

**CONSTITUTION OF THE
INSTITUTION OF CHEMICAL ENGINEERS
IN SINGAPORE**

NAME

1. The name of this organisation shall be known as "Institution of Chemical Engineers in Singapore", hereinafter referred to as the "Branch". The Branch shall be a local constituent body of the "Institution of Chemical Engineers (United Kingdom)", hereinafter referred to as the "Institution".

PLACE OF BUSINESS

2. Its place of business shall be at:

141 Middle Road
#03-01, GSM Building
Singapore 188976

or such other address as may subsequently be decided upon by the Board and approved by the Institution and the Registrar of Societies. The Branch shall carry out its activities only in places and premises, which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

3. The objects of the Branch shall be:
 - (a) to promote the technical and professional development of the members of the Institution residing in or visiting Singapore, through meetings and other forms of communication, by encouraging members to prepare or discuss papers, through the study of local chemical engineering practice, and through close coordination with the Institution Headquarters;
 - (b) to achieve a professional network and a spirit of cooperation and professional encouragement among Institution members in Singapore;
 - (c) to provide a local point of contact with local engineering societies to promote professional development and matters of technical concern; and
 - (d) to undertake such other activities incidental to the achievement of the objectives and purposes for which the Institution is constituted.

AFFILIATION TO THE INSTITUTION

4. The Branch shall act as the Singapore branch of the Institution in such matters as the Council of Institution shall from time to time approve, such approval to be in the form of a written agreement between the Branch and the Institution.

5. If the Council of the Institution at any time shall terminate the right of the Branch to act as the Singapore branch of the Institution in all matters then the Branch shall be dissolved in accordance with this Constitution.

MEMBERSHIP

6. All members of the Institution as defined in the Royal Charter and By-laws (including but not limited to Fellows, Members, Associate Members, Honorary Fellows, Companions, Affiliates and Honorary Affiliates) whose recorded addresses are in Singapore shall be eligible for membership of the Branch. All members of the Council of the Institution shall also be eligible for membership of the Branch.
7. A person wishing to become a member of the Branch shall have residence in Singapore and shall submit an application for the membership of the Institution by way of the prescribed online form. They shall comply with the Royal Charter, By-laws, Rules of Professional Conduct and Disciplinary regulations of the Institution unless specified otherwise in this constitution.
8. A person registered as a member in any other IChemE branches or headquarters but has changed residence to Singapore are automatically regarded as member of the local branch to avoid duplication of membership registration.
9. Members shall hold the same class of membership as held in the Institution.
10. Only members holding the classes of Fellow, Member and Associate Member (hereinafter referred to as "voting members") and who have paid their annual dues to the Institution are entitled to vote on matters relating to, and hold office in, the Branch. Other grades of members may participate in all activities of the Branch but shall not be permitted to vote or hold office.
11. Membership of the Branch shall terminate upon the death of any member or the change of a member's address to an address outside of Singapore or upon such person ceasing to be a member of the Institution.

FEES AND DUES

12. Members shall have paid their annual dues to the Institution. No fee or subscription shall be required from any member of the Branch beyond that payable to the Institution.

APPLICATION OF INCOME AND PROPERTY

13. The income and property of the Branch shall be applied solely towards the promotion of the objects of the Branch as set forth in this Constitution.
14. The Branch shall form a formal agreement with the Institution and/or with a subsidiary of the Institution incorporated in Singapore.
15. The formal agreement in Rule 14 shall allow for the provision of a budget for the society to perform volunteer work in support of the objectives as defined in Rule 3.

16. None of the income of the property of the Branch shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any persons who at any time are or have been members of the Branch or to any of them or to any person claiming through any of them. Notwithstanding the foregoing, a member may receive reasonable and proper remuneration for any goods or services supplied to the Branch at the request of the Board.

