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ARTICLES

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 **9 Jurong Town Hall Road #3-35 Jurong Town Hall, Singapore 609431** 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.

To 3. DEFINITIONS

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

"**a day**" means one calendar day unless otherwise specified;

"**a month**" means a calendar month unless otherwise specified;

"**Articles**" means the provisions of this Constitution;

An "**Associate Member**" means any organisation which satisfies the criteria set out in Article 5.4 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;

A "**company**" means a body corporate duly incorporated in Singapore under the Companies Act (Cap. 50) or pursuant to any written law relating to incorporation of a body corporate which is or has been at any time in force in Singapore;

"**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;

A "**Council Meeting**" means any meeting of the Council convened in accordance with Article 17;

A "**Council Member**" means the Representative of an Ordinary Member nominated and elected, or co-opted to the Council in accordance with the provisions of the Constitution;

"**Foreign establishment**" means a body corporate duly incorporated or registered with the relevant authority or authorities in a jurisdiction other than Singapore;

"**General Meeting**" means any Annual General Meeting or Extraordinary General Meeting of the Association;

"**Logistics**" means the process of planning, implementing and controlling the flow, storage, distribution and supply chain of goods; related information flow; and financial flow from point of origin to point of consumption, which includes inbound, outbound, internal, and external movements;

A "**Member**" means any Ordinary Member, Qualifying Member or Associate Member, and "Membership" shall be construed accordingly;

"**Membership Register**" means the Membership Register maintained by the Association under Article 8;

An "**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 Membership Register, and "**Ordinary Membership**" shall be construed accordingly;

An “**organisation**” means any company, association or body of persons, corporate or unincorporated, formed or recognised under the laws of Singapore including but not limited to the following: -

- (i) A sole proprietorship registered in Singapore under the Business Registration Act (Cap. 32) unless exempted by applicable laws;
- (ii) A partnership as defined in the Partnership Act (Cap. 391) which is registered with the applicable authorities in Singapore;
- (iii) A limited liability partnership registered under the Limited Liability Partnerships Act (Cap. 163A);
- (iv) A society registered under the Societies Act (Cap. 311);
- (v) A polytechnic established and incorporated under the Nanyang Polytechnic Act (Cap. 191A), the Ngee Ann Polytechnic Act (Cap. 207), the Republic Polytechnic Act (Cap. 270), the Singapore Polytechnic Act (Cap. 303), or the Temasek Polytechnic Act (Cap. 323A) or such other written law relating to the establishment and incorporation of a polytechnic which is in force in Singapore;
- (vi) An institute established under the Institute of Technical Education Act (Cap. 141A); and
- (vii) A school registered in accordance with the Education Act (Cap. 87), or a private education institution registered in accordance with the Private Education Act (Cap. 247A).

A “**Qualifying Member**” means any company which satisfies the criteria set out in Article 5.3 and is admitted as a Qualifying Member of the Association in accordance with the provisions of this Constitution and whose name shall have been entered into the Membership Register, and “**Qualifying Membership**” shall be construed accordingly;

A “**Representative**” means an individual authorised and appointed by an Ordinary, Qualifying or Associate Member to represent that Member;

“Simple Majority” means fifty percent (50%) plus one (1) vote; and

“S\$” means the lawful currency of the Republic of Singapore.

3.2 In this Constitution, unless the contrary intention appears or the context otherwise requires: -

- (a) The singular includes the plural and vice versa;
- (b) Words importing a gender include every gender; and
- (c) References to ‘person’ includes a firm, body corporate and unincorporate.

3.3 Headings are inserted for convenience of reference only and do not affect the interpretation of the provisions of this Constitution.

4. OBJECTS

The objects for which the Association is established shall be as follows: -

- (a) to develop, promote and enhance the Logistics industry;
- (b) to develop, promote and enhance Singapore as a regional and international Logistics centre;
and
- (c) to represent and promote the interests of Members as a collective whole within the confines of all applicable laws.

5. MEMBERS

5.1 CATEGORIES OF MEMBERSHIP

The Association shall have three (3) categories of Membership: -

- (a) Ordinary

(b) Qualifying; and

(c) Associate.

5.2 CRITERIA FOR ORDINARY MEMBERSHIP

Every company who satisfies the following criteria may apply to be an Ordinary Member of the Association: -

- (a) it is and has been carrying on Logistics business for a period of not less than two (2) years;
- (b) one of its directors or managers has not less than five (5) years' cumulative working experience in any organisation or foreign establishment involved in the Logistics business;
- (c) it has a minimum paid-up capital of S\$100,000.00; and
- (d) it has in force a liability insurance policy which is appropriate to the nature of the Logistics business it is carrying on and which has a minimum coverage of S\$100,000.00 in respect of any one claim.

