

**CONSTITUTION OF
SINGAPORE INFOCOMM TECHNOLOGY FEDERATION**

NAME

1. This Association shall be known as “Singapore Infocomm Technology Federation”, or “SiTF”.

PLACE OF BUSINESS

2. The place of business shall be at 55/55A Neil Road, Singapore 088892 or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies.

OBJECTS

3. The objects for which the Association is established are:-
 - (a) To promote and assist with the development of the ICT Industry in the interests of Singapore.
 - (b) To champion, promote, develop and protect the interests of companies, business organizations, firms, partnerships and other legal entities legally organized in Singapore and carrying on business in any of the industries.
 - (c) To encourage and promote research and development in the ICT Industry.
 - (d) To act as the advisory, consultative and coordinating body for the ICT Industry.
 - (e) To represent the ICT Industry on all matters in discussions with the Government of Singapore and instrumentalities thereof.
 - (f) To formulate, maintain and publish codes of conduct to be observed by the ICT Industry and to promote and encourage high standards of conduct, service and performance throughout the ICT Industry and to develop the confidence and respect of the public.
 - (g) To promote interest in the ICT Industry through the press, general literature, exhibitions, competitions, public lectures and such other means as may appear to be advantageous to the ICT Industry and to the public.
 - (h) To promote, organize, manage and stage seminars, conferences, exhibitions and other events relevant to the ICT Industry.

- (i) To prepare, edit, print, publish, issue, acquire and circulate trade journals, directories, books, papers, periodicals, gazettes, circulars, and other literary undertakings treating of or bearing upon the business of the ICT Industry or any other business considered by the Association to be allied thereto and to form libraries, statistics and other data or information relating to the ICT Industry or such business.
- (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.
- (k) To collect, compile and distribute information and data which will be of assistance in carrying out the objects of the Association.
- (l) To raise and/or borrow in such manner as may be necessary for the purposes of the Association and to apply all moneys received from the subscriptions of Members of the Association or from any source whatever 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.
- (m) To purchase, take, lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of any of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (n) To sell, improve, manage, mortgage, develop, exchange, lease, franchise, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Association as may be thought expedient with a view to the promotion of its objects.
- (o) To give any guarantee 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 whether of a pecuniary nature or not.
- (p) To 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 may seem 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 charges, contracts, decrees, rights, privileges and concessions.

- (q) To remunerate any person, firm or company rendering services to the Association whether by cash payment or otherwise.
- (r) To apply the funds of the Association in satisfaction of expenses, debts, and liabilities which may properly be incurred in the course of or incidental to the carrying out of all or any of the objects of the Association.
- (s) To undertake and execute any trusts which may be lawfully undertaken by the Association and may be conducive to its objects.
- (t) To indemnify any officer or employee of the Association in respect of any action lawfully taken or to be taken or any lawful liability incurred or to be incurred by such officer or employee to further the objects and policy of the Association.
- (u) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or the dependants of such persons and to establish, support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (v) To set up branches in Singapore or elsewhere for the purposes of carrying out the objects of the Association.
- (w) To encourage the settlement of disputes by mediation and arbitration between ICT Industry members, their clients or members of the public in general and to appoint a sub-committee of arbitrators and mediators in such cases as may seem expedient.
- (x) The doing of 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 of Ordinary Members, Associate Members as defined herein. The number of Members registered shall be unlimited but the Council may limit this number. An applicant wishing to join the Association should submit its particulars and application in the prescribed form to the Secretary.
- 4.2 (a) Qualification of Ordinary Membership Ordinary Membership shall be open only to (i) a company incorporated in Singapore carrying on

business in the ICT Industry; (ii) a branch of a foreign company registered in Singapore carrying on business in Singapore in the ICT Industry; or (iii) any other registered legal entity (not being a natural person) carrying on business in the ICT Industry in Singapore as the Council may deem fit to approve as an Ordinary Member.

(b) Privileges Ordinary Members are entitled to all privileges of Membership.

4.3 (a) Associate Membership Associate Membership shall be open to those in the ICT Industry who do not qualify under Article 4.2 as Ordinary Members but who are either (i) registered as a sole-proprietor or firm with the Registrar of Companies and Businesses, Singapore and carrying on business or activities in connected Industries or are substantive users of information communication technology; or (ii) any other Singapore or foreign organization or legal entity which the Council deems fit to approve as an Associate Member.

(b) Privileges Associate Members are entitled to all the privileges of Members except that:

- (i) they shall not have the right to vote at General Meetings; and
- (ii) they or their respective representatives as the case may be shall not have the right to stand for election and be elected as Councillors. Save that the Council may invite an Associate Member to be co-opted as a Member of Council or as an office bearer of any Chapter or Sub-Committee.

4.4 Admissions All admissions of new Members must be approved by the Membership Sub-Committee appointed by the Council. This sub-committee will approve membership applications according to the rules and regulations of the Association.

