

# **Constitution of the FIBER NETWORK COUNCIL APAC**

**(with effect from 28 September 2023)**

## ***1. Nature and Purpose of the Council***

- 1.1. This Society shall be known as the “FIBER NETWORK COUNCIL APAC” (hereinafter referred to as the “Council”) and is an international not-for-profit society organized pursuant to the laws of Singapore.
- 1.2. The objects and role of the Council is to promote the adoption of telecommunications networks based on optical fiber cables and associated passive and active equipment, and the services delivered on these networks, to interested parties throughout the Asia-Pacific region, with particular emphasis on Fiber-to-the-Home.
- 1.3. This document constitutes the legal Constitution of the Council, and identifies the structure of the Council and the processes by which the Council operates, as fixed by a vote at a general meeting of the Members.
- 1.4. There will be a document called the By-Laws of the Council which deals with those matters which are not defined in the Constitution and which are fixed and as varied, amended, supplemented or replaced from time to time by a vote at a meeting of the Board of Directors.
- 1.5. The fiscal year of the Council is the calendar year, commencing on 1 January and concluding on 31 December.
- 1.6. Its place of business shall be at 138 Cecil Street, #18-00 Cecil Court Singapore 069538 or such other address as may subsequently be decided upon by the Board of Directors and approved by the Registrar of Societies. The Council shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.
- 1.7. The Council may do any and all legal acts, things and deeds in furtherance of the abovementioned objects.

## ***2. Membership***

- 2.1. Any firm, partnership, corporation, unincorporated association, or other business entity supporting the purposes of the Council may apply for membership of the Council.
- 2.2. The Council does not restrict membership or representation on the basis of race, colour, sex, religion, business activity, industry or national origin.
- 2.3. The Council will actively seek to attract Members from all countries in the Asia-Pacific region, and balance the participation of the countries and organisations on the Board and Committees such that no country or organisation dominates the activities of the Council.

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2.4. The rights and limitations of each Member extends to their affiliated organizations, who are defined as those organizations over whom the Member exercises ownership or control of more than fifty percent of voting stock, or similar rights of control, or where a common business entity exercises ownership or control of the Member and the affiliated organization.

2.5. Application for Membership

- Any applicant for admission to membership of the Council shall make written application to the Membership Committee requesting admission, and accompany this with agreement to the Constitution and By-Laws of the Council, in a form prescribed by the Board of Directors.
- The Membership Committee shall recommend to the Board of Directors the approval or rejection of each application for admission in accordance with the criteria in this Constitution and fairly applied. If no member of the Membership Committee raises any written objection to the application for admission within three (3) working days from the receipt by the members of the Membership Committee of the application, the Membership Committee shall recommend the approval of the application for admission to the Board of Directors.
- Where the Membership Committee recommends the approval of the application for admission and no Director objects to the application for admission within two (2) working days after receipt by the Directors of the recommendation of the Membership Committee, the application for membership shall be deemed approved by the Board of Directors.
- Where any objection is raised by the Membership Committee or by a Director or the applicant does not clearly meet the membership criteria, the Board of Directors will accept or reject the application through a majority vote.
- The Board of Directors may not reject a qualified candidate without reason.
- Written notice of admission or rejection shall be given promptly by the Secretary or any person authorised by the Board to each applicant.

2.6. Fees

- Each Member shall pay annual fees to the Treasurer according to schedules prescribed by the Board of Directors and communicated to the Members.
- The Board of Directors may raise monies by special assessments to pay unusual or extraordinary expenses, which shall be levied from time to time against all Members by the Board of Directors. The Board of Directors shall not levy special assessments which in any fiscal year cumulatively exceeds fifty percent of the annual dues of all Members except upon the resolution of voting members. Newly elected Members shall not be required to pay any special assessments or portion thereof levied prior to the date the Member was admitted to membership.
- Sixty days default in payment of any fees of which notice has been given to a Member shall entitle the Board of Directors to terminate the membership, without notice to the Member, until the fees have been paid.

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2.7. The term of any membership shall be perpetual unless a shorter term shall be specified by the Board of Directors at the time of admission, or the Member resigns or is suspended, terminated or expelled.

2.8. Membership Categories, Qualifications and Rights

- There shall be three classes of Members: Platinum Members, Gold Members and Silver Members. The qualifications for these categories of members shall be determined by the Board of Directors.

