

CONSTITUTION OF HARBOUR CRAFT AND PORT SERVICES ASSOCIATION OF SINGAPORE

1. NAME

- 1.1 The Name of the Association shall be the " Harbour Craft and Port Services Association of Singapore".

2. REGISTERED ADDRESS

- 2.1 The Registered Office of the Association is at 182 Pandan Loop, Singapore 128373, or at such other place in Singapore as may be decided by the Committee, subject to the approval of the Registrar of Societies.

3. OBJECTS

- 3.1 The principal objects of the Association are to:
- a) Represent, promote and safeguard the interests of the harbour craft sector, including harbour craft owners, operators and managers, in matters affecting the maritime and port industry;
 - b) Promote collaboration and cooperation amongst Members and with organisations involved in Singapore's port services ecosystem to strengthen the maritime community;
 - c) Engage and consult with government agencies, regulatory authorities, industry stakeholders and international organisations on policies, regulations and initiatives affecting the harbour craft and port services sectors;
 - d) Promote operational excellence, safety, security, environmental sustainability, decarbonisation, digitalisation, innovation, productivity and the adoption of new technologies within the harbour craft and port services sectors;
 - e) Support the development of industry capabilities through education, training, professional development, knowledge sharing and the exchange of best practices;
 - f) Promote and facilitate networking, business collaboration and partnerships amongst Members and with local and international organisations;
 - g) Undertake research, and share industry information, organise conferences, seminars, workshops and other activities for the benefit of Members and the maritime industry;
 - h) Promote high standards of professionalism, ethics and good corporate governance amongst Members;

- i) Support initiatives that contribute to the long-term growth, resilience and international competitiveness of Singapore's harbour craft industry and the wider port services ecosystem; and
- j) Undertake such lawful activities as are incidental or conducive to the attainment of the above objects.

4. MEMBERSHIP QUALIFICATION AND RIGHTS

The membership of the Association is open to:

- 4.1 Corporate Ordinary Members: Any firm or corporate body carrying on business in Singapore as a harbour craft owner, operator or manager, or whose principal activities are directly related to the ownership, operation or management of harbour craft, shall be eligible to apply for Ordinary Membership in accordance with this Constitution.
- 4.2 Corporate Associate Members: Any firm or corporate body who subscribes to the objects of the Association may apply for and be admitted to Associate Membership of the Association in accordance with the Constitution. An Associate Member shall be entitled to all rights and privileges of the Association except that he shall not be eligible to hold any office or to vote at the General Meeting or to any claim on the funds of the Association.
- 4.3 Individual Associate Members: Any individual who subscribes to the objects of the Association may apply for and be admitted to Associate Membership of the Association in accordance with the Constitution. An Associate Member shall be entitled to all rights and privileges of the Association except that he shall not be eligible to hold any office or to vote at the General Meeting or to any claim on the funds of the Association.
- 4.4 Junior Associate Member: Any individual youth who subscribes to the objects of the Association may apply for and be admitted to Associate Membership of the Association in accordance with the Constitution. An Associate Member shall be entitled to all rights and privileges of the Association except that he shall not be eligible to hold any office or to vote at the General Meeting or to any claim on the funds of the Association.
- 4.5 Honorary Associate Members: Any other organisations whose activities are in the opinion of the Committee directly connected with the Marine Industry, may be invited by the Committee to become and be admitted as Honorary Associate Members. Honorary Associate Members shall be entitled to all rights and privileges of the Association except that they shall not be

eligible to hold any office in the Association or to vote at any General Meeting or to any claim on the funds of the Association

Individuals, in the opinion of the Committee, who have contributed significantly to the development of Singapore's marine industry, may be invited by the Committee to become and be admitted as Honorary Associate Members. Honorary Associate Members shall be entitled to all rights and privileges of the Association except that they shall not be eligible to hold any office in the Association or to vote at any General Meeting or to any claim on the funds of the Association.

- 4.6 Honorary Advisors: Individuals, in the opinion of the Committee, who have contributed significantly to the development of Singapore's marine industry, may be invited by the Committee to become and be admitted as Honorary Advisor. Honorary Advisors shall be entitled to all rights and privileges of the Association except that they shall not be eligible to hold any office in the Association or to vote at any General Meeting or to any claim on the funds of the Association.

