

CONSTITUTION OF THE SINGAPORE LOGISTICS ASSOCIATION

1. NAME

- 1.1 This Association shall be known as the "SINGAPORE LOGISTICS ASSOCIATION", hereinafter referred to as the "Association".

2. PLACE OF BUSINESS

- 2.1 The Association's place of business and its address for correspondence shall be at 51 Thomson Road, 153B Goldhill Centre, Singapore 307607 or such other address as may subsequently be decided upon by the Council from time to time and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3. DEFINITIONS AND INTERPRETATION

- 3.1 In this Constitution, the following expressions shall, unless otherwise defined or the context otherwise requires, have the following meanings :-

"Articles"	means the provisions of this Constitution;
"Associate Member"	means any firm or company which satisfies the criteria set out in Article 5.3 and is admitted as an Associate Member of the Association in accordance with the provisions of this Constitution and whose name shall have been entered into the Register, and "Associate Membership" shall be construed accordingly;
"Constitution"	means the Constitution of the Association as herein contained and as the same may from time to time be modified or amended in accordance with the provisions herein;
"Council"	means the Council constituted under Article 13 to, inter alia, manage the affairs of the Association;
"General Meeting"	means any Annual General Meeting or Extraordinary General Meeting of the Association;
"Logistics"	means the process of planning, implementing and controlling the efficient, cost-effective flow and storage of raw materials, in-process inventory, finished goods and related information from point of origin to point of consumption for the purpose of conforming to customers' requirements;
"Member"	means any Ordinary Member or Associate Member, and "Membership" shall be construed accordingly;
"Ordinary Member"	means any company which satisfies the criteria set out in Article 5.2 and is admitted as an Ordinary Member of the Association in accordance with the provisions of this Constitution and whose name

shall have been entered into the Register, and "Ordinary Membership" shall be construed accordingly; and

"Register" means the Membership Register maintained by the Association under Article 9.

3.2 Where applicable, words importing the singular include the plural and vice versa; words importing a gender include every gender and references to persons include bodies corporate and unincorporate.

3.3 Headings are inserted for convenience of reference only and shall be ignored in the interpretation of the provisions of this Constitution.

3.4 The Council may interpret the provisions of this Constitution and any by-laws or regulations made hereunder, and the decision of the Council shall be binding on all Members until such time there is a dispute to which members may resolve differences in accordance with the Association's Constitution and the laws of Singapore.

4. OBJECTS

4.1 The objects for which the Association is established shall be :

- (a) to promote, protect and develop a sound Logistics industry generally and, as the Council may deem appropriate but without limiting the generality of the foregoing, in close cooperation and consultation with any government authority, department or body, the private sector or any other person;
- (b) to develop, promote and enhance Singapore as a regional and international Logistics centre with a reputation for reliability, integrity and high standards in Logistics practice and management; and
- (c) to represent, protect and promote the interests of Members generally and, for this purpose but without limiting the generality of the foregoing, to seek the support and assistance of any government authority, department or body, the private sector or any other person as the Council may in its discretion deem appropriate.

5. CATEGORIES OF MEMBERSHIP AND CRITERIA FOR MEMBERSHIP

5.1 The Association shall have two categories of Members :-

- (a) Ordinary Members; and
- (b) Associate Members.

5.2 All companies may apply to be an Ordinary Member of the Association if they satisfy the following criteria :-

- (a) the applicant is duly incorporated in Singapore and actively engaged in the provision of Logistics services for a period of not less than two (2) years;

- (b) one of the directors or managers of the applicant has not less than five (5) years' working experience in a management position in a company which provide Logistics services;
- (c) the applicant has a minimum paid-up capital of S\$100,000.00; and
- (d) the applicant has in force a liability insurance policy which is appropriate to the nature of the Logistics services provided by it and which has a minimum coverage of S\$100,000 for any one claim.

