



**THE CONSTITUTION**

**OF**

**ASIA AND PACIFIC SEED ALLIANCE LTD.**

**Adopted 22<sup>nd</sup> June 2018**  
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THE COMPANIES ACT (CHAPTER 50)

PUBLIC COMPANY LIMITED BY GUARANTEE

THE CONSTITUTION

OF

ASIA AND PACIFIC SEED ALLIANCE LTD.

PRELIMINARY

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| <p>1. The name of the company is “<b>ASIA AND PACIFIC SEED ALLIANCE LTD.</b>” (hereinafter referred to as the “<b>Company</b>”).</p>   | <p><i>Name of Company.</i></p>    |
| <p>2. The registered office of the Company will be situated in the Republic of Singapore.</p>  | <p><i>Registered office.</i></p>  |
| <p>3. The objects for which the Company is established are to:</p> <ul style="list-style-type: none"> <li>(a) Maintain and sustain a regional forum, such as the Asian Seed Congress, for Members to address their needs and formulate positions and recommendations on seed issues to improve seed sector performance.</li> <li>(b) Promote the development of the seed industry for the betterment of crop production in the Region and promote the use of quality seed.</li> <li>(c) Stimulate technical and business co-operation among Members. Share information and experience between and among Members on all aspects of seed activities.</li> <li>(d) Represent the interests of Members at regional and international levels.</li> <li>(e) Establish and maintain relationships with other relevant organisations pursuing similar or related objectives.</li> <li>(f) Encourage the establishment of Seed Associations in the Region and support their development.</li> <li>(g) Facilitate the international movement and marketing of seeds and planting material through various actions</li> </ul> | <p><i>Objects of Company.</i></p> |

addressing the issues of relevance to the regional seed industry including quarantine and other trade issues.

- (h) Facilitate and contribute to the harmonisation of regulatory procedures for seed and seed related issues toward internationally accepted standards.
- (i) Promote the establishment and protection of intellectual property rights for seeds, plant varieties and associated technologies.
- (j) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them provided that nothing shall be done solely for profit. The Company may without prejudice to the generality of the foregoing:
  - (i) Apply to any governmental or regulatory authorities or other public bodies or to corporations, companies, or persons for, and to accept, grants of money, land, donations, gifts, subscriptions, contracts, rights, privileges, concessions, and other assistance for promoting the objects of the Company and to conform to any proper conditions upon which such grants and other payments may be made.
  - (ii) Establish, promote, co-operate with, become a member of, act as or appoint or be appointed trustees, agents, or delegates for control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated for the purposes of the Company.
  - (iii) Purchase, build, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Company and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of the Company and to manage, develop, sell, demise, let, lend, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Company.
  - (iv) Pay all expenses, preliminary or incidental to the formation of the Company and its registration.

- (v) Undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
- (vi) Receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be for the purposes of the Company.
- (vii) Draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes and other negotiable or transferable instruments for the purposes of the Company.
- (viii) Invest and deal with the moneys of the Company not immediately required for its purposes in or upon such investments, securities, or property and in such manner as may be determined by the Company for the purposes of the Company.
- (ix) Establish, promote, or assist in establishing or promoting and to subscribe to or become a member of any other association, company, foundation, or institution whose objects are similar to the objects of the Company or the establishment or the promotion of which may be beneficial to the Company for the purposes of the Company.
- (x) Make grants of money for providing or paying for items services or facilities.
- (xi) Employ or appoint consultants, professional or otherwise whether or not remuneration, costs or fees paying terms for the purpose of giving effect or better giving effect or attaining the above objects or any of them.

Provided that where the Company takes or holds any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

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| <p>4. To achieve its objectives, the Company shall endeavour to:</p> <ul style="list-style-type: none"> <li>(a) organise the Asian Seed Congress, regional seminars, or conferences to provide a forum for the industry to address priority seed sector development, policy, and trade issues, and make presentations;</li> <li>(b) compile or generate for dissemination among its Members technical and market-related information;</li> <li>(c) assist in the development of training courses by first determining the need for training and capacity-building, and the potential to raise awareness in areas that are important to the industry, followed by facilitating such training courses through the preparation of materials, and mobilisation of resources therefor;</li> <li>(d) liaise, as appropriate, with other regional and international organisations concerned with seed;</li> <li>(e) develop position papers to provide input for the development or change of rules and regulations for seed and seed-related issues in the Region; and</li> <li>(f) engage in other activities that may be required to achieve the Company's objectives.</li> </ul> | <p><i>Activities of Company.</i></p>               |
| <p>5. The Company will have the capacity of a legal person to perform any acts appropriate to its objectives within the powers granted to it by the Constitution. It will, in particular, have the capacity to hold movable and immovable properties of every description, enter into contracts, institute and defend suits and other legal proceedings, and do all things necessary to abide by this Constitution.</p>   | <p><i>Company will have legal personality.</i></p> |
| <p>6. The Company will not have any political affiliations.</p>   | <p><i>Company is apolitical.</i></p>               |
| <p>7. The Company will consist of the following:</p> <ul style="list-style-type: none"> <li>(a) the Members;</li> <li>(b) the Executive Committee;</li> <li>(c) the Office Bearers;</li> </ul>  | <p><i>Make-up of the Company.</i></p>              |

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| <p>(d) the Executive Director;</p> <p>(e) the Secretariat;</p> <p>(f) the Constitutional Committee;</p> <p>(g) the Nomination Committee that may be appointed by the Executive Committee from time to time;</p> <p>(h) Standing Committees and Special Interest Groups that may be formed by the Executive Committee from time to time; and</p> <p>(i) ad-hoc bodies, technical committees, working groups, and consultation panels that may be formed by the Members from time to time.</p> <p>8. This Article is not used.</p> <p>9. The income and property of Company, whensoever derived, shall be applied towards the promotion of the objects of the Company as set forth in this Constitution; and save where permitted by law, no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise however by way of profit to the Members.</p> <p>Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Member, in return of any services actually rendered to the Company, nor prevent the payment of interest at a rate to be fixed by the Executive Committee members on money lent or for the reasonable and proper rent for premises demised or let by any Member to the Company.</p> <p>10. The liability of the Members is limited.</p> <p>11. Every Member undertakes to contribute to the assets of the Company, in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves, the higher of (i) such amount that may be required to share equally in such debts and liabilities, and (ii) US\$1.00.</p> <p>12. The model constitution(s) prescribed under the Act will not apply to the Company, except to the extent the same are repeated or</p> | <p><i>Income and remuneration.</i></p> <p><i>Limited liability of Members.</i></p> <p><i>Members' undertaking to contribute.</i></p> <p><i>Exclusion of model</i></p> |
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contained in this Constitution or incorporated by reference to the title of the model constitution or the numbers of the particular regulations of the model constitution. *constitution.*

## INTERPRETATION

13. In this Constitution, if not inconsistent with the subject or context, each of the words standing in the first column of the Table immediately below will bear the meaning set opposite it in the second column thereof: *Interpretation.*

WORDS	MEANINGS
<b>“Act”</b>	The Companies Act, Cap. 50 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.
<b>“Affiliate Member”</b>	An affiliate member of the Company.
<b>“Auditor”</b>	An auditor of the Company as may be appointed from time to time.
<b>“Asian Seed Congress”</b>	An annual congress relating to seed and seed-related activities organised by the Company at a location in the Region.
<b>“Associate Member”</b>	An associate member of the Company.
<b>“calendar year”</b>	Includes a financial year or financial period of the Company.
<b>“Chairman”</b>	The chairman of a General Meeting whose appointment will be determined according to the sequence set out in Article 43.
<b>“Company”</b>	The abovenamed company by whatever name from time to time called.
<b>“Constitution”</b>	This constitution of the Company, as amended from time to time.



