

## CONSTITUTION OF SGTECH

### NAME

1. This Association shall be known as “SGTech”, hereinafter referred to as the “Association”.

### PLACE OF BUSINESS

2. The place of business shall be at 79 Ayer Rajah Crescent #02-03 Singapore 139955 or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies.

### OBJECTS

- 3.1. The objects for which the Association is established are:-
  - (a) To represent and promote the interests of businesses and organisations incorporated, registered, organized or having a legal presence in Singapore which develop or produce new and innovative technology or technologies, or which use technology or technologies as the core driver of their business, or which are distributors, dealers, sellers or service providers of such technology or technologies (hereinafter collectively referred to as the “**Technology Industry**”).
  - (b) To champion, promote, develop and protect the interests of the Technology Industry.
  - (c) To encourage and promote research and development in the Technology Industry.
  - (d) To be the advisory, consultative and coordinating body for the Technology Industry.
  - (e) To engage with government, governmental instrumentalities and non-governmental organisations in all matters concerning or affecting the Technology Industry.
  - (f) To formulate, maintain and publish codes of conduct pertaining to the Technology Industry so as to promote and encourage high standards of conduct, service and performance throughout the Technology Industry and to maintain the confidence and respect of the public.

- (g) To promote interest in and of the Technology Industry through the press, general literature, exhibitions, competitions, public lectures and such other means as appropriate.
- (h) To promote, organize, manage and stage seminars, conferences, exhibitions and other events relevant to the Technology Industry.
- (i) To prepare, edit, print, publish, issue, acquire and circulate trade journals, directories, books, papers, periodicals, gazettes, circulars, and other literary undertakings and to organise events, exhibitions and conferences pertaining to the Technology Industry or any other business considered by the Association to be allied thereto.
- (j) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any company, association, society, institution, firm, partnership or other body of persons established in the Republic of Singapore or elsewhere having objects in whole or in part similar to those of the Association in respect of matters within the objects of the Association or the establishment or promotion of which may be beneficial to the Association.

3.2. In furtherance of the above objects, the Association may:-

- (a) raise and/or borrow moneys in such manner as may be necessary for the purposes of the Association and to open any bank account, or investment account of whatever nature with any financial institution.
- (b) apply all moneys received from the subscriptions of Members of the Association or from any source whatsoever to the expenses of management or to such purposes as the Council of the Association may from time to time determine to be necessary to promote the objects of the Association.
- (c) purchase, take, lease or in exchange, hire or otherwise acquire any real or personal property, securities of whatever nature, choses in action and any rights or privileges which the Association may think necessary or convenient for the promotion of any of its objects.
- (d) sell, improve, manage, mortgage, develop, exchange, lease, franchise, dispose of, turn to account or otherwise deal with all or any part of the assets, property, securities, choses in action or rights of the Association.
- (e) give any guarantee, whether of a pecuniary nature or not, that may be necessary for the payment of money or the performance of any obligation connected with or arising out of the activities of the Association.

- (f) enter into any arrangements with any Governments or Authorities (Supreme, municipal, local or otherwise) or any corporations, chambers of commerce, trade associations, professional bodies, companies or persons that the Association may deem to be conducive to the objects of the Association or any of them, and to obtain from any of the foregoing any charters, contracts, decrees, rights, privileges and concessions which the Association may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (g) remunerate any person, firm or company rendering services to the Association whether in cash or otherwise.
- (h) indemnify any officer or employee of the Association in respect of any action lawfully taken or to be taken or any liability lawfully incurred or to be incurred by such officer or employee to further the objects and policy of the Association.
- (i) collect, compile and distribute information and data which will be of assistance in carrying out the objectives of the Association.
- (j) set up any trust for the benefit of the Association.
- (k) set up branches or incorporate or establish any company, association, society, institution, firm, partnership or other body of persons or entity in Singapore or elsewhere for the purposes of carrying out the objects of the Association.
- (l) do all such things as are incidental or conducive to the attainment of the above objects or any of them.

## **MEMBERSHIP**

- 4.1 Classes of Membership The Association shall comprise Ordinary Members and Associate Members as defined herein. An applicant wishing to join the Association shall submit its particulars and application in the prescribed form to the secretariat.
- 4.2 (a) Ordinary Membership Ordinary Membership shall be open only to companies, businesses and organisations in the Technology Industry which are incorporated, registered or have a legal presence in Singapore.
- (b) Voting Privilege Ordinary Members shall be entitled to vote at General Meetings.
- 4.3 (a) Associate Membership Associate Membership shall be open to companies, businesses and organisations, whether or not incorporated or

registered in Singapore, which either have an interest in the Technology Industry or which the Council considers would serve the interests of the Association.

(b) Restrictions The following restrictions shall apply to Associate Members:

- (i) they shall not have the right to vote at General Meetings; and
- (ii) their respective representatives shall not have the right to stand for election as Councillors. Save that the Council may invite the representative of an Associate Member to be co-opted as a non-voting Member of Council or to serve in any Chapter, committee, sub-committee or as an advisor to the Association.

