

CONSTITUTION ITALIAN ASSOCIATION OF SINGAPORE



**Singapore
June 2019**

**CONSTITUTION OF
ITALIAN ASSOCIATION OF SINGAPORE**

NAME

- 1.1 A non-profit association is established with the name of “Italian Association of Singapore”, hereinafter referred to as the “Association”.
- 1.2 This Constitution is governed by and construed according to the laws of the Republic of Singapore and is subject to the Societies Act.

PLACE OF BUSINESS

- 2.1 Its place of business shall be at “60 Newton Road, #07-02 Newton Suites, Singapore 307994” or such other address as may subsequently be decided upon by the Executive Board of the Association, hereinafter referred to as the “Board” 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.

MISSION AND OBJECTIVES

- 3.1 The Association mission and objectives are:
 - a) To form a body of Italians in Singapore in order to assist and support each other wherever possible in settling in Singapore.
 - b) To arrange social events, meetings, fairs and entertainment for Italians in Singapore to encourage and foster friendship and understanding.
 - c) To promote and advance the education of Italians in understanding and appreciating culture and the arts.
 - d) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- 3.2 In furtherance of the above objects, the Association may accept subscriptions, donations, gifts and endowments and to make drives for funds by way of appeals to the public and promoting balls and/or other forms of entertainments subject to the approval from the relevant authorities, as and where necessary.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 4.1 Membership is open to individuals and corporate companies interested in Italy and the Italian culture.

Persons who are below 18 years of age shall not be accepted as members without the written consent of one of their parents or of a guardian.

Corporate company will designate 1 (one) representative that, complying with the below clause 4.2, may vote and might hold office in the Association.

- 4.2 Only members who are above 21 years of age shall have the right to vote and to hold office in the Association.
- 4.3 The Board shall invite distinguished persons to become Patrons of the Association. Patrons shall have no right to vote and/or hold office in the Association.
- 4.4 Honorary members shall be the Ambassador of Italy in Singapore, any Singaporean government institutions or any individuals of Italian or Singaporean Nationality who have excelled in the fields of science, art and culture and have contributed to mutual understanding between Singapore and Italy. There cannot be more than 5 (five) Honorary Members at any given time. Honorary Members shall not have the right of vote or hold office.

APPLICATION FOR MEMBERSHIP

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

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 The value of entrance fee and other subscriptions shall be determined by the General Meeting upon recommendation from the Board from time to time.
- 6.2 For retirees member, the entrance fee is waived and the annual subscription is reduced by half.

- 6.3 Annual subscriptions are payable on the spot or online. The membership starts in the month of subscription and shall be renewed within 13 months. If a member falls into arrears with his subscription or other dues, the Treasurer shall inform him immediately. If he fails to settle his arrears within 4 weeks of their becoming due, the President could 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 fails to settle his arrears for more than three (3) months, he will automatically cease to be a member.
- 6.4 Any additional fund required for special purposes may be raised by the members with the consent of the general meeting of the members, based on voluntary offers.
- 6.5 The income and property of the Association no matter how derived shall be applied towards the promotion of the objects of the Association 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 Association or to any of them or to any person claiming through any of them.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Association is vested in a General Meeting of the members.
- 7.2 An Annual General Meeting shall be held within 3 months from the closure of each financial year.
- 7.3 At other times, an Extraordinary General Meeting must be called by the President following the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whether personally or by proxy, whichever is the lesser, and may be called at any time by order of the 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.
- 7.4 If the Board does not, within two (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 ten (10) 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 (2) weeks' notice shall be given of an Annual General Meeting and at least ten (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 Association's notice board four (4) days in advance of the meeting.

7.6 Voting by proxy shall be allowed at General Meetings. Each voting Member may represent a max of 3 (three) proxy.

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 Board.
- b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

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 (1) week before the meeting is due to be held.

7.8 At least 25% of the total voting membership or thirty (30) voting members, whether present in person or by proxy, whichever is the lesser, present at a General Meeting shall form a quorum.

