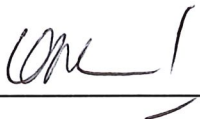


**CONSTITUTION OF THE NEW ZEALAND ORTHOPAEDIC ASSOCIATION
INCORPORATED**

We certify that this Constitution is correct as at 20 October 2025.

Signature:  _____

Name: Khalid Mohammed

Title: President New Zealand Orthopaedic Association Incorporated

**CONSTITUTION OF THE NEW ZEALAND ORTHOPAEDIC
ASSOCIATION INCORPORATED**
Updated 20 October 2025

(Founded 1950)

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 is Level 12, Ranchhod Tower, 39 The Terrace, Wellington 6011.

3. CONTACT PERSON:

The contact person will be the Honorary Secretary as appointed under Rule 16.

4. PURPOSES:

The purposes 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, and any subsequent amendments to that Code.
- h) Financial gain is not a purpose of the Association.
- i) The Association is registered as a Charitable entity under the Charities Act 2005.

5. MEMBERSHIP:

Membership of the Association shall comprise the following (together referred to as 'the members':

- a) Honorary Members - 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 subscriptions.
- b) Corresponding Members - 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 subscriptions.
- c) Senior Members – These are Members 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 Members. Application to become a senior member is through the Honorary Secretary and approved at the AGM.
- d) Emeritus Members - These are Members of the Association who have retired from active practice and wish to retain membership. They do not vote, hold office or pay subscriptions, but shall otherwise have the rights, privileges and obligations of Full Members. Application to become a Emeritus member is through the Honorary Secretary and approved at the AGM.
- e) Full Members - These shall be Orthopaedic Surgeons who –

- 1) Have successfully completed training in Orthopaedic Surgery through the Royal Australasian College of Surgeons, or substantially equivalent training, 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, and
 - 3) Physicians, Surgeons or scientists who are interested in Orthopaedic Surgery or allied branches of medicine.

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

- 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.

6. THE REGISTER OF MEMBERS:

- a) The Honorary Secretary shall keep a register of members ("The Register"), which shall contain the names the postal and email addresses and telephone numbers of all members, the dates at which they became members, and the members' class of membership.
- b) If a member's contact details change that member shall give the new postal or email address or telephone number to the Honorary Secretary.

- c) Full members shall have reasonable access to the Register via the Honorary Secretary for business consistent with Purposes of the Association.

7. OBLIGATIONS OF MEMBERS:

- a) All members shall promote the Purposes of the Association and shall do nothing to bring the Association into disrepute.
- b) All members must abide by the Association's Code of Conduct.

8. ELECTION TO MEMBERSHIP:

- a) All nominations for election to membership shall be made by the Council. Any two Members may submit names to the Honorary Secretary for election to any category for consideration by the Council.
- b) The nominee must consent to become a member of the Association agreeing to abide by the Association's Constitution and any rules and regulations made under it.
- c) 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 subscription will be payable.
- c) Elected Members shall receive a Certificate of Membership.

9. 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.

10. CESSATION OF 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) The Council may give a member notice terminating that member's membership if that member:
 - i. Ceases to be qualified to be a member; or
 - ii. Is convicted of a category 3 or 4 offence under the Criminal Procedure Act 2011 or an offence for which a convicted person may be imprisoned;
 - iii. Is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation;
 - iv. Is removed as a member pursuant to the provisions of this constitution.
- c) When a member's membership is terminated under this rule:
 - i. The termination will take effect from the date specified in the termination notice or resignation notice;
 - ii. The member remains liable to pay all subscriptions, levies and any other fees to the end of that financial year; and
 - iii. The member must cease to hold themselves out as a member of the Association and must return to the Association all material produced by the Association (including any membership certificate, handbooks and manuals) requested by the Council from the date of the termination notice.
- d) Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted by decision of the Council.
- e) However, if a former member's membership was terminated under this rule, the applicant must not be re-admitted by the Council without the prior approval of a general meeting.

11. 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 are payable from the time of election.

- b) A candidate who is elected to membership under Rule 8 shall not be entitled to any of the privileges of the Association until the subscription has been paid.
- c) Members 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 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.

12. FINANCE:

- a) The Association's Financial Year shall begin on 1 August every year and end on 31 July of the next year.
- b) The Association's bankers will be nominated by the Council from time to time.
- 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 authorisation of the CEO.
- 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.

13. CONDUCT OF MEETINGS:

- a) An Association Meeting is either an Annual General Meeting or a Special General Meeting.
- b) The Annual General Meeting shall be held once every year no later than six months after the Association's balance date and within 15 months after the previous Annual Meeting. The Council shall determine when and where the Association shall meet within those dates.
- c) Special General Meetings may be called by the Council. The Council must call a Special General Meeting if the Honorary Secretary receives a written request from at least 10% of the Members eligible to vote.
- d) The Honorary Secretary shall:
 - a. Give all Members at least 2 months' notice of Annual General Meetings and at least 21 days' notice of Special General Meetings of the business to be conducted at any Society Meeting
 - b. Additionally, the Honorary Secretary will provide, as appropriate:
 - i. A copy of the President's Report on the Association's operations and of the Annual Financial Statements as approved by the Council;
 - ii. A list of Nominees for the Council, and information about those Nominees if it has been provided;
 - iii. Notice of any motions and if known, the Council's recommendations about those motions;
- e) If the Honorary Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- f) All Full members and Senior members may attend and vote at Association Meetings. Members may be provided with the option of electronic voting, at the discretion of the Council.
- g) No Association Meeting may be held unless at least 15% of eligible Members attend or have voted electronically prior to the meeting. (This will constitute a quorum.) Voting shall be by a majority.

