**Minutes**

**APACPH Management Board Meeting**

**Sunday, 20 March 2011 1pm-5pm**

**Shangri-La Hotel, Hangzhou, China**

I. Welcome: President Tomiko Hokama – meeting called to order at 3:30pm and provided the welcome message to the management board.

II. Purpose of the Meeting: Secretary General Walter Patrick

Patrick introduced the purpose of the meeting: 1. Constitution revision; 2. Financial Matters; 3. Sage Contract; 4. Conference

III. Attendance, Apologies, Proxies: Secretary Jay Maddock

Tomiko Hokama – President

M. Amin Jalaludin – President Elect

Phitaya Charupoonphol – 1st Vice President

Hung-Yi Chiou – Honorary Treasurer

Jay Maddock – Honorary Secretary

Walter Patrick – Secretary General

Apologies

Myoungsei Sohn - 2nd Vice President

Guest

Young Moon Chae

Charnchudhi Chanyasanha

VI. Reports

a. APACPH President’s Report: Tomiko Hokama – see attached; The Executive Council meeting may be moved to Bangkok given the recent natural disaster in Tokyo. Details to follow within two weeks. President Hokama to contact NIPH and ask what they would like to do.

 b. Secretary General’s Report: Walter Patrick

See attached report. Patrick moved to recognize the work of Wen Ta Chu on this work for APACPH. Secretariat will draft a formal letter to Chiu to recognize his work. APACPH strongly recommends to President Kim (Yonsei) that we have a Presidents’ meeting at the annual conference. Patrick is surprised that we have only 3 members from Korea. One of the purposes is to increase membership in Korea. The group discussed the possibly of creating an international accreditation for schools of public health from APACPH. Phitaya to chair committee to examine international accreditation. This will be a key issue of the May meeting. Develop a forum on accreditation at the APACPH conference.

1. Secretary’s Report: Jay Maddock

See report attached

Melbourne office is not yet closed. President Hokama to contact Professor Oldenburg to request immediate transfer of $9,000 AUS to the Honolulu Secraratiat.

IF Professor Oldenburg does not comply within two weeks, a letter from the President should be sent to the President of Monash University to close the Melbourne Secretariat. Request that all funds be transferred to Hawai‘i except $1,000.

Members are members until they drop off. Add to website all members. When membership notices go out, cc in country board members and regional directors.

Secretariat will conduct a financial review annually and a full audit as directed by the management board.

Sage – members should only pay $261 per year. Maddock and Patrick will have a conference call with Sage to discuss contract. Maddock will inform Sage who to send the free copies to. Maddock and Patrick to negotiate with Sage in consultation with the President.

1. Melbourne should stop any remuneration from Sage or other sources
2. Honolulu to stop payment to Sage until contract is cleared up
3. Maddock & Patrick to negotiate with Sage – consider advertisement in the journal

d. Treasurer’s Report: Hung-Yi Chiou

* + - Recommend modifying membership qualifications to individual members.
		- Recommend members form research teams to compete for grants, i.e. injury prevention, mental health
		- Minster Chu to meeting with Patrick and Chu to discuss research collaboration with Taiwan. $50,000 USD possible
		- See financial statement attached

e. Constitution & Organizational Matters Report: President Elect Mohd Amin Jalaludin

* + - Review of steps taken: Feedback from members, revisions and endorsement by Executive Council
		- Formal resolution to ratify Constitution by Management Board on behalf of Executive Council and members directed by the GA in Bali
		- See attached report
		- Individual members have 2 representatives or more as decided by the executive council
		- Jay, Wuh Yun, Amin and Walter to form committee to address journal management issues.
		- Phitaya recommend registration to APACPH on-site
		- $25, $50 and $100 plus cost of on-line access as cost of individual membership
		- Amin moved resolution to pass constitution and by-laws; Phitaya seconded; motion passes; revised constitution and by-laws are adopted.
1. 43rd APACPH Conference Report: VP Myongsei Sohn /Young Moon Chae

See attached.

Invite 20 Presidents meeting (10 Korea / 10 Outside)

Get best speakers – Global Health APACPH members

Pre-conference workshop on Global Health sponsored by WPRO

g. Bangkok APACPH Regional Office & Sub-Secretariat Report: Phitaya Charupoonphol/Jay Maddock

International Conference on Global Crisis – Discount for APACPH members April 28-29 $100 USD

Regional Training on National Health Policy SE ASIA members

h. APACPH Ambassadors Program Report: S.H.Tsai on behalf of Wen-Ta Chiu/H.Y.Chiou/Walter Patrick

Giving to Li Ming Li tonight. Keeps retention to APACPH. Walter is acting Director.

i. APJPH Report: Amin Jalaludin/Wah-Yun Low – see attached

6 issues per year – possible to develop into on-line journal. Authors should cite APJPH papers. Amin, Wuh-Yun, Maddock and Partick to form a journal committee to examine best way to proceed.

j. ICUH Report: Myongsei Sohn/Young Moon Chae

See attached

All EBM should promote certificate to potential students.

k. ECN Report: Indika Karunathilake /Walter Patrick

Expand ECN leadership. Fatima and Palmer asked to join leadership for ECN. Board members asked to donate resources to APACPH. Multi-country registration to be explored.

VII. New Business - none presented.

VIII. Adjourn 6:00pm

APACPH PRESIDENT’S REPORT　for Management Board Meeting

(Sunday, 20, March 2011 at Shangri-La Hotel, Hangzhou, China)

I am pleased to report the successful progress of APACPH activities at the Hang Zhou Management Board Meeting hosted by Prof Leming Lee, APACPH President Emeritus. We are deeply grateful to Prof Leming Lee and his team for organizing 2011 Extended

Board Meeting at Hang Zhou.

The APACPH Secretariat moved to Hawaii from Melbourne last year. We are very appreciative to Professors Walter Patrick and Jay Maddock and their team for their work in establishing the secretariat at the University of Hawaii.

At the last General Assembly Meeting in Bali, we passed several resolutions on constitutional matters and other issues. The current constitution was revised to accommodate the secretariat transition and the introduction of individual membership after a 3 month rectification period. According to the new constitution, the Management Committee and the Executive Board Meeting are reorganized as Management Board Meeting and Executive Council Meeting, respectively.

New Directorate

Profs Walter Patrick, Jay Maddock, Phitaya Chalpoonphol and Myoungsei Sohn were elected as the Secretary General, Honorary Secretary, First and second Vice President, respectively.

New Member institutions

KITT University, MAHSA University, Bina Husada College and Jaffna University were welcomed as new member institutions.

Progress of APACPH Activities

Progress of the Asia Pacific Journal of Public Health has been outstanding and we congratulated Prof Wah Yun Law for the great achievements with the Journal. The ICUH certification programme was started in 2010 and we are looking forward to the start of the MPH program. These programs will be very helpful for graduate students and young health workers in Asia-pacific region.

Budget allocations for APACPH activities including the annual conference, publishing of the APJPH, supporting regional offices, the International Cyber University for Health, the ECN program, the mini-grants program, collaborating centers and other activities has been made according to approvals given at the E B and the GA meetings. APACPH resources are mainly from membership fees. Accountability and transparency to member institutions is of critical importance. We need to devise a plan to develop our activities based on voluntary work by using limited resources in this fiscal year. Furthermore, it is necessary to find another new source of funding as well as to use efficient technology-mediated means for conducting our meetings.

The second University President Meeting on Strengthening Professional Education was presided over by Presidents Gumilar Somantri(University of Indonesia) and Wen-Ta Chiou( Taipei Medical University). Please refer to President Declaration. The Ambassador Program Committee will work for developing a multi-country pool of Asia Pacific Leaders to promote health, peace and harmony..

2011 mid-term Executive Council Meeting will be hold at NIPH, hosted by Prof kenji Hayashi, APACPH president Emeritus on May 30th. . The 43rd APACPH conference will be hosted by Yonsei University in Seoul in October 2011. Prof Han-Joong Kim, President of Yonsei University President invited all of us to attend the SEOUL Meeting. The 44th conference is to be hosted in 2012 by Colombo Medical School where we had last mid-term EB meeting.

Main Issues in Management Board Meeting in Hang Zhou

Main issues to discuss are constitutional issues including individual membership introduction and financial issues to run APACPH　activities. At this time, we can reconsider our vision, goals and objectives.

Prof Tomiko Hokama, MD, PhD

President, APACPH

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**Secretary-General’s Report – March 20, 2011**

Dr. Walter K. Patrick

**Key issues on Policy and Strategy**

1. *Leadership Visibility & Membership Issues*
* Our linkages with University Presidents and Ministries of Health which has a long standing tradition is progressing satisfactorily. This has been possible because of the high level personal connections though our leadership (MB, EC, Deans etc). Our MBM, ECM and GA meeting as well as the Annual Global Health Conference have served to make these connections firm and real. The SG office recognizes the support of the leadership in building this visibility and support for APACPH. There are some countries where our support from MOH and Universities needs revitalization.
* Our Partnership in China is now being revived through the support of our former President and Regional Director Dr .Liming Lee. Prof .Jay Maddock the RD Honolulu and Prof. Ron Lu at the Honolulu Office will serve to strengthen our connections in China. Dr. Lu has agreed to serve as the Director/Coordinator of APACPH Programs in China working in partnership with The Regional Office in China and Dr. Liming Lee to help us in this effort.
* The ECM in Tokyo on May 30th at the NIPH is also expected to strengthen our ties in Japan. The support of former APACPH President Dr. Kenji Hayashi who is currently the Director NIPH will strengthen our ties in Japan .The Japan meeting is especially focused on individual membership recruitment with Dr. Masamine Jimba Regional Director Tokyo and President Tomiko Hokama’s assistance.
* President Elect Dr. Amin Jalaludin and I plan to recruit additional membership in Malaysia and explore the possibility of accessing resources from Foundations & MOH.
* The Korea meeting will strengthen our ties with WHO/WPRO. President Kim, Dean Sohn and Prof. Chae are actively involved in promoting WHO partnership in the APACPH meeting in Seoul. Recruitment of membership from Korea has not been satisfactory. I am in consultation with our colleagues in Korea to assist us in this effort. Given the growth of Medical and Public Health institutions in Korea a target of 7- 10 new members during our Seoul meeting is a reasonable estimate. Our new VP Dean Sohn and the leadership in Korea have been requested to help us in the membership drive. I have also contacted USC who have a strong Alumni network in Korea to assist us in this effort and helping us on that mission.
* Indonesia: The Bali conference has been a boost to our members in our network in Indonesia where nearly a thousand attended our conference (Participants about 850). Dr. Bambang recently contacted me to inform that he is targeting a group of one hundred participants from Indonesia to attend our Seoul meeting!
* Dr. Jay Maddock and I are concerned about the participation from USA and will work with the Regional Office at Claremont Graduate University and The Honolulu network to attract members from Canada, the Mainland USA and Pacific Basin Area.
1. ***APACPH Collaborating Centers:***
* There are four centers: Disaster Management & Injury Prevention (Taipei Medical University), Oral Health & Oral Cancer Prevention (Kaohsiung Medical University), Rural & Island Health (Universiti Malaysia Sabah & Faculty of Health Sciences, University of Ryukyus) and Peace & Health (University of Hawaii, Colombo Medical College & Claremont Graduate University). These centers will now get formal representation (one of them by rotation) at the EC. They are planning to get their own websites and get links with APACPH and home university websites
1. ***Decentralization of APACPH***
* Multi –country registration of APACPH:

 The commitment made to the membership needs to be implemented. We have introduced language in the constitution to include that action. We may need to clarify that further to make it operational. Multi-country registration will permit philanthropic tax deductible donations to APACPH in several countries. A study was already done on that and we will follow-up with officers and regional offices regarding locations willing to pursue such efforts. We need to identify two or three countries to help them make registration plans.

