

COMPARATIVE VIEW OF PROPOSED CHANGES TO THE CONSTITUTION - AGM 18th MAY 2019

<u>CURRENT CONSTITUTION</u>	<u>SUGGESTED AMENDMENTS TO THE CONSTITUTION</u>
<p>1. <u>Name</u></p> <p>The name of the Society shall be “The Photographic Society of Singapore” (hereinafter in these Rules referred to as “the Society”).</p> <p>2. <u>Place of Business</u></p> <p>Its place of business shall be the address registered with the Registrar of Societies, Singapore.</p> <p>3. <u>Vision</u></p> <p>3.1. To be the leading photographic organisation of choice in Singapore and the region for professional and aspiring photographers.</p> <p>3.2. Provide for its members such of the normal facilities of a photographic society as its finances shall permit.</p> <p>3.3. Organise photographic exhibitions, competitions, seminars or other photographic events of national, regional, or international nature.</p> <p>4. <u>Mission</u></p> <p>4.1. To promote the appreciation and practice of different fields of photography.</p> <p>4.2. To create a platform to develop the photographic potential of members.</p> <p>5. <u>Emblem</u></p> <p>5.1. The emblem of the Society shall be the camera shutter with the Lion of Singapore profile and the words “PSS”.</p>	<p>1. <u>Name</u></p> <p>This Society shall be known as “The Photographic Society of Singapore” (hereinafter in these Rules referred to as “the Society”).</p> <p>2. <u>Place of Business</u></p> <p>Its place of business shall be the address registered with the Registrar of Societies, Singapore.</p> <p>3. <u>Vision</u></p> <p>3.1. To be the leading photographic organisation of choice in Singapore and the region for professional and aspiring photographers.</p> <p>3.2. To provide for its members such of the normal facilities of a photographic society as its finances shall permit.</p> <p>3.3. To organise photographic exhibitions, competitions, seminars or other photographic events of national, regional, or international nature.</p> <p>4. <u>Mission</u></p> <p>4.1. To promote the appreciation and practice of different fields of photography.</p> <p>4.2. To create a platform to develop the photographic potential of members.</p> <p>5. <u>Emblem</u></p> <p>5.1. The emblem of the Society shall be the camera shutter with the Lion of Singapore profile and the words “PSS”.</p> <p>5.2. An image of the emblem of the Society is annexed hereto in the Schedule to this Constitution.</p>

