



**Australian Alumni Singapore**  
since 1955

# CONSTITUTION

**Amended by resolutions passed at the Annual General Meeting:**

**(1) on 7<sup>th</sup> March 2016 and approved by Registrar of Societies on 13<sup>th</sup> April 2016;**

**(2) on 28<sup>th</sup> March 2017 and approved by Registrar of Societies on 19<sup>th</sup> June 2017; and**

**(3) on 13<sup>th</sup> May 2020 and approved by Registrar of Societies on 14<sup>th</sup> August 2020.**

## Contents

1. DEFINITIONS.....	3
2. NAME.....	3
3. PLACE OF BUSINESS.....	3
4. OBJECTS.....	4
5. MEMBERSHIP.....	4
6. APPLICATION FOR MEMBERSHIP.....	5
7. ENTRANCE FEE AND SUBSCRIPTION.....	5
8. GENERAL MEETINGS.....	5
9. ANNUAL GENERAL MEETING.....	6
10. BUSINESS OF THE ANNUAL GENERAL MEETING.....	7
11. EXTRAORDINARY GENERAL MEETING.....	7
12. MANAGEMENT COMMITTEE.....	7
13. DUTIES AND POWERS OF THE MANAGEMENT COMMITTEE.....	9
14. DUTIES AND POWERS OF OFFICE BEARERS.....	10
15. PATRONS.....	10
16. COUNCIL OF ADVISORS.....	10
17. FINANCES.....	11
18. ALTERATIONS TO THE CONSTITUTION.....	11
19. PROHIBITIONS.....	11
20. DISSOLUTION.....	11
21. CODE OF CONDUCT.....	12

# Constitution of Australian Alumni Singapore

## **1. DEFINITIONS**

- (1) In this Constitution, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:

<b>Words</b>	<b>Meanings</b>
<b>“Association”</b>	“Australian Alumni Singapore”, by whatever name from time to time called.
<b>“Constitution”</b>	This Constitution or other regulations of the Association for the time being in force.
<b>“General Meeting”</b>	A general meeting of the Association.
<b>“members”</b>	Members of the Association, including voting members and non-voting members.
<b>“non-voting members”</b>	Members of the Association that are not voting members.
<b>“Office Bearer”</b>	Members of the Association who hold a named office of the Association.
<b>“Office Bearer Term”</b>	The period for which an elected Office Bearer shall hold his/her position, and which shall commence from the date of election to the date of the second Annual General Meeting after such election.
<b>“voting members”</b>	Ordinary, life and institutional members of the Association.
<b>“writing” and “written”</b>	Written or produced by any substitute for writing or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.

- (2) Words denoting the singular number only shall include the plural and vice versa.  
(3) Words denoting the masculine gender only shall include the feminine gender.

## **2. NAME**

This Association shall be known as “Australian Alumni Singapore”.

## **3. PLACE OF BUSINESS**

The Association’s place of business shall be at 1 Raffles Place, Level 19, Singapore 048616 or such other address as decided by the Management Committee SUBJECT ALWAYS to the approval of the Registrar of Societies.

#### **4. OBJECTS**

The Association's objects are:

- (a) to provide facilities for returned students from Australia to meet together;
- (b) to further the legitimate and collective interests of its members;
- (c) to provide assistance to students intending to study in Australia and to those newly returned;
- (d) to promote goodwill between Singapore and Australia;
- (e) to express considered and informed opinions on current affairs;
- (f) to liaise with other graduate organisations and educational institutions; and
- (g) to promote networking, integration, friendship and goodwill among the various graduates and members from different Australian tertiary and professional institutions as well as the business community.

