

**CONSTITUTION OF  
SOUTHEAST ASIA-PACIFIC AUDIOVISUAL ARCHIVE ASSOCIATION  
(SEAPAVAA)**

**ARTICLE I: NAME, INTERPRETATION, AND PLACE OF BUSINESS**

1. This Society shall be known as the “**Southeast Asia-Pacific Audiovisual Archive Association (SEAPAVAA)**” , hereinafter referred to as the “Association”.
2. For the purposes of this Constitution, the following words and phrases shall have the following meanings unless the context requires otherwise:-
  - a. “**Southeast Asia-Pacific**” refers to the geographic region embracing the members and observers of the Association of Southeast Asian Nations (ASEAN), Australasia, Melanesia, Micronesia and Polynesia.
  - b. “**Audiovisual**” refers to moving images and/or sounds, recorded on any medium including but not limited to, film, magnetic tape, or disc, and any other medium now known or yet to be invented.
  - c. “**Archive**” refers to an organisation or unit of an organisation, which is focused on collecting, managing, preserving, and providing access to or making use of a collection of audiovisual and related materials. The term includes any government, non-government, commercial, and cultural organisations which pursue these four functions. This Constitution may further provide for the precise application of this definition to determine an applicant’s eligibility for membership.
3. English shall be the official language of the Association.
4. The place of business of the Association shall be at “15 Hoe Chiang Road, #26-01 Tower Fifteen, Singapore 089316” or such other address as may subsequently be decided upon by the Executive Council and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary. The Secretariat of the Association must have a postal address and bank account separate from

the members of the Association.

5. The headquarters of the Secretariat shall be located in a country and place as determined from time to time by the Executive Council.
6. Under Article I, Paragraph 2(a) of the Constitution, a member of ASEAN shall refer to a country within the “ASEAN plus three” group as determined by ASEAN.

## **ARTICLE II: OBJECTS**

1. The Association aims to provide a regional forum for addressing common issues and concerns relating to the collection, preservation, and provision of access to the audiovisual heritage of its member countries.
2. Specifically, the Association shall:
  - a. Promote the awareness and development of audiovisual archiving at national, regional and international levels;
  - b. Strengthen each member countries’ capabilities in the acquisition, management, preservation and provision of access to audiovisual collections through research, training and technology, among other methods;
  - c. Undertake technical studies and projects addressing common issues and concerns relating to the collection and preservation of audiovisual archives;
  - d. Establish region- wide standards, methods and procedures relating to the collection and preservation of audiovisual archives;
  - e. Encourage communication and mutual assistance between its members, including the exchange of knowledge, skills, services, resources and experiences;
  - f. Advance the professional development and recognition of audiovisual archivists; and
  - g. Cooperate with relevant international bodies toward achieving international recognition and support of audiovisual archiving in the region.

## **ARTICLE III: POWERS**

1. The Association shall engage in any lawful activity which allows it to achieve

its objects including but not limited to the holding of meetings for members, participation, organisation and sponsorship of any other activity for the purpose of achieving its objects.

#### **ARTICLE IV: MEMBERSHIP QUALIFICATIONS AND RIGHTS**

1. The Association is based on the concept of organisation membership. Additionally, the Association will provide a professional forum for individuals.
2. Membership is divided into the following categories:
  - a. Full Members; and
  - b. Associate Members, both (i) institutional and (ii) individual.
3. Full Membership is open to all audiovisual archives within the region that subscribe to the objects of the Association and abide by its rules. Each Full Member is represented by one person and entitled to exercise two (2) votes in the General Assembly.
4. Associate Membership is open to any audiovisual organisations or individuals who do not qualify or seek to qualify for Full Membership, but who subscribe to the objects of the Association and abide by its rules. Each Associate Institutional Member is represented by one person. Associate Members have the same rights as Full Members except each Associate Member is only entitled to exercise one (1) vote in the General Assembly.
5. All members are bound by the Association's constitution.
6. The rights and privileges enjoyed by a member are non-transferrable.
7. Each institutional member shall appoint a representative who is a natural person in its dealings with the Association. For the avoidance of doubt, the membership vests in the entity as member and not the representative, and all membership services are for the benefit of the entity.
8. Only authorised representatives of the institutional members or individual Associate Members may stand for elections to hold office in the Executive Council.
9. There are no limits to the number of Full or Associate Members from each country. Members new to the Association are expected to work in cooperation with existing members from their country and may be expected to produce documentary evidence of such cooperation.
10. Members may only resign by giving notice in writing to the Secretary-General. Resignations will only be effective upon acceptance by the Executive Council, which will first give consideration to any outstanding

obligations owed by the member to the Association or to the other members.