<p>6. <u>Membership</u></p> <p>6.1. Membership of the Society shall be open to any person or organisation interested in photography. There shall be seven kinds of members, namely;</p> <p>6.2. Ordinary Members: Singapore citizens and permanent residents who are 18 years of age and have been a member for 6 months shall have voting rights and the rights to hold office;</p> <p>6.3. Junior Members: Singapore citizens and permanent residents who shall be under 18 years of age and shall have the privileges of Ordinary Members except that they cannot hold office in Council and shall have no nomination or voting rights;</p> <p>6.4. Life Members: Those who had been Ordinary Members of good standing for a minimum period of three years and have had their applications for Life Membership approved by the Council. Life Members shall possess all the privileges of Ordinary Members and shall have voting rights;</p> <p>6.5. Corporate Members: Organisations registered with ACRA Singapore which may nominate a representative to attend any general meeting of the Society, but shall have no voting rights nor shall they hold any office in the Society;</p> <p>6.6. Affiliate Members: Photographic societies in any overseas country or in Singapore who have their application for affiliation to the Society approved by the Council; but shall have no voting rights nor shall they hold any office in the Society;</p> <p>6.7. Overseas Members: Non Singapore citizens and non-permanent residents who are not residing in Singapore, or those residing in Singapore but are not permanent residents yet, who may not hold office nor have any nominating rights nor voting rights;</p> <p>6.8. Honorary Life Members: Persons who have rendered distinguished service to the Society or to photography and have been elected by the Council. Honorary Life</p>	<p>5.3. The emblem of the Society may from time to time at the Council's discretion, be modified or substituted in whole or in part.</p> <p>6. <u>Membership</u></p> <p>6.1. Membership of the Society shall be open to any person or organisation interested in photography. There shall be the following categories of membership or such other categories as may be formed from time to time as decided by Council, namely;</p> <p>6.1.1. Ordinary Members: Singapore citizens and permanent residents who are 18 years of age or over. Ordinary Members who have been a member for six (6) months or longer shall have nominating and voting rights and the rights to hold office in the Council;</p> <p>6.1.2. Junior Members: Singapore citizens and permanent residents who are under 18 years of age. Junior Members shall have the privileges of Ordinary Members except that they shall have no nominating or voting rights or hold any office in the Society;</p> <p>6.1.3. Life Members: Singapore citizens, permanent residents and overseas personnels who are 21 years of age or over, and have had their applications for Life Membership approved by the Council. Life Members (except Overseas Life Members) who have been a member for six (6) months or longer shall have nominating and voting rights and the rights to hold office in the Council;</p> <p>6.1.4. Corporate Members: Organisations registered with ACRA Singapore that have their application for membership to the Society approved by the Council. Corporate Members may nominate a representative to attend any General Meeting of</p>
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<p>Members shall possess all the privileges of Ordinary Members.</p> <p>6.9. All applications for any class of membership shall be subject to the approval of the Council.</p> <p>7. <u>Entrance Fee and Subscriptions</u></p> <p>7.1. The annual subscription for all categories of members shall be determined by the Council. The Council may from time to time vary the entrance fees and subscriptions payable for membership for such period as it</p>	<p>the Society, but shall have no nominating or voting rights or hold any office in the Society;</p> <p>6.1.5. Affiliate Members: Photographic societies in any overseas country or in Singapore who have their application for affiliation to the Society approved by the Council. Affiliate Members shall have no nominating or voting rights or hold any office in the Society;</p> <p>6.1.6. Overseas Members: Non-Singapore citizens and non-Singapore permanent residents. Overseas Members shall have no nominating or voting rights or hold any office in the Society;</p> <p>6.1.7. Honorary Life Members: Persons who have rendered distinguished service to the Society or to photography and have been elected by the Council. Honorary Life Members shall possess all the privileges of Ordinary Members; and</p> <p>6.1.8. Social Members: Persons who have been identified by the Council as members who are only required to pay a nominal or no membership and subscriptions fee. Social Members shall have no nomination or voting rights or hold any office in the Society.</p> <p>6.2. All applications for any class of membership shall be subject to the approval of the Council.</p> <p>6.3. The Council may from time to time create, remove, or vary any categories of membership as it deems necessary or convenient for the management of the Society.</p> <p>7. <u>Entrance Fee and Subscriptions</u></p> <p>7.1. The annual subscription for all categories of membership shall be determined by the Council. The Council may from time to time vary the entrance fees and subscriptions</p>
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<p>may deem fit. All subscriptions are payable in advance.</p> <p>7.2. The income and property of the Society when-so-ever 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.</p> <p>8. <u>General Meetings</u></p> <p>8.1. The Annual General Meeting of the Society shall be held in April of each year and at such meeting, the Report and Statement of Accounts of the Council shall be received and adopted. The election of office bearers shall be conducted once in every two years during the Annual General Meeting.</p> <p>8.2. Extraordinary General Meeting shall be convened whenever the Council shall deem it desirable; or at the request in writing of not less than one-quarter of total membership eligible to vote or 30 such members of the Society whichever is lower, stating the reason for such meeting, which shall take place within 21 days of such request. All the members who requested to convene the Extraordinary General Meeting will have to be present at the meeting.</p> <p>8.3. The Notice to convene any General Meeting shall be posted at least fourteen days before the date of such meeting.</p> <p>8.4. <u>Quorum</u></p> <p>8.4.1. At any General Meeting one-quarter of the members eligible to vote or 30 such members of the Society, whichever is lower, shall form a quorum.</p> <p>8.4.2. In the absence of a quorum, the Meeting shall be adjourned for 30 minutes, and should the number of members present still be insufficient to form a quorum,</p>	<p>payable for membership for such period as it may deem fit. All subscriptions are payable in advance.</p> <p>7.2. The income and property and any proceeds from the sale or disposal of any property, whether real or chattel, of the Society when-so-ever or how-so-ever derived shall be applied towards the promotion of the objects of the Society as set forth in this Constitution and no portion, whether in whole or in part, thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or capital distribution or otherwise howsoever by way of profit to any person 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.</p> <p>8. <u>General Meetings</u></p> <p>8.1. The supreme authority of the Society is vested in a General Meeting of the members.</p> <p>8.2. The Annual General Meeting of the Society shall be held by the end of May of each year and at such meeting, the Report and Statement of Accounts of the Council shall be received and adopted. The election of office bearers of the Council shall be conducted once every two years during the Annual General Meeting.</p> <p>8.3. <u>Extraordinary General Meetings</u></p> <p>8.3.1. An Extraordinary General Meeting shall be convened whenever the Council shall deem it desirable; or at the request in writing of not less than one-quarter of the total membership eligible to vote or 30 such members of the Society, whichever is the lower, stating the reason for such meeting, which shall take place within 21 business days of such request.</p> <p>8.3.2. If the Council does not convene the Extraordinary General Meeting within 21 business days, the members who requested for the meeting shall convene the</p>
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those present shall then be considered a quorum, but they shall have no power to alter, amend or make additions to these Rules.