2.9. Platinum Membership

- Any business entity may apply to be a Platinum Member of the Council. An applicant for membership that is an affiliate of an existing Platinum Member will not be accepted as a Platinum Member, but is eligible to be a Gold or Silver Member.
- Each Platinum Member shall be entitled to offer a candidate for election to the Board of Directors, when positions become available for election.
- Each Platinum Member shall be entitled to one vote at the Annual and Special Meetings of the members of the Council, and at any Committee meeting where they are a participant in the work of the Committee.
- Each Platinum Member shall have access to all working documents, minutes of Board and Committee meetings, and written contributions to the Council.
- Platinum Members may be requested by the Board of Directors to provide qualified Representatives to further the work of various Council committees. Each Platinum Member shall have one vote in each of the committees in which it participates.
- The Board of Directors shall determine the maximum number of Representatives of each Platinum Member who may participate in the work of the Council on Committees and at General Meetings of the Council.

2.10. Gold Membership

- Any business entity may apply to be a Gold Member of the Council.
- Gold Members which have been Gold Members for at least 60 actual months in total (whether continuously or otherwise) prior to the date of the election to the Board of Directors ("Qualified Gold Members") may offer candidates for election to the Board of Directors. Gold Members shall not have any voting rights at Annual or Special General Meetings.
- Each Gold Member shall be entitled to one vote at any Committee meeting where they are a participant in the work of the Committee.
- Each Gold Member shall have access to all working documents, minutes of Board and Committee meetings, and written contributions to the Council.

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- Gold Members may be requested by the Board of Directors to provide qualified Representatives to further the work of various Council committees.
- The Board of Directors shall determine the maximum number of Representatives of each Gold Member who may participate in the work of the Council on Committees and at General Meetings of the Council.

2.11. Silver Membership

- Any business entity may apply to be a Silver Member of the Council. Non-profit or education status is required as a condition of Silver Membership. The non-profit or education status shall be in such form and substance as may be required by the Board of Directors at the discretion of the Board.
- Silver Members may not offer candidates for election to the Board of Directors, nor do they have any voting rights at Annual or Special General Meetings.
- Each Silver Member shall be entitled to one vote at any Committee meeting where they are a participant in the work of the Committee.
- Each Silver Member shall have access to all working documents, minutes of Board and Committee meetings, and written contributions to the Council.
- Silver Members may be requested by the Board of Directors to provide qualified Representatives to further the work of various Council committees.
- The Board of Directors shall determine the maximum number of Representatives of each Silver Member who may participate in the work of the Council on Committees and at General Meetings of the Council.

2.12. All Members in good standing and their Representatives can use the Council logo on their documents, and identify themselves as a Member of the Council, subject to the guidelines determined by the Council.

2.13. Each Member of the Council in good standing shall be entitled to a certificate of membership in such form as shall be prescribed by the Membership Committee, and shall surrender such certificate upon termination or discontinuation of membership. The certificates of membership shall be non-assignable and non-transferable.

2.14. In the event that through merger or acquisition or other cause a Member's assets are totally or substantially transferred to another entity, that Member's membership may be transferred to the new entity, provided all appropriate membership documents, including but not limited to the agreement to the Constitution of the Council, are properly executed in the name of the new entity. Any such transfer of membership shall be subject to approval by the Board of Directors and, if approved, a new certificate of membership will be issued.

2.15. Members Representatives

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- Each Member must appoint a number of representatives (who may be employees of the Member and/or the Member's Affiliates) as their Representatives (the "Representatives"), who are then candidates for election and participation on the Board of Directors, on Advisory Committees, and on Working Committees. A Representative of a Member shall be entitled to exercise the same powers on behalf of a Member as a Member could exercise if it were an individual member of the Council.
- One Representative must be nominated by the Member as the prime contact to receive communications from the Council. Other Representatives may also be nominated up to the maximum number permitted for the Member's category of membership as specified by the Board of Directors.
- Only the Representatives nominated to the Council may participate in the activities of the Council. No other person may be delegated to act in place of the Representative, though the Representative may enlist the assistance of other employees of their organization to provide administration or logistical assistance.
- Representatives are expected to actively participate in the business of the Committee to which they are a contributor, or of the Board if elected a Director. Representatives who do not attend or contribute to more than half of the meetings of their Committee, or the Board, will be identified by the Chairperson of their Committee, or by the President of the Board, and the Secretary will contact the Member organization requesting a replacement of the Representative.
- While an individual is a Members' Representative to the Council, the individual may identify themselves to others as participating in the work of the Council, and may make use of such devices (for example use of the Council logo) in the manner prescribed by the Board.
- Representatives are not empowered to represent or to speak on behalf of the Council, unless specifically identified by the Board as a spokesperson.
- It is the responsibility of the Member and its Representatives to ensure that the Secretary has current contact details for the Member and all its Representatives.
- When a Representative ceases to be employed by the Member, or can no longer participate in the Council, the Member may offer a replacement Representative to the Committees on which the Representative served.

