

CONSTITUTION

of the

ASIAN PACIFIC FEDERATION OF SOCIETIES

for

SURGERY OF THE HAND

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PRELIMINARY

1.1. Definitions

In this constitution:

Active Member Society means a society referred to in clause 3.1

Associate Member means an individual surgeon from a country where there is no existing hand surgery society

Chairman means the *President, President Elect* or other person elected to chair meetings.

Council means the Executive Committee members and delegates from the member societies of the Federation

Delegate means an approved representative of a member society entitled to vote at a general meeting.

Executive Committee means the executive members of the Federation as outlined in clause 5.1

Federation means The Asian Pacific Federation of Societies for Surgery of the Hand

Immediate Past President means the immediate past president of the *Federation* from time to time.

Law means the Corporations Law of the country of incorporation and registration of the Federation

Objects means the objects of the *Federation* set out in clause 2.3

President means the president of the *Federation* from time to time.

President Elect means the president elect of the *Federation* from time to time.

Secretary means the Secretary-General of the *Federation* from time to time.

Special Resolution means a resolution of the *Federation* which, to be passed, requires a majority which comprises at least three-quarters of such *Voting Delegates* of the *Federation* as vote in person at a general meeting of which at least three month's written notice, specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

Term means the period of time from the conclusion of one scientific meeting of the Federation and the conclusion of the subsequent scientific meeting.

Treasurer means the treasurer of the *Federation* from time to time.

1.1 Interpretation

In this constitution, unless it is stated to the contrary:

(a) the singular includes the plural and conversely:

(b) where a word or phrase is given a defined meaning in this agreement, any other part of speech or other grammatical form of that word or phrase has a corresponding meaning;

(c) a reference to any legislation includes any amendment or replacement and all subordinate legislation:

(d) words following the word ***include*** are not limited by anything preceding that word; and

(e) references to ***agree, approve*** or ***consent*** are references to agreement, approval or consent (as the case may be) in writing.

1.2 Headings

Headings in this constitution do not affect interpretation.

2. NAME, OBJECTS and POWERS

2.1 Name

The name of the entity governed by this constitution is "The Asian Pacific Federation of Societies for Surgery of the Hand"

2.2 Place of Business

The place of business shall be the address as determined from time to time by the *executive committee* and approved by the relevant authorities in the country of registration of the business. The Federation shall carry out its business only in places which have the prior written approval of the relevant authorities as required by law.

2.3 Objects

This Federation is formed for the purpose of promoting the practice of hand surgery and coordinating the educational and scientific research activities of the member hand surgery societies in the Asia-Pacific region. Its main purposes shall be:

(a) to maintain liaison and communication between the various member societies,

(b) to promote the free exchange of knowledge among the constituent member societies,

(c) to enhance the opportunity of hand surgery training through friendly exchange programs,

(d) to disseminate knowledge through publications,

(e) to enhance teaching by organizing scientific meetings and regional instructional courses.

(f) to encourage scientific research activities among constituent member societies.

The Federation does not have any actual or implied control or influence over the autonomy of the member societies.

2.4 Powers

(a) Subject to the Law of the land in which the Federation is registered, the *Federation* has the rights, powers and privileges of a natural person.

(b) The *Federation* has power to:
   (i) raise money for the purpose of satisfying the aims of the Federation as outlined in clause 2.3 and
   (ii) do anything which it can do by law

2.5 Income and Property

(a) The income and property of the *Federation* must be applied solely towards the *objects.*

(b) Subject to clause 2.5 (c) the *members* are not entitled to any part of the income or property of the *Federation.*

(c) A commercially reasonable payment to a *member society or individual of a member society* for services provided to the *Federation* is not prohibited.

2.6 Trustees

(a) If the Federation at any time acquires any immovable property, such property shall be vested in trustee's subject to a declaration of trust.

(b) The trustees of the Federation shall:
   (i) Not be more than four and not less than two in number.
   (ii) Be elected at a General Meeting.
   (iii) Not effect any sale or mortgage of property without the prior approval of the Council.

(b) The office of the trustee shall be vacated:
   (i) If the trustee dies or is physically or mentally unable to perform the office.
   (ii) If the trustee is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
   (iii) If the trustee submits notice of resignation from trusteeship.

(c) Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given to the Council at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such Meeting shall then be notified to the Registrar of Societies.

(d) The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

2.7 Dissolution

(a) The Federation shall not be dissolved except with the consent of not less than two-thirds of the Council expressed in person at a General Meeting convened for the purpose.