5.3 CRITERIA FOR QUALIFYING MEMBERSHIP

5.3.1 Every company who satisfies the following criteria may apply to be a Qualifying Member of the Association: -

- (a) it is carrying on Logistics business;
- (b) one of its directors or managers has not less than three (3) years' cumulative working experience in any organisation or foreign establishment involved in the Logistics business; and

- (c) it has in force a liability insurance policy which is appropriate to the nature of the Logistics business it is carrying on and which has a minimum coverage of S\$100,000.00 in respect of any one claim.

5.3.2 A Qualifying Member may apply to the Association to be upgraded to be an Ordinary Member upon the satisfaction of the criteria for Ordinary Membership set out in Article 5.2 above. An application for upgrade shall be made in accordance with Article 6.1.3.

5.4 CRITERIA FOR ASSOCIATE MEMBERSHIP

5.4.1 Every organisation who is carrying on Logistics or Logistics related business and/or is involved in Logistics related activities may apply to be an Associate Member of the Association.

5.4.2 An Associate Member may apply to the Association to be upgraded to be a Qualifying Member upon the satisfaction of the criteria for Qualifying Membership set out in Article 5.3 above or an Ordinary Member upon the satisfaction of the criteria for Ordinary Membership set out in Article 5.2 above. An application for upgrade shall be made in accordance with Article 6.1.3.

5.5 SATISFACTION OF CRITERIA DURING PERIOD OF MEMBERSHIP

Every Member shall be required to satisfy the criteria for its respective category of Membership at all times during the period of Membership.

6. APPLICATION FOR AND APPROVAL OF MEMBERSHIP

6.1 APPLICATION FOR MEMBERSHIP

6.1.1 Every application for Membership must be endorsed by two (2) Members (the “Endorsers”), one of whom shall be an Ordinary Member.

6.1.2 Every application for Membership shall be: -

- (a) made in writing in such form as may be prescribed by the Council from time to time;

- (b) endorsed by a Representative of each of the Endorsers; and
- (c) accompanied by such supporting documents and such other particulars or information as may be deemed necessary by the Council.

6.1.3 Every application for upgrade of Membership by a Qualifying Member to Ordinary Member under Article 5.3.2 or by an Associate Member to either Qualifying Member or Ordinary Member under Article 5.4.2 shall be: -

- (a) made in writing in such form as may be prescribed by the Council from time to time; and
- (b) accompanied by such supporting documents and such other particulars or information as may be deemed necessary by the Council.

6.2 APPROVAL OF MEMBERSHIP

6.2.1 Every application for Membership (which includes an application for upgrade under Article 5.3.2 and Article 5.4.2) shall be decided upon by the Council, which may in its sole discretion approve, decline or defer the approval of any application without assigning any reason whatsoever.

6.2.2 The Association shall notify each applicant in writing of the decision of the Council on its application.

7. ENTRANCE FEE, SUBSCRIPTION FEE AND OTHER APPROVED DUES

7.1 A non-refundable entrance fee (the “**entrance fee**”) shall be payable by each new Membership applicant to the Association on demand upon approval of its Membership application. Save as provided for in Article 13.6.1(f) below, the amount of entrance fee payable by each category of Membership shall be fixed by a General Meeting and may be varied by a subsequent General Meeting.

7.2 An annual non-refundable subscription fee for each calendar year (the “**annual subscription fee**”) shall be payable on demand in advance by each Member to the Association, subject to Article 7.3 below, in the month of January of that calendar year. Save as provided for in Article 13.6.1(f)

below, the amount of subscription fee payable by each category of Membership shall be fixed by a General Meeting, and may be varied by a subsequent General Meeting.

7.3 In the case of every new Membership applicant, it shall pay the annual subscription fee calculated on a pro rata basis with reference to the date of approval of its Membership application together with the entrance fee upon the approval of the Membership application. The Council may, in its sole discretion, withdraw the approval of the Membership application if the applicant fails to pay the applicable entrance fee or annual subscription fee.

7.4 Without prejudice to Article 7.1 and Article 7.2, and save as provided for in Article 13.6.1(f) below, the Ordinary Members may at a General Meeting determine that such other sum or sums shall be payable by any category of Membership (the “**Approved Dues**”).

7.5 When a Member falls into arrears with its annual subscription fee and/or Approved Dues, the Honorary Treasurer shall draw the Member's attention to it as soon as practicable. The Council may in its sole discretion suspend the rights of the Member concerned until such arrears are made good.

