

DRAFT AMENDMENTS

NEW ZEALAND ORTHOPAEDIC ASSOCIATION

Updated October ~~2019~~2012

(Founded 1950)

Amended Constitution October 20~~19~~12 - "These rules rescind all previous"

Rules of the New Zealand Orthopaedic Association

1. NAME:

The name of the society shall be "The New Zealand Orthopaedic Association Incorporated", hereinafter referred to as "The Association".

2. REGISTERED OFFICE:

The registered office of the Association shall be at such a place as the Council may from time to time appoint.

3. OBJECTS:

The objects for which the Association is established are:

- a) To advance the science and art of Orthopaedic Surgery.
- b) To preserve and promote fellowship, mutual assistance and exchange of information amongst Orthopaedic Surgeons.
- c) To act as Trustee of property for the purpose of advancing the science and art of Orthopaedic Surgery.
- d) To undertake any work that may appear to the Association to be in accordance with the above objects and to do such things as are incidental or conducive to the attainment of the above objects
- e) To strive to ensure the science and art of orthopaedic surgery are made available for the care of the people of New Zealand and to assist the appropriate authorities in achieving this object.
- f) To educate selected medical practitioners in the specialty of Orthopaedic Surgery.

- g) To ensure that all members of the Association are aware of and abide by the Code of Conduct of the Association 2005, and any subsequent amendments to that Code.

4. MEMBERSHIP:

Membership of the Association shall comprise the following:

- a) _____ Honorary MembersFellows - These shall be distinguished surgeons, physicians, or laymen, who have contributed to the progress of Orthopaedic Surgery. They do not vote, hold office, or pay dues.
- b) Corresponding MembersFellows - These shall be those of high academic and professional standing who are resident outside New Zealand. They do not vote, or hold office, or pay dues.
- c) Senior MembersFellows – These are MembersFellows of the Association who have reached the age of 65 before commencement of the financial year (1st August) and are still in practice. They can retain their status as a member of the association and will pay a 50% reduced rate of full subscription. They may vote, cannot hold office but otherwise have the rights and privileges and obligations of Full MembersFellows. Application to become a senior member is through the Honorary Secretary and approved at the AGM.
- d) Emeritus MembersFellows - These are MembersFellows of the Association who have retired from active practice and wish to retain membership. They do not vote, hold office or pay dues, but shall otherwise have the rights, privileges and obligations of Full MembersFellows. Application to become an Emeritus MemberFellow is through the Honorary Secretary and approved at the AGM.
- e) Full MembersFellows - These shall be Orthopaedic Surgeons who –
- 1) Have successfully completed training in orthopaedic surgery through the Royal Australasian College of Surgeons, or
 - 2) Hold an acceptable higher qualification, and
 - 3) Are vocationally registered as orthopaedic surgeons with the Medical Council of New Zealand.
- f) Associate Members (Associates) are elected from those –
- 1) Who have completed their NZOA SET Training and are undertaking Fellowship training, or
 - 2) Who are engaged in Orthopaedic Surgery, ~~or~~ and

23) Physicians and Surgeons who are interested in Orthopaedic Surgery or allied branches of medicine.

~~3) Who are participants of the RACS Orthopaedic Training Scheme.~~

Associate members do not vote or hold office. ~~They~~They pay a reduced or no subscription and ~~shall~~ otherwise have the rights, privileges and obligations of Full Members~~Fellows~~.

g) SET Members – These are Members who –

Are advanced Trainees and participants of the NZOA SET Training Scheme. They do not vote or hold office. They pay a reduced subscription and otherwise have the rights, privileges and obligations of Full Members.

5. ELECTION TO ~~FELLOWSHIP OR~~ MEMBERSHIP:

- a) All nominations for election to membership shall be made by the Council. Any two Members~~Fellows~~ may submit names to the Honorary Secretary for election to any category for consideration by the Council. ~~Any candidate for election may be required to submit a scientific communication on some subject in Orthopaedic Surgery.~~
- b) Election shall be by a vote of majority of members present at an Annual General Meeting. Provisional membership or change of membership category may be granted until members are able to vote at the AGM. An appropriate fee will be due.
- c) Elected Members~~Fellows~~ shall receive a Certificate of Member~~Fellow~~ship.

6. INTERRUPTION OF MEMBERSHIP

Those members who take maternity/paternity leave or are unable to practice due to a medical reason for a period of 3 months or more, can apply for a reduction in fees for the relevant period. They do not vote, or hold office during this period.