2.16. Change of Category of Membership

- A Gold Member of the Council may request a change in category to a Platinum Membership by written application to the Membership Committee establishing satisfactory qualifications for membership as a Platinum Member. If approved the Member must pay the full fees required of Platinum Members before they receive the rights due to Platinum Members, however they will be credited with payments previously made as a Gold Member.

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- A Platinum Member of the Council may request a change in category to a Gold Membership by written application to the Membership Committee establishing satisfactory qualifications for membership as a Gold Member. If approved the Member will lose voting rights from the date of approval. No reimbursement of fees or special assessments will be provided.

2.17. Resignation of Member

- Any Member may withdraw from membership by tendering or sending by electronic transmission a written resignation to the Board of Directors together with all fees and special assessments remaining unpaid on the date of tender of resignation.

2.18. Withdrawal from Business of Member

- Membership of the Council shall automatically terminate upon bankruptcy or insolvency or withdrawal from or cessation of business by any Member, or upon such member ceasing to satisfy the qualifications for membership. All fees and special assessments paid during membership shall be forfeit.

2.19. Merger or Takeover between Members

- Membership of the Council shall automatically terminate for any Member who ceases to exist as a business entity, or who becomes an affiliate of an existing Member, by reason of a merger or takeover between Members. All fees and special assessments paid during membership shall be forfeit.

2.20. Suspension, Termination and Expulsion of Members

- Any Member of the Council who violates the Constitution or By-Laws, or documented procedures or resolutions adopted by the Board of Directors, or fails to pay fees or special assessments, or, in the Board's sole judgment, engages in any conduct detrimental to the Council, shall, by a majority vote of the Board of Directors present at any meeting of which a quorum exists, be subject to suspension, termination, expulsion, or any other sanction approved by the Board of Directors.
- Expulsion, termination or suspension for any reason other than non-payment of fees or special assessments shall occur only after the affected Member has been advised in writing, at least fifteen days in advance, of the proposed expulsion, termination or suspension and the reasons therefore, and has been given an opportunity to submit not less than five days in advance to the Board of Directors reasons in support of its continued membership in the Council.
- The notice to the affected member shall include the name and address of the individual or organization making the charge (if any) and a concise statement of the material facts constituting the charge.
- If the Board of Directors determines in good faith that the allegations are substantiated, the Board of Directors shall vote on appropriate sanctions. The decision of the Board of Directors concerning an expulsion, termination or suspension shall be final and binding.

- A member terminated or expelled for any reason shall forfeit all fees and special assessments paid during membership. No member who has been expelled shall be eligible for admission to membership for at least one year from the date of expulsion.

#### 2.21. Property Rights of Member and of Council

- All patents, copyrights, or other intellectual property owned or created by any Member outside the Council or its work shall remain the property of that Member, and that ownership and rights thereunder shall not be affected in any way by the Members participation in the Council unless the member specifically agrees otherwise.
- All member-owned material presented by a Member to the Council, including its various committees, shall be deemed to be non-confidential and available for public distribution unless otherwise specified in writing at the time of the presentation by the Member.
- All materials written or prepared by any Member for the Council shall be the property of the Council and the Council shall own all rights in and to such materials, including, but not limited to the copyright therein.
- The Council may publish documents to promote its objects and purposes. Employees of Members may be cited as co-authors when appropriate.

### **3. Board of Directors**

The Board of Directors shall manage the properties and business of the Council.

#### 3.1. Number and Tenure of Directors

- The Board of Directors consists of not more than seven Directors, unless the number of Directors is varied for the duration of a specific year by resolution at a General Meeting.
- Directors may be selected from Representatives of Platinum Member and Qualified Gold Member organisations provided always that not more than 2 Directors may be Representatives of Qualified Gold Members at any time. No more than one Director may be employed by any single Member.
- Candidates for Director may be nominated by the membership at large or by the Membership Committee.
- Each Director shall be elected by the voting Members at an Annual General Meeting or at a Special General Meeting called for such a purpose.
- Each Director shall serve for two years, except that approximately half of the first Board shall serve for only one year. Thereafter the Board shall be divided approximately in half with one part being elected in odd years and the other part being elected in even years.