#### **5. MEMBERSHIP**

- (1) Ordinary memberships shall be open to persons resident in Singapore who are graduates of universities or other institutions of higher learning in Australia or persons who have completed a course of study from a recognised Australian professional body or organisation including their campuses and branches outside Australia.
- (2) Associate memberships shall be open to persons who are resident in Singapore with connections or links with Australia PROVIDED ALWAYS that the Management Committee shall always have sole and absolute discretion to accept or refuse any application by any person to be admitted as an Associate member of the Association.
- (3) Honorary memberships may be bestowed on distinguished persons who, in the sole and absolute opinion of the Management Committee, have contributed to the wellbeing of Singapore, Australia or the Association.
- (4) Life memberships shall be open only to persons who qualify for ordinary memberships or hold ordinary memberships in the Association.
- (5) Institutional memberships shall be open to any of the following types of organisations:
  - (a) Australian institutions of higher learning;
  - (b) Australian professional bodies;
  - (c) the campuses, branches and alumni bodies of the organisations set out in Regulations 5(5)(a) and 5(5)(b) above located outside Australia;
  - (d) public sector entities which, in the opinion of the Management Committee, can contribute to and further the objects of the Association; and
  - (e) private sector entities which, in the opinion of the Management Committee, can contribute to and further the objects of the Association,

PROVIDED ALWAYS that the Management Committee shall always have sole and absolute discretion to accept or refuse any application by any institution to be admitted as an institutional member of the Association.

- (6) Each institutional member shall also be entitled to appoint one (1) of its directors or employees as its representative. A written nomination of its representative must be forwarded to the Management Committee at the time of its application for membership as well as within one (1) week of any change. The representative shall exercise all rights or powers accorded to the institutional member under the Constitution and any exercise of such rights or powers shall be binding on the institutional member concerned.
- (7) Only ordinary, life and institutional members are voting members, and each such member shall have one (1) vote PROVIDED ALWAYS that such member had paid the membership subscription for the year in which the meeting is held. The vote of the institutional member shall be exercised by its representative nominated pursuant to Regulation 5(6).

#### **6. APPLICATION FOR MEMBERSHIP**

- (1) Application for membership of the Association must be made via the completion and submission of an application form prescribed by the Management Committee.
- (2) An application must be accompanied by the entrance fee and at least one (1) year's membership subscription, as prescribed by the Management Committee.

#### **7. ENTRANCE FEE AND SUBSCRIPTION**

- (1) The entrance fee and annual membership subscription for each type of membership shall be prescribed by the Management Committee.
- (2) Unless otherwise prescribed by the Management Committee, annual membership subscription is payable in advance on 1st January.

#### **8. GENERAL MEETINGS**

- (1) The supreme authority of the Association is vested in a General Meeting of the members. Except for any resolution or motion involving:
  - (a) the alteration/amendment/deletion of this Constitution; or
  - (b) the proposed dissolution of the Association,any resolution or motion proposed at a General Meeting shall be considered adopted by the Association, if it is approved by at least a simple majority of all the voting members present at such General Meeting.
- (2) In the event of an equality of votes, the President shall have a casting or second vote at General Meetings.
- (3) Resolutions shall be voted for by way of a poll.
- (4) The Management Committee may at its sole and absolute discretion prescribe that a General Meeting be convened and held remotely via electronic means and/or that voting members record their votes using an electronic voting system PROVIDED ALWAYS that:
  - (a) the identities of all participants are ascertainable, in which case, voting members shall be deemed

to be present in person for purposes of determining whether a quorum is formed;

- (b) there is real-time transmission of the proceedings of the General Meeting along with bi-directional communication allowing participants to address the General Meeting; and
  - (c) all electronic communications and voting systems are reasonably secure.
- (5) An instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is not a natural person, either under seal or under the hand of a representative duly authorised.
- (6) Where it is desired to afford voting members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/We, \_\_\_\_\_, being a member of the Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the Association, to be held on \_\_\_\_\_, and at any adjournment thereof.

This form is to be used in favour of/against the following resolutions, as indicated based on my/our striking-out\* of that which is not desired (and unless otherwise indicated, my/our proxy may vote as he/she thinks fit)

Resolution 1: \_\_\_\_\_ - \*In Favour/Against

Resolution 2: \_\_\_\_\_ - \*In Favour/Against

Resolution 3: \_\_\_\_\_ - \*In Favour/Against

Signed this \_\_\_\_\_ by \_\_\_\_\_, in the presence of \_\_\_\_\_ of \_\_\_\_\_.

