



## CONSTITUTION

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### 1. **NAME**

This Society shall be known as the "Asia Pacific Hospice Palliative Care Network", hereinafter referred to as the "Association".

### 2. **PLACE OF BUSINESS**

Its place of business shall be at "Division of Palliative Medicine, National Cancer Centre, 30 Hospital Boulevard, #23-00, Singapore 168583", or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary. *(Amended, 25<sup>th</sup> AGM, 25 April 2025)*

### 3. **VALUES AND OBJECTS**

#### 3.1. Values

The Association –

- (a) respects each individual, regardless of race, sex, age, intellectual or socio-economic standing;
- (b) values every moment of life and does not support any action that has the intention of shortening a person's life;
- (c) recognises the importance of the family as the unit of care and care giving;
- (d) believes that the individual and family are entitled to make informed decisions about care;
- (e) respects the confidentiality of all information arising out of the provision of care;



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- (f) believes in empowerment of the individual, the family and the community;
- (g) respects the faith, belief system and culture of each individual; and
- (h) respects the rule of law and will work within the law of each country.

### 3.2. Objects

The objects of the Association shall be to promote the development of hospice palliative care in the Asia Pacific region in accordance with the values of the Association by –

- (a) facilitating the development of hospice palliative care programs and other relevant initiatives;
- (b) promoting professional and public education;
- (c) enhancing communication and dissemination of information;
- (d) fostering research and collaborative activities; and
- (e) encouraging co-operation with other professional and public organisations.

## 4. POWERS

In furtherance of its objects, the Association shall have the power to do all or any of the following things –

- (a) to employ all such professional staff and officers as may be required for the purposes of the Association;



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- (b) to purchase or otherwise acquire lands for any estate or interest; and to erect and maintain buildings and alter and improve the same, including any existing buildings;
- (c) to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Association and to remunerate any person or persons for services rendered in the promotion and the establishment of the Association;
- (d) to invite, issue appeal for and solicit subscriptions, benefactions, donations and bequests to or in any other way raise funds for the Association;
- (e) to invest funds of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law; and
- (f) to generally do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

### 5. **PATRONS**

- 5.1. The Council may in its discretion from time to time appoint a Patron or Patrons.
- 5.2. The appointment of Patrons shall be from amongst people who have achieved eminence or distinguished themselves in the academic, business or professional community.

### 6. **MEMBERSHIP**

- 6.1. The Association shall have the following four (4) categories of membership –



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- (a) Individual Members:  
Any individual who is actively involved in all or any aspects of hospice palliative care and who adheres to the objectives and values of the Association.
- (b) Ordinary Organisational Members:  
Any organisation, corporate or unincorporated, that is resident in any of the sectors and that has demonstrated a commitment to the practice, education or administration of hospice palliative care and adheres to the objectives and values of the Association.
- (c) Affiliated Organisational Members:  
Any organisation, corporate or unincorporated, that is resident in any of the sectors and that has an interest in and wishes to be associated with the work of the Association and adheres to the objectives and values of the Association.
- (d) Honorary Members:  
Any individual or organisation which has made a significant contribution to hospice palliative care and which adheres to the objectives and values of the Association may be invited by the Council to be an Honorary Member of the Association.
- 6.2. The application for membership of the Association shall be made in writing and shall be considered by the Council which shall have the absolute discretion to decide upon acceptance or rejection. No reason will be given for its decision, which shall be final and not be questioned in any court of law.
- 6.3. A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.
- 6.4. The Council shall maintain an up-to-date Register of Members of the Association.



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### 7. **MEMBERSHIP RIGHTS AND PRIVILEGES**

All members shall have the right to attend and to speak at General Meetings.

7.1. Individual Members:

Individual Members have the right to nominate Individual Members for election to the Council and can stand for election to the Council, but shall have no voting right at General Meetings. But where an Individual Member is elected, appointed or co-opted to the Council, such Individual Member shall be entitled to exercise all the rights and to perform all the duties of a Council Member and to vote at Council Meetings.

