

CONSTITUTION
OF
INTER-PACIFIC BAR ASSOCIATION LIMITED

Company limited by guarantee
and not having a share capital
The Companies Act (Cap. 50)

**Article I.
Name**

The name of the Company is "INTER-PACIFIC BAR ASSOCIATION LIMITED" (the "**Association**").

**Article II.
Purpose**

1. The purposes of the Association are:
 - (a) to provide to all its members in good standing ("**Members**") opportunities:
 - (i) to contribute towards the development of the legal profession in the Pacific and Asian regions comprising Asia and the jurisdictions within, or bordering, the Pacific (collectively "**the Region**") and towards the development and improvement of the legal profession's status and organization within the Region;
 - (ii) to contribute towards the development of the law and the legal structures within the Region;
 - (iii) to meet and exchange ideas with other lawyers who live in, or who are interested in, the Region;
 - (iv) to study and discuss legal issues that involve the Region; and
 - (v) to share information about legal developments affecting the Region.
 - (b) to serve its Members fairly and equitably; and
 - (c) to promote the rule of law.
2. The Association is a non-political organization and, as such, shall not entertain any matter or proposal of any nature which is political in character. No amendments or alterations shall be made to this Article II.2.

**Article III.
Limited by Guarantee**

1. The liability of the Members is limited.

2. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he/she is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which he/she ceases to be a Member and of the costs, charges and expenses of winding up the Association, and for the adjustment of the rights and contributories among themselves, such amount as may be required not exceeding the sum of One Singapore Dollar.

Article IV.
Application of Funds and Property

1. The Association shall be non-profit and income and property of the Association wherever derived shall be applied solely towards the promotion of the purposes of the Association as set forth in this Constitution; and no portion thereof shall be paid to or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members, Corporate Associates or Associate Members of the Association.
2. Provided that nothing herein shall prevent the payment, in good faith, of remuneration and reimbursement of reasonable expenses to any employee of the Association, or to Members, Officers, Corporate Associates or Associate Members in return for any actual services rendered to the Association that have been specifically authorized or approved.

Article V.
Distribution of Assets

1. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members or Corporate Associates of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the Association, such institution or institutions to be determined by the Council of the Association at or before the time of dissolution.

Article VI.
Table "A"

1. The regulations in Table "A" in the Fourth Schedule to the Act shall not apply to the Association but the following shall, subject to repeal, addition and alteration as provided by the Act or this Constitution, be the regulations of the Association.

Article VII.
Business

1. In accordance with the provisions of the Act but subject to any other written laws, the Association shall have full capacity, rights, powers and privileges to carry on or undertake any business or activity, do any act or enter into any transaction provided that they are consistent with the purposes of the Association.

Article VIII.
Registered Office

1. The Registered Office shall be at such place in the Republic of Singapore as the Officers shall from time to time determine.

Article IX. Membership

1. Membership in the Association is open to all qualified lawyers who are in good standing and who live in, or who are interested in, the Region and who agree to abide by the terms of this Constitution. Membership is limited to individuals and no organizations of whatever nature shall be entitled to become Members of the Association.
2. Any qualified lawyer in good standing may make written application to become a Member of the Association in such a form as the Secretary-General may from time to time approve accompanied by payment of the dues for the then current year. Any person whose details are entered into the Register of Members as maintained by the Secretariat shall be deemed a Member of the Association.
3. If there is any doubt as to the professional qualifications or good standing of an applicant, confirmation of such qualifications or good standing shall be sought from any organizational body within the particular jurisdiction in which he/she qualified as a lawyer, or if there is none, from such other body or person as the Secretary-General, or failing him/her, the Council may deem appropriate. In the event of any dispute as to any applicant's qualification or good standing, then that dispute shall be resolved by the Council.
4. The right to vote at any meeting of the Association, or to participate in any other ballot undertaken pursuant to this Constitution, shall be limited to Members recorded in the Register of Members.
5. A Member shall cease to be a Member, and the Register of Members shall be rectified by the Secretary-General by deleting the name of that Member therefrom, in any of the following circumstances:
 - (a) if that Member ceases to be a duly qualified lawyer or in good standing; or
 - (b) if that Member fails to pay dues within the time period determined by the Council, unless he/she pays his/her arrears of dues and current dues then due and payable.
6. No Member or group of Members may organize or form branches, sections or any other form of organization whether or not within their Jurisdiction using the name of the Association without the approval of the Council. The Council may rescind such approval at any meeting of the Council.
7. Any Corporation or such other legal entities that are not natural persons as may be determined by the Council may become a Corporate Associate of the Association by submitting a written application to the Secretary-General accompanied by payment of the annual dues as shall be determined by the Council.
8. The name of the Corporate Associate shall be listed in a directory of Corporate Associates as maintained by the Secretariat.
9. The Corporate Associate may designate one employee ("**Associate Member**") who may take part in any Annual Conferences, committees and other programs with the same rights and privileges of the Members, except for voting rights at any Annual or Special Meeting, and the holding of any Officer, Deputy Officer, Council Member or Committee Chairperson or Vice-Chairperson position.
10. The Corporate Associate may have any number of its employees attend any activity of the Association at the Membership rates.

