

# **CONSTITUTION**

*Preamble*

Enterprises in the countries of the Asia-Pacific region that are involved in seed and seed related activities and concerned with the increased production and trade of quality seeds,

REALIZING the mutual advantages to be derived from the effective and systematic exchange of information and experience as well as mutual economic and technical co-operation in the fields of seed technology, production, distribution and trade,

HAVE DECIDED to establish the Asia and Pacific Seed Association, hereinafter referred to as “the Association,” and also to be known by its acronym “APSA,” which shall be governed by the following provisions:

**Article I**

*Definitions*

1. Whenever used in this constitution, the following words and terms shall have the following meanings:
  - (a) “Seed” shall mean agricultural and horticultural seed and planting material of different classes.
  - (b) “Seed enterprise” shall mean organisation or body, with or without a status of legal person, which is involved in seed or seed-related activities.
  - (c) “General Assembly” and “Executive Committee” shall mean, respectively, the General Assembly and Executive Committee of the Association.
  - (d) “President”, 1<sup>st</sup> “Vice-President,” “2<sup>nd</sup> Vice-President,” and “Director” shall mean, respectively, the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President and Director of the Association.
  - (e) “Secretariat” shall consist of the Director and its staff.
  - (f) “Bylaws” shall mean the Bylaws of the Association adopted by the General Assembly pursuant to this constitution.]
  - (g) “Region” shall mean the Asia-Pacific region and include *inter alia* but not exclusively countries falling within the jurisdiction of the Regional Office for Asia and the Pacific of the United Nations Food and Agriculture Organizations (FAO).

## **Article II**

### *Objectives and Functions*

2. The objectives of the Association shall be to:

- (a) Establish a regional forum for the exchange of experience and the formulation of positions and recommendations on seed policy issues and improved seed sector performance.
- (b) Stimulate technical and economic co-operation among seed enterprises in the Region for improvement of the seed trade and supply of quality seed in respective countries.
- (c) Establish machinery among its members for the systematic interchange of information and experience on various aspects of cultivar development and seed production, conditioning, quality control, and marketing.
- (d) Establish and maintain appropriate relationships with FAO, the International Seed Federation (ISF), the International Seed Testing Association (ISTA), and other international and regional organisations pursuing similar or related objectives. *(amended November 2003)*

3. To achieve its objectives, the Association shall:

- (a) Organise regional seminars or conferences to provide a forum for the industry to address priority seed sector development and policy issues, and make trade presentations.
- (b) Compile and/or generate for dissemination among members technical and market related information including that about species and cultivars.
- (c) Assist in the development of training through matching of needs and potentials, materials preparation, and mobilisation of resources.
- (d) Liaise as appropriate with other regional and international organisations and enterprises concerned with seed.
- (e) Engage in other activities that may be required to achieve the Association's objectives.

### **Article III**

#### *Legal Status*

4. The Association is unpolitical.
5. The Association shall have the capacity of a legal person to perform any acts appropriate to its objectives within the powers granted to it by the Constitution. It shall in particular have the capacity to hold movable and immovable properties of every description, enter into contracts, institute and defend suits and other legal proceedings, and do all things necessary to honour its Constitution.
6. As approved by the General Assembly the seat of the headquarters was shifted to its present location, i.e., 726 & 731 7<sup>th</sup> Floor, Institute of Food Research and Product Development, Kasetsart University Campus, Lard Yao, Chatuchak, Bangkok. *(amended September 2001)*
7. The organs of the Association shall be:
  - (a) The General Assembly.
  - (b) The Executive Committee.
  - (c) The Secretariat
  - (d) The Arbitration Committee appointed by the General Assembly.
  - (e) Technical committees and/or other organs that are deemed necessary by the General Assembly.
8. The Bylaws of the Association, which shall be approved by a majority of votes in the General Assembly, shall specify the functioning of the different organs of the Association, as well as that of any ad-hoc bodies, working parties, and consultations established by the General Assembly.

### **Article IV**

#### *Membership*

9. The membership of the association shall be open to the following organisations and enterprises in the Asia-Pacific Region:

- (a) *Seed Associations*

These are organisations formed at the sub-regional, national and/or sub-national level and that include members involved in cultivar development and seed production, conditioning,

quality control, and marketing. There may be more than one seed association in a country eligible for membership.

