

## Constitution of the University of South Australia Alumni Singapore

### 1. Name

The name of the society is the University of South Australia Alumni Singapore (in these Rules called the **Society**).

### 2. Place of Business

Its place of business is at 9 Raffles Place #32-00 Republic Plaza, Singapore 048619, or such other address as may subsequently be decided upon by the Committee 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. Defined terms and interpretation

#### 3.1 Defined terms

In these Rules, unless the contrary intention appears:

**Act** means the Societies Act (Chapter 311 of Singapore), as amended or modified from time to time.

**Alumnus** means:

- (a) a graduate of the University (or any of its predecessor institutions);
- (b) a past or present member of the Council of the University; or
- (c) a person who has been an employee of the University for not less than five years full time.

**Associate Member** meaning a person admitted as an Associate Member of the Society pursuant to Rule 6.1(c).

**Committee** means the committee of the Society.

**Financial Year** means a financial year of the Society, as determined under rule 9.2.

**General Meeting** means a general meeting of Members convened in accordance with these Rules.

**Licence Agreement** means any agreement under which the University grants the Society a right to use the name of the University or otherwise represent a connection with the University.

**Members** mean the Ordinary Members and the Associate Members.

**Ordinary Member** means a person admitted as an Ordinary Member of the Society pursuant to Rule 6.1(b).

**Privacy Policy** means the University's guidelines for alumni data and privacy policies as amended from time to time.

**Registrar of Societies** means the Registrar of Societies of Singapore.

**Regulations** mean regulations under the Act.

**Rules** mean these rules of the Constitution of the Society.

**Secretary** means

a person who holds office under these Rules as Secretary of the Society,  
**S\$** means Singapore dollars, the lawful currency of Singapore.

**University** or **UniSA** means the University of South Australia.

### 3.2 Interpretation

In these Rules, unless the contrary intention appears:

- (a) a reference to any document is a reference to that document as varied, novated or replaced from time to time;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a gender includes all genders;
- (d) the use of the word 'including' does not limit what else might be included;
- (e) a reference to a thing includes all or any part of it;
- (f) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (g) a reference to a person or entity includes a natural person, a partnership, corporation, trust, Society, unincorporated body, authority or other entity;
- (h) a reference to a party includes that party's legal personal representatives, successors and permitted assigns;
- (i) a term which purports to bind or benefit two or more persons binds or benefits them jointly and severally; and
- (j) a reference to a statute, ordinance, code or other law includes regulations and other instruments issued under it and consolidations, amendments, re-enactments or replacements of any of them.

### 3.3 Questions of interpretation

The Committee will be the sole authority for the interpretation of these Rules and of any by-laws which the Committee is authorised and empowered to make. The decision of the Committee upon any question of interpretation or of any matter affecting the Society and not provided for by these Rules, will be final and conclusive unless reversed at a General Meeting.

## 4. Objects and powers

### 4.1 Objects

The objects of the Society are as follows:

- (a) to promote the interests and profile of the University;
- (b) to promote and foster networking:
  - (i) amongst Society Alumni;
  - (ii) between Society Alumni and the University;
  - (iii) between Society Alumni and the members of the alumni associations of universities of Singapore and of other countries;
- (c) to protect, represent and advance the interests of Society Alumni, and without limiting the generality of the foregoing:
  - (i) to assist the Society Alumni in their liaison with the University;
  - (ii) to provide information to the Society Alumni regarding further education, employment and business opportunities;
- (d) to promote and foster the ongoing exchange of knowledge, culture and business development opportunities between the University and the Society Alumni;
- (e) to undertake other activities on behalf of, or in conjunction with, the University which support access to higher education and the dissemination of knowledge; and
- (f) to contribute towards the development of a caring Singaporean society and nation through such charitable, community and other initiatives as may be identified by the Society from time to time.

### 4.2 Powers

For the purpose of carrying out its objects, the Society:

- (a) will have all the powers conferred by the Act; and
- (b) may do all other things that may be incidental or conducive to attaining its objects.

