

**ASIA PACIFIC SPINE SOCIETY
CONSTITUTION**

INDEX

	Page
1. NAME AND ADDRESS.....	3
2. NATURE OF SOCIETY.....	3
3. INTERPRETATION.....	3
4. OBJECTIVES.....	4
5. RESTRICTIONS.....	6
6. MEMBERSHIP	6
7. FEES	8
8. THE BOARD MEMBERS OF APSS.....	8
9. REGISTER	8
10. REMOVAL, EXPULSION AND CESSATION OF MEMBERSHIP	8
11. MEETINGS OF SOCIETY	9
12. SPECIAL MEETINGS.....	9
13. NOTICES OF ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS	9
14. QUORUM OF BOARD MEETING.....	10
15. QUORUM NOT PRESENT	10
16. PRESIDING OFFICER.....	10
17. ADJOURNMENT	11
18. VOTING – MEETINGS OF THE BOARD.....	11
19. POLL.....	11
20. CASTING VOTE.....	11
21. ENTITLEMENT TO VOTE.....	12
22. OBJECTIONS.....	12
23. PROXIES	12
24. LODGEMENT OF PROXY.....	12
25. PROXY VOTE STILL VALID.....	12
26. FINANCES.....	12
27. TIMING OF ANNUAL GENERAL MEETING.....	13
28. CONDUCT OF BUSINESS BY PLEBISCITE OF VOTING MEMBERS.....	13
29. EXECUTIVE COMMITTEE.....	14
30. STANDING COMMITTEE	14
31. VOTING MEMBERS OF APSS.....	14

32.	TERM OF OFFICE.....	15
33.	ELECTION OF OFFICERS	15
34.	OFFICERS.....	15
35.	REMOVAL AND APPOINTMENT DURING TERM	18
36.	VACANT OFFICE	18
37.	POWERS AND DUTIES OF EXECUTIVE COMMITTEE.....	18
38.	SUBSTITUTES	19
39.	MEETINGS OF THE EXECUTIVE COMMITTEE	19
40.	VOTING AT EXECUTIVE COMMITTEE MEETINGS.....	19
41.	DISCLOSURE OF INTEREST	19
42.	ALTERNATE OFFICERS.....	19
43.	QUORUM – EXECUTIVE COMMITTEE	20
44.	EXECUTIVE COMMITTEE VACANCIES	20
45.	CHAIRMAN OF EXECUTIVE COMMITTEE MEETINGS.....	20
46.	DELEGATION OF POWERS	20
47.	EXECUTIVE COMMITTEE RESOLUTION BY DOCUMENT	21
48.	DEFECTIVE APPOINTMENT WAIVED.....	21
49.	INSPECTION OF RECORDS.....	22
50.	AMENDMENTS TO THE CONSTITUTION	22
51.	NOTICES-GENERAL.....	22
52.	RECIPIENTS OF NOTICES	23
53.	SCIENTIFIC CONGRESS.....	23
54.	HOST CHAPTER	23
55.	AUDITORS.....	23

ASIA PACIFIC SPINE SOCIETY CONSTITUTION

NAME AND ADDRESS

1. (1) The name of the Society shall be the Asia Pacific Spine Society (APSS).
- (2) The address shall be the address of the Secretariat of APSS.

NATURE OF SOCIETY

2. (1) The Society is a non-profit professional and scientific organisation.
- (2) The Society is the Spine Section of Asia Pacific Orthopaedic Association.
- (3) All funds shall be applied to the Objectives of the Society.

INTERPRETATION

3. (1) In these regulations:

“APSS” or “Asia Pacific Spine Society” means the Society;

“APOA” means Asia Pacific Orthopaedic Association.