5.3 All firms and companies which do not satisfy the criteria for Ordinary Membership may apply to be an Associate Member of the Association if they satisfy the following criteria:-

- (a) the applicant is duly incorporated or registered in Singapore and actively engaged in the provision of Logistics and/or ancillary services;
- (b) one of the directors or managers of the applicant has not less than three (3) years' working experience in a management position in a company or firm which provides Logistics and/or ancillary services; and
- (c) the applicant has in force a liability insurance policy which is appropriate to the nature of the Logistics and/or ancillary services provided by it and has a minimum coverage of S\$100,000 for any one claim.

6. APPLICATION FOR AND ADMISSION TO MEMBERSHIP

6.1 All applicants for Ordinary Membership and Associate Membership must be proposed by an Ordinary Member and seconded by another Ordinary Member.

6.2 All applications for Ordinary Membership and Associate Membership shall be :-

- (a) made in writing as may be prescribed by the Council from time to time;
- (b) signed by an authorised officer of the applicant and also by its proposer and seconder; and
- (c) accompanied by such supporting documents as may be required by the Council.

6.3 All applications for Ordinary Membership and Associate Membership shall be decided upon by the Council, which may in its absolute discretion approve, decline or defer any application without assigning any reason whatsoever.

6.4 All applicants shall be notified in writing of the decision of the Council on their applications.

6.5 Every applicant whose application has been approved by the Council shall, upon payment of the entrance and subscription fees applicable for the time being, be registered by the Honorary Secretary in the Register as an Ordinary Member or Associate Member, as the case may be. The Council may, in its discretion, withdraw the approval of any such application if the applicant fails to pay the applicable entrance fees or subscription fees by the time stipulated by the Council.

6.6 An Associate Member which satisfies the criteria for Ordinary Membership may apply to the Council to be upgraded to be an Ordinary Member. Such application shall be made in

accordance with the provisions of this Article 6. The Council may in its absolute discretion approve, decline or defer any such application without assigning any reason whatsoever.

7. RIGHTS OF ORDINARY MEMBERS

- 7.1 All Ordinary Members shall, subject to the provisions of this Constitution, be entitled to all rights, privileges and benefits conferred by this Constitution including, without limitation, the following :-
- (a) to attend and vote at all General Meetings by their accredited representatives or alternates or proxies appointed in accordance with this Article 7 and to receive all notices and circulars issued by the Association;
 - (b) (without prejudice to Article 7.1(a)) to vote at any election of candidates to the Council, and accredited representatives of Ordinary Members shall be entitled to be nominated as candidates for election to the Council;
 - (c) to submit proposals for inclusion in the agenda for any General Meeting or Council meeting; and
 - (d) to share and enjoy any rights, privileges or benefits that may be provided by or obtained from the Association.
- 7.2 Every Ordinary Member may, by notice in writing, appoint an accredited representative and an alternate from the Ordinary Member to represent it at all General Meetings which the Ordinary Member is entitled to attend. Any such notice shall contain, among other things, an undertaking by the Ordinary Member :-
- (a) that its accredited representatives shall have full powers to represent it; and
 - (b) that the acts of its accredited representatives at any General Meeting shall be deemed to be the acts of the Ordinary Member and binding on it.
- 7.3 Without prejudice to the foregoing, every Ordinary Member may appoint a proxy to represent it at a particular General Meeting. The instrument of proxy shall be in such form as the Council may prescribe from time to time and shall be despatched so as to reach the Association at its registered office not less than twenty-four (24) hours before the time fixed for that General Meeting falling which the instrument of proxy shall be treated as invalid.
- 7.4 An Ordinary Member may, at any time by notice in writing to the Association, revoke the appointment of any accredited representative and appoint another in his place.
- 7.5 The appointment of any accredited representative of an Ordinary Member shall be automatically terminated :-
- (a) upon the accredited representative ceasing to be an employee of the Ordinary Member or otherwise being dissociated from the Ordinary Member, in which case the Ordinary Member shall forthwith inform the Association in writing of any such cessation or dissociation;
 - (b) if he has been adjudicated a bankrupt or becomes insolvent or makes any arrangement or composition with his creditors generally; or

- (c) if he has been convicted of such crimes or offences which, in the sole opinion of the Council, render him unfit to be the accredited representative of an Ordinary Member or bring the Association into disrepute.

