

ASIA PACIFIC NEURO-BIOFEEDBACK ASSOCIATION (APNA)

Articles of Association
Adopted: 1 January 2016

ARTICLE I – NAME

1. The name of society shall be called the Asia Pacific Neuro-Biofeedback Association (hereinafter referred to as the “Society”). The Society is an independent entity from any other association, enterprise or entity.
2. The place of business of the Society shall be 36 Purvis Street, #02-11, Singapore 188613, or such place as shall be decided by the Society Board.

ARTICLE II – PURPOSE

1. The primary purpose of the Society is to promote the application of neurofeedback and biofeedback in research and development for clinical and non-clinical settings, in a way that it will improve the health and quality of life for mankind through:
 - a. The promotion of the education and expansion of the knowledge and skills of its members in psychophysiology and the interrelated fields of neurofeedback and biofeedback applications through certification courses, skills training programs, discussion forums and conferences.
 - b. Encouragement and improvement of scientific research and clinical advancements in brain wave training and/or treatment.
 - c. Integration of psychophysiology and neuronal regulation with other self-regulatory methods.
 - d. Improvement in clinical uses of applied psychophysiology through neuronal regulation and other self-regulatory methods through high standards of professional practice, peer review, ethics, and education.
 - e. Promotion of scientific publications.
 - f. Dissemination of information to the general public on applied psychophysiology, neuronal regulation and other self-regulatory methods.

ARTICLE III: ETHICS

1. Members of the Society shall be bound by a Code of Ethics adopted by the Society, which shall be controlling in all decisions of the Ethics Committee.

ARTICLE IV: MEMBERSHIP

1. Assessment and Classifications:
 - a. There shall be multiple categories of membership in the Society: The Board shall approve these categories as defined by the Membership Policies. The directors on advice from the membership committee shall be allowed to create classes of membership that supports the organization’s mission and vision. The categories of voting members shall be defined by the Membership Policies.

2. Resignations and Removal:

- a. A member may resign at any time. Such resignations shall not relieve the individual from payment of dues for the remaining portions of the member's current dues year, nor give any right to rebate of the dues paid. No member shall be allowed to resign if an ethics complaint has been filed and is still in process. All resignations shall be made in writing to the Society.
- b. Any member may be removed from membership for cause by the Board by two thirds vote. For any cause other than non-payment of dues, removal shall occur only after the due process procedures of the Society's Ethics Committee have been followed.

3. Dissolution:

Upon dissolution of the society or the winding up of its affairs, the assets of the Society shall be distributed exclusively among the Board, or its disposal of assets will be determined by the Board and Committee Members.

ARTICLE V: DUES AND FEES

1. Dues and benefits for all members shall be determined by the Board annually, central accounting shall be done with all dues that are paid to the Society.
2. Non-payment of dues within 30 days of being notified after they become due and payable shall be considered as equivalent to a resignation from the Society unless an ethics complaint has been filed as specified in Article IV.
3. All fees, charges or assessments for attendance at workshops, seminars or symposiums shall be determined by the Board as needed to cover the costs of such meetings.

ARTICLE VI: BOARD OF DIRECTORS

1. The Board of Directors (herein referred to as the Board) shall be elected through a mail of on-line, ballot by the members of Board prior to the annual meeting for two (2) years and consist of Officers of the Society and three members of the Society at Large. Each Board member may be re-elected for no more than five (5) consecutive terms of office in the same position. There is exemption with the Board's approval.
2. Regular meetings of the Board shall be held twice a year. These meetings will take place as a telephone conference call, video conference call or any methods as specified. Board members will be notified and contacted electronically with the meeting agenda, which will constitute official notification of each meeting.
3. Expected forms of communication are written, electronic mail, telephone or fax, and must be sent at least two weeks prior to an additionally scheduled conference call meetings of the Board. Proper minutes shall be recorded by the Honorary Secretary and be presented at the next meeting.
4. Proper minutes shall be kept. Prior notice of the agenda, though desirable, shall not be required for such a conference call meeting. All actions taken shall be treated as an action of a regularly called Board meeting. The minutes of a telephone conference Board meeting shall be present for the next meeting of the Board.

