

BYLAWS OF THE
ASIAN PACIFIC SOCIETY OF CARDIOLOGY

(Ratified at the 22nd GA, July 14, 2017)

NAME AND CONSTITUTION

Article 1

The name of the society shall be the Asian Pacific Society of Cardiology (APSC). Its constitution shall be the Heart Associations of all countries in Asia and the Pacific region who apply for membership and are duly accepted, together with Individual Members from countries where no Heart Association exists. Not more than one Association from each country shall be admitted; except when a territory of a country is at present under a separate authority, the society from that territory can also be a member. The Society shall be affiliated with the other Continental and Regional Cardiological Associations in the Membership of the World Heart Federation (WHF) and take part in its activities.

OBJECTIVES

Article 2

The aims of the APSC shall be:

1. To foster the study and disseminate knowledge of diseases of the cardiovascular system, particularly in the region of Asia and the Pacific.
2. To promote scientific exchange and help establish closer personal and professional contacts among those interested and working in this field.
3. To facilitate communication between the Member Societies within the region.
4. To organize and hold a regional congress every year or at such other times as determined by the General Assembly and to promote and support such other activities as may be deemed necessary for the realization of above aims.

5. To cooperate with the WHF and other international bodies in scientific and educational programs.

MEMBERSHIP

Article 3

1. The APSC shall comprise the heart associations/cardiac societies of the Asia and Pacific region existing at present who have given their signature and accord to the Bylaws.

2. Heart associations/cardiac societies in other countries of the region, which may later be created, may apply for Membership to the APSC. Application for membership should include a list of declared members and the bylaws of the association/cardiac society which should be forwarded to the Secretary General. The Executive Council shall consider the application and may give approval for admission subject to ratification by the General Assembly. Every application shall imply agreement with the APSC Bylaws in force.

3. Members of various heart associations/cardiac societies which subscribe to the APSC shall ipso facto be members of the regional society, hereafter referred to as 'Member Societies'.

4. Cardiologists and Scientists interested in cardiology from countries where no Heart Association exists may apply for membership of the APSC as an Individual Member. Admission shall be decided by the Council.

5. Regional sub-specialty cardiology societies may apply to join APSC as a sister-society. For each cardiology sub-specialty, there shall only be one sister-society recognized. Admission shall be decided by the Council, by consensus.

Article 4

Member Societies in countries in Asia and the Pacific shall be grouped into 3 Zones. Each Zone shall be represented in the Council by two (2) Vice-Presidents.

Zone 1 – NORTH ASIA AND THE PACIFIC, to comprise:

Hong Kong
Mongolia
Japan
Taiwan
People's Republic of China

Republic of Korea (South Korea)
People's Republic of Korea
Australia and New Zealand
Papua New Guinea
Fiji and other Pacific Islands

Zone 2- SOUTH-EAST ASIA, to comprise:

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|------------------------------|-----------------------|
| Myanmar | Republic of Singapore |
| People’s Republic of Vietnam | Laos |
| Cambodia | Thailand |
| Philippines | Malaysia |
| Indonesia | Brunei |

Zone 3 – SOUTH ASIA AND THE MIDDLE EAST, to comprise:

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|----------------------|--------------|
| Bangladesh | Iran |
| Nepal | Saudi Arabia |
| India | Jordan |
| Sri Lanka | Syria |
| Mauritius | Lebanon |
| Pakistan | Kuwait |
| Afghanistan | Iraq |
| United Arab Emirates | |

Article 5

1. Each constituent Member Society shall remit to the Treasurer of the APSC annual dues proportional to the declared number of its Members, with the dues basis to be determined by the Executive Council. The current dues basis is USD1.25 per declared member of the Member Society. A minimum dues of USD500 for each Member Society is required. The dues should be paid to the Treasurer not later than June 30 of each year.

2. Individual Members shall pay entrance fees and periodic dues as set by the Executive Council.

3. To encourage greater dues contribution and instill incentives for a greater voice in participation, the declared membership numbers shall be entitled to extra voting rights, on a tiered basis as follows:

<400 members	= 2 vote
400-999	= 3 votes
1,000-9,999	= 4 votes
10,000-19,999	= 5 votes
≥20,000	= 6 votes

3.1 To encourage more regional cardiology sub-specialty to join and be part of the APSC, each sister-society shall be entitled to 1 vote.

