



# APAC Constitution

**Asia Pacific Accreditation Cooperation Incorporated**

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A handwritten signature in black ink, appearing to read 'Jennifer Evans'.

Ms. Jennifer Evans  
APAC Chair

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Mr. Tan Yee Teck  
APAC Vice Chair

A handwritten signature in black ink, appearing to read 'Graeme Drake'.

Mr. Graeme Drake  
APAC Secretary

## **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 is filed with the New Zealand Registrar of Incorporated Societies.

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**1. NAME OF SOCIETY**

The name of the Society is Asia Pacific Accreditation Cooperation Incorporated (APAC).

The registered office of APAC is:

Building 7, Central Park  
660-670 Great South Road, Ellerslie  
Auckland 1051  
New Zealand  
c/o International Accreditation New Zealand

**2. OBJECTIVES**

**2.1 Principal Objectives**

The objectives of APAC are:

- (a) to provide formal recognition of accreditation bodies in the Asia Pacific Region;
- (b) 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);
- (c) 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;
- (d) to establish and maintain recognition by other international and regional organisations;
- (e) 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;
- (f) to improve the standard of accreditation services provided by Full Members;
- (g) to publish documents on accreditation and related subjects;
- (h) 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);
- (i) 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;

- (j) 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;
- (k) to encourage Members to assist all interested accreditation bodies in the region to develop and improve their accreditation systems;
- (l) to cooperate with other national, regional and international bodies on metrology, standards, and conformity assessment bodies with similar or complementary objectives; and
- (m) to do anything necessary or helpful to the above purposes.

## **2.2 No Financial Gain**

Financial 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:

- (a) for goods and services provided at arms' length commercial terms approved by the Executive Committee in the promotion of those objectives; and
- (b) where there is no financial gain to the Member.

## **2.3 Promotion of objectives and purposes of Society**

All Members shall promote the objectives and purposes of the Society and shall do nothing to bring the Society into disrepute.

## **2.4 Incorporated Societies Act**

The Society, Executive Committee and Members have the rights, powers, duties and obligations set out in the Act, except to the extent they are lawfully negated or modified by this Constitution.

# **3. MEMBERSHIP**

## **3.1 Minimum number of members**

The Society shall maintain the minimum number of Members required by the Act.

## **3.2 Classes of Membership**

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

- (a) Full Member; or
- (b) Associate Member.



### **3.3 Affiliates**

Where criteria for Membership cannot be met, APAC may decide to accept an organisation as an Affiliate under Article 3.6 below.

### **3.4 Eligibility for Full Membership**

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

### **3.5 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 3.8.

### **3.6 Eligibility for Affiliate Status**

3.6.1 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.

3.6.2 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.

### **3.7 Application Process – All Members**

3.7.1 Applicants for Membership must:

- (a) be a legal entity, or a defined part of a legal entity such that it can be held legally responsible for its accreditation activities;
- (b) complete a Membership application form;
- (c) provide documentary evidence required by APAC to support the application; and
- (d) agree to be subject to and to abide by all APAC Regulations and Codes.

3.7.2 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).

3.7.3 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.

3.7.4 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 a Member.

3.7.5 Every applicant for Membership must consent in writing to becoming a Member.

### **3.8 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 and commits to become a Full Member.

### **3.9 Suspension of Membership**

3.9.1 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.

3.9.2 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.

3.9.3 A suspended Member shall continue to pay applicable fees as they fall due.

3.9.4 The maximum period of time a Member can be suspended is six months. After that time the Executive Committee will review the circumstances of the suspension and the current situation, and may confirm the Membership status as either an Associate Member or an Affiliate, or may proceed to termination of Membership.

### **3.10 Termination of Membership**

3.10.1 A Member ceases to be a Member:

- (a) on liquidation or deregistration; or
- (b) by resignation from that Member's class of Membership by notice to the Secretariat; or
- (c) on termination of a Member's Membership under this Constitution.

3.10.2 A Member of any class may have its Membership terminated by notice in writing given by or on behalf of the Executive Committee:

- (a) for non-payment of fees or other debt to APAC; and
- (b) for serious or repeated breaches (as determined by the Executive Committee) of any APAC Regulations and Codes.

