



**APLAC**

Asia Pacific Laboratory Accreditation Cooperation

**APLAC  
CONSTITUTION**

## **PURPOSE**

Following the incorporation of APLAC in New Zealand this Constitution replaces the APLAC Memorandum of Understanding and the APLAC Rules of Procedure in defining the formal structures and rules for the operation of APLAC as a registered society. This Constitution is the peak APLAC document.

## **AUTHORSHIP**

This document has been written by the APLAC General Assembly and endorsed by the New Zealand Registrar of Incorporated Societies.

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## **FURTHER INFORMATION**

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**1. NAME OF ASSOCIATION**

The name of the Association is Asia Pacific Laboratory Accreditation Cooperation Incorporated

**2. OBJECTIVES**

**2.1** The objectives of the Asia Pacific Laboratory Accreditation Cooperation Incorporated (APLAC) are:

- (a) to provide formal recognition of accreditation bodies accrediting conformity assessment bodies in the Asia Pacific region;
- (b) to maintain recognition through the International Laboratory Accreditation Cooperation (ILAC) as a Regional Cooperation Body;
- (c) to establish and maintain recognition by other international/regional organisations;
- (d) to provide a forum for exchange of information and to promote discussion among accreditation bodies accrediting conformity assessment bodies and among organisations that have an interest in conformity assessment body accreditation, and related activities;
- (e) to improve the standard of accreditation services provided by Full Members;
- (f) to encourage and facilitate the exchange of information, ideas and relevant experience among Members on topics and areas of mutual interest and need, through the provision of suitable mechanisms . Possible mechanisms include the provision of or the facilitation of seminars, meetings of experts and exchanges of personnel. Relevant areas may include identifying and defining criteria and practices for accreditation in new areas;
- (g) to publish, where appropriate, papers and reports on related subjects which further the objectives of APLAC;
- (h) to publish documents on conformity assessment body accreditation and related subjects;
- (i) to organise proficiency testing and related activities to build mutual confidence in the technical competence of conformity assessment bodies accredited by APLAC MRA signatories;
- (j) to maintain and strengthen mutual confidence in the technical competence among Full Members and to work towards expansion of the APLAC mutual recognition arrangement (MRA);
- (k) to establish procedures for evaluating accreditation bodies entering and participating in the APLAC MRA, and establish procedures for monitoring and, if necessary, improving the effectiveness of the APLAC MRA;

- (l) to promote international acceptance of the results of conformity assessment activities performed by conformity assessment bodies accredited by APLAC MRA signatories ;
- (m) to encourage Members to assist all interested accreditation bodies in the region to develop and improve their accreditation systems;
- (n) to cooperate with other national, regional and international bodies with similar or complementary objectives.

**2.2** The property and income of APLAC shall be applied solely towards the promotion of its objectives and no part of that property or income may be paid or otherwise distributed directly or indirectly, to members, except in good faith in the promotion of those objectives.

### **3. MEMBERSHIP**

#### **3.1 Eligibility**

APLAC has two classes of Membership, Full Members and Associate Members, drawn from the Asia Pacific region.

#### **3.2 Full Members**

Full Members are organisations engaged in the accreditation of conformity assessment bodies, as recognised by their governments or otherwise recognised by APLAC as well-established practitioners.

Full Members are eligible to apply to become signatories to the APLAC Mutual Recognition Arrangement.

#### **3.3 Associate Members**

Associate Members are organisations with an interest in accreditation of conformity assessment bodies, and wishing to participate in APLAC activities..

Associate Members are not eligible to apply to become signatories to the APLAC Mutual Recognition Arrangement.

#### **3.4 New Members**

**3.4.1** An applicant for Membership shall agree to comply with the APLAC Code of Ethics, the APLAC Obligations of Members and the APLAC Code of Conduct.

**3.4.2** An accreditation body applying directly for Full Membership or for transfer from Associate to Full Membership shall be able to demonstrate that it is fully operational and that:

- (a) it has formal recognition by its government to provide accreditation services for conformity assessment bodies; or
- (b) it has substantial industry recognition either across industry or within a significant industry sector as a well-established practitioner in the field of accreditation of conformity assessment bodies.

An accreditation body not satisfying one or other of these conditions is eligible for Membership as an Associate Member

- 3.4.3 For acceptance under (a) above, the applicant shall provide documentary evidence of its government recognition.

