

**CONSTITUTION OF THE SINGAPORE ASSOCIATION OF CONVENTION &  
EXHIBITION ORGANISERS & SUPPLIERS (SACEOS)**

*Constitution changes amended and adopted  
at EOGM held on 21<sup>st</sup> February 2023*

## ARTICLE I

### NAME

1. The Association shall be called the SINGAPORE ASSOCIATION OF CONVENTION & EXHIBITION ORGANISERS & SUPPLIERS, also known as "SACEOS" hereinafter referred to as the "Association".

### DEFINITIONS

2. "Organiser" shall mean and include Business Events Organiser and Live Events Organiser as defined herein.
3. "Business Events Organiser" shall mean an individual or corporate entity which engages in :-
  - the organisation of corporate events for others as its core business; or
  - the organisation of corporate events for itself or its related entities on a regular basiswhere "corporate events" includes but is not limited to association and corporate conferences and meetings, trade shows, exhibitions, incentive travel, conventions and other similar formats, held in a digital or hybrid format or otherwise.
4. "Live Events Organiser" shall mean an individual or corporate entity which engages in the organization of festivals, concerts and other leisure events for others or is an event organiser which does not fall within the definition of "Business Events Organiser".
5. "Venue Provider" shall be an individual or corporate entity that provides venues and spaces for the organization, staging and management of an event.
6. "Supplier" shall be an individual or corporate entity that provides specialised supporting products, facilities and/or services for the organisation, staging and management of an event.
7. "Industry" shall mean the Meeting, Incentive, Convention, Exhibition and Events industry in Singapore.
8. "Executive Committee" or "ExCo" shall be that constituted under Article IV of the Constitution.

9. "Member" means Ordinary Member, Associate Member, Individual Member, Affiliate Member, Honorary Member, Honorary President Member and Student Member.
10. "Proxy" means a natural person appointed in the prescribed form by an Ordinary Member to attend and vote as its proxy at any Annual General Meeting or Extra-Ordinary General Meeting. The proxy must be a full time employee or a Member assigned by the Ordinary Member to be eligible to vote in the Annual General Meeting or Extra-Ordinary General Meeting.

#### PLACE OF BUSINESS

11. The Association's place of business shall be at 1 Raffles Boulevard, Level 3 Venue Management Office, Suntec City, Singapore 039593 or any other addresses as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior approval from the relevant authorities, where necessary

### **ARTICLE II**

#### OBJECTIVES

1. The objectives of the Association shall be:
  - 1.1 To promote the development of the Industry and support its orderly growth;
  - 1.2 To encourage and maintain the highest ethical standards of business conduct and professionalism within the Industry;
  - 1.3 To promote co-operation within the Industry in all matters of common interest and to provide for and facilitate the interchange of views and information;
  - 1.4 To represent the Industry in all matters internationally and locally, whether in relation to any government or governmental agency, other association or body, or the media and the public;
  - 1.5 To uphold the interests of the Industry as a whole, regardless of each Member's business sector;
  - 1.6 To do all other things as may be deemed by the Association to be incidental or conducive to the attainment of the above objectives.

#### AFFILIATIONS

2. The Association may affiliate with, or become a member of, or enter into an agreement for reciprocal exchange of benefits including associate membership with, any association or body, whether locally or internationally, where the Association considers this to be in the interests of its Members.

### **ARTICLE III**

#### **MEMBERSHIP**

1. There shall be seven (7) categories of members, namely, "Ordinary Member", "Associate Member", "Affiliate Member", "Individual Member", "Honorary Member", "Honorary President Member" and "Student Member".
2. The Executive Committee shall have the power to restrict the number of members in any category.
3. Every application for membership, save for applications for Honorary Member and Honorary President Member shall be made in the prescribed forms duly completed and submitted together with the entrance fee to the Secretariat.
4. Save for re-applications pursuant to Clause 33, every application for membership shall be subject to the approval by the Secretariat. Notwithstanding the foregoing, any two (2) of these ExCo office bearers (Vice-President, Honorary Secretary and Honorary Treasurer) shall have the discretion to approve or reject any membership applications that do not meet the respective criteria, should any such applications be referred to them by the Secretariat.

#### **ORDINARY MEMBERSHIP**

5. Ordinary Membership shall comprise of Ordinary Membership (Corporate) and Ordinary Membership (Individual), and shall be open to Business Events Organisers, Venue Providers and Suppliers.
6. To qualify to apply for Ordinary Membership (Corporate), an applicant must fulfil the following requirements:
  - 6.1 Is a Singapore registered corporate entity;
  - 6.2 Has never had its membership terminated under Clause 31 herein, subject to re-application under Clause 33;

