

Articles of Association Asian Lifestyle Medicine Council

Article 1

The Asian Lifestyle Medicine Council (ALMC) is a non-profit Association governed by the present by laws and, secondly, by [articles/acts of the registering country].

Article 2

2.1 The Organization's headquarters are located in [City and country of registration].

2.2 The ALMC shall be of unlimited duration and is neutral politically, and non-denominational.

Article 3

3.1 The ALMC is a collaboration of Country/National Lifestyle Medicine Societies/Organizations or Colleges from South, Southeast and East Asia, united in their dedication to promote evidence-based approaches to prevent, treat and reverse lifestyle-related diseases, and enhance health and well-being.

3.2 Country/National Lifestyle Medicine Societies are not-for-profit entities, registered locally, not aligned to any outside interests, and non-denominational. The articles or constitution of such a group should not be at odds with that of ALMC.

3.3 Country/National Lifestyle Medicine Societies should be a legally constituted, not for profit group, registered in one of the relevant local centers/authorities.

3.4 The ALMC shall pursue the following objective(s):

3.4.1 Provide a platform to establish industry standards, enable mechanisms for quality assurance, and develop frameworks required for sustainable growth of the lifestyle medicine discipline in Asia.

3.4.2 Establish and promote the best practices and introduce the principles and guidelines related to the practice of evidence-based lifestyle medicine in Asia.

3.4.3 Build strong local, regional, and international collaborations, including academic institutions, for the purpose of clinical and public health research in lifestyle medicine.

3.4.4 Provide accredited undergraduate and postgraduate opportunities for learning, training, and knowledge sharing in lifestyle medicine in Asia.

3.4.5 Facilitate communications between lifestyle medicine organizations in Asia for meaningful and outcome-oriented collaborations, such as facilitating the growth of neighboring Country/National organizations, hosting events, research, etc.

3.5 This derives from the evidence and knowledge that Lifestyle Medicine offers solutions for individuals, communities and nations facing chronic disease epidemics –practical solutions that are adaptable to diverse countries and cultures.

3.6 The ALMC will also advocate for global, regional and local/national policies to address the societal, environmental, and other drivers of ill health and disease.

Article 4

4.1 The ALMC's resources are derived from:

- 4.1.1 membership fees;
- 4.1.2 donations;
- 4.1.3 sponsorship;
- 4.1.4 grants;
- 4.1.5 any other resources authorized by the law [of the registering country]

4.2 The funds shall be used in accordance with the ALMC's objectives.

Article 5 (Members)

5.1 Any Country/National Lifestyle Medicine legal entity may become a member if they have demonstrated their dedication to Lifestyle Medicine and the goals of ALMC, through their commitments and actions.

4.2 The ALMC comprises:

- 4.2.1 Full members (countries, and fully constituted, not for profit, non-aligned independent bodies)
- 4.2.2 Associate members (a. organizations not fulfilling the requirements of full membership but being aligned to the aims and objectives of ALMC. b. growing level 1 organizations with financial needs).
 - 4.2.2.1 This membership category is strictly limited to two years.
 - 4.2.2.2 No membership fees applicable to associate members.

5.3 Requests to become a member of ALMC must be addressed to the Executive Committee, which processes and submits new member applications to the Board of Directors at an Ordinary Board Meeting for consideration.

5.4 Membership ceases:

- 5.4.1 By written resignation thereby notifying the Executive Committee at least six months before the end of the financial year;
- 5.4.2 By exclusion ordered by the Executive Committee for just cause, with a right of appeal to the Board of Directors. Appeals must be lodged within 30 days of the Executive Committee's decision being notified; On joining ALMC members agree to abide by the arbitration process and codes of conduct outlined in this document.
- 5.4.3 For non-payment of dues for more than one year.

5.5 In all cases the membership fee for the current year remains due. Member organizations which have resigned or who are excluded have no rights to any part of the ALMC's assets.