For acceptance under (b) above, the applicant shall provide documentary evidence of industry recognition as a well established practitioner acceptable to the General Assembly including addressing each of the following points:

- (a) a significant number of accredited conformity assessment bodies relevant to the scope of the APLAC MRA in one or more sectors;
  - (b) substantial market penetration of conformity assessment bodies operating within one or more industry sectors;
  - (c) a history of accreditation and experience with surveillance and reassessment of accredited conformity assessment bodies relevant to the scope of the APLAC MRA;
  - (d) evidence of recognition by regulators and/or specifiers;
  - (e) other evidence as the applicant may deem relevant, including details of any mutual recognition arrangements with a member of a recognised cooperation body.
- 3.4.4 An application for membership shall be made by completion and submission of the APLAC Application for Membership form and associated documentation
- 3.4.5 An application for Full membership from a body that meets the requirements of 3.4.2 (a) above is exempt from a ballot for Full membership. This is, however, conditional upon evidence of government recognition and operational status being reviewed and accepted by the Board of Management. All other applications shall be subject to a ballot as defined in 5.5 below.
- 3.4.6 An organisation accepted as a Full or Associate Member shall pay the annual membership fee (on a pro-rata basis to the end of the current financial year) before being listed as an APLAC Member.

### 3.5 Suspension of Membership

A Member of any class may have its membership suspended for a breach of the membership undertakings as detailed in APLAC Obligations of Members.

A suspended Member shall have its name removed from the list of Members but shall continue to receive correspondence from APLAC. An organisation whose membership is suspended shall not claim that it is a member of APLAC. If the Member is a signatory to the APLAC Mutual Recognition Arrangement (MRA) suspension of Membership shall also lead to suspension of APLAC MRA signatory status.

A suspended Member shall continue to pay applicable fees as they fall due.

### **3.6 Withdrawal of Membership**

A Member of any class may have its Membership withdrawn:

- (a) by written resignation sent to the Secretary;
- (b) for non-payment of fees or other debt to APLAC (see 4.1 below);
- (c) for serious breaches of the APLAC Code of Ethics, as decided by the APLAC General Assembly;
- (d) for serious unresolved breaches of the APLAC Obligations of Members, as decided by the APLAC General Assembly.

On withdrawal of Membership all correspondence from APLAC ceases. Withdrawal of Membership leads to withdrawal of any APLAC MRA signatory status.

Any organisation whose Membership is withdrawn remains liable to pay APLAC any fees due and payable but unpaid at the date of termination.

## **4. APLAC FEES**

- 4.1** The APLAC Members shall pay a yearly fee to cover the costs agreed in the annual budget as provided for under 10.2 below. Such expenses include those of the Secretariat and specially funded projects agreed to by the General Assembly.

The annual fee for the current Members shall be paid within three months of the fee being levied, unless agreed otherwise by the Board of Management. If fees are not paid by the due date, the Member shall be reminded of the overdue payment and advised that the Membership will be suspended if payment is not received by the end of the sixth month in the financial year for which the fee applies. If the fee has not been paid by the end of the APLAC financial year, Membership shall be withdrawn by APLAC.

## **5. GENERAL ASSEMBLY**

APLAC's primary body is the General Assembly.

The General Assembly ensures that specific tasks are pursued in accordance with the objectives and aims of APLAC.

### **5.1 Composition of the General Assembly**

- 5.1.1 The General Assembly comprises one representative from each of the Full Members and Associate Members.
- 5.1.2 Each Member shall inform the Chair of the name of its designated representative to the General Assembly and this name shall be recorded in the register of Members. All APLAC communications shall be referred to the designated representatives. It is the responsibility of the designated representatives to disseminate all APLAC correspondence to relevant persons in her/his organisation.
- 5.1.3 Observers may be invited by the APLAC Chair to be present at meetings of the General Assembly, or parts of meetings.