7.6 If the Member continues to default on its payment for more than three (3) months after being notified of such default by the Honorary Treasurer, it shall automatically cease to be a Member. The Membership of the defaulting Member may, however, be reinstated by the Council upon: -

- (a) such Member providing the Council with an explanation for the default that the Council in its sole discretion considers satisfactory; and
- (b) the defaulting Member making full payment of all arrears due to the Association within thirty (30) days after cessation of its Membership.

8. MEMBERSHIP REGISTER

8.1 Upon the approved Membership applicant's payment of the applicable entrance fee and annual subscription fee to the Association in accordance with Article 7 above, the applicant's name shall be entered as a Member in the Membership Register.

8.2 The Membership Register shall be maintained by the Honorary Secretary, and shall contain such particulars as the Council may from time to time prescribe, including without limitation, the following particulars: -

- (a) the name and registered business address of each Member and the full name and occupation of its Representatives;
- (b) the category of Membership; and
- (c) the date of admission to Membership and the date of cessation or termination of such Membership.

8.3 Membership shall be exclusive to the particular Member and is non-transferable.

9. RIGHTS AND RESPONSIBILITIES OF MEMBERS

9.1 RIGHTS OF ORDINARY MEMBERS

Every Ordinary Member shall, subject to the provisions of this Constitution, be entitled to the following rights: -

- (a) to attend and vote at all General Meetings by its Representative(s) or proxies appointed in accordance with Article 10.2. Every Ordinary Member shall be entitled to one (1) vote at any General Meeting provided it has paid all monies for the time being due and owing by it to the Association;
- (b) to receive all notices and circulars issued by the Association through its Representative(s);
- (c) to nominate candidate(s) for election to the Council as Council Member(s). Any nominated candidate has to be a Representative of an Ordinary Member;
- (d) to have one (1) Representative stand for election to the Council as Council Member;

- (e) to submit proposals, through its Representative(s), for inclusion in the agenda for any General Meeting or Council Meeting; and
- (f) to participate in such activities as may from time to time be organised by the Association.

9.2 RIGHTS OF QUALIFYING MEMBERS

Every Qualifying Member shall, subject to the provisions of this Constitution, be entitled to the following rights: -

- (a) to attend all General Meetings by its Representative(s) or proxies appointed in accordance with Article 10.2 but it shall have no voting right;
- (b) to receive all notices and circulars issued by the Association through its Representative(s);
- (c) to participate in such activities as may from time to time be organised by the Association; and
- (d) to apply to the Association for an upgrade to be an Ordinary Member as and when the criteria for Ordinary Membership under Article 5.2 is satisfied.

9.3 RIGHTS OF ASSOCIATE MEMBERS

Every Associate Member shall, subject to the provisions of this Constitution, be entitled to the following rights: -

- (a) to attend all General Meetings by its Representative(s) or proxies appointed in accordance with Article 10.2 but it shall have no voting right;
- (b) to receive all notices and circulars issued by the Association through its Representative(s); and
- (c) to participate in such activities as may from time to time be organised by the Association.

9.4 RESPONSIBILITIES OF MEMBERS

Every Member shall be bound to observe the Constitution and all by-laws of the Association made pursuant to the powers contained herein, including without limitation payment of all monies due to the Association. Every Member shall also be bound to adhere to all resolutions passed at General Meetings and abide by all decisions of the Council made pursuant to the powers given to it under the Constitution.

10. MEMBERS' REPRESENTATIVES

10.1 Every Member may, by notice in writing to the Association, appoint up to two (2) Representatives to represent it in all matters relating to its Membership. Each Representative shall be an officer, manager or employee of, or anyone associated with, the Member. Any such notice shall contain a warranty and undertaking by the Member to the Association: -

- (a) that its Representative(s) shall have full powers to represent it; and
- (b) that the acts of its Representative(s) at any General Meeting shall be deemed to be the acts of the Member and be binding on it; and
- (c) in the case of an Ordinary Member only, where there are two (2) Representatives appointed and the two of them are unable to agree on any question which requires a vote at any General Meeting, the vote of the first Representative shall prevail.

10.2 Without prejudice to the foregoing, every Representative of a Member may appoint a proxy to represent him 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, failing which the instrument of proxy shall be treated as invalid.

10.3 A Member may, at any time by notice in writing to the Association, revoke the appointment of any Representative and appoint another in his place.

10.4 If the Representative ceases to be an officer, manager or employee of, or anyone associated with, the Member, the Member shall forthwith inform the Association in writing of such cessation and appoint another in his place.