8. RIGHTS OF ASSOCIATE MEMBERS

- 8.1 All Associate Members are entitled to attend all General Meetings by their accredited representatives appointed in accordance with this Article 8, but shall not be entitled to vote at any such General Meeting. The accredited representatives of Associate Members are not entitled to be nominated as candidates for election to the Council.
- 8.2 Every Associate Member may, by notice in writing to the Association, appoint one (1) accredited representative from the Associate Member.
- 8.3 An Associate Member may, at any time by notice in writing to the Association, revoke the appointment of any accredited representative and appoint another in his place.
- 8.4 The appointment of any accredited representative of an Associate Member shall be automatically terminated :-
 - (a) upon the accredited representative ceasing to be an employee of the Associate Member or otherwise being dissociated from the Associate Member, in which case the Associate Member shall forthwith inform the Association in writing of any such cessation or dissociation;
 - (b) if he has been adjudicated a bankrupt or becomes insolvent or makes any arrangement or composition with his creditors generally; or
 - (c) if he has been convicted of such crimes or offences which, in the sole opinion of the Council, render him unfit to be the accredited representative of an Associate Member or bring the Association into disrepute.

9. MEMBERSHIP REGISTER

- 9.1 The Honorary Secretary shall maintain a Membership Register which shall contain such particulars as the Council may from time to time prescribe, including without limitation, the following particulars :-
 - (a) the name and registered office address of each Member and the full name and occupation of its accredited representatives;
 - (b) the category of Membership; and
 - (c) the date of admission to Membership and the date of cessation of such Membership.

10. RESIGNATION OF MEMBERS

- 10.1 Any Member wishing to resign from the Association shall give written notice of at least one (1) month to the Honorary Secretary but shall remain liable to the Association for all fees and other monies (including without limitation any subscription fees) due and owing from the Member to the Association up to and including the date on which the resignation is to take effect.

11. SUSPENSION AND EXPULSION OF MEMBERS AND TERMINATION OF MEMBERSHIP

11.1 If any Member is alleged to have :-

- (a) violated any of the provisions of the Constitution;
- (b) failed to abide by any of the decisions of the Council; or
- (c) acted in any way prejudicial to the interest of the Association or its Members,

the Council may, at its discretion, of its own accord or on receiving a written complaint in connection therewith,

- (i) consider the conduct of the Member concerned at a meeting convened for the purpose; or
- (ii) appoint an investigation committee to investigate the allegations and report its findings to the Council, and then consider the conduct of the Member concerned at a meeting convened for the purpose upon receipt of the report.

11.2 The Member concerned shall be given written notice of not less than seven (7) days of the Council meeting at which its conduct will be considered. Such notice shall set out brief details of the allegations against the Member upon which the Council's decision is sought and shall, where the Council has appointed an investigation committee pursuant to Article 11.1, be accompanied by a copy of the report of the investigation committee.

11.3 The Member concerned shall be entitled to attend the Council meeting and make representations to the Council on the subject matter tabled for the Council's decision.

11.4 If the Member concerned fails to attend the Council meeting despite due notice of the Council meeting having been given to it in accordance with Article 11.2, the Council may proceed to consider the matter in the absence of the Member.

11.5 The Council shall, by a majority of not less than two-thirds of the Council members present and voting, determine whether the allegations against the Member concerned are substantiated. If the Council so determines that the allegations against the Member concerned are substantiated, it shall, by a majority of not less than two-thirds of the Council members present and voting, determine whether :-

- (a) to expel the Member from the Association;
- (b) to suspend the Membership of the Member for a period of up to twelve (12) months;
- (c) to issue a written warning; or
- (d) to take any other disciplinary action as it thinks fit.

The decision of the Council shall be final, conclusive and binding on such Member unless it is overturned at a General Meeting of members.

11.6 The Membership of any Member shall, without prejudice to any other provisions in this Constitution, be terminated if :-

- (a) it has resigned in accordance with Article 10;

- (b) it has been expelled in accordance with the provisions of this Constitution;
- (c) it has been adjudicated a bankrupt or becomes insolvent or makes any arrangement or composition with its creditors generally;
- (d) it has been wound up by a court of competent jurisdiction; or
- (e) it has been convicted of such crimes or offences which, in the sole opinion of the Council, render the Member unfit to be a Member or bring the Association into disrepute.