7.2. Ordinary Organisational Members:

Ordinary Organisational Members shall have the right to nominate Individual Members for election to the Council and to vote at General Meetings, but shall not be eligible to hold office in the Association.

7.3. Affiliated Organisational Members:

Affiliated Organisational Members shall have the right to nominate Individual Members for election to the Council, but shall have no voting rights and shall not be eligible to hold office in the Association.

7.4. Honorary Members:

Honorary Members may attend and speak at General Meetings but shall have no right to nominate members for election to the Council, no voting rights and no right to stand for election to the Council.

Only members who have paid their subscriptions and all dues payable to the Association in respect of their membership shall be entitled to exercise their rights and privileges of membership.



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### 8. **CESSATION OF MEMBERSHIP**

8.1. Membership of the Association shall cease:

- (a) In the case of an Individual Member –
  - (i) If he at any time, by writing, resigns;
  - (ii) If he dies;
  - (iii) If he becomes of unsound mind;
  - (iv) If he becomes bankrupt;
  - (v) If he is convicted of a criminal offence, implying a defect of character which makes him unfit to be a member;
  - (vi) If he is expelled from the Association; or
  - (vii) If he fails to pay his membership dues as stated in Article 9.2.
  
- (b) In the case of an Organisational Member –
  - (i) If it at any time, by writing, resigns;
  - (ii) If it is wound up or becomes insolvent;
  - (iii) If it is expelled from the Association; or
  - (iv) If it fails to pay its membership dues as stated in Article 9.2.

8.2. A member may be expelled by a majority decision of the Association at a General Meeting on a motion proposed by the Council, notice of which motion shall have been given and the member concerned shall have been given an opportunity to be heard in his defence.

### 9. **ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

9.1. A member shall pay such entrance fees and annual subscriptions as the Council may determine from time to time. The Council may determine different entrance fees and subscriptions –

- (a) for different categories of members; and



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(b) for members from different sectors.

9.2. The entrance fee shall be paid within six (6) weeks of acceptance to membership and the annual subscriptions shall be paid in advance. If a member falls into arrears with his subscriptions or other dues, he shall be informed immediately by the Honorary Treasurer. If he fails to settle his arrears within three (3) months of their becoming due, the Chairman may order that he be denied the privilege of membership until he settles all his dues. If he falls into arrears for more than six (6) months, he will automatically cease to be a member and the Council may take legal action against him to recover the arrears provided that he has been given due notice of such action. *(Amended, 2<sup>nd</sup> AGM, 2 May 2002)*

9.3. Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the members.

### **10. SUPREME AUTHORITY AND GENERAL MEETINGS**

10.1. The supreme authority of the Association is vested in a General Meeting of the members presided over by the Chairman as provided under Article 11.3.

10.2. General meetings of the Association shall be convened by the Honorary Secretary and shall be –

(a) The Annual General Meeting; and

(b) The Extraordinary General Meeting.



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- 10.3. The Association shall hold an Annual General Meeting not later than six (6) months from the end of each financial year, except in the year in which an international conference is planned by the Association, in which case, the Association also has the option of holding the Annual General Meeting immediately before, during or immediately following the conclusion of the international conference. *(Amended, 25<sup>th</sup> AGM, 25 April 2025)*
- 10.4. Notice of the Annual General Meeting shall be sent to members not less than twenty-eight (28) days before the date of the meeting. *(Amended, 2<sup>nd</sup> AGM, 2 May 2002)*
- 10.5. The business to be transacted at each Annual General Meeting shall be –
- (a) to consider the annual statements of accounts for the last preceding financial year and the reports of the auditors thereon;
  - (b) to consider the annual reports of the activities of the Association for the preceding year;
  - (c) to appoint the Auditors of the Association for the following year;
  - (d) where applicable, to elect the members of the Council for the following term; and
  - (e) to consider any other matter or business affecting the Association.
- 10.6. Any member who wishes to place an item on the agenda of a General Meeting may do so by giving notice in writing to the Honorary Secretary fourteen (14) days before the meeting is due to be held.
- 10.7. All business to be transacted at a General Meeting other than those specified in Articles 10.5 shall be deemed to be special business. *(Amended, 13<sup>th</sup> AGM, 11 October 2013)*
- 10.8. The Extraordinary General Meeting of the Association shall be convened by the Honorary Secretary –



