



**ASIAN SOCIETY FOR QUALITY IN HEALTH CARE**

***"Persatuan Kualiti Penjagaan Kesihatan Asia"***

**(PPM-028-14-28062016)**

**INCORPORATED ON**

**28<sup>th</sup> June 2016**

# **CONSTITUTION OF ASIAN SOCIETY FOR QUALITY IN HEALTH CARE (“ASQua”)**

*Perlembagaan Persatuan Kualiti Penjagaan Kesihatan Asia (“ASQua”)*

## **CLAUSE 1 NAME**

The Name of the Society shall be the Asian Society for Quality in Health Care and where appropriate the name may be abbreviated to “ASQua” (hereinafter referred to as “The Society”).

## **CLAUSE 2 PLACE OF BUSINESS**

### **2.1 Registration**

The registered place of business of the Society shall be c/o B.6-01, Level 6, Menara Wisma Sejarah, 230 Jalan Tun Razak, 50400 Kuala Lumpur or at any other address or addresses shall be fixed from time to time by the Executive Board.

### **2.2 Society to be Non-Profit**

The property and income of the Society shall be applied solely and exclusively to the promotion of its objectives.

### **2.3 Validation of Acts**

Every act of the Society and the Executive Board and every appointment made by each, shall be deemed to be fully valid and effective, notwithstanding any defect in the notice of the meeting, or in the meeting procedure, at which the same was resolved upon, except if annulled at an Annual General Meeting.

## **CLAUSE 3 OBJECTIVES**

### **3.1 Aims Of The Society**

The aims of the Society shall be:

- (a) To support quality improvement in health care by creating a formal network of health related individuals and professionals.
- (b) To strengthen and integrate the knowledge and experience of the Member Institutions.
- (c) To provide a contact with health related organization.

### **3.2 Objectives Of The Society**

The objectives of the Society shall be:

- (a) to promote quality improvement on a continual basis in health care in the Asian Region in both the public and private sectors, among politicians, senior government officials, industry, representatives of the media, health institution managers, educators, health care providers and consumers, and other purchasers of health care;
- (b) to focus on the methodologies needed to facilitate quality in health care and to develop programs and activities related to these;
- (c) to organize scientific meetings of the Society and to encourage the organization of such meetings on a regional basis;
- (d) to publish the Asian Journal for Quality in Health Care and such other relevant publications as from time to time may be determined by the Executive Board;
- (e) to promote research and education in quality improvement in health care with particular regard to cost effectiveness, cost benefit and cost utility analysis, clinical epidemiology and measures of quality of life and consumer satisfaction;
- (f) to maintain a support network with other relevant international and regional and national organizations concerned with assuring quality improvement and sharing experience and exchanges of ideas in all aspects of quality and safety in Health care; and
- (g) to set a standard and benchmark in quality systems and procedures in Health Care.

### **3.3 Power**

The Society may exercise any or all of the powers herein set out in pursuit of its objectives:

- (a) to determine Membership;
- (b) to hold scientific meetings alone or in collaboration with other societies and associations whose objectives are wholly or in part similar to those of the Society;
- (c) to own and publish a journal entitled the Asian Journal for Quality in Health Care alone or in partnership;
- (d) to purchase take on lease or hire or otherwise acquire and maintain any real or personal property;

- (e) to sell exchange lease mortgage hire dispose of or otherwise deal with all or any part of the real and personal property of the Society;
- (f) to borrow or raise or secure the payment of money in such a manner as the Society may think fit with power to grant mortgages charges or any security upon or charging all or any of the property of the Society whether real or personal and to redeem or pay off any existing or future security;
- (g) to invest or deal with monies of the Society not immediately required for the purposes of the Society in a manner from time to time determined;
- (h) to do all such other matters as are incidental or conducive to the attainment of the objectives of the Society.

#### **CLAUSE 4 MEMBERSHIP**

There shall be five classes of Members of the Society:

- (a) Individual Members,
- (b) Institutional Members,
- (c) National Society,
- (d) Honorary Members; and
- (e) Life Members.

##### **4.1 Individual Membership**

- (a) Individual Membership shall be available to any person who is interested in or working in the field of quality improvement in health care.
- (b) Application for Individual Membership shall be in writing to the Secretariat in a manner determined by the Executive Board.
- (c) All applicants for Individual Membership shall agree to abide by this Constitution.

