



Asia Pacific Society of Infection Control

CONSTITUTION

June 2015

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THE CONSTITUTION OF Asian Pacific Society of Infection Control

ARTICLE 1

NAME

- 1.1 This Society shall be known as the “Asia Pacific Society of Infection Control”, hereinafter referred to as the “Society”.

ARTICLE 2

PLACE OF BUSINESS

- 2.1 Its place of business shall be at 12, West Coast Walk, #02-06, West Coast Recreation Centre, Singapore 127157, or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

ARTICLE 3

INTERPRETATION

- 3.1 In these constitution, unless the contrary intention appears:
- “**APSIC**” means the Asia Pacific Society of Infection Control;
 - “**Executive Committee**” means the Executive Committee of management of the Society consisting of the Officers;
 - “**Executive Officers**” means the President, the Past President, the Treasurer and the Secretary;
 - “**Executive Committee Member**” means a person who has been elected at a Council meeting to serve on the Executive Committee under Article 11
 - “**Ex- officio Member**” means the Chairman or their nominated delegate for the forthcoming Society Congress meeting;
 - “**Council Member**” must in the first instance be a delegate at the societies congress meeting at which a Council meeting is being held and a representative of a country or regional infection control association/society in the Asia Pacific region or in the absence of such a person, be a person from a country or region who is actively practicing in an infection control or related role in a hospital, healthcare facility, the community or government or non-government organisation who has been requested by an Executive Committee member to participate in the Council proceedings in accordance with Article 5;
 - “**Financial Year**” refers to 1 April till 31 March each year.
 - “**Founding Member**” means a person who was invited and attended the first meeting of the Society held in Hong Kong from the 7th – 8th of March 1998.

"Faculty Members" is a person who is nominated by an Executive Committee member and by unanimous vote of the Executive Committee is invited to join the faculty. Faculty members are individuals who are considered to be experts in the field of Infection Prevention and Control. The faculty is restricted to a maximum of 20 persons.

"Minute Book" means the book of minutes of meetings which the Secretary is required to keep under Article 12.3;

"Officers" means the Executive Officers;

"Rules" means these rules of the Society as may be amended from time to time in accordance with Article 15;

"Secretary" means the Committee Member elected by the Committee to perform the tasks set out in Article 12.3;

"Society" means the Asia Pacific Society of Infection Control;

"Statement of Purposes" means the statement of purposes of the Society; and

"Term" means in relation to an Executive Committee Member the period commencing on the date of appointment of the Committee Member and expiring on the date of the fourth year after the committee member's appointment with the exception of the Treasurer and Ex-officio under Article 11.

3.2 In constitution:

- a) the singular includes the plural and vice versa;
- b) a reference to a person includes a corporation or other corporate body; and
- c) a reference to any body which no longer exists or has been reconstituted, renamed, replaced or whose powers or functions have been removed or transferred to another body or agency, is a reference to the body which most closely serves the purposes or objects of the first-mentioned body.

3.3 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have power to use their own discretion. The decision of the Executive Committee shall be final unless it is reversed at a Council Meeting of members.

ARTICLE 4

PURPOSE AND OBJECTS

4.1 The society is a multi-national, voluntary organization dedicated to the advancement of infection prevention and control.

4.2 The purpose and objects of the Society are:

- a) to build a network of infection control professionals working towards quality healthcare in the Asia Pacific region;
- b) to facilitate exchange of information and data on infection prevention and control through workshops, seminars, congresses, and conferences;
- c) to assist in formulating recommendations, guidelines or standards by consensus working groups;

- d) to collaborate and work with non-government and government organizations on international, national or regional research; and
- e) to collaborate and work with non-government and government organizations on investigations and outbreaks of emerging pathogens.