(b) Notice of dissolution will be given within three weeks of the dissolution to the Registrar of Societies.

(c) No *member society or individual* is entitled to participate in the property of the *Federation* (if any) available for distribution on a winding-up.

(d) The property of the *Federation* (if any) remaining for distribution on a winding-up must be distributed to a non-profit organisation;
(i) having objects similar to the objects stated in clause 2.3*;*
(i) whose constituent documents prohibit its members from receiving its income or property; and
(ii) which has tax-deductible gift recipient endorsement from the country of registration of the Federation.

(e) Notice of dissolution will be given within three weeks of the dissolution to the Registrar of Societies.

3. MEMBERSHIP

3.1 Categories

There will be 2 categories of members:

Active Society Members are societies or organizations for surgery of the hand, of good standing, in any country in the Asian-Pacific geographic region. Where there is no existing society for surgery of the hand in a country, individuals of good standing may apply for associate memberships.

Annex 1 outlines thirteen founding members of this Federation.

Requirements for full active membership are:

(i) The society must be a bona fide organization whose individual members have demonstrated tangible interest in surgery of the hand

(ii) The organizations must demonstrate that it represents a sufficient section of medical practitioners in their country, subject to the approval to the *executive committee*

(iii) The organization must carry out one or more of the following activities related to Hand Surgery: holding regular meetings; publishing a journal meeting professional standards; maintaining study groups; conducts educational courses.

(iv) The organization is run on a non-profit basis and maintains high ethical standards

(v) It has a Constitution and By-Laws, or other official certification of its organizations and operation.

(vi) The society shall nominate a delegate to the Federation's Council for a term of two years.

Associate Membership

Requirements for associate membership of the Federation are:

(i) An individual within the Asia-Pacific Region who has a major interest in hand surgery and whose country is not yet represented by a bona fide organization for surgery of the hand.

(ii) A letter of application to the Federation.

(iii) The application must be supported by a Proposer and Seconder in good standing from the applicant's Professional Organization or from members of member societies of the Federation.

(iv) The associate membership must be approved by the council during its annual assembly of the council with a majority votes.

(v) The associate member shall have no voting rights.

(vi) The associate member shall keep the Federation updated of his or her corresponding address and telecommunication access.

(vii) The associate member shall demonstrate commitment to developing the specialty of hand surgery in their country and to working towards the formation of a national member society that attains full membership of the Federation.

(viii) Associate membership will be limited to 6 years on initial application. However the member is free to apply for further periods subsequently as allowed by the Council.

3.2 Criteria

3.2.1 A society is eligible to apply for *active membership* of the *Federation* if that society:

(i) is prepared and able to support the activities of the Federation, whether financially or otherwise, to an extent to which the council consider is such that the society concerned will enhance the activities of the

Federation; or

(ii) possesses such abilities and qualities or is of such standing that the council believe the society concerned would contribute to the achievement of the objects of the Federation.

3.2.2 A person is eligible to apply to become an *Associate Member* of the *Federation* if that person:

(a) (i) is prepared and able to support the activities of the Society whether financially or otherwise to an extent which the council consider is such that the person concerned will enhance the activities of the Federation; or

(ii) possesses such abilities or qualities of such standing that the *executive committee* believe that the person would contribute to the achievement of the objects of the *Federation*; and

(b) is registered as a medical practitioner in their country of origin and has higher surgical training which is recognized as demonstrating adequate training and skills in the practice of hand surgery.

3.3 Applications

Each application for membership of the Federation (*application)* must be:

(a) in writing;

(b) in form acceptable to the *executive committee,* including but not limited to adequate identifying information, copies of Constitution or satisfactory official documentation in lieu, names of current executive committee officers and address of Secretary, census of membership.

(c) signed by the intended society President, and proposed and seconded in writing by two voting delegates. In the instance of an individual applying for associate membership then the application is signed by that individual and supported by a proposer and seconder from the applicants Professional Society or from two members of member Societies of the Federation

(d) delivered to the *Secretary General* at least 3 months before the next General meeting; and

(e) accompanied by any application fee determined by the e*xecutive* from time to time.

3.4 Consideration

(a) The *Secretary-General* will submit each *application* to the *executive committee* for their consideration.

(b) The e*xecutive* will consider each *application* and may endorse or not endorse an *application* in their discretion without giving reasons.

