The Constitution of the Asia-Pacific Academic Consortium for Public Health

(DRAFT PROPOSAL 2016\_04\_22)

PREAMBLE

(To be revised)

ARTICLE I: NAME

**Section 1**

Name. The name of this organization shall be the Asia-Pacific Academic Consortium for Public Health (or abbreviated as “APACPH,”) hereafter referred to as the “Association.”

**Section 2**

Seal. The Association may have an official seal as bearing its name, whose use shall be as determined by the Executive Council.

ARTICLE II: PURPOSE;

**Section 1.**

Purpose. The purpose of the Association shall be:

*A.* To activate and expand organic networks of international, public and private public health institutions within the Asia-Pacific region;

*B.* To promote academic development in the field of public health through coordinated efforts between public health academics and local field experts; and

*C.* To contribute to the fostering of good health and the enhancement of happiness to all residents of the Asia-Pacific region and beyond.

**Section 2.**

The Association shall function as a nonprofit association.

ARTICLE III: PRINCIPAL OFFICE

The principal office of the Association shall be as determined by the Executive Council.

ARTICLE IV: MEMBERSHIP

The word “person” or any pronoun used in place thereof, where the context so requires or admits, shall include and mean individuals, firms, associations, partnerships and associations. The singular includes and means the plural, or vice versa. Masculine, feminine, and neuter genders include or interchange each of the other genders as the context implies or requires.

**Section 1.**

**1.** Members. Any person who is interested in promoting, fostering and furthering the purposes of the Association shall be eligible for membership. The membership shall be divided into Founding Initial Members, Institutional Members, Individual Members and Associate Members.

**2.** Founding Institutional Members, are the permanent Institutional Members, to whom the aforementioned status was conferred at the time of the Association’s conception. The Founding Institutional Members are currently: the University of Hawaii, Mahidol University, Peking University, the University of Philippines, and the National University of Singapore.

**3.** Institutional Members, such other Qualifying Institutions as are admitted to membership in accordance with this Constitution; and

**4.** Individual Members, who are any individual persons that support the objects and activities of the Association and as are admitted to membership in accordance with this Constitution.

**5.** Associate Members. The Association may confer Associate status, with such rights as are determined from time to time by the Executive Council (provided that Associates shall not under any circumstances have the right to vote at meetings of the Company), on applicants for any of the following categories of Associateship:

*A.* General Associateship, which is open to:

1. *Institutions; and*
2. *Qualifying Natural Persons,

that fulfill such requirements for admission to General Associateship status as are from time to time determined by the Executive Council;*

*B*. Personal Emeritus Associateship, which is open to natural persons who are admitted to this class of Associateship in accordance with this Constitution.

**Section 2.**

**1.** Application for Membership.

*A.* The following provisions apply to applications for admission to Membership or General Associateship:

1. *An applicant must fulfill the requirements of this Constitution in respect of the class of Membership or Associateship for which he is applying;*
2. *An application must be in writing in the form required by the Executive Council;*
3. *An application for Membership must be sponsored, in the manner required by the Executive Council, by an existing Eligible Member.*
4. *An applicant for Institutional Membership must co-operate in a site visit by representatives of the Executive Council if required by the Board prior to putting the application to the General Assembly for consideration.*
5. *An application for General Associateship must fulfill such other requirements as are, from time to time, determined by the Executive Council.*
6. *Once each of the relevant requirements set out above is satisfied, the application shall be presented to the next meeting of the General Assembly for consideration provided, however, this shall not apply to Individual Members.*

*B.* The following provisions apply to applications for admission as Personal Emeritus Associate:

1. *Two Members must apply in writing to the General Assembly, nominating the person for admission as a Personal Emeritus Associate, supporting the nomination with written reasons for the grounds of the nomination;*
2. *The natural person so nominated must have served on the General Assembly for at least four years (or in special circumstances, such lesser time as the General Assembly considers sufficient);*
3. *The person must continue to support in good faith the objects of the Association; and*
4. *The General Assembly must consider that the person has demonstrated exemplary service to the Association and so resolves by ordinary resolution of the General Assembly to admit him as a Personal Emeritus Associate for life, or such other period as determined by the resolution of the General Assembly.*

*C*. When an application is presented to the General Assembly in accordance with this section:

1. *The General Assembly must consider the application to determine, in their discretion, whether to accept or reject the application;*
2. *The General Assembly does not have to give reasons for rejecting an application;*
3. *The Executive Council (or its nominee) shall promptly notify the applicant in writing of the outcome of its application; and*
4. *The Secretary-General shall cause the appropriate details to be entered in the Register.*

**2.** Ongoing Member Obligations and Rights.

*A*. Upon admission to Membership or Associateship, the Member or Associate Member agrees to be bound by the provisions of this Constitution.

