



CONSTITUTION OF THE SINGAPORE SECTION OF THE AMERICAN SOCIETY OF CIVIL ENGINEERS

Article 1: Name and Objective

- 1.1** *Name.* The name of this organization shall be the Singapore Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the “Singapore Section”).
- 1.2** *Place of Business.* The organization’s place of business shall be at 5001 Beach Road, #06-12 Golden Mile Complex, Singapore 199588, or such other address as may subsequently be decided upon by the Singapore Section and approved by the Registrar of Societies. The Singapore Section shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.
- 1.3** *Objective.* The objective of the Singapore Section shall be the advancement of the science and profession of engineering, in a manner consistent with the purpose of the American Society of Civil Engineers (hereinafter referred to as the “Society”). In addition, the Singapore Section shall:
 - Provide an outlet for promoting the transfer of technology between Singapore and the United States of America through exposure to differences in their design and construction practices.
 - Provide a forum for review and discussion of matters of professional interest to civil engineers residing in Singapore. Share civil engineering and technology news and knowledge with surrounding countries.
 - Represent its members in a unified manner on advancements and matters of concern to the profession.
 - Provide a focal point for the dissemination and receipt of information to and from the Region 10 Director of the Society. Cooperate and collaborate with other international sections of the Society.
 - Cooperate and collaborate with other engineering societies in matters of common interest.
 - Achieve closer personal acquaintance and cooperation among engineers of all nationalities.
 - Stimulate new membership in the Society by all eligible individuals.

- 1.4** *Activities.* In furtherance of the above objects, the Singapore Section may organize meetings, seminars and activities among its members as well as with other professional societies and organisations.

Article 2: Area and Membership

- 2.1** *Area.* The boundaries of the Singapore Section shall be the geographical boundaries of the country of Singapore.
- 2.2** *Assigned Members.* All members of the Society, of all grades, whose addresses of record are within the boundaries of the Singapore Section, as defined by the Society, shall be Assigned Members of the Singapore Section.
- 2.3** *Subscribing Members.* All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Singapore Section, who have paid the current dues of the Singapore Section or who are exempt by Article 4, shall be Subscribing Members of the Singapore Section.
- 2.3.1** *Rights of Subscribing Members.* Only Subscribing Members who meet the requirements of the Society's governing documents shall be eligible to vote in Singapore Section elections, to hold Singapore Section office, to serve on Singapore Section committees, or to represent the Singapore Section officially.
- 2.3.2** *Termination of Rights for Non-payment of Dues.* Subscribing membership ceases for any member whose dues are more than six (6) months in arrears.
- 2.4** *Institute-Only Members.* Institute-Only Members of a Society Institute may be members of a Singapore Section Technical Group or local Institute Chapter.
- 2.5** *Age Limitations.* Persons who are below 18 years of age shall not be accepted as members without the written consent of their parent or guardian. Only Members who are above 21 years of age shall have the right to vote and to hold office in the Society.

Article 3: Separation from Membership

- 3.1** *Separation from Membership.* Upon termination of membership in the Society, a person shall cease to be a member of the Singapore Section.

Article 4: Dues

- 4.1** *Annual Dues.* Annual dues shall be established by the Singapore Section Board of Directors.

- 4.2 *Exemption from Dues.* Society Life Members and Distinguished Members shall be exempt from payment of dues to the Singapore Section.

Article 5: Management

- 5.1 *Board of Directors.* The governing body of the Singapore Section shall be a Board of Directors. The Board shall be responsible for the supervision, control and direction of the Singapore Section, and shall manage the affairs of the Singapore Section in accordance with the provisions of the Singapore Section's and the Society's governing documents.