5.6 Only the AMLC's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

Article 6

6.1 The ALMC shall include the following organs:

- 6.1.1 Advisory Committee,
- 6.1.2 Board of Directors,
- 6.1.3 Executive Committee.

Article 7 (Advisory Committee)

7.1 The Advisory Committee of ALMC plays a critical role in guiding the path of the Organization in accordance with its objectives.

7.2 It is composed of the experts in the fields of Lifestyle Medicine, chronic non-communicable disease management, cardiometabolic diseases, endocrinology, public health, leadership/management, and academia.

7.3 Advisory Committee members are not necessarily the country representatives but luminaries in their respective disciplines representing all three regions, i.e., South, Southeast, and East Asia.

7.4 Advisory Committee members should be nominated by the Board of Directors and invited by the Executive Committee. The committee shall not exceed 7 members.

7.5 The Executive Committee shall propose their annual plans to the Advisory Committee for its expert opinion.

7.6 It shall hold Advisory Committee meetings biannually. It may also hold an extraordinary session whenever necessary, at the request of the Executive Committee or at least of one-fifth of the members of the Advisory Committee.

7.7 The Advisory Committee meetings will be considered valid on the achievement of a Quorum. The Quorum shall be 30% of Advisory Committee members.

7.8 The Executive Committee shall inform the Advisory Committee in writing of the date of the Advisory Committee meeting at least 28 days in advance. The notification, including the proposed agenda, shall be sent to each Advisory Committee member at least 7 days prior to the date of the meeting.

Article 8 (Board of Directors)

8.1 The Board of Directors is the ALMC's supreme authority. It is composed of the representatives of the member organizations.

8.2 The Board of Directors shall agree all operating policies, procedures, and processes in the Governing of the ALMC.

8.3 It shall hold an Ordinary Board Meeting once every two months, in average, each year. It may also hold an extraordinary session whenever necessary, at the request of the Executive Committee or at least of one-fifth of the members of Board of Directors.

8.4 The Board of Directors will be considered valid on the achievement of a Quorum.

8.5 The Executive Committee shall inform the Board of Directors in writing of the date of the Ordinary or Extra-ordinary Board Meeting at least 14 days in advance. The notification, including the proposed agenda, shall be sent to each Board of Director at least 7 days prior to the date of the meeting.

8.6 The Board of Directors shall:

8.6.1 Consist of all Full Members, made up of Country/National Organizations, each having three votes.

8.6.2 From 2024-2025 financial year onwards, The President of the ALMC cannot also be the President or a Chair/Chairperson of a Country/National Organization, as they hold the casting vote in the event of a deadlock.

8.6.3 Appointing the secretary, joint secretary, treasurer, president-elect, and committee heads should be an informed decision-making process with openly declared job descriptions.

8.6.4 Associate members may join the board meetings on a non-voting basis.

8.6.5 Shall approve the admission and expulsion of member organizations;

8.6.6 Appoints the members of the Executive Committee, at a minimum, the President, President-elect, Immediate Past President, Secretary, Joint Secretary and the Treasurer; and whatever other officers it sees fit.

8.6.7 Notes the contents of the reports and financial statements and votes on their adoption;

8.6.8 Approves the annual budget;

8.6.9 Supervises the activity of other organs, which it may dismiss, stating the grounds thereof;

8.6.10 Appoints an auditor for the Organization's accounts; on achievement of the agreed financial threshold of USD 10,000.

8.6.11 Decides on any modification of by laws;

8.6.12 Decides on the dissolution of the ALMC;

8.6.13 Fixes the annual membership fees.

8.6.14 Supervises the work of the Executive Committee.

8.6.15 No proxy voting.

8.7 The Board of Directors is presided over by the President of the ALMC, who shall serve an initial term of 2 years, and be subject to re-election for a further and maximum three-year term.

8.8 Decisions of the Board of Directors shall be taken by a majority vote. In case of deadlock, the President shall have the casting vote.

