

# **CONSTITUTION OF THE ASSOCIATION OF SINGAPORE ATTRACTIONS**

## **ARTICLE 1**

### **NAME**

- 1.1 The Association shall be known as the “Association of Singapore Attractions”, hereafter referred to as the “Association”.

## **ARTICLE 2**

### **PLACE OF BUSINESS**

- 2.1 The place of business of the Association shall be situated at “77 Robinson Road #06-05 Singapore 068896” or at such other place(s) as may be decided by the Executive Committee from time to time.

## **ARTICLE 3**

### **DEFINITIONS & INTERPRETATION**

- 3.1 In this Constitution, unless otherwise stated:-
- 3.1.1 “Accredited Representative” means the person nominated by a Member and approved by the Executive Committee to represent the Member.
- 3.1.2 “Attraction” means a place of interest located in Singapore offering something which would attract tourists and is open to the public.
- 3.1.3 “Bye-Laws” means the written operating rules made by the Executive Committee for the management of the Association’s operations.
- 3.1.4 “Constitution” means the Constitution of the Association as herein contained and any future additions, deletions or amendments thereof that are approved by the Registrar of Societies.
- 3.1.5 “Executive Committee” means the Executive Committee of the Association.
- 3.1.6 “General Meeting” means an Annual General Meeting or Extraordinary Meeting of the Association.
- 3.1.7 “In writing” and “written” includes printing, typewriting, lithography and other modes of representation or reproduction of words in the English Language.

- 3.1.8 “Member” means a member falling within the categories stated in Article 5.
- 3.1.9 “Register” means the Register of Members as provided by the Constitution.
- 3.1.10 “Registrar of Societies” means the Registrar of Societies as defined in the Societies Act (Cap 311).
- 3.1.11 Words importing the singular number or the masculine gender only include the plural number or the feminine gender and vice versa. Words importing persons include corporations.

#### **ARTICLE 4**

##### **OBJECTS**

- 4.1 The objects of the Association shall be :-
- 4.1.1 To promote and foster cooperation, understanding and goodwill among Members.
- 4.1.2 To define consistent public standards for Members and monitor Members’ continuing compliance with the standards.
- 4.1.3 To promote training courses and seminars relevant to the tourism industry to improve the quality of Members.
- 4.1.4 To act as a representative body working with other public, private and non-profit organisations in areas which the Association considers to be in the interest of its Members.
- 4.1.5 To serve as a representative body to liaise with tourism-related international bodies which the Association considers to be in the interest of its Members. Where necessary, these shall be made in consultation with the respective government and statutory bodies.
- 4.1.6 To conduct marketing, promotional and public relations activities to attract both local and international visitors to member attractions in Singapore.
- 4.1.7 To act as arbitrators in and otherwise to assist in the settlement of disputes and difficulties arising between Members or in connection with any transaction or business.

- 4.1.8 To provide meeting places for Members and persons engaged or connected with the industry so that they may, by cooperation and mutual exchange of ideas and views, advance the interests of Members and the Association.
- 4.1.9 To affiliate with or become a member of or to enter into agreement with any association or organization which the Association considers to be in the interest of Members and the Association.
- 4.1.10 Generally to do all such other lawful things as the Association may consider incidental or conducive to the attainment of the objects of the Association or any of them.

## **ARTICLE 5**

### **MEMBERSHIP**

- 5.1 There shall be the following categories of Members:-
  - 5.1.1 Honorary Members
  - 5.1.2 Ordinary Members
  - 5.1.3 Associate Members – Corporate
  - 5.1.4 Associate Members - Individual
  - 5.1.5 Founding Members
- 5.2 The Executive Committee shall maintain a Register containing particulars of all Members at the Association's place of business that shall include the name and address of each Member.
- 5.3.1 A candidate seeking membership as an Ordinary Member or an Associate Member shall submit the application in the prescribed form to the Secretary-General.
- 5.3.2 The Membership Sub-Committee shall be responsible for defining the membership criteria in the Membership Bye-laws, subject to the approval by the Executive Committee, for all categories of membership. Upon receipt of the candidate's application for membership, the Membership Sub-Committee shall consider and evaluate the application in accordance with the Membership Bye-laws and put up their report and recommendations to the Executive Committee. Such Membership Bye-laws will be circulated to all members and made available to prospective membership candidates and applicants.
- 5.4.1 The candidate for membership must be approved by not less than two-thirds of the Executive Committee. The Executive Committee and the