<b>“Constitutional Committee”</b>	The constitutional committee of the Company.
<b>“Corporate Member”</b>	A corporate member of the Company, which may be a Seed Enterprise, a Government Seed Agency, or a Seed Association.
<b>“Executive Committee”</b>	The executive committee having responsibility for directing the activities of the Company which is the equivalent of the board of directors as defined under the Act each of the executive committee’s members is the equivalent of a director as defined under the Act.
<b>“Executive Director”</b>	The executive director of the Company.
<b>“Financial Guidelines and Procedures”</b>	The financial guidelines and procedures of the Company, in particular regarding financial management and audit procedures.
<b>“General Meeting”</b>	A formal meeting of the Members or a class of Members, as the case may be, called and regulated according to this Constitution and the Act.
<b>“Government Seed Agency”</b>	A government agency which is involved in seed or seed-related activities including producing seeds, supplying seeds, and supporting seed programs.
<b>“Honorary Life Member”</b>	An honorary life member of the Company.
<b>“Immediate Past President”</b>	The immediate past president of the Company.
<b>“Major Countries”</b>	Countries which have a sizeable membership in the Company or which make substantial contributions to research and development in the seed industry in the Region.
<b>“Member”</b>	A member of the Company, who may be any of the following: <ul style="list-style-type: none"> <li>(a) a Corporate Member;</li> </ul>

- (b) an Associate Member;
- (c) an Affiliate Member;
- (d) an Honorary Life Member;  
or
- (e) a Patron Member.

<b>“Nomination Committee”</b>	The nomination committee of the Company that may be formed by the Executive Committee from time to time under Article 74.
<b>“Office Bearer”</b>	An office bearer of the Company, namely its sitting President, Vice-President, Treasurer, and Immediate Past President, and the Executive Director on an <i>ex officio</i> basis.
<b>“Patron Member”</b>	A patron member of the Company.
<b>“President”</b>	The president of the Company.
<b>“Register of Members”</b>	The register of Members to be kept pursuant to Section 190 of the Act.
<b>“Region”</b>	The Asia-Pacific region that includes the area west of the International Date Line, west to Turkey and Israel, south to Yemen, south-east to New Zealand, following the International Date Line north to Japan, including all the Pacific Islands, and north-west following the Russian border, or such area as may be defined by the Executive Committee from time to time.
<b>“Representative”</b>	An individual nominated by a Member and so nominated in the Company’s membership database.
<b>“Seal”</b>	The Common Seal of the Company or in appropriate cases the Official Seal or duplicate Common Seal.
<b>“Secretariat”</b>	The Executive Director and the staff of the Company.
<b>“Seed”</b>	The agricultural and horticultural seed and planting material of different classes.

<b>“Seed Association”</b>	An association which is involved in seed or seed-related activities including, but not limited to, seed trade and plant breeding.
<b>“Seed Enterprise”</b>	An organisation or body, with or without the status of a legal person, which is involved in seed or seed-related activities including, but not limited to, plant breeding, seed production, and seed trade.
<b>“Secretary”</b>	Any secretary appointed under this Constitution and including any person entitled to perform the duties of secretary temporarily.
<b>“Singapore”</b>	The Republic of Singapore.
<b>“Special Interest Group”</b>	A special interest group of the Company.
<b>“Standing Committee”</b>	A standing committee of the Company.
<b>“Treasurer”</b>	The treasurer of the Company.
<b>“US\$”</b>	US dollars.
<b>“Vice-President”</b>	The vice-president of the Company.
<b>“writing”</b>	Includes printing, lithography, typewriting, and any other mode (electronic or otherwise) of representing or reproducing words in a visible form.

Any other defined term that is used in this Constitution and not defined herein has the meaning assigned to it in the Act.

Words denoting the singular number only include the plural and vice versa.

Words denoting the masculine gender only include the feminine gender.

Words denoting persons include corporations and limited liability partnerships.

Save as aforesaid, any word or expression used in the Act and the Interpretation Act, Cap. 1 will, if not inconsistent with the subject

or context, bear the same meaning in this Constitution.

The headnotes and marginal notes are inserted for convenience only and will not affect the construction of this Constitution.

Each numbered section of this Constitution is termed an Article.

## MEMBERSHIP

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| 14. | The Company shall have at least one Member.   | <i>Number of Members.</i> |
| 15. | The membership of the Company shall be open to the following individuals, organisations, and enterprises in the Region:   | <i>Types of Members.</i>  |
| (a) | <i>Corporate Members (Seed Enterprises):</i> Individual companies acting in plant breeding, seed production, and/or seed trade established in the Region;   |                           |
| (b) | <i>Corporate Members (Government Seed Agencies):</i> Government agencies established in the Region producing and/or supplying seeds, and/or supporting seed programs;   |                           |
| (c) | <i>Corporate Members (Seed Associations):</i> Seed trade and/or plant breeders' associations established in the Region;   |                           |
| (d) | <i>Associate Members:</i> Seed trade and/or plant breeders' associations, individual enterprises or governmental seed agencies acting in plant breeding, seed production and/or seed trade, that would otherwise qualify as a Corporate Member, but is not established in the Region; |                           |
| (e) | <i>Affiliate Members:</i> Individual enterprises providing technology and/or services to the seed industry established within or outside the Region;  |                           |
| (f) | <i>Honorary Life Members:</i> Such eminent persons as may be nominated by the Executive Committee, who have made outstanding contributions to the development and management of the Company; and  |                           |
| (g) | <i>Patron Members:</i> Such eminent organisations as may be nominated by the Executive Committee, which has made outstanding contributions to the development of the seed industry in the Region.   |                           |

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| 16. | The Members will be:  | <i>Identity of Members.</i>                                     |
|     | (a) members as listed in the Register of Members from time to time; and   |   |
|     | (b) such other persons as the Executive Committee shall admit to membership of the Company.   |   |
| 17. | Any application for membership in the Company must be submitted in writing and addressed to the Secretariat. Such application must be accompanied by such information as may be required by the Executive Committee, and the Executive Director shall acknowledge receipt of such application.  | <i>Applications for membership.</i>                             |
| 18. | If any information provided in an application for membership in the Company appears not to be complete, accurate, or truthful, the application may be refused, or if such membership has already been granted, such membership may be terminated in accordance with Article 31(d).  | <i>Grounds of refusal of application for membership.</i>        |
| 19. | All applications for membership in the Company will be considered by the Executive Committee or a sub-committee established for that purpose.   | <i>Consideration of membership applications.</i>                |
| 20. | Following the Company's acceptance of an application for membership, the Executive Director shall notify the applicant of such acceptance, and the applicant shall pay an admission fee and a one-year membership fee. Upon receipt of such fees, the Executive Director shall inform the applicant that his membership in the Company has taken effect.  | <i>When membership takes effect.</i>                            |
| 21. | The amount of the admission fees and annual membership fees will be recommended by the Executive Committee and approved by the Members voting at an Annual General Meeting. The Executive Committee shall cause such duly approved fees to be published on the Company's website.   | <i>Admission fees and membership fees.</i>                      |
| 22. | The Executive Committee may vary the amount of the admission fees or annual membership fees without first seeking the approval of the Members at an Annual General Meeting, provided that the decision of the Executive Committee does not result in a significant increase of any one or both of such fees, and such decision of the Executive Committee is duly notified to the Members and ratified by them at a General Meeting or the next Annual General Meeting. | <i>Executive Committee may vary fees.</i>                       |
| 23. | The Executive Committee may, at its discretion, temporarily exempt any Member from paying fees and dues owed to the Company.  | <i>Executive Committee may exempt Members from paying fees.</i> |