### 4.3 Application of Funds

The assets and income of the Society shall be applied solely in furtherance of its objects, and no portion shall be applied or distributed (directly or indirectly) to its Members except as *bona fide* remuneration for services rendered or expenses incurred on behalf of the Society.

- (a)

### 4.4 Privacy

The Society must only collect, use and disclose alumni memberships, data, or other private or personal information of Members in accordance with the Privacy Policy.

## 5. Rules

- (a) These Rules will bind the Society and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of their provisions.
- (b) Subject to the prior approval in writing of the Registrar of Societies, these Rules may be altered (including an alteration to the name of the Society), or be rescinded and replaced by substituted rules, by a resolution of the Ordinary Members. Such an alteration will be registered as required by the Act.

## 6. Membership

### 6.1 Classes of Membership

- (a) There shall be two (2) classes of membership:
  - (i) Ordinary Members; and
  - (ii) Associate Members.
- (b) Only Alumni residing (whether on a permanent or temporary basis) in Singapore shall be eligible to become Ordinary Members.
- (c) The following persons shall be eligible to become Associate Members:
  - (i) Singapore students currently studying at the University.
- (d) Associate Members:
  - (i) shall not be entitled to hold the office of President or Vice-President; and
  - (ii) shall have the right to participate in all other activities sponsored by the Society.

### 6.2 Admission of Members

- (a) A person who is eligible to become a Member of the Society must not be admitted to membership unless:
  - (i) he or she applies for membership in accordance with rule 6.2(b); and
  - (ii) the admission as a Member is approved by the Committee.
- (b) An application of a person for membership of the Society must:
  - (i) be made in writing in the form as may be determined by the Committee; and

- (ii) be lodged with the Secretary.
- (c) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- (d) The Committee must determine whether to approve or reject the application.
- (e) If the Committee approves an application for membership, the Secretary must, as soon as practicable:
  - (i) notify the applicant in writing of the approval for membership; and
  - (ii) request payment within twenty-eight (28) days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (f) The Secretary must, within twenty-eight (28) days after receipt of the amounts referred to in rule 6.2(e), enter the applicant's name in the register of Members.
- (g) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his or her name is entered in the register of Members.
- (h) If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (i) A right, privilege, or obligation of a person by reason of membership of the Society:
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (j) The entrance fee shall be determined by the Committee from time to time.
- (k) The annual subscription shall be determined by the Committee from time to time and is payable in advance on or before the start of each Financial Year.

### **6.3 Register of members**

- (a) The Secretary must keep and maintain a register of Members containing:
  - (i) the name and address of each Member;
  - (ii) the date on which each Member's name was entered in the register; and

- (iii) the class of membership to which that Member belongs; and
  - (iv) the basis upon which that Member qualified for that class of membership (including graduation details, if applicable).
- (b) The register is available for inspection free of charge by any Member upon request.
  - (c) A Member may make a copy of entries in the register.
  - (d) The Secretary must ensure that an updated copy of the register is provided to the University at least annually.

**6.4 Ceasing membership**

- (a) A Member of the Society who has paid all moneys due and payable by a Member to the Society may resign from the Society by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (b) After the expiry of the period referred to in rule 6.4(a):
  - (i) the Member ceases to be a Member; and
  - (ii) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

**6.5 Discipline, suspension and expulsion of Members**

- (a) Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the objects or interests of the Society, the Committee may by resolution:
  - (i) suspend that Member from membership of the Society for a specified period; or
  - (ii) expel that Member from the Society.
- (b) A resolution of the Committee under rule 6.5(a) does not take effect unless:
  - (i) at a meeting held in accordance with rule 6.5(c), the Committee confirms the resolution; and
  - (ii) if the Member exercises a right of appeal to the Society under this rule, the Society confirms the resolution in accordance with this rule.
- (c) A meeting of the Committee to confirm or revoke a resolution passed under rule 6.5(a) must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days, after notice has been given to the Member in accordance with rule 6.5(d).