3.10.3 Any investigation will be conducted in accordance with the policy and procedures described in the APAC Management Manual.

3.10.4 Any organisation whose Membership is terminated remains liable to pay APAC any fees due and payable but unpaid at the date of termination.

- 3.10.5 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.
- 3.10.6 Decisions of the Executive Committee reached after all internal appeal processes have been undertaken are final and conclusive.
- 3.10.7 A Member who resigns or whose Membership is terminated under this Constitution:
- (a) remains liable to pay all Membership fees, subscriptions, levies and other fees to APAC's next Balance Date;
  - (b) shall cease to hold himself or herself out as a Member of APAC;
  - (c) shall return to APAC all material provided to Members by APAC (including any Membership or mutual recognition certificate, handbooks and manuals);
  - (d) shall cease to be entitled to any of the rights of a Member; and
  - (e) shall have no claim upon the funds or assets of APAC.

### **3.11 Suspension and Termination of Affiliate status**

- 3.11.1 Affiliate status may be suspended or terminated by written notice of termination sent to the Secretariat or a decision of the Executive Committee.
- 3.11.2 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.
- 3.11.3 A suspended Affiliate shall continue to pay applicable fees as they fall due.
- 3.11.4 Any organisation whose Affiliate status is terminated remains liable to pay APAC any fees due and payable but unpaid at the date of termination.
- 3.11.5 Decisions of the Executive Committee reached after all internal appeal processes have been undertaken are final and conclusive.

### **3.12 Annual Fee**

- 3.12.1 APAC Members and Affiliates shall pay an annual fee to cover the agreed annual budget as provided for under Article 3.12.2 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.
- 3.12.2 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.
- 3.12.3 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**

### **4.1 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.

### **4.2 Composition of the General Assembly**

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

### **4.3 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.

### **4.4 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 their organisation. A Member's designated representative may exercise voting rights on behalf of the Member as well as all the other rights and privileges of membership on behalf of the Member.

### **4.5 Responsibilities of the General Assembly**

The General Assembly shall be responsible for:

- (a) receiving the end of year Annual Report and financial statements of the Society;
- (b) appointing an auditor to hold office until the next General Assembly if the financial statements of the Society are required under the Act to be audited;
- (c) approval of major policies and procedures affecting strategy and/or direction of APAC;
- (d) election of the Chair;
- (e) amendment of Constitution and/or governance policies;
- (f) election of members to the APAC Executive Committee;
- (g) dismissal of members of the APAC Executive Committee;
- (h) other matters as agreed from time to time by the General Assembly; and
- (i) to deal with any other business which the Executive Committee deems desirable.

#### **4.6 Delegation**

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

#### **4.7 Meetings of the General Assembly**

4.7.1 The General Assembly shall meet at least once each calendar year. The time, date and venue of the meeting shall be determined by the Executive Committee and advised to Members and Affiliates, provided that the meeting is held within six months of APAC's Balance Date and the period between any two meetings does not exceed 15 months. The General Assembly is not required to meet in the calendar year of its incorporation but must hold its first meeting within 18 months after its incorporation.

4.7.2 A notice of meeting shall be sent to APAC Members, Affiliates and APAC Committees at least 30 days prior to the proposed meeting date. The notice must state the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it. An irregularity in a notice of a meeting is waived if all the Members entitled to attend at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver. The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member will not invalidate the proceedings at the meeting.

4.7.3 The Society must keep all minutes of the General Assembly. The minutes shall record the outcome of meetings of the General Assembly. The minutes shall be kept by the Secretariat and tabled at the next meeting of the General Assembly.

#### **4.8 Quorum**

4.8.1 No business may be transacted at a meeting of the General Assembly if a quorum is not present.

4.8.2 The quorum for a meeting of the General Assembly is at least sixty-seven (67) % of Members eligible to vote.

4.8.3 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. If at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the Members present will constitute a quorum.

4.8.4 If present, the Chair is to chair a meeting of the General Assembly. If the Chair is not present, the meeting is to be chaired by the Vice Chair. If the Vice Chair is not present, the meeting is to be chaired by the Treasurer.