11. Where a member has breached the Constitution or no longer fulfills the membership criteria, its membership shall be terminated with the consent of three-quarters (3/4) majority of the General Assembly, convened pursuant to Article VII(A) of the Constitution. The member shall be notified of the proposal to terminate its membership at least eight (8) weeks before the date of the General Assembly convened for that purpose.

#### **ARTICLE V: APPLICATION FOR MEMBERSHIP**

1. Membership applications must be submitted in writing in the format prescribed by the Secretary-General, which shall include the following details:
  - Name, address, telephone, fax and other contact information.
  - A declaration that the prospective member will subscribe to the objects and abide by the rules of the Association.
  - For an Audiovisual Archive seeking Full Membership: information on its collection, size, budget and staffing, and institutional policies.
  - For an individual: relevant interests and career background.
  - For organisations that are not an Audiovisual Archive: a description of the organisation.
2. The Executive Council may take any step it considers appropriate to establish the eligibility of an applicant, including but not limited to, requesting for further information; conducting interviews with the applicant or its authorised representative; and/or visiting the premises of the applicant organisation.
3. Membership application may be provisionally accepted or rejected by the Executive Council and ratified at the next General Assembly. An unsuccessful applicant for either Full or Associate membership must wait for two (2) years before re-applying for membership.
4. Procedures for the assessment of membership applications, as well as accreditation standards for individual Associate Members, shall be established and reviewed from time to time by the Executive Council. The Executive Council may delegate the task of assessing applications for membership to a duly formed Committee.

#### **ARTICLE VI: ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

1. Individual Associate Members may choose to purchase a lifetime

membership for a one-time fee, to be determined by the General Assembly. Lifetime Members may enjoy membership privileges and shall have the rights to vote and to hold office, for life without paying any further subscription fees.

2. The annual subscription fees payable by Full and Associate Members shall be determined by the General Assembly. The Executive Council may in its sole and absolute discretion declare a discount which shall apply equally to all members within the category of membership which the discount has been declared.
3. All annual subscriptions except that for the year in which a member first joins the Association (which shall be payable forthwith upon joining) shall be payable on the 1st day of January in each year.
4. The amount of annual subscription payable by a member in the year in which a member first joins will be pro-rated on a monthly basis.
5. Any additional funds required for special purposes may only be raised from members upon approval of the General Assembly.
6. Any member whose annual subscription fee remains unpaid or owes any other financial obligation to the Association for three (3) years from the time it is due, shall be deemed to no longer fulfill the membership requirements and the membership may be terminated. In such cases, the Executive Council shall review the matter, taking into consideration any unusual financial circumstances or relevant mitigating factors affecting the said member, and in its sole and absolute discretion, propose to the General Assembly an appropriate course of action.
7. No member shall be entitled to a return of paid subscription fees upon discontinuation or termination of membership.
8. The income and property of the Association whensoever derived shall be applied towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person claiming through any of them.

## **ARTICLE VII: GOVERNING BODIES**

1. The Association shall be governed by two (2) bodies, namely:
  - a. The General Assembly; and
  - b. The Executive Council.