- Membership Sub-Committee shall have the unfettered right to accept, decline or defer any application for membership without assigning any reason whatsoever.
- 5.4.2 The Executive Committee shall have the unfettered discretion to offer to an unsuccessful candidate for Ordinary Membership, an Associate Membership.
- 5.4.3 The membership of a successful candidate shall commence upon the candidate's payment of the entrance fee and subscription for the current calendar year.
- 5.5 An unsuccessful candidate for membership shall not be proposed again within a period of six months except with the consent of the Executive Committee.
- 5.6 A candidate for Ordinary Membership must be the owner, proprietor, principal and/or appointed manager of an Attraction. The candidate may belong to the company/organisation directly running the Attraction or its holding company. The candidate's main business is in operating a place of interest which offers substantial experience-rich tourism and lifestyle value, attracts tourists and/or locals, and is open to the public.
- 5.7.1 A candidate for Associate Membership - Corporate must be the owner, proprietor, or principal and/or appointed manager of a business that is related to the tourism and lifestyle industry.”
- 5.7.2 A candidate for Associate Membership – Individual should be an industry practitioner who may be current employees of tourism trade and/ or whom have retired from their attractions and deem to be able to contribute to the Association and industry.
- 5.8 A candidate for Ordinary Membership or Associate Membership must be registered or incorporated under :-
- 5.8.1 the Business Registration Act (Cap 32); or
- 5.8.2 the Companies Act (Cap 50); or
- 5.8.3 the Societies Act (Cap 311); or
- 5.8.4 Any Act of Parliament
- 5.9.1 The Executive Committee may invite any person who has rendered notable service to the Association or the tourism industry in Singapore to be elected as an Honorary Member by a majority of Members present at an Annual General Meeting of the Association. The Honorary Member shall be appointed on a 2-year term.

- 5.9.2 An Honorary Member shall not be entitled to vote at any General Meeting nor shall he be allowed to be a member of the Executive Committee.
- 5.9.3 An Honorary Life Member shall pay no subscriptions.
- 5.10.1 Ordinary Members shall be entitled to attend or vote at any General Meeting and shall be allowed to be a member of the Executive Committee or any Sub-Committee.
- 5.10.2 Ordinary Members shall pay subscriptions.
- 5.11.1 Associate Members shall not be entitled to vote at any General Meeting nor allowed to be a member of the Executive Committee.
- 5.11.2 Associate Members shall pay subscriptions.
- 5.12.1 Founding Member status shall be accorded to Protem Committee members who first took the initiative in forming the Association and will automatically be admitted as Ordinary Members of the Association.

**ARTICLE 6**  
**ACCREDITED REPRESENTATIVE**

- 6.1 Ordinary Members and Associate Members shall each nominate one person who shall either be a director, partner, sole-proprietor or manager of the Member to be the Accredited Representative of that Member.
- 6.2 An Ordinary Member or Associate Member's nomination of the Accredited Representative shall be approved by the Executive Committee or the Membership Sub-Committee. Such approval may be withdrawn at any time in which event the Member shall re-nominate another person to be the Accredited Representative.
- 6.3 The appointment of an Accredited Representative may be revoked at any time by the Member in writing.
- 6.4 The Accredited Representative shall represent the Member in all dealings with the Association and represent the Member in General Meetings.
- 6.5 The Accredited Representative's acts shall be deemed to be acts of the Member.

**ARTICLE 7**  
**OBSERVER**

- 7.1 The Singapore Tourism Board, Singapore Workforce Development Agency, or other government agencies where relevant (or their successors-in-title) shall be granted the status of an Observer of the Association if so decided by the Executive Committee.
- 7.2 An Observer may be invited to attend General Meetings, Executive Committee Meetings and Sub-Committee Meetings of the Association but shall not be entitled to vote at such meetings.