Sub-secretariat:

We established a sub-secretariat Office in Mahidol University with Dean Phitaya’s support. There is potential to conduct regional training in partnership with Mahidol, East West Center (University of Hawaii) and other international organizations. A formal report is expected to be presented at the ECM in Tokyo.

***4. ECN Report:***

Dr. Indika Karunathilake serves as the Senior Faculty Advisor to ECN. Dr. Kremlin Wickremasinghe is the Current Chair of ECN. There are five chapters. ECN members have assisted in: (i) The conduct of Preconference Workshops (ii)APACPH conferences and were on several committees of the Bali meeting (iii) Developing & conduct of the Photo Exhibition (iii) Research activities with APACPH member institutions.

ECN activities have grown rapidly. An office has been established in Colombo. A website with links to our Secretariat will be shortly created. Support has been provided through local funds generated in Sri Lanka as well as through APACPH & Conference Organizer grants such as for the Photo Exhibition. The University of Colombo Medical School provides services in-kind, space, communications as well as some financial support such as during our ECM in June 2010 and the Global Health conference.

 In partnership with WHO/WPRO, ECN will conduct an Injury Prevention Pre-

 Conference Workshop at the 43rd APACPH in Seoul on October 19th. Nominations

 for participants are requested from MBM and Deans. Partial funding support is

 provided from WHO/WPRO.A funding proposal for the ECN workshop has been

 submitted by the SG office through our Honolulu Secretariat to WPRO. Our

 colleague Dr. Krishnam Rajam who was the co-founder of the Disaster Management

 & Injury Prevention center is the Technical officer, Injury Prevention activities at

 WPRO and has agreed to participate at the Seoul Conference.

***5.The APACPH Ambassadors Program*** :

has some leadership changes and I have been asked to act in the interim to co-ordinate activities. Dr. Shin-Han Tsai who was to attend on behalf of Dr. Wen-Ta Chiu is not able to come and Dr. Hung-Yi Chiou will make a brief report. I am also pleased to announce the first recipient of the APACPH Global Health Ambassador is from China and it will be announced at the Global Health Forum on NCD.

**6. *APACPH Finances****:*

*Overall APACPH reserves have been wiped out.Balances from Melbourne are still outstanding.We need to raise funds to carry out priority activities.President Wen Ta Chiu and President Tomiko have made personal contributions to support activities at Annual meetings. The SG office has co-ordinated those efforts.Besides that formal programs are getting established through donors.*

* Secretary-General’s Fund Raising for Special Activities.

 (i) Support of Awards-Peace & Health

 (ii) Peace & Health Publications, Speakers, Research

 (iii) LDC: Member Schools for their Development

     (a) Sri Lanka - Jaffna Medical School, Batticaloa Medical School

      (b) Cambodia – National Institute of Public Health, Medical School

      (c) Mongolia

      (d) Philippines

      (e) Vietnam

**7. *Asia-Pacific Journal of Public Health Management Committee****:*

1.President Elect

2. Secretary-General

 3. Secretary

 4. Editor-in-Chief

Issues such as Journal Funds, Renewal of Sage Contract, Online access etc need to be discussed at the MBM.

**APACPH Management Board Meeting**

**Sunday, 20 March 2011 1pm-5pm**

**Shangri-La Hotel, Hangzhou, China**

Secretary’s Report: Jay Maddock

1. Follow-up on Bali General Assembly issues

Major issues from the Bali Assembly included the revision of the Constitution and By-Laws. These were placed on the APACPH website for a three month comment period. Several comments were made. The Secretary and Executive Officer revised the constitution line-by-line to address all comments made on the website and ensured the document followed USA law.

2. Closure of Melbourne Secretariat office

The Melbourne office is still not closed. To date, we have received only US $15,000 from Melbourne. This is one of the reasons we are in such financial difficulties. There is no word on when deregistration will be complete. They have requested the final copies of the constitution and by-laws before they will complete this.

3. Update on APACPH Secretariat – Staffing, office, website etc

The Secretariat office is now fully functional. Ms. Misty Pacheco is serving in the role of executive officer. Recruitment for a student assistant is currently underway. The website is currently being transitioned to increase functionality. We are developing several methods for on-line payments to reduce wire transfer fees. The Secretariat has employed financial software (Quickbooks) recommended in last year’s fiscal review and provides monthly financial reports to the President and Treasurer. Billing for FY 2011 is starting now.

4. Journal/Sage funding update

See attached

5. Honolulu Regional Office- Membership recruitment in USA, Canada & Pacific

 We continue to look for ways to expand membership in North American and the Pacific. Secretariat staff are currently developing a membership recruitment brochure that will clearly spell out the benefits of membership. Professor Maddock recently visited USC and has been assured that they will become active members again during this fiscal year. Professor Maddock and Professor Lu also met with Dean Mao from Wuhan University and they will be applying for membership this year.

**SAGE Update**

* We have a new contact person: Kathryn Journey, Publishing Editor
* 35 free copies: Being sent directly to Editor and Editorial Board Members. The list Attached are those receiving copies. Highlighted names are those not receiving copies. Kathryn also mentioned that some International board members, even though she has their addresses, her system says not to send them copies. She needs further direction from us on WHO should be getting copies or not. We can submit to her a new list and decide where the copies should be going.
* Contract Issue: $261 per member, per year. According to Sage, we are only billed the following: -6 issues per year, $43.50 per member ($261/6 issues=$43.50).

January 2011 Issue: $43.50 x 34 members = $1479

March 2011 Issue: $43.50 x 34 members = $1479

\*Executive Officer did confirm this and this matches the bills APACPH has received in 2011.

|  |  |
| --- | --- |
|  | Name |
| **Editor** | WAH YUN LOW  |
| **Deputy Editor** | COLIN BINNS  |
| **Associate Editors** | SIAN GRIFFITHS  |
|  | MASAMINE JIMBA  |
|  | SEUNG-WOOK LEE  |
|  | MALCOLM SIM  |
| **Kuala Lumpur Committee** | ISHAK ABDUL RAZAK  |
|  | DATO' MOHD AMIN JALALUDIN  |
|  | YUT LIN WONG  |
|  | AWANG BULGIBA AWANG MAHMUD |
|  | EE MING KHOO  |
|  | ZURAIDAH MOHD DON  |
| **International Board** | LE VU ANH |
|  | MICHAEL DUNNE |
|  | DAT VAN DUONG |
|  | SHARON FONN |
|  | MOHAN GUPTE |
|  | KENJI HAYASHI |
|  | ANDY JOHNSON |
|  | ORAWAN KAEWBOONCHOO |
|  | LIMING LEE |
|  | XIAO MA |
|  | CHIZURU NISHIDA |
|  | BRIAN OLDENBURG |
|  | ANDREW PRENTICE |
|  | DAVID SANDERS |
|  | RICHARD SOUTHBY |
|  | MARCEL TANNER |
|  | JENNIFER UNGER |
|  | T. VARAGUNAM |
|  | KREMLIN WICKRAMASINGHE  |
|  | ALISTAIR WOODWARD |
|  | ANUAR ZAINI MD ZAIN |
|  |  |
|  | JOYCE KOSHY  |

**Progress Report of ICUH (International Cyber University for Health)**

1. **Online certificate in public health**
	1. Purpose

From Fall 2010, ICUH (International Cyber University for Health) has initiated one year Public Health Certificate Program for students from APACPH member institutes to expand knowledge and to advance career in public health.

* 1. Curriculum

The curriculum for the Public Health Certificate Program consists of four core courses from basic field and two elective courses from the specialized fields in Table 1. Each takes 16 weeks for a semester to complete and comprising a total of 6 courses (18 credit hours). Students can complete the certificate program in one year by taking 3 courses per semester.

1. **Course offerings in fall, 2010 and spring, 2011**

 Table 1. Course list in fall, 2010

|  |  |  |
| --- | --- | --- |
|  | 2010 Fall semester | 2011 Spring semester |
| Core courses | * Epidemiology (Prof. Sun Ha Jee)
* Health program evaluation (Prof. Hyoun-Kyoung Park)
 | * Research methods (Prof. YM Chae, C Binns)
* Biostatistics (Prof. YM Chae, Grace Park)
 |
| Electives(One courseper semester) | * Health informatics
* (Prof. Young Moon Chae)
* Social determinants of health (Profs Walter Patrick, Saroj Jayasinghe)
* Rural health in island
* (Profs Tomiko Hokama, Colin Binns, Osman Ali, Than Myint)
 | * Health economics (Prof. IK Kim)
* International Maternal and Child Health (Prof. T Hokama, SJ Yoon)
* Health promotion (Prof. HJ Kim)
 |

Table 2. Registration Status for fall, 2010 N(%)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Country****Course** | **Total** | **Japan** | **Korea** | **Vietnam** | **Mongolia** | **Myanmar** | **Sri Lanka** |
| 44 | 1 | 4 | 2 | 35 | 1 | 1 |
| **Epidemiology\*** | 44 | 1(1) | 4(0) | 2(2) | 35(5) | 1(1) | 1(1) |
| **Health Program Evaluation\*** | 44 | 1(1) | 4(1) | 2(2) | 35(4) | 1(1) | 1(2.3) |
| **Rural Health in Island** | 13 | 1(1) | 2(1) | 2(2) | 6(1) | 1(0) | 1(7.7) |
| **Social Determinants of Health** | 32 | 1(1) | 3(0) | 2(0) | 24(2) | 1(0) | 1(0) |
| **Health Informatics** | 26 | 0 | 4(0) | 1(0) | 20(3) | 0 | 1(0) |

Note: Total number of students is not equal to the sum of students from each class because of multiple registrations

\* Required course

( ): number of students who received a credit (C or better)

**Table 3. Registration status for spring, 2011**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  **Country****Course** | **Total** | **Viet****nam** | **Japan** | **Mon****golia** | **Indo****nesia** | **Myanmar** | **Korea** | **Sri Lanka** | **Thailand** |
| **Total** | 21 | 2 | 1 | 3 | 11 | 1 | 1 | 1 | 1 |
| Research Methods in Health | 21 | 2 | 1 | 3 | 11 | 1 | 1 | 1 | 1 |
| Biostatistics | 21 | 2 | 1 | 3 | 11 | 1 | 1 | 1 | 1 |
| Health Economics | 7 | 1 |  |  | 3 | 1 |  | 1 | 1 |
| International Maternal and Child Health | **3** |  | 1 | 1 | 1 |  |  |  |  |
| Health Promotion | **8** | 1 |  | 1 | 4 |  | 1 | 1 |  |