*B*. For so long as the Member or Associate Member pays the applicable annual dues determined in accordance with the provisions of Section 2.2, the Member or Associate Member shall enjoy the rights and privileges of the relevant class of Membership under this Constitution.

*C*. Members have the following rights:

1. *The right to receive all notices of meetings of the General Assembly;*
2. *The right to be represented at all meetings of the General Assembly by the Eligible Member’s Representative;*
3. *The right for their Representative to be heard and to vote at all meetings of the General Assembly and the company provided, however, this shall not apply to Individual Members*
4. *The right to nominate their Representative to stand for election to the Executive Council, provided, however, this shall not apply to Individual Members*

*D*. Associates Members shall have the rights to receive all notices of meetings of the General Assembly and of the Association, but, notwithstanding any other provision, unless determined otherwise from time to time by resolution of the General Assembly, Associates shall not have any of the rights to:

1. *attend, be heard or vote at meetings of the General Assembly or the company; or*
2. *nominate or stand for election to the Executive Council, unless they do so as the Representative of a Member.*

**3.** Register of Members.

*A*. A Register of the Members shall be kept by the Secretary-General.

*B*. The following details must be entered and kept current in the Register in respect of each Member:

1. *The full name and contact details of the Member;*
2. *In the case of an Institutional Member, its Federal Employer’s Identification Number (“FEIN”) or equivalent identifier of the Member and the full name, address and facsimile number, if any, of its Representative;*
3. *The date of admission to and cessation of membership; and*
4. *such other information as the Board requires.*

*C*. Each Member must notify the Secretary-General in writing of any change in that Member’s name, address, telephone or facsimile number promptly after the change.

**Section 3.**

**1.** Dues.

*A*. Emeritus Personal Associates. Notwithstanding any other provision of this Constitution, no dues shall be payable at any time by persons admitted to the status of Emeritus Personal Associate.

*B*. Annual Dues of Members and Associate Members.

* 1. *The annual dues payable for a class of Membership or General Associateship shall be as determined by resolution of the General Assembly, passed upon a recommendation from the Executive Council.*
	2. *The General Assembly may by resolution agree to accept payment of part or the entire annual dues for a specific Member, or group of Members, by in-kind contribution to an equivalent value to the payment required. In such cases:*
1. *The Executive Council is empowered and authorized to determine, in its sole and absolute discretion, the adequacy of the Member’s in-kind contribution to meet the Member’s financial obligation; and*
2. *The Executive Council shall report at each meeting of the General Assembly on all in-kind contributions made, accepted and refused in this respect.*
3. *All annual dues are due and payable in advance on January 1 of each year or such other date as the Executive Council determines from time to time.*
4. *If a person applies for Membership or Associate Membership after the due date in any year, the Executive Council may reduce the annual dues payable by the applicant in such manner as they see fit, provided that they have notified the General Assembly of the intention to do so when submitting the relevant application for Eligible Membership or Associateship.*
5. *No part of any annual dues shall be refundable to a Member or General Associate who ceases to be a Member in accordance with this Constitution, unless the Executive Council in its discretion determines otherwise.*

*C*. Unpaid Annual Dues.

* 1. *If the annual dues of a Member remain unpaid for three (3) months after it becomes payable (and the Member has not expressly resigned as a Member):*
1. *The Member ceases to be entitled to the rights and privileges of membership;*
2. *The Secretary-General may, if directed by the Executive Council, give a written notice of request (in this Subsection called a “Payment Request”) to the Member requesting immediate payment of the outstanding amount;*
3. *The Member remains liable for all of the obligations and liabilities of membership for thirty-six (36) months after the Payment Request is given;.*
4. *If the arrears are paid within thirty-six (36) months of the Payment Request, the rights and privileges of membership shall be of membership for thirty-six (36) months after the Payment Request is given;.*
5. *If the arrears are paid within thirty-six (36) months of the Payment Request, the rights and privileges of membership shall be reinstated; and*
6. *If the arrears are not paid within thirty-six (36) months of the Payment Request, upon expiration of the thirty-six (36) month period, subject to subparagraph (2) hereof, the Member ceases to be a Member and its name must be removed from the Register.*
	1. *After considering relevant circumstances, the Executive Council may by resolution extend the thirty-six month period referred to in subparagraph (1) within which a Member may pay the arrears without termination of its membership.*

**2.** Removal and Cessation of Membership or Associateship.

*A*. A Member or General Associate may be removed in accordance with Section 3, Subsection 1, Clause C for non-payment of annual dues.