**A. *The General Assembly***

2. The supreme authority of the Association is vested in a General Assembly of the members.
3. All institutional members may send to the General Assembly a delegation of up to three (3) persons but only 1 person from each institution is allowed to vote as representative of his institution. Exceptions to this may be granted by the Executive Council. Institutional members shall designate in writing which person is authorized to vote on its behalf.
4. Prior to the commencement of the General Assembly, the Secretary-General must be notified in writing of any newly appointed representative or proxy. The Secretary-General will confirm the eligibility of the proxy in the course of the Assembly.
5. The Executive Council and in particular, the Secretary-General shall be responsible for the preparations for the General Assembly which shall include:
  - The preparation and distribution of the notice and the agenda of the General Assembly; and
  - The preparation and distribution of any other relevant documents.
6. The agenda of the Annual General Assembly shall include without limitation:
  - a. Approval of the minutes of the preceding Annual General Assembly and of any Extraordinary Assemblies held in the interim;
  - b. Approval of the reports of the Executive Council and Committees;
  - c. Adoption of proposed activities and budget for the ensuing year;
  - d. Holding of elections for the Executive Council, whenever necessary; and
  - e. Approval of the Annual Returns of the Association.
7. The General Assembly shall have the right to take the following actions:
  - a. Decisions concerning the alteration of any articles within this Constitution, establishment of any affiliations to other international bodies, and the dissolution of the Association;
  - b. The approval of policies and rules proposed by the Executive Council;
  - c. The admission and expulsion of members to and from the Association; and

- d. Conduct any other business that may be required from time to time.
8. An Annual General Assembly shall be held within six (6) months after the end of every fiscal year. Notice of the meeting must be given to the members at least four (4) months in advance at the member's address on record, setting forth the date, venue and agenda of the meeting.
9. An Extraordinary General Assembly may be called by the President on the written request 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 Executive Council. Two (2) months' notice must be given to each member at his address, setting forth the date, venue and agenda of the meeting.
10. If the Executive Council does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Assembly, the members who requested for the Extraordinary General Assembly shall convene the Extraordinary General Assembly by giving 10 (ten) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Association's notice board.
11. Any resolution or decision in writing or copies thereof signed or approved by letter or telefax or other form of electronic communication signed by a majority of the members entitled to vote shall be valid and effectual as if it had been passed at a General Assembly duly convened and held, provided that notice of the proposed resolution or decision had been issued to all Members entitled to vote. All members shall submit all signed resolutions or decisions to the Secretary-General within thirty (30) days from receipt of the resolution or decision.
12. Only members who have paid their subscription fees in full shall be entitled to a vote in the General Assembly. Accordingly, each member must either:
  - a. Vote in person, if the member is an individual; or
  - b. Assign its voting rights to an authorised representative; or
  - c. In the absence of the duly appointed authorised representative, assign its voting rights to the authorised representative of another member in the same category (i.e. only Associate Members may act as a proxy for another Associate Member), provided that no authorised representative shall exercise the voting rights of more than two other (2) members.
13. At all General Assemblies, the quorum shall consist of not less than fifty percent (50%) of the total voting membership of the Association. In the event of there being no quorum at the commencement of a General Assembly, the

assembly may be reconvened within not less than twenty-four (24) hours and no later than three (3) months, 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.

14. The General Assembly shall be chaired by the President and/or the Secretary-General and/or a representative of the host member organizing the Assembly.
15. The Secretary-General shall be responsible for the administrative and secretarial arrangements of the General Assembly and maintain a register of attendance for every General Assembly. The minutes of all General Assemblies shall be kept by the Secretary-General and submitted to the President for approval. The minutes shall be confirmed at the following Annual General Assembly.
16. Only duly appointed authorised representatives of institutional members and Associate Members shall be eligible to vote in the General Assembly. Full Members shall be entitled to two (2) votes and Associate Members are entitled to one (1) vote, provided that a minimum of three (3) votes are exercised collectively by the members from any one (1) country.
17. The following voting procedures shall be observed:
  - a. Unless otherwise provided for in the Constitution, all decisions shall be decided by a majority of votes. In the case of an equality of votes, the presiding officer shall have a second or casting vote.
  - b. Apart from Executive Council elections, voting on any other matters shall be taken by show of hands unless a majority of the total voting membership present requests for votes to be taken by secret ballot instead.
  - c. In the case of an equality of votes during the Executive Council elections, a second vote, and if necessary a third vote, shall be taken again. If however, the third vote nevertheless fails to produce a clear majority, the candidates who have obtained an equal number of votes shall draw lots amongst themselves and the winner shall be deemed elected.
18. Admission to the General Assemblies shall be limited to the following:
  - a. The official delegation of institutional members;
  - b. Individual Associate Members;
  - c. Representatives of the Association's affiliates; and

- d. Visitors or other contributors on the invitation of the President.
- 19. In the absence of any decision to the contrary, the deliberations of the General Assembly and all documents relating thereto shall be kept confidential.
- 20. One in every three General Assemblies shall be held outside of the ASEAN region as defined by the geographic territory of the members of that region.