Continuing students – 8, New students – 13

Tentative Program for APACPH 2011

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  EBM | 　 | 　 | 　 | 　 | 　 |
| ▶ DATE: Oct. 18 (Tuesday) | 　 | 　 | 　 | 　 |
| **Time** | **Contents** | **Venue** | **Spec.** | **Remark** |  |
| 15:00 ~ 16:00 | EBM | Faculty meeting room | 　 | Faculty meeting room | 　 |
| 16:00 ~ 16:15 | *Coffee Break* |  | *20 prsns.* |  | 　 |
| 16:16 ~ 18:00 | EBM | Faculty meeting room | 　 | 　 | 　 |
| 19:00 ~ 21:00  | *Dinner* | *Lotte hotel* | *20 prsns.* | Lotte Hotel (36th) | 　 |
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| ▶ ITEM: Pre-conference Workshops | 　 | 　 | 　 |
| ▶ DATE: Oct. 19 (Wednesday) | 　 | 　 | 　 | 　 |
| **ITEM** | **APACPH meeting** | **Pre-conference workshop 1** | **Pre-conference workshop 2** |  |  |
| **Venue** |  **no. 331** | **210** | **209** | **2floor** |  |
| **Capacity** | **100** | **30-40** |  |  |  |
| 08:30 ~ 10:00 | APACPH General Assembly(331) | Social determinants of health (Saroj) | Early career network | 　 | 　 |
| 　 | (Kremlin, Krishnan) | 　 | 　 |
| 10:00 ~ 10:30 | *Coffee Break* | 　 | 　 |
| 1030 ~ 12:30 | APACPH General Assembly | Social determinants of health (Saroj) | Early career network | 　 | 　 |
| 12:30 ~ 14:00 | *Lunch: Sky lounge* | 　 | 　 |
| 14:00 ~ 15:30 | Presidents/deans’ meeting(교수회의실) | Public health law | Religion culture and health (Amin) | 　 | 　 |
| 15:30 ~ 16:00 | *Coffee break* | 　 | 　 |
| 16:00 ~ 17:00 | Presidents/deans’ meeting | Public health law | Religion culture and health (Amin) | 　 | 　 |
| 18:00 ~ 20:00 | *Dinner: Han river cruise* | 　 | 　 |
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| 　 | 　 | 　 | 　 | 　 | 　 |
| ▶ ITEM: Symposium & Oral Session | 　 | 　 | 　 |
| ▶ DATE: Oct. 20 (Thursday) | 　 | 　 | 　 | 　 |
| \* Exhibition :  | 3rd Floor - Exhibition booth/ Poster presentation | 　 | 　 |
| 　 | 　 | 　 | 　 | 　 | 　 |
| **Time Venue** | **Eun Myung(670)** | **Room 331(108)** | **Room 337(150)** | **Room 319 (60)** | **Room 211(60)** |
| 08:30 ~ 09:30 | Opening Ceremony | 　 | 　 | 　 | 　 |
| 　 | 　 | 　 | 　 | 　 |
| 09:30 ~ 10:00 | Keynote Address | 　 | 　 | 　 | 　 |
| YS Shin (RD, WPRO) |
| 　 |
| 10:00 ~ 10:30 | *Coffee Break* | *Photo session* |  |  |  |
| 10:30 ~ 12:30 | Symposium 1 | WHO workshop (30-40) | Oral session 1 | Oral session 2 | Oral session 3 |
| 12:30 ~ 13:30 | *Lunch(Sky Lounge/ lunch box)* | *Poster presentation* | *Photo exhibition* |  |  |
| 13:30 ~ 15:00 | Symposium 2 | Symposium 3 | Oral session 4 | Oral session 5 | Oral session 6 |
| 15:00 ~ 15:30 | *Coffee Break* | 　 | 　 | 　 | 　 |
| 15:30 ~ 17:00 | Symposium 4 | Symposium 5 | Oral session 7 | Oral session 8 | Oral session 9 |
| 18:00 20:00 | *Welcome Reception : Univ. President House* |
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| ▶ ITEM: Symposium & Oral Session | 　 | 　 | 　 |
| ▶ DATE: Oct. 21(Friday) | 　 | 　 | 　 | 　 |
| \* Exhibition :  | 3rd floor | 　 | 　 | 　 | 　 |
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| **Time Venue** | **Eun Myung(670)** | **Room 331(108)** | **Room 337(150)** | **Room 319 (60)** | **Room 211(60)** |
| 08:30 ~ 10:00 | Keynote Address | 　 | 　 | 　 | 　 |
|  - Burnham or Samet | 　 | 　 | 　 | 　 |
|  - Bruci | 　 | 　 | 　 | 　 |
| 10:00 ~ 10:30 | *Coffee Break* |  |  |  |  |
| 10:30 ~ 12:00 | Symposium 6 | Symposium 7 | Oral session 10 | Oral session 11 | Oral session 12 |
| 12:00 ~ 13:30 | *Lunch(sky lounge)* | *Poster presentation* | *Photo exhibition* |  |  |
| 13:30 ~ 15:00 | Symposium 8 | Symposium 9 | Oral session 13 | Oral session 14 | Oral session 15 |
| 15:00 ~ 15:30 | *Coffee Break* |
| 15:30 ~ 17:30 | Symposium 10 | Symposium 11 | Oral session 16 | Oral session 17 | Oral session 18 |
| 18:30 ~ 21:00 | *Gala Dinner : Grand Hilton Hotel (US$ 50)* |
| 　 | 　 | 　 | 　 | 　 | 　 |
| 　 | 　 | 　 | 　 | 　 | 　 |
| ▶ ITEM: Symposium & Oral Session | 　 | 　 | 　 |
| ▶ DATE: Oct. 22(Saturday) | 　 | 　 | 　 | 　 |
| **Time Venue** | **Eun Myung(670)** | **Room 331(108)** | **Room 337(150)** | **Room 319 (60)** | **Room 211(60)** |
| 08:30 ~ 10:00 | Symposium 12 | Oral session 19 | Oral session 20 | Oral session 21 | Oral session 22 |
| 10:00 ~ 10:30 | *Coffee Break* |
| 10:30 ~ 12:00 | Closing Ceremony (performance) | 　 | 　 | 　 | 　 |
| 12:00 ~  | *Tour : program TBD* |
| 13:00 ~ 15:00 | 　 | Post-conference workshops  | 　 | 　 | 　 |

Tentative Plan for Symposiums

1. Public Health Law and ethics (MS Sohn, Bruci )
2. National Health Insurance ( T Chang, WJ Chung)
	* Taiwan
	* Japan
	* Korea
	* Thailand
3. Disaster management (Bernum, MG Lee)
4. Social determinants of health (Saroj, Patrick)
5. Rural health (T Hokama, O Ali)
6. Oral health (Shieh, Kwon)
7. Development and use of cohorts (Samet, SH Jee)
8. U-Health and e-learning (Ian Rouse, YM Chae)
9. Public Health nursing (SS Kim, )
10. Industrial health (JH Noh, China)
11. Environmental health (DM Baik, Lu)
12. Global health

 THE ASIA PACIFIC ACADEMIC CONSORTIUM FOR PUBLIC HEALTH

 CONSTITUTIONAL AMENDMENTS & AMENDMENTS OF BY-LAWS

 **SUMMARY**

The Asia Pacific Academic Consortium for Public Health is a fully functional registered non profit organization incorporated in Hawaii; back to its founding locus 25 years ago in Honolulu. In keeping with the mandate of the General Assembly and Executive Committee Decisions, APACPH has proposed a more participatory oriented organization and constitution that reflects options for multi-country APACPH registration with a planned relocation of the Secretariat to interested member countries. There are organizational changes recommended for greater effectiveness in policy implementation through an expanded executive council and a smaller management board. This reorganization recognizes the need for greater cohesiveness in managing the interests of a widely dispersed membership halfway across the world. Along with this reorganization is a focused decentralization of activities with expanded duties for Officers, Committee Chairs & Co-Chairs and a more active partnership with Regional Offices to establish APACPH Sub-Secretariats where it is appropriate. However, APACPH’s mission and objectives remains vitally the same: To address the needs of vulnerable populations through multi-university collaboration in service, training and research in the Asia-Pacific Region. The values and principles of our collaboration also remain the same: (i) The promotion of voluntarism and self-sufficiency in collaborative activities are to be enhanced (ii) Priority for procedures to promote initiative and ownership and (iii) Maintenance of ethical standards and transparency in financial matters to be ensured through timely financial reports and audits.

**The following key changes in the constitution are proposed**:

(i) A membership structure that expands the policy making General Assembly from Institutional to include Individual Members with designated membership fees and representation.

(ii) An expanded Executive Council made up of the Officers and representative of all major functional units in the organization: Regional Offices, Editorial Office, and The International Cyber University for Health (ICUH), The Asia Pacific Journal for Public Health, The Early Career Network (ECN), The Collaborating Centers, as well as appropriate representation for individual members.

(iii) The formal establishment of a Management Board made up of the Officers.

(iv) The planned relocation of the Secretariat in a member country without serious disruption of services.

Committee Members: Dr. Masamine Jimba, Dr. Wen-Ta Chiu, Dr. Jay Maddock, Chairs - Dr. Amin Jalaludin & Dr. Walter K. Patrick.

**Carlson, Ball & Smith**

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**DRAFT CONSTITUTION**

AMENDMENTS SUBMITTED TO THE GENERAL ASSEMBLY IN BALI NOV 24, 2010

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1. **Nature of APACPH**
	1. APACPH is a limited liability company registered in the United States.
	2. The liability of the Members is limited. Every Member undertakes to contribute $10 (USD) to the assets of APACPH if it is wound up while they are a Member, or within one year afterwards.
	3. The governance structure of APACPH comprises:
		1. The General Assembly, which is comprised of the Representatives of APACPH member institutions and representatives of individual members as determined in the Bylaws, acts in general meetings, and has primary policy making power in APACPH (see clause 7);
		2. The Executive Council, which is comprised of the Officers elected by the General Assembly and a number of other persons who, ex officio, become part of the Executive Council (see clause 9), and which body is subject to the overarching policies and directives of the General Assembly (see clauses 7.2 and 7.3);
		3. The Management Board composed of the President, the President-Elect, the First Vice President, the Second Vice-President, the Secretary-General, the Secretary, the Treasurer and the Immediate Past President of the Company.
		4. The Executive Officer, who is the employed delegate of the Executive Council, appointed to carry out such functions as directed from time to time by the Executive Council.
2. **Objectives**
	1. The objectives of APACPH are:
		1. To encourage and support the achievement of the following objectives through its member institutions:
			1. To enhance the quality and relevance of educational and training programs in public health;
			2. To expand knowledge, improve skills and demonstrate effective interventions;
			3. To raise awareness, of current, emerging, and re-emerging public health issues and develop program of action for their resolution;
			4. To enhance the capacity and sustainability of public health systems;
			5. To assist in policy and leadership development for health;
		2. To raise money to further the aims of APACPH and to secure sufficient funds for the purposes of APACPH;
		3. To receive any funds and to distribute these funds in a manner that best attains the objects of APACPH**;** and
		4. To do all such things as are incidental or conducive to the attainment of all or any of the objects of APACPH**.**
3. **Members**

Who Is Eligible?

* 1. APACPH offers three categories of membership:
		1. Initial Members who are as identified in the application for incompany of the Company to the State of Hawaii; and
		2. Institutional Members, such other Qualifying Institutions as are admitted to membership in accordance with this Constitution; and
		3. Individual Members who are any individual persons that support the objects and activities of the APACPH and as are admitted to membership in accordance with this Constitution.

