

CONSTITUTION OF SOCIETY OF CONSTRUCTION LAW (SINGAPORE)

As approved by ROS on 7 September 2023

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NAME

- 1.1 This Society shall be known as the "Society of Construction Law (Singapore)", hereinafter referred to as the "Society".

PLACE OF BUSINESS

- 2.1 Its place of business shall be at "12 Eu Tong Sen Street, #08-169, The Central, Singapore 059819" or such other address as may be subsequently be decided upon by the Council 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. The Society shall have its website at the following address: <http://www.scl.org.sg> or such other address as it adopts.

OBJECTS

- 3.1 The object of the Society is to promote the education, study and research (and publication of the useful results of such research) in the field of construction law and related subjects both in Singapore and overseas for the benefits of the public and the construction industry.
- 3.2 In furtherance of the above objects but not further or otherwise the Society may engage in the following:
- a) Promoting, supporting, organising or participating in conferences, seminars, exhibitions, scholarships, courses, lectures and similar projects;
 - b) Instigating research and studies and working parties, obtaining information on all aspects of construction law and publishing and the useful results thereof;
 - c) Publishing or communicating by any desirable and effective means information relating to construction law and all matters relating thereto;
 - d) Establishing relationships, association and liaison with other persons and other bodies in Singapore and overseas with similar or related objects and exchanging information and studies and results concerning all matters relating thereto;
 - e) Employing agents or servants (not being Council members) as may be necessary to further the object of the Society;
 - f) Subject to such consents as may be required by law, purchasing, selling, mortgaging, charging or leasing any property which may be required for the purposes of the Society;
 - g) Collecting subscriptions, donations and grants;
 - h) Providing, equipping, furnishing, fitting out with all necessary plant, furniture and equipment and maintaining buildings and properties;
 - i) Being registered as a Charity if so directed by Council;
 - j) Encourage professionals and other persons from all related disciplines and sectors of the construction industry to join the Society.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 4.1 Membership is open to those individuals or businesses involved or interested in the construction industry or construction law.
- 4.2 Only members who are above 21 years of age shall have the right to vote and to hold office in the Society.

APPLICATION FOR MEMBERSHIP

- 5.1 An individual or business wishing to join the Society should submit their particulars to the Secretary on a prescribed form to be provided to the Society.
- 5.2 The Council shall 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 annual subscriptions shall be determined by the General Meeting on recommendation from the Council from time to time.
- 6.2 For retiree memberships, the entrance fee is waived and the monthly subscription is reduced by half. Retiree membership is not available for business memberships or their nominees.
- 6.3 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 8 weeks of their becoming due, the Chairman 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. If he fails to settle his arrears for more than three (3) months, he will automatically cease to be a member and the Council may take legal action against him provided that they are satisfied that he has received due notice of his debts.
- 6.4 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 Society is vested in a General Meeting of the members presided over by the Chairman.
- 7.2 An Annual General Meeting shall be held within 3 months from the close of the financial year.
- 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 thirty (30) voting members, whichever is the lesser, and may be called at anytime by order of the Council. 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 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 ten (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 three (3) 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 or mode of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Society's website four (4) 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 Council.
 - 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 (1) week before the meeting is due to be held.
- 7.9 At least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, attending 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 in attendance be insufficient to form a quorum, those in attendance shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution. If at the end of the half an hour adjournment the number in attendance is sufficient to form a quorum in accordance with clause 7.9, those in attendance shall have all the powers of a properly constituted quorum, including the power to amend any part of the existing Constitution.

MANAGEMENT AND COUNCIL

- 8.1 The administration of the Society shall be entrusted to a Council elected at alternate Annual General Meetings consisting of 11 members, constituted by 5 office bearers, namely:
- a Chairman, a Vice Chairman, an Honorary Secretary, an Honorary Treasurer, an Assistant Honorary Treasurer, and six (6) other members, one of whom shall be the Immediate Past Chairman. The Immediate Past Chairman shall be the incumbent Chairman where he is not re-elected to be the Chairman, or in the event, the incumbent Chairman is so re-elected, the person who held office as Chairman immediately prior to the incumbent Chairman.
- 8.2 Notwithstanding clause 8.1, the Council shall have power to co-opt up to three (3) members to serve on the Council. Save for the powers to propose, second or vote on any motions, the co-opted member shall have the same powers, obligations and responsibilities as an elected member of the Council.
- 8.3.1 The term of office of the Council shall be two (2) years.
- 8.3.2 An office-bearer, other than the Honorary Treasurer, who has held any office for two (2) consecutive terms as at the date of election shall not be elected to that same or related office.
- 8.3.3 The Honorary Treasurer shall hold office for only two (2) years, and shall not be eligible for re-election to that same or related office, except after the expiration of two (2) years from the date he last held office as Honorary Treasurer.

