

**CONSTITUTION OF THE
ASIA PACIFIC COUNCIL OF OPTOMETRY**
Adopted General Delegates Meeting 8 October 2015

1. ORIGIN (PROVENANCE)

1.1 This Constitution recognizes that the ASIA PACIFIC COUNCIL OF OPTOMETRY (APCO) was formerly the INTERNATIONAL FEDERATION OF ASIAN AND PACIFIC ASSOCIATIONS OF OPTOMETRISTS (IFAPAO), a Federation formed in Manila on the fourteenth day of July, 1978.

Its foundation members were as follows:

- American Optometric Association
- Australian Optometric Association (now known as Optometry Australia)
- Canadian Association of Optometrists
- Fiji Optometric Association
- Hong Kong Optometric Association
- Japan Optometric Association
- New Zealand Optometric Association (now known as New Zealand Association of Optometrists)
- Optometric Association of the Philippines
- Singapore Optometric Association

1.2 This Constitution recognizes that at the time of its adoption, on fourteenth day of April 1995, IFAPAO had additional members as follows:

- Australian Optometric Association (Victorian Division)
- National Research Centre of Optometry China
- The Hong Kong Society of Professional Optometrists
- Indian Optometric Association
- Federation of All-India Optical Associations
- Indonesian Optical Association
- Indonesian Association of Optometrists
- All Japan Optometric and Optical Association
- Korean Optometric Association
- Malaysian Optical Association
- Association of Malaysian Optometrists
- Malaysian Association of Practising Opticians
- Optical Association Mauritius
- Association of Pakistan Opticians
- Philippine Association of Optometrists
- Singapore Society of Optometrists

- Sri Lanka Optometric Association
- Thai Optometric Association

2. NAME

The name of the Council shall be the ASIA PACIFIC COUNCIL OF OPTOMETRY (hereinafter referred to as the “Council”).

3. STATUS

- 3.1 The Council is a not-for-profit organization.
- 3.2 The income and property of the Council shall be applied solely towards the promotion of its objects as set forth in Article 5 and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Council.
- 3.3 The Council shall represent the interests of optometric organizations of the Asia and Pacific region at the World Council of Optometry and other international associations of optometrists, and to participate in the governance of the World Council of Optometry and other international associations of optometrists.

4. MISSION

The mission of the Council is to promote the advancement of primary eye health and vision care by optometrists in the Asia and Pacific region for the benefit of the public.

5. OBJECT

The Council shall have one object: to promote, protect and advance eye health and visual welfare of the peoples of the Asia and Pacific region through:

- 5.1 Providing an international forum for the optometry associations of the Asia and Pacific region, and promoting communication and exchange among all of these associations to facilitate effective collaboration.
- 5.2 Promoting the advancement of ethical professional behaviour and high standards of clinical care by optometrists.
- 5.3 Promoting the high standards of education of optometrists as primary eye care professionals, through supporting the development of university education of optometrists in the Asia and Pacific region.
- 5.4 Promoting, for protection of the public, the development of statutory control of the profession of Optometry in the Asia and Pacific region.

- 5.5 Promoting continuing professional development by convening scientific, educational and professional meetings and conferences among members of the Council and among optometrists from the Asia and Pacific region.
- 5.6 Supporting and facilitating public health programs in Optometry and primary eye health care on a national or international level.
- 5.7 Supporting advocacy for Optometry as a primary eye care profession to government and non-government agencies in the Asia and Pacific region.
- 5.8 Contributing to an informed public opinion among all peoples on matters relating to primary eye health care by optometrists.

6. MEMBERSHIP

Members of the Council shall consist of all the member organizations entered on the Register of Members.

6.1. Categories of Membership

There shall be categories of membership and/or affiliation and/or participation known as Ordinary Members, Affiliate Members, and Distinguished Person Members.

6.1.1 Ordinary Members

Ordinary membership of the Council shall be open to all of the optometry associations whose members are optometrists, practicing or otherwise, of countries, states and territories in the Asia and Pacific region, and which have the following qualifications:

- (i) The objects of the organization are consistent with
 - a) the concept of Optometry as a primary eye health and vision care profession that is autonomous, educated, and regulated (licensed/ registered), and
 - b) the concept of Optometrists as the primary eye health and vision care practitioners of the eye and visual system who provide comprehensive eye health care and vision care which includes refraction and dispensing, the detection/diagnosis and management of disease in the eye, and the rehabilitation of conditions of the visual system.
- (ii) The organization is actively working towards the achievement of the concept of Optometry and the concept of Optometrists by advocating and pursuing statutory regulation and university-level education.
- (iii) The organization subscribes to the mission of the Council and its objects.