ARTICLE VII: POWERS AND DUTIES

1. Officers of the Society shall be the President, immediate Past President, the Vice President, the Secretary, the Treasurer, three members at large and country representatives. Board members are expected to attend every quarterly held conference meeting. Attendance policy shall be defined in the Procedure and Policies Manual.
 - a. The President. The President shall represent the entire membership and the best interests of the Society. The President shall be the spokesperson for the Society, but may assign this authority. The President shall serve as the presiding officer of the Society, and as Chairperson of the Board of Directors. The President shall support and defend policies and programs adopted by the Board of Directors and membership. The President shall be an ex-officio member of all committees of the Society except as otherwise provided. The President shall have additional duties which are not inconsistent with the Articles of Association as may be assigned by the Board of Directors.
 - b. The Vice President shall be a member in good standing of the Society who is elected by the membership. He/she shall serve as the presiding officer of the Society in the absence of the President. The Vice President shall become familiar with the presidential duties and shall perform such duties as are delegated by the President and/or Board of Directors. The Vice President shall act in the President's absence or disability. The Vice President shall help formulate Society policy and shall assist the President upon request. In the event that the President shall not be able to serve, the Vice President will take office immediately. In the event that both the President and the Vice President shall be unable to serve, the Board shall elect one of its members to serve as acting President of the Society until the next regular election, when a new President and Vice President shall be elected. The new Board President shall take office immediately.
 - c. The immediate Past President shall serve on the Board for the year immediately following his/her presidency, and shall have such duties as the Board or the President may designate. The Past-President shall be the chairperson of the Committee on Structure.
 - d. The Treasurer shall be a member in good standing of the Society and shall be elected to a two (2) year term by the membership. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Society's properties and financial transactions. The Treasurer shall send or cause to be given to the members and directors, such financial statements and reports as are required by law, by these Articles of Constitution or by the Board's request. The books of account shall be open to inspection to any member of the Board at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of, the Society with such depositories as the Board may designate. The Executive Committee should approve moving all monies such as transfers of CDs once matured. The Treasurer shall disburse the Society's funds as the Board may order and is required to seek approval before spending large sums of money as determined by the Policy and Procedures Manual. As Chief Financial Officer he/she shall render to the President or the Board, when requested, an accounting of all financial transactions and of the financial condition of the Society, and shall have such other powers and perform such other duties as the Board or the Articles of Association may prescribe. The Treasurer shall be chairperson on the Finance Committee.

- e. The Secretary shall be a member in good standing of the Society elected for two (2) years. The Secretary shall keep or cause to be kept, at the Society's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place of the meeting, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings and the number of members present at members' meetings. The Secretary shall keep or cause to be kept at the Society's principal office or at a place determined by Board resolution, a record of the Society's members, showing each member's name, address, affiliation and date of becoming a member. The Secretary shall give, or cause to be given, notice of all meetings of members of the Board. He/she shall have such powers and perform such duties as the Board or the Articles of Association may prescribe.
 - f. The Members At Large shall be three (3) members in good standing. They are elected for one (2) year terms. They shall have such duties as the President or Board may direct. They shall also serve as the conduit between the Board and membership of the Society. They shall also remind the board of the stated values and mission. The members at large shall serve on the membership committee.
 - g. Representative of each country is also a member of the Board.
2. Removal of a Board Member. Any officer or Board member may be removed from office before the expiration of his/her term by a three-fourths vote of the Board if the Board believes evidence is present that the best interests of the Society are not being served.