5. APPLICATION FOR MEMBERSHIP

- 5.1 Every individual, firm or corporate body wishing to join the Association shall submit an application for membership in the prescribed form to the Honorary Secretary.
- 5.2 All applications for membership shall be subject to the approval of the Committee or such Membership Committee as may be authorised by the Committee. The Committee shall have the discretion to approve or reject any application.
- 5.3 A successful applicant shall become a Member of the Association and shall be bound by this Constitution and any rules or policies of the Association for the time being in force.
- 5.4 Every Corporate Ordinary Member and Corporate Associate Member shall appoint one (1) authorised Representative to represent the Member in accordance with this Constitution.
- 5.5 Resignation and Cessation of Membership:
 - a) A Member may resign by giving one (1) month's written notice to the Association. A Member shall also cease to be a Member upon dissolution, winding-up, bankruptcy (where applicable), expulsion, or such other circumstances provided under this Constitution.
 - b) Any Member who resigns or otherwise ceases to be a Member shall remain liable for all subscriptions, levies and other sums due and payable to the Association as at the date of cessation and shall have no claim or interest in the funds, property or assets of the Association.
- 5.6 Discipline and Expulsion:
 - a) The Committee may caution, suspend or expel any Member who breaches this Constitution, acts contrary to the objects or interests of the Association, or whose conduct is considered detrimental to the Association. Before any decision to expel a Member is made, the Member shall be given reasonable notice of the matter and an opportunity to be heard.
- 5.7 Any decision to expel a Member shall require the approval of not less than two-thirds (2/3) of the Committee Members present and voting at a duly convened Committee meeting.
- 5.8 A former Member wishing to rejoin the Association shall submit a fresh application for membership.

6. ENTRANCE FEES, SUBSCRIPTION AND OTHER DUES

- 6.1 Members shall pay the applicable annual subscription and entrance fees as follows: Corporate Ordinary Members – annual subscription of S\$500 and entrance fee of S\$500; Corporate Associate Members – annual subscription of S\$350 and entrance fee of S\$500; and Individual Associate Members – annual subscription of S\$80 and entrance fee of S\$120. Junior Associate Members, Honorary Associate Members and Honorary Advisors shall not be required to pay any annual subscription or entrance fee. The membership year shall run from 1 August to 31 July, and annual subscriptions shall be payable in advance by 1 July each year. A Member admitted after August shall pay a proportionate annual subscription calculated from the month in which the membership is approved. The applicable subscriptions and entrance fees may be varied, revised or waived by a General Meeting by simple majority of the Members present and voting. Where any subscription or other amount due remains unpaid, the Honorary Treasurer shall notify the Member, and if the arrears remain outstanding for more than three (3) months, the Member shall automatically cease to be a Member, without prejudice to the Association's right to recover any outstanding amounts. A Member who resigns, is expelled or otherwise ceases to be a Member shall not be entitled to any refund of subscriptions, entrance fees or other amounts already paid.
- 6.2 Any additional fund required for special purposes may only be raised from members with the consent of the general meeting of the members.
- 6.3 The income and property of the Association whensoever derived shall be applied towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person claiming through any of them.

7. SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Association is vested in a General Meeting of the members.
- 7.2 An Annual General Meeting shall be held within 3 months from the close of its financial year.

- 7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, and may be called at any time by order of the Committee. The notice in writing shall be given to the Honorary Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.
- 7.4 If the Committee 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 Association's notice board.
- 7.5 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 Association's notice board or by email to all members, four (4) days in advance of the meeting.
- 7.6 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.
- 7.7 The following points will be considered at the Annual General Meeting:
- a) The previous financial year's accounts and annual report of the Committee.
 - b) Where applicable, the election of Committee Members and Honorary Auditors for the following term.
 - c) 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.
 - d) At least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.
 - e) 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.

- f) Only Ordinary Members who have paid their subscription, levies and any other sums due and payable to the Association in respect of its membership and whose rights and privileges and benefits have not been suspended, shall be entitled to be present or to vote on any issue or matter at any General Meeting.
- g) Each Ordinary Member shall be represented at any General Meeting by its Authorised Representative appointed under Article 6.4 and shall be entitled to one (1) vote.

8. MANAGEMENT AND COMMITTEE

8.1 The administration of the Association shall be entrusted to a Committee comprising up to twelve (12) Committee Members elected by the Ordinary Members at the Annual General Meeting. At its first meeting following the election, the Committee shall elect from amongst its members the following Office-Bearers:

- a) A President;
- b) Up to three (3) Vice-Presidents;
- c) An Honorary Secretary; and
- d) An Honorary Treasurer.

The remaining elected Committee Members shall serve as Ordinary Committee Members.

Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, majority of the Committee Members shall be Singapore Citizens. In addition, the President, Secretary, Treasurer and their deputies shall be Singapore Citizens or Singapore Permanent Residents. Foreign Diplomats shall not serve as Committee Members.

8.2 The Committee Members shall be elected by the Ordinary Members at the Annual General Meeting by a simple majority of the Ordinary Members present and voting. Following the election of the Committee, the Committee shall, at its first meeting, elect from amongst its members the President, up to three (3) Vice Presidents, Honorary Secretary and Honorary Treasurer. All Committee Members and Office-Bearers shall hold office for a term of two (2) years and shall be eligible for re-election, except that the Honorary Treasurer shall not hold the same office for consecutive terms.

- 8.3 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.
- 8.4 A Committee Meeting shall be held at least once every month after giving seven (7) days' notice to Committee Members. The President may call a Committee Meeting at any time by giving five (5) days' notice. Majority of the Committee Members must be present for its proceedings to be valid.
- 8.5 Any member of the Committee absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 8.6 The duty of the Committee is to organise and supervise the daily activities of the Association. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.
- 8.7 The Committee has power to authorise the expenditure of a sum not exceeding S\$10,000 per month from the Association's funds for the Association's purposes.
- 8.8 The Committee has the power to approve annual strategic plan, approve annual budget and establish governance policies.
- 8.9 The Committee is able to appoint sub committees which may be permanent or temporary for any special purpose and may nominate members to serve on such sub committees and delegate to such sub committees such of their duties and powers as the Committee may deem fit. The Chairman of such sub committees shall be a member of the Committee.