“Auditors” means the auditors for the time being of the Society or APOA;

“Board Members” means the Chapter representatives of APSS;

“Executive Committee” means the group of persons elected to positions of office within the Society and referred to in Regulation 29;

“Chapter” means the collective Fellowship of a country, territory or area recognised by APSS;

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

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

“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 Society;

“Month” means a calendar month;

“Objectives of the Society” means the purposes referred to in Regulation 4(1);

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

“Officer” means any officer of the Society referred to in Regulation 29 and 34;

“Recognised Organisation” means an organisation of a country territory or area recognised by the Board Members of APSS as representing spine surgeons of that country, territory or area;

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

“Register” means the register of Members;

“Term” or “Term of Office” is the period between the end of meetings of the outgoing Executive Committee at alternative annual APSS Board Meetings;

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

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

Words importing any gender include the other genders; and

“Year” means a Financial Year;

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

OBJECTIVES

4. (1) The objectives for which the Society is established are:
- (a) To advance the science, art and practice of spinal surgery in the Region particularly in those countries with Chapters;
 - (b) To promote professional education, research, and other interest in spinal surgery;
 - (c) To share knowledge of and solutions to medical problems;
 - (d) To assist countries of the Region in all matters relating to spinal surgery;
 - (e) To promote fellowship and understanding between spinal surgeons of the Region;
 - (f) To cooperate with global, international, national and regional spine society, societies and specialty groups which, in the opinion of the Society, have objectives similar to the Objectives of the Society;
 - (g) To promote, encourage and assist in the education and training of spinal surgeons in the Region, particularly in those countries with Chapters.
- (2) In furtherance of the Objectives of the Society, the Society may do all such things as may be incidental or conducive to the attainment of the Objectives of the Society or

any one of them, as may be deemed necessary or expedient in the best interests of the Society, including:

- (a) Generally to expend such moneys of the Society as may from time to time be necessary or desirable to further the Objectives of the Society or any one of them;
 - (b) To make grants of cash, equipment or assistance for the purpose of research and associated projects generally;
 - (c) To found, encourage, administer or contribute to scholarships, fellowships or travel grants for the purpose of promoting or encouraging education, training, work or research in any branch of spine surgery;
 - (d) To convene or hold conventions and conferences;
 - (e) To publish, store and retrieve such information in print, electronic or other media forms as the Society may think desirable for the promotion of its objectives;
 - (f) To solicit and accept from members of the public and from governmental, municipal, local government and other authorities and bodies, donations and contributions to the funds of the Society and to raise moneys by all lawful means for furthering the Objectives of the Society;
 - (g) To enter into arrangements with any government or authority, supreme, municipal or otherwise of any university, hospital, school or other institution or society that may seem conducive to the Objectives of the Society or any one of them;
 - (h) To obtain from any government authority, university, hospital, school, institution or society any right or privilege or concession which the Society may think desirable to obtain;
 - (i) To support any association, scientific or otherwise having for its objectives or one of its objectives the promotion or conduct of research in spinal surgery;
 - (j) To provide or contribute towards the provision of awards and distinctions to individuals recognised by the Society as having made contributions to its objectives or any one of them,
 - (k) To cooperate with any other organization, whether incorporated or not, whose objectives are similar to those of the Society. The Society shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulation or restriction, which if an objective of the Society would make it a trade union within the meaning of the Trade Unions Act; and
 - (l) To refrain from all political activity affecting any Country or Chapter;
- (3) In the interpretation of this Regulation:

- (a) The meaning and effect of any of the Objectives shall not be restricted by reference to any other Objective or by the juxtaposition of two or more Objectives; and
- (b) The meaning of any of the Objectives shall be construed so as to widen and not restrict the power of the Society.

RESTRICTIONS

- 5. (1) The income and property of the Society shall be applied solely towards the promotion of the Objectives of the Society.
- (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 Society 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 Society or to any member of the Society in return for:-
 - (i) any service actually rendered to the Society; 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 Society.
- (4) Such payments of 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 Society.
- (5) Nothing contained in these Regulations shall prevent the payment in good faith both by way of assistance to and by way of assistance of any member of the Society in furtherance of any of the Objectives of the Society.

