

CHINESE SPEAKING ORTHOPAEDIC SOCIETY

---Chinese Speaking Orthopaedic Society Constitution---

This constitution is written in Chinese and English, both of which carry equal legal weight.

Chapter 1 Organisation and Objectives

Article 1 Society Name

The name of the society is Chinese Speaking Orthopaedic Society (CSOS). It is a non-profit organisation and complies with the law of the territory where it is located.

Article 2 Society Office and Location

The society shall set up an office at a location permitted by the law and the rules of the society according to the resolution made by its council.

Article 3 Society Objectives

1. To promote and disseminate knowledge about state-of-the-art orthopaedic science and technology through exchange of information among members
2. To promote discussion and dissemination of expertise and personal experience in orthopaedic research, surgery, and practice among members
3. To formulate a global strategy for future development and establish our niche in the international orthopaedic scene
4. To encourage the development of academic relationships among members and participating institutions
5. To assist members in advancing their careers and research
6. To foster fellowship and goodwill among members

Chapter 2 Members

Article 1 Official Members

Any excellent Chinese-speaking orthopaedist and/or orthopaedic research personnel may become official members. See Appendix 1 on the election of members for details.

Article 2 Lifetime Members

Lifetime members are official members with a lifetime membership qualification. Lifetime members must apply in writing to the council and the once-off lifetime membership fee will be decided by the council sub-committee

Article 3 Honorary Members

Honorary members of the society must have made special contributions to the society and attained outstanding achievements in the orthopaedic field, and shall be elected by the council. Honorary members do not have to be doctors or research personnel and do not have the right to vote.

Article 4 Group Members

Group members must be members of incorporated foundations and companies that support the society's objectives and activities. Membership fees for group members shall be decided by the council on a case-by-case basis. Group members do not have the right to vote.

Article 5 Membership Morals and Ethics

All members of the society must have good morals and ethics in their professional work and practice, and must adhere to the society's constitution. (See Article 8 for information on termination of membership by the council).

Article 6 Membership Qualification

The council will judge membership applicants on a case-by-case basis. Members must be Chinese-speaking with active experience in the orthopaedic field in clinical practice, research, or both.

Article 7 Voting

Every official member and lifetime member is entitled to one vote for every motion that requires a resolution. All votes are counted equally and a two-thirds majority vote is required for every motion to be passed.

Article 8 Termination of Membership by the Council

In cases of immoral behaviour or ethics violation by a member of the society, the council will convene a feedback session to present the case. The session should be attended by half the total number of council members or more and a two-thirds majority vote must be obtained before a membership can be terminated. In all cases of termination, the member is required to settle the remaining fees before membership termination is finalised.

Article 9 Termination of Membership by the Member

Members may apply to withdraw their membership by submitting a written application to the Secretary-General. The membership withdrawal form does not exempt a member from existing payments owed, such as fees, taxes, and other payables. Only once these payments have been settled will the membership termination be finalised.

Chapter 3 Members Meeting

Article 1 General Members Meeting

A general members meeting will be convened once every three years and will be held at the same time as the society's academic meeting. The specific date shall be discussed and decided jointly by the council and the local personnel-in-charge of organising the meeting. All members are encouraged to join in order to foster new connections between members and their associated institutions. Motions that require votes will be raised during the meeting. See Chapter 2, Article 7 for information on voting.

Article 2 Extraordinary Meeting

An extraordinary meeting for the society's members or any fields affiliated with the orthopaedic profession may be held upon approval by the council chairman and a two-thirds majority vote of the council members.

Article 3 Meeting Venue

The meeting venue shall be decided in advance by the general members meeting held once every three years. The organising district shall submit its plan for approval by the council at least 24 months prior to the meeting.

Article 4 Notice of Meeting

The notice of meeting shall be sent to the local personnel-in-charge by the society following a finalised decision by the council. Registrations of meetings and arrangements for academic events should be served to the members at least 12 months prior to the convention of the meeting.

Article 5 Legal Quorum

The legal quorum is one-tenth of the number of members with voting rights at the meeting. If a certain meeting does not meet the legal quorum, adjournment of the meeting may be announced without further notice to the members in attendance.

