

THE CHARTER / ARTICLES OF ASSOCIATION OF ASIAN ACADEMY OF SCIENCES INTERNATIONAL ASSOCIATION

PART A — MANDATORY ARTICLES

1. Association Name

"ASIAN ACADEMY OF SCIENCES INTERNATIONAL ASSOCIATION"
(hereinafter referred to as the "Company" or "AASc").

2. Objects

The objects for which the Company is established ("Objects") are specifically expressed below:

- (1) Advancing scientific research, education, and international academic cooperation through non-profit initiatives for the benefit of the global scientific community, with a focus on Asia, carried out with high standards of governance.
- (2) Consolidating Asian scholars to create a Unified Academic & Intellectual Space of Asia (UAISA) that addresses critical challenges facing modern civilization through:
 - (a) **Standardization Initiatives:** Unifying formatting and publishing standards for Asian scientific works (journals, monographs, conference materials); harmonizing terminology and protocols for international forums (congresses, symposia, seminars);
 - (b) **Policy Advocacy:** Proposing the establishment of an Asian Intellectual Property Organization (APO) and Asian Patent Office (APO) to issue pan-Asian patents; developing legal frameworks for mutual recognition of academic degrees and diplomas across Asia;
 - (c) **Implementation Mechanisms:**
 - **Research & Development:** Strategic plans for UAISA implementation; scientific projects and emerging technology programs;
 - **Global Engagement:** Participation in UN, UNESCO, BRICS, SCO, APEC, ICSU advisory bodies; representation at international forums;
 - **Capacity Building:** Establishing research labs, educational institutions, and AASc regional (national) centers; forming multinational research teams;
 - **Knowledge Dissemination:** Publishing peer-reviewed journals, books, and bulletins; organizing conferences, workshops, and congresses;
 - **Funding & Recognition:** Administering grants and scholarships; awarding prizes for groundbreaking scientific achievements.

(3) No portion of the AASc income or assets shall be distributed directly or indirectly to its members, or Presidium Members, except for reasonable compensation for services rendered and reimbursement of pre-approved expenses.

(4) In order to adequately evaluate, motivate and stimulate scientists who are the authors (coauthors) of outstanding scientific discoveries, inventions and new technologies, as well as public and political figures, patrons and persons who have made an outstanding contribution to the development of science, technology and education, solving global environmental problems, international security problems, the development of civil society and the cause of strengthening peace, the AASc introduces various international awards. Awards include:

(a) **Gold Honorary Order:** For outstanding public figures and patrons contributing to science, education, or global issues;

(b) **World Talent Award:** Monetary reward, Gold Honorary Order, and Certificate, awarded annually to three scientists for groundbreaking achievements;

(c) **Golden Medal:** Awarded annually to ten scientists for outstanding contributions;

(d) **Gold Badge:** Awarded to twenty scientists for significant contributions;

(e) **Asian Young Talent Award:** Golden Badge for thirty scientists under 40.

In furtherance of the above objects but not otherwise, the AASc shall have power:

(5) To hold international and national congresses, conferences, symposiums, round tables, seminars and other events corresponding to its goals and objectives;

(6) To establish representative offices, headquarters, regional and national AASc centers in different countries as their branches, operating on the basis of Charters approved by the Bureau of the Presidium with or without the formation of a legal entity. Regional and national centers and other divisions and organizations established by the AASc:

(7) Must carry out their activities in accordance with the AASc Charter and the laws of the countries in which they operate;

(8) Representative offices, Regional and National Centers and other organizations and structural divisions of the AASc may be liquidated by a decision of the Bureau of the Presidium in connection with the termination of the need for their functioning, violation of the AASc Charter and Ethical Standards, violation of the laws of the countries of operation of these divisions, in connection with damage to the image and activities of the AASc.

(9) Create scientific and popular science journals and publishing houses;

(10) Publish books, collections of scientific papers, materials of conferences and other forums, reference books, encyclopedias and other information materials;

(11) Establish mass media in the field of science and education: newspapers, magazines, television channels and Internet resources, Web sites, etc.;

(12) Create scientific and educational organizations, Research centers, Research Institutes, Universities, libraries, foundations, scientific, technical and manufacturing companies with AASc equity participation, carrying out their activities based on their charters approved by the

AASc and established in accordance with the laws of the country of registration of these organizations.

(13) To apply for, invite, collect, and receive donations, gifts, grants, licenses, or transfers of property from individuals, associations, corporations, institutions, or government authorities.

(14) To establish, promote, co-operate with, become member of, act as, or appoint trustees, agents, nominees or delegates for, control, manage and superintend any charitable body.

(15) To undertake and execute charitable trusts aligned with the Company's objectives.

(16) To make grants or gifts to organizations or authorities for charitable purposes compatible with AASc's objects, provided that if the recipient of the funding of the Company is an organization it shall prohibit the distribution of its income and property amongst its members.

(17) To appoint trustees or agents to hold, administer, and manage on behalf of the Company all or any part of the property and assets of the AASc on such terms as to remuneration or otherwise as considered fit.

(18) To purchase, lease, or acquire property necessary for the AASc objects and to construct, maintain, or dispose of such property.

(19) To procure recognition of the AASc as a charitable body in Hong Kong or globally.

(20) AASc must comply with these articles and the laws and regulations of Hong Kong and China.

3. Members' Liabilities

The liability of the members is limited.

4. Liabilities or Contributions of Members

Every member of the AASc undertakes to contribute to the assets of the AASc in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the AASc contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding the amount specified below:

5. Application of Income and Property

The income and property of the AASc are to be applied exclusively toward advancing the objectives outlined in its Articles of Association, with no portion distributed to members as dividends, bonuses, or any other form of profit. Presidium Members are prohibited from holding salaried positions or receiving fees, remuneration, or benefits in money or money's worth from the AASc, ensuring the organization's non-profit mandate is upheld.

However, the AASc may make payments in good faith, including reasonable remuneration to members, officers, or staff or services providers, reasonable rent for premises leased from any member, Presidium Members, and reimbursement of out-of-pocket expenses for AASc members.