- (d) For the purposes of giving notice in accordance with rule 6.5(c), the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
  - (i) setting out the resolution of the Committee and the grounds on which it is based;
  - (ii) stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that Member;
  - (iii) stating the date, place and time of that meeting;
  - (iv) informing the Member that he or she may do one or both of the following:
    - (A) attend that meeting;
    - (B) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
  - (v) informing the Member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Society in general meeting against the resolution.
- (e) At a meeting of the committee to confirm or revoke a resolution passed under rule 6.5(a), the Committee must:
  - (i) give the Member, or his or her representative, an opportunity to be heard;
  - (ii) give due consideration to any written statement submitted by the Member; and
  - (iii) determine by resolution whether to confirm or to revoke the resolution.
- (f) If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Society in General Meeting against the resolution.
- (g) If the Secretary receives a notice under rule 6.5(f), he or she must notify the Committee and the Committee must convene a General Meeting of the Society to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (h) At a General Meeting of the Society convened under rule 6.5(g):

- (i) no business other than the question of the appeal may be conducted;
  - (ii) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (iii) the Member, or his or her representative, must be given an opportunity to be heard; and
  - (iv) the Ordinary Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (i) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Ordinary Members vote in person in favour of the resolution. In any other case, the resolution is revoked.

## **6.6 Disputes and mediation**

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between:
  - (i) a Member and another Member; or
  - (ii) a Member and the Society.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Society; or
    - (B) in the case of a dispute between a Member and the Society, a person who is appointed by the member of the University's Senior Management Group who has responsibility for the Alumni Program (currently the Pro-Vice Chancellor & President, International and Development).
- (e) A Member of the Society can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- (h) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 7. Supreme Authority and General Meetings

### 7.1 Supreme Authority

The supreme authority of the Society is vested in a General Meeting of the Members.

### 7.2 Annual general meetings

- (a) Subject to the Act, the Committee may determine the date, time and place of the annual General Meeting of the Society.
- (b) The notice convening the annual General Meeting must specify that the meeting is an annual General Meeting.
- (c) The ordinary business of the annual General Meeting shall be to:
  - (i) confirm the minutes of the previous annual General Meeting and of any General Meeting held since that meeting;
  - (ii) receive from the Committee reports upon the transactions of the Society during the last preceding Financial Year;
  - (iii) elect officers of the Society (if applicable); and
  - (iv) elect the additional members of the Committee.
- (d) The annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

### 7.3 Special general meetings

- (a) In addition to the annual General Meeting, any other General Meetings may be held in the same year.
- (b) All General Meetings other than the annual General Meeting are special General Meetings.
- (c) The Committee may, whenever it thinks fit, convene a special General Meeting of the Society.

- (d) If, but for this rule, more than fifteen (15) months would elapse between annual General Meetings, the Committee must convene a special General Meeting before the expiration of that period.
- (e) The Committee must, on the request in writing of Ordinary Members representing not less than five (5) per cent of the total number of Ordinary Members, convene a special General Meeting of the Society.
- (f) The request for a special General Meeting must:
  - (i) state the objects of the meeting;
  - (ii) be signed by the Ordinary Members requesting the meeting; and
  - (iii) be sent to the address of the Secretary.
- (g) If the Committee does not cause a special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the Ordinary Members making the request, or any of them, may convene a special General Meeting to be held not later than three (3) months after that date.
- (h) If a special General Meeting is convened by Ordinary Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special General Meeting must be refunded by the Society to the persons incurring the expenses.

#### **7.4 Special business**

All business that is conducted at a special General Meeting and all business that is conducted at the annual General Meeting, except for business conducted under the rules as ordinary business of the annual General Meeting, is deemed to be special business.