##### **4.2 Institutional Membership**

- (a) Any institution or society that is interested in or working in the field of quality improvement in health care may apply for Institutional Membership.
- (b) All applications for Institutional Membership shall be in writing to the Secretariat in a manner determined by the Executive Board.
- (c) All applicants for Institutional Membership shall agree to abide by this Constitution.

### **4.3 National Membership**

- (a) Any National institution or society that is interested in or working in the field of quality improvement in health care may apply for National Membership.
- (b) All applications for National Membership shall be in writing to the Secretariat in a manner determined by the Executive Board.
- (c) All applicants for National Membership shall agree to abide by this Constitution.
- (d) A National Membership represents one country which shall mean any state or territory with internal autonomy and full capacity to enter into relations with other states.

### **4.4 Honorary Membership**

Honorary Membership shall be conferred by the Executive Board to eminent persons who are deemed to have made a significant contribution to the field of quality improvement. Honorary members will not be required to pay annual subscription fees. The decision of the Executive Board shall be unanimous.

### **4.5 Life Membership**

A member upon payment of an advance payment of annual subscriptions for a duration of five years will be conferred life membership and be exempted from any further payment of annual subscriptions.

### **4.6 Rights and Privileges of Individual Members**

Individual Members shall be entitled:

- (a) to receive notice of Annual General Meetings of the Society;
- (b) to attend Annual General Meetings of the Society and exercise one (1) vote in respect of any motion put to a vote such meetings;
- (c) to be nominated and elected in accordance with the Constitution to be a Member of the Executive Board, provided Membership subscription is not in arrears;
- (d) to utilise such facilities as are made available for Members of the Society to utilise generally;
- (e) to attend or participate in such functions, events or activities for Members of the Society as the Executive Board may organize for Members generally; and
- (f) to receive the Asian Journal for Quality in Health Care.

#### **4.7 Rights and Privileges of Institutional Members**

Institutional Members shall be entitled:

- (a) to receive notice of Annual General Meetings of the Society;
- (b) to attend Annual General Meetings of the Society and exercise one (1) vote in respect of any motion put to a vote at such meetings. If the person is also an individual member, he is entitled for two (2) votes;
- (c) to be nominated and elected in accordance with the Constitution to be a Member of the Executive Board, such position to be held by a representative of the Institution, provided Institutional Membership subscription is not in arrears;
- (d) to attend or participate in such functions, events or activities for Members of the Society as the Executive Board may organize for Members generally;
- (e) to utilise such facilities as are made available for Members of the Society to utilise generally; and
- (f) to receive the Asian Journal for Quality in Health Care.

#### **4.8 Rights and Privileges of National Members**

National Members shall be entitled:

- (a) to receive notice of Annual General Meetings of the Society;
- (b) to attend Annual General Meetings of the Society and exercise one (1) vote in respect of any motion put to a vote at such meetings. If the person is also an individual member, he is entitled for two (2) votes;
- (c) to be nominated and elected in accordance with the Constitution to be a Member of the Executive Board, such position to be held by a representative of the National, provided National Membership subscription is not in arrears;
- (d) to attend or participate in such functions, events or activities for Members of the Society as the Executive Board may organize for Members generally;
- (e) to utilise such facilities as are made available for Members of the Society to utilise generally; and
- (f) to receive the Asian Journal for Quality in Health Care.

#### **4.9 Rights and Privileges of Honorary Members**

Honorary Members:

- (a) shall have no voting rights as an Individual Member, no position will be held by him or her with the Society but are exempt from payment of any Membership subscription;
- (b) shall have the right to attend or participate in such functions, events or activities for Members of the Society as the Executive Board may organize for Members generally;
- (c) shall have the right to utilise such facilities as are made available for Members of the Society to utilise generally; and
- (d) shall receive the Asian Journal for Quality in Health Care.

#### **4.10 Rights and Privileges of Life Members**

Life Members shall have the same rights as an Individual Members, having voting rights with the Society but is required to pay a one off payment of Membership subscription.

