

# SCS CONSTITUTION

## 1. Name and Registered Office

- a. The name of the society shall be the “Singapore Computer Society” (hereinafter referred to as the “Society”).
- b. The registered place of business of the Society shall be at “53/53A Neil Road, Singapore 088891” or such other place as may be decided by the Executive Council and approved by the Registrar of Societies, (hereinafter known as the “Registered Place of Business.”) The society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities where necessary.
- c. All communications shall be sent to the Honorary Secretary at the Registered Place of Business.

## 2. Objects

The objects of the Society shall be:

- a. To promote the growth and development of knowledge in and usage of information technology and any related subject.
- b. To promote lawfully the industrial and professional welfare of the members and to execute any purpose which the Executive Council deems to be reasonably ancillary, incidental to or consequential on any of the objects herein set forth: Provided always that these objects are promoted in accordance with these Articles and any relevant laws prevailing in the Republic of Singapore.
- c. The establishment, purchase or operation of, or participation in any manner, in any undertaking including that of printing or publishing any reading material, on a cooperative basis or otherwise of furthering the interests of the Society generally provided that such activities shall be in accordance with any relevant laws prevailing in the Republic of Singapore.

## 3. Organisation

- a. The supreme authority of the Society shall be vested in the Society in General Meetings except in any matter on which a decision has to be taken by secret ballot of all the members of the Society or except where otherwise provided for in the Articles.
- b. The management of the Society shall be vested in the Executive Council.

## 4. Affiliation and Disaffiliation

The Society shall not affiliate to or disaffiliate from any information technology organisation unless a majority of the members present at a General Meeting of members agree.

## 5. Dissolution

- a. The Society shall not be dissolved, except with the consent of not less than 3/5 of all the voting members, either in person or by proxy, at a General Meeting or Special Meeting convened for the purpose.

- a. In the event of the Society being dissolved, all debts and liabilities legally incurred shall be fully discharged and the remaining assets at the time of dissolution shall be donated to a charitable body or bodies as agreed by a majority of the voting members in General or Special Meeting and approved by the Registrar of Societies.
- b. Notice of dissolution shall be given within seven days of the dissolution to the Registrar of Societies.

## **6. Disputes**

Should any dispute arise with respect to the construction and application of these Articles or any additions or alterations to them or any point upon which the Articles are silent or ambiguous, the dispute shall be referred to the Executive Council whose decision shall be final.

## **7. General**

Nothing in the Articles shall be deemed to authorise the Society or any member or officer of the Society to do anything which may be contrary to the provisions of this Constitution or of any law in force in the Republic of Singapore. Notices required to be issued to members under this Constitution shall be considered to have been properly served if posted or delivered by hand to the last known address of the member as recorded in the Membership Register of the Society.

## **MEMBERSHIP**

### **8. Category**

The categories of memberships of the Society are as follows:-

- i. Honorary Fellows
- ii. Fellows;
- iii. Senior Members;
- iv. Professional Members;
- v. Associate members;
- vi. Affiliate Members;
- vii. Student Members; and
- viii. Overseas Members

### **9. Eligibility**

- a. Honorary Fellows:

Persons irrespective of their eligibility for Professional Membership of the Society who are considered by the Executive Council to have made outstanding contributions to the cause of advancement of information technology in Singapore. An Honorary Fellow shall have no voting rights.

- b. Fellows:

- i. Persons who have made exemplary contributions to the field or profession of information technology may apply for membership under the Fellow category. Such application shall be supported by references obtained from any four members.
- ii. The Executive Council shall decide, upon the recommendation of a Membership Review Committee, whether to admit any such person to Fellowship.