- 8.4.1 The nominating or returning officer shall, no later than twenty-one (21) days before the day appointed for the Annual General Meeting, invite members in writing, to nominate candidates for the posts of office-bearers and members of the Council, and make available a nomination form, for such purposes.
- 8.4.2 Nominations shall be made on the nomination form referred to in Clause 8.4.1 hereof. Each nomination form shall be delivered to the nominating or returning officer no later than seven (7) days before the day appointed for the Annual General Meeting. Any nomination form which does not comply with 8.4.3 herein and/or is spoilt, or defaced shall be invalid.
- 8.4.3 Each nomination shall be made by two (2) members who shall propose and second, and the nomination form shall bear the written consent of the member so nominated.
- 8.4.4 Nominations made from the floor at the Annual General Meeting shall not be accepted.
- 8.4.5 Every Candidate and his respective proposer and seconder, and each of them shall not be in arrears of his or their respective subscriptions as at the date of nomination.
- 8.4.6 Every nomination form shall either (a) be sealed and delivered or (b) sent as an attachment to an email to the nominating or returning officer and shall only be opened after the time specified for the closing of nominations.
- 8.4.7 Any nomination that is not made in accordance with the provisions herein shall be invalid.
- 8.4.8 The nominating or returning officer shall, after verifying the eligibility of each nominee to be a candidate for election, notify members in writing and post on the Society's website, not later than 3 days before the date appointed for the Annual General Meeting, the list of candidates nominated for election for the posts of office bearers and members of the Council, with the names of candidates for non office bearer posts, being listed in alphabetical order.
- 8.5 For the purposes of Clause 8.4, electronic mail to members will constitute notification in writing.
- 8.6 Election will be either:
- a) for physical meetings, by show of hands or, subject to the agreement of the majority of the voting members in attendance, by a secret ballot; or
 - b) for virtual meetings, by electronic voting or voting by proxy.
- In the event of a tie, the Chairman of the meeting shall have a casting vote.
- 8.7 A Council Meeting shall be held at least once every two (2) months after giving seven (7) days' notice to Council Members. The Chairman may call a Council Meeting at any time by giving five (5) days' notice. At least ½ of the Council Members or five (5) Council Members (which is fewer) must be present for its proceedings to be valid.
- 8.8 Any member of the Council absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Council and a successor may be co-opted by the Council to serve until the next Annual General Meeting. Any changes in the Council shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 8.9 The duty of the Council is to organise and supervise the daily activities of the Society. The Council 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.
- 8.10 The Council has power to authorise the expenditure of a sum not exceeding \$10,000/- per month from the Society's funds for the Society's purposes.

DUTIES OF OFFICE-BEARERS

- 9.1 The Chairman shall chair all General and Council 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 Honorary 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 Council meetings. He shall maintain an up-to-date Register of Members at all times.
- 9.4 The Honorary 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 authorized to expend up to \$1,000/- 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 Council. Cheques, etc. for withdrawals from the bank will be signed by the Honorary Treasurer or Assistant Honorary Treasurer as one of two signatories, and either the Chairman or the Vice-Chairman or the Honorary Secretary as the second signatory.
- 9.5 The Assistant Honorary Treasurer shall assist the Honorary Treasurer and deputise for him in his absence.
- 9.6 Ordinary Council Members shall assist in the general administration of the Society and perform duties assigned by the Council from time to time.

AUDIT AND FINANCIAL YEAR

- 10.1 Two (2) voting members, not being members of the Council, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of one year 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 Council.
- 10.3 The financial year shall be from 1st June to 31st May.

TRUSTEES

- 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.
- 11.2 The trustees of the Society 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 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 Society'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 Society but they shall not be admitted to the privileges of the Society. All visitors and guests shall abide by the Society'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 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 to any goods or service which adversely affect consumer interests.
- 13.5 The Society shall not indulge in any political activity or allow its fund 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, Council 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.

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:
- a) two-thirds of the voting members in attendance at the time the vote is taken; and
 - b) at least twenty voting members,

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 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.

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 Society shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) 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 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.

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