

**AUSTRALIAN PAEDIATRIC ORTHOPAEDIC SOCIETY Ltd**  
**Affiliated with the Australian Orthopaedic Association**

**CONSTITUTION**

The following document came into effect on the 31<sup>st</sup> August 2014 after inclusion of an amendment to the Constitution passed during the Annual General Meeting of the Society held in Noosa on that day.

**1 NAME OF SOCIETY**

1.01 The name of the Society is the Australian Paediatric Orthopaedic Society Ltd referred to herein as "the Society".

1.02 The principal office of the Society shall be at a location within Australia as the Executive Committee may determine.

**2 DEFINITION OF TERMS**

2.01 In these rules unless the contrary intention appears: "Meeting" means a general meeting of members of the Society convened in accordance with these rules. "Member" means a member of the Society.

**3 OBJECTS AND PURPOSES**

3.01 The objectives of the Australian Paediatric Orthopaedic Society Ltd are as follows:

- A. To form an educational organisation dedicated to the exchange of ideas and dissemination of scientific and clinical knowledge concerning paediatric orthopaedic surgery.
- B. To advance the quality of and encourage research into the management of paediatric orthopaedic disease and disorder.
- C. To improve the means of communication and support for men and women involved in the medical and scientific study, investigation and treatment of paediatric orthopaedic disease and disorder.
- D. To maintain prestigious status for the organisation and to obtain affiliation with other major national orthopaedic associations and with international paediatric orthopaedic societies.

**4 MEMBERSHIP**

4.01 The Society shall have five (5) classes of membership. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

A. ACTIVE MEMBER

- (1) Active membership of the Australian Paediatric Orthopaedic Society Ltd will be limited to registered orthopaedic surgeons resident in Australia who demonstrate significant interest in the orthopaedic problems of childhood.
- (2) Active members must also be Fellows or Associate Members of the Australian Orthopaedic Association.
- (3) An Active member must demonstrate continuing interest in the objectives and affairs of the Society.
- (4) An Active member shall pay an annual subscription fee as shall be established by the Executive Committee.
- (5) An Active member may vote and hold office.

B. LIFE MEMBER

Life membership may be conferred by the Society on members who have given long and distinguished service to paediatric orthopaedic surgery.

- (1) Life membership shall be awarded by the Executive after approval by a majority vote of members at an Annual General Meeting.
- (2) A Life member shall not be charged annual subscription fees.
- (3) Unless directed by the Executive either generally or in relation to a particular Life member or a particular meeting a Life member shall pay the full registration fees for attendance at meetings of the Society.
- (4) A Life member may vote and hold office until the age of sixty five (65) at which time the Life Member may attend annual meetings and participate in discussions but shall not have voting rights.
- (5) A Life Member over the age of sixty five may not be a candidate for elected office but may serve on committees.

C. HONORARY MEMBER

Honorary membership, an accolade of the highest order, may be conferred by the

Society on any individual in recognition of their contributions to paediatric orthopaedic surgery, other branches of surgery, medicine or in any field of human endeavour.

- (1) Honorary membership shall be awarded by the Executive after approval by a majority vote of members at an Annual General Meeting.
- (2) An Honorary member may attend annual meetings and participate in discussions but shall not have voting rights.
- (3) An Honorary member shall not be charged an annual subscription fee.
- (4) An Honorary member shall not be charged the registration fee for attendance at scientific meetings but will be charged for social functions unless otherwise directed by the Executive.
- (5) An Honorary member may not be a candidate for elective office or Committee appointment.

D. CORRESPONDING MEMBER

- (1) Corresponding membership may be conferred by the Executive Committee on an orthopaedic surgeon of high academic and professional standing with an active interest in paediatric orthopaedic surgery who has made a significant contribution to the Society and who is not resident in Australia.
- (2) A Corresponding member may attend annual meetings and participate in discussion but cannot vote.
- (3) Corresponding members cannot be elected to office or committees.
- (4) A Corresponding member will not be charged an annual subscription but will be charged Meeting Registration Fees unless otherwise directed by the Executive.

E. SENIOR MEMBER

Senior membership may be conferred by the Society members who have retired from active clinical practice but maintain an interest in the Society.

- (1) Senior Membership shall be offered by the Executive, after approval by a majority vote of members at an Annual General Meeting, to members who notify the Secretary of their retirement from clinical practice.
- (2) A Senior Members shall not be charged annual subscription fees.
- (3) Unless directed by the Executive, either generally or in relation to a particular

Senior Member or a particular meeting, a Senior Member shall pay the full Registration Fee for attendance at Meetings of the Society.