Extraordinary General Meeting by giving 14 business days notice to members eligible to vote setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board.

8.4. The Notice convening any General Meeting shall be posted at least 14 business days before the date of such meeting.

8.5. Quorum

8.5.1. At any General Meeting one-quarter of the members eligible to vote or 30 such members whichever is the less shall form a quorum.

8.5.2. In the absence of a quorum, the Meeting shall be adjourned for 30 minutes, and should the number of members present still be insufficient to form a quorum, those present shall then be considered a quorum, but they shall have no power to alter, amend or make additions to these Rules.

8.5.3. Notwithstanding the foregoing, if a Meeting is called pursuant to a request in writing of not less than one-quarter of the total membership eligible to vote or 30 such members of the Society, and if fewer than three-quarters of the members who made the request in writing are present at the Meeting, the Meeting shall be deemed cancelled.

8.6. Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.

9. The Council

9.1. The Society shall be managed by a Council consisting of members who shall be elected at alternate Annual General Meetings:-

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9.1. The Society shall be managed by a Council consisting of members who shall be elected at alternate Annual

<p>President</p> <p>Vice Presidents (2)</p> <p>Honorary Secretary</p> <p>Assistant Honorary Secretary</p> <p>Honorary Treasurer</p> <p>Assistant Honorary Treasurer</p> <p>Council Members (6)</p>	<p>General Meeting to the following thirteen (13) Council member posts:-</p> <p>President</p> <p>Vice Presidents (2)</p> <p>Honorary Secretary</p> <p>Assistant Honorary Secretary</p> <p>Honorary Treasurer</p> <p>Assistant Honorary Treasurer</p> <p>General Council Members (6)</p>
<p>9.1 Nomination of office bearers in the Council for election in the Annual General Meeting:-</p>	<p>9.2. The Council may co-opt up to two (2) additional members (“Co-Opted Member”) subject to the review of the Nominating Committee to be included as Council Members.</p>
<p>9.2.1 Each Office Bearer shall be nominated and seconded by one or more members who has voting right;</p>	<p>9.3. The nomination of Council member positions in the Annual General Meeting shall be as follows:-</p> <p>9.3.1. Nominations of Council members shall be made by (i) the Nominating Committee; and/or (ii) by any member who has a voting right provided that the nomination is seconded by another member who has a voting right.</p>
<p>9.2.2 To be eligible as a member of the Council, (excluding the posts of President, Vice President, Honorary Secretary and Honorary Treasurer), a person shall have been an Ordinary Member of the Society for a period of at least six months;</p>	<p>9.3.2. To be eligible as a member of the Council, (excluding the posts of President, Vice President, Honorary Secretary and Honorary Treasurer), a person shall have been an Ordinary Member of the Society for a period of at least six (6) months;</p>
<p>9.2.3 To qualify for nomination for the post of President, a person shall have been an ordinary member for a minimum period of thirty-six months, of which twelve months shall have been a member of the Council.</p>	<p>9.3.3. To qualify for nomination for the post of President, a person shall have been an Ordinary Member for a minimum period of thirty-six (36) months, of which twelve (12) months shall have been as a member of the Council;</p>
<p>9.2.4 To qualify for nomination for the post of Vice-President, Honorary Secretary or</p>	<p>9.3.4. To qualify for nomination for the post of Vice-President, Honorary Secretary or</p>

