

SINGAPORE INDIAN FINE ARTS SOCIETY



CONSTITUTION

**THE CONSTITUTION OF THE
THE SINGAPORE INDIAN FINE ARTS SOCIETY**

(SIFAS)

(17 September 2021)

1. NAME

The Society is established under the Societies Act (Chapter 311) of Singapore and shall be known as the “The Singapore Indian Fine Arts Society” (**SIFAS**), hereinafter referred to as the **Society**.

2. PLACE OF BUSINESS

The Society shall have its registered place of business at No. 2A Starlight Road, Singapore 217755 or at such other address as the Management Committee may decide from time to time subject to the approval of the Registrar of Societies.

3. DEFINITIONS AND INTERPRETATIONS

3.1 For the purposes of interpreting this Constitution:

- (a) words importing the singular shall include the plural and vice versa;
- (b) words importing the masculine gender shall include (where the context admits) the feminine gender;
- (c) all references to “Articles” refer to articles of this Constitution;
- (d) a person includes any individual, firm, company, corporation, government, state or agency of a state or any association, trust, joint venture, consortium or partnership (whether or not having separate legal personality);
- (e) a regulation includes any regulation, rule, official directive, request or guideline (whether or not having the force of law) of any governmental or intergovernmental agency, department or of any regulatory, self-regulatory or other authority or organisation;
- (f) the term “he” will also be implied to mean “she” and masculine shall also mean to include feminine (and *visa versa*), unless the context so otherwise determines;
- (g) the term “including” shall be construed as “including without limitation” (and cognate expressions shall be construed similarly); and
- (h) a provision of law is a reference to that provision as amended or re-enacted.

3.2 The following terms and expressions shall have the meanings defined below:

Acting Chairman means the acting chairman of the Board of Trustees appointed pursuant to Article 16.17;

Advisors means an advisor appointed under Article 15 (*Board of Advisors*);

Annual Budget means the budget for a financial year as approved by the Management Committee pursuant to Article 17.23;

Annual General Meeting means a meeting of the Members that the Society is required by the Constitution to hold once every year;

Annual Report means a comprehensive report of the activities of the Society presented by the Management Committee;

Auditors means a firm of public accountants as defined in the Accountants Act (Chapter 2) of Singapore;

Auditor's Report means a formal opinion, or disclaimer thereof, issued by the Auditors;

Board Committee means each committee established by the Management Committee pursuant to Article 17.19;

Board of Trustees means the board of trustees of the Society constituted pursuant to Article 16 (*Board of Trustees*);

Chairman means the chairman of the Board of Trustees appointed pursuant to Article 16.7;

Co-opted Member means a non-voting Member who is a member of the Management Committee and appointed pursuant to Article 17.6;

Commissioner of Charities means the commissioner appointed under Section 3 of the Charities Act (Chapter 37);

Election Code of Conduct means the rules for the conduct of the elections of the Management Committee framed by the Board of Trustees from time to time, pursuant to Article 17.9;

Extraordinary General Meeting means the general meeting of the Members convened pursuant to Article 22 (*Extraordinary General Meeting*);

General Meeting means a meeting of the Members of the Society, comprising the Annual General Meeting and/or the Extraordinary General Meeting;

Head of the Institution means the person appointed as the head of the Management Team by the Management Committee pursuant to Article 17.26 and which term could mean, where relevant, the "chief executive officer", "general manager", "principal" or such other designation for the head of the Management Team as determined by the Management Committee;

Honorary Members (non-voting) means the honorary members as defined under Article 9 (*Honorary Members*);

Indian Fine Arts means all aspects of fine arts from time to time generally considered to be representative forms of classical Indian fine art, including:

- (a) Indian classical carnatic music;
- (b) Indian classical hindustani music;
- (c) forms of fine arts (including classical dance and instrumental music) of Indian origin not specifically encompassed in paragraphs (a) and (b) above;

- (d) theatrical arts emanating from India; and
- (e) any other forms of creative arts and visual works of Indian origin and culture not specifically set out in paragraphs (a) to (d) above;

Institution of a Public Character has the meaning given to it in the Charities Act (Cap 37);

Investment Policy means those policies governing the investments of the Society approved by the Board of Trustees under Article 17.23;

Life Members means the life members defined in Article 8 (*Life Members*);

Management Committee means the Management Committee of the Society established pursuant to Article 17 (*Management Committee*);

Management Team means the team formed and designated as the “Management Team” pursuant to Article 17.27;

Members means the members of the Society who shall be and as the context so requires, any, some or all of the following, the:

- (a) Ordinary Members;
- (b) Life Members; and/or
- (c) Honorary Members (non-voting);

Membership means the act or process of becoming or being a Member of the Society;

Objectives means the teaching, performance and other objectives of the Society as described in Article 4 (*Objects*);

Office Bearers means the President, Vice-Presidents, Secretary and Treasurer referred to in Article 17.2;