The AASc may source funds from international grants, charitable donations, private investments, and membership fees, with all funds allocated solely to research grants for Asian scholars, operational costs, and charitable activities. Permitted expenditures include salaries, operational costs, rent, equipment, vehicles, academic prizes, scholarships, awards, publishing, and charitable projects aligned with the AASc's objectives. The AASc may legally own real estate (such as offices and research facilities), intellectual property (including trademarks and patents), and media outlets or publishing houses, though regional branches hold only operational rights, not ownership. Dividends generated from AASc-established organizations must be used exclusively to further the goals stipulated in the AASc Charter, such as funding scholarships for young talents, prizes for competition winners, grants for scientific and educational projects approved by the Presidium or Academic Council, charitable initiatives, and organizing events like congresses, conferences, symposiums, round tables, seminars, exhibitions, and other forums. Additionally, these funds may support administrative and economic activities, including staff salaries, and the purchase of movable and immovable property, buildings, land, enterprises, equipment, vehicles, and other resources necessary for the AASc's effective operation, provided all actions align with the AASc's goals and do not contravene its Articles of Association.

6. Net Assets on Winding Up or Dissolution

A decision to liquidate the AASc requires approval from at least **85%** of the delegates at a General Meeting. Upon such a decision, the Bureau of the Presidium is tasked with forming a Liquidation Commission, comprising the President, Vice-Presidents, General Secretary, Executive Director, heads of the financial and HR departments, and the Legal Service of the AASc. In the event of dissolution, after all debts and liabilities are settled, any remaining assets, referred to as the net assets, must not be distributed among AASc members, Presidium Members, or staff under any circumstances. Instead, these assets are to be transferred to a charitable institution in Hong Kong with similar scientific or educational objectives, as determined by the Presidium. The selected charitable institution must also prohibit the distribution of its income and property among its members. This institution is to be chosen by a resolution of the members at or before the time of dissolution, or, if no such resolution is made, by a judge of the High Court of the Hong Kong Special Administrative Region with jurisdiction over the matter. If the aforementioned provisions cannot be fulfilled, the net assets shall be applied for other charitable purposes as directed by a judge of the same court.

7. Accounts and Record

True accounts shall be kept of the sums of money received and expended by the AASc, and the matters in respect of which such receipt and expenditure take place, and of the property, credits, and liabilities of the AASc; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the AASc for the time being, shall be open to the inspection of the members. The Financial Director must prepare annual financial statements for each accounting reference period as required by the Companies Ordinance and keep accounting records as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors, adhering to all recommended practices. At least once every year, the accounts of the AASc shall be audited by one or more authorized Auditor or Auditors.

8. Amendment of Articles of Association

No addition, alteration or amendment shall be made to or in regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the AASc by at least **85%** of the members in a general meeting.

We, the undersigned, wish to form a Company and wish to adopt the articles of association as attached.

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PART 1 — INTERPRETATION

1. Interpretation

(1) In these articles—

- **articles** means the articles of association of the Company;
 - **mental incapacity** has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);
 - **mentally incapacitated person** means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;
 - **Ordinance** means the Companies Ordinance (Cap. 622);
 - **Presidium** means the executive authority equivalent to the board of directors;
 - **Presidium Member** means a member of the Presidium, hereinafter referred to as "PM" (or "PMs" in the plural), equivalent to a director.
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PART 2 — PRESIDIUM MEMBERS AND COMPANY SECRETARY

DIVISION 1 — PRESIDIUM MEMBERS POWERS AND RESPONSIBILITIES

2. Presidium Members' General Authority

(1) Subject to the Ordinance and these articles, the business and affairs of the AASc are managed by the PMs, who constituting the Presidium, serve as the executive authority responsible for managing the business and affairs of the AASc.

(2) The Presidium is structured to ensure effective governance and regional representation, with the following provisions:

(a) The Presidium shall consist of no more than 100 members, ensuring a manageable yet representative body.

(b) The election process for Presidium members is governed by the following:

(i) Members are elected by the General Meeting for five-year terms, renewable in accordance with these Articles.

(ii) Geographic parity is maintained, with a minimum of one Academician representing each country participating in the AASc.

(iii) Regional balance is ensured, with at least three-quarters of Presidium members originating from Asian nations.

(iv) Rotation is implemented, with one-third of Presidium members reelected every five years to promote continuity and renewal.

(3) Bureau of the Presidium

(a) The Presidium shall establish a Bureau of the Presidium as a standing executive body, comprising the President, Vice-Presidents, General Secretary, Executive Director, and up to five additional Presidium members appointed by the President with approval from the Presidium by majority vote. The Bureau shall include at least one representative from each major Asian nation to ensure regional balance.

(b) The Bureau is responsible for preparing agendas and draft resolutions for Presidium and General Meetings, overseeing the implementation of Presidium decisions and General Meeting resolutions, approving internal seals for non-financial documents, developing and proposing annual budgets and remuneration plans for approval by the Presidium, coordinating with other AASc bodies on strategic initiatives, managing day-to-day operations, and reviewing membership applications for Associate and Institutional Members.

(4) The President

(a) The President shall be elected by the General Meeting for a term of five years and may be re-elected for no more than three consecutive terms.

(b) The President must resign upon reaching the age of 80, except in the case of the President who is the founder of the Academy, whose term may be extended up to the age of 85 by a special decision of the General Meeting.

(c) The President shall perform the following duties:

(i) Carry out the general management of all activities of the AASc.

(ii) Preside over the General Meeting, the meetings of the Presidium, and the Bureau of the Presidium.

(iii) Head and direct the activities of the Presidium, the Bureau of the Presidium, and the AASc Directorate.

(iv) Distribute responsibilities among the members of the Presidium and the Bureau of the Presidium, and supervise their work.

(v) Nominate the Vice-Presidents, the General Secretary, and members of the Presidium for election at the General Meeting.

