

AS OF December 7, 1996

▪ I. Name and Domicile

This Organization shall be called the Asian-Pacific Organization for Cell Biology (APOCB). The legal domicile of APOCB shall be at the business address of the Secretary-General. The official center of the APOCB shall be the Office of the Secretary-General or such other place as the Executive Committee of the APOCB shall from time to time determine. It shall be the duty of the Secretary-General to maintain relationship with all bodies adhering to the APOCB and all other relevant organizations within the field of Cell Biology. The Secretary-General shall prepare budgets and agenda, and circulate them at least four months before meetings of the Executive Committee and General Assembly.

▪ II. Objectives of APOCB

The objectives of APOCB are the advancement of research and education in the area of Cell Biology. In furtherance of this aim the Executive Committee may exercise the following power:

- (a) to promote communication among cell biologists in the Asian Pacific region;
- (b) to contribute to the advancement of cell biology in all of its aspects, including related topics in the Asian Pacific region;
- (c) to organize regular and irregular meetings;
- (d) to initiate cooperative programs in communication, research, education, training and publication; and
- (e) to carry out the above activities in close cooperation with the International Federation for Cell Biology.

▪ III. MEMBERSHIP

III.1. APOCB shall be composed of member organizations, a national body of cell biologist associations, a group of national bodies and the regional ones.

III.2. Each member organization has the right to submit to APOCB through the Secretary-General questions and subjects for discussions within the scope of APOCB.

III.3. Any member organization may withdraw from APOCB provided that it has fulfilled its obligations. A member organization which withdraws loses all rights in connection with APOCB.

III.4. Sustaining members shall be individual persons and organizations which support the work of APOCB by financial contributions and may attend Congresses but not its Business Meetings. They may receive scientific assistance from APOCB.

▪ IV. Administration

The work of APOCB shall be conducted by:

- (a) a General Assembly composed of officers and other appointed delegates of the

constituent organizations; and

(b) the Executive Committee and any other committees which may be set up by it or by the General Assembly.

V. General Assembly

V.1. The ultimate authority of APOCB resides in the General Assembly, which is composed of delegates appointed by the member organizations. Each organization may appoint two delegates.

V.2. The Executive Committee is responsible to the General Assembly and shall participate in its deliberations. Members of the Executive Committee have no voting power in the General Assembly, but they may vote if they are delegates of a member organization. Neither the President nor the Secretary-General of APOCB may be a member of any delegation, nor shall one person serve as a member of more than one delegation.

V.3. The President shall serve as presiding officer of the General Assembly or in his absence, one of the Vice-Presidents or such other person as the General Assembly shall decide on the recommendation of the Executive Committee.

V.4. The delegates from each member organization shall have voting power in the General Assembly.

V.5. No meeting of the General Assembly shall have power to make valid decisions unless the motion receives at least a two-thirds majority of the total votes possible. In the event of an equal division of votes, the presiding officer shall not take the final decision.

V.6. The General Assembly shall:

- (a) take action on the membership admission of organizations of organizations of cell biologists;
- (b) elect the President, the two Vice-Presidents, the Secretary-General, the Treasurer, the two Trustees and the other officers of APOCB;
- (c) receive the reports on the activities of APOCB and of its Committees;
- (d) receive the audited accounts for the time elapsed since the previous meeting of the General Assembly;
- (e) receive the budget for normal expenditure for the period up to the next meeting of the General Assembly;
- (f) determine the membership dues for the period up to the next meeting of the General Assembly; and
- (g) determine the general policy and the timetable for the period up to the next meeting of the General Assembly.

V.7. The General Assembly shall have the power:

- (a) to set up any Committee or other body it may deem necessary for the administrative and scientific work of APOCB, and to define the tasks of such a body;
- (b) to formulate and amend the Constitution and By-Laws; and
- (c) to decide on all other questions falling within the scope of APOCB.