- 6.3 Has been operating in the Industry for at least three (3) consecutive years; and
  - 6.4 Demonstrates good financial standing with a minimum paid-up capital of S\$10,000.00 and submission of the audited accounts for the preceding year, or a declaration stating its annual turnover.
7. To qualify to apply for Ordinary Membership (Individual), an applicant must fulfil the following requirements:
    - 7.1 Is a Singapore citizen or permanent resident not employed by any Member (Corporate) at the time of application;
    - 7.2 Has never had his or her membership terminated under Clause 31 herein, subject to re-application under Clause 33;
    - 7.3 Has been working in the Industry for at least three (3) consecutive years; and
    - 7.4 Is not a declared bankrupt.
  8. All Ordinary Members (Corporate) shall have the right through their duly appointed representative to attend, speak and vote at all General Meetings. Their representatives shall have the right to stand for election. All Ordinary Members (Individual) shall have the right to attend, speak and be entitled to one-quarter (0.25) vote at all General Meetings. Ordinary Members (Individual) shall also have the right to stand for election.
  9. All Ordinary Members shall be entitled to enjoy all privileges and benefits conferred by the Association or by any other organisation the Association may be affiliated to or associated with, subject to variation from time to time.

#### AFFILIATE MEMBERSHIP

10. Affiliate Membership shall comprise of Affiliate Membership (Corporate) and Affiliate Membership (Association), and shall be open to Business Events Organisers who do not qualify for Ordinary Membership provided that they meet the following requirements:
  - 10.1 Is a Singapore or foreign registered corporate entity or association;
  - 10.2 Has never had its membership terminated under Clause 31 herein, subject to re-application under Clause 33;
  - 10.3 Has been operating in the Industry in Singapore or elsewhere for at least two (2) consecutive years; and
  - 10.4 Demonstrates good financial standing with a minimum paid-up capital of S\$10,000.00 and submission of the audited accounts for the preceding year, or a declaration stating the annual turnover.

11. Affiliate Members shall, except where specifically excluded from time to time by Executive Committee, be entitled to enjoy all privileges and benefits made available by or through the Association to Ordinary Members, subject to variation from time to time.
12. Affiliate Members (Corporate) and Affiliate Members (Association), through their duly appointed representative, shall be eligible to attend and speak at all General Meetings, but shall not enjoy the right to vote or the right for their representative or themselves to stand for election.

### **INDIVIDUAL MEMBERSHIP**

13. Individual Membership shall be open to all Business Events Organisers and Live Events Organisers and or entities from adjacent industries who do not qualify for Ordinary Membership provided that they meet the following requirements :-
  - 13.1 Is a Singapore or foreign national not employed by any Ordinary Member (Corporate),
  - 13.2 Has never had its membership terminated under Clause 31 herein, subject to re-application under Clause 33;
  - 13.3 Has been operating in the Industry or are engaged in activities that support or are adjacent to the Industry in Singapore or elsewhere for at least two (2) consecutive years;
  - 13.4 In the case of an individual, not a declared bankrupt.
- 13A. Individual Members shall, except where specifically excluded from time to time by Executive Committee, be entitled to enjoy all privileges and benefits made available by or through the Association to Ordinary Members, subject to variation from time to time.
- 13B. All Individual Members shall be eligible to attend and speak at all General Meetings but shall not enjoy the right to vote or the right for their representative to stand for election.

### **ASSOCIATE MEMBERSHIP**

14. Associate Membership shall comprise Associate Membership (Corporate) and Associate Membership (Association) and shall be open to all Live Events Organisers or entities from adjacent industries, always providing that they meet the following requirements :-

- 14.1 Singapore or foreign registered corporate entity, Singapore registered society, or foreign registered association;
  - 14.2 Has never had its membership terminated under Clause 31 herein, subject to re-application under Clause 33;
  - 14.3 Operating in the Industry or are engaged in activities that support or are adjacent to the Industry in Singapore or elsewhere for at least two (2) consecutive years; and
  - 14.4 In the case of a corporate entity, demonstration of good financial standing with a minimum paid-up capital of S\$10,000.00 and submission of the audited accounts for the preceding year, or a declaration stating the annual turnover.
15. Associate Members shall, except where specifically excluded from time to time by Executive Committee, be entitled to enjoy all privileges and benefits made available by or through the Association to Ordinary Members, subject to variation from time to time.
  16. All Associate Members shall be eligible, through their duly appointed representative, to attend and speak at all General Meetings, but shall not enjoy the right to vote or the right for their representative to stand for election.

#### HONORARY MEMBERSHIP

17. The Executive Committee may, where it deems it fit, confer upon a person or corporate entity who has contributed outstandingly to the development and growth of the Industry "Honorary Membership" of the Association.
18. Honorary Members (Corporate), through their duly appointed representative, and Honorary Members (Individual) shall be eligible to attend and speak at all General Meetings, but shall not enjoy the right to vote or the right for their representative or themselves to stand for election.
19. An Honorary Member shall, except where specifically excluded, enjoy the same privileges and benefits as an Associate Member, subject to variation from time to time.