6.1.2 Affiliate Members

Affiliate membership of the Council shall be open to any organization whose own charter is limited or specialist in interest or jurisdiction but whose activities generally support the mission of the Council and one or more of its objects.

6.1.3 Distinguished Person Members

Distinguished Person membership is a lifetime honour bestowed upon persons who have made a distinguished contribution anywhere in the region or the world to the promotion and advancement of primary eye health and vision care by optometrists, and/or to persons who have served the Council in a meritorious manner.

6.2. Admission to Membership

6.2.1 Process for Admission to Membership

- (i) Applications for Ordinary and Affiliate membership must be submitted on the form prescribed by the Executive Committee from time to time and must give all such information as may be required by the Executive Committee. If the country from which the application is received is already represented in the Council by one or more member organizations, the Executive Committee may seek comment on the applicant organization from the existing member organization(s).
- (ii) The Executive Committee shall recommend an application for Ordinary or Affiliate membership to members of the Council, which shall vote whether or not the application for membership will be accepted. This can be done by electronic endorsement or by registered mail to the nominated addresses of each member country.
- (iii) Distinguished Person membership will be awarded by a resolution of the Ordinary members on the recommendation of the Executive Committee. This can be done by electronic endorsement or by registered mail to the nominated addresses of each member country.
- (iv) An Ordinary or Affiliate Member who has resigned in good standing may reapply for membership not withstanding Article 6.5(i).

6.3 Fees and Subscription

6.3.1 The annual subscription year is from 1 January to 31 December.

6.3.2 All Ordinary and Affiliate Members shall pay an annual subscription of such amount as shall be determined from time to time by the General Meeting.

6.3.3 Membership dues shall be payable annually on receipt of invoice in advance of January 1 of each year.

6.4 Rights of Membership

6.4.1 Ordinary Members shall, through their nominated representative(s), have the right to attend general meetings, the right to be heard, the right to participate in the voting process, and the right to hold office.

6.4.2 Affiliate Members shall, through their nominated representative, have the right to attend general meetings and the right to be heard, but not the right to participate in the voting process and not the right to hold office.

6.4.3 All rights of Ordinary and Affiliate Members as stated in 6.4.1 and 6.4.2 shall be suspended if they fail to remit annual subscription by end of membership year.

6.5 Resignation/Termination of Membership

6.5. Membership of all categories will be terminated if the Member concerned:

- (i) gives one calendar month written notice of resignation to the Executive Committee. If there is liability for subscription, arrears, or outstanding dues, such liabilities arrears and dues shall remain until discharged. There shall be no refund or partial refund of subscription or other fees upon a member's resignation.
- (ii) is one year in arrears in paying the relevant subscription. Readmission shall be at the discretion of the Executive Committee and will also require the payment of all arrears plus readmission fees to be determined from time to time by the Executive Committee.
- (iii) ceases to exist; or
- (iv) for any circumstances arising that make it undesirable for such Member to continue, then the Membership of that member is removed by a resolution of the Executive Committee passed in an Executive Meeting, provided that the Member in question shall be given reasonable notice of such a meeting and shall have an opportunity to attend and be heard thereat.

7. GENERAL MEETING

7.1 A General Meeting of the Council shall be called by the Executive Committee to be held at least once in every two years or as required under local statutory requirements.

7.2 The purposes of a General Meeting include the presentation of reports from the office-bearers, the election of members of the Executive Committee, and to transact any and all business required to advance the objects of the Council.

7.3 A notice of a General Meeting shall be sent to the nominated address of each member organization in good standing, at least 60 days before the date thereof. The notice may be sent in the form of email, fax or other instant dispatch devices.

7.4 The agenda and related papers for the General Meeting shall be sent to the nominated address of each member organization, in good standing, at least 21 days before the date thereof. This shall include a report on activities, financial report and any other document required by law to be annexed or attached thereto.

