



CONSTITUTION

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Contents

	Page
Preamble	3
Article 1	Definitions 3
Article 2	Objectives and Functions 4
Article 3	Legal Status 5
Article 4.	Membership 6
Article 5	The General Assembly 9
Article 6	The Executive Committee 12
Article 7	The Office Bearers 16
Article 8	The APSA Director 17
Article 9	The Constitutional Committee 19
Article 10	Committees, Groups, Bodies 19
Article 11	Revenues and Disbursement 20
Article 12	Participation of Observers 20
Article 13	Rules and Regulations 21
Article 14	Amendment of the Constitution 21
Article 15	Settlement of Disputes 21
Article 16	Recommendations to Members 22
Article 17	Dissolution of the Association 22

Preamble

Enterprises in the countries of the Asia-Pacific region that are involved in seed and seed related activities and concerned with the increased production and trade of quality seeds,

REALIZING the mutual advantages to be derived from the effective and systematic exchange of information and experience as well as mutual economic and technical co-operation in the fields of plant breeding, seed technology, production, distribution and trade,

HAVE DECIDED to establish the Asia and Pacific Seed Association, hereinafter referred to as “the Association,” and also to be known by its acronym “APSA,” which shall be governed by the following provisions:

Article 1: Definitions

1. Whenever used in this Constitution, the following words and terms shall have the following meaning:
 - a. “Seed” shall mean agricultural and horticultural seed and planting material of different classes.
 - b. “Seed Enterprise” shall mean organisation or body, with or without a status of legal person, which is involved in seed or seed-related activities.
 - c. “General Assembly”, “Executive Committee” and “Office Bearers” shall mean, the General Assembly, Executive Committee and Office Bearers of the Association, respectively, also indicated by their acronyms “GA”, “EC”, and “OB”, respectively.
 - d. “President”, “Vice-President,” “Immediate Past-President”, “Treasurer” and “Director” shall mean, respectively, the President, Vice-President, Immediate Past-President, Treasurer and Director of the Association.
 - e. “Secretariat” shall consist of the Director and its staff.
 - f. “Region” shall mean the Asia-Pacific region that includes the area west of the International Date Line, West to Turkey and Israel, South to Yemen, south east to New Zealand, following the International Dateline north to Japan including all the Pacific islands and north west following the Russian border. This definition can be adapted by the Executive Committee as deemed necessary.
 - g. “Association” shall mean the Asia and Pacific Seed Association, “APSA”.
 - h. “Major Countries” shall mean those countries considered by the EC as being those which have a sizeable APSA membership and/or make a substantial research and development contribution to the seed industry in the Region.

- i. "Representative" shall be two individuals nominated by the APSA Member and so registered in APSA's Membership Database.
- j. "Majority" shall mean a number or percentage equalling more than half of a total number of members in attendance who have voting rights".

Article 2: Objectives and Functions

1. The objectives of the Association shall be to:

- A. Maintain and sustain a regional forum, such as the Asian Seed Congress, for APSA members to address their needs and formulate positions and recommendations on seed issues to improve seed sector performance.
- B. Promote the development of the seed industry for the betterment of crop production in the Region and promote the use of quality seed.
- C. Stimulate technical and business co-operation among members. Share information and experience between and among APSA members on all aspects of seed activities.
- D. Represent the interests of APSA members at regional and international levels. Establish and maintain relationships with other relevant organisations pursuing similar or related objectives.
- E. Encourage the establishment of Seed Associations in the Region and support their development.
- F. Facilitate the international movement and marketing of seeds and planting material through various actions addressing the issues of relevance to the regional seed industry including quarantine and other trade issues.
- G. Facilitate and contribute to the harmonisation of regulatory procedures for seed and seed related issues toward internationally accepted standards.
- H. Promote the establishment and protection of intellectual property rights for seeds, plant varieties and associated technologies.

2. To achieve its objectives, the Association shall endeavour to:

- a. Organise the Asian Seed Congress, regional seminars or conferences to provide a forum for the industry to address priority seed sector development, policy and trade issues, and make presentations.
- b. Compile and/or generate for dissemination among members technical and market-related information.

- c. Assist in the development of training courses through matching of needs and potentials, materials preparation, and mobilisation of resources.
- d. Liaise as appropriate with other regional and international organisations concerned with seed.
- e. Develop position papers to provide input for the development and/or change of rules and regulations for seed and seed-related issues in the Region.
- f. Engage in other activities that may be required to achieve the Association's objectives.

