

CONSTITUTION

PERSATUAN ORTOPEDIK MALAYSIA (THE MALAYSIAN ORTHOPAEDIC ASSOCIATION)

CLAUSE 1 NAME

1. The Association shall be known as

PERSATUAN ORTOPEDIK MALAYSIA (THE MALAYSIAN ORTHOPAEDIC ASSOCIATION)

Hereinafter referred to as "the Association".

2. Meaning of name :
3. Level : **Lain-lain**

CLAUSE 2 ADDRESS

1. The registered address is

**SUITE 2-2, SECOND FLOOR, AKADEMI PERUBATAN, NO 210, JALAN TUN
RAZAK
50400 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR**

or at such other place as may from time to time be decided by the Committee; and the postal address is

**SUITE 2-2, SECOND FLOOR, AKADEMI PERUBATAN, NO 210, JALAN TUN
RAZAK
50400 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR**

2. The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies.

CLAUSE 3 OBJECTIVE

1. The objects of the Association shall be the advancement of the Science, Arts and Practice of Orthopaedic Surgery and allied Science.
2. To provide a national body to advise and cooperate in all matters affecting the welfare of the physically handicapped and the prevention and relief of crippling disabilities

CLAUSE 4 MEMBERSHIP

Members of the Association shall be called Fellows. There will be four categories of Fellows - namely Ordinary - Associate - Honorary and Emeritus.

ORDINARY FELLOWS

They shall be elected from:

1. Surgeons practicing in Malaysia who have an exclusive interest in Orthopaedic Surgery and
2. Persons who have obtained a post-graduate qualification in surgery and have undergone a training programme in orthopaedic surgery - recognised by the Association.

ASSOCIATE FELLOWS

They shall be elected from:

1. Medical graduates who are undergoing training programmes in Orthopaedic Surgery as recognized by the Association.
2. Surgeons or Physicians who maintain a continuous interest in orthopaedic surgery while practicing in a closely allied specialty and
3. Those practicing other non-allied medical sciences but having a keen interest in orthopaedic surgery.

HONORARY FELLOWS

1. May be elected from persons of distinction who have made outstanding contribution to the progress in the art and practice of orthopaedic surgery in Malaysia and abroad.

EMERITUS FELLOWSHIP

1. May be conferred by the Association on distinguished Fellows of the Association who have rendered valuable services to the Association after their retirement from active practice.

ELECTION OF FELLOWS

1. Application for the election as Ordinary Fellow or Associate Fellow will have to be made on an official form and supported by two Ordinary Fellow of the Association, both of whom must be personally acquainted with the applicant as to his professional eligibility.
2. Election shall be at Council Meeting by majority vote.

3. Honorary and Emeritus Fellows will be nominated by the council and elected at the Annual General Meeting.

4. On the election or nomination of a new Fellow, the Secretary will notify the same to him with a copy of the Rules and Regulation of the Association. No person will be deemed to be an Ordinary or Associate Fellow until he has paid his entrance fee and the annual subscription payable on his election.

RIGHT AND PRIVILEGES OF FELLOWS

1. Only Ordinary Fellows will be entitled to vote, hold office or participate in the executive proceedings of the Association. All scientific privileges of the Association shall be personal to himself and shall not be transferable by his own act or by operation of law.

CLAUSE 5 RESIGNATION AND TERMINATION

1. Any member wishing to withdraw from the Association shall give notice in writing to the Secretary not less than three months before the end of the Association financial year.

2. The membership of an Ordinary Fellow or Associate Fellow will be terminated by the fact itself if he is in arrears with his subscriptions for a period of two years after the same becomes due in spite of reminders sent to him by the Secretary in writing that his membership is in danger of being terminated. He will remain eligible for re-election as a Fellow whenever all his dues are paid.

3. If in the opinion of the Council - a Fellow acts in a manner prejudicial to the interests and objectives of the Association - or has ceased to possess the qualifications rendering him eligible for membership - his membership will be terminated.

CLAUSE 6 SOURCE OF INCOME

SUBSCRIPTIONS

1. Each Ordinary or Associate Fellow, upon notification of his election, shall forthwith pay his entrance plus subscription. The entrance fee and subscription payable shall be as follows:-

Entrance Fee RM150.00 (Ringgit Malaysia One Hundred Fifty Only)

Annual Subscription RM50.00 (Ringgit Malaysia Fifty Only)

2. Honorary and Emeritus Fellows are exempted from payment of subscriptions.

3. Each Ordinary or Associate Fellow will be required to pay an annual subscription due on the first day of each year and payable within three months of the date.