**ARTICLE 8**  
**ENTRANCE FEE, SUBSCRIPTIONS AND OTHER DUES**

- 8.1 Entrance fees and annual subscriptions for Ordinary and Associate Members shall be fixed and may only be varied at a General Meeting by a simple majority of votes. Any special levy to be imposed on all Members for a particular purpose in furtherance of the objects of the Association may only be raised from Members at a General Meeting by a simple majority of votes.
- 8.2 The entrance fee is payable at the time of admission to membership.
- 8.3 Subscription is payable annually and in advance on the 1st day of each calendar year.
- 8.4 A Member joining in the first half of a calendar year shall pay a full year's subscription and a Member joining during the second half of a calendar year shall pay three-quarters of a full year's subscription for the first calendar year.
- 8.5 When a Member fails to pay the subscription or other approved dues within three months from the due date, the Executive Committee shall notify the Member of such failure, request the Member to pay the subscription and/or dues within a period to be decided by the Executive Committee and inform the Member that if payment is not received within the period prescribed, his membership shall automatically cease but without prejudice to the right of the Association to recover all monies due from the Member to the Association.
- 8.6 The Executive Committee may suspend the rights and privileges of a Member until he pays the arrears of the subscription or other approved dues.

**ARTICLE 9**  
**RESIGNATION**

- 9.1 Any Member may resign by giving one month's notice in writing to that effect to the Secretary-General but shall remain liable for all dues or outstandings up to the date of such resignation. There shall be no refund of subscription or other dues already paid. Any Member so resigning shall cease to have any further interest in the funds and/or property of the Association.

**ARTICLE 10**  
**COMPLAINTS, DISCIPLINARY ACTION AND EXPULSION OF MEMBERS**

- 10.1 All complaints regarding the conduct or the expulsion from the Association of a Member or Accredited Representative must be made in writing, signed by the complainant(s) and filed with the Secretary-General, who shall submit the same to the Membership Sub-Committee for deliberation at its next meeting or at a meeting specially convened for that purpose.
- 10.2 The Membership Sub-Committee shall if it deems necessary conduct further investigations, including meeting with the complainant(s).
- 10.3 The Membership Sub-Committee shall, convene a hearing so that the Member concerned can be heard personally and given the opportunity of making representations before the Membership Sub-Committee. At least seven days' notice of such hearing must be given to the Member concerned by the Membership Sub-Committee. No action can be taken against a Member unless he has first been given an opportunity to appear and make representations before the Membership Sub-Committee. In the event the Member does not attend at the convened hearing, the Membership Sub-Committee shall proceed with their deliberation and decision.
- 10.4 Any Member, in the opinion of not less than two-thirds of the Membership Sub-Committee present and voting at such hearing:-
- 10.4.1 who is guilty of conduct detrimental to objects of the Association or the interests of Members of the Association;
- 10.4.2 who is guilty of conduct calculated to bring the Attractions sector, tourism trade and related industries into disrepute, including any criminal or dishonest act described by Singapore's criminal laws and any other act that is determined by the Executive Committee

to prejudice the attractions sector, tourism trade and related industries.

- 10.4.3 who has willfully or persistently refused or neglected to comply with the Constitution, any Bye-Laws or Resolutions passed at a General Meeting;
  - 10.4.4 who, in the opinion of the Membership Sub-Committee, due to a change in the Member's circumstances would not qualify to be admitted as an Member under the Bye-Laws of the Membership Sub-Committee applicable at the time of the Member's admission;
  - 10.4.5 who fails to abide by any Bye-laws or Resolutions passed at a General Meeting duly convened;
  - 10.4.6 whose attraction is no longer and Attraction as defined in this Constitution; or
  - 10.4.7 whose membership has been obtained through fraud or false representations or misrepresentation or non-disclosure of material facts; or
  - 10.4.8 being an Ordinary Member, whose principal business falls within any one of the categories listed in Article 5.3.6 of this Constitution, may be expelled from the Association, but such expulsion shall be subject to confirmation at a meeting of the Executive Committee to be held not earlier than seven days nor later than twenty-one days from the date of the decision to expel that Member by not less than two-thirds of the members of the Executive Committee present and voting.
- 10.5 Upon such confirmation being given by the Executive Committee, the name of such Member shall be removed from the Register whereupon such Member shall cease to be a Member, but without prejudice to the rights of the Association against the Member for all outstanding payments, subscriptions, levies, dues and fines due from him up to and including the date of his expulsion and that Member shall forfeit all interest in the funds and property of the Association and thereafter shall be ineligible for membership for a period of twelve months from date of expulsion, provided that an expelled Member shall not be re-admitted without approval of two-thirds majority of the Membership Sub-Committee present and voting at a meeting called for the purpose of considering the expelled member's application for membership.



- 10.6.1 The Executive Committee shall have the discretionary powers to suspend any Member for such period as the Executive Committee or Membership Sub-Committee deems fit or issue a written caution to any Member instead of expelling the Member.
- 10.6.2 Where a complaint relates to an Ordinary Member, the Executive Committee has the additional discretionary power to relegate the Ordinary Member to an Associate Member.