***B. The Executive Council***

- 21. The Executive Council is the executive and management body of the Association. The Councillors shall be elected in accordance with the voting procedures established by the General Assembly.
- 22. The Executive Council has the following duties:
  - a. To direct the business of the Association between General Assemblies;
  - b. To exercise the rights and powers of the General Assembly between each Annual General Assembly, subject to the subsequent ratification by the following General Assembly, except those rights and powers either explicitly reserved by the General Assembly or by virtue of this Constitution;
  - c. To ensure the implementation of decisions of the General Assembly;
  - d. To convene and prepare the agendas for the General Assemblies and other meetings of the Association;
  - e. To approve the accounts of the Association and submit an annual budget for the approval of the General Assembly;
  - f. To ensure the Association's compliance with its statutory obligations and requirements;
  - g. To direct the work of the Secretariat;
  - h. To create and dissolve Committees and Study Groups whenever it deems necessary and appropriate;
  - i. To make any necessary decision, and to safeguard the well being of the Association;
  - j. To prepare plans and programs for consideration and approval by the General Assembly;

- k. To monitor and evaluate the implementation of projects and programmes;
  - l. To appoint a Chairman for a duly established Committee; and
  - m. To propose additions and/or amendments to the Constitution of the Association for the consideration and approval of the General Assembly.
23. The Executive Council shall consist of nine (9) Councillors, including the President, Immediate Past President, Secretary-General and Treasurer. The office of the Councillor is honorary, and is exercised in the personal capacity of the individual, rather than as the representative of a particular institutional member or country. In addition to the nine (9) Councillors, the Executive Council may appoint a Vice-President should the need arise.
24. Two (2) Councillors shall be elected by a collegial body of Associate Members, at the General Assembly. Six (6) Councillors shall be elected from among the duly appointed authorised representatives of the Full Members. All elections shall be held in accordance with the voting procedures established by the General Assembly. The Immediate Past President, being the person who held the office of President immediately prior to its current incumbent, is an ex officio Councillor who shall not exercise any voting rights within the Executive Council.
25. The eight (8) Councillors will be elected for a term of three years, and are eligible for re-election, provided that the President, Secretary-General and Treasurer may not serve more than two (2) consecutive terms in the Council while a Councillor may be elected for more than two (2) consecutive terms in the Council.
26. The President may only be elected from among the authorised representatives of the Full Members. An Associate Member or its authorized representative can be elected to fill the office of either the Secretary-General or the Treasurer, but both offices shall not be filled simultaneously by Associate Members or their authorized representatives.
27. No more than two (2) Councillors may be elected from the same country.
28. Except in the case of the Immediate Past President, the Executive Council may appoint a Councillor to fill any casual vacancy for the remainder of the three (3) year term. The appointment shall be subject to confirmation at the next General Assembly.
29. Five (5) Councillors shall constitute a quorum for the Executive Council meetings.
30. Executive Council Meetings shall be held twice a year and may be initiated either by the President or Secretary-General or at the request of a majority of

the Councillors. Adequate notice must be given to each Executive Council member at his address, setting forth the date, venue and agenda of the meeting.