#### **7.5 Notice of general meetings**

- (a) The Secretary, at least fourteen (14) days, or if a special resolution has been proposed at least twenty-one (21) days, before the date fixed for holding a General Meeting of the Society, must cause to be sent to each Member of the Society, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) Notice may be sent:
  - (i) by prepaid post to the address appearing in the register of Members; or
  - (ii) if the Member requests, by facsimile transmission or electronic transmission.

- (c) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (d) An Ordinary Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

#### **7.6 Quorum at general meetings**

- (a) No item of business may be conducted at a General Meeting unless a quorum of Ordinary Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (b) Twenty (20) Ordinary Members or five per cent. (5%) of the total membership of the Society personally present (being Ordinary Members entitled under these Rules to vote at a General Meeting), whichever is lower, constitute a quorum for the conduct of the business of a General Meeting.
- (c) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
  - (i) in the case of a meeting convened upon the request of Ordinary Members, the meeting must be dissolved; and
  - (ii) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Ordinary Members personally present (being not less than ten (10)) shall be a quorum.

#### **7.7 Presiding at general meetings**

- (a) The President, or in the President's absence, the Vice-President, shall preside as chairperson at each General Meeting of the Society.
- (b) If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Ordinary Members present must select one of their number to preside as chairperson.

#### **7.8 Adjournment of meetings**

- (a) The person presiding may, with the consent of a majority of Ordinary Members present at the meeting, adjourn the meeting from time to time and place to place.

- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with rule 7.5.
- (d) Except as provided in rule 7.8(c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**7.9 Voting at general meetings**

- (a) Upon any question arising at a General Meeting of the Society, each Ordinary Member has one (1) vote only.
- (b) All votes must be given personally.
- (c) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) An Ordinary Member is not entitled to vote at a General Meeting unless all moneys due and payable by that Ordinary Member to the Society have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.
- (e) Associate Members may attend General Meetings, but have no right to vote.

**7.10 Manner of determining whether resolution carried**

- (a) If a question arising at a General Meeting of the Society is determined on a show of hands:
  - (i) a declaration by the chairperson that a resolution has been:
    - (A) carried;
    - (B) carried unanimously;
    - (C) carried by a particular majority; or
    - (D) lost; and
  - (ii) an entry to that effect in the minute book of the Society, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**8. Management**

**8.1 Committee**

- (a) The affairs of the Society shall be administered by the Committee.

- (b) The Committee:
  - (i) shall manage and control the funds and other property of the Society;
  - (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members; and
  - (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Society.
- (c) The Committee shall consist of:
  - (i) the officers of the Society; and
  - (ii) two (2) additional members,each of whom shall be elected at the annual General Meeting of the Society.
- (d) Only Ordinary Members shall be eligible to be elected to the Committee.

## **8.2 Office holders**

- (a) The officers of the Society shall be:
  - (i) a President;
  - (ii) a Vice-President;
  - (iii) a Treasurer;
  - (iv) a Secretary; and
  - (v) Up to 11 Ordinary Committee Members.
- (b) The provisions of rule 8.4, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in rule 8.2(a).
- (c) Each officer of the Society shall hold office for a term of one (1) year until the second annual General Meeting after the date of his or her election, but is eligible for re-election. The Treasurer shall not be re-elected to the same post for three (3) consecutive terms of office.
- (d) In the event of a casual vacancy in any office referred to in rule 8.2(a), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual General Meeting next following the date of the appointment.

### **8.3 Additional members of the Committee**

- (a) Subject to these Rules, each additional member of the Committee shall hold office until the annual General Meeting next after the date of election but is eligible for re-election.
- (b) In the event of a casual vacancy occurring in the office of an additional member of the Committee, the Committee may appoint an Ordinary Member of the Society to fill the vacancy and that Ordinary Member appointed shall hold office, subject to these Rules, until the conclusion of the annual General Meeting next following the date of the appointment.

