



# ASIAN PACIFIC ENDODONTIC CONFEDERATION

## CONSTITUTION

### *Article I - Name*

The organisation shall be called the Asian Pacific Endodontic Confederation (hereafter referred to as the Confederation, or as APEC).

### *Article II - Address*

The registered address of the Confederation shall be the Prince Philip Dental Hospital, 34 Hospital Road, Hong Kong or such other address as may be decided upon by the Council and approved by the Registrar of Societies in Hong Kong.

### *Article III - Objectives*

1. To promote, develop and maintain high standards of endodontic research, teaching, and clinical practice in the Asian Pacific Region.
2. To cultivate and foster closer professional relationships between Endodontic Organizations, endodontists, dentists and other professional persons with an interest in Endodontics within the Asian Pacific Region.

### *Article IV - Membership and Privileges*

1. There shall be six categories of membership:

- i) Full
- ii) Individual
- iii) Affiliate
- iv) Student
- v) Honorary (including Honorary Life)

2. **Full Members (Society/Association members):**

- i) National or other endodontic societies or associations from countries within the Asian Pacific Region that have similar aims and activities to the Confederation shall be eligible to become Full Members of the Confederation but only one national society or association from each

country will be eligible to join the Confederation. In countries where more than one society or association exists then only that society or association that has been duly recognised by, accredited by, or affiliated with that country's national dental or government body/agency will be eligible for membership of the Confederation and their application for membership must be accompanied by appropriate documentation to certify the recognition, accreditation or affiliation with that body/agency. If there is no appropriate body/agency in that country to give the necessary recognition, accreditation or affiliation then the Confederation's Council shall call for detailed submissions from the competing societies or associations and the Council shall decide by majority vote which society or association is the more suited one to be a member of the Confederation and to uphold the aims and help pursue the activities of the Confederation.

- ii) All fully subscribed members of each Full Member organization, as recognised by that organization's own constitution, rules and/or by-laws, shall automatically become members of the Confederation but they will not have individual voting rights.
- iii) Each Full Member organization shall be entitled to be represented by one Councillor on the Confederation's Council and each Councillor shall be eligible to be an Officer of the Confederation.
- iv) Each Full Member organization shall be entitled to one vote on the Confederation's Council and at General Meetings.
- v) Each Full Member organization shall be entitled to all the privileges of membership of the Confederation.

### **3. Individual Members:**

- i) Individual Membership is open only to dentists resident in countries that do not have a national organization representing endodontics or whose national organization representing endodontics is not a member of the Confederation. Individual members must be dentists who are registered as such by the government dental registration authority in their country of residence and they must belong to at least one of the following groups:
  - a) Dentists who are registered by their government dental registration authority as a specialist endodontist;
  - b) Dentists whose practice consists of endodontics for at least 50% of their clinical time;
  - c) Dentists who are conducting, or have conducted, research in the field of endodontics, or have published scientific papers in dental journals in the field of endodontics;

or

d) Dentists who have received advanced education of at least two (2) years in the field of endodontics and have received a certificate of completion from an institution recognised by the government dental registration authority of their country of origin.

ii) Individual Members will be entitled to all the rights and privileges of membership except their rights to vote and to hold office will be as follows:

a) Individual Members may elect from amongst themselves, one representative to the Confederation's Council for every ten (10) such Individual Members.

b) At no time shall the number of Councillors who represent Individual Members exceed half the number of Councillors representing Full Member organizations on Council.

#### **4. Affiliate Members:**

i) Affiliate Members shall be individual general dentists, science-oriented persons or corporations with a genuine interest in endodontics and who are not eligible under any other category of membership.

ii) Affiliate Members shall have all the rights and privileges of Individual Membership except they shall not be eligible to vote nor to hold office.

#### **5. Student Members:**

i) Student Members shall be individual persons enrolled in a full time undergraduate or postgraduate university course in dentistry or endodontics provided they have been recommended to Council by one of their teachers.

ii) Student Members shall have all the rights and privileges of Individual Membership except they shall not be eligible to vote nor to hold office.