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- (a) on instruction of the Council; or
  - (b) on written application to the Honorary Secretary of not less than one-third (1/3) of current voting members representing not less than seven (7) sectors. *(Amended, 13<sup>th</sup> AGM, 11 October 2013)*
- 10.9. The requisition for an Extraordinary General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Association.
- 10.10. Upon receipt of the requisition the Honorary Secretary shall forthwith convene an Extraordinary General Meeting within ninety (90) days. If the Council does not within ninety (90) days after the date of receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members and simultaneously sending the agenda to the members setting forth the business to be transacted.
- 10.11. Notice of an Extraordinary General Meeting shall be posted to members not less than twenty-one (21) days before the date of the meeting.
- 10.12. The accidental omission to give such notice to, and the non-receipt of such notice by, a member shall not invalidate the proceedings at any General Meeting.
- 10.13. In the event when holding an onsite Annual General Meeting is not viable, the Council shall decide to hold a virtual or hybrid Annual General Meeting instead. This decision shall be recorded in the Council's meeting minutes for good governance. *(Added, 25<sup>th</sup> AGM, 25 April 2025)*
- (a) For the virtual meeting, the voting is conducted electronically through the Polling Tool in the Video Conferencing Platform. *(Added, 25<sup>th</sup> AGM, 25 April 2025)*



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- (b) For the hybrid meeting, the voting may be entirely conducted electronically through the Polling Tool in the Video Conferencing Platform or employ both electronic and physical means. *(Added, 25<sup>th</sup> AGM, 25 April 2025)*

### **11. PROCEEDINGS AT GENERAL MEETINGS**

- 11.1. The quorum for an Annual General Meeting or an Extraordinary General Meeting convened by Council shall be at least one-quarter (1/4) of the voting members representing not less than seven (7) sectors. If the required quorum is not obtained, such meeting shall be adjourned for half an hour, and if the number then present be insufficient to form a quorum, those present shall be considered to constitute a quorum, but the meeting shall have no power to alter or amend the constitution of the Association.
- 11.2. The quorum for an Extraordinary General Meeting summoned on requisition shall be four-fifths (4/5) of the requisitionists representing not less than seven (7) sectors. If within half an hour after the time appointed for an Extraordinary General Meeting convened by requisition a quorum is not present, the meeting shall be dissolved.
- 11.3. The Chairman shall be entitled to take the chair at any General Meeting. In the absence of the Chairman, one of the Vice-Chairmen shall chair. In the absence of both the Chairman and the Vice-Chairmen, any Council member appointed by the members present shall be entitled to take the chair.
- 11.4. Every question arising at a General Meeting shall, unless a poll be demanded, be decided on a show of hands. Save as otherwise provided in these Articles, all questions shall be decided by a simple majority of votes. In the case of an equality of votes, the person presiding as Chairman at the meeting, shall have a casting vote.



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11.5. A poll may be demanded by at least three (3) members present. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

11.6. Subject to Article 11.7 hereof, there shall be no voting by proxy. However, voting for election of Council Members can be by postal or digital ballot. *(Amended, 25<sup>th</sup> AGM, 25 April 2025)*

Any voting Member who intends to vote at the election of Council Members shall inform the Secretary of such intention and request the Secretary to send him the necessary postal or digital ballot papers. Completed postal or digital ballot papers must be returned to the Secretary at the registered office of the Association and received by him not less than seven (7) days before the time for the holding of the meeting. *(Amended, 25<sup>th</sup> AGM, 25 April 2025)*

11.7. An Organisational Member shall be represented at a meeting by its duly appointed representative who is an Individual Member ordinarily resident in the same sector as the Organisational Member. The appointment of the representative shall be made in writing and signed by an officer of the Organisational Member and deposited at the registered office of the Association not less than seven (7) days before the time for the holding of the meeting. *(Amended, 7<sup>th</sup> AGM, 27 September 2007)*

11.8. An Honorary Member which is an organisation may be represented at a meeting by its duly appointed representative. The appointment of the representative shall be made in writing and signed by an officer to the Honorary Member and deposited at the registered office of the Association not less than seven (7) days before the time for the holding of the meeting. *(Amended, 7<sup>th</sup> AGM, 27 September 2007)*

## 12. **COUNCIL**

12.1. There shall be a Council of the Association to which shall be entrusted the administration and management of the Association.