#### **4.9 Proxy**

4.9.1 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.

4.9.2 The proxy's authority to vote is suspended whilst the Member or the Member's designated representative is also present at the Meeting.

4.9.3 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.

#### **4.10 Conduct of business**

4.10.1 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.

4.10.2 The General Assembly may upon reasonable notice to Members, set any requirements it considers appropriate to satisfactorily identify participants attending meetings.

#### **4.11 Voting Rights**

4.11.1 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.

4.11.2 An 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 Right and, for the avoidance of doubt, the General Assembly has no power to grant any such right.

4.11.3 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 to 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.

4.11.4 The Chair or person acting as Chair has a casting vote, that is, a second vote.

#### **4.12 Voting Procedures**

4.12.1 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.

- 4.12.2 A Member may vote through its delegated representative or by appointing a proxy in accordance with Article 4.9.
- 4.12.3 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.
- 4.12.4 On any given motion at a session of the General Assembly:
- (a) 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;
  - (b) the votes must be counted by at least two persons appointed to that task by the Executive Committee.

#### **4.13 Special Meetings of the General Assembly**

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

#### **4.14 Written resolution in lieu of meetings of the General Assembly**

It is not necessary for APAC to hold annual or special meetings of the General Assembly if everything required to be done at the meeting (by resolution or otherwise) is done by resolution in writing signed in accordance with the Act. Such resolution in writing must be approved by no less than 75% of the number of Members who are entitled to vote on the matters the subject of the resolution. A written resolution under this Article 4.14 may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one or more of the Members who are entitled to vote on the matters the subject of the resolution. Any resolution in writing under this Article 4.14 must be sent to Members to the extent and in the manner required by the Act.

### **5. EXECUTIVE COMMITTEE**

#### **5.1 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. The Executive Committee has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society, unless the Executive Committee's powers are limited by this Constitution, by a resolution approved at a General Assembly or at law.

#### **5.2 Quorum and decisions**

- 5.2.1 The Executive Committee quorum is five members, including the Chair, or such lesser number that is equal to the number of members on the Executive Committee. The APAC Chair chairs the Executive Committee meetings but in



their absence the meetings shall be chaired by the person the Executive Committee elects to act as the acting Chair for the meeting.

- 5.2.2 Unless otherwise specified in APAC Regulations and Codes, all decisions of the Executive Committee shall be by a resolution passed by a simple majority of the votes cast.

### **5.3 Composition of Executive Committee**

- 5.3.1 The Executive Committee shall consist of no less than three and no more than nine persons as follows:

- (a) the APAC Chair who also chairs the Executive Committee;
- (b) the Chair of the APAC MRA Council;
- (c) up to seven elected persons from Full Members and Associate Members; and
- (d) 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.

- 5.3.2 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 APAC Regulations and Codes. A candidate for appointment as an Executive Committee member must be nominated in writing by a Member, with such nomination to be accompanied by the written consent of the candidate and a certificate from the candidate that the candidate is not disqualified from being appointed or holding office as an Executive Committee member by this Constitution or the Act. Nominations for appointment as an Executive Committee member are to be received by the Secretariat within any timeframes specified by the Executive Committee. If there are insufficient valid nominations received, further nominations may be received either prior to the meeting with a shorter notice period that is approved by the Executive Committee or from the floor at the General Assembly.

- 5.3.3 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 their term of office on the Executive Committee.

- 5.3.4 All persons appointed as an Executive Committee member must be qualified to be an Officer of APAC in accordance with the Act.

