

CONSTITUTION OF GAS ASSOCIATION OF SINGAPORE

NAME

- 1 This Society shall be known as the “Gas Association of Singapore”, hereinafter referred to as the “Association”.

PLACE OF BUSINESS

- 2 Its place of business shall be at “111 Somerset Road #10-05 Singapore 238164” or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

- 3.1 Its objects are:
 - a To provide an appropriate forum in which the members of the Association can discuss matters relating to gas which includes the production, separation, transmission, liquefaction, distribution, storage, wholesale or retail of gas.
 - b To encourage and promote good industry practices and standards.
 - c To promote and advance knowledge and the study of gas technology and encourage research in these areas.
 - d To carry out activities that enhance the development of the gas industry in Singapore
 - e To actively participate in worldwide gas activities under the auspices of international gas organisations with a view to advancing knowledge and research in the gas industry.
 - f To encourage friendship, co-operation and reciprocity amongst organisations and professionals involved in the gas industry.
 - g To support programmes initiated by the relevant authorities for the promotion of the objects of the Association.

3.2 In furtherance of the above objects, the Association may affiliate or enter into reciprocal arrangements with any relevant international institution pursuing similar activities so that members may enjoy the privileges, amenities and facilities of such entities.

MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 The Association shall consist of the following classes of members:

a Ordinary Corporate Members

Ordinary Corporate Membership is open only to incorporated companies who are major users of gas or who are engaged in commercial production, separation, treatment, transmission, distribution, wholesale or retail of gas.

b Associate Corporate Members

Associate Corporate Membership is open to any company or other organisation, whether incorporated or unincorporated, who are involved in the advancement of the gas industry in Singapore.

c Ordinary Members

Ordinary Membership is open to any individual who is interested in the advancement of the gas industry in Singapore.

d Honorary Members

The Committee may invite such individuals who are being recognised as having contributed significantly to the objectives of the Association as Honorary Members from time to time.

e Advisors

The Committee may appoint individuals as Advisors to the Association from time to time.

f Patron

The Committee may appoint a Patron to the Association.

4.2 The members shall abide by the Constitution and Bye-Laws of the Association and to pay the membership fees and other levies as and when due. Any member whose dues are in arrears by more than **three calendar months** shall cease to be a member unless the Committee expressly rules otherwise.

4.3 The Committee shall have the power to expel any member who shall be in breach of the Constitution or Bye-Laws of the Association or whose conduct shall in the opinion of the Committee render him unfit for membership of the Association. Before any such member is expelled, the Committee shall inform him of the complaints made against him. No member shall be expelled without first having an opportunity of appearing before the Committee and answering complaints made against him. The decision of the Committee shall be by a simple majority of the members of the Committee than present.

4.4 The member being expelled shall be entitled to appealed to a General Meeting against the decision of the Committee made pursuant to Article 4.3. A General Meeting shall be convened by the Committee as soon as practicable for that purpose on request by such Member, provided that such request shall be made within two weeks of receipt of the decision of the Committee. The decision of the General Meeting shall be by way of a simple majority and shall be final and binding on such member. If no such request is made or such request is not made within the prescribed time period, the decision of the Committee shall be final and binding on such Member.

4.5 Any member may resign his membership by giving to the Secretary notice in writing to that effect. Every notice shall, unless otherwise expressed, be deemed to take effect from the receipt thereof. Provided that any member giving such notice after the 30 of November in any year shall be liable to pay his dues to the Association for the following year.

4.6 Any person, company or other organisation shall, upon ceasing to be a member of the Association, forfeit all right to and claim upon the Association and its property and funds.

4.7 Corporate Members, whether Ordinary or Associate, may each nominate up to five persons who for the period of such nomination shall enjoy the privileges of Ordinary Members except that they may not vote at General Meetings nor stand in their right for election to the Committee, except as provided for in Article 4.8. Nothing in the foregoing

shall prejudice the right of individuals, being employees of the Corporate Members, to apply for Ordinary Membership of the Association in their own right.

4.8 Corporate Members, whether Ordinary or Associate, shall each name a person, who shall be its Nominated Representative, from amongst the persons nominated by them pursuant to Article 4.7. The Nominated Representative shall cast the vote of the Corporate Members at elections and at General Meetings and shall be eligible to stand as the Corporate Member's candidate for election to the Committee.

4.9 Ordinary Members shall have the right to vote at elections or General Meetings and stand as candidates for election to the Committee.

4.10 Honorary Members, Advisors and Patron shall not have the right to vote at elections or General Meetings nor shall they stand as candidates for election to the Committee.