ARTICLE VIII: MEETINGS OF MEMBERS

1. There shall be bi-annual meeting of the Society at a time and place to be determined by the Board. At this meeting, newly elected officers and directors shall be announced and any other business may be transacted subject to these Articles of Association.
2. A special meeting of the members for any lawful purpose may be called at any time by the Board or the President, or five percent or more of the members. A special meeting shall be called by written request, specifying the general nature of the business proposed for transaction and submitted to the President or Secretary of the Society. The officer receiving the request shall cause notice of the meeting to be given promptly to the members entitled to vote in accordance with these Articles of Constitution, stating the time and place of the meeting at least thirty days, but not more than ninety days, after receipt of the request. If notice is not given within 31 days after receipt of the request, the person or persons requesting the meeting may give the notice. No business other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting. The Society has no financial responsibility for the costs incurred by the attendees of the special meetings. Any business of this special meeting must be ratified by 51% of the general membership.
3. The manner of giving notice of any meetings of the members shall be in writing and shall be given at least thirty days before the meeting. The notice shall be given in writing, by mail or electronically, and/or posting on the list serve, and posting on the APNA web site.

4. A quorum at any members' meeting shall consist of 51% percent of the voting membership based on the membership list kept by the Secretary. If the quorum of 51% is not present then 10% of general membership may pass any resolution that would need to further be ratified and approved by 51% of the membership before being accepted.
5. Eligibility to vote is subject to Membership policies. Members entitled to vote in any meeting of the members shall be in good standing as of the date of the notice of the meeting at which the vote is to be taken. Votes may be taken by voice or ballot, except that election of officers and members of the Board shall be by mailed, or on-line, ballot.
6. Written, or on-line, ballots to ratify member resolutions created in the special meeting requires 51% of the eligible members voting, except for election of officers and Board members in which case a simple majority rules of the active voters. The time by which the ballot must be received in order to be counted is one week prior to the annual/general meeting in which the vote is tallied.

ARTICLE IX: FINANCES

1. The first fiscal year of the Society shall be set by the Board and remain so thereafter:
 - a. All officers of the Society responsible for receipt, custody and disbursement of funds may be require to give bond for the faithful discharge of their duties in such sums and which such sureties as the Board may determine.
 - b. All checks, drafts and other orders for the payment of money shall be signed by person(s) so designated by the President.
 - c. A Treasurer's report will be made at every quarterly board meeting.
 - d. Financial records will be made available to the Board for review at the request of the Board.

ARTICLE X: NOMINATIONS

1. The Nominations Committee, operating independently of the Board of Directors, shall prepare a ballot of candidates for vacant Board positions and notify the Board when the slate of candidates is complete, and shall record the contents of the slate in the minutes of the meeting.
2. The Nominations Committee shall nominate at least one candidate for each vacancy on the Board of Directors and shall mail ballots to the membership (or cause an on-line ballot to be prepared) not less than thirty days before the annual meeting. Ballots to be counted must be postmarked (or received electronically in the case of the on-line ballot) at least ten days before the annual meeting at which the election of officers is to be announced.
3. Members will be encouraged through the newsletter or electronically through the website, email and/or listserv, to submit names of possible candidates for office to the Nominations Committee. Upon approval by a two-thirds vote of the Board, a name submitted in this manner may be added to the ballot until June 1st by the Board, provided that the candidate meets all other requirements for eligibility to run for a specific office.
4. The Nominations Committee shall verify the eligibility of candidates and ascertain all candidates are willing to stand for office and meet all requirements to serve. A candidate for President-Elect must have served in an elected position on the Board for a minimum of one previous year of office.