Ordinary Members means the ordinary members defined in Article 7 (*Ordinary Members*);

Patrons means the individuals appointed to be Patrons of the Society under Article 5 (*Patrons*);

President means the president of the Management Committee appointed pursuant to Article 17 (*Management Committee*);

Registrar of Societies means the administrator of Societies under the Societies Act (Chapter 311);

Secretary means the secretary of the Management Committee appointed pursuant to Article 17 (*Management Committee*);

Society means The Singapore Indian Fine Arts Society;

Teaching Staff means the teachers and other staff whose primary role is to conduct teaching activities and appointed by the Management Team;

Treasurer means the treasurer of the Management Committee appointed pursuant to Article 17 (*Management Committee*);

Trustee means the term trustees appointed under Article 16 (*Board of Trustees*); and

Vice-Presidents means the vice-presidents of the Management Committee appointed pursuant to Article 17 (*Management Committee*).

- 3.3 The sole authority for the interpretation of the Constitution and any bylaws made thereunder shall be vested in the Management Committee. Unless otherwise specifically provided for in these Articles, the decision of the Management Committee in respect of any matter relating to the interpretation of the Constitution shall be final unless it is reversed at a General Meeting.

4. OBJECTS

- 4.1 The Objectives of the Society reflecting the educational aspects of the Society, including the teaching of Indian Fine Arts, and the performance aspects of the Society, are to:

- (a) promote and strengthen the classical traditions, aesthetics and values in Indian Fine Arts in Singapore in an inclusive manner;
- (b) use Indian Fine Arts as a platform for integration of communities in Singapore;
- (c) promote and teach classical Indian Fine Arts to all age-groups and to all ethnic, racial and linguistic groups in Singapore;
- (d) do such other things that are incidental to and required for the attainment of the above Objectives, including to:
 - (i) work with organizations with similar Objectives in Singapore and overseas;
 - (ii) develop the Society as a centre of excellence in the teaching and the performance of Indian Fine Arts in Singapore and the South East Asian region; and
 - (iii) develop the Society as a centre of performance of Indian Arts in Singapore for its students, teaching staff and other artists.

- 4.2 All activities to be conducted by the Society shall be in accordance with the rules and regulations of Singapore and any activities undertaken outside of Singapore shall also be in accordance with the laws, rules and regulations of any such other country.

5. PATRONS

- 5.1 The Management Committee may invite distinguished persons to be patrons of the Society. Subject to Article 5.2, all patrons shall be deemed to be Honorary Members (non-voting).

- 5.2 Subject to Article 11.1 and Article 12.1, the tenure for a patron shall be for life.

6. MEMBERSHIP

Membership of the Society shall consist of the following categories:

- (a) Ordinary Members;
- (b) Life Members; and
- (c) Honorary Members (non-voting).

7. ORDINARY MEMBERS

Ordinary membership shall be open to all persons aged 18 years and above other than to any person who at the time of application for Membership is also a member of Management Team or is a Teaching Staff.

8. LIFE MEMBERS

Life membership shall be open to all persons aged 18 years and above except to the any person who at the time of application for Membership is also a member of Management Team or a Teaching Staff.

9. HONORARY MEMBERS

9.1 The Management Committee may invite persons who have or could render service to the Society to become Honorary Members (non-voting) of the Society (*provided that* such person is not at that time a member of Management Team or a Teaching Staff). An Honorary Member (non-voting) shall not be required to pay any subscription and shall be entitled to the same privileges as an Ordinary Member except the right to vote.

9.2 Subject to Article 11.1 and Article 12.1, the tenure for an Honorary Member (non-voting) shall be for a time-period stipulated by the Management Committee. This does not apply to patrons who are deemed to be Honorary Members (non-voting) and whose tenure is determined in accordance with Article 5.2.

10. APPLICATION FOR MEMBERSHIP

10.1 Every application for Membership of the Society shall be made in the prescribed form and shall be duly completed and submitted to the Management Committee.

10.2 The Management Committee shall from time to time establish the rules, procedures and processes for the admission of new Ordinary Members and Life Members.

10.3 The Management Committee shall have the power to approve or reject the application for anyone for being considered as an Ordinary Member or Life Member without giving any reason and the Management Committee's decision shall be final.

11. CESSATION OF MEMBERSHIP

11.1 If any Member:

- (a) is an undischarged bankrupt;
- (b) is determined to lack capacity within the meaning of the Mental Capacity Act (Chapter 177A) of Singapore;
- (c) becomes a mentally disordered person or a patient within the meaning of the Mental Health (Care and Treatment) Act (Chapter 178A) of Singapore; or
- (d) has been convicted, whether in Singapore or in any other country or territory, of any offence involving dishonesty (including fraud, corruption, bribery and deception) or terrorism, terrorism financing or money laundering,

he shall thereupon cease to be a Member of the Society.

