

APAC Constitution

**Asia Pacific Accreditation Cooperation Incorporated**

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**AUTHORSHIP**

This document was produced by the APAC Executive Committee.

**ENDORSEMENT**

This Constitution is adopted by the General Assembly of **Asia Pacific Accreditation Cooperation Incorporated** (APAC).

This Constitution has been endorsed by the New Zealand Registrar of Incorporated Societies.

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For further information about APAC or this document, please contact the APAC Secretariat. Contact details can be found at [www.apac-accreditation.org](http://www.apac-accreditation.org).

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1. **NAME OF ASSOCIATION**

Name of the association is Asia Pacific Accreditation Cooperation Incorporated (APAC).

The registered office of APAC is

18 Ramsay Avenue

West Pymble

NSW 2073

Australia

1. **Objectives**

2.1 Principle Objectives

The objectives of the Asia Pacific Accreditation Cooperation Incorporated are:

1. to provide formal recognition of accreditation bodies in the Asia Pacific Region;
2. to encourage and facilitate the adoption and implementation of standards, guidelines and application documents that have been developed by relevant international bodies such as International Organization for Standardization (ISO), International Electrotechnical Commission (IEC), International Accreditation Forum (IAF), and International Laboratory Accreditation Cooperation (ILAC);
3. to maintain recognition through the International Accreditation Forum (IAF) and International Laboratory Accreditation Cooperation (ILAC), and as a Regional Group to cooperate and complement activities of other Regional Groups with IAF and ILAC;
4. to establish and maintain recognition by other international and regional organisations;
5. to provide a forum for exchange of information and to promote discussion among accreditation bodies and among organisations that have an interest in accreditation, and related activities;
6. to improve the standard of accreditation services provided by Full Members;
7. to publish documents on accreditation and related subjects;
8. to maintain and strengthen mutual confidence in the technical competence among Full Members and to work towards expansion of the APAC mutual recognition arrangement (MRA);
9. to establish and maintain procedures for evaluating accreditation bodies entering and participating in the APAC MRA, and procedures for monitoring and improve the effectiveness of the APAC MRA;
10. to facilitate the reduction of technical barriers to trade by promoting acceptance of the results of conformity assessment activities from conformity assessment bodies that are accredited by Full Members;
11. to encourage Members to assist all interested accreditation bodies in the region to develop and improve their accreditation systems;
12. to cooperate with other national, regional and international bodies on metrology, standards, and conformity assessment bodies with similar or complementary objectives.
13. to do anything necessary or helpful to the above purposes.

2.2 No Pecuniary Gain

Pecuniary gain is not a purpose of APAC. The property and income of APAC shall be applied solely towards the promotion of its objectives and no part of that property or income may be paid or otherwise distributed directly or indirectly, to Members, except:

1. for goods and services provided at arms’ length commercial terms approved by the Executive Committee in the promotion of those objectives; and
2. there is no pecuniary gain to the Member.

**3. Membership**

3.1 Classes of Membership

Members are drawn from the Asia Pacific Region and may hold either of two classes of Membership:

* 1. Full Member; or
	2. Associate Member

3.2 Affiliates

Where criteria for Membership cannot be met, APAC may decide to accept an organisation as an Affiliate under Article 3.5 below.

3.3 Eligibility for Full Membership

Associate Members that fulfil the APAC MRA criteria and are accepted as signatories to the APAC Mutual Recognition Arrangement are eligible for Full Membership.

3.4 Eligibility for Associate Membership

Associate Members are organisations that are situated within the Economies of the Asia Pacific Region with the objective to provide accreditation, subject to meeting the criteria in Article 3.7.

3.5 Eligibility for Affiliate Status

Affiliates are organisations that have an interest in accreditation and wish to participate in APAC activities but do not meet all requirements for either Full or Associate membership.

The Executive Committee will determine eligibility criteria for an organisation to become an Affiliate and may also determine the application process and any terms with which it requires an Affiliate to comply.

