

**Articles of Association**

**of**

**Asia Pacific Spine Society Limited**

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**Incorporated the**

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**Hong Kong**

**The Companies Ordinance (Chapter 622)**

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**Private Company Limited by Guarantee**

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**Articles of Association**

**of**

**Asia Pacific Spine Society Limited**

**Part A Mandatory Articles**

**1. Company Name** The name of the company is  
Asia Pacific Spine Society Limited  
(hereinafter referred to as “the Society”)

**2. Members’ Liabilities**

The liability of the members is limited.

**3. Registered Office**

The registered office of the Society will be situated in the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”).

**4. Objects**

(1) The objects for which the Society is established (“Objects”) are specifically expressed below:

- (a) For advancement of education and relief of poverty, to provide educational programmes in spinal surgery in the Region particularly in those countries with Chapters and carry out outreach programmes in order to provide free patients’ consultations and spinal surgeries for the poor people and provide courses and trainings to the doctors about spinal surgery in the poor countries;
- (b) In furtherance of the Objects of the Society but not otherwise, to promote professional education and research that the research findings are disseminated to the public;
- (c) In furtherance of the Objects of the Society but not otherwise, to share knowledge of and solutions to medical problems;
- (d) In furtherance of the Objects of the Society but not otherwise, to share the medical knowledge and help the poor people with spinal diseases in the poor countries through outreach programmes.
- (e) In furtherance of the Objects of the Society but not otherwise, to cooperate with global, international, national and regional spine society, societies and specialty groups which, have objects similar to the Objects of the Society; and

- (f) In furtherance of the Objects of the Society but not otherwise, 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 Objects of the Society, the Society may do all such lawful things as are incidental or conducive to the attainment of the Objects of the Society or any one of them, as necessary or expedient for the Society, including:
- (a) Generally to expend such moneys of the Society from time to time be necessary to further the Objects 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, provided that the recipients, which are organisations, shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Society under or by virtue to article 6 of Part A and article 63 of Part B;
  - (c) To found, encourage, administer or contribute to scholarships, fellowships or travel grants for individual surgeons for the purpose of promoting Objects of the Society, provided that the recipients, which are organisations, shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Society under or by virtue to article 6 of Part A and article 63 of Part B;
  - (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 thinks necessary 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 Society and to raise moneys by all lawful means for furthering the Objects 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 for furthering to the Objects 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, or scientific organisation having objects similar to the Objects of the Society, provided that such association or organisation shall prohibit the distribution of its income and property amongst their members to an extent at least as great as is imposed on the Society under or by virtue to article 6 of Part A and article 63 of Part B;
  - (j) To provide or contribute towards the provision of awards and distinctions to individuals recognised by the Society as having made contributions to its Objects or any one of them,
  - (k) To cooperate with any other organization, whether incorporated or not, whose Objects 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 object 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 these Articles:

(a) the meaning and effect of any of the Objects shall not be restricted by reference to any other Object or by the juxtaposition of two or more Objects.

## **5. Liabilities or Contributions of Members**

Only Chapter Representatives of The Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Society contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such among as may be required not exceeding the amount of HKD100.

## **6. Application of income and property**

- (1) The income and property of the Society shall be applied solely towards the promotion of the Objects as set out in these Articles.
- (2) Subject to paragraph (3) below, none of the income or property of the Society shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Society.
- (3) The requirement under paragraph (2) above does not prevent the payment made in good faith by the Society:
  - (a) of reasonable and proper remuneration to a member of the Society, not being a director, Chapter Representative or a member of the governing body of the Society for any goods or services supplied by him or her to the Society;
  - (b) of reimbursement to a member of the Society for out-of-pocket expenses properly incurred by him or her for the Society;
  - (c) of interest on money lent by a member of the Society to the Society at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong-dollar loans;
  - (d) of rent to a member of the Society for premises let by him or her to the Society: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
  - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Society is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

I / WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Members
<hr/> Sivananthan K Shanmugam
<hr/> Keith Dip Kei Luk
<hr/> Mun Keong Kwan
<hr/> Yat Wa Wong
<hr/> Kuniyoshi Abumi

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**Part 1**  
**Interpretation**

