

CONSTITUTION

1. Name

This Association shall be known as the Environmental Management Association of Singapore (EMAS).

2. Place of Business

Its place of business shall be at c/o 1003, Bukit Merah Central, #06-28, Singapore 159836 or such other address as may subsequently be decided upon by the Executive Council and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3. Objects

Its objects are:

- To promote and expand, the business of environmental hygiene services
- To study and address environmental hygiene industry concerns and issues
- To promote the technical knowledge and skills of individuals engaged within the industry
- To enhance the professional image of the industry
- To foster information exchange and create potential strategic alliances amongst members, industry, government agencies as well as overseas organisations

4. Membership

4.1. Any companies registered in Singapore whose business activity fall within the objects of the Association with paid up capital less than \$50,000, may upon approval of application be admitted as an **SME ORDINARY MEMBER**.

4.2. Any companies registered in Singapore whose business activity fall within the objects of the Association may upon approval of application be admitted as an **ORDINARY MEMBER**.

4.3. Any local or foreign organisations whose business is related to environmental and hygiene services in Singapore may upon approval of application be admitted as an **ASSOCIATE MEMBER**.

4.4. Any associations, institutions or societies whose activities fall within the objects of the Association may upon approval of application be admitted as an **INSTITUTIONAL MEMBER**.

5. Application for Membership

5.1. Any applicant for membership shall complete and submit its application in such form(s) as may from time to time be prescribed by the Executive Council to the Honorary Secretary of the Association.

5.2. The Honorary Secretary may require the applicant to furnish such other information or particulars as are necessary for the application to be considered by the Executive Council.

Application submission as follows:

- Company's **ACRA Bizfile**
- A valid **NEA Cleaning Business licensed** company (* Subject to **NEA regulations**)
- At least a **bizSAFE level 2** certification or acquire for the certification within 1 year of their membership for Cleaning firms

6. Termination of Membership

Any member wishing to terminate his membership shall state reasons in writing. Such member will liable to pay all outstanding fees, subscriptions and dues upon termination.

7. Approval of Membership

7.1. The Executive Council shall have absolute discretion in approving and disapproving an application for Membership.

8. Membership Entrance Fees and Subscriptions

Membership Category	Entrance Fee	Annual Subscription
SME Ordinary	Waived	S\$300
Ordinary	Waived	S\$600
Associate	S\$100	S\$600
Institutional	S\$100	S\$600

8.1. The fees payable by members shall be the sum to be determined by the Executive Council.

8.2. The rate of annual subscription may only be varied by a general meeting of members.

8.3. The Executive Council shall be empowered subject to Rule 10 to levy any sum to raise funds to fulfill any of the objects of the Association.

9. Arrears of Subscriptions

Annual subscription fees are payable in advance within the first month of the year when invoice is being billed. If a member falls into arrears with his subscription(s) or other dues, he shall be informed immediately by the Honorary Treasurer through letter of notification. If he fails to settle his arrears within 2 months of his becoming dues, he will be denied the privileges of membership until he settles his account. If he falls into arrears for more than 3 months in payment of his subscription or other dues, such member will automatically cease to be a member and the Committee may also take legal action against such member who has received due notice of his debts.

10. Levies and Other Charges

Any levies, special subscriptions and other charges for any particular purpose may only be raised from the member with the consent of a general meeting of the members.

11. Executive Council

11.1. The affairs of the Association shall be managed by a Committee of eleven (11) members who shall be elected from the Association's existing SME Ordinary or Ordinary members.

11.2. The Committee shall have no more than two (2) observers.

11.3. They shall hold office for a term of two (2) years and upon retirement shall be eligible for reelection at the AGM.

11.4. In case a casual vacancy shall occur in the Committee during any part of the term of office, the Committee may appoint a member of the Association from the membership representing the service sector from which the vacancy arose to fill such vacancy for the period of the unexpired term.

