

# **CONSTITUTION OF THE SINGAPORE INSTITUTE OF ARBITRATORS**

*Approved by ROS on 29 Sept 2022*

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## **1.0 NAME & LOCATION**

- 1.1 The name of the Institute is "The Singapore Institute of Arbitrators" (hereinafter referred to as the "Institute").
- 1.2 The place of business of the Institute is situated at 12 Eu Tong Sen Street, #08-169, The Central, Singapore 059819 or such other place or place(s) as may subsequently be decided by the Council and approved by the Registrar of Societies.

## **2.0 DEFINITIONS**

- 2.1 Where the context so permits, words in this Constitution importing only the singular number include the plural and vice versa. Words importing the masculine gender also include the feminine and neuter genders.
- 2.2 In the provisions of this Constitution unless the context otherwise requires, the following words and expressions shall have the meanings hereby assigned:

- i) 'Constitution' means the Constitution of the Singapore Institute of Arbitrators.
- ii) 'Institute' means the Singapore Institute of Arbitrators registered with the Registrar of Societies, Singapore, as defined in the Societies Act 1966.
- iii) 'Council' means the governing body of the Institute for which provision is made under this Constitution.
- iv) 'Office Bearers' means the office of President, the Vice President, the Honorary Secretary, the Honorary Treasurer of the Institute.
- v) 'Seal' means the Common Seal of the Institute.
- vi) 'Member' means the category of members spelt with a capital 'M'.
- vii) 'member' means either one of the following or collectively, as the case may be, a Fellow, Member, an Associate Member, a Retired Fellow or Retired

		Member.
viii)	‘Month’	means a calendar month.
ix)	‘General Meeting’	means Annual General Meeting or Extraordinary General Meeting of the Institute.
x)	‘Annual General Meeting’	means the General Meeting held each year in accordance with the provisions of this Constitution.
xi)	‘Committee(s)’	means any committee, sub-committee or ad hoc committee formed by Council under the provisions of this Constitution and/or Bye-Laws.
xii)	‘in writing’	means transmitted by letter, electronic mail or any other electronic means of communication that is reproducible.
xiii)	‘The Register’	means the Register of members.
xiv)	‘Bye-Laws’	means the Bye-Laws for the time being in force made by Council including any additions, deletions or amendments made thereto by Council from time to time and which shall be read in conjunction with this Constitution.

### **3.0 OBJECTIVES**

#### **3.1 The objectives of the Institute are as follows:**

- 3.1.1 To promote, encourage and facilitate the practice of settlement of disputes by way of arbitration and other means of dispute resolution in Singapore or elsewhere.
- 3.1.2 To promote social interaction and good relations among members of the Institute as well as between members and other persons and professional bodies concerned with the proceedings of arbitration and other means of alternative dispute resolution whether in Singapore or elsewhere.
- 3.1.3 To maintain and improve the standards of ethical and professional conduct and learning of the profession of arbitrators and of others professionally involved in arbitration or other means of alternative dispute resolution in Singapore or elsewhere.
- 3.1.4 To set standards of professional conduct which shall be binding on and serve to regulate the conduct of all members of the Institute.

- 3.1.5 To promote the study of the law and practice of arbitration and other means of alternative dispute resolution and to provide education, training, testing and certification in such subjects.
- 3.1.6 To print, publish, issue and circulate such periodicals, papers, circulars and other literature as is appropriate pertaining to arbitration and other means of alternative dispute resolution.
- 3.1.7 To arrange for, where thought appropriate, the forming of an alliance or affiliation with any Institution, Association, Society or other professional body with similar objectives to those of the Institute on such terms or conditions as may be necessary.
- 3.1.8 To maintain a standing panel(s) of arbitrators and to provide for the appointment of arbitrators when called upon.
- 3.1.9 To provide administrative services for or in support of arbitrations.
- 3.1.10 To lay down conditions of engagement and a scale of professional charges, or fees in connection with the appointment of and work to be undertaken by an arbitrator on the Institute's standing panel(s).
- 3.1.11 To invest the monies of the Institute in such manner as may from time to time be determined by Council.
- 3.1.12 To do all such lawful things as are incidental or conducive for the attainment of all or any of the objectives stated above.

#### **4.0 RESTRICTIONS**

- 4.1 The funds of the Institute shall not be used to pay the fines of members who have been convicted in a court of law.
- 4.2 The Institute 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.
- 4.3 The Institute shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 4.4 The Institute 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/or other relevant authorities.

#### **5.0 MEMBERSHIP**

##### **5.1 Membership and Categories of Membership**

- 5.1.1 Subject to the provisions in this Constitution, membership of the

Institute shall be open for application to any individual whose duties, activities, nature or work and/or business are such as to cause him to deal with, participate in, work in, or be exposed to or otherwise have an interest in the area of law and/or practice of arbitration and/or other means of alternative dispute resolution.

5.1.2 The members of the Institute shall consist of the following categories: Associate Members, Members, Fellows, Honorary Fellows and Retired Fellows / Members.

5.1.3 Unless otherwise provided for herein, every application for membership shall be made in a form which shall be prescribed by Council from time to time, seeking such particulars as Council may require and the same shall be submitted to the Honorary Secretary for Council's due consideration. Council shall have absolute discretion, including whether or not to provide reasons, when approving or rejecting an application for membership having regard to the requirements for admission that are set out in this Constitution and/or Bye-Laws.

5.1.4 All applicants for membership shall satisfy Council of the following criteria:

(i) Be 21 years of age and over; and

(ii) Be in all respects a fit and proper person for admission.