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- 12.2. Council shall consist of the following members –
- (a) Seven (7) members to be appointed by the sectors on a rotation to be determined alphabetically according to the name of the sectors. *(Amended, 13th AGM, 11 October 2013)*
  - (b) Seven (7) members to be elected by the Ordinary Organisational Members of the Association; and *(Amended, 13th AGM, 11 October 2013)*
  - (c) Up to six (6) members to be co-opted by the Council, PROVIDED such co-option is made at the first meeting of the Council following an Annual General Meeting; and each member to be co-opted must be voted upon separately and supported by not less than three-fourths (3/4) of the Council members. *(Amended, 13th AGM, 11 October 2013)*
- 12.3. Council members shall also be Individual Members of the Association who reside in any of the sectors. A Council member appointed by a particular sector must be resident in that sector.
- 12.4. There shall not be more than three (3) members of the Council, whether appointed, elected or co-opted from any one (1) sector. *(Amended, 13th AGM, 11 October 2013)*
- 12.5. The Founding Sectors shall be:
- Australia
  - Hong Kong
  - India
  - Indonesia
  - Japan
  - Korea
  - Malaysia
  - Myanmar
  - New Zealand



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- Philippines
- Singapore
- Taiwan
- Thailand
- Vietnam

Founding Sectors will be permanent Sectors of the Association. *(Added, 7<sup>th</sup> AGM, 27 September 2007)*

Sectors to be invited to join the Association in the future shall be:

Bangladesh  
Cambodia  
China  
Laos  
Pakistan  
Sri Lanka

In addition to the above, the Council shall have the power, by a three-fourths (3/4) majority of its members, to designate additional sectors for the purpose of this Article.

12.6. The term of Council membership shall be two (2) years, except for the Council members elected at the first Annual General Meeting during which the half of the elected Council members receiving the most votes will have a term of two (2) years while the other half will have a term of one (1) year. For the purpose of this Article, a year shall mean the period between two (2) Annual General Meetings.

12.7. No Council member may be elected for more than two (2) consecutive terms. Such member, however, shall again be eligible for election to the Council after a break of one (1) year from the Council. The Treasurer and Assistant Treasurer, however, shall hold office for only one term of two (2) years, and may not be re-appointed to the same or related post without a break of at least two (2) years from that post in the Council.

*(Amended, 25<sup>th</sup> AGM, 25 April 2025)*



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- (a) Should the Treasurer / Assistant Treasurer leave the position for less than two years, and when he/she is being re-appointed, the Treasurer's / Assistant Treasurer's years of service would continue from the time he/she stepped down as Treasurer / Assistant Treasurer. *(Added, 25<sup>th</sup> AGM, 25 April 2025)*
- (b) For example, the Treasurer serves for seven months and decides to step down. After a year (i.e., less than the required two years), the Treasurer returns to the Council in same capacity. The computation of the Treasurer's years of service will continue (i.e., calculate from eighth month of being a Treasurer). *(Added, 25<sup>th</sup> AGM, 25 April 2025)*
- 12.8. Candidates for election to the Council shall be proposed and seconded and the nomination form shall be duly signed by the proposing member and the seconding member and also signed by the candidate, consenting to the nomination. The completed nomination form shall be received by the Honorary Secretary of the Association at least fourteen (14) days before the date of the Annual General Meeting.
- 12.9. The names of Council members to be appointed by the sectors should be received by the Honorary Secretary of the Association at least fourteen (14) days before the date of the Annual General Meeting.
- 12.10. All co-opted members shall serve a term of two (2) years upon co-option made at the first meeting of the Council following an Annual General Meeting but shall be eligible to be co-opted again. *(Amended, 13<sup>th</sup> AGM, 11 October 2013)*
- 12.11. The Council members shall elect among themselves the following office bearers at the first Council meeting to be held within two (2) weeks of an Annual General Meeting –
- (a) a Chairman
  - (b) two Vice-Chairmen
  - (c) an Honorary Secretary
  - (d) an Assistant Honorary Secretary
  - (e) an Honorary Treasurer



