

# **Constitution**

## **of The Asian Society of Natural Products**

### **Chapter 1**

#### **General Provisions**

##### Article 1 (Name)

The “SOCIETY” shall be known as The ASIAN SOCIETY OF NATURAL PRODUCTS.

##### Article 2 (Objectives)

The objectives of the SOCIETY shall be to realize the benefit of the members of the SOCIETY by promoting advancement of basic and applied natural products science and encouraging propagation of natural products-related principles and technologies in the region of Asia, thereby contributing to advancement of natural products research.

##### Article 3 (Location of Office)

Main office of the SOCIETY shall be located in the Seoul metropolitan area of the Republic of Korea and, upon request of the members of the SOCIETY residing in a country other than the Republic of Korea, the Society may form an individual National Chapter with respect to such country as established and governed by Bylaws.

##### Article 4 (Activities)

To foster the objectives described in Article 2, the SOCIETY shall conduct the following activities:

1. Publication of journals and books.
2. Holding meetings, conferences, workshops, and symposia.
3. Promotion of intra- and international cooperation among academia, industries, and research institutes.
4. Promotion of research activities and prize awarding for significant achievements.
5. Executing other activities that befit the objectives of the SOCIETY described in Article 2.

##### Article 5 (Benefiter)

Notwithstanding that any benefit provided to benefiter shall not be awarded with monetary compensation while conducting the activities described in Article 4, part or full cost can be collected, if circumstances demand, from the benefiter, only if the decision of the Executive Committee demands.

### **Chapter 2**

#### **Membership**

## Article 6

The members of the SOCIETY shall be those individuals and entities, who agree with the objectives of the SOCIETY specified in Article 2 and meet the requirements and qualifications as categorized below. Applicants for membership shall be elected upon the submission of formal applications as provided in Bylaws.

### 1. Regular Members

Individuals who have studied natural products science and are involved in natural products business.

### 2. Student Members

Individuals who are currently enrolled in Master's or Doctor's program in natural products science.

### 3. Honorary Members

Former Members who have made significant contributions to the progress and diffusion of natural products science and in the mission of the SOCIETY. The title shall be awarded upon decision by the Board of Directors.

### 4. Corporate Members

A corporate body involved in the natural products area.

### 5. Group Members

Educational institutions, libraries, public research institutes, and non-profit scientific societies and organizations admitted by the Board of Directors.

## Article 7 (Right and Responsibility)

Members, except Honorary Members, shall claim all the rights specified in the Constitution by paying annual dues as provided in the Bylaws.

## Article 8 (Abdication of Membership)

Members shall retain the right to abdicate from membership.

## Article 9 (Expulsion of Member)

A member may be expelled from membership by the Board of Directors and or as determined in a General Meeting for grounds as provided below:

1. For conduct which tends to affect adversely the SOCIETY's reputation.
2. For conduct which is destructive of the SOCIETY's objectives.
3. For non-payment of dues.

## **Chapter 3**

### **Officers**

## Article 10 (Kinds and Numbers)

The officers of the SOCIETY shall consist of a President, three Vice-Presidents, two Auditors, an Executive Director, elected members of the Board of Directors no less than 10, and more or less than 10 Executive Committee Members.

#### Article 11 (Term of Office)

Officers shall take office on January 1 and shall hold office for two years. Only a Regular Member of the SOCIETY may serve as an officer.

1. President shall not be reelected.
2. Officers other than President can be reappointed with nomination by the consent of at least half of the Board members.
3. In the event of the inability of any officer to function in his or her office, a pro tem officer may be by-elected at a General Meeting upon nomination by the Board of Directors. In the case of a member of Executive Committee, Board of Director shall by-elect upon recommendation by the Chair of the Committee.

#### Article 12 (Manner of Election)

1. The President-Elect, the Vice Presidents (subject to Article 12.4), and the Directors shall be elected by the Board of Directors and the election shall be formalized by approval in General Meeting as provided in the Bylaws.
2. Auditors shall be nominated by a Regular Member and elected by a majority vote in General Meeting.
3. The Executive Director and the members of Executive Committee shall be nominated by the President and approved by the Board of Directors.
4. One of the Vice-Presidents shall be nominated by the President and approved in General Meeting.
5. Dismissal of an Officer shall be decided by the Board of Director and reported to General Meeting.