Article 6 Authorised Representatives

Members who are not able to attend a meeting may authorise another member in writing to attend the meeting. The letter of authorisation is valid for three months.

Chapter 4 General Council

Article 1 General Authority

The general council manages the general affairs of the society dictated by the motions carried out at the previous meeting. They operate with good morals and ethics to serve the society's and members' best interests.

Article 2 Number, Term, and Qualification of General Council Members

The general council should not have more than 17 general members and 4 executive council members (Chapter 4). Each general council member shall serve until the convention of the next general members' meeting and successors are elected. General council members may serve a maximum of two consecutive terms unless special circumstances arise; additional terms are subject to approval by the executive council (Chapter 5) and general council. If approved by the councils, members are still required to be elected in the general members meeting. If a general council member is elected a headquarters member, replacement of the vacancy by another general council member requires the approval of the executive council and general council.

Article 3 Establishment of the General Council

A potential general council member shall be recommended by a current general council member who is ending his term and shall be elected in the general members' meeting.

Article 4 Regular Meeting

The general council's regular meeting shall be held at the same time as the general members' meeting. The general council may hold additional regular meetings without serving additional notice of the time and venue of the additional regular meeting. However, at least half the general council is expected to attend and any motions must be passed with a two-thirds majority vote.

Article 5 Extraordinary Meeting

An extraordinary council meeting may be convened at the proposal of the president of the society or any six council members. The venue shall be chosen by the proposer or the person authorised to convene the meeting and approval from a majority of the council members should be obtained.

Article 6 Notice of Extraordinary Meeting

Notice of the convention of an extraordinary meeting should be served to the executive council and general council members six weeks prior to the meeting.

Article 7 Legal Quorum

The legal quorum of any meeting the general council holds to handle the society's affairs should exceed the number of votes. The full number of the council's votes is 21, including those of 17 council members and 4 executive council members, i.e. the President, the President-Elect, the Secretary-General, and the Treasurer.

Article 8 Valid Meeting Format

A meeting that is attended by a majority of the executive and general council members and that reaches the legal quorum is valid, except where more attendees is required by the law, the constitution, or the society's rules and regulations.

Article 9 Vacancy

When there is a vacancy in the general council, the general council needs to unanimously recommend a member to fulfil the remaining term of the outgoing general council member. If the remaining term exceeds 50% of the total term, the incoming general council member's term shall be calculated based on the full term.

Article 10 Remunerations

General council members do not receive any fixed salaries or remuneration from the society during their term.

Chapter 5 Executive Council of the Society

Article 1 Executive Council Members

The executive council of the society includes one president, one president-elect, one secretary-general, and one treasurer. All the executive council members should be excellent general society members. They operate with good morals and ethics to serve the society's and members' best interests.

Article 2 Election and Term of the Society's Executive Council Members

The executive council members of the following term shall be elected in the council's general meeting (once every three years). Refer to Appendix 2 for the steps in election. The election of council members should be carried out promptly at the earliest time possible if it were to be done at the general meeting. Replacement for any vacancies that appear should be done upon approval at the general council meeting. The incumbent president should be a current general council member. The President will appoint the Secretary-General and Treasurer. The Secretary-General's term is at least six years, and the term for the remaining council members is three years.

Article 3 Dismissal

Dismissal of any of the society's executive council members who were elected or who were appointed by the general council should be ruled on the principle of protecting the greatest interest of the society. Rulings for dismissal should bear no damage to the interest of the dismissed party. If there is, such dismissal must be passed by a two-thirds majority vote.

Article 4 President of the Society

The president is the main executive council member of the society and is under the authority of the general council. He/she is in charge of handling the daily affairs of the society and supervising the implementation and execution of the general council's resolutions (unless the general council has appointed another party to do so). All-in-all, the president shall undertake the duties of his/her designation as well as those appointed by the general council. He/she shall appoint the committee chairman and other executive council members of the society based on the council members' requirements upon approval by the general council.

Article 5 President-Elect

The president-elect should execute the tasks given to him/her by the current president of the society. As a successor to the president, he/she shall assume the president's duties when the former president's term has ended. The president-elect should conduct the president's duties if he/she is absent.