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(f) an Assistant Honorary Treasurer

12.12. Office bearers may be appointed, elected or co-opted members of the Council.

12.13. Council members shall perform such functions as shall be assigned to them by the Council.

12.14. Any vacancies occurring during the term of office among the members of the Council may be filled by the Council at its discretion by co-option.

### **13. DUTIES AND POWERS OF THE COUNCIL**

13.1. The duty of the Council is to organise and supervise the daily activities of the Association. The Council may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remain subordinate to the General Meetings.

13.2. The Council shall represent the Association before all competent public authorities and in all dealings and transactions with third parties, with power to institute or defend suits brought in the name of or against the Association and shall exercise all the necessary powers to ensure the full and proper administration and management of the affairs and property of the Association.

13.3. In addition to all powers herein expressly conferred upon them, and without limiting the generality of the powers under Article 13.1 or any other Article, the Council shall have the following powers –

(a) to set up a secretariat whose location may change from time to time from one sector to another;



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- (b) to authorise the expenditure of a sum not exceeding the budget as approved by the General Meeting of members from funds of the Association for the purposes of the Association;
- (c) to enter into contracts on behalf of the Association and to appoint any Council member or members to sign such contracts on behalf of the Association;
- (d) to open and maintain banking accounts in the name of the Association and to give all instructions to the bankers in connection with the operation of such accounts;
- (e) to appoint or engage such professional and other staff and employees, on such terms and to discharge such duties as the Council may think fit and to dismiss any such staff or employee;
- (f) to appoint an Executive Committee consisting of Council members or any combination of Council members and such other person or persons as the Council may think fit (provided that a Council member shall always be Chairman of the Executive Committee) with power to manage the day-to-day affairs of the Council, to appoint sub-committees to assist in such functions and to exercise such other powers as may be invested in it by the Council from time to time;
- (g) to appoint any other committee or committees consisting of Council members or any combination of Council members and such other person or persons as the Council may think fit for any object, power or purpose authorised by these Articles which in the opinion of the Council would be better or more conveniently regulated, managed or carried out by means of a committee; and



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(h) to make, and from time to time to repeal or alter, regulations as to the management of the Association and the affairs thereof and as to the duties of any office-bearers or servants of the Association and as to the conduct of business by the Council or any committee, and as to any of the matters or things within the powers or under the control of the Council, provided that the same shall not be inconsistent with these Articles.

13.4. Funds received by the Association shall be deposited forthwith in such bank or banks as may be determined by the Council either in the current or deposit account and official receipts for the same shall be duly issued and signed by the Treasurer or such other persons as may be appointed by the Council for that purpose. Cheques issued by the Association shall be signed on its behalf by the Treasurer or by such persons as may be appointed by the Council and in such manner as may be determined by the Council from time to time.

### **14. PROCEEDINGS OF COUNCIL**

14.1. The Council may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they may think fit. There shall be at least two (2) Council meetings in any one (1) year, the first of which to be held within six (6) months following the conclusion of the last Annual General Meeting. *(Amended, 13<sup>th</sup> AGM, 11 October 2013)*

14.2. Meetings of the Council shall be held as, where and when required by the Chairman or the Honorary Secretary or on written request of not less than four (4) Council members.

14.3. Notice of every meeting of the Council shall be sent to each member of the Council at least fourteen (14) days before such meeting, except when a Council meeting follows within two (2) weeks of an Annual General Meeting. *(Amended, 2<sup>nd</sup> AGM, 2 May 2002)*

14.4. The Council members may participate in a meeting of the Council by means of a conference telephone or similar communications equipment. Participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.