#### **4.11 Register of Members**

- (a) The Honorary Secretary of the Society shall establish and maintain a Register of Members of the Society specifying the name and address of each Member, together with the date on which that person or institution became a Member.
- (b) The Register of Members shall be kept at the principal place of administration of the Society or at any other place as determined by the Executive Board.

### **CLAUSE 5 RESIGNATION & TERMINATION**

- (a) A member shall cease to be a Member:
  - (i) as an Individual Member upon his/her death;
  - (ii) upon his/her written resignation as such being forwarded to the Society;
  - (iii) upon the expiry of twelve (12) months after the last Membership subscription owed by him/her became due, subject to his/her having had forwarded to his/her last known address a notice of demand for subscription (unless the Executive Board at any time in a particular case otherwise determines).
- (b) Any Member who shall cease to be a Member shall cease to be entitled to all rights and privileges of a Member and shall have no right to or claim upon the property or funds of the Society.

- (c) The Executive Board may at any time re-admit any Member who has resigned or whose Membership has been terminated upon such terms as it thinks fit.

## **CLAUSE 6 SOURCE OF INCOME**

- (a) The source of income of the Society generally come from payment of the Entrance Fee, Annual Membership Fee and other dues. The Executive Board may from time to time fix the amount and manner and time of payment of the Entrance Fee and the Annual Membership Fee in respect of Individual Membership, Institutional Membership and National Membership.
- (b) Members other than Honorary and Life Members, shall pay the membership fee in the manner and by the time fixed by the Executive Board.
- (c) The Executive Board may:
  - (i) waive or reduce fees or the arrears of fees for an Individual Member on application;
  - (ii) vary the fee to be paid by the Institutional Members and National Members according to resolution of the Executive Board;
  - (iii) suspend all or any of the rights and privileges of a Members who has not paid the appropriate fee after the same has fallen due for payment, until such is paid; or
  - (iv) withdraw Membership if a Member's fees have not been paid within twelve (12) months of the date on which that Member's fees become due and payable.
- (d) Any person ceasing by death or otherwise to be a Member of the society shall have no claim upon or interest in the funds of the Society, but no such cessation of Membership shall prejudice the right of the Society to claim from any former Member of the personal representatives or trustees of a deceased or bankrupt Member any arrears of subscription or any other sums owed by the Member to the Society when he/she ceased to be a Member.

## **CLAUSE 7 GENERAL MEETING**

### **7.1 Annual General Meeting**

The Society shall hold an Annual General Meeting once during each Society Year in accordance with this part of the Constitution.



## **7.2 Scientific Meetings**

The Society may hold scientific meetings. Such meetings may be scheduled immediately before or after the Annual General Meeting. No business of the Society will be conducted at a scientific meeting.

## **7.3 Time and Place of Annual General Meeting**

The Executive Board shall convene the Annual General Meeting at such place, on such day and at such time as the Executive Board decides except that the Executive Board shall convene each Annual General Meeting not more than fifteen (15) months or such greater or lesser period as the Executive Board may decide) after the date of the proceeding Annual General Meeting.

## **7.4 Period of Notice of Annual General Meeting**

The Executive Board shall give written notice and Agenda of the next Annual General Meeting at least twenty eight (28) days prior to the meeting along with the minutes of the previous Annual General Meeting.

## **7.5 Business of Annual General Meeting**

At the Annual General Meeting the Society shall transact the following business in the following order:

- (a) reading of the Notice of Meeting;
- (b) recording apologies;
- (c) reading and confirmation (by resolution) of the Minutes of the previous Annual shall give written notice on Agenda at the next General Meeting;
- (d) reading of a Report of the President to the Society on the activity of the Society during the preceding Society Years;
- (e) tabling of the Treasurer's Report;
- (f) tabling of the accounts of the Society and the Auditor's Report;
- (g) election of Members of the Executive Board; and
- (h) election of an Auditor.

## **7.6 Further Provision as to Annual General Meeting**

Any Annual General Meeting may discuss but may not pass a resolution on any matter or motion for which at least twenty-eight (28) days written notice has not been given to

all Members or, in the case of any proposal for dissolution of the Society, at least sixty (60) days prior written notice.

#### **7.7 Visitor**

A visitor may attend a Annual General Meeting only with the expressed prior permission of the President, or in his/her absence, any other Officer of the Society.