*B*. A Member or Associate may resign from membership by giving written notice to the Secretary-General, and the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice.

*C*. A Member or Associate may be removed by ordinary resolution of the General Assembly, provided that the following provisions have first been fulfilled:

* 1. *A majority of the Executive Council must agree that the Member or Associate is no longer considered suitable to be a Member or Associate of the Company;*
	2. *The Executive Council must first give at least three months’ written notice to the Member or Associate of the intention to terminate its membership;*
	3. *The Member must be invited, in the written notice, to provide to the Executive Council any written representations which the Member wishes the General Assembly to consider;*
	4. *If the Member makes written representations, and requests that they be provided to the General Assembly, in sufficient time before the notices of meeting of the General Assembly are sent, the Executive Council must ensure that a copy of the representations is included in the notices calling the meeting of the General Assembly;*
	5. *If copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting of the General Assembly; and*
	6. *Whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the General Assembly.*

*D*. An Associate who is a natural person ceases to be an Associate:

* 1. *on the death of the person; or*
	2. *on the bankruptcy of the person*

*E*. A Member ceases to be a Member, and an Associate ceases to be an Associate, if:

* 1. *the Member or Associate (as the case may be) is wound up or is otherwise dissolved, deregistered or otherwise ceases to exist; or*
	2. *the Member or Associate (as the case may be) is insolvent.*

*F*. Disposal or removal of the Members shall ultimately be decided by the Executive Council and approved by the General Assembly.

**3.** No Profits for Members.

*A*. Pursuant to Clause B of this Subsection, all of the assets and income of the Association shall be applied solely in the furtherance of the objects of the Association and no portion shall be distributed directly or indirectly to any Member or Associate.

*B*. Nothing in Clause A of this Subsection, prevents the payment, in good faith, of an amount, calculated on arm’s length terms, in respect of:

* 1. *Remuneration payable to an employee of the Association, who is also a Member or Associate, for services actually rendered to the Association;*
	2. *or services actually supplied to the Association by a Member or Associate in the ordinary and usual course of the Member’s or Associate’s business.*

ARTICLE V: ORGANIZATION

**Section 1.**

**1.** The Association, shall be composed of the General Assembly who will serve as the primary legislative body of the organization; the Executive Council, who will act as the executive body of the organization; and the Management Board, through whom the Executive Council shall exercise all powers of the Association.

**2.** The General Assembly, shall be the primary policy-making body of the Association, and may, by resolution, make policies or issue directives with respect to all such matters as the General Assembly in its sole and absolute discretion determines.

**3.** The Executive Council, shall manage the business of the Association, and serve as the first-floor-decision-making group of the Association.

**4**. The Management Board, shall manage the property and assets of the Association as directed by the Executive Council and shall have and may exercise all of the powers of the Association except such as are reserved to or may be conferred from time to time by law, the Constitution and any amendments thereto, upon the Entitled Members of the Association.

**5.** The Secretariat, shall serve as the primary bureaucratic arm of the Association.

*A*. A representative of the Secretariat shall attend all meetings of the Eligible Members, Management Board and of the Executive Council, and shall record the proceedings thereof in the minute book or books of the Association.

*B*. The Secretariat shall be responsible for providing notice, in conformity with this Constitution, of meetings of Eligible members and, where required, of the Executive Council.

*C*. The physical office of the Secretariat must be located in a country where national laws allow for the Association to be registered locally.

*D*. The Secretariat shall perform all other duties which may be assigned to it by the Managerial Board.

**6.** Regional Offices. The Regional Offices shall be responsible for the development, recruiting, and retention of membership within its region of responsibility. The Regional Offices shall also strengthen membership collaborative efforts in cooperation with Institutional Members and their respective representatives within its region of responsibility.

**7.** Collaborating Centers.The primary function of the Collaborating Centers will be to carry out Special Activities on behalf of the Association as directed by the Secretary-General and the General Assembly.

**Section 2.**

**1.** Officers. The Officers of the Association shall be the President, the First Vice President, the Second Vice-President, the Secretary-General, the Secretary, the Honorary Treasurer, the Executive Officer, Regional Directors, and in addition thereto, one or more Assistant Secretaries, one or more Assistant Treasurers and such other Officers, with such duties, as the Executive Council shall from time to time determine. Any person may hold more than one office. The Executive Council may, in its discretion, from time to time limit or enlarge the duties and powers of any officer appointed by it.