## **5.2 Responsibilities of the General Assembly**

5.2.1 The General Assembly shall be responsible for all matters relating to the operation of APLAC, including:

- (a) policies;
- (b) election of the Chair;
- (c) acceptance of new Full Members and Associate Members;
- (d) suspensions or withdrawals of Membership for due cause as defined in clauses 3.5 and 3.6 above;
- (e) election of members to the APLAC Board of Management;
- (f) establishing and disbanding of APLAC committees and working groups;
- (g) election of Chairs of APLAC committees;
- (h) appointment of the APLAC Quality Manager after recommendation by the APLAC Board of Management;
- (i) approval of APLAC policy and procedural documents;
- (j) decisions on the APLAC budget and supervision of other financial matters;
- (k) decisions by APLAC to enter into arrangements with other regional bodies and with other bodies;
- (l) handling of appeals and disputes; other than those relating to the APLAC MRA for which the MRA Council is responsible;
- (m) other matters as agreed from time to time by the General Assembly.

5.2.2 The General Assembly may delegate responsibilities to the Board of Management as it sees fit.

## **5.3 Meetings of the General Assembly**

5.3.1 The General Assembly shall meet at least once each calendar year.

5.3.2 In consultation with APLAC Members, the Chair shall decide the date and place of meetings of the APLAC General Assembly.

5.3.3 The Secretary, in consultation with the Chair, shall prepare an agenda for each meeting of the APLAC General Assembly, taking into account any proposals made by APLAC Members and APLAC committees.

5.3.4 The outcome of meetings of the General Assembly will be recorded in the form of Minutes which shall be confirmed at the next meeting of the General Assembly.

5.3.5 Observers who were invited to attend only part of a meeting shall receive at least an excerpt from the Minutes covering that part of the meeting.



#### **5.4 Quorum for Meetings**

The quorum for a meeting of the General Assembly is the nearest whole number above 75% of Full Members eligible to vote.

#### **5.5 Voting Procedures**

- 5.5.1 Voting may take place within a session of the General Assembly or by postal vote (i.e. mail, facsimile, electronic). In the case of postal voting, a period of 30 days from the date of posting shall be allowed for the return of ballots.

Only the designated representative of the Full Member with no outstanding fees may vote. The designated representative may authorise, in writing, an alternate to vote on behalf of the Full Member. No proxies are permitted.

A minimum of three-fourths of the Full Members eligible to vote must cast a vote for the ballot to be valid. Abstention votes are counted as valid votes. A positive vote by three-fourths of the sum of those voting 'yes' and 'no' is required for the ballot to be accepted.

For ballots on the admission of new Members, negative votes must include the reason(s) why the application should not be accepted. The reason(s) must relate to the membership criteria defined in 3.4.2 and 3.4.3 above.

If the outcome of a ballot on the admission of a new Member is negative, it shall be referred to the Board of Management for review and the determination of any further action.

- 5.5.2 Noting that Associate Members have voting rights in the election of members of the Board of Management as specified in clause 6.1.1(e), the General Assembly may decide to permit voting by Associate Members on other issues.

#### **5.6 Special Meetings of the General Assembly**

The Board of Management may at any time convene a special meeting of the General Assembly.

### **6. BOARD OF MANAGEMENT**

The Board of Management is responsible to the General Assembly for the effective pursuit of APLAC objectives, including implementation of APLAC policy as directed by the General Assembly, and for day-to-day management of the Cooperation (including financial management) between the meetings of the General Assembly.

A quorum is composed of 5 members, including the Chair or Immediate Past Chair or, when there is no Immediate Past Chair, the MRA Council Chair. The APLAC Chair chairs the Board meetings but in his/her absence the meetings shall be chaired by the Immediate Past Chair. When there is no Immediate Past Chair and the Chair is not able to attend the meeting, the MRA Council Chair shall chair the Board meeting.

## **6.1 Composition of the Board of Management**

6.1.1 The Board of Management shall consist of:

- (a) the APLAC Chair who also chairs the Board of Management;
- (b) the immediate past APLAC Chair for a period of two years, starting from the time when he/she ceases to be the APLAC Chair, unless he/she elects not to continue on the Board;
- (c) the Chair of the APLAC MRA Council;
- (d) the APLAC Quality Manager;
- (e) irrespective of the economies that (a) to (d) above represent, five designated representatives (see clause 5.5.1) from Full Members drawn from five different APLAC economies elected by both Full and Associate Members;

6.1.2 When an election is required for the five representatives on the Board of Management, the ballot shall be conducted in accordance with a procedure described in the APLAC Management System Manual.