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- 14.5. The quorum necessary for the transaction of the business of the Council, shall be not less than eight (8) members representing not less than eight (8) sectors. A meeting of the Council at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council.
- 14.6. All questions shall be decided by a simple majority of the members of the Council present. In case of equality of votes, the Chairman shall have a casting vote.
- 14.7. The Chairman shall chair all meetings of the Council. In his absence from any meeting of the Council, one of the Vice-Chairmen shall chair. In the absence of the Chairman and the Vice-Chairmen, a chairman shall be elected by the Council members present at the meeting from among themselves to take the chair.
- 14.8. A resolution in writing circulated by the Honorary Secretary and signed by Council members constituting a quorum shall be as effective as a resolution duly passed at a meeting of the Council and may consist of several documents in like form, each signed by one or more Council members. The expressions "in writing" and "signed" include approval by telefax or electronic format. *(Amended, 13<sup>th</sup> AGM, 11 October 2013)*
- 14.9. The Council shall cause minutes to be kept of the proceedings at General Meetings of the Association and at meetings of the Council.

### **15. DUTIES OF COUNCIL MEMBERS** *(Amended, 13<sup>th</sup> AGM, 11 October 2013)*

Council members represent the Association and not the sector they reside in when working in the Council to uphold the objects and well-being of the Association. *(Added, 13<sup>th</sup> AGM, 11 October 2013)*

- 15.1. The Chairman shall chair all General and Committee meetings. He shall also represent the Association in its dealings with outside persons.



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- 15.2. The Vice-Chairman shall assist the Chairman and deputise for him in his absence.
- 15.3. The Honorary Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and Council meetings. He shall maintain an up-to-date Register of Members at all times.
- 15.4. The Assistant Honorary Secretary shall assist the Secretary and deputise for him in his absence.
- 15.5. The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. The Council shall provide the Honorary Treasurer with a cash imprest of one thousand Singapore dollars (S\$1,000) (or its equivalent in other currency) to meet petty expenses of the Association. Any sum exceeding this amount shall be banked into the bank account of the Association.
- 15.6. The Assistant Honorary Treasurer shall assist the Treasurer and deputise for him in his absence.
- 15.7. Ordinary Council Members shall assist in the general administration of the Association and perform duties assigned by the Council from time to time.

### **16. ACCOUNTS**

- 16.1. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in Article 3.2 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise to members of the Association or Council members;

Nothing in this Article shall be construed as preventing the payment, in good faith, of:

- (a) remuneration to staff and employees of the Association;



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- (b) remuneration to any Council member charged with general administrative control over the work of the Association;
  - (c) out-of-pocket and traveling expenses to any Council member needed to perform duties on behalf of the Association; and
  - (d) other proper charges and expenses of the Association.
- 16.2. The Council shall cause true accounts to be kept –
- (a) of all monies received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and
  - (b) of the assets and liabilities of the Association, and in such accounts, assets held upon any special trust and receipts and payments on account of such trust shall be entered separately and apart from all other assets, receipts and payments; and
  - (c) of all sales and purchases of goods by the Association.
- 16.3. The Association may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Association may be inspected by a member at all reasonable times during the usual business hours.
- 16.4. The Council shall lay before the Annual General Meeting of the Association the audited income and expenditure accounts of the Association for the last preceding financial year and audited balance sheet for the year ending on the 31<sup>st</sup> December of such year. Such accounts and balance sheets shall be accompanied by a report of the Council as to the state of affairs of the Association and a report of the Auditors of the Association. The financial year shall be from 1<sup>st</sup> January to 31<sup>st</sup> December of each year.



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16.5. The Council shall arrange for the accounts to be audited yearly by the Auditors of the Association. The Auditors to be appointed by the Association at the Annual General Meeting shall be approved company auditors within the meaning of the Companies Act of Singapore (Cap 50). Auditors may be re-appointed year after year and may be required by the Chairman to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Council.