10.5 If the Council, in its sole discretion, is of the opinion that the activities that the Representative of the Member is involved in or his conduct is such that it is or likely to be prejudicial to the interest of the Association or it has brought or is likely to bring the Association into disrepute, the Council may notify the Member in writing to appoint another Representative in place of the current Representative and the Member shall do so as soon as practicable after receiving the notification.

11. VOLUNTARY CESSATION OF MEMBERSHIP

Any Member wishing to cease its Membership may do so by giving the Association written notice of at least one (1) month in advance. The Member shall remain liable to the Association for all fees, Approved Dues and other monies (including without limitation any annual subscription fee) due and payable from the Member to the Association up to and including the date on which the cessation is to take effect.

12. SUSPENSION AND TERMINATION OF MEMBERSHIP

12.1 If any Member is alleged to have: -

- (a) violated any of the provisions of the Constitution;
- (b) failed to satisfy the criteria of its Membership at any time;
- (c) failed to abide by any of the decisions of the Council; or
- (d) involved itself in any activities or conducted itself in any way that is or likely to be prejudicial to the interest of the Association or has brought or is likely to bring the Association into disrepute,

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

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

12.2 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 12.1(ii), be accompanied by a copy of the report of the investigation committee.

12.3 The Member concerned shall be entitled to attend the Council Meeting convened for the purpose of considering its conduct and make representations to the Council on the subject matter tabled for the Council's decision.

12.4 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 12.2, the Council may proceed to consider the matter in the absence of the Member.

12.5 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 terminate the Membership of the Member concerned;
- (b) to suspend the Membership of the Member concerned for a period of up to twelve (12) months;
- (c) to issue a written warning; and/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.

12.6 Without prejudice to Article 11 providing for cessation of Membership, the Membership of any Member shall be terminated upon the occurrence of any of the following events: -

- (a) where there is a decision made by the Council to terminate the Membership under Article 12.5;
- (b) a resolution is passed by the Member, or an order is made against the Member by a court of competent jurisdiction, for winding up, judicial management, scheme of arrangement, administration, bankruptcy or any other like form of insolvency proceedings or if the Member has receivers appointed over any of its assets; or
- (c) the Member is dissolved or has its registration struck off, terminated or withdrawn by the applicable authorities.

13. THE COUNCIL

13.1 COMPOSITION OF THE COUNCIL

13.1.1 The affairs of the Association shall be managed by a Council constituted in accordance with this Article 13.

13.1.2 Unless otherwise determined at a General Meeting, the Council shall consist of a minimum of nine (9) and not more than fifteen (15) Council Members. Only a Representative of an Ordinary Member may be nominated for election or co-opted to be a Council Member.

13.1.3 The composition of the Council shall consist of the following: -

- (a) Chairman;

- (b) First Deputy Chairman;
- (c) Second Deputy Chairman;
- (d) Honorary Secretary;
- (e) Deputy Honorary Secretary;
- (f) Honorary Treasurer;
- (g) Deputy Honorary Treasurer; and
- (h) Up to (8) Council Members, each representing either an Ordinary Member elected at the relevant Annual General Meeting or an Ordinary Member co-opted into the Council by the elected Council Members.

13.2 ELECTION OF COUNCIL MEMBERS

13.2.1 There shall be an election of Council Members at every alternate Annual General Meeting. Subject to the provisions of this Constitution, members of the Council shall be elected by Ordinary Members by electronic voting or secret ballot or with the consent of a Simple Majority of the Ordinary Members present and voting at the General Meeting, by a show of hands or any other manner as may be decided at the General Meeting.

13.2.2 Candidates nominated for election to the Council must satisfy the eligibility requirements contained in Section 12 of the Societies Act (Cap. 311) and any other applicable laws; have consented to the nomination; and the nomination must be duly proposed by one Ordinary Member and seconded by another Ordinary Member. Nomination of candidates shall be notified or submitted in writing to the Association not less than seven (7) days before the Annual General Meeting.

13.3 COUNCIL MAY CO-OPT COUNCIL MEMBERS

13.3.1 At the relevant Annual General Meeting, the Council Members elected thereat: -

- (a) shall co-opt such number of Ordinary Members, each through its Representative, to serve as Council Member(s) so as to meet the minimum number of Council Members prescribed in Article 13.1.2 above; and

- (b) in addition, they may co-opt any number of Ordinary Members as it may deem appropriate, each through its Representative, to serve as Council Member(s),

provided always that such Ordinary Members to be co-opted do not already have a Representative who is an elected Council Member and that the total number of Council Members does not exceed fifteen (15) at any one time.