7.6. CESSATION OF FELLOWSHIP OR MEMBERSHIP:

- a) Any member may resign from membership by giving the Honorary Secretary notice in writing to that effect not less than three months before the expiration of the Association's current financial year and such resignation shall take effect from the end of the said financial year.
- b) If any member shall in the opinion of the Council be guilty of conduct contrary to the interests of the Association or to have ceased to take an interest in the objects of the Association or to have been disobedient to its rules or guilty of

an unprofessional act or public misdemeanour then provided such member is given not less than seven days prior written notice of the alleged infringement of conduct and is also given an adequate opportunity of being heard by the Council within a four week timeframe it shall be in the power of the Council either to determine that no further action is required, to admonish the member, to suspend the member, or to terminate the membership of the member subject to the right of appeal in sub – clause (iii) hereof :

- (i) To suspend such member for any period not exceeding twelve calendar months during which period such member shall not be entitled to any of the rights or privileges of the Association and / or
- (ii) To call upon such member to resign their membership and if such member after being called upon shall refuse or fail to forward their written resignation within fourteen days of such notice being posted to them by registered mail, to their last known address as shown on the Association records, their membership shall be deemed to have lapsed at the expiration of the said fourteen days.
- (iii) Any member in respect of whom the Council has resolved to suspend or to call upon to resign shall have the right within fourteen days of being notified of such resolution to give notice appealing against the resolution to either the Council and/or at the appellant's choice the next Annual General Meeting of the Association. The appellant will remain suspended or lapsed, as the case may be, pending the outcome of the appeal and will not be entitled to exercise any rights of membership during that time.
- (iv) If the appellant's choice is to appeal to the Council the appeal will be heard by a minimum of three of the four members of the Presidential line within twenty (20) working days of the appeal being received at the registered office of the Association or if the 20 day time period cannot be met then the President may allow such further time as is reasonable in the circumstance. The appeal to be successful requires a majority of the appellant committee.
- (v) If the appellant chooses to take their appeal to the Annual General Meeting of the Association the appeal will be heard by those present at the Annual General Meeting and the suspension of a period not exceeding twelve months or the expulsion of the member from the Association must be confirmed by a majority of those present. The appellant will be allowed a maximum time of 20 minutes to present their appeal

with the Association allowed a maximum of 20 minutes to respond to the appellant, with the appellant allowed a further 10 minutes to respond.

- (vi) When an appeal is successful then the member will be granted full membership rights and the suspension or expulsion struck from their record. Reinstatement after a successful appeal should occur only after payment of any unpaid dues.

87. SUBSCRIPTIONS:

- (a) The annual subscription for all categories of membership shall be determined by the Council and approved or modified by an Annual General Meeting. Subscription shall be due on the 1st day of the financial year and is payable from the time of election.
- (b) A candidate who is elected to ~~Fellowship or Associate~~ Membership under either of the categories (e) or (f) of section 4 shall not be entitled to any of the privileges of the Association until the subscription has been paid.
- (c) ~~Members~~~~Fellows and Associates~~ whose annual subscription remains unpaid beyond 3 months without prior agreement with the Honorary Treasurer will be charged a late fee of 5% of the outstanding amount for each month or part of month of their arrears.
- (d) ~~Members~~~~Fellows and Associates~~ whose subscription remains unpaid for six months shall automatically cease to be members of the Association. Such members may seek re-election on payment of arrears of subscription and on making formal application to the Honorary Secretary.
- (e) The Council may in its discretion remit, reduce or suspend liability to pay a subscription in any particular case or cases. The Honorary Treasurer is to be informed in writing of any such concessions.

98. FINANCE:

- (a) The Association's Financial Year shall be determined by the Association in General Meeting.
- ~~(a)~~
- (b) The Association's bankers will be nominated by the Council from time to time.
- ~~(b)~~
- (c) All moneys received by or on behalf of the Association shall forthwith be paid to the credit of the Association in any bank or savings bank from time to time to be fixed by the Council. All payments from the Association's accounts, by whatever means, shall be made by, or with the written or verbal authority of, the Honorary Treasurer plus one other person who may be the CEO or a Council

approved signatory. Internet banking may be employed only using a secure internet method approved by both the bank and the Honorary Treasurer.

- (d) No member of any Committee or Sub-Committee shall incur any expense on behalf of the Association without prior authorization of the Council.
- (e) The Association may from time to time invest and re-invest in such securities and upon such terms, as it shall think fit the whole or any part of its funds, which shall not be required for the immediate business of the Association.