Becoming a member

 3.2 The following provisions apply to applications for admission to Membership:

* + 1. An applicant must fulfill the requirements of this Constitution in respect of the class of Membership for which they are applying;
		2. an application must be in writing in the form required by the Executive Council;
		3. an application for Membership must be supported, in the manner required by the Executive Council, by an existing Member:
		4. an applicant for Institutional Membership must co-operate in a site visit by representatives of the Executive Council if required by the Executive Council prior to putting the application to the General Assembly for consideration;
		5. an application for Individual Membership must fulfill such other requirements as are, from time to time determined by the Executive Council; and
		6. Once each of the relevant requirements set out above is satisfied, the application for institutional members shall be presented to the next meeting of the General Assembly for consideration; however, this shall not apply to Individual Members.
	1. When an application is presented to the General Assembly in accordance with clause 3.2:

3.3.1 the General Assembly must consider the application to determine, in their discretion, whether to accept or reject of the application;

* + 1. the General Assembly does not have to give reasons for rejecting an application;

3.3.3 The Executive Council shall promptly notify the applicant in writing of the outcome of their application; and

* + 1. The Secretary shall cause the appropriate details to be entered in the Register.
	1. A person shall be admitted as a Personal Emeritus Member for life, or such other period as determined by resolution of the General Assembly, if:
		1. Two Members apply in writing to the General Assembly, nominating the person for admission as a Personal Emeritus Member, supporting the nomination with written reasons for the grounds of the nomination;
		2. The person has served on the General Assembly for at least 4 years (or in special circumstances, such lesser time as the General Assembly considers sufficient);
		3. The person continues to support in good faith the objects of APACPH; and
		4. The General Assembly considers that the person has demonstrated exemplary service to APACPH and so resolves by ordinary resolution of the General Assembly to admit them as an Emeritus Personal Member.

Ongoing member obligations and rights

* 1. Upon admission to Membership, the Member agrees to be bound by the provisions of this Constitution.
	2. For so long as the Member pays the applicable annual subscription fees determined in accordance with the provisions of clause 4, the Member shall enjoy the rights and privileges of the relevant class of Membership under this Constitution.
	3. The Executive Council shall fix on a yearly basis the Organization and Individual member fees from countries based as a proportion of the institutional rates for those countries.
	4. Members have the following rights:
		1. The right to receive all notices of meetings of the General Assembly and of the company;
		2. The right to be represented at all meetings of the General Assembly and of the company by the Member’s Representative;
		3. The right for their Representative to be heard and to vote at all meetings of the General Assembly and of the company; and
		4. The right to nominate their Representative to stand for election to the Executive Council through their elected Representative;
	5. Individual member’s representation and voting rights shall be based on proportion of fees paid. Individual members shall elect two representatives to the Executive Board annually.

Register of Members

* 1. A Register of the Members must be kept.
	2. The following details must be entered and kept current in the Register in respect of each Member:
		1. The full name and contact details of the Member;
		2. In the case of an Institutional Member, the full name, address and facsimile number, if any, of representative; and
		3. The date of admission to and cessation of membership; and
		4. Such other information as the Council requires.
	3. Each Member must notify the Secretary in writing of any change in that person‘s name, address, telephone or facsimile number promptly after the change.
1. **Application Fee and Annual Subscription**
	1. Annual Subscription
		1. Notwithstanding any other provision, no application or annual fees shall be payable at any time by persons admitted to the status of Emeritus Personal Associate Members.
	2. The annual subscription fee payable for a class of Membership shall be determined by resolution of the General Assembly, passed upon a recommendation from the Executive Council.
	3. All annual subscriptions are due and payable in advance on 1 July in each year.
	4. If a person applies for Membership after the due date in any year, the Executive Council may reduce the annual subscription payable by the applicant in such manner as they think fit, provided that they have notified the General Assembly of the intention to do so when submitting the relevant application for Membership.
	5. No part of any annual subscriptions shall be refundable to a Member who ceases to be a Member in accordance with this Constitution, unless the Executive Council in its discretion determines otherwise.
	6. Unpaid annual subscriptions.
		1. If the annual subscription of a Member remains unpaid for 3 months after it becomes payable (and they have not expressly resigned as a Member):
			1. the Member ceases to be entitled to the rights and privileges of membership;
			2. the Secretary may, if directed by the Executive Council, give a written notice of request (in this clause called a “Payment Request”) to the Member requesting immediate payment of the outstanding amount
			3. the Member remains liable for all of the obligations and liabilities of membership for 36 months after the Payment Request is given;
			4. if the arrears are paid within 36 months of the Payment Request, the rights and privileges of membership shall be reinstated; and
			5. if the arrears are not paid within 36 months of the Payment Request, upon expiry of the 36 month period, subject to clause 4.8, the Member ceases to be a Member and their name must be removed from the Register.
	7. After considering relevant circumstances, the Executive Council may by resolution extend the 36 month period referred to in clause 4.7 within which a Member may pay the arrears without termination of their membership.
2. **Removal and cessation of membership**

Failure to Pay

* 1. A Member may be removed in accordance with clauses 4.7 and 4.8 for non-payment of annual subscriptions.

Resignation

* 1. Member may resign from membership of APACPH by giving written notice to the Secretary, and the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice.

Removal from Membership

* 1. A Member may be removed by ordinary resolution of the General Assembly, provided that the following provisions have first been fulfilled:
		1. a majority of the Executive Council must agree that the Member is no longer considered suitable to be a Member of APACPH; and. in the case of a Member:
			1. the Executive Council must first give at least 3 months' written notice to the Member of the intention to terminate their membership,
			2. the Member must be invited, in the written notice, to provide to the Executive Council any written representations which the Member wishes the General Assembly to consider;
			3. if the Member makes written representations, and requests that they be notified to the General Assembly, in sufficient time before the notices of meeting of the General Assembly are sent, the Executive Council must ensure that a copy of the representations is included in the notices calling the meeting of the General Assembly;
			4. if copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting of the General Assembly; and
			5. Whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the General Assembly.

Other cessation of membership

* 1. A Member ceases to be a Member if:
		1. the Member is wound up or is otherwise dissolved, deregistered, deceased or otherwise ceases to exist; or
		2. The Member is insolvent.
1. **No profits for members**

Transfer of income or property

* 1. Subject to clause 6.2, all of the assets and income of APACPH shall be applied solely in the furtherance of the objects of APACPH and no portion shall be distributed directly or indirectly to any Member.

Payments, services and information

* 1. Nothing in clause 6.1 prevents the payment, in good faith, of an amount, calculated on arms length terms, in respect of:
		1. Remuneration payable to an employee of APACPH, who is also a Member for services actually rendered to APACPH;
		2. Goods or services actually supplied to APACPH by a Member in the ordinary and usual course of the Member’s or Associate’s business.
1. **General meetings (General Assembly)**

Authority and powers of General Assembly

* 1. The expression “General Assembly” means a duly constituted meeting of the voting Members of APACPH, being the paid up entitled Members who are present and voting through their Representatives. For the avoidance of doubt, the expression “General Assembly” is regarded as being equivalent to the expressions “general meeting” and “meeting of the company” and other such expression.
	2. The General Assembly shall be the primary policy-making body of APACPH, and May, by resolution, make policies or issue directives with respect to all such matters as the General Assembly in its sole and absolute discretion determines, and the Executive Council must, subject to clause 7.3, comply with all such policies and directives.
	3. The Executive Council may refuse or decline to comply with a policy or directive of the General Assembly where the Executive Council, by resolution, determines that to do so would place any Officer in a position of breaching their legal duties or the laws of the company. In all such cases, the Executive Council must:
		1. promptly notify the General Assembly of the resolution of the Executive Council; and
		2. Convene a meeting of the General Assembly to discuss and, if appropriate revoke or modify the relevant policy or directive by resolution of the General Assembly.
	4. The General Assembly shall meet at least once in each calendar year (the annual general meeting).
	5. In addition, the President or any 2 other members of the Executive Council may at any time request the Secretary to convene a meeting of the General Assembly, and the Secretary must comply with all such requests.
	6. The Executive Council must call and arrange to hold a general meeting of the Members if required to do so by Members entitled to at least 10% of the total votes of the Members.
	7. A general meeting may be called or held using any technology consented to by the majority of the entitled Members. The consent may be a standing one. A Member may only withdraw their consent within one month before the meeting.

Notice of meeting of the General Assembly

* 1. Notice of a meeting of the General Assembly (including the annual general meeting):
		1. Must be given at least 2 months prior to the relevant meeting;
		2. may be given by any form of communication; and
		3. must specify the place, the day and the hour of meeting and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required.
	2. The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Quorum at meetings of the General Assembly

* 1. Quorum for the purposes of a meeting of the General Assembly shall be 25% (rounded up to the nearest whole number) of the total number of paid-up entitled Members of APACPH at the relevant time, who are present personally (through their Representative) or by proxy.
	2. If a quorum is not present within one hour from the time appointed for the meeting or a longer period allowed by the chair:
		1. if the meeting was convened by or on the requisition of entitled Members, it must be dissolved; or
		2. In any other case it must stand adjourned to the time and place determined by the Executive Council notified within 7 days to the Members.
	3. If a meeting has been adjourned to another time and place determined by the Executive Council, then notwithstanding any other provision, not less than 2 months notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
	4. If, at the adjourned meeting a quorum is not present within one hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chair and powers of chair

* 1. The President or, in his/her absence, the President-Elect, shall preside as chair at every meeting of the General Assembly.
	2. If neither the President nor President-Elect is present within 30 minutes of the time nominated for the meeting to start, the Members who are present and entitled to vote at the meeting shall select one of their numbers to chair the meeting.
	3. The chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the chair reasonably considers that the person’s conduct is inappropriate.

Casting Vote of Chair

* 1. The chair of a general meeting is entitled to a second or casting vote on all resolutions, whether by show of hands or on a poll (see clauses 7.18 and 7.21).

Adjournment of meetings

* 1. The chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
	2. The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
	3. When a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as in the case of an original meeting.
	4. When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

How resolutions are passed at General Assembly

* 1. All resolutions of a meeting of the General Assembly shall be decided on a show of hands unless a poll is demanded in accordance with this Constitution.
	2. An ordinary resolution of a meeting of the General Assembly requires the support of two-thirds of the votes properly cast at the meeting (and a special resolution requires the support of three-quarters of the votes properly cast at the meeting).

Counting votes on show of hands and on a poll

* 1. On a show of hands, every Representative of an entitled Institutional Member has one vote.
	2. A poll may be demanded in respect of a resolution at a general meeting:
		1. by the chair; or
		2. by at least 5 Members present and entitled to vote on the resolution:
			1. before the vote on that resolution is taken;
			2. before the result is declared on a show of hands; or
			3. Immediately after the result is declared on a show of hands.
	3. On a poll every entitled Representative has one vote.
	4. If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
	5. A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
1. **Proxies**

Proxies and representatives of Members

* 1. At meetings of Members, each Representative entitled to vote may vote in person or by proxy;
	2. A person attending as a proxy of an entitled Member shall be deemed to have all the powers of the relevant Member, except where expressly stated to the contrary in this Constitution.