13.3.2 The Council may also, at any time and from time to time during the term of the office whether as a result of vacancy or any other reason, co-opt to the Council any Ordinary Member, through its Representative, to serve as a Council Member provided always that the Ordinary Member does not have a Representative who is already a Council Member and that the total number of Council Members does not exceed fifteen (15) at any one time.

13.3.3 Any co-opted Council Member shall hold office only until the Annual General Meeting at which an election of Council Members takes place.

13.4 TERM OF OFFICE OF THE COUNCIL

The term of office of the Council is for a period of two (2) years until the Annual General Meeting at which an election of Council Members takes place and a new Council is elected. The term of the office of each elected and co-opted Council Member shall automatically expire with the election of a new Council unless earlier terminated in accordance with Article 13.5.

13.5 TERMINATION OF A COUNCIL MEMBER'S TERM OF OFFICE

The term of office of a Council Member shall be terminated, and the Council Member shall automatically cease to hold office, upon the occurrence of any of the following events: -

- (a) if for any reason whatsoever he ceases to be the Representative of an Ordinary Member or if the Ordinary Member of which he is a Representative ceases to be an Ordinary Member of the Association or has its Membership terminated in accordance with the provisions of this Constitution;

- (b) upon his resignation by written notice of at least one (1) month in advance to the Association;
- (c) if his term of office is terminated pursuant to Article 17.8;
- (d) if he is prohibited from serving as a Council Member under Section 12 of the Societies Act (Cap. 311) or any other applicable laws;
- (e) if he is unable to or prevented from serving as a Council Member on account of any condition affecting him whatsoever including without limitation a legal, physical or mental condition; or
- (f) if he is, in the opinion of the Council, involved in any activities or his conduct is such that it is or likely to be prejudicial to the interest of the Association or it has brought or is likely to bring the Association into disrepute.

13.6 POWERS AND DUTIES OF THE COUNCIL

13.6.1 The Council shall, subject to the provisions of this Constitution, exercise the following duties and have all powers conferred on it by this Constitution including without limitation the following powers, to: -

- (a) make any by-laws or regulations for the proper management of the Association provided that such by-laws shall not be inconsistent with any provisions in the Constitution;
- (b) interpret any by-laws, regulations, or the provisions of this Constitution;
- (c) implement all resolutions and decisions approved at General Meetings;
- (d) make recommendations to General Meetings on any amendment to the Constitution;
- (e) control the finances of the Association and draw 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;

- (f) adjust the entrance fee, annual subscription fee and Approved Dues, payable under Articles 7.1, 7.2 and 7.4 respectively, by up to 5% on a per annum basis with effect from the next financial year without requiring the approval of a General Meeting, if the Council is of the opinion that such adjustment is warranted after taking into consideration the financial situation of the Association and/or any other matter that the Council considers relevant.
- (g) appoint, control and dismiss any officer or other staff of the Association it deems appropriate for the day-to-day administration of the Association;
- (h) appoint committees or sub-committees comprising any Council Member(s) and/or any other persons for specific purposes as it shall deem necessary from time to time;
- (i) decide any application for new Membership at its sole discretion;
- (j) terminate or suspend any Membership or take disciplinary action against any Member, or terminate the term of office of any Council Member or take disciplinary action against any Council Member, in accordance with the provisions of this Constitution;
- (k) cause the Association to join any organisation or body as it deems fit or to enter into partnership, joint venture or any other arrangement with any person, partnership or body corporate, or to promote, incorporate, constitute, form, organise, run or manage or aid in promoting, incorporating, constituting, forming, organising, running or managing any body corporate, syndicate or partnership of any kind for the purpose of advancing, directly or indirectly, the objects set out in Article 4 or to further the interest of the Association as a whole or for any other purpose which the Council may in its discretion deem appropriate;
- (l) engage or appoint any person to act on behalf of the Association in any matter and on such terms as it thinks fit;
- (m) commence, prosecute, defend, discontinue or settle any actions or proceedings in any court of competent jurisdiction, civil or criminal, involving the Association relating to or arising out of the recovery, protection or enforcement of any rights or interest of the Association including without limitation the recovery or protection of any assets of the Association;

- (n) 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
- (o) exercise such administrative powers and decide on all matters relating to the management of the Association as may be necessary for properly carrying out the objects of the Association in accordance with the provisions of the Constitution; and
- (p) to do all such other things as are, in the opinion of the Council, incidental or conducive to or necessary for effecting any of the purposes indicated above or any objects of a like or similar nature, or desirable or expedient in the interest of the Association as a whole or the Logistics industry.