Article 3: Legal Status

1. The Association is apolitical.
2. The Association shall have the capacity of a legal person to perform any acts appropriate to its objectives within the powers granted to it by the Constitution. It shall in particular have the capacity to hold movable and immovable properties of every description, enter into contracts, institute and defend suits and other legal proceedings, and do all things necessary to honour its Constitution.
3. The seat of the APSA headquarters should be in the Region as determined by the Executive Committee.
4. The organs of the Association shall be:
 - a. The General Assembly.
 - b. The Executive Committee.
 - c. The Office Bearers
 - d. The Director
 - e. The Association Secretariat.
 - f. The Constitutional Committee.
 - g. The Nomination Committee
- h. Technical committees and/or other organs that are deemed necessary by the General Assembly

Article 4: Membership

1. The membership of the association shall be open to the following organisations and enterprises in the Asia-Pacific Region:
 - a. *Seed Enterprises*: Individual companies acting in plant breeding, seed production and/or seed trade established in the Region.
 - b. *Government Seed Agencies*: These are government agencies, established in the Region, producing and/or supplying seeds and/or supporting seed programs.
 - c. *Seed Associations*: seed trade and/or plant breeders' Associations established in the

Region.

- d. *Associate Members:* Seed trade and/or plant breeders' associations, individual enterprises or governmental seed agencies acting in plant breeding, seed production and/or seed trade, that would otherwise be in categories a, b or c above, but being not established in the Region.
- e. *Affiliate Members:* Individual enterprises providing technology and/or services to the seed industry established within or outside the Region.
- f. *Honorary Life Members:* Such an eminent person nominated as Honorary Life Member by the Executive Committee who has made outstanding contributions to the development and management of APSA.
- g. *Patron Members:* Such an eminent organisation nominated by the Executive Committee who have made outstanding contributions to the development of the seed industry in the Asia-Pacific region.

2. Application of Membership

- a. Application for membership is submitted in writing and addressed to the Association Secretariat. The application must be accompanied by such information as may be required by the Executive Committee. Receipt of the application shall be acknowledged by the Director of the Association.
- b. If the information provided in the application for membership appears not to be complete, accurate and truthful, the application shall be refused or the membership, if already granted, may be terminated according to paragraph 5d of this article.
- c. Membership applications shall be considered by the Executive Committee or a subcommittee established for that purpose. Following acceptance of the application, the applicant shall be requested to pay an admission fee and a one-year membership fee. Upon receipt of payment the Director of the Association shall inform the applicant that membership has taken effect.
- d. The members of the Association shall subscribe to the Constitution.

3. Fees

- a. Admission and annual membership fees will be ratified by the General Assembly on the recommendation of the Executive Committee. The fees will be published on the APSA website.
- b. In cases needing immediate action before the next annual meeting of the General Assembly, the Executive Committee may take a decision on the amount of admission fees and membership fees, provided the decision does not result in a significant increase of any one or both fees and such decision is later brought to the General Assembly for information.

- c. The EC may, at its discretion, temporarily exempt the fees and/or dues of any member.
- d. Fees are paid to the Association in US\$ unless other arrangements have been made with the Director.

4. Conditions of Membership

- a. With the exception of Honorary Life Members, each member shall appoint a representative and an alternate.
- b. The Executive Committee shall formulate requirements concerning conditions for membership.
- c. Members are admitted to the Association in their professional capacity.
- d. No member shall be admitted in a political capacity.
- e. All members shall ensure that the information provided as part of their membership application remains accurate by providing any changes thereof in writing to the Director. Failure to do so may invalidate their membership according to paragraph 5d of this article.

5. Termination of Membership

- a. Any member may withdraw from the Association by giving written notice to the Director of the Association, but not later than 60 days prior to the due date of the membership fee.
- b. Any member of the Association who fails to pay the annual membership fee within 90 days after it is due shall forfeit membership rights until full payment is made. If the fees and/or dues of any member remain unpaid for a period longer than 12 months, the member's name may be stricken from the membership rolls, in which case notice thereof shall be given to all members.
- c. Any member of the Association who fails to fulfil any of the obligations prescribed in the Constitution may be suspended from membership in the Association by decision of the Executive Committee and eventually expelled, according to the procedure of paragraph d of this article.
- d. The Executive Committee may expel a member for dishonourable conduct, for providing untruthful information at the application for membership or any changes thereof, or a member whose continued membership is considered detrimental to APSA, by at least two-thirds affirmative votes of the total number of EC. The EC shall hold a hearing on such expulsion prior to voting. The Director shall give notice in writing to the member accused, at least thirty days prior to the date of the hearing. If the member accused is not present at the hearing in person or by his representative, the EC may vote on a resolution to expel as if the member were present. Notice of the final decision will be sent to all members after having sent the decision to said member.