Appointment of proxies

* 1. An entitled Member may appoint a person as their proxy to attend and vote in their place at a general meeting.
	2. Proxies must be appointed in writing, in the form from time to time required by the Executive Council, and signed by the entitled Member appointing the proxy.
	3. If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

Verification of proxies

* 1. Notwithstanding any other provision, a proxy shall be deemed to be invalid unless the following provisions are fulfilled:
		1. each entitled Member appointing a proxy must send or deliver to the APACPH secretariat, for receipt at least 48 hours before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:
			1. the document appointing the proxy;
		2. The required documents must be either sent or delivered to APACPH secretariat’s office address, fax number or electronic address specified for that purpose in the notice convening the meeting
1. **Officers of APACPH**

Initial Officers

* 1. The initial Officers of APACPH to be appointed on the day the Company is registered will be the individuals named in the application to register the company.

The Officers of the Company

* 1. The number of Officers, comprising of members of the Management Board, shall be a minimum of 3 and a maximum of 8, and be represented by Officers.
		1. The President;
		2. The President-Elect;
		3. The First Vice-President;
		4. The Second Vice-President;
		5. The Secretary-General;
		6. The Secretary;
		7. The Treasurer;
		8. The Immediate past president
	2. APACPH may, by ordinary resolution of its entitled Members, increase and/or decrease the maximum number of Officers and may also determine the term of office.
	3. The Executive Council shall be the responsible body in APACPH for developing policies and ensuring policies established by the General Assembly are carried out satisfactorily.

The Executive Council is made up of the officers (see 9.2.1 - 9.2.8), and

9.4.1. A representative of the International Cyber University for Health (ICUH),

9.4.2. A representative of the Early Career Network (ECN) and

9.4.3. A representative of The Collaborating Centers

9.4.4. Two representatives of the Individual members

9.4.5. Additional representation from member constituencies such as individual members, and other units as determined by the Executive Council will be submitted for approval at the General Assembly

* + 1. The Editor in Chief of the Asia Pacific Journal for Public Health
	1. Functions of the elected Officers are:

9.5.1. The President shall preside at all meetings of the General Assembly, Executive Council and of the Management Board. The President will provide strategic direction to the organization, pursue initiatives to forward the objectives of APACPH and be the spokesperson in dealings with external organizations;

9.5.2. The President-Elect shall perform the role of the President on all occasions when the President is unable to do so. If the office of President becomes vacant for any reason, the President-Elect shall automatically fill the role of President until the complete of their elected term.

9.5.3. The Vice-Presidents 1 and 2 shall perform such duties as may be authorized from time to time by the Executive Council;

9.5.4. The Secretary shall be responsible for the keeping of minutes and records of APACPH and such other roles as required by the company and Executive Council;

9.5.5. The Treasurer is responsible for the oversight of the development of budgets and the monitoring of the financial position and management of APACPH;

9.5.6. The Secretary-General shall be responsible for the recruitment and development of membership in collaboration with regional offices. In addition the SG is responsible for co-ordination with International Agencies and Ministries of Health and carry out special missions on behalf of APACPH as directed by the President and the General Assembly.

Eligibility for election as Officers

 9.6. A person is only eligible for election or appointment as an Officer if the person is a Representative of a Member or Individual Member.

Rotation and Retirement of Officers

9.7. There shall be a rotational system of 2 year terms of office for the Office Bearers, so that at each annual general meeting of the General Assembly approximately one half of the Office Bearers referred to in clause 9.2 paragraphs 9.2.1 to 9.2.7 and who have served approximately 2 years since they were elected, must retire from office but, provided that they still a member in good standing, shall be eligible for re-election.

* 1. For the purposes of the transition to this rotational system of elections, the Executive Council in consultation with the Elections Officer establishes a schedule prior to the next election after adoption of this Constitution.

Election of Officers

* 1. The elections shall be conducted by Election Officer appointed by the Executive Council. The election of the Officers at each annual general meeting shall take place in the following manner:
		1. the Executive Council shall appoint the Elections Officer at least three months before the General Assembly
		2. the Election Officer shall call for nominations and conduct an election as decided by the Executive Council.
		3. a ballot of the Members who are entitled to vote shall be held prior to the annual general meeting and, subject to this clause, the ballot shall be conducted in the manner determined by the Executive Council;
		4. all nominations for election as an Officer must be in writing and signed by two entitled Members and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary and the Elections Officer not less than 21 days prior to the date fixed for the holding of the relevant general assembly;
		5. each entitled Member may nominate any number of persons for election as Office Bearers, but they may only nominate a natural person who is the Representative of that Member;
		6. the Executive Council must ensure that the postal and/or electronic ballot is conducted in such a fashion as to provide entitled Members with sufficient opportunity to consider all nominations;
		7. the Executive Council must ensure that a sufficient period is allowed to complete the postal and/or electronic ballot at least 7 days prior to the holding of the relevant annual general meeting;
		8. at the annual general assembly, a member may vote whether by show of hands or on a poll, to determine the results of the election of Officers; and
		9. to avoid doubt, under no circumstances shall a Member who has cast a postal or electronic vote be entitled to a second vote at the election of Office Bearers at the annual general meeting, whether on a show of hands or on a poll.
		10. the Election Officer shall report the nominations to the General Assembly. The election will be conducted by the General Assembly.

Filling casual vacancies of Officers

* 1. The Executive Council may at any time appoint a person who would be eligible to stand for election as an Office Bearer, to fill a casual vacancy:
		1. created by the early retirement for any reason of an Officer; or
		2. Resulting from a vacant position not having been filled at an annual general assembly.

Retirement and removal from office

* 1. An Officer may retire from office by giving notice in writing to the APACPH secretariat of that Officer’s intention to retire. A notice of resignation takes effect at the time of giving the notice to APACPH or, if another time is specified in the notice, at that time.
	2. The General Assembly may, by ordinary resolution, remove an Officer, or appoint another person as a replacement.
	3. An officer may be removed from office if no longer in good standing.
1. **Officers' remuneration**

Payment for expenses

* 1. Officer shall not be entitled to any fee or other remuneration for their role as Officer except as permitted by clause 10.2.
	2. Officers shall be entitled, on an equitable basis, to be paid all traveling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Executive Council or any of its committee or general meetings or otherwise in the execution of their duties as Officers provided that such expenses have first been approved by the Executive Council.
1. **Powers of Officers**
	1. The Officers may exercise all of the powers of APACPH which are not, by the Constitution, required to be exercised by the Members in the General Assembly.
2. **Proceedings of Officers**

Convening of Council meetings

* 1. The Management Board shall meet at least 3 times per year.
	2. The Executive Council shall meet no less than two times per year, but otherwise as necessary to address their duties and functions.
	3. The President or the President –Elect or any other two Officers may request the Secretary to convene a meeting of the Board or Council at any time and the Secretary must comply with such request.
	4. Notice of each meeting of the Executive Council must be given to each Officer at least 28 days before the meeting, or otherwise as determined by resolution of the Executive Council.
	5. A meeting of the Executive Council may be called or held using any technology consented to by all the Officers. The consent may be a standing one. An Officer may only withdraw their consent within a reasonable period before the meeting. The Officers may otherwise regulate their meetings as they think fit.

Quorum and voting at Officers’ meetings

* 1. A quorum for the purposes of convening a meeting of the Executive Council is a simple majority of the number on the Executive Council at the relevant time.
	2. Questions arising at a meeting of the Executive Council must be decided in the manner from time to time determined by the Executive Council, and in the absence of any such agreement, by a resolution passed by a majority of votes of Officers present and voting.

President as chairperson

* 1. The President or, in his/her absence, the President-Elect, shall preside as chair at every meeting of the Board.
	2. If for any reason neither the President nor President-Elect is present within 30 minutes of the time nominated for the Executive Council meeting to start, the Officers present at the meeting may select one of their numbers to chair the meeting.

Chair’s vote at Officers meetings

* 1. In the event of a tied vote, the chair of a meeting of the Executive Council has a second or casting vote.

Delegation of powers to committee

* 1. The Executive Council may delegate any of their powers to committees consisting of such Officers and such other persons as they think fit.
	2. In the exercise of any powers delegated to it, a committee formed by the Executive Council:
		1. must conform to the directions of the Executive Council and all relevant policies and directives of the General Assembly (and in the event of a conflict between the two the policies and directives of the General Assembly shall prevail over the directions of the Executive Council); and
		2. Otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Executive Council.

Validity of acts of Officers

* 1. All acts done by a meeting of the Executive Council or of a committee appointed by the Executive Council or by a person acting as a Officer are valid even if it is later discovered that there is a defect in the appointment of a person to be a Officer or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

* 1. The Secretary must cause minutes of all proceedings of general meetings, of meetings of the Executive Council and of committees formed by the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose.

Resolution in writing

* 1. If it is not practicable to convene a meeting in person for any reason, a resolution in writing signed by all Officers, is deemed to be a valid resolution of the Executive Council.
	2. A resolution in writing may consist of several documents in like form, each signed by one or more Officers and if so signed it takes effect on the latest date on which an Officer signs one of the documents.
	3. In relation to a resolution in writing:
		1. a document generated by electronic means which purports to be a facsimile of a resolution of Officers is to be treated as a resolution in writing; and
		2. A document bearing a facsimile of a signature or electronic signature is to be treated as signed.
1. **Executive Officer**
	1. The Executive Council may appoint any person to the position of executive officer (the “Executive Officer”), by whatever title, for the period and on the terms (including as to remuneration) the Executive Council see fit.
	2. The Executive Council may, upon terms and conditions and with any restrictions they see fit, confer on an Executive Officer any of the powers that the Officers can exercise.
	3. The Executive Council may revoke or vary:
		1. an appointment; or
		2. Any of the powers conferred on an executive officer.
	4. If the Executive Officer becomes incapable of acting in that capacity the Officers may appoint any other person, not being an Officer, to act temporarily as Executive Officer.
2. **Regional Offices**
	1. APACPH may by resolution of the General Assembly on recommendation from the Executive Council establish, amalgamate or abolish (as the case may be) regional offices of APACPH.
	2. A regional office shall not be established unless the Executive Council has first prepared and made available to the General Assembly a full business case for the establishment of the regional office, including the manner in which the regional office is to be resourced, staffed and supported.
	3. Each regional office shall:
		1. be established and conducted in accordance with relevant policies and directives of the General Assembly as to the manner in which the regional office (or regional offices generally) is to be conducted; and
		2. operate under the leadership of a Regional Officer approved and appointed by the General Assembly on recommendation from the Executive Council, and on terms from time to time determined by the Executive Council; and
		3. report semi-annually to the Executive Council and annually to the General Assembly on the matters, and in the manner, from time to time required by those respective bodies.
		4. The APACPH Secretariat is to be located at one of the Regional Offices or other member institution .The APACPH secretary may also be located at that member institution. The secretariat is responsible for carrying out and coordinating APACPH business in a decentralized and participatory manner with the collaboration of APACPH Units associated with APACPH Officers.
		5. APACPH Sub-secretariats may be established by the Executive Council at member requests based on program needs and financial viability.
		6. Relocating of APACPH Secretariat. APACPH intends to rotate the APACPH secretariat to suitable member sites. To ensure this on a planned manner the following steps will be taken; (i) Annual evaluation of the APACPH Secretariat will be carried out by the Executive Council through appropriately established committees to assess the lead time necessary and partnerships established with future secretariat sites. (ii) To develop a plan for Relocation and identify suitable members’ sites (iii) Initiate multi-country Registration procedures in interested member countries.
3. **By-laws**
	1. The Executive Council may by resolution make or adopt by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of APACPH, which by-laws shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution and the policies and directives of the General Assembly shall prevail over all such by-laws.
4. **Seals and execution of documents**
	1. If APACPH has one, the Officers must provide for the safe custody of the Seal.
	2. APACPH may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
		1. Two Officers;
		2. An Officer and the Executive Officer; or
		3. An Officer and some other person appointed by the Officers for the purpose.
	3. APACPH may execute a document without the use of a seal if the document is signed by:
		1. Two Officers; or
		2. An Officer and the Executive Officer.
5. **Surplus assets on winding up or dissolution**
	1. Upon the winding up or dissolution of APACPH, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organizations which:
		1. has objects similar to the objects of APACPH; and
		2. whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1, as determined by the entitled Members at or before the time of winding up or dissolution of APACPH
6. **Indemnity**

Costs and expenses

* 1. Every officer and past officer of APACPH is indemnified by APACPH against a liability for costs and expenses incurred by that person as an officer:
		1. in defending any proceedings, whether civil or criminal, in which judgment is given in favor of the person or in which the person is acquitted; or
		2. In connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

Liabilities to third parties

* 1. Every officer and past officer of APACPH is indemnified against a liability incurred by that person as an officer to a person other than APACPH or a related body corporate, except a liability which arises from conduct that involves a lack of good faith.

