

# **CONSTITUTION OF ASIA-PACIFIC INITIATIVE ON REPRODUCTION (ASPIRE)**

## **Article 1 – Name**

The name of this society shall be the "**Asia-Pacific Initiative On Reproduction (ASPIRE) Alliance**" (hereinafter referred to as the "**Society**").

## **Article 2 – Place of Business**

The place of business of the Society shall be 1 Fusionopolis Place, Galaxis Place (West Lobby) #03-20, Singapore 138522 or such other address as may subsequently be decided upon by the Executive Board, and approved by the Registrar of Societies of Singapore. 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 - Objects**

The objects of the Society are:

- (a) to improve the quality of services and research in reproductive biology and medicine generally and fertility specifically in the Asia-Pacific region;
- (b) to provide a forum for sharing experience and information for professionals from a range of specialties involved in reproduction and infertility management across the Asia-Pacific region;
- (c) to form a cohesive group to promote reproduction and infertility management in the Asia-Pacific region, and to form relations with local and international associations;
- (d) to raise awareness and understanding of treatment options for reproduction and infertility amongst healthcare professionals and the public;
- (e) to assist healthcare professionals to motivate patients to receive treatment for reproductive disorders and infertility;
- (f) to collect and acquire accurate information about reproduction and infertility;

- (g) to facilitate the dissemination of accurate information about reproduction and infertility to patients and the public; and
- (h) to encourage the basic reproductive rights of all couples and individuals to decide freely and responsibly the number, spacing and timing of their children.

#### **Article 4 – Membership Eligibility and Rights**

4.1 The Society shall have the following categories of membership:

- (a) Ordinary membership
- (b) Student membership
- (c) Corporate membership
- (d) Life membership
- (e) Honorary membership

4.2 The founding members of the Society were Professors PC Wong and B Lunenfeld

4.3 Ordinary membership consists of any qualified doctor, certified nurse, counselor, biologist or any other professional who works in the area. The Executive Board may also grant corporate membership to a corporation it regards as having contributed to the progress of reproduction and fertility.

4.4 Life members may be selected by the Executive Board from time to time, and shall be persons (whether or not of the medical profession) whom the Executive Board regards as having made exceptional contributions to the progress of reproduction and fertility.

4.5 Ordinary and life members shall have the right to attend and vote at meetings of the Society. Corporate, honorary and student shall be entitled to attend, but shall not be entitled to vote at meetings of the Society.

4.6 Honorary members may be nominated by the ASPIRE Annual Awards Selection Committee based on a set of pre-defined criteria.

## **Article 5 – Application for Membership**

- 5.1 A person (or corporation) wishing to join the Society as a member should submit his (or its) application form to be reviewed by the membership subcommittee.
- 5.2 A copy of this Constitution shall be available to every approved member.

## **Article 6 –Membership fees**

- 6.1 The membership fee payable by ordinary, student and corporate members shall be determined by the Executive Board from time to time.

If any member fails to pay his membership fee within 6 3 months of such membership fee becoming due, a notice shall be sent to him by the Treasurer, and if he fails to pay the amount due within 1 years from the date of such notice, the Executive Board may terminate his membership; provided always that if such member gives to the Executive Board a satisfactory explanation, and makes payment of all arrears, the Executive Board may at its discretion, re-admit him to membership.

- 6.2 Life and Honorary members are exempted from membership fees

## **Article 7 – General Assemblies/ Executive Board Meetings**

- 7.1. The supreme authority of the Society is vested in a general assembly of its members presided over by the President.
- 7.2. A General assembly shall be held at least once in 2 years, at such time and place as may be determined by the Executive Board.
- 7.3. The Executive Board may at any time call an Extraordinary General Meeting of the Society, and shall do so within 2 months upon the request in writing of 25% of all the ordinary members or 30 ordinary members, whichever is the lesser.
- 7.4. At least 4 weeks' notice shall be given of a General Assembly and at least 4 weeks' notice shall be given of an Extraordinary General Meeting. Notices of General Assembly and Extraordinary General Meetings stating the date, time and place of, and agenda for the meetings shall be sent by the Secretary to all members.