6. Rights and Obligations of members

- (i) Members shall, in accordance with the Constitution, and resolutions of the General Assembly, have the right to:
- a. Attend the meetings of the General Assembly, other meetings, seminars, and conferences that may be called by the Association.
 - b. Request and obtain information on matters that concern them, including guidelines for obtaining technical assistance and collaboration in the pursuit of their activities.
 - c. Receive publications and other information distributed by the Association.
 - d. Participate in training and related activities organised by the Association.
- (ii) Members shall, in accordance with the Constitution, and resolutions of the General Assembly, have the obligation to:
- a. Settle their financial obligations to the Association, including admission fees and annual membership fees.
 - b. Collaborate in forming committees of the Association.
 - c. Provide reasonable information promptly, when requested by the Association, if that information is not against any regulation in their country.
 - d. Undertake any assignments that may be mutually agreed to between the members of the Association.
 - e. Collaborate, in general, with the Association in fulfilment of the Association's objectives and activities.
 - f. Accord to the organs of the Association, except if this is in conflict with the regulations of the country where the member has its seat.

- g. Changes to the Member's Representative must be done either in writing to the Director by the President, Director, Head or General Manager of the organisation or by a person delegated by the Member to login to the APSA Membership Database and update the said information.

Article 5: The General Assembly

1. There shall be a General Assembly of the members of the Association; it shall meet once a year. Extraordinary assemblies, as and when needed, may be convened in accordance with the Constitution.
2. The General Assembly shall elect from among its members, fifteen (15) members to the Executive Committee whose composition shall be as described in Article 6, paragraph 1.
3. Each member present in the General Assembly shall have one (1) vote. Only members as defined in Article 4, Paragraph 1 (a), (b), and (c) can vote on all matters. Members defined in Paragraph 1 (d) of Article 4 can only participate in voting required to select their respective representatives to the Executive Committee. Members defined in Paragraph 1 (e), (f) and (g) of Article 4 do not have the right to vote on any matter. Voting shall be in accordance with the applicable rule of simple majority.
4. All members shall notify the Director of their representative at least 40 days before any General Assembly Meeting. If no such notification is received, the representative shall be one of the two Representatives as defined in Article 1, paragraph i of the Constitution.
5. The President and in the absence of the President, the Vice-President, shall preside over the meeting of the General Assembly. In the absence of the Vice-President, the Immediate Past-President, shall preside over the meeting of the General Assembly. In case the Vice-President or the Immediate Past-President is not available, the EC shall appoint a Chairperson.
6. The President shall request the Director to announce the holding of a General Assembly Meeting not less than 60 days before the intended date and include an agenda.
7. No proxy voting is permitted at any General Assembly meeting.
8. At its ordinary meeting, the General Assembly shall:
 - a. Consider the report of the President on the activities of the Association since the previous meeting.
 - b. Consider and approve the financial reports, including the budget, as presented by the Treasurer and appoint the auditor for the following year.
 - c. Ratify the annual membership fee payable by the members as proposed by the Executive Committee if deemed necessary.

- d. Elect members to the Executive Committee
 - e. Subject to the provisions of the Constitution, approve rules or procedures for convening its meetings, a quorum, voting procedures, and dissemination of its reports if deemed necessary.
 - f. Approve position papers as proposed by the Executive Committee.
 - g. Consider and take action on all other matters presented by the Executive Committee.
9. The General Assembly may establish such bodies as it deems necessary and delegate any of its functions to such bodies except those provided for in Article 6, 7 and 8.
10. The quorum for a General Assembly may be changed on a proposal by the EC as approved by the General Assembly and to be in force at the next meeting of the General Assembly.

11. APSA Governance Values.

The General Assembly may adopt a “Code of Conduct” concerning its “governance values” which shall be followed by all members.

