

CONSTITUTION OF SINGAPORE CORPORATE COUNSEL ASSOCIATION

- § Approved by Registrar of Societies on 18 June 2002
- § Amended by resolutions passed at the Annual General Meeting on 4 May 2004 and approved by Registrar of Societies on 13 August 2004
- § Amended by resolutions passed at the Annual General Meeting on 23 May 2008 and approved by Registrar of Societies on 7 August 2008

CONSTITUTION OF SINGAPORE CORPORATE COUNSEL ASSOCIATION

NAME

1 This Society shall be known as the "Singapore Corporate Counsel Association", hereinafter referred to as the "Association".

PLACE OF BUSINESS

2 Its place of business shall be at "139 Cecil Street #08-00 Cecil House Singapore 069539" or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

3.1 Its objects are:

- a) To provide services, facilities and resources to the corporate and in-house counsel community in Singapore and in the Asia-Pacific Region.
- b) To provide opportunities to discuss, review and form common positions with respect to issues relevant to the corporate and in-house counsel community.
- c) To provide a channel for the corporate and in-house counsel community (or any sub-grouping thereof) to liaise with the Singapore Government and other organisations on social, economic and regulatory matters that may affect them.
- d) To co-ordinate and promote educational training opportunities either from the Association's own resources or by outside providers.
- e) To establish relationships or affiliations with such other organisations representing the interests of the corporate and in-house counsel community, or the legal profession as a whole or any special grouping thereof as the Committee may determine.
- f) To develop internal communications via in-house newsletters or publications and/or internet home pages, subject to approval from the relevant authorities.
- g) To organise social and networking events for members as well as activities in conjunction with other organisations and service providers.
- h) To develop and provide continuing programs for the sharing and exchange of local and foreign knowledge and experience among members.
- i) To provide such other services and facilities as the Committee may, from time to time, consider beneficial to the corporate and in-house counsel community in Singapore, or their employers.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 4.1 There shall be the following categories of memberships:
- a) Ordinary Membership,
 - b) Honorary Membership,
 - c) Associate Membership, and
 - d) Corporate Membership.
- 4.2 Ordinary Membership is open to:
- a) All corporate and in-house legal counsel in Singapore, including legal counsel working in government or public institutions or engaged in intellectual property right activities;
 - b) All corporate and in-house legal counsel in the Asia-Pacific Region;
 - c) All corporate and in-house legal counsel elsewhere in the world who possess, in the opinion of the Committee, a connection to Singapore, whether in the form of having had past employment in Singapore, having their present employers' headquarters or other operations in Singapore or having resident status in Singapore; and
 - d) Such other persons engaged in the provision of legal, contract management/administration or corporate secretarial services or other related activities as the Committee may in its absolute discretion deem appropriate.
- 4.3 Honorary Membership is open to all corporate and in-house legal counsel who, in the opinion of the Committee, have achieved a high standing in the legal community in Singapore and/or elsewhere in the Asia-Pacific Region.
- 4.4 Both Ordinary and Honorary Members shall have the right to vote and to hold office in the Association.
- 4.5 Associate Membership is open to:
- a) Members of the academic staff of the Faculty of Law, National University of Singapore, or the School of Law, Singapore Management University;
 - b) Lecturers and tutors in law in any faculty or school in the National University of Singapore, Singapore Management University, or Nanyang Technological University, or any other institution of higher learning in Singapore;
 - c) Students pursuing a course of study in law in the National University of Singapore or the Singapore Management University;
 - d) Alumni members of the Association who, in the opinion of the Committee, can contribute to the work of the Association; and
 - e) Practising lawyers who are company secretaries or who are seconded to corporations or other organisations as corporate or in-house legal counsel, who in the opinion of the Committee, can contribute to the work of the Association.
- 4.6 Corporate Membership is open to any corporation or organisation which employ one or more person who qualify for Ordinary Membership. Each Corporate Member may nominate employees who qualify for Ordinary Membership, as nominees of the Corporate Member. The maximum number of nominees per Corporate Member shall be determined by the Committee.
- 4.7 Associate Members, Corporate Members and nominees of Corporate Members shall not have any right to vote or to hold office in or to chair any sub-committee of the Association.

APPLICATION FOR MEMBERSHIP

- 5.1 A person wishing to join the Association should submit his particulars to the Secretary on a prescribed form.
- 5.2 The Committee will decide on the application for membership.
- 5.3 A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 The entrance fees and subscriptions shall be determined by the General Meeting on recommendation from the Committee from time to time.
- 6.2 For Ordinary Members who are not physically resident in Singapore and Honorary Members, the annual subscriptions dues may be reduced to such amount or amounts and subject to such conditions as the Committee may from time to time decide.
- 6.4 Annual subscriptions are payable in advance within the first month of the year. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Treasurer. If he fails to settle his arrears within four weeks of their becoming due, the President may order that his name be posted on the Association's notice board and that he be denied the privileges of membership until he settles his account. If he falls into arrears for more than three months, he will automatically cease to be a member and the Committee may take legal action against him provided that they are satisfied that he has received due notice of his debts.
- 6.5 Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the members.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the President.
- 7.2 An Annual General Meeting shall be held in May.
- 7.3 At other times an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or 30 voting members, whichever is the lesser, and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene the Extraordinary General Meeting.
- 7.4 If the Committee does not within two months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Association's notice board.
- 7.5 At least two weeks' notice shall be given of an Annual General Meeting and at least ten days' notice of an Extraordinary General Meeting. Notice of meeting stating the date,

time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Association's notice board four days in advance of the meeting.

7.6 Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings.

7.7 The following points will be considered at the Annual General Meeting:

- a) The previous financial year's accounts and annual report of the Committee.
- b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

7.8 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one week before the meeting is due to be held.