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| <p>24. Any fees that are to be paid to the Company shall be paid in US\$ unless alternative arrangements have been made with the Executive Director.</p>   | <p><i>Currency of fees.</i></p>  |
| <p>25. Except for Honorary Life Members, each Member shall appoint a Representative and alternative Representative.</p>  | <p><i>Members to appoint Representatives.</i></p>                            |
| <p>26. The Executive Committee shall formulate requirements concerning the conditions for membership in the Company from time to time.</p>   | <p><i>Executive Committee shall formulate conditions for membership.</i></p> |
| <p>27. Members are admitted to the Company in their professional capacity.</p>   | <p><i>Members admitted in professional capacity.</i></p>                     |
| <p>28. No one seeking to be admitted as a Member to the Company in a political capacity will be admitted as a Member to the Company.</p>   | <p><i>Members to be apolitical.</i></p>                                      |
| <p>29. Each Member shall ensure that the information provided by him to the Company during the time of his membership application remains accurate by notifying the Executive Director in writing of any changes thereto. Failure to make such update notifications may lead to his membership being terminated in accordance with Article 31(d).</p>  | <p><i>Members to update particulars in the event of change.</i></p>          |
| <p>30. The privileges of a Member are not transferable and shall cease on termination or on the death of the individual Members or in the case of a corporation, statutory body or society on their liquidation or deregistration.</p>   | <p><i>Membership not transferable.</i></p>                                   |
| <p>31. Membership in the Company may be terminated in accordance with the following:</p>   | <p><i>Termination of membership.</i></p>                                     |
| <p>(a) Any Member may resign from being a Member by giving written notice to the Executive Director, but not later than 60 days prior to the membership fee becoming due and payable.</p>  |  |
| <p>(b) Any Member who fails to pay the annual membership fee within 90 days of such fee becoming due shall have his membership rights suspended until full payment of such fee is made. If the fees and/or dues of any Member remain unpaid for a period longer than 12 months, the Executive Director may strike that Member's name off the Register of Members, and in which case the Secretariat shall give</p> |  |

notice thereof to all Members.

- (c) Any Member who fails to fulfil any of his obligations prescribed in this Constitution may be suspended from membership (i.e. to have all his benefits of membership, including but not limited to his rights of membership under Article 32, suspended) in the Company by decision of the Executive Committee, and may eventually be expelled in accordance with sub-paragraph (d) of this Article.
- (d) The Executive Committee may expel a Member for any of the following:
  - (i) the Member engaging in dishonourable conduct;
  - (ii) the Member providing untruthful information at the point of applying for membership;
  - (iii) the Member providing untruthful information at the point of notifying the Company of any changes to his membership details;
  - (iv) the Member failing to update or notify the Company of any changes to his particulars previously registered with the Company; or
  - (v) at least two-thirds of the Executive Committee deeming the Member's continued membership in the Company detrimental to the Company,

In this regard, the Executive Committee shall hold a hearing on such expulsion prior to voting. The Executive Director shall give notice to the Member facing expulsion at least 30 days prior to the date of the hearing. If the Member facing expulsion is not present at the hearing in person or by his representative, the Executive Committee may still vote on a resolution to expel the Member as if he were present. The Executive Director shall send notice of the Executive Committee's final decision to all Members after sending notice of the same to the Member facing expulsion.

32. Each Member will, in accordance with this Constitution and resolutions of the Company in General Meeting, have the right to:
- (a) attend General Meetings, other meetings, seminars, and conferences that may be called by the Company;
  - (b) request and obtain information on matters that concern him, including guidelines for obtaining technical assistance and collaboration in the pursuit of his activities;

*Rights of members.*

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| <p>(c) receive publications and other information distributed by the Company; and</p> <p>(d) participate in training and related activities organised by the Company.</p>   |  |   |
| <p>33. Each Member will, in accordance with this Constitution and resolutions of the Company in General Meeting, be obliged to:</p> <p>(a) settle his financial obligations to the Company, including the payment of admission fees and annual membership fees;</p> <p>(b) collaborate in forming committees under the Company;</p> <p>(c) provide reasonable information promptly, when requested by the Company, if the provision of such information is not contrary to any law or regulation of the jurisdiction in which he is based;</p> <p>(d) undertake any assignments that may be mutually agreed to between the Members;</p> <p>(e) collaborate, in general, with the Company in fulfilment of the Company's objectives and activities; and</p> <p>(f) co-operate and work together with the leadership of the Company, except if such co-operation and working together is in conflict with any law or regulation of the jurisdiction in which he is based,</p> <p>failing which such Member's membership in the Company may be suspended or terminated in accordance with the provisions of Articles 31(c) or 31(d).</p> |  | <p><i>Obligations of members.</i></p>                                   |
| <p>34. Any changes to the Member's particulars must be done either in writing to the Executive Director by the president, director, head, or general manager of that Member organisation, or a person duly authorised and delegated by that Member organisation to log-in to the Company's membership database to update such information.</p>  |  | <p><i>Notification process for changes to Member's particulars.</i></p> |
| <p>35. A Member may retire or terminate his membership by giving notice in writing to such effect. The termination shall take effect on the date of receipt of the same by the Company or the date of termination stated in the notice (if there is one).</p>   |  | <p><i>Member may terminate his own membership.</i></p>                  |
| <p>36. A Member whose membership has been terminated either of his own accord or by the Executive Committee shall forfeit all claim to the rights and privileges as a Member thereof and shall cease to</p>   |  | <p><i>Terminated member forfeits all claims to</i></p>                  |



be a Member.

*rights and privileges.*

37. The Company may make recommendations for the action of the Members where such action pertains to the achievement of the Company's objectives as stated in this Constitution.

*Company may make recommendations to Members.*

## GENERAL MEETINGS

38. The President shall request the Executive Director to announce the holding of a General Meeting not less than 60 days before its intended date by sending a notice of such General Meeting, along with the provisional agenda therefor, to each Member.

*Notice of General Meeting.*

39. The Executive Director shall prepare, and the Executive Committee shall ratify, the provisional agenda for each General Meeting.

*Provisional agenda.*

40. All Members shall notify the Executive Director of their respective representatives at least 40 days before any General Meeting. If no such notification is received in respect of a Member, that Member's representative will be deemed to be one of the two Representatives previously nominated by the Member and so registered in the Company's membership database.

*Representatives for the General Meeting.*

41. The Executive Director shall for each General Meeting issue an invitation to the Members not fewer than 40 days before such General Meeting. Such invitation must include the provisional agenda, any reports and other documents pertaining to such provisional agenda.

*Invitation to General Meeting.*

42. No proxy voting is permitted at any General Meeting.

*No proxy voting.*

For the purposes of this Constitution, "no proxy voting is allowed" means that a representative or proxy of a member is not allowed to vote for any Member that (i) did not appoint him or (ii) he is not an employee or officer of.

43. Each General Meeting will be presided over by a Chairman, whose appointment will be determined according to the following sequence:

*Chairman.*

- (a) the President;
- (b) the Vice-President;
- (c) the Immediate Past President; and
- (d) a chairperson nominated by the Executive Committee.