4.4 Admissions The Council and/or the Membership Sub-Committee appointed by the Council may, in its discretion, reject any application or renewal of application for Membership.

4.5.1 Membership Fees All new and existing Members shall pay such annual fees, levies and/or impositions as determined by the Council in accordance with Article 4.5.2.

4.5.2 All fees (including promotional fees for specific membership campaigns), levies and impositions shall be determined and/or varied by the Council in its discretion provided that such determination and/or variation is approved by three-quarters of the Councillors (being representatives of Ordinary Members) present at Council meetings.

4.5.3 Payment All fees, levies and impositions are payable within such period as stipulated in invoices issued by the Association on terms of payment determined by the Council. The Council shall have the discretion to exercise its right to terminate the membership of any Member if any invoice for any fees, levies and/or impositions are not paid within the stipulated period. All fees, levies and impositions paid by Members to the Association shall not be refundable.

4.6 Cessation of Membership A Member shall cease to be a Member in any of the following events:

- (a) It gives 1 month's notice in writing to terminate its membership to the Honorary Secretary but the Council may in its absolute discretion resolve to accept the termination of a Member notwithstanding that 1 month's notice has not been given;
- (b) It no longer satisfies the criteria for membership as set out in Articles 4.2 and 4.3 hereof;

- (c) If an incorporated company, it goes into voluntary liquidation otherwise than for the purpose of reconstruction or amalgamation or a resolution is passed for the liquidation or winding up of such Member, or any petition is filed in court or an order of court is made for its compulsory liquidation or the Member being made a bankrupt or shall have a judicial manager, receiver or similar officer appointed in respect of any substantial part of its assets; if a partnership, a bankruptcy petition is filed against any of its partners or it compounds with its creditors or it dissolves or gives notice of dissolution. Provided that any new company, partnership or other entity formed through an amalgamation, re-organisation or reconstruction of a Member may be substituted for such Member with the approval of the Council;
  - (d) If a Member is expelled from the Association by the Council in accordance with these Articles or in exercise of its powers under any of the rules or bye-laws of the Association; or
  - (e) If a Member does not pay to the Association any fee or monies payable by it within the deadline stipulated by the Association, such member may be suspended from Membership by the Council. The Member shall be notified of such suspension whereupon should it fail to pay in full all subscriptions and/or levies outstanding within 30 days of receipt of such notice it shall cease to be a Member but may be reinstated back to Membership by the Council in its absolute discretion and upon such terms and conditions as it sees fit.
- 4.7
- (a) Any Member may by resolution of its directors or in writing authorise its chief executive officer or any other senior officer, sole proprietor or partner stationed in Singapore or such other nominee as may be approved by the Council as its representative at any meeting of the Association for any period of time. The person so authorised is entitled to exercise all the powers of the Member he represents, pursuant to this Constitution. The names, descriptions and official addresses of all such representatives so appointed shall be recorded in the register of Members.
  - (b) When a representative of a Member is no longer employed or retained in whatsoever capacity by that Member, he shall cease to be a representative of that Member. The Member shall within 30 days thereof nominate a replacement representative.
  - (c) If a representative of a Member is an elected or Co-opted Councillor of the Association and such representative shall change employment from one Member to another, or to an entity which within 45 days of such change becomes a Member, that representative shall continue to serve in Council if nominated as its representative by that other Member within 30 days of

such change in employment or that other Member becoming a Member (as the case may be), subject to Article 9.2.1.

(d) If a representative of an Ordinary Member who is an elected Councillor resigns or is removed from the Council or does not remain in the Council under Article 4.7(b), the Council may fill the vacancy in the Council from amongst its Ordinary Members. The representative of an Ordinary Member so appointed to fill a casual vacancy shall be entitled to vote at Council meetings.

4.8 All existing Ordinary and Associate Members of the Association at the time of the 2017 Amendments (as defined below) shall, unless the Council determines otherwise in its sole discretion, remain as Ordinary and Associate Members (as the case may be) in accordance with these Articles.

### **SUPREME AUTHORITY AND GENERAL MEETINGS**

5.1 The supreme authority of the Association is vested in a General Meeting of the Members presided over by the Chairman. The Association shall hold an Annual General Meeting every calendar year at such time and place as may be determined by the Council, provided that every Annual General Meeting shall be held within three (3) months from the last day of the previous financial year, or within fifteen (15) months from the Annual General Meeting of the previous financial year, whichever is the later.

5.2 General Meetings, other than the Annual General Meeting shall be called Extraordinary General Meetings. An Extraordinary General Meeting must be called by the Chairman on the request in writing of not less than 25% of the total number of Ordinary Members or 30 Ordinary Members, or may be called at anytime by order of the Council. The notice in writing (by letter or electronic means) shall be given to the Honorary 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. If the Council 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 fourteen (14) days' notice to Ordinary Members setting forth the business to be transacted.

5.3 At least twenty-one (21) days' notice in writing of every Annual General Meeting, and at least fourteen (14) days' notice in writing of every Extraordinary General Meeting (exclusive of the day of service or deemed service and of the day on which it is given), specifying the place, the day and the hour of the meeting, and the general nature of any special business, shall be given in the manner hereinafter mentioned to all Members and such persons (including the auditors) as are entitled to receive such notices from the Association. Such notice and all

agenda and documents may be given by email to the email addresses of the representatives of the Members and shall be deemed to be given on the date and time such email was sent.