ARTICLE 5

COUNCIL MEETING

- 5.1 The Society must meet at least once every 2 calendar years to convene the Council Meeting of the Society to elect the Executive Committee members.
- 5.2 The Executive Committee will use its best endeavours to ensure that 2 Council members (preferably from different disciplines) from countries in the Asia Pacific Region are represented at the Council meeting for the purpose of receiving reports on the Society and electing Executive Committee members.
- 5.3 The date of the meeting will be determined by the Executive Committee, however the Committee will use its best endeavours to schedule the meeting during the Societies Congress meeting, which is held once every 2 calendar years.
- 5.4 The Council meeting will be open to all registered delegates attending the Societies Congress meeting.
- 5.5 Only Council members, Faculty members holding Executive Committee member positions or a council member with a designated country representative position at the Council meeting and Executive Committee members have voting rights at Council meetings.
- 5.6 The ordinary business of the Council meeting will be:
 - a) to confirm any minutes of the preceding Council meeting which have not previously been confirmed;
 - b) to announce the results of the election of Executive Committee Members;
 - c) to receive from the Executive Committee reports upon the transactions of the Society during the preceding financial years including but not limited to:
 - i) the President's report on the Society's activities;
 - d) to submit to the Council members the financial statement presented by the Treasurer
- 5.7 The Council meeting may transact special business of which notice is given in accordance with this constitution.

ARTICLE 6

NOTICE OF COUNCIL MEETINGS

- 6.1 The Secretary of the Executive Committee must arrange for notice of the date and time of the Council meeting to be included in the Societies Congress meeting program.

- 6.2 Council members desiring to bring any business before the Council may give notice of that business to the Secretary of the Executive Committee up to 4 hours before the commencement of the Council meeting and the secretary must include that business on the agenda for the Council meeting.

ARTICLE 7

PROCEEDINGS AT COUNCIL MEETING

- 7.1 Only Council members, Faculty members holding Executive Committee member positions or a council member with a designated country representative position at the council meeting and Executive Committee Members have voting rights at AGM meetings.
- 7.2 The President, or in the President's absence, the Past President, must preside as chairperson at each Council meeting of the Society.
- 7.3 A resolution will be put to the vote of a Council meeting of the Society and an entry to that effect in the Minute Book of the Society is evidence of the fact, without further proof.
- 7.4 Upon any question arising at a Council meeting of the Society, a Member who is entitled to a vote has one vote only.
- 7.5 In the case of an equality of voting on a question, the chairperson of the Council meeting must have a casting vote.
- 7.6 If at a Council meeting a poll is demanded by not less than 3 Members, a poll must be taken at that Council Committee in such manner as the chairperson may direct and the result of the poll will be deemed to be a resolution of the Council meeting at which the poll was demanded.
- 7.7 If there is a casual vacancy in the Council:
- a) The President, then the Past President must vacate his or her office and act as President for the remainder of the President's terms of office.

ARTICLE 8

EXECUTIVE COMMITTEE MEETING

- 8.1 The Executive Committee must use its best endeavours to meet at least once every calendar year on such date and at such place and time as the Executive Committee may determine.
- 8.2 Written notice of each Executive Committee meeting must be served on each Committee Member at least 2 weeks before the date of the Executive Committee meeting.
- 8.3 The Executive Committee may, whenever it thinks fit, convene an Executive Committee meeting of the Society and where more than 12 months would elapse between Executive Committee meetings, the Committee must convene an Executive Committee meeting before the expiration of that period.
- 8.4 The date of the Executive Committee meeting will be determined by the committee.

8.5 The executive committee:

- a) must control and manage the business and affairs of the Society;
- b) may, subject to this constitution, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by this constitution to be exercised by Members in Executive Committee meetings of the Society;
- c) subject to this constitution has the power to perform all such acts and do all such things as appear to the Executive Committee to be essential for the proper control and management of the business and affairs of the Society;
- d) may elect Faculty Members;
- e) may engage non-Members with expertise in areas related to infection control to assist the Society in an advisory capacity provided that such persons will not have voting rights; and
- f) may appoint Members to a sub-committee of the Executive Committee of the Society.