ARTICLE XI: ELECTIONS

1. The ballot of candidates shall be mailed or prepared on-line at least thirty days prior to the opening day of the Society's annual meeting. Ballots to be counted must be postmarked (or received electronically in the case of the on-line ballot) at least ten days before the annual meeting at which the election of officers is to be announced.
2. Ballots are valid if postmarked (or cast on-line) by the date specified on the ballot, and signed or electronically verified as required. A count shall be made by the Board at the pre- conference board meeting. Tie votes shall be resolved by a vote of the simple majority of the Board. This section shall apply to all elections unless otherwise specified in these Articles of Association.
3. A complete file of all ballots, tallies, and documents of Board actions shall be maintained in the Headquarters office for a period of at least one year.
4. Announcement of election results shall be made by the President at the Society's annual business meeting.

ARTICLE XII: REFERENDUM

1. Upon petition of five percent of the voting members in good standing, a request for a mail, or on-line, vote of the members of the Society upon any matter, not involving an amendment to the Articles of Association, may be addressed to the Board. If the matter is not inconsistent with these Articles of Association, the Board shall present it to the membership for a mail, or on-line, ballot. The ballot shall contain a statement of the arguments for and against the new provisions. The issue will be decided by a majority of those voting.

ARTICLE XIII: COMMITTEES

1. Standing Committee Structure:
 - a. Standing committees perform continuing tasks of the Society.
 - b. Standing committees shall report annually to the Board.
 - c. Standing committees and members may be appointed to serve two (2) years.

2. Standing Committees

- a. Executive Committee shall be responsible for day-to-day operational decisions and to function on behalf of the board in emergencies and in interim situations. It should include the President, the Past-President, the Vice President and the Treasurer. The Executive Committee shall invite participation by other board members as needed. The Executive Committee shall report summaries of actions between board meetings to the board. Minutes must be kept at each Executive Committee meeting. APNA is authorized in its Articles of Association to form an Executive Committee to function on behalf of its Board of Directors in emergencies and/or interim situations. The Executive Committee is authorized to exercise all the powers given to the Board except the right to make changes to the Articles of Association. However, Society Articles of Association limit the power of the Executive Committee to circumvent the responsibility and authority placed on the Board of Directors. All appointments to this committee are for two (2) years. Functions of the Executive Committee include, but are not limited to, the review and/or preparation of Board meeting agendas to ensure all matters coming before the Board are relevant and appropriate. Other responsibilities include the interpretation of Board policies to the staff and the membership, the overseeing of policy implementation, and the referring of questions to other committees or to the full Board. All Executive Committee activities shall be reported at each Board meeting.
- b. The Conference Committee shall plan and coordinate the bi-annual conference. All appointments to this committee are for two (2) years.
- c. The Ethics Committee shall investigate complaints of unethical conduct of members. It is also responsible for establishing and recommending revisions of the Society's Code of Ethics to the Board.
- d. The Nominations Committee shall serve for two (2) year unless otherwise provided for in the Articles of Association and shall prepare a list of qualified candidates for the Society's elections. The members of this committee shall be the current President, the Vice President as chairperson and the Past-President.
- e. Committee on Structure. The Past-President serves as Chairperson. Other members are the President, Vice President, and Treasurer of the Society. The committee recommends to the Board
 - i. The charge for each standing and ad hoc committee,
 - ii. The chairperson and members of each standing and ad hoc committee, and
 - iii. The formation or dissolution of ad hoc committees.
- f. Committee for Public Information: The Public Information Committee shall consist of at least (3) three members in good standing appointed by the President. They shall plan and coordinate education and information about neurofeedback, biofeedback and other forms of self-regulatory methods and their benefits to professionals and the public.

- g. Committee on Finance shall facilitate fiscal management, provide a balanced budget, report on schedule of quarterly and annual reports, report on savings, investments, insurance and long run goals. This committee works closely with the Executive Committee to determine the resources needed to support the organization's programs. This committee will work closely with the Personnel Committee to project future staffing patterns, and with the Public Relations Committee to ensure proper interpretation of program changes to APNA's public. Other responsibilities shall include valuation and recommendation as to the independent certified public accountants who will perform the audit or review (within budgeted allocations). Committee members shall periodically, and at least annually, evaluate the organization's sources of revenues, its income, investments, its assets, and liabilities position, making policy change recommendations to the Policy and Executive Committee and the board when appropriate. The finance committee should be responsible for tax and audit compliance.