Article X. Annual Dues

1. Each Member shall pay such annual dues in such manner, and at such time, as shall be determined by the Council.

2. The Council may, in exceptional circumstances, waive in whole, or in part, the dues payable by Members in the Region as the circumstances so warrant.
3. Dues shall be paid in such currency or currencies as the Council may specify PROVIDED THAT if payment shall not be possible in the currency or currencies as specified by reason of exchange control or similar regulations or restrictions, payment shall be made in such other currency as the Secretary-General may approve.

**Article XI.
Officers and Deputy Officers**

1. The officers of the Association are the President, the President-Elect, the Vice-President, the Secretary-General, the Chairperson of the Membership Committee, the Chairperson of the Publications Committee, the Committee Coordinator, the Program Coordinator and the Chief Technology Officer (collectively "the **Officers**") and the Deputy Officers as defined in the following clause.
2. The deputy officers of the Association are the Deputy Secretary-General, the Vice-Chairperson of the Membership Committee, the Vice-Chairperson of the Publications Committee, the Deputy Committee Coordinator, the Deputy Program Coordinator and the Deputy Chief Technology Officer (collectively "the **Deputy Officers**").
3. The President, the President-Elect, the Vice-President and the Secretary-General shall be named as directors of the Association. If none of these Officers is a resident of Singapore, the Officers may at any time appoint a Singapore resident (provided he/she is willing to act) to be a director of the Association ("**Resident Director**") for such term as may be agreed by the Officers. The Resident Director shall be eligible to stand for re-appointment for multiple terms in the event that there continue to be no Resident Director from amongst the Officers. The Officers may at any time remove the Resident Director or appoint another individual from amongst the Members as the Resident Director. The Resident Director need not be an Officer but must be a Member and he/she shall be entitled to hold any other position within Council while he/she is serving as Resident Director. The Resident Director in his/her capacity as a director of the Association shall only act in accordance with the authority of the Officers.

**Article XII.
The Council**

1. There shall be a Council of the Association which shall consist of:
 - (a) one Council Member for each jurisdiction which has at least 25 Members and duly appointed pursuant to Article XIII.6. For purposes of this Constitution, a Jurisdiction shall mean one with an autonomous and distinctive legal system, or such other economic grouping as Council may decide ("**Jurisdiction**");
 - (b) six At-Large Council Members for such Jurisdiction and regions as the Council may decide;
 - (c) the Officers and Deputy Officers of the Association;
 - (d) the immediate Past-President of the Association for a term ending with the close of the next succeeding Annual Meeting following his/her vacation of office;
 - (e) the Chairperson of each Committee of the Association; and
 - (f) those Members elected by the Council to be Regional Coordinators for the Association for a particular part of the world pursuant to Article XV.1(j).
2. For the purpose of Article XII.1(e) above, the Chairperson may include a Co-Chairperson who shall collectively act as a single Chairperson. Each Council Member shall have the right to cast one vote and in the case of Co-

Chairpersons of a Committee, they shall only collectively have only one vote as a single Committee of the Association. All references to Chairperson of a Committee shall include the Co-Chairperson, if any.

**Article XIII.
Nomination and Election of Officers, Deputy Officers and Council Members**

1. At each Annual Meeting of the Association, the Members shall elect from the membership:
 - (a) the Vice-President of the Association to serve a term of 1 year;
 - (b) successors to those At-Large Council Members whose terms either will expire or cease in that year to serve in any such case, but subject to Article XIII.9 below, a term of three years.

2. At the end of each Annual Meeting of the Association:
 - (a) the President of the Association shall retire from such office and shall become the immediate Past-President of the Association;
 - (b) the President-Elect of the Association shall retire from such office and shall become the President of the Association; and
 - (c) the Vice-President of the Association shall retire from such office and shall become the President-Elect of the Association.

In all such cases, each shall succeed to his/her new position without any election taking place therefor, and each for a term ending with the close of the next succeeding Annual Meeting following his/her taking up the new appointment PROVIDED ALWAYS that any of the above may be removed from such office at an Annual Meeting of the Association by a vote of more than one-half of the Members present at that Annual Meeting of the Association and entitled to cast such a vote following a petition stating reasons for, and calling for, such removal having been signed by Members representing more than 15% of the total number of Members of the Association, no more than 50% of whom shall represent two Jurisdictions and which such petition shall have been lodged, together with the nomination of another Member to replace such President, President-Elect or Vice-President (as the case may be) duly accepted in writing by that Member, with the Secretary-General at least 60 days prior to the relevant Annual Meeting.