#### HONORARY PRESIDENT MEMBERSHIP

20. Honorary President Membership is open to past Presidents of the Association only and shall be conferred the title "Honorary President", a recognition for his/her outstanding contribution to development and growth of the Association.

21. Honorary President Members shall be eligible to attend and speak at all General Meetings, but shall not enjoy the right to vote or the right to stand for election.
22. An Honorary President shall, except where specifically excluded, enjoy the same privileges and benefits as an Associate Member, subject to variation from time to time.

#### STUDENT MEMBERSHIP

23. Student Membership shall be open to all individuals studying in a learning institution, always providing that they meet the following requirements:
  - 23.1 a student registered in a learning institution and or an organization providing training courses relating to the Industry.
24. Student Members shall, except where specifically excluded, be entitled to enjoy all the privileges and benefits made available to Associate Members by or through the Association.
25. All Student Members shall be eligible to attend all General Meetings, but shall not enjoy the right to vote or the right to speak or the right to stand for election.

#### RENEWAL OF MEMBERSHIP

26. It shall be mandatory, subject to the Executive Committee's discretion, for financial declarations to be made at the time of renewal of memberships.

#### CESSATION OF MEMBERSHIP

27. If any Member is declared bankrupt, dissolved, struck off, wound up, enters into judicial management or makes a composition or arrangement with its creditors, as applicable, the Member shall thereupon cease to be a Member of the Association, but the Executive Committee shall have the power in its discretion to reinstate the Member.



## RESIGNATION AND TERMINATION OF MEMBERSHIP

28. An Ordinary, Associate, Affiliate, Individual and Student Member may resign from membership by giving notice in writing to that effect to the Honorary Secretary but shall remain liable for all dues up to the date of such resignation.
29. An Honorary Member or Honorary President Member may resign by giving notice in writing to that effect at any time.
30. Resignations of membership shall be deemed to take effect upon receipt by the Honorary Secretary.
31. The Executive Committee shall have the power to terminate the membership of any category of Member who has, in the opinion of the committee, acted in any way prejudicial to the interest of the Association or its Members thereof or has violated any provision of the Articles or the Regulation of the Association.
  - 31.1 Before any such membership is terminated, the Honorary Secretary or any person authorized by the Executive Committee shall give the Member a minimum of twenty-one (21) days' written notice to attend a meeting with the Executive Committee and inform the Member of complaint(s) and request the Member to show cause as to why termination of membership should not be proceeded with.
  - 31.2 If two-thirds of the members of the Executive Committee vote in favour of such termination after hearing such member, such Member shall thereupon cease to be a Member of the Association and the Executive Committee shall inform the Member of its decision.
  - 31.3 If such Member refuses to attend the meeting in answer to the notice calling upon the Member to do so and show cause, the Executive Committee may nevertheless proceed in the Member's absence to terminate the membership.
32. The decision of the Executive Committee to terminate the membership of a Member shall be final and not be called into question.
33. Where the membership of a Member has been terminated :-
  - 33.1 that Member may re-apply for membership after two (2) years, provided the circumstances leading to termination no longer exist; and

33.2 the approval of such re-application is subject to a simple majority vote of the Executive Committee.

## ARTICLE IV

### THE EXECUTIVE COMMITTEE

1. The Executive Committee, which shall be elected in accordance with Article VII, shall consist of the following Executive Committee Members (hereafter referred to as “ExCo Members”) :-
  - 1.1 President;
  - 1.2 President Elect where applicable;
  - 1.3 Five (5) Vice-Presidents, namely VP1, VP2, VP3, VP4 and VP5;
  - 1.4 Honorary Secretary;
  - 1.5 Honorary Treasurer;
  - 1.6 Five (5) Committee Members; and
  - 1.7 Immediate Past President in an ex-officio capacity, without the right to vote at Executive Committee meetings.
  
2. The President shall, at his or her discretion but always in consultation with the Executive Committee, appoint responsibility for any designated roles to be determined at the commencement of each term, which may include any of the following or any other relevant development thrusts at the applicable time :-
  - 2.1 Honorary Secretary;
  - 2.2 Honorary Treasurer;
  - 2.3 VP for Advocacy and Communications;
  - 2.4 VP for Community;
  - 2.5 VP for Digital and Innovation;
  - 2.6 VP for Industry and Enterprise; and
  - 2.7 VP for Professional Development.
  
3. Where deemed necessary by an incoming Executive Committee, it shall be entitled to co-opt up to five (5) representatives from the Ordinary Membership as non-voting ExCo Members up to the next Annual General Meeting or such other period determined by the

said incoming Executive Committee.

4. No representative from an Ordinary Member shall be eligible for election to the Executive Committee unless :-

- 4.1 the member has been an Ordinary Member for at least two (2) years preceding the date of the election; or

- 4.2 the member has been an Ordinary Member for less than two (2) years but has been in the Industry for no less than five (5) years preceding the date of the election;

or as otherwise provided for herein. Notwithstanding the foregoing, the President, in consultation with the Executive Committee, may waive any of the above requirements, should any Ordinary Member representative be found to possess qualities befitting a candidate suitable for election.