**1. Interpretation**

(1) In these Articles—

**Alternate** and **alternate director** mean a person appointed by a director in a directors' meeting as an alternate under article 30(1) of Part B;

**appointor** —see article 30(1) of Part B;

**APSS** or **Asia Pacific Spine Society** means the Society;

**APOA** means Asia Pacific Orthopaedic Association, a society established in Hong Kong;

**Articles** means the articles of association of the Society;

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

**Chapter Representative** means the Life Member or Member of the Society which is elected by the Life Members and Members of each Chapter as stipulated in these Articles;

**country** means and includes country, territory or area;

**Financial Year** means the financial year commencing on 1<sup>st</sup> January of each year and expiring on 31<sup>st</sup> December of the same year;

**mental incapacity** has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

**mentally incapacitated person** means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

**month** means a calendar month;

**office** means the registered office for the time being of the Society;

**Ordinance** means the Companies Ordinance (Cap. 622);

**proxy notice** —see article 50 under Part B of these Articles;

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

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

**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) Other words or expressions used in these Articles have the same meaning as in the Ordinance as in force on the date these Articles become binding on the Society.
- (3) For the purposes of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

**Part 2**  
**Directors and Company Secretary**  
**Division 1—Directors' authority**

**2. Directors' general authority**

- (1) Subject to the Ordinance and these Articles, the operations and affairs of the Society are managed by the directors, who may exercise all the powers of the Society.
- (2) An alteration of these Articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the directors by these Articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

**3. Chapter representatives' reserve power**

- (1) The Chapter representatives may, by special resolution at the general meetings, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

**Division 2—Decision-taking by Directors**

**4. Directors to take decision collectively**

A decision of the directors may only be taken—

- (a) by a majority of the directors at a meeting; or
- (b) in accordance with article 5 of Part B.

**5. Unanimous decisions**

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.

- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing. A decision of the directors shall be deemed to have been passed at a meeting of the directors held on the day on which and the time at which the document was last signed by a director or, if the directors signed the document on different days, the document will be deemed valid from the last date signed by a director.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

## **6. Conflicts of interest**

- (1) This article applies if—
  - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Society that is significant in relation to the Society's operations; and
  - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director and the director's alternate must neither—
  - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
  - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Paragraph (3) does not preclude the alternate from—
  - (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
  - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) Paragraph (3) does not apply to—
  - (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Society;
  - (b) an arrangement for the Society to give any security to a third party in respect of a debt or obligation of the Society for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
  - (c) subject to article 24 of Part B, an arrangement under which benefits are made available to employees and directors or former employees and directors of the Society or any of its subsidiaries, which do not provide special benefits for directors or former directors.

- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

## **7. Supplementary provisions as to conflicts of interest**

- (1) Subject to article 24 of Part B, a director may hold any other office under the Society (other than the office of auditor) in conjunction with the office of director for a period and on terms that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the Society—
- (a) with regard to the tenure of the other office mentioned in paragraph (1); or
  - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Society in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Society for any profit realized by the transaction, arrangement or contract by reason of—
- (a) the director holding the office; or
  - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the Society may be a director or other officer of, or be otherwise interested in—
- (a) any company promoted by the Society; or
  - (b) any company in which the Society may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the director is not accountable to the Society for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the Society otherwise directs.

## **8. Validity of acts of meeting of directors**

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (b) any one or more of them were not qualified to be a director or were disqualified from being a director;

- (c) any one or more of them had ceased to hold office as a director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

**9. Record of decisions to be kept**

The directors must ensure that the Society keeps a written record of every decision taken by the directors under article 6 for at least 10 years from the date of the decision.

**10. Directors' discretion to make further rules**

Subject to these Articles, the directors may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

**Division 3—Appointment and Retirement of Directors**

**11. Directors**

- (1) The board of directors of the Society shall be the governing body of the Society.
- (2) The board of directors shall consist of the President, President Elect, Immediate Past President 1, Immediate Past President 2, Honorary Secretary and Honorary Treasurer.
- (3) All directors shall be members or life members of the Society.
- (4) The Chapter Representatives of APSS may, by special resolution, increase or reduce the number of directors.
- (5) The directors shall have the power to co-opt members for specific purposes and for specific terms not beyond the contemporaneous term of office of the directors. Such co-opted members shall have no voting rights.