SUPREME AUTHORITY AND GENERAL MEETINGS

17. Without prejudice to Rules 2, 4, 5, 36, 37, 47, 52, 53 and 55, the supreme authority of the Branch is vested in a General Meeting of the members presided over by the Chair.
18. An Annual General Meeting shall be held in June.
19. At other times, an Extraordinary General Meeting must be called by the Chair on the request in writing of not less than one-quarter of the total voting membership or 30 voting members, whichever is the lesser and may be called at any time by order of the Board. The notice in writing shall be given to the Honorary Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene the Extraordinary General Meeting.
20. If the Board does not within two months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 10 days' notice to all voting members setting forth the business to be transacted.
21. Notwithstanding Rules 19 and 20, the Board may, whenever they think fit, convene an Extraordinary General Meeting.
22. At least two weeks' notice shall be given of an Annual General Meeting and at least 10 days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of the meeting shall be sent by the Honorary Secretary to all voting members. The particulars of the agenda shall be sent to all voting members in advance of the meeting.
23. Unless otherwise stated in this Constitution, voting by proxy shall be allowed at all General Meetings. If a proxy is appointed by a member, the signed instrument appointing the proxy must be submitted to the Honorary Secretary at least 48 hours before the time appointed for the holding of the General Meeting. The instrument appointing the proxy shall be in such form as the Board may determine from time to time. A proxy must be a member.
24. The following points will be considered at the Annual General Meeting:
 - (a) the previous financial year's accounts and annual report of the Board; and
 - (b) where applicable, the election of office-bearers and Honorary Auditors for the following term.

25. Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Honorary Secretary one week before the meeting is due to be held. All members of the Branch shall be entitled to attend, but only voting members eligible under Rule 10 shall be entitled to vote.
26. At least one-quarter of the total voting membership or 30 voting members, whichever is the lesser, present in person or by proxy at a General Meeting shall form a quorum.
27. In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for one hour at the same time and place and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any of the existing rules of this Constitution.
28. The members may participate in a General Meeting by conference telephone or by means of similar communication equipment whereby all persons participating in the General Meeting are able to hear each other in which event such members shall be deemed to be present at the General Meeting. A member participating in a General Meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the General Meeting.
29. Every voting member shall be entitled on every motion to one vote exercised in person or by proxy. Except as herein expressly provided voting shall be by voices or by show of hands if called for by one person present or by secret ballot if demanded by not less than ten persons present. Except as herein expressly provided all motions shall be decided by a simple majority of voting members present, voting in person or by proxy.

MANAGEMENT AND BOARD

30. The administration of the Branch shall be entrusted to a Board consisting of the following to be elected at each Annual General Meeting:
 - (a) A Chair;
 - (b) Two Vice-Chairs;
 - (c) An Honorary Secretary;
 - (d) An Honorary Treasurer; and
 - (e) Up to seven additional Ordinary Board Members.

The term of office for each member of the Board is one year.

31. A Board meeting shall be held at least once every three months after 7 days' notice to Board members. The Chair may call a Board meeting at any time by giving 7 days' notice. At least six of the Board members must be present for its proceedings to be valid.
32. Questions arising at a Board meeting must be decided by a majority of votes. The Chair shall not have any casting or second vote.

33. A member of the Board must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Branch or in any transaction or arrangement entered into by the Branch which has not been previously declared. Such member must also absent himself or herself from any meeting or discussions of the Board in which it is possible that a conflict will arise between the interests of the Branch and his or her personal interest. Any member of the Board absenting himself or herself from any meetings or discussions in accordance with this Rule must not vote or be counted as any part of the quorum in any decision of the Branch on the matter.
34. Any member of the Board who is absent from three consecutive Board meetings without satisfactory explanation to the Board shall be deemed to have withdrawn from the Board and a successor may be co-opted by the Board to serve until the next Annual General Meeting. Any changes in the Board shall be notified to the Registrar of Societies within 2 weeks of the change.
35. The members of the Board may participate in a Board meeting by conference telephone or by means of similar communication equipment whereby all persons participating in the Board meeting are able to hear each other in which event such Board members shall be deemed to be present at the Board meeting. A Board member participating in a Board meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the Board meeting.
36. The duty of the Board is to organise and supervise the daily activities of the Branch and to make decision on matters affecting its running when the General Meeting is not sitting. 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.
37. The Board shall pursue the objects of the Branch stated in Rule 3 of this Constitution. The Board shall propose an annual budget for the use of the Branch's funds for approval by the Institution. The Board has power to authorise the expenditure of sums as detailed within the approved budget for the Branch from the Branch's funds for the Branch's purposes. All expenditures incurred by or on behalf of the Branch exceeding the agreed budget shall require the prior approval of the Institution.
38. The Board shall cause to be prepared an Annual Report dealing with the conduct and progress of the Branch and its activities during the past year, ending 31st December. The Annual Accounts of the Branch and the Annual Report shall be approved by the Board and the Accounts, after approval, shall be signed by the Honorary Treasurer and the Honorary Auditors.