5. In the event that the position of an ExCo Member (except that of the President and President Elect) is vacated by the ExCo Member ceasing to be employed by the relevant Ordinary Member or by way of resignation from the Executive Committee, the Ordinary Member which the ExCo Member represents at the time of his or her election shall within fourteen (14) days nominate another representative within its own organization to join the Executive Committee provided that :-

- 5.1 Such representative shall be a company director, shareholder, partner or employee, where the employee shall hold a senior management position in the organization and shall, subject to the approval of the Executive Committee by majority vote, hold such office as determined by the Executive Committee up to the date of the next Annual General Meeting;

- 5.2 In the event that no suitable replacement is found within the aforesaid time period, the Executive Committee may designate any of the voting ExCo Members (except the President, Immediate Past President or President Elect) to hold the vacated position up to the date of the next Annual General Meeting.

6. The President shall in any event be entitled to re-assign the roles and responsibilities of the voting ExCo Members (except the President, Immediate Past President and President Elect) from time to time as he or she may deem necessary, but always in consultation with the Executive Committee.

7. In the event that the position of President Elect is vacated, by the President Elect ceasing to be employed by the relevant Ordinary Member or by way of resignation from the Executive Committee, the process of nominating a President Elect as described at Article VII shall commence, and the elected person shall, subject to the approval of the Executive Committee by majority vote, hold such office as determined by the Executive Committee up to the date of the next Annual General Meeting.
8. In the event that the position of the President falls vacant, by the President ceasing to be employed by the relevant Ordinary Member or by way of resignation from the Executive Committee, the President Elect shall serve the remaining term, or in the event that the position of President Elect is vacant, any one (1) of the Vice-Presidents as appointed by the Executive Committee by majority vote, shall serve the remaining term as Acting President up to the next Annual General Meeting.
9. In the event that the President Elect or the appointed Vice-President, as the case may be, declines to take this position, or if the position of Acting President falls vacant, by the Acting President ceasing to be employed by the relevant Ordinary Member or by way of resignation from the Executive Committee, the Executive Committee shall within fourteen (14) days appoint an ExCo Member to fill the position of Acting President up to the next Annual General Meeting. If no ExCo Member is willing to fill the position of Acting President, applications for an Acting President shall be made open to all Ordinary Members. All applications will be reviewed by the Executive Committee and an Extra-Ordinary General Meeting shall be called to elect a new President from the candidates found to be suitable by the Executive Committee. The elected Acting President shall hold office until the next Annual General Meeting.
10. Any changes in the Executive Committee shall be notified to the Registrar of Societies within two weeks of the change.

#### FUNCTIONS AND POWERS OF EXECUTIVE COMMITTEE

11. The management of the Association and the conduct of its business shall be vested in the Executive Committee. The Executive Committee shall act in the best interest of the Association and shall ensure good corporate governance at all times. The Executive Committee shall however not act contrary to any decisions made pursuant to majority vote at an Annual General Meeting and/or Extra-Ordinary General Meeting of the Association.
12. Subject to the authority of the Executive Committee and in the absence of the appointment

of an Executive Director under Article IX hereof, the day-to-day affairs of the Association shall be conducted by the Honorary Secretary.

13. The Executive Committee may in its discretion appoint a professional secretary or a firm of professional secretaries for such periods at such remuneration and on such conditions as may from time to time be determined to carry out the administration of the Association under the general direction of the Executive Director or the Honorary Secretary as the case may be.
14. The Executive Committee shall have the power to buy or sell, borrow or lend, lease, rent, hire, mortgage, develop or otherwise acquire, deal with or dispose of such movable or immovable property and to employ staff as may be required for the purpose of carrying out the functions of the Association.
15. The Executive Committee shall have the power to appoint such sub-committee(s) as it deems fit and to co-opt persons from the industry to serve on them.

#### MEETING OF EXECUTIVE COMMITTEE

16. The Executive Committee shall meet not less than six (6) times in the period commencing from the first Executive Committee meeting of each term to the next Annual General Meeting. The President, or in his/her absence the President Elect or Honorary Secretary may call for an Executive Committee meeting at any time, stating the purpose of the meeting.
17. Minutes shall be kept by the Honorary Secretary of every Executive Committee meeting. These shall be kept in a proper manner, distributed to, and duly approved by the Executive Committee.
18. The quorum for a meeting of the Executive Committee shall be six (6). In the event of there being no quorum at the commencement of the ExCo meeting, the meeting shall be adjourned for thirty minutes. If after thirty minutes from the time appointed for the ExCo meeting a quorum is not present, the ExCo Members present shall be considered a quorum and they shall proceed with the meeting.
19. The vote of the simple majority of the constituted ExCo Members present at each ExCo meeting shall be a valid corporate act.