- (4) A Senior Member may vote and hold office until age sixty-five years at which time the Senior member may attend Annual Meetings and participate in discussion, but shall not have voting rights.
- (5) A Senior Member over the age of sixty-five years may not be a candidate for elected office, but may serve on the Committees.

#### 4.02 ELECTION OF ACTIVE MEMBERS

Active membership shall be by election:

- A. Prospective members must have a sponsorship of two (2) active members who will submit letters of recommendation to the Secretary.
- B. A curriculum vitae must accompany the application.
- C. (1) Membership applications shall be reviewed by the Executive Committee.  
  
(2) Upon approval of the Executive Committee the applications shall be submitted for election by the members at the business session of the Annual General Meeting.  
  
(3) A member shall be elected if the recommendation is approved by a majority of those voting members present.

### 5 SUBSCRIPTIONS

5.1 The initiation fees (if any) and subscription fees for each class of membership shall be such sum as the Executive Committee shall determine from time to time.

5.2 The subscription for each class of membership shall be payable annually on 1 July or at such other time as the Executive Committee shall determine from time to time.

5.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Society provided always that the Executive Committee may reinstate such a person's membership upon such terms as it thinks fit.

### 6 TERMINATION EXPULSION SUSPENSION AND RESIGNATION OF A MEMBER

6.01 The Executive Committee by majority vote may terminate or suspend

membership or expel a member for conduct detrimental to the interests of the Society. The procedures to be followed are those of the Australian Orthopaedic Association.

#### 6.02 RESIGNATION

Any member may resign from membership of the Society by giving three months written notice thereof to the Secretary of the Society. Any member so resigning shall be liable for any outstanding subscriptions and shall lose all rights and privileges as a member of the Society.

### 7 MEETINGS

7.01 The Executive Committee or the President may call a Special General Meeting of the Society at any time and shall call an Annual General Meeting.

7.02 The Annual General Meeting of the Society shall be at a time and place designated by the Executive Committee and approved by the members at a preceding Annual General Meeting. When the Annual General Meeting is held in conjunction with a Scientific Meeting it shall consist of two (2) business sessions one before and one after the scientific session.

#### 7.03 PLACE OF MEETING

The Executive Committee may designate any place either within or without Australia as the place for any Annual General Meeting or for any Special General meeting called by the Executive Committee. If no designation is made or if a Special General Meeting be otherwise called, the place of meeting shall be the principal office of the Society.

7.04 Upon the requisition in writing of not less than one-tenth of the total number of voting members of the Society the Executive Committee shall within one month of the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.

7.05 Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting.

7.06 If a Special General Meeting is not convened within one month as required by sub-rule 7.04, the requisitionists may convene a special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Executive Committee and for this purpose the Executive Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Society.

## 7.07 NOTICE OF MEETING

Subject to sub-rule 7.08 at least 14 but not more than 50 days notice of any general meeting shall be given to members of the meeting and particulars of the nature and order of the business to be transacted at the meeting. In an Annual General meeting the order of the business shall be the consideration of the accounts, reports of the Executive and other Committees, the election of Office bearers and Committee members (if required) and any other business requiring consideration by the Society in a general meeting.

7.08 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

7.09 A notice may be given by the Society to any member by serving the member with the notice personally or by sending it by post to the address appearing in the register of members.

7.10 Where a notice is sent by post, service of the notice shall be deemed to be effective if it is properly addressed and posted to the member by ordinary pre-paid mail.

## 7.11 INFORMAL ACTION BY MEMBERS

Any action required by law to be taken at a general meeting of the members or any action which may be taken at a general meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Society entitled to vote with respect to the subject matter thereof.

## 8 PROCEEDINGS AT MEETINGS

### 8.1 QUORUM

The members, present personally, holding 1/5th of the votes which may be cast at any General Meeting by members, shall constitute a quorum at such meeting. No proxy vote by a member otherwise entitled to vote who is not present at the meeting will be allowed. If within 30 minutes of the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case a majority of the members present may adjourn the meeting from time to time without further notice.

8.02 All meetings of the Society shall be governed by the parliamentary rules and usage as adopted by the Australian Orthopaedic Association, as interpreted by the Chairman.

8.03 The chairman may with the consent of any meeting at which a quorum is

present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.04 When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

8.05 At any General Meeting a resolution put to a vote shall be decided on a show of hands and a declaration by the Chairman of the meeting that a resolution has been carried or lost, unless a secret ballot is demanded.

8.06 If a secret ballot is demanded by the chairman of the meeting or by three or more members present personally it shall be taken in such manner as the Chairman directs. The result of such ballot shall be the resolution of the meeting.

