented in person, via video link, or any other acceptable electronic means, 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) any 16 Councillors present in person constitute a quorum; or
 - (ii) where 16 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 an adjournment or of the business to be transacted at an adjourned meeting.

VOTING – MEETINGS OF ASSOCIATION

26. (1) At any meeting of the Association, a resolution put to the vote 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 by proxy; or
- (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, by proxy, or online, 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.

STANDING 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 Chairmen / Presidents of the two previous Congresses and two 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) **Ad Hoc Committees:** The Executive Committee between Council Meetings may from time to time, form Ad Hoc committees and delegate such powers as are appropriate.
- (2) **Election of Chair:** Chair of all committees shall be elected by the Council 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. Chair of all Standing committees, unless otherwise specified, shall have voting rights.
- (3) **Membership of Committee.** The Chair of each committee shall appoint the Members of his/her committee unless otherwise specified by specific rules or directed by the Council or the Executive Committee.
- (4) The Standing Committee shall recommend policies or decisions to be taken for approval by the Executive Committee or by the Council.

YOUNG SURGEONS' FORUM (YSF)

38. The Young Surgeons' Forum shall represent the interest of the young orthopaedic surgeons & 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 members who are 45 years of age or younger.
- (2) The Council of the YSF will consist of one representative (nominated by the Chief National Delegates) 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 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 Delegate for each chapter according to paid up membership.
- (3) For Federation Member, there shall be a maximum of two (2) nominated delegates to the Council from each financial Federation Member (NOA) provided that the membership of the NOA is one hundred or more. If the membership of the NOA is less than one hundred, there shall only be one nominated delegate. If there is more than one NOA within a country, territory or

region, nominated delegates from each NOA will take turn to sit on the Council in accordance with the Term of Office in Clause (40) below.

- (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 should be elected by the Fellows as the Chief National Delegate. The Chief Delegate shall have the power to appoint an Alternate Delegate from the Fellows within the Chapter or Federation, if an elected Delegate is unable to attend meetings of the Association or is unable to serve a full term. An Alternate delegate will have the same power as a Delegate.
- (8) Only persons who are Fellows of the Association may be elected as Delegates.
- (9) A Delegate must remain a Fellow of the Association 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 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.

TERM 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) The Officers of the Association, Chair 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 a Delegate of two Chapters / Federations, 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, Secretary General, Treasurer, Editor and Immediate Past President.
- (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 (Physical or Virtual) 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/her induction into office by the outgoing President at the end of the Annual Congress (physical or virtual) immediately preceding his/her term and shall continue for one year 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/she is an ex-officio Member of all Committees of the Association.
 - e) He/she shall:
 - (i) Preside at all meetings of the Council and of the Executive Committee.
 - (ii) Provide leadership for the advancement and betterment of the Association.
 - (iii) Ensure planning and implementation of the Annual Congress.
 - (f) The President is not eligible for re-election.
- (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.
- 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 as the acting President.
- f) He/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 2nd Vice President shall be a Life member of the Association and elected by the Council.
- b) The election of the 2nd Vice President is to be held online by the following process.
 - i. 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 members (Individual or Federation), of good standing, from different Chapters / Federations (NOA) at least 60 days before the Annual Council Meeting.
 - iii. The nominee must be a person who has served as a voting member of APOA executive or Council for at least 2 years and attended at least four executive / council meetings.
 - iv. The nominee 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/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 Fellow of the Association or nominated Delegate of Federation Member who has served

at least one term at the Executive Committee or Council and attended at least four executive / council meetings.

