

**CONSTITUTION OF  
TISSUE ENGINEERING AND REGENERATIVE MEDICINE INTERNATIONAL  
SOCIETY – ASIA-PACIFIC CHAPTER**

**1 INTRODUCTION**

1.1 This Society shall be known as the “Tissue Engineering and Regenerative Medicine International Society - Asia-Pacific Chapter”, hereinafter referred to as the “Society” and may be referred to by the abbreviation TERMIS–AP. The Society is affiliated to the Tissue Engineering and Regenerative Medicine International Society (hereinafter referred to as the “International Society”).

**2 PLACE OF BUSINESS**

2.1 Its place of business shall be at “27 Chuan Garden, Singapore 558545” or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

**3 OBJECTS**

3.1 The Society shall be a non-profit organisation and its main object is to advance both the science and technology of tissue engineering and regenerative medicine in the Asia-Pacific region.

3.2 To accomplish the object, the Society shall bring together a regional community of persons engaged or interested in the field of tissue engineering and regenerative medicine, and shall promote education and research within the field of tissue engineering and regenerative medicine through regular meetings, publications and other forms of communication, and shall encourage and coordinate collaboration and cohesion among the members residing within the Asia-Pacific region to facilitate understanding of or address, among other things, regulatory policies and practices relating to the application of tissue engineering and regenerative medicine technologies. The Society shall conduct or facilitate the collection of information and promote the informed, current discussion regarding the development and application of tissue engineering and regenerative medicine technologies within the Asia-Pacific region.

**4 MEMBERSHIP QUALIFICATION AND RIGHTS**

4.1 Classes of Members

Only individuals may be members of the Society. There shall be three classes of members.

4.1.1 Ordinary Member

Any individual professional either with an engineering, science or medical university degree engaged or interested in the field of tissue engineering who

does not qualify as a Student Member. Ordinary Members will pay regular membership fees and have the right to vote and to hold office.

#### 4.1.2 Student Member

Any individual who is engaged as a full-time graduate or undergraduate student in a university or college program and is actively involved in research in the field of tissue engineering. This class of members will pay a lower membership fee and do not have the right to vote. Additionally, postdoctoral fellows may also be qualified for paying the reduced membership fee which will be a little higher than the student membership fee.

#### 4.1.3 Honorary Member

This class of membership is accorded to the distinguished members of the TERMIS-AP. Generally, members who are over 65 years old and have made significant contributions to TERMIS-AP can be nominated. A process will be in place for the Council to select and approve the nomination. This class of members will not have to pay membership fee and do not have the right to vote.

#### 4.2 Rights of Members

Ordinary Members of the Society who are above 21 years of age shall have the right to participate in the Society's meetings, stand for election, receive publications and other membership benefits as determined by the Council, and to vote for candidates for leadership of the Society. A copy of the Constitution shall be furnished to every approved member.

#### 4.3 Removal of Members

Where, after due enquiry by the Council, a member is found by the Council to be guilty of any felonious or criminal act, or disgraceful conduct in any professional respect or otherwise unbecoming of a member of the Society, the Council may resolve to reprimand in such manner as the Council sees fit, including, suspending or expelling the offending member from the Society. Any member suspended or expelled by resolution as aforesaid shall thereby forfeit all his rights and privileges as a member of the Society. An aggrieved member may appeal within a month from the date of his expulsion, to the General Meeting of members, whose decision shall be final.

### **5 APPLICATION FOR MEMBERSHIP**

#### 5.1 Admission to Membership

Admission as a Member of the Society within one of the classes of membership specified in Article 4.1 shall be granted to any individual provided such individual:

- (i) supports the purposes of the Society;
- (ii) has a primary residence in the Asia-Pacific region; and
- (iii) meets the obligations provided in Article 5.2.

#### 5.2 Registration

Every individual seeking admission as a Member of the Society shall complete an application form approved by the Council which shall require the individual to at least provide his/her current mailing address, e-mail address and organizational affiliation or employment. It shall be the continuing obligation of

each Member to keep the Society advised of any change to any of this information. Such personally identifiable information shall be maintained by the Society exclusively for the purpose of enabling efficient dissemination of information to the Members by the Society.