Article 6 Secretary-General

The secretary-general shall: (a) take the minutes of the general members' meeting and the general council meetings; (b) ensure the delivery of the notices of meeting; (c) store the society's documents and stamps well; (d) keep the files and correspondence information of the members well; (e) and undertake the corresponding obligations of the secretary-general and the tasks given to him/her by the president.

Article 7 Treasurer

The treasurer is in charge of the society's finances. He/she shall: (a) supervise and manage the society's current account; (b) manage the society's funds and securities, including income and expenditure; (c) execute all of the treasurer's duties and other tasks given to him/her by the chairman or the council.

Article 8 Consultation Committee

The council shall appoint a consultation committee comprising of outstanding luminaries including former chairmen and experienced and qualified general council members. The consultation committee is in charge of the society's long-term plans as well as special research and tasks, such as nominations in and

monitoring of elections. All of the members of the consultation committee are to be recommended by the general council and approved by majority vote. The term of a consultation committee member is three years, after which a consecutive term may be served, but may not exceed two terms. All members of the consultation committee can participate in the general council meetings but have no voting rights, and they must not be current general council members.

Chapter 6 Committee

Article 1 Standing Committee

The society may form any number of committees according to the president's directive in the same way as the general council (Chapter 4). The following committees may be established, but not all committees are required to be established:

- (1) Nomination committee
- (2) Membership qualification verification committee
- (3) Constitution by-laws committee
- (4) General meeting execution committee
- (5) Programme committee
- (6) Publishing committee
- (7) Finance committee
- (8) Academic scholarship committee
- (9) Education committee

Article 2 Appointment of Committee Chairman

A committee chairman for the various committees shall be appointed by the president upon approval by the general council. The chairman of the nomination committee should be a former president while the remaining committee chairmen should be general council members.

Article 3 Appointment of Committee Members

The number of and candidates for committee members shall be proposed by the committee chairmen and approved by the president.

Article 4 Vacancy

The replacement process of vacancies for committee members is the same as that for their appointment.

Article 5 Legal Quorum

The legal quorum shall be constituted by a majority of the committee members, except for when the council has other resolutions. The decisions made by the majority of the committee members in attendance in a meeting are valid.

Article 6 Individual Committee Rules and Regulations

Each committee shall draft its own detailed management rules and regulations. Such rules and regulations must not be in contravention with the society's constitution and the statutes of the general council's institutions.

Article 7 Special Committee

The special committee is one that is set up for a special purpose. The appointment of its chairman and the rules for the formation of the committee are the same as those for the standing committee. The establishment of this committee must be for exceptional circumstances that cannot be handled by the current committees (Chapter 6, Article 1).

Chapter 7 Contract, Cheques, Deposits and Funds

Article 1 Executive Council Authorisation

Unless otherwise stipulated in the constitution, the general council may authorise any executive council member or agent to conclude and sign contracts or agreements in the society's name or on behalf of the society. Such authority may be manifested in general or specific matters.

Article 2 Cheques and Money Orders, etc.

A relevant executive council member must sign any cheques, money orders, or other forms of payment invoices, proofs or other securities issued in the society's name. If the payment has the potential to contradict the best interest of the society, it needs to be passed by the general council's resolution. If the decision is not made by the general council, such proofs must be signed by the society's treasurer or the president-elect.

Article 3 Deposits

All of the society's funds must be deposited into a bank or a trust company recognised by the society at any time or other avenues of deposit recognised by the council. All receipts and proof of deposit must be retained by the society's treasurer.

Article 4 Gifts

All the general or special-purpose donations, gifts, bequests, or devices that the general council accepts on behalf of the society shall come under the society's assets.

Chapter 8 Books and Archives

The society must ensure that it keeps a complete set of books, accounting proofs, minutes of meetings, and compilations of theses by the various councils as well as the important committee archives authorised by the council. The society must also register the names and addresses of the main officials and members with election rights. The managers or attorneys of any of the society's members have the right to inspect the books and archives for certain purposes and at appropriate times.

Chapter 9 Fiscal Year

The fiscal year shall be decided by the general council at every general members meeting (Chapter 3, Article 1). The fiscal year is generally kept in accordance with the territory in which it is located. The fiscal year is currently kept between 1 April and 31 March.