DUTIES OF OFFICE-BEARERS

39. The Chair shall act as chairman at all General Meetings and Board meetings. The Chair shall also represent the Branch in its dealings with outside persons.
40. The Vice-Chairs shall assist the Chair at all times and one of them shall be appointed by the Board to deputise for the Chair in his or her absence.

41. The Honorary Secretary shall keep all records, except financial, of the Branch and shall be responsible for their correctness. The Honorary Secretary will keep minutes of all General Meetings and Board meetings.
42. The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Branch and shall keep an account of all monetary transactions and shall be responsible for their correctness. The Honorary Treasurer shall keep appropriate records of receipts and expenses and shall make a full financial report at the Annual General Meeting of the Branch. The Honorary Treasurer is authorised to expend up to S\$1000 per month for petty expenses of the Branch and will not keep more than S\$200 in the form of cash. Any money in excess of this will be deposited in a bank to be named by the Board.
43. Cheques, electronic funds transfers, for withdrawals from the bank will be signed or approved by the Honorary Treasurer or the Chair and countersigned by the Chair or either Vice-Chair. Hence two authorised signatories are required for all financial transactions. The Honorary Treasurer must be kept informed and provided with the original official financial transaction document for record keeping.
44. The Ordinary Board Members shall assist in the general administration of the Branch and perform any duties assigned by the Board from time to time.

NOMINATIONS AND ELECTIONS

45. No later than eight weeks before the Annual General Meeting, the Board shall invite the members to nominate eligible members of the Branch for the positions of Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer, and ordinary Board members. The eligibility of each nominee to be a candidate for the election shall be determined by the Institution in its sole discretion. All officers may be re-elected to the same post for a consecutive term of office. The Honorary Treasurer shall be limited to a maximum of two consecutive terms. Each nominee shall be proposed by a voting member and seconded by another voting member.
46. Election of the Board members at the Annual General Meeting shall be by secret ballot of the eligible voting members present. The appropriate number of candidates receiving the majority of the votes cast shall be declared elected. If there is an equality of votes affecting the result of an election, a re-election will be conducted.
47. The result of the election shall be reported to the Institution in a form as specified by the Institution and published in such other manner as the Board shall determine.

AUDIT AND FINANCIAL YEAR

48. Two voting members, not being members of the Board, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for one year only and shall not be re-elected for a consecutive term. They:
 - (a) will be required to audit the Branch's accounts for each financial year and present a report upon them to the Annual General Meeting; and

- (b) may be required by the Chair to audit the Branch's accounts for any period within their tenure of office at any date and make a report to the Board.
49. The accounts of the Branch shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Branch exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations (Chapter 311, Regulation 1) of Singapore.
50. The financial year for the Branch shall be from 1st January to 31 December.

PROHIBITIONS

51. (a) Gambling of any kind, whether for stakes or not, is forbidden on the Branch's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- (b) The funds of the Branch shall not be used to pay the fines of members who have been convicted in Court.
- (c) The Branch 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.
- (d) The Branch shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (e) The Branch shall not hold any lottery, whether confined to its members or not, in the name of the Branch or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- (f) The Branch shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

AMENDMENTS TO RULES

52. No alteration or additions or deletions to these rules shall be made except at a General Meeting and with the consent of a simple majority of the voting members present at the General Meeting, and they shall not come into force without the prior approval of the Institution and the prior sanction of the Registrar of Societies.

INTERPRETATION

53. In the event of any question pertaining to day-to-day administration which is not expressly provided for in these rules, the Board shall have the power to use its discretion provided that the Board shall seek the guidance of the Institution prior to exercising such discretion. The decision of the Board shall be final unless it is reversed at a General Meeting of its members.

DISPUTES

54. In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with the rules of this

Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

55. (a) The Branch shall not be dissolved, except with the consent of the Institution and the consent of not less than three-fifth of the total voting membership of the Branch, expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- (b) In the event that the Branch is dissolved as provided above, all debts and liabilities legally incurred on behalf of the Branch shall be fully discharged. The remaining funds shall be disposed of in such a manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.
- (c) A Certificate of Dissolution shall be given, within 7 days of dissolution, to the Registrar of Societies.