4. Non-payment of funds, including membership dues and Regional Congress revenues, shall entail automatic suspension of voting rights and the ability to hold office in the APSC and its other bodies if the dues are not paid within 1 month prior to the General Assembly. If funds, including Regional Congress revenues, from a

Member Society or Individual Member remain unpaid for more than two consecutive years, the matter shall be brought to the attention of the Executive Council. If the explanation is not satisfactory, this may entail cancellation of membership. Restoration of membership would require re-application and incur a re-application fee as deemed fit by the Executive Council.

5. Only Member Societies in benefit shall be entitled to bid and host the annual APSC congress.

Article 6

Resignation of members from the APSC may be effected by correspondence with the Executive Council. Resignation, however, shall take effect only at the beginning of the next General Assembly.

Article 7

On resignation or cancellation of Membership or on the death of an Individual Member, membership in the APSC shall cease and all rights and privileges attached thereto shall be lost.

ADMINISTRATION

Article 8

The administration of the Society shall be entrusted to:

1. The General Assembly
2. The Executive Council

Article 9

The General Assembly shall comprise delegations representing each Member Society in good standing (dues and all financial obligations to the APSC paid and current). Each delegation shall comprise a maximum of three (3) delegates, and one of these members shall be the president of the Member Society who shall serve as chairperson of the delegation or his/her designate. Where possible each Member Society must inform in advance the Secretariat the names of their delegates for proper roll call at the General Assembly. The chairperson of the delegation shall cast the allocated number of vote(s) based on declared membership allocation for each delegation.

Article 10

1. The General Assembly shall meet annually on the occasion of each Regional Congress of Cardiology conducted by the Society. The agenda should be circulated to each Member Society at least two months prior to the General Assembly.
2. The General Assembly shall meet also in extraordinary session whenever the Council deems it advisable or at the written demand of one third of the Members, provided that two months notice of the meeting is given and that the agenda is circulated at least one month prior to the Meeting.
3. Where urgent decisions are required, the President shall be empowered to make necessary decisions provided that he has obtained the written approval of the majority of the Executive Council. The decisions must be ratified at the next meeting of the General Assembly.

Article 11

1. Meetings of the General Assembly shall be presided over by the President or in his/her absence by the President-Elect or one of the Vice-Presidents as elected by the Council.
2. The other members of the Executive Council and the chairpersons of the Scientific Councils may be invited to attend the General Assembly but without voting rights except as part of their country's delegation. Individual Members, as defined in Article 3, paragraph 4, may be invited to attend the General Assembly without voting rights.

Article 12

1. The General Assembly shall have supreme jurisdiction over the APSC and shall deal with questions not especially reserved for the Executive Council.
2. The General Assembly shall have the following functions:
 - a. To express itself on the reports of the activity of the Executive Council and on the accounts of the Society.
 - b. To approve the Bylaws and to discuss any proposed modification of the Bylaws.
 - c. To decide on the location of the next Regional Congress.
 - d. To proceed to statutory elections.
 - e. To decide all questions presented to it on the agenda of the day.
 - f. To decide on the dissolution and the liquidation of the Society.

Article 13

Providing the General Assembly has been properly called together, the presence of delegations from one-half of the Member Societies in benefit shall constitute a quorum.

Article 14

Except as otherwise provided in these Bylaws, a simple majority of the votes of the delegations present shall be sufficient for approval of a motion. Each delegation is entitled to its allocated casting vote(s) as determined by its declared membership numbers. In the event of a deadlock, the President of the APSC shall cast the deciding vote.

Article 15

The General Assembly shall decide by ballot the location of the next Regional Congress to be awarded, at least two(2) years in advance. Member Societies wishing to host a Congress must make the application to the Secretary General at least 2 months prior to the General Assembly and should provide the necessary supporting information. Fifty percent (50%) of the profit of each Asian Pacific Congress of Cardiology or other APSC meeting or USD 50,000 (whichever is more) shall be due to the APSC and must be paid by one year after the last date of said Regional Congress.

