

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)**" (hereinafter referred to as the "**Society**").

Article 2 – Place of Business

The place of business of the Society shall be c/o Kenes Asia, PICO Creative Centre 20 Kallang Avenue, Singapore 339411 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 fertility services in the Asia-Pacific region;
- (b) to provide a forum for sharing experience and information for professionals from a range of specialties involved in infertility management across the Asia-Pacific region;
- (c) to form a cohesive group to promote 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 infertility amongst healthcare professionals and the public;
- (e) to assist healthcare professionals to motivate patients to receive treatment for infertility;
- (f) to collect and acquire accurate information about infertility;

- (g) to facilitate the dissemination of accurate information about 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) Founding membership
 - (b) Ordinary membership
 - (c) Honorary membership
- 4.2 The founding members and founding corporate member of the Society are described in Addendum 1.
- 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 ordinary membership to a corporation it regards as having contributed to the progress of ART.
- 4.4 Honorary 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 significant contributions to the progress of ART.
- 4.5 Founding members and ordinary members shall have the right to attend and vote at meetings of the Society. Corporate members and honorary members shall be entitled to attend, but shall not be entitled to vote at meetings of the Society.

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.

5.2 A copy of this Constitution shall be furnished to every approved member.

Article 6 – Entrance fees and Membership fees

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

6.2 If any member fails to pay his membership fee within 6 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 2 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.

Article 7 – General Meetings/ Executive Board Meetings

7.1. The supreme authority of the Society is vested in a general meeting of its members presided over by the President.

7.2. A Biennial General Meeting shall be held 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 Biennial General Meeting and at least 2 weeks' notice shall be given of an Extraordinary General Meeting. Notices of Biennial General Meetings 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 Meeting 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 Meeting, 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 Biennial General Meeting:
 - (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 Meeting shall inform the Secretary in writing at least 7 days before the date of the General Meeting.

Article 8 – Management

- 8.1. The Society shall comprise 3 official bodies as follows:
 - (a) the Representative Board;
 - (b) the Executive Board; and
 - (c) the Secretariat.
- 8.2. The Representative Board shall comprise representatives from each country or “economy” within the Asia-Pacific region. 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 biennial Board shall attend all Biennial General Meetings of the Society. The Representative Board shall elect 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) Treasurer
- (e) Treasurer-elect
- (f) 6 Board members

The Executive Board members shall decide amongst themselves the persons to hold the positions of President, President-elect, Treasurer and Treasurer-elect. The founding member (Professor Bruno Lunenfeld) shall be the permanent Secretary-General of the Executive Board. No pharmaceutical company shall be a member of the Executive Board. Save as provided above, each Executive Board member shall be eligible for 1 term of office, with each term of office being 4 years; provided that if the second term of office of the Executive Board member is as the President-elect or the Treasurer-elect, the said member shall be eligible for 6 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 Meeting of Members without prior reference to it and shall always remain subordinate to the General Meeting.

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

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

Article 9 – Duties of Executive Board members

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

9.2 The President shall chair all General and Executive Board meetings. He shall also represent the Society in its dealings with outside persons.

- 9.3 The President-elect shall assist the President and deputise for him in his absence.
- 9.4 The Secretary-General shall keep all records, except financial, of the Society and shall be responsible for their correctness. He shall keep minutes of all General, Representative Board and Executive Board meetings, and shall maintain an up-to-date Register of Members at all times.
- 9.5 The Treasurer shall keep all funds and collect and disburse all monies on behalf of the Society. He 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 signed by the Treasurer jointly with the President or the President-elect.

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 Biennial General Meeting.
- 10.2 The Auditors shall:
- (a) audit each year's accounts and present a report upon them to the Biennial General Meeting; 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 end of the Society shall be the 31st 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 Meeting of members;
- (c) serve as trustees for such term as may be approved by a General Meeting 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 Meeting 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 Meeting at which the proposal is to be discussed. The result of such General Meeting 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 Meeting and with the consent of two-thirds of the voting members present at the General Meeting, 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 Meeting 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 Meeting 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 Meeting of members may determine or donated to an approved charity or charities in Singapore.

17.3. Notice of dissolution of the Society shall be given to the Registrar of Societies of Singapore within 7 days of the dissolution.

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