12. ENTRANCE FEES, SUBSCRIPTION AND OTHER DUES

- 12.1 The amount of entrance fees and annual subscriptions payable by Ordinary Members and Associate Members shall be such amount as may be determined from time to time by a General Meeting of Members, and may only be varied subsequently by a General Meeting of Members.
- 12.2 Without prejudice to Article 12.1, the Association in General Meeting may at any time and from time to time determine that Members or a particular category of Members shall be required to pay to the Association such sum or sums and for such purpose as the General Meeting may decide.
- 12.3 Entrance fees are payable upon the approval of the Membership application by the Council.
- 12.4 The annual subscription in respect of each calendar year shall, subject to Article 12.5, be payable in advance in January of that year.
- 12.5 In the case of new Members, the annual subscription shall be payable together with the entrance fees upon the approval of the Membership application by the Council, and the amount of the annual subscription payable shall be calculated on a pro rata basis.
- 12.6 When a Member falls into arrears with its subscription and other approved dues, the Honorary Treasurer shall draw the Member's attention to it as soon as practicable. The Council may in its discretion suspend the rights and privileges of the Member concerned until such arrears are made good.
- 12.7 If the Member continues to default with its payments for more than three (3) months after notification by the Honorary Treasurer, it shall automatically cease to be a Member. The Membership of the defaulting Member may, however, be restored upon such Member giving a satisfactory explanation to the Council and payment of all arrears due.

13. THE COUNCIL

- 13.1 The affairs of the Association shall be managed by a Council constituted in accordance with the provisions of this Article 13.
- 13.2 Unless otherwise determined by the Association in General Meeting, the Council shall consist of not more than fifteen (15) members. Only duly appointed accredited representatives of Ordinary Members may be nominated for election to be Council members.

- 13.3 Subject to the provisions of this Constitution, members of the Council shall be elected by Ordinary Members by secret ballot at every alternate Annual General Meeting and shall hold office till the conclusion of the second Annual General Meeting from the Annual General Meeting at which they were elected.
- 13.4 Candidates for election to the Council must be duly proposed by one Ordinary Member and seconded by another Ordinary Member and may only be nominated with the consent of the candidates. Nomination of candidates may be submitted before the Annual General Meeting or from the floor during the Annual General Meeting.
- 13.5 The positions of Chairman, First Deputy Chairman, Second Deputy Chairman, Honorary Secretary, Deputy Honorary Secretary, Honorary Treasurer and Deputy Honorary Treasurer shall be elected by the Council from amongst its members. Any vacancies in any of these positions arising from time to time shall similarly be filled by election from amongst the Council members.
- 13.6 No Council member shall serve as the Honorary Treasurer or Deputy Honorary Treasurer for a second consecutive term provided that nothing in this Article 13.6 shall be construed as preventing the Council member from serving on the Council in a different position for a second consecutive term.
- 13.7 The outgoing Chairman of the Council for a particular term of office shall, unless he is re-elected to the Council in accordance with this Article 13 for a consecutive term, automatically assume the position of Immediate Past Chairman for one (1) term of [one (1) year] only. The Immediate Past Chairman shall be entitled to attend all Council meetings but shall not be a Council member and shall have no voting rights.
- 13.8 Subject to Clause 13.7, the Immediate Past Chairman shall be entitled to remain in that position whether he is or remains an accredited representative of an Ordinary Member but shall automatically cease to hold such position :-
- (a) if he has been adjudicated a bankrupt or becomes insolvent or makes any arrangement or composition with his creditors generally; or
 - (b) if he has been convicted of such crimes or offences which, in the sole opinion of the Council, render him unfit to be holding such position or bring the Association into disrepute.
- 13.9 The Council may, at any time and from time to time, appoint any accredited representative of an Ordinary Member to the Council to fill a vacancy, but any Council member so appointed by the Council shall hold office only until the Annual General Meeting at which an election of Council members takes place.
- 13.10 Any Council member shall automatically cease to hold office if for any reason whatsoever (including, without limitation, pursuant to Article 7.4) he ceases to be the duly appointed accredited representative of an Ordinary Member
- 13.11 The Council shall, subject to the provisions of this Constitution, have all powers conferred on it by this Constitution including, without limitation, the power to :-
- (a) make any by-laws or regulations for the proper management of the Association;
 - (b) appoint, control and dismiss any officer or other staff of the Association it deems appropriate for the day-to-day administration of the Association;

