

CONSTITUTION AND BYLAWS OF THE ASIA-PACIFIC ASSOCIATION FOR GYNECOLOGIC ENDOSCOPY AND MINIMALLY INVASIVE THERAPY

I. Name, Region, Objectives and Membership of the Association

Article 1

Name

Under the name of the “Asia-Pacific Association for Gynecologic Endoscopy (APAGE) And Minimally Invasive Therapy”, an association to be governed by the Constitution is hereby established. The name of this organization shall be the “Asia-Pacific Association for Gynecologic Endoscopy and Minimally Invasive Therapy”, hereinafter referred to as “the Association”.

Article 2

Region

Asia-Pacific area refers to countries in Asia and the Pacific Rim. Any association in this region and in the field of gynecological endoscopy and minimally invasive therapy can apply to join the Association.

Article 3

Objectives

The objectives of the Association shall be:

- To stimulate basic and applied research and the dissemination of knowledge on all aspects of gynecologic Endoscopy and minimally invasive therapy.
- To stimulate the creation of societies for basic and applied work in the field of gynecologic endoscopy and minimally invasive therapy.
- To contribute to the standardization of terminology and evaluation of diagnostic and therapeutic procedures in the field of gynecologic endoscopy and minimally invasive therapy.
- To represent affiliated societies whenever joint scientific action is appropriate.
- To establish and maintain relations with other organizations and to promote activities which further the objectives of the Association

Article 4

Duration and Languages

1. The duration of the Association shall be unlimited. Its seat shall be established in Taiwan. The official working language of the General Assembly, Executive Board and other committees shall be English.
2. All languages used in member societies shall be considered of equal standing. Important documents and proceedings will normally be translated into the languages used in member societies. The member societies concerned shall be responsible for the translation.

Article 5

Membership

1. The Membership of the Association shall include those societies or organized working groups in the Asia-Pacific area with an interest in gynecologic endoscopy and/or minimally invasive therapy. They must have a constitution, which conforms to the objectives as specified in Article 3 of the Association’s Constitution. Furthermore they must be non-profit making bodies and have a Constitution in accordance with their national laws.
2. The privileges of voting and holding office shall be limited to one delegate nominated by each Society which holds membership of the Association.

3. Applications for memberships shall be made to the President of the Association at least 3 months prior to the General Assembly of the Association.
4. The following information should be submitted in the application for membership: constitution of the organization, composition of the Executive Board and names and addresses of members. Applications will be scrutinized by the Executive Board of the Association and submitted for consideration to the next Board of Trustees.

Article 6

Application for Membership

A society which was not affiliated with the Association at the time of its formation can apply to the Association for membership by:

- Submitting an application and the current membership list to the President of the Association together with a copy of its Constitution as stipulated in Article 5.
- Declaring its intention to abide by the Constitution of the Association.
- Undertakes to make financial contributions in such form and within such time limits as may be decided by the General Assembly.

The Executive Board of the Association will first discuss the application and the Board of Trustees will make the decision. All decisions are final and the Board shall not be required to state the reason for its decision.

Article 7

Loss of Membership

Membership of the Association shall be lost after a vote by the Board for any of the following reasons:

- By voluntary withdrawal, subject to a period of notice to be fixed by the Bylaws (see Bylaw 1)
- By being in arrears or defaulting on the default in payment of contributions to the Association over a period of time to be fixed by the Bylaw (see Bylaw 2)
- In pursuance of a decision made by the Board of Trustees on the basis of a report made by the Executive Board. The decisions will be carried by complete majority of the Board of Trustees
- The name of an associated member will not be changed base on reasons of philosophical, religious, political or racial nature.

Reinstatement of membership of the Association:

Any member society excluded from the Association may appeal to the Board of Trustees for reinstatement if the circumstances under which the suspension or exclusion took place no longer apply. The appeal must be made in writing to the President with adequate documentation supporting the reasons for reinstatement.