11.5. Co-opted Executive Council Member. The Committee shall have the power to appoint two Co-Opted Executive Council Members to serve on the current term until the next election, whereby the new Committee will review the status. The two co-opted Executive Council members must be representative of any SME Ordinary or Ordinary members. The Committee shall have the power to remove any Co-opted Executive Council member

11.6. The Executive Council member will be a representative of a member's company. In the event that an Executive Council member resigns from the member's company, the latter can appoint another representative to replace the outgoing individual. The new representative's appointment is subject to the decision of the remaining Executive Council.

11.7. In the event that an Executive Council position is left vacant due to withdrawal or termination, the vacant position will go to the next highest voted company. This latter company shall appoint a representative to replace the outgoing individual. The new representative's appointment is subject to the decision of the remaining Executive Council.

12. Election of Committee Members

12.1. The notice of the Annual General Meeting shall be accompanied by a copy of the nomination form.

12.2. The member of Executive Council shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members.

12.3. In the event of equality of votes having been cast the position shall be resolved by the drawing of lots.

13. Power and Duties

Decision making will be on a simple majority vote of the 11 Executive Council members.

13.1. The Committee shall have the power to appoint Honorary Patrons. Honorary Patrons shall be Singapore Citizens of distinguished character and who be reason of their positions, experience or eminence have made significant contribution to the growth and development of the Association. Honorary Patrons are eligible for re-appointment yearly.

13.2. The Committee shall have the power to appoint outgoing President or ex-Presidents of the Association as ex- officio Committee members.

13.3. The Committee shall have the power to appoint Honorary Advisers during the term of office of the Committee that appoints them. Honorary Advisers who shall be Singapore citizens of distinguished character are eligible for re- appointment.

13.4. The Committee shall have the power to authorize expenditure of a sum not exceeding S\$30,000.00 in any one (1) month from the Association's Funds and for the Association's purposes. To obtain at least two-thirds majority at EXCO prior to funding the cause.

13.5. The Committee shall hold meetings as and when deemed necessary but four (4) clear days' notice for the convening of the meeting shall be given to the Committee members. The Honorary Secretary with the concurrence of one (1) other committee member may call a committee meeting at any time by giving four (4) clear days' notice. QUORUM At least one half (1/2) of the committee members must be present for its proceedings to be valid.

13.6. The duty of the Committee is to organize and supervise the daily activities of the Association and to make decisions on matters affecting its running when the general meeting is not sitting and its day-to-day business. It may not act contrary to the expressed wishes of the general meeting without prior reference to it and shall always remain subordinate to the general meeting. The highest authority of the Association shall be vested in the General Meeting of the members presided over by the President.

13.7. The Committee shall not relinquish its duties until the succeeding Committee shall have taken office.

13.8. The Committee shall have power to suspend or expel any member of the Association for a breach of the Association's Rules, for conduct prejudicial to the Association or for any cause which appears to it to be sufficient for such action to be taken. Any member against whom such action has been taken may appeal to the General Meeting, by giving notice of his intention to appeal to the Committee within one month of such action. The Committee on receipt of such notice shall convene an Extraordinary General Meeting.

14. Office-Bearers and Their Duties

The elected Committee Members from among themselves shall at the alternate annual general meeting elect by ballot, office-bearers

A President

A Vice-President

An Honorary Secretary

An Assistant Honorary Secretary

An Honorary Treasurer

An Assistant Honorary Treasurer

5 Committee Members

14.1. All the Committee Members shall hold office for a term of two (2) years. A person shall hold the same office for more than one (1) term subject to the approval of the new committee.

14.2. The Immediate Past President of the Association shall, however, be an ex-officio member without voting rights in the next Committee if he is not an elected member.

