

CONSTITUTION OF
SINGAPORE SOCIETY FOR TRENCHLESS TECHNOLOGY

NAME

1.1 This Society shall be known as the “Singapore Society for Trenchless Technology”, abbreviated as SgSTT and hereinafter referred to as the “Society”.

PLACE OF BUSINESS

2.1 Its place of business shall be at “80 Toh Guan Road East, WaterHub, Singapore 608575” or such other address as may subsequently be decided upon by the Board of Directors and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

3.1 Its objects are:

- a) To advance the science and practice of trenchless technology for the public benefit in Singapore and surrounding region. (Trenchless technology meaning technology for the servicing, renovation and replacement of existing, and the construction of new public utilities and other underground services without or with little digging of trenches, including the development of all kinds of underground mapping techniques, tunnelling devices and specialist machinery, materials and equipment).
- b) Provide and encourage education, training, and research in the field of trenchless technology.
- c) Adopt and/or develop world-class standards, specifications, and guidelines for trenchless technology applications, services, and materials.

d) To provide certification through verification, training, and testing for individuals and companies to ensure that key services, applications, and materials meet Society standards.

e) Liaise and establish affiliations with related organizations within Singapore, ASEAN countries and overseas.

The property and income of the Society shall be applied solely towards the promotion of the objectives. No part of that property or income may be paid or otherwise distributed directly or indirectly to members of the Society, except in good faith in the promotion of those objectives or purposes.

3.2 The Society will be an Affiliated National Society of the International Society for Trenchless Technology. The Society shall actively support the International Society for Trenchless Technology [I.S.T.T.].

MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 Membership is open to persons or organizations that have joined the Society to support the Objectives of the Society.

(a) Sponsor Members

All Singapore registered companies and organizations which are active and in use of Trenchless Technologies or are supportive of the objectives of the Society shall be eligible to apply for admission as a Sponsor Member upon payment of the subscription fee of \$5,000. This includes the following:

- Private utility owners
- Public utility owners (government agencies, utilities, local authorities)
- Private service providers (Consulting engineering firms, contractors)
- Manufacturers and suppliers

- Education Institutes

Sponsor Membership entitles the member to nominate up to 4 persons as representatives, out of which 1 may be nominated to stand for election to the Board of Directors. The representative, if elected, will vacate his position from the Board if he is no longer with the Corporation during his term of office. The management of the Sponsor Member may then nominate another representative from his Corporation to the Board. The other 3 representatives shall be eligible to vote at any General Meeting.

(b) Corporate Members

All Singapore registered companies and organizations which are active in the use of Trenchless Technologies or are supportive of the objectives of the Society shall be eligible to apply for admission as a Corporate Member upon payment of subscription fee of \$1,000. This includes the following:

- Private utility owners
- Public utility owners (government agencies, utilities, local authorities)
- Private service providers (Consulting engineering firms, contractors)
- Manufacturers and suppliers
- Education Institutes

Corporate Membership entitles the member to nominate up to 2 persons as representatives, out of which 1 may be nominated to stand for election to the Board of Directors. The representative, if elected, will vacate his position from the Board if he is no longer with the Corporation during his term of office. The management of the Corporate Member may then nominate another representative from his Corporation to the Board. The other representative shall be eligible to vote at any General Meeting.

(c) Associate Members

Companies or organizations who are interested in Trenchless Technology but do not qualify as Corporate Member may apply for admission as an Associate Member.

Associate members are entitled to the same rights and privileges as Corporate Members except voting rights, and the right to stand for election to the Board of Directors.

(d) Individual Members

Persons who are actively engaged in the industry or hold positions at Company, Government, Educational Institution active in the promotion and/or use of the trenchless technology.

Individual members have no voting rights or the right to hold office.

(e) Student Members

Persons who are continuing their education in tertiary institution, and having an interest in the objectives of the Society.

Student members have no voting rights or the right to hold office.

4.2 Every Member shall be entitled to the following rights and privileges:

- (a) to be a co-opted Member of the Board or an appointed Member of any Standing or Ad-hoc Committee of the Board;
- (b) to submit any proposal at General meetings;
- (c) to seek advice from the Society; and
- (d) to share and enjoy any privilege or benefits that may be obtained by or provided by the Society.

4.3 Only members who are above 21 years of age shall have the right to vote and to hold office in the Society.

APPLICATION FOR MEMBERSHIP

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

5.2 A new member must be proposed and seconded by existing members. His name will then be posted on the notice board in the Society premises for one week at the end of which time the Board of Directors will decide on membership, taking into consideration any objection raised.

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

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

6.1 The entrance fees and subscriptions shall be determined by the General Meeting on recommendation by the Board of Directors from time to time.

6.2 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 4 weeks of their becoming due, the Chairman may order that his name be posted on the Society's notice board and that he be denied the privileges of membership until he settles his account. If he falls into arrears for more than three (3) months, he will automatically cease to be a member and the Board of Directors may take legal action against him provided that they are satisfied that he has received due notice of his debts.

6.3 Any additional fund required for special purposes may only be raised from members with the consent of the general meeting of the members.