Chapter 10 Membership Fees

Article 1 Full-year Membership Fees

The general council shall decide the membership fees and the entry membership fees of each year during the general council member meeting every three years (Chapter 4, Article 4). Members shall pay the annual membership fees to the society, if any.

Article 2 Payment of Membership Fees

Members should pay the membership fees in full by 1 June every year.

Article 3 Owing of Membership Fees and Cancellation of Membership

If a member delays in paying the membership fees for six months, the general council may permanently cancel the member's membership.

Chapter 11 Stamp

The society's stamp bears both its Chinese and English names.

Chapter 12 Declaration of Waiver of Right to Vote

According to the regulations of the Illinois Not For Profit Organization Constitution, or based on the rules and regulations of the society, if a member needs to declare his/her waiver of his/her right to vote, then the signed documents that he/she submitted before and after such waiver shall be deemed to have the same effect as the waiver declaration.

Chapter 13 Amendment, Correction, Abolishment, or Implementation of the Constitution

The amendment, correction and abolishment of the constitution, or the right to implement a new constitution, must be authorised by the general council, unless otherwise stipulated by the society terms or in the constitution. A regular meeting must be convened for the execution of such an authority and the purpose of the meeting should be stated in the notice of meeting. The constitution should include the detailed management rules for the various matters of the society and be consistent with the society law and terms.

Chapter 14 Regulations for Business Meeting Agendas

The regulations for business meeting agendas are as follows:

- (1) Announce the commencement of meeting
- (2) Taking of attendance
- (3) Reading out and passing of the minutes of the previous meeting
- (4) Committee reports
 - (A) Standing committee
 - (B) Special committee
- (5) Executive council of the society
- (6) Original and unresolved matters
- (7) New matters
- (8) End of meeting

Chapter 15 Publications

Article 1 Newsletters

The society should publish an industrial newsletter, CSOS News, regularly to disseminate information and society news to the members. The chief editor shall be appointed by the head of the publishing committee.

Article 2 Books

Any society member wishing to publish a book with the aid of the society must submit their proposal to the publishing committee (Chapter 6, Article 1) in writing. The publishing committee will review the proposal and if they wish to proceed, they will present the proposal to the general council for final approval. Books should generally adhere to the society's objectives and may either be original Chinese publications or books translated into Chinese. Books should focus on orthopaedic science, orthopaedic applications, or both. The society's support of the publishing of a book must adhere to the society's rules and constitution, as well as the law and regulations of the territory in which it is published.

Article 3 Journals

Any society member wishing to establish a scientific journal with the aid of the society must submit their proposal to the publishing committee (Chapter 6, Article 1) in writing. The publishing committee will review the proposal and if they wish to proceed, they will present the proposal to the general council for final approval. Journals should generally adhere to the society's guidelines and should focus on orthopaedic science and/or its applications. The journal as well as its publisher must adhere to the society's rules and constitution, as well as the law and regulation of the territory in which it is published. The journal must submit regular reports to the general council on its progress in order to ensure that the journal continues to serve the best interests of the society.

Appendices

Appendix 1

Procedure for the nomination and election of members to the society

1. The applicant must submit a written request to join the society, together with their CV, to demonstrate their experience within the orthopaedic field.
2. A current member of the society must provide a reference for the applicant and provide evidence of their experience in the orthopaedic field.
3. The membership qualification verification committee (Chapter 6, Article 1) will review the application and reference and decide on the applicant's suitability to join the society.
4. The committee will submit their decision to the executive council for final approval.
5. Should the applicant be admitted to the society, they must settle the membership fee before the membership is approved.

Appendix 2

Procedure for the nomination and election of the society's executive council

1. The candidate for the next president should be an excellent member of the council.
2. The nomination committee shall be made up of two members nominated from the council by the previous president in the name of the head of the committee.
3. The nomination committee should convene a meeting to propose the list of candidates.
4. The nomination committee should give every council member a list of the candidates, including their past experiences and their contributions to CSOS, at least two weeks before the election.
5. The secretary-general should prepare the voting slips.
6. Unsigned ballots may be submitted via mail, through an agent authorised in writing or by attending the election held by the council in person.