<p>Honorary Treasurer, a person shall have been an ordinary member for a minimum period of twenty-four months, of which twelve months shall have been a member of the Council.</p> <p>9.2.5 All the office bearers, except the Honorary Treasurer, may be re-elected to the same or related post for a consecutive term of office. The term of office for the council is two years.</p> <p>9.2 The method of election of office bearers shall be by simple majority votes at the Annual General Meeting. In the event of a tie, re-votes shall be taken to determine who shall be the successful candidate.</p> <p>9.3 A firm of Certified Public Accountants shall be appointed as Auditors, for a term of one (1) year, at each Annual General Meeting to audit the accounts of the Society. The Auditors may be re-appointed from year to year not exceeding five (5) years consecutively. They will be required to audit each year's accounts and present a report upon them to the Annual General Meeting; and may be required by the President or Council to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Council.</p> <p>9.4 The Council shall meet at least once a month and more often if it deems necessary. A notice of at least seven days shall be given for a Council Meeting.</p> <p>9.5 Any council member absent himself from two consecutive monthly meetings without a satisfactory explanation shall be considered as having resigned voluntarily from the Council.</p> <p>9.6 At the meeting of the Council, half of the current number of council members shall form a quorum.</p>	<p>Honorary Treasurer, a person shall have been an Ordinary Member for a minimum period of twenty-four (24) months, of which twelve (12) months shall have been as a member of the Council;</p> <p>9.3.5. All the office bearers, except the Honorary Treasurer, may be re-elected to the same or related post for a consecutive term of office. The term of office for the Council is two (2) years.</p> <p>9.4. The method of election of office bearers shall be by simple majority voting at the Annual General Meeting. In the event of a tie, re-votes shall be taken to determine who shall be the successful candidate.</p> <p>9.5. A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting to audit the accounts of the Society for a term of one (1) year. The Auditors may be reappointed from year to year not exceeding five (5) years consecutively. They will be required to audit each year's accounts and present an Annual Financial Report upon them to the Annual General Meeting; and may be required by the President, the Council or the Audit Committee to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Council.</p> <p>9.6. The Council shall meet at least once a month and more often if it deems necessary. A notice of at least 7 business days shall be given for a Council Meeting.</p> <p>9.7. Any Council member who absents himself from two consecutive monthly meetings without a satisfactory explanation shall be considered as having resigned voluntarily from the Council.</p> <p>9.8. At the meeting of the Council, half of the current number of council members shall form a quorum.</p>
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<p>10 Powers of the Council</p> <p>10.1 The Council shall manage the affairs of the Society and make such standing orders as it deems necessary for the management of the Society.</p> <p>10.2 The Council may fill any vacancy which arises in its membership, including office bearers. Council members appointed in this way shall hold office until the next following election during AGM at which they will be eligible for re-election. The Registry of Societies shall be notified of all changes in Council membership.</p> <p>10.3 The Council may appoint a member to represent the Society at any organisation which the Council deems fit.</p> <p>10.4 The Council may meet any expenses for the requirements of the Society by authorising payment for the same from the funds of the Society. All funds of the Society shall be deposited in the name of the Society with a bank or other financial institution approved by the Council. Cheques drawn on the account of the Society shall be signed jointly by one signatory each from the following two groups: Group A: Honorary Treasurer and Asst. Honorary Treasurer; and Group B: President, Vice President and the Honorary Secretary.</p> <p>10.5 Employ staff and contract services as the Council may deem fit.</p> <p>11 Duties of Office Bearers</p> <p>11.1 The President shall chair all Annual General Meetings, Extraordinary General Meetings and all other meetings of the Council. He shall also represent the Society in its dealings with outside persons and bodies.</p>	<p>9.9. The Council may fill any vacancy which arises in its membership, including office bearers. Council members appointed in this way shall hold office until the next following Annual General Meeting at which they will be eligible for re-election. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.</p> <p>10. Powers of the Council</p> <p>10.1. The Council shall manage the affairs of the Society and make such standing orders as it deems necessary for the management of the Society.</p> <p>10.2. The Council shall have the authority to enter into contracts on behalf of the Society in line with the mission and vision of the Society, including employing staff and contracting for services, as it deems fit.</p> <p>10.3. The Council may meet any expenses for the requirements of the Society by authorising payment for the same from the funds of the Society. All funds of the Society shall be deposited in the name of the Society with a bank or other financial institutions approved by the Council.</p> <p>11. Duties of the Office Bearers</p> <p>11.1. The President shall chair all General and Council meetings. He shall also represent the Society in all its dealings with outside persons and bodies.</p>
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<p>11.2 Either Vice-Presidents may deputise for the President in his absence with such authority as might be delegated by the President.</p>	<p>11.2. Either Vice-President may deputise for the President in his absence with such authority as might be delegated by the President.</p>
<p>11.3 The Honorary Secretary shall keep all records of the Society (other than financial records) and shall be responsible for their accuracy. He shall ensure that minutes of all General and Council meetings are properly prepared and retained and shall attend to the general business of the Society.</p>	<p>11.3. The Honorary Secretary shall keep all records of the Society (other than the financial) and shall be responsible for their accuracy. He shall keep minutes of all General and Council meetings and shall attend to the general business of the Society.</p>
<p>11.4 The Assistant Honorary Secretary shall assist the Honorary Secretary in the discharge of his duties.</p>	<p>11.4. The Assistant Honorary Secretary shall assist the Honorary Secretary in the discharge of his duties.</p>
<p>11.5 The Honorary Treasurer shall keep all the funds of the Society, collect and disburse all money on behalf of the Society and shall maintain an account of all monetary transactions of the Society and shall be responsible for its correctness. A sum of \$1,000 at any one time from the funds of the Society may be kept in the custody of the Society's staff as Petty Cash and which shall be accounted for.</p>	<p>11.5. The Honorary Treasurer shall keep all the funds of the Society, collect and disburse all money on behalf of the Society and shall keep an account of all monetary transactions of the Society and shall be responsible for its correctness. A sum of no more than \$1,000 or such other sum as may be determined by the Council at any one time from the funds of the Society may be kept in the custody of the Society's staff as Petty Cash which shall be accounted for.</p>
<p>11.6 The Assistant Honorary Treasurer shall assist the Honorary Treasurer in the discharge of his duties.</p>	<p>11.6. The Assistant Honorary Treasurer shall assist the Honorary Treasurer in the discharge of his duties.</p>
<p>11.7 The Council Members shall assist the key office bearers in managing the Society's affairs, as well as organising events and activities to achieve the aims of the Society.</p>	<p>11.7. The General Council Members shall assist the key office bearers in managing the Society's affairs, as well as organising events and activities to achieve the aims of the Society.</p>
	<p>11.8. All office bearers shall at all times act honestly and use reasonable diligence in the discharge of the duties of their offices.</p>
	<p>11.9. An office bearer shall not make improper use of his position as an office bearer of the Society or any information acquired by virtue of his position as an office bearer of the Society to gain, directly or indirectly, an advantage for himself or for any other person or to cause detriment to the Society.</p>