#### Article 13 (Duty of Officers)

1. The President shall represent the SOCIETY and oversee the general affairs pertaining to the SOCIETY, and chair the General Meeting and the Board of Directors.
2. The Vice-Presidents shall assist the President. The senior Vice-President shall act as the President In the event of the inability of the President to function in his or her office.
3. The members of Board of Directors shall vote on matters pertaining to the SOCIETY and execute such duties as may be commissioned by the President.

#### Article 14 (Duty of Auditors)

The auditors shall perform the following duty:

1. To oversee the business operation and financial affairs of the SOCIETY.

2. To oversee the operation of Board of Directors.
3. To demand the correction of unlawfully, unfairly executed business as a result of the Article 14.1 and 2.
4. To summon General Meeting or Board of Directors to carry out as provided in the Article 14.3.
5. To report the status and/or results of the assets and properties, operation of Board of Directors, and operation of the SOCIETY.
6. To sign and seal on the minutes of General Meeting and Board of Director.

## **Chapter 4**

### **General Meeting**

#### Article 15 (Function)

General Meeting shall be held to deliberate and vote over the following matters of the SOCIETY:

1. Results of the operation and settlement of account of the current fiscal year
2. Operation plan and budget of the next fiscal year
3. Approval of election of the President-elect, Vice-Presidents, elected members of Board of Directors, and the Auditors.
4. Amendment to the Constitution and dissolution of the SOCIETY
5. Matters referred by the Board of Directors
6. Other matters deemed to be important or set forth in this Constitution.

#### Article 17 (Convening)

1. General Meeting shall comprise regularly scheduled annual meetings and special meetings convened by the President or the Board of Directors.
2. President shall notify the agenda no fewer than 14 days before the meeting in a written document which may be in electronic format.
3. General Meeting shall deliberate and vote only on the previously notified agenda as specified in the Article 17.2.

#### Article 17 (Quorum)

General Meeting shall be held by the Regular Members described in Article 6.1. In any session of General Meeting, 10 percent of the registered Regular Members shall constitute a quorum, and decision shall be made by a majority vote. Chair of the Meeting shall cast the deciding vote in the case of a tie among the Regular Members.

#### Article 18 (Special Convening)

1. The president shall convene a Meeting within 20 days from the date of demand of convening in the case of the following:

- (1) When the majority of the Board of Directors demand convening of the Meeting with a specific agenda.
  - (2) When the Auditors demand the Meeting be convened according to the Article 14.4.
  - (3) When more than 10 percent of the registered Regular Members demand the Meeting be convened with a specific agenda.
2. In the event of the inability of the rightful convener to qualify or function in his or her office or the refusal by the convener, either a majority of Board of Directors or no less than 10% of regular members shall have the power to convene the Meeting.
  3. General Meeting held in accordance with the provisions in the Article 18.2 shall be chaired by the most senior of the Board member present at such General Meeting.

Article 19 (Exclusion from Voting) Chairperson or a member shall be excluded from voting in the case of following:

1. The agenda concerns such persons's election to office or dismissal from office.
2. The agenda concerns conflict of interest accompanying monetary transaction with such person.

## **Chapter 5**

### **Board of Directors**

Article 20 (Composition, Function, Operation, and Quorum)

1. Composition and Function
 

The members of the Board of Directors shall include (i) the President, (ii) Vice-Presidents, (iii) Executive Director, (iv) Directors, (v) the President-elect, and (vi) Chairman and a Vice President of individual National Chapter, and (vii) the Auditors as non-voting member. Duties of the Board shall be the deliberation of and voting for the following business:

  - (1) Planning of the operation, operation and execution of the business pertaining to the SOCIETY.
  - (2) Budget planning, account settlement, and procurement, disposal and management of assets.
  - (3) Affaires concerning the Constitution and By-laws.
  - (4) Election of the President-elect, Vice-Presidents, and members of Board of Directors.
  - (5) Approval for nomination of Executive Director.
  - (6) Expulsion of a member.
  - (7) Official commendation.
  - (8) Establishment of a new Committee.
  - (9) Dissolution of the SOCIETY
  - (10) Other matters deemed to be important.
2. Convening
  - (1) Board of Directors shall be convened by the President, and the agenda thereof shall be notified to each Board member at least seven days prior to the date of said meeting.
  - (2) Board of Directors shall vote only on the agenda as specified in the Article 20.1 (1). However, a new agenda other than the previously notified agenda shall be deliberated and voted only if the new agenda is approved by the unanimous vote of the Board of Directors with full attendance.
3. Quorum
 

In any session of the Board of Directors, 50% of the voting members shall constitute a quorum, and decision shall be made by a majority vote.
4. Special convening
  - (1) President shall convene a special meeting of the Board of Directors within 20 days of the date since the special meeting has been demanded under the following conditions:
    - a. Majority of the Board members demand the convening with a specific agenda,
    - b. Auditors demand the convening in accordance with the Article 14.4.
  - (2) In the event of the inability of the rightful convener to qualify or function in his or her office or the refusal by the convener, the majority of Board of Directors shall have the power to convene the

- special meeting of the Board or Directors.
- (3) A special meeting of the Board of Directors held in accordance with the provisions in the Article 20.4(2) shall be chaired by the most senior of the Board member present at such meeting.

Article 21 (Executive Committee and Standing Committees)

To effectively execute the business of the SOCIETY, Executive Committee and Standing Committees shall be established, and their organization and operation shall be governed by Bylaws.

## **Chapter 6 Finances**

Article 22 (Finances)

1. Finance of the SOCIETY shall be based upon the following sources of income:
  - a. Annual dues paid by members except for Honorary member.
  - b. Interest and profit from the management of assets.
  - c. Donations and subsidies
  - d. Endowment
  - e. Other income
2. Contribution from the members and non-members shall be annually open to the public via notification published on or through the SOCIETY's website or social media accounts.

Article 23 (Fiscal Year)

The fiscal year of the SOCIETY shall be from January 1 to December 31, inclusive.

Article 24 (Annual Budget of Revenue and Expenditure)

The operation plan and annual budget of revenues and expenditures shall be set up within 2 months after the beginning of each fiscal year, and the report on the operations of and account settlement for the fiscal year shall be submitted to Board of Directors within 2 months after the end of the fiscal year. The report and current fiscal year's operation plan and budget shall be approved to be effective by the Board of Directors and General Meeting.

Article 25 (Annual Dues)

Annual dues and the use thereof shall be governed as provided by Bylaws.

Article 26 (Fund)

The SOCIETY shall manage its fund as provided by Bylaws.

Article 27 (Extra-budget Debt)

Payment of debts and abandonment of credit, both not specified in annual budget, shall be approved by General Meeting by a majority vote.

## **Chapter 7 Supplementary Rules**

Article 28 (Dissolution of the SOCIETY)

Dissolution of the SOCIETY shall be effective by over the vote of at least 2/3 of the members of the Board of Directors, and, thereafter, by the vote of at least 2/3 of the registered members at a General Meeting.

Article 29 (Disposal of Asset by Dissolution)

The asset of the dissolved SOCIETY shall be donated to the institution with the same or similar aim as the SOCIETY.

Article 30 (Amendment to the Constitution)

Amendment to this Constitution shall be made by the vote of at least 2/3 of the members of the Board of

Directors and the majority vote at a General Meeting thereafter.

Article 31 (Bylaws and Regulations)

Bylaws and Regulations of the SOCIETY to effectively execute the Constitution shall be approved by the Board of Directors.

Article 32 (Notification)

The following acts of the SOCIETY shall be notified to members on the official publication of the SOCIETY.

1. Change of name and location of the office of the SOCIETY,
2. Any act regarding the operation of the SOCIETY as may be determined by the Board of Directors to be so notified.

**Provisions**

1. (Effective Date)  
The present Constitution of the SOCIETY shall be effective on the date when the official identification number for non-profit organization by national Tax Service of Republic of Korea is issued.
2. (Term of Founding Officers)  
Term of founding officers shall be until December 31, 2018.
3. (Application of Provisions)  
Provisions in the Civil Law of the Republic of Korea shall be applied to the provisions not specified in the present Constitution.