

## **Draft of Articles of the Society (revision on October 9, 2023)**

### **# Section 1 General Provisions**

#### **(Name)**

Article 1

The Society is named as the Asian Dysphagia Society.

2 The abbreviated name of the Society is ADS.

#### **(Location of principal office)**

Article 2

The principal office of the Society is located in the office of the Japanese Society of Dysphagia Rehabilitation (JSDR).

### **# Section 2 Objective and Mission**

#### **(Objective)**

Article 3

The aim of the Society is to develop comprehensive dysphagia care, science, and education in the world, especially in Asian countries.

#### **(Mission)**

Article 4

The Society will carry out the following business to achieve the objectives of the preceding Article.

1. Create the network of dysphagia care among societies in Asian countries.
2. Hold the Scientific Meeting (SM) of ADS once every three years.
3. Set up a website for information of the society.
4. Collaborate with related societies for organizing the scientific meeting of World Dysphagia Summit.

#### **(Organs)**

Article 5

The Society has, as its organs, officers' meeting (executive board) and the general meeting of delegates.

### **# Section 3 Members and Constituent Members**

#### **(Members and constituent members)**

Article 6

The Society shall have the following three types of members: national members, individual members (in the countries without related society), and affiliate members.

- (1) National members (NM): Representative affiliated organizations in Asian countries can become members.
- (2) Individual members (IM) : Participation as an IM is permitted in countries where there is no such related organization.
- (3) Affiliate members (AM): ADS may solicit affiliate members who agree with the aims of the society.

#### **(Admission)**

Article 7

National-level societies in Asia related with dysphagia care which wish to become constituent members can become NMs. In principle, it is one for each country.

2 Individuals who wish to participate to the ADS as IMs are permitted after positive decision of GM, if they are from the countries without related national-level societies. In principle, one IM member is allowed for each

country.

**(Membership fees)**

Article 8

To cover basic operating costs, members pay annual dues.

National society (NS) with 500 or more members: \$500 per year, NS with less than 500 members: \$200 per year, individual members: \$100 per year at the beginning of the year.

AM shall pay \$500 annually.

2 The membership fee will be reviewed every three years according to the social situation and the activities of the society.

3. Members that have not paid the annual subscription for two consecutive years will have their membership suspended and shall forfeit all right.

**# Section 4 General Meeting of Delegates (GM)**

**(Composition)**

Article 9

The general meeting of delegates (GM) shall consist of the constituent members with officers, NM, and IM.

**(Authorization)**

Article 10

The general meeting shall adopt resolutions on the following matters:

- (1) Appointment or dismissal of chair, secretary general, and auditors.
- (2) Approval of new members.
- (3) Approval of the balance sheet and profit and loss statement.
- (4) Select the chair member of Scientific Meeting (SM) of ADS.
- (5) Amendments to the Articles of Society.
- (6) Expulsion of members.
- (7) Other matters provided for by laws and regulations or the Articles of Incorporation to be resolved at the GM.

**(Holding meetings)**

Article 11

GM is held 4 times every year.

2 At least one GM shall be held within three months from the day following the end of each fiscal year.

3 The extraordinary GM is held when necessary including the case of request from more than single member.

4 Each NM (including IM) can have 2 participants, i.e., 1 delegate and 1 observer at GM. In this count, chair, auditors, secretary general are not included in the two participants of each NMs, but vice chairs are included.

**(Convocation)**

Article 12

GM shall be convened by the chairperson.

2 If a request is made pursuant of the preceding Article, the chairperson shall issue a notice of convocation of an extraordinary GM that specifies a date of the meeting within two months from the date of the request.

3 When convening a GM, the chairperson shall give notice in writing stating the date, time, place (including remote way) and subject of the meeting at least one month prior to the date of the meeting.

**(Chairperson)**

Article 13

The chairperson shall serve as a chairperson of the GM. However, in the absence or disability of the chairperson, one of the vice chair shall take the place of the chairperson.

**(Voting rights)**

#### Article 14

Each delegate shall have one voting right in a resolution at the GM.

In this count, chair, auditors, secretary general are not included, but vice chairs are included.

Each NM and IM may appoint a proxy if at the case of unable to attend the GM. A proxy has the same voting rights.

#### **(Resolution)**

#### Article 15

Resolutions of the GM shall be adopted, provided that a majority of the total number of constituent members holding the voting rights are present, with a majority of the voting rights of the constituent members present at the meeting.

### **# Section 5 Chair, Vice-Chairs, Auditors and Secretary General**

#### **(Executive Board)**

#### Article 16

EB shall constitute the chair, vice-chairs, secretary general.

Chair:	1 person
Vice chairs:	3 persons
Secretary general:	1 person

(Auditors: 2 persons, not included in executive board member, but should attend to Meeting of EB)

#### **(Method of appointing officers)**

#### Article 17

The chair and auditors are elected in GM by delegates.

Vice chairs and secretary general are appointed by the chair.

#### **(Duty and authority of executive board)**

#### Article 18

The executive board (EB) shall constitute the chair, vice-chairs, secretary general, and execute their duties in accordance with the laws and regulations and the Articles of Incorporation.