13.6.2 In performing the duties and/or exercising the powers conferred by the Constitution on the Council, the Council Members shall be entitled to an indemnity from the assets of the Association for all expenses that are approved by the Council and for other liabilities properly incurred by them and *bona fide* in the management of the affairs of the Association.

14. OFFICE BEARERS OF THE ASSOCIATION

14.1 ELECTION OF OFFICE BEARERS

14.1.1 The Council Members elected or co-opted pursuant to Article 13.3.1 above at the Annual General Meeting shall amongst themselves elect the following office bearers: -

- (1) Chairman;
- (2) First Deputy Chairman;
- (3) Second Deputy Chairman;
- (4) Honorary Secretary;
- (5) Deputy Honorary Secretary;
- (6) Honorary Treasurer; and
- (7) Deputy Honorary Treasurer.

14.1.2 No Council Member shall serve as the Honorary Treasurer or Deputy Honorary Treasurer for a second consecutive term. For the avoidance of doubt, nothing in this Article 14.1.2 shall be construed as preventing the Council Member from serving on the Council in a different position for a second consecutive term.

14.1.3 Any vacancies in any of the office bearer positions listed in Article 14.1.1 above for whatever reason arising from time to time during the term of office of the Council shall be filled by election from amongst the Council Members holding office at the time (regardless whether the Council Members were elected or co-opted).

14.2 DUTIES OF OFFICE BEARERS

14.2.1 Chairman

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

14.2.2 Deputy Chairmen

The First Deputy Chairman and Second Deputy Chairman shall assist the Chairman in his duties, and, in the Chairman's absence, be deputised to perform his duties.

14.2.3 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 accuracy.

14.2.4 Deputy Honorary Secretary

The Deputy Honorary Secretary shall assist the Honorary Secretary in his duties, and, in the Honorary Secretary's absence, be deputised to perform his duties.

14.2.5 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 accuracy. He shall be 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 Council Members: -

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

14.2.6 Deputy Honorary Treasurer

The Deputy Honorary Treasurer shall assist the Honorary Treasurer in his duties, and, in the Honorary Treasurer's absence, be deputised to perform his duties.

15. IMMEDIATE PAST CHAIRMAN

15.1 The outgoing Chairman of the Council for a particular term of office shall, unless he is re-elected to the Council in accordance with Article 13 for a consecutive term, automatically assume the position of Immediate Past Chairman for a term of two (2) years. The role of the Immediate Past Chairman is to advise and assist the Council in its decision making process and he shall be entitled to attend all Council Meetings. However, he shall not be a Council Member and shall have no voting rights.

15.2 The Immediate Past Chairman shall be entitled to remain in that position whether he is or remains a Representative of an Ordinary Member but he shall automatically cease to hold such position: -

- (a) upon his resignation by written notice of at least one (1) month in advance to the Association;
- (b) if he is unable or prevented from serving as the Immediate Past Chairman on account of any condition affecting him whatsoever including without limitation a legal, physical or mental condition; or
- (c) if he is, in the opinion of the Council, involved in any activities or his conduct is such that it is or likely to be prejudicial to the interest of the Association or it has brought or is likely to bring the Association into disrepute.

16. HONORARY ADVISERS

16.1 The Council may appoint such person or persons at any time and from time to time as it deems appropriate to be Honorary Adviser(s) of the Association for a term not exceeding two (2) years at any one time. The Council shall be entitled to terminate any such appointment at any time it deems appropriate.

16.2 Honorary Advisers appointed pursuant to Article 16.1 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.

17. COUNCIL MEETING

17.1 The Council shall meet for the despatch of business whether physically in person at such places or virtually by electronic means and at such times as they think fit provided that the Council shall use reasonable endeavours to meet at least once every month.

17.2 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.

17.3 Written notice of Council Meetings shall be sent to all Council Members not less than seven (7) days before the date of the Council Meeting. Notwithstanding the foregoing, 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 the Council Members.

17.4 The quorum for a Council Meeting will be met if at least half of the total number of Council Members holding office at the time are present. If the quorum is not met, the Council Meeting shall be adjourned for thirty (30) minutes. After the adjournment, should the number of Council

Members then present still be less than half of the total number of Council Members holding office at the time, the Council Members then present at the Council Meeting after the adjournment shall be deemed to constitute a quorum.