VI. Executive Committee

VI.1. The officers of APOCB constituting the Executive Committee are:

- (b) the two Vice-Presidents;
- (c) the Secretary-General;
- (d) the Treasurer;
- (e) the two Trustees; and
- (f) the officers (or appointed delegates) of constituent member organizations. The above officers and two Trustees are elected by the General Assembly. No one person may hold two offices concurrently.

VI.2. The Executive Committee shall carry out the decisions of the General Assembly, and effect the general policy of APOCB as determined by the General Assembly.

VI.3. During the periods between meetings of the General Assembly, the Executive Committee shall have full power to carry on the business of APOCB in all matters.

VI.4. The Executive Committee shall report on its activities to the member organizations at least once a year. A formal report shall be dispatched by the Secretary-General to the member organizations at least 10 weeks before the meeting of the General Assembly.

VI.5. In the execution of the purposes of the APOCB, no member of the Executive Committee of the APOCB shall be liable for any loss to the property of the APOCB arising

- (a) by reason of any improper investment made in good faith (provided that he/she shall have sought professional advice before making such investment) or
- (b) through the negligence or fraud of any agent employed in good faith by him/her or by any other member of the Executive Committee (provided reasonable supervision shall have been exercised) even if the employment of such agent was strictly not necessary or
- (c) by reason of any mistake or omission made in good faith by any member of the Executive Committee or
- (d) by any other reason except willful and individual fraud, wrongdoing or wrongful omission on the part of the member of the Executive Committee who is sought to be made liable.

VI.6. No member of the Executive Committee shall acquire any interest in property belonging to the APOCB (otherwise than as a trustee for the APOCB) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

■ VII. Finances

VII. 1. The Executive Committee shall be responsible to the General Assembly for all the financial affairs of APOCB and the Treasurer shall control the financial affairs of APOCB. The Trustees shall audit the financial balance at least once a fiscal year.

VII.2. Each member organization shall pay the annual membership dues in accordance with the number of participants in its organization.

VII.3. The membership dues shall be recommended by the Executive Committee and approved by the General Assembly for the period up to the next meeting of the General Assembly.

VII.4. The Executive Committee shall prepare an estimate of the budget for the period between the next meeting of the General Assembly and that following it. This estimate shall be dispatched by the Secretary-General to the member organizations at least 10 weeks before the meeting.

VII.5. The funds of APOCB shall be used to further the purposes of APOCB as expressed in the constitution. Such uses may include the payment of expenses incurred by officers in carrying on the business of APOCB, attending meetings of the Executive Committee or other committees, or at functions arranged by or held under the auspices of APOCB, or in representing APOCB at other meetings or functions.

VII.6. In the event of dissolution of APOCB, the General Assembly shall appoint a special committee for the liquidation of the assets of APOCB.

VIII. Amendments to the Constitution

VIII. 1. Amendments to the Constitution require action at a General Assembly. An amendment is adopted at such an Assembly only if (1) at least it received a two-thirds majority of the votes General Assembly are affirmative, and (2) if this majority amounts to more than half of the full number of the votes of all member organizations. In the event that the vote on a proposed amendment satisfies condition (1) but not condition (2), the Executive Committee may refer the proposed amendment to a postal ballot of the member organizations. If the proposed amendment then obtains the majority amounting to more than half the full number of votes of all member organizations, the amendment is adopted. Proposals for amendments may be made by the Executive Committee or by any member organization. Such proposals made by member organizations may reach the Secretary-General at least 12 months in advance of the meeting of the General Assembly. The Secretary-General shall dispatch these proposals, and those made by the Executive Committee, to the member organizations at least 8 months before the meeting.

VIII.2. No amendments shall be made to the Constitution which would cause it to cease to be charitable.

VIII.3. The present English text shall be considered the authoritative text in the interpretation of the Constitution.

IX. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the APOCB it shall call a meeting of all members of the APOCB, of which not less than 3 months notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realize any assets held by or on behalf of the APOCB. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objectives similar to the objectives of the APOCB as the members of the APOCB shall determine, or failing that shall be applied to some other charitable purpose.