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| <p>44. Each Member present at the General Meeting (including the President, or the Vice-President acting as President) will have one vote, subject to the following rules:</p> <ul style="list-style-type: none"> <li>(a) Corporate Members may vote on all matters;</li> <li>(b) Associate Members may only participate in voting required to select their respective Representatives in the Executive Committee; and</li> <li>(c) Affiliate Members, Honorary Life Members, and Patron Members do not have the right to vote on any matter, and accordingly do not have any votes.</li> </ul> | <p><i>Voting at General Meeting.</i></p>                          |
| <p>45. Voting at each General Meeting shall be in accordance with the applicable rule of simple majority.</p>   | <p><i>Simple majority required.</i></p>                           |
| <p>46. Attendance by 25% of Members will constitute a quorum for a General Meeting. If a quorum is not present, the President (or the chairperson for the General Meeting) may discontinue the General Meeting and reconvene it after not fewer than 30 minutes, after which those Members present during the reconvened General Meeting will be considered as forming the quorum therefor. Notwithstanding the foregoing, no vote shall be taken at a General Meeting in respect of any matters relating to the Constitution without a quorum of 25% of the Members being present.</p>         | <p><i>Quorum for General Meeting.</i></p>                         |
| <p>47. The quorum for a General Meeting may from time to time be changed by the proposal of the Executive Committee and approved by the Members in General Meeting, with such new quorum to be in force starting with the next General Meeting.</p>   | <p><i>Quorum may be amended.</i></p>                              |
| <p>48. Members may pass resolutions by written means for any matter (including anything required to be done by the Company in General Meeting) in accordance with and subject to the provisions of Sections 184A to 184F of the Act.</p>  | <p><i>Resolution of members in writing and other mediums.</i></p> |
| <p>For the purpose of this Article, a Member will have formally agreed to a resolution if the document received from the Member:</p>  |   |
| <ul style="list-style-type: none"> <li>(a) is in legible form or a permitted alternative form;</li> <li>(b) indicates that the Member has agreed to the resolution; and</li> <li>(c) includes the text of the resolution or refers to the resolution being agreed to, and the Member had a legible text of the resolution before signing that document; and</li> <li>(d) such agreement is indicated before the expiry of the period</li> </ul>   |   |

of 28 days beginning with the date on which the written resolution is circulated to the Members.

Such resolution in writing may consist of several documents each signed by one or more Members.

Notwithstanding anything in the Act, where the Company has only one Member, a resolution may be passed by that Member recording the resolution and signing the record.

48A. If a simple majority of the Executive Committee determines that a physical meeting cannot be held or would be too impractical to be held, a General Meeting may be conducted in accordance with this Article. A Member may participate in a General Meeting via tele or video conferencing or any other mode by which all participants at the meeting can hear and be heard by all other participants without having to be physically present and participation in this manner constitutes being present in person.

(a) The Members participating in any such General Meeting will be counted in the quorum for such meeting and provided there is a quorum at all times during such meeting, all resolutions agreed by the Members in such meeting are considered as effective as a resolution passed at a physical General Meeting.

(b) A General Meeting conducted via tele or video conferencing or other similar mode is deemed to be held at the place agreed upon by the Member attending the meeting.

(c) Minutes of the proceedings at a General Meeting by tele or video conferencing are sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be correct minutes by the chairman of the General Meeting. The provisions of this Constitution in respect of General Meetings will so far as they are applicable apply to a General Meeting by tele or video conferencing.

48B. The Members may, at a General Meeting, adopt a code of conduct concerning the Company's governance values and all the Members shall follow such code of conduct as amended from time to time.

*Code of Conduct*

49. Every Member is entitled to vote and may vote in person and on a show of hands every person present who is a voting Member or a representative of a voting Member shall have one vote. If a simple majority of the Executive Committee approves, the Members may vote electronically

*Vote entitlement.*

50. If any voting Member be of unsound mind, he may vote by his committee or other legal curator, and such persons may give their

*Voting member of unsound mind.*

vote personally.

51. Subject to any provision in the Act to the contrary, each resolution at a General Meeting will be passed by a simple majority of the Members present and voting at such General Meeting. *Passing resolutions at a General Meeting.*

## ANNUAL GENERAL MEETINGS

52. The Company shall hold its Annual General Meeting once every calendar year, subject to the provisions of the Act. *Annual General Meeting.*
53. At each Annual General Meeting, the Members shall: *Proceedings at the Annual General Meeting*
- (a) consider the report of the President on the activities of the Company since the previous meeting;
  - (b) consider and approve the financial reports, including the budget, as presented by the treasurer, and appoint the auditor for the following year;
  - (c) ratify the annual membership fee payable by the Members, as proposed by the Executive Committee, if deemed necessary;
  - (d) elect, from amongst themselves, up to 16 Members to the Executive Committee, which will be composed in accordance with Article 61;
  - (e) subject to the provisions of the Constitution, approve rules or procedures for convening its meetings, a quorum, voting procedures, and dissemination of its reports, if deemed necessary;
  - (f) approve position papers as proposed by the Executive Committee;
  - (g) consider and take action on all other matters presented by the Executive Committee; and
  - (h) fix a time and place for the next General Meeting.
54. The provisional agenda for each Annual General Meeting will consist of the following: *Provisional agenda.*
- (a) adopting the agenda;
  - (b) reporting on the activities of the Company during the previous calendar year, and activities planned for the next calendar year;

- (c) reporting on the financial affairs of the Company, including the circulation of an audited statement of accounts for the previous year;
- (d) proposing the budget for the next calendar year;
- (e) making changes the admission fee or annual membership fee for the Company (as proposed by the Executive Committee), if any;
- (f) electing Members to the Executive Committee, if required;
- (g) proposing amendments to the Constitution, if any;
- (h) determining new criteria for the admission of Members, if any;
- (i) reporting on the activities of technical and other committees, if any;
- (j) arranging for the auditing of the financial report of the following year, including the appointment of the Auditor;
- (k) fixing the time and place of the next General Meeting; and
- (l) considering any other items, with the permission of the Chairman.

55. If the Members are unable to fix a time and place for the next Annual General Meeting to be held, the President shall, in consultation with the Executive committee, fix a time and place for such Annual General Meeting to be held. *Time and place for next Annual General Meeting.*

## EXTRAORDINARY GENERAL MEETINGS

56. All General Meetings other than Annual General Meetings will be called Extraordinary General Meetings. *Extraordinary General Meeting.*

57. The President may call for an Extraordinary General Meeting at: *Conditions for calling an Extraordinary General Meeting.*

- (a) the direction of the Corporate Members;
- (b) the direction of the Executive Committee; and
- (c) the request of a number of Corporate Members representing not less than 40% of the total number of Corporate Members.

58. The Executive Committee shall set the agenda, time, and place for each Extraordinary General Meeting. *Agenda, time, and place.*
59. The provisional agenda for each Extraordinary General Meeting will consist of only the special item for which the Extraordinary General Meeting was called. *Provisional agenda.*

## EXECUTIVE COMMITTEE

60. Each Executive Committee member will be a director of the Company, and the Executive Committee will be the board of directors of the Company, as defined under the Act. *Executive Committee as board of directors*
61. The Executive Committee will manage the Company. Subject to Article 62, the Executive Committee will consist of a minimum of 9 members and a maximum of 16 members. Each Executive Committee member will be a Representative of a Member, and the composition of an Executive Committee of 16 persons must comply with the following: *Composition of Executive Committee.*
- (a) 10 persons who are Representatives of either Corporate Members (Seed Enterprises) or Corporate Members (Government Seed Agencies);
  - (b) two persons who are Representatives of Corporate Members (Seed Associations) based in the Region;
  - (c) two persons who are Representatives of Associate Members;
  - (d) one person who must be resident in Thailand; and
  - (e) one person who must be resident in Singapore,
- and such composition of the Executive Committee will be further subject to the following conditions:
- (f) there being a minimum of one representative from the Major Countries;
  - (g) there being a maximum of two representatives from a single country;
  - (h) there being a maximum of one representative from a single organisation, which will be taken to include the subsidiaries of the organisation in question; and
  - (i) there being one person who must be resident in Thailand,

and one person who must be resident in Singapore, at all times.

The Executive Director will serve as an *ex officio* member of the Executive Committee. For the avoidance of doubt, the Executive Director will not count towards the maximum of 16 Executive Committee members.