(b) *Government Seed Agencies (amended Sept 2000)*

These are government agencies producing and/or supplying seeds and/or supporting seed programs. They are government departments, divisions, programs or services that as part of a government ministry produce and supply seed, and provide regulatory, research, training, policy, advisory and other support to the national public and/or private production and supply of seed within the framework of the government's agricultural policy.

(c) *Public and Private Seed Enterprises (amended September 2000)*

These are public corporations and private enterprises. Public corporations are commercial enterprises organised by the government at the national and/or sub-national level for the purpose of producing and supplying seed. They may be wholly or partly owned by the government and deal exclusively or only partly with seed. Private enterprises are national, regional, or international companies or firms producing and distributing seed.

(d) *Other Eligible Members (amended September 2000)*

- (1) Associate members: These are government, public and private institutions, corporations and/or firms producing, supplying and/or providing products and services of importance to seed sectors and that are not eligible for membership under (a), (b), and (c). These products and services may include research support, genetic material, equipment, chemicals, fertilisers, regulatory services, quality control, technical and market related advice and information, and others. Institutions and enterprises from outside the region that are involved in seed or seed related activities shall also be eligible for associate membership.
- (2) Patron members: These are bodies or persons deemed eligible for patron membership by the Executive Committee.
- (3) Individual members: These are bodies or persons deemed eligible for individual membership by the Executive Committee.
- (4) Candidate members: These are small companies, public seed agencies and projects, non-government organizations and groups from least developed countries, countries with very little formal seed structure and emerging seed sectors/markets deemed eligible candidate membership by the Executive Committee.
- (5) Honorary Life members: Such eminent persons to be nominated as Honorary Life members by the Executive Committee who made outstanding contributions to the development and management of APSA. *(amended November 2003)*

10. Conditions of Membership

- (a) Each member shall appoint a representative and an alternate.
- (b) The Executive Committee shall formulate requirements concerning submission of information as a condition for membership.
- (c) Members are admitted to the Association in their professional capacity.
- (d) No member shall be admitted in a political capacity.

11. Cancellation of Membership

- (a) Any member may withdraw from the Association one year from the day on which membership was acquired by giving written notice to the Director of the Association.
- (b) Any member of the Association who fails to pay the annual membership fee within 90 days after it is due shall forfeit membership rights until full payment is made. Reminders for payment shall be sent 30 and 60 days after the due date.
- (c) Any member of the Association who fails to fulfil any of the obligations prescribed in the Constitution may be suspended from membership in the Association by decision of the Executive Committee.

12. The members of the Association shall be those who subscribe to the Constitution.

**Article V**

*Rights and Obligations of Members*

13. Members shall, in accordance with the Constitution, Bylaws, and Resolutions of the General Assembly, have the right to:

- (a) Attend the meetings of the General assembly, other meetings, seminars, and conferences that may be called by the Association.
- (b) Request and obtain information on matters that concern them, including guidelines for obtaining technical assistance and collaboration in the pursuit of their activities.
- (c) Receive publications and other information that may be distributed by the Association.
- (d) Participate in training and related activities that may be organised by the Association.

14. Members shall, in accordance with the Constitution, Bylaws, and Resolutions of the General Assembly, have the right to:
  - (a) Settle their financial obligations to the Association, including admission fees and annual membership fees.
  - (b) Collaborate in forming the technical committees of the Association.
  - (c) Provide reasonable information promptly, when requested by the Association, if that information is not against any regulation in their country.
  - (d) Undertake any assignments that may be mutually agreed to between the members of the Association.
  - (e) Collaborate, in general, with the Association in fulfilment of the Association's objectives and activities.
  - (f) Accord to the organs of the Association, in so far as it may be possible under the constitutional procedures of the respective countries, facilities deemed essential for the successful functioning of the Association.