#### 8.07 OPEN MEETINGS

The scientific sessions of the Australian Paediatric Orthopaedic Society Ltd are open to all Fellows and Members of the Australian Orthopaedic Association upon proper application and payment of fee. Members of the Society will have preference if the meeting site imposes restrictions on attendance.

#### 8.08 GUESTS

Orthopaedic surgeons who are not members of the Australian Orthopaedic Association, but practice with a special interest in paediatric orthopaedic surgery, shall be entitled to attend meetings as guests of the Society. Also orthopaedic registrars, orthopaedic fellows, nurse practitioners, physiotherapists and research scientists shall be entitled to attend meetings as guests of the Society. Guests of the Society shall be required to pay registration fees and the costs of social events as determined by the Executive of the Society.

### 9 MINUTES

9.01 Proper minutes of all proceedings of meetings of the Society and of meetings of the committees shall be entered within one month after the relevant meeting n minute books kept for the purpose.

9.02 The minutes kept pursuant to this rule shall be signed by the chairman of the next succeeding meeting after approval by those present.

## 10 EXECUTIVE COMMITTEE

### 10.01 GENERAL POWERS

The affairs of the Society shall be managed and controlled exclusively by an Executive Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Society, and are not by these rules required to be done by the Society in General Meeting.

10.02 The Executive Committee shall have power to appoint such employees as are required to carry out the objects of the Society.

10.03 Each member of the Executive Committee shall hold office until the next Annual General Meeting of members and until his/her successor shall have been elected or appointed.

### 10.04 REGULAR MEETINGS

A regular Annual General Meeting of the Executive Committee shall be held without other notice than this rule at the same place as the Annual General meeting of the members. The Executive Committee may provide by resolution the time and place for the holding of additional regular meetings of the Executive Committee without other notice than such resolution.

### 10.05 SPECIAL MEETINGS

Special meetings of the Executive committee may be called by or at the request of the President or any two (2) members of the Executive Committee. The person or persons authorized to call special meetings of the Executive Committee may fix any place as the place for holding any special meetings of the Executive Committee called by them.

### 10.06 NOTICE

Notice of any special meeting of the Executive Committee shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail to each member at his/her address as shown by the records of the Society. If mailed such notice shall be deemed to be delivered when deposited in the Australian mail so addressed with postage thereof paid. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where a member 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 Executive Committee need be specified in the notice or waiver of notice of such meeting unless specifically

required by these by Laws.

#### 10.07 QUORUM

A majority (meaning more than fifty percent, 50%, of the members) of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee but if less than a majority of the members of the Executive Committee present may adjourn the meeting from time to time without further notice.

#### 10.08 MANNER OF ACTING

The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee unless the act of a greater number is required by law or by these rules.

#### 10.09 VACANCIES

Any casual vacancy occurring in the Executive Committee and any membership in the Executive Committee to be filled by reason of death, resignation, disqualification or any increase in the number of Executive Committee members shall be filled by the Executive Committee. A member appointed to fill a vacancy in the Executive Committee shall be elected for the unexpired term of his/her predecessor in office and shall be eligible to stand for this post at the next election.

#### 10.10 COMPENSATION

Executive Committee members as such shall not receive any stated salaries for their services.

10.11 A member of the Executive Committee having pecuniary interest in a contract with the Society must disclose that interest to the Executive Committee and shall not vote with respect to the contract.

### 11 OFFICERS

11.01 The officers of the Society shall be a President, a Secretary, A Treasurer and such other officers as may be elected in accordance with the provisions of these rules.

#### 11.02 ELECTION AND TERM OF OFFICE

The officers of the Society shall be elected annually by the members of the Society from nominations presented by the Nominating Committee at the Annual General Meeting of the Society. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as may be convenient. Each officer

shall hold office until his/her successor shall have been duly elected and shall have qualified. A member is eligible for re- election to the Executive Committee.

### 11.03 PRESIDENT

The President shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. He/she shall preside at all general meetings and meetings of the Executive Committee. He/she may sign with the secretary or any other proper officer of the Society authorized by the Executive Committee any deeds, mortgages, bonds, contracts or other instruments which the Executive Committee has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these rules, to some other officer or agent of the Society, and in general he/she shall perform all duties incident to the office of Present and such other duties as may be prescribed by the Executive Committee from time to time.

The President shall be elected to a term of one (1) year and shall appoint all committees except those specifically otherwise provided for in these rules and shall be an ex-officio member of all committees except the Nominating Committee. The President may be elected for a second consecutive one (1) year term.

### 11.04 SECRETARY

The secretary shall keep the minutes of general meetings of members and of the Executive Committee, give all notices in accordance with provision of these rules, and be custodian of the Society's records. He/she shall keep a register of postal addresses of members and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him/her by the President or by the Executive Committee.