#### **6. Honorary Members and Honorary Life Members:**

i) Any Honorary Members and Honorary Life Members shall be selected on the basis of significant contribution to the field of endodontics and/or to the Confederation in attaining its objectives. Nominations may be made to the Council by any member of the Confederation. If necessary, Council may request documentary evidence of the nominee's contributions to endodontics and/or the Confederation to support the nomination.

- ii) Honorary Membership and Honorary Life Membership of the Confederation may be granted by a unanimous vote of the Council, subject to a two-thirds majority approval by the members present and eligible to vote at the next Biennial General Meeting.
- iii) Biennial General Meeting, or it may be conferred for Life, in which case the recipient will be known as an Honorary Life Member. The names of Honorary Members and Honorary Life Members will be announced and recorded at each Biennial General Meeting.
- iv) Honorary Members and Honorary Life Members shall have all the rights and privileges of Individual Membership except they shall not be eligible to vote nor to hold office.
- v) Honorary Members and Honorary Life Members shall be exempt from paying annual subscriptions.
- vi) Honorary Membership shall apply until the next Biennial General Meeting and then it may be renewed at each subsequent

***Article V - Election of Membership***

1. Every candidate applying for Full, Individual, Affiliate or Student Membership shall complete an application form as may be prescribed by the Council from time to time. All applications shall be accompanied by the appropriate membership subscription fee for the first year of membership and by any other documentation required by this Constitution or by Council to assess the application.
2. A candidate for Full, Individual, Affiliate or Student Membership shall be elected to membership by a simple majority vote of the members of Council, and may alternatively be done by electronic communication in the period between Council meetings.
3. All members of the Confederation shall pay the appropriate subscription fee on a regular basis as prescribed by the Council in order to maintain their membership status within the Confederation.

***Article VI - Termination of Membership***

1. Any Member may resign by giving notice in writing to the Confederation's Secretary.
2. Any member whose subscription fee is in arrears for three months, and whose reason for the non-payment of this fee is not accepted by the Council, shall automatically forfeit membership in the Confederation and will be notified by the Secretary of the said termination.

3. Discontinuance of membership for reasons other than voluntary termination or failure to pay subscriptions, shall be by an action of the Council. The member whose membership is threatened shall be so notified by the Secretary and the member shall be entitled to appear before Council before any action is taken.

*Article VII - General Meetings*

**1. Biennial General Meetings:**

- i) Biennial General Meetings of the Confederation will be held at least every two (2) years at a place and a time determined by the Council.
- ii) The Agenda for each Biennial General Meeting shall include the following:
  - a) Confirmation of the Minutes of the last Biennial General Meeting and any subsequent Extraordinary General Meeting(s)
  - b) Matters arising from the Minutes
  - c) President's Report
  - d) Secretary's Report
  - e) Treasurer's Report and Financial Statements
  - f) Amendments to the Constitution, if any
  - g) Election of relevant Officers of the Confederation and ratification of Councillors
  - h) Election of Honorary Auditors
  - i) Election of Honorary Members and Honorary Life Members, if required
  - j) Announcement of all Honorary Members and Honorary Life Members
  - k) Resolutions, if any
  - l) Other business of which 14 days' previous notice in writing shall have been given to the Secretary
  - m) Any other matter, subject to the President's approval, of which no previous notice has been given.
- iii) Notice of Biennial General Meetings shall be given in writing or electronic communication to all members of the Confederation by the Secretary at least two months before the date fixed for such a meeting
- iv) At least one month before the Biennial General Meeting, the Secretary shall circulate to all members the following:
  - a) The Agenda for the Meeting
  - b) Minutes of the previous Biennial General Meeting and of any subsequent Extraordinary General Meeting(s)
  - c) President's Report

- d) Secretary's Report
- e) Treasurer's Report and Financial Statements
- f) Proposed amendments to the Constitution, if any
- g) Resolutions, if any
- h) Call for Nominations and send out Nomination Forms for Officers of the Confederation.
  
- v) Any Member who is eligible to vote may submit to a Biennial General Meeting a resolution or proposed amendments to the Constitution, provided notice in writing is given to the Secretary at least one month before the Meeting.
  
- vi) The quorum for Biennial General Meetings shall be one fifth of the total number of Members who are eligible to vote at such a meeting.
  
- vii) If a Councillor cannot attend the meeting, he/she may nominate a proxy by informing the Secretary in writing at least seven days prior to the Biennial General Meeting.
  