3.5 Acceptance

(a) Each *application* endorsed by the *executive committee* will be submitted to the delegates of the *member societies* at the next council meeting.

(b) The *voting delegates* may, by resolution at the council meeting, accept an *application.*

(c) An *application* not accepted is deemed to have been rejected.

3.6 Admission

Upon the acceptance of an *application*, the *Secretary-General* will:

(a) notify the proposed *member society,* or individual in the case of Associate membership of the acceptance; and

(b) enter that society or associate members name in the Register of Members.

If admitted, an applicant must undertake to abide by the present constitution and any future amendment(s) to the Constitution.

3.7 Responsibilities

(a) Publish or otherwise disseminate to all their members the Federation calls for papers, new releases, conference notices, etc.

(b) Supply the Federation with advance information on their own meetings and activities.

(c) Inform the Federation of changes of executive committee personnel, membership increase and changes of the Constitution and the By-Laws, etc.

(d) Keep the Federation updated of names and email addresses of the members of the Societies Executive.

3.8 Privileges and Rights

(a) Access to the Federation media for purposes of coverage of their own news, etc.

(b) Access to the Federation Member listings.

(c) Permission to indicate the affiliation on their stationery or elsewhere.

(d) Representation of Delegates' Council of the Federation as provided by the Constitution.

(e) Ability to offer their members reduced rates of subscription to the Federation Journal and publications.

(f) Other privileges and rights that may be determined by the Council.

3.9 Fees

(a) Each *member society* is liable to pay such fees as may be determined by the *executive committee* from time to time.

(b) The *voting delegates* may, by resolution in general meeting, vary or revoke any fees determined by the *executive committee.*

3.10 Cessation

(a) A *member society* ceases to be a *member,* if the *member society:*

(i) Is formally wound up and is no longer in existence as a society;
(ii) fails to pay any fee payable under this constitution and that amount remains unpaid for more than three years;
(iii) is expelled as a *member society* pursuant to the provision of clause 3.12; or

(iv) resigns as a *member society* by giving notice in writing to the *Secretary General* at least three months before the next council meeting

(b) Upon a *member society* ceasing to be a *member* of the Federation*, the member's* rights and privileges cease.

3.11 Transferability

The rights and privileges of a *member society* cannot be transferred to any person or entity.

3.12 Expulsion

(a) The *voting delegates* or *executive committee* may expel a *member society* if a *member:*

(i) breaches any provision of this constitution binding on the *member;* or
(ii) engages in any conduct which, in the reasonable opinion of the *executive committee*, is unbecoming of a *member* or which is prejudicial or adverse to the interest of the *Federation.*

(b) The *voting delegates* can only expel a *member society* by a resolution passed by a two-thirds majority of *voting delegates* at a council meeting.

(c) The *voting delegates* cannot expel a *member* unless they:

(i) give the *member society* not less than 30 days' written notice of their intention to propose a resolution; and

(ii) allow the *member society* to present reasons why they should not be expelled either by:

(A) addressing the *council* for a period not exceeding 30 minutes at or before the date of the meeting provided that the *member society* must give the *executive* not less than 7 days' notice before the meeting of their intention to exercise their rights; or

(B) submitting written reasons not exceeding 1,000 words not less than 7 days before the meeting.

4. GENERAL MEETINGS

4.1 Annual General Meetings

(a) The Council will meet once a year at a place and time decided by the executive committee; otherwise known as the Annual General Meeting.

(b) In the year of the congress, the Annual General Meeting will be held at the time and place of the Federation's Congress.

(c) The Annual General Meeting shall be held within four months from the close of its financial year except in the year of Federation's Congress.

(d) At least three months' notice shall be given of an Annual General Meeting

(e) The following points will be considered at the Annual General Meeting:

a. The previous financial year's accounts and annual report of the Executive committee.

b. Where applicable, the nomination of committee chairpersons or co-opted members.

c. Where applicable (once every three years), the election of office-bearers.

d. In the event that the Council needs to meet more than once a year, the executive committee member may, at any time, and the Secretary-General must on the requisition of an executive committee member, convene an additional meeting of the council.

(f) Issues arising at a meeting of Council will be decided by a majority of votes of council members present and voting on any such decision will for all purposes be deemed a decision of the council members.

(g) The executive committee will cause a record to be kept of any resolution made.