14.3. The duties of the office-bearers are as follows:

a. The President shall act as chairman at all general, committee and other meetings of the Association. He shall also represent the society in its dealings with outside persons.

b. The Vice-President shall assist and deputize for the President in the latter's absence.

c. The Hon. Secretary shall keep all records, except financial records of the Association and shall be responsible for their correctness. He shall keep minutes of all general,

committee and other meetings. He shall also maintain an up-to-date Register of memberships.

d. The Hon. Treasurer shall be in custody of all funds, collect and disburse all money on behalf of the Association, keep an account of the monetary transactions and be responsible for their correctness. He is authorized to expend up to S\$500.00 for petty expenses on behalf of the Association. He shall not keep more than S\$500.00 cash at any time and any money more than this sum shall be deposited in the Association's Bank Account. Cheques for withdrawals from the Bank must be signed by 2 individuals: (a) the first individual must be either the President, the Vice-President, or the Hon. Secretary; and (b) the second individual must be either the Hon. Treasurer or the Assistant Hon. Treasurer.

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

f. Any member of the Committee who fails to attend three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a member may be co-opted by the Committee to serve in his place until the next Committee-elect takes place. Any changes in the committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

15. Annual General Meeting

An Annual General Meeting shall be held within 6 months following the close of the Association's financial year which shall end on 30th April. At least fourteen (14) clear days' notice will have to be given to all members of the annual general meeting. The following business shall be considered at the annual general meeting:

- a. The adoption of the previous year's accounts and report of the Committee
- b. The election of Committee Members under Rule 12
- c. The appointment of Auditors
- d. Any other business of which proper notice has been given
- e. Any member who wishes to move a Resolution at an Annual General Meeting may do so provided he gives notice in writing to the Honorary Secretary not less than seven (7) days before the meeting is due to be held.

15.2. Unless otherwise stated in the rules, voting by proxy is allowed at the Annual General Meeting.

15.3. QUORUM At least one quarter (1/4) of the total membership or 40 members, whichever is lower, of the Association must be present at the annual general meeting for its proceedings to be valid. In the event of there being no quorum within 30mins of the fixed time of commencement of the meeting, those present & eligible to vote, should be considered a QUORUM, provided that such a General Meeting shall have no power to alter, amend or make additions to any of the existing rules of this Constitution.

16. Extraordinary General and Special General Meetings

QUORUM At least one quarter (1/4) of the total membership or 40 members, whichever is lower, of the Association must be present at such meeting for its proceedings to be valid. If within half an hour from the time appointed for the commencement of a Special General Meeting, a quorum is not present, the meeting shall be dissolved. For Extraordinary General Meeting, if a quorum is not present within half an hour from the time fixed for the commencement of the meeting, the number then present at the adjourned meeting shall be considered a quorum, but they shall have no power to alter, amend, delete or make additions to any of the existing rules.

16.1. Extraordinary General Meetings shall be convened at such time as the Committee shall determine.

16.2. A Special General Meeting shall be convened at any time on a written requisition signed by at least ten (10) per cent of the members of the Association whose subscription have been paid up to date at the time of signing of the requisition. Such requisitions shall state the purpose for which the meeting is to be called and shall be addressed to the President or the Hon. Secretary of the Association.

16.3. Twenty-one (21) days' notice of a Special or Extraordinary General Meeting of the Association shall be given to all members.

16.4. Particulars of the Agenda for the meeting will be posted on the Association's Notice Board twenty-one (21) days before the meeting is due to take place.

16.5. Any member who wishes to move a Resolution at the Meeting may do so provided he gives notice in writing to the Hon. Secretary not less than fourteen (14) days before the date of such meeting.

17. Auditions

The persons not members of the committee will be elected as Hon. Auditors at the alternate annual general meeting and will hold office for two years only and may not be re-elected. The annual statement of accounts and balance sheet of the Association shall be prepared by the Hon. Treasurer, duly audited by the Auditors and then submitted to the Annual General Meeting for approval. The Auditors shall be required to submit a report to the Annual General meeting. They may be required to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Committee. Alternatively the Auditors from a firm of qualified accounts may be elected and shall be eligible for re-election. The financial year shall be from 1st May to 30th April.