### **5.4 Treasurer**

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



## **5.5 Attendance at Meetings**

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

## **5.6 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.

## **5.7 Reports to the General Assembly**

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

## **5.8 Responsibilities of the Executive Committee**

The responsibilities of the Executive Committee include:

- (a) to promote and pursue the objectives of APAC;
- (b) to ensure coordination among APAC committees;
- (c) to appoint and monitor the performance of the Secretariat;
- (d) to coordinate the preparation of draft proposals concerning the policies of APAC;
- (e) to receive and discuss reports from APAC committees and working groups and prepare proposals for the APAC General Assembly arising from these reports;
- (f) to review and, if considered appropriate, approve applications for Membership;
- (g) to review and, if considered appropriate, recommend changes to conditions for how an organisation become a Member and ceases to be a member;
- (h) to monitor and enforce compliance with the APAC Regulations and Codes by Members and Affiliates;
- (i) to decide the venue and dates for meetings of the General Assembly and to set the agenda for those meetings;
- (j) to exercise all the powers that APAC may have in General Assembly unless the Executive Committee's power is limited by this Constitution, by a resolution approved at a General Assembly or at law;
- (k) to develop and maintain policy and procedures in connection with the control of funds and investment of APAC's assets; and
- (l) to ensure that all sources of funds are managed with due diligence and that costs are contained within budget limits.

## **5.9 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.

## **5.10 Remuneration**

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

## **5.11 Cessation of Executive Committee Membership**

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

- (a) retirement by written notice to the Executive Committee;
- (b) expiry of the term of office;
- (c) cessation of the person being the designated representative of a Member to the General Assembly;
- (d) removal by decision of the General Assembly; or
- (e) otherwise ceases to be an officer in accordance with section 50 of the Act.

5.11.2 If a person ceases to be an Executive Committee member, that person must within one month return to the Executive Committee all Society documents and property held by that person in their capacity as an Executive Committee member.

## **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.

### **6.2 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.

### **6.3 Chair's Responsibilities**

6.3.1 The APAC Chair shall be responsible for:

- (a) chairing meetings of the APAC General Assembly and the APAC Executive Committee;
- (b) with the support of the Executive Committee, overseeing the business of APAC, in particular, the implementation of decisions taken by the APAC General Assembly;
- (c) ensuring the proper functioning of APAC;
- (d) acting as representative of APAC; and
- (e) promoting the interests of APAC.

6.3.2 The Chair may delegate tasks to any APAC Member as the Chair considers appropriate.

#### **6.4 Secretariat's Responsibilities**

The Secretariat functions including its remuneration are to be documented in a Deed of Agreement with the service provider and include recording the minutes of Executive Committee meetings and annual meetings of the General Assembly.

#### **6.5 Treasurer's Responsibilities**

6.5.1 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.

6.5.2 The APAC Treasurer shall be responsible for:

- (a) monitoring income and expenditure;
- (b) in collaboration with the Chair and Secretariat, arranging for the preparation of an annual budget and its submission to the General Assembly; and
- (c) 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)**

7.1 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.

7.2 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**

8.1 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.

8.2 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.

8.3 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 Committee 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**

9.3.1 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.

9.3.2 Each year the APAC Treasurer shall present an audited statement of income and expenditure for the previous financial year to the APAC General Assembly.

9.3.3 The APAC Treasurer shall have access to all financial information and records and shall be supplied with all financial reports.

9.3.4 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**

9.4.1 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.

9.4.2 APAC's funds and assets shall be devoted solely to the promotion of the objectives and purposes of APAC.

## **10. RECORDS**

- 10.1 The Secretariat on behalf of the Society shall keep an up-to-date register of Members, which shall contain the names, the contact details including the postal and email addresses and telephone numbers of all Members, the dates at which they became Members (if there is no record of the date they joined, this date will be recorded as 'Unknown') and any other information required by this Constitution or prescribed under the Act.
- 10.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretariat of the Society.
- 10.3 The Secretariat on behalf of the Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:
- (a) the former Member's name, and
  - (b) the date the former Member ceased to be a Member.
- 10.4 The Secretariat shall at all times maintain an up-to-date register of the interests disclosed by Executive Committee members.

## **11. CONTACT PERSON**

APAC shall nominate at least one person and no more than three persons to be the contact person for APAC.

## **12. VALIDITY AND RATIFICATION**

### **12.1 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.

### **12.2 Ratification**

- 12.2.1 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.
- 12.2.2 Any ratification under this Article 12.2 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.

**13. AMENDMENT OF APAC CONSTITUTION**

- 13.1 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.
- 13.2 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.
- 13.3 Where an amendment to this Constitution is approved by a meeting of the General Assembly, no change shall take effect until the Secretariat has filed the changes with the Registrar of Incorporated Societies.