#### **7.8 Quorum at Annual General Meeting**

A quorum at the Annual General Meeting shall be ten (10). Business may continue to be validly transacted at the meeting even though the number present falls below the number required for a quorum during the course of meeting.

#### **7.9 Procedure if No Quorum**

If within fifteen (15) minutes from the meeting time appointed no quorum shall be present at the Annual General Meeting convened by the Executive Board it shall stand adjourned, and a time and place immediately set for the adjourned meeting and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the Members present shall be a quorum and shall be entitled to conduct the business of the meeting.

#### **7.10 Chairperson of Annual General Meeting**

The President of the Society or in his/her absence the Immediate Past President or in his/her absence a Member of the Executive Board elected by the Executive Board shall act as Chairperson of an Annual General Meeting.

#### **7.11 Chairperson's Powers**

The Chairperson of the Annual General Meeting shall:

- (a) have a casting vote (in addition to his/her own vote) in the case of an equality of votes;
- (b) decide the order of business (other than as is set out in the Constitution);
- (c) decide all points of order;
- (d) decide whether a vote shall be on voices alone or also on show of hands except that any one Member may demand a written ballot.

#### **7.12 Voting at Annual General Meeting**

Any resolution at an Annual General Meeting shall, except where otherwise provided in this Constitution, be carried if voted for by simple majority of those present in person

and entitled to vote and voting and those voting by proxy in accordance with the Constitution.

### **7.13 Voting by Proxy**

A Member may appoint another Member (including the President) to be his/her proxy to attend and vote on behalf of the first Member on any resolution with respect to a particular motion, either at the discretion of the proxy or in accordance with the direction of the Member. The appointment shall be in writing and shall be lodged with the Honorary Secretary at least one (1) hour before the meeting in respect of which it is given.

### **7.14 Evidence of Proceedings**

Minutes of the proceedings of every Annual General Meeting shall be entered and kept in a Minute Book and such Minutes when signed shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all Members of the Society. Such Minutes shall be signed by the Chairperson of the meeting at which the proceedings were held.

### **7.15 Adjournment**

The Chairperson may, with the consent of an Annual General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **7.16 President's Report**

Copies of the President's Report, as to be read at the Annual General Meeting should be available to the members at the time of the meeting.

### **7.17 Poll by Postal Vote**

The Executive Board may from time to time determine that a poll of Members of the Society or any class of such Members shall be taken by postal vote on any matter relating to the affairs or business of the Society and it may determine the manner in which any such poll shall be taken and in which the votes thereof shall be dealt with and counted. The result of any such poll shall be binding on the Executive Board.

### **7.18 Extraordinary General Meeting**

An Extraordinary General Meeting (EGM) will be convened for exceptional urgent purposes by the President on a proposal supported by not less than one third (1/3) of the full membership. All procedures for the Annual General Meeting is hereby applied.

## **CLAUSE 8 EXECUTIVE BOARD/ COMMITTEE**

### **8.1 Executive Board to Administer Society**

Subject to this Constitution the management of the Society shall be carried out by an Executive Board constituted in accordance with this Clause and that Executive Board shall be empowered to exercise all the powers which the Society may exercise and to do all the acts and things the Society may do.

### **8.2 Composition of the Executive Board**

The Executive Board shall have not more than twenty (20) Members comprising:

Up to Four (4) Members who shall be two (2) from Individual Members elected by the Individual Members and two (2) from Institutional Members elected by the Institutional Members

Up to Fifteen (15) Members who shall be representatives of Members of the **National Society** elected by the **Society** Members.

and the following Member:

- (i) Immediate Past President

### **8.3 Election of the Executive Board**

The following provisions shall be apply to the election of the Executive Board.

- (a) The President-Elect shall be elected from among the previous Executive Board Member countries on a rotating basis such that the Presidency shall rotate each two (2) years.
- (b) Executive Board Members will be elected for a period of two (2) years and at any time may serve no more than three consecutive terms of two (2) years.
- (c) The retiring Members of the Executive Board shall be deemed to have retired before the Annual General Meeting for the purpose of the elections referred in the Sub-Clause, but for all other purposes shall be deemed to hold office until the conclusion of the Annul General Meeting.
- (d) At least one hundred and twenty (120) days before the Annual General Meeting and thereafter in every second year, the Honorary Secretary shall send to all Members a circular stating the number of places on the Executive Board requiring to be filled and calling for nominations.
- (e) Nominations for election to the Executive Board of representative of an Institutional Member shall be proposed and seconded by Institutional Members in writing and together with the nominee's written consent to serve, shall be

lodged with the Honorary Secretary of the Society not less than sixty (60) days before the Annual General Meeting.

