

PROPOSAL TO ENACT A CONSTITUTION FOR THE ASIAN SOCIETY OF ARACHNOLOGY

CONSTITUTION: WHY BOTHER?

ASA has been an anomaly.

Most arachnological societies around the world are run according to their respective constitutions.

The need for a constitution needs no elaborate explanation.

Any respectable and credible non-profit organisation should have a legal framework to meet the following prerequisites:

- clarity in the mission, objectives, and direction of the society;
- precision in the rights and obligations of members and office-bearers;
- clear definition of the roles, responsibilities, operating procedures, and decision-making powers of the President, office-bearers, and general membership;
- a prescribed roadmap for a fair and democratic election, for a smooth and predictable leadership succession process, and for the selection and appointment of non-elected coopted office bearers (e.g., Webmaster);
- transparency, accountability, and oversight in administration;
- stability and consistency in leadership structure and functions;
- proper management of funds;
- a framework to function effectively;
- compliance with laws in the country of registration.

NO CONSTITUTION: WORST-CASE SCENARIOS

This section addresses the “worst case scenarios” if the ASA continues to operate without a constitution.

The section will begin with the most pressing (but not necessarily the most important problems).

Cannot improve & sustain website

Our website cannot be upgraded (e.g., to include a searchable database of non-taxonomic papers), and will eventually die a natural death without fresh injection of fund — See Discussion Paper I on subscription.

Cannot raise funds for Society's operations

Funds cannot be collected without subscription and a bank account.

A bank account cannot be created if ASA is not a registered society.

The society can be registered only with a constitution.

Many funders require non-profit organisations to have a promulgated constitution before extending grants and donations to them.

Cannot ensure financial accountability

Our funds may not be properly and legally managed without guidelines clearly defined in a constitution and by-laws covering topics such as:

- appointment and tenure of treasurer;
- decision-making and approval processes involving the use of funds, e.g., subsidies for activities, website improvement etc.

Cannot prevent undemocratic elections

Without a constitution incorporating a paid membership requirement, in a worst case scenario, there is nothing to prevent “phantom” members from electing a rogue President and Council that are not the genuine and democratic choice of the majority of their members.

There is also nothing to prevent prolonged tenure and even permanent appointment (no leadership renewal).

Cannot ensure stability and continuity

Instability, disruption, and power vacuum can happen in the absence of clear guidelines on election procedures to cope of sudden changes in leadership.

Possible confusion and ambiguity over the roles, responsibilities, and decision-making authority of the President, the Council, the general membership can potentially lead to the demise of the society.

The society will suffer if it is unclear who are empowered to make the following decisions:

- the date, venue, and conveners of the next Asian Conference of Arachnology;
- the selection, appointment, tenure, remuneration of the Webmaster.

Without a constitution incorporating decision-making and conflict-resolution processes, the organisation may be more vulnerable to persistent disputes, reputational risks, arbitrary changes in direction, and sudden dissolution.

TEMPLATES & ARCHITECTURE

The proposed changes are primarily based on good-governance templates from the International Society of Arachnology (ISA), the European Society of Arachnology (ESA), the American Arachnological Society (AAS), and the British Arachnological Society (BAS).

However, we have not fully adopted these templates. Instead, we have modified them so as (a) to align with our traditional practices and (b) to incorporate clauses that are required by the Registrar of Societies in Singapore — assuming that the Governing Council accepts Singapore as a politically neutral, legally robust, and bureaucratically efficient location for registering the Society and opening a bank account.

Our proposed legal framework is divided into two components:

- **A Constitution:** This document contains broad-stroke, foundational provisions on our non-profit purposes and objectives, governance structures, and other standard provisions inscribed in most constitutions of non-government organisations. Amending the Constitution will require a two-thirds majority of voting members.
- **A Code of By-Laws:** This document contains more specific and comprehensive rules or regulations that govern the internal and operational procedures of the society. Amending the By-Laws will require only a simple majority of voting members.

It is not advisable to integrate the Constitution and the By-Laws into a single document, as the new combination will become overly complex and difficult to understand.

Maintaining a distinction between the Constitution and By-Laws upholds the hierarchy of laws, ensuring that fundamental principles are accorded higher importance, but making it less onerous to implement administrative changes to facilitate operational needs.