- (c) appoint committees or sub-committees comprising any Council member or Council members and/or any other persons for specific purposes;
- (d) expel, suspend or take disciplinary action against any Member in accordance with the provisions of this Constitution;
- (e) cause the Association to enter into partnership, joint venture or any other arrangement with any person, partnership or company, and to promote, incorporate, constitute, form, organise, run or manage or aid in promoting, incorporating, constituting, forming, organising, running or managing any company, syndicate or partnership of any kind for the purpose of advancing, directly or indirectly, the objects set out in this Article 4 or for any other purpose which the Council may in its discretion deem appropriate;
- (f) establish and operate a Singapore Registry of Accredited Multimodal Transport Operators and such other registry or registries as the Council may in its discretion deem appropriate; and
- (g) to do all such other things as are, in the opinion of the Council, incidental or conducive to any of the above objects or any objects of a like or similar nature, or desirable or expedient in the interest of Members or the Logistics industry.

13.12 The Council shall be responsible for drawing up the Annual Report and a Statement of Accounts of the Association in respect of each financial year and present them to Members at the Annual General Meeting.

14. COUNCIL MEETING

- 14.1 The Council shall meet for the despatch of business at such places and at such times as they think fit provided that the Council shall meet at least once every month.
- 14.2 The Chairman, or if the Chairman is prevented from carrying out his duties, the First Deputy Chairman or the Second Deputy Chairman may, as and when he deems appropriate, and shall, on the signed requisition of three (3) Council members stating the purpose of the meeting, convene a Council meeting.
- 14.3 Written notice of Council meetings shall be sent to all Council members not less than seven (7) days before the date of the meeting provided that the Chairman, or if the Chairman is prevented from carrying out his duties, the First Deputy Chairman or the Second Deputy Chairman, may exercise the discretion to call an emergency Council meeting at shorter notice and in such a case, the Council meeting shall be deemed to be duly convened notwithstanding that no written notice was issued or that no written agenda was given to members.
- 14.4 One half of the total number of Council members for the time being personally present shall constitute a quorum. In the event of there being no quorum, the meeting shall be adjourned for thirty (30) minutes and should the Council members then present be insufficient to form a quorum, those present shall be considered a quorum.
- 14.5 All meetings of the Council shall be chaired by the Chairman or, in his absence, by the First Deputy Chairman or the Second Deputy Chairman. In the event that the Chairman and both the First Deputy Chairman and the Second Deputy Chairman are absent, the Council shall elect one of its members present to chair the meeting.

- 14.6 All Council members shall have one vote. Unless otherwise provided in this Constitution, all questions arising at any Council meeting shall be decided by a simple majority of votes cast. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote in addition to his own vote.
- 14.7 Voting at a Council meeting may be by a show of hands or by a voice vote or secret ballot or any other manner as the meeting may deem appropriate.
- 14.8 Any Council member who absent himself from three (3) consecutive meetings without satisfactory explanation shall be deemed to have withdrawn from the Council.

15. DUTIES OF OFFICE BEARERS

15.1 Chairman

The Chairman shall chair all meetings of the Association. He shall also represent the Association in its dealings with outside persons and organisations.

15.2 Deputy Chairmen

The First Deputy Chairman and Second Deputy Chairman shall assist the Chairman in his duties and deputize for him in his absence.

15.3 Immediate Past Chairman

The Immediate Past Chairman shall, subject to the provisions of Article 13, advise and assist the Chairman and the First Deputy Chairman and the Second Deputy Chairman in making decisions which have historical links.