**12. Standing Committee**

- (1) The board of directors between Annual General Meetings may from time to time form standing committees and delegate such powers as are appropriate.
- (2) Appointment of chairman. The board of directors between Annual General 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 board of directors.
- (4) The standing committee shall recommend policies or decisions to be taken for approval by the board of directors.

## **Division 4 – Chapter Representatives**

### **13. Chapter Representatives of APSS**

- (1) There shall be a number of Chapter Representatives for each Chapter based upon the number of Life Members and Members within each Chapter.
- (2) The Chapter Representatives shall have the power to nominate and elect directors of the Society and the right to attend and vote at the general meetings of the Society.
- (3) The number of Chapter Representatives of the Society shall be in the proportion of one (1) Chapter Representative for 5 to 10 members of a Chapter; two (2) Chapter Representatives for 11 to 25 members of a Chapter, three (3) Chapter Representatives for 26 to 200 members of a Chapter, and four (4) Chapter Representatives for more than 200 members of a Chapter. The Secretariat will oversee the appropriate numbers of Chapter Representatives for each Chapter according to paid up membership.
- (4) Chapter Representatives of a Chapter shall be elected by a ballot of the Life Members and Members of the Chapter.
- (5) Only persons who are Life Members or Members of the Society may be elected as Chapter Representatives.
- (6) A Chapter Representative must remain a Life Member or Member of the Society and Member of APOA during his or her term of office.
- (7) The election of the Chapter Representatives shall take place no later than three (3) months preceding the alternate Annual Scientific Meeting of the Society.
- (8) Chapter Representative can serve for a maximum of 2 consecutive terms. They can be re-elected after a lapse of at least one term.

### **14. Term of office of Chapter Representatives**

The term of office of Chapter Representatives is from the end of the meeting of the outgoing Chapter Representatives of APSS at one Scientific Congress, through to the end of the meeting of the outgoing Chapter Representatives of APSS at the next Scientific Congress two years later.

## **Division 5 – Directors**

### **15. Election of directors**

- (1) Directors are elected at the Annual General Meeting held in conjunction with the alternate Annual Scientific Congress.
- (2) Nominations for office should be made in writing by two (2) Chapter Representatives and counter-signed by the nominees.
- (3) Nominations under paragraph (2) above must be received by the directors' board no later than ninety (90) days before the Annual General Meeting held in conjunction with the alternate Annual Scientific Congress except the President-elect and Past President 1 and past president 2 (articles 16(3), 16(6) and 16(7) of Part B refer).

- (4) In the event that no nomination is received for a position of director by the time stipulated in paragraph (3) above, the Chapter Representatives may submit nominations at the Annual General Meeting.

## **16. Position of directors**

- (1) Directors of the Society, except the Immediate Past President 1 and past president 2, shall be elected by the Chapter Representatives of APSS at the alternate Annual Scientific Meeting and will keep office until the next alternate Annual Scientific Meeting.

### **(2) 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 General Meetings and meetings of the directors.
  - (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.

### **(3) President Elect**

- (a) The election of the President Elect to be at the Annual General Meeting at an 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 or life members from different Chapters at least 5 months ahead of the election;
- (b) The nominee must be a person who has served as a director or country representative of APSS for at least 2 years and attended at least four directors' / annual general meetings;
- (c) 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 chapter representatives of APSS at least one month ahead of the election; and
- (d) The election of the President Elect is to be held at the alternate Annual Scientific Meeting by secret ballot by the chapter representatives 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.

- (e) The President Elect shall assist the President in the activities of the Society.
- (f) He/She shall be given every opportunity to represent the President and the Society at meetings and congresses of other spine societies.

#### **(4) Honorary Secretary**

- (a) The Honorary Secretary shall be elected by the chapter representatives of APSS who has served as a chapter representative of APSS and attended at least two Annual General 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 directors' board and endorsed by the Chapter Representatives of APSS from time to time.
- (c) The Honorary Secretary shall be the supervisor of the Secretariat of the Society and shall keep the Society records, report to the directors and to the Chapter Representatives of APSS, transmit official communications to the chapter representatives of APSS and the Society members, and perform other duties of the Secretary.
- (d) The Honorary Secretary shall be assisted by members of the Secretariat as authorised by the chapter representatives of APSS.