Insurance premiums

* 1. APACPH may pay the premium on a contract insuring a person who is or has been an officer of APACPH against:
		1. a liability for costs and expenses incurred by the person in defending proceedings arising out of the person’s conduct as an officer, whether civil or criminal and whatever their outcome; and
		2. other liability incurred by the person as an officer of APACPH except a liability which arises from conduct that involves a willful breach of duty in relation to APACPH.
1. **Accounts, audit and records**

Accounts

* 1. The Executive Council must cause proper accounting and other records in respect of reporting and the provision of accounts to Members.

Audit

Rights of Inspection

19.2 An annual financial review or audit by an outside party is required annually.

Outline of Changes to Bylaws

1. Replaced all references to Voting Members with Eligible Members
2. Added non-voting Individual Members to list of members
3. Added to Article IV the creation of a new Management Board
4. Split the powers of the Executive Council with the Management Board.
	1. Executive Council responsible for the business of the corporation.
	2. Management Board responsible for the property, accounts and assets of the corporation.
5. Added to the composition of the Executive Council a representative of the International Cyber University for Health (ICUH), Asia Pacific Journal for Public Health (Editor), a representative of the Early Career Network (ECN) and a representative of The Collaborating Centers.
6. Replaced all references to Board of Directors with Executive Council or Management Board.
7. Added section 3.11 No Profits for Members
8. Added section 3.19 Appointment and Powers of Chair
9. Added section 3.20 Casting Vote of Chair
10. Treasurer now reports to and is directed by the Management Board.
11. Management Board now has the authority to fix the compensation, if any, of the Officers, agents and employees.
12. Management Board is now responsible for audits and financial reports.
13. Added Section 7.2 - The Management Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of APACPH or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of APACPH except as provided by law or authorized by resolution of the Board.
14. Management Board is responsible for authorizing all documents, instruments or writings to be signed by such Officers, agents or employees of the Corporation, or any one of them, in such manner as the Executive Council may determine.
15. The Management Board of the Corporation may by resolution of the General Assembly on recommendation from the Executive Council establish, amalgamate or abolish (as the case may be) regional offices of the Corporation
16. A regional office shall not be established unless the Management Board has first prepared and made available to the Executive Council and the General Assembly a full business case for the establishment of the regional office, including the manner in which the regional office is to be resourced, staffed and supported.
17. Added Article 13- Surplus assets on winding up or dissolution. Any remaining property after satisfaction of all debts and liabilities will not be paid to or distributed among the Members and will endeavor to ensure relocation of the secretariat in a member country without serious disruption of services clearly established.
18. Reviewed document for continuity of references.

There were seven items major items that the author was instructed to add to the Bylaws:

1. An Organizational structure that expands the policy making General Assembly from Institutional to include Individual Members with designated membership fees. See item 2 above.
2. An expanded Executive Council made up of the Officers and representative of all major functional units in the organization: Regional Offices, Editorial Office, the International Cyber University for Health (ICUH), Asia Pacific Journal for Public Health (Editor), the Early Career Network (ECN) The Collaborating Centers as well as appropriate representation for individual members. See item 5 above.
3. The formal establishment of a Management Board made up the Officers. See items 3, 4, 6, 11, 12, 13, 14, 15 and 16 above.
4. Values and processes that promote a sense of self sufficiency and volunteerism in program development are to be enhanced. This item should be addressed by Executive Council in their instructions to Regional Office Managers and Board Directors.
5. Rules and processes to promote initiative and ownership in problem solving are to be emphasized. This item should be addressed by Executive Council in their instructions to Regional Office Managers and Board Directors.
6. Ethical standards and transparency and control in financial matters to be ensured through timely financial reports and audits. See Section 7.1 in Bylaws.
7. Measures to close down the organization in a relatively short fixed period and to ensure relocation of the secretariat in a member country without serious disruption of services clearly established. See item 17 above.

