

CONSTITUTION OF ASTHMA AND ALLERGY ASSOCIATION

1. NAME AND PLACE OF BUSINESS

- (a) The Society shall be known as the “Asthma and Allergy Association”
- (b) The place of business of the Association is 30 East Coast Road #02-19 Singapore 428751

2. OBJECTS

- (a) To develop community awareness, understanding and acceptance of Bronchial Asthma and Allergy and to disseminate knowledge concerning Bronchial Asthma and Allergy to the public.
- (b) To render service to those suffering from Bronchial Asthma and Allergy by providing moral support, encouragement and financial assistance to needy patients and/or their families.
- (c) To promote and support medical research toward providing safer methods of patient care and the prevention and cure of Bronchial Asthma and Allergy.
- (d) To do such other things as are conducive or incidental to the attainment of the above object or any of them, the Association may:-
 - (1) Collate factual information regarding Bronchial Asthma and Allergy and matters related to the diagnosis, management and research of Bronchial Asthma and Allergy;
 - (2) Recommend and assist in the formation of such legislation as may be required to assist and improve services to those suffering from Bronchial Asthma and Allergy;
 - (3) Raise any monies required for the objects and purposes of the Association in such a manner and on such terms and Securities as shall be lawfully determined;
 - (4) Invest and deal with the monies of the Association not immediately required for the purpose of the Association in such a manner as may from time to time be determined;
 - (5) Appoint, employ and pay staff as required.

3. DEFINITIONS

- (a) The following expressions shall, unless the context otherwise requests, have the following meanings respectively assigned to them:

- “Association” means the “Asthma and Allergy Association”.
- “Council” means the administrative and executive body of the Association constituted under rule 8 herein.
- “Constitution” means the Constitution of the Association.

(b) Words expressing the plural shall include the singular, and the masculine gender shall include the feminine gender or vice-versa.

4. PATRONS AND VICE-PATRONS

(a) The Council may in its discretion from time to time appoint

- a Patron
- a Vice-Patron

(b) The appointment of a Patron and/or Vice-Patron shall be from amongst people who have achieved eminence or distinguished themselves in the academic, business or professional community, or have rendered distinguished service to the nation.

(c) The term of appointment of a Patron and/or Vice Patron shall be for a period of 2 years.

(d) A Patron and/or Vice-Patron may be re-appointed for a maximum of 3 terms.

5. MEMBERSHIP

(a) Membership of the Association shall consist of the following categories:

(i) Ordinary Members

Ordinary Membership is open to any resident in Singapore who subscribes to the objects of the Association.

(ii) Life Members

Ordinary Member may apply to become Life Members if he opts to make a lump sum payment of S\$200.00 upon the time of application for Membership. Life Member shall be exempted from paying any future subscription fees.

(iii) Honorary Members

The Council may from time to time elect as a Honorary Member any person who has achieved eminence in Bronchial Asthma and Allergy research/work.

(iv) Corporate Members

All firms, companies, organizations and institutions who subscribe to the objects of the Association shall be entitled to apply for corporate membership of the Association and shall pay the prescribed subscription fee. Such members shall have no voting rights and cannot hold office.

- (b) A person wishing to join the Association shall submit his particulars to the Honorary Secretary on a prescribed form. The Council will decide on the application. The Council may refuse application for membership of the Association without assigning any reason. A copy of the Constitution of the Association shall be provided to every approved applicant who has paid his subscription fees.

6. SUBSCRIPTION AND OTHER DUES

- (a) An Annual Subscription of S\$20.00 is payable by Ordinary Members.
- (b) An annual subscription of \$1000 is payable by Corporate members.
- (c) Any additional fund for special purposes may only be raised from members with the consent of a General Meeting of the members.
- (d) Annual subscriptions shall be payable in advance in the month of January of each year.
- (e) Members in arrears of their subscription shall be called upon by the Honorary Treasurer to settle their dues. If such members fail to settle their arrears within six months of the due date, the Council may decide either to cancel membership or to suspend membership of defaulting members until their outstanding accounts are paid in full.
- (f) No subscription fee is payable by Associate Members. Such members shall have no voting rights.

7. RIGHTS OF MEMBERS

- (a) Ordinary Member and Life Member
Any Ordinary Member shall have the right to nominate or second a candidate for election and vote at General Meetings of the Association provided that such member shall not be in arrears of subscription. He may stand for election if he is at least 18 years of age and has been a member for not less than twelve (12) months.
- (b) Resignation
Any member may resign his membership by giving to the Honorary Secretary notice in writing to that effect and paying all monies due.
- (c) Suspension and Expulsion of Members
The Council may suspend for such period as it shall expel a member if he:
- is convicted of a criminal offence other than minor traffic offences
 - is adjudged a bankrupt
 - has conducted himself by word or act in a manner which in the opinion of the Council is prejudicial to the interests of the Association or its members provided that before any such suspension or expulsion is imposed, the member has been

given an opportunity to present his case in person before a special panel comprised of three Council members who shall make a report to the Council for its decision. Such member may within thirty (30) days from the date of the Council's decision, lodge an appeal to the Honorary Secretary who shall place the matter for discussion and decision at the next General Meeting. The decision of the members at the General Meeting shall be final and conclusive. The Council, shall through the Honorary Secretary, not later than seven (7) days of a decision, notify in writing to such member its decision and/or the decision of the General Meeting to suspend or expel him from membership.

