



A P E C

# ASIAN PACIFIC ENDODONTIC CONFEDERATION

## CONSTITUTION

of the

**ASIAN PACIFIC ENDODONTIC CONFEDERATION**  
(APEC)

April 2005

### *Introduction*

**History:** The Asian Pacific Endodontic Confederation (commonly known as APEC) began in December 1985 in Bangkok, Thailand, with the first of two organisational meetings of representatives of participating national endodontic societies and associations in the Asian Pacific region. The second organisational meeting was held in Manila, The Philippines, in November 1986 to finalise the first Constitution which was then ratified during the 1st Scientific Congress of APEC in New Delhi, India, in January 1988. The Confederation and its Constitution were registered with the Hong Kong Registrar of Societies in November 1989.

The Constitution was revised in 1998-2000 to reflect changes in the methods of operation of the Confederation and the increasing number of "Endodontic Society/Association Members" (national endodontic societies/associations from within the Asian Pacific region). This version was accepted in principle at the 7<sup>th</sup> Biennial General Meeting in April 1999 in Singapore, and then further modified before being ratified and adopted at the 8<sup>th</sup> Biennial General Meeting in April 2001 in Taipei, Taiwan. A further revision was ratified and adopted at the 10<sup>th</sup> Biennial General Meeting in Kuala Lumpur, Malaysia in May 2005.

**Interpretation:** Throughout this Constitution, the singular terms refer to the plural and male terms include female unless otherwise specified. The Introduction and all headings form part of this Constitution which consists of fourteen (14) Articles printed on thirteen (13) pages.

### *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 Societies/Associations, 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) Individual
  - ii) Endodontic Society/Association
  - iii) Affiliate
  - iv) Student
  - v) Honorary (including Honorary Life)
  - vi) Retired
2. **Individual Members:**
  - i) 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 one representative on the Confederation's Council for every ten (10) Individual Members of the Confederation

- b) There shall be a maximum of five (5) representatives of Individual Members on the Council and at no time shall the number of such representatives exceed the number of representatives of national Endodontic Societies/Associations on Council
  - c) Each of the representatives elected to Council under Article IV Clause 2 Paragraph ii) Sub-Paragraphs a) and b) shall be entitled to one vote at Council meetings and each of these representatives shall be entitled to hold Office within the Confederation
  - d) At General Meetings of the Confederation, Individual Members shall be entitled to one vote for every ten (10) members present at the General Meeting or represented by proxy according to Article VII Clause 1 Paragraph vii) and Article VII Clause 2 Paragraph viii).
- iii) When an Individual Member is a member of his national endodontic society or association and this national society or association is an Endodontic Society/Association Member of the Confederation, then the Individual Member will not have the right to vote or hold office under Article IV Clause 2 Paragraph (ii) and Article VIII Clause 1 Paragraph (v) and Clause 6 unless he has been nominated by his national society or association to be the representative for that Endodontic Society/Association Member of the Confederation.

3. **Endodontic 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 Endodontic Society/Association 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 Endodontic Society/Association Member, as recognised by that Society's or Association'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 Endodontic Society/Association Member shall be entitled to have one representative on the Confederation's Council and each of these national representatives shall be eligible to be Officers of the Confederation.
- iv) Each Endodontic Society/Association Member shall be entitled to one vote on the Confederation's Council and at General Meetings.
- v) Each Endodontic Society/Association Member shall be entitled to all the privileges of membership of the Confederation.

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) Honorary Membership shall apply until the next Biennial General Meeting and then it may be renewed at each subsequent 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.

7. **Retired Members:**

- i) Any Individual Member who has attained the age of 60 years and has been an Individual Member of the Confederation for at least ten (10) years may apply to the Council to become a Retired Member. In the event of ill health forcing retirement, only the latter requirement will be necessary to be eligible for Retired Membership status. Council may approve the application for Retired Membership status by a simple majority vote upon receiving sufficient evidence to support the application.
- ii) Retired Members shall be entitled to all the rights and privileges of Individual Membership except they shall not be eligible to vote nor to hold office.
- iii) Retired Members shall be exempt from paying annual subscriptions.