## **6 REGISTRATIONS AND PAYMENT OF DUES**

6.1 The dues for membership in the Society shall be established by the Council.

6.2 Dues shall be payable annually in advance at the start of the fiscal year and may be invoiced or collected through registration fees paid to attend an annual meeting of the International Society or the Society. The fiscal year of the Society begins on 1<sup>st</sup> August and ends on 31<sup>st</sup> July. Those who have not paid their dues by July 31 shall be notified that they are in arrears and that their names will be dropped from the membership rolls within thirty (30) days. Members shall be reinstated upon payment of dues. All Members who have paid their annual dues in full are eligible to vote in any election or on any matter that may come before the Members at any meeting of the Society.

## **7 SUPREME AUTHORITY AND GENERAL MEETINGS**

7.1 The supreme authority of the Society is vested in a General Meeting of the Members.

7.2 Annual General Meeting.

7.2.1 An Annual General Meeting shall be held within 3 months from the close of the financial year. Notice of the time and place of the Annual General Meeting shall be given to all Members not less than sixty (60) days prior to such meeting.

7.2.2 The following points will be considered at the Annual General Meeting:

- (a) The previous financial year's account and annual report of the Council;
- (b) Where applicable, the election results of office-bearers and Honorary Auditors for the following term.

7.3 Extraordinary General Meeting

7.3.1 An Extraordinary General Meeting may be called by the President on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, and may be called at anytime by order of the Council. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within sixty (60) days from receiving this request to convene the Extraordinary General Meeting.

7.3.2 If the Council does not within sixty (60) days after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving fifteen (15) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board or website.

7.4 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one (1) week before the meeting is due to be held.

#### 7.5 Voting

Those Members present and entitled to vote at any meeting of the Society for which notice has been given shall constitute a quorum. At all meetings of the Members, all decisions shall be determined by a majority of the Members present in person. Voting by proxy shall not be allowed at all General Meetings.

7.6 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

## **8 COUNCIL**

8.1 The administration of the Society shall be entrusted to a Council consisting of the following to be elected at 3-yearly Annual General Meeting. Names for the Council members shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members.

#### 8.2 Composition

The Council shall consist of not less than seven (7) and not more than nineteen (19) Members, including the President, President-Elect, Immediate Past President, Secretary, Treasurer, Member-at-Large, and up to to 13 Ordinary Council Members. Council members shall serve for a period of three (3) years. A Council member may be elected to serve a second consecutive term. All office-bearers, except the Treasurer may be re-elected to the same or related post for a consecutive term of office. The President-Elect shall automatically succeed to the Office of President upon the conclusion of the President's term of office.

#### 8.3 Duties

The Council shall be responsible for the management of the affairs and business of the Society and may adopt such rules and regulations as they pertain to the conduct of its meetings, election of Council members and the management of the Society as it deems proper, provided such rules and regulations are not inconsistent with the laws of the place of incorporation of the Society. The Council shall not represent the International Society on any issue, activity, matter, or otherwise, without the express permission of the International Society.

#### 8.4 Meetings

Any or all of the Council members may participate in a meeting by means of conference telephone or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another, and such participation shall constitute presence in person at the meeting. Regular meetings of the Council shall be held

not less than semi-annually, with one meeting to take place at the time of the annual meeting of the Members of the Society and one or more meetings at such other times and places as the Council may determine. Special meetings of the Council may be called by the President at any time, or by the President or the Secretary upon the written request of a majority of the Council members.

#### 8.5 Notice of Council Meetings

Notice of the place and time of each Council meeting shall be served on each Council Member, by electronic mail or by oral, telegraphic or other written notice, duly served on or sent or mailed to him or her at least five (5) days before the date of the meeting, unless the prior receipt of such notice is waived. Attendance of a Council Member at a meeting of the Council shall constitute a waiver of notice of such meeting except where the Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### 8.6 Quorum

At any meeting of the Council, two-thirds (2/3) of the Council members shall be present to constitute a quorum for its proceedings to be considered valid.

#### 8.7 Voting

At all meetings of the Council, each member of Council shall have one vote, and all decisions shall be determined by a majority of the participating Council members voting. If there is a tie, then the Presiding Chair will have the casting or deciding vote.