3.6 Application Process – All Members

1. Applicants must:
2. be a legal entity, or a defined part of a legal entity such that it can be held legally responsible for its accreditation activities;
3. complete a Membership application form;
4. provide documentary evidence required by APAC to support the application;
5. agree to be subject to and to abide by, all APAC Regulations and Codes.
6. The Executive Committee may give additional direction as to the extent and precise nature of evidence it requires for any given application (in addition to anything set out in this Constitution).
7. An application for Membership will be assessed for admission by the Executive Committee which retains discretion to decline membership where the criteria for membership are otherwise met.
8. An organisation’s acceptance as a Full Member or Associate Member is subject to payment of the applicable annual membership fee (on a pro-rata basis to the end of the current Membership Fee Year), which must be paid before an organisation is accepted as an APAC Member.

3.7 Application Process - Associate Membership

An applicant for Associate Membership must accompany its application with documentary evidence satisfactory to the Executive Committee that it undertakes accreditation activities, or intends to undertake accreditation activities, and commits to become a Full Member.

3.8 Suspension of Membership

1. A Member of any class may have its Membership suspended for a breach of the membership undertakings as detailed in APAC Obligations of Members or for breach of other applicable APAC Regulations and Codes.
2. A suspended Member shall have its name removed from the list of Members but shall continue to receive correspondence from APAC. A suspended Member is ineligible to vote with respect to APAC ballots; participate in any Committee meetings; or attend the General Assembly. An organisation whose membership is suspended shall not claim that it is a member of APAC. Suspension of a Full Member shall result in suspension of that Full Member’s APAC Mutual Recognition Arrangement status.
3. A suspended Member shall continue to pay applicable fees as they fall due.

3.9 Termination of Membership

1. A Member of any class may have its Membership terminated:
2. by written notice of termination sent to the Secretariat;
3. for non-payment of fees or other debt to APAC; and
4. for serious or repeated breaches (as determined by the Executive Committee) of any APAC Regulations and Codes.
5. The investigation will be conducted in accordance with the policy and procedures described in the APAC Management Manual.
6. Any organisation whose Membership is terminated remains liable to pay APAC any fees due and payable but unpaid at the date of termination.
7. The Executive Committee may set such procedures as it considers appropriate for investigating and making determinations in relation to compliance with the APAC Regulations and Codes and any decision to terminate Membership.
8. Decisions of the Executive Committee reached after all internal appeal processes have been undertaken are final and conclusive.

3.10 Suspension and Termination of Affiliate status

1. Affiliate status may be suspended or terminated by written notice of termination sent to the Secretariat or a decision of the Executive Committee.
2. A suspended Affiliate shall have its name removed from the list of Affiliates but shall continue to receive correspondence from APAC. A suspended Affiliate is ineligible to vote with respect to APAC ballots; participate in any Committee meetings; or attend the General Assembly. An organisation whose affiliate status is suspended shall not claim that it is an affiliate of APAC.
3. A suspended Affiliate shall continue to pay applicable fees as they fall due.
4. Any organisation whose affiliate status is terminated remains liable to pay APAC any fees due and payable but unpaid at the date of termination.
5. Decisions of the Executive Committee reached after all internal appeal processes have been undertaken are final and conclusive.

3.11 Annual Fee

1. APAC Members and Affiliates shall pay an annual fee to cover the agreed annual budget as provided for under 3.11(b) below. The policy and procedure for the calculation of the annual fees are determined by the Executive Committee and may be amended from time to time.
2. The annual fee for the current Members and Affiliates shall be paid within three months of the fee being levied. New Members and Affiliates joining part way through a financial year must pay, pro rata, the annual fee for that year upon joining.
3. If the fee has not been paid by the end of the APAC Membership Fee year, Membership or the Affiliate status may be terminated.

4. General Assembly

* 1. APAC Primary Body

APAC’s primary body is the General Assembly. The General Assembly ensures that specific tasks are pursued in accordance with the objectives and aims of APAC.