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| 62. | The Immediate Past President will automatically be an Executive Committee member for a period of one year. At the end of such period of one year, the Immediate Past President will step down from the Executive Committee, and the Executive Committee will continue with a maximum of 15 members until the President's term ends and he becomes the subsequent Immediate Past President, upon which the Executive Committee will once again consist of a maximum of 16 members for a period of one year. | <i>Immediate Past President sits on the Executive Committee for a term of one year.</i> |
| 63. | The Executive Committee shall meet at least once a year, although it should meet preferably at least thrice a year. The person chairing each Executive Committee meeting will be determined according to the following sequence: <ul style="list-style-type: none"> <li>(a) the President;</li> <li>(b) the Vice-President;</li> <li>(c) the Immediate Past President; and</li> <li>(d) a chairperson nominated by the Executive Committee members present at such meeting.</li> </ul>                     | <i>Number of meetings and identity of chairperson.</i>                                  |
| 64. | The Executive Director, as instructed by the President, shall for each Executive Committee meeting issue an invitation to the Executive Committee members not fewer than 10 days before such Executive Committee meeting. Such invitation must include the provisional agenda of such Executive Committee meeting, any reports and other documents pertaining to such provisional agenda.  | <i>Invitation to Executive Committee meeting.</i>                                       |
| 65. | Attendance by a simple majority of the Executive Committee members will constitute a quorum for an Executive Committee meeting. If a quorum is not present, the President (or the chairperson for the Executive Committee meeting) may discontinue the Executive Committee meeting and reconvene it after not fewer than 30 minutes, after which those members present during the reconvened Executive Committee meeting will be considered as forming the quorum therefor.                                | <i>Quorum for Executive Committee meeting.</i>  |
| 66. | Each resolution at an Executive Committee meeting will be passed by a simple majority of the Executive Committee members present   | <i>Simple majority required.</i>  |



and voting at such Executive Committee meeting. In the case of an equality of votes, the chairperson for the Executive Committee meeting will have a second or casting vote.

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| <p>67. Every Executive Committee member, who for the purposes of the Act is considered a director of the Company, shall observe the provision of Section 156 of the Act relating to the disclosure of the interests of a director of the Company in contracts or proposed contracts with the Company or of any office or property held by a director of the Company which might create duties or interests in conflict with his duties or interests as a director of the Company. A director of the Company shall not be entitled to vote in respect of any contract or arrangement in which he is interested, and he shall not be taken into account in ascertaining whether a quorum is present.</p>   | <p><i>Disclosure of interests.</i></p>                               |
| <p>68. Where a conflict of interest arises at an Executive Committee meeting, the Executive Committee member or director of the Company concerned should not vote on the matter nor participate in discussions. The Executive Committee member or director of the Company concerned should excuse himself from the meeting.</p>  | <p><i>Executive Committee member with conflicting interests.</i></p> |
| <p>69. The duration for which each Executive Committee member may serve on the Executive Committee will be as follows:</p> <ul style="list-style-type: none"> <li>(a) Subject to any renewal or automatic extension, each Executive Committee member shall serve on the Executive Committee for a term of three years.</li> <li>(b) On the expiry of an unrenewed term of three years, each Executive Committee member may have his term renewed once for another three years in accordance with the election procedure detailed in Article 74 of the constitution. Subject to any automatic extension, on the expiry of a renewed term or any automatic extension thereto of an Executive Committee member, such Executive Committee member shall retire from the Executive Committee.</li> <li>(c) If an Executive Committee member is appointed as an Office Bearer, except for the position of the Treasurer, such member's term will be automatically extended for the duration of his term as an Office Bearer.</li> </ul> | <p><i>Term of Executive Committee members.</i></p>                   |
| <p>70. If an Executive Committee member is deemed unable to carry out his duties as an Executive Committee member, the Executive Committee shall, with the recommendation of the President, and after providing the Executive Committee member in question a reasonable opportunity to be heard, decide whether or not to remove the Executive Committee member in question from the Executive Committee. In the event an Executive Committee member is removed from the Executive Committee under this Article, the resulting vacancy in the Executive Committee shall be</p>   | <p><i>Executive Committee member unable to carry out duties.</i></p> |



filled in accordance with the procedure set out in Article 71. An Executive Committee member may be deemed unable to carry out his duties as an Executive Committee member in circumstances including, but not limited to:

- (a) his failure to attend three consecutive meetings of the Executive Committee;
- (b) his no longer being able to represent the organisation for which he was appointed to the Executive Committee;
- (c) his failure to participate in activities in the Company, in the discretion of the President; or
- (d) his, or his organisation, bringing the Company into disrepute.

71. Any vacancy occurring on the Executive Committee as a result of an Executive Committee member no longer being able to represent the Member under which he was elected to the Executive Committee, otherwise than by that Executive Committee member's completion of his term as an Executive Committee member, may be filled for the remaining term by the Executive Committee appointing a Representative of a Member falling under the same membership category as the Member represented by the vacating Executive Committee member. *Filling a vacancy on the Executive Committee.*

72. An Executive Committee member who becomes a Representative of a different organisation to the one he initially represented may retain his position on the Executive Committee if: *Executive Committee member becoming a Representative for a different Member.*

- (a) the Executive Committee is satisfied that such Executive Committee member was capable of holding such a position based on the criteria set at the time of his election to the Executive Committee;
- (b) the organisation originally represented by such Executive Committee member does not wish to nominate a replacement to the Executive Committee;
- (c) the organisation originally represented by such Executive Committee member releases such Executive Committee member from his obligation of representing it on the Executive Committee; and
- (d) the new organisation to be represented by such Executive Committee member is a Member falling under the same membership category as the organisation originally represented by such Executive Committee member;

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| <p>(e) the new organisation to be represented by such Executive Committee member agrees to be represented by such Executive Committee member in the Executive Committee;</p> <p>(f) the new organisation to be represented by such Executive Committee member agrees to support such Executive Committee member in his role as an Executive Committee member.</p>   |   |
| <p>73. Each Executive Committee member should meet the following criteria:</p> <p>(a) be a duly designated Representative of an active Member;</p> <p>(b) be a chairperson, member, potential chairperson, or potential member of a Special Interest Group or Standing Committee of the Company;</p> <p>(c) possess the necessary expertise and technical capability relating to a certain aspect of the seed industry;</p> <p>(d) represent a particular part of the Region;</p> <p>(e) possess management skills and a position of leadership in their organisation;</p> <p>(f) be proficient in English;</p> <p>(g) be able to attend Executive Committee meetings and other Company events; and</p> <p>(h) be able to fulfil the “Terms and Conditions of APSA EC Membership” as ratified from time to time by the Executive Committee.</p> | <p><i>Criteria for Executive Committee members.</i></p>   |
| <p>74. The election procedure for an Executive Committee member shall be as follows:</p> <p>(a) The Executive Director will call for candidates outlining the vacancy, including the details of expertise that would be of value to the Company, as proposed by the sitting Executive Committee. Such call must be made by the Executive Director not later than 120 days prior to the Annual General Meeting or an Extraordinary General Meeting called for the purpose of electing such Executive Committee member.</p>   | <p><i>Election procedure for Executive Committee.</i></p> |

- (b) Candidates shall submit their application for candidacy using a signed nomination form prescribed by the Executive Committee. All candidates shall be nominated and seconded by a Member whose membership is in the same membership category as that of the candidate. Nominations must be received 90 days before the scheduled General Meeting at which the election is to take place.
- (c) The Executive Committee shall appoint a “Nomination Committee” of three persons that will screen suitable candidates based on the criteria stated in Article 61. The Nomination Committee must be impartial and cannot be the Office Bearers as a body.
- (d) The Nomination Committee shall, after screening the candidates, propose one or more suitably qualified candidate(s) to the Executive Committee. Notwithstanding the foregoing, the Nomination Committee shall also inform the Executive Committee of all the candidates and details of their respective candidatures.
- (e) The Executive Committee shall ratify the candidates that it deems suitable to become Executive Committee members, and only candidates who have received such ratification may stand for election.
- (f) The candidates ratified by the Executive Committee will be presented by the Executive Committee as potential Executive Committee members to the Members at the General Meeting at which the election is to take place.
- (g) If there is only one ratified candidate, the Members shall vote on his appointment to the Executive Committee by a show of hands or if a simple majority of the Executive Committee approves, the Members may vote by electronic or any other means.
- (h) If the Members disagree to the appointment of any single candidate ratified by the Executive Committee, the position on the Executive Committee for which that single candidate was running for will remain vacant until the next General Meeting at which another election to fill that position may be convened.
- (i) If there is more than one ratified candidate, the Members shall vote via secret ballot or if a simple majority of the Executive Committee approves, the Members may vote by electronic or any other means.