- 17.5 All Council Meetings 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 Council Members present at the Council Meeting to chair the meeting.
- 17.6 Every Council Member shall have one vote. Unless otherwise provided for in this Constitution, all questions arising at any Council Meeting shall be decided by a Simple Majority of the Council Members present and voting. In the event of an equality of votes, the Chairman of the Council Meeting concerned shall have a casting vote in addition to his own vote.
- 17.7 Voting at a Council Meeting may be by a show of hands or by a voice vote or secret ballot or by electronic voting or any other manner as the Council may deem appropriate.
- 17.8 If a Council Member fails to attend three (3) consecutive Council Meetings (the “**Absentee Council Member**”) without an explanation that the Council (excluding the Absentee Council Member), in its sole discretion, opines to be satisfactory (a “**Satisfactory Explanation**”), the Council may issue a written notice to the Absentee Council Member. If after receipt of the said written notice, the Absentee Council Member fails to attend a further two (2) consecutive Council Meetings without a Satisfactory Explanation, the Absentee Council Member shall be deemed to have withdrawn from the Council.

18. GENERAL MEETINGS

- 18.1 An Annual General Meeting shall be held at least once 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 Council Members;

(c) to appoint the Auditors; and

(d) to consider any other business of which written notice of not less than seven (7) days in advance has been given to the Honorary Secretary.

18.2 All other General Meetings of the Association, other than Annual General Meetings referred to in Article 18.1, shall be called Extraordinary General Meetings.

18.3 An Extraordinary General Meeting may be convened by the Council as and when it considers appropriate to conduct any business. The Council shall also convene an Extraordinary General Meeting on the signed requisition of not less than ten percent (10%) of the total number of Ordinary Members for the time being entitled to vote specifying the purpose with sufficient details for which they desire the meeting to be called. When an Extraordinary General Meeting is so requisitioned by the Ordinary Members, such meeting shall be convened by the Council within two (2) months of the Association's date of receipt of the signed requisition.

18.4 A General Meeting may be held physically in person or virtually by electronic means. Written notice of not less than fourteen (14) days of every General Meeting specifying the relevant details such as time, date, mode, digital platform (if it is held virtually) and place of the General Meeting (if it is held physically) 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.

18.5 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.

18.6 The quorum for a General Meeting will be met if there is: -

(a) a minimum of thirty (30) Ordinary Members; or

(b) more than one-quarter of the total number of Ordinary Members

entitled to vote at a General Meeting are present by their Representatives or proxies appointed in accordance with Article 10.2, whichever is less.

If the quorum for a General Meeting is not met, the General Meeting shall be adjourned for thirty (30) minutes. After the adjournment, should the number of Ordinary Members then present still be less than Article 18.6(a) or (b) above, the Ordinary Members then present at the General Meeting after the adjournment shall be deemed to constitute a quorum for all purposes other than for the purpose of amending the Constitution.

18.7 The Chairman of the Council shall be the Chairman of all General Meetings. In his absence, either the First Deputy Chairman or the Second Deputy Chairman shall preside as Chairman. In the event that none of such persons are present at the time appointed for the holding of the General Meeting, the Council Members present shall elect one of their number to preside as Chairman of the General Meeting. If no Member of the Council is willing to act as Chairman, the Ordinary Members present shall choose one of their number to be Chairman of the General Meeting.

18.8 Every Ordinary Member present by its Representative or proxy appointed in accordance with Article 10.2 at a General Meeting shall be entitled to one (1) vote provided it has paid all monies for the time being due and owing by it to the Association. Unless otherwise provided in this Constitution, all questions arising at a General Meeting which require determination by voting shall be decided by a Simple Majority of the Ordinary Members present and voting. Voting shall be carried out by a show of hands unless a poll is demanded by a Simple Majority of the Ordinary Members present and voting or by electronic voting or by any other manner as may be decided at the General Meeting. In the event of an equality of votes, the Chairman of the General Meeting concerned shall be entitled to a casting vote in addition to his own vote.

18.9 For the avoidance of doubt, Qualifying Members and Associate Members shall be entitled to attend all General Meetings by their Representatives or proxies appointed in accordance with Article 10.2, but they shall not be included for the purpose of determining a quorum and they shall have no voting rights.

19. **AUDITORS**

19.1 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.

19.2 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 of the Council to audit the Association's accounts for any other period during their term of office and make a report to the Council.

20. TRUSTEES

20.1 All immovable properties belonging to or acquired by the Association shall be vested in, and held in trust for the Association by, a body of trustees (the “Trustees”) comprising of not less than two (2) and not more than four (4) persons in number. Each Trustee shall be either a Singapore citizen or a Singapore Permanent Resident. For this purpose, each Trustee shall be required to execute a declaration of trust or such other document, instrument or deed in respect of the immovable properties as the Council may require.

20.2 The Trustees shall act in accordance with the wishes of the Ordinary Members as expressed in resolutions passed at General Meetings and that of the Council acting in accordance with the powers conferred upon it by the Constitution, including without limitation the execution of all contracts, deeds, instruments and documents as directed from time to time by the Council.