## 5.2 Additional Requirements for Specific Categories of Membership

5.2.1 An applicant seeking admission as an Associate Member shall, in addition to the requirements set out at clause 5.1.4 of this Constitution, satisfy Council that he has an interest in the law and practice of arbitration and other means of dispute resolution.

5.2.2 An applicant seeking admission as a Member or Fellow shall, in addition to the requirements set out at clause 5.1.4 of this Constitution, satisfy Council that:

(i) He has knowledge of the law and practice of arbitration sufficient to qualify him for admission by passing such examination(s) as may be prescribed by Council for the category of membership for which the applicant has applied; and

(ii) He has such experience in the practice of arbitration and/or other means of dispute resolution in a profession, occupation or calling as Council may deem sufficient for the category of membership for which the applicant has applied.

### 5.3 Exemptions

5.3.1 Notwithstanding the requirements for admission to membership that are set out in this Constitution, Council may, in its discretion, provide for such exemptions and/or waivers as may be thought appropriate.

### 5.4 Honorary Fellows

5.4.1 An Honorary Fellow must be a person of distinction who by reason of his eminence and experience relating to the law and practice of arbitration, or who is, in the view of Council likely able to assist in helping to develop and promote the objectives of the Institute.

5.4.2 Nomination for election of Honorary Fellow shall be made by any Council member on his own initiative stating the grounds on which the candidate is nominated.

5.4.3 The election of such Honorary Fellow shall require the unanimous vote of all Council members.

### 5.5 Retired Fellows and Members

5.5.1 A Retired Fellow or Retired Member shall be a Fellow or Member who has reached the age of sixty-five (65) years, and is no longer engaged in any profession, occupation or calling directly or indirectly concerned with the law and practice of arbitration by which he earns income.

5.5.2 Such Fellow or Member shall forthwith give written notice to the Honorary Secretary of his status as indicated above so as to be eligible for conversion of his membership status to that of a Retired Fellow or Retired Member as the case may be.

### 5.6 Obligations and Rights of members

5.6.1 Every member, to the best of his ability, shall be bound to advance the objectives and interests of the Institute and shall observe the terms of this Constitution and Bye-Laws of the Institute as well as all rules and/or codes of conduct formulated by Council that are or may come to be placed in force from time to time.

5.6.2 Save for Honorary Fellows, all members shall pay such application fee and/or annual subscription or any other payment as may from time to time be prescribed by Council.

5.6.3 Subject to the provisions of this Constitution, every member, provided that he shall not be in arrears in the payment of any monies due and payable to the Institute, shall be entitled to receive notification of and to attend all General Meetings.

- 5.6.4 Only Fellows and Members shall be entitled to vote at General Meetings and to stand for and be elected onto Council.
- 5.6.5 Only Fellows and Members shall be entitled to requisition for an Extraordinary General Meeting.
- 5.6.6 Every Honorary Fellow or Fellow or Member or Associate Member shall be entitled to affix the designation (respectively) “Hon.FSI Arb” or “FSI Arb” or “MSI Arb” or “ASI Arb” after his name. Retired Fellows and Retired Members shall be entitled to affix the designation “FSI Arb (Retd)” or “MSI Arb (Retd)” after his name as the case may be.
- 5.6.7 The privileges of a member shall be personal to himself and shall not be transferable and all such privileges shall cease immediately upon the removal of the member's name from the Register.

## 5.7 Membership Register

- 5.7.1 The Register of all categories of membership shall be kept by the Institute and the (i) name, (ii) electronic mail address and (iii) residential address or place of business of every member shall be recorded in the same.
- 5.7.2 Where there is a change in the aforementioned particulars of a member, the member concerned shall promptly inform the Honorary Secretary in writing of such change. If any member shall fail to notify any such change, he shall not be entitled to receive notices of any General Meeting or other proceedings of the Institute, and no meeting or other proceedings shall be invalidated or prejudiced by reason of him not receiving any notice.
- 5.7.3 All correspondence including notices in respect of any General Meeting and other events and proceedings of the Institute sent to the electronic mail or residential address or place of business of a member as recorded in the Register shall be deemed to have been duly served or brought to the attention of such member.

## 5.8 Resignation of members

- 5.8.1 Any member wishing to resign shall tender his notice of resignation in writing and address the same to the Honorary Secretary on or before the last day of March in any year failing which such member shall be liable to pay the full subscription for the following year, provided always that the resignation of membership shall not release the member concerned from any obligation which he has already incurred to the Institute in respect of arrears of subscription or any other sums due and payable prior to the date of his resignation.

## 5.9 Termination of membership

5.9.1 Notwithstanding the other provisions in this Constitution, a member shall be liable to have his membership terminated by Council and his name removed from the Register for any one or more of the following reasons:

- (i) He dies or is adjudged a bankrupt, or is in arrears in the payment of all sums due and payable to the Institute for six (6) months, or compounds with, or makes an assignment of his property for the benefit of his creditors.
- (ii) He is certified to be of unsound mind under the Mental Health (Care and Treatment) Act 2008.

5.9.2 The Honorary Secretary shall lay before Council the reason or reasons why the membership of any member shall be terminated, and Council, by resolution passed by at least a simple majority of those members of Council, may decree that the membership of that member be terminated.

5.9.3 The member whose membership has been terminated shall be so informed in writing, with the reason(s) for such termination, from or on behalf of Council.

5.9.4 Any member who has had his membership terminated on account of having been in arrears in the payment of sums due and payable to the Institute may be reinstated by Council on payment of all such outstanding sums including all reasonable expenses incurred by the Institute in this connection. The member has to submit to the Honorary Secretary in writing the reasons for his failure or delay in payment of such sums due and request to be reinstated.