- (f) If the number of nominations does not exceed the number of vacancies, the Chairperson of the Annual General Meeting shall declare the nominated candidates duly executed.
- (g) In the event that there are more candidates than vacancies, the election shall be by written ballot.
- (h) The ballot papers shall be circulated to each Member entitled to vote with the notice of the Annual General Meeting.
- (i) Only members registered with all fees paid at no later than one (1) month prior to the closing date for nominations will be eligible to vote.
- (j) Institutional Member wishing to vote for Institutional Members of the Executive Board shall do so by marking the ballot paper as directed and returning it to the appointed returning officer at least three (3) weeks prior to the Annual General Meeting, failing which any votes shall be declared null and void.
- (k) Those candidates with the largest numbers of votes gained will be elected.
- (l) The Honorary Secretary will act as the returning officer for the election and he/she shall have an absolute discretion to disregard and discrepancy in procedure which he/she regards as insubstantial. If he/she regards any discrepancy as substantial, the matter should be referred to the Executive Board. Upon completion of the election he/she shall convey the results to the Chairperson of the Annual General Meeting, whether or not the meeting shall have concluded, and the Chairperson shall declare the poll.

#### **8.4 Officers of the Society**

- (a) The President-Elect of the Society shall be elected by the Member countries and shall, upon completion of his/her term of office, automatically assume the office of President.
- (b) Besides the President and the President-Elect, the Officers of the Society shall be the Immediate Past President, the Treasurer, and the Honorary Secretary.
- (c) The President, President-Elect having been elected by the Members, the Honorary Secretary, having been appointed by the President from the National Society country where the President originates and the Treasurer shall be appointed by the President from the National Society country where the President originates.
- (d) Any casual vacancy among the Officers of the Society shall be filled by the Executive Board but any Officer so appointed shall hold Office only until such

time as the Officer in whose place he/she was appointed would have held the Office.

- (e) Any Office of the Society shall be vacated by the Member of the Executive Board holding the same if such Member ceases to be a Member of the Executive Board for any reason whatsoever, and in such event a casual vacancy in such Office shall be deemed to have arisen.

#### **8.5 Vacancies**

- (a) If a casual vacancy occurs on the Executive Board then the Executive Board may appoint a Member of the Society to fill the vacancy.
- (b) The Members for the time being of the Executive Board may act notwithstanding any vacancy in their body provided always that in the case the Members of the Executive Board shall at any time be, or be reduced in number to, less than a quorum, it shall be lawful for them to act as Executive Board for the purposes of filling vacancies in their body, or giving notice of an Annual General Meeting but not for any other purpose.

#### **8.6 Vacation of Office**

The Office of a Member of the Executive Board shall become vacant:

- (a) upon his/her demise;
- (b) if he/she or his or her organisation ceases to be a Member of the Society;
- (c) if he/she becomes incapacitated as a result of mental or physical illness to a degree which renders him or her incapable of reasonably carrying out the duties of the Office;
- (d) if he/she resigns his/her Office by notice in writing to the Society;
- (e) if he/she fails to attend three consecutive Board meetings without sufficient explanation.

and in these circumstances the Board will decide if the position should be declared vacant and the vacancy so arising shall be deemed to be a casual vacancy and the provisions of 8.5(a) shall apply.

#### **8.7 Meetings of the Executive Board**

- (a) The Executive Board may meet at such place, at least four (4) times in two years and in such manner as it shall determine.