- 11.2 A Member whose subscription is in arrears for three (3) months shall be notified of the fact in writing and if he does not pay up the arrears within thirty (30) days of the posting of that notice on the official website and/or the notice board of the Society, he shall immediately, automatically and without further notice cease to be a Member.
- 11.3 A person who has ceased to be a Member under Article 11.2 above may be readmitted as a Member by the Management Committee following payment of all arrears.

12. EXPULSION OF MEMBERS

- 12.1 The Management Committee shall have the power to expel any Member whose conduct, in the opinion of the Management Committee, renders him unfit for Membership of the Society. Before any such Member is expelled, he shall be informed of the complaints made against him by written notice to that effect and be required within a minimum of seven (7) days' written notice to attend a meeting of the Management Committee called for that purpose to provide an explanation on the complaint made against him.
- 12.2 The decision whether or not to expel a Member in accordance with Article 12.1 shall be made if more than half of the Management Committee present and voting at the relevant meeting of the Management Committee (and *provided that* the quorum requirement is satisfied), vote in favour of expulsion. A Member may appeal to the Board of Trustees in respect of the decision of the Management Committee. The decision of the Board of Trustees shall be final.
- 12.3 A Member or Office Bearer expelled under Article 12.1 shall not be eligible to be a Member of or to hold office in the Society for a period of three years from the date of expulsion.

13. SUBSCRIPTIONS

- 13.1 The Management Committee shall determine the subscriptions payable by the Members.
- 13.2 Ordinary Members shall pay an annual subscription fee as determined by the Management Committee. Life Members shall pay a one-time fee as determined by the Management Committee.
- 13.3 The annual subscription fee payable by the Ordinary Members shall be payable in advance during the first month of the year in which it is due, or in the case of a new Member, within one month of his Membership being approved.

14. RIGHTS AND PRIVILEGES

- 14.1 Life and Ordinary Members shall have the right to vote and to hold office (*provided that* the right to hold any office shall be subject to the conditions referred to in Article 17.1).
- 14.2 A Member entitled to attend and vote at an Annual General Meeting or Extraordinary General Meeting shall be entitled to appoint a proxy to attend and vote in his stead. A proxy must be a Member of the Society.
- 14.3 A Member shall be entitled to such concessional rates of admission to all performances sponsored or produced by the Society as the Management Committee may consider fit.

15. BOARD OF ADVISORS

General

- 15.1 There shall be a Board of Advisors which shall comprise no more than five (5) and no less than three (3) citizens of Singapore. The President shall at all times be an ex-officio Member of the Board of Advisors. In the event that the office of the President is vacant at any time, then the Secretary shall be deemed to be an ex-officio member of the Board of Advisors.
- 15.2 A person (other than the President) shall become an Advisor upon a written acceptance by such person of the invitation of the Management Committee to such person to become an Advisor.
- 15.3 The Advisors (other than the President) shall hold office for a seven year term or until such time that an Advisor has resigned or upon the demise of such Advisor.
- 15.4 The President (or, if the office of the President is vacant at any time, the Secretary) shall act as secretary of the Board of Advisors.
- 15.5 The Board of Advisors shall meet once a year (or more frequently upon the request of the President), on such day and at such times as the President may determine. Seven (7) days' notice shall be given for all meetings unless the President decides that a shorter notice is to be given, which in any event shall not be less than twenty four (24) hours.
- 15.6 The quorum for all meetings of the Board of Advisors shall be no less than two (2) of the Advisors.

Role of Board of Advisors

- 15.7 The Board of Advisors shall primarily have an advisory role within the Society.
- 15.8 The Board of Advisors shall determine whether or not a Member is eligible to be considered to be a member of the Board of Trustees. No Member may be proposed for consideration by a General Meeting or by the Board of Trustees pursuant to Article 16.3 to be a Trustee unless the Board of Advisors has consented for the name of such Member to be put forward for consideration by, the General Meeting or, where applicable, the Board of Trustees. The Chairman of the Board of Trustees (or if the office of the Chairman is vacant or is proposed to become vacant, the Acting Chairman) shall administer the process by which the Board of Advisors determine eligibility of a Member for the office of a Trustee and shall communicate with the Board of Advisors, the Members and other Trustees, as necessary on any such matters.

16. BOARD OF TRUSTEES

General

- 16.1 There shall be a Board of Trustees which shall comprise of five (5) persons who: (i) are citizens of Singapore; (ii) are Members of the Society; and (iii) have had some association or experience with educational, performing arts or other public institutions. Only such persons whose eligibility has been determined and confirmed by the Board of Advisors pursuant to Article 15.8 may be considered for appointment as a Trustee.
- 16.2 The President and Secretary shall at all times be ex-officio Members of the Board of Trustees but shall not have any vote in any meeting of the Board of Trustees and shall not be

regarded as Trustees for the purposes of holding any immovable property or assets of the Society. The Secretary shall act as the secretary of the Board of Trustees.