II Dues, Contributions and Funds

Article 8

1. The Association is a non-profit making scientific association. At the discretion of the Executive Board and after due approval by the Board of Trustees, member Societies have to pay annual dues, the amount of which is specified by the Board of Trustees after proposal by the Executive Board and laid down in the By-Laws (See By-Law 3).
2. Default in the payment of annual subscriptions for a period exceeding three years will result in the societies concerned immediately losing their voting rights at the Board of Trustees and the right to participate in the Executive Board. Restoration of voting rights will become effective on resumption of payment of contributions and settlement of arrears as set out in Article 7.
3. The Association may accept funds such as contributions, grants or donations from institutions, foundations and other sources for the purpose of promoting the objectives of the Association.

4. The finances of the Association shall be used exclusively to promote the objectives set out in Article 3, and for the proper management of the administrative expenses of the Association.
5. In the event of dissolution of the Association, all funds then remaining after due provision for outstanding obligations shall be donated for the promotion of research and education in the field of gynecologic Endoscopy and/or minimally invasive therapy.
6. The Association shall not assume any financial responsibility in the organization of national or international congresses or courses. The host member society is required to deliver ten percent of the registration fee and ten percent of the net profit, if any, of the annual or regional meeting of APAGE to the Association.

III. Organization and Management

Article 9

Organizational structure

The organizational structure of the Association consists of:

- a. The General Assembly
- b. The Executive Board
- c. The Board of Trustees

Article 10

General Assembly

The General Assembly is the supreme authority of the Association. It shall be composed of delegates from each affiliated society or association and the members of the Executive Board.

Article 11

Meetings of the General Assembly

1. The General Assembly shall meet in regular session on the occasion of each Annual Congress organized by the Association.
2. The agenda of the General Assembly shall be drawn up by the Executive Board.
3. Member societies may submit items for the agenda in writing to The President. The President shall be responsible for distribution of the final agenda to the member societies before the General Assembly.
4. The President of the Association shall act as Chairman of the General Assembly and the Officers of the Association shall be the Officers of the General Assembly.

Article 12

Functions of the General Assembly

1. The General Assembly shall receive reports of the Executive Board and the general activities of the Association. These shall be distributed to the member societies together with the agenda.
2. The Executive Board shall have the responsibility of reporting any decisions made by board members to the General Assembly regarding the election of Officers, membership of the Executive Board and the Chairmanship and membership of the next Association Committees.

Article 13

The Executive Board

- a. The Executive Board shall consist of Eight founding members, President, President-elect and immediate past president.
- b. Powers of Executive Committee. The Executive Committee may, when necessary, exercise all of the powers of the Board of Trustees during the interim period between meetings of the Board. Decisions by the Executive Committee may be made by a majority, thereof, of the committee, and such decisions may be made by any form of communication, including telephonic, e mail, and fax between members thereof, without the necessity of a meeting. All decisions made by the committee shall be memorialized in writing and distributed to the Board of Trustees for their approval. The Executive Committee will serve as the Finance Committee and the Membership Committee.

The Executive Committee shall be responsible for

- (1). The management of the affairs of the Association.
- (2). The organization of annual congress, regional and other scientific meetings.
- (3). The establishment of the annual budget and the use of any available funds. The Executive Committee shall determine the actions and expenditures necessary to achieve the objectives of the Association.
- (4). The submission to the Board of Trustees of proposals for the establishment of standing and Ad hoc committees necessary for the activities of the Association. The Executive Committee Shall receive reports from these committees.
- (5). The preparation of the agenda for the General Assembly.
- (6). The existence of the adherence to special ethical guidelines for the relationship between the Association and related industry. These guidelines shall be prepared by the Executive Committee and a copy shall be kept by the Chairman of the Board of Trustees.
- (7). Ensuring that the Articles of the Constitution are adhered to correctly.
- (8). The Executive Committee shall have the power to co-opt up to a maximum of four persons Who may contribute substantially to the work of the Board. These members shall serve for a maximum of two years and they shall not have voting rights.

c. Meetings of the Executive Committee. Meetings of the Executive Committee shall be at such times and places as are designated by the Chairman of the Board of Trustees. Telephone or written notice of such meetings shall be given to all members of the Executive Committee. Except in an emergency, such notice shall be given at least six (6) weeks in advance of the meeting.

The President shall take office for a term of one year and shall not be eligible for re-election. After the expiration of the President's term in office, the president shall succeed the immediate past president.