## **ARTICLE 11**

### **CESSATION OF MEMBERSHIP**

- 11.1 Without prejudice to any other provision in the Constitution, any Member shall cease to be a Member if :-
- 11.1.1 he is adjudicated a bankrupt (in the case of an individual proprietor or partner);
- 11.1.2 an application is filed in Court or a notice issued for passing of a resolution for the winding-up of or appointment of a judicial manager for the Member (in the case of a corporation);
- 11.1.3 The Member is dissolved (in the case of a sole-proprietorship, partnership, society or statutory body).
- 11.1.4 The Member has ceased to be the principal and/or appointed manager of an attraction

## **ARTICLE 12**

### **MANAGEMENT**

- 12.1.1 The Association shall be managed by an Executive Committee consisting of a Chairman, Vice-Chairman, a Secretary-General, Honorary Treasurer, and six Ordinary Members.
- 12.1.2 The Vice-Chairman shall be the chairman and the Secretary-General shall be a member of the Membership Sub-Committee of the Association.
- 12.1.3 All members of the Executive Committee shall be elected once every two years from amongst the Accredited Representatives of Ordinary Members by secret ballot at the Annual General Meeting and shall hold office in one portfolio for a period of two years. All retiring members of the Executive Committee may be re-elected, subject to Chairman, Vice Chairman and Secretary-General not holding the same office for more than two consecutive terms and the Honorary Treasurer shall not hold office for a

second consecutive term. Nominations of candidates for election to the Executive Committee shall be submitted in the prescribed nomination form which shall be sent to all Ordinary Members not less than twenty-one days before the Annual General Meeting and such form shall be proposed and seconded by Ordinary Members.

12.1.4 Where no nomination form has been received for a particular office of the Executive Committee, the incumbent Executive Committee Member shall be deemed to have been re-elected. In the event that he declines or his office is vacated during his term, his office shall be filled from the members of the incoming Executive Committee.

12.1.5 The Executive Committee shall be empowered to co-opt not more than three Members or notable persons in the industry to the Executive Committee.

12.1.6 Nomination forms together with the candidate's consent to his nomination shall be lodged with and acknowledged by the Secretary-General not less than seven days before the scheduled date of the Annual General Meeting of the Association.

12.1.7 Only Accredited Representatives of Ordinary Members are eligible for election to the Executive Committee.

12.2 The Executive Committee shall be empowered to :-

12.2.1 Regulate, manage and control all the affairs of the Association ( including powers to make Bye-Laws) and carry out its objects ( subjects only to the Constitution ) and may exercise all such powers and do all such acts and things as may be exercised or done by the Association for the furtherance of the objects of the Association, and no resolution passed at any General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such resolution had not been made. The Executive Committee shall not act contrary to the expressed wishes of the Members in General Meeting and shall always remain subordinate to the wishes of the Members in General Meeting.

12.2.2 Remove any Executive Committee Member who in the opinion of two-thirds of the Executive Committee, present and voting, is ineffective or has been absent without leave for three consecutive meetings.

12.2.3 Employ and dismiss paid staff.

- 12.2.4 Appoint a professional secretary or a firm of professional secretaries and/or public accountants for such period at such remuneration and on such terms and conditions as may from time to time be determined by the Executive Committee.
- 12.2.5 Raise funds for all or any of the purposes of the Association by means of subscriptions, levies on members, donations, appeals and such other means as the Executive Committee may from time to time think fit.
- 12.2.6 Acquire, purchase, take on lease, hire, hold and use movable and immovable property of every description and to convey, assign, surrender, yield up, charge, mortgage, demise, reassign, transfer or otherwise dispose of, or deal with, any movable or immovable property belonging to the Association upon such terms as the Executive Committee deems fit.
- 12.2.7 Transfer all funds of the Association not immediately required into such fixed deposit account(s) as the Executive Committee shall from time to time think fit.
- 12.2.8 Represent the Association and, conduct and negotiate all matters in the interest of the Association and its Members.
- 12.2.9 Make Bye-Laws consistent with the Constitution of the Association, in keeping with the spirit of the Association's objectives, to regulate the affairs of the Association.
- 12.2.10 To establish, print and publish newsletters, journals, magazines or periodicals relating to the travel and tourism industry and to adopt such means of making known the objectives and activities of the Association as the Executive Committee shall in its absolute discretion think fit.
- 12.3 The office of an Executive Committee Member shall be deemed vacated:-
- 12.3.1 if he resigns by giving notice in writing to the Secretary-General;
- 12.3.2 upon his death;
- 12.3.3 if he is found to be of unsound mind or unfit for office for medical reasons;
- 12.3.3 if he is adjudicated a bankrupt;