#### 8.8 Vacancies

If a Council member shall resign or be removed from that position, the Council may co-opt a successor to serve for the balance of the unexpired term. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

#### 8.9 Removal from Council

Where, after due enquiry by and only upon the request of a Council member, a Council member is found by the Council to be guilty of any felonious or criminal act, or disgraceful conduct in any professional respect or otherwise unbecoming of a member of Council, the Council may resolve to reprimand in such manner as the Council sees fit, including suspending or expelling the offending Council member from that position and recommending to the International Society to expel such person from the International Society. It is imperative for the elected Council members to participate in scheduled Council meetings. Notification of Council meetings, as indicated in Article 8.4, must be provided five (5) days before the date of the scheduled Council meeting. If a Council member is unable to participate in the Council meeting, either in person or by teleconference, it is recommended that the individual notifies the President in a timely manner of his/her absence and identifies a representative to participate in the Council meeting on his/her behalf. Generally, Council retains the right to remove a Council member after three successive non-attendances.

8.10 The Council has power to authorise the expenditure of a sum not exceeding \$5,000 per month from the Society's funds for the Society's purposes.

## **9 DUTIES OF OFFICE-BEARERS**

### **9.1 President**

The President shall:

- (a) preside over the meetings of the Council and the Society;
- (b) represent the Society at all meetings of the International Society; and
- (c) present at each annual meeting of the International Society, a report on the condition of the business of the Society.

### **9.2 President-Elect**

The President-Elect shall:

- (a) serve as a member of Council; and
- (b) serve as an advisor to the President and to preside in his/her absence, performing the functions of the President when so acting.

### **9.3 Immediate Past President**

The Immediate Past President shall serve as the Chairman of the Nominating Committee and discharge such other duties which the President may reasonably request from time to time.

### **9.4 Secretary**

The Secretary shall:

- (a) keep the minutes of the meetings of the Council and of the Society;
- (b) give and serve all notices of the Society;
- (c) be the custodian of all records of the Society, and to ensure that the books, reports, statements and certificates required by the statutes of the place of incorporation of the Society are properly kept, made and filed according to law;
- (d) maintain the membership roll and keep such records open, subject to inspection as required by law; and
- (e) do and perform such duties pertaining to the Office of Secretary as may be designated from time to time by the Council.

### **9.5 Treasurer**

The Treasurer shall:

- (a) have the care and custody of and be responsible for all the funds and securities of the Society. He/She shall promptly deposit all funds in the name of the Society, including without limitation, funds representing the amount of annual dues collected through registration fees paid to attend the Society's annual meeting and any other sources of funds, in bank or banks, trust company or trust companies or safe deposit vaults approved by the Council;
- (b) sign, make and endorse in the name of the Society, all cheques, drafts, warrants or orders for the payment of money, and pay out and dispose of same and receipt therefore as authorized by the President or the Council, subject to such conditions for counter-signature or such other

requirements as the Council shall establish to provide for effective management of the Society's finances;

(c) render a statement of the condition of the finances of the Society at each regular meeting of the Council and at such other times as shall be required, and make a full financial report at the annual meeting of the Society;

(d) submit regular financial reports to the Treasurer of the International Society that fairly and accurately reflect the current financial condition and historical revenues and expenses of the Society;

(e) do and perform such duties pertaining to the office of Treasurer as may be designated from time to time by the Council.

(f) keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness.

(g) be authorised to expend up to \$200 per month for petty expenses on behalf of the Society.

(h) not keep more than \$500 in the form of cash and money in excess of this will be deposited in a bank to be named by the Council.

## 9.6 Vacancies

### 9.6.1 President

If the office of President becomes vacant, the President-Elect, if there is one at the time, shall immediately assume the office of President for the balance of the unexpired term and shall be deemed to have resigned the office of President-Elect. The President-Elect who assumes the office of President early shall remain in that office to serve the term to which he/she would have automatically succeeded under Article 9.2. If there is no President-Elect, the Council shall appoint a Member of the Society to serve as President for the balance of the unexpired term.

### 9.6.2 President-Elect

If the office of President-Elect becomes vacant, that office shall remain vacant until the next election when a nominee for that office would ordinarily be elected.

### 9.6.3 Secretary and Treasurer

If the office of either the Secretary or Treasurer becomes vacant, the Council shall co-opt an Ordinary Member of the Society to assume such vacant office for the balance of the unexpired term.