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- No individual may serve as a Director for more than 96 actual months in total (whether continuously or otherwise).
- If a Director's employer ceases to be a Member in good standing or the Director leaves the employment of the member, then that Director's position shall be considered vacant.
- The Board of Directors may remove Directors "for cause" if the Director has been convicted of a felony. Directors may be removed by the Members without cause if such removal is approved by a majority vote of all voting Members at a General Meeting.
- Any vacancy in the Board of Directors shall be filled for the unexpired portion of the term of the vacating Director by a majority vote of the Directors present at any meeting of the Board of Directors. In filling a vacancy the Board of Directors shall fill the vacancy with a Representative of a Platinum Member or Qualified Gold Member not currently on the Board provided always that not more than 2 Directors may be Representatives of Qualified Gold Members at any time. Members may fill a vacancy at a General Meeting.

### 3.2. Powers

The Board of Directors shall have power to

- Elect all officers and appoint all agents of the Council and prescribe their duties and fix their compensation.
- Appoint the standing of Working Committees.
- Require bonds for officers, agents and employees of the Council as may be necessary in such amounts and with such sureties as may be reasonable.
- Designate depositories for the Corporation, rent safety deposit vaults, and provide the manner of signing cheques, notes, bills and other evidences of indebtedness of the Council.
- Invest and reinvest the funds of the Council.
- In general do all lawful things and exercise all such lawful powers as are not vested in the Members of the Council and will promote the objects and purposes of the Council.

### 3.3. Meetings, Agenda and Minutes

- Regular Meetings of the Board of Directors will be held at locations and at dates and times determined by the President with the advice of the Board. Meetings of the Board may be conducted in person, or by voice or multimedia conference call by which all participants are able to hear all other participants.
- The Secretary will keep the minutes of Board Meetings, and distribute the minutes of the previous Meeting to Directors at least four days prior to the next Meeting. The Secretary will distribute the agenda of the next Meeting to Directors at least four days prior to the Meeting.



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- The Secretary will also arrange for copies of minutes and agendas of Board Meetings to be made available to Members.
- Annual Meetings of the Board of Directors shall be held for the purpose of organization, the election of officers, and the transaction of other business, on the same day as, at the place at which, and as soon as practicable after each annual election of Directors is held. Such Annual Meeting may be held at another time or place by notice of a Special Meeting of the Board of Directors.
- Special Meetings of the Board of Directors may be called by the President on at least four days notice prior to the meeting of the date, time and place given either personally, by mail, or by electronic transmission with acknowledgement of receipt. In addition the President shall call Special Meetings of the Board of Directors on like notice on the written request of the Vice-President, the Secretary, or any two Directors.
- Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourned and if the period of adjournment does not exceed ten days in any one adjournment. Notice shall be given to any Director absent at any adjourned meeting of the new date, time and place of the meeting.

#### 3.4. Quorum and Voting

A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business and the act of the majority of the Board of Directors at any meeting of which there is a quorum shall be the act of the Board of Directors.

#### 3.5. Written Consent

Notwithstanding anything contained herein to the contrary, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the Board of Directors consent thereto in writing or by electronic transmission with acknowledgement of receipt and the consents are recorded with the minutes of the proceedings of the Board of Directors.

#### 3.6. Compensation

Directors shall receive no compensation for their services as Directors. Directors may, under certain unusual circumstances as may be approved by the Board of Directors be paid a sum to defray reasonable and actual expenses.

#### 3.7 Audit

The Board of Directors shall ensure that —

- (a) proper accounts and records of the transactions and affairs of the Council are kept to show and explain all the Council's transactions and to disclose, with reasonable accuracy, the financial position of the Council at any time; and
- (b) the accounts of the Council for each financial year are audited by —

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- (i) the Council's auditor where the gross income or expenditure of the Council does not exceed S\$500,000 in that financial year; or
- (ii) a qualified company auditor where the gross income or expenditure of the Council exceeds S\$500,000 in that financial year.

The accounts and records shall, in particular, contain:

- (a) entries showing from day to day all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure took place; and
- (b) a record of the assets and liabilities of the Council.

## **4. Officers**

### **4.1. Election and Tenure**

- The officers of the Council shall be elected by the Board of Directors at the first Meeting of the Board of Directors following the Annual General Meeting. The officers of the Council shall be elected from amongst the Directors who are Representatives of Platinum Members (but not Directors who are Representatives of Qualified Gold Members).
- The officers shall be a President, a Vice-President, a Secretary, and a Treasurer.
- The Board may also elect from amongst the Directors any such other officers including, assistant Secretaries and assistant Treasurers, as the Board of Directors may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors.
- Officers shall hold their offices for one year or until their successors are chosen. Any officer may be removed with or without cause at any time by resolution passed by majority vote of the Board of Directors.
- In the event of death, resignation, removal, or disqualification of any officer, the Board of Directors may fill the vacancy from amongst the Directors by resolution passed by majority vote of the Board of Directors.