12. Procedures for Convening the General Assembly

- a. The General Assembly shall be composed of the members of the Association.
- b. The General Assembly shall be convened at least once a year at a time and place decided at the previous General Assembly Meeting.
- c. The Director on authority from the President and at the direction of the Executive Committee shall issue the announcement of the meeting at least 60 days in advance of the opening date of the General Assembly.
- d. If the General Assembly at its previous regular meeting was unable to fix a time and place for the next meeting, the President in consultation with the Executive Committee is authorised to fix a time and place for such meeting.
- e. Attendance by 25% of members shall constitute a quorum for a meeting of the General Assembly. If a quorum is not present, the President may discontinue the meeting of the General Assembly and reconvene the meeting after not fewer than 30 minutes after which those members present during the reconvened meeting shall be considered as forming the quorum for that meeting. However, voting concerning constitutional matters shall only be valid if the required quorum of 25 % of the APSA members is present.
- f. Invitation to a General Assembly Meeting along with provisional agenda, reports, and other documents pertaining to the agenda shall be made available to members not fewer than 40 days in advance of the opening session.

- g. The Director shall prepare and the EC shall ratify the provisional agenda.
- h. The Provisional agenda for each ordinary meeting of the General Assembly shall include:
 - i. Adoption of the agenda.
 - ii. Report on the activities of the Association during the previous calendar year and activities planned for the next calendar year.
 - iii. Report on the financial affairs of the Association, including an audited statement of accounts for the previous year.
 - iv. Proposed budget for the next calendar year.
 - v. Changes to the membership fee as proposed by the Executive Committee, if any.
 - vi. Election of members to the Executive Committee, if required.
 - vii. Proposals for amendments to the Constitution, if any.
 - viii. New criteria for the admission of members, if any.
 - ix. Report of technical and other committees, if any.
 - x. Arrangements for auditing of the financial report of the following year including the appointment of an Auditor.
 - xi. Time and place of the next meeting of the General Assembly.
 - xii. Any other items, with permission of the Chair.

- i. The members of the Executive Committee shall assume office at the end of the General Assembly in which they are elected.
- j. The President, and the Vice-President acting as President, shall have the right to vote.

13. Procedures for convening an extraordinary meeting of the General Assembly

- a. The President may call an extraordinary meeting of the General Assembly at:
 - i. The direction of the General Assembly, but only by members as defined in Article 4, Paragraph 1 (a), (b), and (c).
 - ii. The direction of the Executive Committee.
 - iii. The request of a number of members representing not less than 40 per cent of the membership as defined in Article 4, Paragraph 1 (a), (b), and (c).
- b. The Executive Committee shall decide the agenda, time, and place for an extraordinary meeting.
- c. Invitations and documents pertaining to an extraordinary meeting shall be made available to members not fewer than 40 days in advance of the date fixed for the opening session.
- d. The provisional agenda for an extraordinary meeting shall include only the special item for which the meeting is being called.

Article 6: The Executive Committee (EC)

1. There is an Executive Committee as a management committee of APSA, consisting of a maximum of fifteen (15) members:
Ten (10) persons representing categories a and b, Seed Enterprises and Government Seed Agencies;
Two (2) persons representing category c, Seed Associations in the APSA region and
Two (2) persons representing category d, Associate members
One (1) person representing Thai Nationality, preferably representing a government agency in the Kingdom of Thailand
The Director serves as *ex officio* member.
2. After the end of the term of one year of the Immediate Past President, the EC will consist of a maximum of thirteen (14) members.
3. The EC should ensure that there is a minimum representation of at least one (1) representative from the Major Countries in the EC and a maximum representation from any single country in the EC of two (2).
4. The EC shall meet preferably three (3) times but at least one (1) time a year, chaired by the President or in his or her absence, the Vice-President or Immediate Past-President. In case the Vice-President or Immediate Past-President is also not available, the EC shall appoint a Chairperson.

5. Election of EC members

a. Eligibility of EC members

To be eligible an EC member should meet the following criteria:

- (i) Be a duly designated representative of an active APSA member;
- (ii) Be a (potential) chair or member of an APSA SIG or SC;
- (ii) Have the necessary expertise and technical capability;
- (iii) Represent a particular region;
- (iv) Possess management skills and a leading position in their organisation;
- (v) Be proficient in English;
- (vi) Be able to attend EC meetings and other APSA events;
- (vii) Be able to fulfil the “Terms and Conditions of APSA EC Membership” as ratified from time to time by the EC.