#### **(5) Honorary Treasurer**

- (a) The Honorary Treasurer shall be elected by the chapter representatives of APSS who has served as a chapter representative of APSS and attended at least two Annual General 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 directors's board and endorsed by the Chapter Representatives of APSS from time to time.
- (c) The Honorary Treasurer shall be responsible to the directors' board and to the chapter representatives for the financial activities and management of the resources of the Society.

#### **(6) Immediate Past President or Past President 1**

The term of office is contemporaneous with the succeeding President.

#### **(7) Past President 2**

The term of office is contemporaneous with the succeeding President.

### **17. Term of office of directors**

The term of office of directors is from the end of the meeting of the outgoing Chapter Representatives of APSS at one Scientific Congress, through to the end of the meeting of the outgoing chapter representatives of APSS at the next Scientific Congress two years later.

## **18. Removal and appointment during term**

- (1) The chapter representatives of APSS may remove a director for due cause by three quarters (3/4) of all the Chapter Representatives of APSS present in person or by proxy during the meeting where a quorum is present. The petition for removal of such director must be signed by fifty (50) Life Members and/or Members and be presented to directors of APSS by one (1) Delegate from each of at least 5 Chapters.
- (2) The directors' board may at any time appoint any Life Member or Member to be a director to fill a casual vacancy.
- (3) The person so appointed under paragraph (2) above is subject to retirement at the same time as if he / she had become a director on the day on which the director in whose place he or she is appointed was elected as a director.
- (4) Any director appointed under this Article holds office only until the next following Annual General 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 a director appointed under this Article.
- (6) Directors who fail to attend two consecutive Annual General Meetings may be removed from office by the directors' board unless the person can show cause for otherwise.

## **19. Vacant office**

The office of a director becomes vacant if the director:

- (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 Society;
- (3) is absent without consent of the directors' board from meetings of the directors' board held during a period of one (1) year; or
- (4) 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.

## **20. Powers and duties of directors**

- (1) The directors' board acts on behalf of the chapter representatives of APSS and is responsible to the chapter representatives of APSS.
- (2) Subject to any other provision of these Articles, the operations of the Society shall be managed by the directors' board, 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 Articles, required to be exercised by the Society in the Annual General Meeting and Special General Meeting.
- (3) Without limiting the generality of paragraph (1) above, the directors' board may exercise all the powers of the Society.

- (4) Subject to any other provisions of these Articles, the directors' board may determine such standing orders from time to time as they think fit.

**21. Substitutes**

- (1) The directors' board 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 directors' board) 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 directors' board thinks fit and may also authorise the attorney to delegate all or any of the powers, authority and discretion vested in him or her.

**22. Delegation of powers**

- (1) The directors' board 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 directors' board and a power to exercise shall be deemed to have been exercised by the directors' board.
- (3) The directors' board 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 paragraph (3) above; 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,
- 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.

**23. Termination of director's appointment**

A person ceases to be a director if the person—

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;

- (c) becomes a mentally incapacitated person;
- (d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) is absent without consent of the directors' board from meetings of the directors held during a period of one (1) year; or
- (f) 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.

**24. Directors' remuneration**

No directors, Chapter Representative or members of the governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Society to any directors, Chapter Representative or members of the governing body of the Society but they shall be reimbursed all expenses properly incurred by them in connection with the operations of the Society. Clerks servants and other employees of the Society not being a director, Chapter Representative or the members of the governing body of the Society shall be paid such remuneration as the directors may determine.

**Division 6 – Organization of directors' meetings**

**25. Meetings of the directors**

- (1) The directors' board 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) directors may at any time request for a meeting, and the Honorary Secretary shall on the request of those directors, convene a meeting of the directors' board.

**26. Voting at directors' meetings**

- (1) Subject to these Articles, questions arising at a meeting of the directors' board shall be decided by a majority of votes of directors 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 directors' board.
- (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.

**27. Quorum of directors' meetings**

At a meeting of the directors' board, the number of directors whose presence is necessary to constitute a quorum is such number as is determined by the chapter representatives at AGM / EGM of APSS and, unless so determined, is four.

**28. Vacancies of directors**

- (1) In the event of a vacancy or vacancies on the board of directors, the remaining directors may continue to act.