- c. Senior Members:
  - i. Persons who have made worthy contributions in the field of information technology may apply for membership under the Senior Membership category. Such application shall be supported by references obtained from any two members.
  - ii. The Executive Council shall decide, upon the recommendation of a Membership Review Committee, whether to admit any such person of eminence to Senior Membership.
- d. Professional Members:
  - i. Persons who hold degrees recognised by the Executive Council and who have been employed in information technology activities or professional practices related to information technology for such periods of time as may be determined by the Executive Council from time to time. For the avoidance of doubt, these qualifications apply only at the time of applying for membership.
  - ii. Persons who do not hold degrees recognised by the Executive Council but who have been employed in information technology activities for such periods of time as may be determined by the Executive Council from time to time.
  - iii. Persons who are members of any information technology society whose qualifications for membership are acceptable to the Executive Council.
- e. Associate Members:
  - i. Persons who hold academic or professional qualifications recognised by the Executive Council and who have been employed in information technology activities or related activities for such periods of time as may be determined by the Executive Council from time to time.
  - ii. Associate Members shall have no voting rights.
- f. Affiliate Members:
  - i. Persons who do not qualify for membership in any category but who, in the opinion of the Executive Council, are sufficiently involved in information technology activities.
  - ii. Affiliate Members have no voting rights.
- g. Student Members:
  - i. Persons who are pursuing full-time courses in approved tertiary institutions (whether in Singapore or overseas) with the expressed intention of obtaining qualifications recognised by the Society.
  - ii. Student Members shall have no voting rights.
- h. Overseas Members:
  - i. Members of other information technology societies recognised by the Executive Council can be admitted as Overseas Members in the other respective categories of memberships provided that they satisfy the qualifications therein. Such Overseas Members enjoy the same rights as all other members in those categories.

- ii. Overseas Members have no voting rights.
- i. The rights of all existing members of the Society shall not in any way be prejudiced as a result of any changes in the qualification for any category of membership.

## **10. Procedure of Admission**

- a. Every person eligible under Article 9(b), (c), (d), (e), (f) and (g) who is desirous of becoming a member shall complete and submit an application form together with the entrance fee and subscription fee to the Executive Council who shall have power to approve the application or reject it without assigning any reason therefor.
- b. The entrance fees except for Honorary Fellow shall be as follows and may either be (i) varied by the Society in General Meetings; or (ii) waived, either in whole or in portion thereof by the Executive Council.
  - i. Fellow -- \$80
  - ii. Senior Member -- \$80
  - iii. Professional Member-- \$80
  - iv. Associate Member -- \$80
  - v. Affiliate Member -- \$80
  - vi. Student Member -- \$30
  - vii. Overseas Member -- \$30

A person who is applying for Student Membership and is currently a member of an approved Computer Society of a tertiary institution in Singapore shall be exempted from the entrance fee.

- c. The amount of annual subscription to be paid with the application form that is submitted after 30 June shall be one-half of the annual rate.

## **11. Subscription**

- a. Each member, except an Honorary Fellow of the Society, shall pay such amount of subscription fees for such subscription period as may be proposed by the Executive Council. The amount and the subscription period for the subscription fees shall be approved by a simple majority of all voting members present and voting at any General Meeting. Unless otherwise approved by the Executive Council and the applicable members in accordance with this Article 11(a), the subscription period shall be on a yearly basis and the applicable subscription fees shall be due and payable on the first day of January of each calendar year.
- b. Any Member who intends to be away from Singapore for a period of not less than 12 months may apply to the Society to be placed on an Absent Members' list during their absence. Such members placed on this list will pay a reduced subscription fee of \$20 per annum. They must inform the Society on their return after which they revert to their existing grade of membership. Such members may be asked to provide evidence of their absence from Singapore.

## **12. Re-admission**

- a. When any person, who has previously ceased to be a member of the Society from any cause whatsoever, applies for re-admission, such person may be re-admitted by the Executive Council to membership subject to Clause (b) of Article 12.
- b. Any member whose name is removed from the register under Clause (c) of Article 12 or for any other reason and who applies for re-admission shall only be accepted after paying up such arrears and re-admission fee as the Executive Council may determine.

- c. The Executive Council may remove from the Membership Register of the Society the name of any member who is in arrears for one month or more in the payment of any subscription, levy or other financial liabilities to the Society.

### **13. Disciplinary Actions**

- a. Subject to Article 13(b), the Executive Council shall have power to do the following to any member:

- i. admonish, reprimand or censure;
- ii. downgrade the category of, suspend or expel from the membership;
- iii. debar from holding office or a title, qualification or certification conferred by the Society;
- iv. dismiss from office.

- b. These are the grounds on which the Executive Council may exercise its powers under Article 13(a):

- i. committing any act against or prejudicial to the interests of the Society;
- ii. committing any breach of or offence against the law;
- iii. committing any breach of or offence against the Articles, Regulations, or any Code or other by-laws laid down in accordance with this Constitution or any applicable laws;

provided that such member be given five working days' notice of the specific charge(s) against him and a reasonable opportunity to refute the charge(s) either directly or through his legal representative. Such notice shall be deemed properly sent if they comply with the provisions of Article 33 of this Constitution.

- c. Such member shall be entitled to appeal to the Society in General Meeting on giving to the Executive Council notice thereof in writing within five days next following the communication of the charge(s) and the decision of the Society in General Meeting shall be final and conclusive.
- d. No member shall commence or conduct any proceedings in any court of law in respect of any decision of the Executive Council or any other duly constituted committee of the Society in respect of Article 13.

## **THE EXECUTIVE COUNCIL**

### **14. Composition of Executive Council**

- a. The officers of the Executive Council shall be elected at the Annual General Meeting from among those nominated in accordance with Article 18.
- b. The Executive Council shall be constituted as follows:
  - i. A President
  - ii. Three Vice-Presidents
  - iii. An Honorary Secretary
  - iv. An Honorary Treasurer
  - v. Up to 12 Council Members

The immediate past President shall be an ex-officio member of the Executive Council only for one year immediately after vacation of office of President.

The offices of the President, each Vice-President, Honorary Secretary and Honorary Treasurer shall be elected only from the Fellows, Senior members and Professional members.

In addition, the Executive Council will be empowered to invite such number of representatives from among the members of the Society as it may deem appropriate to assist the Executive Council in the management of the Society. Such invited representative will not be deemed to be members of the Executive Council.

- c. i. All members of the Executive Council shall be elected yearly and shall hold office until the next Annual General Meeting. Save as is herein provided, all members of the Executive Council shall be eligible for re-election to the same office for a maximum consecutive period of six terms.
- ii. The President shall be eligible for re-election to the same office for a maximum consecutive period of three terms. Notwithstanding this and subject to the recommendation of the Executive Council, the President shall be eligible for re-election for only one further consecutive one-year term if seventy-five percent (75%) of the voting members present at a General Meeting votes in affirmation of any such proposal.
- iii. The Treasurer shall not be re-elected to the same office for a consecutive term, except that a Treasurer who is appointed by the Executive Council to fill a vacancy may stand for election to the same office for the immediately following term.
- d. The office of a member of the Executive Council shall ipso facto be vacated if:
  - i. he ceases to be a member of the Society or his membership is suspended;
  - ii. he resigns his seat on the Executive Council;
  - iii. he absents himself from three consecutive meetings of the Executive Council without sufficient cause acceptable to the Executive Council;
  - iv. he becomes bankrupt or insolvent or enters into a composition with any creditor or takes or attempts to take the benefit of the provisions of any written law to liquidate his assets or affairs;
  - v. he becomes of unsound mind;
  - vi. he is disciplined under Article 13 or requested to resign from office by a resolution of the Society; or
  - vii. he has been convicted of an offence involving moral turpitude by a court of law and sentenced to imprisonment for a term of not less than three months and has not received a free pardon.
- e) In the event of any casual vacancy arising in the Executive Council, the Executive Council shall forthwith co-opt a member to fill the vacancy until the next Annual General Meeting.
- f) The Executive Council may act notwithstanding any vacancy in its membership provided that not less than half of the members originally elected continue in office.
- g) All ex-officios and co-opted members shall have no voting rights in the meetings of the Executive Council.

## **15. Executive Council Meeting**

- a. i. The Executive Council shall hold at least six meetings in each term of office with half the total number of members (excluding co-opted members and ex-officio members) of the Executive Council constituting a quorum. Any member shall be deemed to be present for purposes of determining whether there is a quorum if such member is able to participate in discussions at such meetings either through telephone, video or electronic means on a real time basis.

- ii. Subject to Article 33 below, notice of any meeting of the Executive Council together with the agenda thereof shall be sent to all members of the Executive Council not less than one week before the date of the meeting.
  - iii. A special meeting may be called at the request of one-third of the members of the Executive Council (excluding co-opted members and ex-officio members). In case of extreme urgency, the Honorary Secretary may submit business to the Executive Council by any notice sent in accordance with this Constitution and properly addressed to all members of the Executive Council and a vote may be taken whether through any written or electronic means. The decision on such business shall be confirmed and/or revoked and recorded in the minutes of the next meeting.
- b. Every question at the meetings of the Executive Council shall be decided upon by a majority vote, and if the votes are equal, the Chairman of the meeting shall have a casting vote.

## **16. Function and Powers of the Executive Council**

- a. The Executive Council shall have general control of the business of the Society and shall carry out the Society's policy as determined by the Society in General Meetings. It shall in all things act for and in the name of the Society and all acts and orders under the powers delegated to the Executive Council shall have the like force and effect as the acts and orders of the Society.
- b. The Executive Council shall have power to make any regulations to carry the Articles into effect and to meet the special circumstances of any case, and such regulations shall have effect unless rescinded by the Society in General Meeting provided that such regulation shall be reported, in any case, to the next Annual General Meeting.
- c. The Executive Council shall see that Articles are properly observed and shall decide upon any point on which the Articles are silent. Such decision shall be binding on every member until rescinded at the next Annual General Meeting.
- d. The Executive Council shall be empowered to institute legal proceedings against and to defend itself in any legal proceedings against any person or entity including any member or members of the Society who withhold any books, property or monies or wrongfully or fraudulently use any monies belonging to the Society.
- e. It shall be a function of the Executive Council to authorise delegations of members of the Society or paid officials to other organisations for the purpose of furthering mutual interest.
- f. The Executive Council shall have power to employ, dismiss and remunerate employees of the Society. Such employees shall have no voting rights.
- g. The Executive Council is empowered to make arrangements for any member of the Society to represent the Society on national or international bodies to whom the Society is affiliated or any such other bodies as may be deemed necessary in the interest of the members.
- h. The Executive Council may appoint such committees as it may determine.
- i. The Executive Council may make by-laws to regulate the professional conduct of the members of the Society in general or in relation to those with professional qualifications or certificates issued by the Society including a Code of Ethics for the inculcation of sound practice, the prevention of illegal and dishonourable practices, and the promotion of the interests of the profession of information technology.

- j. The Executive Council shall have the power to borrow or otherwise raise any funds for any purpose whatsoever and/or to provide any security or any other interest over any assets of the Society in relation thereto PROVIDED ALWAYS that such borrowing and/or provision of security interests shall be approved by an ordinary resolution passed by the members at an Annual General Meeting or a Special Meeting.

#### **17. Duties of Office Bearers**

- a. The President shall be Chairman at all General Meetings and Executive Council meetings of the Society and shall conduct the business of such meetings according to the provisions of the Articles. He shall also represent the Society in its dealings with other organisations or bodies.
- b. The Vice-Presidents shall assist the President at all times and one of them shall be designated by the President as Senior Vice-President to deputise him in his absence.
- c. The Honorary Secretary shall carry out instructions of the Executive Council. He shall report to the Executive Council any infringement of the Articles, regulations or by-laws which may come to his notice. He shall attend all Executive Council and committee meetings. He shall attend to the general correspondence of the Society, and summon and keep minutes of all meetings.
- d. The Treasurer shall be in charge of all the finances of the Society and shall receive subscriptions and other monies due to the Society, and his receipt shall be the only sufficient discharge. He shall keep full and correct accounts and shall submit quarterly statements of receipts and payments and arrears of subscriptions to the Executive Council at the end of the said quarter. He shall be responsible for submitting to the Auditors a Statement of Receipts and Payments in respect of each year ending on the thirty-first day of December together with the Statement of Assets and Liabilities. He may retain in his hands for current expenses of the Society cash not exceeding \$500. Any cash in excess of \$500 must be deposited in the name of the Society in bank approved by the Executive Council.

#### **18. Nominations of Candidates for Election to the Executive Council**

- a. Nominations for election to the Executive Council, duly signed by a proposer and a seconder, shall be submitted in writing to the Honorary Secretary 14 days before the date of the Annual General Meeting.
- b. Where, due to the withdrawal of a candidate before election or to any other cause, there is an insufficiency of candidates to fill the numbers of seats, such nominations may be taken from the floor at the meeting.
- c. All nominations of candidates for election to the Executive Council shall be made in the forms prescribed by the Executive Council. Such forms shall provide space for the name of the office, the name of the candidate and his signature to signify his consent to stand as a candidate, the names and signatures of the proposers and the seconds: Provided that this Article shall not apply to nominations under Article 18(b).
- d. Notice of nominations shall be sent to each member as soon as possible before the Annual General Meeting. Such notice of nomination shall be deemed properly sent if they comply with the provisions of Article 33 of this Constitution.



## **THE HONORARY ADVISORY COUNCIL**

### **19. Functions and Duties of Honorary Advisory Council**

- a. The Honorary Advisory Council shall advise and make recommendations on issues raised by the Executive Council.
- b. The Executive Council shall have regard to the advice and recommendations made by the Honorary Advisory Council but shall not be bound to accept or implement the same.
- c. Members of the Honorary Advisory Council shall be entitled to be present in the meetings of the Society but shall not exercise any voting rights thereat.

## **MEETING**

### **20. Annual General Meeting**

- a. The Annual General Meeting shall be held annually not later than 31 March of each year on a date to be decided by the Executive Council.
- b. The following shall be the business of the Annual General Meeting:
  - i. To receive and adopt the Report of the Executive Council.
  - ii. To receive and adopt the Statement of Accounts.
  - iii. To elect the Executive Council.
  - iv. To elect Auditors.
  - v. To deal with motions submitted by the Executive Council and other members.
- c. 28 days' notice shall be given to every member of the Annual General Meeting informing the member of the date, time and place of the meeting and requesting for nominations and motions for discussion and any amendments to the Articles. Any nomination, motion and/or proposed amendments to the Articles must be in writing signed by a proposer and a seconder and must reach the Honorary Secretary not later than three weeks prior to the day of the meeting. Nominations, motions and amendments need not be circulated to members who have no voting rights. Any notice shall be deemed properly sent if they comply with the provisions of Article 33 of this Constitution.
- d. Not less than four (4) days' notice must be given to members for any nomination, motion and/or proposed amendments to the Articles to be tabled at any General Meeting. Such notice shall be deemed properly sent if they comply with the provisions of Article 33 of this Constitution.
- e. The quorum for the Annual General Meeting shall be one-third of the total voting membership or 50 voting members of the Society whichever is lower.
- f. Any member entitled to attend or vote at any General Meeting shall be entitled to appoint any person to be his proxy to attend and/or to vote on his behalf at such General Meeting PROVIDED THAT such proxy is a voting member of the Society and the letter of appointment of a proxy:
  - i. is in a form prescribed by the Executive Council;
  - ii. is signed in the presence of another voting member;
  - iii. specifies the period, or the meeting and any adjournment thereof, for which the proxy shall be valid; and
  - iv. is deposited at the Registered Place of Business of the Society not less than 24 hours before the date and time fixed for the meeting.

- g. In the event of there being no quorum at the Annual General Meeting or Special Meeting, the meeting shall stand adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum but they shall have no power to alter, amend or make additions to the Constitution nor to dissolve the Society.
- h. The decision of an Annual General Meeting shall be binding on all members, unless revoked at the next Annual General Meeting or a subsequent Special Meeting.

## **21. Special Meetings**

- a. The Executive Council shall have power at any time it deems necessary to call a Special Meeting.
- b. In the event of the membership of the Executive Council falling below half of the number originally elected, the Executive Council shall convene a Special Meeting as soon as practicable to elect members to fill the vacancies until the next Annual General Meeting.
- c. A Special Meeting shall be called by the Executive Council on the requisition of not less than one-quarter of the voting members. The Special Meeting shall be held not later than one month after the receipt of the requisition.
- d. A Special Meeting shall transact only such business as that for which it is summoned and no other. The notice of the meeting together with the Agenda shall be circulated to all members four days before the meeting PROVIDED ALWAYS that such notice need not be circulated to members who have no voting rights with respect to the business proposed to be transacted at such Special Meeting. Such notice shall be deemed properly sent if they comply with the provisions of Article 33 of this Constitution.
- e. All procedural requirements applying to General Meetings, including without limitation all standing orders and requirements as to notice, quorum and voting, shall apply where appropriate, to Special Meetings.
- f. The decisions of a Special Meeting shall be binding on all members of the Society unless revoked at a succeeding Annual General Meeting provided that any action taken by the Executive Council in pursuance of such resolution from the date of its adoption at the Special Meeting to date of its revocation at an Annual General Meeting shall be considered legal and binding for all practical purposes and for which this provision shall be sufficient indemnity.

## **22. Voting**

- a. Voting at any Annual General Meeting and Special Meeting shall be by show of hands except for the items in Article 23. In the event of any equal division of the voters recorded, the Chairman of the Meeting shall have the casting vote.
- b. Scrutineers shall be appointed by the Executive Council to determine the number of votes cast.
- c. In case of dispute over the result of any voting by show of hands, the Chairman shall order a further vote by ballot if he so desires or if so demanded by half the members present.
- d. The Chairman shall announce the result of the vote which will determine the issue.

## **23. Secret Ballot**

Voting at any General Meeting and Special Meeting shall be by secret ballot in the following cases:

- a. For the election of the members of the Executive Council;

- b. Amendments to the Articles;
- c. Dissolution; or
- d. Any other matters affecting members generally or under the provisions of any relevant legislation.

#### **24. Amendments of Articles**

No new provisions shall be made, nor shall any of the Articles be amended, altered, added to or rescinded unless  $\frac{3}{4}$  of the voting members present and voting at the General Meeting or Special Meeting, either in person or by proxy, vote in favour and they shall not come into force without the prior sanction of the Registrar of Societies.

### **FINANCE**

#### **25. Expenditure**

- a. The funds of the Society may only be expended in furtherance of the objects of the Society and for the maintenance and running of the Society. Any expenditure exceeding \$1,000 but less than \$5,000 for any one item may be incurred subject to prior approval in writing of the President, (or in his absence one of the Vice-Presidents), the Honorary Secretary and the Honorary Treasurer.
- b. The Society in General Meeting may direct the establishment of special account or accounts and stipulate the types of income that must be credited thereto and the types of expenditure that may be expended therefrom. No expenditures other than those thus stipulated shall be expended out of such accounts. Such accounts shall be designated Special Accounts. The nature of all movements in the Special Accounts shall be fully disclosed in the annual Statement of Assets and Liabilities.

All expenditure for any one item above \$5,000 shall be approved by the Executive Council by simple majority.

#### **26. Investments**

- a. The Society shall have the power to establish, acquire, maintain and/or dispose of any form of investments as may be permitted by the law or the Articles or as may be approved by an ordinary resolution passed at the Annual General Meeting or Special Meeting. Such forms of investments shall include investments relating to any real, intangible or tangible properties and/or bank deposits.
- b. Any investments made pursuant to Article 26 (a) above by the Society shall be held by and titles to such investments shall be vested in the joint names of not less than any three Trustees in such manner as may be permitted by law or the Articles or otherwise approved by an ordinary resolution passed at the Annual General Meeting or Special Meeting. For purposes of clarification, any two Trustees shall be entitled to sign any agreement, contract, deed or any other legal documents relating to such investments on behalf of the Society which shall be considered legal and binding for all practical purposes for which this provision shall be sufficient indemnity.
- c. Any Trustees may be appointed and/or removed by an ordinary resolution passed at the Annual General Meeting or a Special Meeting. Any investments made pursuant to Article 26 (a) above shall be invested in the joint names of not less than any two Trustees as may be nominated by the Executive Council for the benefit of the Society.
- d. Income from the investment of funds of Special Accounts designated in Article 25 (b) shall be credited to the respective Special Accounts.

- e. The office of a Trustee shall ipso facto be vacated if the incumbent :
  - i. ceases to be member of the Society or his membership is suspended;
  - ii. resigns his trusteeship, dies, or becomes of unsound mind;
  - iii. is an undischarged bankrupt;
  - iv. moves away permanently or is absent from the Republic of Singapore for a period of one year; or
  - v. is disciplined under Article 13 or requested to resign from office by a resolution of the Society.
- f. All vacancies in the Trusteeship shall be filled by an ordinary resolution passed at the Annual General Meeting or Special Meeting of the Society.

## **27. Levies**

The Executive Council may, with the approval of an Annual General Meeting or a Special Meeting, impose a levy upon all members of the Society who shall then be required to pay such levy within two months of imposition.

## **28. Inspection of Membership Register and Account Books**

The Membership Register and Account Books shall be open to the inspection of any voting member and to any person exercising his rights in law, provided that seven clear days' notice and the reasons in writing of such inspection is given to the Honorary Secretary, and subject to such conditions imposed by the Executive Council.

## **29. Signing of Cheques of the Society**

Subject to Articles 25 and 26, all cheques of the Society shall be signed by the President (or in his absence the Vice-President) and the Treasurer. The Executive Council may appoint one of its members to sign in place of the Treasurer in his absence.

## **30. Audit of Accounts**

- a. A public accounting firm shall be appointed by the Society at each Annual General Meeting to conduct the annual audit of the Society's accounts. The Auditor so appointed must have previously consented to act and provided to the Executive Council an estimate of the financial cost of the audit. The Auditor shall hold office until the conclusion of the next Annual General Meeting.
- b. The Auditor shall at the end of the Society's financial year examine all accounts of the Society including all receipts and payments. He shall have access to all books, accounts, vouchers and other documents of the Society which he may consider necessary to carry out his task.
- c. The Auditor shall express an opinion on the fairness and truth of the Society's Income & Expenditure Statement and Balance Sheet, having regard to the provisions of the laws and regulations concerning the finance and accounts of the Society. The Auditors' report shall be submitted to the Executive Council which shall send a copy to all members together with the Statement of Accounts, Annual President's Report and notice of the Annual General Meeting.
- d. The Auditor may be called by the Executive Council to conduct a thorough examination of and submit a report on the accounts at any time during the course of the year in addition to the annual audit at a fee to be agreed between Executive Council and the Auditor.

- e. The Auditor may be removed from office by resolution of the Society at a General Meeting, of which special notice has been given, but not otherwise.

## **STANDING ORDERS FOR ANNUAL GENERAL MEETING AND SPECIAL MEETING**

### **31.**

- a. The President's address to the General Meeting and Special Meeting shall be subject to the approval of the Executive Council.
- b. Any member may advise in writing to the Executive Council one week before the meeting of any amendment that he proposes to move.
- c. No business which is not on the Agenda shall be considered by the General Meeting or Special Meeting unless the consent of a majority of the members voting has first been obtained and no motion shall be admitted as an emergency motion after there has been opportunity for its inclusion on the Agenda.
- d. A motion or amendment once made and recorded shall not be withdrawn except by the majority consent of the members present at the General Meeting or Special Meeting.
- e. If an amendment be carried, the motion as amended shall take the place of the original motion and shall be the motion upon which any further amendment may be made.
- f. The Executive Council may make any standing order it sees fit for the proper conduct of General Meeting and Special Meeting, whether such orders be oral or written and whether for one specific meeting or for all meetings of the Society.
- g. The Chairman's decision on the construction and application of Standing Orders and on any question or order not provided for by or where there is ambiguity in, the Standing Orders shall be conclusive.

## **PROHIBITIONS**

### **32.**

- a. Gambling of any kind, whether for stakes or not, is forbidden on the Society's premises or meeting places.
- b. The funds of the Society shall not be used to pay fines or legal costs of members who have been convicted in court.
- c. The Society shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any Trade Union activity as defined in the Trade Union Act.
- d. The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office bearers or any committee or its members.
- e. The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

## **COMMUNICATIONS BY THE SOCIETY TO THE MEMBERS**

### **33.**

Any and all communications to be sent by the Society to its members or the Executive Council whether pursuant to this Constitution or otherwise, including any announcement, notice, letter, annual report and/or any document of any nature whatsoever may be sent by way of letter, facsimile, courier or any electronic means (including electronic mail). Such communications shall be deemed to be properly sent if delivered to the latest address which is available to the Society or last notified by the members to the Society. Such communications shall be deemed to be received by the applicable members (i) within 24 hours if the communications have been sent by facsimile or electronic means (including electronic mail) and (ii) within 3 calendar days if the communications have been sent by post or courier.

Updated: 28 March 2013