(vi) Represent the AASc in relations with state authorities, local self-government bodies of the country of registration, notaries public, and local and foreign legal entities and individuals without a power of attorney.

(vii) Conduct negotiations, conclude deals, agreements, contracts, and other legal acts, acting solely in the interests of the AASc.

(viii) Manage the property and funds of the AASc within the limits of their competence, with mandatory notification to the Bureau of the Presidium at its regular meeting.

- (ix) Open and close AASc settlement and other accounts in banking institutions, hold the right to first sign financial documents, and issue powers of attorney.
- (x) Organize and manage the international relations of the AASc.
- (xi) Issue orders and other administrative documents that are mandatory for all AASc members, members of governing bodies, and staff.
- (xii) Manage and control the activities of representative offices and branches.
- (xiii) Report on the activities of the AASc to the General Meeting annually.
- (xiv) Head the Scientific Council of the AASc.
- (xv) Perform other functions that are not within the competence of other AASc elected bodies.
- (xvi) The AASc staffing table, payroll, and budget allocations shall be developed and approved annually by the Bureau of the Presidium based on a submission from the President.

(5) Honorary President

- (a) The position of Honorary President is nominal. After leaving the post of President, the founder becomes Lifetime Honorary President with the right to a decisive vote.
- (b) The Honorary President participates in the signing of academic diplomas, as well as certificates of First Prize winners and other AASc awards.
- (c) The Honorary President attends the opening of the AASc General Meeting with a welcoming speech.
- (d) The Honorary President has the right to participate in meetings of the Presidium and other AASc bodies and structures.
- (e) By decision of the Presidium, an Honorary President (Co-President) may be elected from among outstanding scientists, Nobel Prize Laureates, as well as prominent public and political figures who have made a great contribution to the development of science, technology, and education, modern civilization, solving environmental problems, developing civil society, peace, and prosperity. Such persons may include, for example, former heads of state of Asian countries or former heads of reputable international organizations.
- (f) The Honorary President (Co-President) is elected for a term of five years and may be re-elected for three consecutive terms.

(6) Vice-Presidents

- (a) Vice-Presidents are elected by a decision of the General Meeting on the recommendation of the President for a term of five years and may be re-elected for no more than three consecutive terms.
- (b) The number of Vice-Presidents is approved by a decision of the General Meeting on the recommendation of the President.
- (c) The Vice-Presidents manage the various activities of the AASc on behalf of the President and report on the work done to the President.

(d) The terms of reference, rights, and duties of the Vice-Presidents are determined and approved by the President of the AASc.

(e) During the absence of the President, on the instructions of the President, one of the Vice-Presidents may temporarily perform the duties of the President within the limits of the powers determined by the President.

(7) General Secretary

(a) The General Secretary manages the current scientific and organizational work of the AASc.

(b) The General Secretary organizes and coordinates the development and implementation of long-term and short-term AASc projects and programs.

(c) The General Secretary prepares the agenda and draft decisions of the General Assemblies, meetings of the Presidium, and the Bureau of the Presidium, in consultation with the President.

(d) The General Secretary prepares responses to official letters and requests and approves outgoing documentation.

(e) The General Secretary signs and stores the minutes of the General Assemblies, meetings of the Presidium, and the Bureau of the Presidium and signs them as the second signature after the signature of the President.

(f) The General Secretary carries out the general management of the work of the scientific secretaries of the scientific sections and regional offices of the AASc.

3. Members' Reserve Power

(1) AASc members have the right to use the institutions and structure of the AASc to solve tasks within the framework of the AASc and to carry out activities in AASc offices, as well as to participate in AASc events.

(2) Full Members (Academicians) of the AASc have the right to vote in the General Meeting of the AASc, can elect, and be elected to the governing bodies and various structures of the AASc.

(3) Associate Members have the right of an advisory vote in the AASc General Meeting and may be nominated for election by Full Members (Academicians) of the AASc in the prescribed manner.

(4) AASc members are obliged to comply with the AASc Charter and to comply with the decisions of the General Meeting, the Presidium, the Bureau of the Presidium, and other governing bodies of the AASc corresponding to the powers of these bodies.

4. Presidium Members May Delegate

(1) Subject to these articles, the PMs may, if they think fit, delegate any of the powers that are conferred on them under these articles—

(a) to any person or committee;

(b) by any means (including by power of attorney);

- (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the PMs so specify, the delegation may authorize further delegation of the PMs powers by any person to whom they are delegated.
- (3) The PMs may—
- (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

5. Committees

- (1) The PMs may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

(a) Directorate

- (i) The AASc Directorate is a permanent executive staff body of the AASc Presidium and reports directly to the President of the AASc.
- (ii) The Directorate is headed by an Executive Director appointed by the President, who may be a full-time employee of the AASc.
- (iii) The Directorate also includes the Deputy Executive Director, the Head of the Secretariat, the Finance Director, the HR Director, the Director of the Legal Service, and other structures approved by the Bureau of the Presidium.
- (iv) The recruitment and dismissal of AASc staff members is carried out by the President of the AASc.
- (v) The Executive Director manages the Directorate and its member structures, organizes, and manages the financial and economic activities of the AASc.
- (vi) The Deputy Executive Director performs the functions assigned by the Executive Director.
- (vii) The Finance Director is responsible for the correct use of AASc's financial resources for their intended purpose and in accordance with these Articles and the laws of the country of registration of the AASc, organizes the work of the accounting department, carries out day-to-day control over the activities of the accounting department and its staff, controls purchases and storage of material assets, the correctness of financial records management and the movement of funds, the correctness of tax deductions, other mandatory government payments, property insurance, and registration of medical insurance for AASc personnel.
- (viii) The Director of the HR Department organizes the work of the Department and its staff, carries out ongoing control over the activities of the Department and its staff, the recruitment and

dismissal of staff, bonuses and penalties for AASc staff, and ensures compliance with the labor laws of the country of registration of the AASc.