- (b) A meeting of the Executive Board may consist of a telephone meeting between Members of the Executive Board, a number being not less than a quorum, who are not in the one place at the same time if:
- (i) all the Members of the Executive Board are able to be linked by conference telephone or other form of communications equipment (whether in use when this Clause is adopted or developed subsequently), or by a combination of these methods; and
  - (ii) each of the Members of the Executive Board taking part in the telephone meeting is able:
    - to hear every other Member of the Executive Board participating in the telephone meeting who addresses the telephone meeting, and
    - to address simultaneously every other Member of the Executive Board participating in the telephone meeting if he/she so wishes, whether directly or by use of the communications equipment.
- (c) Each member of the Executive Board taking part in the telephone meeting shall be deemed to be present at the meeting.
- (d) No Member of the Executive Board may leave a telephone meeting by disconnecting his/her communications equipment unless he/she has previously obtained the express consent from the Chairperson of the meeting and a Member of the Executive Board shall be conclusively presumed to be present and to have formed part of the quorum at all times during the meeting unless he/she had previously obtained the expressed consent of the chairperson to leave the meeting.
- (e) Minutes of the proceedings of a telephone meeting shall be sufficient evidence of those proceedings and of the observance of all necessary formalities if signed as correct by the Chairperson of that meeting.
- (f) A telephone meeting shall be deemed to take place at the place where a largest group of participating Members of the Executive Board is assembled or, if no such group is readily identifiable, at the place from which the Chairperson of the meeting participates.
- (g) Nothing in this Clause restricts the generality of the power of Members of the Executive Board to regulate their proceedings as they think appropriate.
- (h) This Clause applies also to the proceedings of any Committee to which the Executive Board has delegated any of its powers, any Standing Committee of the Executive Board and any other Committee appointed from time to time by the Executive Board.

- (i) Meetings of the Executive Board shall be chaired by the President or in his/her absence by the Immediate Past President. In the event that neither is present at a meeting, those Members of the Executive Board present shall elect a chairperson for that meeting and in such case the chairperson so elected shall report to the President of the Executive Board on the proceedings of the meeting as soon as practicable after the meeting.

### **8.8 Quorum at Meetings of the Executive Board**

A quorum at any meeting of the Executive Board shall be half the number of Members of the Executive Board or, where the number of Members is an uneven number, the next whole number. When a quorum is not present no vote shall be taken but the Executive Board may discuss matters and make recommendations which shall then be reported to the next full meeting of the Executive Board for its decisions.

### **8.9 Validation of Acts**

All acts of the Executive Board or any Committee or any person acting as an Officer of the Society shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any Member of the Executive Board or Committee or person acting as aforesaid or that any such Member of the Executive Board or Committee or person was disqualified, be as valid as if such Member of the Executive Board or Committee or person had been duly appointed and was qualified as such.

### **8.10 Authority of Act**

The President shall during the intervals between meetings of the Executive Board exercise such of the functions, powers and discretions of the Executive Board, the management and direction of the business and the conduct of the affairs of the Society as may be entrusted to him/her from time to time by the Executive Board or such as the President in cases of emergency in his/her absolute discretion may deem it necessary to exercise.

## **CLAUSE 9 DUTIES OF OFFICE BEARERS**

### **9.1 Society Managed by the Executive Board**

The Executive Board shall control all of the business of the Society except that which shall in accordance with the Constitution be dealt with by the Annual General Meetings of Members.

### **9.2 Power of the Executive Board**

- (a) The Executive Board may exercise all of the powers exercisable by the Society under the Constitution.



- (b) The Executive Board shall determine the site and date of all meetings of the Society, and delegate organization of such meetings to a local organizing committee which shall be required to furnish progress reports to the Executive Board in such a manner as determined at the time of the original determination of site and date.

### **9.3 By-Laws**

The Executive Board may from time to time make and rescind alter modify or add to By-Laws in respect of the whole or any part of the conduct of the activity of the Society.

### **9.4 By-Laws to Be Constitutional**

All By-Laws made under the preceding Clause shall be consistent with the provisions of this Constitution.

### **9.5 Secretariat**

- (a) The Society shall maintain a Secretariat, to be headed by an Honorary Secretary, which shall be responsible for the administration of the Society under the direction of the Executive Board.
- (b) The functions of the Secretariat shall be as determined by the Executive Board.