3. Ad Hoc Committee Structure

- a. Creation and dissolution of ad hoc committees must be approved by the Board.
- b. Ad hoc committees perform specific tasks.
- c. Ad hoc committees shall report on a timely basis to the Board.
- d. Ad hoc committees shall cease when the final report is submitted.

ARTICLE XIV: NON-INURNMENT

1. No part of any income, revenue or grant to the Society, shall inure to the material or pecuniary benefit of members, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of one or more of its purposes.

ARTICLE XV: INDEMNIFICATION

1. The liability of a Director of the Society for monetary damages for breach of fiduciary duty as a Director (including each and every such liability to the members of the Society, to the Society, or to any one or more of them) shall be eliminated to the fullest extent permitted by law in each and every case where such liability may be eliminated in any respect. An employee or agent of the Society is entitled to mandatory indemnification and is entitled to apply for court ordered indemnification to the same extent as provided by law for a Director or Officer of the Society. The foregoing sentence does not limit the right of the Society to indemnify and advance expenses to an officer, employee or agent of the Society, who is not a Director, to a greater extent than it may indemnify or advance expenses on behalf of a Director.

ARTICLE XVI: OPERATING PROCEDURES

1. The Board may adopt operating procedures, which may not be in conflict with these Articles of Association, to govern its procedures. Such rules may be adopted or repealed by a two- thirds vote of the Board. Proposed operating procedures must be presented in writing to the Board not less than two weeks prior to its meeting.

ARTICLE XVII: AMENDMENTS

1. The Articles of Association of the Society may be amended by a two-thirds vote of the eligible members voting. Amendments to the Articles of Association will be conducted by mail, or on-line, ballot. The ballots will indicate the time by which the ballot must be received in order to be counted.
2. Amendments may be proposed by the Board or by petition signed by ten percent or more of the members of the Society. Amendments will go into effect, as drafted, following the result of the two-thirds vote. A vote shall require a written, or on-line, ballot and proper written or electronic notice to the society's membership. Votes postmarked within thirty days of mailing will be counted by the Secretary and kept for one year.

ARTICLE XVIII: OFFICIAL PUBLICATIONS OF THE SOCIETY

1. The Society will publish a journal, which shall be the official publication of the Society. The mission state of the Journal shall be as follows:
 - a. The purpose of this journal is to provide an integrated multidisciplinary perspective on clinically relevant research, treatment, and public policy for neurofeedback and biofeedback therapy.
 - b. The journal will review important findings in clinical neurofeedback therapy and quantitative electroencephalography (qEEG) as a clinical tool to assess baselines and outcomes of neurofeedback therapy.
 - c. The journal will review important findings in clinical biofeedback therapy and other physiological measures as a clinical tool to assess baselines and outcomes of biofeedback therapy.
 - d. The journal represents the scholarly commitment of the field and reflects the highest standards of investigation, clinical practice, education, and evaluation of patient care.
2. The Editors of the Society's Journal shall serve a term of two (2) years appointed by the Advisors with the approval of the Board of Directors and may be re-appointed to the office. The journal Editors shall be an ex-officio member of the Board of Directors without vote.
 - a. Duties of the Editor will be to manage and oversee publication of the Society's journal.
 - b. In the extended absence, incapacity, resignation, or death of the Editor, the duties shall be assumed by the next-in-line member appointed by the Board of Directors.
3. Publication of Newsletters: The Society will also publish a newsletter, which shall be the official communication to the members and general public. Any notice in the newsletter shall be considered full notice to all members of the Society for any purpose.

ARTICLE XIX: CHAPTERS OF THE SOCIETY

1. The board may develop affiliations with other organizations for mutual benefit of all organizations. Any such relationships must be defined and approved by the board.