15.4 Honorary Secretary

The Honorary Secretary shall be responsible for convening all Council meetings and General Meetings and keeping minutes of such meetings. He shall also keep all records (other than financial records) of the Association and be responsible for their correctness.

15.5 Deputy Honorary Secretary

The Deputy Honorary Secretary shall assist the Honorary Secretary in his duties and deputize for him in his absence.

15.6 Honorary Treasurer

The Honorary Treasurer shall keep all funds and collect and disburse monies on behalf of the Association. He shall also keep an account of all money transactions and other financial records and be responsible for their correctness. He is authorised to maintain a cash float of such amount as the Council may from time to time determine for petty expenses. Cheques etc., for withdrawal from the bank shall be signed by the Honorary Treasurer or in his absence the Deputy Honorary Treasurer and countersigned by any one of the following members :

- (i) the Chairman;
- (ii) the First Deputy Chairman or the Second Deputy Chairman; or
- (iii) the Honorary Secretary.

15.7 Deputy Honorary Treasurer

The Deputy Honorary Treasurer shall assist the Honorary Treasurer in his duties and deputize for him in his absence.

16. GENERAL MEETINGS

16.1 An Annual General Meeting shall be held once at least in every year and at intervals of not more than thirteen (13) months for, inter alia, the following purposes :-

- (a) to receive the Annual Report and Statement of Accounts of the Association for the preceding year;
- (b) (if applicable) to elect members of the Council;
- (c) to appoint the Auditors; and
- (d) to consider any other business of which written notice of not less than seven (7) days has been given to the Honorary Secretary.

16.2 All other general meetings of the Association, other than Annual General Meetings referred to in Article 16.1, shall be called Extraordinary General Meetings.

16.3 An Extraordinary General Meeting may be convened by the Council as and when it considers appropriate to conduct any business. The Honorary Secretary shall also convene an Extraordinary General Meeting on the signed requisition of not less than ten (10) per cent of the total number of Ordinary Members for the time being entitled to vote specifying the purpose of the meeting.

16.4 Written notice of not less than fourteen (14) days of every Annual General Meeting and Extraordinary General Meeting specifying the time, date and place of the General Meeting shall be given to all Members. The notice shall include the agenda for the General Meeting and, in the case of an Annual General Meeting, the Annual Report and the Statement of Accounts of the Association.

16.5 The omission to give any notice of General Meeting to or the non-receipt of any such notice by any Member shall not invalidate the General Meeting or any resolution or business transacted at that General Meeting.

16.6 One quarter of the total number of Ordinary Members entitled to vote at a General Meeting or thirty (30) Ordinary Members, whichever is less, present by their accredited representatives or alternates or proxies appointed in accordance with Article 7 shall constitute a quorum for the General Meeting. In the event of there being no quorum, the meeting shall be adjourned for thirty (30) minutes and should the Ordinary Members then present by their accredited representatives or alternates or proxies appointed in accordance with Article 7 be insufficient to form a quorum, those present shall be considered a quorum for all purposes other than for the purpose of amending the Constitution.

16.7 Every Ordinary Member present by its accredited representative or alternate or proxy appointed in accordance with Article 7 at a General Meeting shall be entitled to one vote. Unless otherwise provided in this Constitution, all questions arising at a General Meeting shall be decided by a simple majority of votes cast. In the event of an equality of votes, the Chairman of the General Meeting shall be entitled to a casting vote in addition to his own vote.

16.8 For the avoidance of doubt, Associate Members shall be entitled to attend all General Meetings by their accredited representatives but shall not be included for the purpose of determining a quorum and shall have no voting rights.

17. AUDITORS

17.1 A firm of Public Accountants shall be appointed as Auditors of the Association at every Annual General Meeting and their remuneration shall be subject to the approval of the Council.

17.2 The Auditors shall be required to audit the accounts of the Association for each financial year and present a report thereon to the Annual General Meeting. They may also be required by the Chairman to audit the Association's accounts for any other period during their term of office and make a report to the Council.