- viii) Voting shall be by a show of hands unless a secret ballot is deemed to be necessary by the Meeting.
  
- ix) A resolution or motion shall be deemed to be carried if a simple majority of the eligible voting Members present at the Meeting vote in its favour, unless otherwise stated in the Constitution or Bylaws.
  
- x) In the absence of the President, the President-Elect shall chair the Meeting. If both are absent, then the next most senior member of Council shall chair the meeting.
  
- xi) In the event of a tie the Chairperson of the Meeting shall have a casting vote in addition to his/her original vote.

## **2. Extraordinary General Meetings:**

- i) The Council may at any time and for any specific reason call for an Extraordinary General Meeting.
  
- ii) The Council shall call for an Extraordinary General Meeting if a request for such a meeting is made in writing to the Secretary by not less than one third of the total number of Members who are eligible to vote at such a meeting.
  
- iii) The Council shall fix the date, time and venue for the Meeting no later than one month after the receipt of such a request.

- iv) Notice of the Extraordinary General Meeting shall be given in writing by the Secretary to all members of the Confederation at least three weeks before the meeting and such notice shall include an Agenda and indicate the purpose of the Meeting.
- v) The quorum for Extraordinary General Meetings shall be one fifth of the total number of Members who are eligible to vote at such a meeting.
- vi) The Meeting shall be cancelled if the number of Members present is insufficient to constitute a quorum.
- vii) No Extraordinary General Meeting shall be convened for the same purpose until a period of at least one month has elapsed.
- viii) The Meeting shall be conducted in accordance with the procedures laid out in Article VII Clause (1) Paragraphs (vii) to (xi) of this Constitution.

#### *Article VIII - Council of the Confederation*

1. The Confederation shall be managed by a Council, the members of which, apart from the President and Councillors, shall be elected at each Biennial General Meeting and will consist of the following, in order of seniority:
  - i) a President
  - ii) a President-Elect
  - iii) a Secretary
  - iv) a Treasurer - but this position may be combined with that of the Secretary, if the majority of eligible voting members present at the Biennial General Meeting so decide when electing Officers of the Confederation for the ensuing biennial period.  
and
  - v) Councillors. Each Full Member organization may be represented by a Councillor nominated by their respective organizations and ratified at the Biennial General Meeting. In addition, there may be one Councillor for every ten (10) Individual Members but at no time shall the number of such representatives exceed half the number of representatives of Full Member organizations.
2. The Immediate Past President shall be a non-voting *Ex Officio* member of the Council for the term following the completion of his term of office as President, unless he is otherwise elected to another Office or as a Council member.

3. The President, President-Elect, Secretary and Treasurer shall be collectively referred to as the Officers of the Confederation whilst the other members of the Council shall be known as Councillors. When a Councillor is elected as an Officer of the Confederation, he/she will vacate his/her position as Councillor, and his/her Endodontic organization will be eligible to appoint a new Councillor to fill the vacant position.
4. Nominees for the post of President and Secretary should have been a member of the Council previously.
5. Each Council shall hold office for a two-year term until the next Biennial General Meeting. All members of the Council shall be eligible for re-election at each Biennial General Meeting, except the President and the President-Elect who will automatically succeed to office as the Immediate Past President and President respectively.
6. One representative of each Full Member organization shall be nominated as Councillor to the Council by their organization, and then ratified by a simple majority vote of eligible voting members at each Biennial General Meeting. Nominations must be signed by the President (or his nominee) of the national Endodontic organization and should be on a form provided by, and submitted to, the Secretary of the Confederation prior to each Biennial General Meeting at which the election will take office. If the nominated representative is not approved by a majority vote of members at the Biennial General Meeting then that Full Member shall be asked by the Confederation's President to nominate another representative who must be approved by a majority vote of the incoming Council.
7. A group of ten (10) Individual Members from countries whose national endodontic societies or associations are not members of the Confederation may nominate a representative for election to Council and this nomination must be ratified by a simple majority vote of eligible voting members at each Biennial General Meeting. Nominations must be signed by all ten nominating Individual Members and each of these nominating members will only be eligible to nominate one such representative. The nominations must be presented on a form provided by, and submitted to, the Secretary of the Confederation prior to each Biennial General Meeting at which the election will take place. Representatives of Individual Members elected under this Paragraph may become Officers of the Confederation provided they have been elected to such a position by a majority vote of eligible members at each Biennial General Meeting.
8. Voting will be by a simple majority vote. Each member of the Council will be eligible to have one vote. If there is a tie, the President, or in his absence the Chairperson of the meeting, will have the casting vote. Members of Council will be eligible to submit their vote in writing to the Secretary prior to any meeting which he is unable to attend or they may vote by proxy with appropriate delegation of power to another Council member provided the Secretary has been informed in writing at least seven days prior to the Council meeting.