The Honorary Secretary shall, *inter alia*:

- (i) act as the Secretary of the Executive Board;
- (ii) be responsible for maintaining a register of Members of the Society;
- (iii) be responsible for maintaining the Constitution of the Society and ensuring that the provisions of the Constitution are adhered to at all times;
- (iv) be responsible for minuting all meetings of the Society, ensuring that Minutes are signed and for maintaining the Minute Books; and
- (v) organize the Annual General Meeting and any meetings of the Society.

### **9.6 Treasurer**

- (a) be responsible for the general administration and financial management of the Society under the direction of the Executive Board or, as provided under the Constitution, the President;

- (b) be responsible for the conduct of elections for Members of the Executive Board and shall act as returning officer;
- (c) in association with the Treasurer and the Annual meeting organizing committee, prepare a budget for each meeting for approval by the Executive Board and, within sixty (60) days of the conclusion of any such meeting held under the auspices of the Society, submit a report on the meeting to the Executive Board.
- (d) Except as otherwise provided in this Constitution, the Treasurer shall keep in his or her custody or under his or her control all books, documents and securities of the Society.

### **9.7 Appointment of the Committees**

The Executive Board may from time to time appoint any Committee deemed desirable. Any such Committee shall not be recognised unless the Minutes of the meeting at which it was constituted state its composition, terms of reference and life expectancy. The President and Honorary Secretary shall be ex officio Members of all Committees.

### **9.8 Delegation of Function to Committees**

The Executive Board may delegate in whole or in part any power or function of the Executive Board to any Committee constituted by the Executive Board under the preceding Clause. Any such Committee shall in the exercise of its powers conform to any conditions imposed on it by the Executive Board.

### **9.9 Standing Committees of the Executive Board**

- (a) Editorial Committee
  - (i) The Executive Board will appoint an Editorial Committee comprising the Editor of the Asian Journal for Quality in Health Care who will chair the Editorial Committee, and not more than four (4) Regional Editors from member countries.
  - (ii) The Editor shall be responsible for editing the Asian Journal for Quality in Health Care in accordance with the objectives of the Society and the provisions of the contract under which the Editor has been appointed.
  - (iii) The Editor shall be entitled to attend Executive Board meetings to present the report of the Editorial Committee.

(iv) The Members of the Editorial Committee shall provide advice on the journal for the Editor and Regional Editors and shall act as referees when requested.

(b) Technical Committee

The Technical Committee has been established to consider the technical issues of International Society for Quality in Healthcare ("ISQua") Accreditation Programmes so that ASQua members may share their interpretations, procedures and criteria with the objectives of improving international consistency amongst the various programmes and assisting members with the development/improvement of their own programmes. In principle, the committee shall avoid duplicating the work of the other organizations.

(c) Research Committee

(i) To coordinate research on quality issues in health care within the ASQua region to avoid duplication and wastage of resources. In order to do this, the research committee will attempt to set up a website containing details of researchers, areas of interest as well as ongoing and completed projects.

(ii) To ascertain priority areas for research in quality in health care.

(iii) To hold workshops/seminars to create awareness, improve skills and initiate studies on quality in health care issues for the membership of ASQua.

(iv) To provide materials on research results carried out in the region to the Publications committee in order for the information to be disseminated to the membership of ASQua.

(v) In all matters, the research committee should seek policy directives from the Board of ASQua.

**CLAUSE 10 FINANCIAL PROVISION**

(a) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members approved by the Executive Board for this purpose.

(b) The Executive Board shall cause all records to be kept and, at least once after the completion of each Society Year in respect of that Society Year cause accounting reports to be made, or several separate accounts to be made of all the property, financial transactions and affairs of the Society in such a manner as required under this Constitution.

### **10.1 Annual Accounts**

- (a) Until otherwise decided by the Executive Board such accounting reports shall include a statement of all receipts and expenditure during each Society Year and a statement of all of the properties and liabilities of the Society at the end of that Society Year with such reconciliation as may be necessary, both of which shall be submitted to the Annual General Meeting for approval.
- (b) The framing of a budget and preparation of annual accounts shall be the responsibility of the Treasurer, in consultation with the President as appropriate.

### **10.2 Custody Records**

All accounts, books, documents and securities of the Society shall be available for inspection and copying by any member of the Society upon request.

### **10.3 Source of Society Funds**

The funds of the Society shall be derived from registration fees, annual subscriptions, donations and such other sources as the Executive Board determines.