**2.** The President. The President shall be the Chief Executive Officer of the Association. He shall preside at all meetings of the Entitled Members and all meetings of the Executive Council and Management Board. He may call special meetings of entitled Members at his discretion and shall call annual meetings of Entitled Members, as provided by this Constitution. Subject to the direction and control of the Executive Council, the President shall:

*A*. be in personal charge of the principal office of the Association;

*B*. have the general management, supervision and control of all of the property, business and affairs of the Association, prescribe the duties of the managers of all branch offices, and exercise such other powers as the Executive Council may from time to time confer upon him; and

*C*. subject to approval of the Executive Council, appoint heads of departments and generally control the engagement, government and discharge of all employees of the Association, and fix their duties and compensation. He shall at all times keep the Executive Council fully advised as to all of the Association’s business.

*D*. Upon the end of his tenure, the President shall automatically assume the position of the Immediate Past President, and the incumbent President-Elect shall assume the role of President.

**3.** The Immediate Past President. The Immediate Past President shall serve side-by-side with the President and the President-Elect as an advisor and mentor, and perform the duties of the President on all occasions when the President is unable to do so.

**4.** The President-Elect. The President-Elect shall perform the duties of the President on all occasions when the Immediate Past President is unable to do so. If the office of President becomes vacant for any reason, the President-Elect shall automatically fill the role of President until the next annual meeting and shall then be eligible for election as President if nominated in accordance with this Constitution.

**5.** The Vice Presidents.

*A*. The Vice Presidents shall serve as regional representatives of the President and the Executive Council and shall perform all other duties incident to his office or which may be assigned to him by the Executive Council or the President.

*B*. The number of appointed Vice Presidents shall not exceed five (5) at any given time.

**6.** The Secretary-General.

*A*. The Secretary-General’s primary responsibility shall be the development, expansion, and retention of membership, as well as strengthening membership collaborative efforts in cooperation with the regional directors.

*B*. As the head representative of the Secretariat, the Secretary-General, or his proxy, shall attend all meetings of the Eligible Members, Management Board and of the Executive Council, and shall record or delegate the recording of, the proceedings thereof in the minute book or books of the Association. He shall also be responsible for giving notice, in conformity with this Constitution, of meetings of Eligible members and, where required, of the Executive Council.

*C*. The Secretary-General may carry out special missions on behalf of the Association as directed by the President and the General Assembly.

*D*. The Secretary-General shall perform all other duties incident to his office or which may be assigned to him by the Executive Council or the President.

**7.** The Honorary Treasurer. The Honorary Treasurer shall be a member of a finance committee and shall have custody of all of the funds, notes, bonds and other evidences of property of the Association. He shall deposit or cause to be deposited in the name of the Association all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Management Board. He shall make such disbursements as the regular course of the business of the Association may require or the Management Board may order. He shall perform all other duties incident to his office or which may be assigned to him by the President or the Management Board.

**8.** Executive Officer. The Executive Council may appoint any person to the position of executive officer (the “Executive Officer”), by whatever title, for the period and on the terms (including as to remuneration) the Executive Council sees fit. The Executive Officer shall perform whatever duties or functions that the Executive Council shall request.

9. Regional Directors. Each of the Regional Directors shall be nominated from countries or areas where more than six (6) Institutional Members exist. Regional Directors shall be designated by Executive Council and approved by General Assembly.

**Section 3.**

**1.** Election of Elected Officers. The election of the Elected Officers at each annual general meeting shall take place in the following manner:

*A*. A postal ballot of the Members who are entitled to vote shall be held prior to the annual general meeting and, subject to this subparagraph, the postal ballot shall be conducted in the manner determined from time to time by the Executive Council;

*B*. All nominations for election as an Elected Officer must be in writing and signed by two Members and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary-General not less than twenty-one days prior to the date fixed for the holding of the relevant annual general meeting;

*C*. Each Member may nominate any number of persons for election as Elected Officers, but they may only nominate a natural person who is the Representative of that Member;

*D*. The Executive Council must ensure that the postal ballot is conducted in such a fashion as to provide Members with sufficient opportunity to consider all nominations;

*E*. The Executive Council must ensure that a sufficient period is allowed to complete the postal ballot at least seven days prior to the holding of the relevant annual general meeting;

*F*. At the relevant annual general meeting, the postal votes duly received by the Secretary-General prior to the annual general meeting shall be added to the votes cast at the annual general meeting, whether by show of hands or on a poll, to determine the results of the election of Elected Officers; and

*G*. to avoid doubt, under no circumstances shall a Member who has cast a postal vote be entitled to a second vote at the election of Elected Officers at the annual general meeting, whether on a show of hands or on a poll.