(h) However, the council may meet either in person or by telephone or any other form of instantaneous communication for the despatch of business if the need arises

(i) If:

(i) the *council* confer by radio, telephone, closed circuit television or other means of communication;

(ii) all the *council members* who for the time being are entitled to receive notice of a meeting of the *council* receive (or waive) notice of the conference and have access to the means by which the conference is to take place;

(iii) each of the *council members* taking part in the conference acknowledges they are able to hear each of the other *council* taking part in the conference: and

(iv) the number of *council members* taking part in the conference is not less than a quorum. (see 4.4)

then all the provisions in this constitution relating to meetings of the *council* will apply to the conference as if that conference were a meeting of the *council* and the *council members* taking part in the conference were physically present together at a meeting.

(j) Any resolution passed at a conference will be deemed to have been passed at a meeting of the *council* held on the day and at the time at which the conference was held.

(k) A *council member* is deemed to continue to be present and form part of the quorum (see 4.4) until the *council member* make it known that they are ceasing to take part in that conference and obtains the express consent of the *chairman* of that conference to do so.

4.2 Extra-ordinary General Meeting

(a) An Extraordinary General Meeting can be called by the President on the request in writing of not less than 25% of the total voting membership or ten (10) voting members, whichever is the lesser, and may be called at any time by order of the executive.

(b) The notice in writing shall be given to the Secretary-General setting forth the business that is to be transacted.

(c) The Extraordinary General Meeting shall be convened within three months from receiving the request to convene.

(d) At least two months' notice shall be given of an Extraordinary General Meeting.

(e) If the executive committee does not proceed to convene an Extraordinary General Meeting within three months after the date of the receipt of the written request, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving notice of three weeks to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Federation's notice board.

(f) Notice of the meeting stating the date, time and place of the relevant meeting shall be sent by the Secretary-General to all voting members.

(g) The particulars of the agenda shall be forwarded to the Council and Delegates at least three weeks in advance of the meeting.

(h) Any member who wishes to place an item on the agenda of a General Meetings may do so provided he/ she gives notice to the Secretary-General one week before the meeting is due to be held.

4.3 Postponement

(a) The *executive committee* may, no later than 72 hours before the time at which a general meeting is to be held in accordance with a *general meeting notice.*
   (i) postpone that general meeting for a period not exceeding 90 days from the date set out in the *general meeting notice;* or
   (ii) change the place at which that general meeting is to be held.

(b) The *executive committee* must give written notice to all *voting delegates.*

(c) Any notice postponing a general meeting or changing the place at which it is to be held must specify the place, date and time of that meeting which when held will be deemed to have been duly convened pursuant to the notice first convening it.

4.4 Quorum

(a) No business will be transacted at any general meeting of the *council* unless a quorum of *voting delegates* is present at the time the meeting proceeds to business.

(b) At least 50% of the total voting membership or five voting members, whichever is the lesser, present at General Meetings shall form a quorum.

(c) For the purpose of determining whether a quorum is present, a person attending will be deemed to be a *voting delegate.*

(d) In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

4.5 Chairman

(a) The *President* will preside as *chairman* at every general meeting during that person's term of office.

(b) Where a general meeting is held and:

   (i) the *President* has not been elected:

(ii) the *President* is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act;

(iii) the *President Elect* has not been elected; or

(iv) the *President Elect* is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the *voting delegates* present in person and entitled to vote will elect one of their number to chair the meeting.

4.6 Adjournment

(a) The *chairman* may, with the consent of any meeting at which a quorum is present, and will, if directed by the meeting, adjourn the meeting from time to time and from place to place.

(b) No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

(d) Except as provided by clause 4.6(c), it is unnecessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.7 Voting

(a) The President, Secretary-General, Treasurer and each Delegate is entitled to vote at General Meetings

(b) Apart from the those in clause 4.7(a), other executive committee members are not entitled to vote in General Meetings

(c) A resolution put to the vote of the *council* at any general meeting will be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by:

(i) the *chairman*, or
(ii) *at least 3 voting delegates* present in person.

(d) Unless a poll is demanded, a declaration by the *chairman* that a resolution has on a show of hands been carried unanimously, by a majority or lost is conclusive.

(e) An entry in the Federation records containing the minutes of the proceedings of the *Federation* regarding the result of a resolution is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

(f) A demand for a poll may be withdrawn.

(g) If a poll is properly demanded, it will be taken as the *chairman* directs and the result of the poll will be a resolution of the meeting at which the poll was demanded.