### **4.2. President**

- The President of the Board shall set the agenda and chair all Meetings of the Board of Directors.
- The President shall also act as liaison from and spokesperson for the Board of Directors and shall participate in long-term planning for the Council.

### **4.3. Vice-President**

- The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe by resolution.

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#### 4.4. Secretary

- The Secretary shall be a member of the Membership Committee. The Secretary shall perform such other duties as pertain to the office of Secretary and shall do such things and carry out all such orders as are required by resolution of the Members of the Council or the Board of Directors.
- The Secretary shall keep a correct list of the names, addresses and electronic contact details, of the Members of the Council, and of the Representatives of each Member.
- The Secretary shall attend all meetings of the Board of Directors, and shall keep a correct record of all transactions at such meetings and make these records available to members.
- The Secretary shall be the custodian of the corporate records, except those pertaining to the office of the Treasurer, and shall be the custodian of the corporate seal.

#### 4.5. Treasurer

- The Treasurer shall be a member of the Finance and Audit Committee. The Treasurer shall perform such other duties as pertain to the office of Treasurer and shall do such things and carry out all such orders as are required by resolution of the Members of the Council or the Board of Directors.
- The Treasurer shall receive, disburse, and collect any monies due and belonging to the Council and shall, under the supervision of the Board of Directors, deposit the monies for the Council in its name and to its credit in such depository or depositories as may be designated by the Board of Directors.
- The Treasurer shall hold securely all funds not needed for current disbursements, as may be directed by the Board of Directors, and shall pay all bills and make all disbursements authorized by the Board of Directors, taking proper vouchers for such disbursements. The Board of Directors may authorise the Treasurer to approve any disbursement below a certain amount without further approval by the Board of Directors. The Board of Directors shall stipulate such authorisation in the By-Laws.
- Notwithstanding the above, whenever there has been a change of Treasurer or a Treasurer has resigned, retired or ceased to be the Treasurer ("Former Treasurer") the Board of Directors may authorise the Former Treasurer to continue to operate the Council's bank accounts strictly as authorized by the Board of Directors and to pay bills and make all disbursements authorized by the Board of Directors for a period not exceeding 6 months from the date of resignation, retirement or cessation of office of the Former Treasurer.
- The Treasurer shall render a full annual report of the financial condition of the Council to the Directors prior to the Annual Meeting of the Members. The annual financial report shall comply with Generally Accepted Accounting Principles (GAAP) in the country or registration of the Council.

#### 4.6. Counter-Signature

Except as provided elsewhere in this Constitution, all documents which purport to bind the Council must be signed by an officer and another Director. The Board of Directors shall, by resolution, determine levels of approval required for disbursement of Council funds.

## **5. General Meeting of Members**

### **5.1. Annual General Meetings**

- The Annual General Meeting of the Members of the Council shall be held on such date and time, as shall be designated by the Board of Directors and stated in the Notice of Meeting.
- The Annual General Meeting shall be held no less than six months and no more than eighteen months from the previous Annual General Meeting.
- At the Annual General Meeting the Members shall nominate and elect a sufficient number as Directors to replace all Directors whose terms are expiring, and shall transact such other business as may properly come before the meeting, which shall include a full report by the Treasurer on the financial condition of the Council.
- Minutes of the Meeting will be kept and archived by the Secretary.

### **5.2. Special General Meetings**

- Special General Meetings of the Members of the Council may be called by the President, Board of Directors, or not less than 5% of the Platinum Members of the Council.
- A Special General Meeting called by any Business Entity (other than the Board of Directors) entitled to call a meeting shall be called by written request, specifying the business to be transacted, and submitted to the President, any Vice-President, or the Secretary of the Council. The officer receiving the request shall cause Notice to be given promptly to the Members entitled to vote stating that a Meeting will be held at a specified time and date fixed by the Board of Directors provided that the Meeting date shall be at least ten days, and no more than ninety days after receipt of the request. If the Notice is not given within ten days after receipt of the request, the Business Entity or Business Entities requesting the Meeting may give the Notice.
- Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a Meeting may be held when the Meeting is called by the Board of Directors.
- No business, other than the business set forth in the Notice of Meeting may be transacted at a Special General Meeting.
- Minutes of the Meeting will be kept and archived by the Secretary.