- h) All Association Meetings shall be Chaired by the President, or if the President is absent:
 - i. the President's nominated Chair
 - ii. in the absence of a nominated Chair, the Council shall elect a Council Member to chair that Association meeting.
- i) On any given motion at an Association Meeting:
 - a) the Chair/President shall in good faith determine whether to vote by:
 - i. Voices;
 - ii. Show of hands; or
 - iii. Secret ballot.
 - b) If voting has been carried out by electronic means, such votes must be received by the Honorary Secretary at least 2 working days prior to the Society meeting. Such votes are added to the votes received above.
 - c) However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.
- j) The business of an Annual General Meeting shall be:
 - i. Receiving any minutes of the previous Association's Meeting(s);
 - ii. The Chair/President's report on the business of the Association;
 - iii. The Treasurer's report on the finances of the Association, and the Annual Financial Statements;
 - iv. Election of Committee Members;
 - v. Motions to be considered;
 - vi. General business.
- k) The Chair/President or his/her nominee shall adjourn the meeting if necessary.
- l) Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case, it shall stand adjourned to a day, time and place determined by the Chair/President of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned

meeting other than the business left unfinished at the meeting from which the adjournment took place.

- m) The Honorary Secretary must keep minutes of each General Meeting. If the Honorary Secretary is not present at a General Meeting, the President must appoint another Officer to keep minutes of the Meeting.

14. MOTIONS AT ASSOCIATION MEETINGS:

- a) Any Member may request that a motion be voted on ("Member's Motion") at a particular Association Meeting, by giving written notice to the Honorary Secretary at least **28 days** before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Council may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least **25%** of eligible Members:
 - i. It must be voted on at the Society Meeting chosen by the Member; and
 - ii. The Honorary Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
 - iii. If the Honorary Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- b) The Council may also decide to put forward motions for the Society to vote on ("Council Motions") which shall be suitably notified.

15. WRITTEN RESOLUTION IN LIEU OF GENERAL MEETING:

- a) A written resolution is as valid as if it had been passed at a general meeting if it is approved by no less than of the number of members who are entitled to vote.
- b) A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar

means of communication) each approved by or on behalf of one or more of the members who are entitled to vote.

- c) For the purposes of this rule, a member may give their approval by:
- i. signing the resolution; or
 - ii. giving their approval to the resolution by email or any other electronic means approved by the Council.

16. 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, and
 - An Honorary Editorial Secretary

These Officers shall be elected at a General Meeting as provided for under Rule 13.

- (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 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 for a term of three years. To provide a maximum term of four consecutive years.
- (iv) The Honorary Editorial Secretary shall be elected for a four year term.
- (v) Only members of Category 5 (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 or more Members 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 Members 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) 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.
- (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) 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) 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.

17. OFFICERS CEASING TO HOLD OFFICE:

- a) A person ceases to be an officer if the person:
 - i. Resigns;
 - ii. Is removed from office by a resolution of a General Meeting passed by a two-thirds majority of those present and voting;
 - iii. Becomes disqualified from being an officer under s 47(3) of the Act;
 - iv. Dies; or
 - v. Otherwise vacates office in accordance with this Constitution.
- b) An officer may resign by giving notice of resignation to the Honorary Secretary and the President and the notice of resignation will take effect when it is received by the Honorary Secretary and the President or at any later time specified in the notice.
- c) Each officer must, within one calendar month of submitting a resignation or ceasing to hold office, deliver to that officer's successor or the Honorary Secretary all books, papers and other property of the Society possessed by such former officer requested by the Council.
- d) Despite vacating office as an officer, a person who has held office as an officer remains liable for acts and omissions and decisions made while that person was an officer.

18. DISCLOSURE OF OFFICER INTERESTS:

- a) The Council will maintain a register in which officer's interests are recorded.
- b) An officer who is interested in a matter relating to the Association (as defined in section 62 of the Act) must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - i. to the Council; and
 - ii. in the Interests Register.
- c) Disclosure must be made as soon as practicable after the officer becomes aware that they are interested in the matter.

19. 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
The Honorary Editorial Secretary

By election
 - (ii) Three Full Members, each of whom will be elected for two years, but shall be eligible for re-election for one further term. The Members shall be elected to the Council in the manner stipulated in Rule 16.
- b) Five Members of Council 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.

20. 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 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 to assist in their deliberations or for special functions.
- e) To fill casual vacancies as under Rule 16.

- f) To advise the Royal Australasian College of Surgeons, or equivalent new zealand college of orthopaedic 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.