MEMBERSHIP

- 6. (1) The Society shall admit individuals as Members who are Life Fellows, Fellows, Associate Fellows, Affiliate Fellows, Trainee Fellows, Paramedical Fellows and Adjunct Fellows of the APOA (APOA Constitution Regulation 6(5)(a)). Orthopaedic surgeons and neurosurgeons who are engaged in the practice of spine surgery are eligible for membership.
- (2) The Members of the Society shall be classified and admitted into the following categories:
 - (i) Honorary Member, being a person of distinction approved by the Board in recognition of his or her contribution to the progress of spine surgery;
 - (ii) Senior Member, being a member who has retired from active practice;

- (iii) Life member, being a fully trained spine surgeon in active practice and who is a member of the recognised organisation of a country, territory or area which has a Chapter and who has paid the subscription set by the Executive Committee;
 - (iv) Member, being a fully trained spine surgeon in active practice and who is a member of the recognised organisation of a country, territory or area which has a Chapter and who has paid the subscription set by the Executive Committee;
 - (v) Associate Member, being a fully trained spine surgeon in active practice and who is a member of the recognised organisation in a country without a Chapter or if in a country without a recognised organisation, has been approved by the Executive Committee and who has paid the subscription set by the Executive Committee;
 - (vi) Affiliate Member, being a fully trained, accredited, non-spine, medical specialist in active practice who in the opinion of the Executive Committee has a shown capability to advance the Objects of the Association and who has paid the subscription set by the Executive Committee;
 - (vii) Trainee Member, being a medical practitioner undergoing structured training in spine surgery and who has paid the subscription set by the Executive Committee;
 - (viii) Paramedical Member, being a paramedical professional who, in the opinion of the Executive Committee has shown a capability to advance the Objects of the Association and who has paid the subscription set by the Executive Committee;
 - (ix) Adjunct Member, being a scientist qualified at the doctoral level and having such interests that are conducive to the advancement of the Objects of the Association and who has paid the subscription set by the Executive Committee;
- (3) The classification and categories of Members together with the rights and privileges of Members shall be determined and amended by the APSS Board Members from time to time.
 - (4) For admission as a Member, an individual shall apply to the Secretary of the Society in the manner required by the Executive Committee from time to time.
 - (5) Such application shall be accompanied by a written consent to become a Member.
 - (6) Upon receipt of such notice and the payment of fees [if any] the person shall, following the approval of the Executive Committee, become a Member.
 - (7) A Member of the Society will cease to be a Member if he or she is not a Member of APOA or in the event of non-payment of any fees (if any) due to the Society.

FEES

7. (1) The Executive Committee may from time to time establish fees required to be contributed by Members for the general purposes of the Society for the following financial year and may fix the amount which the Members shall contribute.
- (2) Notice of the fee from time to time so fixed by the Executive Committee shall be given to Members.
- (3) 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.

THE BOARD MEMBERS OF APSS

8. (1) The Board Members of APSS shall be the governing body of the Society. The Chapters are those recognized by APOA.
- (2) The Board members shall be confined to :
 - (a) Officers of the Executive Committee namely the President, President Elect, Past President 1, Past President 2, Hon Secretary and Hon Treasurer
 - (b) Delegates of APSS Chapters
- (3) Only Board Members of APSS shall be eligible to receive notice to attend and vote at meetings of the Society, as defined by Rule 31.
- (4) Each Board Member of APSS shall be entitled to exercise one (1) vote. A Board Member of APSS must be a paid-up member of the Society and APOA.
- (5) Members of the Society may be co-opted by the Executive Committee of the Society to serve as Co-opted member for specific purpose and specified term not beyond the contemporaneous term of office of the President. Such co-opted member(s) shall not have voting right.

REGISTER

9. (a) The Secretary shall keep a Register of Members in which shall appear their name address and classification.
- (b) The Register shall be conclusive evidence of the information it contains and no entry in the Register shall be made or amended except by order of the Executive Committee.

REMOVAL, EXPULSION AND CESSATION OF MEMBERSHIP

10. (1) The Executive Committee may, by vote of three quarters (3/4) of its Members, suspend individual Members for actions injurious to the prestige and dignity of the Society, upon a charge filed by a majority of the Board Members of APSS against the individual Members.

- (2) Any Member may withdraw from the Society on giving not less than thirty (30) days notice in writing to the Secretary of his or her intentions so to withdraw and he or she shall cease to be a Member on the expiration of such notice.
- (3) Any Member who shall by means of the above regulation cease to be a Member shall nevertheless remain liable for and shall pay to the Society all moneys which at the time of his or her ceasing to be a Member, are due from him or her to the Society or which shall become due in case of a winding up.

