

CONSTITUTION OF DFW-SINGAPORE ASSOCIATION
Original Version: January 19, 1990 Latest Version: August 13, 2011

1. TITLE

- 1.0 The name of the Association shall be the DFW-SINGAPORE ASSOCIATION. References herein to the "Association" shall mean the DFW-SINGAPORE ASSOCIATION.

Amendment #2 – June 27, 1992

1. All references to the word Association, shall be changed to Club, as in DFW-Singapore Club instead of DFW-Singapore Association.

2. ADDRESS

- 2.0 The address of the Association shall be:
DFW-SINGAPORE ASSOCIATION
C/O Singapore EDB
Park Central VII
12750 Merit Drive, Suite 1424
LB 38
Dallas, Texas 75251
Tel: (214) 450-4540
Fax: (214) 450-4543

Amendment #2 – June 27, 1992

2. Replace 2.0: The address of the Club is changed to P.O. Box 867015, Plano, TX 75086-7015.

3. OBJECTIVES

- 3.0 The Association is a Non-Profit association, and the objectives shall be:
- (a) To promote cultural, recreational activities and awareness of Singapore current affairs.
 - (b) To serve as an informal source of information for members and newly arrived Singaporeans.
 - (c) To organize informal meetings with interesting Singaporean visitors.
 - (d) To carry out activities which promote the general welfare and interests of the members and the Association.

4. MEMBERSHIP

- 4.0 The Association shall have the following categories of membership:
- (a) General Members
 - (b) Family Members
 - (c) Associate Members
 - (d) Corporate Members
 - (e) Honorary Members
 - (f) Student Members – Amendment #1 – June 15, 1991
 - (g) Visiting Members – Amendment #1 – June 15, 1991

Amendment #4 – August 13, 2011

1. Delete 4.0 (g): "Visiting Members" is deleted as a category of membership.

4.1 GENERAL MEMBERS

Citizens, former citizens or permanent residents of Singapore aged 12 and above and residing in the United States may apply for General Membership. Each candidate must be proposed and seconded by another General Member.

4.2 FAMILY MEMBERS

Spouse and children of General Members automatically qualify as Family Members.

4.3 ASSOCIATE MEMBERS

Non-citizens of Singapore residing in the U.S. or U.S. citizens may apply for associate memberships. An Associate Member must be proposed by a General Member and seconded by two General Members. The number of Associate Members should not exceed the number of General Members at any time.

4.4 CORPORATE MEMBERS

An entity may apply for corporate membership if:

It is a company, club or society with an interest in Singapore affairs.

Every Corporate Member shall be entitled to nominate a person from time to time to become Authorized Representative of the Corporate Member. Such person shall become Authorized Representative of the Corporate Member on dispatch of written consent from the Secretary of the Association to such nomination. A Corporate Member will have all the rights and privileges of memberships, including the right to attend General meetings except that each Corporate Member shall only exercise one vote through its Authorized Representative. The Executive Committee shall approve or reject applications for corporate memberships at its discretion without giving any explanations.

4.5 HONORARY MEMBERS

Members with suffrages as described in Article 14 may propose honorary membership for anyone worthy of such distinction. Such proposals can only be made at the AGM and must be approved by a simple majority.

Amendment #1 – June 15, 1991

(1) STUDENT MEMBER (Article 4.6)

(a) Full time student attending colleges/universities in the DFW area.

(b) Annual dues is \$10/year.

(c) No voting rights

(d) Option to convert to General/Associate membership if the membership criteria are met

(2) VISITING MEMBER (Article 4.7)

(a) Any interested party residing outside the DFW Metroplex.

(b) No voting rights

(c) Annual dues is \$5/year

Amendment #4 – August 13, 2011

2. Replace 4.1: Citizens, former citizens, or permanent residents of Singapore aged twelve (12) years old and above and residing in the U.S. may apply to be a General Member. Applications for membership are accepted or denied at the sole discretion of both the Club's President and Secretary. If an applicant is denied as a General Member, the Executive Committee must provide a reason for denying the application within 30 days of notice of denial.

3. Replace 4.2: Spouse and children of a General Member automatically qualify as Family Members upon payment of family membership subscription. The category of membership of the spouse depends on the criteria as specified under General Members (section 4.1) or Associate Members (section 4.3).