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| <p>75. If all the Executive Committee members wish to step down en bloc, the outgoing Executive Committee shall hold an Extraordinary General Meeting to elect new members to the Executive Committee. Candidates for such election will be called and proposed in accordance with the steps set out in Articles 74(a) to 74(d) above, and such election will be done via secret ballot or if a simple majority of the Executive Committee approves, such election may be conducted by electronic or other means. Executive Committee members so appointed shall serve a full term, except as provided under Article 76.</p>  | <p><i>Where Executive Committee steps down en bloc.</i></p>                              |
| <p>76. In the first Executive Committee meeting held subsequent to an Extraordinary General Meeting convened under Article 75, the Executive Committee members shall elect the Office Bearers. Such Executive Committee meeting will be chaired by the Immediate Past President, or in his absence, the Executive Director. After the Office Bearers are elected at such Executive Committee meeting, the newly-elected President shall immediately take the chair of the meeting. Notwithstanding the provisions of Articles 69 and 75, and to avoid the situation where more than half of the Executive Committee members complete their terms in any given year, the President will draw lots to determine five non-Office Bearer Executive Committee members who are to vacate their seats after a period of two years.</p> | <p><i>Election of Office Bearers where Executive Committee is appointed en bloc.</i></p> |
| <p>77. Each Executive Committee member will be deemed elected in his respective capacities as Representatives of Members.</p>   | <p><i>Each Executive Committee member a Representative.</i></p>                          |
| <p>78. The roles and functions of the Executive Committee are as follows:</p> <ul style="list-style-type: none"> <li>(a) The Executive Committee shall establish the Secretariat and appoint the Executive Director.</li> <li>(b) The Executive Committee shall exercise due care and diligence and act responsibly towards the Company and its Members.</li> <li>(c) The Executive Committee shall direct the activities of the Company. To this end, it shall submit to the Members in General Meeting the necessary reports including: <ul style="list-style-type: none"> <li>(i) reports on the activities of the Company;</li> <li>(ii) the approved Financial Guidelines and Procedures; and</li> </ul> </li> </ul>   | <p><i>Roles and functions of the Executive Committee.</i></p>                            |

- (iii) annual and long-term work programs including budget estimates.
  - (d) The Executive Committee shall adopt the rules and regulations as may be necessary or appropriate to conduct the business of the Company, provided that such rules and regulations are not inconsistent with the Constitution.
  - (e) Where applicable, the Executive Committee shall authorise the Executive Director to arrange for the adoption of a resolution in writing by corresponding with the Members.
  - (f) The Executive Committee may create such other offices and designate officers as may be required under the circumstances, and as may be necessary to promote the objectives of the Company, within the budgetary limits approved by the Members in General Meeting.
79. The Executive Committee may for the discharge of the subsidiary functions of the Company under this Constitution, formulate rules and regulations in regard to:
- (a) personnel management, including the recruitment, performance evaluation, promotion, and implementation of disciplinary guidelines in relation to the staff of the Company;
  - (b) financial management, such as the opening and closing of bank accounts, preparation of bank accounts and financial statements, and calculation of travel allowances;
  - (c) procedures to conclude contracts and other formal agreements with other organisations;
  - (d) procedures for the acceptance of donations to the Company; and
  - (e) amendments to such rules and regulations.
80. A resolution in writing or copies thereof signed or approved by letter or telefax or other form of electronic communication by a majority of the Executive Committee members will be valid and effectual as if it had been passed at an Executive Committee meeting duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Executive Committee members.
- The Executive Committee members may participate in an Executive Committee meeting via tele or video conferencing or any
- Executive Committee may formulate rules and regulations.*
- Resolutions in writing.*
- Video/tele-conferencing*

other mode by which all participants at the meeting can hear and be heard by all other participants without having to be physically present and participation in this manner constitutes being present in person.

- (a) The Executive Committee members participating in any such Executive Committee meeting will be counted in the quorum for such meeting and provided there is a quorum at all times during such meeting, all resolutions agreed by the Executive Committee members in such meeting are considered as effective as a resolution passed at a physical Executive Committee meeting.
- (b) An Executive Committee meeting conducted via tele or video conference or other similar mode will be deemed to be held at the place agreed upon by the Executive Committee members attending the meeting, provided that at least one of the Executive Committee members present at the meeting was at that place for the duration of the meeting.

Minutes of the proceedings at an Executive Committee meeting by tele or video conferencing are sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be correct minutes by the chairman of the meeting. The provisions of this Constitution in respect of Executive Committee meetings will so far as they are applicable apply to an Executive Committee meeting by tele or video conferencing.

## OFFICE BEARERS

81. The Office Bearers shall have direct oversight of the activities and management of the Company. The Office Bearers shall consist of: *Identity of Office Bearers.*

- (a) the President;
- (b) the Vice-President;
- (c) the Immediate Past President; and
- (d) the Treasurer,

and the Executive Director, who will serve alongside the Office Bearers in an *ex officio* capacity.

82. Only Executive Committee members who (a) are Representatives of Corporate Members and (b) have at least one year's experience *Only certain Executive*

of serving as an Executive Committee member are eligible to be Office Bearers *Committee members may be Office Bearers.*

83. The Office Bearers shall meet at least twice a year. *Regularity of meetings.*

84. With the exception of the Executive Director who shall serve with the Office Bearers in an *ex officio* capacity, no two Office Bearers will represent Members from the same country. *Restriction on appointment of Office Bearers.*

85. The election of the President, Vice-President, or Treasurer to his respective role will take place by the candidate therefor indicating his candidacy at the Executive Committee meeting convened for such election. Voting is to take place by a show of hands, but a secret ballot may be convened should the majority of the Executive Committee members so request. For the avoidance of doubt, all Executive Committee members (save for the Executive Director, who serves as an *ex officio* member of the Executive Committee) are eligible to vote in such election. *Election of Office Bearers.*

86. Vacancies occurring in the positions of the President, Vice-President, or Treasurer before the cessation of the term to which such outgoing President, Vice-President or Treasurer was elected will be filled by the Executive Committee under the procedure stated in Article 85 above. A person so appointed shall serve as President, Vice-President, or Treasurer (as the case may be) for the remainder of the term to which the outgoing President, Vice-President, or Treasurer was elected. *Vacancy in Office Bearer roles.*

## PRESIDENT

87. The President shall serve for a term of two years, which is non-renewable. *Term of presidency.*

88. Subject to Articles 43 and 63, the President will chair all General Meetings, Executive Committee meetings, and Office Bearer meetings. *Duty of President to chair meetings.*

89. The President shall exercise general supervision over the affairs and interests of the Company, and represent the Company in external relations. *General duties of President.*

90. The President shall, with the approval of the Executive Committee, appoint advisors (if required) to, and the office-holders of all Standing Committees and Special Interest Groups. *Duty of President to appoint advisors and office-holders.*



91. The President shall be an *ex officio* member of all Standing Committees and Special Interest Groups. *President to be involved as an ex officio member.*

92. The President shall have the authority to sign all official Company documents, including, without limitation, title deeds and contracts. *President's authority to sign documents.*

## VICE-PRESIDENT

93. The Vice-President shall serve for a term of two years. *Term of vice-presidency.*

94. The Vice-President shall represent the President, and shall have all the powers of the President, in any period of the President's absence. *General duties of Vice-President.*