20.3 Save that no immovable property of the Association vested in the Trustees shall be sold or mortgaged without the consent of the Ordinary Members present and voting at a General Meeting, the Council shall have the power to make all other decisions relating to the immovable properties of the Association including without limitation the grant or taking of a lease or licence, the carrying out of renovations or refurbishment of any immovable properties of the Association vested in the Trustees.

20.4 The Trustees shall be appointed by Ordinary Members at a General Meeting. Any Trustee so appointed may be removed by a resolution passed by the Ordinary Members at a General Meeting.

- 20.5 Any Trustee may, at any time by notice in writing to the Council of not less than one (1) month in advance, resign from his position as a Trustee.
- 20.6 A Trustee's appointment shall be immediately terminated, and he shall cease to hold office, upon the occurrence of any of the following events: -
- (a) if he has been convicted of any criminal offence involving dishonesty or deception;
 - (b) if he files an application for bankruptcy or is adjudged a bankrupt by a court of competent jurisdiction or makes any arrangement or composition with his creditors generally;
 - (c) if he is unable or prevented from performing his duties as a Trustee on account of any condition affecting him whatsoever including without limitation a legal, physical or mental condition;
 - (d) in the case of his death; or
 - (e) if he remains outside Singapore for a continuous period of more than twelve (12) months.
- 20.7 In the event of any vacancy in the office of a Trustee due to any cause whatsoever, Ordinary Members at a General Meeting shall appoint a new Trustee to fill the vacancy. The Council shall convene a General Meeting for the appointment of a new Trustee within a reasonable time and shall in the meantime, be empowered, at its discretion, to appoint a Council Member to serve as temporary Trustee until such time as a General Meeting is held to appoint the new Trustee(s).
- 20.8 Written notice of any proposal to appoint a Trustee (whether to fill a vacancy or as an additional Trustee or otherwise) or to 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.
- 20.9 The result of any General Meeting to consider a proposal to appoint or remove a Trustee; the appointment or removal of a Trustee; the name of each Trustee and the address of immovable properties and any subsequent changes shall be notified to the Registrar of Societies.

21. AMENDMENTS TO THE CONSTITUTION

- 21.1 Amendments to this Constitution shall only be made by a General Meeting convened for this purpose.
- 21.2 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 General Meeting at which such proposals are to be considered.
- 21.3 Any such amendment or revision of the Constitution shall require the approval of not less than two-thirds majority of the Ordinary Members present and voting at the General Meeting and shall not come into force without the written approval of the Registrar of Societies.

22. DISSOLUTION

- 22.1 The Association shall not be dissolved, except with the consent of not less than two-thirds of its Ordinary Members present by their Representatives or proxies appointed in accordance with Article 10.2 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, together with a certificate of dissolution, shall be given to the Registrar of Societies within seven (7) days of such dissolution.

23. PROHIBITIONS

- 23.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act (Cap. 250), is forbidden on the Association's premises. The introduction of materials for gambling or drug-taking or bad characters into the premises is prohibited.

- 23.2 The funds of the Association shall not be used to pay the fines of Members who have been convicted in a court of law or any liabilities incurred by the Members arising out of their transactions.
- 23.3 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.
- 23.4 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 with the prior approval of the relevant authorities.
- 23.5 The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 23.6 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, where necessary.
- 23.7 No Council Member and no Member shall, whether by its Representative(s) or otherwise, make any representation on behalf of the Association to the media or any private or public body, unless the Council Member or Member has first received written authority in advance from the Council or the Chairman of the Association (or in his absence, by either the First or Second Deputy Chairman), who may grant, decline or defer the granting of such authority in accordance with the media and publication policy and/or guidelines as the Council may put in place from time to time.

24. NOTICES

- 24.1 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 facsimile or electronic transmission addressed to such Member at his address (including any address at which an electronic transmission may be directed) or facsimile number appearing in the Register.
- 24.2 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, or 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), or at the time the same would have reached the Member in the normal course if sent by facsimile or electronic transmission.

24.3 For the purpose of this Article 24, the term "electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities, and includes a reference to e-mail.

25. DISPUTES

25.1 Any dispute arising amongst the Members pertaining to the Association shall be resolved at an Extraordinary General Meeting. Should the Members fail to resolve the matter at the Extraordinary General Meeting, they may bring the matter before a Court of the Republic of Singapore for settlement.

26. OMISSIONS

26.1 Any question or matter arising out of any point which is not expressly provided for in the Constitution shall be dealt with by the Council at its discretion and the Council's decision shall be final and binding.