3.
 - (a) At every second Annual Meeting of the Association (those Annual Meetings in odd-numbered years), the Members shall elect from the membership the Secretary-General and the Committee Coordinator, in both cases to serve a term of 2 years and who shall have the right to be nominated, and re-elected, at the following second Annual Meeting of the Association for a further term of 2 years or such other period not exceeding 2 years.
 - (b) At every second Annual Meeting of the Association (those Annual Meetings in odd-numbered years), the Members shall elect from the membership the Deputy Secretary-General and the Deputy Committee Coordinator, in both cases to serve a term of 2 years and who shall have the right to be nominated, and re-elected, at the following second Annual Meeting of the Association for a further term of 2 years or such other period not exceeding 2 years.
 - (c) At every second Annual Meeting of the Association (those Annual Meetings in even-numbered years), the Members shall elect from the membership the Chairpersons of the Membership and Publications Committees, the Program Coordinator, and the Chief Technology Officer in all cases to serve a term of 2 years and who shall have the right to be nominated, or re-elected, at the following second Annual meeting of the Association for a further term of 2 years or such other period not exceeding 2 years.
 - (d) At every second Annual Meeting of the Association (those Annual Meetings in even-numbered years), the Members shall elect from the membership the Vice-Chairpersons of the Membership and

Publications Committees, the Deputy Program Coordinator, and the Deputy Chief Technology Officer in all cases to serve a term of 2 years and who shall have the right to be nominated, or re-elected, at the following second Annual meeting of the Association for a further term of 2 years or such other term not exceeding 2 years.

4. Nominations for the positions described in Article XIII 1(a) and (b) and XIII.3 above shall be made at the relevant Mid-Year Council Meeting referred to in Article XV.4 or a Special Meeting of the Council referred to in Article XV.5 (whichever is the later) and such nominations shall then be delivered to the Members along with the notice convening the next relevant succeeding Annual Meeting of the Association. Further nominations for the relevant positions may be made by Members PROVIDED THAT each nomination has been signed by more than 10% of the Members, no more than 50% of whom shall represent two Jurisdictions and that any Member so nominated has signified his/her acceptance and such nominations are lodged with the Secretary-General at least 60 days prior to the relevant Annual Meeting. In the event that the Secretary-General receives such further nominations, he/she will notify the Members prior to the Annual Meeting.
5. Elections for the positions described in Article XIII.1(a) and (b) shall be held at the next succeeding Annual Meeting and for the positions described in Article XIII.3 at every second Annual Meeting relevant to each position. The person who receives the majority of votes of those Members present at the relevant Annual Meeting shall be elected for a term beginning at the close of that Annual Meeting and ending at the close of the Annual Meeting at the end of the term so specified unless otherwise re-elected or until a successor has been duly elected.
6. The appointment of a Council Member for each Jurisdiction shall be made as follows:
 - (a) A Council Member for a Jurisdiction must be qualified to practice the laws of that Jurisdiction or a legal system within that Jurisdiction.
 - (b) Nominations for the appointment of each qualified Council Member from a Jurisdiction shall be, subject to Article XIII.6(f) below, made by the Council at the Mid-Year Council Meeting referred to in Article XV.4 or the Special Meeting of the Council referred to in Article XV.5 below (whichever is the later):
 - (i) immediately preceding the expiration of the term of office for the current Council Member for that Jurisdiction; or
 - (ii) at which that jurisdiction becomes a Jurisdiction.

Notice of such nomination shall be delivered to the Members of that Jurisdiction along with the notice convening the next succeeding Annual Meeting of the Association. Members of the Jurisdiction may make further nominations of other Members of that Jurisdiction for the Council PROVIDED THAT such nominations have been signed by more than 10% of the Members of that Jurisdiction, as of the date of submission of the nomination, and that any Member so nominated has signified his/her acceptance and such nominations are lodged with the Secretary-General at least 60 days prior to the relevant Annual Meeting.

- (c) In the event that there are no nominations made by Members of that Jurisdiction referred to in Article XIII.6(b) above, then that Member so nominated by the Council shall be appointed as the Council Member for that Jurisdiction for the next ensuing 3 years commencing on the date of the Annual Meeting of the Association.
- (d) In the event that there are nominations made by Members of that Jurisdiction referred to in Article XIII.6(b) above, then the Secretary-General shall carry out a ballot of both the Council's nominee and the nominees of that Jurisdiction by sending out to each Member of that Jurisdiction within 7 days after the close of nominations the names of the nominees and asking for each Member to vote for one of the nominees to represent that Jurisdiction. To be eligible, the ballot papers must be returned by a Member

to the Secretary-General before the date stipulated by the Secretary-General being 30 days prior to the relevant Annual Meeting. The nominee who receives the largest number of votes of Members of that Jurisdiction shall be the Council Member for that Jurisdiction for the next ensuing three years commencing on the date of the Annual Meeting of the Association.