4.5 Membership Fees

- (a) All new Members shall pay an entrance fee (“Entrance Fee”) as determined by the Council in accordance with Article 4.5.1.
- (b) All Members shall pay an annual subscription fee (“Annual Subscription Fee”) as determined by the Council in accordance with Article 4.5.1.
- (c) All Members shall pay such other levy and imposition as determined by the Council in accordance with Article 4.5.1.

4.5.1 All Fees, 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 Ordinary Members (who are Councillors) present at Council meetings, and the Council shall thereafter notify Members of the same in writing.

4.5.2 Payment The Entrance Fee shall be paid immediately upon the approval by the Council of membership. The Subscription Fee and/or other applicable levies and impositions are payable within 30 days after an invoice or a written demand is issued by the Council. The Council shall have the discretion to exercise its right to terminate the membership of any Member if the Entrance Fee, Subscription Fees and/or other applicable levies and impositions are not paid within the stipulated period. All fees and levies paid by the 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 the Secretary but the Council may in its absolute discretion resolve to accept the resignation 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 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 the Annual Subscription Fee or levy payable by it within 45 days after the date on which subscription or any levy is payable such member shall thereupon be automatically

suspended from Membership provided that the Council may in its discretion extend the said period of 45 days. The Member will 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 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 Registrar 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 the Member. The Member shall within 30 days thereof nominate a replacement representative.
 - (c) If a representative of a Member is an elected 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. Provided that other Member shall within 45 days of such change nominate that representative as its representative to the Association.
 - (d) If a representative 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 so appointed to fill a casual vacancy shall be entitled to vote at Council meetings.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 5.1 The supreme authority of the Association is vested in a General Meeting of the Members. 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, 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. 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 and simultaneously posting the agenda on the Association's notice board.
- 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..
- 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 proceeding had, 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 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 Board 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] Members, shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.
- 6.4 The Chairman of the Council or in the event of his absence, the Deputy 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 Council member, or if no such Council member shall be present, or if all Council members present decline to take the Chair, they shall choose some other 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] 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 be 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 two-thirds of all Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.
- 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 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. Only one representative shall be entitled to attend and vote on behalf of the Member.

- 7.2 Save as hereinafter expressly provided, no Member other than a 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 on any question at any General Meeting.
- 7.3 On a poll, votes may be given either by an Ordinary Member's duly appointed representative or by proxy.
- 7.4 The representative of an Ordinary Member shall have the power to appoint another person being one of the Member's officers to represent the 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 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 under seal if the Member is a company, or under the hand of a duly authorised officer. A proxy must be an officer of a Member.
- 7.6 The instrument appointing a proxy shall be deposited at the registered office of the Association 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 Singapore Infocomm Technology Federation (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”.
- 7.7 Where it is considered by the Council that it is desirable to take a prompt decision from Members on any matter, the Chairman shall send a written notice of the same to each Member stating a date by which the Members' decision or vote on the point must be received by the Chairman. The said date shall allow reasonable and sufficient time in all circumstances for a Member to respond. A Member may communicate by post or facsimile by its representative or substitute representative or by an officer of the Member duly authorised under seal. If a decision is

reached by the votes of at least two-thirds of the Ordinary Members, then such decision shall be binding as if reached in a General Meeting.

RIGHTS AND DUTIES OF MEMBERS

- 8.1 Every Member shall promptly notify the Association of the address of such Member, or if the Member is a representative of an unincorporated body, association, firm or society, the name and address of such body, association, firm or society and of the particulars of the members of the executive committee.
- 8.2 The 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 appointed by the Member.
- 8.3 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 Secretary to complete the Register referred to in Article 8.2 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.
- 8.4 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 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 Only an individual who is the representative of a Member shall be eligible to hold office as a Councillor. Subject to Article 9.5, no representative of an Associate Member shall be eligible to hold office as a 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 shall remain in office until the next Annual General Meeting. The Chairman may be elected for a 2-year period 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 to serve office until the next Annual General Meeting;
- (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 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 Secretary must post these proposals in the Association's premises 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 2002 Amendments to Article 9.4 shall apply to the election of Councillors and the Chairman of the Council with effect from the Annual General Meeting immediately following the adoption of the 2002 Amendments.

At the Annual General Meeting immediately following the adoption of the 2002 Amendments, all the Councillors, shall retire and shall be eligible for re-election.

9.4.8 For the purposes of this Article:

“2002 Amendments” shall mean the amendments to the Constitution of the Association duly adopted by the Association at the Extraordinary General Meeting held on 27 August 2002 and subsequently approved by the Registry of Societies.

9.5 Co-opted Councillors The Council shall have the power to co-opt Members 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; and for the purpose of this Article, the terms of office served prior to 30 June 1998 shall not be taken into account.