## 9.7 Removal from Office

Where, after due enquiry by and only upon the request of a Council member, an Office-Bearer is found by the Council to be guilty of any felonious or criminal act, or disgraceful conduct in any professional respect or otherwise unbecoming an Office-Bearer of the Society, the Council may resolve to reprimand in such manner as the Council sees fit, including, suspending or expelling the offending Office-Bearer from the Office and recommend to the International Society to expel such person from the International Society. It is imperative for the Office-Bearer to participate in scheduled Council meetings. Notification of Council meetings, as indicated in Article 8.5, must be provided five (5) days before the date of the scheduled Council meeting. If an Office-Bearer is unable to

participate in the Council meeting, either in person or by tele-conference, it is recommended that the individual notifies the President in a timely manner of his/her absence. Generally, Council retains the right to remove an Office-Bearer after three successive non-attendances.

## **10 COMMITTEES OF THE COUNCIL**

### **10.1 Committees of the Council**

(a) There shall exist the following Standing Committees to assist the Council in managing the affairs of the Society: Nominating Committee and Conference Coordinating Committee.

(b) By resolution adopted by a majority of the whole Council, other Standing or Temporary Committees may be appointed by the Council from time to time. Each such Committee shall have and exercise such authority of the Council in the management of the business and affairs of the Society as the Council may specify from time to time.

(c) These Committees should have at least four (4) members. Appointed members of the Standing or Temporary Committees do not have to be members of the Council, but must be active Members of the Society.

### **10.2 Nominating Committee**

The Nominating Committee shall be responsible for nominating candidates for all elected positions of the Society. In discharging this responsibility, the Committee will seek to provide for the widest possible participation in the management of the Society among the classes of Members and the countries represented within the Society. The members of the Nominating Committee shall be appointed by the President, subject to the approval of the Council. The Nominating Committee shall be chaired by the Immediate Past President. To the extent possible consistent with the interests of the Society in having the best qualified persons elected to office, the Nominating Committee shall comprise of Members who shall not themselves be nominees for election during the time of their service on the Committee.

### **10.3 Conference Coordinating Committee**

The Conference Coordinating Committee shall be responsible for coordinating the annual conference of the Society. The members of the Conference Coordinating Committee shall consist of the chairs of the Society's current and immediate past annual conference and such other members as may be appointed by the Council.

## **11 ELECTIONS**

### **11.1 Nominating of Candidates**

(a) Candidates for election as a Council member shall be selected by the Nominating Committee in accordance with Article 10.2. At least thirty (30) days prior to the election date, the Nominating Committee shall submit to all voting members, by internet/electronic announcement or by telegraphic or other written notice or by announcement in an official publication of the Society, a list of nominations containing at least two candidates for each office, together with

sufficient biographical information regarding each candidate to enable the members to evaluate the candidates' qualifications for election.

(b) Additional nominations may be made by petition to the President and received or postmarked not later than fifteen (15) days following the publication of the list of nominations, setting forth the names of the proposed candidates and the offices for which it is proposed they be nominated, and providing sufficient biographical information regarding each candidate to enable the members to evaluate the candidates' qualifications for election. To be valid, such a petition must be signed by at least twenty (20) current members, of whom at least five (5) members must be resident in different countries in Asia-Pacific.

#### 11.2 Eligibility of Members for Election

Any member in good standing may be eligible for election or appointment as a Council member, unless the member is otherwise prohibited from serving in that capacity by reason of a limitation on the service of consecutive terms of office. However, such a limitation precluding a member from re-election to an Office shall not bar the Member from election to another Office. No Member may hold more than one elected Office at any one time.

#### 11.3 Timing of Elections

The Council shall establish the date of each election year when votes shall be cast for the election of Council members (the "Election Date"). The Election Date shall be selected by the Council.

#### 11.4 Method of Elections

Fifteen (15) days prior to the Election Date, the Secretary shall send by Internet announcement or by telegraphic or other written notice to all Members then eligible to vote, a ballot listing the names of all Candidates nominated for elective office with appropriate voting instructions that shall identify the Election Date and include a statement that the latest permissible mailing date (in the case of ballots to be returned by regular mail delivery) or return date (in the case of ballots to be returned by Internet, electronic mail or facsimile transmission) shall be the Election Date. Each completed ballot list to be returned by regular mail shall be placed inside a voting envelope addressed to the Secretary, and the envelope shall be sealed and then validated with the voter's signature and legibly written name or by such other means approved by the Council that shall provide each Member the opportunity to vote for the election of Candidates by secret ballot. Any vote not validated in the manner set forth in the instructions accompanying the ballot shall be held to be null and void. Election will be subject to a plurality of votes cast. In the event of a tie, the Chairman of the meeting shall have a casting vote.