* 1. Composition of the General Assembly

The General Assembly comprises one representative from each of the Full Members and Associate Members.

* 1. Affiliates and Observers

Affiliates may attend the General Assembly. Observers may be invited by the APAC Chair to be present at meetings of the General Assembly, or parts of meetings.

* 1. Designated Representative

Each Member and Affiliate shall inform the Chair in writing of the name of its designated representative to the General Assembly and this name shall be recorded in the register of Members and Affiliates. All APAC communications shall be referred to the designated representatives. It is the responsibility of the designated representatives to disseminate all APAC correspondence to relevant persons in her/his organisation.

* 1. Responsibilities of the General Assembly

The General Assembly shall be responsible for:

1. approval of major policies and procedures affecting strategy and/or direction of APAC;
2. election of the Chair;
3. amendment of Constitution and/or governance policies;
4. election of members to the APAC Executive Committee;
5. dismissal of members of the APAC Executive Committee;
6. other matters as agreed from time to time by the General Assembly.
	1. Delegation

The General Assembly may delegate responsibilities to the Executive Committee as it sees fit.

* 1. Meetings of the General Assembly
1. The General Assembly shall meet at least once each calendar year and the date and venue shall be determined and advised to members and affiliates at least six months before the next General Assembly.
2. The notice of agenda shall be sent to APAC Members, Affiliates and APAC Committees at least 30 days prior to the proposed meeting date.
3. The outcome of meetings of the General Assembly will be recorded in the form of minutes which shall be tabled at the next meeting of the General Assembly.
	1. Quorum
4. The quorum for a meeting of the General Assembly is at least sixty-seven (67) % of Members eligible to vote.
5. A meeting of the General Assembly which does not have a quorum present within 60 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date time and place the Executive Committee specifies.
	1. Proxy
6. A Member who is entitled to attend and cast a vote at a meeting of the General Assembly may appoint a person as the Member’s proxy to attend and vote for the Member at the meeting instead of their designated representative by submitting to the Executive Committee at least 24 hours prior to the meeting a properly completed Proxy Appointment Form.
7. The proxy’s authority to vote is suspended whilst the Member or the Member’s designated representative is also present at the Meeting.
8. Unless the General Assembly has received written notice of the revocation of the appointment of a proxy no later than six hours before the start or resumption of the meeting at which the proxy is to vote, a vote cast by a proxy will be valid even if, before the proxy votes the Member revokes the proxy’s appointment.
	1. Conduct of business
9. Meetings of the General Assembly may be held by in person, by conference telephone, by electronic meeting facilities or equipment or by a combination of such methods or as the General Assembly may otherwise determine.
10. The General Assembly may upon reasonable notice to Members, set any requirements it considers appropriate to satisfactorily identify participants attending meetings.
	1. Voting Rights
11. A Full Member with no outstanding fees is entitled to one vote in all voting prescribed in this Constitution. These include voting at the Annual General Assembly, MRA Council, and election of Executive Committee members and other Committee members.
12. Associate Member with no outstanding fees is entitled to one vote at the General Assembly in respect of the election of Executive Committee members and other Committee members. In addition, an Associate Member may be permitted to vote on such additional matters as the General Assembly may determine by resolution (a Special Voting Right). An Associate Member has no other voting rights. A Special Voting Right can be granted on such terms as the General Assembly determines and can be withdrawn at any time by resolution of the General Assembly. An Associate Member may not vote on the question of whether to grant or withdraw a Special Voting and, for the avoidance of doubt, the General Assembly has no power to grant any such right.
13. An Affiliate with no outstanding fees (if a fee is payable) may nominate an eligible person for election onto a Committee (other than the Executive Committee) or accept nomination as a candidate to be elected onto such Committee, and may vote for the election of a member of a Committee (excluding the Executive Committee) but otherwise has no voting entitlements on any matter in this Constitution. This voting right and any other right granted to an Affiliate can be withdrawn at any time by resolution of the Executive Committee.
	1. Voting Procedures
14. Voting may take place within a session of the General Assembly or by postal vote (i.e. submission of the vote by mail, by facsimile, or by such electronic means as the Executive Committee may authorise). In the case of postal voting, a period of 30 days from the date of posting shall be allowed for the return of ballots.
15. A Member may vote through its delegated representative or by appointing a proxy in accordance with Article 4.9.
16. A minimum of sixty-seven (67) % of the Full Members and Associate Members eligible to vote must cast a vote for the resolution to be valid (Valid Resolution). Abstention votes are to be included in the calculation of whether there are sufficient votes to constitute a Valid Resolution. A positive vote by at least seventy-five (75) % of the sum of those voting ‘yes’ and ‘no’ is required for the resolution to be carried.
17. On any given motion at a session of the General Assembly:
18. the Executive Committee shall in good faith determine whether votes that are not postal votes will be by voice, a show of hands or secret ballot.
19. the votes must be counted by at least two persons appointed to that task by the Executive Committee.
	1. Special Meetings of the General Assembly

