

By-Laws of Asia Professional Speakers – Singapore

ARTICLE I MEMBERSHIP

Section 1. Classes of Members

There shall be classes of members.

- 1.1 Professional Members
- 1.2 Associate Members
- 1.3 Corporate Members

In addition, the Board may recognize honorary members pursuant to Article I, Section 5.

Section 2. Professional Members

2.1 Professional Membership shall be opened to individuals who can demonstrate that, in the 12-months prior to application, they have attended at least 3 APSS events AND they satisfy the conditions outlined in EITHER 2.1.1 or 2.1.2.

2.1.1 The individual has earned at least S\$50,000 from at least 10 paid presentations with at least 6 people per audience and the applicant earned at least S\$1300 per presentation in speaking fees and/or same-day presentation-generated revenue.

2.1.2 The individual has earned at least S\$50,000 as a salaried employee and they can show that spoken presentations are a significant component of their job description or remuneration, and that they have delivered at least 10 presentations with at least 6 people per audience in the course of that work.

2.1.3 Have a reputation for integrity and sound character.

2.1.4. Agree to abide by the Constitution, the By-Laws, the Association's Code of Professional Ethics, and such other rules and regulations as may be adopted from time to time.

2.1.5. Meet such other uniform requirements as may be established by the Board.

2.2 Should an applicant for Professional Member be unable to meet the criteria stipulated in either 2.1.1 or 2.1.2 but have what the Executive Committee considers a legitimate reason for being exempted from the failed criteria, then the Executive Committee will vote on accepting or rejecting the application, requiring at least a two-thirds majority to accept the application.

Section 3. Associate Members

Any individual shall be eligible for Associate Member in the Association who:

3.1 Seeks to become a professional speaker.

3.2 Has a reputation for integrity and sound character.

3.3 Agrees to abide by the Constitution, the By-Laws, the Association's Code of Professional Ethics, and such other rules, and regulations as may be adopted from time to time.

3.4 Meets such other uniform requirements as may be established by the Board.

Section 4. Corporate Members

Any company wishing to have multiple employees take part in the activities of the Association may apply for corporate membership.

4.1 Each corporate membership will be entitled to send three employees of the organization to participate in Association activities at member rates.

4.2 A single organisation may hold multiple Corporate Memberships should it wish to increase the number of employees it wishes to send to participate in activities of the Association at member rates.

Section 5. Honorary Membership

Honorary members shall be bestowed by the Board only as an honorary position and shall carry with no rights, including voting rights, or obligations of membership except as the Board may determine. In these By-Laws, all references to 'members' should not refer to honorary members unless the context clearly recognizes otherwise.

Section 6. Approval of Members

Any individual eligible for membership under these By-Laws may be approved for membership on written application in accordance with the procedures adopted by the Board for such approval.

Section 7. Rights and Responsibilities

All classifications of membership of this Association shall be eligible to vote. Only Founding Members, Professional Members and Associate Members shall be eligible to hold office or serve on the Board.

Section 8. Censure, Suspension and Expulsion

Members of the Association may be censured, suspended, terminated or otherwise sanctioned for cause. Sufficient cause for censure, suspension, termination or other sanction of membership shall be a violation of these By-Laws, the Association's Code of Professional Ethics or any rule or procedure duly adopted by the Association, or any other conduct prejudicial to the best interests of the Association. The Board shall have such authority and power as may be necessary to adopt rules and policies relative to sanctions and the procedures to be followed at any disciplinary proceeding.

Section 9. Membership Term

Each member's term of membership shall expire annually, but may be renewed by payment of dues, fees or assessment in accordance with the provisions of the Association's Constitution.

Section 10. Resignation of Membership

Any member resigning from membership shall not be entitled to any refund of dues or other fees. The resigning member remains obligated to pay any outstanding indebtedness to the Association. Upon resignation, a resigning member has no rights or

claim against the Association.

Section 11. Non-Transferability of Membership

Membership in the Association is individual and is non-transferable and non-assignable unless special permission is granted by 2/3 (two third) vote of the Board.

ARTICLE II DUES AND FINANCES

Section 1. Contributions

The Association at any time may accept and use contributions or gifts made to it by any person, firm or corporation for any lawful purpose.

Section 2. Budget

In advance of the next fiscal year (1 July to 30 June), the Treasurer shall propose and the Board shall adopt an annual operating budget covering all activities of the Association.

ARTICLE III MEETING OF MEMBERS AND VOTING

Section 1. Election and Voting

The election of the Board shall be conducted at the Annual General Meeting of members as determined by the Board, and the voting result shall be announced at the Annual General Meeting. A member entitled to vote shall vote by ballot, including absentees. Members shall be entitled to vote by proxy. Proxy forms will be made available in the Association's office. The absentee member shall duly sign all proxy forms. Any proxy form that is altered, defaced, torn shall deem to be disqualified. Each member shall be entitled to one (1) vote by proxy.