APSC FELLOWSHIP

Article 16

There shall be Fellows of the APSC (FAPSC), who will be elected to recognize individuals as a person of distinction and high standing in the field of cardiovascular medicine.

THE EXECUTIVE COUNCIL

Article 17

1. The Executive Council shall be composed of the President, President-Elect, six (6) Vice-Presidents from the 3 zones (as defined in Article 4), the Secretary General, the Treasurer, Immediate Past-President, a councilor for each Member Society who has more than 1/10th of the total number of Fellows of the APSC and a representative

from each sister-society.

2. The President-Elect shall be elected from a nominee of a Member Society in benefit at the time of the General Assembly. Each Member Society in benefit may only nominate one candidate for the position of President Elect. The nominated candidate should be or have been the President, Past President or President-Elect of the Member Society. The President-Elect of the APSC shall assume the position of President of the APSC one year after his/her election to serve a term of one year. He/She shall not be eligible for re-election. He/She shall remain in the Executive Council for a further term as Immediate Past-President. This new term of office shall begin from 2020.

3. The President shall preside over the meetings of the Executive Council. He shall submit the report of the Executive Council to the General Assembly.

4. If the President is unable temporarily to perform his duties, the Executive Council shall have the power to delegate all or any part of his duties to one or more of the Vice-Presidents or the President-Elect. If the President has to relinquish his post permanently, the President-Elect assumes the position of the President.

5. The Vice Presidents shall be elected by the General Assembly from nominations put forward by the Member Societies of each Zone. These nominations should preferably be selected by previous correspondence within the Zone. The Vice-Presidents shall serve for a term of one year or until the next General Assembly. Each may be eligible for re-election for a second term. The Member Society to which the Vice President belongs shall not ordinarily nominate a Vice-President from its own Membership following the second term. If a Vice-President must withdraw from that position for any reason, a replacement shall be appointed by the Executive Council from nominations made from the Zone concerned. The appointee shall serve until the next meeting of the General Assembly at the Congress.

6. The Vice-President(s) of each Zone shall provide liaison between the Executive Council and their respective Zone Members. Whenever possible the Zone Vice-President shall participate in Member Society activities. Responsibilities will be assigned by the Executive Council and periodic written reports of activities shall be submitted to the Executive Council.

7. The Secretary General and the Treasurer shall come from the host country of the Permanent Secretariat nominated by the host national society and approved by the Executive Council. They shall serve two (2) year terms that are renewable by the President on recommendation of the same host national society. The venue of the Permanent Secretariat shall be reviewed by the Executive Council every six (6) years.

Article 18

1. The Executive Council shall carry out the decisions of the General Assembly and assure the realization of the aims of the Society. It shall enjoy the powers of administration within the limits fixed by the Bylaws.

2. The Executive Council shall convoke the General Assembly meetings, prepare the agenda, organize the scientific meetings, and decide on other activities in keeping with the general objectives of the Society.

3. The Executive Council through the President shall render a detailed account of its activities to the General Assembly.

4. The Executive Council shall have the authority to make use of funds of the Society and/or seek financial assistance to cover the necessary expenditure of its activities.

Article 19

1. Members of the Executive Council may attend meetings of the General Assembly but shall not have individual voting rights apart from the President who has the casting vote.

2. The Executive Council will ordinarily hold meetings at the time of the Society's Congress and on any other time or location that is convenient i.e. at the American College of Cardiology (ACC) Annual Scientific Sessions, the European Society of Cardiology (ESC) Congress or the World Heart Federation Congress.

3. Members of Executive Council who are unable to attend the meetings may nominate a substitute to represent their views at the meeting provided that the Secretary General is notified in writing.

4. Attendance of five Members or their substitutes constitute a quorum.

5. In between regular meetings, business shall be carried on generally by correspondence. However, special meetings of the Executive Council may be called at any time:

a. By the President at his discretion

b. If the majority of Councilors desire it, providing in either event, that two months' notice is given and that the agenda is circulated at least one month before the meeting.