5.9.5 Such member may then be reinstated by resolution passed by at least a simple majority of Council members, provided always that prior to such resolution that member shall have paid in full all his arrears of subscriptions that have fallen due up to the date of reinstatement including the period during which his rights and privileges are suspended and the period during which his membership is terminated, as well as any administrative charges.

## 5.10 Disciplinary process

5.10.1 In the event of any complaint and/or allegation of misconduct (a "Complaint") against a member, Council shall appoint a Fellow of the Institute to be the "Investigating Officer" in respect of the Complaint. The Investigating Officer shall (i) investigate the Complaint; (ii) decide whether the Complaint gives rise to prima facie evidence of misconduct and report his decision to Council; and (iii) if so, specify in his report the disciplinary charge or charges to be faced by the member. Serving



Council members shall not be Investigating Officers.

5.10.2 In the event that an Investigating Officer reports that a Complaint gives rise to prima facie evidence of misconduct, Council shall appoint three Fellows of the Institute, of whom at least one shall be a qualified lawyer who has been called to the Singapore Bar, to form a Disciplinary Tribunal to determine the disciplinary charge or charges specified in the Investigating Officer's report. No person shall be a member of a Disciplinary Tribunal in respect of any charge for which he was the Investigating Officer. Serving Council members shall not be members of Disciplinary Tribunals.

5.10.3 The Disciplinary Tribunal shall determine whether the member has committed misconduct and report its findings to Council. Other than as provided in the Bye Laws, such Disciplinary Tribunal shall not be bound by any formal rules of evidence and/or procedure.

5.10.4 Council shall have the power to take disciplinary action against any member found by a Disciplinary Tribunal to have committed misconduct. Council may (i) by resolution passed by a simple majority of Council members impose a warning, a reprimand and/or a fine of not more than S\$2,000.00 or ten times the annual subscription for the member's class of membership (whichever is higher); and/or (ii) by resolution passed by two thirds or more of Council members suspend or expel the member from the Institute. Whether or not it imposes a sanction under the foregoing, Council may by resolution passed by simple majority require the member to pay reasonable costs incurred by the Institute in respect of the disciplinary proceedings before the Investigating Officer and before the Disciplinary Tribunal in an amount determined by Council. Any fine or costs to be paid by the member under this clause shall be a debt owed to the Institute and shall be due within twenty-eight (28) days of the date on which the member is notified of Council's resolution or such later date as Council directs.

5.10.5 The Bye-Laws shall set out in further detail the disciplinary processes of the Institute.

5.10.6 Under this provision, "misconduct" by a member signifies his conviction of a serious criminal offence involving fraud or dishonesty and/or for which a sentence of imprisonment may be imposed by the courts of the country in which the member is convicted, and/or where he has committed a breach of any provision of this Constitution or has otherwise conducted himself in a manner which brings disrepute to the Institute or renders him no longer a fit and proper person to be a member of the Institute.

## 5.11 Suspension or Cessation of Rights and Privileges

5.11.1 Where a member is suspended or expelled, he shall cease to be entitled to any rights and privileges with effect from the date of

suspension or expulsion, as the case may be.

5.11.2 For the avoidance of any doubt, in the event of the reinstatement of any suspended or expelled member, such member shall not be entitled to any rights and privileges in respect of the period between the date of suspension or expulsion and the date of reinstatement.

## 5.12 Reinstatement of Expelled Member

5.12.1 Where a member has been expelled by the Institute, he may re-apply to Council for his membership to be reinstated any time after three (3) years from the date of his expulsion.

5.12.2 Every application for reinstatement of membership shall be made in the same manner as that prescribed for the application for admission of members. In addition, each re-application shall be accompanied by statements by two existing members each testifying to the effect that the member is now fit to be re-admitted.

5.12.3 Council shall have power by way of a resolution passed by at least two-thirds of Council members to re-admit any expelled member, provided Council is satisfied that the person is fit to be readmitted.

## 6.0 FINANCE

### 6.1 Application Fees and Annual Subscriptions

#### 6.1.1 Amount

- (i) The amount of application fees and annual subscriptions payable by members shall be from time to time be determined by way of a resolution passed by Council provided always, that any increase in excess of 50% of the existing application fee and/or annual subscription, will be subject to approval obtained at a General Meeting.
- (ii) Council may resolve that, subject to such terms and conditions as Council may state, members who are admitted or readmitted to membership or who transfer between categories of membership after the due date for payment of annual subscription in any year are only required to pay a proportionate amount of the annual subscription due for the year.

#### 6.1.2 Due Date

- (i) Annual subscriptions shall be payable in advance and every member shall be liable for the payment of his subscription until he ceases to be a member either by his resignation or by the termination of Council and shall be due on the first day of April

of each and every year regardless of the date of payment of the first subscription.

### 6.1.3 First Payment

- (i) Every candidate seeking election for membership shall submit with his application form the appropriate application fee and the full amount of the annual subscription payable in respect of the year in which the application is made.

## 6.2 Transfer

- 6.2.1 Every candidate for transfer to another category of membership shall submit with his application form the difference between the aggregate of application fee and the full amount of annual subscription paid by him in respect of the category of membership to which he then belongs and the aggregate of application fee and the full amount of annual subscription payable in respect of the category of membership to which he is applying to be transferred, subject to clause 6.1.1(ii) above.

