

# **CONSTITUTION OF SINGAPORE SECTION OF THE COMBUSTION INSTITUTE**

## **NAME**

1.1 This Society shall be known as “Singapore Section of The Combustion Institute”, hereinafter referred to as the “Society”.

## **REGISTERED ADDRESS**

2.1 Its registered address shall be at “[REDACTED]” or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises that have the prior written approval from the relevant authorities, where necessary.

## **OBJECTS**

3.1 The Society shall be a non-profit educational and scientific society with the following objects:

- a) Promoting combustion science and applications.
- b) Organizing conferences (e.g., annual or biennial combustion conference or workshop), lectures, and meetings in Singapore, or collaborating with other like-minded societies, to facilitate communications between the scientists and engineers working on combustion.
- c) Supporting publication of technical papers pertaining to combustion science and applications.
- d) Organizing and sponsoring activities that disseminate the knowledge in combustion and promote the education of combustion scientists and engineers.

3.2 The Society may engage in any act that is desirable or necessary in the opinion of the Committee to further the above object(s).

## **AFFILIATION**

4.1 The Society shall be affiliated with The Combustion Institute.

## **MEMBERSHIP QUALIFICATION AND RIGHTS**

5.1 The Society shall have one (1) class of membership. Membership is open to any person who is engaged or has an interest in scientific or engineering research or educational activities in the field of combustion or related subjects and who agrees with the objects of the Society may apply for membership of the Society. Their admission shall be at the discretion of the Committee.

5.2 Only members who are above 21 years of age shall have the right to vote and to hold office in the Society.

5.3 A member may resign from the Society at any time by giving notice in writing to the Secretary.

5.4 Persons who are below 18 years of age shall not be accepted as members without the written consent of their parent or guardian.

## **APPLICATION FOR MEMBERSHIP**

6.1 A person wishing to join the Society should submit their particulars to the Secretary on a prescribed form.

6.2 The Committee will decide on the application for membership.

6.3 A copy of the Constitution shall be made available through the Society's website or such medium(s) as determined by the Committee from time to time.

## **ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

7.1 There shall be no entrance fee payable for all members. Members shall pay an annual subscription to be determined from time to time by the Committee.

7.2 For new members, annual subscriptions shall be payable in advance within thirty (30) days of the approval date of the person's membership and shall be valid until 30 September of each year. For existing members, annual subscriptions shall be payable in advance within thirty (30) days of 30 September of each year.

7.3 There shall be one (1) annual subscription rate payable by all members except that retired members and bona fide full-time students registered with any university in Singapore shall be allowed to pay a reduced subscription, the amount of this and of the normal subscription rates shall be determined by the General Meeting on recommendation from the Committee from time to time.

7.4 A member will be responsible to track their subscription or other dues and prevent them from becoming overdue. If a member fails to settle their arrears for more than one (1) month of their becoming due, the member will automatically cease to be a member of the Society. A ceased member may reapply for membership and shall be treated as any non-members, subject to Clause 5 and Sub-Clauses 6.1 to 6.3.

7.5 A member whose subscription is paid up to date shall be entitled to:

- a) Receive publications of the Society.
- b) Vote at all General Meetings of the Society subject to Clause 5.2.
- c) Participate in all other activities of the Society.

7.6 Any additional funding required for special purposes may only be raised from members with the consent of the General Meeting of the members.

7.7 The income and property of the Society whensoever derived shall be applied towards the promotion of the objects of the Society 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 Society 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 Society is vested in a General Meeting of the members.

8.2 An Annual General Meeting of the Society shall be held within four (4) months of the close of its financial year.

8.3 Attendance and voting in a General Meeting may be in person or by electronic means.

8.4 At other times, an Extraordinary General Meeting may be convened at any time by the Chairperson on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members ("Requisition Notice"), whichever is the lesser, and may be called at any time by order of the Committee. The Requisition Notice shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within twenty-one (21) days from receiving this request to convene the Extraordinary General Meeting.

8.5 If the Chairperson does not within twenty-one (21) days after the date of the receipt of a Requisition Notice 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 Society's website.

8.6 At least two (2) weeks' notice shall be given of a 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 Secretary to all voting members. The particulars of the agenda shall be posted on the Society's website or such medium as determined by the Committee at least four (4) days in advance of the meeting.

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

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

- a) The previous financial year's accounts and annual report of the Committee.
- b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

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 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, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the 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.

8.11 At General Meetings, the Chairperson thereof shall have a casting vote.

### **MANAGEMENT AND COMMITTEE**

9.1 The Society shall be entrusted to a Committee consisting of:

A Chairperson

Up to one (1) Vice-Chairperson

A Secretary

A Treasurer

Up to six (6) Ordinary Committee Members

Committee Members may only be elected at a General Meeting or co-opted by the Committee pursuant to Clause 9.5(a)

9.2 Members of the Society shall be eligible for election as Committee Members provided that they are sponsored by three (3) other members and that notice of their nomination and evidence of sponsorship is given to the Secretary in writing or by e-mail at least twenty-eight (28) days before the General Meeting.