(h) A poll demanded for the election of a *chairman* or on a motion to adjourn a meeting will be taken immediately.

(i) Voting by proxy shall not be allowed at all General Meetings.

4.8 Equality of votes

In the case of an equality of votes, whether on a show of hands or on a poll, the *chairman* of that meeting does NOT have a casting vote.

4.9 Value

Subject to any rights or restrictions attached to any membership rights, every *voting delegate* present in person only has one vote, whether on a show of hands, a poll or otherwise.

4.10 Records

(a) At every general meeting of the *council,* the *Secretary General* will make available the recorded minutes of all contributions made by *voting delegates* and the dates on which each of those contributions were made.

(b) The register is conclusive evidence of the contributions of each *voting delegate* and the dates on which each of those contributions were made.

4.11 Unpaid amounts

A *voting delegate* is not entitled to vote at a general meeting unless all amounts presently payable by that *voting delegate* have been paid.

4.12 Objections

(a) 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.

(b) Any such objection will be referred to the *chairman* whose decision is final.

(c) A vote not disallowed pursuant to such an objection is valid for all purposes.

5. EXECUTIVE COMMITTEE

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5.1 Identity

The Executive Committee of the Federation shall consist of the following office bearers:

(a) President
(b) President-Elect
(c) Secretary-General
(d) Treasurer
(e) Editor of the Journal (ex-officio)

5.2 Members-at-Large

The Executive Committee may, if a so need arises, appoint members-at-large of the society into the Executive Committee. Members-at-Large have no voting rights in the Executive Committee.

5.3 Membership

The *executive committee* must be from *voting member societies.*

5.4 Appointment

a) The Nomination Committee shall invite nominations from member societies for the offices of President-Elect, Secretary General, and Treasurer one year before the Annual General Meeting during which elections are held.

b) From the names submitted, the Nomination Committee shall present one or more nominations for each of the above offices to the Executive Committee at least 6 months before the Annual General Meeting during which elections are held.

c) The Executive Committee, after examination of nominations may, at its discretion, make its own nominations for each office in addition to the nominations previously notified.

d) The nominations must be communicated to all members at least 3 months before the Annual General Meeting during which elections are held.

e) Any individual member of a member society of good standing with the endorsement of the said society shall qualify for election.

f) Each member country can only nominate one candidate for each position.

g) The Nomination Committee may nominate a single slate, meaning one nominee for each office.

h) Election to each office shall be decided by a simple majority of the eligible votes.

i) If there is only one nominee for any office, election will be by acclamation.

j) In the event that no Annual General Meeting is being held, election shall be by postal ballot and conducted by the Secretary-General.

5.5 Term

(a) The Elected Officers include President-Elect, Secretary-General and Treasurer.

(b) The Elected Officers and Members-at-Large serve a single term.

(c) Executive committee members hold office until the next conclusion of the scientific meeting of the Federation after their appointment.

(d) In the event of a mid-term vacancy on the Executive Committee, the Executive Committee shall have power to co-opt an individual of the member society of good standing, to fill this vacancy. The co-opted individual will hold office for the remainder of the term and will be eligible for re-election for one further term only.

5.6 Duration

Executive members, except the Editor of the Journal, cannot hold the same position for more than one term.

5.7 Responsibilities

(a) Manage the day-to-day affairs of the Federation.

(b) Control, generate and disburse the funds of the Federation.

(c) Keep proper accounting reports.

(d) Represent the Federation.

(e) Appoint the Federation's Managing Office, including to recruit and dismiss the Office-Managers and any other employees of the Federation and to determine their remuneration and working conditions.

(f) Adopt internal organization rules to supplement this Constitution and to facilitate the operations, goals and mission of the Federation.

(g) Perform all other tasks required for carrying out of the activities of the Federation and which are not reserved under this Constitution.

(h) Appoint or dissolve the committees upon ratification at the Annual General Meeting.

(i) The Executive Committee may delegate its powers as and when necessary to the Federation's Managing Office.

(j) The Executive Committee determines the persons authorized to sign and their signatory power.

5.8 Scope of Powers

(a) In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have power to use their own discretion.

(b) The decision of the Executive Committee shall be final unless it is reversed at a General Meeting.

5.9 Duties of Office Bearers

(a) President

(i) The President shall preside at General Meetings and meetings of the Executive Committee; shall be responsible for the overall running the Federation and shall be responsible in carrying out the aims of the Federation.

(ii) The President shall succeed to his office from that of President-Elect.