KEY CHANGES: HIGHLIGHTS

Triennial General Assembly

The President and the remaining eight members of the Governing Council will be elected at the triennial General Assembly, meaning their tenure will be three years.

However, the Governing Council may reschedule the election if a General Assembly and the concomitant Asian Conference of Arachnology (ACA) cannot be convened under exceptional circumstances (e.g., wars, pandemics, or a decision to defer the ACA during a year when the ISA International Conference is held).

In that event, the tenure of the President and the Governing Council will be adjusted until their successors are elected at a rescheduled General Assembly.

Election of President and Office Bearers

The President and the remaining eight Governing Council Members, all elected at the General Assembly, will select three Office Bearers among themselves: Secretary, Treasurer, and Membership Secretary.

The Secretary will no longer serve as a permanent “ex officio” member. Instead, he or she will be elected by the Governing Council.

We have created two new posts in the Governing Council, viz., Treasurer and Membership Secretary.

Votes may be cast online, via email, or physically, or by a combination of any of the three modalities mentioned.

Measures to ensure good governance and leadership renewal

The President and Treasurer can serve only one term of three years.

Other Governing Council Members can serve a maximum of two consecutive terms.

Two auditors will be appointed to scrutinise the accounts.

Advisers Emeriti

The position of founders and past Presidents of the Society are now formalised as “Advisers Emeriti” (singular: Adviser Emeritus).

As they are independent of the Governing Council, they can play a credible role in auditing accounts and invigilating elections.

Webmaster

The Webmaster is elected by the Governing Council and sits in the Council as a non-voting member.

Honorary Members

Only the supreme authority of the ASA (the General Assembly) can bestow Honorary Membership to outstanding arachnologists.

Subscription fees

The documents allow the Council to decide and adjust the subscription fees without referring to the General Assembly. (This flexibility is based on the Constitutions of the AAS and BAS.)

Asian Conference of Arachnology (ACA)

This is the proposed nomenclature of our annual meeting.

We should avoid calling it an “International Conference” to avoid confusing our annual meeting with International Conference convened by the ISA.

Nevertheless, the proposed By-Laws make it clear that the ACA welcomes international participants, from Asia and elsewhere in the world.

Provisions required by the Registrar of Societies in Singapore

These include are legal provisions spelling out our non-profit nature, compliance with anti-money laundry measures in the transfers of funds, measures against misappropriation of funds, and other standard requirements about meeting procedures, amendments of legal instruments, and termination of the society.

The provisions on Extraordinary General Assembly also allow the Society to formally adopt or amend the Constitution and By-Laws if there is no time to get them endorsed in General Assemblies, such as the forthcoming General Assembly in Wuhan.

NEXT STEPS

If there is majority support in the ASA Governing Council of the proposed ASA Constitution and the Code of By-Laws, then the President and Secretary may inscribe the adoption of both documents at the forthcoming General Assembly held in tandem with the 8th ASA Conference in Wuhan in Oct 2024.

Although the proposed Code of By-Laws requires an advance notice of four weeks for the Secretary to table the proposed resolution, it is still proper to table the drafts at this stage — because the Code has not been adopted and therefore the Governing Council is not

bound by the requirement of an advanced four-week notice. This advance notice requirement will apply only on resolutions post-Wuhan, assuming both legal instruments are accepted and promulgated at Wuhan.

The drafts may be uploaded on the ASA websites as soon as the Governing Council has approved them.

To ensure democratic representation, online or email voting should be allowed for those members unable to attend the ASA Conference cum General Assembly in Wuhan.

Once these documents are adopted, the new President and eight Governing Council elected at the General Assembly may hold their first meeting in Wuhan and elect a Secretary, Treasurer, and Membership Secretary among themselves.

Delaying the adoption of the two documents will mean that ASA will continue to drift without a ratified legal framework until the next General Assembly. Without a Constitution, we cannot register the Society and open a bank account to accept subscription dues. This will mean we cannot implement the envisaged improvements of our website. This means our website may eventually die a natural death when Nicky Bay can no longer continue as our Webmaster free of charge.

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Dated: 20 Oct 2024