- 12.3.4 if the Ordinary Membership of which he is the Accredited Representative ceases, or is suspended or if that Ordinary Member is expelled;
- 12.3.6 if he absents himself from three Executive Committee meetings consecutively.
- 12.4 Any member of the Executive Committee or any Ordinary Member which the Accredited Representative represents who has pecuniary interest in any firm or company or is connected or associated in any way with such firm or company whose services or wares are purchased or may be purchased by the Association shall declare his interest in writing to the Executive Committee. The Executive Committee may in its discretion disqualify him from all deliberations and decision - making processes connected therewith.
- 12.5 All Executive Committee Members shall act honestly and ensure reasonable diligence in the performance of their duties to the Members in accordance with the Constitution and Bye-Laws. All Executive Committee Members shall be agents of the Members.

**ARTICLE 13**  
**DUTIES OF EXECUTIVE COMMITTEE MEMBERS**

- 13.1 The Chairman shall preside at all meetings of the Association and of the Executive Committee. He shall see that the duties of the respective offices of the Association are properly and faithfully performed. He shall submit on behalf of the Executive Committee an Annual Report to the Members at the Annual General Meeting.
- 13.2 The Vice-Chairman shall assist the Chairman and in the absence of the Chairman, act in place of the Chairman.
- 13.3 The Secretary-General shall conduct the business of the Association as instructed by the Executive Committee. He shall issue proper notices of all Executive Committee and General Meetings of the Association and shall keep minutes of such meetings. He shall also be authorized to conduct all correspondence and sign such correspondence on behalf of the Association. He shall also perform such other duties as may be decided by the Executive Committee and see that the duties of employees, professional secretaries and/or accountants are properly and faithfully performed. He shall keep an up-to-date Register of Members at all times.
- 13.4 The Honorary Treasurer shall be responsible for the financial records of the Association, keep account of its financial transactions and be responsible for their correctness. He shall prepare and present the annual budget

requirements to the Annual General Meeting for approval. He shall under the authority of the Executive Committee disburse the Association's funds. He shall also be authorized to extend and maintain a cash float of \$200/- for petty expenses, to be reimbursed as and when required. The Honorary Treasurer shall present to the Executive Committee a monthly statement of the accounts and to the Annual General Meeting, a duly audited financial statement for the preceding year ended.

- 13.5 An Ordinary Member of the Executive Committee shall assist in the general administration of the Association and perform any duties assigned to the Executive Committee from time to time.

**ARTICLE 14**  
**SUB-COMMITTEES**

- 14.1 The Executive Committee shall have the power to appoint committees ("sub-committees") for special purposes.
- 14.2 All Accredited Representatives of Ordinary Members are eligible to serve on sub-committees.
- 14.3 The Executive Committee shall have powers to co-opt any Accredited Representative of Ordinary Members to serve on any sub-committee.
- 14.4 The decision of any sub-committee shall be subject to the approval of the Executive Committee.
- 14.5 The Chairman of each sub-committee shall normally but need not be restricted to a member of the Executive Committee.

**ARTICLE 15**  
**FINANCE**

- 15.1 The funds of the Association shall be under the management and control of the Executive Committee, who shall cause an account to be opened with a bank in Singapore, into which all monies belonging to the Association shall be paid and all cheques drawn on the said account shall be signed by any two of the following – Chairman, Deputy Chairman, Secretary-General and Honorary Treasurer.
- 15.2 The Executive Committee shall cause true accounts to be kept of all money received and expended by the Association and the matters in respect of which such receipts and expenditure took place.

- 15.3 The financial year of the Association shall be from 1st January to 31st December in each year.
- 15.4 At the Annual General Meeting the Executive Committee shall lay before the Members an audited Balance Sheet and Income and Expenditure Account made up to 31st December of the then preceeding year. The Balance Sheet and Income and Expenditure Account shall be signed by the Chairman and the Honorary Treasurer.
- 15.5 Every such Balance Sheet and Income and Expenditure Account shall be accompanied by a report of the Executive Committee as to the state of affairs of the Association.
- 15.6 Every such Balance Sheet and Income and Expenditure Account shall be audited by a firm of Certified Public Accountants appointed by the Members at the previous Annual General Meeting and the Accountants' report shall be annexed to every such Balance Sheet and Income and Expenditure Account.
- 15.7 The books of account shall be kept at the place of business of the Association.