#### **Article VI**

##### *General Assembly*

15. There shall be a General Assembly of the members of the Association and it shall meet once a year. Extraordinary assemblies, as and when needed, may be convened in accordance with the Bylaws of the Association.
16. The General Assembly shall elect from among its members, sixteen (16) members to Executive Committee, whose composition shall be as described in Article VII, Paragraph 21, and appoint three (3) members to the Arbitration Committee.
17. Each member present in the Assembly shall have one (1) vote on all matters. Only members as defined in Article IV under 9 (a), (b), and (c) can vote on all matters. Members defined under 9 (d) can only participate in voting required to select their representative to the Executive Committee. Voting shall be in accordance with the Bylaws of the Association. *(amended September 1997)*
18. The President and in the absence of the President, the 1st Vice-President, shall preside over the meeting of the General Assembly and the Executive Committee. If neither the President nor the 1st Vice-President is present the meetings shall be chaired by the 2nd Vice-President. If neither the President nor the two Vice-Presidents are present, the Executive Committee shall elect one of its members to preside over the meeting.

19. At its ordinary meeting, the General Assembly shall:
- (a) Consider the report on the activities of the Association since the previous meeting.
  - (b) Consider and approve the budget and audited financial statements of the Association.
  - (c) Elect members to the Executive Committee.
  - (d) Decide on the appointment of an auditor.
  - (e) Determine the criteria for membership in the Association.
  - (f) Consider and take action on other matters presented by the Executive Committee.
  - (g) Determine the annual membership fee payable by the members.
  - (h) Subject to the provisions of the Constitution, approve bylaws and rules or procedures for convening its meetings, a quorum, voting procedures, and dissemination of its reports.
20. The General Assembly may establish such bodies as it deems necessary and delegate any of its functions to such bodies except those provided for in Articles VII and VIII.

## Article VII

### *Executive Committee*

21. (a) There shall be an Executive Committee consisting of fourteen (14) members representing category 9 (a), (b), and (c) and two (2) members representing category 9 (d). Of these 25% shall be elected by co-optation by the Executive Committee and 75% or twelve (12) members shall be elected by the General Assembly. *(amended November 2002)*. Thus, co-opted members shall serve three (3) years term and shall come one each from member category 9 (a) and (b) and two from category 9 (c). This is in addition to Article III of paragraph 18 of the bylaws.
- (b) The Executive Committee shall elect from among its members the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, and Program Secretary. The 2<sup>nd</sup> Vice-President and the Program secretary shall be elected for the entire term to be served by them unless either is elected as 1<sup>st</sup> Vice-President. The President elected shall be the 1<sup>st</sup> Vice-President of the previous year. The President and the 1<sup>st</sup> Vice-President must not come from the same country, subsidiaries of the same enterprise. *(amended November 2003)*
- (c) The members of the Executive Committee representing 9 (a), (b), and (c) shall be elected for a period of three (3) years. However, in the case of the First Vice-President (the President-elect) elected in the third year on the Executive Committee, his term shall be extended by one (1) year in order for him to serve as President *(amended September 1997)*

- (d) The member of the Executive Committee representing category 9 (d) shall be elected every three (3) years. *(amended September 1997 and November 2002)*
  - (e) No member of the Association can be elected to the Executive Committee for more than two (2) consecutive terms.
  - (f) The members of the Executive Committee representing categories 9 (a), (b), and (c) must come from different countries, with the EC ensuring, if required through co-optation that the three countries with largest membership have at least one member each on the EC. *(amended September. 2004)*
  - (g) Immediate past president will participate in all meetings of EC and Office Bearers. *(amended September 2004)*
22. The Executive Committee shall have the power to consider applications for membership and admit applicants as members of the Association.
23. The Executive Committee shall establish the Association Secretariat and employ its Director.
24. The Executive Committee shall be responsible for directing the activities of the Association. To this end it shall:
- (a) Submit to the General Assembly necessary reports including:
    - (i) reports on the Association's activities;
    - (ii) audited statements of accounts and financial reports;
    - (iii) annual-and long-term work programs including budget estimates.
  - (b) Meet at least once a year or authorise the Director to arrange for adoption of a resolution by seeking a vote by correspondence with members.
  - (c) Constitute the Financial Resources Management Committee, and appoint three or more members therein to determine financial management guidelines, procedures, and regulations to ensure the best use of Association funds. *(amended November 2006)*
  - (d) Adopt such rules and regulations as may be necessary or appropriate to conduct the business of the Association, provided that such rules and regulations shall not be inconsistent with the Constitution or Bylaws of the Association.

