

# **CONSTITUTION OF PM.Haze**

## **I. NAME**

1.1 This Society shall be known as “PM.Haze”.

## **2. INTERPRETATION**

2.1 In this Constitution, unless the context otherwise requires —

- a) “E-vote” shall mean a vote by electronic means in accordance with procedures to regulate such voting, which shall be approved from time to time by the Governing Board.
- b) “Finance Code of Practice” shall mean a document that specifies the Society’s financial controls, responsibilities and procedures, which shall be approved from time to time by the Governing Board and made publicly available on the Society’s website.
- c) “General Meeting” shall mean Annual General Meeting or Extraordinary General Meeting as the case may be.
- d) “The Society” means “PM.Haze”.
- e) The masculine includes the feminine and vice versa.

## **3. PLACE OF BUSINESS**

3.1 The Society’s place of business shall be at “10 Anson Road, #15-14 International Plaza, Singapore 079903” or such other address as may subsequently be decided upon by the Governing Board 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.

3.2 The postal address for correspondence shall be the registered address or such other place/s as may be decided by the Governing Board from time to time.

3.3 The Society's place of meeting shall be at the registered address or such other place/s as may be decided by the Governing Board from time to time.

#### **4. OBJECTIVES**

4.1 The Society's objectives are to empower people with the values, knowledge and means to drive a movement to stop haze, and the following are among others, the tasks that the Society will work on:

- a) prepare, publish and disseminate such reports, guides, posters, photos, articles and drawings as well as produce such films, videos and recordings in whatever form, electronic or otherwise, as may be necessary or relevant to educate its members and the public;
- b) organize or participate in exhibitions, booths, forums, talks, workshops, shows, recreational and study trips and other like events, so as to help educate its members and the public;
- c) collaborate with organisations in other countries to implement international or regional haze related projects.
- d) do all things and engage in such lawful activities as are necessary to achieve its objectives, including maintaining its offices, owning/managing of property real or personal, entering into agreements and contracts, signing and executing deeds and undertaking or executing any representation or trust, as well as employing persons and terminating their services.

#### **5. MEMBERSHIP QUALIFICATION AND RIGHTS**

5.1 Membership is open to people of all ages, all genders, and all nationalities.

5.2 Only members who are above 18 years of age and resident in Singapore, and who meet such other qualifications which the Governing Board may, at its sole and absolute discretion, prescribe, shall have the right to vote and to hold office in the Society.

5.3 Membership is on an annual basis and renewal is subject to payment of the prevailing membership fee and any other conditions that may be determined by the Governing Board from time to time.

5.4 All memberships are non-transferable.

## **6. APPLICATION FOR MEMBERSHIP**

6.1 A person wishing to join the Society should submit his particulars to the Governing Board, or such persons as may be appointed by the Governing Board, in the manner prescribed by the Governing Board, as the case may be.

6.2 The Governing Board, or such persons as may be appointed by the Governing Board, will decide on the application for membership.

6.3 A copy of the Constitution, with Amendments, if any, and all Resolutions passed, shall be furnished to every member.

## **7. MEMBERSHIP FEES**

7.1 Membership fees, if any, shall be determined by the General Meeting on recommendation from the Governing Board from time to time.

7.2 If a member falls into arrears with his membership fees or other dues, the Treasurer shall inform him as soon as it may be reasonably practicable for the Treasurer to do so. If he fails to settle his arrears within 8 weeks of their becoming due, the member will be given written notice that the privileges of his membership would be suspended until he settles his account. If he falls into arrears for more than three months, his membership will automatically be terminated. The provisions of this article shall be without prejudice to any right of the Society to take legal action against any such member to recover the arrears due and owing by him.

## **8. TERMINATION OF MEMBERSHIP**

8.1 Subject to subsections (8.2), (8.3) and (8.4), the Governing Board shall have power to terminate the membership of any member who, in the opinion of the Governing Board, has acted in a way prejudicial to the interests of the Society, or has tarnished the name of the Society or brought the Society into disrepute, or contravened a provision of the Constitution, or whose conduct has rendered the member unfit to remain a member of the Society.