MEETINGS OF SOCIETY

11. (1) A Board Meeting of the Society shall be held once in every year for the purposes stated in Regulation 27.
- (2) Such a Board Meeting shall be called an Annual Board Meeting and all other meetings of the Society shall be called Special Board Meetings.
- (3) Only Board Members of APSS shall be eligible to receive notice of, attend, and vote at meetings of the Society.
- (4) The agenda, reports and other relevant papers shall be circulated to Board Members of APSS at least two weeks before the Meeting.
- (5) The General Assembly meeting of the members of the Society, comprising the members of APSS, shall be held annually during the Scientific Meeting.

SPECIAL MEETINGS

12. (1) The Board Members of APSS may hold special meetings upon the call of
 - i) The President
 - ii) Majority of the Executive Committee members
 - iii) Not less than one quarter (1/4) of the total voting rights of all Board Members of APSS
- (2) To deal with any matters which the Executive Committee desires to bring before the meeting; and
- (3) To deal with any other business which the meeting is competent to transact or which the meeting decides to transact.

NOTICES OF ANNUAL BOARD MEETINGS AND SPECIAL MEETINGS

13. (1) Not less than thirty (30) days notice of a meeting of the Society (except in the case of Regulation 12(1) where ninety (90) days notice shall be necessary) shall be provided in writing and such notice shall specify the place, the day and the hour of meeting and shall state the general nature of the business to be transacted at the meeting.
- (2) Notice of an Annual Board Meeting of the Society shall state the business to be transacted at the meeting including the consideration of accounts, the reports of the Executive Committee and Auditors, the election of Officers and Auditors.

- (3) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Board Member of APSS shall not invalidate the proceedings of the meeting.

QUORUM OF BOARD MEETING

14. (1) No business shall be transacted at any meeting of the Society unless a quorum of Board Member of APSS is present at the time when the meeting proceeds to business.
- (2) Save as is otherwise provided in these Regulations, at least half the number of the Chapters represented in person, proxy or by video link including at least three (3) Executive Committee members who each may also be representing a Member Chapter, shall form a quorum.
- (3) For the purpose of Regulation 14(2), any one Board Member of APSS shall serve to represent the member Chapter or Federation.

QUORUM NOT PRESENT

15. If a quorum is not present within half an hour from the time appointed for the meeting:
 - (a) Where the meeting was convened upon the requisition of Board Members of APSS, the meeting shall be dissolved; or
 - (b) In any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Board Members of APSS present determine or, if no determination is made by the Board Members of APSS present, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within half an hour from time appointed for the meeting:
 - (A) any ten (10) Board Members of APSS present in person, proxy or by video link (which include only three representatives of the Executive Committee) constitute a quorum;
 - (B) where ten (10) Board Members of APSS are not present, the meeting shall be dissolved.

PRESIDING OFFICER

16. (1) The President of the Society, or failing him the President Elect, shall be the chairman at every meeting of Board.
- (2) Where a meeting is held and the chairman of the meeting is not present within ten (10) minutes after the time appointed for holding the meeting, or if the chairman of the meeting is unwilling to act, the Board Member of APSS present shall choose one of their members to be chairman of the meeting.

ADJOURNMENT

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

VOTING – MEETINGS OF THE BOARD

18. (1) At any meeting of the Society, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:
 - (a) By the chairman of the meeting;
 - (b) By at least two (2) Board Members of APSS present in person or by proxy or video link;
- (2) Unless a poll is so demanded, a declaration by the chairman of the meeting 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 Society, 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

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

CASTING VOTE

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

ENTITLEMENT TO VOTE

21. (1) A voting member is not entitled to vote under these Regulations at a meeting of the Society unless all dues and money owing by the voting member have been paid.
- (2) All members of the Executive will have the right of one (1) vote at the Board Meeting.

OBJECTIONS

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

PROXIES

23. (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 can only be given to another Board Member of APSS.

LODGEMENT OF PROXY

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

PROXY VOTE STILL VALID

25. A vote given by a proxy 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 was received by the Society at its office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power exercised.

FINANCES

26. (1) The Society may establish an independent bank account to be managed by the Officers of the Society.