- 7.5. The quorum for a General Assembly shall be 25% of all the ordinary members or 30 ordinary members, whichever is the lesser. In the case of an Executive Board Meeting, at least half of the Executive Board members must be present for its proceedings to be valid.
- 7.6. In the event of there being no quorum at the commencement of a General Assembly, the meeting shall be adjourned for half an hour, and if the number present at the adjourned meeting be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any of the rules of the Constitution of the Society.
- 7.7. Voting shall be by a show of hands and each member present at the meeting in person shall have one vote.
- 7.8 The following matters shall be considered at each General Assembly:
- (a) the previous financial year's accounts and annual report of the Executive Board; and
  - (b) where applicable, the election of office bearers for the following term.
- 7.9 Any Member who wishes to place an item on the agenda for consideration at a General Assembly shall inform the Secretary in writing at least 30 days before the date of the General Assembly.

## **Article 8 – Management**

- 8.1 The Society shall comprise 4 official bodies as follows:
- (a) the Representative Board;
  - (b) the Executive Board;
  - (c) the Core Executive Board
- 8.2 The Representative Board shall comprise representatives from each country or “economy” within the Asia-Pacific region. The representative members must advocate for ASPIRE in their countries to increase membership and advance the aims of the Society. A country or “economy” with not more than 100 members shall be entitled to appoint 1 representative to the Representative Board, and a country or “economy” with more than 100 members shall be entitled to appoint 2 representatives to the Representative Board. Members of the Representative Board shall attend all ~~Biennial General Meeting~~ Assembly of the Society. The Representative Board shall elect a maximum of 5 members amongst themselves to be members of the Executive Board.

8.3 The Executive Board shall comprise the following positions:

- (a) President
- (b) President-elect
- (c) Secretary-General
- (d) Past-President
- (e) Vice-President
- (f) Vice-President
- (g) Treasurer
- (h) 4 Board members

Only ordinary and life members shall be members of the Executive Board. The Executive Board members shall decide among themselves the person to hold the positions of President, President-Elect, Vice-Presidents and Treasurer. The Board will appoint a Secretary General who may be a member or an employee.

The Secretary General's first term of office will be 4 years and can be renewed for another 1 to 2 terms with each term being 2 years (maximum 8 years).

Each Executive Board member shall be eligible for up to 4 terms of office with each term of office being 2 years, except when the Executive Board member becomes the President-Elect in his/her 3rd or 4th term of office. The Past President stays on for a further term of 2 years (maximum 5 to 6 terms, 10-12 years).

8.4 The duty of the Executive Board is to organise and supervise the daily activities of the Society. The Executive Board may not act contrary to the expressed wishes of the General Assembly of Members without prior reference to it and shall always remain subordinate to the General Assembly.

8.5 The Core Executive Board shall comprise the following positions:

- President
- Past President
- Secretary General
- 1 Founding Member (as required)

8.6 Any changes in the Executive Board shall be notified to the Registrar of Societies within 2 weeks of the change.

8.7 The Secretariat shall oversee the administrative matters pertaining to the Society.

8.8 The Executive Board may appoint sub-committees to help them in their activities. These may include finance, membership, communications, publications and other relevant matters.

8.9 The Management Committee shall comprise the following Office Bearers:

- (i) President
- (j) President-elect
- (k) Secretary-General
- (l) Past-President
- (m) Vice-President
- (n) Vice-President
- (o) Treasurer

### **Article 9 – Duties of Executive Board**

9.1 The Society shall be managed and administered by the Executive Board.

9.2 The President shall chair all General Assemblies and Executive Board meetings. He or she shall also represent the Society in its dealings with external societies/persons.

