

# **CONSTITUTION OF CREDIT COLLECTION ASSOCIATION (SINGAPORE)**

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## **NAME**

### **Article 1.1**

The name of the Society shall be "CREDIT COLLECTION ASSOCIATION (SINGAPORE)".

# **1. OBJECTS**

## **Article 2.1**

The objects of the Credit Collection Association (Singapore) ("CCAS") are:-

- a. To enhance the organization of the credit collection business community in Singapore; and
- b. To represent, advance, promote and protect, in Singapore and abroad, the major credit collection concerns (such as professional credit collection conduct, behaviour, training et al) of professional credit collection agencies carrying on commerce and industry in Singapore.

## **2. PLACE OF BUSINESS**

### **Article 3.1**

The CCAS place of business shall be the year's Chairperson's registered address of business or such other address as may subsequently be decided upon by the Council , and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

### **3. ACTIVITIES OF THE CREDIT COLLECTION ASSOCIATION OF SINGAPORE**

#### **Article 4.1**

To achieve the objects mentioned in Article 2, the Society shall engage in the following activities:-

- a. Provide leadership for the business community at the national, bilateral, multilateral and international levels;
- b. Coordinate and cooperate with the agencies, the Government, labour unions, businesses and international credit collections associations in matters affecting the credit collections community in Singapore;
- c. Provide input and feedback on domestic, regional and international developments affecting the interest of the credit collection community in Singapore;
- d. Conduct research on any such matters as may be required to give effect to any or all of the objects of the Society;
- e. Undertake any other activity that may be approved by the Council from time to time; and
- f. Do all such things as shall be conducive to the attainment of the above objects.

## **4. MEMBERSHIP**

### **Article 5.1**

Membership of the Society shall consist of Members who are Local Statutory Members, Foreign Statutory Members, Local Constituent Members, Foreign Constituent Members, Local Associate Members and Foreign Associate Members.

### **Article 5.2**

A Local Statutory Member is a local live company which is incorporated in Singapore with the Accounting and Corporate Regulatory Authority, unless the membership of the Local Statutory Member is terminated in accordance with Article 11 and who shall have voting rights under the Constitution.

### **Article 5.3**

A Foreign Statutory Member is a live foreign company which is incorporated in their country of origin with their national business incorporation &/or registration agency, unless the membership of the Foreign Statutory Member is terminated in accordance with Article 11 and who shall have voting rights under the Constitution.

### **Article 5.4**

A Local Constituent Member is any organization in Singapore including a local association which represents the interests and welfare of any local or foreign credit collection group(s) or foreign community group(s) and who shall have voting rights under this Constitution.

### **Article 5.5**

A Foreign Constituent Member is any organisation in Singapore, being a foreign credit collections association (or similar) which represents the interests and welfare of any group of individuals or companies in Singapore and who shall have voting rights under this Constituent.

**Article 5.6**

A Local Associate Member is any organization in Singapore, being a society, sole proprietorship, partnership, association, statutory board, government agency, an unincorporated body, which elects to be admitted or is appointed as a Local Associate Member of the Society and is admitted or appointed as a Local Associate Member under Article 6 and who shall have no voting rights under this Constitution.

**Article 5.7**

A Foreign Associate Member is any overseas business or economic organization not being a Foreign Statutory Member or a Foreign Constituent Member, which elects to be admitted or is appointed as a Foreign Associate Member in accordance with Article 7 and who shall have no voting rights under this Constitution.

**Article 5.8**

A copy of the Constitution shall be furnished to every member upon payment of the first annual or periodic subscription fee.

## **5. LOCAL ASSOCIATE MEMBER**

### **Article 6.1**

Any organization who is not a Local Statutory Member, A Foreign Statutory Member, a Local Constituent Member, a Foreign Constituent Member or a Foreign Associate Member may be admitted as a Local Associate Member of the Society in accordance with this Article.

### **Article 6.2**

Any organization (“local applicant”) who desires to be a Local Associate Member of the Society may write in to the Council, by way of a prescribed form, to be admitted to the Society as a Local Associate Member.