**2.** Votes of the General Assembly.

*A*. All resolutions of a meeting of the General Assembly shall be decided on a show of hands unless a poll is demanded in accordance with this Constitution. When voting on a show of hands, every Representative of an Entitled Member has one vote.

*B*. An ordinary resolution of a meeting of the General Assembly requires the support of two-thirds of the votes properly cast at the meeting, and a special resolution requires the support of three-quarters of the votes properly cast at the meeting.

*C*. A poll may be demanded in respect of a resolution at a general meeting:

1. *by the chair; or*
2. *by at least five (5) Eligible Members present and entitled to vote on the resolution:*
3. *before the vote on that resolution is taken;*
4. *before the result is declared on a show of hands; or*
5. *immediately after the result is declared on a show of hands.*

*D*. On a poll every Entitled Member present in person (through their Representative) or by proxy has one vote.

*E*. If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

*F*. A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

**3.** Voting; Proxies.

*A*. Each Entitled Member is entitled to one vote, either in person or by proxy and Representative of the Institutional Members, at all meetings of the Members provided.

*B*. The authority given by a Member to any natural person who is either an Associate or a Representative of another Entitled Member to represent such Member at meetings of the Members shall be in writing and signed by such Entitled Member, and shall be filed with the Secretary-General.

*C*. There shall be a different weighted value in voting power depending on the individual or institutional membership’s participation:

*D*. No proxy shall be valid after eleven (11) months from the date of such proxy, unless otherwise provided in such proxy.

**Section 4.**

**1**. Voting Positions.

*A*. All Officer Positions of the Management Board shall be nominated and voted upon by the General Assembly.

**2**. Requirements for Nomination

*A*. For All Voting Positions:

1. *candidate must be a natural person affiliated with an Institutional Member;*
2. *a support the secretariat hey theeBoard iponstitution.Hawaii. ny different from that of a traditional "oor-decision-makingcandidate must have actively engaged in the Association’s activities for at minimum five (5) years.*
3. *Election for all positions shall be held on a biennial basis, with the exception of the positions of Secretary-General and the Honorary Treasurer*

*B*. For the Positions of President and President-Elect:

1. *candidate must be a natural person and an incumbent Executive Council Member;*
2. *candidate must also have the backing of his/her Institution of origin.*

*C*. For the Positions of Secretary-General and Honorary Treasurer:

1. *candidate must have financial backing from his/her institution of origin in order to partially support the secretariat.*
2. *Election for the positions of Secretary-General and Honorary Treasurer will be held triennially, at which point the incumbent can be re-elected to continue for () terms.*

**3.** Voting Power. The Voting Power within the General Assembly will be delegated as follows:

*A*. Each natural representative of an Institutional Member shall be entitled to one (1) vote;

**Section 5.**

**1.** The Executive Council.

*A*. The Executive Council shall manage the business of the Association, and serve as the first-floor-decision-making group of the Association. Accordingly, the Executive Council shall have power to make all decisions which shall be necessary and appropriate in pursuant of purposes outlined in this section.

*B*. The Executive Council of the Association is to consist of not less than three (3) nor more than fourteen (14) members, each of whom must be an Eligible Member or the representative of an institutional Member. The number of Executive members for the ensuing year shall be fixed by the entitled Members at each annual meeting, and the number so designated shall then be elected by ballot by the entitled Members to hold office until the next annual meeting and thereafter until their successors shall be duly elected, and, within the foregoing limitation as to the minimum and maximum number, the number of Executive Members may be decreased or increased by the Entitled Members at any special meeting and, in case the number is increased, the additional Executive Members shall be elected by ballot as if elected at an annual meeting. The Executive Members shall serve on a staggered basis, with one-half (1/2) of the Executive Members to be elected each year.

*C*. The Executive Council shall be composed of the President, the President-Elect, the Immediate Past President, the Vice-Presidents, the Secretary-General, the Honorary Treasurer, the Editor of the Asia-Pacific Journal of Public Health (APJPH) published by the Association, a representative of the International Cyber University for Health (ICUH), a representative of the Early Career Network (ECN), representatives of the Collaborating Centers (CCs), and the Regional Directors.