109. MEETINGS:

- (a) An Annual General Meeting shall be held each year upon a date and at a time and place to be fixed by the Council for the following purposes
 - (i) To receive from the Council a report, balance sheet and statement of accounts for the preceding year.
 - (ii) To receive reports from standing Committees and Sub-Committees.
 - (iii) To elect Officers and Members, Fellows and Associates of the Association.
 - (iv) To decide on any resolution which, may be duly submitted to the meeting.
- (b) The Council may at any time for any special purpose call a Special General Meeting and it shall do so forthwith upon the request in writing from one tenth of membership of Full or Senior Members~~ordinary Fellows~~ stating the purposes for which the meeting is required.
- (c) At least two months prior notice of Annual General Meetings, and at least twenty – one days prior notice of Special General Meetings, shall be given to all members.
- (d) 15%~~One-sixth~~ of the voting Members (Full Members and Senior Members)~~Fellows~~ of the Association shall form a quorum at any General Meeting. In the event of a quorum not being present at any General Meeting of the Association, a Special General Meeting shall be called by the Council.
- (e) The President or in his/her absence any other duly elected Chairperson~~man~~ shall preside at all General Meetings. The President shall deliver a Presidential Address.
- (f) All persons present at a General Meeting shall sign their names in a book provided for the purpose.

- (g) At a General Meeting of the Association, voting shall be by a majority, by show of hands, unless any member of the Association requests a ballot, in which case a ballot shall be taken.

1110. OFFICERS OF THE ASSOCIATION:

- (a) (i) The Officers of the Association shall be –

- A President
- A First President-Elect
- A Second President-Elect
- An Immediate Past-President
- An Honorary Secretary
- An Honorary Treasurer
- An Honorary Editorial Secretary

These Officers shall be elected at a General Meeting as provided for under Section 109.

- (ii) The Second President-Elect shall be elected two years prior to taking office as President. After one year he/she shall become First President-Elect and after two years, become the President and after three years the Immediate Past-President. A member may not serve two consecutive terms as President.
- (iii) The Honorary Secretary and, Honorary Treasurer ~~and Honorary Editorial Secretary~~ shall be elected for a four year term, the first of which is an Induction period where they will act as an Honorary Assistant and take up office after that year as the Honorary Secretary or, Honorary Treasurer ~~or Honorary Editorial Secretary~~ for a term of three years. To provide a maximum term of four consecutive years.
- (iv) Only members of Category 4 (e) shall be eligible for the above offices.
- (b) (i) The Officers and Council members of the Association shall be elected in the following manner – Four months prior to the Annual General Meeting the Honorary Secretary shall notify all members of the Meeting and the vacancies to be filled. Nominations proposed and seconded by two of more MembersFellows may be sent to the Honorary Secretary within 21 days of the date of the notice, which shall not be earlier than the actual date of its dispatch. Such nominations together with the Council nominations (if any) shall be notified to members not less than forty-two days in advance of the Meeting. In the event that an election may be necessary it shall be carried out by postal or internet voting among the voting MembersFellows of the Association, the closing date to be decided by the Honorary Secretary to allow the results to be announced at the Annual General Meeting.

(ii) The Second President-Elect shall be nominated by two or more Members and sent to the Honorary Secretary within 21 days of the date of notice as provided under (b)(i). The Presidential Line will consider all nominations and make a recommendation to Council for endorsement. Members will then be notified of the Council decision not less than forty-two days in advance of the Meeting. In the event that the Presidential Line cannot decide on the preferred candidate, or consider the Membership should decide, then an election will be necessary and will be held in accordance with Section 11(b)(i).

~~(ii)~~(iii) In the event of any of the Officers ceasing to hold office during the course of the Association's year the Council shall have the power to appoint a successor to the office so vacated. Such appointments shall be valid until the next election of office bearers.

(iv) ~~(iii)~~ The Honorary Secretary is responsible for: Due notice and the approval and distribution of minutes of all General Meetings of the Council. The preparation and distribution of an Annual Report. A copy of which shall be sent to every member of the Association. He/she may delegate appropriate instructions regarding correspondence to the CEO of the Association.

~~(iv)~~(v) The Honorary Treasurer shall collect all money due to the Association and shall be the custodian thereof. The Honorary Treasurer shall inform every member by notice when their annual subscription for the forthcoming year is due. Ensure all audited final accounts are presented at the Annual General Meeting. He/she may delegate appropriate instructions regarding the accounts and their management thereof to the CEO of the Association.

~~(v)~~(vi) The Honorary Editorial Secretary shall prepare a report of the Annual Scientific Meeting of the Association to be available for members of the Association and shall act as the Association's representative on the Editorial Board of the Association's official journal.