## 6.3 Default of payment of Annual Subscription and any other sum due

- 6.3.1 If the annual subscription and/or any other sum due and payable by any member shall remain unpaid at the expiration of two (2) months after the same is or becomes due, the rights and privileges of that member shall be automatically suspended subject to Council's discretion to lift such suspension in full or in part, and the member shall be notified in writing from or on behalf of Council that his membership may be terminated pursuant to clause 6.3.2 if the subscription shall remain unpaid at the expiry of six (6) months after the due date.

- 6.3.2 If the annual subscription of any member shall remain unpaid at the expiry of six (6) months after the same is or becomes due, the membership of that member may be terminated by the Council in the manner as provided for in this Constitution.

## 6.4 Annual Budget

- 6.4.1 The Annual Budget of the Institute or any amendment to the same shall be approved by Council by resolution passed by at least two-thirds of Council members before the same may be implemented.

- 6.4.2 The Annual Budget shall be prepared and implemented by the Executive Committee.

## 6.5 Records of the Accounts of the Institute

- 6.5.1 Council shall cause to be kept a true account of all money received and expended by the Institute and of all monetary transactions and of the assets and liabilities of the Institute.

6.5.2 Subject to such reasonable restrictions that may be imposed by Council from time to time, the accounts of the Institute shall be open for inspection by members provided that a request therefor shall have been made to the Honorary Treasurer in writing at least seven (7) days prior to the proposed date of inspection.

## 6.6 Audit and Auditors

6.6.1 At least once in every year the account of the Institute shall be audited by one or more qualified Auditors who shall not be members of the Institute. Council shall at each Annual General Meeting lay before the members the audited statements of accounts so prepared together with a report of the state and progress of the Institute.

## 6.7 Financial Year

6.7.1 The Financial Year of the Institute shall commence from 1st day of April of the same year to 31st day of March of the following year.

## 6.8 Disbursement

6.8.1 The income and the property of the Institute howsoever derived shall be applied solely towards the promotion of the objectives of the Institute.

## 7.0 COUNCIL

### 7.1 Composition

7.1.1 Council shall consist of eleven (11) members comprising: (a) four (4) Office Bearers, namely, a President, a Vice-President, an Honorary Secretary, and an Honorary Treasurer, (b) the person (the "Immediate Past President") who has held office as President immediately prior to the incumbent President; and (c) six (6) other members.

7.1.2 Subject to the provisions of this Constitution, the Council members specified in clause 7.1.1 above shall be elected at an Annual General Meeting (save for the Immediate Past President) and shall hold office in accordance with this Constitution.

7.1.3 Council shall have power to co-opt up to three (3) additional members to serve on Council. Other than the powers or rights to vote on any motion at a Council meeting and the right to be elected to serve as Chairman of any Council meeting, a co-opted member of Council shall have the same powers, rights, obligations, and responsibilities as an elected member of Council.

7.1.4 All co-opted members of Council shall retire at the next Annual General Meeting following their co-option.

## 7.2 Qualifications

7.2.1 In the context of this clause, the words “ordinarily resident in Singapore” in the context of a person means he holds an Employment Pass / Dependent’s Pass or such other similar valid pass issued by the Singapore Government.

7.2.2 Every member of Council shall be a Singapore Citizen or Permanent Resident or ordinarily resident in Singapore and shall either:

- (i) Be a Fellow or Member of the Institute for at least two (2) years prior to being elected as member of Council; or
- (ii) being a Fellow or Member of the Institute, has prior to being so elected, served as a member of a committee of the Institute for at least one (1) year.

7.2.3 An Office Bearer shall, in addition to the requirements of clause 7.2.2, have served as a member of Council for at least one full term (two (2) years) prior to being elected as an Office Bearer.

## 7.3 Restrictions

7.3.1 An Office Bearer other than the Honorary Treasurer who has held any office for two (2) consecutive terms as at the date of election shall not be elected to that same office.

7.3.2 The Honorary Treasurer shall hold office for only a single two (2) year term and shall not be eligible for re-election to that same office except after the expiration of the following two (2) year term. A Council member who is appointed to fill a casual vacancy in the office of Honorary Treasurer under clause 7.5.1 and serves more than twelve (12) months in the office of Honorary Treasurer shall likewise be ineligible for re-election to that same office except after the expiration of the following two (2) year term.

7.3.3 Council members shall not be paid or receive any remuneration or fee whatsoever for acting as such and no member of Council shall be appointed to any salaried office of the Institute.

## 7.4 Vacation of Office

7.4.1 A member of Council may present his resignation in writing to Council, and upon expiry of fourteen (14) days from the date of such resignation, or upon its earlier acceptance by Council, he shall cease to be a member of Council.

7.4.2 A member of Council shall be deemed to have vacated his office

forthwith in any one or more of the following events:

- (i) He falls, at any time after his election, within any one or more of the restrictions as provided in this Constitution from holding the office to which he has been elected.
- (ii) He is suspended or expelled from the Institute, or his membership has been otherwise terminated by Council.
- (iii) He has absented himself from three (3) consecutive meetings of Council in any one Council Year without the leave of Council.

## 7.5 Casual Vacancy

7.5.1 If for any reason whatsoever, any office of the Office Bearers shall become vacant, Council shall elect from its remaining members a successor for the unexpired portion of the term and the vacancy on Council so created shall be filled as provided in clause 7.5.

7.5.2 If for any reason whatsoever, the Immediate Past President ceases to be a member of Council, his seat shall be left vacant until the incumbent President leaves office and succeeds to the position of Immediate Past President.