- (2) At the Annual Board Meeting of the APSS, the Hon Treasurer shall present a full financial statement and balance sheet duly audited.
- (3) A draft budget for the coming Financial Year shall be prepared and discussed by the Executive Committee before the Annual Board Meeting each year.
- (4) This budget is then to be ratified at the Annual Board Meeting of the Society.
- (5) The Hon Treasurer shall submit a financial statement which has been audited to the APOA Treasurer before the APOA Council Meeting.

TIMING OF ANNUAL BOARD MEETING

27. The Annual Board Meeting of the Society shall be held no later than the month of December each year at a place to be nominated to transact the following business:
- (1) To receive, and if approved, to adopt the annual report and audit balance sheet and statements of account for the preceding Financial Year;
 - (2) To ratify the budget for the coming financial year;
 - (3) To consider, and if approved, make any alterations to the Constitution subject to ninety (90) days prior notice;
 - (4) To elect the Executive Committee, the Auditors and such persons as it may be necessary to elect to any position at the alternate Annual Board Meeting held in conjunction with the Scientific Meeting;
 - (5) To deal with any matters which the Executive Committee desires to bring before the meeting; and
 - (6) To deal with any other business which the meeting is competent to transact or which the meeting decides to transact.

CONDUCT OF BUSINESS BY PLEBISCITE OF VOTING MEMBERS

28. (1) The Executive Committee may conduct through actual physical presence or by mail or video conferencing (or a combination of the 3) a plebiscite of the voting members to decide on a resolution.
- (2) The Executive Committee shall, through actual physical presence or by mail or video conferencing (or a combination of the 3), set out the proposed resolution.
 - (3) The votes shall be counted when either all voting members have voted through actual physical presence or by video conferencing or after the expiration of twenty-one (21) days after the sending of the mail, whichever is the earlier.
 - (4) A resolution supported by at least two-thirds (2/3) of the quorum of voting members attending or by proxy shall be deemed to be carried.

EXECUTIVE COMMITTEE

29. (1) The Executive Committee shall consist of the Officers of the Society who are the President, President Elect, Immediate Past President 1, Immediate Past President 2, Hon Secretary and Hon Treasurer. The President of the Society or his nominee who shall be a member of the Executive Committee shall hold the position of Chairman of Spine Section of the APOA.
- (2) All Executive Committee Members shall be Members of the Society and Members of APOA.
- (3) The Board of APSS may, by special resolution, increase or reduce the number of Officers comprising the Executive Committee.
- (4) The Executive Committee shall have the power to co-opt members for specific purposes and for specific terms not beyond the contemporaneous term of office of the Executive Committee. Such co-opted members shall have no voting rights.

STANDING COMMITTEE

30. (1) The Executive Committee between Annual Board Meetings may from time to time form standing committees and delegate such powers as are appropriate.
- (2) Appointment of chairman. The voting members of APSS or the Executive Committee between Annual Board Meetings shall appoint the chairman of standing and other committees, whose term shall unless otherwise specified, be contemporaneous with that of the President.
- (3) Membership of Committees. The chairman of each committee shall appoint the Members of the respective committee unless otherwise specified by these rules or directed by the voting members 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 voting members.

VOTING MEMBERS OF APSS

31. (1) There shall be a number of voting members for each Chapter based upon the number of members within each Chapter. The voting members shall be the Board Members of the Society.
- (2) The number of voting members of the Society shall be in the proportion of one (1) voting member for 5 to 10 members of a Chapter; two (2) voting members for 11 to 25 members of a Chapter, three (3) voting members for 26 to 200 members of a Chapter, and four (4) voting members for more than 200 members of a Chapter. The Secretariat will oversee the appropriate numbers of voting members for each Chapter according to paid up membership.
- (3) Voting members of a Chapter shall be elected by a ballot of the members of the Chapter.

- (4) Executive Committee Members
- (5) Only persons who are Members of the Society may be elected as voting Members.
- (6) A voting Member must remain a Member of the Society and Member of APOA during his or her term of office.
- (7) The election of the voting members shall take place no later than three (3) months preceding the alternate Annual Scientific Meeting of the Society.
- (8) Board members can serve for a maximum of 2 consecutive terms. They can be re-elected after a lapse of at least one term.

TERM OF OFFICE

- 32. The term of office of Officers and voting members is from the end of the meeting of the outgoing voting members of APSS at one Scientific Congress, through to the end of the meeting of the outgoing voting members of APSS at the next Scientific Congress two years later.