18. Trustees

If the Association at any time acquires any immovable property, such property shall be vested in Trustees appointed by the General Meeting subject to a declaration of trust. Any trustee may at any time resign his trusteeship. If a trustee dies or becomes a lunatic or is of unsound mind or moves permanently or is absent from the Republic of Singapore for a period of one year, he shall be deemed to have resigned his trusteeship. If a trustee becomes unfit to act or is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee, a General Meeting may remove him from his trusteeship. Vacancies in the trusteeship may be filled at a General Meeting, but the number shall not be greater than four (4) or less than two (2). Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by affixing to the Association's Notice Board a document containing such proposal at least twenty-one (21) days before the meeting is due to take place. The result of such meeting shall then be notified to the Registrar of Societies. The address of immovable properties, names of trustees and any subsequent changes must be notified to the Registrar of Societies.

19. Indemnity

19.1. Every member of the Executive Committee of EMAS shall be entitled to be indemnified out of the assets of EMAS against all losses and liabilities which he or she may sustain or incur in the execution of the duties of his or her office and no member of the Executive Committee shall be personally liable for any loss, damage or misfortune which may befall him or her in the execution of his or her duties for or on behalf of EMAS.

19.2. All benefits whatsoever and howsoever accruing to any member of the Executive Committee as a consequence of article 23.1 shall be due payable to EMAS.

20. Amendments to Rules

No alterations, additions or deletions to these Rules shall be made except at a General Meeting and they shall not come into force without the prior sanction of the Registrar of Societies.

21. Prohibitions

21.1. 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 Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

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

21.3 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.

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

21.5. The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

21.6 The Association 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.

22. Interpretation

In the event of any question or matter arising out of any point which is not covered by or expressly provided for in these rules, the Committee shall have the full power to use their own discretion in dealing with and in disposing of such question or matter

23. Dissolution

23.1. The Association shall not be dissolved except with the consent of not less than two-thirds (2/3) of the members 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

23.2. In the event of the Association being dissolved as provided above, all debts and liabilities incurred on behalf of the Association shall be fully discharged and the remaining funds shall be donated to charitable organizations

23.3. Notice of dissolution shall be given to the Registrar of Societies within seven (7) days of the dissolution of the Association

24. Disputes

24.1. In the event of any dispute arising amongst the members, they shall table the matter for resolution before an Extraordinary General Meeting to be held in accordance with the constitution. If the members fail to resolve the matter at the Extraordinary General Meeting, they shall bring the matter before a court of law for resolution.

25. Protection of Confidential Information

25.1. Only EMAS Secretariat has the access to confidential information gathered during survey and collection of membership information. Members have no rights to access such information.

"Confidential Information" means all material, non-public, business-related information, written or oral, whether or not it is marked as such, that is disclosed or made available to the receiving party, directly or indirectly, through any means of communication or observation.

26. Allowing Flexibility in Meeting Formats for Diverse Circumstances and Member Preferences

26.1 The Committee may conduct any meeting, including without limitation an Annual General Meeting, an Extraordinary General Meeting, a Special General Meeting, and executive council meetings:

- i. at a physical place.
- ii. at a physical place and using virtual meeting technology or
- iii. using virtual meeting technology only.

Where a meeting is held (whether wholly or partly) using virtual meeting technology:

a) a reference to any person attending or present at a meeting, including a person who is attending the meeting using virtual meeting technology;

b) a reference to the right of a person to vote at a meeting, where the person is present by virtual meeting technology, includes the right to vote by electronic means or any other means as the Committee may determine; and

c) a reference to the right to carry out any act at a meeting (including without limitation the right to be heard at a meeting, to speak at a meeting, to speak on any matter at a meeting, to discuss any matter at a meeting, or to read out any communication or document at a meeting) includes the carrying of such an act by any means of synchronous communication as the Committee may determine.