8.6 The Officers of the Society are the:

- a) President;
- b) Past President;
- c) Treasurer;
- d) Secretary;
- e) Other officers X 2 members
- f) Ex- officio member

8.7 Each of the Officers must be familiar with the Statement of Purposes and comply with the constitution.

8.8 If there is a casual vacancy in the office of:

- a) the President, then the Past President must vacate his or her office and act as President for the remainder of the President's terms of office;
- b) any of the Executive Officers (excluding the President), the Executive Committee must appoint a person who is actively practicing in an infection control or related role in a hospital, healthcare facility, the community or government or non-government organisation to fill the vacant office and the Committee Member so appointed may continue in that office (in addition to any other office on the Committee, that the Member may hold) up to and including the conclusion of the next Council meeting following the date of the appointment;
- c) any of the Normal Officers, the Executive Committee must either appoint:
 - i) an Executive Committee Member; or

- ii) a person who is actively practicing in an infection control or related role in a hospital, healthcare facility, the community or government or non-government organisation to fill the vacant office and the Member so appointed may continue in that office up to and including the conclusion of the next Council Committee following the date of the appointment.
- 8.9 The Executive Committee will consist of the Officers each of whom must be elected by the Council Committee in accordance with Article 11.
- 8.10 For the purpose of this constitution, there will be a casual vacancy in the office of an Officer where the Officer;
- a) ceases to be a Member;
 - b) resigns from office by notice in writing given to the Secretary;
 - c) is requested to resign by all of the other Executive Committee Members and does so.
- 8.11 All decisions of the Executive Committee on any matter not provided for in the constitution will be binding on all Committee members.

ARTICLE 9

NOTICE OF EXECUTIVE COMMITTEE MEETING

- 9.1 The Secretary must at least 14 days before the date fixed for the holding of an Executive Committee meeting of the Society, send or cause to be sent to each Executive Committee Member a notice stating the place, date and time of the Executive Committee meeting and the nature of the business to be transacted at the Executive Committee meeting.
- 9.2 An Executive Committee Member desiring to bring any business before an Executive Committee meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the Executive Committee meeting after the receipt of the notice.

ARTICLE 10

PROCEEDINGS OF EXECUTIVE COMMITTEE MEETING

- 10.1 Two Executive Committee Members (one of whom must be an Executive Officer) constitute a quorum for the transaction of the business of Executive Committee meeting. No business may be transacted at an Executive Committee meeting unless a quorum is present. If within half an hour of the appointed time for commencement of a Executive Committee meeting a quorum is not present, the Executive Committee meeting must:
- a) be dissolved or
 - b) be adjourned by the chairperson to an alternative day, time or place for the Executive Committee meeting at the time of the adjournment
- 10.2 At Executive Committee meetings:

- a) the President, or in the President's absence the Past President must preside as chairperson;
- 10.3 Questions arising at a meeting of the Executive Committee must be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the chairperson at the meeting may determine.
- 10.4 Each voting Member present at a meeting of the Executive Committee (including the chairperson at the meeting) is entitled to 1 vote and if there is an equality of votes on any question, the chairperson of the meeting may exercise a casting vote.

ARTICLE 11

ELECTION OF EXECUTIVE COMMITTEE MEMBERS AND VACANCIES

- 11.1 Only Council, Faculty and Executive Committee Members may be nominated for election to the Executive Committee of the Society at the Council meeting.
- 11.2 A nomination of a person for election as an Executive Committee Member;
 - a) must be made in writing and be accompanied by the written consent of the person nominated; and
 - b) must be delivered to the Secretary of the Executive Committee within 4 hours of the commencement of the Council committee meeting.
- 11.3 Nominees must be in attendance at the Council Committee meeting to be considered for election to the Executive Committee.
- 11.4 If insufficient nominations for positions on the Executive Committee are received further nominations, in the manner specified in Article 11.2, may be received at the Council Committee meeting (including nominations for retiring Committee Members who may otherwise be ineligible for re-election) to enable all vacancies on the Executive Committee to be filled.
- 11.5 If the number of nominations received is equal to the number of vacancies to be filled on the Executive Committee, the members nominated will all be deemed to have been elected as Executive Committee Members.
- 11.6 If the number of nominations made under Article 11.2 exceeds the number of vacancies to be filled, on the Executive Committee a poll will be taken at the meeting in such a manner as the chairperson may direct.
- 11.7 The results of the election of Executive Committee Members must be announced at the Council meeting.
- 11.8 The Executive Committee Members will determine, by resolution passed by a majority of the Executive Committee Members, which office each Committee Member will hold on the Executive Committee at an Executive Committee meeting to be held no later than 7 days after the Council meeting.
- 11.9 The President may hold office for 2 consecutive years
- 11.10 The Past President may hold office for 2 consecutive years
- 11.11 The Treasurer shall hold office for 2 consecutive years and no more than a maximum of 4 years