- (2) If the number of remaining directors is not sufficient to constitute a quorum at a meeting of the board of directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute such a quorum or of convening a general meeting of APSS.

**29. Chairman of directors' meetings**

- (1) The President of the Society or failing him, the President Elect, will be the chairman of meetings of the directors' board.
- (2) Where a meeting of the board of directors is held and the chairman provided by paragraph (1) above is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their numbers to be chairman of the meeting.

**Division 7—Alternate Directors**

**30. Appointment and removal of alternates**

- (1) A director (*appointor*) may appoint as an alternate any other director, approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected—
  - (a) by notice to the Society; or
  - (b) in any other manner approved by the board of directors.
- (4) The notice must be authenticated by the appointor.
- (5) The notice must—
  - (a) identify the proposed alternate; and
  - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors' board, the Society must as soon as practicable give notice of the removal to the alternate's appointor.

**31. Rights and responsibilities of alternate directors**

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 2 in Part B of these Articles.
- (2) Unless these Articles specify otherwise, alternate directors—
  - (a) are deemed for all purposes to be directors;
  - (b) are liable for their own acts and omissions;
  - (c) are subject to the same restrictions as their appointors; and

- (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 6(3) in Part B of these Articles, a person who is an alternate director but not a director—
  - (a) may be counted as participating for determining whether a quorum is participating (but only if that person’s appointor is not participating); and
  - (b) may sign a written resolution (but only if it is not signed or to be signed by that person’s appointor).
- (4) An alternate director must not be counted or regarded as more than one director for determining whether—
  - (a) a quorum is participating; or
  - (b) a directors’ written resolution is adopted.
- (5) An alternate director is not entitled to receive any remuneration from the Society for serving as an alternate director.

**32. Termination of alternate directorship**

- (1) An alternate director’s appointment as an alternate terminates—
  - (a) if the alternate’s appointor revokes the appointment by notice to the Society in writing specifying when it is to terminate;
  - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate’s appointor, would result in the termination of the appointor’s appointment as a director;
  - (c) on the death of the alternate’s appointor; or
  - (d) when the alternate’s appointor’s appointment as a director terminates.
- (2) If the alternate was not a director when appointed as an alternate, the alternate’s appointment as an alternate terminates if—
  - (a) the approval under article 30(1) of Part B is withdrawn or revoked; or
  - (b) the Society by an ordinary resolution passed at a general meeting terminates the appointment.

**Division 8—Company Secretary**

**33. Appointment and removal of company secretary**

- (1) Subject to article 24 of Part B, the Honorary Secretary may be authorized to act as the company secretary of the Society for the purpose of the Ordinance during the term of his office. If the Honorary Secretary is not authorized to act, the board of directors may appoint another person or a licensed company service provider to act as the company secretary for a term on conditions it thinks fit.

- (2) The board of directors may remove such company secretary appointed by it under paragraph (1) above.

### **Part 3**

#### **Members**

##### **Division 1—Becoming and Ceasing to be Member**

#### **34. Eligibility and types of membership**

- (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 Executive 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:
- (a) Honorary Member, being a person of distinction approved by the chapter representatives at AGM / EGM in recognition of his or her contribution to the progress of spine surgery;
  - (b) Senior Member, being a member who has retired from active practice;
  - (c) Life member, being a 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 directors;
  - (d) Member, being a 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 directors;
  - (e) Associate Member, being a 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 directors and who has paid the subscription set by the directors;
  - (f) Affiliate Member, being a trained, accredited, non-spine, medical specialist in active practice who in the opinion of the directors has a shown capability to advance the Objects of the Society and who has paid the subscription set by the directors;
  - (g) Trainee Member, being a medical practitioner undergoing structured training in spine surgery and who has paid the subscription set by the directors;
  - (h) Paramedical Member, being a paramedical professional who, in the opinion of the directors has shown a capability to advance the Objects of the Society and who has paid the subscription set by the directors;
  - (i) 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 Society and who has paid the subscription set by the directors;
- (3) The above members of APSS do not have the right to vote at the general meetings of the Society unless they are elected as Chapter Representatives.