7.5.3 Other than as provided in clauses 7.5.1 and 7.5.2 above, any vacancy in the members of Council specified in clause 7.1.1 shall be filled at the next meeting of Council in the manner following:

- (i) By the declaration of the Honorary Secretary of that person who would next have been elected at the election of Council members had one further Council member been required, and in the event of that person not being willing to accept the office then the next succeeding person according to the outcome of the ballot that had been conducted;
- (ii) In the event of there having been an equality of votes between the next two or more candidates for election to membership of Council, the Honorary Secretary shall declare the names of such candidates and Council shall determine which of those candidates shall fill the vacancy;
- (iii) In the event of there being insufficient candidates at the aforesaid ballot to fill such vacancy, Council shall determine the member to so fill it.

## 7.6 Proceedings of Council

7.6.1 Council Meetings shall be at least once in every two (2) months or as often as the affairs of the Institute may require and may so transact the business of the Institute notwithstanding any vacancy in Council. The

Honorary Secretary shall give seven (7) days' notice to the Council members of each Council meeting. The Bye-Laws may make provision for Council meetings to be held on short notice. No business shall be transacted at any Council Meeting unless a quorum is present at the time when the meeting proceeds to business. Five (5) members of Council present in person shall form a quorum.

- 7.6.2 For the avoidance of doubt, Council meetings may also be held as virtual meetings in their entirety or as hybrid meetings where there is a combination of in-person physical attendance as well attendance *via* electronic / virtual means. All Council members participating in such meetings through electronic / virtual means are deemed to be physically present at the meeting for the purposes of determining quorum.
- 7.6.3 If after half an hour of the time appointed for a Council Meeting, a quorum is not present, Council may only proceed to discuss business that does not require a vote to be taken or to receive a report on which no decision of any sort is necessary to be made.
- 7.6.4 At any Council Meeting a motion put to the vote of the meeting shall be proposed and seconded and shall be decided, unless otherwise expressly provided in this Constitution, by way of a simple majority vote and by a show of hands unless a poll is demanded by not less than half of Council members present or by the Chairman or the proposer of the motion himself.
- 7.6.5 Unless a poll is so demanded, a declaration by the Chairman that a motion has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the Council Meeting as recorded by the Honorary Secretary of the Institute, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 7.6.6 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman may direct. A poll demanded on the election of the Chairman or on a question of adjournment, however, shall be taken forthwith.
- 7.6.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 7.6.8 Council shall record and maintain the minutes of all resolutions and proceedings at all Council meetings. Such minutes shall not be open to inspection by any member of the Institute except as may be approved by Council pursuant to a specific request from such a member.

## 7.7 Powers and Duties of Council

- 7.7.1 The overall management and governance of the Institute shall vest in Council. The business and affairs of the Institute shall be administered and directed by Council in accordance with the provisions of this Constitution and Bye-Laws.
- 7.7.2 Council shall have power to create or abolish from time to time such standing committees or ad-hoc committees as it thinks fit and may delegate to such committee such part of its duties or power as Council shall think fit.
- 7.7.3 Council shall have power to promulgate a Code of Professional Conduct which shall be binding on all members of the Institute and to amend or revise the same from time to time.
- 7.7.4 Council shall have power to prepare the conditions of engagement and a scale of professional charges for the guidance of members and to amend or revise the same from time to time as may be necessary.
- 7.7.5 Council shall have power to take disciplinary action against any member by way of a warning, reprimand, fine, suspension or expulsion in the manner provided in this Constitution and Bye-Laws.
- 7.7.6 Council shall have power to terminate the membership of any member and to reinstate the same in the manner provided in this Constitution.
- 7.7.7 Council shall have power to receive and take application fees and subscriptions or any other sum as it may duly prescribe and any donation or gift of money or property for any of the purposes and/or objectives of the Institute.
- 7.7.8 Council shall have the power to open and maintain a standing panel(s) of arbitrators as provided for in clause 9 below.

## 7.8 Acts of Council

- 7.8.1 Any action taken by Council or by any member of Council acting as such shall, notwithstanding that it be afterwards discovered that there was some unknown defect in the appointment of or qualification of the Council or any member thereof, be as valid as if every such member had been duly and properly appointed and qualified so to act.

## 7.9 Terms of Office

- 7.9.1 Subject to the provisions of this Constitution, the members of Council shall enter upon their respective duties on and as from the date of their election or appointment and shall hold office until a new Council is



elected.

#### 7.10 Chairman

7.10.1 The Chairman of any Council Meeting shall be the President or in his absence the Vice-President or in the absence of both, the Honorary Secretary, or in the absence of these three, the Honorary Treasurer, or in the absence of these four, such member of Council as the members present at the meeting shall so elect.

7.10.2 The Chairman shall, where necessary, have a casting vote at all Council Meetings.

### **8.0 ELECTIONS OF COUNCIL**

#### 8.1 Notification

8.1.1 The Honorary Secretary shall, no later than fourteen (14) days before the day appointed for the Annual General Meeting, cause to be delivered to every member either to his place of address or electronic mail address an invitation to nominate candidates for the posts of Office Bearers and members of Council, together with a nomination form.

#### 8.2 Nomination

8.2.1 Nominations shall be made on the nomination form referred to in clause 8.1.1 above. Each nomination form shall be delivered to the Honorary Secretary no later than seven (7) days before the day appointed for the Annual General Meeting. Any nomination form which does not comply with clause 8.2.2 below and/or is spoilt, or defaced shall be rendered invalid.

8.2.2 Each nomination shall be made by two (2) members who shall propose and second, and the nomination form shall bear the written consent of the member so nominated.