4. The entrance fee and annual subscription may be revised, as the General Body may determine at an AGM.

5. Fellowship for life is to be conferred upon any ordinary Fellow upon payment of a fee:

49 years and below RM1,000

Above 50 years RM500

6. Life membership subscriptions shall not be refundable on termination of membership. New applications who opt for life membership would have to pay, in addition, the entrance fee of RM100.

DONATIONS

1. The Association may collect or otherwise acquire sums of money for educational - scientific charitable purposes and establish and maintain a Foundation Fund for such purposes.

CLAUSE 7 GENERAL MEETING

1. At any General Meeting of the Association one-half of the total voting membership or the total voting members present representing twice the total committee members present in person shall form a quorum.

2. In the event of a lack of quorum on the date fixed for the Annual General Meeting, the President shall postpone the Annual General Meeting to a day not earlier than fourteen days and not later than one month from that day. At the postponed Annual General Meeting, the members present (whatever their numbers) shall constitute a quorum, provided that no amendments to the Rules of the Association or decisions affecting the whole membership shall be made if there is insufficient quorum.

3. The Annual General Meeting of the Association shall be held before 30th June each year at a convenient centre for the following purposes:

a. To receive from the Council and to adopt a report of the activities of the Association during the year preceding.

b. To receive from the Council and to adopt an audited Statement of Accounts for the year preceding.

c. To elect the following officers for the ensuing year:

I President

II President Elect

III Secretary

IV Treasurer

V Editorial Secretary
VI Two Council Members

4. To appoint two Honorary Auditors for the ensuing year.
5. To decide on any resolutions which may be duly submitted to the meeting as provided for under section 23 of the Rules.
6. At least 30 days before the date fixed for the Annual General Meeting of the Association, the Secretary shall inform all fellows in writing of the date, the time and the place fixed for the Meeting and shall draw their attention to Section 23 of these Rules. The non-receipt of a circular by any member shall not invalidate the proceedings at any General Meeting.
7. At least 14 days before the Annual General Meeting of the Association the Secretary shall notify all fellows of the agenda to be transacted at the Meeting, circulating the Annual Report, audited Statement of Account and any resolution which members have indicated their intention of proposing under Section 23 of these Rules.

8. VOTING RIGHTS

- a. All items on the Agenda for the Annual General Meeting shall be open for discussion by all members present, but voting on any item shall be confined to accredited Ordinary Fellows only.

9. RESOLUTION AND AMENDMENT TO CONSTITUTION

- a. Any fellow desirous of moving any resolution at the Annual General Meeting, or any amendments to the rules, shall give notice in writing thereof to the Secretary not less than twenty-one days before of such meeting.

10. EXTRAORDINARY GENERAL MEETING

- a. The Council may, whenever it thinks fit or when required to do so in writing by no less than a quarter of the total strength of Ordinary fellow convene an Extraordinary General Meeting to discuss any specific urgent or important matter of great significance to the Association, within one month of receipt of such notice. The Secretary shall give not less than 14 days notice to all Fellows.
- b. Paragraph 7 (1) and (2) of this rules regarding the quorum and the postponement of an annual general meeting shall apply and also to an extraordinary general meeting, but with the provision that if no quorum is present after half and hour from the time appointed for a postponed of extraordinary general meeting requisitioned by the members, the meeting shall be cancelled and no extra ordinary general meeting shall be requisitioned for the same purposed until the lapsed of at least 6 months from the date thereof.
- c. The secretary shall forward to all members a copy of the draft minutes of each

annual and extraordinary general meeting as soon as possible after its conclusion.

CLAUSE 8 COMMITTEE

THE COUNCIL

1. The affairs of the Association shall be managed and conducted by the Council of the Association - hereafter called - The Council.

2. The office-bearers of the Association and every officer performing executive functions in the Association shall be Malaysian citizens. Non citizens must have prior approval from the Registrar of Societies

3. The functions of the Committee is to organise and supervise the day-to-day activities of the Association and to make decisions on matters affecting its running within the general policy laid down by the general meeting. The Committee shall not act contrary to the expressed wishes of the general meeting without prior reference to it and shall always remain subordinate to the general meeting. It shall furnish a report to each annual general meeting on its activities during the previous year.

4. The Council shall have the power to suspend any Council member who is absent for three consecutive meetings without a valid reason acceptable to Council and to appoint a member to replace him or her.