The members of the Executive Committee shall be deemed to be elected in their capacity as representatives of members and not in their personal capacities. There shall not be more than one (1) Executive Committee Member from the same organisation including the subsidiaries of said organisation.

b. Election procedure:

- (i) The Director calls for candidates outlining the vacancy, including details of expertise that would be of value to APSA as proposed by the sitting EC. Any announcement shall be made not later than 120 days prior to the General Assembly Meeting.
- (ii) Candidates shall submit their application for candidacy using a signed nomination form prescribed by the EC. All candidates shall be nominated and seconded by an APSA member whose membership is in the same category as that of the candidate. Nominations must be received 90 days before the scheduled General Assembly Meeting.
- (iii) The EC appoints a “Nomination Committee” of three (3) persons that will screen suitable candidates based on the criteria as mentioned in paragraph 1. The Nomination Committee should be impartial and cannot be the OB as a body;
- (iv) The Nomination Committee will screen the candidates applying and will propose one or more suitably qualified candidate(s) to the EC;
- (v) The Nomination Committee will inform the EC of all candidates. Only those Members who have been ratified by the EC can stand for election.
- (v) The candidates as ratified by the EC, will be presented by the EC as potential EC candidates to the General Assembly.
- (vi) If there is only one candidate, it is up to the General Assembly to agree to the proposal from the EC by a show of hands;
- (vii) If the General Assembly disagrees to the appointment of any single candidate proposed by the EC, the position on the EC remains vacant until the following meeting of the General Assembly;
- (viii) Voting in the case of more than one candidate shall be done by secret ballot.
- (ix) Vacancies occurring on the EC as a result of the EC member no longer representing the member organisation, otherwise than by completion of term, may be filled for the remaining term by the EC by appointment of a representative of an APSA member from the category from which the vacating EC member is a member of.
- (x) An EC member who becomes a representative of a different organisation as he or she initially represented, may retain his or her position on the EC if:
 - a. The EC is satisfied that the candidate is capable of holding such a position based on criteria set at the time of election of the individual to the EC;

- b. The initial organisation doesn't wish to nominate a replacement to the EC;
 - c. The initial organisation releases the employee from his or her obligations of representing them in the EC;
 - d. The organisation which the EC member now represents:
 - i. Is a member of APSA in the same membership category;
 - ii. Agrees that the EC member represents them in the EC;
 - iii. Will support that person in his or her role as an EC member.
- (xi) If all members of the EC step down en bloc, the outgoing EC shall hold an Extraordinary Meeting of the General Assembly to elect new members to the EC. Candidates will be called and proposed according to paragraphs b,(i) to (iv). Election shall be by secret ballot. EC members so appointed shall serve a full term except as provided for in paragraph b(xii).
- (xii) In the first EC meeting held subsequent to such an Extraordinary Meeting of the General Assembly, the Office Bearers shall be elected whereby the Immediate Past-President, or in his or her absence, the Director shall act as Chair. Following the election, the newly elected President shall immediately take the Chair of the meeting.
- (xiii) In order to avoid the situation that more than half of the EC members complete their term in any given year, the President will, based on drawing lots, determine which 5 (five) out of the 10 non-OB members of the EC will vacate their seats after a period of two (2) years.
- (xiv) Sitting EC members who, under this Constitution, would be ineligible to serve on the EC, will retain their seats to the completion of their term.

6. Term of EC members

- a. EC members will serve a term of three (3) years with the possibility of one time renewal.
- b. In the case of an EC member being elected to the position of Vice-President, his or her term on the EC will automatically be extended to include the period of Vice-President, President and Immediate Past President with a total of not more than five (5) years.
- c. In the case an EC member is not able to effectively carry out his or her duties as expected:
 - (i) In being unable to attend three (3) consecutive EC meetings;
 - (ii) Can no longer represent the organisation for which he or she was appointed to the EC;
 - (iii) Is not participating in APSA activities to the satisfaction of the President.

- (iv) Has, or the organisation as represented, disreputed APSA;
- (v) The EC shall, by recommendation of the President and after providing the opportunity to the EC member in dispute to defend his or her case, decide whether his or her seat on the EC will be vacated. The vacancy will be fulfilled according to paragraphs 6b(i) through 6b(viii) of this article.