- (7) The instrument appointing a proxy shall be deposited at the place of business of the Association, or at such other place in Singapore as is specified for that purpose in the notice convening the General Meeting, not less than forty-eight (48) hours before the time for holding the General Meeting, and in default the instrument of proxy shall not be treated as valid.

**9. ANNUAL GENERAL MEETING**

- (1) The Annual General Meeting of the Association shall be held in the month of March each year.
- (2) The Secretary must give at least one (1) month's prior written notice to all members of the Association before the Annual General Meeting can be convened and such notice must contain a request for nominations for election to the Management Committee and request to all or particular groups of members for any resolution, motion, or other proposal that they wish to be tabled as part of the agenda for the Annual General Meeting PROVIDED ALWAYS that any such resolution, motion or other proposal shall be included in the agenda of any Annual General Meeting only if:
- (a) it is in writing;
  - (b) it reaches the Secretary at least two (2) weeks before the date when the Annual General Meeting is scheduled to be held; and

- (c) it is seconded in writing by another voting member of the Association.
- (3) The quorum for an Annual General Meeting shall be one-fifth (20%) of the total voting members for the year or thirty (30) voting members, whichever is the lesser, present in person, by representative or proxy.
- (4) In the event of a lack of quorum at the commencement of the Annual General Meeting, the meeting shall adjourn for thirty (30) minutes, after which, if the number then present is insufficient to form a quorum, those voting members present shall constitute a quorum but they shall have no power to amend this Constitution.
- (5) Only matters proposed for discussion and included in the original agenda for any Annual General Meeting shall be considered and discussed during the Annual General Meeting.

**10. BUSINESS OF THE ANNUAL GENERAL MEETING**

The business to be transacted at the Annual General Meeting includes:

- (a) to receive the Annual Report;
- (b) to receive the Statement of Accounts for the previous financial year;
- (c) to elect Management Committee members and an Auditor;
- (d) to consider any resolution, motion or proposal that has been properly tabled as part of the agenda for the meeting; and
- (e) to discuss general business.

**11. EXTRAORDINARY GENERAL MEETING**

- (1) An Extraordinary General Meeting of the Association may be called:
  - (a) by order of the Management Committee; or
  - (b) upon the written request of at least one-fifth (20%) of all the voting members of the Association or thirty (30) voting members, whichever is the lesser,  
  
and such request may contain such resolutions, motions or other proposals that they wish to be tabled as part of the agenda for the Extraordinary General Meeting.
- (2) The Secretary must give at least seven (7) clear days' prior written notice must be given to all voting members before an Extraordinary General Meeting called can be convened. If any Extraordinary General Meeting is called in accordance with Regulation 11(1)(b), it shall be held not later than twenty-one (21) days after the date of such written request is received by the Secretary.
- (3) The quorum for any Extraordinary General Meeting shall be one-fifth (20%) of all the voting members or thirty (30) voting members, whichever is the lesser, present in person, by representative or proxy.
- (4) Only matters proposed for discussion and included in the original agenda for any Extraordinary General Meeting shall be considered and discussed during the Extraordinary General Meeting.

**12. MANAGEMENT COMMITTEE**

- (1) There shall be a Management Committee comprising twelve (12) members.

- (2) No more than three (3) Management Committee members shall be from the same university. If a member has studied in more than one university, the member shall determine which university is to be counted for this purpose.
- (3) In order to be eligible to be appointed as (either through election at an Annual General Meeting or otherwise), and continue to qualify to be, a Management Committee member, a person needs to meet the following requirements:
  - (a) he/she must have been a member of the Association for at least one (1) year immediately prior to his/her appointment or, in the alternative, have been a Management Committee member immediately prior to his/her appointment;
  - (b) he/she must be a natural person; and
  - (c) he/she must hold an ordinary membership or life membership in the Association (for the avoidance of doubt, no other person, whether holding an institutional membership, associate membership, honorary membership or otherwise, shall be eligible to be appointed as a Management Committee member).
- (4) At every Annual General Meeting subsequent to the first Annual General Meeting of the Association, PROVIDED ALWAYS that there have been no resignations, one-fifth (20%) of the Management Committee members for the time being shall retire.
- (5) The Management Committee members to retire at an Annual General Meeting shall be those who are not current Office Bearers, and who have been longest in office since their last election, but, as between persons who became Management Committee members on the same day, those to retire must (unless otherwise agreed among themselves) be determined by lot.
- (6) For the avoidance of doubt, an Office Bearer who has yet to complete his/her Office Bearer Term is not subject to retirement as set out in this Regulation.
- (7) A retiring Management Committee member is eligible for re-election PROVIDED ALWAYS that such Management Committee member shall not serve for more than six (6) years continuously.
- (8) Pursuant to Regulation 13(5), each of the following Office Bearers shall be elected from the Management Committee members by the Management Committee:
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary; and
  - (d) Treasurer.
- (9) An elected Office Bearer shall hold his/her position for the Office Bearer Term, being the period commencing from the date of election to the date of the second Annual General Meeting after such election. The Office Bearers other than the Treasurer are eligible for re-election by the Management Committee PROVIDED ALWAYS that they continue to be Management Committee members. The President shall not serve more than two (2) consecutive Office Bearer Terms.
- (10) The Management Committee shall be empowered to designate any Management Committee member to hold any Office Bearer's position for the interim period between that Office Bearer's completion of his/her Office Bearer Term and the election (or re-election) of a Management Committee member to that Office Bearer position.



- (11) Nominations for election at the Annual General Meeting to the Management Committee must be submitted to the Secretary two (2) weeks before the Annual General Meeting. Each nomination:
  - (a) must be signed by a proposer and a seconder, with both the proposer and seconder being voting members; and
  - (b) is subject to approval by at least half of the current Management Committee members.
- (12) The Management Committee may co-opt up to three (3) voting members to be Management Committee members until the next Annual General Meeting.
- (13) The Management Committee may also fill casual vacancies but the voting members so appointed shall only hold such position until the next Annual General Meeting.
- (14) Any member of the Management Committee who is absent from three (3) consecutive Management Committee meetings without satisfactory explanation shall be deemed to have withdrawn from the Management Committee.

### **13. DUTIES AND POWERS OF THE MANAGEMENT COMMITTEE**

- (1) The Management Committee shall regulate its own meetings, and the Management Committee may at its sole and absolute discretion prescribe that any of its meetings be convened and held remotely via electronic means a PROVIDED ALWAYS that:
  - (a) the identities of all participants are ascertainable, in which case, Management Committee members shall be deemed to be present in person for purposes of determining whether a quorum is formed;
  - (b) there is real-time transmission of the proceedings of the meeting along with bi-directional communication allowing participants to address the meeting; and
  - (c) all electronic communications and voting systems are reasonably secure.
- (2) At least half of the Management Committee must be present in person to form a quorum.
- (3) If any disagreement on any matters discussed at a Management Committee meeting should arise, then such matters shall be put to a vote by the Management Committee. Any matter shall be deemed decided if voted in favour by a simple majority of all the Management Committee members who are present at the meeting.
- (4) Decisions of the Management Committee may be made by resolutions in writing or email, and approved by a simple majority of the Management Committee members.
- (5) In the event of an equality of votes, the President shall have a casting or second vote at Management Committee meetings.
- (6) The Management Committee shall be responsible for:
  - (a) conducting the business of the Association;
  - (b) appointing sub-committees that shall have powers of co-option;
  - (c) managing the financial affairs of the Association but they shall not have any power to donate, loan or borrow moneys exceeding one-fifth (20%) of all the existing funds of the Association;
  - (d) furnishing an Annual Report that shall include an audited financial statement for the previous

financial year; and

- (e) electing Office Bearers as described in Regulation 12(3) above.