11.12 The Secretary shall hold office for 2 consecutive years

11.13 The Other Officers and Ex-officio members shall hold office for 2 consecutive years
Article 12

DUTIES OF OFFICE-BEARERS

12.1 The President shall

- a) preside as the chairperson at all Council Meetings and Executive Committee meetings;
- b) prepare the agenda for all Council Meetings and Executive Committee meetings in conjunction with the Secretary;
- c) exercise a casting vote at Council Meetings or Executive Committee meetings if there is an equality of votes on any question arising at the meeting;
- d) delegate authority where such delegation is necessary for the proper functioning of the Society;
- e) present a written report of the Society activities at Council meetings;
- f) be the spokesperson for the Society always abiding by the Society Constitution and rules;
- g) review minutes of meetings prepared by the Secretary (if requested by the Secretary to do so) prior to the minutes being distributed by the Secretary to Council members or Executive Committee Members;
- h) represent the Society or nominate a Member to represent the Society on external committees if agreed to by the Executive Committee; and
- i) perform such other reasonable tasks as the Executive Committee may determine from time to time.

12.2 The Past President shall

- a) fill the office of President if there is a casual vacancy in the office;
- b) preside as the chairperson at any Council meetings and Executive Committee meetings in the absence of the President at the meeting;
- c) stand in for the President or any other Officer, if the President or other Officer is temporarily unable to hold such office or to conduct the tasks required of the President or other Officer;
- d) provide the President with any reasonable assistance; and
- e) perform such other reasonable tasks as the Executive Committee may determine from time to time.

12.3 The Secretary shall

- a) keep minutes of the resolutions and proceedings of each Council meeting and Executive Committee meeting in the Minute Book, together with a record of the names of all persons present at such meetings;
- b) distribute to each Council member and Executive committee Member copies of the minutes kept by the Secretary within 21 days after the holding of a Council meeting or Executive committee meeting;

- c) keep a record of all correspondence received by the Society and advise the Committee of the receipt of such correspondence at each Executive Committee meeting;
- d) answer or arrange for any correspondence received by the Society to be answered as directed by the Executive Committee;
- e) keep custody or control of the Society Minute Book;
- f) assist the President with preparing an agenda for each Council Committee meeting and Executive Committee meeting;
- g) perform such other reasonable tasks as the Executive Committee may determine from time to time.

12.4 The Treasurer shall

- a) collect and receive all moneys due to the Society and promptly pay all amounts authorised by the Executive Committee;
- b) keep accurate records, accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society;
- c) keep and maintain a register of all assets of the Society;
- d) present a Treasurer's report at each Council meeting and Executive Committee meeting or at such other time or frequency as the Committee may determine;
- e) present a financial statement at the Council meeting;
- f) open and close bank accounts which are necessary for the proper functioning of the Society if directed to do so by the Executive Committee; and
- g) perform such other reasonable tasks as the Executive Committee may determine from time to time.

12.5 Other Officers

- a) Elected and Ex-officio members shall assist in the general administration of the society and shall perform such reasonable tasks as the Executive Committee may from time to time determine under the supervision of the Executive Committee.