9. The Council may formulate rules, including By-Laws and standing orders, to regulate all matters not provided for in the Constitution, and to do all such things necessary for attaining the objectives of the Confederation, provided such rules, By-Laws and orders shall not be inconsistent with or in contravention to this Constitution.
10. The Council may raise funds, accept donations and receive aid as necessary to promote its objectives.
11. The Council may establish sub-committees as necessary.
12. If a casual vacancy occurs amongst the Councillors, and this position was held by a representative of a Full Member organization, then the Full Member organization shall be asked to nominate a replacement. Replacement representatives must be accepted by majority vote of the remainder of the Council and any such replacement shall hold that position on Council for the remainder of the term of the person being replaced. A vacancy amongst the Councillors elected by Individual Members may be left vacant till the next Biennial General Meeting.
13. If a casual or other vacancy occurs amongst the Officers of the Confederation, then the next most senior Officer shall automatically succeed to the vacant office until the next Biennial General Meeting and the Council shall elect another Officer from amongst the Councillors to fill the resultant vacant office until the next Biennial General Meeting.
14. If a vote of no confidence is passed against the Council at an Extraordinary General Meeting, the Council shall immediately resign and the Meeting shall proceed to elect new Officers of the Confederation.
15. If the Council should resign *en bloc*, its resignation may only be accepted at an Extraordinary General Meeting which has been called for this purpose and the Meeting shall then proceed to elect new Officers of the Confederation.
16. A Council elected in accordance with Paragraphs 13 and 14 of this Article shall hold office for the remainder of the term of office of the Council it replaces.

***Article IX - Powers and Duties of the Officers of the Confederation***

1. The **President** shall:
  - i) Be responsible for the overall management and activities of the Confederation
  - ii) Take the Chair at all meetings of the Confederation and the Council
  - iii) Have the right to call meetings of the Council

- iv) Be one of the signatories of the Confederation's bank account as prescribed in Article X, Clause 6 of this Constitution unless he has nominated another member of the Council for this duty and the Council has approved this action
- v) Prepare and present a President's Report at each Biennial General Meeting
- vi) Prepare and circulate, in conjunction with the Secretary, a regular newsletter to all members of the Confederation in order to keep the membership informed of the Confederation's activities and meetings.

2. The **President-Elect** shall:

- i) Become familiar with the role and responsibilities of the President and automatically succeed to the office of President at the next Biennial General Meeting following his election to office as President-Elect.
- ii) Act for the President in his absence.
- iii) Succeed to the Chair of any Biennial General Meeting, any Extraordinary General Meeting or Council meeting in the event that the President is absent.
- iv) Succeed to the office of President if it falls vacant and he/she shall hold such office for the remainder of the term of office of the President being replaced, in addition to his/her own term of office.

3. The **Secretary** shall:

- i) Be responsible for calling all meetings approved by the President and the Council
- ii) Keep minutes of all Biennial General Meetings, Extraordinary Meetings and Council meetings
- iii) Conduct and maintain full records of the correspondence of the Confederation, the Council and the Officers of the Confederation.
- iv) Prepare a Secretary's Report for each Biennial General Meeting and submit it for approval of the Council prior to circulation to members
- v) Be responsible for all material assets of the Confederation and assist the Treasurer in his responsibility for the financial assets of the Confederation

- vi) Maintain, in conjunction with the Treasurer, an up-to-date register of all members of the Confederation
- vii) Assist the President with the production and circulation of a regular newsletter to all members.