- 5.4 The non-receipt of any notice of General Meetings by any Member or person entitled to receive such notice, shall not invalidate any resolution passed, or the proceedings at any General Meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure and balance sheet, the reports of the Council and of the auditor, the election of the Councillors in the place of those retiring, and the appointment of the auditor.
- 6.2 At least 25% of the total Ordinary Members or thirty (30) Ordinary Members, whichever is the lesser, present at a General Meeting in person shall form a quorum. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Proxies shall not be constituted as part of the quorum.
- 6.3 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 subject to a minimum of two (2) Ordinary Members, shall be considered a quorum, but they shall have no power to amend any provisions of the existing Constitution or to approve any financial matter.
- 6.4 The Chairman of the Council or in the event of his absence, the First Vice Chairman, or in the event of the absence of both the Chairman and First Vice Chairman, the Second Vice Chairman shall preside as Chairman at every General Meeting or if at such Meeting none of them shall be present within thirty (30) minutes after the time appointed for the holding of the same, or shall be unwilling to preside, the Members present shall choose some other elected Council member, or if no such elected Council member shall be present, or if all elected Council members present decline to take the Chair, they shall choose a representative of some other Ordinary Member present to preside.
- 6.5 At any General Meeting a resolution put to vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three (3) Ordinary Members, and unless a poll be so demanded a declaration by the Chairman of the Meeting and an entry to that effect in the minute book of the Association shall be

conclusive of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 6.6 If a poll is demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. No poll shall be demanded on the election of the Chairman of a Meeting, or on any question of adjournment.
- 6.7 Unless otherwise stated in these Articles, a resolution put to the vote of a General Meeting shall be decided by a simple majority. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting shall be entitled to a second or casting vote.
- 6.8 A resolution in writing signed by more than fifty percent of the Ordinary Members for the time being entitled to receive notice of and to attend and vote at General Meetings in respect of an ordinary resolution, and at least two-thirds of all such Ordinary Members in respect of a special resolution, shall be valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held. Any such resolution may consist of several documents in like form, each signed by an Ordinary Member. The expressions "in writing" and "signed" include approval by a representative, substitute representative or an officer of the Ordinary Member duly authorised in writing by the representative to do so. Such approval may be given by post, facsimile transmission or any electronic communication method approved by the Council.
- 6.9 All questions as to procedure at or in connection with any General Meeting of the Association or the Council for which no provision is made in these Articles shall be decided by the Chairman of such General Meeting.

### **VOTES OF MEMBERS**

- 7.1 At General Meetings, every Ordinary Member entitled to attend and vote thereat shall have one vote which must be exercised by either its duly appointed representative or a substitute representative (Article 7.4) or its proxy. Two representatives shall be entitled to attend on behalf of the Member but only one such representative shall be entitled to vote.
- 7.2 Save as hereinafter expressly provided, no Member other than an Ordinary Member duly registered, who shall have paid all subscription and any other sums which shall be due and payable to the Association in respect of its membership shall be entitled to vote at any General Meeting.
- 7.3 On a poll, votes may be given either by an Ordinary Member's duly appointed representative, substitute representative (Article 7.4) or by proxy.



- 7.4 The representative of an Ordinary Member shall have the power to appoint another person, being one of the said Ordinary Member’s officers, to represent the Ordinary Member in its stead and to vote on its behalf at any meeting or adjournment thereof provided it gives authority in writing to such substitute representative. A representative of an Associate Member shall also have the power to appoint another person, being one of the said Associate Member’s officers, to represent the Associate Member in its stead at any meeting or adjournment thereof provided it gives authority in writing to such substitute representative. A representative of an Associate Member shall have no voting right. Unless inconsistent with the context, “representative” as used herein shall include a substitute representative so appointed.
- 7.5 Any Ordinary Member having no representative in the place at which a meeting of the Association is held may vote by proxy at such meeting. The instrument appointing a proxy shall be in writing signed by the representative of the Ordinary Member or executed in the manner set out under section 41B of the Companies Act (Cap. 50) if the Member is a company, or under the hand of a duly authorised officer. A proxy must be an officer of an Ordinary Member.
- 7.6 The instrument appointing a proxy shall be deposited at the registered office of the Association at least two (2) clear working days before the time for holding the Meeting or adjourned meeting. An instrument appointing a proxy shall be in substantially the following form, or any other form which the Council shall approve:-

“We ..... of ..... being a Member of the SGTech (the “Association”) hereby appoint ..... of ..... as our proxy to attend and vote for us and on our behalf at the Annual / Extraordinary General Meeting of the Association to be held on the ..... day of .....”.