ARTICLE 13

REMOVAL OF MEMBER OF COMMITTEE

- 13.1 The Society meeting may by resolution remove any Executive Committee member before the expiration of the Committee Member's term of office in which case there will be deemed to be a casual vacancy in the office held by that Committee member and the vacant office must be filled in accordance with Article 11.
- 13.2 A Committee Member affected by the type of resolution referred to in Article 9.10.3 may make representations in writing to the Secretary (not exceeding a reasonable length) and may request that such representations be forwarded to Executive Committee members or be read out at an Executive Committee meeting.

ARTICLE 14

ACCOUNTS AND CHEQUES

- 14.1 The Executive Committee may open or may direct the Treasurer to open such bank accounts as it deems necessary for the holding of money received by the Society.
- 14.2 The Executive Committee may draw, make, accept, endorse, discount, execute and issue cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments.
- 14.3 The Executive Committee must appoint 2 Executive Committee Members to be signatories to any cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments of the Society. All cheques shall be signed by the Treasurer plus one other person who shall be an Executive Committee member.
- 14.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the 2 signatories referred to in Article 14.3

ARTICLE 15

AMENDMENTS TO CONSTITUTION

- 15.1 The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies.
- 15.2 The Society may alter this constitution and the Statement of Purposes by special resolution at a Council meeting.
- 15.3 A resolution of the Society is a special resolution if it is passes by a majority of not less than 75% of the Council members who are entitled under this constitution to vote in person.
- 15.4 A declaration by the chairperson at the scheduled Council Committee meeting that the special resolution has been carried will be conclusive evidence of that fact unless a poll is demanded.

ARTICLE 16

DISSOLUTION

- 16.1 The Society shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) of the total voting membership of the Society expressed, either in person or by proxy, at a Council Meeting convened for the purpose.
- 16.2 In the event of the Society being dissolved, as provided above, and there remains, after the satisfaction of all the debts and liabilities of the Society, any surplus assets, such assets must not be paid to or distributed amongst committee members but must be given or transferred by the Society to a Society or Association having the same or similar purposes to those of the Society.
- 16.3 The Executive Committee members must determine the Society or Association to which any surplus assets will be given or transferred.

16.4 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

ARTICLE 17

CUSTODY OF RECORDS

17.1 Except as otherwise provided in this constitution:

- a) the Secretary must keep custody or control of the Minute Book; and
- b) the Treasurer must keep custody or control of:
 - i) the financial records of the Society including but not limited to the Society's books, statements, accounts and security documents (if any);
 - ii) any bank deposit books and cheque books; and
 - iii) the register of assets of the Society.

17.2. The Secretary and Treasurer may (subject to the approval of the Executive Committee) permit a member to inspect the documentation which they respectively hold on behalf of the Society under Article 17 at a time and place to be determined by the Officer holding the documentation.

ARTICLE 18

FUNDS AND APPLICATION OF INCOME

18.1 The funds of the Society must be derived from Congress meetings, donations and such other sources as the Executive Committee determines.

18.2. The income and property of the Society must be applied solely towards the promotion of the objects and purposes of the Society. No portion is to be paid or transferred directly or indirectly to any committee member except where an amount is paid as bona fide compensation for services rendered in the setting of the appointment of an Executive Committee member following transparent advertising of the position and selection of the candidate using pre-determined selection criteria approved by the Executive Committee, or for expenses incurred by the member on behalf of the Society.

ARTICLE 19

APPOINTMENTS TO EXTERNAL COMMITTEES

19.1 The President may request an Executive Committee Member to represent the Society on an external committee.

19.2. Any Executive Committee Member who is requested by the Committee to represent the Society on an external committee may only do so:

- a) while the person remains an Executive Committee Member.

ARTICLE 20

DECLARATION OF PECUNIARY INTEREST

- 20.1 Each Committee member must declare any pecuniary interest and voluntarily desist from voting on any issues which the Committee member may have a vested interest in.

ARTICLE 21

PROHIBITIONS

- 21.1 The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.
- 21.2 The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 21.3 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 21.4 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Board or members unless with the prior approval of the relevant authorities.
- 21.5 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.
- 21.6 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

- END -