31. Candidates standing for election as Councillor must be present at the General Assembly at which the election takes place, and must be in a position to actively participate in the affairs of the Executive Council. If the candidate is an authorised representative of an institutional member, he must receive the prior approval and consent of the member to stand for election in the Executive Council.
32. The President shall preside over all Executive Council Meetings. In the absence of the President, the Council shall elect one (1) of its members to preside in his place.
33. On the proposal of the President and with the agreement of majority of the Councillors, third parties may be invited to attend and participate in Council meetings.
34. Minutes of the Executive Council shall record those present during the Meeting, the decisions made, a summary of the discussions held and the results of any votes taken.
35. The post of the Immediate Past President may be vacated through the resignation or incapacity of the incumbent.
36. If at any time a Councillor becomes unable to perform duly assigned roles or tasks, becomes inaccessible, fails to participate in discussions or meetings or otherwise discharge constitutional duties, that Councillor shall consult the President and, if appropriate, resign from the Executive Council. Failing this, such resignation will be deemed to have occurred if, in the opinion of the Executive Council, the Councillor has been in breach of these obligations for an extended period of at least six (6) months. The Councillor in question will be notified accordingly and the constitutional provision for filling casual vacancies will be invoked. Any changes to the Executive Council shall be notified to the Registrar of Societies within two (2) weeks of the change.
37. An Executive Council meeting shall be convened at least twice a year by the President or Secretary-General or at the request of a majority of the Councillors.
38. Any resolution or decision in writing or copies thereof signed or approved by letter or telefax or other form of electronic communication signed by a majority of the Executive Councillors shall be valid and effectual as if it had been passed at an Executive Council meeting duly convened and held. All Councillors shall return all signed resolutions or decisions to the Secretary-General within thirty (30) days from the Councillor's receipt of the resolution or decision.

39. The Council shall not make any resolutions or decisions without the majority of the Councillors present at the meeting.
40. The Secretary-General shall be responsible for the administrative and secretarial matters of the Council.
41. The minutes of all Council Meetings and the register of attendance shall be maintained by the Secretary-General and submitted to the President for approval. The minutes shall be confirmed at the following Council Meeting.
42. The following voting procedures shall be observed:
  - a. In the case of an equality of votes, the President shall have a second or casting vote.
  - b. Voting shall be taken by a show of hands, unless two (2) Councillors request for voting to take place by secret ballot during the Meeting.

#### **ARTICLE VIII: DUTIES OF OFFICER-BEARERS**

1. The mandatory officer-bearers of the Association are the President, Secretary-General and Treasurer. The Executive Council may choose to appoint one (1) of its members to serve as Vice-President, and assign duties to that role.
2. The President shall serve as the Chief Executive Officer of the Association, represent the Association, and take all necessary executive initiatives for the conduct of Association business between meetings of the Executive Council.
3. A Councillor may hold the office of Vice President concurrently with the office of Secretary General or Treasurer. The Vice President shall represent the President during his absence or incapacity and in addition, will discharge the President's tasks or roles including overseeing the day-to-day operation of the Association and coordinating the work of the Committees.
4. The Secretary-General shall head the Secretariat and is responsible for the administration of the Association:
  - Servicing the Executive Council and the General Assembly;
  - Compiling minutes and preparing and circulating reports to members and other bodies;
  - Ensuring that the accounts of the Association is kept up-to-date and is accurate;
  - Keeping the records of the Association;
  - Responding to queries and providing information concerning the Association;

- Preparing and issuing calls to meetings; and
  - Performing such other administrative duties as may be required from time to time.
5. The Treasurer is responsible for the management of the Association's finances.
  6. The President and the Secretary-General shall represent the Association in all legal actions.
  7. Should its resources permit, the Association may employ staff to perform any of the above duties under the direction of the Secretary-General.

#### **ARTICLE IX: COMMITTEES**

1. The Executive Council may establish Committees or Study Groups whenever it deems necessary to pursue the objects of the Association.
2. The Executive Council shall determine the scope of each Committee or Study Group's duties known as the "Terms of Reference". The Committees and Study Groups shall submit a report of its activities to the Executive Council annually. The Terms of Reference of Committees shall include the following:
  - Membership criteria;
  - Purpose and objectives of the Committee;
  - Any other tasks or projects assigned by the Committee; and
  - Making any financial arrangements appropriate and necessary for the Committee's operations.
3. The Executive Council shall appoint a Chairman for each Committee and Study Group, who shall observe the Rules of the Association. Committee Chairmen shall be appointed by the Executive Council for a term of up to three (3) years, renewable at the Council's discretion. A third consecutive term, while permissible, shall only be granted on an exceptional basis.
4. Membership in the Committee shall be decided by the Executive Council on the recommendation of the Committee Chairman. Membership in the Committee is on a honorary basis.
5. Each Committee shall appoint a secretary from among its members. The Chairman shall be responsible for the work of the Committee, for convening meetings and presenting the Committee's annual report to the Executive Council. The secretary shall be responsible for keeping minutes of meetings, any documents relevant to the Committee's work, and servicing the efficient working of the Committee. Committees may establish Sub-Committees or working parties to deal with particular tasks or matters within their Terms of Reference.