**14. 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.

**15. 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.

**16. WINDING UP**

- 16.1 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.
- 16.2 APAC shall continue to exist in so far as the Executive Committee determines is necessary for the settlement of outstanding affairs.
- 16.3 On the liquidation or removal from the Register of Incorporated Societies of the Society, the General Assembly shall determine the distribution of assets to be distributed to:
- (a) a not-for profit institution having objectives similar to those of APAC in relation to the quality and acceptance of conformity results; or
  - (b) if no appropriate institution can be found, to a charity or charities in New Zealand associated with technical, scientific or quality practices; and
  - (c) surplus assets may not be directly or indirectly distributed to the Members.

However, in any resolution under this rule, the Society may approve a different distribution to a different class of not-for-profit entities from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

**17. DISPUTE RESOLUTION**

- 17.1 A Member may make a complaint by giving to the Executive Committee a notice in writing that:
- (a) states that the Member is starting a procedure for resolving a dispute in accordance with APAC's Constitution; and
  - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
  - (c) sets out any other information reasonably required by APAC.
- 17.2 APAC may make a complaint involving an allegation against a Member or an Executive Committee member by giving to the Member or Executive Committee member a notice in writing that:
- (a) states that APAC is starting a procedure for resolving a dispute in accordance with APAC's Constitution; and
  - (b) sets out the allegation to which the dispute relates.
- 17.3 The information given under paragraphs (a) and (b) above must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 17.4 A complaint may be made in any other reasonable manner permitted by APAC's Constitution.
- 17.5 Where a complaint is made, the dispute resolution process in Annexure A must be followed.
- 17.6 Subject to this Constitution and the Act, the decision maker for any dispute raised under this Constitution, is the Executive Committee.

**18. 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.

**19. INDEMNITY AND INSURANCE FOR EXECUTIVE COMMITTEE MEMBERS, OFFICERS, MEMBERS AND EMPLOYEES**

- 19.1 The Society may:
- (a) indemnify any Executive Committee member, Officer, Member, or employee of the Society as contemplated by section 96 of the Act; and
  - (b) effect insurance for any Executive Committee member, officer, Member, or employee of the Society as contemplated by section 97 of the Act,

in each case to the extent permitted by the Act (including the matters set out in section 98(2) of the Act).

- 19.2 Words given extended meanings by section 94 of the Act have those extended meanings in this Article 20.

## 20. LIABILITY

No Executive Committee member, Officer or employee shall be liable for:

- (a) any loss not attributable to dishonesty or to the wilful commission by the Executive Committee member, Officer or employee of an act known to the member to be breach of trust; or
- (b) the neglect or default of any solicitor, bank accountant, auditor, stockbroker, investment advisor or any other agent employed in good faith by the Executive Committee member, Officer or employee;

and in particular, no Executive Committee member, Officer or employee shall be bound to take any proceedings against a co-Executive Committee member, co-Officer or co-employee or former Executive Committee member, co-Officer or co-employee for any breach or alleged breach of this Constitution committed by such co-Executive Committee member, co-Officer or co-employee or former Executive Committee member, Officer or employee.

## 21. DEFINITIONS AND INTERPRETATION

### 21.1 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.

**Act** – means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces.

**Affiliate** – has the meaning set out in Article 3.3.

**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:

- (a) the APAC Regulations;
- (b) the APAC Code of Conduct;
- (c) the APAC Code of Ethics;



- (d) the APAC Obligations of Members; and
- (e) 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 3.5 of this Constitution.

**Balance Date** – means the last day of the Financial Year of APAC being 31 December or such other date as may be determined by the Executive Committee from time to time.

**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** – means services, including but are not limited to: biobanking; calibration; certification of management systems, persons, products, processes and services; inspection; medical testing; provision of proficiency testing; production of reference materials; testing; and validation and verification.