### **Article 6.3**

The Council, having regard to the particulars and credentials of the local applicant and the objects of the Society, may approve or reject the application of the local applicant with or without reasons as the Council deems fit.

### **Article 6.4**

The Council may, on its own accord, from time to time appoint any organization in Singapore, not being a Local Statutory Member, A Foreign Statutory Member, A Local Constituent Member, a Foreign Constituent Member or a Foreign Associate Member to be a Local Associate Member of the Society.

### **Article 6.5**

A Local Associate Member shall have no voting rights under this Constitution.



## **6. FOREIGN ASSOCIATE MEMBER**

### **Article 7.1**

Any organization who is not a Local Statutory Member, A Foreign Statutory Member, a Local Constituent Member, a Foreign Constituent Member or a Local Associate Member may be admitted as a Foreign Associate Member in accordance with this Article.

### **Article 7.2**

Any foreign organization (“foreign applicant”) who desires to be a Foreign Associate Member of the Society may write in to the Council, by way of a prescribed form, to be admitted to the Society as a Foreign Associate Member.

### **Article 7.3**

The Council, having regard to the particulars and credentials of the foreign applicant and the objects of the Society may approve or reject the application of the foreign applicant with or without reasons as the Council considers fit.

### **Article 7.4**

The Council may, on its own accord, from time to time appoint any foreign organization, not being a Foreign Statutory Member or a Foreign Constituent Member to be a Foreign Associate Member of the Society.

### **Article 7.5**

A Foreign Associate Member shall have no voting rights under this Constitution.

## **7. MEMBER'S REPRESENTATIVE**

### **Article 8.1**

A Member who is not a natural person shall submit to the Council the name of its representative who is from time to time the person authorized by such Member ("Authorised Representative") to act on its behalf. A Member who is not a natural person shall have not more than one (1) Authorised Representative to act on its behalf. The authority conferred by the Member on the Authorised Representative shall be confirmed or endorsed by the Chief Executive Officer, Managing Director, Executive Director or equivalent officer of the Member.

### **Article 8.2**

An Authorised Representative who is a Council Member may nominate a representative to attend in his absence any general meeting of the Society (and only for that purpose), and nothing in such nomination shall effect the appointment of the Authorised Representative as a Council Member under Article 14. Where a Member is represented on the Council, the Authorised Representative of that Member shall be the Council Member.

### **Article 8.3**

Save as expressly provided in Articles 8.1 and 8.2, the Society will not recognize any authorizations or nominations or proxies.

## **8. REGISTER OF MEMBERS**

### **Article 9.1**

Every Member shall have its particulars recorded in the Register of Members which shall contain the following information:-

- a. The name, address and business of the Member;
- b. The class of the Member;
- c. The date on which the Member became a Member;
- d. The name, address and directorships of the Authorised Representative;
- e. The date on which the Member ceased to be a Member and the reasons therefore; and
- f. Any other information which may be required by the Council.

### **Article 9.2**

Every Member shall within 14 days after the event notify the Society of any change in its address, Authorised Representative, his address and directorships.

## **10. MEMBERSHIP FEES**

### **Article 10.1**

Every Member of the Society shall pay an annual or periodic subscription fee to the Society. The annual or periodic subscription fee shall be such amount as may be determined by the Council.

### **Article 10.2**

The annual or periodic subscription fee payable by a Local or Foreign Statutory Member in each Official Year shall be determined by the Council from time to time, and which shall be determined in accordance with the fee as determined and passed by the Council at that time.

### **Article 10.3**

The Council shall from time to time publish by way of a circular to all Members, the annual or periodic subscription fees payable by each class of Members. In the event that any subscription fee due from a Member remains unpaid for any period, the Council may:-

- a. Determine the rate of interest that shall be payable by such Member for such period of default as the Council may determine; or
- b. Determine the amount for late payment that shall be payable by such Member for such period of default as the Council may determine.
- c. Determine if there are re-entry fees to be imposed by default Member.