- (e) Any ballot of Members of a particular Jurisdiction in respect of matters relating to that Jurisdiction shall be taken of those Members whose addresses appear in the Register of Members as being within that Jurisdiction irrespective of whether they be qualified to practice the laws of another Jurisdiction.
 - (f) In the event that a jurisdiction qualifies as a Jurisdiction at any time after the Mid-Year Meeting or Special Meeting of the Council in that year (whichever is the later) but prior to the commencement of the Annual Meeting next following, then at that Annual Meeting as part of the business thereof the Members present from that Jurisdiction shall elect, by a majority, a Council Member to represent that Jurisdiction and such elected Council Member shall be the Council Member for that Jurisdiction for the next ensuing three years, commencing on the date of the Annual Meeting of the Association. In this regard, the Secretary-General shall always include this as an item of business as part of the notice dispatched by him /her to members pursuant to Article XV.2 below convening Annual Meetings of the Association.
7. No Member may be elected to more than two successive terms as a Council Member for a Jurisdiction, or more than two successive terms as an At-Large Council Member. No Member may concurrently hold two of the positions listed in Article XII.1 which, for this purpose, shall also include the positions of Vice-Chairpersons of Committees of the Association.
8. Vacancies occurring with respect to Officers, Deputy Officers and Council Members shall be dealt with as follows:
- (a) As to Officers and At-Large Council Members, the Council shall appoint a Member to fill a particular vacancy and that appointment shall be for the remainder of the term of his/her predecessor and such appointment shall be put before the Members for their ratification at the next ensuing Annual Meeting of the Association.
 - (b) As to Deputy Officers, the Council may in its absolute discretion resolve to appoint a Member to fill a particular vacancy or leave that office vacant for the remainder of the term of that office. If a replacement Member is appointed, then that appointment shall be for the remainder of the term of his/her predecessor and shall be put before the Members for their ratification at the next ensuing Annual Meeting of the Association.
 - (c) As to Council Members for a Jurisdiction, the Secretary-General shall immediately notify the Members of that Jurisdiction of such vacancy and call for nominations from those Members of that Jurisdiction, such nominations being supported by 5 Members of that Jurisdiction as of the date of submission of the nomination with the Member so nominated having signified his/her acceptance and such nominations being lodged with the Secretary-General within 30 days of the date of the notice calling for nominations. In the event of more than one nomination, the Secretary-General shall then carry out a ballot of the nominees amongst members of that Jurisdiction in accordance with Article XIII.6(d) and the nominee who receives the largest number of votes of Members of that Jurisdiction shall be the Council Member for the remaining term of his/her predecessor.
 - (d) Members will be regarded as being within that Jurisdiction irrespective of whether they be qualified to practice the laws of another Jurisdiction.
9. The appointment of a Council Member for a Jurisdiction shall, notwithstanding the prior provisions of this Constitution, cease if the Jurisdiction represented by that Council Member ceases to qualify as a Jurisdiction at any time between Annual Meetings of the Association, at the next succeeding Annual Meeting if, at that Annual Meeting, there are less than 25 Members of that Jurisdiction entered onto the Register of Members. The

Secretary-General shall include this as an item of business as part of the notice dispatched by him/her to Members pursuant to Article XVII.2 below convening Annual Meetings of the Association.

Article XIV.
Duties of Officers and Deputy Officers

1. The duties of the Officers and Deputy Officers shall be as follows:
 - (a) The President shall be the chief officer of the Association and:
 - (i) shall preside at all General Meetings and Council Meetings and shall formulate and present at each such meeting a report of the Association for the period then expiring;
 - (ii) within guidelines approved from time to time by the Council, may appoint and dismiss such agents and employees of the Association as he/she thinks desirable;
 - (iii) shall superintend all activities of the Association and of Officers and Deputy Officers;
 - (iv) may recommend the appointment of Regional Coordinators for the Association for a particular part of the world for a term of 2 years and, where considered appropriate, the reappointment for one further term of 2 years;
 - (v) perform such other duties as usually apply to the office; and
 - (vi) may, subject to ratification by the Council, appoint such committees on terms as the President considers appropriate to consider issues relating to the internal running, and better operation, of the Association.
 - (b) The President-Elect shall:
 - (i) perform the duties of the President and exercise the President's authority when the President is absent or otherwise not available;
 - (ii) be responsible for holding, and organizing, either in the Jurisdiction in which he/she is then residing or in such other Jurisdiction as determined by the Council, the Conference to be held as part of the Annual Meeting of the Association in that year;
 - (iii) perform such other duties as may be requested by the President or the Council; and
 - (iv) at the close of the Annual Meeting which he/she has been responsible for holding, and organizing under Article XIV.1(b)(ii) above, become the President of the Association to serve until his/her successor takes office.
 - (c) The Vice-President shall:
 - (i) perform the duties of the President-Elect and exercise the President-Elect's authority when the President-Elect is absent or not otherwise available;
 - (ii) be responsible for the preparation of the budget of the Annual Conference for the next succeeding year in consultation with the Secretary-General;
 - (iii) liaise closely with the Secretary-General in the performance of his/her duties; and