The Executive Committee may at any time convene a special meeting of the General Assembly.

5. Executive Committee

* 1. Function as a board

The Executive Committee functions as a board of directors and is responsible to the General Assembly for the effective pursuit of APAC objectives, and for the oversight of the operations and management of APAC.

* 1. Quorum

The Executive Committee quorum is composed of 5 Members, including the Chair. The APAC Chair chairs the Executive Committee meetings but in his/her absence the meetings shall be chaired by the person the Executive Committee elects to act as the acting Chair for the meeting.

* 1. Composition of Executive Committee
1. The Executive Committee shall, subject to the Transition Arrangements consist of no more than nine (9) persons as follows:
2. the APAC Chair who also chairs the Executive Committee;
3. the Chair of the APAC MRA Council;
4. up to seven (7) elected persons from Full Members and Associate Members; and
5. to foster diversity and balance of representation, additional eligibility criteria apply to elected persons so that no more than two elected persons may come from the same Member Economy, and no more than one elected person from the same Member organisation. APAC Chair and APAC MRA Council Chair are ex-officio members to whom the additional eligibility criteria do not apply.
6. When an election is required for a vacant position on the Executive Committee, the ballot shall be conducted in accordance with a procedure described in the Regulations associated with this Constitution.
7. The Executive Committee may elect an APAC Vice-Chair from among its members and the Vice Chair shall hold office for no longer than the duration of his/her term of office on the Executive Committee.
	1. Treasurer

The Executive Committee shall elect a Treasurer from among its members who shall hold office for no longer than the duration of his/her term of office on the Executive Committee.

* 1. Attendance at Meetings

Meetings of the Executive Committee are open only to its members except at the invitation of the Chair.

* 1. Casual Vacancy

In the event of a casual vacancy occurring prior to completion of the term for an elected member, the Executive Committee retains the discretion to fill the position.

* 1. Reports to the General Assembly

The Executive Committee shall prepare an annual report which includes the financial report to the APAC General Assembly.

* 1. Responsibilities of the Executive Committee

The responsibilities of the Executive Committee include:

1. to promote and pursue the objectives of APAC;
2. to ensure coordination among APAC committees;
3. to appoint and monitor the performance of the Secretary;
4. to coordinate the preparation of draft proposals concerning the policies of APAC;
5. to receive and discuss reports from APAC committees and working groups and prepare proposals for the APAC General Assembly arising from these reports;
6. to review and, if considered appropriate, approve applications for Membership;
7. to review and, if considered appropriate, recommend changes to conditions for how an organisation become a Member and ceases to be a member;
8. to monitor and enforce compliance with the APAC Regulations and Codes by Members and Affiliates;
9. to decide the venue and dates for meetings of the General Assembly and to set the agenda for those meetings;
10. to exercise all the powers that APAC may have in General Assembly unless the Executive Committee’s power is limited by this Constitution, the APAC Regulations and Codes or by a decision of the General Assembly;
11. to develop and maintain policy and procedures in connection with the control of funds and investment of APAC’s assets; and
12. to ensure that all sources of funds are managed with due diligence and that costs are contained within budget limits.
	1. Term of Office