20. Meetings may be held by means of (a) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (b) any other suitable electronic communications system, including video-conferencing technology or the Internet, provided that such electronic communications system must either contain or be accompanied by information from which it can be determined that each ExCo Member participating in the meeting has authorized their respective transmissions. Participation in the meeting shall constitute presence in person at the meeting, except when a ExCo Member participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

## **ARTICLE V**

### **DUTIES OF EXCO MEMBERS**

1. The President shall:-
  - 1.1 be responsible for leading the Executive Committee and the Association towards fulfilling the Objectives of the Association in accordance with the provisions of these Articles. With this in view, he/she shall upon election present a programme of development and activities for implementation. At the conclusion of his/her term of office, he shall report to the General Meeting on the performance of the Association during his/her tenure;
  - 1.2 preside at and be responsible for the conduct of business at all Executive Committee meetings, General Meetings and public activities of the Association;
  - 1.3 represent the Association in all matters;
  - 1.4 exercise the casting vote at all meetings of the Association;
  - 1.5 sign cheques and/or approve electronic payments in conjunction with the Honorary Secretary, Honorary Treasurer and/or Executive Director in accordance with bank signatory mandates in effect at the relevant time; and
  - 1.6 not hold office for more than two consecutive 3-year terms.
  
2. The President Elect shall:-
  - 2.1 in the absence of the President, when nominated, act for him/her;
  - 2.2 succeed the President for the remainder of the unexpired term in the event that the office is vacated; and
  - 2.3 succeed the President at the next Annual General Meeting.

3. The Honorary Secretary:-

- 3.1 shall be responsible for convening all Executive Committee and General Meetings;
- 3.2 shall keep Minutes of all Executive Committee and General Meetings;
- 3.3 shall keep and have charge of all non-financial records and correspondence;
- 3.4 shall submit for consideration at Executive Committee meetings any matter received from Members;
- 3.5 shall submit on behalf of the Executive Committee an Annual Report at the Annual General Meeting. In the event of the whole Executive Committee going out of office the Honorary Secretary of the outgoing Committee shall within four (4) weeks of doing so submit on its behalf a report covering its period of office to the Honorary Secretary of the incoming Executive Committee;
- 3.6 shall maintain and keep up-to-date the Roll of Members;
- 3.7 where necessary, may engage a qualified person or firm providing professional services to assist him / her with carrying out the above duties, subject to the approval of the President and Honorary Treasurer;
- 3.8 sign cheques and/or approve electronic payments in conjunction with the President, Honorary Treasurer and/or Executive Director in accordance with bank signatory mandates in effect at the relevant time; and
- 3.9 where necessary, may seek the assistance of the Secretariat in carrying out the above duties.

4. The Honorary Treasurer:-

- 4.1 shall be responsible for keeping and maintaining all accounts of the Association;
- 4.2 shall receive, on behalf of the Association, all monies due and pay these into the Association's bank accounts within seven working days, but always prioritizing cashless options for receipts and payments;
- 4.3 sign cheques and/or approve electronic payments in conjunction with the President, Honorary Secretary and/or Executive Director in accordance with bank signatory mandates in effect at the relevant time; and
- 4.4 shall prepare and submit a monthly statement of accounts, and regularly submit a financial status report to the Executive Committee;
- 4.5 shall submit, on behalf of the Executive Committee, a Financial Report for the year at the Annual General Meeting. In the event of the whole Executive Committee going out of office, the Honorary Treasurer of the outgoing Executive Committee shall close its accounts and within four (4) weeks submit on its behalf a financial report covering its period of office to the Honorary Treasurer of the incoming

Executive Committee;

- 4.6 shall maintain a record of all Members in arrears of subscriptions or other monies due to the Association;
  - 4.7 where necessary, may engage a qualified person or firm providing professional services to assist him / her with carrying out the above duties, subject to the approval of the President and Honorary Secretary; and
  - 4.8 where necessary, may seek the assistance of the Secretariat in carrying out the above duties.
5. The Vice-Presidents shall assist the President in the performance of all his/her functions pertaining to the specific role as appointed by the President.
  6. The role of the Immediate Past President shall be to avail of his or her advice and counsel to the President and the ExCo Members. The Immediate Past President shall be an active non-voting member of the Executive Committee for a period of two (2) years from the time he or she ceases to hold office as President. Upon the expiry of the aforesaid two (2) year period, the Immediate Past President's attendance at ExCo meetings shall be at his or her discretion.
  7. ExCo Members shall perform such duties and exercise such powers as may be assigned to them by the President.
  8. The Honorary Treasurer, Honorary Secretary and Vice-Presidents shall not hold office for more than two consecutive 2-year terms.
  9. Any ExCo Member who is absent for three (3) meetings per year without duly accepted reasons shall be deemed to have resigned and his or her post fallen vacant.