(b) President-Elect

(i) The President-Elect of the Federation shall work towards familiarizing himself or herself with the obligations and duties of the President.

(c) Secretary-General

(i) The Secretary-General shall maintain the minutes of all Executive Committee meetings; provide notices of meetings; coordinate the activities of the Federation; carry out such other duties as the Executive Committee may from time to time designate.

(ii) The Secretary General, or his or her designate, shall keep minutes of all General Meetings, which will be retained by the Federation after confirmation by the President; shall present a report at the Annual General Meeting. Copies of the minutes or extracts shall be sent to member societies who request them.

(d) Treasurer

(i) The Treasurer shall also maintain proper record of all the monetary transactions. He/ she will present an annual budgetary report at the Annual General Meetings.

(ii) The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Federation and shall keep an account of all monetary transactions and shall be responsible for their correctness.

(iii) The Treasurer is authorized to expend up to $500 USD per month for petty expenses on behalf of the Federation. The Treasurer will not keep more than

$500 USD in the form of cash. Any petty cash amount more than $500 USD will be deposited in a bank to be named by the Committee.

(iv) The President, Secretary-General and Treasurer will be the signatories for all financial and banking matters including transactions. Any two signatories to sign for all financial and banking matters including transactions.

(e) Editor of the Journal

(i) The Editor of the Journal of Hand Surgery (Asian-Pacific Edition) will be an ex-officio of the Executive Committee.

(ii) The Editor of the Journal will manage and oversee the running of the Journal of Hand Surgery (Asia-Pacific Edition) and present a report pertaining to the Journal at the Annual General Meetings.

(f) Co-opted Committee Members

(i) The Executive Committee may co-opt several persons to the Executive Committee to perform specific duties for the Federation.

(ii) They shall serve as members without voting rights with the Executive Committee, for a term which shall be fixed by the Executive Committee.

5.10 Delegation

The Executive Committee may delegate additional responsibilities to other individuals who are members of an active member society as the Executive Committee may decide.

5.11 Notice of Executive Committee Meetings

(a) Notice of meetings of the Executive Committee shall be given in writing and sent by post, e-mail or by fax to the last known address of each member of the Executive Committee.

(b) Such notice shall set forth the agenda and be given at least three days prior to the meeting.

5.12 Executive Committee Meetings

(a) The *Executive Committee* may meet either in person or by telephone or any other form of instantaneous communication for the despatch of business.

(b) An *executive committee member* may, at any time, and the *Secretary-General* must on the requisition of an *executive member,* convene a meeting of the *executive.*

(c) The quorum for a meeting of the Executive Committee shall be at least three members.

(d) Each member of the Executive Committee as outlined in Clause 5.1

(e) Voting shall be by a show of hands, unless a secret ballot is requested by one of the present members.

(f) Simple majority is sufficient.

(g) Each executive member shall be entitled to one vote.

(h) If:

(i) the *executive* confer by radio, telephone, closed circuit television or other means of communication;

(ii) all the *executive committee* who for the time being are entitled to receive notice of a meeting of the *executive committee* receive (or waive) notice of the conference and have access to the means by which the conference is to take place;

(iii) each of the *executive committee* taking part in the conference acknowledges they are able to hear each of the other executive committee taking part in the conference; and

(iv) the number of *executive committee members* taking part in the conference are not less than a quorum.

then all the provisions in this constitution relating to meetings of the *executive committee* will apply to the conference as if that conference were a meeting of the *executive committee* and the *executive committee* taking part in the conference were physically present together at a meeting.

(i) An executive committee member is deemed to continue to be present and form part of the quorum until the council member make it known that they are ceasing to take part in that conference and obtains the express consent of the chairman of that conference to do so.

5.13 Resignation of Office Bearers

Any officer may resign by sending a written notice of resignation to the Federation. The officer's resignation shall become effective immediately upon receipt of such written notice.

5.14 Removal

An *executive committee member* may be removed by a resolution of the *voting delegates* at general meeting.

5.15 Remuneration

(a) All members of the Council or Executive Committee shall exercise their office in an honorary capacity and shall not be remunerated.

(b) Subject to the approval of the Executive Committee, a member may be reimbursed for expenses incurred on behalf of the Federation, including but not limited to:

(i) expenses incurred in attending and returning from meetings of the *executive committee,* meetings of any committee of the *executive* or general meetings of the *Federation*; or

(ii) otherwise in connection with the business of the *Federation.*

6. DELEGATES

6.1 Appointment

(a) Each Delegate shall be a surgeon in good standing in the country he represents.