8.2 The member shall be given not less than twenty-one (21) days' notice in writing by the Secretary or other person authorized by the Governing Board, informing the member of the nature of the act or conduct rendering that member unfit for membership, and giving that member a chance to be heard by the Governing Board at a meeting to be convened for that purpose.

8.3 After having heard the member at the meeting convened pursuant to subsection (8.2), the Governing Board shall take a vote on the termination of the membership and the decision of two-thirds (2/3) of the Governing Board members present in person and voting shall prevail.

8.4 If the member fails to attend the meeting convened pursuant to subsection (8.2), the Governing Board shall proceed to deliberate on the question of membership termination in the member's absence and shall call for a vote in accordance with subsection (8.3).

## **9. ADVISORY COUNCIL**

9.1 The Society shall have a council to be known as the "Advisory Council" and, for that purpose, may invite persons whom the Governing Board consider suitably qualified to become members of the Advisory Council, for such period as the Governing Board deems appropriate.

9.2 The Advisory Council shall advise the Governing Board on all matters referred by the Governing Board, including matters relating to the Society's functions, policies, objectives and administration.

## **10. GENERAL MEETINGS**

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

10.2 A member may vote by casting a vote at a General Meeting or by other electronic means ("E-Vote").

10.3 In addition to procedures to regulate E-voting as approved from time to time by the Governing Board, the following shall be applicable with regard to an E-vote:

- a) A member who has voted by way of an E-vote shall not cast a vote at the General Meeting.
- b) A member may submit an E-vote at any time between receipt of the E-vote form, pursuant to subsections (11.5) or (12.3), and forty-eight (48) hours before the scheduled commencement of the General Meeting.

10.4 The General Meeting shall be validly constituted if at least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, are present at a General Meeting or submits an E-vote, thereby forming a quorum.

10.5 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 number 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.

10.6 Election will be either by a secret ballot or, subject to the agreement of all the voting members present, by show of hands. In the event of a tie, the Chairman of the meeting shall have a casting vote.

10.7 Minutes of the General Meeting shall be circulated to all members within four months of the date of the meeting, and made available on the Society's website.

## **11. ANNUAL GENERAL MEETINGS**

11.1 The formalities in Article 10 are applicable to Annual General Meetings.

11.2 An Annual General Meeting shall be held within 3 months from the close of the Society's financial year.

11.3 The Agenda of the Annual General Meeting shall be as follows:

- a) To receive the Report of the Governing Board on the work of the Society in respect of the preceding year.
- b) To consider and adopt the Audited Statement of Accounts.
- c) To discuss and vote on any proposed Resolution by any member of which written notice has been given to the Secretary not less than two (2) weeks before the date of the Annual General Meeting, provided that such notice shall carry the signatures of the proposer and seconder.
- d) To discuss and vote on any proposed Amendment to the Constitution by any member of which written notice has been given to the Secretary not less than two (2) weeks before the date of the Annual General Meeting, provided that such notice shall carry the signatures of not less than 25% of the total voting membership or thirty (30) members eligible to vote at General Meetings, whichever is the lesser.
- e) To elect members of the Governing Board for the ensuing year.
- f) To appoint an Auditor or Auditors for the ensuing year.
- g) To discuss Any Other Business proposed by any member.

11.4 The first notice of the Annual General Meeting shall be given to voting members at least four (4) weeks before the date of the meeting. Written notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all members. The notice shall also include the following:

- a) A call for nominations for the Governing Board, together with a nomination form.
- b) A call for the submission of proposed Resolutions, together with a prescribed form.

11.5 The second notice of the Annual General Meeting shall be given to voting members at least two (2) weeks before the date of the meeting. The notice shall include the following:

- a) Names and profiles of candidates who have been nominated for election to the Governing Board;
- b) List of proposed Resolutions and their rationale;
- c) An E-vote form.

## **12. EXTRAORDINARY GENERAL MEETINGS**

12.1 The formalities described in Article 10 are applicable to Extraordinary General Meetings.

12.2 An Extraordinary General Meeting must be called by the President within two (2) weeks written notice, on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, and may be called at any time by order of the Governing Board. 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 two (2) months from receiving this request to convene the Extraordinary General Meeting.

12.3 At least two (2) weeks' notice shall be given of an Extraordinary General Meeting. Written notice of meeting stating the date, time, place and purpose of meeting, and an E-vote form, if necessary, shall be sent by the Secretary to all voting members.

### **13. GOVERNING BOARD**

13.1 The administration of the Society shall be entrusted to a Governing Board consisting of the following Office Bearers to be elected at each Annual General Meeting:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Assistant Treasurer
- f) Up to nine (9) additional Governing Board members

13.2 Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, majority of the Governing Board Members shall be Singapore Citizens. In addition, the President, Secretary, Treasurer and their deputies shall be Singapore Citizens. Foreign Diplomats shall not serve as Governing Board Members.

13.3 The Office Bearers forming the Governing Board shall be elected annually at the Annual General Meeting and shall hold office until the Annual General Meeting next following. In case of vacancies, the Governing Board shall designate interim substitutes until the next Annual General Meeting.

13.4 All office-bearers, except the Treasurer and Assistant Treasurer, may be re-elected to the same or related post for consecutive terms of office.

13.5 An Governing Board Meeting shall be held at least once every two (2) months after giving seven (7) days' notice to Governing Board Members. The President may call an Governing Board Meeting at any time by giving five (5) days' notice. A quorum of more than half of the Governing Board members is required for a meeting and the decisions are taken by consensus unless stated otherwise in the Constitution.



13.6 Any member of the Governing Board who steps down must give the Governing Board at least one (1) month written notice prior to relinquishing his role, following which an interim substitute may be designated by the Governing Board to serve until the next Annual General Meeting. Any changes in the Governing Board shall be notified to the Registrar of Societies within two (2) weeks of the change.

13.7 Any member of the Governing Board absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Governing Board and a successor may be co-opted by the Governing Board to serve until the next Annual General Meeting. Any changes in the Governing Board shall be notified to the Registrar of Societies within two (2) weeks of the change.

13.8 The Governing Board shall be authorised to make rules and create new organisational structures to facilitate the good governance and administration of the Society provided that such rules and structures are not contrary to this Constitution. Such rules and organisational structures shall be made publicly available on the Society's website.

13.9 The Governing Board 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.

#### **14. DUTIES OF OFFICE-BEARERS**

14.1 The President shall:

- a) chair all General, Governing Board and Advisory Council meetings;
- b) represent the Society in its dealings with outside persons;
- c) ensure the execution of all resolutions of the General Meetings; and
- d) undertake such other duties and responsibilities as may be determined by the Governing Board from time to time.

- e) The President or, in his absence the Vice-President, may delegate powers, duties and responsibilities vested in the office of the President to any other member of the Governing Board as he shall consider necessary.

14.2 The Vice-President shall:

- a) assist the President and deputise for him in his absence; and
- b) undertake such other duties and responsibilities as may be determined by the Governing Board from time to time.

14.3 The Secretary shall:

- a) keep all records, except financial, of the Society and shall be responsible for their correctness;
- b) keep minutes of all General, Governing Board and Advisory Council meetings;
- c) keep an up-to-date Register of Members at all times; and
- d) undertake such other duties and responsibilities which the Governing Board considers to be within the scope of a Secretary as may be determined by the Governing Board from time to time.