(ix) The Director of the Legal Service carries out management of the Legal Service, control over its activities and the work of the staff, monitors compliance with the law and by-laws of the country of registration of the AASc, ensures the correctness of maintaining and storing documents of legal importance, and ensures the correctness of drawing up contracts, memoranda, acts of acceptance, and transfer of material and technical means both within the AASc and between the AASc and external partners.

(b) Scientific Council

(i) The Scientific Council reports directly to the AASc Presidium and is headed by the AASc President.

(ii) The composition of the Scientific Council is formed from among Academicians on the recommendation of the President of the AASc and approved by the AASc Presidium.

(iii) The Scientific Council consists of 90–100 Academicians from different scientific sections, with approximately 10–11 Academicians elected from each Scientific Section.

(iv) The Scientific Council develops and submits the AASc development concept to the AASc Presidium for approval.

(v) The Scientific Council has the right to perform the following:

(A) Nominate scientists for AASc awards.

(B) Nominate scientists for election to AASc Academicians.

(C) Review and approve AASc research programs.

(D) Review and approve AASc research projects for grants.

(E) Review and approve scientific books, journals, collections of papers, monographs, pamphlets, and other manuscripts for publication.

(F) Form scientific commissions on specific scientific programs and research projects.

(G) Form and approve annual plans for conferences, symposiums, seminars, meetings, round tables, and other events.

(H) Confer honorary titles, such as Honorary Doctor and Honorary Professor of the AASc.

(I) Develop and submit proposals for the establishment of scientific and educational organizations within the framework of the AASc, such as Educational Centers, Universities, Research Centers and Institutes, Laboratories, and other scientific and educational institutions, for approval by the AASc Presidium.

(c) Scientific Sections

(i) Scientific Sections and their number and names are approved by the decision of the AASc Presidium.

- (ii) Scientific Sections are headed by Section Chairmen approved by the AASc Presidium.
- (iii) The composition of Scientific Sections is approved by the AASc Presidium.
- (iv) Scientific Sections establish Election Commissions in various fields of science and technology, which elect candidates for the election of Full Members (Academicians) of the AASc.
- (v) Chairmen and members of Election Commissions are approved by the decision of Scientific Sections by a majority vote.
- (vi) The Election Commissions select candidates for election as an AASc Academician from among the Associate Members of the AASc and also accept the applicant's application form if represented by three AASc Academicians.
- (vii) The lists of selected and approved candidates for election as an AASc Academician are transmitted by the Chairmen of the Scientific Sections to the Bureau of the Presidium for further consideration and submission of applicants to the Presidium meeting.
- (viii) The Scientific Sections coordinate the scientific activities of the AASc in the relevant scientific areas.
- (ix) Scientific Sections may establish, by their decision, Scientific Councils in the scientific field corresponding to the scientific direction of the Section.
- (x) Scientific Sections can create Problem-solving Commissions, research groups, and departments in individual scientific areas of the Section.
- (xi) Scientific Sections may submit proposals for the establishment of new scientific and educational structures of the AASc for consideration by the Bureau of the Presidium and the Presidium, including Research Centers and Institutes, Universities, Educational and Training Centers, laboratories, and other structures with or without the right of a legal entity.

(d) Young Scientists Committee

- (i) The Young Scientists Committee, hereinafter referred to as "YSC," is established within the AASc as an independent structural unit and unites young scientists and specialists to implement the goals and objectives of the AASc.
- (ii) Young scientists and specialists are recognized as master's students, graduate students, and doctoral students of Higher Educational Institutions, masters, and young scientists with PhD degrees and academic degrees under the age of 40.
- (iii) The Chairman of the YSC is appointed by the Order of the President of the AASc from among the most talented scientists with a PhD degree and under the age of 45 years, with experience in organizational work.
- (iv) The Chairman of the YSC may hold a full-time or part-time position in the AASc.
- (v) The Chairman of the YSC reports directly to the President of the AASc.
- (vi) Young scientists and specialists who have completed an online application form on the AASc website and who recognize and do not violate the AASc Charter may be accepted into the YSC.

(vii) The Supreme Coordinating Body of the YSC is the General Meeting of the YSC, which is convened at least once every year.

(viii) Decisions of the YSC General Meeting are taken by a majority vote.

(ix) The General Meeting of the YSC has the right to perform the following:

(A) Hear and discuss the YSC Chairman's report on YSC's performance and evaluate YSC's performance during the reporting period.

(B) Address the President of the AASc with their suggestions, requests, criticisms, and recommendations regarding the activities of the YSC.

(C) Elect the Board of the YSC.

(x) The YSC Board is governed by the following:

(A) The YSC Board is headed by the YSC Chairman.

(B) The YSC Board does not exceed 50 people.

(C) The YSC Board decides on the admission of new members to the YSC.

(D) The YSC Board may create sections within the YSC in various fields of science and technology, scientific commissions, a scientific council, and other structures that bring together young scientists and specialists.

(E) The YSC Board may nominate candidates from among young scientists and specialists for the nomination of the AASc Award — the Young Talent Badge.

(F) The YSC Board has the right to nominate the most talented YSC members with at least a PhD degree for extraordinary election as an Associate Member of the AASc.

(G) The YSC has a peer-reviewed International Scientific Journal of Young Scientists and Specialists, which publishes scientific articles, reviews, conference proceedings of young scientists, and other scientific materials.

(H) YSC members pay an annual membership fee, the amount of which is determined by the decision of the Bureau of the Presidium.

(xi) The rights of YSC members include the following:

(A) YSC members may be elected to the Board and other YSC structures in accordance with the established procedure.

(B) YSC members with academic degrees of at least PhD have privileges when elected as an Associate Member of the AASc.

(C) The most active YSC members can be given AASc letters of recommendation for admission to Higher Education Institutions and employment.

(D) YSC members have the right to participate in AASc events and enjoy the benefits set by the AASc Presidium for YSC members, including financial and other benefits when registering to participate in AASc conferences and other forums, publishing manuscripts in AASc journals and proceedings, and similar activities.