## **ARTICLE 16**

### **AUDITORS**

- 16.1 The Association shall have auditors, who are registered members of the Institute of Certified Public Accountants, Singapore. They shall be appointed by the Members at the Annual General Meeting and their remuneration shall be fixed at this meeting.

## **ARTICLE 17**

### **EXECUTIVE COMMITTEE MEMBERS**

- 17.1.1 The Executive Committee shall meet for the despatch of the Association's business at such places and times as the Executive Committee Members shall think fit. The Executive Committee shall hold not less than six Executive Committee Meetings in any one year.
- 17.1.2 The Chairman or the Secretary-General with the concurrence of any three members of the Executive Committee may call a special meeting of the Executive Committee at any time, stating the object of the meeting.
- 17.1.3 The quorum of the Executive Committee shall be the majority of the Executive Committee members.

- 17.1.4 Notice of all meetings of the Executive Committee , with an Agenda attached shall normally be sent to each Executive Committee Member at least seven days prior to the date of the meeting .
- 17.2 Each Executive Committee Member shall be entitled to one vote, but the Chairman at any meeting shall have an original as well as casting vote. Save as provided in this Constitution, motions before the Executive Committee at a meeting thereof shall be passed by a simple majority.
- 17.3 The proceedings of all Executive Committee Meetings shall be entered in a Minute Book which shall be signed by the Chairman as a true record at the next succeeding meeting.
- 17.4 The Executive Committee may if it decides that such action be beneficial to the Association, invite observer/s to a specific meeting.

## **ARTICLE 18**

### **SUPREME AUTHORITY AND GENERAL MEETING (S)**

- 18.1 The supreme authority of the Association is vested in the General Meeting of the Members presided over by the Chairman. The Annual General Meeting of the Association shall be held not later than four months after the closure of the accounts each year, unless otherwise instructed by the Executive Committee.
- 18.2 All other General Meeting or Meetings of the Members shall be called Extraordinary General Meetings.
- 18.3 Should the Executive Committee fail to call an Annual General Meeting such meeting shall be called by the Secretary-General on the requisition in writing of at least six Ordinary Members.
- 18.4 Extraordinary General Meetings of the Association may be called by the Chairman or by the Executive Committee or whenever one-tenth of the Ordinary Members shall make a request in writing setting out the purpose of such meeting.
- 18.5 If at such Extraordinary General Meeting there is no quorum, the item or items on the Agenda for the Extraordinary General Meeting may not be tabled again until the Annual General Meeting or after the expiry of six months from the date of that Extraordinary General Meeting whichever is the earlier.
- 18.6 Fourteen days' notice of every Annual or Extraordinary General Meeting shall be sent to each Member by post to the address given in the Register

specifying the time and place of the meeting and business to be transacted thereof.

- 18.7 The accidental omission to give notice of the General Meeting to, or the non-receipt of such notice by any person entitled to receive such notice, shall not invalidate any resolution or business transacted at that meeting.
- 18.8 The quorum at a General Meeting shall be at least two-thirds of the total voting Ordinary Members present personally. In the event of there being no quorum at the commencement of the General Meeting, the meeting shall be adjourned for half an hour and should the number then present still be insufficient to form a quorum, those present shall be considered a quorum but they shall have no power to alter, amend or make additions to the existing Constitution.
- 18.9 The business of an Annual General Meeting shall be :
- 18.9.1 to receive the Executive Committee's annual report and the audited accounts for the preceding year together with the Auditor's Report thereon and if approved to pass them and the estimate of receipts and expenditure for the ensuing year.
- 18.9.2 to elect members of the Executive Committee in the year in which the members of the Executive Committee retire.
- 18.9.3 to appoint Auditors for the ensuing year.
- 18.9.4 to fix the amount of the annual subscription and the entrance fees for the ensuing financial year.
- 18.9.5 to consider any other business or decide on any Resolution duly submitted in writing to the Secretary-General at least seven clear days before the Meeting.
- 18.10 Each Ordinary Member shall be represented by its Accredited Representative or its proxy at a General Meeting and shall be entitled to one vote. Accredited Representative has to inform the Secretary-General, in writing the authorization of its proxy, prior to the meeting. Such votes can be exercised either personally or by proxy in the prescribed form. In the event of equality of votes the Chairman of the meeting shall be entitled to a casting vote in addition to his own vote as an Ordinary Member.
- 18.11 Voting during elections shall be open to all Ordinary Members who shall have one vote each.