- (4) Only Life Members and Members of APSS as stipulated in paragraphs (2)(c) and (2)(d) above have the voting rights to elect Chapter Representatives.
- (5) The classification and categories of Members together with the rights of Members shall be determined and amended by the APSS chapter representatives at general meetings from time to time.
- (6) For admission as a Member, an individual shall apply to the Secretary of the Society in the manner required by the board of directors from time to time.
- (7) Such application shall be accompanied by a written consent to become a Member.
- (8) Upon receipt of such notice and the payment of fees [if any] the person shall, following the approval of the board of directors, become a Member.
- (9) 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.

**35. Membership fees**

- (1) Notice of the fee from time to time so fixed by the directors shall be given to members.
- (2) If, however, in any case where the directors are satisfied that the failure to pay the fee was due to some satisfactory and sufficient cause, the directors may, on payment of the fee or such other fee as it may determine, restore the status of such member.

**36. Removal, expulsion and cessation of membership**

- (1) Membership is not transferable.
- (2) A person's membership terminates when that person dies or ceases to exist.
- (3) The board of directors 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 members of APSS against the individual members.
- (4) Any member may withdraw from the Society on giving not less than thirty (30) day 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.
- (5) Any member who shall by means of this article 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.

**37. Register of Members**

- (1) The Honorary Secretary shall keep a Register of Members 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 amended except by order of the board of directors.

## **Division 2—Organization of General Meetings**

### **38. General meetings**

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Society must, in respect of each Financial Year of the Society, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) Such a General Meeting shall be called an Annual General Meeting and all other meetings of the Society shall be called special meetings.
- (3) Only directors and Chapter Representatives of APSS shall be eligible to receive notice of, attend, and vote at the general meetings of the Society.
- (4) The agenda, reports and other relevant papers shall be circulated to directors and Chapter Representatives of APSS at least two weeks before the meeting.
- (5) The General Assembly meeting of the members of the Society, comprising **all** members of APSS, shall be held annually during the Scientific Meeting. Members do not have the voting rights in the General Assembly Meeting.

### **39. Special meetings**

- (1) The Chapter Representatives of APSS may hold special meetings upon the call of
  - i) The President;
  - ii) Majority of the directors; or
  - iii) Not less than one quarter (1/4) of the total voting rights of Chapter Representatives of APSS,
- (2) To deal with any matters which the board of directors 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.

### **40. Notices of Annual General Meetings and special meetings**

- (1) Not less than thirty (30) days notice of a meeting of the Society (except in the case of article 39(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 General Meeting of the Society shall state the business to be transacted at the meeting including the consideration of accounts, the reports of the board of directors and Auditor, the election of directors and Auditor.
- (3) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Chapter Representative of APSS shall not invalidate the proceedings of the meeting.

### **41. Quorum of general meeting**

- (1) No business shall be transacted at any meeting of the Society unless a quorum of Chapter Representative of APSS is present at the time when the meeting proceeds to business.

- (2) Save as is otherwise provided in these Articles, at least half the number of the Chapters represented in person, proxy or by video link including at least three (3) directors who each may also be representing a Member Chapter, shall form a quorum.
- (3) For the purpose of article 41(2) of Part B, any one director of APSS shall serve to represent the member of the Chapter.

#### **42. Quorum not present**

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 chapter representatives 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 chapter representatives of APSS present determine or, if no determination is made by the chapter representatives 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) Chapter Representatives of APSS present in person, proxy or by video link (which include only three representatives of the directors) constitute a quorum; or
    - (B) where ten (10) Chapter Representatives of APSS are not present, the meeting shall be dissolved.

#### **43. Presiding director**

- (1) The President of the Society, or failing him the President Elect, shall be the chairman at every general meeting.
- (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 chapter representatives of APSS present shall choose one of the chapter representatives to be chairman of the meeting.

#### **44. Adjournment**

- (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 paragraph (2) above it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **45. Voting in General Meetings**

- (1) Each director and Chapter Representative of APSS shall be entitled to exercise one (1) vote. Directors and Chapter Representatives of APSS must be paid-up members of the Society and APOA.
- (2) 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; or
  - (b) by at least two (2) directors or Chapter Representatives of APSS present in person or by proxy or video link;
- (3) 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.
- (4) The demand for a poll may be withdrawn.

#### **46. Poll**

- (1) If a poll is duly demanded, it shall be taken in such manner and (subject to paragraph (2) below) 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.