6.1.3 The Board of Management may elect an APLAC Vice-Chair from among its members who shall hold office for no longer than the duration of his/her term of office on the Board.

6.1.4 The Board of Management shall elect a Treasurer from among its members who shall hold office for no longer than the duration of his/her term of office on the Board.

6.1.5 Elected members of the Board of Management may, upon prior advice to the Chair, nominate deputies, from that member's organisation, for specific meetings.

6.1.6 Meetings of the Board of Management are open only to its members except at the invitation of the Chair.

6.1.7 In the event of a casual vacancy occurring for an elected member, the Full Member from which the previous elected member of the Board of Management was drawn may designate a replacement to complete the term of the previous member. Such replacements do not automatically assume any position of office held by their predecessor.

## **6.2 Reports to the General Assembly**

The Board of Management shall report to the APLAC General Assembly at least annually. This report shall include a financial report.

### **6.3 Responsibilities of the Board of Management**

The responsibilities of the APLAC Board of Management are:

- (a) to promote the coherent and transparent application of APLAC's principles in the field of conformity assessment bodies
- (b) to promote international cooperation between APLAC and other regional organisations for conformity assessment bodies
- (c) to promote cooperation with other relevant organisations with an interest in conformity assessment and/or accreditation of conformity assessment bodies;
- (d) to ensure coordination among APLAC committees;
- (f) to draft proposals concerning the policies of APLAC;
- (g) to receive and discuss reports from APLAC committees and working groups and prepare proposals for the APLAC General Assembly arising from these reports;
- (h) to review applications for Membership and to make recommendations on them to the General Assembly;
- (i) to meet at least once each calendar year;
- (j) to ensure that all sources of funds are managed with due diligence and that costs are contained within budget limits;
- (k) to implement all delegated responsibilities (see 5.2.2 above).

### **6.4 Term of Office**

The Members of the Board of Management shall normally be elected for a term of two years, concluding at the end of the General Assembly meeting in the second year of office. Terms shall be set to ensure continuity of the membership of the Board of Management. Sitting members are eligible for re-election.

Under 6.1.1 (c) above, two or three members shall be elected in the year of the election of the APLAC Chair, APLAC MRA Council Chair and APLAC committee Chairs. The other members shall be elected in the alternate year.

## **7. THE APLAC CHAIR AND SECRETARIAT**

### **7.1 Election of Chair**

APLAC shall elect a Chair for a period of two years with his/her term of office concluding at the end of the General Assembly meeting in the second year of office. A nominee for the position of Chair shall be the General Assembly designated representative of a Full Member or, in the case of a person eligible for re-election to the position, the APLAC Chair. A person is eligible for re-election for further two year terms but may only serve two terms, i.e. four years, consecutively at any time.

## **7.2 Chair's Responsibilities**

7.2.1 The APLAC Chair shall be responsible for:

- (a) chairing meetings of the APLAC General Assembly and the APLAC Board of Management;
- (b) conducting, on behalf of the APLAC General Assembly, the day-to-day business of APLAC, in particular, the execution of decisions taken by the APLAC General Assembly and Board of Management;
- (c) ensuring the proper functioning of APLAC;
- (d) acting on behalf of APLAC between meetings of the General Assembly, wherever possible with the advice of the Board of Management;
- (e) promoting the interests of APLAC.

7.2.2 The Chair may delegate tasks to any APLAC Full Member as appropriate.

## **7.3 Secretary's Responsibilities**

7.3.1 The General Assembly decides the provider of the Secretariat. Provision of the Secretariat is formalised by the signing of a Deed of Agreement between the Board of Management and the provider of the Secretariat.

7.3.2 The APLAC Secretary shall be responsible for:

- (a) maintenance of the register of Members;
- (b) communication with APLAC Full Members and Associate Members;
- (c) preparation and circulation of documents for, and Minutes of, meetings of the General Assembly and the Board of Management;
- (d) periodic circulation to APLAC representatives of a list of scheduled meetings of the APLAC committees;
- (e) external correspondence;
- (f) maintenance of APLAC files and archives;
- (g) being one of two authorized persons for financial transactions;
- (h) safe keeping of the APLAC common seal, unless otherwise decided by the Board of Management.