### **10.4 Members May Be Paid for Services**

The Executive Board may make payment to a member for services rendered by or property acquired from that person in a special or private capacity, or in the case of Members of the Executive Board, may contribute towards expenses incurred in carrying out their duties of office.

## **CLAUSE 11 AUDITORS**

- (a) The Auditor shall be elected at the Annual General Meeting for such period and on such terms as the Executive Board shall think fit.
- (b) The Auditor shall examine all financial records and data of the Society, and furnish a report thereon. The Executive Board shall attach the report of the Auditor to the accounts of the Society when tabling the same at the Annual General Meeting.
- (c) Audits shall be conducted at regular intervals of not more than twelve (12) months.
- (d) An Auditor shall not be a Member of the Society or closely related financially or otherwise to a Member of the Executive Board.

## **CLAUSE 12 PROPERTY ADMINISTRATOR/TRUSTEES**

- (a) At least one (1) trustee, who must be over 21 years of age, shall be appointed at the Annual General Meeting and shall hold office during the pleasure of the society.
- (b) The Trustees shall have vested in them all immovable properties whatsoever belonging to the society upon execution of a Deed of Trust.
- (c) The Trustees shall **NOT** sell, withdraw or transfer any of the properties of the society without the consent and approval of the Executive Board.
- (d) A Trustee may be removed from office due to ill health, unsoundness of mind, prolonged absence from the country or for any reason whereby he/she is unable to perform his/her duties satisfactorily.
- (e) In the event of removal, resignation or death of a Trustee the vacancy will be filled by a new appointment made by the Executive Board.

## **CLAUSE 13 INTERPRETATION**

### **Definitions**

In this Constitution, unless the context requires otherwise:

“Society” shall mean the “The Asian Society for Quality in Health Care”

“Executive Board” shall mean the Board of the Society as provided in this Constitution.

“Society Year” shall mean the financial period of one year, specified as the calendar year commencing on the 1st day of January until the 31<sup>st</sup> day of December.

“Register” shall mean the register of Members of the Society.

“Officer” of this Society shall mean the President, the Immediate Past President, the President-Elect, the Honorary Treasurer, and the Honorary Secretary.

“Members” as defined by Clause 4 of this Constitution.

## **CLAUSE 14 ADVISOR/PATRON**

The Committee shall if deems fit and necessary appoint qualified persons to be the Advisor or Patron of the Society. The person appointed must give his consent in writing.

## **CLAUSE 15 PROHIBITION**

- (a) Neither the society nor its members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Ordinance 1959.
- (b) The society shall **NOT** indulge in commercial trade nor involve itself in any political or trade union activities and shall **NOT** allow its members and staff, assets, premises and properties to be used for such activities.
- (c) The society shall **NOT** hold any lottery nor permit any kind of unlawful activities on its premises.
- (d) The objectives of the society shall **NOT** be exploited for the benefit of the Board of Trustees, the Executive Board, the Members of the society and their immediate family members.
- (e) The Board of Trustees, the Executive Board and Members of the society performing executive functions shall not abuse their position and authority for personal benefits.
- (f) The funds of the society shall **NOT** be used to bail or pay fines of the trustees or any other member implicated in the court of law.

## **CLAUSE 16 AMENDMENTS OF CONSTITUTION**

The Constitution of the Society may be altered or amended by three fourths of the members voting by mail, provided such proposal, alteration or amendment has been submitted to the Membership, by publication or otherwise, at least ninety (90) days prior to the date of such vote.

## **CLAUSE 17 DISSOLUTION**

The Society may at any time, with the consent of a majority of three-quarters of the Members present in person at the Annual General Meeting and entitled to vote and voting or voting by proxy in accordance with the Constitution, be dissolved. At least sixty (60) days written notice must be given of any proposal to dissolve the Society.

### **17.1 Surplus Property after Dissolution**

If, after dissolution or winding up of the Society, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other society or institution having objectives similar wholly or in part to the objectives of the Society and which shall prohibit the distribution of its or their income among its or their Members, or some charitable objective or objectives which society, institution or objective shall be determined by the Members of the Society at or before the time of dissolution or winding up.

**CLAUSE 18 FLAG, LOGO AND BADGE**

The logo of the Society at all material time shall be:

