

CONSTITUTION OF GIFTS ASSOCIATION (SINGAPORE)

ARTICLE 1 – NAME

1.1 The Society shall be known as the “Gifts Association (Singapore)”, hereinafter referred to as the “Association”.

ARTICLE 2 – ADDRESS

2.1 Its place of business shall be at “55 Market Street, #10-00, Singapore 048941”, or other such address as may subsequently be decided upon by the Committee 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.

ARTICLE 3 – OBJECTS

Its objects are:

- 3.1 To promote the general welfare of the gift industry through trade shows and trade missions.
- 3.2 To provide services such as educational, statistical, standards and research programmes related to the gift industry.
- 3.3 To improve its services to the public and to disseminate information about the gift industry.
- 3.4 To enhance a rapport with the various trade bodies related to the gift industry.
- 3.5 To cultivate a greater exchange and support within the gift industry.

ARTICLE 4 – MEMBERSHIP QUALIFICATIONS & RIGHTS

4.1 Membership is open to any of the following:

4.1.1 Sole Proprietorship/Partnership

Applicant must have been engaged for at least 2 years in the business of corporate and premium gifts.

4.1.2 Private Limited Company

Applicant must have been engaged for at least 1 year in the business of corporate and premium gifts.

4.1.3 Any doubts as to the status of membership will be at the sole discretion of the Committee and subject to the majority vote during Committee Meetings. No written correspondence will be entertained and the Committee’s decision will be final.

4.2 Active Honorary Life Members

Honorary Life membership for outstanding services to the Association and/or industry may be conferred on any individual nominated by an Officer and approved by a majority vote of the Committee.

4.3 Representation

Each member must designate in writing the name and title of its representative, if any, who shall be employees of the company, who shall be entitled to act officially

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on behalf of the member in all matters presented to the Association, and who shall be eligible for the election to the Committee.

In the event that such representative or alternate ceases to be employed by the Association member appointing him or her, his or her official relationship with the Association as a representative of the member ceases simultaneously. Other officers or employees may serve on committees, attend meetings and take part in Association discussions. A member may change its representatives at will, or appoint a temporary substitute by written notice to the President. All members shall have one vote each in all matters presented to the Association and the right to hold office.

4.4 Termination of Membership

Membership in this Association shall terminate when a member is no longer engaged in business in the industry, when a member sends a notice of resignation to the President, when a member is expelled for failure to pay dues or other charges owed to the Association, when a member has been legally convicted for any criminal offence by any Court of Law, when a member causes disrepute or discredit to the Association.

When a membership is terminated for any reasons, all rights of such member with respect to the Association and property of the Association shall cease immediately. Such member shall remain obligated to pay any debts owed to the Association at the termination of membership.

- 4.5 All members of less than three years standing shall not be eligible to vote at an Annual General Meeting or Extraordinary General Meeting. Any member who sits in the Committee of another trade organization having similar objects, mission or trade activities as the Association is automatically disqualified being a member in the Committee of the Association.

ARTICLE 5 – ENTRANCE FEES , SUBSCRIPTIONS & OTHER DUES

- 5.1 An entrance fee of Three Hundred DOLLARS (SGD 300.00) is payable within four weeks of election to membership except Honorary Members, in default of which membership may be cancelled by order of the Committee.
- 5.2 A subscription of Three Hundred DOLLARS (SGD 300.00) is payable annually.
- 5.3 Each member of the Association shall pay in July of each year the annual subscription. Any member failing to settle any subscription within 3 weeks of it becoming due, will automatically cease to be a member. If he/she fails to settle his/her arrears within 3 weeks of their becoming due, the President may order that his/her name be posted on the Association's notice board and that he/she be denied the privileges of membership until he/she settles his/her account . If he/she falls into arrears for more than 3 months' due, he/she will automatically cease to be a member and the Committee may take legal action against him/her provided that they are satisfied that he/she has received due notice of his/her debts.
- 5.4 The rate of entrance fees and yearly subscriptions may only be varied by a general meeting of the members. Any special subscriptions for any particular purposes may only be raised from members with the consent of a general meeting of the members.

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- 5.5 The income and property of the Association whensoever derived shall be applied towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person claiming through any of them.