(E) A decision on election to the YSC and a digital Certificate of the established AASc sample are sent to the elected YSC members by email.

(F) All YSC member certificates are numbered, receive a personal QR code, and are entered into the AASc registry.

(e) Audit Committee

(i) The Audit Committee shall be elected by the General Meeting from among AASc Academicians and shall consist of five non-Presidium Academicians. Members must not hold any executive roles within AASc governance, including the Presidium, management, or similar positions.

(ii) **Mandate and Procedures.** The Audit Committee shall adhere to the following:

(A) **Annual Audit.** The Committee conducts financial and operational audits once per fiscal year, within the first quarter following the reporting year, with a maximum duration of 15 working days.

(B) **Reporting.** Findings are presented by the Committee Chair at the next General Meeting. Dissenting opinions must be recorded.

(C) **Documentation.** Meeting minutes require signatures of the Chair and a majority of members and the AASc official seal. The Chair maintains records for seven years.

(iii) **Governance Safeguards.** The following safeguards apply:

(A) The Chair may attend Presidium meetings with an advisory voice but no voting rights and has access to all financial records without prior approval.

(B) No Audit Committee member may hold concurrent positions in AASc executive bodies or receive performance-linked compensation.

(C) **Enforcement.** Failure to audit triggers an automatic review by an independent HKCPA-registered firm at AASc's expense. Whistleblower protection is provided for committee members reporting irregularities.

DIVISION 2 — DECISION-TAKING BY PRESIDIUM MEMBERS

6. Presidium Members to Take Decision Collectively

(1) A decision of the PMs may only be taken by a majority vote of members present at a Presidium meeting where a quorum is achieved.

7. Calling Presidium Members' Meetings

- (1) Meetings shall be held at least once every six months to address ongoing operations and strategic matters.
- (2) Meetings are called by the President or the Bureau of the Presidium, with a minimum of 30 days' notice provided to all members.
- (3) In urgent circumstances, emergency sessions may be convened with a 14 days' notice.
- (4) Notice of a PMs meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place, and the allowed participation formats; and
 - (c) Notice must be given to each member of the Presidium at least 30 days in advance, or 14 days for emergency sessions, via registered mail, email, or website publication.

8. Participation in Presidium Members' Meetings

- (1) Allowing participation in the following hybrid formats, with all participants granted equal voting rights:
 - (a) physical presence (traditional);
 - (b) remote format (participation via videoconferences such as Zoom or Teams);
 - (c) both formats of meetings of the Presidium can be implemented in any Asian country. The country of the meeting is determined by the collegial body of the AASc.

9. Quorum for Presidium Members' Meetings

- (1) A quorum of at least **50%** of Presidium Members (PMs) is required, or a minimum of two PMs if only two PMs serve on the Presidium, for meetings to proceed with decision-making, except in cases of proposals to convene another meeting.

10. Meetings if Total Number of Presidium Members' Less Than Quorum

- (1) If the total number of PMs for the time being is less than the quorum required for PMs' meetings, the PMs must not take any decision other than a decision—
 - (a) to appoint further PMs; or
 - (b) to call a general meeting to enable the members to appoint further PMs.

11. Chairing of Presidium Members' Meetings

- (1) The President serves as the chairperson.

(2) If the President is not participating in a Presidium meeting, or is not participating within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the following applies:

(a) the participating PMs may appoint the Vice-President, who may temporarily perform the duties of the President within the limits of powers determined by the President;

(b) the participating PMs may appoint a PM to chair their meetings.

(3) The PMs may terminate the appointment of the chairperson at any time by resolution at the General Meeting.

12. Chairperson's Casting Vote at Presidium Members' Meetings

(1) If the numbers of votes for and against a proposal are equal, the chairperson or another PM chairing the PMs' meeting has a casting vote.

13. Conflicts of Interest

(1) This article applies if—

(a) a PM is in any way interested in a transaction, arrangement, or contract with the company that is significant to the company's business; and

(2) The PM must declare the nature and extent of the PM's interest to the other PMs in accordance with section 536 of the Ordinance.

(3) The PM must neither perform the following:

(4) Vote in respect of the transaction, arrangement, or contract.

(5) Be counted for quorum purposes in respect of it.

(6) This article does not apply to arrangements specified in the Ordinance, such as indemnities or employee benefits.

14. Supplementary Provisions as to Conflicts of Interest

(1) A PM may hold any other office or position of profit under the company (other than auditor) for a period and on terms determined by the PMs.

(2) A PM is not disqualified from contracting with the company as a vendor, purchaser, or otherwise.

(3) Such contracts are not liable to be avoided.

(4) A PM is not liable to account for profits from such contracts by reason of holding the office.

(5) A PM may be a director or officer of any company promoted by or in which the company is interested.

15. Validity of Acts of Meeting of Presidium Members

(1) The acts of any meeting of PMs or committee, or of any person acting as a director, are as valid as if duly appointed and qualified, even if there was a defect in the appointment or qualification.

16. Record of Decisions to Be Kept

(1) The PMs must ensure that the company keeps a written record of every decision taken by the PMs for at least 10 years.

(2) The General Secretary signs and stores the minutes of the Presidium and the Bureau of the Presidium as the second signature after the signature of the President.

(3) All protocols and ballots of the Presidium and other collegial bodies are stored on electronic media for seven years.

17. Presidium Members' Discretion to Make Further Rules

(1) Subject to these Articles, the PMs may make rules about how they take decisions and how such rules are recorded or communicated to PMs, ensuring compliance with the company's regulations.

DIVISION 3 — APPOINTMENT AND RETIREMENT OF PRESIDIUM MEMBERS

18. Appointment and Retirement of Presidium Members

(1) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a PM—

(a) by ordinary resolution at the General Meeting, where the General Meeting elects Presidium members for five-year terms, with the President nominating Vice-Presidents, General Secretary, and Presidium members for election.

(2) Unless otherwise specified, a PM holds office for a five-year term, with one-third of members reelected every five years, and may be re-elected for no more than three consecutive terms.