14.4 The Treasurer shall:

- a) keep all funds and collect and disburse all moneys on behalf of the Society, in accordance with the Governing Board's directions;
- b) keep an account of all monetary transactions by the Society and be responsible for their correctness;
- c) ensure all returns and documents pertaining to the accounts and taxation are duly prepared for submission as required by law and within the time prescribed;

- d) not keep more than Singapore Dollars Five Hundred Dollars (S\$500), or such amount as determined in the Society's Finance Code of Practice, in the form of cash and money in excess of this will be deposited in a bank to be named by the Governing Board;
- e) ensure that all cheques for payment by the Society are signed by two signatories: (a) the Treasurer or Assistant Treasurer and (b) the President or the Vice-President or the Secretary;
- f) ensure that policies and procedures laid out in the Society's Finance Code of Practice are adhered to.

14.5 The Assistant Treasurer, shall assist the Treasurer and deputise in the Treasurer's absence.

14.6 The roles and number of additional Governing Board Members will be specified by the retiring Governing Board prior to each Annual General Meeting, and included in the call for nominations.

## **15. AUDIT AND FINANCIAL YEAR**

15.1 Two (2) voting members, not being members of the Governing Board, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of one year only and shall not be re-elected for a consecutive term. The accounts of the Society shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Society exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

15.2 They:

- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- b) May be required by the President to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Governing Board.

15.3 The financial year of the Society shall commence from 1<sup>st</sup> of January and end on 31<sup>st</sup> December in the same year.

## **16. TRUSTEES**

16.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust, or in a Trust Company to be decided by the Governing Board.

16.2 The trustees of the Society shall:

- a) Not be more than four (4) and not less than two (2) in number.
- b) Be elected by a General Meeting of members.
- c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

16.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.
- b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

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

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

## **17. VISITORS AND GUESTS**

17.1 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.

## **18. INUREMENT AND CONFLICT OF INTEREST**

18.1 Besides membership fees, the funds of the Society may also be derived from donations, grants, activities income and other lawful sources, provided that the taking of such funds does not conflict with the objective/s of the Society, as interpreted by the Governing Board.

18.2 The income and property of the Society whensoever derived shall be applied towards the promotion of the objects of the Society 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 Society or to any of them or to any person claiming through any of them.

18.3 The Governing Board may authorize payment by the Society to cover travel, subsistence and time costs incurred by Advisory Council members, members and/ or volunteers in the course of promoting the objects of the Society as set forth in this Constitution.

18.4 All Governing Board members shall disclose any interest or affiliation they may have with any entity or individual with which the Society has entered, or may enter, into contracts, agreements or any other business transaction. If the remaining Governing Board members deem there is conflict of interest, the Governing Board member/s with conflict of interest shall abstain from voting on, or influencing the consideration of such matters. The reason for how a final decision is made on the transaction or contract shall be documented.

## **19. PROHIBITIONS**

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

19.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.

19.3 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.

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

19.5 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Governing Board or members unless with the prior approval of the relevant authorities.

19.6 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the relevant authorities, if these are required.

## **20. AMENDMENTS TO CONSTITUTION**

20.1 No Amendments to the Constitution, either by way of alteration, addition or deletion, shall be passed except at a General Meeting and with the consent of two-thirds (2/3) of the total votes cast. The total votes cast shall be made up of votes cast by members present at the General Meeting in addition to E-votes.

20.2 Such Amendment to this Constitution shall not become effective until approved by the Registrar of Societies.

## **21. RESOLUTIONS**

21.1 A Resolution shall bind the Society and the members to the same extent as they are bound by the provisions of this Constitution. The Constitution is, however paramount and, in the event that a Resolution or its application is inconsistent with a provision in this Constitution, the provision in the Constitution shall prevail. The Governing Board shall have the power to determine whether a Resolution is or is not inconsistent with a provision in this Constitution.

## **22. DISPUTES**

22.1 All disputes amongst members shall be resolved at a General Meeting in accordance with this Constitution.

## **23. DISSOLUTION**

23.1 The Society may be dissolved with the consent of at least three-fifths ( $\frac{3}{5}$ ) of the members who are eligible to vote, expressed either in person or by E-vote, at a General Meeting of the Society.

23.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society 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.

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

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