**draft**

BYLAWSOFASIA-PACIFIC ACADEMIC CONSORTIUM FOR PUBLIC HEALTH

1. PURPOSES; NONPROFIT CHARACTER
	1. Purposes. The purposes of the Company shall be as specifically set forth in Article 2 of the Constitution.
		1. Nonprofit Character. The Company shall be a nonprofit company. The Company shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income or earnings which may be derived from its operations, in pursuance of the purposes of the Company, shall be distributed to or inure to the benefit of any Member, Director or Officer of the Company, or any private individual, but shall be used to promote the purposes of the Company.
2. PRINCIPAL OFFICE; PLACE OF MEETINGS; SEAL
	1. Principal Office. The principal office of the Company shall be maintained at such place within or without the State of Hawaii, and the Company may have such other offices within or without the State of Hawaii, as the Executive Council shall determine.
	2. Place of Meetings. All meetings of the Members and of the Executive Council shall be held at the principal office of the Company, unless some other place is stated in the call. Any meeting, regular or special, of either the Management Board, Executive Council or of the Members may be held by conference telephone or other communication equipment as long as all Officers or all Members participating in the meeting can hear one another, and all such Officers or Members shall be deemed to be present in person at the meeting.
	3. Seal. The Company may have a company seal as the Executive Council shall determine.
3. MEMBERS
	1. Members. Any person or institution that is interested in promoting, fostering and furthering the purposes of the Company shall be eligible for membership. The membership shall be divided into Institutional Members and Individual Members.
	2. Institutional Members, such other Qualifying Institutions as are admitted to membership and Individual Members who are any individual persons that support the objectives and activities of the APACPH in accordance with this Constitution; and
	3. Application for Membership.
		1. The following provisions apply to applications for admission to Institutional Membership:
			1. An applicant must fulfill the requirements of these Bylaws in respect of the class of Membership for which he is applying;
			2. An application must be in writing in the form required by the Executive Council;
			3. An application for Membership must be supported, in the manner required by the Executive Council, by an existing Eligible Member.
			4. An applicant for Institutional Membership must cooperate in a site visit by representatives of the Executive Council if required by the Board prior to putting the application to the General Assembly for consideration.
			5. Once each of the relevant requirements set out above is satisfied, the application shall be presented to the next meeting of the General Assembly for consideration provided.
		2. When an application is presented to the General Assembly in accordance with this section:
			1. The General Assembly must consider the application to determine, in their discretion, whether to accept or reject the application;
			2. The General Assembly does not have to give reasons for rejecting an application;
			3. The Executive Council (or its nominee) shall promptly notify the applicant in writing of the outcome of its application; and
			4. The Secretary shall cause the appropriate details to be entered in the Register.
		3. The following provisions apply to applications for admission as an Individual Member:
			1. An applicant must fulfill the requirements of these Bylaws in respect of the class of Membership for which he is applying.
			2. An application must be in writing in the form required by the Executive Council;
			3. The applicant must provide annual dues at the time of submitting their application.
	4. Ongoing Member Obligations and Rights.
		1. Upon admission to Membership the Member agrees to be bound by the provisions of these Bylaws.
		2. For so long as the Member pays the applicable annual dues determined in accordance with the provisions of Section 3.7, the Member shall enjoy the rights and privileges of the relevant class of Membership under these Bylaws.
		3. Members have the following rights:
			1. The right to receive all notices of meetings of the General Assembly;
			2. The right to be represented at all meetings of the General Assembly by the Eligible Member’s Representative;
			3. The right for their Representative to be heard and to vote at all meetings of the General Assembly;
			4. The right to nominate their Representative to stand for election to the Executive Council;
			5. Individual Members shall elect two at-large members to the General Assembly. These two members may also serve as Representatives to the Executive Council. Any Individual Member in good standing is eligible to run for these positions.
	5. Register of Members.
		1. A Register of the Members shall be kept by the Secretary.
		2. The following details must be entered and kept current in the Register in respect of each Member:
			1. The full name and contact details of the Member;
			2. The date of admission to and cessation of membership; and
			3. such other information as the Board requires.
		3. Each Member must notify the Secretary in writing of any change in that Member’s name, address, telephone, email or facsimile number promptly after the change.
	6. Dues.
		1. Annual dues of members:
			1. The annual dues payable for a class of Membership shall be determined by resolution of the General Assembly, passed upon a recommendation from the Executive Council.
			2. The General Assembly may by resolution agree to accept payment of part or the entire annual dues for a specific Member, or group of Members, by in-kind contribution to an equivalent value to the payment required. In such cases:
				1. The Executive Council is empowered and authorized to determine, in its sole and absolute discretion, the adequacy of the Member’s in-kind contribution to meet the Member’s financial obligation; and
				2. The Executive Council shall report at each meeting of the General Assembly on all in-kind contributions made, accepted and refused in this respect.
			3. All annual dues are due and payable in advance on July 1 in each year or such other date as the Executive Council determines.
			4. No part of any annual dues shall be refundable to a Member who ceases to be a Member in accordance with these Bylaws, unless the Executive Council in its discretion determines otherwise.
		2. Unpaid annual dues:
			1. If the annual dues of a Member remain unpaid for three months after it becomes payable (and the Member has not expressly resigned as a Member):
				1. The Member ceases to be entitled to the rights and privileges of membership;
				2. The Secretary may, if directed by the Executive Council, give a written notice of request (in this clause called a “Payment Request”) to the Member requesting immediate payment of the outstanding amount;
				3. The Member remains liable for all of the obligations and liabilities of membership for thirty-six months after the Payment Request is given;
				4. If the arrears are paid within thirty-six months of the Payment Request, the rights and privileges of membership shall be reinstated; and
				5. If the arrears are not paid within thirty-six months of the Payment Request, upon expiration of the thirty-six month period, subject to subparagraph (2) hereof, the Member ceases to be a Member and its name must be removed from the Register.
			2. After considering relevant circumstances, the Executive Council may by resolution extend the thirty-six month period referred to in subparagraph (1) within which a Member may pay the arrears without termination of its membership.
	7. Removal and Cessation of Membership.
		1. A Member may be removed in accordance with § 3.9(c) for non-payment of annual dues.
		2. A Member or Associate may resign from membership by giving written notice to the Secretary, and the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice.
		3. A Member may be removed by ordinary resolution of the General Assembly, provided that the following provisions have first been fulfilled:
			1. A majority of the Executive Council must agree that the Member is no longer considered suitable to be a Member of the Company;
			2. The Executive Council must first give at least three months’ written notice to the Member of the intention to terminate its membership;
			3. The Member must be invited, in the written notice, to provide to the Executive Council any written representations which the Member wishes the General Assembly to consider;
			4. If the Member makes written representations, and requests that they be provided to the General Assembly, in sufficient time before the notices of meeting of the General Assembly are sent, the Executive Council must ensure that a copy of the representations is included in the notices calling the meeting of the General Assembly;
			5. If copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting of the General Assembly; and
			6. Whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the General Assembly.
		4. A Member ceases to be a Member, and an Associate ceases to be an Associate, if:
			1. the Member is wound up or is otherwise dissolved, deregistered or otherwise ceases to exist; or
			2. the Member (as the case may be) is insolvent.
	8. No Profits For Members.
		1. Subject to clause 3.11.b, all of the assets and income of APACPH shall be applied solely in the furtherance of the objects of APACPH and no portion shall be distributed directly or indirectly to any Member.
		2. Nothing in clause 3.11.a, prevents the payment, in good faith, of an amount, calculated on arms length terms, in respect of:
			1. Remuneration payable to an employee of APACPH, who is also a Member, for services actually rendered to APACPH;
			2. or services actually supplied to APACPH by a Member in the ordinary and usual course of the Member’s business.
	9. The General Assembly. The expression “General Assembly” means a duly constituted meeting of the Members, being the paid up entitled Members who are present and voting through their Representatives. For the avoidance of doubt, the expression “General Assembly” is regarded as being equivalent to the expressions “general meeting” and “meeting of the company”.
		1. The General Assembly shall be the primary policy-making body of the Company and may, by resolution, make policies or issue directives with respect to all such matters as the General Assembly in its sole and absolute discretion determines, and the Executive Council must, subject to subparagraph (b), comply with all such policies and directives.
		2. The Executive Council may refuse or decline to comply with a policy or directive of the General Assembly where the Executive Council, by resolution, determines that to do so would place any member of the Executive Council in a position of breaching their legal duties under the law. In all such cases, the Executive Council must:
			1. Promptly notify the General Assembly of the resolution of the Executive Council; and
			2. Convene a meeting of the General Assembly to discuss and, if appropriate, revoke or modify the relevant policy or directive by resolution of the General Assembly.
	10. Annual Meeting. The annual meeting of the General Assembly shall be held on such day within ninety (90) days following the close of each fiscal year (September 30) as the Executive Council shall designate.
	11. Special Meetings. Special meetings of the General Assembly may be held at any time upon the call of the President or any two (2) members of the Executive Council, or upon the call of Five Percent (5%) of all of the Members. Upon receipt of such call or written request, the Secretary shall send out notices of the meeting to all Members in the same manner as for annual meetings of the General Assembly.
	12. Notice of Meetings. Subject to Section 3.11 of Article III, notice setting forth the time and place of the annual and any special meetings and the general nature of the business to be considered there at shall be given by the Secretary, or by the person or one of the persons calling the meeting, to each Member. Such notice shall be given to each such Member:
		1. given at least 2 months prior to the relevant meeting;
		2. may be given by any form of communication; and
		3. must specify the place, the day and the hour of meeting and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required.
		4. The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.
	13. Waiver of Notice.
		1. Any Member may waive notice of any meeting of the General Assembly in writing signed by himself or his duly authorized proxy or attorney-in-fact, either prior to, at or after the meeting.
		2. The presence or representation at any meeting of any Member shall be the equivalent of the waiver of the giving of notice of such meeting to such Member, unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting.
	14. Quorum.
		1. At any meeting of the Members of which proper notice has been given, Twenty-five Percent (25%) of the total number of paid up Members present in person or by proxy (provided that not more than three-fourths (75%) of the votes present are by proxy) shall constitute a quorum (rounded up to the nearest whole number), and the concurring vote of a majority of the entitled Members constituting a quorum shall be valid and binding upon the Company, except as otherwise provided by law, these Bylaws or Constitution.
		2. If a quorum is not present within one hour from the time appointed for the meeting or a longer period allowed by the chair:
			1. if the meeting was convened by or on the requisition of entitled Members, it must be dissolved; or
			2. in any other case it must stand adjourned to the time and place determined by the Executive Council notified within 7 days to the Members.
		3. If a meeting has been adjourned to another time and place determined by the Executive Council, then notwithstanding any other provision, not less than 2 months’ notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
		4. If, at the adjourned meeting a quorum is not present within one hour after the time appointed for the meeting, the meeting must be dissolved.
	15. Appointment of Chairs and Power of Chairs.
		1. The President or, in his/her absence, the President-Elect, shall preside as chair at every meeting of the General Assembly.
		2. If neither the President nor President-Elect is present within 30 minutes of the time nominated for the meeting to start, the Members who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.
		3. The chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the chair reasonably considers that the person’s conduct is inappropriate.
	16. Casting Vote of Chair.
		1. The chair of a general meeting is entitled to a second or casting vote on all resolutions, whether by show of hands or on a poll.
	17. Votes of the General Assembly.
		1. All resolutions of a meeting of the General Assembly shall be decided on a show of hands unless a poll is demanded in accordance with these Bylaws. When voting on a show of hands, every Representative of an Entitled Member has one vote.
		2. An ordinary resolution of a meeting of the General Assembly requires the support of two-thirds of the votes properly cast at the meeting, and a special resolution requires the support of three-quarters of the votes properly cast at the meeting.
		3. A poll may be demanded in respect of a resolution at a general meeting:
			1. by the chair; or
			2. by at least five Eligible Members present and entitled to vote on the resolution:
4. before the vote on that resolution is taken;
5. before the result is declared on a show of hands; or
6. immediately after the result is declared on a show of hands.
	* 1. On a poll every Institutional Member or Individual Member Representative present in person or by proxy has one vote.
		2. A poll demanded on the election of a chair or on a question of adjournment must be taken immediately. Polls on other issues may be acted on at any time during the meeting.
	1. Voting; Proxies. Each Institutional Member and Representatives of Individual Members is entitled to one (1) vote, either in person or by proxy, at all meetings. Authority given by a Member to any person who is either an Individual or a Representative of another Institutional Member to represent such Member at meetings Members shall be in writing and signed by such Member, and shall be filed with the Secretary. No proxy shall be valid after eleven (11) months from the date of such proxy, unless otherwise provided in such proxy.
	2. Adjournment. Any meeting of the Members, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting, unless a new record date is or must be fixed, in which event notice of the adjourned meeting shall be given to the Members of record as of the new record date. Such adjournment may be to such time and to such place as shall be determined by a majority of the Members present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.
	3. Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by eighty percent (80%) of the Members with respect to the subject matter thereof and filed with the records of the meetings of the Members. Such consent shall have the same effect as a vote of the Members at a meeting.
	4. Committees. Any Member may serve on a committee of the Company or the Executive Council so long as such committee is not exercising the authority of the Executive Council.
7. EXECUTIVE COUNCIL and Management Board
	1. Powers.
		1. The Executive Council shall manage the business of the Company. They shall be the responsible body in APACPH for developing policies and ensuring policies established by the General Assembly are carried out satisfactorily. It is made up of the Officers (see ARTICLE V), the immediate past president and:
		2. A representative of the International Cyber University for Health (ICUH),
		3. A representative of the Early Career Network (ECN) and
		4. A representative of The Collaborating Centers
		5. A representative of the Individual members
		6. Editor in Chief of the Asia Pacific Journal of Public Health
		7. Officers of Regional Offices
		8. Additional representation from member constituencies such as individual members, and other units as determined by the Executive Council will be submitted for approval at the General Assembly.
		9. The Management Board shall manage the property and assets of the Company as directed by the Executive Council and shall have and may exercise all of the powers of the Company except such as are reserved to or may be conferred from time to time by law, the Constitution and any amendments thereto, or the Bylaws upon the Entitled Members of the Company. The Management Board is composed of the Officers (see ARTICLE V) and the immediate past president.
	2. Election of Officers. The election of the Officers at each annual general meeting shall take place in the following manner:
	3. A ballot of the Members who are entitled to vote shall be held prior to the annual general assembly and, subject to this subparagraph, the ballot shall be conducted in the manner determined from time to time by the Executive Council;
	4. All nominations for election as an Officer must be in writing and signed by two Members and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary not less than twenty-one days prior to the date fixed for the holding of the relevant annual general assembly;
	5. Each Member may nominate any number of persons for election as Officers, but they may only nominate a person who is an Institutional Member;
	6. The Executive Council must ensure that the ballot is conducted in such a fashion as to provide Members with sufficient opportunity to consider all nominations;
	7. The Executive Council must ensure that a sufficient period is allowed to complete the ballot at least seven days prior to the holding of the relevant annual general assembly;
	8. At the relevant annual general assembly, the votes duly received by the Secretary prior to the annual general assembly shall be added to the votes cast at the annual general assembly, whether by show of hands or on a poll, to determine the results of the election of Officers; and
	9. To avoid doubt, under no circumstances shall a Member who has cast a vote be entitled to a second vote at the election of Officers at the annual general assembly, whether on a show of hands or on a poll.
	10. Regular Meetings. The Executive Council may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, and no further notice thereof shall be required.
	11. Special Meetings. Special meetings of the Executive Council may be called at any time by the President or by any two (2) members of the Executive Council.
	12. Notice of Meetings. Except as otherwise expressly provided, reasonable notice of any meeting of the Executive Council shall be given to each member of the Executive Council (other than the person or persons calling the meeting and other than the person giving notice of the meeting) by the Secretary, or by the person or one of the persons calling the meeting, by advising member of the Executive Council of the meeting by word of mouth or by telephone or by leaving written notice thereof with him or at his residence or usual place of business. Such written notice shall be mailed not less than ten (10) days prior to the date of the meeting. Non-receipt by a member of the Executive Council of any written notice of a meeting mailed to such member shall not invalidate any business done at the meeting while a quorum is present.
	13. Waiver of Notice.
		1. Any member of the Executive Council may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by him.
		2. The presence at any meeting of any member of the Executive Council shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting to such Member, unless the Member, at the beginning of the meeting or prior to the vote on a matter not properly noticed, objects to the lack of notice and does not thereafter vote or assent to the objected action.
	14. Quorum. A majority of the total number of Members of the Executive Council shall constitute a quorum to transact business, and, in order to be valid, any act or business must receive the approval of a majority of such quorum. A vacancy or vacancies in the membership of the Executive Council shall not affect the validity of any action of the Executive Council, provided there is present at the meeting a quorum of all the Members at which the Executive Council has been fixed.
	15. Adjournment. In the absence of a quorum at a meeting duly called, the President or a majority of the members of the Executive Council present may adjourn the meeting from time to time without further notice, and may convene or reconvene the meeting when a quorum shall be present.
	16. Action by Executive Council Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Council may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members of the Executive Council with respect to the subject matter thereof and filed with the records of the meetings of the Executive Council. Such consent shall have the same effect as a unanimous vote of the Executive Council and may be stated as such in any articles or documents.
	17. Permanent Vacancies. If any permanent vacancy shall occur in the Executive Council through death, resignation, disqualification, removal or other cause other than temporary absence, illness or disability, the remaining Members, by the affirmative vote of a majority of all remaining members of the Executive Council, may elect a successor to hold office for the unexpired portion of the term of the Member whose place shall be vacant or until the next general assembly.
	18. Temporary Vacancies, Substitute Officers. If any temporary vacancy shall occur in the Executive Council through the sickness or disability of any Member of the Executive Council, the remaining Members of the Executive Council, whether constituting a majority or a minority of the whole Executive Council, may by the affirmative vote of a majority of such remaining Officers appoint some person as a substitute Member, who shall be an Executive Council member during such absence, sickness or disability and until such Member shall return to duty or the office of such Member shall become permanently vacant.
	19. Proxies. Voting by proxy shall not be permitted at any meeting of the Executive Council or of any committees, boards or bodies created by the Executive Council.
	20. Executive and Other Committees.
		1. The Executive Council, by resolution adopted by a majority of the Executive Council, may designate and appoint an Executive Committee and any other committees, each of which, to the extent provided in the resolution, the Constitution or these Bylaws, shall have and may exercise all the authority of the Executive Council; except that no such committee shall have the authority of the Executive Council in reference to:
			1. Authorizing distributions;
			2. Approving or recommending to the Members dissolution, merger, or the sale, pledge or transfer of all or substantially all of the property and assets of the Company;
			3. Electing, appointing or removing any member of any such committee or any Director or Officer of the Company;
			4. Adopting, amending, altering or repealing the Constitution or Bylaws;
		2. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Council or any individual Executive Council Members of any responsibility imposed upon the Executive Council or the Officer by law.
	21. Compensation. The members of the Executive Council shall not receive compensation for their services as Members. Notwithstanding the foregoing, members of the Executive Council shall be entitled, on an equitable basis, to be paid all traveling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Executive Council or any of its committee or general meetings or otherwise in the execution of their duties as Officers provided that such expenses have first been approved by the Executive Council.
	22. Gifts and Contributions. The Executive Council may accept on behalf of the Company any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Company.
	23. Procedure. The Executive Council shall fix its own rules of procedure that shall not be inconsistent with these Bylaws.
8. OFFICERS AND MANAGEMENT
	1. Appointment, Term, Removal. The Officers of the Company shall be the President, the President-Elect, the Vice President(s), the Secretary, the Treasurer and the Secretary-General, as the Executive Council shall from time to time determine. No person may hold more than one office. The Executive Council may, in its discretion, from time to time limit or enlarge the duties and powers of any Officer appointed by it.
	2. The President. The President shall be the Chief Executive Officer of the Company. He/She shall preside at all meetings of the Members and all meetings of the Executive Council and Management Board . He/She may call special meetings of entitled Members at his or her discretion and shall call general assembly of Members, as provided by these Bylaws. Subject to the direction and control of the Executive Council, the President shall:
		1. be in personal charge of the principal office of the Company;
		2. have the general management, supervision and control of all of the property, business and affairs of the Company, prescribe the duties of the managers of all branch offices, and exercise such other powers as the Executive Council may from time to time confer upon him or her; and
		3. subject to approval of the Executive Council, appoint heads of departments and generally control the engagement, government and discharge of all employees of the Company, and fix their duties and compensation.