18. TRUSTEES

18.1 All immovable property acquired by the Association shall be vested in Trustees and held by the Trustees in trust for the Association and, for this purpose, the Trustees shall be required to execute a declaration of trust or such other document, instrument or deed in respect of the immovable property as the Council may require.

18.2 No immovable property vested in Trustees shall be conveyed, transferred, assigned or otherwise dealt with without the consent of a General Meeting.

18.3 Trustees shall be appointed only by a General Meeting. The number of Trustees so appointed shall not at any time be greater than four (4) nor less than two (2).

18.4 Any Trustee may, at any time by notice in writing to the Council, resign his trusteeship.

18.5 The office of a Trustee shall ipso facto be vacated :-

- a. if he is adjudicated a bankrupt or makes any arrangement or composition with his creditors generally;
- b. if he becomes a lunatic or of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- c. in the case of death; or
- d. if he remains outside Singapore for a continuous period of more than twelve (12) calendar months.

18.6 A General Meeting may remove a Trustee from office on the ground that the Trustee is guilty of misconduct of such a kind as to render it undesirable that he continues as a Trustee or is otherwise unsuitable for any reason whatsoever to remain as a Trustee.

18.7 Without prejudice to Article 18.3, any vacancies shall be filled, and the appointment of any additional Trustees shall be made, only at a General Meeting.

- 18.8 Written notice of any proposal to appoint a Trustee (whether to fill a vacancy or as an additional Trustee or otherwise) or remove a Trustee shall be given to all Members no less than fourteen (14) days before the General Meeting at which the proposal is to be considered.
- 18.9 The result of any General Meeting to consider a proposal to appoint or remove a Trustee, and the appointment or removal of a Trustee, shall be notified to the Registrar of Societies.

19. NOTICES

- 19.1 A notice or other document may be served by the Association on a Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper, or by telex, facsimile or electronic transmission addressed to such Member at his address (including any address at which an electronic transmission may be directed) or telex or facsimile number appearing in the Register.
- 19.2 Any notice or other document shall be deemed to have been served on the Member at the time the same is left at the address of the Member in the Register if served personally, at the time when the letter containing the same is put into the post if sent by post (and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office) and at the time the same would have reached the Member in the normal course if sent by telex, facsimile or electronic transmission.
- 19.3 For the purpose of this Article 19, the term "electronic" includes a reference to mechanical, electromechanical, optical, electro-chemical or other medium for the conveyance of messages.

20. AMENDMENTS TO THE CONSTITUTION

- 20.1 Amendments to this Constitution shall only be made by a General Meeting convened for the purpose.
- 20.2 The Honorary Secretary shall notify all Members in writing of all proposals to amend or revise the Constitution not less than fourteen (14) days before the meeting at which such proposals are to be considered.
- 20.3 Any such amendment or revision shall require the approval of a two-thirds majority of those present and voting and shall not come into force without the written approval of the Registrar of Societies.

21. PROHIBITIONS

- 21.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Chapter 250, is forbidden in the Society's premises. The introduction of materials for gambling or drug-taking or bad characters into the premises is prohibited.
- 21.2 The funds of the Association shall not be used to pay the fines of Members who have been convicted in Court.
- 21.3 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.
- 21.4 The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office bearers, Council or Members unless it is permitted by law.
- 21.5 The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

22. DISSOLUTION

- 22.1 The Association shall not be dissolved, except with the consent of not less than two-thirds of its Members present by their accredited representatives, alternates or proxies and voting at a General Meeting convened for the purpose.
- 22.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds (if any) shall be distributed to recognised charitable institutions to be decided upon at a General Meeting.
- 22.3 Notice of dissolution of the Association shall be given to the Registrar of Societies within seven (7) days of such dissolution.

23. HONORARY ADVISERS

- 23.1 The Council may appoint such persons at such times as it deems appropriate to be Honorary Advisers of the Association for a term not exceeding two (2) years and shall be entitled to terminate any such appointment at any time it deems appropriate.
- 23.2 Honorary Advisers appointed pursuant to Article 23.1 shall be entitled to attend such meetings of the Council, or committees or sub-committees appointed by the Council, as the Council may determine but shall have no voting rights at any such meetings.