7.9 At least 25% of the total voting membership or 30 voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

7.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the 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 of the existing Constitution, unless the exact wording of the proposed changes to the Constitution has been included in the notice of the General Meeting, in which event such constitutional changes may be adopted by the General Meeting, upon a two-third vote in favour of such changes by those members present or represented by proxy.

MANAGEMENT AND COMMITTEE

8.1 The administration of the Association shall be entrusted to a Committee consisting of the following to be elected at alternate Annual General Meetings:

- A President
- A Vice-President
- A Secretary
- An Assistant Secretary
- A Treasurer
- An Assistant Treasurer
- Up to 10 Ordinary Committee Members

8.1b The Committee shall have power from time to time:

- (i) co-opt any member of the Association to be a Member of the General Committee to fill a casual vacancy whether as an office bearer or an Ordinary Committee Member;
- (ii) remove or accept the resignation of any Committee Member; and
- (iii) censure, suspend, or terminate the membership of any member of the Association for any breach of any Rule in this Constitution, or of any code of conduct or ethics of the Association adopted in a General Meeting which has been established by a Disciplinary Committee appointed as set out below.

New Article
8.1
approved
on 13 Aug
2004

The Committee may appoint a disciplinary committee to investigate any breach referred to in Rule 8.1b(iii), and to report its findings and its recommendations to the Committee. Any such disciplinary committee shall comprise not less than 3 members of the Association, at least one of whom must be a Committee Member. Decisions of the Committee under Rule 8.1b(iii) shall be final.

8.1c Any Committee Member removed from office under Rule 8.1b shall be allowed, within one month from office, to appeal against such decision to a General Meeting of members. The decision of the General Meeting of members shall be final.

8.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers, except the Treasurer and Assistant Treasurer may be re-elected to the same or related post for a consecutive term of office. The term of office of the Committee is two years.

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

8.4 A Committee Meeting shall be held at least once in three months after giving seven days' notice to Committee Members. The President may call a Committee Meeting at any time by giving five days' notice. At least half of the Committee Members must be present for its proceedings to be valid.

New Article
8.4
approved
on 13 Aug
2004

8.5(a) A Committee Meeting may be conducted by means of telephone conference or other methods of simultaneous communication by electronic, telegraphic or other similar means by which all persons participating in the meeting are able to hear and be heard by all the other participants without the need for physical presence. The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted.

New Article
8.5(a)
approved
on 13 Aug
2004

8.5(b) The Committee Members participating in any such Committee Meeting shall be counted in the quorum for such meeting and, subject to there being a requisite quorum under this Constitution, all resolutions agreed by a majority of the members in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the members duly convened and held. A meeting conducted by means of a telephone conference or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the members attending the meeting, provided that at least one of the members present at the meeting was at that place for the duration of the meeting.

8.5(c) In the case of a Committee Meeting which is not held in person, the fact that a member is taking part in the meeting must be made known to all the other members taking part, and no member may disconnect or cease to take part in the meeting unless it makes known to all other members taking part that it is ceasing to take part in the meeting. The Committee Meeting shall be deemed to have been validly conducted notwithstanding such disconnection or cessation provided that it remains quorate, and in the event that a quorum does not remain, the validity of resolutions passed before such disconnection shall not be affected.

8.6 A resolution in writing signed by a majority of Committee Members shall have the same effect and validity as a resolution passed at a Committee Meeting duly convened, held and constituted, and may consist of several documents in the like form, each signed by one or more of Committee Members. For the purpose of this Rule, "in writing" and "signed" include approval by facsimile.

New Article
8.6
approved
on 13 Aug
2004

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

8.8 The duty of the Committee is to organise and supervise the daily activities of the Association. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.

8.9 The Committee has power to authorise the expenditure of a sum not exceeding \$25,000 per month from the Association's funds for the Association's purposes.

DUTIES OF OFFICE-BEARERS

9.1 The President shall chair all General and Committee meetings. He shall also represent the Association in its dealings with outside persons.

9.2 The Vice-President shall assist the President and deputise for him in his absence.

9.3 The Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and Committee meetings. He shall maintain an up-to-date Register of Members at all times.

9.4 The Assistant Secretary shall assist the Secretary and deputise for him in his absence.

9.5 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to \$1000 per month for petty expenses on behalf of the Association. He will not keep more than \$1000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.

9.6 The Assistant Treasurer shall assist the Treasurer and deputise for him in his absence.

9.7 Ordinary Committee Members shall assist in the general administration of the Association and perform duties assigned by the Committee from time to time.

AUDIT AND FINANCIAL YEAR

10.1 Two voting members, not being members of the Committee, shall be elected as Honorary Auditors at alternate Annual General Meeting and will hold office for a term of two years only and shall not be re-elected for a consecutive term.

10.2 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 Association's accounts for any period within their tenure of office at any date and make a report to the Committee.

10.3 The financial year shall be from 1st March to end February.

TRUSTEES

11.1 If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

11.2 The trustees of the Association shall:

- a) Not be more than four and not less than two 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.

11.3 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 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.

11.4 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 Association's premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

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

VISITORS AND GUESTS

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

PROHIBITIONS

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

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

13.3 The Association shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

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

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

13.6 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

13.7 The Association 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.

AMENDMENTS TO CONSTITUTION

14 No alteration or addition/deletion to this Constitution shall be made except at a General Meeting and with the consent of two-thirds of the voting members present or represented by proxy at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

INTERPRETATION

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

DISPUTES

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

DISSOLUTION

17.1 The Association shall not be dissolved, except with the consent of not less than 3/ 5 of the total voting membership of the Association for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

17.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

17.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.