ARTICLE 6 – MANAGEMENT AND COMMITTEE

- 6.1 The administration of the Association shall entrust to a Committee consisting of the following to be elected at alternate Annual General Meeting:
- A President
 - 2 Vice-President
 - A Secretary
 - A Treasurer
- Not less than 6 and not more than 10 Ordinary Committee Members.
- 6.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers, except the Treasurer may be re-elected to the same or related post for a consecutive term of office. The term of office of the Committee is 2 years.
- 6.3 Election will be either by show of hands or, subject to the arrangement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote. Nomination for election to the posts for the Committee must be received by the Secretary seven days before the date of the Meeting. Nomination form can only be collected from the Secretary by members personally or if by nominees, letter of authority to collect on behalf must be furnished.
- 6.4 A Committee Meeting shall be held at least once every one month after giving 7 days' notice to Committee Members. The President may call a Committee Meeting at any time by giving 5 days' notice. At least 50% of the Committee Members must be present for its proceedings to be valid.
- 6.5 Any member of the Committee absenting himself or herself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within 2 weeks of the change.
- 6.6 The duty of the Committee is to organize and supervise the daily activities of the Association. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.

ARTICLE 7 – SUPREME AUTHORITY & GENERAL MEETINGS

- 7.1 The supreme authority of the Association is vested in a General Meeting of the members.

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- 7.2 An Annual General Meeting shall be held in August.
- 7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or 30 voting members, whichever is the lesser, and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within 2 months from receiving this request to convene the Extraordinary General Meeting.
- 7.4 If the Committee does not within 2 months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General meeting shall convene the Extraordinary General Meeting by giving 10 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda of the Association's notice board.
- 7.5 At least 2 weeks' notice shall be given of an Annual General Meeting and at least 10 days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Association's notice board 4 days in advance of the meeting.
- 7.6 Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings and the proxy holder can exercise the rights to elect any member to the Committee not more than once.
- 7.7 The following points will be considered at the Annual General Meeting:
 - a) The previous financial year's accounts and annual report of the Committee.
 - b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.
- 7.8 Any member who wishes to place an item on the agenda of General Meeting may do so provided he/she gives notice to the Secretary one week before the meeting is due to be held .
- 7.9 At least 25% of the total voting membership or 30 voting members, whichever is the lesser present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.
- 7.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the member then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

ARTICLE 8 – DUTIES OF OFFICE-BEARERS

- 8.1 The President shall chair all General and Committee meetings. He shall also represent the Association in its dealings with outside persons.
- 8.2 The Vice-President shall assist the President and deputise for him in his absence.
- 8.3 The Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and

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Committee meetings. He shall maintain an up-to-date Register of Members at all times.

- 8.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorized to expend up to \$1,000.00 per month for petty expenses on behalf of the Association. He will not keep more than \$500.00 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.
- 8.5 Ordinary Committee Members shall assist in the general administration of the Association and perform duties assigned by the Committee from time to time.

ARTICLE 9 – AUDIT & FINANCIAL YEAR

- 9.1 Two voting members, not being members of the Committee, shall be elected as Honorary Auditors at alternate Annual General Meeting and will hold office for a term of 2 years only and shall not be re-elected for a consecutive term. The accounts of the Association shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Association exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.
- 9.2 They:
- Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
 - May be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Committee.
 - The financial year shall be from 1st June to 31st May.

ARTICLE 10 – TRUSTEES

- 10.1 If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 10.2 The trustees of the Association shall:
- Not to be more than 4 and not less than 2 in number.
 - Be elected by a General Meeting of members.
 - Not effect any sale or mortgage or property without the prior approval of the General Meeting of members.
- 10.3 The office of the trustee shall be vacated:
- If the trustee dies or becomes a lunatic or of unsound mind.
 - If he/she is absent from the Republic of Singapore for a period of more than one year.
 - If he/she is guilty of misconduct of such a kind as to render it undesirable that he/she continues as a trustee.
 - If he/she submits notice of resignation from his/her trusteeship.

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- 10.4 Notice of any proposal to remove a trustee from his/her trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Association's premises at least two 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.
- 10.5 The address of each immovable properties, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

ARTICLE 11 – AMENDMENTS TO CONSTITUTION

- 11.1 The Association shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

ARTICLE 12 – INTERPRETATION

- 12.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Committee shall have power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a General Meeting of members.

ARTICLE 13 – DISPUTES

- 13.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

ARTICLE 14 – DISSOLUTION

- 14.1 The Association shall not be dissolved, except with the consent of not less than 60% of the total voting membership of the Association for the time being resident of Singapore expressed , either in person or by proxy , at a General Meeting convened for the purpose .
- 14.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.
- 14.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.

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ARTICLE 15 – VISITORS AND GUEST

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

ARTICLE 16 – PROHIBITIONS

- 16.1 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 and of bad characters into the premises is prohibited.
- 16.2 The funds of the Association shall not be used to pay the fines of members who have been convicted in court of law.
- 16.3 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.
- 16.4 The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 16.5 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 16.6 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.