- 16.3 The Members at the Annual General Meeting may appoint a Trustee and such appointment shall become effective upon the approval by the Members at the Annual General Meeting. In the event that there is an interim vacancy (resulting from the death, removal or resignation, of a Trustee) in the Board of Trustees, then the remaining Trustees may appoint a replacement Trustee for the remainder of the term of the Trustee who is so replaced and the appointment shall become effective upon the approval of the Board of Trustees constituted by the remaining Trustees. In the event that there are two or less of such remaining Trustees, then any such replacement Trustee shall be appointed by the Members at the Annual General Meeting, or as applicable, at an Extraordinary General Meeting and any such appointment shall become effective upon the approval by the Members at the Annual General Meeting, or as applicable, at the Extraordinary General Meeting.
- 16.4 The Members at the General Meeting or, where applicable, the Board of Trustees may only consider such persons for the position of a Trustee who meet the conditions set out in Article 16.1 and who were previously determined by the Board of Advisors as being suitable to be considered to be appointed as a Trustee in accordance with Article 15.8.
- 16.5 The Trustees shall hold office for a term of three (3) years. No Trustee may be appointed for more than three (3) consecutive terms.
- 16.6 Subject to Article 16.5, the Trustees shall hold office until such time that a Trustee has resigned or the appointment has been terminated pursuant to Article 16.20.
- 16.7 The Board of Trustees shall nominate a Chairman from amongst the Trustees.
- 16.8 The Board of Trustees shall meet at least twice a year, as and when decided by the Chairman on such day and at such times as he may determine. Seven (7) days' notice shall be given for all meetings unless the Chairman decides that shorter notice is to be given, which in any event shall not be less than twenty four (24) hours.

Role of Board of Trustees

- 16.9 The Board of Trustees shall have the roles specified in Article 16.
- 16.10 The following actions taken by the Management Committee shall require the prior approval of the Board of Trustees:
 - (a) approval of the Investment Policy (Article 17.23);
 - (b) adoption, amendments and repeal of bylaws of the Society (Article 17.25);
 - (c) amendments to the Constitution of the Society (Article 25 (*Amendment to the Constitution*)) proposed by the Management Committee for approval at the General Meeting; and
 - (d) investment in or sale of any long term assets (not being immovable assets) of the Society (being any asset that has a maturity of more than 12 months) (Article 17.24);
- 16.11 The Trustees shall hold the immovable property of the Society and the custody of title deeds in accordance with Article 16.22;

- 16.12 The Board of Trustees shall supervise the conduct of the elections of the Managing Committee, including:
- (a) acting as the nominations committee for such elections and assessing whether or not any nominee for the role of any Office Bearer meets the required criterion set out in the Constitution for such appointment; and
 - (b) the framing and approval of an Election Code of Conduct (Article 17.9).
- 16.13 The Board of Trustees shall be entitled to decide on the following exceptions to the provisions relating to the appointment of the Management Committee:
- (a) the approval of the appointment of the President for more than two (2) consecutive terms (Article 17.7); and
 - (b) waiving (in its sole discretion) of any of the eligibility requirements for a Member to be appointed as the President if such Member is the only nominee available (Article 17.4);
- provided that* the Board of Trustees shall have consulted with the Board of Advisors on such matters.
- 16.14 Where the office of the President is vacant, then the approval of the Board of Trustees shall be required for the Management Committee to make an appointment to fill such vacancy (Article 17.8(c)).
- 16.15 The Board of Trustees will be the final authority to hear any appeal relating to the expulsion of a Member by the Management Committee (Article 12.2).
- 16.16 The prior written consent of the Board of Trustees will be required for any dissolution of the Society (Article 26.1)

Meetings, resignation, removal and appointment

- 16.17 The Chairman shall preside at all meetings of the Board of Trustees. In his absence, the meeting shall be chaired by a Trustee nominated by the Chairman. If the Chairman is unable to perform the functions of the Chairman, the Board of Trustees shall appoint an Acting Chairman from among themselves for the meeting or period concerned.
- 16.18 All decisions requiring the decisions, approval or consent of the Board of Trustees shall be determined by a majority of the Board of Trustees present and voting. The quorum for all meetings of the Board of Trustees shall not be less than half of the Board of Trustees. The Board of Trustees shall decide on all matters by a majority of votes among the persons present and voting. In the case of an equality of votes, the Chairman of the Board of Trustees shall have a casting vote. Except as set out in this Article, the Board of Trustees shall regulate its meetings (including the keeping of minutes) as it thinks fit.
- 16.19 The rules of the Constitution relating to conflict of interests, misconduct and cessation of holding of office applicable to the Management Committee shall apply *mutatis mutandis* in respect of the members of the Board of Trustees, except that the references therein to the members of the Management Committee shall instead be to the members of the Board of Trustees.
- 16.20 A member of the Board of Trustees shall cease to hold office if:

- (a) he resigns his office by written notice to the Society;
- (b) he fails to attend three (3) consecutive meetings of the Board of Trustees without obtaining leave of absence from the Chairman; or
- (c) otherwise ceases to be a Member pursuant to Article 11.1.

16.21 A Trustee may be removed or appointed only after a notice of any proposal for the removal or, as applicable, appointment, has been posted on the notice board or the official website of the Society at least two (2) weeks before the General Meeting or, as applicable, the meeting of the Board of Trustees that will consider the removal or, as applicable, appointment of the Trustee. Any change in the Board of Trustees shall be notified to the Commissioner of Charities within two (2) weeks of the change.

Immovable property

16.22 All immovable property of the Society shall be vested in the Trustees. The Trustees shall have custody of all the title deeds and arrange for the same to be kept in a safe place as determined by them. The Trustees shall not effect any sale or mortgage of any immovable property without the prior approval of the General Meeting of the Members.

16.23 The Trustees shall hold all properties vested in them in trust for the Society. They shall act in accordance with the requirements of the laws of Singapore. The addresses of immovable properties, names of Trustees and any subsequent changes must be notified to the Registrar of Societies and the Commissioner of Charities within one month of acquisition or change.

17. MANAGEMENT COMMITTEE

General

17.1 The Society shall be managed by a Management Committee comprising fifteen (15) members (five (5) of whom shall be appointed as Office Bearers). All members of the Management Committee shall be elected once in three (3) years at an Annual General Meeting from among the Life and Ordinary Members and shall satisfy the following conditions:

- (a) such person is a Singapore citizen, permanent resident, or is otherwise resident in Singapore;
- (b) at the time of the Annual General Meeting (or where the appointment is made pursuant to Article 17.8, at the time of such appointment), such person is at least thirty-five (35) years of age or has been a Member for no less than ten (10) years;
- (c) (without prejudice to paragraph (b) above), such person has been a Member of the Society during the last six (6) months prior to the date of the Annual General Meeting (or where the appointment is made pursuant to Article 17.8 below, six months prior to the date of such appointment);
- (d) the President shall be subject to further conditions specified in Article 17.4; and
- (e) in respect of the Member proposed to be the Treasurer for the Management Committee, such person shall not have been the Treasurer during the current term of the Management Committee.

- 17.2 The Management Committee shall include the following Office Bearers:
- (a) President;
 - (b) Two (2) Vice-Presidents;
 - (c) Secretary; and
 - (d) Treasurer.
- 17.3 The Head of the Institution shall at all times be an ex-officio member of the Management Committee. The Head of the Institution, in this capacity, shall not be subject to the appointment and removal provisions (in respect of appointment to and removal from the Management Committee) set out in this Article 17.
- 17.4 The President shall:
- (a) be a Singapore citizen; and
 - (b) have been a member of the Management Committee (either elected or co-opted) for 2 (two) consecutive terms prior to being elected as the President,
- except that if none of the members of the Management Committee who are nominated for election as President satisfy the aforementioned conditions, the Board of Trustees shall have the discretion to exempt a proposed nominee from the requirements set out in paragraphs (a) and (b) above.
- 17.5 The Members shall endeavour that there is adequate representation of the alumni of the Society in the Management Committee either as elected Members or as Co-opted Members.
- 17.6 The Management Committee may co-opt Members for the duration of its term of office. The Co-opted Members shall not be eligible to vote at Management Committee meetings. The maximum number of Co-opted Members shall be eight (8). In case of a vacancy of the position of an elected member of the Management Committee, the Management Committee may designate a Co-opted Member to become a full voting member of the Management Committee in accordance with Article 17.8. No member of the Management Team or Teaching Staff can be co-opted to the Management Committee.
- 17.7 All members of the Management Committee shall hold office for a term of three (3) years. No Office Bearer shall hold office for more than two (2) consecutive terms, except that the Treasurer may not hold office for more than one (1) term. In the case of the President, the Board of Trustees shall have the discretion to waive this condition and permit the President to continue for additional terms in accordance with paragraph (a) of Article 16.13.
- 17.8 In the event of a vacancy in the Management Committee arising from the death, resignation or removal of a member of the Management Committee during his term of office (**Departing MC Member**):
- (a) where the Departing MC Member is an elected Member of the Management Committee, the Management Committee may appoint a Member who satisfies the conditions set out in Article 17.1 as an elected member of the Management Committee to fill such vacancy;

- (b) where the Departing MC Member is an Office Bearer (other than the President), the Management Committee may appoint a Member who satisfies the conditions set out in Article 17.1 to fill such vacancy as an Office Bearer (other than the President); and
- (c) where the Departing MC Member is the President, the Management Committee may appoint a Member who satisfies the conditions set out in Articles 17.1 and 17.4 only with the prior approval of the Board of Trustees.

