



ASIA PROFESSIONAL SPEAKERS – SINGAPORE

CONSTITUTION

Registered address:

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APSS Constitution

1.0 NAME

1.1 This society shall be known as the "Asia Professional Speakers – Singapore" herein after referred to as the "Association" or "APSS".

2.0 PLACE OF BUSINESS

2.1 Its place of business shall be at "34 Bayshore Road, #08-02 Singapore 469976."

2.2 or such other address as may subsequently be decided upon by the Committee 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.

3.0 OBJECTS

3.1 Its objects are:

3.1.1 To grow, facilitate, encourage, develop and contribute to the community of speaking professionals in Singapore.

3.1.2 To improve the standard of professional speaking by developing speaking techniques and professionalism, and sharing experiences and expertise amongst members.

3.1.3 To provide opportunities for members to share their experiences and expertise with the community through seminars and public talks.

3.1.4 To help develop the professional speaking industry and the community of speakers in Asia.

4.0 MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 Membership is open to all professional speakers and aspiring professional speakers.

4.2 There shall be three classes of membership:

4.2.1 Professional Membership

4.2.1.1 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 4.2.1.1.1 or 4.2.1.1.2.

4.2.1.1.1 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;

4.2.1.1.2 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;

APSS Constitution

4.2.1.1.3 agree to abide by the Constitution, the Bylaws, the Association's Code of Professional Ethics;

4.2.1.2 Should an applicant for Professional Member be unable to meet the criteria stipulated in either 4.2.1.1.1 or 4.2.1.1.2 but have what the Executive Committee consider 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.

4.2.1.3 Professional Members who are 21 years of age and above shall have the right to vote and to hold office in the Association.

4.2.1.4 In matters of voting, Professional Members shall have two votes each.

4.2.1.5 Professional Members who were Charter (founding) Members of the Association will be entitled to include "(Founding Member)" in their communication of their membership, eg: Professional Member (Founding Member).

4.2.1.6 Professional Members will be required to re-qualify their Professional Member status every 3 years by satisfying the assessment criteria articulated in the Association By-Laws.

4.2.2 Associate Membership

4.2.2.1 Associate Membership shall be opened to all individuals who seek to become speakers.

4.2.2.2 In matters of voting, Associate Members shall have one vote each.

4.2.2.3 Associate Members shall be eligible to hold office in the Association, except the positions of President, Vice President and Secretary.

4.2.2.4 Associate Members are permitted to state that they are an Associate Member of the Association.

4.2.2.5 Associate Members who were Charter (founding) Members of the Association will be entitled to include "(Founding Member)" in their communication of their membership, eg: APSS Member (Founding Member)

4.2.3 Corporate Membership

4.2.3.1 Corporate membership will be opened to companies who wish to have multiple employees take part in the activities of the Association.

4.2.3.2 Each Corporate Membership will be entitled to send three employees of the organisation to participate in Association activities at member rates.

4.2.3.3 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.

4.2.3.4 Corporate Members do not possess voting rights.

4.2.3.5 Corporate Members are not eligible to hold office in the Association.

4.2.3.6 Any employee of an organisation which is a Corporate Member is not permitted to state that the individual employee is a Member of the Association (unless that employee holds an individual Membership). The employee is permitted to state that their organisation is a Corporate Member of the Association.

5.0 APPLICATION FOR MEMBERSHIP

APSS Constitution

- 5.1 A person wishing to join the Association should submit his particulars to the Administrator on a prescribed form.
- 5.2 The Executive Committee will decide on the application for membership.
- 5.3 A copy of the Constitution shall be given to every approved member upon payment of the entrance fee.
- 5.4 The Executive Committee reserves the right to refuse membership to an applicant if at least two-thirds of the Executive Committee believes such an applicant could damage the reputation or integrity of the Association.

6.0 ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

<This section has been moved to the by-laws.>

7.0 SUPREME AUTHORITY AND GENERAL MEETING

- 7.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the President.
- 7.2 An Annual General Meeting shall be held in the months of May, June or July.
- 7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or 30 members, whichever is the lesser, and may be called at any time by order of the Executive Committee. 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 months from receiving this request to convene the Extraordinary General Meeting.
- 7.4 If the Executive Committee does not, within two 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 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Association's notice board.
- 7.5 At least two weeks' notice shall be given of an Annual General Meeting and at least ten days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Association's notice board four days in advance of the meeting.
- 7.6 Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings.
- 7.7 The following points will be considered at the Annual General Meeting:
- 7.7.1 The previous financial year's accounts and annual report of the committee.
 - 7.7.2 Where applicable, the election of office-bearers and Honorary Auditors for the following term.

APSS Constitution

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

7.9 At least 25% of the total voting membership or 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.

7.10 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 of the existing Constitution.