9.3 The President-elect shall assist the President and deputise for him or her in his/her absence.

9.4 The Secretariat shall keep all records, except financial, of the Society and shall be responsible for their correctness. He or she shall keep minutes of all General Assemblies and Executive Board meetings, and shall maintain an up-to-date Register of Members at all times.

9.5 Duties of the Treasurer

The Treasurer shall keep all funds and collect and disburse all monies on behalf of the Society. He or she shall keep an account of all monetary transactions pertaining to the Society and shall be responsible for their correctness. Any withdrawals from the Society's bank account shall be authorised by the Treasurer jointly with the President.

9.6 Duties of the Management Committee

- (a) Advising the Executive Board on the execution of its duties
- (b) To lead change through the instigation and creation of policies and strategic plans
- (c) Is empowered to act for the Society and its Executive Board in all matters in the interim between meetings of the Executive Board
- (d) Will hold a teleconference at least once every 6 months

9.7 The Executive Board will meet at least once a year and hold a teleconference at least once between Executive Board meetings.

#### **Article 10 – Audit and Financial Year**

10.1 A firm of certified public accountants shall be appointed as Auditors of the Society at each Biennial General Meeting to hold office for a term of 2 years and shall be eligible for re-appointment at the following General Assembly.

10.2 The Auditors shall:

- (a) Audit each year's accounts and present a report upon them to the General Assembly;  
and
- (b) If so required by the President, audit the Society's accounts for any period within their tenure of office at any date and make a report to the Committee.

10.3 The financial year of the Society shall be the 1<sup>st</sup> January to the 31<sup>st</sup> day of December.

#### **Article 11 – Trustees**

11.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

11.2 The trustees of the Society shall:

- (a) not be more than 4 and not less than 2 in number;
- (b) be elected by a General Assembly of members;
- (c) serve as trustees for such term as may be approved by a General Assembly of members and be eligible for re-appointment; and
- (d) not effect any sale or mortgage of property without the prior approval obtained at a General Assembly of members.

11.3 The office of a trustee shall be vacated:

- (a) if the trustee dies or becomes a lunatic or of unsound mind;
- (b) if he is absent from Singapore for a period of more than 1 year;
- (c) if he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee; or
- (d) if he submits notice of resignation from his trusteeship.

11.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy shall be sent to all members at least 2 weeks before the General Assembly at which the proposal is to be discussed. The result of such General Assembly shall then be notified to the Registrar of Societies of Singapore.

11.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies of Singapore.

## **Article 12 – Visitors and Guests**

Visitors and guests may be admitted into the premises of the Society but they shall not be admitted into the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations.

## **Article 13 – Prohibitions**

13.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act (Chapter 250, Singapore Statutes), 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.

13.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in a court of law.



- 13.3 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.
- 13.4 The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.
- 13.5 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 13.6 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 13.7 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

#### **Article 14 – Amendments to Constitution**

No alteration, addition or deletion to the rules of this Constitution shall be made except at a General Assembly and with the consent of two-thirds of the voting members present at the General Assembly, and they shall not come into force without the prior sanction of the Registrar of Societies of Singapore.

#### **Article 15 – Interpretation**

The Executive Board shall be entitled to decide any question or matter pertaining to the administration of the Society which is not expressly provided for in this Constitution, and any decision by the Executive Board shall be final and conclusive unless it is reversed at a General Assembly of Members.

## **Article 16 - Disputes**

In the event of any dispute arising amongst members of the Society, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

## **Article 17 – Dissolution**

- 17.1. The Society shall not be dissolved, except with the consent of not less than three- fifths of the total voting members of the Society; provided that such number shall include not less than three-fifths of the members for the time being resident in Singapore, expressed either in person or by proxy, at a General Assembly convened for the purpose.
- 17.2. In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Assembly of members may determine or donated to an approved charity or charities.
- 17.3. Notice of dissolution of the Society shall be given to the Registrar of Societies of Singapore within 7 days of the dissolution.