9.3 Once elected, each Committee Member shall, subject to termination of office by resignation or otherwise, remain in office for a term of three (3) years, and at the end of the period shall be eligible for re-election for a further term of three (3) years. A Committee Member's term is limited to a maximum of six (6) consecutive years.

9.4 The duty of the Committee is to:

- a) Deal with all matters concerning the management of the Society.
- b) Hold at least one (1) Committee Meeting in each calendar year.
- c) Arrange meetings, conferences, and symposia in Singapore.
- d) Recommend the subscription rates.
- e) Subject to Clause 9.3, approve the disbursement of funds for members of the Society to attend activities organized and approved by the Society.

9.5 The Committee has power to:

- a) Fill any vacancies in the Committee by co-option.
- b) Set up Sub-Committees to execute such duties as determined by the Committee.

- c) Appoint Honorary Life Members in recognition of their services to the Committee. Honorary Life Members are individuals who the Committee determines to have made outstanding contributions to the field of combustion or who have contributed significantly to the development of the Society. An Honorary Life Member shall be entitled to membership for life with no annual Membership fees payable, receive notice of General Meetings, attend General Meetings, and vote. This is a lifetime honorific title that confers no special rights or duties. The Committee may revoke such Honorary Membership at any time.
- d) Terminate the membership of any member, with the votes of not less than two-thirds (2/3) of the whole Committee, including any Honorary Life Member's vote.

9.6 Decisions of the Committee shall be made at Committee Meeting or by circular resolution. A circular resolution of the Committee which is in writing and approved by a simple majority of the Committee Members in writing will be as valid and effective as if it had been passed at a Committee Meeting.

9.7 A Committee Meeting may be called by the Chairperson. The Chairperson must upon request by at least three (3) Committee Members call a Committee Meeting. If a Committee Meeting is held physically, Committee Member(s) must be given the option of attending the meeting by electronic means. Committee Members must be given at least five (5) days prior written notice of any Committee Meeting unless all Committee Members waive notice of the meeting in writing.

9.8 Majority of the Committee Members must be present for its proceedings to be valid.

9.9 All monies of the Society shall be paid into the accounts determined by the Committee. The issuance of all credit instruments and the like shall require the signature of two (2) Committee Members.

## **DUTIES OF OFFICE-BEARERS**

10.1 The Chairperson shall chair all General and Committee meetings. They and their authorized delegate(s) shall represent the Society in its dealings with outside persons.

10.2 The Vice Chairperson shall assist the Chairperson and deputize for him in his absence.

10.3 Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will be responsible of minutes of all General and Committee meetings and shall maintain a Register of Members that will be updated annually.

10.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorized to expend up to S\$1,000 per month for petty expenses on behalf of the Society. He will not keep more than S\$1,000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Withdrawals from the bank will be signed by the Chairperson or the Secretary and the Treasurer. The Treasurer shall prepare a statement of the accounts of the Society for each financial year which shall be presented at the Annual General Meeting.

10.5 Ordinary Committee Members shall assist in the general administration of the Society and perform duties assigned by the Committee from time to time.

10.6 Each Committee Member is individually responsible for their adherence to high ethical standards, including avoidance of conflicts of interest. No Committee Member shall derive any personal profit or gain, directly or indirectly, by reason of their participation with the Society as a Committee Member. If an individual, for any reason, is in a situation that presents a conflict, they shall notify the Chairperson and not participate in any decision on such matters.

## **AUDIT AND FINANCIAL YEAR**

11.1 Two (2) voting members, not being Committee Members, shall be elected as Honorary Auditors at each Ordinary General Meeting and will hold office for a term of one (1) year only and shall not be re-elected for a consecutive term. The accounts of the Society shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Society exceeds S\$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 Chairperson to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Committee.

11.3 The financial year shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **TRUSTEES**

12.1 If the Society 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 Society shall:

- a) Be three (3) 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 if the trustee:

- a) Dies or becomes a lunatic or of unsound mind.
- b) Is absent from the Republic of Singapore for a period of more than one (1) year.

- c) Is guilty of misconduct of such a kind as to render it undesirable that they continue as a trustee.
- d) Submits notice of resignation from their trusteeship.

12.4 Notice of any proposal to remove a trustee from their trusteeship or to appoint a new trustee to fill a vacancy must be given by e-mail to all members of the Society at least two (2) weeks before a General Meeting at which the proposal is to be discussed.

### **VISITORS AND GUESTS**

13.1 Visitors and guests may be admitted into the premises of the Society, but they shall not be admitted into the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations.

### **PROHIBITIONS**

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

14.2 The Society 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.

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

14.4 The Society 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 Society shall not amend its Constitution without the prior approval in writing of the Registry of Societies. No alteration or addition/deletion to this Constitution shall be passed 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 that is not expressly provided for in this Constitution, the Committee shall have power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a General Meeting of members of the Society.

## **DISPUTES**

17.1 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.

## **DISSOLUTION**

18.1 The Society shall not be dissolved, except with the consent of not less than 70% of the total voting membership of the Society 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 Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and any 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 or institution of a public character having objects similar to those of the Society, and which is in Singapore and registered under the Charities Act (Cap. 37).

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

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