- (iv) be responsible for all the preparation required for holding, and organizing, the conference to be held as part of the Annual Meeting of the Association either in the Jurisdiction in which he/she is then residing or in such other Jurisdiction as determined by Council when the Vice-President becomes the President-Elect.
- (d) The Secretary-General shall:
- (i) be responsible for the operation of the Secretariat and oversee the operation thereof;
 - (ii) be responsible for the preparation of the budget of the Association;
 - (iii) supervise applications for membership and be responsible for the membership records of the Association;
 - (iv) be responsible for the supervision and administration of the funds of the Association;
 - (v) supervise the maintenance of the books of account at the Secretariat of the Association;
 - (vi) supervise the receipt of dues and other income and authorize disbursements in accordance with budgets approved by the Members;
 - (vii) ensure that the dues of Members are paid in a timely manner and, if any Member has failed to pay dues within the time period determined by the Council, rectify the Register of Members by deleting the name of that Member unless, and until, that Member pays his/her arrears of dues and current dues;
 - (viii) keep a record of all meetings of the Council and of all General Meetings;
 - (ix) perform such other duties as may be requested by the President or the Council;
 - (x) be entitled to appoint such permanent or part-time employees as may be reasonably required to assist in the performance of his/her duties; and
 - (xi) be responsible for all statutory filing of the Association with the relevant authorities and compliance with other legal requirements that the Association may be subject to.
- (e) The Deputy Secretary-General shall:
- (i) assist the Secretary-General in the performance of his/her duties; and
 - (ii) perform such other duties as may be requested by the President or the Council.
- (f) The Chairperson of the Membership Committee shall:
- (i) be responsible for overseeing the growth of the membership of the Association;
 - (ii) assist the Secretary-General in the performance of his/her duties under Article XIV.1(d) (iii) above; and
 - (iii) provide reports to the Council on the status of the membership of the Association.
- (g) The Vice-Chairperson of the Membership Committee shall:
- (i) assist the Chairperson of the Membership Committee in the performance of his/her duties; and

- (ii) perform such other duties as may be requested by the President or the Council.
- (h) The Committee Coordinator shall be responsible for
 - (i) supervising and coordinating the activities of the Committees of the Association;
 - (ii) making recommendations to the Council for the formation, dissolution and scope of responsibility and leadership of Committees of the Association; and
 - (iii) providing reports to the Council and the past year's Committees on Committee activities and plans therefor for the next year.
- (i) The Deputy Committee Coordinator shall:
 - (i) assist the Committee Coordinator in the performance of his/her duties; and
 - (ii) perform such other duties as may be requested by the President or the Council.
- (j) The Program Coordinator shall be responsible for:
 - (i) programs presented at meetings of the Association (including the conference held as part of the Annual Meeting) and for special programs presented in the name of the Association or by its Committees; and
 - (ii) providing reports to the Council on the past year's activities and plans therefor in the next year.
- (k) The Deputy Program Coordinator shall:
 - (i) assist the Program Coordinator in the performance of his/her duties; and
 - (ii) perform such other duties as may be requested by the President or the Council.
- (l) The Chairperson of the Publications Committee shall be responsible for:
 - (i) preparing and transmitting publications to Members of the Association of matters of general and legal significance within and outside the Region; and
 - (ii) providing reports to the Council on the past year's publications and the Committee's proposals for the next year.
- (m) The Vice-Chairperson of the Publications Committee shall:
 - (i) assist the Chairperson of the Publications Committee in the performance of his/her duties; and
 - (ii) perform such other duties as may be requested by the President or the Council.
- (n) The Chief Technology Officer shall:
 - (i) be responsible for the development, update and maintenance of the websites, social media platforms of the Association and other electronic communication tools for the efficient function of the Association and promotion of the activities of the Association on the electronic media; and

- (ii) provide reports to the Council on the status of the website development and social media platform of the Association.
 - (o) The Deputy Chief Technology Officer shall:
 - (i) assist the Chief Technology Officer in the performance of his/her duties; and
 - (ii) perform such other duties as may be requested by the President or the Council.
2. In addition to the powers and duties set out in this Constitution, all Officers and Deputy Officers shall perform the respective functions usually performed by such Officers and Deputy Officers at any General Meeting or at a Council Meeting,