**2.** The Management Board.

*A*. The Management Board shall manage the property and assets of the Association as directed by the Executive Council and shall have and may exercise all of the powers of the Association except such as are reserved to or may be conferred from time to time by law, the Constitution and any amendments thereto, upon the Entitled Members of the Association.

*B*.The Management Board shall have the authority to fix the compensation, if any, of the Officers, agents and employees. The fiscal year of the Association may also from time to time, be established by resolution by the Management Board.

*C*. The Management Board shall have the authority to conduct an audit of all fiscal activity performed by and in the interest of the Association.

*D*. The Management Board shall be composed of the President, the President-Elect, the Immediate Past President, the Vice-Presidents, the Secretary-General, the Honorary Treasurer;

ARTICLE VI: MEETINGS

**Section 1.**

**1.** The General Assembly. The expression “General Assembly” means a duly constituted meeting of the Members, being the paid up entitled Members who are present and voting through their Representatives. For the avoidance of doubt, the expression “General Assembly” is regarded as being equivalent to the expressions “general meeting” and “meeting of the company” and other such expressions in the Constitution.

*A*. The General Assembly shall be the primary policy-making body of the Association, and may, by resolution, make policies or issue directives with respect to all such matters as the General Assembly in its sole and absolute discretion determines, and the Executive Council must, subject to subparagraph (b), comply with all such policies and directives.

*B*. The Executive Council may refuse or decline to comply with a policy or directive of the General Assembly where the Executive Council, by resolution, determines that to do so would place any member of the Executive Council in a position of breaching their legal duties under the law. In all such cases, the Executive Council must:

* 1. *Promptly notify the General Assembly of the resolution of the Executive Council; and*
	2. *Convene a meeting of the General Assembly to discuss and, if appropriate, revoke or modify the relevant policy or directive by resolution of the General Assembly.*

**Section 2.**

**1.** Appointment of Chair and Powers of Chair

*A*. The President or, in his/her absence, the President-Elect, shall preside as chair at every meeting of the General Assembly.

*B*. If neither the President nor President-Elect is present within 30 minutes of the time nominated for the meeting to start, the Members who are present and entitled to vote at the meeting shall select one of their members to chair the meeting.

*C*. The chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the chair reasonably considers that the person’s conduct is inappropriate.

**Section 3.**

**1.** Casting Vote of Chair

*A*. The chair of a general meeting is entitled to a second or casting vote on all resolutions, whether by show of hands or on a poll.

**Section 4.**

**1.** Notice of Meetings. Subject to Section 3.3 of Article III, notice setting forth the time and place of the annual and any special meetings and the general nature of the business to be considered thereat shall be given by the Secretary-General, or by the person or one of the persons calling the meeting, to each Member. Such notice shall be given to each such Member:

*A*. given at least two (2) months prior to the relevant meeting;

*B*. may be given by any form of communication permitted by this Constitution; and

*C*. must specify the place, the day and the hour of meeting and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by this Constitution.

*D*. The accidental omission to give notice of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

**Section 5.**

**1.** Waiver of Notice.

*A*. Any Member may waive notice of any meeting of the General Assembly in writing signed by himself or his duly authorized proxy or attorney-in-fact, either prior to, at or after the meeting.

*B*. The presence or representation at any meeting of any Member shall be the equivalent of the waiver of the giving of notice of such meeting to such Member, unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting.

**Section 6.**

**1.** Regular Meetings. Members may establish regular meetings to be held in such places and at such times as the Members may from time to time by vote determine, and when such meeting or meetings shall be so determined, no further notice thereof shall be required. Regular meetings may from time to time be held in pursuance of Primary Activities and/or Special Activities:

*A*. The Annual Conference, Publishing paper and research and Academic Networking between Members are considered Primary Activities.

*B*.Accreditation institutions, the International Cyber University for Health (ICUH), Collaborating Centers (CCs), and the Early Career Network (ECN) are considered Special Activities under the provisions of this Constitution.

**Section 7.**

**1.** The Annual Meeting. The Annual Meeting of the General Assembly shall be held during the Annual Conference.

**Section 8.**

**1.** Venue of Meetings. The venue of the Annual Conference shall be as determined by the Executive Council and approved by the General Assembly.

**Section 9.**

**1.** Ad-hoc Committees.

*A*. Any Entitled Member or Associate may serve on an ad-hoc committee of the Association or the Executive Council so long as such committee is not exercising the authority of the Executive Council.