9. DUTIES OF OFFICE BEARERS

- 9.1 The President shall chair all General and Committee meetings. He shall also represent the Association in its dealings with outside persons.
- 9.2 The Vice-President(s) shall assist the President and deputise for him in his absence.

- 9.3 The Honorary Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and Committee meetings. He shall maintain an up-to-date Register of Members at all times.
- 9.4 The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to \$1,000 per month for petty expenses on behalf of the Association. He/She 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 Committee. Cheques, etc. for withdrawals from the bank will be signed by the Honorary Treasurer and either the President or the Vice-President or the Honorary Secretary.
- 9.5 Ordinary Committee Members shall assist in the general administration of the Association and perform duties assigned by the Committee from time to time.

10. STANDING (SUB) COMMITTEES AND WORKING GROUPS

- 10.1 The Committee may establish, dissolve or reorganise such Standing (sub) Committees, Technical Committees, Working Groups or Task Forces as it considers necessary
- 10.2 The Committee shall determine the composition, terms of reference, powers, responsibilities and duration of each Standing Committee, Technical Committee, Working Group or Task Force.
- 10.3 Unless otherwise determined by the Committee, each Standing Committee shall be chaired by a Committee Member appointed by the Committee.
- 10.4 The Committee may appoint Ordinary Members, Associate Members, Honorary Associate Members, Honorary Advisors, employees of Members, industry experts or such other persons as it considers appropriate to serve on any Standing Committee, Technical Committee, Working Group or Task Force.
- 10.5 Every Standing Committee, Technical Committee, Working Group or Task Force shall operate under the direction of the Committee and shall exercise only such powers and responsibilities as may be delegated by the Committee.
- 10.6 Every Standing Committee, Technical Committee, Working Group or Task Force shall report its activities, recommendations and decisions to the Committee, and no decision of any

committee or working group shall bind the Association unless approved or ratified by the Committee.

- 10.7 The Committee may appoint, remove or replace the Chairman or any member of a Standing Committee, Technical Committee, Working Group or Task Force at any time as it considers appropriate.
- 10.8 The Committee may issue terms of reference, policies, procedures and operating guidelines governing the establishment and operation of Standing Committees, Technical Committees, Working Groups and Task Forces.
- 10.9 Without limiting the generality of the foregoing, the Committee may establish committees in such areas as membership, safety, training, technical matters, sustainability, decarbonisation, government relations, finance, audit, legal and governance, communications, events, young maritime professionals or any other matters relevant to the objects of the Association.

11. THE SECRETARIAT

- 11.1 The Committee shall have the power to appoint a person to act as the Executive Director of the Association who may be designated by any suitable title approved by the Committee at such salary and on such conditions as may from time to time be determined by the Committee, and he shall act under the general directions of the President, or in his absence, the Vice President(s), and shall be responsible only to the Committee, and shall not be obliged to carry out the wishes or instructions of individual Members.
- 11.2 The Committee shall have the power to appoint such other staff to form the Secretariat as may be necessary upon such terms and conditions as to salary and other matters as the Committee may deem fit.
- 11.3 Such Executive Director and staff will be paid employees of the Association and not Officers and the appointment of such paid employees may be terminated by the Committee subject to the terms and conditions of their appointment(s).

12. AUDIT AND FINANCIAL YEAR

12.1 Two (2) voting members, not being members of the Committee, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of two years only and shall not be re-elected for a consecutive term. The accounts of the Association shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Association exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

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 President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Committee.

12.3 The financial year shall be from *(to be assigned by the Registry of Societies)*.

13. TRUSTEES

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

13.2 The trustees of the Association 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.

13.3 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.

13.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Association's premises at least two (2) weeks before the General Meeting at which the proposal is to be discussed.

14. VISITORS AND GUESTS

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

15. PROHIBITIONS

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

15.2 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.

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

15.4 The Association shall not raise funds from the public in a public place for whatever purpose without the grant of a license or a permit as may be required under any written law, including and not limited to a licence under the House to House and Street Collections Act 1947, unless exempted under the said Act. The Association shall submit fundraising appeal records, within sixty (60) days of the conclusion of any fundraising appeal, in accordance with Regulation 6 of the Societies Regulations.

16. CONFIDENTIALITY OF INFORMATION

16.1 All information whether oral or documentary concerning any matters arising out of the operation of the Association shall be deemed to have been communicated in strict confidence and shall be treated accordingly by Members and Officer whether or not any such Member or Officer remains a Member or Officer of the Association. This includes, but is not limited to

commercial information, Committee papers, tenders, disciplinary matters, government consultations.

17. AMENDMENTS TO CONSTITUTION

- 17.1 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.

18. 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 Committee shall have power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a General Meeting of members.

19. 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.

20. DISSOLUTION

- 20.1 The Association shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) of the total voting membership of the Association for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 20.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.
- 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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