

CONSTITUTION OF ASIAN PAVEMENT ENGINEERING SOCIETY, APES

NAME

- 1.1 This Society shall be known as the “**ASIAN PAVEMENT ENGINEERING SOCIETY**”, hereinafter referred to as the “Society”.

PLACE OF BUSINESS

- 2.1 Its place of business shall be at 190 Middle Road, #19-05 Fortune Centre, Singapore 188979 or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies.

OBJECTS

- 3.1 Its objects are to:
- a) Promote and provide an international forum for the exchange of ideas, information and cooperation among pavement professionals in Asia;
 - b) Improve pavement technology and skills;
 - c) Achieve a broader recognition of professionals in the pavement industry; and
 - d) Promote a positive image of professionals in the pavement industry to the general public.
- 3.2 In furtherance of the above objects, the Society may do the following to attain the objectives:
- a) Holding meetings, seminars, conferences, exhibitions, courses and visits and such activities as the Society may deem conducive;
 - b) Developing and maintaining effective relations with other professional engineering organisations, academies and learned societies in the region; and
 - c) Recognising excellence in engineering contributions to the pavement industry in the region.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 4.1 Membership is open to
- a) Ordinary Member : M.APES
 - b) Fellow Member : F.APES
 - c) Honorary Fellow Member : HF.APES
 - d) Student Member

APPLICATION FOR MEMBERSHIP

- 5.1 A person wishing to join the Society should submit his particulars to the Secretary on a prescribed form.
- 5.2 The Committee, whose decision shall be final, will decide on the application for membership.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 There shall be no entrance fee payable for all members.
- 6.2 There shall be no subscriptions payable by members. The funds of the Society shall be derived from free-will offerings.

- 6.3 Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the members.
- 6.4 The income and property of the Society whensoever derived shall be applied towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Society or to any of them or to any person claiming through any of them.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Society is vested in a General Meeting of the members.
- 7.2 An Annual General Meeting shall be held within 3 months (latest 6 months) from the close of its financial year, in conjunction with an international conference supported by the Society, either the International Conference on Road and Airfield Pavement Technology, or the Asia Pacific Conference on Transportation and the Environment, or any other conferences supported by the Society. A General Meeting via tele/videoconference or other electronic mode is permitted if the General Meeting is not able to be held in conjunction with any of the international conferences.
- 7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, and may be called at any time by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.
- 7.4 If the Committee does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board.
- 7.5 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Society's notice board four (4) days in advance of the meeting.
- 7.6 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.
- 7.7 The following points will be considered at the Annual General Meeting:
- a) The previous financial year's accounts and annual report of the Committee.

b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one (1) week before the meeting is due to be held.

7.8 At least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

7.9 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

MANAGEMENT AND COMMITTEE

8.1 The administration of the Society shall be entrusted to a Committee consisting of the following to be elected at an Annual General Meeting:

- A President
- A Vice-President
- A Secretary
- An Assistant Secretary
- A Treasurer
- An Assistant Treasurer
- Nine Ordinary Committee Members

8.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers, except the Treasurer and Assistant Treasurer may be re-elected to the same or related post for a consecutive term of office. The term of office of the Committee is three years.

8.3 Members interested to serve the Committee shall have valid membership for at least 3 years prior to the date of AGM.

8.4 Nominees for The President, Secretary and Treasurer must have valid membership for at least 3 years and have served at least one term in the society Committee.

8.5 The Committee may, if a need so arises, co-opt up to three existing members of the Society into the Committee. Co-opted members have no voting rights in the Committee.

8.6 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.

- 8.7 A Committee Meeting shall be held at least once every four (4) months after giving seven (7) days' notice to Committee Members. The President may call a Committee Meeting at any time by giving five (5) days' notice. Majority of the Committee Members must be present for its proceedings to be valid.
- 8.8 Any member of the Committee absenting himself from four (4) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 8.9 The duty of the Committee is to organise and supervise the daily activities of the Society. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.
- 8.10 The Committee shall appoint office bearers as members of Membership Sub-committee. The Sub-committee shall consist of the President, and failing him, the Vice-President, and one or more management committee members. The Sub-committee shall have the power to consider and accept membership to the Society based on the constitution.

DUTIES OF OFFICE-BEARERS

- 9.1 The President shall chair all General and Committee meetings. He shall also represent the Society in its dealings with outside persons.
- 9.2 The Vice-President shall assist the President and deputise for him in his absence.
- 9.3 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will keep minutes of all General and Committee meetings. He shall maintain an up-to-date Register of Members at all times.
- 9.4 The Assistant Secretary shall assist the Secretary and deputise for him in his absence.
- 9.5 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to S\$2,000 per month for petty expenses on behalf of the Society. He will not keep more than S\$1,000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc. for withdrawals from the bank will be signed by Group A signatories (either President or Vice President or Secretary) and Group B signatories (either Treasurer or Assistant Treasurer or Assistant Secretary)
- 9.6 The Assistant Treasurer shall assist the Treasurer and deputise for him in his absence.

- 9.7 Ordinary Committee Members shall assist in the general administration of the Society and perform duties assigned by the Committee from time to time.

AUDIT AND FINANCIAL YEAR

- 10.1 Two (2) voting members, not being members of the Committee, shall be elected as Honorary Auditors at an Annual General Meeting and will hold office for a term of three (3) years only and shall not be re-elected for a consecutive term. The accounts of the Society shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Society exceeds S\$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.
- 10.2 They:
- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
 - b) May be required by the President to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Committee.
- 10.3 The financial year shall be from 1 April to 31 March.

TRUSTEES

- 11.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 11.2 The trustees of the Society shall:
- a) Not be more than four (4) and not less than two (2) in number.
 - b) Be elected by a General Meeting of members.
 - c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.
- 11.3 The office of the trustee shall be vacated:
- a) If the trustee dies or becomes a lunatic or of unsound mind.
 - b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
 - c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - d) If he submits notice of resignation from his trusteeship.
- 11.4 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 Society's premises at least two (2) 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.
- 11.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

PROHIBITIONS

- 12.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 12.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.
- 12.3 The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 12.4 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 12.5 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 12.6 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

AMENDMENTS TO CONSTITUTION

- 13.1 The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a General Meeting and with the consent of two-thirds ($\frac{2}{3}$) of the voting members present at the General Meeting.

INTERPRETATION

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

DISPUTES

- 15.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

- 16.1 The Society shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) of the total voting membership of the Society for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

- 16.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.
- 16.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

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