The Members of the Executive Committee shall be elected for a term of three years, concluding at the end of the General Assembly meeting in the third year of office. At least one third or the next whole number above one third of the Executive Committee members must retire each year to ensure continuity of the membership of the Executive Committee. Members whose terms are due to expire are eligible for re-election. See Annexure 1 for relevant Transition Arrangements.

* 1. Remuneration

Executive Committee members are not entitled to remuneration except for reimbursement of expenses properly incurred in the performance of their duties.

* 1. Cessation of Executive Committee Membership

A person’s term of office as an Executive Committee member terminates on:

1. retirement by written notice to the Executive Committee;
2. expiry of the term of office; or
3. removal by decision of the General Assembly.

6. APAC Chair and secretariat

6.1 Election of Chair

The General Assembly shall elect a Chair for a period of three years with the term of office concluding at the end of the General Assembly meeting in the third year of office. The maximum term for the Chair is two consecutive terms i.e. six years, consecutively at any time. Nominees for the position of Chair shall be the General Assembly designated representative of a Full Member or, in the case of a person eligible for re-election to the position, the APAC Chair.

**Casual Vacancy**

In the event of a casual vacancy occurring prior to completion of the term for the Chair, the Executive Committee shall have the discretion to fill the position or call for new election. In the event a new election is called, the Executive Committee shall elect an Acting Chair who is eligible for nomination as a candidate for the Chair.

6.2 Chair’s Responsibilities

1. The APAC Chair shall be responsible for:
2. chairing meetings of the APAC General Assembly and the APAC Executive Committee;
3. with the support of the Executive Committee, overseeing the business of APAC, in particular, the implementation of decisions taken by the APAC General Assembly;
4. ensuring the proper functioning of APAC;
5. acting as representative of APAC; and
6. promoting the interests of APAC.
7. The Chair may delegate tasks to any APAC Member as the Chair considers appropriate.

6.3 Secretariat’s Responsibilities

The Secretariat functions including its remuneration are to be documented in a Deed of Agreement with the service provider.

6.4 Treasurer’s Responsibilities

1. The APAC Treasurer assists the Executive Committee in dealing with the annual budget, funding, and finance matters. The Treasurer, in consultation with the Executive Committee and Secretariat, may engage external experts as required for specific non-recurring tasks related to finance matters.
2. The APAC Treasurer shall be responsible for:
3. monitoring income and expenditure;
4. in collaboration with the Chair and Secretariat, arranging for the preparation of an annual budget and its submission to the General Assembly;
5. submission to the General Assembly of the audited annual statement of expenditure, and the Treasurer’s commentary on that statement.

7. APAC MRA Council

**Standing Committee**

1. A standing committee shall be established to coordinate APAC’s activities with respect to mutual recognition arrangements among Members. This standing committee is known as the APAC MRA Council.
2. The APAC MRA Council shall document and approve procedures and criteria for its operation and for the maintenance and extension of the APAC MRA.

8. APAC Committees and Working Groups

1. APAC may establish committees, sub-committees and working groups (APAC Committees). These APAC committees and working groups are set up to carry out the objectives, aims and tasks of APAC in an appropriate way.
2. APAC Committees will either be set up to deal with specific tasks or may be of an ongoing nature. The terms upon which they operate shall be determined and may be varied by APAC from time to time.
3. APAC Committee members may elect a Committee Chair, subject to ratification by the Executive Committee. In the event a Committee is unable to elect a Chair, the Executive will appoint a Chair.