(3) The President must resign upon reaching the age of 80, unless extended to 85 by a special decision of the General Meeting.

19. Retiring Presidium Members Eligible for Reappointment

(1) A retiring PM is eligible for reappointment to the office.

20. Composite Resolution

(1) This article applies if proposals are under consideration concerning the appointment of 2 or more PMs to offices or employments with the Company or any other body corporate.

(2) The proposals may be divided and considered in relation to each director separately.

(3) Each of the PMs concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

21. Termination of Presidium Member's Appointment

(1) A person ceases to be a PM if the person—

(a) ceases to be a PM under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;

(b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;

(c) becomes a mentally incapacitated person;

(d) resigns the office of PM by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;

(e) is removed by an ordinary resolution at the General Meeting or by the Presidium's decision if they violate the interests of the AASc and the AASc Articles, harm the activities and image of the AASc, violate or refuse to comply with the decisions of the Presidium and the General Meeting of the AASc, or violate ethical norms by their actions and behavior, showing disrespect for culture and traditions, moral and religious principles of Asian countries and other countries and peoples of the world. Before making a decision, the Presidium must justify its decision in writing and send it to the member by email or regular mail.

22. Presidium Members' Remuneration

(1) No PM shall be entitled to any remuneration or benefit from the AASc.

23. Presidium Members' Expenses

(1) The AASc may pay any travelling, accommodation, and other expenses properly incurred by PMs in connection with attending meetings of the Presidium, Bureau of the Presidium, General Meetings, or exercising their responsibilities, such as organizing and managing the international relations of the AASc, as pre-approved by the Presidium for operational costs.

DIVISION 4 — PRESIDIUM MEMBERS' INDEMNITY AND INSURANCE

24. Indemnity

(1) A PM or former PM may be indemnified out of the AASc's assets against any liability incurred to a person other than the AASc, provided funds are used for salaries, operational costs, academic prizes, scholarships, awards, publishing activities, or charitable projects, and no portion of the Academy's income or assets is distributed to its members or PMs, except as reasonable compensation or reimbursement of pre-approved expenses.

(2) Indemnity does not cover the following:

(a) Fines in criminal proceedings or penalties for regulatory non-compliance.

(b) Liabilities in defending proceedings where the PM is convicted, judgment is against them, or relief is refused under sections 903 or 904 of the Ordinance.

(3) A conviction, judgment, or refusal is final at the end of the appeal period or when an appeal is disposed of.

25. Insurance

(1) The Presidium may purchase and maintain insurance for a PM against any liability attached to them in connection with their duties, except for fraud, using funds allocated for salaries, operational costs, or charitable projects.

DIVISION 5 — COMPANY SECRETARY

26. Appointment and Removal of Company Secretary

(1) The PMs must appoint a Company Secretary, as required by section 474 of the Ordinance, for such term, at such remuneration, and on such conditions as they think fit, to ensure compliance with statutory requirements, including maintaining the company's statutory records and filing obligations with the Hong Kong Companies Registry.

PART 3 — MEMBERS

DIVISION 1 — BECOMING AND CEASING TO BE MEMBER

27. Membership Structure

The AASc recognizes four classes of membership, as follows:

(1) **Honorary Members.** Honorary Members are non-voting members appointed by Presidium majority vote, comprising distinguished public figures, philanthropists, or leaders in science and technology, education and environmental sustainability, international security, and civil society development.

(a) They have the privilege to receive an Honorary Diploma and Golden Insignia and are not required to pay membership fees.

(2) **Full Members (Academicians).** Full Members are governed by the following:

(a) **Election Process.** The election process for Academicians includes the following:

(b) **Nomination:** The right to nominate candidates for the election of Academicians is held by the President, the Presidium, the Academic Council, or external candidates require sponsorship by three sitting Academicians. Proposals for consideration of candidates for Academicians may be submitted by Scientific Sections, National and Regional Centers, and the Young Scientists Committee (from among YSC members).

(i) **Presidium Vote:** A two-thirds majority is required for approval, with annual quotas per scientific field set by the Presidium.

(ii) **Eligibility Criteria.** Candidates must meet the following criteria:

(iii) Nobel Laureates or AASc World Talent Prize winners (fast-track approval).

(iv) Members of national academies (e.g., CAS, RAS, NAS).

(v) Professors with an H-index of at least 15, 100 or more patents, major UN/UNESCO/ISC/WOSCO awards, or full members of reputable non-profit international and national scientific organizations (e.g., TWAS, Academia Europaea, A-AET, The Islamic World Academy of Sciences).

(vi) China-specific: Recipients of National High-Level Talent Program (A/B/C tiers).

(vii) Required documents include a publication list (minimum 25 peer-reviewed works), PhD certificate, and other certificates of academic degrees, academic titles, and higher education.

(c) **Benefits and Obligations.** The benefits and obligations of Full Members include the following:

(i) **Privileges:** Waived conference and journal fees, fast-track publication (two non-peer-reviewed papers per journal issue), Golden Insignia, and numbered Diploma with QR authentication.

(ii) **Requirements:** Annual fees (Presidium-determined), compliance with AASc Code of Conduct and Charter.

(3) **Associate Members.** Associate Members are PhD or equivalent holders who apply online via the AASc website or email with required documents, approved by Bureau majority vote, and receive discounted fees and advisory vote, with a pathway to Full Membership after two years.

(a) **Eligibility and Election.** The eligibility and election process includes the following:

(i) Qualifications include a PhD or equivalent (verified through diploma submission).

(ii) Applications are submitted via an online form on the AASc website or email, with required documents including a publication list (minimum five peer-reviewed works), PhD certificate, and other certificates of academic degrees, academic titles, and higher education.

(iii) Approval is by the Presidium Bureau via simple majority vote.

(b) **Rights and Obligations.** The rights and obligations include the following:

(i) Privileges include discounted fees for AASc conferences and journals (Presidium-determined), advisory vote in General Meeting, and pathway to Full Membership after two years.