**Article V - Election of Membership**

- 1. Every candidate applying for Individual, Endodontic Society/Association, 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 Individual, Endodontic Society/Association, Affiliate or Student Membership shall be elected to membership by a simple majority vote of the members of Council.
- 3. All members of the Confederation shall complete the application form prescribed by the Council in Clause 1 of this Article and 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 his/her membership by giving notice in writing to the Confederation's Secretary.
- 2. Any member who has failed to pay the correct subscription fee, 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 Council and Office Bearers
  - h) Election of Honorary Auditors
  - i) Election of Honorary Members and Honorary Life Members
  - 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 to all members of the Confederation by the Secretary at least twenty eight days before the date fixed for such a meeting.
- iv) At least seven days 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 Nomination Forms for Officers and Councillors positions for the next two year term of office.

- 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 twenty one days 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 an Individual Member or a representative of an Endodontic Society/Association Member cannot attend the meeting, then that Member or Society/Association may nominate a proxy vote by appropriate delegation of power and 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.
- x) In the absence of the President, the President-Elect shall chair the Meeting.
- xi) In the absence of both the President and the President-Elect, the next most senior member of Council shall chair the meeting.
- xii) The Chairperson of the Meeting shall have a casting 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 fourteen days 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 seven days 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 (xii) 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, 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 for the ensuing biennial period

and

  - v) a number of other Councillors up to a maximum number that allows each Endodontic Society/Association Member to have one representative on Council and one representative for every ten (10) Individual Members with a maximum of five (5) such Individual Members' representatives.
2. The Immediate Past President shall be an *Ex Officio* member of the Council for a period of two years 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 Office Bearers or Officers of the Confederation whilst the other members of the Council shall be known as Councillors.
4. Each Council shall hold office for a two-year term until the next Biennial General Meeting. All members of 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.
5. Representatives of Endodontic Society/Association Members shall be nominated for election to Council by their Society/Association 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 Society/Association 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 place. If the nominated representative is not approved by a majority vote of members at the Biennial General Meeting then that Society/Association shall be asked by the Confederation's President to nominate another representative who must be approved by a majority vote of the incoming Council.

6. 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.
7. Voting will be by a simple majority vote. Each member of the Council will be eligible to have one vote and 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.
8. 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.
9. The Council may raise funds, accept donations and receive aid as necessary to promote its objectives.
10. The Council may establish sub-committees as necessary.
11. If a casual or other vacancy occurs amongst the Councillors and this position was held by a representative of ten Individual Members then Council may fill such a vacancy by inviting the same members to submit another nomination. If the vacancy has been caused by death of the representative or by termination of his membership of the Confederation under Article VI, then the remaining members of the original nominating group of ten Individual Members must recruit one or more Individual Members to submit a further nomination to Council for approval so that at all times the representative is representing at least ten members. If the representative vacates his position on Council but remains as an Individual Member of the Confederation then that same group of ten original nominating members may submit a new nomination to Council for approval. A nomination to fill such a casual or other vacancy must be approved by a majority vote of the remaining members of the Council and any such replacement shall hold that position for the remainder of the term of the person being replaced.
12. If a casual or other vacancy occurs amongst the Councillors and this position was held by a representative of a Society/Association Member, then that Society/Association shall be asked to nominate a replacement representative who 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.

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 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 on the Council at an Extraordinary General Meeting, the Council shall immediately resign and the Meeting shall proceed to elect a new Council.
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 a new Council.
16. A Council elected in accordance with Paragraphs 14 and 15 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 Council for this duty and 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) Act for the President in his absence
  - ii) Succeed to the Chairmanship of any Biennial General Meeting, any Extraordinary General Meeting or Council meeting in the event that the President is absent or unable to attend
  - iii) Succeed to the office of President if it falls vacant and he shall hold such office for the remainder of the term of office of the President being replaced
  - iv) Automatically succeed to the office of President at the next Biennial General Meeting following his election to office as President-Elect.

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
- 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 Council
- iv) Accept all monies paid to the Confederation and be responsible for the collection of all subscriptions and issue receipts therefore
- 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 Individual, Endodontic Society/Association, Affiliate and Student Members shall be determined by the Council each year.
2. Honorary Members, Honorary Life Members and Retired Members shall not be required to pay subscription fees.
3. Annual subscriptions shall be due in the first six 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 seven days 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.

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