**RIGHTS AND DUTIES OF MEMBERS**

- 8.1 The Honorary Secretary of the Association shall cause to be kept a register of Members containing such particulars as the Council may require including but not limited to name, registered address, business address, names of principal officers and Company Secretary and particulars of the representative(s) appointed by the Member.
- 8.2 It shall be the absolute duty of each Member upon first becoming a Member to notify the Association of all particulars required to enable the Honorary Secretary to complete the Register referred to in Article 8.1 hereof and to notify promptly the Association of any changes in the particulars contained therein. The Association shall be entitled to assume and each Member shall be estopped from denying the truth of all statements contained in the Register and entered in

accordance with the information from time to time supplied to the Association by the Member in question.

- 8.3 Every Member shall be entitled during business hours to inspect the published audited accounts of the Association. The Council shall, if requested in writing by 30% of the Ordinary Members of the Association, appoint an independent accountant to examine the accounts of the Association and submit a report to Council. The report of the independent accountant may be inspected by Members during business hours at the Association's premises.

## **THE COUNCIL**

- 9.1 Subject to Article 14, the management and administration of the Association shall be entrusted to a Council. The Council shall consist of the Chairman, the First Vice Chairman, the Second Vice Chairman, the Immediate Past Chairman (if any), the Honorary Secretary, the Honorary Treasurer and twelve (12) other elected Councillors, and include Councillors co-opted pursuant to Article 9.5 and Article 10.7.2.
- 9.2.1 Only an individual who is the representative of an Ordinary Member shall be eligible to hold office as a Chairman or an elected Councillor.
- 9.2.2 Subject to Article 9.5, no representative of an Associate Member shall be eligible to hold office as an elected Councillor.
- 9.3.1 Save for the Immediate Past Chairman, the office of Chairman and all other Councillors shall be elected at an Annual General Meeting.
- 9.3.2 The Chairman shall be elected to office at a General Meeting of the Members. The Chairman may be elected for a 2-year term with an option to be re-elected for a further 1-year term upon the completion of the aforesaid 2-year term. Any person seeking election as Chairman or the Chairman, when seeking re-election, is also eligible to stand for election for Council. Save that if elected or re-elected, as the case may be, the Chairman, any other nomination of the elected Chairman, if any, for election to Council shall be deemed withdrawn. If there are insufficient nominations under Article 9.4 to fill the vacancy, nominations may be taken from those present at the General Meeting.
- 9.3.3 The Chairman, Immediate Past Chairman and Councillors shall not be paid any salary or remuneration for their services.
- 9.4.1 Election of Council

At an Annual General Meeting, the Association shall elect members to the Council such that the Council shall consist of:

- (a) a Chairman;

- (b) 8 Councillors each to serve the first year of a 2-year term; and
- (c) 8 Councillors each either serving the remaining year of a 2-year term or serving a 1-year term arising from early vacation of office by a Councillor serving a 2-year term.

9.4.2 The Council will notify the Members of the number of Council posts available and the respective term of office. This notice will be sent together with the Notice of the Annual General Meeting.

9.4.3 Any two (2) Ordinary Members may propose for election the representative of any other Ordinary Member to be the Chairman of the Council and/or a Council Member by notice in writing to the Honorary Secretary, 7 days before an Annual General Meeting. The nomination of a person for election to Council must specify the term of office that nominee wishes to serve. The Honorary Secretary must post these proposals in the Association's premises or on the Association's website 48 hours before the Annual General Meeting.

9.4.4 Elections at the Annual General Meeting shall be conducted for the available posts in the Council in three separate groups: (a) Chairman, (b) 2-year term Councillors, and (c) 1-year term Councillors.

9.4.5 Where there are more nominees than there are posts available in each group, the parties elected to the available posts in each group shall be determined in the order of the highest number of votes cast for the nominees in each group.

9.4.6 Election will be either by a show of hands or, subject to the agreement of the majority of the Ordinary Members present, by a secret ballot. In the event of a tie, the Chairman of the Meeting shall have a casting vote.

9.4.7 Transitional Provisions

The 2017 Amendments pertaining to the election of Councillors and the Chairman of the Council shall only take effect from the Annual General Meeting to be held in 2018.

9.4.8 For the purposes of this Article:

“2017 Amendments” shall mean the amendments to the Constitution of the Association duly adopted by the Association at the Annual General Meeting held on 20 September 2017 and subsequently approved by the Registry of Societies.

9.5 Co-opted Councillors The Council shall have the power to co-opt the representative of any Member (including an Associate Member) to serve on the

Council until the next Annual General Meeting but co-opted Councillors (“Co-opted Councillors”) shall have no voting rights in the Council.