ELECTION OF OFFICERS

- 33. (1) Officers are elected at the Annual Board Meeting held in conjunction with the alternate Annual Scientific Congress.
- (2) Nominations for office should be made in writing by two (2) voting members and counter-signed by the nominees.
- (3) Nominations under sub-regulation (2) must be received by the Executive Committee no later than ninety (90) days before the Annual Board Meeting held in conjunction with the alternate Annual Scientific Congress except the President-elect and Past President (refer regulation 34(1) and 34(4)(b)(ii)).
- (4) In the event that no nomination is received for a position of Officer by the time stipulated in sub-regulation (3), the voting members may submit nominations at the Annual Board Meeting.

OFFICERS

- 34. (1) Officers of the Society, except the Immediate Past President, shall be elected by the Board Members of APSS at the alternate Annual Scientific Meeting and will keep office until the next alternate Annual Scientific Meeting.
- (2) The Officers of the Society are the President, the President Elect, Hon Secretary, Hon Treasurer and Immediate Past President.
- (3) **President**
 - (a) The President Elect shall become the President at the end of the term of office of the outgoing President.

- (b) The term of the President shall begin upon his/her induction into office by the outgoing President at the end of the alternate Annual Scientific Congress immediately preceding his/her term and shall continue until his/her successor shall takes office.
- (c) The President is the Chief Executive Officer of the Society.
- (d) He/She is an ex-officio Member of all Committees of the Society.
- (e) He/She shall:
 - (i) Preside at all Annual Board Meetings and of the Executive Committee.
 - (ii) Provide leadership for the advancement and betterment of the Society.
 - (iii) Ensure planning and implementation of the Annual Scientific Congress.
- (f) The President is not eligible for re-election.

(4) President Elect

- (a) The President Elect shall be elected by the Board Members of APSS.
- (b) The election of the President Elect to be at the Annual Board Meeting at a alternate Annual Scientific Congress by the following process:
 - i) President Elect cannot be from the same Chapter as the Incoming President;
 - ii) The nominee requires nomination by two financial APSS members from different Chapters at least 5 months ahead of the election;
 - iii) The nominee must be a person who has served as a voting member of APSS Executive or Board Members of APSS for at least 2 years and attended at least four executive/board meetings;
 - iv) The nominee accepts the nomination and provides a brief Curriculum Vitae and a vision or action plan for APSS during the term of office to the Secretariat at least 4 months ahead of the election and the Secretariat circulates the materials to all Board Members of APSS at least one month ahead of the election; and
 - v) The election of the President Elect is to be held at the alternate Annual Scientific Meeting by secret ballot by the Board Members of APSS present or via proxies. If there are multiple candidates then the lowest vote will be eliminated and a further secret ballot taken and the process repeated until there are just three candidates. In the event of a tie between 2 candidates, the APSS President has the final casting vote.

- (c) The President Elect shall assist the President in the activities of the Society.
- (d) He/She shall be given every opportunity to represent the President and the Society at meetings and congresses of other spine societies.
- (e) President Elect may also double up as Scientific Congress President if necessary in the case where the congress is being held in his/her country.

(5) Hon Secretary

- (a) The Hon Secretary shall be elected by the Board Member of APSS from members of the Society who has served as a Board Member of APSS and attended at least two board meetings.
- (b) He/She shall serve for one term of office (2 years) and be eligible for re-election for another term. The number of terms of office may be determined by the Executive Committee and endorsed by the Board Members of APSS from time to time.
- (c) The Hon Secretary shall be the supervisor of the Secretariat of the Society and shall keep the Society records, report to the Executive Committee and to the Board Members of APSS, transmit official communications to the Board Members of APSS and the Society members, and perform other duties of the Secretary.
- (d) The Hon Secretary shall be assisted by members of the Secretariat as authorised by the Board Members of APSS.

(6) Hon Treasurer

- (a) The Hon Treasurer shall be elected by the Board Members of APSS from members of the Society who have served at least one term on the Executive Committee or as a Board Member of APSS and has attended at least four executive/board meetings.
- (b) He/She shall serve for one term of office (2 years) and be eligible for re-election. The number of terms of office may be determined by the Executive Committee and endorsed by the Board Members of APSS from time to time.
- (c) The Hon Treasurer shall be responsible to the Executive Committee and to the Board Members of APSS for the financial activities and management of the resources of the Society.