Any member appointed to the Management Committee pursuant to paragraphs (a), (b) or (c) above shall hold office until the end of the term of the Departing MC Member whom he replaces. No member of the Management Team or Teaching Staff of the Society may become a member of the Management Committee. However, the Management Committee shall have the discretion to invite a member of the Management Team or Teaching Staff to be part of any Board Committee pursuant to Article 17.20 *provided that* suitable guidelines are put in place to ensure that any matter discussed in the Management Committee shall be kept confidential.

17.9 The election of the members of the Management Committee (including the Office Bearers) at the Annual General Meeting shall be conducted in accordance with the Election Code of Conduct. All nominations shall be put to vote at the Annual General Meeting. Voting shall be by ballot. The Board of Trustees shall frame the rules and regulations constituting the Election Code of Conduct for the conduct of free and fair elections and shall also supervise the conduct of elections to the Management Committee. The Election Code of Conduct shall provide, amongst other things, that:

- (a) no Member who was in the Management Team or Teaching Staff in the previous 36 months (calculated by reference to the date of the Annual General Meeting for the election of a Management Committee) shall be eligible to be a nominee for election to such Management Committee;
- (b) no Member of the Management Team or Teaching Staff shall participate in the elections of the Management Committee in any manner (including campaigning for the election of any candidate or otherwise attempting to influence the election process in any way); and
- (c) no Member of the Management Team or Teaching Staff shall be entitled to vote in a General Meeting of the Members conducted for the purposes of electing any member of the Management Committee.

17.10 Any change in the Management Committee shall be notified to the Registrar of Societies and Commissioner of Charities within two weeks of the change.

Meetings

17.11 The Management Committee shall meet a minimum of once in every two (2) months or at six (6) meetings per year, or whenever the President deems fit.

17.12 Notice of at least seven (7) days and the agenda for any meeting of the Management Committee shall be given by the Secretary to all members of the Management Committee in writing. The President may however summon a meeting of the Management Committee at any time by giving two (2) days' written notice to all members of the Management Committee.

- 17.13 The quorum for all meetings of the Management Committee shall be more than half of the members of the Management Committee, two (2) of whom must be Office Bearers. The President shall preside at the meetings of the Management Committee. In his absence, the Management Committee shall be chaired by one of the Vice-Presidents nominated by the President.
- 17.14 The Management Committee shall decide on all matters by a majority of votes among the persons present and voting. The chairman of the meeting shall have a casting vote.
- 17.15 For the avoidance of doubt, the Management Committee may at its absolute discretion invite an external party to sit in the Management Committee meeting as an advisor or otherwise *provided that* such external party (a) shall sign an agreement to keep all matters disclosed and/or discussed at such meetings confidential and (b) shall not be entitled to vote at such meetings.
- 17.16 The Head of the Institution shall, and, at the discretion of the Management Committee, any other member of the Management Team may be required to attend any meeting of the Management Committee, though they shall have no vote.
- 17.17 Any member of the Management Committee who absents himself from three (3) consecutive meetings without leave of absence from the Management Committee shall cease to be member of the Management Committee.
- 17.18 Whenever a member of the Management Committee in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins. Such member of the Management Committee concerned should offer to withdraw from the meeting and not participate in the discussion or vote on the matter. The Management Committee shall decide if this should be accepted.

Board Committees

- 17.19 The Management Committee may establish sub-committees (the **Board Committees**) whether on an *ad hoc* basis or otherwise to deal with any matters as it considers appropriate. Each such Board Committee will be subject to terms of reference framed by the Management Committee and will be formed and managed by the Management Committee.
- 17.20 Each Board Committee shall be chaired by an elected member of the Management Committee, and the Management Committee may appoint suitably qualified persons in the relevant area of expertise (who are not on the Management Committee) to be members of such Board Committee as they think fit. The Management Committee shall manage (in its absolute discretion) any invitation to, and appointment of, any person to a Board Committee.
- 17.21 The establishment of Board Committees and their continuance shall be at the discretion of the Management Committee. The Management Committee shall have the power to delegate to the Board Committees such duties and powers as it deems fit.

Powers of the Management Committee

- 17.22 The Management Committee shall have the power to deal with all matters except as reserved to the Board of Trustees under this Constitution.
- 17.23 The Management Committee shall also manage and administer the funds of the Society in line with the Objectives of the Society and the Investment Policy approved by the Board of

Trustees from time to time and the Annual Budget approved by the Management Committee from time to time. The Management Committee may raise, by donation or otherwise, funds to finance activities of the Society.

- 17.24 The Management Committee shall have the power to purchase or otherwise acquire or sell or otherwise dispose of movable or immovable property, other long term assets of the Society (being any asset that has a maturity of more than 12 months) or other assets of the Society for the purposes set forth in the Constitution without having to obtain the sanction of a General Meeting, *provided that*, any sale, mortgage or acquisition of immovable property or other long term assets of the Society (being any asset that has a maturity of more than 12 months) shall be subject to the prior approval of the Board of Trustees (who shall, in respect of any sale or mortgage of any immovable property, be authorised by the prior approval of the General Meeting of the Members in accordance with Article 16.22).
- 17.25 The Management Committee may, from time to time, make, repeal and amend bylaws not inconsistent with this Constitution for the internal management of the Society and for the conduct of business at General Meetings and Management Committee meetings in all matters not provided for in this Constitution. Such bylaws including any amendments thereof made shall be effective after approval has been given there for by the Board of Trustees. Further, the Management Committee shall have the power to frame guidelines and appoint such committees as may be appropriate for the Society in the event that the Society is registered as an Institution of a Public Character.