7.5 An Ordinary Member may be represented at a General Meeting by two delegates, and an Affiliate Member by one delegate, the names of whom shall be submitted on the form prescribed by the Executive Committee from time to time to the office of the Secretariat at least 28 days prior to the date of the meeting. The Ordinary Member must nominate one of its delegates as the voting delegate of the member organization.

7.6 A General Meeting shall coincide when possible with an international optometric congress.

- 7.7 An Extraordinary General Meeting, called for a specific purpose, may be requisitioned by 33% or more or as required under local statutory requirement of the Ordinary members of the Council, and must be held within three months of receipt by the office of the secretariat of the requisition.

8. VOTING AT GENERAL MEETINGS

- 8.1 Each country shall have one vote. Where a country is represented at a General Meeting by more than one Ordinary Member organization, the vote shall be shared in equal parts, except where one of the member organizations is the national body and the others are regional bodies, in which case the national organization shall exercise the whole of the vote.
- 8.2 A vote may be exercised by proxy, providing that the member organization is in good standing and the appointed proxy has to be nominated in writing by the President of the member organization and in the hands of the Chief Administration Officer at least 5 business days before the meeting.
- 8.3 Unless otherwise provided for in this Constitution, all resolutions should be carried by a simple majority of votes cast by members of the Council present and voting at a General Meeting. Should the vote be tied, the Chairman has the casting vote.
- 8.4 Unless a poll is demanded, a resolution put to the vote of a meeting shall be decided on a show of hands of those present and entitled to vote. If a poll is demanded by one or more members or by the Chairman, it shall be taken in such manner as the Chairman, acting reasonably, directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The declaration by the Chairman of the result of the poll shall be conclusive.

9. COMMITTEES & MEETINGS

9.1 Executive Committee

- 9.1.1 There shall be an Executive Committee of 8 members, seven of which to be elected by a General Meeting of the Council.
- 9.1.2 The Executive Committee is responsible to the Council. The powers, duties, responsibilities and obligations of the Executive Committee are to manage the affairs of the Council and to represent and protect its interest.
- 9.1.3 The Officers of the Executive Committee, being the President, the Vice President and the Treasurer, shall be elected by the Executive Committee from within the membership of the Executive Committee. The President of the last Executive Committee will naturally become the Immediate Past President of the forthcoming Executive Committee.
- 9.1.4 A member of the Executive Committee, not elected to an officer position, shall be able to serve for not more than two two-year terms in succession, subject to re-election by the General Meeting at the end of the first two-year term.
- 9.1.5 Following the first election to an Officer position, an Executive Committee Officer shall be able

to serve for not more than two further two-year terms in succession, subject to re-election to the Executive Committee at the end of the first two-year term.

- 9.1.6 Only those who have served at least one term on the Executive Committee may be eligible to be elected as President or Vice President.
- 9.1.7 Only fully paid up members may submit nominations to the Executive Committee.
- 9.1.8 Nominations for Executive Committee appointments must be made at least 28 days prior to the General Meeting using the prescribed nomination form which must be signed by an authorised signatory of the nominating member organisation.
- 9.1.9 No member of the Executive Committee shall be paid salary or fees nor receive any remuneration or other benefit in money or money's worth from the Council.
- 9.1.10 Members of the Executive Committee may receive reimbursement of out-of-pocket expenses incurred in carrying out Council business.
- 9.1.11 The position of a member of the Executive Committee will be vacated if the membership of the organization he represents ceases (6.5(i)) or if the member resigns by notice in writing to the Executive Committee. Should any such vacancy occur prior to the completion of any two-year term, the Executive Committee may appoint a member to fill such vacancy. Any member appointed in this manner shall retire at the next general meeting but is eligible for re-nomination. The term held by the member during this period will not be counted towards the maximum terms as stated in 9.1.4.

9.2 Other Committees Established by the Executive Committee

- 9.2.1 The Executive Committee may establish a committee or committees comprising such persons as they shall think fit provided that each committee must include at least one Executive Committee Member who shall serve as the Chairman of that committee.
- 9.2.2 The Executive Committee may classify some committees, established in accordance with Article 9.2.1, as Standing Committees of the Executive Committee.
- 9.2.3 No member of a Standing Committee nor any Committee shall be paid salary or fees nor receive any remuneration or other benefit in money or money's worth from the Council.
- 9.2.4 Members of a Standing Committee or any Committee may receive reimbursement of out-of-pocket expenses incurred in carrying out Council business.
- 9.2.5 The chairman of any committee, established in accordance with Article 9.2.1, may serve for a period not exceeding a two by two year term.
- 9.2.6 The proceedings and powers of committees established by the Executive Committee shall be governed by such rules as the Executive Committee may from time to time prescribe and will be available for inspection by members of the Council.