The President shall submit a list of nominees of each committee to the executive board and approval by Chairman of Board of Trustee. The chairman of each committee shall be nominated by Executive Board and approval by Chairman of Board of Trustee every one year.

The President-elect shall be elected by a majority of the international board and founding members in Board meeting at a time and place designated by chairman of the Board of Trustee.

Executive board shall submit a list of two nominees of President –elect every one year which shall contain at least two candidates.

The President-elect shall serve for a term of one year and then succeed the President. In the event of the President not being able to continue in office, the President-elect shall succeed and serve until the next Board meeting.

The numbers of international board for each society member shall be decided by the majority of Executive Board. Each society member shall be allotted not more than three accounts of international boards. Each international board shares the same duty and right.

Powers of the Executive Board

The Executive Board may, when necessary, exercise the power of the Board of Trustees during the interim period between meetings of the Board. Decision by the Executive Board may be made by a majority, thereof, of the Committee, and such decisions may be made by any form of communication, including the telephonic, between members thereof, without the necessity of a meeting. All decisions made by the Executive Board shall be minuted in writing and distributed to the Board of Trustees for their approval. The Executive Board will server as the Finance committee and the Membership Committee.

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- b. The organization of annual congresses, regional and other scientific meetings

- c. The establishment of the annual budget and the use of any available funds. The Executive Board shall determine the actions and expenditures necessary to achieve the objectives of the Association.
- d. The submission to the General Assembly of proposals for the establishment of standing and ad hoc committees necessary for the activities of the Association. The Executive Board shall receive reports from these committees.
- e. The preparation of the agenda for the General Assembly.
- f. The existence of the adherence to special ethical guidelines for the relationship between the Association and related industry. These guidelines shall be prepared by the Executive Board and a copy shall be kept by the Chairman of the Board of Trustees.
- g. Ensuring that the Articles of the Constitution are adhered to correctly.
- h. The Executive Board shall have the power to co-opt up to a maximum of four persons who may contribute substantially to the work of the Board. These members shall serve for a maximum of two years and shall not have voting rights.

Office of the Chairman of the Board

- 1. The founder of the Association, Dr. Chyi-Long, Lee, will be appointed the first Chairman of the Board of Trustees in an honorary position until year 2013.
- 2. Starting from 2013, the Chairman of the Board of Trustees will be elected by majority vote by the Board of Trustees every four years. There is no limitation as to the number of terms of service.
- 3. The Chairman of Board of Trustees shall be a member of the Executive Board with full voting privileges.
- 4. The Chairman of Board of Trustees shall be responsible for the management of the Association.
- 5. The Chairman of Board of Trustees shall be an ex-official member of the Board of Trustees and all committees.
- 6. In the event of sudden vacancy arising from the position of the Chairman, the Board of Trustees reserves the right to elect a new Chairman from the members of the Board of Trustees.

Article 14

The Board of Trustees

The Board of Trustees shall consist of a representative from each of the initial founding member societies. To ensure continuity in the operation of the Association, the founding members will serve a period of 5-8 years (until the year 2011). The list of founding members is:

Chyi-Long Lee, M.D. (Taiwna)	Joo-Hyun Nam, M.D. (Korea)
Bao-Liang Lin, M.D. (Japan)	Felix Wong, M.D. (Australia)
Pong Mo Yuen, M. D. (Hong Kong)	C. Y. Liu, M.D. (USA)
Lee Keen Whye, M.D. (Singapore)	Prashant Mangeshikar, M.D. (India)

The next term of 8 representatives from each region shall be elected to the Board of Trustees at the Board Meeting.

Duty of the Board of Trustees

- 1. The Board of Trustees (BOT) will serve to give guidance and advice to the Executive Board.
- 2. The BOT will oversee the conduct and discipline of the General Assembly and the Executive Board.
- 3. The BOT will audit the accounts of the Association and chair any disciplinary matters. It aims to encourage renewal of members to the Executive Board and the BOT.
- 4. The BOT will determine the organization of the annual meeting through its relevant committees.
- 5. The BOT reserves the right of electing and deposing the President and the Vice President.
- 6. The BOT should draft yearly event calendar, report, budget, and a final statement.
- 7. The BOT will nominate the President Candidates.
- 8. The applications of new member societies should be approved by the Board of Trustees.
- 9. The recognized APAGE training centers will be issued training certifications from the Board of Trustees.