7.3.3 The duties of the Secretary shall be detailed in a Statement of Duties that forms part of the Deed of Agreement

## **7.4 Treasurer's Responsibilities**

7.4.1 The APLAC Treasurer shall be responsible for:

- (a) monitoring income and expenditure;
- (b) in collaboration with the Chair and Secretary, preparation of an annual budget and its submission to the General Assembly;
- (c) submission to the General Assembly of the audited annual statement of expenditure, and the Treasurer's commentary on that statement.

## **8. APLAC MRA COUNCIL**

A standing committee shall be established to coordinate APLAC's activities with respect to mutual recognition arrangements among Members.

This standing committee is known as the APLAC MRA Council.

The APLAC MRA Council shall document and approve procedures and criteria for its operation and for the maintenance and extension of the APLAC MRA.

## **9. APLAC COMMITTEES AND WORKING GROUPS**

APLAC may establish committees, sub-committees and working groups. These APLAC committees and working groups are set up to carry out the objectives, aims and tasks of APLAC in an appropriate way.

APLAC committees will either be set up to deal with specific tasks or may be of a permanent nature.

## **10. APLAC BUDGET AND CONTROL OF APLAC FUNDS**

APLAC is intended to be a self-funding cooperation among its Members; to this end, its financial viability is a responsibility shared by all Members.

**10.1** Each year the APLAC Treasurer, on behalf of the Board of Management, shall propose to the APLAC General Assembly a draft budget for the coming financial year showing expected incomes (fees and any other type of financial resources) and Secretariat expenses plus any other expenditure agreed from time-to-time by the General Assembly. It excludes, however, costs incurred by the provider of the Secretariat with respect to their own participation in APLAC activities.

**10.2** The APLAC budget for each financial year shall be based on an estimate of the costs to be shared among APLAC Members as determined by the APLAC General Assembly.

**10.3** Each year the APLAC Treasurer shall present a statement of income and expenditure for the previous financial year to the APLAC General Assembly.

**10.4** The APLAC Treasurer shall have access to all financial information and records and shall be supplied with all financial reports.

**10.5** APLAC does not intend to borrow money but, should the need arise, it shall only be for purposes covered by the objectives of APLAC. The APLAC Treasurer, on behalf of the Board of Management, shall make a proposal for borrowings as part of the draft budget for the coming financial year presented to the APLAC General Assembly. A proposal to borrow money shall be agreed by a minimum of a three-fourths majority of valid votes cast by the General Assembly.

## **11. AMENDMENT OF APLAC CONSTITUTION**

**11.1** This Constitution shall only be amended following notice of a proposal given to all Members at least one month prior to a meeting of the General Assembly and agreed by a minimum of a three-fourths majority of valid votes cast by the APLAC General Assembly.

**11.2** This Constitution binds every Member and APLAC to the same extent as if every Member and APLAC had signed and sealed this Constitution and agreed to be bound by all its provisions.

## **12. COMMON SEAL OF APLAC**

**12.1** APLAC shall have a common seal on which its corporate name, i.e. Asia Pacific Laboratory Accreditation Cooperation Incorporated, appears in legible characters.

**12.2** The common seal of APLAC shall not be used without the express authority of the Board of Management and each use of that common seal must be recorded.

**12.3** The common seal of APLAC shall be kept in the custody of the Secretary or of such other person as the Board of Management from time to time decides.

## **13 INSPECTION OF RECORDS AND OTHER DOCUMENTS**

A Member may at any reasonable time inspect without charge the books, documents, records and securities of APLAC, provided this does not conflict with APLAC's policies on the confidentiality of records

## **14. APPEALS**

Appeals by Members against APLAC decisions are handled by means of APLAC's appeals procedure. Appeals against APLAC MRA Council decisions in relation to APLAC MRA signatory status are handled by means of the APLAC MRA Council's appeals procedure.

**15. WINDING UP**

- 15.1** The Board of Management shall be entitled, upon decision by the General Assembly, to wind up APLAC.
- 15.2** APLAC shall continue to exist in so far as this is necessary for the settlement of outstanding affairs.
- 15.3** Upon winding up, the General Assembly shall determine the distribution of assets, doing so as far as possible to a body or bodies having objectives similar to APLAC but in no case shall any Member body be a beneficiary.

**16. FINAL PROVISIONS**

The General Assembly shall decide on all matters for which this Constitution makes no provision.