6. Chairpersons of Scientific Councils of the Society may be co-opted to the Executive Council to discuss the business of their Councils without voting rights.

Article 20

1. The APSC shall be represented generally by the Executive Council or by duly appointed representatives of the Executive Council.

2. The Society can be legally committed by the collective signatures of the President and the Secretary General.

Article 21

The APSC nominee for delegate to the WHF Executive Board shall be the President. The President or his nominee shall also represent the APSC in other regional societies such as the American College of Cardiology or the European Society of Cardiology.

SCIENTIFIC ADVISORY BOARD

Article 22

There shall be a Scientific Advisory Board (SAB) to oversee, direct, and coordinate activities of the Scientific Councils of the APSC and any science-related task forces and working groups. The chairperson of the SAB shall be appointed by the Executive Council, who shall select the members of the SAB from the current membership of the Scientific Councils, or nominees from Member Societies, for ratification by the Executive Council. The maximum number of members of the SAB shall be eight (8) persons, including the chairperson. The term of each member of the SAB shall be three (3) years and may be extended for two (2) years on the recommendation of the Executive Council. The duties and responsibilities of the SAB shall be detailed by the Executive Council in a written standard operating procedure. All members of the SAB shall be from Member Societies in benefit.

SCIENTIFIC COUNCILS

Article 23

1. There shall be eleven (11) standing Scientific Councils of the APSC. They shall function to promote the aims of the Society, and are expected to develop appropriate practice guidelines, positions on important issues in their subspecialty and/or some educational materials during their terms.

2. Each Scientific Council shall have a Chair appointed by the Executive Council. The Chairperson appoints the Scientific Council Secretary. Membership to each Scientific Council should be limited to not more than five and should be chosen from among the three zones of the APSC.

3. The 11 Scientific Councils are as follows:

3.1 Clinical Cardiology

3.2 Interventional Cardiology

3.3 Hypertension

3.4 Heart Failure

3.5 Cardiac Imaging

3.6 Pediatric Cardiology

3.7 Arrhythmia

3.8 Cardiac Rehabilitation

3.9 Endovascular Therapeutics

3.10 Preventive Cardiology

3.11 Cardiovascular Surgery

4. Ad Hoc Committees may be formed by the Executive Council to examine particular problem areas in relation to both professional and administrative problems in order to advise the Executive Council.

5. The President of the Society shall be an ex officio member of all Committees, Councils, and Boards. Members of the Scientific Councils of WHF may be ex officio members of a Scientific Council or Committee where appropriate. Members of Scientific Councils or Committees who are unable to attend a meeting may nominate a substitute provided that the Secretary General of the APSC and the Chairman of the Committee are notified in writing. Minutes of all Committee meetings shall be circulated to the Executive Council.

FINANCE

Article 24

1. The Society shall control the monetary fund for its need and for its program of activities. This fund shall be established through annual dues of its component Member Societies, subsidies, gift, legacies, and any support made to the Society, whether by its own members or by persons or institutions outside the Society, the acceptance of which is approved by the Executive Council.

2. The Treasurer shall submit an audited account to the Executive Council and to the General Assembly of the Society.

LANGUAGE

Article 25

The official language of the Society shall be English.

AMENDMENTS OF BYLAWS

Article 26

1. Proposals for changes in the Bylaws shall be entertained by the General Assembly only after prior notice in writing to the entire Membership of the Assembly has been made and the matter included in the agenda. Such proposals must be forwarded to the Secretary General in writing at least three months before a meeting of the General Assembly in order that the proposal may be circulated beforehand to all Member Societies at least two months before meeting.

2. A two-thirds majority vote of the delegations present at the General Assembly shall be required for approval of any amendment to the Bylaws.

DISSOLUTION AND LIQUIDATION

Article 27

1. The decision to dissolve the Society shall be taken on a majority vote of at least three-quarters of the delegations present at properly constituted meeting of the General Assembly.

2. In case of dissolution, the General Assembly shall decide on the disposition of the assets of the Society and shall elect persons charged with carrying out the liquidation.