9.2.7 All proceedings of committees must be reported promptly to the Executive Committee by the chairmen of the committees.

9.3 Committee Meetings

9.3.1 The Executive Committee will meet at least two times in each financial year. A meeting of the Executive Committee may be called at the discretion of the President, or may be requisitioned by three members of the Executive Committee. Notice of a meeting of the Executive Committee shall be sent by the Chief Administration Officer to the nominated address of each Committee member no less than two weeks in advance. The notice may also be sent in the form of email, fax or other instant dispatch devices. Such meeting can also be conducted in the form of a conference call.

9.3.2 Committees established by the Executive Committee will meet as necessary to fulfil the functions assigned to them by the Executive Committee.

9.3.3 Any member of the Executive Committee, or of other committees established by the Executive Committee under 9.2.1, may participate in a meeting of their respective committees by means of any technology such as telephone, or video or other instantaneous communication device. Participation in a meeting in this manner shall constitute presence in person at such meeting.

9.3.4 With the consent of the committee members, a committee meeting may also be held via email.

9.3.5 A member present at the commencement of the meeting will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the meeting.

9.3.6 A committee member may not leave a meeting held by an instantaneous communication device by disconnecting his instantaneous communication device unless he has previously expressly notified the Chairperson of the meeting of his intention to leave the meeting. Should the member become disconnected due to poor communication system, notice by email from the member should be forwarded immediately to the Secretariat.

9.3.7 Any minutes of a meeting held via instantaneous communication device signed by the chairperson of the next succeeding meeting of members will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the meeting.

9.4 Voting in Committees

9.4.1 Each member of a Committee shall have one vote. Should the vote be tied, the Chairman has the casting vote.

9.4.2 A written resolution agreed by the majority of the Executive Committee Members entitled to receive notice of a meeting of the Executive Committee and to vote on the issue in question is as valid as a resolution actually passed at a meeting of the Executive Committee duly convened and held.

9.5 Minutes

- 9.5.1 The Executive Committee shall cause minutes to be made in books (or other recordable format) kept for the purpose:
- a. of election of members of Executive Committee
 - b. of election of Officers
 - c. any appointment of a member as required by the Constitution
 - d. of all proceedings at General Meetings and meetings of the Executive Committee or committees, including the names of the persons present at each such meeting.
- 9.5.2 Minutes of all meetings of the Executive Committee and General Meetings and copies of all resolutions must be kept for the number of years as required under local statutory requirement and available for inspection by members of the Council.

10. Notices

- 10.1 Any notice to be sent to or by any person pursuant to these Articles, shall be in writing and may be delivered using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article 'address' in relation to electronic communications includes any number or address used for the purpose of such communications.
- 10.2 The Chief Administration Officer may give any notice to Members either personally, by electronic communication addressed to a Member at its address or by leaving it at that address.
- 10.3 A notice or other document contained in an electronic communication shall be deemed sent on the day following that on which the electronic communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was sent to an email address.
- 10.4 Any notice sent electronically to the Secretary or Executive Officer of a member association must be copied to the President of that member association.
- 10.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 10.6 If a Member is present at a General Meeting or at a meeting of the Executive Committee, the member shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

11. QUORUM

- 11.1 One third of the members of the Council present shall form a quorum for any General Meeting.
- 11.2 In the case of a quorum not being formed for a General meeting, another meeting must be held within the next 3 months.
- 11.3 One half of the members of the Executive Committee or any other committee as established by

the Executive Committee present shall form a quorum for any Executive Committee Meeting or any other committee meeting.

11.4 Two-third of the Officers present shall form a quorum for any Officers Meeting.

12. DUTIES OF OFFICE-BEARERS

12.1 The President shall act as the Chairman at all General Meetings. The President shall normally represent the Council in its dealings with outside bodies but may delegate this duty to the Vice President or another officer or another member of the Executive Committee as deemed appropriate.