8.2.3 Every candidate for election and his respective proposer and seconder, and each of them shall not be in arrears of his or their respective annual subscriptions and/or any other sum due and payable to the Institute as at the date of nomination.

8.2.4 Every nomination form shall be delivered to the Honorary Secretary of the Institute and shall be kept confidential until after the time specified for the closing of nominations.

8.2.5 Any nomination that is not made in accordance with the provisions of this Constitution shall be invalid.

### 8.3 Rotation of Council

8.3.1 The President, Vice-President, Honorary Secretary, Honorary Treasurer and the six elected members of Council shall hold office until the Annual General Meeting in the second year after their election, provided that at each Annual General Meeting, one half of the number of Office Bearers and elected members of Council shall retire.

### 8.4 Scrutineers

8.4.1 The voting members at the Annual General Meeting shall elect a Returning Officer and two or more members as scrutineers of the election. A candidate standing for election shall not be eligible to be a scrutineer.

8.4.2 The scrutineers shall be under the direction of the Returning Officer and shall open and count the votes cast. The Returning Officer's decision on any matter relating to the election shall, subject to the provisions of this Constitution, be final.

### 8.5 Voting

8.5.1 Where there is only one (1) candidate for any post of Office Bearer, that candidate shall be deemed to be duly elected and the Returning Officer shall so declare. Where there are two or more candidates for any post of Office Bearer, the candidate with the most number of votes shall be deemed to be duly elected to that post and the Returning Officer shall so declare.

8.5.2 Where there are only three (3) candidates for election to be members of Council other than as Office Bearers, each such candidate shall be deemed to be duly elected and the Returning Officer shall so declare. Where there are more than three (3) candidates standing for election to be members of Council other than as Office Bearers, each member present and voting shall vote for three (3) candidates only, casting one vote for each of those candidates. When voting is completed the three (3) candidates who, amongst those standing for election, have the most number of votes cast in their favour shall be deemed to be duly elected and the Returning Officer shall so declare.

8.5.3 Voting shall not be from the floor and, except in the case of a Virtual General Meeting under clause 13 of this Constitution, no proxy votes shall be allowed. Each voting member shall be given a ballot slip which shall contain directions for its use and any ballot slip which fails to comply with any such direction shall be rejected by the scrutineers and that vote shall be invalidated.

8.5.4 In the event of an equality of votes between two (2) or more candidates in respect of any position, there shall be one recount of the votes cast in respect of those candidates. If after such recount, there remains an equality of votes, the Chairman of the Annual General Meeting shall have the casting vote.

## **9.0 PANEL OF ARBITRATORS**

9.1 The Institute shall open and maintain a Primary panel of arbitrators and such other secondary or specialised panels of arbitrators as determined by Council.

9.2 Subject to the Bye-Laws, an applicant seeking empanelment on any of the aforesaid panels shall first complete such form as may be prescribed by Council. Empanelment on the Institute's panel of arbitrators is thereafter at Council's discretion.

## **10.0 COMMITTEES**

### **10.1 Chairmen of Committees**

10.1.1 The President of the Institute shall be the Chairman of the Executive Committee.

10.1.2 Other than the Chairman of the Executive Committee, the respective Chairman of each standing committee shall be appointed by Council at the first meeting of Council after the Annual General Meeting each year, or as soon thereafter as Council shall determine.

10.1.3 The Chairman of any ad-hoc committee shall be appointed by Council as is thought necessary.

### **10.2 Composition of Committees**

10.2.1 The members of the Executive Committee shall be the Office Bearers and such other members of Council as the President shall appoint.

10.2.2 The Chairman of any other committee shall appoint the members of his committee and where non-members of the Institute are sought to be appointed due approval of Council shall be sought.

10.2.3 Subject to clause 10.2.2 above, all members of standing committees, ad-hoc committees and sub-committees shall be members of the Institute.

### **10.3 Terms of Reference of Committees**

10.3.1 Council shall have power to stipulate the terms of reference in respect of any committee in the manner as provided in this Constitution and/or

in the Bye-Laws.

#### 10.4 Meetings

10.4.1 Each committee shall meet from time to time either physically or virtually as is thought appropriate by the Chairman of such committee. All persons participating in virtual meetings are deemed to be present at the meeting for the purposes of determining quorum.

10.4.2 The Chairman of each committee shall report the proceedings and actions of the committee to Council on a regular basis.

10.4.3 The President shall be entitled to receive notice of, attend and vote, where necessary, in meetings of all committees of the Institute.

10.4.4 The quorum for any meeting of any committee shall be more than half of the number of members of that committee provided that no quorum is required for any such meeting where no vote is required.

#### 10.5 Terms of Office of Committees

10.5.1 Any standing committee shall continue to hold office until a new committee is appointed in its place or until it is dissolved by Council, whichever is earlier.

10.5.2 Any ad-hoc committee or sub-committee shall continue to hold office until it has completed the task(s) for which it has been formed or until a new ad-hoc committee or sub-committee is appointed to replace it or until it is dissolved by Council, whichever is earlier.

### **11.0 ANNUAL GENERAL MEETING**

11.1 The supreme authority of the Institute is vested in a General Meeting.

11.2 An Annual General Meeting of the Institute shall be held within six (6) months after 31<sup>st</sup> March in each and every year on a date to be fixed by Council.

11.3 The Annual General Meeting shall consider the following business.

11.3.1 To receive and adopt the minutes of the previous Annual General Meeting and the minutes of any Extraordinary General Meeting which may have been held since the last Annual General Meeting.