5. Where any urgent matter requiring the approval of the Committee arises and it is not possible to convene a meeting, the Secretary may obtain such approval by means of a circular letter. The following conditions must be fulfilled before a decision of the Committee is deemed to have been obtained:-

a. The issue must be clearly set out in the circular and forwarded to all members of the committee;

b. At least one-half of the members of the Committee must indicate whether they are in favour or against the proposal; and

c. The decision must be by majority vote. Any obtained by circular letter shall be reported by the Secretary to the next Committee Meeting and recorded in the minutes thereof.

6. In the event of the death or resignation of a member of the Committee, the Committee shall have the power to co-opt any other member of the Association to fill the vacancy until the next election of office-bearers.

7. The Committee shall give instruction to the Secretary and other officers for the conduct of the affairs of the Association. It may appoint such officers and such staff as it deems necessary. It may suspend or dismiss any officers or member of the staff for neglect duty, dishonesty, incompetence, refusal to carry put the decision of the Committee, or for any other reason which it deems good and sufficient in the

interest of the Association.

8. The Committee may appoint any sub-committee for any purpose arising out of or connected with any of the duties, functions and aims laid down under the rules. Any members can become members of these sub-committee.

9. The Council shall comprise the elected office bearers of the Association, namely the President, the President-Elect, the Immediate Past President, the Hon. Secretary, the Hon. Treasurer and the Editorial Secretary together with two council members and will be reconstituted at each Annual General Meeting.

10. The Ordinary Fellows shall at every Annual General Meeting, elect from their members, a Secretary, Treasurer, Editorial Secretary and two Ordinary Council members.

11. The officers of the Association shall be President, President Elect, Immediate Past President, Hon. Secretary, Hon. Treasurer, Editorial Secretary and Two Ordinary Council Members.

12. The President-Elect shall be proposed and seconded before the AGM. The nomination period shall open one month before and close 2 weeks before the AGM. The election shall take place during the AGM.

a. The nomination should be by two members of good standing (1 proposer, 1 seconder) with a signature by the nominee to state he/she agrees to the nomination.

b. Voting will be during the AGM and will be limited to only the nominees proposed pre AGM. No new nominees are to be added during the AGM except if there is no nominations.

c. If the nominee or any of his proposers are not current members of MOA (default annual fees) the nomination will be automatically rejected.

d. The President-Elect nominee should at least have served in MOA council for minimum of 1 term within the past 5 years.

e. If there is no any nominations, there will be a nomination during the AGM.

f. Names for the above officers shall be proposed and seconded and election will be by a single majority vote of the members at the Annual General Meeting.

g. Each of the persons so elected shall hold office until his successor is neglected or he ceases to be a Fellow under Article 14.

h. An office bearer will not be eligible for re-election in the same capacity after holding office for two consecutive years.

i. Only Ordinary Fellows of the Association of good standing may be elected as office bearers.

j. No office bearer shall receive any remuneration for his or her services.

13. The Council may appoint sub-committees and deputies to them any of its powers except those related to election and expulsion of members.

14. The Council shall meet at least once every three months and 14 days notice of each meeting shall be given to the members. The President or Chairman acting alone or not less than three or its members acting together may call for a meeting of the Council to be held at any time. At least one half of the Council members must be present for its proceedings to be valid and to constitute a quorum.

15. In the absence of the President or Vice President, the other Council members present at a meeting may elect from amongst themselves a Chairman to preside over that meeting. The Secretary shall give notice of a Council Meeting at least 4 days in advance.

16. Questions arising at any meeting of the Council shall be decided by a majority of the votes of the members present in person and in case of an equality of votes the Chairman shall have a second or casting vote.

17. The Council shall have the powers to fill any vacancies that may occur in the offices, Council or Subcommittee that may arise through resignations or otherwise.

18. It may also co-opt other Fellows in the Council who will however have no voting rights.

19. The immediate past President and all Emeritus Fellows shall be accorded the privilege of attending all Council meetings. They act in an advisory capacity and shall have no voting rights.

CLAUSE 9 DUTIES OF OFFICE BEARERS

1. The President shall preside at all scientific meetings, general meetings and at all meetings of the Council. The President shall deliver a Presidential Address at the Annual General Meeting.

2. The President Elect shall act in the absence of the President.

3. The Past President shall assist the President at all scientific meetings.

4. The Secretary shall conduct the business of the Association in accordance with the rules, and shall carry out the instructions of the general meeting and of the Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and paper except the accounts and financial records. He shall attend all meeting, record all proceedings. He shall keep a membership register consisting of details such as name, identity card number, date and place of birth, occupation, name and address of employer and residential address. He shall in conjunction with the President and the Treasurer, sign all cheques on behalf of

Association. He shall file annual return within 60 days from the date of the Annual General Meeting to the Registrar of Societies.