7.9 In the event that there is 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.

MANAGEMENT AND BOARD

8.1 The administration of the Association shall be entrusted to a Board consisting of 10 (ten) Members to be elected at alternate Annual General Meeting.

The Board will elect, among the Board members, following office bearers:

- A President;
- A Secretary;
- A Secretary Assistant;
- A Treasurer;
- A Treasurer Assistant;
- 5 Ordinary Board Members;

8.2 Names for the Board Members 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 may be re-elected to the same or related post for a maximum of two terms of office. The term of office of the Board is three 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 Board Meeting shall be held at least once every 12 months after giving seven (7) days' notice to Board Members. The President may call a Board Meeting at any time by giving five (5) days' notice. Majority of the Board Members must be present for its proceedings to be valid.
- 8.5 Any member of the Board absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Board and a successor may be co-opted by the Board to serve until the next Annual General Meeting. Any changes in the Board shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 8.6 The duty of the Board is to organise and supervise the daily activities of the Association. The 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.
- 8.7 The Board has power to authorise the expenditure of a sum not exceeding \$ 10,000.00 per month from the Association's funds for the Association's purposes.
- 8.8 In case that any of Office bearers tenders resignation from his position, the effective date of resignation will be when another Board member will be appointed to that office.
- 8.9 The Board may appoint a 'pro-tempore' Office Bearer to substitute the resigning one until the General Meeting.
- 8.10 Notice of the resignation of the Board Member or Office Bearer shall be given by posting it on the notice board at least 2 (two) weeks before the General Meeting at which the resignation is to be discussed and knew. The result of such general meeting shall then be notified to the Registrar of the Societies.
- The Board may appoint a 'pro-tempore' Office Bearer to substitute the removed one until the General Meeting.
- 8.11 An Office Bearers or one of the Board Members shall be removed from his position in following cases:
- dies or becomes a lunatic or of unsound mind;
 - is absent from the republic of Singapore for a period of more than 6 (six) months;
 - is guilty of misconduct of such a kind as to render him undesirable to continue as Board member and/or Office bearer;
- 8.12 Notice of the proposal to remove the Board Member or Office Bearer shall be given by posting it on the notice board at least 2 (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 the Societies. The Board may appoint a 'pro-tempore' Office Bearer to substitute the removed one until the General Meeting.

DUTIES OF OFFICE-BEARERS

- 9.1 The President shall chair all General and Board meetings. He shall also represent the Association in its dealings with outside persons.
- 9.2 The Vice- Presidents 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 Board meetings. He shall maintain an up-to-date Register of Members at all times.
- 9.4 The Treasurer shall keep all funds, 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 \$ 10,000.00 per month for petty expenses on behalf of the Association. He will not keep more than \$ 5,000.00 in the form of cash and money in excess of this will be deposited in a bank to be named by the Board. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.
- 9.5 Ordinary Board Members shall assist in the general administration of the Association and perform duties assigned by the Board from time to time.

AUDIT AND FINANCIAL YEAR

- 10.1 Two (2) voting members, not being members of the Board, shall be elected as Honorary Auditors at alternate Annual General Meeting and will hold office for a term of two years only and can be re-elected for a consecutive term. The accounts of the Association shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Association exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.
- 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 Board.
- 10.3 The financial year shall be from 1st January to 31st December.

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 (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 Association 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 (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.
- 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 (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.
- 11.5 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

- 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 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 indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 13.5 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Board or members unless with the prior approval of the relevant authorities.
- 13.6 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

AMENDMENTS TO CONSTITUTION

- 14.1 The Association shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

INTERPRETATION

- 15.1 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 shall have power to use their own discretion. The decision of the Board shall be final unless it is reversed at a General Meeting of members.

DISPUTES

- 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.

DISSOLUTION

- 17.1 The Association shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) 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 (7) days of the dissolution to the Registrar of Societies.

- END -