(b) Delegates are appointed by their national member societies for a recommended period of three years and re-appointment is permissible.

(c) No Delegate shall represent more than one country and each country will be represented by only one Delegate.

(d) Each member society shall designate its Delegate by notice in writing to the Executive Committee at least three months in advance of the Annual General meeting. Such written notice shall serve as evidence of the authority and power vested in the Delegate to represent the country.

6.2 Concurrent positions

(e) No delegate shall hold an elected office in the Federation

(f) If a delegate is elected to a position in the executive committee, he/ she will no longer represent the country. The country will have to appoint a new delegate by sending a notice in writing to the executive committee.

6.3 Power

(a) A delegate to the Federation is assumed to carry the authority of their parent hand surgery society when acting as a member of the Federation council.

A delegate may not vote for any resolution of the council if he or she believes that they do not have the authority to vote on the matter before the council. In that instance the delegate may abstain from the vote and seek further clarification from their parent society.

(b) In that instance the proposal under vote is suspended until such a time as clarification of the status of the delegates authority is determined and passed on to the chairman of the meeting.

6.4 Removal

A *delegate* may be removed by a resolution of the *council* in general meeting.

6.5 Vacancy

In addition to the circumstances in which the office of a *council member* becomes vacant by virtue of the *Law*, the office of a *council member* becomes vacant if the *council member*:

(a) dies or is permanently incapacitated;

(b) 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:

(c) resigns that office by written notice to the *Federation;* or

(d) becomes prohibited from being a *council member* by reason of any order made under or pursuant to any law**.**

6.6 Declaration of Conflict of Interest

(a) Any *Executive committee* member, officer, employee, or committee member having an interest in a contract or other transaction that is presented to the *Executive committee* or a committee for recommendation, authorization, approval, or ratification shall give a prompt, full and frank disclosure of his or her interest to the *Executive committee* prior to its acting on such contract or transaction.

(b) The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.

6.7 Conflicts

(a) Subject to the *Law*, a *council member* who has a material personal interest in any matter that is being considered at a meeting of the *council:*

(i) shall not vote on, nor use his or her personal influence on, nor participate (other than to present facts or to respond to questions) in the discussion or deliberations with respect to such contract, transaction, or determination.

(ii) may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon.

(iii) The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

6.8 Committees

(a) The *executive committee* may delegate any of their powers to a committee or committees consisting of a number of *voting delegates (committee)* as they think fit. Delegates may also request the formation of committees at General Meetings.

(b) The number of individuals, duties and term of each ad hoc committee shall be included in the announcement of its formation

(c) This decision must subsequently be ratified at the next Annual General Meeting.

(d) A *committee* will exercise the powers delegated in accordance with any directions of the *executive committee* and a power so exercised will be deemed to have been exercised by the *executive committee.*

(g) A *committee* may meet and adjourn as it thinks fit.

(h) Questions arising at a meeting of a *committee* will be determined by a majority of votes of the members present and voting.

6.9 Nomination Committee

(a) A Nomination committee shall be formed at the end of the Annual General Meeting in the year before elections are held.

(b) This committee shall have the incoming Immediate Past President as Chairperson and one member appointed by the outgoing Executive Committee, together with one delegate elected at the Annual General Meeting.

(c) In the event that a relevant Annual General Meeting is not held during the terms of office of the Executive Committee, elections to the Nomination Committee will be held at the next Annual General Meeting.

(d) The President is not eligible to directly appoint any members of the Nomination Committee, serve on the Nomination committee, give the Nomination

Committee instructions, or take part in the Nomination Committee's deliberations.

(e) A member of the Nomination Committee who is nominated for President-Elect, Secretary-General, Treasurer or Auditors should resign from the Nomination Committee immediately.

6.10 Alternate delegates

(a) A *delegate* may, with the approval of the council, appoint a person to be an alternate *delegate* in the appointer's place during such period as that appointer thinks fit.

(b) An alternate *delegate* is entitled to notice of meetings of the *council* and, if the appointer is not present at such a meeting, is entitled to attend and vote in the appointer's stead and to exercise all of the powers and rights of a *delegate.*

(c) The appointment of an alternate *delegate* may be terminated at any time by the appointer notwithstanding that the period of the appointment of the alternate *delegate* has not expired and terminates in any event if the appointer is removed from or vacates office as a *delegate.*

(d) An appointment, or the termination of an appointment, of an alternate *delegate* is made by notice signed by the *delegate* who makes or made the appointment and served on the *Federation*.