Role of the Management Committee in the administration of the activities of the Society

- 17.26 The Management Committee shall appoint:
- (a) a Head of the Institution, who shall be the head of all the operational aspects of the Society, including its academic aspects; and
 - (b) a Management Team (described below), who shall be responsible for the day-to-day management of the Society,

in each case under the supervision of the Management Committee.

- 17.27 The management team shall be formed of: (i) the Head of the Institution; (ii) if so determined by the Management Committee, an academy registrar or academy director (with responsibility for the teaching aspects of the Society); (iii) if so determined by the Management Committee, a programme or artistic director to deal with the programme and performance aspects of the Society; and (iv) such other executive staff, in each case as approved by the Management Committee (such staff referred to under paragraphs (i) to (iv) above together comprising the **Management Team**). The Management Team shall administer the policies formulated by the Management Committee.
- 17.28 The Head of the Institution shall be the head of all the operational and academic aspects of the Society. The Head of the Institution shall be responsible for the day-to-day work of the Management Team (including that of the academy registrar or academy director, if appointed) and shall function under the supervision and guidance of the Management Committee or the relevant Board Committee of the Management Committee.

18. DUTIES OF OFFICE BEARERS

The Society shall have the following Office Bearers whose duties are as set out below:

(a) **The President**

- (i) The President shall preside as chairman at all meetings of the Management Committee and all General Meetings of the Society. He may call a meeting of the Management Committee as often as he thinks fit provided written notice of at least two (2) days is given for any meeting.
- (ii) The President or the Head of the Institution, if so authorised by the Management Committee shall represent the Society in its dealings with other organisations and individuals and may issue statements to the media on behalf of the Society.

(b) **The Vice-Presidents**

The two (2) Vice-Presidents shall assist the President in his duties. All the powers, duties and responsibilities of the President shall in his absence be vested in one of the Vice-Presidents nominated by the President to take over in his absence.

(c) **The Secretary**

The Secretary shall be responsible for all records of the Society other than in relation to financial matters including correct minutes of all proceedings of the Management Committee and all General Meetings.

(d) **The Treasurer**

The Treasurer shall keep and be responsible for all funds and shall collect and disburse all moneys on behalf of the Society. He shall maintain proper financial records and an up to date register of Members and keep an account of all monetary transactions. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and at least one other person as delegated by the Management Committee.

19. AUDITORS

- 19.1 The Society shall appoint a firm of public accountants as defined in the Accountants Act (Chapter 2) of Singapore as its auditor at every Annual General Meeting to undertake the audit of the Society's financial statements. They shall present a report on the financial statements for the Annual General Meeting. Any change of Auditors must have prior approval of the Board of Trustees and the Commissioner of Charities, if applicable.
- 19.2 No audit partner of a public accounting firm shall be in charge of more than five (5) consecutive audits of the Society.
- 19.3 No firm of public accountants may hold office as Auditor of the Society for more than ten (10) consecutive years.

20. FINANCE

- 20.1 The financial year of the Society shall be from the 1st July to the 30th of June of each year.
- 20.2 The income and property of the Society shall be applied and used solely towards the promotion of the objects of the Society as set forth in this Constitution. No amount shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to the Members of the Society *provided that* nothing herein contained shall prevent the payment of remuneration to any

employee of the Society or, the payment of any allowance authorised by the Management Committee to any Member of the Society as reimbursement or in return for any services rendered.

21. ANNUAL GENERAL MEETING

- 21.1 The Annual General Meeting of the Society shall be held annually not later than 30 September each year. The time, date and place shall be determined by the Management Committee.
- 21.2 At least fourteen (14) days' notice in writing specifying the time, date and place of Annual General Meeting shall be given to all Members.
- 21.3 A copy of the audited financial statements for the preceding year together with the Annual Report of the Management Committee and the Auditor's Report shall accompany the notice to be given to all Members for the convening of the Annual General Meeting.
- 21.4 The omission to give notice of any meeting to, or the non-receipt of such notice by, any Member shall not invalidate any resolution passed or any matter transacted at any such meeting.
- 21.5 The business to be transacted at the Annual General Meeting shall include:
- (a) to receive and approve the Annual Report and adopt the audited financial statements of the Society for the preceding financial year. Any query, proposed amendment or motion pertaining to the Annual Report or the audited financial statements shall be made in writing to the Secretary at least seven (7) days prior to the date of the Annual General Meeting;
 - (b) the election or appointment of, where applicable, the members of the Management Committee, the Office Bearers, the Trustees and the Auditors, for the specified terms applicable to each of them respectively in accordance with the Articles; and
 - (c) to consider matters listed in the agenda for the meeting and to transact any other business for which seven (7) days' notice in writing had been given to the Secretary.