(7) Immediate Past President or Past President 1

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

(8) Past President 2

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

REMOVAL AND APPOINTMENT DURING TERM

35. (1) The Board Members of APSS may remove an Officer for due cause by three quarters (3/4) of all the Board Members of APSS 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 fifty (50) Members and be presented to Board Members of APSS by one (1) Delegate from each of at least 5 Chapters.
- (2) The Executive Committee may at any time appoint any member to be an Officer to fill a casual vacancy.
- (3) The person so appointed under sub-regulation (2) is subject to retirement at the same time as if he had become an Officer on the day on which the Officer in whose place he or she is appointed was elected as an Officer.
- (4) Any Officer appointed under this Regulation holds office only until the next following Annual Board Meeting held in conjunction with the alternate Annual Scientific Congress and is then eligible for re-election.
- (5) The period of appointment remaining to the next Congress shall be deemed a term of office for an Officer appointed under this Regulation.
- (6) Board members who fail to attend two consecutive Annual Board meetings may be removed from office by the Executive Committee unless the person can show cause for otherwise.

VACANT OFFICE

36. The office of an Officer becomes vacant if the Officer:
- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns his office by notice in writing to the Society;
- (c) is absent without consent of the Executive Committee from meetings of the Executive Committee held during a period of one (1) year;
- (d) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his or her interest.

POWERS AND DUTIES OF EXECUTIVE COMMITTEE

37. (1) The Executive Committee acts on behalf of the Board Members of APSS and is responsible to the Board Members of APSS.
- (2) Subject to any other provision of these Regulations, the business of the Society shall be managed by the Executive Committee, which may pay all the expenses incurred in promoting and forming the Society, and may exercise all such powers of the Society as are not, by these Regulations, required to be exercised by the Society in the Annual Board Meeting and Special Board Meeting.

- (3) Without limiting the generality of sub-regulation (1), the Executive Committee may exercise all the powers of the Society.
- (4) Subject to any other provisions of these Regulations, the Executive Committee may determine such standing orders from time to time as they think fit.

SUBSTITUTES

38. (1) The Executive Committee may, by power of attorney, appoint any person to be the attorney or attorneys of the Society for such purposes, with such powers, authority and discretion (being powers, authority and discretion 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, authority and discretion vested in him or her.

MEETINGS OF THE EXECUTIVE COMMITTEE

39. (1) The Executive Committee may meet together for the dispatch of business and adjourn and otherwise regulate their meetings, as they think fit. This includes meetings by mail, telephone or video conferencing.
- (2) Two (2) Officers may at any time request for a meeting, and the Hon Secretary shall on the request of those Officers, convene a meeting of the Executive Committee.

VOTING AT EXECUTIVE COMMITTEE MEETINGS

40. (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 voting and any such decision shall for all purposes be deemed a decision of the Executive Committee.
- (2) In case of an equality of votes, the chairman of the meeting, in addition to his or her deliberative vote (if any), has a casting vote.

DISCLOSURE OF INTEREST

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

ALTERNATE OFFICERS

42. (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 the appointment of the Alternate Officer has not expired.
- (5) Any person appointed as an Alternate Officer must be a Member of the Society.
- (6) An Alternate Officer is appointed until the next Annual Board Meeting, at which the appointment is confirmed or another Member elected to the position.

QUORUM – EXECUTIVE COMMITTEE

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

EXECUTIVE COMMITTEE VACANCIES

44. (1) In the event of a vacancy or vacancies on the Executive Committee, the remaining Officers may continue to 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 Board Meeting of APSS.

CHAIRMAN OF EXECUTIVE COMMITTEE MEETINGS

45. (1) The President of the Society or failing him, the President Elect, will be the chairman of meetings of the Executive Committee.
- (2) Where a meeting of the Executive Committee is held and the chairman provided by sub-regulation (1) is not present within thirty (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 numbers to be chairman of the meeting.