9.7 A 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 so to do, 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 a Councillor's post becomes vacant, the Council may appoint an Ordinary Member to fill this post until the next Annual General Meeting. This post may also be filled by a person elected by a majority vote of Ordinary Members present at a General Meeting. Where the Immediate Past Chairman's post becomes vacant, it will not be filled until the existing Council'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 including the Chairman shall hold office until the next Annual General Meeting.

Except for the Chairman and 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 the Chairman should vacate office before the end of that person's term, the First Vice Chairman shall become the Acting Chairman. If the First Vice Chairman should vacate office as Vice Chairman or Acting Chairman, the Second Vice Chairman shall become Acting Chairman. In the event the Second Vice Chairman vacates the office of Acting Chairman, the Council shall at the next Council Meeting following the vacation of office of 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.
- 10.3 The Council shall be empowered to appoint solicitors, bankers, secretaries and all such officers and servants of the Association as it may consider necessary and shall regulate their duties 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 Council may appoint such advisory boards as it deems necessary and may, subject to the approval of a General Meeting of Members, make bye-laws relating to the appointment and removal of members of such boards, the conduct of their meetings, the appointment and the duties of the Chairman of such boards and all other matters relating thereto.
- 10.6 The Chairman, Deputy Chairman and the Councillors may be paid 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.
- 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 ICT 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” to promote specific objectives relevant to the ICT 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.
- 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, shall 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 maybe chosen by Members of the Chapter, Council may remove or replace a Chapter Chairman without assigning any reason.
- 10.7.3 The Chapters shall have those powers as described in bye-laws known as the “Chapter Rules”.
- 10.7.4 The Council may if it deems fit dissolve a Chapter without giving any reason.
- 10.8.1 The Council shall have the power to appoint 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 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.
 - (b) investigate any conduct by a Member which is detrimental to the interest of the Association or which will bring the Association into disrepute.
- 10.8.2 Provided always that no Ordinary Member who has had a complaint lodged against him shall be eligible to be appointed to the Disciplinary Committee.

PROCEEDINGS OF THE COUNCIL

- 11.1 Council shall meet at least three [3] times a year. Council meetings shall be convened by the Secretary at the request in writing of the majority of Ordinary Members of the Council 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 may at any time and the Chairman shall on the requisition of 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. Provided that should the number of the Councillors be reduced to less than five [5], the continuing Councillors may act for the purpose of summoning a General Meeting but for no other purpose. 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.
- 11.5 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.
- 11.6 All acts done by any Council meeting shall notwithstanding 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.
- 11.7 A resolution in writing, signed by all Councillors for the time being entitled to receive a notice of 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.

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 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.

- (d) 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. He is authorised to expend up to **\$500/-** per month for petty expenses on behalf of the Association. He will not keep more than **\$1000/-** 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 any two office bearers.
 - (e) 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 elected during a General Meeting by all Ordinary Members present in person or by proxy.

THE EXECUTIVE COMMITTEE

- 13.1 The Executive Committee (“**Ex-Co**”) shall be constituted upon approval of the Registry of Societies of the changes herein and thereafter within fourteen [14] days of the Annual General Meeting.
- 13.2 Members of the Ex-Co shall consist of seven [7] elected Councillors who shall be:-
- (a) the five [5] Office Bearers appointed pursuant to Article 9.9; and
 - (b) two [2] elected Councillors (not co-opted Councillors) appointed by the Chairman.
- 13.3 The Ex-Co shall meet at least six [6] 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 a 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.

- 13.4 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 13.3, or
 - (b) Membership ceases in accordance with Article 4.6 and 4.7, or
 - (c) he ceases to be a Councillor.
- 13.5 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 power 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 Disciplinary Committee; and
 - (f) Any other matters deemed by the Council as a major decision.
- 14.2 The Ex-Co may delegate any of its powers to sub-committees appointed and supervised by Ex-Co.
- 14.3 The Ex-Co shall circulate minutes of its meetings to Council.
- 14.4 Any decision of Ex-Co may be overturned at a Council meeting convened and conducted in accordance with Article 11.4.

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 Member. 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 except repayment of out-of-pocket expenses and proper rent 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 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 the next 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 1st July to 30th 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 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 General Meeting of Members. No 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 a lunatic or 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 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 Member either personally or by sending it by post to its registered address. When 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.
- 19.2 Notice of every General Meeting shall be given in the same manner hereinafter authorised 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 them 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. The Association shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

INTERPRETATION

22. 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.

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. 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.

- 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 and special 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 10.8.1 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 appointed pursuant to Article 13.

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

“ICT Industry” means information communication technology and services of all natures in the Republic of Singapore, including but not limited to, online services, telecommunication services, IT solutions providers, digital media, digital entertainment and digital broadcasting.

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

Any words importing the singular number only shall include the plural number, and vice versa. Words of the masculine gender only shall include the feminine gender and vice versa.