He/She shall at all times keep the Executive Council fully advised as to all of the Company’s business.

* 1. The President-Elect. The President-Elect shall perform the duties of the President on all occasions when the President is unable to do so. If the office of President becomes vacant for any reason, the President-Elect shall automatically fill the role of President until the next annual meeting and shall then be eligible for election as President if nominated in accordance with these Bylaws.
	2. The Vice President or Vice Presidents. The Vice President or Vice Presidents shall, in such order as the Executive Council shall determine, perform all duties assigned to him, her or them by the Executive Council or the President.
	3. The Secretary. The Secretary shall attend all meetings of the Eligible Members, Management Board and of the Executive Council, and shall record the proceedings thereof in the minute book or books of the Company. He/She shall give notice, in conformity with these Bylaws, of meetings of Eligible members and, where required, of the Executive Council. In the absence of the President and the Vice President, or the Vice Presidents if there be more than one, he/she shall have power to call such meetings and shall preside thereat until a President Pro Tempore shall be chosen. The Secretary shall perform all other duties incident to his or her office or which may be assigned to him or her by the Executive Council or the President.
	4. The Treasurer. The Treasurer shall be a member of a finance committee and shall have custody of all of the funds, notes, bonds and other evidences of property of the Company. He/She shall deposit or cause to be deposited in the name of the Company all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Management Board. He/She shall make such disbursements as the regular course of the business of the Company may require or the Management Board may order. He/She shall perform all other duties incident to his office or which may be assigned to him by the President or the Management Board.
	5. The Secretary General. The Secretary-General shall be the chair of the Membership Admissions Committee and be responsible for the recruitment and development of membership in collaboration with regional offices. In addition the Secretary General is responsible for co-ordination with International Agencies and Ministries of Health and carry out special missions on behalf of APACPH as directed by the President and the General Assembly.
	6. Executive Officer. The Executive Council may appoint any person to the position of executive officer (the “Executive Officer”), by whatever title, for the period and on the terms (including as to remuneration) the Executive Council sees fit. The Executive Officer shall perform whatever duties or functions that the Executive Council shall request.
	7. Absence of Officers. In the absence or disability of the President, the President-Elect and Vice President, or Vice Presidents if there be more than one, the duties of the President (other than the calling of meetings of the Eligible Members and the Executive Council) shall be performed by such persons as may be designated for such purpose by the Executive Council. In the absence or disability of the Secretary, or of the Treasurer, the duties of the Secretary or of the Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the Executive Council.
	8. Compensation. The Management Board shall have the authority to fix the compensation, if any, of the Officers, agents and employees.
1. REMOVALS
	1. The Eligible Members may at any time depose or remove from office any Officer or Director, agent or employee whenever, in their judgment, the best interests of the Company will be served thereby. An Officer or Director may be removed by 2/3 vote in the General Assembly.
2. AUDIT OF BOOKS
	1. The Management Board shall cause a financial review to be made of the books of the Company at least once in each fiscal year and more often if required by the Executive Council, and shall thereafter make appropriate reports to all Eligible Members and the Executive Council. The Management Board may appoint some person, firm or company engaged in the business of auditing to act as the auditor of the Company. The Management Board may call for a complete audit at any time.
	2. The Management Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of APACPH or any of them are open to the inspection of Members other than Officers, and a Member other than a Director does not have the right to inspect any document of APACPH except as provided by law or authorized by resolution of the Board.
3. EXECUTION OF INSTRUMENTS
	1. Proper Officers. Except as hereinafter provided or as required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, orders for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages and other instruments or writings of any nature, which require execution on behalf of the Company, shall be signed by (a) the President and (b) a Vice President, the Secretary or the Treasurer. The Management Board may from time to time authorize any such documents, instruments or writings to be signed by such Officers, agents or employees of the Company, or any one of them, in such manner as the Executive Council may determine.
	2. Facsimile Signatures. The Management Board and the Executive Council may, from time to time by resolution, provide for the execution of any corporate instrument or document, including but not limited to checks, warrants, letters of credit, drafts and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.
	3. Funds. All funds of the Company shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the Management Board may select.
4. CORPORATE BOOKS AND RECORDS; INSPECTION OF SAME AND BYLAWS
	1. Books and Records. The Company must keep correct and complete books and records of account of the Company and minutes of the proceedings of its Eligible Members, Executive Council, Management Board and any committee having any of the authority of the Executive Council, and shall keep at its registered office or principal office in the State a record of the names and addresses of its Members. All books and records of the Company may be inspected, upon written demand, by any Eligible Member or Eligible Member’s agent or attorney for any proper purpose at any reasonable time. Demand of inspection other than at a meeting shall be made in writing upon the President, the Secretary or any other officer designated by the Executive Council.
	2. Inspection of Bylaws. The Company must keep in its principal office for the transaction of business a copy of the Bylaws of the Company as amended or otherwise altered to date, to be open to inspection by the Eligible Members at all reasonable times during office hours.
5. FISCAL YEAR
	1. The fiscal year of the Company is as may from time to time be established by resolution by the Management Board.
6. AMENDMENT TO BYLAWS
	1. The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, subject to repeal or change by the Eligible Members, by a majority vote of the Officers present at any meeting of the Executive Council at which a quorum is present or by the written consent of such Officers; provided, however, that the Executive Council may not adopt a Bylaw or amendment thereof changing the authorized number of Officers.
7. regional offices
	1. Regional Offices. The Management Board of the Company may by resolution of the General Assembly on recommendation from the Executive Council establish, amalgamate or abolish (as the case may be) regional offices of the Company.
	2. Establishment. A regional office shall not be established unless the Management Board has first prepared and made available to the General Assembly a full business case for the establishment of the regional office, including the manner in which the regional office is to be resourced, staffed and supported.
	3. Operation. Each regional office shall:
		1. Be established and conducted in accordance with relevant policies and directives of the General Assembly as to the manner in which the regional office (or regional offices generally) is to be conducted; and
		2. Operate under the leadership of a Regional Director approved and appointed by the General Assembly on recommendation from the Executive Council, and on terms from time to time determined by the Executive Council; and
		3. Report quarterly to the Management Board and annually to the General Assembly on the matters, and in the manner, from time to time required by those respective bodies.
8. Surplus assets on winding up or dissolution

ARTICLE 13.1 Upon the winding up or dissolution of APACPH or any regional office, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organization(s) as determined by the entitled Members at or before the time of winding up or dissolution and, in default of any determination:

 (a) Has objects similar to the objects of APACPH; and

 (b) Whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of Section 1.2.

ARTICLE 13.2 Upon the winding up or dissolution of APACPH or any regional office the Executive Council will endeavor to ensure the timely execution of items in Section 12.4.(a) and will ensure relocation of the secretariat in a member country without serious disruption of services clearly established.

1. DEFINITIONS

ARTICLE 14.1 The word “person” or any pronoun used in place thereof, where the context so requires or admits, shall include and mean individuals, firms, companies, partnerships and associations. The singular includes and means the plural, or vice versa. Masculine, feminine, and neutral genders include or interchange each of the other genders as the context implies or requires.

CERTIFICATE OF SECRETARY

I certify:

1. I am the Secretary of Asia-Pacific Academic Consortium for Public Health.
2. The attached Bylaws are the Bylaws of the Company adopted by unanimous written consent of the Executive Council effective as of \_\_\_\_\_\_\_\_, 20\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_. Secretary

**APACPH Institutional Membership Benefits**

* Access to online version and hard copies of the Asia Pacific Journal of Public Health.
* Writing and editing assistance to member faculty and staff.
* Discount on APACPH conference fees.
* Networking, collaboration and sharing of knowledge and skills among APACPH universities, faculty, and students.
* Opportunity to participate in APACPH workshops and trainings, such as those provided by the Early Career Network and ICUH or pre-conference.
* Opportunity for leadership positions.
* Partnership for advocating for global health concerns.

**APACPH Individual Membership Benefits**

* Access to Asia Pacific Journal of Public Health online.
* Writing and editing assistance.
* Discount on APACPH conference fees.
* Networking, collaboration and sharing of knowledge and skills among APACPH universities, faculty, and students.
* Opportunity to participate in APACPH workshops and trainings, such as those provided by the Early Career Network and ICUH or pre-conference.
* Opportunity for leadership position.
* Partnership for advocating for global health concerns.