7. Procedures and Functions of the Executive Committee

- a. The Executive Committee shall establish the Association Secretariat and employ its Director.
- b. The Executive Committee shall be responsible to APSA members.
- c. The Executive Committee shall be responsible for directing the activities of the Association. To this end it shall submit to the General Assembly necessary reports including:
 - i. Reports on the Association's activities;
 - ii. The approved Financial Guidelines and Procedures
 - iii. Annual and long-term work programs including budget estimates.
- d. The Director, as instructed by the President, shall convene a meeting of the Executive Committee preferably three (3) times, but at least once a year. A letter of invitation, along with the provisional agenda and necessary documents shall be sent to the members of the Committee at least 10 days before the date fixed for the opening session.
- e. Adopt such rules and regulations as may be necessary or appropriate to conduct the business of the Association, provided that such rules and regulations shall not be inconsistent with the Constitution.
- f. When applicable, authorise the Director to arrange for adoption of a resolution by seeking a vote by correspondence with members.
- g. Seven (7) members of the Executive Committee shall constitute a quorum. Decisions of the Executive Committee shall be taken by a simple majority of votes.
- h. If a quorum is needed but not present the President of the meeting may discontinue the meeting of the Executive Committee and reconvene the meeting after not fewer than 30 minutes after which a quorum is constituted by the members present.
- i. The President and, in his or her absence, the Vice-President shall preside over the meetings of the Executive Committee. If neither the President nor the Vice-President is available, the Immediate Past-President shall preside over meetings of the Executive Committee. If neither the President, Vice-President nor the Immediate Past-President is available, the Executive Committee shall elect one of its members to preside over the meeting.

- j. In the case of a tied vote, the person chairing the meeting shall cast the deciding vote.
- k. The Executive Committee is empowered to create such other offices and designate officers as may be required by the circumstances and as may be necessary to promote the objectives of the Association, within the budgetary limits approved by the General Assembly.

Article 7: The Office Bearers (OB)

1. Function and Composition of the OB

- a. The OB is the body having direct oversight of the activities and management of the APSA.
- b. Only the EC members from the categories of Seed Enterprises, Government Seed Agencies and Seed Associations are eligible to hold positions in the OB.
- c. The OB shall meet at least two (2) times per year.
- d. The composition of the OB shall be the President, the Vice-President, the Treasurer and the Immediate Past President. The Immediate Past President will serve only for one year after the end of his or her term as President.
- e. The Director will serve on the OB in an ex officio position.
- f. With the exception of the Director as Ex-Officio OB member, each OB member shall represent an APSA member from a different country. (No two OB members shall be representatives of companies from the same country.)

2. Role and Duties of the OB members

(i) President

- a. The term of the Presidency is two (2) years and is non-renewable.
- b. The President is Chair of all General Assembly, OB and EC meetings.
- c. The President shall exercise general supervision over the affairs and interests of APSA and represent APSA in external relations.
- d. He or she shall, with the approval of the EC, appoint advisors, and the office holders of all Standing Committees and Special Interest Groups.
- e. He or she shall be an ex-officio member of all Standing Committees and Special Interest Groups.
- f. All official APSA documents, including without limitation title deeds and contracts, shall be signed by the President or by another member of the EC designated by the President, including the Director.

(ii) Treasurer

- a. The term of the Treasurer is 2 years. The position is renewable 2 times; the mandate cannot be more than 6 years in total.
- b. The Treasurer prepares, with the Director, the budget, controls and validates with the Director and the auditor the accounts, and presents the budget and Financial Report on behalf of the EC to the GA.
- c. The Treasurer formulates the Financial Guidelines and Procedures (FGP) regarding financial management and audit procedures for approval by the EC.

(iii) Vice-President

- a. The term of the Vice-President is two (2) years.

- b. The Vice-President represents the President in periods of absence.
- c. In the event that the President can no longer fulfil his or her role, the Vice-President automatically assumes the Presidency.
- d. The Vice-President succeeds the sitting President on completion of his or her term as President.
- e. In the event the Vice-President cannot fulfil this function as President, the Executive Committee will elect a President, who has not been acting as a Vice-President.
- f. The President and the Vice-President must not come from the same country, or the same organisation.

(iv) Immediate Past-President

- a. The term of the Immediate Past President is one (1) year only.
- b. There is no election for the position of Immediate Past President.
- c. The role of the Immediate Past President is to ensure a smooth transition of the President in his or her first year.

(v) Director

The Director is included as a member of the OB in an *ex officio* capacity.

(vi) Vacancies

Vacancies occurring in the positions of President, Vice-President, or Treasurer before the term has been served, shall be filled by the EC according to the procedure as mentioned in paragraph 3 of this article. A person so appointed shall serve for the remaining term of office of the person whose vacancy they fill.