### **17. ENDOWMENT FUND**

There may be established an Endowment Fund. Interest earned on the Endowment Fund shall be applied by the Council for the purposes of the Association in accordance with Article 16. No capital of the Endowment Fund shall be expended without the approval of members of the Association at a General Meeting.

### **18. TRUST PROPERTY AND TRUSTEES**

18.1. The title of all and any real property which may be acquired by or for the purposes of the Association shall be vested in Trustees who shall be appointed by the General Meeting and who shall enter into a deed of trust setting forth the purposes and conditions under which they hold the said property in trust for the Association. Trustees may be appointed in the countries where any immovable property of the Association is situated. The number of Trustees in any one country shall not be less than two (2) or more than four (4).

18.2. Any Trustee may at any time resign his trusteeship. If a Trustee dies or becomes of unsound mind or moves permanently from, or is absent for a period of one (1) year from, the country where he was appointed Trustee in respect of immovable property situated thereat, he shall be deemed to have resigned his trusteeship.



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18.3. If a Trustee is guilty of misconduct of such kind as to render it undesirable that he continues as a Trustee, a Council meeting may remove him from his trusteeship. Vacancies in the trusteeship may be filled through appointment by the Council. Such appointment shall then be notified to the Registrar of Societies of the Republic of Singapore and the Commissioner of Charities. *(Amended, 3rd AGM, 6 March 2003)*

18.4. The addresses of immovable properties, names of Trustees and any subsequent change must be notified to the Registrar of Societies and the Commissioner of Charities of the Republic of Singapore.

### **19. NOTICES**

A notice may be served upon any member, either by post, by telefax, by e-mail or any other electronic means, addressed to such member at his address in the Register of Members. Such notice shall be deemed to have been served on the day the letter, telefax or e-mail was sent and in proving such service it shall be sufficient to prove that the letter, telefax or e-mail containing the notice was properly addressed and sent. *(Amended, 2<sup>nd</sup> AGM, 2 May 2002)*

### **20. PROHIBITIONS**

20.1. Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

20.2. The funds of the Association shall not be used to pay the fines of members who have been convicted in Court.

20.3. The Association 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.



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- 20.4. The Association 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 services which adversely affect consumer interests.
- 20.5. The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 20.6. The Association shall not hold a lottery, whether confined to its members or not, in the name of the Association or its office bearers, Council or members, unless with the prior approval of the relevant authorities.
- 20.7. The Association shall not raise funds from members of the public of the Republic of Singapore for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

### **21. AMENDMENTS TO CONSTITUTION**

- 21.1. These Articles or any of them shall not be added to, altered or rescinded except by resolution passed at a General Meeting of the Association, by not less than two-thirds (2/3) of the voting members representing not less than two-thirds (2/3) of the sectors. Such amendments shall not come into force without the prior approval of the Registrar of Societies and the Commissioner of Charities. *(Amended, 3<sup>rd</sup> AGM, 6 March 2003)*
- 21.2. Any amendment to the Constitution must be approved by the APHN Council before being taken to a General Meeting. *(Added, 7<sup>th</sup> AGM, 27 September 2007)*



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### 22. **INTERPRETATION**

In the event of any question or matter arising out of any point which is not expressly provided for in these Articles, the Council shall have power to use its own discretion. The decision of the Council shall be final unless it is reversed at a General Meeting of members.

### 23. **DISPUTES**

In the event of any dispute arising amongst members, 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 mediation, arbitration or to a court of law for settlement.

### 24. **DISSOLUTION**

24.1. The Association shall not be dissolved except by a resolution passed at a General Meeting of the Association duly convened for that purpose, by not less than three-fifths (3/5) of the voting members of the Association representing not less than three-fifths (3/5) of the sectors.

24.2. In the event the Association is dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds will be donated to an approved charity or charities in Singapore which is or are registered under the Charities Act as the General Meeting of members may determine.

*(Amended, 3<sup>rd</sup> AGM, 6 March 2003)*

24.3. A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities. *(Amended, 3<sup>rd</sup> AGM, 6 March 2003)*