### **Article 10.4**

Any person who becomes a Member during any part of an Official Year, shall pay the annual or periodic subscription fee pro-rated from the date of commencing from the month in which the Member is notified by the Council of his admission or appointment to membership up to the end of that Official Year.

### **Article 10.5**

Any Member who ceases to be a Member under Article 11 shall not be entitled to a refund of any part of the annual or periodic subscription fee paid for that Official Year.

### **Article 10.6**

The annual or periodic subscription fee shall be paid to the Society yearly in advance on or before 1<sup>st</sup> January of every Official Year (“due date”). If the annual or periodic subscription fee is not paid on the due date, interest for the late payment shall be chargeable on the unpaid annual or periodic subscription fee from the due date until the date of the actual payment. Arrears of annual or periodic subscription fees and interest on late payment may be recoverable from the Member by the Council by an action for a debt.

### **Article 10.7**

Without prejudice to Article 10.6, the annual or periodic subscription fee shall become due and payable:-

- a. In the case of a Local Statutory Member or a Foreign Statutory Member, the date on which these Members become Members of the Association by virtue of Section 5(1) of the Society Act.
- b. In the case of a Local Constituent Member or a Foreign Constituent Member, the date on which such a Member is admitted or appointed to the Society and the annual or periodic subscription fee payable by such Member for the full year of membership shall be pro-rated from the date of admission or appointment, up to the 31<sup>st</sup> day of December of that Official Year;
- c. In the case of a Local Associate Member, the date on which its application for membership is approved by the Council or the date on which a Local Associate member is admitted or appointed as such by the Council and the annual or periodic subscription fee payable by such Member for the full year of membership shall be pro-rated from the date of admission or appointment, up to the 31<sup>st</sup> day of December of that Official Year.

### **Article 10.8**

The Society may charge any Member for services rendered to such Member by the Society, its staff or its advisors and the fees for such services shall be chargeable at such rates published by the Council from time to time by way of a circular to the Members or by specific agreement between the Society and the Member.

## **11. TERMINATION OF MEMBERSHIP**

### **Article 11.1**

Membership of a Local Statutory Member in the Society shall be terminated in any of the following events:-

- a. If the Local Statutory Member is wound up, liquidated or deregistered under the Companies Act; and
- b. If the Minister, by order under Section 24 of the Societies Act, dissolves the Society under the conditions as stipulated in Section 24 of the Society Act.

### **Article 11.2**

Membership of a Foreign Statutory Member in the Society shall be terminated in any of the following events:-

- a. If the Foreign Statutory member is dissolved, liquidated or deregistered under any laws of the jurisdiction in which the Foreign Statutory Member is incorporated.

### **Article 11.3**

Membership of a Local Constituent Member, Foreign Constituent Member, Local Associate Member or Foreign Associate Member in the Society shall be terminated if such Member is wound-up, liquidated or dissolved under any applicable law.

### **Article 11.4**

A Local Associate Member or Foreign Associate Member may terminate its membership in the Society by giving the Council at least one (1) month's written notice of termination.

### **Article 11.5**

Any Member who ceases to be a Member of the Society shall have no interest in the funds and/or property, both movable and immovable, of the Society.

### **Article 11.6**

Without prejudice to Article 10.3 above, the Council may by written notice (“suspension notice”) suspend any Member of the Society for any period of time as the Council may deem fit if:-

- a. A Member has neglected, refused or failed to pay and/or settle its annual or periodic subscription fee for more than twelve (12) months notwithstanding repeated reminders by the Society;
- b. The conduct of a Member is, in the opinion of the Council, injurious to the character and/or interests of the Society; or
- c. A Member is in breach of any provisions of this Constitution.

### **Article 11.7**

During the period of suspension, the Member shall not be entitled to any benefits or privileges normally accorded to a Member of the Society until:-

- a. In the case of Article 11.6(a), full payment is received by the Society of all arrears of the annual or periodic subscription fees;
- b. In the case of Article 11.6(b), the Member ceases to act in the manner that is injurious to the character and/or interests of the Society and furnishes to the Council an undertaking to refrain from such conduct;
- c. In the case of Article 11.6(c), the Member has remedied the breach.