### Article VIII

#### *The Secretariat*

25. The Secretariat shall consist of the Director and the staff appointed by the Director with the consent of the Executive Committee or its Office Bearers. *(amended November 2003)*

26. The Director shall:

- (a) Be responsible for the day-to-day administration of the Association.
- (b) Convene, as instructed by the President, the Executive Committee.
- (c) Ensure that the Secretariat provides support to all members of the Association.
- (d) Organise conferences, symposia, training programs, and other meetings in accordance with the approved program of work.
- (e) Arrange to issue periodic and other publications covering seed and planting material and related activities in the region and provide documentation services concerning such activities inside and outside the region.
- (f) Prepare proposals for joint action programs with other international and regional bodies for the Executive Committee's consideration.
- (g) Be responsible, under the supervision of the Executive Committee for the financial management of the Association.
- (h) Take action on other matters consistent with the objectives mentioned in Article II.
- (i) Perform other functions that may be specified by the Executive Committee and the General Assembly.

#### **Article IX**

##### *Revenues and Disbursement*

27. The Executive Committee shall submit the annual budget of the Association to each General Assembly for approval.
28. The Financial period of the Association shall be the calendar year.
29. Each member of the Association shall undertake to contribute fees and annual membership fees. Decisions on the amount of the admission fees and membership fees shall be taken by the General Assembly, however in cases needing immediate action before the next annual meeting of the General Assembly, the Executive Committee may take decision on the amount of admission fees and membership fees provided the decision does not result in the increase of any one or both fees and such decision is later brought to the General Assembly for information.  
*(amended September 1999)*
30. The financial resources of the Association shall be raised under:
- (a) Admission fees, payable on admission, and annual membership fees.

- (b) Advertisements in and subscriptions to Association publications.
- (c) Course and delegate fees.
- (d) Voluntary contributions from members, grants, donations from other sources, and other sources of income

31. The Director, on Behalf of the Executive Committee and subject to the guidelines, procedures and regulations set by the Financial Resources Management Committee, shall have the power and authority to: *(amended November 2006)*

- (a) Employ and discharge staff members of the Association within the budget approved by the general Assembly.
- (b) Incur expenses in connection with the administration and operation of the Association.
- (c) Collect, receive and acknowledge contributions and place them in appropriate bank Accounts on behalf the Association.
- (d) Open, operate and close bank accounts in the countries of the region or any other countries approved by the General Assembly, on behalf of the Association and in accordance with procedures laid down by the Executive Committee.
- (e) Authorise, record and account for all disbursements made by or on behalf of the Association

#### **Article X**

##### *Participation of Observers*

32. Institutions that are not members of the Association may, upon written request and approval of the Executive Committee, attend meetings of the General Assembly and subsidiary bodies of the Association, as registered observers.
33. Participation of regional and international organisations in the work of the Association shall be governed by the relevant provisions of the Constitution and the resolutions of the General Assembly. The President, at the request of the General Assembly or the Executive Committee, shall invite regional and international organisations to attend meetings of the General Assembly, Executive Committee, and subsidiary bodies of the Association in their capacity as observers.
34. Observers shall not have voting rights.

#### **Article XI**

##### *Bylaws, Rules, and Regulations*

35. For the discharge of subsidiary functions under the Constitution, Bylaws may be specifically formulated by the Executive Committee and Approved by the General Assembly in regard to:
- (a) Conditions for membership.
  - (b) Procedures for convening the General Assembly.
  - (c) Election of the Executive Committee and its officers.
  - (d) Procedures and functions of the Executive Committee.
  - (e) Procedures and functions of ad-hoc bodies, working parties, and consultations.
  - (f) Financial resources management.
  - (g) Audit procedures, including appointment of an auditor.
  - (h) Suspension and amendment of Bylaws.
36. For the discharge of the subsidiary functions under the Constitution and Bylaws, Rules and Regulations may be formulated by the Executive Committee in regard to:
- (a) Personnel management of the Secretariat, including recruitment, promotion, and disciplinary measures.
  - (b) Financial management, such as opening of bank accounts, preparation of accounts and financial statements, and calculation of travel allowances.
  - (c) Procedures to conclude contracts and agreements with other organisation.
  - (d) Procedures for acceptance of donations.
  - (e) Amendment of the rules and procedures.

