

CONSTITUTION OF ONE KAMPONG GELAM

NAME

1.1 This Association shall be known as the "One Kampong Gelam", hereinafter referred to as the "Association".

DEFINITION

2.1 For the purpose of this Constitution, "Stakeholders" refers to retailers, food and beverage operators, hawkers, stallholders, office operators, hoteliers, entertainment establishment operators, developers, building owners, clan associations, religious institutions, sports associations, business and non-business councils, associations, institutions and bodies etc who own a property, or have a place of business, office or other premises in Kampong Gelam and "Members" refer to Ordinary and Associate Members unless otherwise provided for.

PLACE OF BUSINESS

3.1 Its place of business shall be at "69 Aliwal Street, Singapore 199943", or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

4.1 The Association will explore ways to enhance Kampong Gelam's business environment and promote the welfare of businesses. Its objects are:

- a) To represent the interest of all stakeholders in the area and to work with government agencies, media and other parties to promote the distinctive character of Kampong Gelam to make it a vibrant place for both locals and tourists;
- b) To promote, encourage, enhance and organise social, educational, and recreational activities for the members and the communities;
- c) To plan and execute marketing and promotion of Kampong Gelam both locally and internationally;

d) To facilitate new business collaborations or alliances between members and with parties outside Kampong Gelam;

e) To work towards the improvement of business practices, safeguard the common interest of its members and ensure its members adhere to a desirable standard of business practice;

f) To publish papers, journals and other materials in furtherance of its objects;

g) To negotiate and deal with any organisation when it deems fit on behalf of its members in respect of any issues affecting themselves and/or the Association;

h) To purchase, construct, rent, hire or take lease of, or otherwise acquire such movable or immovable properties as may be required for the purpose of the Association and sell, improve, develop, lease, dispose of or otherwise deal with all or any part of such properties; and

i) To do all such other things as may appear necessary and expedient for accomplishment of the objects of the Association.

MEMBERSHIP QUALIFICATION AND RIGHTS

5.1 Membership is open to all stakeholders who have business, office or other premises located at Kampong Gelam. An Ordinary Member shall be the owner, corporate head or nominated representative of the stakeholder. Each Ordinary Member shall have the rights to vote and to hold office in the Association.

5.2 Notwithstanding Rule 5.1 above, the Executive Council may at its discretion admit any person, company, firm, association who is not a stakeholder as an Associate Member, where the Executive Council, in its discretion, considers such membership to be beneficial to or is in the interest of the Association.

5.3 An Associate Member shall have no voting rights and shall not be eligible to hold office in the Association.

5.4 Only Ordinary Members who are above 21 years of age shall have the rights to vote and to hold office in the Association.

APPLICATION FOR MEMBERSHIP

6.1 Any applicant for membership shall complete and submit its application on a prescribed form to the Honorary Secretary of the Association. The Honorary Secretary may require the applicant to furnish such other information or

particulars as are necessary for the application to be considered by the Executive Council.

6.2 The Executive Council shall have absolute discretion in approving or rejecting an application for membership.

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

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

7.1 Each member shall upon admission to the Association, pay such entrance fee and subscription fee as may be prescribed by the Executive Council from time to time.

7.2 When a member falls into arrears with his subscription and fails to settle the amount within one month of being notified in writing to do so, the defaulting members shall not be entitled to any of the privileges of membership or to use the Association's premises until such time he has settled his account.

7.3 If, after the member fails to pay all sums to the Association within a period of two months, the Executive Council may, at its discretion remove the member's name from the Association's Register of Members, in which event, he automatically ceases to be a member. The said person may be subsequently reinstated as a member of the Association subject to the approval of his application by the Executive Council and as from the date thereof and subject to the prior payment of such arrears of the subscription as the Executive Council may require.

7.4 Except where members' contributions are given voluntarily, any levy, special subscriptions and other charges for any particular purpose may only be collected from members with the consent of a general meeting of members.

7.5 The income and property of the Association whenever 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.

SUPREME AUTHORITY AND GENERAL MEETINGS

8.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the Chairman.

8.2 An Annual General Meeting shall be held in the month of March.

8.3 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 thirty (30) voting members, whichever is the lesser, and may be called at anytime by order of the Executive Council. 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.