12.2 In the event of the absence of the President to perform the duties of his office, the Vice President shall assume the duties of the President. In the event of the absence of both President and Vice President, the remaining members of the Executive Committee will elect one of them to assume the duties of the President.

12.3 The Treasurer shall be the custodian of the funds of the Council. He shall collect all dues and disburse them only upon the presentation of original invoices / receipts signed by the President or the Vice President or their designate. The cash management responsibility may be delegated to the Chief Administration Officer (Article 13.2) by the decision of the Executive Committee; however the Treasurer shall continue to oversee the financial position of the Council.

12.4 A meeting of the Officers shall be called at the discretion of the President. Notice of a meeting of the Officers' meeting shall be sent by the Chief Administration Officer by email or phone call no less than 7 days in advance.

13. CHIEF ADMINISTRATION OFFICER

13.1 The Executive Committee may appoint a person who shall be known as the Chief Administration Officer (CAO) at its discretion from time to time.

13.2 The Chief Administration Officer shall keep the Register of Members, give proper notices of all meetings, prepare agenda and minutes for all meetings, and handle all correspondence and documents of the Council. He will also be responsible for cash management as stated in Article 12.3 which includes financial record keeping and the receipts and payment of accounts and any other duties as determined by the Executive Committee. He will report to the Treasurer and to the President on administration and all Council business and assist in responding to any queries raised by members of the Council.

13.3 The Chief Administration Officer shall be reimbursed by the Council for any out-of-pocket expenses for official duties upon presentation of original invoices / receipts signed by the President or the Vice President or their designate.

14. ESTABLISHMENT OF THE SECRETARIAT OF ASIA PACIFIC COUNCIL OF OPTOMETRY

- 14.1 This section establishes the Secretariat of the Council.
- 14.2 The Secretariat shall be established in a country decided by the Executive Committee upon the recommendation of nominations from member countries eligible to host the Secretariat.
- 14.3 It should be registered as a legal entity pursuant to the requirements of the country where it will be established with a maximum of one local director and allow provisions for bank accounts with a maximum of one local signatory to the accounts.
- 14.4 It should have legislative provisions to ensure international financial transactions, anti-laundering and any other legal requirements are in place for better operation of the bank accounts, and to comply with local legislation.
- 14.5 It should be staffed by the Chief Administration Officer (CAO) appointed by the Executive Committee. The recommendation by the host country member as to a suitable CAO shall be considered by the Executive Committee in its appointment decision.

15. ACCOUNTS

- 15.1 The financial year of the Council shall be from January 1st to December 31st each year.
- 15.2 The Treasure shall ensure proper books of accounts are maintained to provide a true and fair view of the state of the affairs of the Council.
- 15.3 The books of accounts shall be kept at the registered office of the Council, or at such other places as the Executive Committee thinks fit, and shall always be open to the inspection of the members of the Executive Committee.
- 15.4 The Council shall appoint an auditor to inspect the Council's accounts every two years or annually if required under local statutory requirement.

16. DISSOLUTION

16.1 Resolution for Dissolution

The Council shall be dissolved if a resolution for its dissolution is passed by a majority consisting of not less than 66% of the members present and eligible to vote at an Extraordinary Meeting called for that specific purpose.

16.2 Funds at Dissolution

On the winding up or dissolution of the Council no part of the property or funds of the Council shall be transferred or distributed to or among the members but after providing for payment of the debts and liabilities of the Council any surplus property or funds shall be given or transferred to some other Association or Institution having objects altogether or in part similar to the objects of the Council and which shall by its Constitution prohibit the payment or distribution of its property funds and income to or among its members to at least as great an extent as does the Council by this Constitution.

17. ALTERATION OF THE CONSTITUTION

The Constitution of the Council shall only be altered by a 66% majority vote of the members of the Council present and voting at a general meeting.

18. INTERPRETATION

18.1 The phrase 'GOOD STANDING', wherever appearing in this Constitution, connotes a subjective evaluation of the member's repute and standing, and the Executive Committee's decision as to whether or not a particular member is of 'good standing' shall be final.

18.2 The words "CHAIRMAN" and "HE", wherever appearing in this Constitution, refers to both genders.

Adopted as an alteration to the Constitution of APCO at a General meeting of Delegates of APCO Member Organizations held at The Gardens Hotel, Kuala Lumpur, Malaysia on 8 October 2015