- b) He/she shall serve for the term of office 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 Fellow of the Association or nominated Delegate of Federation Member who has served at least one term at the Executive Committee or Council and attended at least four executive / council meetings.
- b) He/she shall serve for 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 – Journal of Orthopaedic Surgery, shall be nominated by the Executive Committee and approved by the Council.
- b) He/she shall serve for a term of office of four years and be eligible for re-nomination. The number of term of office may be determined by the executives 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 Chairman 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 Congress Committee**

- a) The Chair of the Congress Committee shall be elected by the Council from Fellows of the Association / nominated Delegates of Federation Member who have served at least one term at the Executive Committee or Council and attended at least four executive / council meetings.
- b) He/she shall serve for the term of office of two years and be eligible for re-election for one more term only.
- c) He/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/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 / nominated Delegates of Federation Members who have served at least one term at the Executive Committee or Council and attended at least four executive / council meetings.
- b) The members shall be elected, by the second phase of online elections, from Chapters / Federations 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 all the Council members present in person or by proxy during the meeting where a quorum is present. The petition for removal of such Officer must be signed by 100 Fellows or nominated delegates from Federation Members and be presented to Council by one Delegate from each of at least 5 Chapters or 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 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).

VACATE OFFICE

- 44. The office of an Officer 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 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) Subject to any other provision of these Regulations, the business of the Association shall be managed by the Executive Committee, which may pay all the expenses incurred in promoting and forming the Association, and may exercise all such powers of the Association as are not, by these Regulations, required to be exercised by the Association in Council Meeting.
- (3) Without limiting the generality of Clause 45(1), the Executive Committee may exercise all the powers of the Association.
- (4) Subject to any other provision of these Regulations, the Executive Committee may determine such standing orders from time to time as they think fit.

SUBSTITUTES

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, 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 which

he or she is in any way, whether directly or indirectly, interested or in respect of any matter arising out of such a contract or proposed contract.

- (2) If he or she votes in contravention of 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, if the Absent Officer is not present at such a meeting, is entitled to attend and vote in his or her stead.
- (3) An Alternate Officer may exercise any powers that the Absent Officer may exercise and the exercise of any such power by the Alternate Officer shall be deemed to be the exercise of power by the Absent Officer.
- (4) The appointment of an Alternate Officer may be terminated at any time by the Executive Committee notwithstanding that the period of that appointment of the Alternate Officer has expired.
- (5) Any person appointed as an Alternate Officer must be a Fellow of the Association.
- (6) An Alternate Officer is appointed until the next Council Meeting, at which the appointment is confirmed or another fellow elected to the position.

QUORUM – EXECUTIVE COMMITTEE

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 so 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 or of convening a Council Meeting of the Association.

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 members to be the chair of the meeting.

DELEGATION OF POWER

55. (1) The Executive Committee may delegate any of their powers to a ad hoc

committee or committees consisting of such of their number and coopted members, as they think fit.

- (2) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Executive Committee and a power so exercised shall be deemed to have been exercised by the Executive Committee.
- (3) The Executive Committee will appoint the chair of such committees unless they choose 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;
 - (c) the committee members present shall elect one of their number to be chair of the meeting.
- (5) Questions arising at a meeting of a committee shall be determined by a majority of votes of the committee members present and voting.
- (6) 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 from three NOAs 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 online / present in person or by video link, 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 by post to him or her at his or her address as shown in the Register or the address supplied him or her to the Association for the giving of notices to him or her.
- (2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting and, in any case, at the time at which the letter would be delivered in the ordinary course of post.

RECIPIENTS OF NOTICES

61. (1) Notice of every meeting of the Association shall be given in the manner authorised in 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-May. In an

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**
- a) The Congress President shall be nominated by the Chapter / Federation hosting the Annual Congress and approved by the Council.
 - b) His/her term starts at the completion of the last Congress before the Congress he/she runs.
 - c) The Congress President is responsible to the Executive Committee and Council on all matters concerning the Congress, including scientific programme and budgetary matters.
 - d) The Congress President is 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 is a Member, or within 1 year after he ceases to be a member.
 - (a) for the payment of debts and liabilities of the Association contracted before the time at which he or she ceases to be a Member; and
 - (b) the costs, charges and expenses of winding up the Association and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required by the Council.
 - (2) In the event that the Association is to be voluntarily wound up, such winding up shall not occur except by a two thirds majority vote of Chapters or Federation Members.
 - (3) Each Chapter or Federation Member shall have only one vote.
 - (4) Such vote must, in the opinion of the Chairman of the meeting, clearly reflect the view of the majority of 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.