9. APAC Budget and Control of APAC Funds

9.1 Self-Funding

APAC is intended to be a self-funding cooperation among its Members and to this end, APAC will levy annual membership and other charges as appropriate. APAC’s financial viability is a responsibility shared by all Members and will maintain a prudent level of reserve to minimise exposure to liquidity and solvency risk.

9.2 External Funding

APAC may accept funding from other sources where conditions associated with such funding are consistent with the objectives of APAC. The Executive Committee will have the complete discretion in the determination of whether to accept such funding.

9.3 APAC Budget and Borrowing

1. The APAC budget for each financial year shall be based on an estimate of the costs, including appropriate margin to cover budgetary and operational risk, to be shared among APAC Members as determined by the Executive Committee. The budget may include draw down on the reserve in accordance with prudent financial management policy and practices.
2. Each year the APAC Treasurer shall present an audited statement of income and expenditure for the previous financial year to the APAC General Assembly.
3. The APAC Treasurer shall have access to all financial information and records and shall be supplied with all financial reports.
4. APAC does not intend to borrow money but, should the need arise, it shall only be for purposes covered by the objectives of APAC. The APAC Treasurer, on behalf of the Executive Committee, shall make a proposal for borrowings as part of the draft budget for the coming financial year presented to the APAC General Assembly. A proposal to borrow money shall be agreed by a minimum of 75% majority of valid votes cast by the General Assembly.

9.4 Control of Funds and Investment of Assets

The Executive Committee is responsible for developing and maintaining policy and procedures for the control of APAC’s funds and investment of APAC’s assets.

10. Validity and Ratification

10.1 Validity of Committee Acts

Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub committee appointed by the Executive Committee or by the General Assembly, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or subcommittee.

10.2 Ratification

1. Any act or thing done or suffered, or purporting to have been done or suffered by the General Assembly (including voting), which is called into question or is otherwise the subject of any dispute or assertion as to its validity (including in relation to any procedural defect), may be subsequently ratified by the General Assembly where a minimum of 75% majority of valid votes cast by the General Assembly agree that to do so is in the interests of APAC and is consistent with aiding APAC to pursue its objectives.
2. Any ratification under this Article 10.2 does not require the General Assembly to make a determination as to whether the dispute of assertion is properly made out and may be undertaken simply for abundant precaution.

11. Amendment of APAC Constitution

1. Constitution shall only be amended following notice of a proposal given to all Members at least 30 days prior to a meeting of the General Assembly and agreed by a minimum of a 75% majority of valid votes cast by the General Assembly.
2. This Constitution binds every Member and APAC to the same extent as if every Member and APAC had signed and sealed this Constitution and agreed to be bound by all its provisions.

12. Common Seal

1. APAC shall have a common seal on which its corporate name, i.e. Asia Pacific Accreditation Cooperation Incorporated, appears in legible characters.
2. The common seal of APAC shall not be used without the express minuted authority of the Executive Committee and each use of that common seal must be recorded.
3. The common seal of APAC shall be kept in the custody of the Secretary or of such other person as the Executive Committee from time to time decides.

13. Inspection of Records and Other Documents

A Member may at any reasonable time inspect without charge the books, documents, records and securities of APAC, provided this does not conflict with APAC’s policies on the confidentiality of records.

14. Appeals

Appeals by Members or Affiliates against APAC decisions are handled by means of APAC’s Appeals Procedure. Appeals against APAC MRA Council decisions in relation to APAC MRA signatory status are handled by means of the APAC MRA Council’s Appeals Procedure.

15. Winding Up

1. The Executive Committee shall be entitled, upon decision agreed by a minimum of 75% majority of valid votes cast by the General Assembly, to wind up APAC.
2. APAC shall continue to exist in so far as the Executive Committee determines is necessary for the settlement of outstanding affairs.
3. Upon winding up, the General Assembly shall determine the distribution of assets, doing so as far as possible to a body or bodies having objectives similar to APAC but in no case shall any Member body be a beneficiary and otherwise according to the provisions of the Incorporated Societies Act 1908, New Zealand.