### **5.2A Means of Holding Meetings**

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- Any Annual General Meeting, any Special General Meeting or any adjourned Annual General Meeting or Special General Meeting may be convened, held or conducted in any of the following means as the Board of Directors may determine from time to time:
  - (a) at a place appointed for the meeting by the Board of Directors; or
  - (b) by means of any electronic communication, audio, audio and visual, video conferencing, tele-conferencing or any other electronic means (referred to in this Constitution as “Electronic Means”); or
  - (c) by a combination of the means provided in Article 5.2A(a) and (b).

5.2B Meeting by Electronic Means

- In the event an Annual General Meeting, a Special General Meeting or any adjourned Annual General Meeting or Special General Meeting is held solely by Electronic Means, the following shall apply:
  - (a) A Member entitled to attend may attend, be present and take part in the meeting by Electronic Means; and
  - (b) References in this Constitution to a Member or Members present in person or being present in person shall be construed as a Member or Members present by way of Electronic Means or being present by way of Electronic Means; and
  - (c) For the purposes of this Constitution, a Member shall be deemed present by Electronic Means at the meeting if the Representative of the Member is present by Electronic Means;
  - (d) A quorum may be formed by Members being present by Electronic Means or by proxy by Electronic Means; and
  - (e) A Member entitled to vote may vote by Electronic Means; and
  - (f) A Member may appoint a proxy to attend, be present, take part and, where applicable, vote by Electronic Means; and
  - (g) A document required to be laid or produced before the meeting may be so laid or produced by Electronic Means or by being sent together with the notice of the meeting prior to the meeting; and
  - (h) The Board of Directors shall have power and authority to decide on the Electronic Means by which the meeting is to be convened, held and conducted and the means, manner and procedure in or by which the meeting by Electronic Means is to be convened, held and conducted.
- In the event an Annual General Meeting, a Special General Meeting or any adjourned Annual General Meeting or Special General Meeting is held by a combination of Electronic Means and non-Electronic Means, the following shall apply:

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- (a) A Member may attend, be present and take part in the meeting in person or by proxy or by Electronic Means; and
- (b) References in this Constitution to a Member or Members present in person or being present in person shall be construed to include any Member or Members present by way of Electronic Means or being present by way of Electronic Means; and
- (c) For the purposes of this Constitution, A Member shall be deemed present by Electronic Means at the meeting if the Representative of the Member is present by Electronic Means; and
- (d) A quorum may be formed by Members present in person or by proxy or by Electronic Means or by proxy by Electronic Means
- (e) A Member entitled to vote may vote in person or by proxy or by Electronic Means; and
- (f) A Member may appoint a proxy to attend, be present, take part and, where applicable, vote in the meeting or by Electronic Means; and
- (g) A document required to be laid or produced before the meeting may be so laid or produced by being laid or produced before the meeting or by being sent together with the notice of the meeting or by being laid or produced by Electronic Means before the meeting; and
- (h) The Board of Directors shall have power and authority to decide on the Electronic Means and non-Electronic Means by which the meeting is to be convened, held and conducted and the means, manner and procedure in or by which the meeting by a combination of Electronic Means and non-Electronic Means is to be convened, held and conducted.

### 5.3. Notice

- Written Notice of the time and date and the place and/or the Electronic Means (as the case may be) and purpose of holding any Annual General Meeting or Special General Meeting shall be given to each Member of the Council who on the record date of Notice is permitted to attend such a Meeting.
- Notice shall be sent at least ten but no more than ninety days prior to the schedule date for the Meeting.
- The written Notice of Meeting will include the proposed agenda for the Meeting.
- All Notices shall be sent to all Representatives of every Member, at the address on file with the Council, either personally or by telecopier, facsimile, electronic mail, or by first class, registered or certified postal mail.

### 5.4. Quorum and Adjournments

- No business other than the appointment of a chairman shall be transacted at any Annual General Meeting, Special General Meeting or any adjourned Annual General Meeting or Special General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein

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otherwise provided, the quorum at any Annual General Meeting, Special General Meeting or any adjourned Annual General Meeting or Special General Meeting shall be at least one-third (1/3) of the Members of the Council entitled to vote and present in person or by proxy or by Electronic Means, as the case may be.

- For the purposes of this Constitution, a Member shall be deemed to be present in person at a meeting if the Representative of the Member is present at the meeting.
- If such quorum is not present the Members present in person or by proxy or by Electronic Means shall have the power to adjourn the Meeting without Notice other than an announcement of the time and place to which the meeting is adjourned. No Meeting may be adjourned for more than forty-five days. At such adjourned Meeting at which a quorum is present any action may be taken which might have been transacted at the Meeting as originally noticed.