- 18.12 Resolutions affecting amendments, additions or deletions to the Constitution, duly proposed and seconded at a General Meeting shall be decided by a two-thirds majority vote by members or proxies present at the meeting.
- 18.13 Resolutions not affecting amendments, additions or deletions to the Constitution, duly proposed and seconded at a General Meeting shall be decided by a simple majority vote.
- 18.14 The Chairman or in his absence, the Vice-Chairman, shall preside as Chairman at every General Meeting, but if both are not present within fifteen minutes after the time appointed for holding the meeting then the Members present may choose another Member of the Executive Committee to take the chair or if no Executive Committee Member is present, the Ordinary Members may then choose some other Member present to preside.
- 18.15 The proceedings of all General Meetings shall be entered in a Minute Book, which on being signed by the Chairman at the next General Meeting as a true record shall be conclusive evidence of the business done and passed at the aforesaid General Meeting.
- 18.16 A declaration by the Chairman of any General Meeting that a resolution has been carried by a majority or lost and an entry to that effect in the minutes of that meeting shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour of or against the resolution.
- 18.17 Only Ordinary Members shall be entitled to attend and vote at General Meetings.

## **ARTICLE 19**

### **NOTICES**

- 19.1 All notices sent or required by the Constitution to be sent to Members shall be deemed to have been duly served if sent by the Secretary-General or professional secretaries through the post by prepaid letter, postcard or emails addressed to Members at their addresses/email addresses shown in the Register.
- 19.2 Any notice sent by post shall be deemed to have been served on the day after the envelope or wrapper containing the same is posted and in proving service it shall be sufficient to show that such envelope or wrapper was properly addressed and put into the post box.

- 19.3 When any period of notice is required to be given, the day of service shall not, but the day upon which such notice expires shall, be included in such period.

**ARTICLE 20**  
**INDEMNITY**

- 20.1 In any prosecution, action or suit at law commenced against any Member or Members of the Executive Committee, or any servant or agent of the Association for anything done by him or them in the proper or reasonable discharge of their duty or duties to the Association, such person or persons shall be defended and indemnified by and at the cost of the Association for all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Executive Committee from time to time subject to the approval of the General Meeting.

**ARTICLE 21**  
**PROHIBITIONS**

- 21.1 The funds of the Association shall not be used to pay the fines of members who have been convicted in a court of law except as permitted in Article 20 of this Constitution.
- 21.2 The Association shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 21.3 Gambling of any kind, whether for stakes or not, is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the Association's premises is prohibited.
- 21.4 The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office-bearers, committees or Members unless it is specifically approved in writing by the relevant Government Authorities.
- 21.5 The Association shall not indulge or be involved in any political activity or allow its funds and/ or premises to be used for any political purpose.
- 21.6 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

**ARTICLE 22**  
**GRATUITIES**

- 22.1 No Member shall give any money or gratuity to any employee of the Association unless with the approval of the Executive Committee.

**ARTICLE 23**  
**REPRIMAND OF EMPLOYEES**

- 23.1 Only members of the Executive Committee may reprimand an employee of the Association.
- 23.2 All complaints against employees of the Association shall be in writing to the Secretary-General who if he shall be unable to deal with such complaints, submits the same to the Executive Committee whose decision shall be final.

**ARTICLE 24**  
**DISSOLUTION**

- 24.1 The Association shall not be dissolved except with the consent of not less than three-fifths of the Ordinary Members expressed either in person or by proxy at a General Meeting convened for the purpose.
- 24.2 In the event of the Association being dissolved as provided in (a) above, the property of the Association shall be sold and converted into cash and all surplus funds remaining after satisfying all the liabilities of the Association and the cost of dissolution, shall be distributed on a pro-rata basis among the Ordinary Members in proportion to the length of membership.
- 24.3 A certification of the dissolution, signed by the Chairman, Secretary-General and Honorary Treasurer, shall be given within seven (7) days of the dissolution to the Registrar of Societies.

Updated on 27 June 2013

END