RESIGNATION

7.1 Members may resign from the Society by giving one month's notice in writing to the Secretary.

7.2 A resigning member shall not be entitled to a refund of entrance fees or subscription or any part thereof.

CESSATION OF MEMBERSHIP

8.1 A member admitted to membership shall cease to be a member if:

- (a) the member has a liquidator, provisional liquidator, receiver, receiver and manager or official manager appointed to it;
- (b) the member has an administrator appointed to it;
- (c) the member resolves to wind-up or is subject to an order to wind-up;
- (d) the member enters into a scheme of arrangement with its creditors or otherwise compromises or compounds with its creditors;
- (e) the member resigns;
- (f) the member is found by the Board to have failed to comply with the rules, regulations and by-laws of the Society; and
- (g) the member is in arrears of membership subscriptions for more than three (3) months.

8.2 Notice of cessation of membership should be given to the member within seven (7) days.

8.3 Any member whose membership has been ceased shall have a right of appeal to the general meeting of the Society, whose decision shall be final.

SUPREME AUTHORITY AND GENERAL MEETINGS

9.1 The supreme authority of the Society is vested in a General Meeting of the Members.

9.2 An Annual General Meeting shall be held in May.

9.3 At other times, an Extraordinary General Meeting must be called by the Chairman on the request in writing of not less than 25% of the total voting membership or 30 voting members, whichever is

the lesser, and may be called at any time by order of the Board. 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.

9.4 If the Board of Directors does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board.

9.5 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Society's notice board four (4) days in advance of the meeting.

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

9.7 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.

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one (1) week before the meeting is due to be held.

9.8 At least 25% of the total voting membership must be present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

9.9 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 part of the existing Constitution.

MANAGEMENT AND COMMITTEE

10.1 The administration of the Society shall be entrusted to a Board of Directors consisting of the following to be elected at the Annual General Meeting:

1 Chairman

1 Vice-Chairman

1 Secretary

1 Treasurer

7 Ordinary Board Members

The elected Board member must be holding key appointment of a qualified corporation or a division of the Sponsor member or Corporate member of the Society, subject to the approval of the simple majority of the Board of Directors.

10.2 The election to the Board of Directors will be elected among the one appointed representative from each Sponsor Member and each Corporate Member. 10.3 There shall be a representative from the Public Utilities Board who may attend Board meetings and general meetings but shall not have voting rights.

10.4 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 may be re-elected to the same or related post for a consecutive term of office. The term of office of the Board of Directors is two* years.

10.5 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 current Chairman of the Board of Directors shall have a casting vote.

10.6 A Board Meeting shall be held at least once every three (3) months after giving seven (7) days' notice to Board of Directors. The Chairman of the Board of Directors may call a Board Meeting at any time by giving five (5) days' notice. At least half ($\frac{1}{2}$) of the Board Members must be present for its proceedings to be valid.

10.7 Any member of the Board of Directors absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Board of Directors and a successor may be co-opted by the Board of Directors to serve until the next Annual General Meeting. In the Annual General Meeting, except for the year when the term of office for the Board is due, a successor shall be elected to complete the remaining term of any member who have withdrawn or resigned from the Board. Any changes in the Board of Directors shall be notified to the Registrar of Societies within two (2) weeks of the change.

10.8 The duty of the Board of Directors is to organise and supervise the daily activities of the Society. The Board of Directors may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.

10.9 The Board of Directors has power to authorise the expenditure of a sum not exceeding \$50,000 per month from the Society's funds for the Society's purposes.

DUTIES OF OFFICE-BEARERS

11.1 The Chairman of the Board of Directors shall chair all General and Board meetings. He shall also represent the Society in its dealings with outside persons.

11.2 The Vice Chairman shall assist the Chairman and deputise for him in his absence. In the event the position of the Chairman is vacant, he shall fill in the remaining term of the Chairman within the next 2 weeks or the next Board meeting, whichever is earlier.

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

11.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to \$5,000 per month for petty expenses on behalf of the Society. He will not keep more than \$1,000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Board of Directors.

11.5 Ordinary Board Members shall assist in the general administration of the Society and perform duties assigned by the Board of Directors from time to time. In the event that the position of Vice Chairman, Secretary or Treasurer is vacant, the Board shall, in the interim, elect among themselves to fill in the position at the next Board meeting, until the next AGM.

AUDITORS

12.1 A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting for a term of one year and shall be eligible for reappointment.

12.2 They:

a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.

b) May be required by the Chairman of the Board of Directors to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Board of Directors.

FINANCE

13.1 FINANCIAL YEAR

The financial year shall be from 1st March to end February.

13.2 BANKS/FINANCE COMPANIES

All monies shall be deposited into the banks or finance companies by the Treasurer. The banks and finance companies shall be determined by the Board of Directors.

13.3 AUTHORISED SIGNATORIES

Cheques or Withdrawal of Funds shall be signed by either:

- Chairman and Treasurer, or
- Chairman or Treasurer, in addition to the Vice Chairman or Secretary.

Any transaction exceeding \$100,000 must be approved by the Board of Directors.

TRUSTEES

14.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

14.2 The trustees of the Society shall:

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

14.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.

- b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

14.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Society's premises at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

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

PROHIBITIONS

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

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

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

15.4 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

15.5 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Board of Directors or members unless with the prior approval of the relevant authorities.

15.6 The Society 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.

CLAIMS

16.1 No claim, demand, action, suit or other proceedings shall be brought against the Society by any member for any loss or damage suffered on the Society's premises or in any activity undertaken for and on behalf of the Society.

AMENDMENTS TO CONSTITUTION

17.1 The Society 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

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

DISPUTES

19.1 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

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

20.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

20.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

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