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# CONSTITUTION OF THE JOINT BRANCH OF THE ROYAL INSTITUTION OF NAVAL ARCHITECTS AND THE INSTITUTE OF MARINE ENGINEERING, SCIENCE AND TECHNOLOGY (SINGAPORE)

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## 1 NAME

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**This** Society shall be known as “The Joint Branch of the Royal Institution of Naval Architects and the Institute of Marine Engineering, Science and Technology (Singapore)”, hereinafter referred to as the “Society”.

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## 2 PLACE OF BUSINESS

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Its place of business shall be at “C/O ASMI, 30 Tuas Avenue 10, #07-01 Freight Links E-Logistics Technopark, Singapore 639150” or such other address as may subsequently be decided upon by the Committee 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.

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## 3 OBJECTS

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3.1 Its objects are:

- a) To promote the scientific and practical development of marine engineering and naval architecture in all its branches;
- b) To enable marine engineers and naval architects to meet and to correspond;
- c) To facilitate the interchange of ideas respecting improvements in the original and improved methods of working machinery, the improvement of ships and all that specially appertains to them; and the publication and communication of information on such subjects;
- d) To do such other lawful things as are incidental or conducive to the attainment of the above objects.

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## 4 MEMBERSHIP QUALIFICATION AND RIGHTS

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4.1 Membership is open to the members of either of the parent institutes:

- a) The Royal Institution of Naval Architects (UK); or
- b) The Institute of Marine Engineering, Science and Technology (UK).

- 4.2 Only members who are above 21 years of age shall have the right to vote and to hold office in the Society.

## 5 APPLICATION FOR MEMBERSHIP

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- 5.1 A person wishing to join the Society should submit his particulars to the Secretary on a prescribed form.
- 5.2 A new member must be proposed and seconded by existing members. 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.

## 6 ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

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- 6.1 The entrance fees and annual subscriptions shall be determined by the parent bodies.
- 6.2 Annual subscriptions are payable in advance to the respective parent institutions in the United Kingdom within the first month of their financial year. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the respective parent body. If he fails to settle his arrears within the time of their becoming due as determined by the parent body, the parent body may order that his name be posted on the Society's notice board and that he be denied the privileges of membership until he settles his account.
- 6.3 Any additional fund required for special purposes may only be raised from members with the consent of the general meeting of the members.

## 7 SUPREME AUTHORITY AND GENERAL MEETINGS

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- 7.1 The supreme authority of the Society is vested in a General Meeting of the members presided over by the Chairman.
- 7.2 An Annual General Meeting shall be held in December.
- 7.3 At other times, an Extraordinary General Meeting must be called by the Chairman on the request in writing of not less than 25% of the total voting membership or 30 voting members whichever is the lesser, and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within 2 months from receiving this request to convene the Extraordinary General Meeting.
- 7.4 If the Committee does not within 2 months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 10 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board.

- 7.5 At least 2 weeks' notice shall be given of an Annual General Meeting and at least 10 days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Society's notice board 4 days in advance of the meeting.
- 7.6 Unless otherwise stated in this Constitution, voting by proxy shall not be 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 21 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.

## 8 MANAGEMENT AND COMMITTEE

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- 8.1 The administration of the Society shall be entrusted to a Committee drawn from the members of both parent bodies:
- A Chairman
  - A Vice Chairman
  - A Secretary
  - An Assistant Secretary
  - A Treasurer
  - An Assistant Treasurer
  - 4 Ordinary Committee Members
- Up to 4 joint branch members may be co-opted to assist the committee in its business; they shall not have any voting powers.

- 8.2 The Chairman, Vice Chairman and Ordinary Committee Members shall be elected at alternate Annual General Meetings while the Secretary, Assistant Secretary, Treasurer and Assistant Treasurer shall be elected at each Annual General Meeting.
- 8.3 Names for the office-bearers shall be proposed and seconded at the Annual General Meeting and election will follow on a secret balloted majority vote of the members. All office-bearers, may be re-elected to the same or related post for a consecutive term of office. The term of office of the Committee, excluding the Chairman, Vice Chairman and Ordinary Committee Members, shall be one year. The Chairman, Vice Chairman and Ordinary Committee Members shall hold a two-year term of office. The term of office of the Treasurer shall be not more than two years.
- 8.4 Election will be by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.
- 8.5 A Committee Meeting shall be held at least once every month after giving seven days notice to Committee Members. The Chairman 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.
- 8.6 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.
- 8.7 The duty of the Committee is to organise and supervise the daily activities of the Society. 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.
- 8.8 The Committee has power to authorise the expenditure of a sum not exceeding \$1,000/- per month from the Society's funds for the Society's purposes.
- 8.9 Funding of the Society is by annual grant from the parent bodies and is determined by them on presentation of the Annual Budget of the Society. The funds may only be used in the furtherance of the Society's objectives and expenditure is limited to the amount of the grant, unless otherwise approved by the parent bodies.

## 9 DUTIES OF OFFICE-BEARERS

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- 9.1 The Chairman shall chair all General and Committee meetings. He shall also represent the Society in its dealings with outside persons.
- 9.2 The Vice Chairman shall assist the Chairman and deputise for him in his absence.
- 9.3 The Secretary shall keep all records, except financial, of the Society 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 Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to \$500/- per month for petty expenses on behalf of the Society. He will not keep more than \$500/- 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 either the Treasurer or Assistant Treasurer and either the Chairman or the Vice-Chairman or the Secretary. The Assistant Treasurer shall assist the Treasurer and deputise for him in his absence.
- 9.6 Ordinary Committee Members shall assist in the general administration of the Society and perform duties assigned by the Committee from time to time.

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## 10 AUDIT AND FINANCIAL YEAR

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- 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 2 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 Chairman to audit the Society'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 1<sup>st</sup> October to 30<sup>th</sup> September.

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## 11 TRUSTEES

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- 11.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust. Parent bodies approval must be gained before acquiring any property.
- 11.2 The Trustees of the Society shall:
- a) Not be more than 4 and not less than 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.
- 11.3 The office of a trustee shall be vacated:
- a) If he dies or becomes 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 Society'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.

## 12 VISITORS AND GUESTS

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- 12.1 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.

## 13 PROHIBITIONS

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- 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 Society'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 Society shall not be used to pay the fines of members who have been convicted in court of law.
- 13.3 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.
- 13.4 The Society 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 Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 13.6 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 13.7 The Society 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.

## 14 AMENDMENTS TO CONSTITUTION

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- 14.1 No alteration or addition/deletion to this Constitution shall be made except at a general meeting with the consent of two-thirds of the voting members present at the General Meeting, and with the consent of the parent bodies. They shall not come into force without the prior sanction of the Registrar of Societies.

## 15 INTERPRETATION

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- 15.1 In the event of any question or matter pertaining to day-today 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.

## 16 DISPUTES

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

## 17 DISSOLUTION

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- 17.1 The Society shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of the Society 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 Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and any remaining funds or assets of the Society remain the property of the parent bodies and shall be returned to the parent bodies unless agreed otherwise by them
- 17.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.

THE END

Revsion 2 September 2011 – SUBJECT TO APPROVAL BY REGISTRAR OF SOCIETIES