16. General Assembly’s Power

The General Assembly may decide on all matters for which this Constitution makes no provision or where the meaning of any provision is asserted to be unclear or is the subject of contest or dispute.

17. Transitional Arrangements

This Constitution is adopted pursuant to a merger of Asia Pacific Laboratory Accreditation Cooperation Incorporated and The Pacific Accreditation Cooperation Incorporated. To facilitate the merger this Constitution is subject to the Transitional Arrangements set out in Annexure 1 as special conditions. Each special condition will apply until it ceases operation under its own provisions or until such time as the Executive Committee resolves that the arrangement(s) are no-longer required.

18. DEFINITIONS AND INTERPRETATION

18.1 Definitions

In this Constitution unless the context otherwise requires:

**Accreditation** - means third-party attestation related to a conformity assessment body conveying formal demonstration of its competence to carry out specific conformity assessment tasks.

**Accreditation body** - authoritative body that performs accreditation.

**Affiliate** – has the meaning set out in Article 3.2.

**APAC Application for Membership Form** - means the application form for APAC membership (current from time to time) and any associated documentation;

**APAC Regulations and Codes** - means all APAC regulations and codes in force from time to time, by authority of the Executive Committee (or its delegates) including:

1. the APAC Regulations;
2. the APAC Code of Conduct;
3. the APAC Code of Ethics;
4. the APAC Obligations of Members; and
5. Other Procedural Documents approved by APAC.

**APAC Management Manual** means the management system manual in use from time to time by APAC.

**APAC Mutual Recognition Arrangement** (also **APAC MRA**) – means the mutual recognitions established or maintained pursuant to Article 7.

**Appeals Procedure** – refers to the applicable appeal procedure in force from time to time.

**Asia Pacific Region** - includes Asia and the Pacific Rim. Asia refers to the region bounded on the east by the Pacific Ocean, the south by the Indian Ocean, the north by the Arctic Ocean, and the west by an indirect line that follows the Ural Mountains, the Caucasus Mountains, and the Caspian and Black seas. It comprises of Central Asia, East Asia, South Asia, Southeast Asia, and Western Asia. This provides the reference framework for the purpose of this Constitution and does not restrict nor exclude any participation. The Executive Committee will have the full discretion to determine which areas fall within the aforementioned labels and if an economy is within the reference framework.

**Associate Member** – has the meaning set out in article 3.4 of this constitution.

**Commencement Date** means 1 January 2019 being the date this Constitution comes into force.

**Committee** means an APAC committee or sub-committee (other than the Executive Committee).

**Conformity assessment** means the demonstration that specified requirements relating to an object of conformity are fulfilled.

**Conformity assessment activities** – services, including but are not limited to, testing, calibration, inspection, certification of management systems, persons, products, processes and services, provision of proficiency testing, production of reference materials and validation and verification.

**Conformity assessment body** means a body that performs conformity assessment activities.

**Constitution** – means this constitution.

**Economy(ies)** – means an area of production, distribution, or trade, and consumption of goods and services by different agents in a given geographical location.

**Executive Committee** - means the executive committee described under Article 5.

**Financial Year** – for the purpose of the preparation of the statutory financial report and annual return to the regulator, the financial year commences on 1 July and ends on 30 June in the following year.

**Full Member** – has the meaning set out in article 3.3 of this Constitution.

**Membership** – means membership of APAC;

**Membership Fee Year** – for the purpose of the annual membership fee, the membership fee year is the calendar year.

**Proxy Appointment Form** – means the form to be used to appoint a proxy, as stipulated by the Executive Committee from time to time.

**Regional Group** – means other organisations within the Asia Pacific Region whose objectives or activities the Executive Committee (from time to time) determines complement or are otherwise conducive to those of APAC.