2 The chair shall represent the Society and execute the operations of the Society.

3 In the absence or disability of the chair, a new chairperson shall be appointed at an extraordinary or regular meeting of the EB as soon as possible.

4 The vice-chairs shall share and execute the operations of the Society in coordination with chair.

#### **(Term of office of officers)**

#### Article 19

Term of officers is three years, and for chair, as principle up to two terms, as maximum to three terms.

### **# Section 6 Meeting of Executive Board (EB)**

#### **(Composition)**

#### Article 20

The meeting of EB shall consist of all EB members and auditors.

#### **(Authorization)**

#### Article 21

The meeting of EB members shall perform the following duties in addition to those provided for in laws and regulations or the Articles of Incorporation.

- (1) Direction on the execution of the operations of the Society.
- (2) Supervision of the execution of duties by NMs, IMs, and AMs.
- (3) Other matters deemed necessary by the chair.

**(Convocation)**

Article 22

The chair shall convene a meeting of EB members.

In the absence or disability of the chair, one of the vice-chairs shall convene the meeting.

**(Resolution)**

Article 23

A resolution of the EB members shall be adopted by a majority of the votes of the EB members present at a meeting at which two-thirds or more of the total number of EB members, excluding EB members who have special interests in the resolution, are present.

Auditors are not included in voting.

**# Section 7 Scientific Meeting (SM: International Conference)**

**(Scientific meeting)**

Article 24

The SM is held once every two years.

The SM is hosted by the conference chair society or societies.

If it coincides with the year in which the WDS is held, the conference chair society will adjust the schedule for the convenience of participants.

Name of SM shall be the International Conference.

However, the first ADS will be scheduled for the autumn of 2023.

**(Appointment of conference chair society)**

Article 25

The conference chair society shall be appointed from among NMs at a GM.

At the GM, the hosts are decided from NM for having two future SMs.

NMs who wish to host a meeting have to submit their candidatures with a brief summary of the SM at least one month before the GM.

**(Duty of the conference chair)**

Article 26

SM should be managed under the responsibility of the host NM academically, administratively, and economically. And host NM should report on the operational affairs of the SM periodically.

**# Section 8 Committees**

**(Establishment)**

Article 27

The Society may establish various committees by resolution of the EB members for the purpose of the smooth execution of its activities.

2 The chair and members of the committee shall be appointed by the resolution of the EB meeting.

**# Section 9 Funds**

**(Solicitation of subscribers to the funds)**

Article 28

The Society may solicit persons or institutions to subscribe to the funds.

**(Provisions concerning the rights of contributors to the funds)**

Article 29

The funds of the Society shall not be returned until the Society is dissolved.

**# Section 10 Accounting**

**(Business plan and income and expenditure budget)**

Article 30

With regard to the business plan and the income and expenditure budget, the chair shall prepare the following documents by the day before the commencement of each fiscal year and have them approved by the GM. In the case of making changes to the business plan and the income and expenditure budget, the same procedure shall be applicable.

- (1) Business plan
- (2) Income and expenditure budget
- (3) Documents describing the prospects for financing and capital investment

2 The documents set forth in the preceding paragraph shall be kept at the principal office until the end of the relevant fiscal year and made available for public inspection.

**(Provisional budget)**

Article 31

Notwithstanding the provisions of the preceding Article, in the event that the budget cannot be approved due to unavoidable reasons, the chair may, by resolution of the EB members, gain income and disburse expenses according to the budget of the previous year until the budget is approved.

2 The income and expenditures set forth in the preceding paragraph shall be deemed to be a part of the newly approved budget.

**(Business report and statement of accounts)**

Article 32

With regard to the business report and the statement of accounts, the chairperson shall prepare the following documents after the end of each fiscal year, have them audited by the auditors, and have them approved by the executive board members.

- (1) Business report
- (2) Annexed detailed statements of the business report
- (3) Balance sheet
- (4) Profit and loss statement (statement of changes in net assets)
- (5) Annexed detailed statements to the balance sheet and the profit and loss statement (statement of changes in net assets)
- (6) Inventory of assets

**(Surplus)**

Article 33

The Society shall not be entitled to make distribution of any surplus.

**(Fiscal year)**

Article 34

The fiscal year of the Society shall be one term from January 1 of each year to December 31 each year.

**# Section 11 Amendment to the Articles of Society and Dissolution**

**(Amendment to the Articles of Society)**

Article 35

The Society may amend the Articles of Society by resolution of a GM.

2 In order to amend the Articles of Society, the provisions of Article 15 must be complied with.

**(Dissolution)**

Article 36

The Society shall be dissolved for any of the following reasons:

- (1) Resolution of the GM.
- (2) Mergers (limited to cases in which the Society disappears as a result of a merger).
- (3) Lack of the required number of constituent members.
- (4) Decision to commence bankruptcy proceedings.
- (5) Court ruling that orders dissolution.

2 The resolution set forth in Item 1 of the preceding paragraph shall be adopted in accordance with the provisions of Article 15.

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