### **Article 11.8**

For so long as the suspension is in force:-

- a. The Member under suspension who has voting rights under this Constitution, shall not be entitled to exercise its voting rights under this Constitution; and
- b. All arrears of the annual or periodic subscription fee together with any interest for late payment or a late payment fee shall continue to accrue and until full payment, shall constitute a debt recoverable against the Member.

The Council may vary or waive the interest for late payment or the late payment fee if the Council considers that it is appropriate to do so.

## **Article 11.9**

The Council may by written notice expel a Member if:-

- a. A suspension notice issued has not been revoked within twelve (12) months after the date of issue;
- b. It comes to the Council's knowledge that the Member is engaged and/or is engaging in an illegal or undesirable activity;
- c. The Council, in its opinion, considers that the Member is no longer suitable to continue as a Member of the Society;
- d. A Member has persistently acted or is acting in a manner prejudicial to the character and/or interests of the Society; or
- e. A Member is persistently in breach of any provision of this Constitution.



## **12. GENERAL MEETING**

### **Article 12.1**

Fifty per cent of the Association's Members physically present shall form a quorum for a General Meeting. In the absence of a quorum, the General Meeting shall be deferred for thirty (30) minutes after which the Meeting shall proceed with the Members present, who shall form the quorum for that General Meeting shall have no power to amend, alter or vary the Articles of this Constitution.

### **Article 12.2**

An Annual General Meeting shall be held once every calendar year on or before June at which the Members present shall:-

- a. Consider and approve the Minutes of the previous year's Annual General Meeting;
- b. Consider and receive the Annual Report of the Society;
- c. Consider and receive the Audited Accounts of the Society;
- d. Elect the Council Members proposed by the Nominations Committee under Article 16 if such Members are not elected by a referendum; and
- e. Transact any other business.

### **Article 12.3**

All other General Meetings of the Society shall be Extraordinary General Meetings.

### **Article 12.4**

Any proposed amendment to or variation of the Constitution shall be an extraordinary matter which shall require the approval of the Members of the Society who are entitled to vote.

### **Article 12.5**

The Council may at any time and shall upon a requisition in writing addressed to the Council, by not fewer than fifty per cent of its Members entitled to vote, convene an Extraordinary General Meeting.

**Article 12.6**

Not less than twenty-one (21) days' notice shall be given to all Members specifying the business, place, day and hour of the Extraordinary General Meeting but the accidental omission to give such notice to any Member shall not invalidate any resolution passed at such Meeting.

## **13. VOTING**

### **Article 13.1**

A Member who is entitled to vote at a General Meeting shall be entitled to one (1) vote. Where a person is an Authorised Representative for more than one Member, that person shall be treated as having in the aggregate one (1) vote.

### **Article 13.2**

Where any matter is required to be resolved at a General Meeting, the Council may decide if such Meeting be resolved by either:-

- a. By Members present and voting; or
- b. A referendum by Members casting their votes by post.

Where any matter to be resolved at a General Meeting is to be resolved by voting, the Council may adopt such mode of voting as it thinks fit. If the Council resolves that a referendum is to be held for any matter to be resolved at a General Meeting, the Council shall provide for voting papers to be forwarded to all Members entitled to vote, which must be returned by a date fixed by the Council for such returns.

### **Article 13.3**

*[Not Used]*

### **Article 13.4**

Where a referendum is held, a vote cast by a Member entitled to vote shall be counted as a valid vote if:-

- a. The vote is returned to and received by the Society not less than five (5) days before the General Meeting;
- b. The vote returned is approximately sealed in an envelope marked to "The Scrutineers, Credit Collection Association (Singapore)";
- c. The voting paper used for the General Meeting is the voting paper forwarded by the Society to the Member for the purpose of that General Meeting;

- d. The Scrutineers appointed for the purpose of the General Meeting certifies to the Council that the postal vote cast by the Member for that Meeting is not spoilt, defaced or invalid.