**Article XV.
Duties of the Council**

1. The Council shall be the administrative body of the Association and may act on behalf of the Association with respect to all matters not specifically reserved for the Annual Meeting and, in particular, shall:
- (a) have general supervision and control over the day-to-day affairs and running of the Association;
 - (b) approve the program and venue for each conference of the Association to be held as part of the Annual Meeting and propose rules governing the rights and privileges of participants at such conferences, and the procedures for conferences, Annual Meetings and Special Meetings;
 - (c) consider and determine whether to accept the accounts and balance sheet of the Association for that particular year and whether to submit them to the Annual Meeting for approval;
 - (d) determine the place or places of the Secretariat and any other offices of the Association;
 - (e) appoint the Chairperson, Co-Chairperson (if any) and Vice-Chairperson of each of the Committees of the Association (other than the Chairpersons and Vice-Chairpersons of the Membership and Publications Committees);
 - (f) authorize commitments of contracts which would not otherwise entail payment of more money during any fiscal year than the funds currently available, and projected to be available, to the Association, or if they do so entail, consider whether to submit such proposed commitments of contracts to an Annual or Special Meeting for its approval;
 - (g) approve of the formation or dissolution of, and rules governing, any Committees in the manner outlined in Article XVIII;
 - (h) give preliminary approval for the budget for the next year;
 - (i) appoint or reappoint the auditors for that year;
 - (j) upon the recommendation of the President, appoint and, where appropriate, re-extend the appointment of and prescribe duties for Regional Coordinators for the Association for particular parts of the world;
 - (k) fix the membership dues and fees for the following year;
 - (l) determine any dispute which may arise on the qualifications, or good standing, of a Member pursuant to Article IX.3 above;

- (m) determine Jurisdictions that qualify for the purpose of this Constitution;
 - (n) consider any request for a determination that an Official has met the applicable standards of conduct for the purpose of Article XX.6;
 - (o) consider whether to ratify the appointment of, and endorse the continuance of, such committees as the President may have appointed pursuant to Article XIV, 1(a)(vi); and
 - (p) upon the appropriate recommendation being received in accordance with Article XVIII.2, extend the term(s) of Chairpersons or Vice-Chairpersons of a Committee as the Council thinks appropriate and desirable.
2. Notwithstanding the provisions of Article XV.1, the Annual Meeting shall reconsider any decision made by the Council should more than one third of the Members of the Council present at that Council Meeting so request.
 3. The Annual Meeting of the Council shall be held immediately preceding the Annual Meeting of the Association and in the same city or place.
 4. A Mid-Year Meeting of the Council shall be held at such time and place as the Council shall have determined at its then previous Annual Meeting of the Council.
 5. A Special Meeting of the Council may be convened either
 - (a) by the President of the Association with the written support of either, or both, of the President-Elect and the Vice-President; or
 - (b) by not less than ten members of the Council and, in either case, 28 days written notice thereof must be given to all Members of the Council at such time and place within the Region as may be specified in the said notice, and which notice shall also specify the business to be considered at such Special Meeting of the Council.
 6. At any meeting of the Council (whether it be the Annual Meeting, Mid-Year Meeting or Special Meeting of the Council), those Members of the Council present shall constitute a quorum. All the resolutions of the Council shall be adopted by a majority of votes cast at the meeting. In the case of equality of votes, the President shall not have a second or casting vote.
 7. Notwithstanding any of the provisions of this Article XV, in Emergency Situations (defined below), the Officers (not including the deputies), by a two-thirds majority vote, to be recorded in writing, shall have the power to decide whether to call for a Special Meeting of Council either at a physical place or to conduct a virtual meeting via electronic communications and in such a case, the provisions of Article XV.5.(b) requiring 28 days written notice shall be dispensed with. For purposes of this paragraph, “**Emergency Situations**” shall refer to an issue requiring urgent action by the Association that cannot wait for a decision of the Council at the next scheduled Annual Meeting, Mid-Year Meeting or a Special Meeting of the Council that may involve substantial financial losses for the Association or imminent danger to Members of the Association.
 8. Advisers and such other persons as may be invited by the Secretary-General shall have the right to attend and speak at meetings of the Council but not to vote thereat.
 9. In the event that a Council Member for a Jurisdiction or at Large Council Member or Regional Coordinator or a Chairperson of any Committee of the Association established by the Council pursuant to Article XVII.I is unable to attend a meeting of the Council, then:
 - (a) in the case of that Jurisdiction, another Member of the Jurisdiction or any other Member representing that Jurisdiction duly nominated by the Council Member; and

- (b) in the case of a Committee, any of the Vice-Chairpersons duly nominated by the Chairperson of that Committee, may attend as an alternate and vote in his/her stead at the next ensuing Council Meeting only PROVIDED THAT such nomination has been notified to the Secretary-General in writing before the commencement of the Council Meeting concerned.