- 9.6 Any Councillor shall be eligible for re-election so long as such Councillor has not served as a Councillor for a continuous period of 10 or more years preceding such re-election.
- 9.7 A Councillor or Co-opted Councillor shall vacate office if he:
- (a) is removed from office by an Extraordinary General Meeting of Members. Such Extraordinary General Meeting shall be convened by the Councillor concerned, or if he fails to do so, by any two (2) Members. Provisions for the giving of notice and proceedings of the meeting would be as for a General Meeting of the Members of the Association;
  - (b) becomes a bankrupt or if a receiving order is made against him or if he makes any arrangement or composition with his creditors;
  - (c) becomes of unsound mind;
  - (d) subject to Article 4.7(b) and Article 4.7(c) ceases to be a representative of a Member;
  - (e) resigns his office by notice in writing to the Council;
  - (f) is convicted of an indictable offence;
  - (g) is absent from three (3) consecutive meetings of the Council without good reason; or
  - (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest.
- 9.8 If an elected Councillor’s post becomes vacant, the Council may appoint, or the Ordinary Members may elect by a majority vote of Ordinary Members present at a General Meeting or by a circular resolution sent to Ordinary Members 21 days before the return date, the representative of an Ordinary Member to fill this post until the next Annual General Meeting. Where the Immediate Past Chairman’s post becomes vacant, it shall not be filled until the existing Chairman’s term of office expires.
- 9.9 The Chairman shall within seven days of the date of the Annual General Meeting appoint in writing from amongst elected Councillors the following Office Bearers:
- (i) First Vice Chairman

- (ii) Second Vice Chairman
- (iii) Honorary Secretary
- (iv) Honorary Treasurer

These Office Bearers shall hold office until the next Annual General Meeting.

Except for the Chairman and Honorary Treasurer, the Office Bearers may be appointed to the same post for consecutive terms by the Chairman. The Chairman shall appoint any Councillor to fill any office vacated by an Office Bearer.

- 9.10 If either the First or Second Vice Chairman should vacate office before the end of his term, the remaining First or Second Vice Chairman (as the case may be) shall become the Vice Chairman. If the Chairman should vacate office before the end of his term, then (i) where there remains a First Vice Chairman and Second Vice Chairman, the First Vice Chairman shall become the acting Chairman and the Second Vice Chairman shall become the Vice Chairman; and (ii) where there remains only a Vice Chairman, the Vice Chairman shall become the acting Chairman. In the event the Chairman or acting Chairman vacates his office and there is no Vice Chairman, the Council shall at the next Council Meeting following the vacation of office of Chairman or acting Chairman, elect a Councillor to be the acting Chairman. The acting Chairman shall hold office until the next Annual General Meeting.
- 9.11 Any Councillor appointed under Article 9.8 to fill a casual vacancy in the Council may offer himself for re-election at the next Annual General Meeting.

### **POWERS OF THE COUNCIL**

- 10.1 Subject to these Articles and any statutory law governing the Association, the affairs of the Association shall be managed by the Council and the Executive Committee constituted under Article 13, to the extent as provided in Article 14, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Association as it thinks fit, and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting.
- 10.2 The Council shall have the management of the income, funds and property of the Association and no expenditure may be incurred or money paid by or on behalf of the Association without the approval of the Council. The Council shall be entitled to open bank accounts, investment accounts with financial institutions and engage the services of bankers and financial advisors.

- 10.3 The Council shall be empowered to appoint solicitors, secretaries and all such officers and servants of the Association as it may consider necessary and shall regulate their duties and fix or negotiate their salaries, remuneration or other terms of employment.
- 10.4 The Council may delegate any of its powers to the Executive Committee, or to sub-committees consisting of at least one (1) Councillor and/or such other persons as it may determine upon such terms and conditions as the Council may see fit and may fix the quorum of such sub-committee and may provide for the rules and regulations for the proceedings of such sub-committee, provided that there shall be no salary or remuneration payable to any Councillor in such sub-committees.
- 10.5 The Association shall have a Board of Governors. The Board of Governors shall advise Council on matters concerning governance of the Association. The approval of the Board of Governors shall be required for any expenditure of the Association which will draw down the accumulated reserve a sum equivalent to five percent (5%) of the operating revenue of the Association for the immediately preceding financial year or S\$200,000 (whichever is higher).

The Council shall make bye-laws relating to the Board of Governors including the conduct of their meetings, the appointment and removal of any governor and any other matter. After the adoption of the Board of Governor's Bye-Laws, the first members of the Board of Governors shall be appointed by the Council for a one (1) year term. Subsequent members of the Board of Governors shall be appointed in the manner provided in the Board of Governors Bye-Laws.

- 10.6 The Council may appoint advisors from time to time as it deems necessary, whether or not Members or representatives of Members, to advise the Council or Ex-Co on matters concerning the Association and may make bye-laws relating to the appointment and removal of such advisors and all other matters relating thereto.
- 10.7 The Council shall have the power to set up standing committees known as "Chapters" to manage, represent, promote and carry out activities in respect of specific segments of the Technology Industry. The Council shall have powers to set up special committees on such terms as it deems fit, to be known as "Special Interest Groups" or by such other name as it deems fit to promote specific objectives relevant to the Technology Industry and its members.
- 10.7.1 The members of each Chapter, shall be governed by bye-laws, which shall be referred to as "Chapter Rules", passed by Council from time to time. Chapters shall have those powers as provided in the Chapter Rules.
- 10.7.2 The number and composition of the office bearers of the committee for each Chapter shall be determined by Council. The committee for each Chapter shall be headed by a Chapter Chairman who, if not an elected Councillor, may be co-opted to Council for terms of one year for so long as the person serves as the Chairman

of the Chapter. Such Co-opted Councillor shall not be eligible to vote at Council meetings. Notwithstanding that the Chapter Chairman may be chosen by members of the Chapter, Council may remove or replace a Chapter Chairman without assigning any reason.