#### **Article 13.5**

Unless otherwise provided in the Constitution or the Societies Act, all matters arising from the General Meetings shall be decided by a majority of votes. In the case of equality of votes, the Chairman of the Society shall have a second or casting vote.

#### **Article 13.6**

The Scrutineers appointed for the purpose of a General Meeting shall:-

- a. Approve the list of the Members of the Society who are entitled to vote at the General Meeting;
- b. Approve the circular to be sent to the Members entitled to vote;
- c. Where a referendum is held, ensure that adequate ballot boxes are prominently displayed at the premises of the Society;
- d. Where a referendum is held, open the ballot boxes three (3) days before the General Meeting to count the ballot paper cast by Members entitled to vote;
- e. Separate the invalid ballots cast in the clearly marked boxes;
- f. After all ballots are counted, the Scrutineers shall certify to the Council the result of the ballot and the number of valid votes;
- g. Ensure that all ballot boxes, ballot papers, documents and envelopes are sealed separately and kept in a safe custody for a period of six (6) months after the date of General Meeting and thereafter properly destroyed; and
- h. Assist the Council in General Meeting in the counting of all votes.

## **14. COUNCIL**

### **Article 14.1**

The affairs of the Society shall be managed by the Council. The Council Members shall consist of such number of Members as decided by the Council which shall be not less than three (3) persons and not more than six (6) persons. A Council Member shall be the Authorised Representative of the Member under Article 8.1. The Council Members shall be nominated, elected or co-opted in accordance with the provisions of this Constitution and shall include:-

- a. Two (2) nominees from a Local Statutory Member as specified in Article 5.2.

### **Article 14.2**

The Council shall consist of:-

- a. The Chairman, who shall preside at all Council Meetings and at any General Meeting of the Society;
- b. Up to two (2) Vice Chairmen, each of whom shall assist the Chairman in his duties;
- c. The Honorary Secretary, who shall keep proper records of all official meetings of the Society and the Council and maintain the Register of Members;
- d. The Honorary Treasurer, who shall maintain proper records of all financial transactions of the Society; and
- e. The Council Members.

### **Article 14.3**

Every Council Member shall hold office for a term of two (2) years (each called a "term of office") from the date of nomination, appointment, or election into the Council until the conclusion of the Annual General Meeting next following.

At the expiry of each term of office, a Council Member can be re-nominated, re-appointed or re-elected.

A Council Member can hold office for up to a maximum of four (4) consecutive terms of office, after which the Council Member must retire at the expiry of such term(s).

A Council Member who has served the maximum consecutive terms of office shall not be eligible for re-nomination, re-appointment, or re-election until after a lapse of two (2) years from the date of expiry of the last of his consecutive terms of office.

#### **Article 14.3A**

A Council Member can hold office as the Chairman of the Society for up to a maximum of three (3) consecutive terms of office in addition to his term of office as Council Member under Article 14.3, after which he must retire from that office at the expiry of such term(s).

A Council Member can hold office as the Honorary Treasurer of the Society for up to a maximum of three (3) consecutive terms of office in addition to his term of office as Council Member under Article 14.3, after which he must retire from that office at the expiry of such term(s).

For the purpose of this Article 14.3A, the restriction set out in Article 14.3 will not apply to such Council Member holding office as Chairman and/or Honorary Treasurer (as the case may be).

Provided that:-

- a. The aggregate number of terms of office the Council Member may hold as Council Member and Chairman shall not exceed seven (7) terms; and
- b. The aggregate number of terms of office the Council Member may not hold as Council Member, Chairman and Honorary Treasurer shall not exceed ten (10) terms.

#### **Article 14.4**

The first Council Members shall be nominated by the Pro Tempore Committee and approved by the Board.