7. GENERAL PROVISIONS

7.1 Records

(a) The *executive committee* will determine whether and to what extent, at what time and places and under what conditions, the accounting records and other documents of the *Federation* or any of them will be open to the inspection of *members* other than *executive committee*.

(b) A *member* other than an *executive committee member* does not have the right to inspect any document of the *Federation* except as provided by law or authorised by the *executive committee* or by the *Federation* in general meeting.

7.2 Audit

(a) Unless the provisions of the *Law* enable the *voting delegates* to otherwise agree, the accounts of the *Federation* will be audited annually.

(b) Auditors of the *Federation* will be appointed and their continuing appointment will be renewed at each annual general meeting by majority vote and may resign or be removed and their remuneration, rights and duties will be regulated in accordance with the provisions of the *Law*.

(c) A person must not be appointed or act as auditor of the *Federation* if that person is not a qualified auditor or has been or is disqualified under the provisions of the *Law.*

(d) Every account of the *Federation* when audited and approved by a general meeting will be conclusive except as regards any error discovered in that account within 3 months next after the approval of that account.

7.3 Indemnity

(a) To the extent permitted by law, the *Federation* may indemnify each *Executive committee member* against any *liability* incurred by the officer in or arising out of the conduct of the business of the *Federation* or in or arising out of the discharge of the *duties of the executive committee member.*

(b) In any case where the *executive committee* considers it appropriate the *Federation* may execute a documentary indemnity in any form in favour of any *executive committee member.*

(c) Where the *executive committee* considers it appropriate to do so, the *Federation* may, to the relevant extent, pay amounts by way of premium in respect of any contract effecting insurance on behalf of or in respect of an *officer* against *liability* incurred by the officer in or arising out of the conduct of the business of the *Federation* or in or arising out of the discharge of the *duties of the officer.*

(d) In this clause 7.3:

(i) *officer* includes an executive committee member or official delegate.

(ii) *duties of the officer* include, in any particular case where the *executive committee* considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an *officer* by the *Federation.*

(i) *liability* means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

7.4 Notices

(a) A notice may be given by the *Federation* to:

(i) any *member* by:

(A) personal service; or

(B) sending it by post to the address shown in the Register of Members or to the address supplied by that *member* to the *Federation* for delivery of notices; or

(C) Other electronic means.

(b) Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected:

(i) in the case of a notice of meeting, on the day after the date of its posting; and

(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

7.5 Alteration of the Constitution

(a) The Constitution of the *Federation* may be altered, rescinded or added to by a Special Resolution of the *Federation.*

(b) Amendments to this Constitution may be initiated by a proposal from at least two members of the Council.

(c) The *Secretary* shall forward a copy of such proposals to every delegate of member societies who is eligible to vote.

(d) Proposed amendments shall be submitted for ratification by a two-thirds majority of those present at an Annual General Meeting. Following this, the entire Council shall be notified by mail of the action.

(e) No change in the constitution is allowed without the approval of the relevant authorities in the country of registration.

7.6 Interpretation

(a) In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have power to use their own discretion. The decision of the Executive Committee shall be final unless it is reversed at a General Meeting

7.7 Dispute Resolution

(a) In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution.

(b) Should the members fail to resolve the matter, any dispute arising out of or in connection with this Constitution may first be addressed by mediation or arbitration prior to resorting to a court of law.

7.8 Prohibitions

(a) Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Federations premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

(b) The funds of the Federation shall not be used to pay the fines of members who have been convicted in court of law.

(c) The Federation shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in the country of registration.

(d) The Federation shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

(e) The Federation shall not hold any lottery, whether confined to its members or not, in the name of the Federation or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

(f) The Federation shall not raise funds from the public for whatever purposes without the prior approval in writing of the relevant authorities.

I, the person who will be the President of the *Federation* at the time of adoption of the Constitution, agree that the foregoing terms of the constitution will be the constitution of the *Federation*.

Signature of President

Annex I

List of Founding Member Societies

1. Australia
2. Hong Kong
3. India
4. Indonesia
5. Japan
6. Malaysia
7. Philippines
8. Singapore
9. South Korea
10. Taiwan
11. Thailand
12. New Zealand
13. Bangladesh