### 11.05 TREASURER

The Treasurer shall have charge and custody and be responsible for all funds and securities of the Society, receive and give receipts for monies due and payable to the Society from any source whatsoever and deposit all such monies in the name of the Society in such banks or depositories as shall be selected in accordance with the provisions of these rules.

The Treasurer shall be elected for a term of three (3) years.

## 12 COMMITTEES

### 12.01 COMMITTEES OF MEMBERS

#### A. EXECUTIVE COMMITTEE:

The Executive Committee shall be comprised of a President, Secretary and Treasurer.

**B. NOMINATING COMMITTEE:**

This committee shall be made up of three (3) members. The Chairman shall be the immediate past-president and two members will be elected by the membership at the first business session of the Annual General Meeting. Members of the Society who serve on the Nominating Committee except for the immediate past-president, are ineligible for re- election to the committee in the succeeding year. The committee shall ensure that there are appropriate nominations for the offices of President, Secretary and Treasurer. The Nominating committee shall receive any nominations from the membership at large and present nominations at the second business session for voting.

**C. PROGRAMME COMMITTEE:**

The Programme Committee shall consist of three (3) members. As soon as the meeting time and site has been determined by the Executive committee the three (3) members of the Programme Committee shall be appointed by the Executive committee. One will become chairman of the Programme Committee and one will serve as local host.

**D. STANDING OR AD HOC COMMITTEES:**

The Executive Committee may at any time appoint such other committees (consisting wholly or partly of members of their own body or others) as they think fit and may determine the functions of and delegate any of their powers to any such committee.

**12.02 TERM OF OFFICE**

Each member of a committee shall continue as such until the next Annual General Meeting of the members of the Society and until a successor is appointed unless the committee shall be sooner terminated or unless such member shall be removed from such committee or unless such member shall cease to qualify as a member.

**12.03 CHAIRMAN**

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof unless specified herein to the contrary.

**12.04 VACANCIES**

Vacancies in the membership of any committee may be filled by the respective committee.

#### 12.05 QUORUM

Unless otherwise provided in the resolution of the Executive Committee designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### 13 CONTRACTS GIFTS CHEQUES DEPOSITS FUNDS AND LIABILITIES

#### 13.01 CONTRACTS

The Executive Committee may authorise any officer or officers, agent or agents of the Society in addition to the officers so authorized by these rules to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances.

#### 13.02 CHEQUES AND DRAFTS

All cheques drafts and orders for the payment of money notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Executive Committee.

#### 13.03 DEPOSITS

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks or other depositories as the Executive Committee may select.

#### 13.04 GIFTS

The Executive Committee may accept on behalf of the Society any contribution, gift, bequest or device for the general purposes or for any special purpose of the Society.

#### 13.05 FUNDS

The income and property of the Society however derived shall be applied solely towards the promotion of the objects of the Society as set forth in these rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or by any other way of profit or pecuniary gain to members of the Society.

### 13.06 LIABILITIES

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or costs, charges and expenses of the winding up of the Society, is limited to the amount if any, unpaid by the member in respect of membership of the Society as required by rule 6.

### 14 COMMITTEES AND CERTIFICATE OF MEMBERSHIP

14.01 The Executive Committee may provide for the issuance of certificates evidencing membership in the Society which shall be in such form as may be determined by the Executive Committee. Such certificates shall be signed by the President and by the Secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Society. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore on such terms and conditions as the Executive Committee may determine.

### 15 BOOKS AND ACCOUNTS

15.01 The Society shall keep correct and complete books and records and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member for any proper purpose at any reasonable time.

15.02 The Society shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society.

### 16 FINANCIAL YEAR

16.01 The financial year of the Society shall be the twelve (12) month period ending on 30 June in each year.

### 17 AMENDMENTS TO CONSTITUTION

17.01 Subject to approval by a resolution of the members of the Society, this Constitution may be altered or be rescinded or replaced.

17.02 All proposed amendments to the Constitution shall be submitted in writing to the Secretary signed by three (3) members at least three (3) months before the Annual General Meeting of the Society. These shall be distributed to the membership at least one (1) month before the meeting at which time they are to be voted upon. The Secretary shall read them to the membership at the first business session and they shall be voted on at the second business session. A two-thirds (2/3rds) majority of the voting members present is required for passage.

## 18 SURPLUS ASSETS

18.01 If after the winding up or dissolution of the Society there remains surplus assets such surplus assets shall not be paid to or distributed amongst members of the Society but shall be given or transferred to the Australian Orthopaedic Association.