4. Replace 4.3: Membership applicants who do not meet the criteria specified under General Members (section 4.1) may apply to be Associate Members. Applications for membership are accepted or denied at the sole discretion of both the Club's President and Secretary. If an applicant is denied as an Associate Member, the Executive Committee is not required to provide a reason for denying the application. The number of Associate Members shall not exceed the number of General Members at any time.

5. Delete 4.7 (Visiting Member): This section no longer apply.

5. SUBSCRIPTIONS

- 5.0 The annual subscription for General and Associate Members shall be UD\$15 per year or such sum as the Executive Committee may determine from time to time. Members with spouses may elect to pay the family rate of US\$20 and enjoy the benefits of two (2) general memberships.
- 5.1 The annual subscription for Corporate Members shall be US\$500 or such other sum as the Executive Committee may determine from time to time.
- 5.2 Honorary Members are exempted from payment of annual subscription.
- 5.3 Annual dues shall be paid within 30 days of the start of the fiscal year which shall commence on April 15 of each year.
- 5.4 All subscription fees shall be pro-rated for members joining during a financial year.

Amendment #2 – June 27, 1992

3. Replace 5.3: Annual subscription is due on January 1st. Current members will be notified by mail during December to renew their membership. If the annual subscription is not received by the Treasurer by Jan 31st, membership will terminate.

4. Replace 5.4: Initial subscription fees for new members is dependent on the time of year they join. Except for members who join during the 4th quarter, full subscription fee is due again on the Jan 1st of the next year.

- a. During 1st quarter – full subscription
- b. During 2nd or 3rd quarter – half subscription
- c. During 4th quarter – full subscription, good for following year.

The initial subscription fee guideline does not apply to new Corporate and Visiting membership. Full subscription fee will apply for these 2 categories and the due date for the next subscription will be decided by the Treasurer.

Amendment #3 – July 3, 1994

Replace Amendment #2 Point #3. Replace 5.3: Annual subscription is due on January 1st or during the mid-year at the AGM. Members will be reminded verbally or by mail to renew their membership. If the annual subscription is not received by the Treasurer one month after the reminder, membership may be terminated.

Add 5.5: The annual dues for Student Members will be \$10.

Add 5.6: The annual dues for Visiting Members will be \$10

Amendment #4 – August 13, 2011

6. Replace 5.0: The annual membership subscription for General Members, Family Members, Associate Members, Corporate Members, and Student Members shall be determined by the Executive Committee. Any increase in annual membership subscription, except corporate membership, shall not exceed twenty percent (20%) from the previous year. Any increase exceeding twenty percent (20%), except corporate membership, requires approval from at least fifty percent (50%) of voting members in attendance during an Annual General Meeting or Special General Meeting. General Members and Associate Members with family may elect to pay for family membership instead. Family membership comprises of a maximum of two (2) General Members or Associate Members or combination of the two categories.

7. Replace 5.1: The annual membership subscription for Corporate Members shall not be less than ten (10) times the amount for General Members.

8. Replace 5.3: The annual duration of membership (“fiscal year”) starts at 12:00:00 am on August 9th and ends at 11:59:59 pm on August 8th of the following year. The Executive Committee shall inform members of the amount of the annual membership subscription when notifying them of the Annual General Meeting per Section 13.0 of the Constitution. Annual membership subscription is due to the Treasurer within thirty (30) days from the date of the Annual General Meeting. Membership will be deactivated if the annual membership subscription is not received by that time. It is the responsibility of every member to ensure that their annual membership subscription is promptly received by the Treasurer.

9. Replace 5.4: Initial membership subscription for new members depends on the time of the year they join the Club according to the following schedule:

- a) Start of fiscal year to March 31st – Full membership subscription amount.
- b) April 1st to end of fiscal year – Fifty percent (50%) of membership subscription amount.

The initial membership subscription schedule does not apply to new Corporate Members. The full membership subscription amount is due regardless of when a new Corporate Member joins the Club.

10. Delete 5.5: This section no longer applies.

11: Delete 5.6: This section no longer applies.

6. RIGHTS OF MEMBERS

6.0 All members shall enjoy the following rights:

- (a) To use all facilities provided by the Association for the general use of its members
- (b) To attend General Meetings and Special Meetings of the Associations
- (c) To attend functions and activities organized by the Association.
- (d) To be eligible for membership to sub-committees of the Association.