8.4 If the Executive Council does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 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.

8.5 At least four (4) 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 Honorary Secretary to all voting members. The particulars of the agenda shall be posted on the Association's notice board four (4) days in advance of the meeting.

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

8.7 The following points will be considered at the Annual General Meeting:

a) The previous financial year's accounts and annual report of the Executive Council.

b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

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

8.9 At least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, including proxies present at a General Meeting shall form a quorum.

8.10 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 EXECUTIVE COUNCIL

9.1 The administration of the Association shall be entrusted to an Executive Council consisting of 14 members to be elected at alternate Annual General Meeting:

- a) A Chairman
- b) A Vice-Chairman
- c) An Honorary Secretary
- d) An Assistant Secretary
- e) An Honorary Treasurer
- f) An Assistant Treasurer
- g) 8 Ordinary Executive Council Members

9.2 All Executive Council Members shall hold office for a term of two years, save the Ordinary Members who have been co-opted into the Executive Council shall retire at the next Annual General Meeting following their appointment. All Executive Council Members may hold the same office for more than one term, except for the Honorary Treasurer, who shall not be allowed to hold the same or related office for more than one term without a break of one full term.

9.3 The members of the Executive Council shall be elected by, a secret ballot during the Annual General Meeting.

9.4 All nominees for Executive Council Members must be Ordinary Members. No nomination shall be valid unless it is proposed and seconded in a prescribed nomination form to be submitted to Honorary Secretary one week before the commencement of the Annual General Meeting.

9.5 An Executive Council Meeting shall be held at least once every two months after giving seven (7) days' notice to Executive Council Members. The Chairman may call a Executive Council Meeting at any time by giving five (5) days' notice. At least half (1/2) of the Executive Council Members must be present for its proceedings to be valid.

9.6 Any member of the Executive Council absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Executive Council and a successor may be co-opted by the Executive Council to serve until the next Annual General Meeting. Any

changes in the Executive Council shall be notified to the Registrar of Societies within two (2) weeks of the change.

9.7 The duty of the Executive Council is to organise and supervise the daily activities of the Association. The Executive Council 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.

DUTIES OF OFFICE-BEARERS

10.1 The Chairman shall chair all General and Executive Council meetings. He or other representatives shall also represent the Association in its dealings with outside persons.

10.2 The Vice-Chairman, or in his absence the Honorary Secretary, shall assist the Chairman and deputise for him in his absence.

10.3 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 Executive Council meetings. He shall maintain an up-to-date Register of Members at all times.

10.4 The Assistant Secretary shall assist the Honorary Secretary and deputise for him in his absence.

10.5 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 \$500 per month for petty expenses on behalf of the Association. He will not keep more than \$500 in the form of cash and money in excess of this will be deposited in a bank to be named by the Executive Council. Cheques, etc. for withdrawals from the bank will be signed by any two of the following: the Chairman, Vice Chairman, Honorary Secretary or Honorary Treasurer.

10.6 The Assistant Treasurer shall assist the Honorary Treasurer and deputise for him in his absence.

10.7 Ordinary Executive Council Members shall assist in the general administration of the Association and perform duties assigned by the Executive Council from time to time.

AUDIT AND FINANCIAL YEAR

11.1 Two (2) voting members, not being members of the Executive Council, shall be elected as Honorary Auditors at alternate 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 Certified Public 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.

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

11.3 The financial year shall be from 1st January to 31st December.

TRUSTEES

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

12.2 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.

12.3 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.

12.4 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. The result of such General Meeting shall then be notified to the Registrar of Societies.

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

VISITORS AND GUESTS

13.1 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.

PROHIBITIONS

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

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

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

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

14.5 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Executive Council or members unless with the prior approval of the relevant authorities.

14.6 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

AMENDMENTS TO CONSTITUTION

15.1 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 made except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

INTERPRETATION

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

DISPUTES

17.1 In the event of any dispute arising within the Executive Council or between the Executive Council and the members, where the dispute cannot be resolved amicably, the matter shall be resolved at an Extraordinary General Meeting in accordance with this Constitution.

DISSOLUTION

18.1 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.

18.2 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.

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