121. THE COUNCIL:

- (a) The Council shall consist of -
- (i) The President
 - The Immediate Past President
 - The First President-Elect
 - The Second President-Elect
 - The Honorary Secretary
 - The Honorary Treasurer

By election

(ii) Three Full Members~~Fellows~~, each of whom will be elected for two years, but shall be eligible for re-election for one further term. The Members~~Fellows~~ shall be elected to the Council in the manner stipulated in section 101(b).

(b) Five Members of Council~~Fellows~~ shall form a quorum.

(c) The Council shall be responsible for control of the affairs of the Association and for the management and disposal of its funds and assets.

132. POWERS OF THE COUNCIL:

The Council shall have the power –

- (a) To conduct the business of the Association.
- (b) To appoint and dissolve Sub-Committees as required and to appoint their officers.
- (c) To nominate or appoint a Member~~Fellow~~ directly or indirectly to any Government or Statutory body for an initial period of three years and the right to re-appoint for a defined period only. Such appointments are to be for a maximum continuous period not exceeding six years.
- (d) To co-opt additional Members~~Fellows~~ to assist in their deliberations or for special functions.
- (e) To fill casual vacancies as under Section 101 (b) (ii).
- (f) To advise the Royal Australasian College of Surgeons on any matters in which its functions impinge upon the standards or practice of Orthopaedic Surgery in New Zealand.
- (g) To remit, reduce or suspend a subscription in any particular case at its own discretion, the Honorary Treasurer being informed in writing of such concessions.

143 SUB COMMITTEES:

- (a) Ad Hoc Committees shall be appointed by -the Council from time to time for specific tasks. On completion of these duties the committee shall be discharged. Ad Hoc Committees may be made Standing Committees by action of the Council.

- (b) Standing Committees. The composition and responsibility of Standing Committees shall be determined by the Council. Rotation of membership shall be determined by the Council to maintain continuity of Committee function.

Such Standing Committees are:

1. New Zealand Specialty Orthopaedic Training Board
 2. Education Committee
 3. Continuing Professional Development and Standards Committee
 - ~~2.4. ACC & Third Party Liaison Committee~~
 - ~~3. Workforce Committee~~
 - ~~4.5. Ethics and Discipline Committee~~
- (c) The President shall be a member of all Committees ex-officio.
- (d) The Chair~~person~~~~man~~ or Secretary of each Sub-Committee shall ensure accurate minutes are recorded regarding the business of each meeting which shall be presented at the Council Meetings of the Association.
- (e) Sub-Committees shall have power to co-opt anyone who will assist their deliberations without reference to the Council. The names of those co-opted shall appear on the Report of the Sub-Committee.
- (f) The Chair~~person~~~~man~~ of the Sub-Committee shall attend the Council Meetings ~~held at the time of the Annual General Meeting and such other meetings of the Council~~ as the President may determine. They shall be entitled to have a vote.
- (g) ~~No member will serve a continuous period in excess of four years in any committee position. Four years must elapse before any Member is reappointed to the said Committee.~~ Members should not serve more than four continuous years in any Committee position, with a period of four years lapsing before they can be reappointed to that position. In special circumstances the Council can extend the term of a Committee position.

15 CONTINUING PROFESSIONAL DEVELOPMENT

The following members of the Association are required to participate in the NZOA CPD programme relevant to their area of practice.

- All Full members of the NZOA who hold vocational registration with the MCNZ.
- All Senior members of the NZOA who hold vocational registration with the MCNZ.
- Associate members in Category (f) (1) who have graduated from the NZOA training scheme and are on Fellowship.

~~All members of the Association shall comply with the NZOA Continuing Professional Development (CPD) programme which includes annual CPD certification and the Practice Visit Programme (PVP). Members who are not compliant with either the CPD Programme or any recommendations arising from a Practice Visit, may be considered under section 7(b).~~

164 THE COMMON SEAL:

The Common Seal of the Association shall be that appointed by the Council who shall be responsible for the safe custody and control thereof.

175 USE OF THE COMMON SEAL:

Whenever the Common Seal of the Association is required to be affixed to any deed, document, writing or other instrument the Seal shall be affixed pursuant to a resolution of the Council of the Association by the President and any one other member of the Council duly authorized to affix the Seal (and the persons so affixing the Seal shall at the same time sign the document to which the Seal is so affixed).