21. SUB COMMITTEES:

- a) Unless otherwise resolved by the Council:
 - i. the quorum of every sub-committee is half the members of the sub-committee;
 - ii. no sub-committee may commit the Association to any financial expenditure without express authority from the CEO; and
 - iii. no sub-committee may delegate any of its powers.
- b) 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.
- c) 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. Aotearoa New Zealand Orthopaedic Training Board
 - 2. Education & Training Committee
 - 3. Continuing Professional Development and Standards Committee
 - 4. ACC & Third Party Liaison Committee
 - 5. Ethics and Discipline Committee
- d) The President shall be a member of all Committees ex-officio.
- e) The Chairperson 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.

- f) 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.
- g) The Chairperson of the Sub-Committee shall attend the Council Meetings as the President may determine. They shall be entitled to have a vote.
- h) 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.

22. CONTINUING PROFESSIONAL DEVELOPMENT:

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

- a) All Full members of the NZOA who hold vocational registration with the MCNZ.
- b) All Senior members of the NZOA who hold vocational registration with the MCNZ.
- c) Associate members in Rule 5 Category (f) (1) who have graduated from the NZOA training scheme and are on Fellowship.

Members who are not compliant with the CPD Programme may be considered under Rule 10.

23. 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.
- e) 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.

24. 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.

25. WINDING UP:

If the Association is wound up:

- a) The Association's debts, costs and liabilities shall be paid;
- b) Surplus property or assets will be used to advance a charitable purpose or charitable purposes; and
- c) No distribution may be made to any Member.

26. AMENDMENT OR ALTERATION OF THE CONSTITUTION:

- a) The Constitution of the Association shall not be altered, added to or rescinded except on a vote of the Members eligible to vote.
- 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 14 days 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) At least 50% of the eligible members of the Association must vote on any changes to the Constitution and 75% of those Members must vote in favour of the changes. Voting will be by postal or internet voting among the voting Members 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.

27. DISPUTE RESOLUTION PROCEDURES:

The procedure for resolving disputes and other grievances between Members as well as between Members and the Association are those as set out in Schedule 2 of the Incorporated Societies Act 2022.

How a complaint is made:

- a) A member or an officer may make a complaint by giving to the Association (or to the Ethics and Discipline Committee) a notice in writing that—
 - i. states that the member or officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
 - ii. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - iii. sets out any other information reasonably required by the Association.

- b) The Association may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—
 - i. states that the Association is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
 - ii. sets out the allegation to which the dispute relates.
- c) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- d) A complaint may be made in any other reasonable manner permitted by the Association's Constitution.
- e) Person who makes complaint has right to be heard
 - i. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- f) If the Association makes a complaint,—
 - i. the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 - ii. an officer may exercise that right on behalf of the Association.
- g) Without limiting the manner in which the member, officer, or Association may be given the right to be heard, they must be taken to have been given the right if—
 - i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - iii. an oral hearing (if any) is held before the decision maker; and
 - iv. the member's, officer's, or Association's written statement or submissions (if any) are considered by the decision maker.
- h) Person who is subject of complaint has right to be heard

- i. This clause applies if a complaint involves an allegation that a member, an officer, or the Association (the respondent)—
 - (i) has engaged in misconduct; or
 - (ii) has breached, or is likely to breach, a duty under the Association’s constitution or bylaws or this Act; or
 - (iii) has damaged the rights or interests of a member or the rights or interests of members generally.
 - ii. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
 - iii. If the respondent is the Association, an officer may exercise the right on behalf of the Association.
 - iv. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iv) an oral hearing (if any) is held before the decision maker; and
 - (v) the respondent’s written statement or submissions (if any) are considered by the decision maker.
- i) Investigating and determining dispute
- i. The Association’s Ethics and Discipline Committee must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
 - ii. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.
- j) The Association may decide not to proceed further with a complaint if:
- i. the complaint is trivial; or
 - ii. the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a member or an officer has engaged in material misconduct:

- (ii) that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act:
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged:
 - iii. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - iv. the person who makes the complaint has an insignificant interest in the matter; or
 - v. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - vi. there has been an undue delay in making the complaint.
- k) The Association may refer complaint:
 - i. The Ethics and Discipline Committee may refer a complaint to—
 - (i) a subcommittee or an external person to investigate and report; or
 - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
 - ii. The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- l) Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or the Ethics and Discipline Committeea subcommittee consider that there are reasonable grounds to believe that the person may not be—

 - i. impartial; or
 - ii. able to consider the matter without a predetermined outcome.

28. REGULATIONS:

The Association may from time to time by resolution in General Meeting make, amend or rescind regulations not inconsistent with the Constitution governing procedures at its meetings and publications (if any) of reports thereof and the business of the Association in the press.

29. 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 is approved by Council.

30. NOTICES TO MEMBERS:

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.

31. 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.

32. OFFICIAL JOURNAL:

The Official Journal of the Association shall be the Bone & Joint Journal.

33. ETHICS AND DISCIPLINE:

- a) The Ethics and Discipline Committee shall consist of the Presidential Line (comprising the President, Immediate Past President, First President Elect, and Second President Elect), and if appropriate other senior Orthopaedic Surgeons appointed on a case by case basis.
- 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.

34. 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.