#### **47. Casting vote**

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.

#### **48. Entitlement to vote**

- (2) A Chapter Representative is not entitled to vote under this article at a general meeting of the Society unless all dues and money owing by the Chapter Representative have been paid.
- (3) All directors and Chapter Representatives will have the right of one (1) vote at the general meeting.

#### **49. Objections**

- (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.

## **50. Proxies**

- (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 Chapter Representative of APSS.

## **51. Lodgement of proxy**

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.

## **52. Proxy vote still valid**

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.

## **53. Timing of Annual General Meeting**

The Annual General Meeting of the Society shall be held no later than the month of September each year at a place to be nominated to transact the following business:

- (1) To receive and approve the annual report and audited 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 Articles subject to ninety (90) days prior notice;
- (4) To elect the board of directors, the Auditor and such persons as it may be necessary to elect to any position at the alternate Annual General Meeting held in conjunction with the Scientific Meeting;
- (5) To deal with any matters which the board of directors 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.

**54. Conduct of business by plebiscite of Chapter Representatives**

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

**Part 4  
Miscellaneous Provisions**

**Division 1—Communications to and by Society**

**55. Means of communication to be used**

- (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.

**Division 2—Administrative Arrangements**

**56. No right to inspect accounts and other records**

- (1) The board of directors 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 members of APSS.
- (2) No member other than a director has the right to inspect any document of the Society except a member authorized by the board of directors or by the chapter representatives at the general meeting or by an order under section 740 of the Ordinance.

**57. Bank accounts**

The Society may establish an independent bank account to be managed by the board of directors of the Society.

## **58. Accounts**

- (1) At the Annual General Meeting of the APSS, the Honorary Treasurer shall present a full financial statement and balance sheet duly audited for approval and adoption by the Chapter Representatives of the Society.
- (2) A draft budget for the coming Financial Year shall be prepared and discussed by the board of directors before the Annual General Meeting each year.
- (3) This budget is then to be ratified at the Annual General Meeting of the Society.
- (4) The directors must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statement must be prepared to show a true and fair view and following accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices. The directors must keep accounting records (including donation receipts) as required by the Ordinance.

## **59. Appointment of Auditor**

- (1) At each Biennial Scientific Meeting of the Society the Members of APSS present shall elect one (1) Auditor.
- (2) The Auditor 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.

## **60. Addition, alteration or amendments to the Articles**

- (1) No addition, alteration or amendment shall be made to or in the Articles for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance, and is then further approved by passing a special resolution of the chapter representatives at a general meeting as stipulated in paragraph (6) below.
- (2) The board of directors may when necessary propose addition, alteration or amendment to these Articles, provided the proposed addition, alteration or amendment are submitted in writing to the chapter representative of APSS at least three (3) months before the Annual General Meeting where such addition, alteration or amendment shall be voted upon.
- (3) Proposed addition, alteration or amendment to these Articles may also be submitted in writing to the Honorary Secretary of the Society by all chapter representatives of at least three Chapters at least six (6) months before an Annual General Meeting where such addition, alteration or amendment shall be voted upon.
- (4) A copy of the proposed addition, alteration or amendment shall be sent by the Honorary Secretary to all Members of APSS at least three (3) months before the Annual General Meeting where such addition, alteration or amendment shall be voted upon.
- (5) Addition, alteration or amendment of the Articles of the Society must be by an Annual General Meeting, Plebiscite or a referendum of Annual General Meeting held by actual physical voting or mail or video conferencing (or a combination of the 3).

- (6) Subject to paragraph (1) above, a three-fourth (3/4) vote of the chapter representatives of APSS present by proxy or video link in the general meetings shall be necessary to adopt any addition, alteration or amendment to these Articles.

#### **61. Scientific Congress**

- (1) The Society shall hold a Scientific Meeting at least **once** every year.
- (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 Members of APSS.
- (b) His/her term starts 2 years prior to the Annual Scientific Meeting he/she runs
- (c) The Scientific Congress President is responsible to the directors 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.

#### **62. Host Chapter**

The Honorary 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.

#### **63. Winding-up or dissolution**

If upon winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of article 6 of Part A and this article, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by a Judge of the [High Court of the Hong Kong Special Administrative Region](#) having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.