## **Article XII**

### *Amendment of the Constitution*

37. The General Assembly can amend this Constitution by a two-thirds majority of votes.
38. Proposals for amendment of the Constitution can be made either by the Executive Committee or a member of the Association in a communication addressed to the President of the Association. The President shall circulate to all members all proposals for amendments 30 days before the General Assembly. No proposal for the amendment of the Constitution shall be

included in the agenda of the General Assembly unless notice there of has been received by the President at least 45 days prior to the opening of the General Assembly.

39. The Adopted amendment of the Constitution shall be forwarded to all the members and shall become effective 30 days after such.

### **Article XIII**

#### *Settlement of Disputes*

40. Any dispute arising between members of the Association concerning the interpretation and application of the provisions of the Constitution and that cannot be settled by the parties concerned shall be submitted by the Executive Committee to the Arbitration Committee which shall investigate the dispute and make recommendations to the Executive Committee whose decision shall be final.

### **Article XIV**

#### *Dissolution of the Association*

41. The Constitution of the Association can be abolished and the Association dissolved by a three-fourths majority of the total membership. The abolition of the Constitution shall entail dissolution of the Association.
42. In case of dissolution of the Association, the responsibility for the settlement of outstanding liabilities, if any, or receipts from sales of assets after settlement of liabilities, if any, would be shared equally by all members.

# **BYLAWS**

**Article I**

*Membership Criteria*

1. Membership in the Association is open to organisations and enterprises as described in Article IV paragraph 9 of the Constitution.
2. Application for membership is submitted in writing and addressed to the Association Secretariat. The application must be accompanied by such information as may be required by the Executive Committee from time to time. Receipt of the application shall be acknowledged by the Director of the Association.
3. Membership applications shall be considered by the Executive Committee or a subcommittee established for that purpose. Following acceptance of the application, the applicant shall be requested to pay admission fees and one year's membership fees. Upon receipt of payment the Director of the Association shall inform the applicant that membership has taken effect.
4. (a) Admission and annual membership fees for each category of members shall be as follows: *(revised September 2000 and January 2007)*

Membership category	Fee (US\$)	
	Admission	Annual membership
<i>a) Seed associations</i>	1000	800
<i>b) Government seed agencies</i>	1000	200
<i>c) Public and private seed enterprises</i>	1000	800
<i>d) Associate members</i>	1000	800

- (b) Fees may be reviewed after a period of three (3) years and revised, if and as required.
5. Seed associations, Government agencies, public and private seed enterprises, and associate members may be granted permanent membership with no obligation to pay annual fees by paying an admission fee of \$10,000.
6. Fees are paid to the Association in US\$ unless other arrangements have been made with the Executive Committee.

7. A member of the Association shall continue to be a member until the Executive Committee decides that:
  - (a) the member no longer qualifies for membership;
  - (b) the member resigns and the resignation is approved by the Executive Committee.

## **Article II**

### *Procedures for Convening the General Assembly*

8. The General Assembly shall be composed of the members of the Association.
9. The General Assembly shall be convened every year at a time and place decided at the previous meeting. The Director on authority from the President and at the direction of the Executive Committee shall issue the announcement of the meeting at least 60 days in advance of the opening date of the General Assembly. If the General Assembly at its previous regular meeting was unable to fix a time and place for the next meeting, the President in consultation with the Executive Committee is authorised to fix a time and place for such meeting.
10. Attendance by 25% of members shall constitute a quorum for a meeting of the General Assembly. If a quorum is not present, the President may discontinue the meeting of the General Assembly and reconvene the meeting after not fewer than 30 minutes after which a majority of members present during the reconvened meeting shall constitute a quorum.  
*(amended September 1999)*
11. The President may call an extraordinary meeting of the General Assembly at:
  - (a) The direction of the General Assembly.
  - (b) The direction of the Executive Committee.
  - (c) The request of a number of members representing not less than 40 percent of the membership
12. The Executive Committee shall decide the agenda, time, and place for an extraordinary meeting after taking into consideration proposals made by members requesting such.
13. Invitation to an ordinary meeting along with provisional agenda, reports, and other documents pertaining to the agenda shall be made available to members not fewer than 40 days in advance of the opening session. The Executive Committee shall prepare a provisional agenda. Invitations and documents pertaining to an extraordinary meeting shall be made available to members not fewer than 40 days in advance of the date fixed for the opening session.
14. The Provisional agenda for each ordinary meeting of the General Assembly shall include:

- (a) Adoption of the agenda.
  - (b) Report on the activities of the Association during the previous calendar year and activities planned for the next calendar year.
  - (c) Report on the financial affairs of the Association, including an audited statement of accounts for the previous year.
  - (d) Proposed budget for the next calendar year.
  - (e) Election of members to the Executive Committee.
  - (f) Election of three (3) members to the Arbitration Committee.
  - (g) Proposals for amendments to the Constitution or the Bylaws, if any.
  - (h) New criteria for the admission of members, if any.
  - (i) Report of technical and other committees, if any.
  - (j) Arrangements for audit including appointment of an Auditor.
  - (k) Time and place of the next meeting of the General Assembly.
  - (l) Any other items, with permission of the Chair.
15. The provisional agenda for an extraordinary meeting shall include only the special item for which the meeting is being called.
16. (a) The members of the Executive Committee shall assume office at the end of the General Assembly in which they are elected.
- (b) The President and the Vice-President acting as President shall have the right to vote.

### **Article III**

#### *Election of the Executive Committee*

17. (a) All members of the Executive Committee shall have voting rights. Members of the Executive Committee shall be nominated by and represent membership categories as follows (see below): *(amended September 2000 and November 2002)*

Membership Category	No. of members on Executive Committee	Voting rights	Period elected (years)
a) <i>Seed associations</i>	2	Yes	3
b) <i>Government seed agencies</i>	3	Yes	3
c) <i>Public and private seed enterprises</i>	9	Yes	3
d) <i>Associate members</i>	2	Yes	3

- (b) Members of the Executive Committee shall be elected for a period of three (3) years. However, in the case of the First Vice-President (the President-elect) elected in his third year on the Executive Committee, his term shall be extended by one (1) year in order for him to serve as President. *(amended September 1997 and November 2002)*
18. Four vacancies on the Executive Committee shall be filled from among other members of the Association by co-optation by the Executive Committee. Co-opted members shall serve three (3) years term and will come one each from membership categories (a) and (b) and two (2) from category (c). *(amended November 2002)*
19. A candidate for membership in the Executive Committee must accept nomination in writing by signing a nomination form that shall also be signed by a nominator and a seconder who shall both be in the same membership category as the candidate's. The completed nomination form must be submitted to the Director of the Association 60 days before the date of the General Assembly.
20. If only the necessary number of candidates are nominated, these candidates shall be elected by acclamation. If more candidates than required are nominated an election shall be held in which all members of the General Assembly shall be requested to vote. Voting shall be through secret ballot. Election shall be by simple majority. If any member of the Executive Committee cannot be elected then the Executive Committee may fill the vacancy by co-optation.
21. The Preparatory Group that arranges the Association Foundation Meeting shall establish the first Executive Committee of the Association by co-opting members to fill the vacancies on the Committee.
22. To initiate an orderly replacement of the members of the Executive Committee the following procedure shall be followed during the first meeting of the full Executive Committee:
- (a) The Committee elects a President.

- (b) By lot, five (5) members among those who have been elected for a period of three (3) years are identified who retire from the Committee after one (1) year and another five (5) members who shall retire after two (2) years. The remaining five (5) members shall then retire after three (3) years. In drawing the lot it is considered that not all members representing the same membership category should retire the same year. The Associate Member of the Executive Committee shall be elected every three years.  
*(amended September 1997 and November 2002 )*
  - (c) Committee elects a 1st Vice-President who must be from a different country than the President.
  - (d) The Committee elects a 2nd Vice-President and a Program Secretary.
23. FAO shall have a permanent seat as an *ex-officio* member of the Executive Committee. During the period when the Association is supported by Phase 3 of the FAO/DANIDA GCP/RSA/153/DEN project the seat shall be held by the Chief Technical Adviser of the project.