## 12 PUBLICATIONS

12.1 The Society shall issue or sponsor such publications as in the judgment of the Council that will best serve the objects and purpose of the Society. This may include publishing the proceedings of each annual conference.

12.2 The official journal of TERMIS-AP is the journal, *Tissue Engineering*. The Council may recognize other journals as TERMIS-AP affiliated journals, which are published in native languages in Asia-Pacific countries.

### **13 INDEMNIFICATION OF COUNCIL AND OFFICERS**

13.1 Each member of Council and each Officer of the Society (and his/her heirs, executors and administrators) who is party to any litigation action, suit or proceeding (whether civil, criminal, or administrative) by reason of his/her being or having been a member of Council or an Officer of the Society, or a director or officer of any other organization which he/she served at the request of the Society, shall be entitled to be indemnified by the Society against the reasonable expenses actually incurred by him/her in connection with the defense of such litigation, to the extent of available funds or insurance, except in relation to the following two matters:

(a) In cases as to which he/she shall finally be adjudged in such litigation to be liable because of dereliction in the performance of his/her duties as such member of Council or as Officer or representative of the Society.

(b) In cases which have resulted in a judgment in favour of the Society and against him/her, or which is ordered to be settled by any payment by him/her to the Society.

In such cases where the above clause applies, "expenses" shall be deemed to include fines and penalties imposed on such person, and amounts paid upon a plea of *nolo contendere* or a no contest plea or in compromise or settlement of the litigation or in satisfaction of judgments, if found guilty. If, such indemnification and the amounts to be indemnified against are approved as being reasonable in the circumstances by:

- (a) the vote of a majority of the Council, if such majority are not involved in any such litigation;
- (b) the vote of a majority number of the Council excluding for the purposes hereof the Council members in such litigation; or
- (c) a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which such person, his/her heirs, executors or administrators may be entitled.

### **14 AUDIT AND FINANCIAL YEAR**

14.1 The accounts of the Society shall be audited at the close of each financial year by two Honorary Auditors who are elected at 3-yearly Annual General Meeting, who shall be voting members but not members of the Council, not less than one month before the Annual General Meeting. The accounts of the Society shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Society exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

14.2 They shall certify the correctness of the statement of accounts to be submitted to the Annual General Meeting. They may be required by the President to audit the Society's accounts for any period within their tenure of

office at any date and make a report to the Council. The Auditors shall be appointed at the Annual General Meeting for a term of one year only. Such auditors shall not hold office for consecutive term.

14.3 The financial year shall be from 1<sup>st</sup> August to 31<sup>st</sup> July.

## **15 TRUSTEES**

15.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

15.2 The trustees of the Society shall not be more than four (4) and not less than two (2) in number. They must be elected by a General Meeting of Members. They will not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

15.3 The Office of the Trustee shall be vacated:

(a) if the trustee dies or becomes a lunatic or of unsound mind.

(b) if he is absent from the Republic of Singapore for a period of more than one (1) year.

(c) if he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.

(d) if he submits notice of resignation from his trusteeship.

15.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Society's premises at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

15.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

## **16 VISITORS AND GUESTS**

16.1 Visitors and guests may be admitted into the premises of the Society but they shall not be admitted into the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations.

## **17 PROHIBITIONS**

17.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

17.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.

17.3 The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

17.4 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

17.5 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

17.6 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

## **18 AMENDMENTS**

18.1 The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a General Meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

18.2 Proposed amendments shall be submitted to the Secretary to the Members no later than thirty (30) days before the General Meeting.

## **19 INTERPRETATION**

19.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Council shall have power to use their own discretion. The decision of the Council shall be final unless it is reversed at a General Meeting of members.

## **20 DISPUTES**

20.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

## **21 DISSOLUTION**

21.1 The Society shall not be dissolved, except with the consent of not less than three-fifths ( $\frac{3}{5}$ ) of the total voting membership of the Society for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

21.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged,

and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

21.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

**- END -**