95. The Vice-President shall succeed the sitting President on the completion of the President's term. In the event that the President can no longer fulfil his role as President, the Vice-President shall automatically assume the role of President. *Vice-President to succeed President.*

96. In the event that the Vice-President cannot succeed the President, the Executive Committee will elect a President, who need not have acted as Vice-President. *If Vice-President cannot succeed President.*

97. The President and Vice-President must not be of the same nationality or represent the same Member. *Restriction on identity of President and Vice-President.*

## IMMEDIATE PAST PRESIDENT

98. The Immediate Past President shall serve for a term of one year. *Term.*

99. The President shall become the Immediate Past President upon the completion of his term as President, and as such there is no election for the position of Immediate Past President. *Appointment of Immediate Past President.*

100. The main role of the Immediate Past President is to ensure a smooth transition of leadership during the first year of the President's term. *Role of Immediate Past President.*

## TREASURER

101. The Treasurer shall serve for a term of two years. Such term may be renewed once, and no one shall serve as Treasurer for more than four years in total. *Term.*



102. The Treasurer shall:

- (a) work with the Executive Director to prepare the budget;
- (b) work with the Executive Director and the auditor to control and validate the accounts;
- (c) present the budget and the financial report on behalf of the Executive Committee to the Members at a General Meeting;
- (d) formulate the Company's Financial Guidelines and Procedures from time to time for approval by the Executive Committee;
- (e) ensure that the quarterly financial statements are circulated to the President and Executive Committee members, failing which the Executive Director shall assume such responsibility; and
- (f) submit to the Members the audited statement of accounts, and financial reports on contracts, if any, undertaken by the Company, and the budget estimates for the following fiscal year, failing which the Executive Director shall assume such responsibility.

*General duties of Treasurer.*

## EXECUTIVE DIRECTOR

103. The President shall appoint the Executive Director, with the approval of the Executive Committee. The Executive Director shall be responsible for executing the general affairs of the Company in accordance with its objectives, rules, and policies, and to perform such tasks and duties as may be determined by the Executive Committee from time to time.

*General duties of Executive Director.*

104. The Executive Director shall have charge of the management of the Company's assets and the Secretariat, and shall supervise, appoint, and direct staff, and provide assistance to officers and committees of the Company as may be required.

*Management of Company's assets and Secretariat.*

105. The Executive Director shall strengthen the involvement of the Members in the Company's activities, provide direction and assistance for the Company's committees, projects and activities as approved and authorised by the Executive Committee.

*Executive Director to seek involvement of Members.*

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| <p>106. The Executive Director shall be responsible for:</p> <ul style="list-style-type: none"> <li>(a) retaining the minutes and records of all meetings of the Company;</li> <li>(b) the growth of the Company’s membership and strengthening of the Company’s collaboration with other international and regional organisations; and</li> <li>(c) keeping the Company’s accounts and financial records, attending to the collection of all fees, dues, additional dues, and providing proper accounting and disbursement of the Company’s funds, together with the Treasurer.</li> </ul>  | <p><i>Administrative duties of the Executive Director.</i></p> |
| <p>107. The Executive Director shall, on behalf of the Executive Committee and subject to the Financial Guidelines and Procedures, have the power and authority to:</p> <ul style="list-style-type: none"> <li>(a) employ and discharge the Company’s staff, keeping within the budget of approved by the Members;</li> <li>(b) incur expenses in connection with the administration and operation of the Company;</li> <li>(c) collect, receive, and acknowledge financial contributions and place them in appropriate bank accounts on behalf of the Company;</li> <li>(d) open, operate, and close bank accounts in the countries within the Region, or any other countries as approved by the Members, on behalf of the Company provided that the documents for opening, operating, and closing of the bank accounts are signed jointly by the Executive Director and a director authorised by all the members of the Executive Committee, and in accordance with procedures that may be laid down by the Treasurer or the Executive Committee; and</li> <li>(e) authorise, record and account for all disbursements made by or on behalf of the Company.</li> </ul> | <p><i>Financial duties of the Executive Director.</i></p>      |
| <p>108. The Executive Director may, in line with the Financial Guidelines and Procedures, authorise expenditures and disbursements in accordance with the Company’s approved budgets and program of work including, but not limited to, the following:</p> <ul style="list-style-type: none"> <li>(a) payment of salaries and allowances to staff, if any, employed by the Company;</li> </ul>   | <p><i>Management duties of the Executive Director.</i></p>     |

- (b) payment of rent on hired property, if any, and expenses incurred in connection with maintenance of immovable and movable property including office equipment, etc;
- (c) payment of honoraria, travel expenses, and other payments to individuals and institutions for assignments undertaken on behalf of the Company or for services rendered to the Company; and
- (d) payment of any other expenses as directed and approved by the Executive Committee.

## SECRETARY

109. The Secretary shall in accordance with the Act be appointed by the President (or by the Vice-President if the President is so unavailable) for such term, at such remuneration, and upon such condition as he may think fit, and any Secretary so appointed may be removed by him. *Appointment of Secretary.*

## STANDING COMMITTEES AND SPECIAL INTEREST GROUPS

110. The Executive Committee shall have the authority to establish Special Committees and Special Interest Groups, which shall report to the Executive Committee. *Establishment.*
111. The President, with the approval of the Executive Committee, shall be responsible for appointing chairpersons and members of Special Committees and Special Interest Groups. *Appointment of chairpersons and members.*
112. Each Standing Committee and Special Interest Group shall meet at the call of its chairperson. *Chairperson to call meetings.*
113. Each Standing Committee and Special Interest Group shall, within their respective terms of reference from time to time approved by the Executive Committee: *Scope of work.*
- (a) conduct programs of interest for the Members;
  - (b) consider and report on relevant subject-matter to the Executive Committee; and
  - (c) make recommendations to the Executive Committee on positions to be taken by the Company on issues of concern to the Company or the Members, for the Executive Committee's approval.

**AD-HOC BODIES, TECHNICAL COMMITTEES, WORKING GROUPS, AND CONSULTATION PANELS**

114. The Members may, with the recommendation of the Executive Committee, establish ad-hoc bodies, technical committees, working groups, and consultation panels subject to the following: *Scope of work.*
- (a) the establishment of such ad-hoc bodies, technical committees, working groups, and consultation panels shall take place on an exceptional basis, i.e. whenever the Executive Committee considers that such action is conducive to facilitating its work;
  - (b) the Executive Committee shall examine the administrative and financial implications of such establishment of such ad-hoc body, technical committee, working group, or consultation panel before taking a decision on the establishment;
  - (c) the Executive Committee shall define the terms of reference, composition, and duration of the mandate of each ad-hoc body, technical committee, working group, or consultation panel;
  - (d) all ad-hoc bodies, technical committees, working groups, and consultation panels shall report to the Executive Committee, which may, depending on the circumstances, in turn report to the Members; and
  - (e) unless otherwise specified, each such ad-hoc body, technical committee, working group, and consultation panel will be dissolved upon the achievement of the objective for which it was formed.