### **8.4 Election of officers and additional members**

- (a) Nominations of candidates for election as officers of the Society or as additional members of the Committee must be:
  - (i) made in writing, signed by two (2) Ordinary Members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (ii) delivered to the Secretary of the Society not less than seven (7) days before the date fixed for the holding of the relevant annual General Meeting.
- (b) A candidate may only be nominated for one office, or as an additional member of the Committee, prior to the relevant annual General Meeting.
- (c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual General Meeting.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (f) Any ballot for the election of officers and/or additional members of the Committee must be conducted at the relevant annual General Meeting in such manner as the Committee may direct.

### **8.5 Vacancies**

The office of a member of the Committee becomes vacant if that member:

- (a) ceases to be an Ordinary Member of the Society;
- (b) becomes an undischarged bankrupt under the Bankruptcy Act (Chapter 20 of Singapore); or
- (c) resigns from office by notice in writing given to the Secretary.

## **8.6 Meetings of the Committee**

- (a) The Committee must meet at least three (3) times in each year at such place and such times as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the President or by a majority of members of the Committee.

## **8.7 Notice of Committee meetings**

- (a) Written notice of each Committee meeting must be given to each member of the Committee at least two (2) business days before the date of the meeting.
- (b) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **8.8 Quorum for Committee meetings**

- (a) A majority of members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- (b) No business may be conducted unless a quorum is present.
- (c) If within half an hour of the time appointed for the meeting a quorum is not present:
  - (i) in the case of a special meeting, the meeting lapses; and
  - (ii) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (d) The Committee may act notwithstanding any vacancy on the Committee.

## **8.9 Presiding at Committee meetings**

At meetings of the Committee:

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members of the Committee who are present must choose one of their number to preside.

## **8.10 Voting at Committee meetings**

- (a) Questions arising at a meeting of the Committee shall be determined on a show of hands or, if a member requests, by secret ballot taken in such manner as the person presiding at that meeting may determine.
- (b) Each member present at a meeting of the Committee, (including the person presiding at the meeting), is entitled to one vote and,

in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

#### **8.11 Removal of Committee member**

- (a) The Society in General Meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (b) A member of the Committee who is the subject of a proposed resolution referred to in rule 8.11(a) may make representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Society.
- (c) The Secretary or the President may give a copy of the representations to each Member of the Society or, if they are not so given, the member may require that they be read out at the meeting.

#### **8.12 Circulating Resolutions**

- (a) If all the members of the Committee who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have been passed at a meeting of the Committee held on the day on which the document was last signed by a member.
- (b) For the purposes of clause 8.12(a), two or more identical documents, each of which is signed by one or more members of the Committee, together constitute one document signed by those members on the days on which they signed the separate documents.
- (c) Any document referred to in this clause may be in the form of a facsimile transmission.

#### **8.13 Duties of Committee members**

Any duties imposed by the Act or otherwise under Singapore law.

#### **8.14 Sub-committees**

- (a) The Committee may delegate any of their powers to a sub-committee consisting of such members of the Committee as it thinks fit. Any sub-committee so formed must, in exercise of the powers delegated to it, conform to any regulations that may be imposed upon it by the Committee.
- (b) Subject to any regulations imposed by the Committee under Rule 8.14(a):

- (i) at any meeting of a sub-committee, the members of that sub-committee must choose one of their number to preside;
- (ii) Rules 8.10, 8.12 and 8.13 will apply to the proceedings of any sub-committee as if references in those rules to the Committee and to members of the Committee were references to the sub-committee and members of the sub-committee respectively.

## 9. Financial matters

### 9.1 Funds

- (a) The Treasurer of the Society must:
  - (i) collect and receive all moneys due to the Society and make all payments authorised by the Society; and
  - (ii) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.
- (c) The funds of the Society shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

### 9.2 Financial year

The first financial year of the Society will be the period commencing on the date of incorporation and ending on the next following 30 June, and therefore all subsequent financial years will commence on 1 July and end on 30 June in each year.

### 9.3 Borrowing powers

Subject to this Rule, the Society may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment of that money by charging the property of the Society.