(ii) Requirements include an annual membership fee and compliance with AASc Ethics Code and Charter.

(c) **Digital Certification.** Certification is issued within 20 business days of approval, including a QR-coded e-certificate (blockchain-verified) and entry in the AASc Member Registry (accessible via member portal).

(4) **Institutional Members (IM).** Institutional Members are governed by the following:

(a) **Admission Process.** Entities such as universities, research centers, and corporations are admitted upon endorsement of the AASc Charter and payment of a one-time admission fee and annual dues, the amounts of which are approved by the Presidium.

(b) **Representation and Benefits.** The following apply:

(i) A designated representative attends Presidium meetings with an advisory voice and is eligible for honorary titles (e.g., Honorary Professor/Doctor).

(ii) Staff privileges include waived registration for AASc events and priority publication in AASc journals (one fast-track submission per year).

(iii) Promotion includes logo display on the AASc website (opt-in) and being featured in the annual AASc Institutional Partners Report.

(c) **Compliance.** Institutional Member status is renewed annually upon fee payment and participation in at least one AASc activity per year.

(5) **Partners.** Partners are legal entities engaging with the AASc through the following:

(a) Joint projects, including research collaborations and educational initiatives (e.g., dual-degree programs).

(b) Co-established entities, such as universities, labs, or institutes (with separate legal registration).

(c) Hosting agreements, housing AASc regional centers or training facilities without transferring ownership.

(d) Event co-organizers, including international conferences, exhibitions, or workshops.

(e) Partners receive the following benefits and recognition:

(i) Certification includes a digitally signed Partner Certificate with a unique ID and listing in the AASc Public Registry (opt-in).

(ii) Honorary titles may be conferred on partner representatives, such as Honorary Professor or Doctor.

(iii) Promotion includes logo display on the AASc website and being featured in the annual Global Partners Report.

(f) Partners must comply with the following:

(i) Agreements must include a Hong Kong governing law clause.

(ii) Intellectual property rights must be pre-defined for joint outputs.

(6) **Sponsors.** Sponsors include the following:

(a) Donors providing cash or asset donations.

(b) Event sponsors providing full or partial funding of AASc activities.

(c) In-kind supporters providing property loans (one year or more) or IP transfers.

(d) Sponsors are subject to the following legal safeguards:

(i) Tax receipts are issued for all donations (Hong Kong IRD-compliant).

(ii) Asset handling requires notarized usage agreements for loans and due diligence for IP transfers.

(7) **AASc Volunteers.** Volunteers are governed by the following:

(a) **Status and Registration.** Volunteers are a non-member role, distinct from AASc members. Applications are submitted online via the AASc portal, requiring a copy of an identity document and a document confirming university student status. Approval is by the Secretariat within 10 business days.

(b) **Digital Certification.** Certification is issued upon approval, including a blockchain-secured e-certificate (unique ID, QR-coded) and entry in the AASc Volunteer Registry.

(c) **Roles and Responsibilities.** Volunteers provide the following support:

(i) Event support includes logistics at conferences or workshops, translation, and guest assistance.

(ii) Administrative tasks include research assistance (non-peer-reviewed) and social media or content creation.

(d) **Benefits.** Volunteers receive the following:

(i) Financial benefits include reimbursed travel for assigned duties (pre-approved).

(ii) Access includes free observer passes to open forums.

(iii) Career development includes recommendation letters.

(iv) Recognition includes eligibility for an Honorary Diploma (100+ service hours) and Distinguished Service Award (annual).

(v) **Compliance Safeguards.** Volunteers must sign a code of conduct, including an NDA for sensitive projects. The Secretariat may revoke status for misconduct.

(e) Mentally incapacitated people cannot be nominated for election as a member of the Academy of Sciences.

28. Termination of Membership

(1) Membership may be terminated by expulsion from the AASc or by voluntary withdrawal from the AASc by the member.

(2) Voluntary withdrawal from the AASc shall be effected on the basis of a written application addressed to the Presidium or the Bureau of the Presidium. Withdrawal may be effected at any time during the reporting year, and the date of withdrawal shall be established as the date of approval of the withdrawal by a decision of the Presidium or the Bureau of the Presidium.

(3) A member of the AASc may be expelled from the AASc with deprivation of the title of Academician or Associate Member by a decision of the Bureau of the Presidium or the Presidium, if he or she carries out the following actions:

(a) violates the interests of the AASc and the Charter of the AASc, or causes damage to the activities and image of the AASc, causes moral or material damage to the AASc or its members, destabilizes the activities of the AASc by creating intrigues and an unhealthy atmosphere among the members of the AASc;

(b) violates or refuses to comply with decisions of the Bureau of the Presidium, the Presidium and the General Assembly of the AASc;

(c) violates ethical norms by his or her actions and behavior, shows disrespect for the culture and traditions, moral and religious principles of Asian countries and other countries and peoples of the world.

(4) For the purpose of examining the actions of a member of the AASc falling under Article 28(3)(a), (b), (c), a Commission shall be established by a decision of the Bureau of the Presidium of the AASc from among the Full and Associate Members of the AASc, consisting of not fewer than 3 disinterested members of the Academy, which shall conduct an investigation of the facts of the violation by the member of the AASc of Article 28(3)(a), (b), (c). The Commission, prior to the commencement of the investigation, shall notify the accused member of the AASc in writing of the commencement of the investigation and of the specific facts and grounds of the investigation in respect of the member of the Academy. The member of the AASc accused of violating Article 28(3)(a), (b), (c) of the Charter shall be granted the right to submit a written explanation in his or her defense within 14 days. At the same time, the member accused of

violating the Charter of the AASc shall not be informed of the names of the members of the Commission, in order to preclude attempts by him or her to influence their decision.