#### 5.5. Voting

- A majority of the Members of the Council present in person or by proxy or by Electronic Means, where applicable, and voting is required to pass a resolution of the Members.
- Notwithstanding the foregoing, Directors shall be elected by a majority of the Members present in person or by proxy or by Electronic Means, where applicable, and voting at the Annual General Meeting.
- Each Platinum Member shall be entitled to one vote for each Director position to be filled, and shall have one vote upon any question coming before any General Meeting.
- Voting may be by voice or ballot or by Electronic Means, where applicable, except that any election of Directors must be by ballot (which ballot may be Electronic Means, whether wholly or partly, as the Chairman of the meeting may determine) if so demanded by any voting Member at the Meeting before the voting begins.

#### 5.6. Proxies

- At all General Meetings of the Council any voting Member shall be entitled to participate and vote either in person or by a duly accredited proxy or by Electronic Means, where applicable. Every appointment of a proxy shall be executed in writing by the Members Representative and shall be filed with the Secretary of the Council. The appointment of a proxy shall only be valid for the Meeting for which it is intended to be used, or any adjournment thereof. The Member may revoke the appointment of a proxy by filing a written notice of revocation with the Secretary prior to the voting for which the appointment of proxy was written.
- A Business Entity named in the appointment of a proxy of a Member may, if the form of appointment so provides, substitute another Business Entity to act in that Business Entity's place by filing a written notice of substitution with the Secretary prior to the voting for which the appointment of proxy was written.

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- Concerning the following matters, for which a vote of the Members is required, the appointment of a proxy shall not be valid unless the written notice of appointment sets forth the general nature of the matter to be voted on: (1) amendments to the Constitution, (2) amendments to the Constitution or By-laws changing proxy rights, (3) removal of the Directors without cause, (4) filling vacancies on the Board of Directors, (5) the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the Council assets, (6) the principal terms of a merger or the amendment of a merger agreement, (7) the election to dissolve the Council, (8) contracts or transactions between the Council and one or more Directors or between the Council and an entity in which the Director has material financial interest, and (9) a plan of distribution of assets other than money to Members when the Council is in the process of winding up.

#### 5.7 Supreme Authority

The supreme authority of the Council is vested in a General Meeting of the Members presided over by the President.

### **6. Committees**

#### 6.1. Types of Committee

- The Council will have the following permanent Advisory Committees: Finance and Audit Committee, and Membership Committee.
- The Board of Directors may by resolution appoint any number of Working Committees (including a Committee to advise and work with the Board of Directors) which shall have the authority prescribed in such resolution.
- Every Advisory and Working Committee shall have at least one participant who is a Director of the Council to act as a liaison between the Board of Directors and the Committee.
- Any Member may have Representatives who are Participants in any Advisory or Working Committees. A Member may have more than one Representative as a Participant in a single Committee, and any individual Representative may be a Participant in multiple Committees, however no Member will have more than one single vote in any Committee irrespective of how many Representatives it has participating in that Committee.

#### 6.2. Quorums and Voting

- A majority of the Participants of these Committees present in person, or by phone conference shall be necessary to constitute a quorum for the transaction of business.
- A majority vote of the Participants who are Representatives of Members with voting rights and in good standing, present in person or by phone or computer conference or represented by proxy, shall be sufficient to pass a resolution of the Committee.



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- Meetings of the Committee may be conducted in person, or by voice or multimedia conference call by which all participants are able to hear all other participants

#### 6.3. Finance and Audit Committee

- A Director shall chair the Finance and Audit Committee.
- The duties of the Finance and Audit Committee shall be as entrusted to it by the Board of Directors from time to time. When no duties is entrusted, the Treasurer shall be the ex-officio of the Finance and Audit Committee

#### 6.4. Membership Committee

- The Membership Committee may be chaired by a Director or a non-Director.
- The Committee shall, subject to the approval of the Board of Directors, plan ways of growing and sustaining the membership of the Council, and implement these plans with the assistance of other Committees and Members.
- The Committee shall review the qualifications of all applicants for membership and recommend to the the Board of Directors the approval or rejection of each application.
- The Committee shall review the standing of all Members and is empowered to recommend to the Board of Directors a change in classification of a Member or the expulsion, termination, suspension, or any other sanction deemed necessary and reasonable under the circumstances.
- The Committee shall also provide nominees to the Board of Directors, which shall stand for election at the Annual Meeting of the Council, and shall nominate a slate of officers for all positions. In nominating a slate of officers the Committee, to the extent reasonably possible in the discretion of the Committee, shall strive to maintain a balanced representation of the industry and geographic balance of the membership.