186 ACQUISITION, DISPOSAL, AND CONTROL OF REAL AND PERSONAL PROPERTY:

The Association shall have the following powers -

- (a) To purchase, take on a lease or in exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection therewith and to hold, improve, manage, develop, let on, hire or otherwise lease, sell, exchange or otherwise dispose of such property rights and privileges.
- (b) To construct, build, alter, improve, enlarge, pull down, remove or replace any buildings or other improvements which may be in, upon and about any of the real or leasehold property of the Association.
- (c) To lend and advance money or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any society.
- (d) To receive, hold manage, administer and dispose of real and personal property upon trust and to employ the proceeds thereof capital as well as income for the purpose of advancing the science and art of Orthopaedic Surgery or the specific purposes of particular trusts.
- (d) To do all or any of the acts aforesaid or exercise all or any of the powers conferred upon the Association jointly with any person, partnership, corporation, company or society and to become jointly and severally liable with any such person, partnership, corporation, company or society (whether incorporated or otherwise) and any contract or obligation in connection therewith.

1987 BORROWING POWERS:

The Association shall in addition to the other powers vested in it have a power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and / or rights of the Association or without any such security and upon such terms as to priority and otherwise as the Association shall think fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Association passed in General Meeting.

2018 WINDING UP:

The Association may be wound up voluntarily at a General Meeting of the members of the Association by a Resolution requiring the Association to be so wound up provided that Resolution is confirmed at a subsequent General Meeting of the Association called for that purpose and held not earlier than thirty (30) days after the Resolution so to be confirmed was passed. In the event of the Association being wound up the surplus assets after payment of the Associations liabilities the application of trust funds in terms of the trust or trusts on which they are held and the payment of the expenses of the winding up shall be paid to the CCS Disability Action Incorporated.

2119 AMENDMENT OR ALTERATION OF RULES:

- (a) The Rules of the Association shall not be altered, added to or rescinded except on a vote of a majority of three quarters of the MembersFellows present and voting at any Annual General Meeting or a Special General Meeting duly convened.
- (b) Notice of any proposed alteration, addition or rescission must be given in writing to the Honorary Secretary of the Association at least three months before the meeting at which it is intended to propose such alteration, addition or rescission.
- (c) The Honorary Secretary of the Association shall give notice in writing of the proposed alteration, addition or rescission to all members of the Association by posting or emailing the same at least two months before the date of such meeting and such notice shall either include full details of the proposed alteration or give a summary of the same, but if each notice gives only a summary then it shall also state that members may obtain copies of the proposed alterations from the NZOA office on application.
- (d) One-third of the members of the Association shall form a quorum for such a meeting.

220 REGULATIONS:

The Association may from time to time by resolution in General Meeting make, amend or rescind regulations not inconsistent with these rules governing procedures at its

meetings and publications (if any) of reports thereof and the business of the Association in the press.

231 AUDITOR:

There shall be an Auditor (who shall not be a member of the Council) elected annually at the Annual General Meeting. Such Auditor shall audit the accounts and have the power to call for the production of all books, papers, accounts and documents relating to the affairs of the Association at any time. The Council shall have the power to fill any temporary vacancy in the office of the Auditor. The Auditor shall be paid such fee as may be fixed at General Meeting.

242 NOTICES TO FELLOWS AND ASSOCIATES:

Every notice required to be given to members shall be deemed to have been duly delivered if posted in a pre-paid letter addressed to his or her last known place of practice or residence, or to an officially provided email address as advised to the NZOA office.

253 SCIENTIFIC MEETINGS:

- (a) The format of scientific meetings including the duration of scientific papers and discussions and the invitation of Guest Speakers shall be a function of the Council in conjunction with the Scientific Secretary for the meeting.
- (b) The Annual Scientific Meeting of the Association shall be held in conjunction with the Annual General Meeting.

264 OFFICIAL JOURNAL:

The Official Journal of the Association shall be the Bone & Joint Journal~~Journal of Bone and Joint Surgery Br.~~

275 ETHICS AND DISCIPLINE:

- (a) The Ethics and Discipline Committee shall consist of the Presidential Line, and if appropriate other senior Orthopaedic Surgeons appointed on a case by case basis.~~three senior experienced Orthopaedic Surgeons appointed by the Council.~~
- (b) They shall be responsible to the Association through the Council, and shall report directly to the Council through the President, or in the case of the President being investigated, the President Elect.
- (c) The activities of the Committee shall be carried out in a confidential manner.
- (d) The Committee should facilitate the resolution of problems as well as acting in a disciplinary role.

286. SUB SPECIALTY SOCIETIES

- (a) The Council may approve the affiliation of Sub Specialty Societies related to Orthopaedics and populated wholly or substantially by Members of the Association, provided that their objectives are consistent with those of the New Zealand Orthopaedic Association.
- (b) The Association will offer all reasonable administrative assistance to those Sub Specialty Societies who request assistance. This may be to assist the establishment of their entity, to manage their entity, to provide conference and events services, and/or to provide financial management. Such services may attract a fee, to be agreed between the parties.

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