### 9.4 Accounts

- (a) The Society must keep such accounting records as correctly recorded and explain the financial transactions and position of the Society annually ('Records').
- (b) The Records shall in particular contain:
  - (i) entries showing from day to day all sums of money received and expended by the society and the matters in respect of which the receipt and expenditure took place; and

- (ii) a record of the assets and liabilities of the Society.
- (c) A copy of the Records must be provided to the University annually.
- (d) The Secretary must keep the Records in his or her custody or under his or her control.
- (e) The Records must be available for inspection (free of charge) by any Member upon request, and that Member may make a copy of any of the Records when carrying out that inspection.

## **9.5 Audit**

- (a) The Committee may (and, if required by the Act, must) appoint an auditor.
- (b) If the gross income or expenditure of the Society exceeds S\$500,000 in a Financial Year, the accounts of the Society shall be audited by a firm of Certified Public Accountants. If the gross income or expenditure of the Society is less than S\$500,000 in a Financial Year, a majority of the Committee may appoint a firm of Certified Public Accountants to audit the accounts of the Society.
- (c) Any auditor so appointed will hold office for such period as the Committee determines.
- (d) An auditor has the rights and duties prescribed by the Act and the Regulations.

## **10. Visitors and Guests**

Visitors and guests may be admitted into the premises of the Society but they shall not be admitted into the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations.

## **11. Trustees**

- (a) If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- (b) The trustees of the Society shall:
  - (i) not be more than four (4) and not less than two (2) in number;
  - (ii) be elected by a General Meeting of Members; and
  - (iii) not effect any sale or mortgage of property without the prior approval of the General Meeting of Members.
- (c) The office of the trustee shall be vacated:
  - (i) if the trustee dies or becomes a lunatic or of unsound mind;

- (ii) if he is absent from the Republic of Singapore for a period of more than one (1) year;
  - (iii) if he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee; or
  - (iv) if he submits notice of resignation from his trusteeship.
- (d) Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given in accordance with rule 7.5(b).
- (e) The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

## 12. Winding up or deregistration

- (a) The Society may not be wound up or deregistered except with a resolution passed by not less than three-fifths (3/5<sup>th</sup>) of the total voting membership of the Society for the time being resident in Singapore being entitled to vote in person at a General Meeting convened for the purpose, or in the manner provided for in the Act.
- (b) A Certificate of Dissolution shall be given to the Registrar of Societies within seven (7) days of being wound up or deregistered.
- (c) Members will not be liable to contribute towards the payment of the debts and liabilities of the Society or the costs, charges, and expenses of a winding up or deregistration of the Society.
- (d) If upon the winding up or deregistration of the Society there remains 'surplus assets' as defined in the Act, such surplus assets will be donated towards the purpose of education activities in Singapore.

## 13. Prohibitions

- (a) Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act (Chapter 250 of Singapore), 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.
- (b) The funds of the Society shall not be used to pay the fines of Members who have been convicted in court of law.
- (c) The Society 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.

- (d) The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (e) The Society shall not hold any lottery, whether confined to its Members or not, in the name of the Society or its office-bearers, Committee or Members unless with the prior approval of the relevant authorities.
- (f) The Society 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.

## 14. Other matters

### 14.1 Minutes of meetings

The Secretary of the Society must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings. A copy of each set of minutes must be provided to the University.

### 14.2 By-laws

The Committee may make such by-laws as it deems fit which are not inconsistent with this Constitution and may amend them in accordance with such procedures as it may adopt for that purpose.

### 14.3 Seal

- (a) The common seal of the Society must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two members of the Committee.

### 14.4 Notice to members

Except for the requirement in rule 7.5, any notice that is required to be given to a Member, by or on behalf of the Society, under these Rules may be given by:

- (a) delivering the notice to the Member personally;
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;
- (c) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

### 14.5 Patrons

The Committee may from time to time appoint a particular person or persons (who need not be Members) to act as a Patron or Patrons of the Society.