6.1 Only General members may hold office in the Executive Committee.

Amendment #3 – July 3, 1994

Replace 6.1: Only General and Associate Members may hold office in the Executive Committee.

Amendment #4 – August 13, 2011

12. Replace 6.1: Only General Members may hold a post in the Executive Committee.

7. SUSPENSION OR FORFEITURE OF MEMBERS

7.0 Suspension or forfeiture of membership of member shall be put to the vote at the Annual General Meeting (AGM) or any Special General Meetings. A simple majority is required and the decision is final.

8. EXECUTIVE COMMITTEE

8.0 An Executive Committee shall be responsible for the day to day running of the Association and the conduct of its affair.

8.1 The Executive Committee shall be elected at the Annual General Meeting (AGM). Each elected Committee Member shall hold office until the next Annual General Meeting and shall be eligible for re-election.

8.2 The Executive Committee shall comprise:

- (a) The President
- (b) The Vice President
- (c) The Secretary
- (d) The Treasurer
- (e) Two other Committee Members.

8.3 The Executive Committee may form sub-committees from time to time to assist in running of the Association. The President shall appoint a Chairman for the sub-committee.

Amendment #4 – August 13, 2011

13. Replace 8.1: The Executive Committee shall be elected at the Annual General Meeting. Each elected Executive Committee Member shall hold office until the next Annual General Meeting.

14. Replace 8.2: The Executive Committee shall comprise:

- a) President
- b) Secretary & Vice President
- c) Treasurer

15. Add 8.4: The following term limits shall apply:

- a) President – Maximum of three (3) terms or thirty-seven (37) months.
- b) Secretary & Vice President – Maximum of two (2) terms or twenty-five (25) months.
- c) Treasurer – Maximum of two (2) terms or twenty-five (25) months.

9. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

9.0 Election shall be by secret ballot or by show of hands as determined by the members at the AGM.

9.1 Election of a new Executive Committee shall occur at every AGM.

9.2 All candidates for election to the Executive Committee shall be General Members and must be proposed and seconded by members of the Association.

9.3 Nominations may be made at the AGM or in writing to the Secretary in advance.

- 9.4 If any Executive Committee Member is temporarily unable to perform his duties, a replacement may be sought by the Executive Committee. If an Executive Member is unable to complete his term of office, a replacement may be chosen by the Executive Committee.

Amendment #2 – June 27, 1992

5. Replace 9.0: Election shall be by secret ballot or by show of hands as determined by the Election Administrator and voting members present at the AGM. If there is only one nominated candidate for a post, members may elect to cast, by secret ballot only, either a “yes” or a “no” vote for the nominated candidate. If the majority of the votes turn out to be “no”, it is deemed to be a “no confidence vote” for the nominee and the nomination shall be nullified. The post will remain unfilled.

6. Replace 9.2: All candidates for election to the Executive Committee shall be General Members, except for the 2 Committee Members posts for which General or Associate Members can qualify to stand for election. All candidates must be proposed and seconded by members of the Club.

7. Replace 9.3: Nominations may be made at the AGM or in writing to the Secretary postmarked at least 7 days prior to the AGM.

8. Add 9.5: The Election Administrator shall be identified and invited beforehand by the Executive Committee to conduct the election. If an Election Administrator is not available to conduct the election, then the Executive Committee shall nominate a member to perform the same function at the AGM.

9. Add 9.6: In the event there is more than one member nominated for the same post, each nominated member shall be given 5 minutes at the AGM, in the absence of the other nominee or nominees to make a statement supporting their election.

10. Add 9.7: The election for the Executive Committee shall take place in the following order, starting with the post of the President, Vice-President, Secretary, Treasurer, 1st Committee Member and 2nd Committee Member. Any nominated candidate that failed to get elected to a post can be re-nominated for subsequent posts. A candidate that is elected to a post shall not be able to be re-nominated for subsequent posts in the election.

Amendment #4 – August 13, 2011

16. Replace 9.2: All candidates for election to the Executive Committee shall be General Members. All candidates must be proposed and seconded by eligible voting members of the Club.

17. Replace 9.7: The election for the Executive Committee shall take place in the following order: President, Secretary/Vice President, and then Treasurer. Any nominated candidate who fails to get elected to a post can be nominated for subsequent posts. A candidate who is elected to a post cannot be nominated for another post in the election.

10. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 10.0 The general management of the Association is vested in the Executive Committee.
- 10.1 The Executive Committee may from time to time vary and revoke the By-Laws (not inconsistent with the Constitution) for the conduct of its work.
- 10.2 The Executive Committee shall be responsible for carrying out all resolutions of the Association, and for organizing activities, either directly or through appointees.

- 10.3 The Executive Committee shall have full authority to enter into financial transactions and to deal in all Association matters.
- 10.4 All funds of the Association or any part of such funds may only be dealt with by the President and the Treasurer.
- 10.5 The Executive Committee shall have power to obtain, collect, and receive funds by contributions, sponsorships, donations, and subscriptions.

11. THE PRESIDENT

- 11.0 The President shall be the Chairman of all meetings of the Executive Committee, the AGM, and Special General Meetings of the Association. In his absence, the Vice President shall take his place.
- 11.1 In the event of any dispute regarding the interpretation of any rule of the Constitution or any by-laws, the decision of the President shall be final.
- 11.2 If during any meeting of the Association or Executive Committee, when there is an equal number of votes for or against a motion, the Chairman of the meeting shall in addition to his own vote, have a casting vote.

12. ACCOUNT BOOK

- 12.0 An account book shall be kept by the Treasurer of the Association and made available for inspection to members.
- 12.1 The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise howsoever, to any member of the Association save pursuant to Article 17.0.
- 12.2 The Executive Committee may in good faith compensate any officer or member of the Association for services rendered.

Amendment #4 – August 13, 2011

18. Replace 12.2: No Executive Committee Member or any member of the Club may be compensated for services related to the management or administration of the Club.

19. Add 12.3: A balance sheet and statement of income shall be provided to every member during the Annual General Meeting, and updated statements six (6) months later.

13. GENERAL MEETINGS

- 13.0 An AGM of the Association shall be held annually in every fiscal year but there shall not be more than 15 months between one AGM and the next. Twenty-one days prior notice of the day, time, and venue of the AGM shall be given to all members in the manner described in Article 15.
- 13.1 A Special General Meeting of the Association may be summoned at any time by the Executive Committee, or shall be summoned immediately upon twenty percent of the General Members delivering to the Executive Committee a written request that such meeting be convened. Fourteen days prior notice of the day, time, and venue of such Special General Meeting shall be given to all members in the manner prescribed in Article 15 save the Executive Committee may in extraordinary circumstances summon a Special General Meeting on less than 14 days prior notice.

14. VOTING

- 14.0 Only General Members and Corporate Members may vote at General Meetings. Each General Member or Corporate Member shall have one vote at General Meetings.
- 14.1 Voting may be by secret ballot or by show of hands as determined by the majority of the members present at such General Meeting.

Amendment #2 – June 27, 1992

11. Replace 14.0: Only General Members and Corporate Members may vote at General Meetings. Each General Member or Corporate Member shall have one vote at the AGM. Family General Members shall have at most, 2 votes at the AGM.
12. Add 14.2: At most, one executive membership post can be held by members of a family membership.

Amendment #4 – August 13, 2011

20. Replace 14.0: Only General Members, Associate Members, and Corporate Members are eligible to vote at general meetings. Each person shall have one vote. Family membership shall have a maximum of two (2) votes.

15. NOTICES

- 15.0 Each member shall be obliged to keep the Secretary informed of his/her home address, or some other address at which communication may be addressed to him/her.

16. AMENDMENTS

- 16.0 This Constitution may be amended by a resolution passed by two-thirds majority of the voting members present at any General Meeting for which notice has been duly given specifying the intention to propose such amendments, together with full particulars thereof.

17. DISSOLUTION

- 17.0 Dissolution of the Association shall occur if the number of General Members fall below 12 and if a resolution is passed by two-thirds or more of members entitled to vote at General Meetings.
- 17.1 In the event of dissolution of the Association the Executive Committee shall take immediate steps to liquidate the assets of the Association. The designation of all funds, records, and assets of the Association shall be determined by a majority vote of the members present at the final General Meeting, providing that all debts of the Association have been paid.

18. RULES OF ORDER

- 18.0 The rules contained in the current edition of Robert's Rules of Order shall govern in all cases to which they are applicable in which they do not conflict with the Constitution or By-Laws.