8.9 Decisions concerning the amendment of the by-laws and the dissolution of the ALMC must be approved by a two-third majority of the members present at an Ordinary/Extraordinary Board Meeting.

8.10 The Quorum shall be 30% of Board of Directors members.

8.11 Each representative to the Board of Directors of ALMC should be nominated by the highest administrative organ, e.g., the board of directors, of each country organization. Nominated representative/s should be notified to the Executive Committee through an official email domain of the Country/National Organization.

8.12 Each representative application should be processed by the Executive Committee according to the recommendations from the Membership Committee.

8.13 Each representative will be required to sign an agreement that summarizes the aims/objectives, obligations, and ethical considerations expected of the country organization and their representatives.

8.14 All voting rights at the board meetings will be equal across countries, with no one entity being able to subvert the decision-making process.

8.15 Votes are by a show of hands. Voting can also take place by secret ballot, if at least 51% of the members request it.

Article 9

9.1 The agenda of the Ordinary Board Meetings of the Board of Directors must include:

9.1.1 Approval of the Minutes of the previous Board Meeting

9.1.2 Approval of the Committees' Activity Report, if applicable

9.1.3 Approval of the report of the Treasurer and of the Auditor, if applicable

9.1.4 Setting of membership fees, where necessary

9.1.5 Approval of the budget, at minimum annually

9.1.6 Approval of reports and accounts, if applicable

9.1.7 Election of Committee and Executive Committee members, and Auditor, where necessary

9.1.8 Miscellaneous business

Article 10 (Executive Committee)

10.1 The Executive Committee is authorized to carry out all acts that further the purposes of the ALMC and in the best interest of ALMC's stated objectives. It has extensive powers to manage the ALMC's day-to-day affairs.

10.2 The Executive Committee is composed of the ALMC President, President-elect, Immediate Past President, Secretary, Joint Secretary and the Treasurer. The Committee meets as often as the ALMC's business requires, but not less than quarterly.

10.3 The Executive Committee members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs. Potential attendance fees cannot exceed those paid for official commissions. For activities beyond the usual function, each Committee member is eligible for appropriate compensation.

10.4 The Membership, Education, Research and Development, and Outreach Committees will be appointed by the Executive Committee in the first instance.

10.5 The functions of the Executive Committee are:

10.5.1 to take the appropriate measures to achieve the goals of the ALMC;

10.5.2 to convene the Ordinary and Extraordinary Board Meetings;

10.5.3 to convene the Ordinary and Extraordinary Advisory Board Meetings;

10.5.4 to take decisions with regard to admission of new members as well as the resignation and possible expulsion of members in consultation with the membership committee;

10.5.5 to ensure that by laws are applied, to draft rules of procedure, and to administer the assets of the ALMC.

Article 11

11.1 The Board of Directors will appoint an auditor, for a period of three years. After this period the auditor will be appointed following a competitive tender process.

11.2 The auditors shall check the operating and annual accounts prepared by the committee and present a written and detailed report to the annual ordinary general meeting.

Article 12 (Signature and representation)

The ALMC is legally bound by the joint signature of the President and the Secretary/Joint Secretary or the President and the Treasurer.

Article 13

The financial year shall begin on 1 January and end on 31 December of each year.

Article 14

14.1 Should the members of the Board of Directors violate the by-laws and/or the Membership Agreement, a disciplinary committee shall be convened. This committee shall be invoked by the Executive Committee.

14.2 The members of each disciplinary committee should be decided in consultation with the Advisory Committee.

14.3 A disciplinary committee shall be invoked no later than 6 months from the reporting of the incident. The disciplinary committee shall complete its assigned duties and propose recommendations to the Executive Committee within 12 months upon convening.

Article 15

15.1 Should the ALMC be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the ALMC

and likewise benefiting from tax exemption. This decision shall be taken by the Executive Committee in the best interest of the objectives of the ALMC.

15.2 Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.