*B*. The purpose of the ad-hoc committee shall be to address and resolve emergent needs of the Association, with each committee’s duty and authority to be delegated and approved by the Executive Council.

ARTICLE VII: QUORUM

**Section 1.**

**1.** Quorum.

*A*. At any meeting of the Members of which proper notice has been given, Twenty-five Percent (25%) of the total number of paid up Members present in person or by proxy (provided that not more than three-fourths (75%) of the votes present are by proxy) shall constitute a quorum (rounded up to the nearest whole number), and the concurring vote of a majority of the entitled Members constituting a quorum shall be valid and binding upon the Association, except as otherwise provided by law, or this Constitution.

*B*. If a quorum is not present within one hour from the time appointed for the meeting or a longer period allowed by the chair:

* 1. *if the meeting was convened by or on the requisition of entitled Members, it must be dissolved; or*
	2. *in any other case it must stand adjourned to the time and place determined by the Executive Council notified within 7 days to the Members.*

*C*. If a meeting has been adjourned to another time and place determined by the Executive Council, then notwithstanding any other provision, not less than two (2) months’ notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

*D*. If, at the adjourned meeting a quorum is not present within one hour after the time appointed for the meeting, the meeting must be dissolved.

**Section 2.**

**1.** Adjournment. Any meeting of the Members, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting, unless a new record date is fixed, in which event notice of the adjourned meeting shall be given to the Members of record as of the new record date. Such adjournment may be to such time and to such place as shall be determined by a majority of the Members present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

**Section 3.**

**1.** Action by Members without a Meeting. Any action required or permitted to be taken at a meeting of the Entitled Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by eighty percent (80%) of the Entitled Members with respect to the subject matter thereof and filed with the records of the meetings of the Entitled Members. Such consent shall have the same effect as a vote of the Entitled Members at a meeting and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

ARTICLE VIII: SPECIAL PROVISIONS PERTAINING TO THE EXECUTIVE COUNCIL

**Section 1.**

**1.** Regular Meetings. The Executive Council may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, and no further notice thereof shall be required:

*A*. every management decision shall be reported to the General Assembly;

*B*. every change in policy and regulation shall be approved by the General Assembly.

**Section 2.**

**1.** Special Meetings. Special meetings of the Executive Council may be called at any time by the President or by any two (2) members of the Executive Council.

**Section 3.**

**1.** Notice of Meetings. Except as otherwise expressly provided, reasonable notice of any meeting of the Executive Council shall be given to each member of the Executive Council (other than the person or persons calling the meeting and other than the person giving notice of the meeting) by the Secretary, or by the person or one of the persons calling the meeting, by advising member of the Executive Council of the meeting by word of mouth or by telephone or by leaving written notice thereof with him or at his residence or usual place of business. Such written notice shall be mailed not less than ten (10) days prior to the date of the meeting. Non-receipt by a member of the Executive Council of any written notice of a meeting mailed to such member shall not invalidate any business done at the meeting while a quorum is present.

**Section 4.**

**1.** Waiver of Notice.

*A*. Any member of the Executive Council may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by him.

*B*. The presence at any meeting of any member of the Executive Council shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting to such Member, unless the Member, at the beginning of the meeting or prior to the vote on a matter not properly noticed, objects to the lack of notice and does not thereafter vote or assent to the objected action.

**Section 5.**

**1.** Quorum. A majority of the total number of Members of the member of the Executive Council at which the member of the Executive Council has been fixed by the Entitled Members shall constitute a quorum to transact business, and, in order to be valid, any act or business must receive the approval of a majority of such quorum. A vacancy or vacancies in the membership of the Executive Council shall not affect the validity of any action of the Executive Council, provided there is present at the meeting a quorum of all the Members at which the Executive Council has been fixed.

**Section 6**

**1.** Adjournment. In the absence of a quorum at a meeting duly called, the President or a majority of the members of the Executive Council present may adjourn the meeting from time to time without further notice, and may convene or reconvene the meeting when a quorum shall be present.

**Section 7**

**1.** Action by Executive Council without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Council may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members of the Executive Council with respect to the subject matter thereof and filed with the records of the meetings of the Executive Council. Such consent shall have the same effect as a unanimous vote of the Executive Council and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

**Section 8**

**1.** Permanent Vacancies. If any permanent vacancy shall occur in the Executive Council through death, resignation, disqualification, removal or other cause other than temporary absence, illness or disability, the remaining Members, by the affirmative vote of a majority of all remaining members of the Executive Council, may elect a successor to hold office for the unexpired portion of the term of the Member whose place shall be vacant or until the Entitled Members shall elect a successor Director.