8.0 MANAGEMENT AND EXECUTIVE COMMITTEE

8.1 The administration of the Association shall be entrusted to an Executive Committee with a term of office of one year. Names of the candidates nominated for election to the Executive Committee shall be proposed and seconded at the Annual General Meeting, and election will follow on a simple majority vote of the members present.

8.2 The Executive Committee will in turn select its President and other official positions as stated below. All office-bearers may be re-elected to the same or related post for a consecutive term of office. The Treasurer and Assistant Treasurer may be re-elected for a maximum of two consecutive terms.

- . 8.2.1 A President

- . 8.2.2 A Vice President

- . 8.2.3 A Secretary

- . 8.2.4 An Assistant Secretary

- . 8.2.5 A Treasurer

- . 8.2.6 An Assistant Treasurer

- . 8.2.7 At least 2 other Associate Committee Members

8.3 Election will be either by show of hands or, subject to 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 still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless one or more contesting candidates withdraws. In the instance of a withdrawal of a candidate who has received votes, a re-vote shall be taken before any drawing of lots.

8.4 A meeting of Executive Committee members shall be held at least once every three months after giving seven days notice to Executive Committee members. The President may call an Executive Committee meeting at any time by giving five days' notice. At least 50% of the Executive Committee must be present for its proceedings to be valid.

APSS Constitution

8.5 Any member of the Executive Committee absent from three consecutive meetings without explanations deemed satisfactory by the remaining Executive Committee members shall be deemed to have withdrawn from the Executive Committee and a successor may be co-opted by the Executive Committee from within the Executive Committee (for office bearing positions) or from within the Association members (for other positions on the Executive Committee) to serve until the next Annual General Meeting. Any changes in the Executive Committee shall be notified to the Registrar of Societies within two weeks of the change.

8.6 The duty of the Executive Committee is to organize and supervise the day to day activities of the Association. The Executive Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.

8.7 The Executive Committee has power to authorize the expenditure of a sum not exceeding \$10,000.00 per month from the Association's fund for the Association's purposes.

9.0 DUTIES OF OFFICE-BEARERS

9.1 The President shall chair all General and Executive Committee meetings. The President shall also represent the Association in its dealings with outside persons or entities.

9.2 The Vice President shall assist the President and deputise for the President when the President is absent.

9.3 The Secretary shall keep all records, except financial, of the Association and shall be responsible for their accuracy. The Secretary will keep minutes of all General and Executive Committee meetings, and shall maintain an up-to-date Register of Members at all times.

9.4 The Assistant Secretary shall assist the Secretary and deputise for the Secretary when the Secretary is absent.

9.5 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 accuracy. The Treasurer is authorised to expend up to \$100.00 per month for petty expenses on behalf of the Association. The Treasurer will not keep more than \$500.00 in the form of cash and money in excess of this will be deposited in a bank to be named by the Executive Committee. Cheques, etc for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice President or the Secretary.

9.6 The Assistant Treasurer shall assist the Treasurer and deputise for the Treasurer when the Treasurer is absent.

9.7 Associate Committee Members shall assist in the general administration of the Association and perform duties assigned by the Executive Committee from time to time.

10.0 AUDIT AND FINANCIAL YEAR

10.1 An internal Auditor shall be appointed at each Annual General Meeting for a term of one year and shall be eligible for reappointment.

10.1.1 The internal Auditor will be required to audit the accounts for the year since the previous AGM and have findings reported at the Annual General Meeting.

10.1.2 The Internal Auditor may be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Executive Committee.

10.2 The financial year shall be from 1st July to 30th June.

11.0 TRUSTEES

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

11.2 The trustees of the Association shall:

11.2.1 Not be more than four and not less than two in number.

11.2.2 Be elected by a General Meeting of members.

11.2.3 Not affect any sale or mortgage of property without the prior approval of the General Meeting of members.

11.3 The office of the trustee shall be vacated:

11.3.1 If the trustee dies or becomes a lunatic or of unsound mind.

11.3.2 If he/she is absent from the Republic of Singapore for a period of more than one year.

11.3.3 If he/she is guilty of misconduct of such kind as to render it undesirable that he/she continues as a trustee.

11.3.4 If he/she submits notice of resignation from his/her trusteeship.

11.4 Notice of any proposal to remove a trustee from his/her 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 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.

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

12.0 VISITORS AND GUESTS

12.1 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.

13.0 PROHIBITIONS

13.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act (Chapter 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.

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

13.3 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.

APSS Constitution

13.4 The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, or any arrangement with, its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.

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

13.6 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 Committee or members unless with the prior approval of the relevant authorities.

13.7 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

14.0 AMENDMENTS TO CONSTITUTION

14.1 No alteration or addition/deletion to this Constitution shall be made except at a General Meeting and with the consent of two-thirds of the voting members present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

15.0 INTERPRETATION

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

16.0 DISPUTES

16.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

17.0 DISSOLUTION

17.1 The Association shall not be dissolved, except with the consent of not less than 60% 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.

17.2 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 in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

17.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.