Article 6: Officers and Directors

- 6.1 *Qualifications.* Officers and Directors shall be Subscribing Members of the Singapore Section in a voting grade of Society membership who have demonstrated interest and ability regarding Section affairs, have declared a willingness to serve, and have made a commitment to the time required.
- 6.2 *Officers.* The officers of the Singapore Section shall be a President, a Vice President, a Secretary, and a Treasurer. The term of office for each Officer shall be one (1) year.
- 6.3 *Directors.* There shall be four (4) elected Directors. At least one (1) of the Directors shall be a Younger Member, defined as a member who is 35 years of age or younger.
- 6.4 *Board of Directors.* The Board of Directors shall consist of the Officers and the four (4) elected Directors.
- 6.5 *Duties Of Office-Bearers*
- 6.5.1 *President.* The President shall chair all General and Board of Directors meetings and represent the Singapore Section in all matters.
- 6.5.2 *Vice President.* The Vice President shall assist the President and deputise for him in his absence.
- 6.5.3 *Secretary.* The Secretary shall keep all records, except financial, of the Singapore Section and shall be responsible for their correctness. The Secretary shall keep minutes of all General and Board of Directors meetings and maintain an up-to-date Register of Members at all times.
- 6.5.4 *Treasurer.* The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Singapore Section, keep an account of all monetary transactions and be responsible for their correctness. The Treasurer is authorised to expend up to \$500 SGD per month for petty expenses on behalf of the Singapore Section and shall not keep more than \$1,000 SGD in the form of cash. Money in excess of \$1,000 SGD shall be deposited in a bank to be named by the Board of Directors. Cheques, etc. for

withdrawals from the bank shall be signed by the Treasurer and either the President, the Vice President or the Secretary.

6.5.5 *Directors.* Directors shall assist in the general administration of the Singapore Section and perform duties assigned by the Board of Directors from time to time.

6.6 The Board of Directors may not act contrary to the expressed wishes of the General members of the Section without prior reference to the membership.

6.7 The Board of Directors has power to authorise the expenditure of a sum not exceeding \$5,000 SGD per month from the Section's funds for the Singapore Section purposes. Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the members.

Article 7: Elections and Appointments

7.1 *Election Procedures.* Nominees for the elected offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers, except the Treasurer may be re-elected to the same or related post for a consecutive term of office. The term of office of the Board of Directors is one year.

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, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favour of one of themselves.

7.2 *Residence Requirements.* Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, the majority of the Board of Directors shall be Singapore Citizens. In addition, the President, Vice President, Secretary, Treasurer and their deputies shall be Singapore Citizens or Singapore Permanent Residents. Foreign Diplomats shall not serve as Board members.

Article 8: Meetings

8.1 *Membership Meetings*

8.1.1 *Supreme Authority.* The Supreme Authority of the Singapore Section is **vested** in a General Meeting of the Subscribing Members.

8.1.2 *Annual General Meeting.* The Annual General Meeting of the Singapore Section shall be held on such date and at such place as the Board of Directors designate.

8.1.2.1 The following points will be considered at the Singapore

Section Annual General Meeting:

- a) The previous financial year's accounts and annual report of the Board of Directors.
- b) Where applicable, the election of office-bearers 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 they give notice to the Secretary not less than one (1) week before the meeting is due to be held.

8.1.3 *Extraordinary General Meetings.* Extraordinary General Meetings shall be called at the discretion of the Board of Directors; or by the President upon the written request of at least 25% of the total Subscribing Members, or thirty (30) Subscribing Members, whichever is the lesser. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving a request to convene an Extraordinary General Meeting.

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

8.1.4 *Meeting Notice.* Notice of call for a meeting shall be sent to all Subscribing Members in writing not less than ten (10) days in advance of the meeting date.

8.1.5 *Quorum.* At least 25% of the total Subscribing 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.

8.1.6 *No Quorum.* 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.

8.2 *Board of Directors Meetings.*

8.2.1 *Meeting Frequency.* The Board of Directors shall meet at least two (2) times annually, to be scheduled at regular intervals.

8.2.2 *Meeting Notice.* Notice of call for a meeting shall be sent to the members of the Board of Directors not less than seven (7) days in advance of the meeting date.

Article 9: Subsidiary Organizations and Committees

9.1 *Subsidiary Organizations.* With approval of the Board of Directors, Subsidiary Organizations may be formed within the Singapore Section to facilitate the carrying out of the objectives of the Singapore Section, to promote interest in the Society and to provide to members of the Singapore Section a better opportunity for participation in local Society activities, in accordance with the provisions of the Bylaws.

9.1.1 *Governing Documents.* Subsidiary organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

9.2 *Committees.* The Board of Directors may establish standing or task committees to carry out the work of the Singapore Section.

Article 10: Administrative Provisions

10.1 *Proper Use of Section Resources.* The income and property of the Singapore Section, howsoever derived, shall be applied towards the promotion of the objects of the Singapore Section 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 its Directors, Officers, or any other private persons, except that the Singapore Section shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth above.