11.3.2 To receive and consider the annual report prepared by the Honorary Secretary of the Institute.

11.3.3 To receive and consider the audited annual balance sheet and statement of accounts of the Institute.

11.3.4 To elect the Office Bearers and other members of Council.

11.3.5 To consider and transact any other business for which notice has been given in accordance with the provisions of this Constitution.

#### 11.4 Notice and Agenda

11.4.1 Notice of an Annual General Meeting shall be furnished either to the place of address or electronic mail address of all members entitled to receive such notice at least fourteen (14) days before the date set for the Annual General Meeting.

11.4.2 Such notice shall comprise an agenda as well as papers for the conduct of the business of the Annual General Meeting.

#### 11.5 Other Business

11.5.1 Any member wishing to raise any other business not stated in the aforesaid agenda shall give written notice to the Honorary Secretary in writing not less than seven (7) days before the date set for the Annual General Meeting.

11.5.2 Such other business as aforesaid shall be communicated to the Honorary Secretary in the form of a motion which shall be properly proposed and seconded by members who shall not as at the date of receipt of the motion by the Honorary Secretary be in arrears in the payment of any subscriptions or other sums due and payable to the Institute.

11.5.3 The said motion shall be tabled by the Honorary Secretary to all members present and voting on the date set for the Annual General meeting.

#### 11.6 Quorum

11.6.1 The quorum for the Annual General Meeting shall be at least 25% of the total membership of the Institute as at the date of the Annual General Meeting or forty (40) members present in person, whichever is lesser.

11.6.2 If within fifteen minutes from the time appointed for the holding of the Annual General Meeting a quorum is not present, the meeting shall be adjourned for a further period of fifteen minutes and if at the expiry of such time a quorum is still not present, the members present whatever their number may proceed with the business of the meeting but shall have no power to alter, amend or make additions to the provisions of this Constitution.

## 11.7 Chairman

11.7.1 The Chairman of the Annual General Meeting shall be the President or in his absence the Vice-President or in the absence of both, the Honorary Secretary, or in the absence of these three, the Honorary Treasurer, or in the absence of these four, the members present shall elect one of the members to be the Chairman of the said meeting.

## 11.8 Voting

11.8.1 A motion put to the vote of the meeting shall be proposed and seconded and shall be decided, unless otherwise expressly provided for in the provisions of this Constitution, by way of a simple majority vote and by a show of hands, unless a poll is demanded by not less than 10% of the voting members present, or the Chairman.

11.8.2 Unless a poll is so demanded a declaration by the Chairman that a motion has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

11.8.3 Subject to the provisions of this Constitution every member present at a General Meeting shall have only one vote.

11.8.4 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman may direct and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

11.8.5 In the case of an equality of votes, whether on a show of hands or on poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

## 12.0 EXTRAORDINARY GENERAL MEETINGS

### 12.1 Requisition

12.1.1 Council shall call an Extraordinary General Meeting when any question of importance arises or whenever it thinks necessary or when the same is requisitioned in writing by not less than thirty (30) members entitled to vote at a General Meeting.

12.1.2 The said requisition shall be signed by every member requisitioning

the same and shall specify the business to be transacted at such Extraordinary General Meeting. No business other than that so specified shall be transacted or discussed at such meeting.

## 12.2 Notice

12.2.1 The Extraordinary General Meeting shall be held within three (3) weeks from the date of receipt of the requisition by the Honorary Secretary and at least seven (7) days' notice of such meeting specifying the business to be transacted thereat shall be given by the Honorary Secretary to every member entitled to receive notice of General Meetings.

## 12.3 Quorum

12.3.1 The quorum for an Extraordinary General Meeting shall be 25% of the total membership of the Institute as at the date of meeting or forty (40) members present in person whichever is lesser.

12.3.2 If within half an hour from the time appointed for the holding of the Extraordinary General Meeting no quorum is present, the meeting shall be cancelled.

## 12.4 Proceedings

12.4.1 The provisions of clauses 11.7 and 11.8 above shall also apply to an Extraordinary General Meeting as they apply to an Annual General Meeting.

## **13.0 VIRTUAL GENERAL MEETINGS**

13.1 Notwithstanding clauses 12 and 13 above, Council shall have the power to hold General Meetings as virtual meetings in their entirety.

13.2 All members participating in virtual meetings are deemed to be physically present at the meeting for the purposes of determining quorum.

13.3 The technology adopted at such virtual meetings shall give, members entitled to attend, a reasonable opportunity to participate.

13.4 Notices of virtual meetings shall provide the necessary access to the material to be discussed at the meeting and also include information about how those entitled to attend can participate in the said meeting, including how questions may be submitted in advance as well as the voting procedure, which may include voting by proxy or by electronic modes of voting.

## **14.0 INDEMNITY**

- 14.1 Every member of Council and duly appointed Office Bearer, Investigating Officer or member of a Disciplinary Tribunal of the Institute shall be indemnified by the Institute against, and it shall be the duty of Council to pay out of the funds of the Institute, all costs, losses and expenses which any such member of Council or Office Bearer or Investigating Officer or member of a Disciplinary Tribunal may incur or become liable to pay by reason of any contract made or any act or deed by him on behalf of or as authorised by the Institute or in the proper discharge of his duties as such member of Council or Office Bearer or Investigating Officer or member of a Disciplinary Tribunal. The right of any member of Council or Office Bearer or Investigating Officer or member of a Disciplinary Tribunal to be indemnified shall rank in priority over any other debts owing by the Institute to any other member(s) of the Institute. As between any persons entitled to be indemnified as provided in this Constitution, their respective rights to be so indemnified shall rank equally.