8. MANAGEMENT AND COMMITTEE

- (a) The Association shall have its affairs administered by a Council consisting of the following who shall be elected at each Annual General Meeting:
- a President
 - a Vice-President
 - a Honorary Secretary
 - a Honorary Treasurer
 - Four (4) Ordinary Council Members
- (b) At least half of the Council Members of the Association should be medical practitioners.
- (c) Members of the Council must not in any way whatsoever be involved with any pharmaceutical or other commercially related industry/firm.
- (d) Candidates for election to the Council must be proposed and seconded by two Ordinary Members of the Association and their names must be submitted to the Honorary Secretary on a nomination form. Every candidate for election shall signify in writing his consent to his nomination. The nomination of candidates for election shall be submitted at least seven (7) consecutive days before the date of the Annual General Meeting.
- (e) Members of the Council shall on completion of their term of office be eligible for re-election for a consecutive term, save that member who holds the post of Honorary Treasurer.
- (f) Council Members shall hold office for a term of one (1) year.
- (g) Council Meetings shall be held as often as may be required but not less than once in every three months after five (5) days' notice in writing to Council Members. The President may call a Council Meeting at any time by giving two (2) weeks' notice in writing. At least one half of the Council Members must be present for its proceedings to be valid.

- (h) The duty of the Council is to organize and supervise the daily activities of the Association. The Council may not act contrary to the expressed wishes if the General Meeting without prior reference to it and always remain subordinate to the General Meeting.
- (i) The Council may:
 - (1) co-opt such Ordinary/Life Members as may be needed to fill any casual vacancy to serve until the next election at the Annual General Meeting;
 - (2) appoint any special committee with such powers and duties as the Council may determine;
 - (3) employ and dismiss staff subject to normal industrial conditions;
 - (4) invite any person to attend a Council Meeting and to participate at such meeting provided that such person shall not have the right to vote.
- (j) The Council have the power to authorize the expenditure of any sum of money standing to the credit of the Association for the objects of the Association subject to such limits as may be imposed on such expenditure by the General Meetings from time to time.
- (k) Any member of the Council absenting himself from three (3) consecutive meetings of the Council without reasonable excuse shall be deemed to have withdrawn from the Council, and a successor may be co-opted by the Council to serve until the next Annual General Meeting.
- (l) Any change in the Council shall be notified to the Registrar of Societies and the Commissioner of Charities within two (2) weeks of the change.
- (m) The Council may from time to time appoint a paid officer or officers to carry out such duties as the Council may decide, save that nothing shall be constructed as the duties and responsibilities of which the Council and/or its members have been elected/co-opted into.

9. INCOME & PROPERTY

The income and property of the Association shall be applied solely to the promotion of its objectives and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of pecuniary profit to the members, provided that remuneration may be paid in good faith to persons, members or otherwise in return for services actually rendered to, or expenses incurred on behalf of the Association.

10. DUTIES OF OFFICE-BEARERS

The duties of the office-bearers are as follows:

- (a) The President shall act as Chairman at all General and Council meetings. He shall also represent the Association in its dealings with outside persons.
- (b) The Vice-President shall assist the President and deputise for him in his absence.
- (c) The Honorary Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and Council Meetings. He shall maintain an up-to-date Register of Members at all times.
- (d) The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorized to expend up to S\$500.00 per month on petty expenses on behalf of the Association. He will not keep more than S\$500.00 or such sum of money form of cash and money in excess of this will be deposited in a bank to be named by the Council. Cheques, etc; for withdrawals from the bank will be signed by the President or the Vice-President or the Honorary Secretary in addition to the Honorary Treasurer.
- (e) The Ordinary Council Members will attend and participate in all General and Council Meetings and assist in the general administration of the Association. They shall perform any other duties assigned from time to time by the Council.

11. BOARD OF CONSULTANTS

- (a) The Council shall in its discretion appoint a minimum number of two (2) and a maximum number of four (4) persons to a Board of Consultants for a term of one (1) year. Appointment to the Board of Consultants shall be by invitation from the Council to persons interested in the field of Bronchial Asthma and Allergy and/or the Association and its activities.
- (b) The Board of Consultants shall consider and advise the Council on such matters as may be referred to it from time to time. In addition, the Board shall hold a ‘watching brief’ on the professional aspects of the Association’s work and shall tender such advice as it may deem fit to the Council from time to time.

12. AUDIT

- (a) A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting for a term of one year and shall be eligible for re-appointment.
- (b) They
 - (1) will be required to audit the accounts of the Association at the end of each Financial Year, and present a report upon them to the Annual General Meeting.
 - (2) may be required by the President to audit the Association’s accounts of any period within their tenure of office at any date and make a report to the Council.

13. FINANCIAL YEAR

The Financial Year of Association shall be from the 1st January to the 31st December.