10.7.3 The Council may if it deems fit dissolve a Chapter without giving any reason and/or substitute the term “Chapter” with any other term, subject to the approval of a majority of the Councillors present and voting at a Council meeting convened and conducted in accordance with these Articles. All references to “Chapter” in this Constitution shall include a reference to such other term adopted by the Council in substitution of the term “Chapter”.

10.7.4 Articles 10.7.1 to 10.7.3 shall apply, with the necessary modifications, to Special Interest Groups and other special committees.

10.8 The Council shall have the power to appoint representatives of Ordinary Members to a Disciplinary Committee in accordance with the Disciplinary Rules to:-

- (a) investigate any complaint received by the Council or made by the Council or Ex-Co against a Member or any of its representatives for misconduct, breach of the Code of Conduct of the Association or breach of the Constitution or any other rules or bye-laws of the Association; and/or
- (b) investigate any conduct by a Member or any of its representatives which is detrimental to the interest of the Association or which will bring the Association into disrepute,

provided always that no Ordinary Member who has had a complaint lodged against it or any of its representatives shall be eligible to have any of its representatives appointed to the Disciplinary Committee.

10.9 The Council shall have the power to pass, adopt, approve, modify and amend such bye-laws as it deems necessary from time to time, in order to regulate any aspect of the Association.

### **PROCEEDINGS OF THE COUNCIL**

11.1 Council shall meet at least four [4] times a year. Council meetings shall be convened by the Secretary at the request in writing of the majority of the Councillors who are representatives of Ordinary Members or the Chairman.

11.2 Subject as hereinafter provided the Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Councillor who is a representative of an Ordinary Member may at any time and the Chairman shall on the requisition of such a Councillor summon a Council meeting within 30 days of such requisition.

- 11.3 Not less than 7 days' notice shall be given to each Councillor of any Council meeting specifying the time, place and general nature of the business of such meeting but where the Chairman considers an emergency exists he may take such steps as he considers necessary to notify the Councillors of the proposed meeting notwithstanding that 7 days' notice shall not have been given.
- 11.4 Nine [9] voting Councillors shall constitute a quorum for a Council meeting. A Councillor may participate in a Council meeting via teleconference or videoconference, provided that arrangements are made by such Councillor with the secretariat at least 48 hours prior to the Council meeting. Any such participation shall count towards quorum. In the event that there is no quorum at the commencement of a Council meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present subject to a minimum of five [5] elected Councillors, shall be considered a quorum, but they shall not act or make any decision in relation to financial or strategic matters of the Association. Should the number of the Councillors be reduced to less than nine [9], the continuing Councillors may continue to act, but they shall not act or make any decision in relation to financial or strategic matters of the Association.
- 11.5 In the event that a Councillor is abroad during a Council meeting and if the Chairman desires that Councillor to attend the meeting, the secretariat shall arrange for that Councillor to participate in that Council meeting via teleconference or videoconference. Any such participation shall count towards quorum.
- 11.6 Every Councillor shall have one vote. All matters to be decided by the Council shall be determined by the majority vote of all Councillors present at the Council meeting. In the event of an equality of votes, the Chairman shall have a casting vote.
- 11.7 All acts done or decisions taken in any Council meeting or via resolution in writing pursuant to Article 11.8 shall, notwithstanding that it is subsequently discovered that there is a defect in the appointment of such person(s) or that any of them has been disqualified as Councillors, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.
- 11.8 A resolution in writing, signed by all Councillors for the time being entitled to receive a notice of and to vote at a Council meeting, shall be as valid and effectual as if it had been passed at a Council meeting duly convened and held, any such resolution may consist of several documents in like form each signed by one or more Councillors. The expressions "in writing" and "signed" include approval by electronic means or facsimile transmission.



## OFFICE BEARERS

12.1 The duties of the Office Bearers are as follows:-

- (a) The Chairman shall act as Chairman at all General and Council meetings. He shall also represent the Association in its dealings with persons outside the Association.
- (b) The First Vice Chairman shall deputise for the Chairman in the latter's absence.
- (c) The Second Vice Chairman shall deputise for the Chairman in the absence of both the Chairman and First Vice Chairman.
- (d) The Honorary Secretary shall keep all records, except financial of the Association and shall be responsible for their correctness, and will keep minutes of all general and committee meetings.
- (e) The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all money transactions and shall be responsible for their correctness. All funds or moneys collected or received by the Honorary Treasurer on behalf of the Association shall be deposited in a bank account to be designated by the Council. Cheques, etc. for withdrawals from the Association's bank account shall be signed by any two Office Bearers.
- (f) The Immediate Past Chairman shall have no voting rights in the Council but shall otherwise share the same rights and obligations as a Councillor. This post shall be filled by the Chairman of the outgoing Council. Provided that where a Chairman of an outgoing Council is elected for a consecutive term in any capacity in the incoming Council, the post of Immediate Past Chairman shall remain vacant until the term of office of the incoming Council expires.