4. The **Treasurer** shall:

- i) Be responsible for the conduct of the financial affairs of the Confederation as prescribed in Article X of this Constitution
- ii) Be one of the signatories of the Confederation's bank account as prescribed in Article X, Clause 6 of this Constitution
- iii) Be responsible for the preparation of a Budget with the approval of the Council
- iv) Accept all monies paid to the Confederation and be responsible for the collection of all subscriptions and issue receipts thereof
- v) Keep accounts of the Confederation in an appropriate manner
- vi) Pay all monies received into an account approved by the Council in the name of the Confederation except such amounts as may be decided by the Council to be held as Petty Cash
- vii) Disburse such funds on the order of the President or the Council whichever is applicable
- viii) Prepare and present a Treasurer's Report at regular intervals as prescribed by the Council
- ix) Prepare and present a Treasurer's Report and the Statements of Accounts and submit them to the Council and to each Biennial General Meeting
- x) Maintain and submit to Council each year, in conjunction with the Secretary, a list of all members indicating their subscription status.

5. The **Councillors** shall:

- i) Perform any duties as may be directed by the Council or its Officers
- ii) Attend Council meetings and assist the Officers of the Confederation with their duties
- iii) Do all things possible to promote the Confederation and to assist the Confederation with

achieving its objectives.

**Article X - Subscriptions and Financial Management**

1. The annual subscription fees for Full, Individual, Affiliate and Student Members shall be determined by the Council.
2. Honorary Members and Honorary Life Members shall not be required to pay subscription fees.
3. Annual subscriptions shall be due in the first three months of the financial year.
4. The financial year shall begin on the 1st April and end on 31st March.
5. The Treasurer shall open and conduct a bank account in the name of the Confederation as the Council may direct and he shall deposit therein all monies received except as prescribed in Article IX Clause 4 Paragraph (vi) of this Constitution.
6. In addition to the Treasurer, the President or one other member of the Council as prescribed in Article IX Clause 1 Paragraph (iv) of this Constitution shall also be a signatory to the Confederation's bank account but this authority is only to be used in the absence of the Treasurer or if the Treasurer is unable to carry out his duties at any time.
7. All cheques shall be signed by the Treasurer but the alternative signatory described in Clause 6 of this Article may sign cheques in the absence of the Treasurer or if the Treasurer is unable to carry out his duties at any time.
8. The Council shall be empowered to invest or deposit any surplus funds as it deems fit.
9. The accounts of the Confederation shall be audited at the end of the financial year by the Honorary Auditors.
10. The income of the Confederation, however derived, shall be applied solely towards the promotion of the objectives as set out in Article III of this Constitution.

**Article XI - Amendments to the Constitution**

1. Amendments to the Constitution shall only be made at a Biennial General Meeting or at an Extraordinary General Meeting that has been specifically called for the purpose of amending the Constitution.

2. Such amendments shall be circulated to all members of the Confederation at least one month prior to their presentation at the Biennial or Extraordinary General Meeting at which the amendments will be discussed and voted upon.
3. Such amendments shall be passed only if two-thirds of the total number of Members eligible to vote and present at the Biennial or Extraordinary General Meeting vote in favour of the amendments.
4. No amendments shall come into effect without the prior sanction of the Registrar of Societies in Hong Kong.

*Article XII - Dissolution*

1. The Confederation shall not be dissolved except with the consent of not less than two-thirds of the eligible voting members of the Confederation and only after voting at a Biennial General Meeting or at an Extraordinary General Meeting that has been called specifically for the purpose of deciding upon dissolution. Members must be informed of the proposed resolution for dissolution of the Confederation according to Article VII of this Constitution.
2. Notice of dissolution shall be given within seven days of the dissolution to the Registrar of Societies in Hong Kong.
3. If upon dissolution of the Confederation and after payment of all debts and liabilities there remain any assets whatsoever then these assets shall be distributed amongst those Confederation members who were fully subscribed financial members at the time of dissolution of the Confederation. These assets shall be distributed proportionally according to the subscription fees paid by the members in the financial year during which the dissolution occurs.

*Article XIII - Employment*

If necessary, the Confederation may take on employees whose employment, discharge and salaries shall be decided by the Council.

*Article XIV - Debts and Liabilities*

The debts and liabilities of the Confederation to persons other than members shall be determined in accordance with the general principles of the law of agency.