#### 6.5. Working Committees

- Working Committees created by the Board of Directors shall be provided with a written charter that clearly states the purpose, objective and procedures of the Committee.

### **7. Staff**

- The Council may have executive and other staff, which shall be appointed by or staffed as directed by the Board of Directors.
- When appointed by the Board, the the executive and/or other staff shall perform those functions which are necessary for the administration of the Council, as described in this Constitution and the By-Laws of the Council, or as delegated by the Board of Directors.

## **8. Indemnification**

- Unless otherwise prohibited by law, the Board by resolution may indemnify any current or former Director, officer or employee against any and all expenses (including but not limited to counsel fees, costs and disbursements, judgments, fines, penalties and amounts paid as settlement) and liabilities incurred or imposed in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which he may be or is made a party by reason of being or having been such Director, officer or employee; provided that there shall be no indemnification in relation to matters as to which he is adjudged to be guilty of a criminal offense or liable to the Council for damages arising out of his own negligence or misconduct in the performance of a duty.
- The Council may advance expenses to or, at its expense, undertake the defense of any Director, officer, or employee; provided that such Director, officer or employee shall undertake to repay or reimburse such expense if it ultimately should be determined that he is not entitled to indemnification.
- To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnity under this Constitution shall be advanced by the Council before final disposition of the proceeding, on receipt by the Council of an undertaking by or on behalf of that person that the monies advanced will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Council for those expenses.
- The Council shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Council, against any liability asserted against or incurred by such person in such capacity, or arising out of the person's status as such, whether or not the Council would have the power to indemnify him against such liability under the provisions of this Constitution.

## **9. Dissolution**

- The Council can only be dissolved if at least three-fifths of the Members including those resident for the time in Singapore have expressed a wish for such dissolution by their votes delivered in person or by proxy at a General meeting convened for the purpose.
- In the event of dissolution of the Council any remaining property of the Council will, after paying the necessary expenses thereof, be returned to the Member who contributed such property, except property which is attributed to earnings.
- No earnings of the Council or property attributed to earnings may be distributed to any Member, any officer or employee of a member, or any officer or employee of the Council. Instead such earnings or property attributed to earnings, if any, remaining after payment of necessary expenses, shall be distributed to the existing Members in proportion to their annual dues,

or to a registered charity selected by the Board of Directors if the majority of Members approve of the selected charity.

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

## **10. Amendment**

- This Constitution and any amendment or alterations thereof may be altered, amended or repealed by the Members at any Annual or Special General Meeting of the Council by a majority vote of the voting members present to vote, provided Notice of such proposed alteration, amendment, or repeal shall have been sent to each Member in accordance with the Notice provisions of this Constitution. The amendments or alterations of this Constitution shall not come into force without the prior approval in writing of the Registrar of Societies.

## **11. Others**

- If the Council at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust. The trustees of the Council shall not be more than four (4) and not less than two (2) in number, be elected by a General Meeting of Members and not effect any sale or mortgage of the property without the prior approval of the General Meeting of Members. The Trustees may be removed by a General Meeting of Members. The office of trustee shall be vacated if the trustee does or becomes a lunatic or of unsound mind, if he is not contactable for a period of one year, if he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee or if he submits notice of resignation from his trusteeship. The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.
- Visitors and guests may be admitted into the premises of the Council but they shall not be admitted into the privileges reserved for the Members of the Council. All visitors and guests shall abide by the Council's rules and regulations.
- 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 Council's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- The funds of the Council shall not be used to pay the fines of Members who have been convicted in court of law.
- The Council 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.
- The Council shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to any arrangement with its Members which has the purpose or is likely to have the effect of fixing or controlling the price

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or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.

- The Council shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- The Council shall not hold any lottery, whether confined to its Members or not, in the name of the Council or its office-bearers, Board of Directors or Members unless with the prior approval of the relevant authorities.
- The Council shall not hold any lottery, whether confined to its Members or not, in the name of the Council or its office bearers, Board of Directors or Members unless with the prior approval of the relevant authorities.
- The Council shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.
- The Council shall not use any flag, symbol, emblem, badge or other insignia without the consent in writing of the Registrar of Societies or an Assistant Registrar of Societies.
- In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Board of Directors shall have power to use their own discretion. The decision of the Board of Directors shall be final unless it is reversed at a General Meeting of Members.
- In the event of any dispute arising between or amongst Members, they shall first attempt to resolve the matter at a Special General Meeting in accordance with this Constitution. Should the Members fail to resolve the matter at the Special General Meeting, they may bring the matter to a court of law for settlement.

**- END -**