#### **Article 14.5**

The office of a Council Member shall be vacated if:-

- a. A bankruptcy order is made against him or he makes any arrangement or composition with his creditors;
- b. He is convicted of civil or criminal offence;
- c. He is arrested for a civil or criminal offence;
- d. He becomes of unsound mind;
- e. By notice in writing, he resigns from office; or
- f. The Board of Trustees notifies the Council that the Council Member is not a fit and proper person to hold such office.

**Article 14.6**

If any casual vacancy arises in respect of the office of the Chairman, the Vice Chairman, the Honorary Secretary, the Deputy Honorary Secretary, the Honorary Treasurer, and the Deputy Honorary Treasurer, the Council Members shall at its next Council Meeting or as soon as possible thereafter, elect one of their own to fill the vacancy.

Where a Council Member is appointed Chairman of the Society for the purpose of filling a casual vacancy arising in respect of that office, the period during which he is appointed as the Chairman to fill the casual vacancy shall be disregarded for the purposes of calculating his term of office as Chairman of the Society.

Where a Council Member is appointed Honorary Treasurer of the Society for the purpose of filling a casual vacancy arising in respect of that office, the period during which he is appointed as the Honorary Treasurer to fill the casual vacancy shall be disregarded for the purposes of calculating his term of office as Honorary Treasurer of the Society.

**Article 14.7**

The Council may from time to time designate any Council Member or employee of the Society to act as authorized signatories for the purposes stipulated by the Council.

**Article 14.8**

The Council may from time to time authorize the formation of committees comprising such persons and under terms of reference as the Council thinks fit.

## **15. COUNCIL MEETING**

### **Article 15.1**

Two-thirds of the Council Members shall form a quorum for any Council Meeting ("Council Meeting").

### **Article 15.2**

All matters arising from the Council Meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

### **Article 15.3**

All Council Meetings shall be presided by the Chairman. In his absence, any Vice Chairman shall preside over that Meeting and in the absence of the Chairman and any Vice Chairman, the Council Members present at that Meeting shall elect a chairman for that meeting.



## **16. NOMINATIONS COMMITTEE**

### **Article 16.1**

The Nominations Committee shall consist of a minimum of three (3) persons who shall be appointed by the Council. The Nominations Committee shall appoint one of their number to be the chairman of that committee.

### **Article 16.2**

Not less than ninety (90) days before the Annual General Meeting in every alternate calendar year in which a new Council is to be elected, the Nominations Committee shall recommend the composition of the new Council.

### **Article 16.3**

The Nominations Committee shall in making the recommendations mentioned in Article 16.2 as far as practicable, consider the following factors:-

- a. The number of members of the Local Constituent Member and the Foreign Constituent Member, and whether these number of members are Members of the Society;
- b. The number of Local Associate Members and Foreign Associate Members who are Members of the Society;
- c. The amount of subscription fees paid by the members of the Local Constituent Member and the Foreign Constituent Member;
- d. The amount of subscription fees paid by the Local Associate Member and the Foreign Associate Member who are Members of the Society;
- e. Whether the Local Constituent Member, the Foreign Constituent Member, the Local Associate Member or the Foreign Associate Member are each representative of the credit collections community in which it represents;
- f. The extent of the industry's share of the gross domestic product represented by the Local Constituent Member and the Local Statutory Member;
- g. The extent of the total investment of the businesses represented by the Foreign Constituent Member and the Foreign Associate Member; and

- h. Such other factors that the Nominations Committee considers relevant and appropriate in making a recommendation under Article 16.2.

**Article 16.4**

Not less than ninety (90) days before the Annual General Meeting, the Nominations Committee shall propose the candidates for nomination, appointment or election into the Council.

## **17. PROPERTIES**

### **Article 17.1**

All immovable properties of the Society shall be held in trust by the Council Trustees comprising the Chairman, the Honorary Secretary and the Honorary Treasurer for the time being, who are authorized to execute documents relating to such immovable property.