14. SUPREME AUTHORITY AND GENERAL MEETINGS

- (a) The supreme authority of the Association is vested in a General Meeting of the members presided over by the President.
- (b) General Meetings of the Association shall be convened by the Honorary Secretary and shall be:
 - (1) Annual General Meetings
 - (2) Extraordinary General Meetings
- (c) The Annual General Meeting, Financial Reports and Minutes of the last AGM shall be posted to members not less than fourteen (14) days before the date of meeting.
- (d) The Agenda of Annual General Meeting shall be consist of:
 - (1) Annual Report.
 - (2) Financial Report
 - (3) Election of office-bearers and the Honorary auditors when election falls due.
 - (4) Any other matter for which notice in writing has been given to the Honorary at least seven (7) consecutive days before the meeting.
- (e) 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
 - (1) On the written instruction of the Council; or
 - (2) On written application to the Honorary Secretary of at least twenty-five (25) or one fifth of the Ordinary/Life Members (whichever is the lesser), together with a statement of objects for which the meeting is desired. Such meeting shall be held within twenty-one (21) days of receipt of the application.
- (f) Notice of an Extraordinary General Meeting shall be posted to members not less than ten (10) consecutive days before the date of meeting. Only the object for which the Extraordinary General Meeting is called shall be on the Agenda.
- (g) At least one quarter of the total voting membership or thirty (30) voting members whichever is the lesser of the total voting membership present at a General Meeting shall constitute a quorum. In the event that the required quorum is not obtained, such meeting shall be adjourned for half an hour, and should the number then present be insufficient to form a quorum, those present shall constitute a quorum, but they shall have no power to amend any of the existing rules of this constitution.
- (h) No member shall vote by proxy except for the purpose of dissolution. Voting at all General Meeting shall be by secret ballot. Voting by a show of hands may be taken with the unanimous content of the voting members present. Except as hereinafter provided, motions at General Meetings of the Association shall be carried by a simple majority vote.

- (i) A vote of censure of or no confidence in the Council on any member or members of the Council may be taken at any General Meeting provided that it has been tabled on the Agenda for Meeting.

15. TRUSTEE

- (a) If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- (b) The trustees of the Association shall:
 - (1) Not be more than four and not less than two in number
 - (2) Be elected by a General Meeting of members
 - (3) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.
- (c) The office of the trustees shall be vacated
 - (1) If the trustee dies or becomes lunatic or of unsound mind
 - (2) If he is absent from the Republic of Singapore for a period of more than one year
 - (3) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee
 - (4) If he submits notice of resignation from his trusteeship
- (d) Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Association's premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies and the Commissioner of Charities.
- (e) The address of immovable properties, names of trustees and any subsequent change must be notified to the Registrar of Societies and the Commissioner of Charities.

16. ANNUAL REPORT

The Annual Report of the Association covering its proceedings during the financial year immediately preceding each Annual General Meeting shall be presented for approval at such Annual General Meeting, and shall be published as soon as practicable thereafter, and copies thereof shall be furnished to each member of the Association.

17. PROHIBITIONS

- (a) Gambling of any kind whether stakes or not, is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- (b) The funds of the Association shall not be used to pay the fines of members who have been convicted in Court.

- (c) The Association shall not be engaged 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 Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affects consumer.
- (e) The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Council or members, unless with the prior approval of the relevant authorities.
- (f) The Association shall not indulge in any political activity, or allow its funds and/or premises to be used for political purposes.
- (g) The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Director of Criminal Investigation Department and other relevant authorities.

18. PUBLIC STATEMENTS

Public statements, including circulars, letters, press release and pamphlets, shall be released only through the Honorary Secretary, and shall first receive the approval of the Council before their release, save that in the event of an emergency, their release may be authorized by the President, or in his absence, by the Vice-President with the concurrence of the Honorary Secretary.

19. AMENDMENTS TO CONSTITUTION

- (a) Amendments to the Constitution may be proposed at an Annual or Extraordinary General Meeting and may be adopted by a majority of two thirds of the voting members present and voting at the meeting.
- (b) Such amendments shall not come into operation until they have been approved in writing by the Registrar of Societies and the Commissioner of Charities.

20. INTERPRETATION

In the event of any question or matter arising out of any point pertaining to day-to-day administration of the Association, which is not expressly provided for in the Constitution, the Council shall have the power to use their own discretion. The decision of the Council shall be final unless it is reversed at a General Meeting of members.

21. DISPUTES

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

22. DISSOLUTION

- (a) The Association shall not be dissolved except with the consent of not less than three-fifths of the voting members of the Association for the time being resident in Singapore, expressed either in person or by proxy, at a General Meeting convened for the purpose.
- (b) In the event of the Association being dissolved as provided for under the provisions of paragraph (a) of the Rule, all debts and liabilities legally incurred by or on behalf of the Association, if any, shall be fully discharged or the remaining funds shall be donated to an approved charity or charities in Singapore which is or are registered under the Charities Act, Chapter 37.

A Certificate of Dissolution shall be given to the Registrar of Societies and the Commissioner of Charities within seven (7) days of the dissolution of the Association