10.1.1 *Gambling.* 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 Singapore Section's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

10.1.2 *Court Fines.* The funds of the Singapore Section shall not be used to pay the fines of members who have been convicted in court of law.

10.1.3 *Trade Union Activity.* The Singapore Section 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.

10.1.4 *Lotteries.* The Singapore Section shall not hold any lottery, whether confined to its members or not, in the name of the Singapore Section or its officers, Board of Directors, or members unless with the prior approval of the relevant authorities.

10.1.5 *Public Fundraising.* The Singapore Section 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.

10.2 *Limitations on Political Activity.* No substantial part of the activities of the

Singapore Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the Singapore Section shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Singapore Section shall not carry on any activities prohibited by the provisions of the Society's governing documents.

10.3 *Conflict of Interest.* A Conflict of Interest shall be defined as any activity, transaction, relationship, service, or consideration which is, or appears to be, contrary to the best interest of the Singapore Section or the Society, or in which the interests of an individual or another organization has the potential to be placed above those of the Singapore Section or the Society. Any interested individual must disclose the existence of any actual or possible conflict of interest and all material facts to the Singapore Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Singapore Section entity.

10.4 *Visitors and Guests.* Visitors and guests may be admitted into the premises of the Singapore Section but they shall not be admitted into the privileges of the Singapore Section. All visitors and guests shall abide by the Singapore Section rules and regulations.

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

10.4 *Dissolution.* The Singapore Section may be dissolved with the consent of not less than three-fifths ($\frac{3}{5}$) of the total voting membership of the Singapore Section at a General Meeting convened for the purpose.

10.4.1 *Distribution of Section Assets.* Upon dissolution of the Singapore Section, the assets remaining after the payment of the Singapore Section's debts shall be distributed to an organization operated exclusively for charitable, educational, or scientific purposes as determined by the Singapore Section Board of Directors, or shall be conveyed to the Society.

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

10.5 *Annual Audit.* Two (2) Subscribing Members, not being members of the Board of Directors, shall be elected as Honorary Auditors at each Annual General Meeting and will hold that office for a term of one (1) year, not subject to re-election for a consecutive term. The accounts of the Singapore Section shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Singapore Section exceeds \$500,000 SGD in that financial year, in accordance with Section 4 of the Societies Regulations.

10.5.1 *Audit Requirements.* The Honorary Auditors shall be required to audit

each year's accounts and present a report at the Annual General Meeting. In addition, they may be required by the President to audit the Singapore Section's accounts for any period within their tenure of office at any date and make a report to the Board of Directors.

10.6 *Financial Year.* The financial year shall be from October 1 to September 30.

Article 11: Amendments

11.1 *Amendment of the Constitution.*

11.1.1 *Proposal.* An amendment to this Constitution may be proposed by one (1) of the following two (2) methods:

11.1.1.1 *Section Board of Directors.* A two-thirds (2/3) affirmative vote of the members of the Singapore Section Board of Directors present at a duly constituted Board meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment is published to the membership at least thirty (30) days in advance of the meeting.

11.1.1.2 *Written Petition.* A Written Petition submitted to the Singapore Section Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Singapore Section.

11.1.2 *Society Approval.* The proposed amendment shall be submitted to the Region 10 Board of Governors who shall forward it to the appropriate Society Committee(s) for review before being voted upon by the Subscribing Members.

11.1.2.1 *Boundary Changes.* If the proposed amendment involves a change in the Singapore Section boundaries, this change shall be approved by the Region 10 Board of Governors prior to any consideration of the Constitutional amendment.

11.1.3 *Section Approval.* The proposed amendment shall be distributed to the Subscribing Members of the Singapore Section who shall be given the opportunity to vote. To become effective, the proposed amendment shall receive an affirmative vote of not less than two-thirds (2/3) of the Subscribing Members voting.

11.1.4 *Registrar of Societies Approval.* The Singapore Section shall not amend its Constitution without the prior approval in writing of the Registrar of Societies.

Article 12: Trustees

12.1 If the Singapore Section 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 Singapore Section 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 legally incompetent.
- b) If the Trustee is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If the Trustee is guilty of misconduct of such a kind as to render the Trustee undesirable to continue as a Trustee.
- d) If the Trustee submits notice of resignation as a Trustee.

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 Singapore Section'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.