### **Article 17.2**

Subject to the approval of the Board of Trustees, the Society may in furtherance of its objects as set out in the Societies Act and in this Constitution acquire, sell, lease, mortgage, alienate or dispose of any movable or immovable property (including, without limitation to the generality of the foregoing, the acquisition of shares and participation in joint ventures).

## **18. APPLICATION OF FUNDS**

### **Article 18.1**

Subject to the provisions of the Societies Act, the funds of the Society shall be applied for:-

- a. Payment of salaries to employees of the Society;
- b. Payment of all office and other expenses of the Society required for the day to day operations of the Society; and

Payment of expenses in connection with the activities organized by the Society for the benefit of its Members.

## **19. ACCOUNTS**

### **Article 19.1**

The Council shall cause to be kept full and proper accounts and records of all financial transactions of the Society and shall ensure that payments out of the funds of the Society are correctly made and properly authorized and that adequate control is maintained over the assets and receipts of the funds of the Society.

### **Article 19.2**

The Council shall be responsible for submitting all proper audited annual accounts to the Members at the Annual General Meeting.

### **Article 19.3**

An auditor shall be appointed by the Council with the approval of the Board of Trustees and shall hold office until the next Annual General Meeting and shall be eligible for the re-appointment.

### **Article 19.4**

The Council shall cause a copy of the audited annual accounts of the Society and the auditor's report to be submitted to the Board of Trustees.

## **20. COUNCIL TRUSTEES**

### **Article 20.1**

If the Society at any time acquires any movable and immovable property, such property shall be vested in the Council Trustees subject to a declaration of trust.

### **Article 20.2**

The Council Trustees of the Society shall be:-

- c. The Chairman of the Society for the time being; and
- d. The Honorary Treasurer of the Society for the time being.

### **Article 20.3**

The Office of a Council Trustee shall be vacated if:-

- a. He dies or becomes of unsound mind;
- b. He is absent from the Republic of Singapore for a period of more than one (1) year; or
- c. He is guilty of misconduct or dishonesty of such a kind as to render it undesirable that he continues as a Council of Trustee.

### **Article 20.4**

Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Society's premises at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

### **Article 20.5**

The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

## **21. PROHIBITIONS**

### **Article 21.1**

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 Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

### **Article 21.2**

The funds of the Society shall not be used to pay the fines of Members who have been in breach of any applicable laws.

### **Article 21.3**

The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to or any arrangement with its Members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affects consumer interests.

### **Article 21.4**

The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

### **Article 21.5**

The Society shall not hold any lottery, whether confined to its Members or not, in the name of the Society or its office-bearers, Council or the Pro Tempore Committee or its Members without the prior approval of the relevant authorities.

## **22. ALTERATION OF CONSTITUTION**

### **Article 22.1**

Subject to Article 12.1, the Council shall submit for the consideration of the Board of Trustees and the approval of the Registrar of Societies any proposed alteration, addition, deletion or amendment to this Constitution.

### **Article 22.2**

A proposed alteration, addition, deletion or other amendment to this Constitution which is approved by the Board of Trustees and the Registrar of Societies will be valid and binding from the date of approval by the Registrar.



## **23. COMMON SEAL**

### **Article 23.1**

The Society shall adopt a common seal which shall be kept in safe custody and shall only be used with the authority of the Council and every instrument to which the seal is affixed shall be signed by the Chairman and countersigned by the Honorary Secretary or the Council Member authorized by the Council for such purpose.

## **24. DISSOLUTION**

### **Article 24.1**

The Society shall not be dissolved except with:-

- a. The prior approval of the Registry of Societies; and
- b. The consent of not less than three-fifths (3/5) of all Members entitled to vote, expressed either in person or by postal vote at a General Meeting convened for the purpose of dissolution or at the Annual General Meeting.

### **Article 24.2**

In the event of the Society being dissolved as provided above and subject to the approval of the Board of Trustees, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds to be disposed of in such manner as the General Meeting of Members may determine or donate to an approved charity or charities in Singapore.

### **Article 24.3**

A Certificate of Dissolution shall be give within seven (7) days of the dissolution to the Registrar of Societies.