After receipt of the defense response from the member of the AASc, the Commission shall, within 7 working days, examine all the facts and grounds for the expulsion of the member of the AASc from the Academy. On the basis of the examination of all materials submitted, the Commission shall adopt a decision, which shall be transmitted by the President of the AASc to the Bureau of the Presidium, which shall examine the Commission's reasoning and adopt a final decision on the expulsion of the member of the AASc from the Academy. The decision on the expulsion of the member of the AASc shall be sent by the Secretariat of the AASc in writing by email or by other means of communication to the expelled member of the Academy. Information on the expulsion of the member of the AASc from the Academy shall be brought to the attention of the members of the Academy sent by email or by other means of communication.

The expelled member shall be obliged to return the certificate and the badge to the Secretariat of the AASc. The number of the issued Certificate of the member of the AASc of the expelled member of the Academy shall be annulled, which shall be recorded in the Register of Certificates.

DIVISION 2 — ORGANIZATION OF GENERAL MEETINGS

29. General Meetings

(1) Subject to sections 611, 612 and 613 of the Ordinance, the Company must, in respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.

(2) The first General Meeting is initiated by the founding members. Subsequent General Meetings are initiated by the Presidium.

(3) If the Presidium is required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.

30. Notice of General Meetings

(1) Notice specifies the date, time, venue, allowed participation formats, and agenda.

(2) Notice must be given at least 60 days in advance, via registered mail, email, or website publication.

31. Persons Entitled to Receive Notice of General Meetings

(1) Notice is given to all members, PMs, the Company Secretary, and the auditor.

32. Accidental Omission to Give Notice of General Meetings

(1) Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

33. Attendance and Speaking at General Meetings

(1) Members may attend and speak via physical presence, videoconference, ensuring two-way communication.

(2) The PMs may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

34. Quorum for General Meetings

(1) Over two-thirds of the registered delegates present constitute a quorum at a general meeting.

35. Chairing General Meetings

(1) The President serves as the chairperson.

(2) If the President is not participating in a general meeting, or is not participating within 20 minutes of the time at which it was to start or is unwilling to chair the meeting, without prior warning, the following applies:

(a) the participating PMs may appoint the Vice-President, who may temporarily perform the duties of the President within the limits of powers determined by the President;

(b) the participating PMs may appoint a PM to chair their meetings.

36. Attendance and Speaking by Non-Members

(1) The Company Secretary and non-members (e.g., Partners, Sponsors) may attend and speak if permitted by the chairperson.

37. Adjournment

(1) Meetings adjourn if the quorum is absent or for safety or orderly conduct, with notice for adjournments of 30 days or more.

DIVISION 3 — VOTING AT GENERAL MEETINGS

38. General Rules on Voting

- (1) A person can exercise the right to vote at a general meeting when—
 - (a) the person can vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be considered in determining whether those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (2) Participation and voting by all AASc members, including PMs, in general meetings, meetings of the Presidium, the Academic Council, or other collegial governing bodies may be conducted in the following formats:
 - (a) Physical presence — traditional voting format.
 - (b) Hybrid — participation via videoconferences (e.g., Zoom, Teams).
 - (c) Remote voting by email, fax, or other electronic means.
- (3) When voting by email or other electronic means, numbered voting ballots are sent to the voting participants in advance, the form of which is approved by the Bureau of the Presidium. The voting dates and times after which the ballots are considered invalid are indicated in the ballots. All ballots received by email from the AASc Secretariat are sent to the accounting commission along with screenshots of the received email. After the votes are counted by the counting commission, the ballots are archived in electronic format and stored on electronic media.
- (4) All voting ballots at the General Meeting are stored on electronic media for seven years. All protocols and ballots of the Presidium and other collegial bodies are stored on electronic media for seven years.
- (5) The physical (traditional) and hybrid format of meetings of the General Meeting, the Presidium, the Academic Council, and any other collegial body can be implemented in any Asian country. The country of the meeting is determined by the collegial body of the AASc.
- (6) Resolutions are decided by a show of hands unless a poll is demanded. Full Members have decision-making votes; Associate Members have advisory votes.

39. Errors and Disputes

- (1) Voting disputes are resolved by the chairperson.

40. Demanding a Poll

- (1) A poll on a resolution may be demanded.

41. Number of Votes a Member Has

- (1) Full Members have one decision-making vote; Associate Members have one advisory vote.

(2) Mentally incapacitated members cannot participate in the voting.

42. Amendments to Proposed Resolutions

(1) Resolutions may be amended if notice is given and amendments are non-substantive.

PART 4 — MISCELLANEOUS PROVISIONS

DIVISION 1 — COMMUNICATIONS TO AND BY COMPANY

43. Means of Communication to Be Used

(1) English is the official language for office management and all AASc events.

(2) Communications may use registered mail, email, fax, or electronic means, ensuring two-way interaction and storage for seven years.

DIVISION 2 — ADMINISTRATIVE ARRANGEMENTS

44. Company Seals

(1) A common seal with the full registered name of the company in English ("ASIAN ACADEMY OF SCIENCES INTERNATIONAL ASSOCIATION LIMITED") and Chinese "亞洲科學院國際協會有限公司", indicating the place of registration ("Hong Kong, China") for certificates.

(2) Internal seals with the logo, abbreviated name ("Asian Academy of Sciences"), and the Hong Kong designation for:

(a) affixing on certificates, diplomas, letters, Protocols and Memoranda of Intent and Cooperation;

(b) as well as other non-financial documents without incurring legal and financial obligations.

(c) The heads of structural divisions and organizations using the internal seal bear personal administrative, moral, ethical and legal responsibility for the correct use of the internal seal.

(3) Special seals for the Presidium, the Scientific Council, committees, and other departments, approved by the Bureau of the Presidium.

(4) Seals are securely stored as follows:

(a) The official seal is kept by the President; internal seals are kept by the head of the administration.

(b) Seal imprints must be entered in the stamp registration log; unauthorized use results in dismissal and legal action.

45. No Right to Inspect Accounts and Other Records

(1) Inspection requires authorization; the Audit Committee oversees annual audits.

46. Auditor's Insurance

(1) Insurance may be purchased for auditors against liabilities, excluding fraud.