**FINANCIAL MATTERS**

115. The Executive Committee shall submit the annual budget of the Company to the Members for approval at each Annual General Meeting. *Approval of annual budget.*
116. Not in use. *Not in use.*
117. The Company's sources of income include, but are not limited to: *Sources of income.*
- (a) admission fees payable by the Members on their admissions to the Company, and annual membership fees;

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| <p>(b) advertisements in and subscriptions to publications of the Company;</p> <p>(c) fees charged for attending congresses, seminars, courses organised by the Company, and miscellaneous fees relating thereto; and</p> <p>(d) voluntary contributions from Members, grants, and donations from external organisations and sources.</p> |  |
| <p>118. The Auditor will be proposed by the Executive Committee, and appointed by the Members, for a term of one year. Such term may be renewed on a yearly basis in accordance with this Article.</p>  | <p><i>Appointment of Auditor.</i></p>                                      |
| <p>119. The Auditor's duties will be regulated in accordance with relevant provisions of the Act. The Auditor shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act.</p>  | <p><i>Auditor's duties.</i></p>  |
| <p>120. The Company's accounts shall be audited every year by the appointed Auditor, or otherwise as stipulated by the laws of Singapore.</p>   | <p><i>Audit requirements.</i></p>  |
| <p>121. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment, not qualified for appointment.</p>            | <p><i>Validity of acts of Auditors in spite of some formal defect.</i></p> |

## PARTICIPATION OF OBSERVERS

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| <p>122. Persons, or corporate bodies and institutions that are not Members may, upon their written request and the Executive Committee's approval thereto, attend meetings of the Company as registered observers.</p>  | <p><i>Certain parties may attend as registered observers.</i></p>                     |
| <p>123. The President may, at the request of the Members, or the Executive Committee, invite regional and international organisations to attend meetings of the Company as registered observers. Notwithstanding the foregoing, the participation of regional and international organisations in the work of the Company shall be governed by the relevant provisions of this Constitution and any resolutions passed by the Members concerning such participation.</p> | <p><i>President may invite certain parties to attend as registered observers.</i></p> |
| <p>124. All registered observers shall only have the right to attend and observe such meeting he is registered to observe, and will not have any voting rights.</p>   | <p><i>Registered observers have no voting rights.</i></p>                             |

**SEAL**

125. The President shall provide for the safe custody of the Seal, which must only be used under the authority of the Executive Committee, and every instrument to which the Seal is affixed must (subject to the provisions of this Constitution as to certificates for shares) be signed by two Executive Committee members (signing in their capacity as directors of the Company); one Executive Committee member (signing in his capacity as a director of the Company) and the Secretary; or one Executive Committee member (signing in his capacity as a director of the Company) and some other person appointed by the Executive Committee in place of the Secretary for the purpose. *Custody of Seal.*
126. The Company may have any number of official Seals and exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers are vested in the Executive Committee. *Duplicate Seals.*

**NOTICES**

127. Subject to the Act, the Company may give any notice, communication, or document to any Member in any of the following ways: *Service of notices.*
- (a) by delivering the notice, communication, or document personally to him;
  - (b) by sending it by prepaid mail to him at his registered address in Singapore or where such address is outside Singapore by prepaid airmail; or
  - (c) by sending a telefax containing the text of the notice, communication, or document to him to his telefax number as might have been notified by the Member concerned to the Company.
128. Subject to the Act, the Company may alternatively give any notice, communication, or document to any Member in any of the following ways in accordance with Sections 387A, 387B, and 387C of the Act: *Service of notice by electronic communication.*
- (a) by sending it using electronic communication to the email address of the Member; or
  - (b) by posting such notice, communication, or document on the official website of the Company and giving notice to the Member (whether by email or otherwise) of such posting;

and the Member will be deemed to agree to receive such notice, communication, or document by way of such electronic communication and will not have a right to elect to receive a physical copy of such notice, communication, or document unless he gives written notice to the Company that he wishes to receive a physical copy of such notice, communication, or document within seven days of receiving the notice, communication or document or notice of posting from the Company.

129. If a Member gives written notice to the Company within the prescribed period that he wishes to receive a physical copy of any notice, communication, or document, or if the Act requires that any notice, communication, or document must be sent to Members in physical copy, the Company shall send such notice, communication, or document in physical copy by any of the following means:

*Service of notice in physical copy.*

(a) by delivering the notice, communication or document personally to him;

(b) by sending it by prepaid mail to him at his registered address in Singapore or where such address is outside Singapore by prepaid airmail; or

by sending a telefax containing the text of the notice, communication or document to him at his registered address in Singapore or where such address is outside Singapore to such address or to any other address as might have been previously notified by the Member concerned to the Company.

130. A notice may be given by the Company to the persons entitled to receive in consequence of the death or bankruptcy of a Member by sending through the post in a prepaid letter addressed to them by name, or by the legal representatives of the deceased, or assignee of the bankrupt, at the address, if any, within Singapore supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

*Service of notices after death etc., on a Member.*

## INDEMNITY

131. Every Executive Committee member, Executive Director, agent, Auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in connection with the Company, in

*Indemnity of office holders.*



which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any proceedings relating to negligence, default, breach of duty, or breach of trust.

## WINDING UP

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| 132. | The Company may be wound up when a majority of not less than three-fourths of the Members vote in favour of winding up the Company. Such vote on the Company's winding up may be taken at a General Meeting, or may be taken by ballot, with the ballot slips distributed to each Member, and subsequently returned to the Executive Director, via registered mail.  | <i>Winding up to be put to a vote.</i> |
| 133. | Where the Company is to be wound up, the Office Bearers shall oversee all activities relating to the Company's winding up process.   | <i>Office Bearers to oversee.</i>      |
| 134. | Where the Company is to be wound up, the Members shall share equally in the receipts from the sales of the Company's assets after the settlement of any outstanding liabilities of the Company, and in respect of settling such outstanding liabilities each Member shall contribute the higher of (i) such amount that may be required to share equally in such outstanding liabilities, and (ii) US\$1.00. | <i>All Members to share equally.</i>   |
| 135. | Notice of the winding up of the Company shall be given to the Registrar of Companies within seven days of the passing of the resolution to wind up the Company.  | <i>Notice of winding up.</i>           |

## DISPUTE RESOLUTION

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| 136. | Any dispute arising between Members concerning the interpretation and application of the provisions of the Constitution that cannot be settled between the parties concerned, may be submitted by such parties to the Constitutional Committee through the Executive Committee. The Constitutional Committee shall investigate the dispute and make recommendations to the Executive Committee whose decision shall be final. | <i>Disputes relating to Constitution to be referred to the Constitutional Committee.</i> |
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## THE CONSTITUTIONAL COMMITTEE

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| 137. | The Constitutional Committee will be made up of the three individuals most recently holding the title of Immediate Past President (excluding the sitting Immediate Past President), or if any of such individuals is unable to act on the Constitutional Committee, then his place on the Constitutional Committee shall be taken by the individual who next most recently held the title of | <i>Composition of the Constitutional Committee.</i> |
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Immediate Past President.

138. The Constitutional Committee shall adjudicate in the case of any challenges to this Constitution and report on their findings and make their recommendations (if any) to the Executive Committee. *Scope of work.*

139. The Executive Committee shall then decide on such constitutional challenge, with such decision by the Executive Committee to be final and conclusive. *Final decision lies with Executive Committee.*

## AMENDMENTS TO CONSTITUTION

140. No addition, alteration or amendment may be made to or in the provisions of this Constitution unless the same has been approved by special resolution (being a resolution passed by a majority of not less than three-fourths of the Members in General Meeting) and such addition, alteration or amendment shall not come into force without the same being registered with the Registrar of Companies. *Changes require special resolution.*

141. Any proposed amendment or modification to the Constitution shall be submitted by the Executive Committee, or by at least ten per cent of the Members (who must be from at least three different countries, and each of whom must be a Corporate Member, in writing to the President, and such proposed amendment or modification may be adopted by resolution at a General Meeting. *Certain Members can propose amendments.*

142. The President shall circulate to all Members all proposals for amendments to the Constitution at least 40 days before such General Meeting convened to pass such amendments. *President to circulate proposed amendments.*

143. No proposal for the amendment of the Constitution is to be included in the agenda of a General Meeting unless notice thereof has been received by the President at least 60 days prior to such General Meeting. *Adequate notice of proposed amendments must be given.*

144. Any amendments to the Constitution, once adopted, will take immediate effect, and a copy of the amendment and the amended Constitution is to be made available to all Members. *When amendments take effect.*