#### AUDITORS

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

### ARTICLE VI

#### FEES AND DUES

1. There shall be a membership fee, a sum to be determined by the General Meeting of



Members on the recommendation of the Executive Committee, collected from each Ordinary Member, each Associate Member, each Affiliate Member, each Individual Member and each Student Member which shall be paid upon submission for membership. Thereafter, the membership fee, to be determined by the Executive Committee, shall be paid annually by each Ordinary Member, each Associate Member, each Affiliate Member, each Individual Member and each Student Member ("**Annual Subscription**"). Every Member shall promptly pay its Annual Subscription and any other monies due and payable to the Association on due dates.

2. An entity or person conferred Honorary Membership or Honorary President Membership shall not be required to pay any fees.
3. Annual Subscription shall be payable in advance on the first of January of each year.
4. Members, who after two (2) reminders in writing, fail to pay their Annual Subscription by 31 March of the year may, at the discretion of the Executive Committee, be considered or deemed to have resigned from membership. Upon receipt of notification of such deemed resignation, a Member may re-join the Association by making an application for restoration and, shall upon approval by the Executive Committee, pay the full Annual Subscription.
5. Individual Members or representatives of Members who are in arrears of their Annual Subscription shall not be entitled to attend or speak at General Meetings and shall be disqualified from standing for election for office in the Association.
6. Where a Member resigns from the Association, no refund of subscription shall be made.

#### FEE LEVYING AUTHORITY OF EXECUTIVE COMMITTEE

7. The Executive Committee shall be empowered to authorise the expenditure of funds present in the consolidated accounts for the purpose of appointing permanent staff to the Secretariat.
8. The Executive Committee shall be empowered to change the rate of the Annual Subscription for membership of the Association and have the new rate approved in an Extra-Ordinary General Meeting or an Annual General Meeting, with the proviso that any changes passed shall not involve refunds of the Annual Subscriptions already levied. All such changes in Annual Subscription shall be notified in writing to the Membership by the Honorary Secretary three (3) months before they come into effect.

## FINANCIAL YEAR

9. The Financial Year of the Association shall end on the 31 December to which day the accounts of the Association shall be balanced and audited.

## ARTICLE VII

### NOMINATIONS AND ELECTIONS

1. At least forty-five (45) days before the Annual General Meeting or Extra-Ordinary General Meeting (as the case may be), the Secretariat shall receive nominations for the positions of ExCo Members up for election. The Secretariat shall review all nominations in accordance with the criteria stated at Clauses 2 and 3 below and prepare a slate of suitable candidates for each position for presentation to the Members no later than fifteen (15) days before the Annual General Meeting or Extra-Ordinary General Meeting as the case may be. The decision of the Secretariat shall be made in consultation with the Executive Committee. Thereafter, the decision of the Executive Committee shall be final.
2. A person nominated as President or President Elect must fulfill the following criteria :-
  - 2.1. Must be employed by an organization that has been an Ordinary Member for at least two (2) years preceding the nomination;
  - 2.2. Must have held a significant management position (such as a team leader, head of department or similar position) for a minimum period of three (3) years;
  - 2.3. Must have personally served on the Executive Committee for a minimum of one (1) term; and
  - 2.4. Must have worked in or dealt with a national body or bodies and/or global or regional association specific to the industry.
3. Save for the positions of President and President Elect, every person nominated as ExCo Member must fulfill the following criteria :-
  - 3.1. Must be employed by an organization that has been an Ordinary Member for at least two (2) years preceding the nomination; and
  - 3.2. Must hold a significant management position (such as head of department or similar position) for a minimum period of two (2) years.

Notwithstanding the foregoing, the President, in consultation with the Executive

Committee, may waive any of the above requirements, should any Ordinary Member representative be found to possess qualities befitting a candidate suitable for election.

4. The position of President Elect shall be open for nomination in accordance with the procedures stated at Clause 1 above when the President :-
  - 4.1. completes the second year of his/her first term, and if the Executive Committee by a majority vote decides that he/she should not serve a second term; or
  - 4.2. completes the second year of his/her first term and declines to serve a second term; or
  - 4.3. completes the second year of his/her second term.
5. The positions open for nomination and election each year will be decided by the Executive Committee, based on the number of ExCo Members completing their term of office and any vacated positions as the case may be. As a result, not all ExCo Members shall be elected in the same year.
6. In the event that no nominees run for any position open for nomination and election, the Executive Committee shall be entitled to appoint a candidate who shall fulfil the necessary criteria and be reviewed by the Nominations Committee as provided herein.
7. In the event that any position is contested by more than one (1) nominee, the election of that position shall be by secret ballot or via electronic voting system.
8. Each Ordinary Member (Corporate) shall be limited to one (1) vote and each Ordinary Member (Individual) shall be limited to one-quarter (0.25) vote for each post contested in an election.

## **ARTICLE VIII**

### **MEETINGS AND NOTICES**

1. A General Meeting of the Association is one at which every Member, whether an Ordinary, Associate, Affiliate, Honorary, Honorary President and Student Member is entitled to and shall be invited to attend.
2. The categories of General Meeting are Annual General Meeting, Extra-Ordinary Meeting and Special General Meeting as provided for under these articles.