Duty of President

1. Representing the Association
2. The President shall perform all duties usually associated with the office of President including the appointment and direction of all committees authorized by the Board of Trustees.
3. The President shall preside at all meetings of the Association, and convene the International Advisor Meeting.

Article 15

Responsibility of third parties

In respect of all acts involving third parties, the Association shall be validly represented by its President or by one or more representatives duly appointed to that effect by the Executive Board. The President may choose to delegate other Officers of the Executive Board the responsibility to represent the interests of the Association.

Article 16

Honorary Membership

The Association will, from time to time, honor individuals with outstanding and important contributions to gynecologic endoscopy and minimally invasive therapy by election to Honorary Membership of the Association on the advice of the Executive Board. The number of election to Honorary Membership shall be limited to two each year. Proposals for candidature of Honorary Membership should be forwarded in writing with adequate documentation to the President at least six months before the Executive Board where the decision may be taken.

IV. Amendments to the Constitution and Dissolution of the Association

Article 17

Amendments to the Constitution

Any proposal for amendment to this Constitution must be submitted to the Executive Board at least three months before it meets. The proposal must come from the Executive Board or from at least one quarter of the member Societies.

In no case shall the Constitution be amended unless the amendment was adopted by two-thirds majority of the Board of Trustees.

Article 18

Administration

The Association shall be organized and administered according to the Constitution and Bylaw. The Bylaw may be added to, amended, altered or repeated by the Association at a General Assembly as prescribed.

Article 19

Dissolution of the Association

1. A decision to dissolve the Association shall be taken by the Board of Trustees at a special meeting called for that purpose. The meeting must be composed of at least two thirds of all votes allotted to the member Societies. Should this quorum not be reached, the General Assembly shall be reconvened within 12 months. This subsequent the Board of Trustees may make a valid decision irrespective of the number of votes represented at the meeting. In no case may the Association be dissolved unless agreed to by a simple majority of the votes represented at the Board of Trustees and complete majority of the Executive Board. This was summoned to take the decision.
2. In the event of the Association being dissolved under the above provision, or as a result of a legal or judicial process, the General Assembly shall appoint two or more commissioners charged with the liquidation of shall be final only after approval of the liquidation accounts by the member Societies which shall be consulted in writing. The decision must be agreed to by a simple majority at the Board of Trustees.
3. After payment of any debts, the net assets of the Association shall be distributed to non-profit associations of a medical, educational or charitable nature at the discretion of the Executive Board.

Article 20

Approval of Bylaw

The Bylaw of the Association shall be drawn up by the Executive Board and submitted for approval by the Board of Trustees.

BYLAW

1. Withdrawal of Membership

Pursuant to Article 6, notice of withdrawal of membership of the Association shall be given to the Chairman of the Board of Trustees at least six months before the forthcoming General Assembly. Withdrawal shall become effective only from the date of the General Assembly when the matter is decided. Contributions up to that date shall be paid.

2. Loss of membership

Pursuant to Article 6, loss of membership by default in the payment of subscriptions will be determined when arrears of the contributions are outstanding three full years after the first notice has been received from the Honorary Treasurer.

3. Subscription fees

There will be no annual subscription fees till 2006. Thereafter, the fees structure shall be determined by the Board of Trustees. The member Societies shall pay an annual membership fee no later than July 1st of each year. If the transfer of foreign currency is not feasible, the annual fees may be deposited in an official bank in the member Society's country. Such monies must be accessible to the Association.

4. Auditing Body

The Executive Board shall appoint an accountant to audit the accounts of the Association.

It shall also appoint an Auditing Sub-Committee consisting of three members, none of whom shall be an Executive Officer or a member of the Executive Board. This sub-committee shall serve for a period of three years.

The Honorary Treasurer shall ensure that the relevant documents are made available to the authorized auditor not less than three months before the General Assembly and the audit report shall be available to the Auditing Sub-Committee not less than six weeks before the General Assembly.

The appointed sub-committee shall present a written report to the General Assembly on their findings and recommendations.

The fiscal year shall run from 1st January to 31st December.