3. Election of Office Bearers

Election of EC members to a position on the OB would be by the candidate indicating his or her candidacy at the EC meeting prior to the election of OB members by the EC. Voting shall be by a show of hands. However, a secret ballot may be convened should the majority of EC members so request. All EC members are eligible to vote with the exception of the Director who holds an *ex officio* position.

Article 8: The APSA Director

- (i) A Director will be appointed by the President, with the approval of the EC, to execute the general affairs of APSA in accordance with the objectives, rules, and policies of APSA, and to perform such tasks and duties as may be determined by the EC.
- (ii) The Director shall have charge of the management of APSA assets, the Secretariat, shall supervise, appoint and direct APSA staff and shall provide such assistance to officers and committees as may be required for APSA projects.
- (iii) The Director shall strengthen the involvement of members in APSA activities, provide direction and assistance for projects and activities of APSA and its committees as approved and authorised by the EC.
- (iv) The Director shall be responsible for retaining the minutes and records of meetings of APSA.

- (v) The Director shall be responsible for the growth of the APSA membership and strengthening of the collaboration with other international or regional organisations;
- (vi) The Director shall, in cooperation with the elected treasurer, be responsible for keeping APSA accounts and financial records, attend to the collection of all fees, dues, additional dues, and provide proper accounting and disbursement of APSA funds.
- (vii) The Director, on behalf of the Executive Committee subject to the Financial Guidelines and Procedures as set by the Treasurer and approved by the EC, shall have the power and authority to:
 - a. Employ and discharge staff members of the Association within the budget approved by the General Assembly
 - b. Incur expenses in connection with the administration and operation of the Association.
 - c. Collect, receive and acknowledge financial contributions and place them in appropriate bank accounts on behalf the Association.
 - d. Open, operate and close bank accounts in the countries of the region or any other countries approved by the General Assembly, on behalf of the Association and in accordance with procedures laid down by the Treasurer and the Executive Committee.
 - e. Authorise, record and account for all disbursements made by or on behalf of the Association.
- (viii) In line with the Financial Guidelines and Procedures (FGP), the Director can authorize expenditures and disbursements in accordance with the approved budgets and program of work including the following:
 - a. Payment of salaries and allowances to staff, if any, employed by the Association.
 - b. Payment of rent on hired property, if any, and expenses incurred in connection with maintenance of immovable and movable property including office equipment, etc.
 - c. Payment of honoraria, travel expenses, and other payments to individuals and institutions for assignments undertaken on behalf of the Association or for services rendered to the Association.
 - d. Payment of any other expenses as directed and approved by the Executive Committee.
- (ix) The Treasurer or in his or her absence the Director, shall ensure that the quarterly financial statements are circulated to the President and members of the Executive Committee.
- (x) The Treasurer, or in his or her absence the Director, shall submit to the General Assembly the audited statement of accounts, and financial reports on contracts, if any, undertaken by the Association and budget estimates for the following fiscal year.

Article 9: The Constitutional Committee

- a. The Constitutional Committee shall be made up of the previous three Immediate Past Presidents, not including the sitting Immediate Past President, or if one of these persons is not available an Immediate Past President before the three Immediate Past Presidents, as deemed necessary.
- b. The Constitutional Committee shall adjudicate in the case of challenges based on the APSA Constitution and make their recommendation to the EC.
- c. Any decision of the EC on such matters shall be final.

Article 10: Committees, Groups, Working Parties, Bodies and Consultations

1. Standing Committees (SC) and Special Interest Groups (SIG)

- a. The EC has the authority to establish Standing Committees and Special Interest Groups and other ad hoc bodies.
- b. The SCs and SIGs shall report to the EC.
- c. Chairpersons and members of committees shall be appointed by the President with the approval of the EC.
- d. Each SC or SIG shall meet at the call of its chairperson.
- e. The SCs and SIGs shall within the terms of reference, from time to time approved by the EC, conduct programs of interest to members, consider and report on relevant subjects and matters, and recommend to the EC for its approval positions to be taken by APSA on issues of concern to APSA and its members.

2. Ad-hoc Bodies, Working Parties, and Consultations

The General Assembly, under recommendation of the Executive Committee and according to Article 3 of the Constitution, may establish ad hoc bodies, technical committees, working parties, and consultations, subject to the following rules and procedures:

- a. Such bodies, committees, working groups, and consultations may be established, on an exceptional basis, whenever the Executive Committee considers that such action is conducive to facilitating its work.
- b. Before taking a decision on the establishment of such bodies, the Executive Committee shall examine the administrative and financial implications of such a decision.
- c. The Executive Committee shall define the terms of reference, composition, and duration of the mandate of each ad hoc body.