3. A General Meeting of the Association may be convened, held or conducted, whether wholly or partly, by electronic means including but not limited to (a) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (b) any other suitable electronic communications system, including video-conferencing technology or the Internet, provided that such electronic communications system must either contain or be accompanied by information from which it can be determined that each Member participating in the meeting has authorized their respective transmissions. Participation in the meeting shall constitute presence in person at the meeting.
4. Any notices to be issued under this Article may be issued by electronic means, provided that all of the following are satisfied :
  - 4.1 the notice is sent by electronic mail to all Members in accordance with the electronic mail addresses in the Association's records; and
  - 4.2 the notice is published on the website of the Association.

#### ANNUAL GENERAL MEETING

5. The Association shall hold an Annual General Meeting not later than 30 April at such time and place as the Executive Committee shall direct.
6. The business of the Annual General Meeting shall be:-
  - 6.1 To adopt the minutes of the previous Annual General Meeting;
  - 6.2 To receive the Annual Report of the Executive Committee and the Audited Statement of Accounts made up to the end of the preceding Financial Year;
  - 6.3 To decide questions of general policy;
  - 6.4 To hold elections;
  - 6.5 To transact any other matters of which due notice has been given.
7. The Honorary Secretary shall issue notice to all Members of the place, date and time of the Annual General Meeting, no less than twenty-one (21) days before the said meeting.
8. Notice of Resolutions and of any matters to be raised from Ordinary Members for discussion at the Annual General Meeting must reach the Honorary Secretary not later than fourteen (14) days before the date of the said meeting.
9. The Honorary Secretary must circulate to all Members the full agenda for the Annual General Meeting, including the full texts of all Resolutions for adoption submitted by the

Executive Committee and Ordinary Members, not less than seven (7) days prior to the date of the said meeting.

10. The quorum for the Annual General Meeting shall be one-quarter of the total voting shares of Ordinary Members eligible to vote as read with Article III Clause 8.
11. In the event of there being no quorum at the commencement of the Annual General Meeting, the Meeting shall be adjourned for one hour. If after one hour from the time appointed for the Annual General Meeting a quorum is not present, the Members present shall be considered a quorum and they shall proceed with the Meeting but they shall have no power to amend, alter or modify any of the existing Constitution.

#### EXTRA-ORDINARY GENERAL MEETING

12. An Extra-Ordinary General Meeting of the Association may be convened by the Executive Committee or President giving the reason thereof. The Honorary Secretary shall give not less than seven (7) days' notice of such a Meeting.
13. An Extra-Ordinary General Meeting may also be convened by the Ordinary Members upon a requisition being submitted to the Honorary Secretary signed by not less than one quarter of the total Ordinary Membership eligible to vote specifying the purpose of such a meeting. The Honorary Secretary shall convene the meeting within seven (7) days of the date of receipt of the requisition.
14. The Honorary Secretary shall send to all Members a notice containing the full Agenda for every Extra-Ordinary General Meeting not less than three (3) days prior to the date of the said meeting. A requisition for an Extra-Ordinary General Meeting may not be withdrawn after the Honorary Secretary has issued notice of the meeting.

#### SPECIAL GENERAL MEETING

15. A Special General Meeting may be called by President and President-Elect. The Honorary Secretary shall convene such Special Meetings giving not less than two (2) days' notice specifying the purpose of the said meeting.
16. No amendments or alteration of the Constitution may be made at a Special General Meeting.

17. Each Ordinary Member represented at the Special General Meeting of the Association shall be entitled to the right to vote at the meeting, unless disqualified from doing so under the provisions of the Constitution.

## **ARTICLE IX**

### **APPOINTMENT OF EXECUTIVE DIRECTOR**

1. The Executive Committee may in its discretion appoint an Executive Director or a person of such capacity by any other designation upon such terms and conditions as may be determined, to manage the secretariat and operations of the Association.
2. The Executive Director shall be responsible to the Executive Committee for the following:-
  - 2.1 To implement the policies and programmes of activities decided on by the Executive Committee;
  - 2.2 To be responsible for the sound management of the finances and assets of the Association;
  - 2.3 To be responsible for the management of the staff of the Association;
  - 2.4 To be responsible for developing the Association's infrastructure and resources so that it is able to fulfil its Objectives and the expectations of its Members on a permanent and long term basis;
  - 2.5 To promote the standing and effectiveness of the Association in the industry.
3. The Executive Director's specific duties shall include:-
  - 3.1 To ensure that all Executive Committee and General Meetings are properly convened and conducted and to attend them;
  - 3.2 To draw up the Strategic Plan, Action Programmes and Budget of the Association for the approval of the Executive Committee;
  - 3.3 To monitor and present reports of the activities and state of affairs of the Association to the Executive Committee from time to time;
  - 3.4 To prepare the Annual Report of the Association for the adoption of the Executive Committee and presentations to the Annual General Meeting;
  - 3.5 To ensure that the Annual Statement of Accounts of the Association and the Auditors' Reports are ready and submitted to the Annual General Meeting, and subsequently to the Registry of Societies;

- 3.6 To maintain proper records and statistics of the Association, in particular records of Membership; and
- 3.7 To ensure that the Association complies with all its obligations under the law.