5. The Treasurer shall collect all monies due to the Association and shall be the custodian of the same. All cheques on the Associations banking account shall be signed by the Treasurer and the Secretary or the President. At the Annual General Meetings, he shall present a report of his receipts and payments which being duly audited, shall be entered in the minutes. At the end of each year, he shall acquaint each member by notice that the Annual Subscription for the coming year is due.

6. The Editorial Secretary shall make all arrangements for the printing or publications of the annual transactions of the Association.

7. The Ordinary Committee Members shall carry out such duty as directed by the President of the Committee.

CLAUSE 10 FINANCIAL PROVISION

1. Subject to the following provisions in this rules, the funds of the Association may be expended for the purpose necessary for the carrying out of its object, including the expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

2. The Treasurer may hold a petty cash in advance not exceeding RM 2,500 at any one time. All money in excess of this sum shall within seven days of receipt be deposited in a bank approved by the Committee. The bank shall account be in the name of the Association.

3. No member of any Committee or Subcommittee shall incur any expense on behalf of the Association except with the written authority of the Secretary or Treasurer stating the amount to be incurred.

4. No expenditure exceeding RM10,000.00 (Ringgit Malaysia Ten Thousand Only) at any one time shall be incurred without the prior sanction of the committee, and no expenditure exceeding RM100,000.00 (Ringgit Malaysia One Hundred Thousand Only) in any one months shall be incurred without the prior sanction of a general meeting. Expenditure less than RM 10,000.00 (Ringgit Malaysia Ten Thousand Only) at any one time may be incurred by the President together with the Secretary or the Treasurer.

5. The Association financial year shall extend from 1st January to 31st December, inclusive.

CLAUSE 11 AUDITORS

1. Two persons, who shall not be office-bearers of the Association, shall be

appointed, by the annual general meeting as Auditors. They shall hold office for 1 year and may be re appointed.

2. The Auditors shall be required to audit the accounts of the Association for the year, and to prepare a report or certificate for the annual general meeting. They may also be required by the President to audit the accounts of the Association for any period within their tenure of office, at any date, and to make a report to the Committee.

CLAUSE 12 PROPERTY ADMINISTRATOR / TRUSTEES

1. The management of the business affairs and property of the Association shall be rested on the Council and it shall be the duty of the Council to administer the affairs and the property of the Association, in accordance with the Rule and By-Laws (if any) and the Council may exercise all such powers and do all such acts and things as the Association is authorised to exercise and do and are not hereby or by statute directed or required to be exercised or done by the Association in a General Meeting provided that no such By-Laws shall invalidate any prior act of the Association which would have been valid if such By-Laws has not been made.

2. The Council may appoint sub-committees to promote the objects of the Association.

3. The immovable properties of the association shall be registered in the name of the Association and all the instruments relating to the properties shall be as valid and effective if they had been executed by the three office bearers for the time being of the Association, that is the President, the Secretary and the Treasurer whose appointments are authenticated by a certificate of the Registrar and sealed with the seal of the Association.

4. The property shall not be sold, transferred or changed without the consent and authority of a general meeting of members.

CLAUSE 13 INTERPRETATION

NIL

CLAUSE 14 ADVISOR / PATRON

NIL

CLAUSE 15 PROHIBITION

NIL

CLAUSE 16 **AMENDMENT OF CONSTITUTION**

1. These rules may be amended, altered or added to after consideration at a General Meeting and of which the appropriate notice had been given.
2. Any such amendments, alteration or addition shall require to be passed by a two-thirds of the majority of Ordinary Fellows present and voting.
3. Any amendments to the Rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting and shall enforced after being approved by the Registrar of Societies Malaysia.

CLAUSE 17 **DISSOLUTION**

1. The Association shall not be dissolved except with the consent of not less than two-third of the total ordinary membership of the Association and the Registrar of Societies informed of such dissolution.
2. In the event of dissolution of the Association as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds will be transferred to a medical association or charitable organisation in Malaysia as decided by the majority of the Ordinary Fellows at a General Meeting convened for the purpose of dissolving the Association.
3. Notice of the dissolution shall be given within 14 days of dissolution to the Registrar of Societies Malaysia.

CLAUSE 18 **FLAG, LOGO AND BADGE**

1. Flag
 -
 - Description
 -

2. Logo



Description

3. Badge
 -
 - Description
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CLAUSE 19 **INDEMNITY**

1. The Honorary General Secretary shall be duly registered with the Registrar of Societies as the Public Officer of the Association. He shall sue and be sued on behalf of the Association on any legal matters. All office bearers acting on bona fide matters of the Association shall be indemnified by the Association from any civil action or such consequences thereof.