22. EXTRAORDINARY GENERAL MEETING

- 22.1 An Extraordinary General Meeting may be convened by the Management Committee at its discretion or on receipt of a signed written requisition by one-quarter (1/4) of the number of paid up Members or thirty (30) voting members, whichever is lesser, stating the purposes for which the meeting is required. The requisition shall also include, where appropriate, the proposed motion or resolution to be discussed at the meeting.
- 22.2 Upon receipt of the requisition, the Management Committee shall call for an Extraordinary General Meeting to be held within thirty-five (35) days from the date of receipt of such requisition. At least fourteen (14) days' written notice (including by electronic means) shall be given of an Extraordinary General Meeting.
- 22.3 The Extraordinary General Meeting may resolve any matter for which the meeting is required, including in respect of any dispute arising amongst the Members.

23. SUPREME AUTHORITY, RESOLUTIONS AND AMENDMENTS AT GENERAL MEETING (ANNUAL OR EXTRAORDINARY)

- 23.1 Subject to the provisions of this Constitution, the supreme authority of the Society is vested in a General Meeting. All General Meetings shall be presided over by the President or a person appointed by the President.
- 23.2 No resolution shall be proposed at any General Meeting unless the terms thereof have been previously notified to the Secretary in writing not less than seven (7) clear days before the date of the General Meeting.
- 23.3 No amendment (other than a motion for adjournment) may be moved to any resolution proposed at any General Meeting unless written notice thereof shall have been sent to the Secretary not less than seven (7) days prior to the meeting.

24. QUORUM

- 24.1 One-quarter (1/4) or thirty (30) of the Members eligible to vote (whichever is the lower number) shall constitute a quorum at the General Meeting. If at the end of the hour following the time when the General Meeting has been called, a quorum is not present, the meeting shall be adjourned for half an hour. The Members present at such time may proceed with the meeting but they shall have no power to amend the Constitution.
- 24.2 Subject to Article 25 (*Amendment to the Constitution*) and to the satisfaction of the requirements set out in Article 24.1, any matter may be resolved at the General Meeting by a majority of the Members present and voting thereon at that General Meeting

25. AMENDMENT TO THE CONSTITUTION

No amendment to this Constitution may be made unless it has the prior written consent of the Board of Trustees and a majority of at least three-fourths (3/4) of the Members present and voting thereon at a General Meeting convened for that purpose. The amendments shall not come into force without the prior sanction of the Registrar of Societies and the Commissioner of Charities.

26. DISSOLUTION

- 26.1 The Society shall not be dissolved unless prior written consent of the Board of Trustees and three-fourths (3/4) of the voting Members of the Society for the time being (either in person or in proxy) is obtained at a General Meeting convened for that purpose.
- 26.2 In the event of the Society being dissolved as provided above, or in the event that the Society ceases to be a registered charity under the Charities Act, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be donated to charitable organizations, Institutions of a Public Character (when the Society is an Institution of a Public Character), as the case may be, with similar objectives in Singapore and which are registered under the Charities Act, as the Members of the Society may determine at the General Meeting.
- 26.3 A notice of dissolution shall be given to the Registrar of Societies and the Commissioner of Charities within seven (7) days of the dissolution of the Society.

27. PROHIBITIONS

- 27.1 The Society shall not engage in any trade union activity under any written law relating to trade unions for the time being in force in Singapore.

- 27.2 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 27.3 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 Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 27.4 The funds of the Society shall not be used to pay the fines of Members who have been convicted in court of law.
- 27.5 The Society shall not hold any lottery, whether confined to its Members or not, in the name of the Society or its Office Bearers, Management Committee or Members unless with the prior approval of the relevant authorities.
- 27.6 The Society shall not raise funds from the public for any purposes except those purposes that are pursuant to the Objectives without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

28. INSTITUTION OF A PUBLIC CHARACTER

It is anticipated that the Society may apply to become an Institution of a Public Character to enhance the performance aspects of the Society and enable to the Society to secure grants and funding from the National Arts Council and other bodies. The Management Committee shall have the power to frame any guidelines and appoint such committees that are appropriate to enable the Society to secure the status of an Institution of a Public Character (consistent with and as required by the rules governing the grant of Institution of a Public Character status at the relevant time). This may include the formation of a separate performance company by the Society for these purposes.

29. COMMUNICATIONS

Any communication to be made or notice to be provided to the Members or to the members of the Management Committee, Board of Trustees or Board of Advisors or to any members of the Management Team or in respect of any matters requiring notification in writing pursuant to these Articles may be made by electronic mail or other electronic means.