- d. All ad hoc bodies shall report to the Executive Committee, which in turn may report to the General Assembly, after which the Executive Committee shall arrange for the contents of such reports to be made available to all members.
- e. Unless otherwise specified, such bodies, committees, working groups and consultations shall be discharged upon the completion of their duties.

Article 11: Revenues and Disbursement

1. The Executive Committee shall submit the annual budget of the Association to each General Assembly for approval.
2. Fiscal Year
APSA's fiscal year shall begin on the first day of January and shall end on the thirty-first day of December.
3. The financial resources of the Association shall be raised under:
 - a. Admission fees, payable on admission, and annual membership fees.
 - b. Advertisements in and subscriptions to Association publications.
 - c. Congresses, seminars, courses and delegate fees.
 - d. Voluntary contributions from members, grants, donations from other sources, and other sources of income.
4. Auditing
 - (i) The accounts of the Association shall be audited every year by the appointed auditor or as stipulated by the Law of the Country.
 - (ii) The Auditor shall be proposed to the General Assembly by the Executive Committee from outside of the Association, and for a period of one (1) year, which may be extended on a yearly basis.
5. Appointment of Auditor
The General Assembly shall appoint the Auditor on the recommendation of the EC.

Article 12: Participation of Observers

1. Institutions that are not members of the Association may, upon written request and approval of the Executive Committee, attend meetings of the General Assembly and subsidiary bodies of the Association, as registered observers.
2. The President, at the request of the General Assembly or the Executive Committee, may invite regional and international organisations to attend meetings of the General Assembly, Executive Committee, and subsidiary bodies of the Association in their capacity as observers.
3. Participation of regional and international organisations in the work of the Association shall be governed by the relevant provisions of the Constitution and the resolutions of the General Assembly.

4. Observers shall not have voting rights.

Article 13: Rules and Regulations

For the discharge of the subsidiary functions under the Constitution, Rules and Regulations may be formulated by the Executive Committee in regard to:

- a. Personnel management of the Staff, including recruitment, performance evaluation, promotion, and disciplinary measures.
- b. Financial management, such as opening of bank accounts, preparation of accounts and financial statements, and calculation of travel allowances.
- c. Procedures to conclude contracts and agreements with other organisation.
- d. Procedures for acceptance of donations.
- e. Amendment of the rules and procedures.

Article 14: Amendment of the Constitution

1. The General Assembly can amend this Constitution by a two-thirds majority of votes of the General Assembly.
2. Any proposed amendments or modifications to the Constitution shall be submitted by the EC, or by at least ten per cent (10%) per cent of APSA Members from at least three (3) countries, in writing to the President and may be adopted by resolution at a General Meeting, or an Extraordinary Meeting of the General Assembly.
3. Proposals for amendment of the Constitution can be made either by the Executive Committee or by ten per cent (10%) of the Members from at least three (3) countries under categories a, b and c in a communication addressed to the President of the Association.
4. The President shall circulate to all members all proposals for amendments 40 days before the General Assembly.
5. No proposal for the amendment of the Constitution shall be included in the agenda of the General Assembly unless notice thereof has been received by the President at least 60 days prior to the opening of the General Assembly.
6. The Adopted amendments of the Constitution shall have immediate effect and be made directly available to all members..

Article 15: Settlement of Disputes

Any dispute arising between members of the Association concerning the interpretation and application of the provisions of the Constitution, that cannot be settled by the parties concerned, shall be submitted by the Parties through the Executive Committee to the

Constitutional Committee. The Constitutional Committee shall investigate the dispute and make recommendations to the Executive Committee whose decision shall be final.

Article 16: Recommendations to Members

The Association can make recommendations for action by members on any matters pertaining to the aims and functions as described in Article 2 of the Constitution.

Article 17: Dissolution of the Association

1. The Constitution of the Association can be abolished and the Association dissolved by a three-fourths majority of the total membership. This decision shall be by ballot distributed to each Member and returned to the Director by registered mail. The abolition of the Constitution shall entail dissolution of the Association.
 2. In case of dissolution of the Association, the Office Bearers shall oversee all activities related to the dissolution process.
 3. In case of dissolution of the Association, the responsibility for the settlement of outstanding liabilities, if any, or receipts from sales of assets after settlement of liabilities, if any, will be shared equally by all members.
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