12.2 Except for the post of Immediate Past Chairman, all other Office Bearers will be appointed by the Chairman from amongst the elected Councillors.

## THE EXECUTIVE COMMITTEE

13.1 Members of the Executive Committee ("Ex-Co") shall consist of seven (7) elected Councillors who shall be:-

- (a) the five (5) Office Bearers elected and appointed pursuant to Articles 9.3.2 and 9.9; and
- (b) two (2) elected Councillors (not Co-opted Councillors) appointed by the Chairman.

- 13.2 The Ex-Co shall meet at least four [4] times a year with a quorum of at least five [5] Ex-Co members at each meeting. In the event that an Ex-Co member is abroad during an Ex-Co meeting and if the Chairman desires that Ex-Co member to attend the meeting, the secretariat shall arrange for that Ex-Co member to participate in that Ex-Co meeting via teleconference or videoconference. Any such participation shall count towards quorum. In the event that there is no quorum at the commencement of an Ex-Co meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present subject to a minimum of three [3] Ex-Co members, shall be considered a quorum, but they shall have no power to decide on any financial or strategic matter.
- 13.3 Ex-Co members shall hold office until the next Annual General Meeting. An Ex-Co member shall be deemed to cease to hold office (unless the Ex-Co member gives a good reason which is accepted by the Ex-Co) when:-
- (a) he has been absent three (3) times or more from such Ex-Co meetings stated in Article 13.2, or
  - (b) Membership ceases in accordance with Article 4.6 and 4.7, or
  - (c) he ceases to be a Councillor.
- 13.4 Any casual vacancy in the Ex-Co shall be filled by the Chairman from amongst the elected Council members.

#### **POWERS OF THE EXECUTIVE COMMITTEE**

- 14.1 Subject to these Articles and any statutory law governing the Association, the Ex-Co shall manage and administer the Association. The Ex-Co shall exercise all the powers of Council save for the following which shall be determined by Council:
- (a) Any sale and purchase of any strategic asset exceeding in aggregate of **S\$50,000**;
  - (b) Any non-event and/or non-budgeted expenditure exceeding in aggregate of **S\$20,000** or exceeding planned budget, whichever is less;
  - (c) Any amendments to the planned budget approved by Council;
  - (d) Any changes to the Constitution;
  - (e) The appointment of the Board of Governors pursuant to Article 10.5;
  - (f) The appointment of any advisor pursuant to Article 10.6;

- (g) The appointment of the Disciplinary Committee pursuant to Article 10.8;  
and
  - (h) Any other matters deemed by the Council as a major decision.
- 14.2 The Ex-Co may approve the payment to the Chairman, First Vice Chairman, Second Vice Chairman and/or the Councillors of all travelling, hotel and other expenses properly incurred by them for the purposes of attending meetings of the Council or sub-committee or General Meetings of the Association or in connection with the business of the Association.
- 14.3 The Ex-Co may delegate any of its powers to sub-committees appointed and supervised by Ex-Co.
- 14.4 The Ex-Co shall circulate minutes of its meetings to Council.
- 14.5 Any decision of Ex-Co may be overturned at a Council meeting convened and conducted in accordance with these Articles.

### **PROPERTY AND FUNDS**

15. The income and property of the Association, which shall be a not for profit organization, shall be applied solely towards the promotion of the objects of the Association as set out in these Articles and no proportion thereof shall be paid or transferred directly or indirectly by way of profit or however, provided that nothing herein shall prevent the payment in good faith of reasonable proper remuneration to any officer, servant or employee of the Association or to any service provider. No Councillor shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and no remuneration or other monetary benefit shall be given by the Association to any Councillor or Member except repayment of out-of-pocket expenses and proper rent or consideration for premises demised or let to the Association. Provided that this provision shall not apply to any payment to any company of which a Councillor may be a member and in which such Councillor shall (i) hold not more than 1% of the capital; and (ii) not be bound to account for any share of profits he may receive in respect of such payment.

### **ACCOUNTS AND AUDIT**

- 16.1 The Council shall cause proper books of accounts to be kept with respect to:-
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure takes place;
  - (b) all sales and purchases of property, assets, securities and/or goods by the Association; and

- (c) the assets and liabilities of the Association.

Proper books shall be deemed to be kept if there are kept such books of accounts as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.

- 16.2 The books of accounts shall be kept at the registered office of the Association, or at such place as the Council shall think fit, and shall always be open to the inspection of the Council.
- 16.3 Such accounts as audited shall be presented at each Annual General Meeting of the Association. The accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by a properly qualified auditor who shall prepare a report for the Annual General Meeting on the correctness thereof at least once in every financial year. The auditor shall be appointed at the Annual General Meeting and shall hold office for the ensuing year and shall be eligible for re-election. The financial year of the Association shall be from 1<sup>st</sup> July to 30<sup>th</sup> June or such other period as the Council may deem fit.