#### APPOINTMENT OF CHIEF EXECUTIVE OFFICER

4. The Executive Committee may in its discretion appoint a Chief Executive Officer or a person of such capacity by any other designation upon such terms and conditions as may be determined, to plan strategic business objectives, grow and maintain the financial sustainability of the Association, provide leadership for the Secretariat and the Association and to build and manage a highly skilled Secretariat team.
5. The Chief Executive Officer shall be responsible to the Executive Committee for the following:-
  - 5.1 Develop strategic business plans in the short, medium and long term, evaluate the profitability of the plans, and discuss it with the Executive Committee;
  - 5.2 Decide and implement initiatives in consultation with Executive Committee;
  - 5.3 Analyse, evaluate, and work with the Executive Committee and relevant sub-committees to develop budgets for projects to be approved, and to ensure that approved budgets are achieved.
6. The Chief Executive Officer's specific duties shall include: -
  - 6.1 Working closely with government bodies to align objectives, strategies and apply for funding support where required. Where funding is obtained from relevant government bodies, ensuring progress milestones are properly monitored and achieved and that all relevant reports are timely submitted for funding disbursements to be made;
  - 6.2 Ensuring that the Secretariat's office is run in an efficient and cost effective manner;
  - 6.3 Scrutinising expenses and ensuring that revenues are directed in cost- effective and high rate of return on investments;
  - 6.4 Representing the quality and brand image of SACEOS by maintaining a high profile image in public events such as industry meetings, national and international conferences;
  - 6.5 Driving key initiatives in the following areas:-
    - 6.5.1 Talent Development Framework, namely to continue with engagement with schools and students through Singapore MICE Challenge, a business plan competition for talent search and innovative business

- concepts;
- 6.5.2 Business network, namely to partner international entities to further the interest of SACEOS Members;
  - 6.5.3 Voice of the industry, namely to engage closely with educational institutions, government bodies such as STB, WDA to implement programmes relevant to the industry and to provide feedback.
  - 6.6 Oversee day-to-day running of the Secretariat's office which includes ensuring that all finance/accounting and administrative matters are properly managed and ensure that all relevant regulations required of an Association;
  - 6.7 Provide the leadership to manage and drive the team of staff and interns engaged by the Secretariat to attain set objectives.

## **ARTICLE X**

### **PROHIBITIONS**

1. The funds of the Association shall not be used to pay the fines or legal fees of Members who have been convicted in a court of law.
2. The Association shall not engage in any trade union activity notwithstanding anything in any written law relating to trade unions for the time being in force in Singapore.
3. Gambling of any kind such as playing of paikow or mahjong shall be forbidden on any premises of the Association. The introduction of materials for gambling or drug taking and of bad character into the premises shall also be prohibited.
4. The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
5. The Association shall not 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, where necessary.

## **ARTICLE XI**

### **INSPECTION OF BOOKS**

1. Any Ordinary Member on application to the Honorary Secretary may inspect the books or accounts of the Association at all reasonable times at its registered premises.



## **ARTICLE XII**

### **DISSOLUTION**

1. The Association shall not be dissolved unless with the consent of not less than two thirds of the Ordinary Members with voting rights expressed either in person by an authorised representative or by proxy at a General Meeting convened for the purpose.
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 Ordinary Members may determine or donated to an approved charity or charities in Singapore.
3. Notice of dissolution shall be given by the Honorary Secretary to the Registrar of Societies within seven (7) days of the dissolution.

## **ARTICLE XIII**

### **ALTERATION OF ARTICLES**

1. These Articles may be amended at an Annual or Extra-Ordinary General Meeting subject to the provisions of Clause 12 of Article VIII provided that no such resolution shall be deemed to have been passed unless it shall be carried by a majority of at least two thirds of the Ordinary Members voting thereon, provided that the proposed amendment or amendments have been circulated to all Members not less than seven (7) days before the meeting.
2. No alterations or addition to these Articles shall come into force without the prior sanctions of the Registrar of Societies.

## **ARTICLE XIV**

### **INTERPRETATION**

1. The Articles of this Constitution shall be subject to the prevailing laws in force in Singapore at the relevant time.

2. If any question of interpretation arises with regard to any Articles of this Constitution or any matter not covered by these Articles, the decision of the Executive Committee on the matter shall be final and binding on all Members unless it is reversed at a General Meeting of Members.

## **ARTICLE XV**

### **GOVERNING LAW**

1. This Constitution shall be governed by, construed and interpreted in accordance with the laws of the Republic of Singapore.

**-END-**