ARTICLE IV OFFICERS

Section 1. Officers

The officers of the Association shall be the President, Immediate Past President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and such other officers as may be deemed necessary by the Board.

Section 2. Removal

Any elected officer may be removed by a 2/3 (two third) vote of the Board whenever in its judgment the best interest of the Association shall be served.

Section 3. Vacancies

Vacancies in any office, with the exception of President, may be filled for the remaining

term by the Board at a regular or special meeting. In the event of a vacancy in the office of the President, the Vice President shall be appointed by the Board and shall complete the unexpired term.

Section 4. President

The President shall be the chief elected officer of the Association, shall preside over all meetings of the Board, and shall be a member, ex-officio, of all committees. The President shall also, at the annual meeting of the Association and at such other times deemed proper, communicate to the Association or to the Board such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of President or as may be specified by the Board.

Section 5. Vice President

The Vice President may be designated to perform the duties of the President in the event of the President's temporary disability or absence from meetings, and shall perform such other duties as may be specified by the President or the Board.

Section 6. Treasurer

The 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, and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. Any of the Treasurer's duties may be delegated to one of the Vice President or to his or her designee by the Board.

Section 7. Secretary

The Secretary shall keep the minutes of the meetings of the Board and the general membership in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these By-Laws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or the Board. Any of the Secretary's duties may be delegated to one the Vice President or to his or her designees by the Board.

Section 8. Immediate Past President

The Immediate Past President shall serve as a voting member of the Board, Executive Committee and perform such other duties as may be prescribed by the President and/or Board.

ARTICLE V COMMITTEES AND COUNCILS

Section 1. Committees

The Association shall have an Executive Committee and a Nominating Committee, and the President, subject to the approval of the Executive Committee, may appoint such

other standing or special committees, subcommittees, councils or task forces as may be required to carry out the Association's business or as the President may find necessary.

Section 2. Executive Committee

The President, Vice President, Secretary, Treasurer, Immediate Past President, and three (3) other Founding/Professional/Associate Members elected by the Board, shall constitute the Executive Committee. The Executive Committee shall have the power to act for the Board and the Association between meetings of the Board, to conduct business/administrative affairs as are deemed necessary and to address legal/personnel concerns that require confidential decision-making. The Executive Committee cannot amend policies, documents of governance or board actions. The President shall serve as Chairman of the Executive Committee. Actions of the Executive Committee shall be reported to the Board at its next meeting or by mail or email according to policies and procedures adopted by the Board.

Section 3. Rules

Each committee and council may adopt its own governance, not inconsistent with these By-laws or with rules adopted by the Board.

ARTICLE VI THE EXECUTIVE COMMITTEE

Section 1. Appointment of Executive Committee

Elected Members will, during the Executive Committee Meeting, appoint:
a) The President, b) Vice President, c) Secretary, d) Assistant Secretary,
e) Treasurer f) Assistant Treasurer and g) other positions/posts as deemed necessary.

ARTICLE VII CHAPTERS AND AFFILIATES

Section 1. Chapters

In accordance with such rules and regulations as may be adopted by the Board, the Board may chapter groups of members to be Chapters of the Association upon application of such members who are within a similar geographic area. Such Chapters shall have rights, responsibilities, conditions, policies, and privileges as may be determined by the Board. The Board may revoke or modify chapters in accordance with such rules and regulations as the Board may adopt from time to time.

Section 2. Affiliates

The Board may create such ancillary and affiliate organizations, associations and foundations as it deems appropriate or necessary.

ARTICLE VIII MISCELLANEOUS

Section 1. Procedures

All meetings of the Association shall be governed by parliamentary law as set forth in *Roberts Rules of Order* (most recent edition) when it does not conflict with these By-Laws.

Section 2. Codes of Professional Ethics

The Executive Committee may promulgate such rules of professional conduct and the procedures for their enactment and enforcement, as it deems necessary.

Section 3. Indemnification

The Association shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was a director, officer, committee or council member, employee or agent of the Association or who is or was serving at the request of another corporation, partnership, joint venture, trust, foundation or other enterprise. In addition, the Association may purchase and maintain insurance of any person who is or was a director, officer, committee or council member, employee or agent of the Association or who is serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, foundation or other enterprise against any liability asserting against such person and incurred on any such person's status as such, regardless if whether the Association would have such power to indemnify against such liability.

ARTICLE IX AMENDMENTS

These By-Laws maybe amended, repealed or altered, in whole or in part pursuant to the affirmative vote of 2/3 (two third) of members of the Executive Committee, provided the Executive Committee has been notified at least 15 (fifteen) days in advance of the meeting at which the vote will be taken, and provided that no such amendment shall be inconsistent with the provisions of the Articles of Incorporation.

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