**Article XVI.
Secretariat**

1. The Secretariat of the Association shall be in such jurisdiction within the Region as the Council determines. The Secretariat shall initially be in Tokyo, Japan.

**Article XVII.
General Meetings**

1. A General Meeting shall be either an Annual General Meeting or a Special Meeting. Annual Meetings shall be held in conjunction with a conference of the Association and Special Meetings shall be held at such other times as the Council shall determine or as may be requested by Members representing more than 15% of the total Members, no more than 50% of whom shall represent two Jurisdictions. All such meetings shall be held within the Region.
2. Notices of an Annual Meeting or a Special Meeting shall be mailed or otherwise communicated to all Members by not less than 90 days notice before the holding of the first session of the relevant Meeting and such notice shall specify the time and place of such Meeting and the purpose for which the Meeting has been convened.
3. At an Annual Meeting or a Special Meeting, a quorum shall consist of those Members in attendance or participating via teleconference or other means of simultaneous communication, PROVIDED THAT there shall be Members present from at least 5 Jurisdictions within the Region.
4. At an Annual Meeting or a Special Meeting, the Roberts Rules of Order shall at all times apply such that each Member shall have the right to speak to, and be heard by, the other Members so present and each Member shall have the right to cast one vote.
5. The following matters shall be specifically reserved for the Annual Meeting:
 - (a) approval of the accounts of the Association for the previous year;
 - (b) approval of any proposal to amend this Constitution save for any amendment to Article II.2.; and
 - (c) such other matters as the Council may refer to the Annual Meeting, whether under Article XV.1 or Article XV.2 above or otherwise.
6. Resolutions of an Annual Meeting or a Special Meeting shall be adopted by a majority of votes of the Members present. In case of equality of votes, the President shall not have a second or casting vote.
7. An Annual Meeting shall be held at least once every year and a Special Meeting may be called whenever necessary. The time, place and agenda of any Special Meeting shall be determined by the Council or those requesting the meeting (as the case may be) SAVE THAT in the event of two or more Meetings being requested by Members at or about the same time, which set different places to hold such a Meeting, then only one Meeting shall be held to consider all of the matters the subject of the requested meetings and it shall be in Tokyo, Japan.

**Article XVIII.
Committees**

1. The Council may establish committees ("**Committees**") of the Association to advance the purposes of the Association. Any Member may become a member of any Committee so established by the Council. Any by-laws

of any such Committee, and any amendments thereto, shall be subject to the approval of the Council. The Council may dissolve any Committee. Upon request from any Committee and with the nominee to be appointed as the Chairperson of the Sub-Committee supported by the Chairperson of the Committee, the Committee Coordinator and the Program Coordinator, the Council may approve the establishment of Sub-Committees of that particular Committee and the appointment of the Chairperson of that Sub-Committee. The other officials of that Sub-Committee shall be appointed with the approval of the Chairman of the Committee of which the Sub-Committee forms part, the Committee Coordinator and Program Coordinator.

2.
 - (a) The Chairperson, any Co-Chairperson and Vice-Chairperson of each Committee (except for the Chairpersons and Vice-Chairpersons of the Membership and Publications Committees) shall be appointed by the Council based on such qualifying criteria as Council may from time to time prescribe.
 - (b) The appointment of each Chairperson (other than the Chairpersons of the Membership and Publications Committees) shall be for a term of 2 years, PROVIDED ALWAYS THAT, the initial term of appointment for each Chairperson may be renewable for a further term of 2 years or such other period not exceeding 2 years at the discretion of the Council.
 - (c) The appointment of each Vice-Chairperson to each Committee (other than the Membership and Publications Committees) shall be staggered so that as far as practicable one half of the Vice-Chairpersons shall serve a term of 2 years and the other Vice-Chairpersons shall serve a term of 2 years, such terms being determined by lots drawn by the Chairperson of that Committee. The term of each Vice-Chairperson shall be extendable for a further term of 2 years or such other period not exceeding 2 years at the discretion of the Council upon the recommendation of the Chairperson of that Committee.
 - (d) Once a Chairperson has retired, he/she shall not be eligible to be re-elected to office as either Chairperson or Vice-Chairperson of that Committee.
 - (e) Where a Committee has Co-Chairpersons, each of the Co-Chairpersons shall serve a term of 2 years individually, whose term shall, as far as practicable, be staggered with the other Co-Chairpersons such that their respective terms should not coincide with each other.
3. No Committee, nor any of its officers or other representatives, shall represent the Association in any respect, or take any action in the name of the Association, except as authorized by the Council or the President.
4. No Member, group of Members or Committees may organize any conference, seminar, or other meeting using the name of the Association without the prior authority of the President, or if organized by a Committee, by an officer of the relevant Committee after consultation with the Council, the Committee Coordinator, the Program Coordinator, or the President.
5. The President may establish such committees as he/she considers appropriate from time to time to advise him/her, or the Council, on issues relating to the internal running, and better operation of the Association. The establishment of any such committee shall be subject to ratification by the Council at the next meeting of the Council. If the Council decides not to ratify such establishment, the committee will be dissolved,
6. The Council may appoint a Constitution Review Committee to consider issues raised by any Member of the Association and the Council shall, when receiving reports therefrom, place the proposed changes before the Members at an Annual Meeting with its recommendation.