## **15.0 LIABILITY**

- 15.1 No member of Council or Office Bearer or Investigating Officer or member of a Disciplinary Tribunal of the Institute shall be liable for the acts, neglect, or default of any other, or for any loss damage or expense suffered or incurred by the Institute arising or resulting from the defect of or deficiency in the title to any property acquired by the Institute or from the bankruptcy, insolvency or liquidation of any person or corporate body with whom any monies, securities or effects may be deposited or from the execution of his respective duties unless the same shall be occasioned by his own wilful default.

## **16.0 COMMON SEAL AND EXECUTION OF DEEDS**

- 16.1 The Common Seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of Council and in the presence of at least two members of Council (one of whom must be the Honorary Secretary and one other person as Council shall determine). Two members of Council (one of whom must be the Honorary Secretary and one other person as Council shall determine), shall sign every instrument to which the Common Seal of the Institute is so affixed in their presence.

## **17.0 AMENDMENTS & INTERPRETATION**

- 17.1 Constitution

- 17.1.1 No alterations, additions or other amendments to any of the provisions of this Constitution shall be made except by way of a resolution passed by not less than two-thirds of the members voting at a General Meeting



and they shall not come into force without the prior approval of the Registrar of Societies, who shall be notified of any amendment(s) to the Constitution within twenty-eight (28) days of the same being passed at a General Meeting.

## 17.2 Bye-Laws

17.2.1 The Bye-Laws of the Institute or any of them may be altered, added to, suspended, repealed or otherwise amended at any time and from time to time by way of a resolution passed by not less than two-thirds of the number of Council members.

17.2.2 If the Honorary Secretary shall receive any motion for the alteration, addition or amendment to any of the Bye-Laws, or for the suspension or repeal thereof, such motion being proposed and seconded by any member(s) of Council, or by no less than ten (10) members then entitled to vote at a General Meeting, the Honorary Secretary shall convene a meeting of Council to consider and vote on the said motion, and such meeting of Council shall be held within two (2) months from the date of receipt of the said motion by the Honorary Secretary.

## 17.3 Interpretation of Constitution and/or Bye-Laws

17.3.1 Any dispute, difference, uncertainty or doubt arising out of the scope, interpretation, implementation or operation of the provisions of this Constitution and/or Bye-Laws shall be referred to Council whose decision shall be final and binding unless it is reversed at a General Meeting.

17.3.2 In the event of any question or matter pertaining to day-to-day administration of the Institute which is not expressly provided for in this Constitution and Bye-Laws, Council shall have the power to use its absolute discretion to determine the same. The decision or determination of Council shall be final and binding unless it is reversed at a General Meeting.

## 18.0 DISPUTES

18.1 In this clause 18, "Dispute" means any dispute pertaining to this Constitution and/or to the affairs of the Institute arising amongst members and/or Council or arising between the Institute and any member.

18.2 In the event of any Dispute, the members concerned shall first attempt to resolve the Dispute at an Extraordinary General Meeting in accordance with the provisions of this Constitution. Any such member shall give notice (a "Dispute Notice") to the Honorary Secretary stating that such a dispute has arisen and requesting that Council exercise its power to call an Extraordinary General Meeting.

- 18.3 In the event that (a) the Dispute is not resolved at an Extraordinary General Meeting convened for that purpose; or (b) no Extraordinary General Meeting has been convened for that purpose within thirty (30) days of receipt of the Dispute Notice by the Honorary Secretary, the Dispute shall be submitted for mediation at the Singapore Mediation Centre (“SMC”) in accordance with SMC’s Mediation Procedure in force for the time being. Any party to the Dispute may submit a Request to Mediation to SMC upon which the other party shall be bound to participate in the mediation within 21 days thereof. Unless otherwise agreed by the parties, the mediator shall be appointed by SMC. The mediation shall take place in Singapore in the English language and the parties to the Dispute shall be bound by any settlement agreement reached. A copy of the Request for Mediation shall be provided to the Honorary Secretary. The Institute (if not already party to the mediation) shall have the right to participate in the mediation as if it were a party and Council may for that purpose appoint one or more persons to act on its behalf.
- 18.4 In the event that the Dispute is not resolved by mediation within forty-five (45) days of the date on which the Request for Mediation was provided to the Honorary Secretary, the Dispute shall be referred to and finally resolved by arbitration administered by the Singapore International Arbitration Centre (“SIAC”) in accordance with the Arbitration Rules of the Singapore International Arbitration Centre (“SIAC Rules”) for the time being in force. The seat of the arbitration shall be Singapore. The tribunal shall consist of three (3) arbitrators. The language of the arbitration shall be English. A copy of any Notice of Arbitration and any Response to the Notice of Arbitration shall be provided to the Honorary Secretary. The Institute (if not already party to the arbitration) shall have the right to be joined as a party to the arbitration and Council may for that purpose appoint one or more persons to act on its behalf.

## **19.0 DISSOLUTION**

- 19.1 The Institute shall not be dissolved except by way of a resolution passed at a General Meeting convened for that purpose and in accordance with the provisions of this Constitution. Provided always that notwithstanding the provisions of this Constitution, the quorum for such a General Meeting shall not be less than 25% of the total number of members of the Institute then entitled to vote and the motion proposing such dissolution receives the support of not less than two thirds of such members present at the said meeting.
- 19.2 In the event of the Institute being dissolved, as provided for above, all debts and liabilities legally incurred by or on behalf of the Institute shall be fully discharged, and a General Meeting convened for the purpose shall then decide on the disposal of any remaining funds.
- 19.3 Notice of such dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.