6. The Executive Council may assign particular tasks to any Committee, in consultation with its Chairman, and set appropriate deadlines for their completion.
7. The Executive Council may establish practical guidelines from time to time to aid the effectiveness of Committees.
8. The Executive Council may establish Study Groups to examine and report on matters not within the competence of existing Committees.

## **ARTICLE X: FINANCES**

1. The financial resources of the Association shall comprise of the following:
  - a. Members' subscriptions fees;
  - b. Payment by members for work undertaken or services specially rendered by the Association at their request;
  - c. Receipts from the sale of publications or other items or services;
  - d. Subsidies, grants, bequests and donations;
  - e. Other income, including without limitation, proceeds of activities or events organised for the Association's benefit; and,
  - f. Interest on funds available to the Association.
2. The fiscal year of the Association shall be the calendar year.
3. The General Assembly shall appoint external auditors or where the gross income or expenditure of the Association exceeds SG\$500,000 in that fiscal year, a firm of Certified Public Accountants, in accordance with Section 4 of the Societies Regulations, to audit the Association's accounts. The auditors shall hold office for a term of one year and shall be eligible for reappointment for a consecutive term.
4. The auditors will be required to present a report on the management of the Association's funds and the statement of accounts for the previous fiscal year to the Annual General Assembly.
5. The Association shall submit the Annual Returns to the Registry of Societies in the prescribed form within one month after the Annual General Assembly, or if no meeting is held, within one month after the end of each fiscal year.
6. Any surplus Association funds, apart from those placed in interest-bearing deposits in national or commercial banks, shall be invested only in

securities which receive government support or are of trust-fund status.

7. Association funds shall only be expended in pursuit of the Association's objects and in accordance with any guidelines provided for by the General Assembly.

#### **ARTICLE XI: EXTERNAL RELATIONS**

1. The affiliation of the Association to any other international organisation can only be decided by the General Assembly.
2. Any international federation or association with similar objects may apply to the Executive Council for affiliation with the Association. On receipt of such application, the Council will prepare a proposal to be voted on during the next session of the General Assembly.
3. With the Executive Council's approval, the President may enroll or withdraw the Association as a member of another organisation, subject to ratification at the next General Assembly. The Council may nominate one of its members to represent the Association in its relations with such organisation. The Executive Council shall determine the representative's term of appointment.

#### **ARTICLE XII: PROHIBITIONS**

1. The Association acknowledges the following in compliance with Singapore law:
  - a. 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 Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
  - b. The funds of the Association shall not be used to pay the fines of members who have been convicted in a court of law.
  - c. The Association 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.
  - d. The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
  - e. The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers,

Committees or members unless with the prior approval of the relevant authorities.

- f. The Association 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, where necessary.

### **ARTICLE XIII: AMENDMENTS TO THE CONSTITUTION**

1. The Association 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.

### **ARTICLE XIV: INTERPRETATION OF THE CONSTITUTION**

1. In the event of any question or matter pertaining to day-to-day administration not expressly provided for in this Constitution, the Executive Council shall have the power to use their own discretion. The decision of the Executive Council shall be final unless it is reversed at a General Assembly.
2. Any dispute that arises amongst the Councillors regarding the interpretation of these provisions shall be resolved at an Executive Council meeting. Should the Councillors fail to resolve the matter, they shall attempt to resolve the dispute at an Extraordinary General Assembly in accordance with the Constitution.

### **ARTICLE XV: DISSOLUTION**

1. The Association shall not be dissolved, except with the consent of at least two-thirds (2/3) of the total voting membership at an Extraordinary General Assembly convened for this purpose. Notice shall be given at least three (3) months prior to the date of the Extraordinary General Assembly at which the motion for dissolution is to be voted upon.
2. In the event of the Association being dissolved as provided above, the General Assembly shall designate one or more receivers to be responsible for discharging all debts and liabilities legally incurred on behalf of the Association, and ensuring any remaining funds are donated to one or more international organizations with similar objects to the Association.

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