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

**Constitution** – means this constitution as amended from time to time in accordance with Article 13.

**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 ending on the Balance Date.

**Full Member** – has the meaning set out in Article 3.4 of this Constitution.

**Member** – means any organization that is or becomes a member of the Society in accordance with Article 3.

**Membership** – means membership of APAC.

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

**Officer** – has the meaning set out in clause 5(1) of the Act.

**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 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 6.4.

**Society** – means Asia Pacific Accreditation Cooperation Incorporated.

## **21.2 Interpretation**

21.2.1 In this Constitution unless the context otherwise requires:

- (a) words in the singular include the plural and vice versa;
- (b) words importing one gender include each gender;
- (c) the headings in this Constitution have been included for convenience only and shall not be taken into account in the interpretation of this Constitution;
- (d) any schedule, annexure or appendix to this Constitution form part of the Constitution;
- (e) 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;
- (f) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (g) a reference to a person, corporation, trust, partnership, government agency, unincorporated body or other entity includes any of them;
- (h) a reference to “\$” means the lawful currency of Australia unless otherwise specifically stated;

- (i) a reference to an Article or Schedule or Annexure is a reference to an Article or a Schedule or an Annexure to this Constitution;
- (j) 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;
- (k) 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;
- (l) terms not otherwise defined in this Constitution but defined in the Act shall have the same meanings when used in this Constitution; and
- (m) use of the word “including”, “includes” or similar expressions are not words of limitation to the examples given.

21.2.2 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

## 22. AMENDMENT TABLE

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

Section(s)	Amendment(s)	Operative date
All	New constitution confirmed and adopted on re-registration under the Act.	Date registered on the NZ Incorporated Societies Register 2024-01-04 (Version 2.1)
All	Amended constitution to reflect new provisions in the New Zealand Incorporated Societies Act 2022.	2023-12-20 (Version 2.0)
18.1	Change the APAC Financial Year from a July to June period, to the calendar year from January to December.	2020-01-01 (Version 1.1)
3.8	To ensure the APAC Constitution reflects the IAF/ILAC A2 provision for suspension periods to be a maximum of 6-months.	2020-01-01 (Version 1.1)
All	New issue on establishment of APAC.	2019-01-01 (Version 1.0)

## **ANNEXURE A – DISPUTE RESOLUTION**

### **A.1 PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD**

- A.1.1 A Member or an Executive Committee member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- A.1.2 If APAC makes a complaint:
- (a) APAC has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (b) an Executive Committee member may exercise that right on behalf of APAC.
- A.1.3 Without limiting the manner in which the Member, Executive Committee member, or APAC may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (c) an oral hearing (if any) is held before the decision maker; and
  - (d) the Member's, Executive Committee member's, or APAC's written statement or submissions (if any) are considered by the decision maker.

### **A.2 PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD**

- A.2.1 This paragraph applies if a complaint involves an allegation that a Member, an Executive Committee member, or APAC (the "respondent"):
- (a) has engaged in misconduct; or
  - (b) has breached, or is likely to breach, a duty under APAC's Constitution or bylaws under the Act; or
  - (c) has damaged the rights or interests of a member or the rights or interests of Members generally.
- A.2.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- A.2.3 If the respondent is APAC, an Executive Committee member may exercise the right on behalf of APAC.
- A.2.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

### **A.3 INVESTIGATING AND DETERMINING DISPUTE**

- A.3.1 APAC must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- A.3.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.

### **A.4 SOCIETY MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT**

- A.4.1 Despite Article 1 of this Annexure A, APAC may decide not to proceed further with a complaint if:
  - (a) the complaint is trivial; or
  - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
    - i. that a Member or an Executive Committee member has engaged in material misconduct:
    - ii. that a Member, an Executive Committee member, or the society has materially breached, or is likely to materially breach, a duty under APAC's Constitution or the Act:
    - iii. that a Member's rights or interests generally have been materially damaged:
  - (d) the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - (e) the person who makes the complaint has an insignificant interest in the matter; or
  - (f) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
  - (g) there has been an undue delay in making the complaint.

### **A.5 SOCIETY MAY REFER COMPLAINT**

- A.5.1 APAC may refer a complaint to:

- (a) a subcommittee or an external person to investigate and report; or
  - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- A.5.2 APAC may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

**A.6 DECISION MAKERS**

A person may not act as a decision maker in relation to a complaint if two or more members of the Executive Committee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.