Article XIX.
Miscellaneous

1. The official language of the Association shall be English. When the Council recognizes the necessity, it may also designate other official languages.
2. By-laws and regulations necessary for carrying out this Constitution may be laid down by the Council.

3. Subject to Article III of the Constitution, no Member shall, by reason of membership of the Association, be liable for any debt or obligation of the Association in the absence of an express written promise to accept such liability.

**Article XX.
Indemnification of Officials**

1. Every Official who was, or is, a party, or is threatened to be made a party to, or is involved in any threatened, pending, or completed action, suit, or proceeding because he/she is, or was, an Official of the Association or of a Committee, shall be indemnified and held harmless by the Association to the fullest extent permissible by Article XX.2. against all losses, liabilities, and expenses threatened, incurred or suffered by him/her in connection therewith. Such rights of indemnification and to be held harmless, shall be contract rights enforceable in any manner desired by such Official, and shall not be exclusive of any other right which such Official may have or hereafter acquire. Without limiting the generality of the foregoing, he/she shall be entitled to his/her respective rights of indemnification and to be held harmless under any by-law, or otherwise, as well as his/her rights under this Article XX. For the purposes of this Article XX the term "**Official**" shall mean each Officer, Deputy Officer, Member of the Council, each Chairperson, Co-Chairperson, of each of the Committees, and each Member of the Steering Committee responsible for the initial formation of this Association and the adoption of this Constitution.
2. In furtherance, and not in limitation, of Article XX.1, the Association shall indemnify such Official and hold him/her harmless against all expenses, including fees and expenses for legal services, and against all judgments, fines and amounts paid in settlement reasonably incurred in connection with legal, administrative or investigative proceedings if such Official is, or was, a party or is threatened to be made a party to any threatened, pending or completed proceedings. whether civil, criminal, administrative or investigative, by reason only of the fact that such Official is or was an Official of the Association PROVIDED THAT such Official in all events has acted honestly and in good faith for a purpose which he/she reasonably believed to be in the best interests of the Association.
3. For the purposes of Article XX.2, the termination of any proceedings by judgment, order, settlement, convicting or howsoever otherwise shall not, by itself, create a presumption that such Official did not act honestly and in good faith and in a manner he/she believed to be in, or not opposed to, the best interests of the Association or that such Official had reasonable cause to believe his/her conduct was unlawful.
4.
 - (a) The Association shall, subject to the provisions of Article XX.2, defend any such Official at its own expense and hold him/her harmless, but such Official may participate in such defense to the extent he/she reasonably desires.
 - (b) Expenses incurred by any such Official in defending a civil or criminal action, suit or proceeding (as distinguished from the expenses of the Association incurred pursuant to Article XX.4(a) and including such Official's expenses of participation referred to in Article XX.4(a) shall be paid by the Association on behalf of such Official in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Official to repay such amount if it shall ultimately be determined that such Official is not entitled to be indemnified by the Association.
5. The indemnification and advancement of expenses provided in this Article XX shall continue as to such Official even after he/she has ceased to be an Official of the Association and shall inure to the benefit of the heirs, executors and administrators of such Official but, in any such event, shall not exceed, in either such case, beyond the assets of the Association at that time.
6. Any indemnification under this Article XX (unless ordered by court) shall be made by the Association, as authorized in the specific case, upon a determination that such Official has met the applicable standard of conduct set forth in the proviso to Article XX.2. Such determination shall be made by any of the following procedures:

- (a) by majority vote of the Council Members present and voting who were not parties to such action, and not involved in such claim of liability, suit or proceeding;
- (b) by independent legal counsel in a written opinion, if so requested either by vote pursuant to Article XX.6(a) or by a majority vote of all Council members present and voting whether or not disinterested; or
- (c) by the Members at a General Meeting.

**Article XXI.
Dissolution**

1. The Association shall not be dissolved, except with the consent of not less than three-fourths of the Members present and voting at a General Meeting or Special Meeting convened for the purpose.
2. In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds shall be dealt with in accordance with Article V of this Constitution (*Distribution of Assets*).