**Section 9**

**1.** Temporary Vacancies, Substitute Directors. If any temporary vacancy shall occur in the Executive Council through the sickness or disability of any Member of the Executive Council, the remaining Members of the Executive Council, whether constituting a majority or a minority of the whole Executive Council, may by the affirmative vote of a majority of such remaining Directors appoint some person as a substitute Member, who shall be an Executive Council member during such absence, sickness or disability and until such Member shall return to duty or the office of such Member shall become permanently vacant.

**Section 10**

**1.** Proxies. Voting by proxy shall not be permitted at any meeting of the Executive Council or of any committees, boards or bodies created by the Executive Council.

**Section 11**

**1.** Executive and Other Committees.

*A*. The Executive Council, by resolution adopted by a majority of the Executive Council, may designate and appoint an Executive Committee and any other committees, each of which, to the extent provided in this Constitution, shall have and may exercise all the authority of the Executive Council; except that no such committee shall have the authority of the Executive Council in reference to:

* 1. *Authorizing distributions;*
	2. *Approving or recommending to the Members dissolution, merger, or the sale, pledge or transfer of all or substantially all of the property and assets of the Association;*
	3. *Electing, appointing or removing any member of any such committee or any Director or Officer of the Association;*
	4. *Adopting, amending, altering or repealing the Constitution;*

*B*. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Council or any individual Executive Council Members of any responsibility imposed upon the Executive Council or the Director by law.

**Section 12**

**1.** Compensation. The members of the Executive Council shall not receive compensation for their services as Members. Notwithstanding the foregoing, members of the Executive Council shall be entitled, on an equitable basis, to be paid all traveling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Executive Council or any of its committee or general meetings or otherwise in the execution of their duties as Directors provided that such expenses have first been approved by the Executive Council.

**Section 13**

**1.** Gifts and Contributions. The Executive Council may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Association.

**Section 14**

**1.** Procedure. The Executive Council shall fix its own rules of procedure that shall not be inconsistent with this Constitution.

ARTICLE IX: FINANCE AND RECORDS

**Section 1.**

**1.** Audits.

*A*. The Management Board shall cause a complete audit to be made of the books of the Association at least once in each fiscal year and more often if required by the Executive Council, and shall thereafter make appropriate reports to all Eligible Members and the Executive Council. The Management Board may appoint some person, firm or association engaged in the business of auditing to act as the auditor of the Association.

*B*. The Management Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them are open to the inspection of Members other than Executive Council Members, and a Member other than a Director does not have the right to inspect any document of the Association except as provided by law or authorized by resolution of the Board.

**2.** Books and Records. The Association must keep correct and complete books and records of account of the Association and minutes of the proceedings of its Eligible Members, Executive Council, Management Board and any committee having any of the authority of the Executive Council, and shall keep at its registered office or principal office in the State a record of the names and addresses of its Members. All books and records of the Association may be inspected, upon written demand, by any Eligible Member or Eligible Member’s agent or attorney for any proper purpose at any reasonable time. Demand of inspection other than at a meeting shall be made in writing upon the President, the Secretary-General or any other officer designated by the Executive Council.

**3.** Execution of Instruments.

*A*. Except as hereinafter provided or as required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, orders for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages and other instruments or writings of any nature, which require execution on behalf of the Association, shall be signed by (a) the President and (b) a Vice President, the Secretary-General or the Honorary Treasurer. The Management Board may from time to time authorize any such documents, instruments or writings to be signed by such Officers, agents or employees of the Association, or any one of them, in such manner as the Executive Council may determine.

*B*. The Management Board and the Executive Council may, from time to time by resolution, provide for the execution of any corporate instrument or document, including but not limited to checks, warrants, letters of credit, drafts and other orders for the payment of money, by a mechanical device or machine or by the use of electronic signatures under such terms and conditions as shall be set forth in any such resolution.

**4.** Deposit of Funds. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Management Board may select.

ARTICLE X: AMENDMENTS

The Constitution may be altered, amended or repealed, and a new Constitution may be adopted, subject to repeal or change by the Eligible Members, by a majority vote of the Directors present at any meeting of the Executive Council at which a quorum is present or by the written consent of such Directors; provided, however, that the Executive Council may not adopt a Constitution or amendment thereof changing the authorized number of Directors.