**Secretariat** – means the entity appointed to act as secretariat pursuant to article 6.3.

**Transitional Arrangements** – means the transitional arrangements described in Article 17 and set out in Annexure 1.

18.2 Interpretation

In this Constitution unless the context otherwise requires:

1. words in the singular include the plural and vice versa;
2. words importing one gender include each gender;
3. the headings in this Constitution have been included for convenience only and shall not be taken into account in the interpretation of this Constitution;
4. any schedule, annexure or appendix to this Constitution form part of the Constitution;
5. a reference to a statute shall include all regulations, proclamations, ordinances and by-laws made from time to time under that statute, and a reference to any statute, regulation, proclamation, ordinance, or by-law shall include all statutes, regulations, ordinances or by-laws varying, consolidating or replacing it;
6. if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
7. a reference to a person, corporation, trust, partnership, government agency, unincorporated body or other entity includes any of them;
8. a reference to “$” means the lawful currency of Australia unless otherwise specifically stated;
9. a reference to an Article or Schedule or Annexure is a reference to an Article or a Schedule or an Annexure to this Constitution;
10. a reference to a document (including without limitation, a reference to this Constitution or APAC Regulations and Codes) is to the document as amended, varied, supplemented, or replaced;
11. a reference to a body (including without limitation, an institute, association or authority) whether statutory or not includes a reference to any body which replaces it or which substantially succeeds to its powers or functions;
12. terms not otherwise defined in this Constitution but defined in the Incorporated Societies Act 1908 (NZ) shall have the same meanings when used in this Constitution; and
13. use of the word “including”, “includes” or similar expressions are not words of limitation to the examples given.

19. AMENDMENT TABLE

This table provides a summary of the changes to the document with this issue.

|  |  |
| --- | --- |
| **Section(s)** | **Amendment(s)** |
| All | New issue on establishment of APAC.  |
| End |  |

ANNEXURE 1 – TRANSITIONAL ARRANGEMENTS

Special conditions pursuant to Article 17:

1. At the Commencement Date, the members of the Executive Committee shall be drawn equally from APLAC Board of Management or its nominees and from PAC Executive Committee or its nominees, not exceeding fourteen (14) (for example, 7 members from APLAC and 7 members from PAC) .The Executive Committee shall collaborate to reduce their number to no more than nine (9) by the date of the General Assembly held in the third year after the Commencement Date.
2. Reference in this Constitution to an APAC regulation or code or an APAC management manual or similar, shall mean the document used by APAC prior to the Commencement Date, until such time as the document has been updated with the APAC name. For example, the APLAC Regulations and Codes, and the APLAC Management Manual.
3. The following special membership rules apply to facilitate the efficient and timely transfer of members (or applicants for membership) from PAC to APAC:
	1. subject to special condition 3(d) below:
		1. legal entities who are members of PAC immediately prior to its dissolution shall automatically be admitted as a member of APAC into the applicable class of APAC Membership; and
		2. legal entities whose membership applications to PAC are in progress but not finalised, immediately prior to its dissolution, shall have their applications transferred to APAC and the Executive Committee will finalise and determine such applications.

(together "**Transferring Members**")

* 1. The provisions of special condition 3(a) prevail over any inconsistency with the requirements of rule 3.
	2. The Executive Committee shall have full discretion and authority to determine any matter or procedure relating to Transferring Members (including making a determination that Members admitted under this special condition must, from a nominated date, comply with the eligibility requirements of rule 3).
	3. Admission of PAC members under this special condition 3 is conditional upon:
		1. the dissolution of PAC on or about 31 December 2018 (or such other timeframe as the Executive Committee may agree upon) pursuant to its merger with APAC; and
		2. transfer of PAC assets to APAC (however, the Executive Committee may, at its discretion, determine that a pending transfer of the PAC assets, is sufficient to meet this requirement).
1. The Executive Committee may otherwise approve or ratify the taking of any step or doing of anything (including execution of documents) it considers reasonably necessary or prudent to facilitate the merger of APLAC and PAC.

In these special conditions "PAC" means The Pacific Accreditation Cooperation Incorporated being New Zealand Incorporated Society No. 2542741.