## **TRUSTEES**

- 17.1 The immovable property of the Association (including all leasehold property) and any other property or investments deemed appropriate by the Council, shall be vested either in a limited liability company owned by the Association or in a trustee company, or in the name of natural trustees subject to a declaration of trust. Natural trustees of the Association, shall (i) not be more than four nor less than two in number; (ii) be elected by a General Meeting of Members. No sale or mortgage of any property held in trust shall be effected without the prior approval of the Board of Governors and General Meeting of Members. No trustee company other than a trustee company registered pursuant to the Trust Companies Act (Cap. 336), shall be appointed to hold in trust any property of the Association without the prior approval of the General Meeting of Members.
- 17.2 The office of a trustee shall be vacated if (i) the trustee dies or becomes of unsound mind; (ii) he is absent from Singapore for a period of more than 1 year; (iii) he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee; or (iv) he submits notice of resignation from his trusteeship. 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 or on the Association's website 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.

- 17.3 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**

18. 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.

### **NOTICES**

- 19.1 A notice may be given by the Association to any Councillor, Ex-Co member or Member either personally, by sending it by post to his registered address or by electronic mail to the email address of such Councillor, Ex-Co member or a representative of such Member. Where a notice is sent by post, it shall be deemed to have been served two (2) days after the date of posting of such notice and where a notice is sent by electronic mail, it shall be deemed to be given on the date and time such email was sent.
- 19.2 Notice of every General Meeting shall be given in the same manner to (i) every Member; and (ii) the auditors for the time being of the Association. No other person shall be entitled to receive notices of General Meeting.

### **INDEMNITY**

- 20.1 Members of the Association shall not be held jointly or severally liable in the event of any proceedings, actions, claims or demands whatsoever against the Association and the Association shall at all times keep its Members indemnified against all such proceedings, actions, claims or demands and all costs and expenses in connection therewith and also against any personal liability which they or any of their representatives may incur on behalf of or in connection with any business of the Association.
- 20.2 Each Councillor, agent, auditor and other officer for the time being of the Association shall be indemnified by the Association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by a court in respect of any negligence, default, breach of duty or breach of trust in connection with his responsibilities as an officer of the Association.

### **AMENDMENT TO ARTICLES**

21. No alterations, additions or deletions to these Articles shall be made except at a General Meeting and with the consent of two-thirds of the Ordinary Members

present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

### **INTERPRETATION**

- 22.1 In the event of any question or matter with regard to day-to-day administration which is not expressly provided for in these Articles, the Council shall have power to use their own discretion. The decision of the Council shall be final unless it is reversed at a General Meeting of Members.
- 22.2 In the event of any inconsistency between any provision(s) of this Constitution and any provision(s) of any of the bye-laws, the provision(s) of this Constitution shall prevail.

### **DISPUTES**

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

### **PROHIBITIONS**

- 24.1 Gambling of any kind such as the playing of cards or mahjong whether for stakes or not is prohibited on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 24.2 The funds of the Association shall not be used to pay the fines of Members who have been convicted in court.
- 24.3 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.
- 24.4 The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 24.5 The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office bearers, Council or Members unless with the prior approval of the relevant authorities. 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.

## **DISSOLUTION**

- 25.1 The Association shall not be dissolved, except with the consent of not less than 60% of the Ordinary Members present in person or by proxy, at a General Meeting convened for such purpose.
- 25.2 Upon the dissolution of the Association, after the satisfaction of all its debts and liabilities, any property whatsoever, shall not be paid to or distributed amongst the Members but shall be given or transferred to any institution or institutions, having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their Members at the time of dissolution and in default thereof, by a Judge of the Supreme Court of Singapore appointed by the Council, and if and so far as effect cannot be given to the aforesaid provision then to some other approved charity or charities as may be determined by the Council.

## **DEFINITIONS**

26. As used herein:-

“Articles” means the rules and regulations of the Association in this Constitution from time to time in force.

“Chapters” means the standing committees which the Council may establish for specific purposes as it deems appropriate pursuant to Article 10.7.

“Code of Conduct” means the code of conduct applicable to all Members determined by the Council from time to time in force.

“Council” means the Council for the management of the Association.

“Councillor” means a Member of the Council elected pursuant to Article 9.

“Disciplinary Committee” means the panel of Councillors appointed pursuant to Article 10.8 of the Constitution and the Disciplinary Articles of the Association.

“Disciplinary Rules” means the disciplinary rules of the Association for the time being.

“Ex-Co” means Executive Committee elected and appointed pursuant to Article 13.

“Governors Bye-Laws” means the bye-laws relating to the appointment, nomination, election and removal of members of the Board of Governors, the scope of their duties, the conduct of their meetings and the appointment and the duties of the Chairman of the Board of Governors, as defined under Article 10.5.

“Immediate Past Chairman” means the preceding Chairman of the Council who served his full term of office.

“Member” or “Members” shall refer collectively to Ordinary and Associate Members pursuant to Articles 4.2 and 4.3.

“Office Bearers” means the office bearers elected and appointed pursuant to Articles 9.3.2 and 9.9 and “Office Bearer” means any one of them.

A reference to Members present at a General Meeting shall, unless the context otherwise requires, include Members present at a General Meeting via their representatives or proxies.

Any words importing the singular number only shall include the plural number, and vice versa. Words importing any gender shall include all other genders.