DELEGATION OF POWERS

46. (1) The Executive Committee may delegate any of their powers to a committee or committees consisting of such of their number and co-opted members, as they think fit.
- (2) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any direction of the Executive Committee and a power to exercise shall be deemed to have been exercised by the Executive Committee.
- (3) The Executive Committee will appoint the chairmen of such committees unless they choose not to, in which case the committee members shall elect one of their number as chairman of their meetings.
- (4) Where such a meeting is held, and:
- (a) a chairman has not been elected as provided by sub-regulation (3); or
 - (b) the chairman is not present within thirty (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 numbers to be chairman of the meeting.
- (5) A committee may meet and adjourn as it thinks proper.
- (6) Questions arising at a meeting of a committee shall be determined by a majority of votes of the committee members present and voting.
- (7) In case of an equality of votes, the chairman of the meeting in addition to his or her deliberative vote (if any), has a casting vote.

EXECUTIVE COMMITTEE RESOLUTION BY DOCUMENT

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

DEFECTIVE APPOINTMENT WAIVED

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

INSPECTION OF RECORDS

49. (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 Society or any of them will be open to the inspection of the Board Members of APSS.
- (2) No Member other than a Member Officer has the right to inspect any document of the Society except a Member authorized by the Executive Committee or by the Board.

AMENDMENTS TO THE CONSTITUTION

50. (1) The Executive Committee may when necessary propose amendments to the Constitution, provided the proposed amendments are submitted in writing to the Board Members of APSS at least three (3) months before the Annual Board Meeting where such amendments shall be voted upon.
- (2) Proposed amendments to this Constitution may also be submitted in writing to the Hon Secretary of the Society by all delegates of at least three Chapters at least six (6) months before an Annual Board Meeting where such amendments shall be voted upon.
- (3) A copy of the proposed amendments shall be sent by the Hon Secretary to all Board Members of APSS at least three (3) months before the Annual Board Meeting where such amendments shall be voted upon.
- (4) Amendment of the Constitution of the Society must be by an Annual Board Meeting, Plebiscite or a referendum of Annual Board Meeting held by actual physical presence or mail or video conferencing (or a combination of the 3).
- (5) A two-third (2/3) vote of the Board Members of APSS present by proxy or video link in the Annual/Special Board Meetings shall be necessary to adopt any amendments to this Constitution.

NOTICES-GENERAL

51. (1) A notice may be given by the Society to any Member either by serving it in person, by post, fax or email to him or her at his or her address as shown in the Register or the address supplied by him or her to the Society 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, pre-paying 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

52. (1) Notices of every meeting of the Society shall be given in the manner authorised in Regulation 13 to:
- (a) every Board Member of APSS;
 - (b) the Auditors for the time being of the Society.
- (2) No other person is entitled to receive notice of or attend meetings of the Society.

SCIENTIFIC CONGRESS

53. (1) The Society shall hold a Scientific Meeting at least **once** every year. In the year the APOA holds its Scientific Congress, the Society may hold its Scientific Congress in conjunction with the APOA Congress.
- (2) **Annual Scientific Congress President**
- (a) The Scientific Congress President shall be nominated by the Chapter hosting the Scientific Meeting to be held yearly and elected by the Board Members of APSS.
 - (b) His/her term starts at the completion of the Annual Scientific Meeting before Annual Scientific Meeting he/she runs
 - (c) The Scientific Congress President is responsible to the Executive Committee and Board Members of APSS on all matters concerning the Scientific Congress, including scientific programme and budgetary matters.
 - (d) The Scientific Congress President will provide a budget of the Scientific Meeting to the Treasurer of the Society at least one (1) year before the Scientific Meeting and will provide updated financial reports as specified by the Treasurer every three (3) months.
 - (e) The Scientific Congress President shall assist the President in the activities of the Society pertaining to the Chapter hosting the Scientific Meeting.

HOST CHAPTER

54. The Hon Secretary shall call for bids from Chapters to be the Host country at the Scientific Congress at least two (2) years prior to the meeting of the Society at which a Host Chapter is to be selected.

AUDITORS

55. (1) At each Biennial Scientific Meeting of the Society the Board Members of APSS present shall elect two (2) Auditors.

- (2) The Auditors shall as soon as be practicable after the end of each Financial Year of the Society and also whenever requested by the President, audit the accounts of the Society and report to the Society.