#### Article IV

##### *Procedures and Functions of the Executive Committee*

24. The Director, as instructed by the President, shall convene a meeting of the Executive Committee at least once a year. A letter of invitation, along with other necessary documents shall be sent to the members of the Committee at least 30 days before the date fixed for the opening session.
25. Eight (8) members of the Executive Committee shall constitute a quorum. Decisions of the committee shall be taken by a majority of votes. The President and, in his absence, the 1st or 2nd Vice-President, shall preside over the meetings of the Executive Committee. If neither the President nor the two Vice-Presidents are present, the Executive Committee shall elect one of its members to preside over the meeting. If a quorum is needed but not present the President of the meeting may discontinue the meeting of the Executive Committee and reconvene the meeting after not fewer than 30 minutes after which a quorum is constituted by simple majority of the members present. In the case of a tied vote the person chairing the meeting shall cast the deciding vote.
26. The members of the Executive Committee shall be deemed to be elected in their capacity as representatives of members and not in their personal capacities.
27. The Executive Committee is empowered to create such other offices and designate officers as may be required by the circumstances and as may be necessary to promote the objectives of the Association, within the budgetary limits approved by the General Assembly.

**Article V**

*Ad-hoc Bodies, Working Parties, and Consultations*

28. The General Assembly, under recommendation of the Executive Committee and under Article III of the Constitution, may establish ad hoc bodies, technical committees, working parties, and consultations, subject to the following rules and procedures:
- (a) Such bodies, working groups, and consultations may be established, on an exceptional basis, whenever the Executive Committee considers that such action is conducive to facilitating its work.
  - (b) Before taking a decision on the establishment of such bodies, the Executive Committee shall examine the administrative and financial implications of such a decision.
  - (c) The Executive Committee shall define the terms of reference, composition, and duration of the mandate of each ad hoc body.
  - (d) The ad hoc bodies shall report to the Executive Committee, which in turn may report to the General Assembly, after which the Executive shall arrange for the contents of such reports to be made available to all members.

**Article VI**

*Financial Resources Management*

29. A Financial Resources Management Committee shall be constituted by the Executive Committee at its first meeting following the General Assembly, and the members of the Financial Resources Management Committee shall be appointed during that meeting. Members of the Financial Resources Management Committee must be members of good standing in the Association, but need not be current members of the Executive Committee. Members of the Financial Resource Management Committee shall each serve a term of three (3) years and the EC shall appoint members to succeed them after their term expires.
30. The Director shall prepare and submit to the General Assembly the audited statement of accounts, and financial reports on contracts, if any, undertaken by the Association, and budget estimates for following year.
31. The accounts of the Association shall be audited every year by the appointed auditor.
32. The Auditor shall be appointed by the Executive Committee from outside of the Association, and for a period of one (1) year, which may be extended on a yearly basis.

33. In line with the guidelines, procedures and regulations set by the Financial Resources Management Committee, the Director can authorize expenditures and disbursements in accordance with the approved budgets and program of work including the following:  
*(amended November 2006)*
- (a) Payment of salaries and allowances to staff, if any, employed by the Association.
  - (b) Payment of rent on hired property, if any, and expenses incurred in connection with maintenance of immovable and movable property including office equipment, etc.
  - (c) Payment of honoraria, travel expenses, and other payments to individuals and institutions for assignments undertaken on behalf of the Association or for services rendered to the Association.
  - (d) Payment of any other expenses as directed and approved by the Executive Committee.
34. The Director shall circulate quarterly financial statements to the President and members of the Executive Committee.

#### **Article VII**

##### *Audit Procedures, Including Appointment of Auditor*

35. To be drafted by the first Executive Committee.

#### **Article VIII**

##### *Recommendations to Members*

36. The Association can make recommendations for action by members on any matters pertaining to the aims and functions described in Article II of the Constitution.

#### **Article IX**

##### *Suspension and Amendments of Bylaws*

37. Any of the foregoing bylaws can be amended or suspended subject to the provisions under Article XII, paragraph 37 of the Constitution.
38. The Executive Committee can propose amendments, additions, or suspension of these Bylaws to the next meeting of the General Assembly.
39. These Bylaws and their amendments shall become effective on the date of their approval by the General Assembly.