**14. DUTIES AND POWERS OF OFFICE BEARERS**

- (1) The President shall act as Chairperson at all General Meetings and Management Committee meetings. He/She shall also represent the Association in its dealings with outside persons.
- (2) The Vice-President shall assist the President and deputise in his/her absence.
- (3) The Secretary shall:
  - (a) maintain all records except financial, of the Association and shall be responsible for their correctness;
  - (b) be responsible for and keep accurate and up to date minutes of all General Meetings and Management Committee meetings;
  - (c) notify the Registrar of Societies within the prescribed time of any changes in the Office Bearers, Constitution, the Association's place of business and other changes for which filing is required.
- (4) The Treasurer shall:
  - (a) keep all funds and collect and disburse all monies on behalf of the Association;
  - (b) issue and sign receipts, vouchers and other related documents for moneys received on behalf of the Association;
  - (c) deposit all money and other valuables belonging to the Association in such bank or banks as may be designated or approved by the Management Committee, except such sum in cash the amount of which will be fixed by the Management Committee from time to time to meet petty cash expenses on behalf of the Association;
  - (d) keep an accurate account of all monetary transactions; and
  - (e) render such financial reports or statements to be submitted at each Management Committee Meeting and an Annual Statement of Income and Expenditure for each year ended 31st December and Balance Sheet as at 31st December of each year for submission to the Annual General Meeting.

**15. PATRONS**

The Management Committee may appoint up to three (3) patrons and fix their terms of appointment.

**16. COUNCIL OF ADVISORS**

- (1) The Management Committee may appoint up to fifteen (15) distinguished persons to the Council of Advisors and fix their terms of appointment.
- (2) The Management Committee shall designate a Chairman and a Vice-Chairman from the members of the Council of Advisors.

**17. FINANCES**

- (1) The funds of the Association shall comprise of subscriptions, donations, gifts and other moneys received by the Association from time to time.
- (2) The Treasurer shall be the custodian of funds received on behalf of the Association.
- (3) All cheques must be signed by any two (2) of the following Office Bearers: Treasurer, President, Vice-President and Secretary. Any two (2) of these Office Bearers may approve expenditures of up to S\$2,000 each. All expenditures exceeding S\$2,000 each must be approved by the Management Committee.

**18. ALTERATIONS TO THE CONSTITUTION**

- (1) The Constitution shall only be altered or amended by at least two-thirds (66.7%) majority vote of all voting members of the Association who are present at an Annual General Meeting or Extraordinary General Meeting, which is properly convened. No proposed alteration or amendment to this Constitution shall be permitted unless the resolution proposing the alteration or amendment has been properly tabled or proposed according to this Constitution.
- (2) Alterations or amendments to the Constitution shall come into force immediately after the approval of the Registrar of Societies.

**19. PROHIBITIONS**

- (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.
- (2) The funds of the Association shall not be used to pay the fines of members who have been convicted in court of law.
- (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.
- (4) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (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, Management Committee or members unless with the prior approval of the relevant authorities.
- (6) The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

**20. DISSOLUTION**

- (1) The Association shall not be dissolved except by a resolution passed by not less than three-fifths (60%) of all the voting members of the Association:
  - (a) at an Extraordinary General Meeting convened for the purpose, which is attended by at least three-fifths (60%) or more of all the voting members PROVIDED ALWAYS that if only three-fifths (60%) of all the Association's voting members are present, no resolution shall be passed unless all those present unanimously vote in favour of the dissolution of the Association; or

- (b) by postal vote PROVIDED ALWAYS that all voting members have been given fourteen (14) days' notice of any impending resolution to dissolve the Association and have sent their votes to the Secretary by post and such votes having been received before the deadline set for counting the votes. Voting members who do not respond to any voting exercise by way of postal vote shall be deemed to have rejected the resolution(s) proposed.
- (2) Upon the Association being dissolved as set out above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds shall be donated to an approved charitable organisation in Singapore.
- (3) A Certificate of Dissolution shall be given by the Secretary within seven (7) days of the passing of the resolution to dissolve the Association to the Registrar of Societies.

**21. CODE OF CONDUCT**

All AAS Representatives including Management Committee members, Auditors, Council of Advisors, Employees and Contractors must abide by the AAS Code of Conduct. Any changes to this Code of Conduct must be approved or amended a Members General Meeting.