4.11 Corporate Members, whether Ordinary or Associate, shall be entitled from time to time by notice in writing to the Committee to terminate any nomination of a Nominated Representative (appointed in accordance with Article 4.8) or nominees (appointed in accordance with Article 4.7) and to make fresh nominations of substitute nominees. Upon acceptance by the Committee and on payment of any fee, where applicable, the substituted Nominated Representative or nominee, as the case may be, shall thereupon enjoy the full privileges of the Corporate Member or Ordinary Member.

4.12 Each Ordinary Corporate Member shall have two votes, which may be cast only by its Nominated Representative. Each Associate Corporate Member shall have one vote, which may be cast only by its Nominated Representative and each Ordinary Member shall have one vote.

4.13 The Committee reserves the right from time to time to create, alter, suspend or discontinue any categories of membership on such terms and conditions as the Committee may determine for the long term benefit of the Association.

APPLICATION FOR MEMBERSHIP

5.1 A person wishing to join the Association should submit his particulars to the Secretary on a prescribed form.

5.2 The Committee will decide on the application for membership.

5.3 A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

6.1 The entrance fees shall be determined by the General Meeting on recommendation from the Committee from time to time.

6.2 The annual subscriptions shall be determined by the General Meeting on recommendation from the Committee from time to time to ensure the viability of the Association. The initial annual subscriptions shall be:

- Ordinary Corporate Member: S\$1000
- Associate Corporate Member: S\$500
- Ordinary Member: S\$30

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 2 weeks of their becoming due, the President may order that his name be posted on the Association's notice board and that he be denied the privileges of membership until he settles his account. If he falls into arrears by more than one full calendar year, he shall cease to be a member unless the Committee expressly rules otherwise and the Committee may take legal action against him provided that they are satisfied that he received due notice of his debts.

6.4 Any additional fund required for special purposes may be raised from members. Such donations shall be made on a purely voluntary basis.

SUPREME AUTHORITY AND GENERAL MEETINGS

7.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the President.

7.2 An Annual General Meeting shall be held in June.

7.3 At other time, and Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership of 30 voting members, whichever is the lesser, and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene the Extraordinary General Meeting.

7.4 If the Committee does not within two months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Association's notice board.

7.5 At least two weeks' notice shall be given of an Annual General Meeting and at least ten days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Association's notice board four days in advance of the meeting

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

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

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

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

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

7.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any of the existing Rules.

MANAGEMENT AND COMMITTEE

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

- A President
- A Vice-President
- A Secretary
- An Assistant Secretary
- A Treasurer
- An Assistant Treasurer
- 4 Ordinary Committee Members

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

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

8.4 A Committee Meeting shall be held at least once every three months after giving seven days' notice to Committee Members. The president may call a Committee Meeting at any time by giving five days' notice. At least ½ of the Committee Members must be present for its proceedings to be valid.

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

8.6 When an ordinary committee member resigns from the Committee, the Committee may co-opt a member as a successor to serve in the Committee until the next election of the Committee.

8.7 The Committee may co-opt two additional members to serve in the Committee until the next election of the Committee.

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

8.9 The Committee has power to authorise the expenditure of a sum not exceeding \$100,000 per month from the Association's funds for the Association's purposes.

DUTIES OF OFFICE-BEARERS

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

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

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

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

9.5 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to S\$5000 per month for petty expenses on behalf of the Association. He will not keep more than S\$5000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc for withdrawals from the bank will be signed by the Treasurer or Assistant Treasurer, as the case may be, and any of the following office bearers: the President, Vice President, Secretary or Assistant Secretary.

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

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

AUDIT AND FINANCIAL YEAR

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

10.2 They:

- a Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- b May be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Committee.

10.3 The financial year shall be from 1st April to 31st March.

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 4 and not less than 2 in number.
- b Be elected by a General Meeting of members.
- c Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

11.3 The office of the trustee shall be vacated:

- a If the trustee dies or becomes a lunatic or of unsound mind.
- b If he is absent from the Republic of Singapore for a period of more than one year.
- c If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d If he submits notice of resignation from his trusteeship.

11.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the association premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

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

VISITORS AND GUESTS

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

PROHIBITIONS

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

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

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

13.4 The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.

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

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

13.7 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

AMENDMENTS TO CONSTITUTION

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

BYE-LAWS

15 The Committee shall have the power to introduce, make, rescind or modify Bye-Laws to provide for the administration of the Association or in furtherance of the objects of the Association. Such Bye-Laws shall not be inconsistent with this Constitution. The Committee may impose reasonable penalties for any breach of the Bye-Laws. The Bye-Laws made by the Committee under this Constitution and any interpretation thereof shall be final and binding on the members until they are amended or repealed by the Committee.

INTERPRETATION

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

DISPUTES

17 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

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

18.2 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.

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