12 <u>The Board</u>	12. <u>The Advisory Board (“Board”)</u>
12.1 The Board shall comprises of Ten (10) members:- Seven (7) members appointed by the Council, the President and Two (2) office bearers as appointed by the Council.	12.1. The Board shall comprise seven (7) members:- (a) The President; (b) Two (2) Council members as appointed by the Council; and (c) Four (4) members of the Society, who shall not be members of the Council, as appointed by the Council
12.2 Members of the Board will appoint among themselves a Chairperson who will chair meetings of the Board.	12.2. Members of the Board will appoint among themselves a Chairman of the Board, who shall not be a Council member. The Chairman of the Board shall chair the meetings of the Board.
12.3 Members of the Board shall take up office contemporaneously with the Council's tenure.	12.3. Members of the Board shall take up office contemporaneously with the Council's tenure.
12.4 The Board shall have the following duties:	12.4. The Board shall have the following duties:-
12.4.1 To help chart the strategic growth and development of the Society; and	12.4.1. To help chart the strategic growth and development of the Society.
12.4.2 To share experience, raise vital resources, implement programme goals & advise on issues raised by the council.	12.4.2. To share experience, raise vital resources, implement programme goals and counsel on issues raised by the Council.
12.5 Other than the office bearers, the rest of the Board Members shall not hold any executive powers, and shall not be involved in the day-to-day management of the Society.	12.5. Other than the office bearers, the rest of the Board Members shall not hold any executive powers, and shall not be involved in the day-to-day management of the Society.
12.6 The Board shall meet at least thrice a year.	12.6. The Board shall meet at least thrice a year.
	12.7. The Board shall be responsible for maintaining a Code of Conduct.
	12.8. All members of the Council and the Board shall adhere to the Code of Conduct, and sign their agreement thereof upon their election or re-election to the Council, or upon their appointment or re-appointment to the Board.

<p>13 <u>Honorary Patron</u></p> <p>13.1 Honorary Patron – a person in good standing who, in the opinion of the Council, can enhance the reputation of the Society and contribute to its progress by contributing in kind or a monetary sum of no less than S\$50,000, shall be eligible for appointment by the Council as a Honorary Patron of the Society.</p>	<p>13. <u>Honorary Patron</u></p> <p>13.1. A person in good standing who, in the opinion of the council, can enhance the reputation of the Society and contribute to its progress by contributing in kind or a monetary sum of such number as may be determined by the Council from time to time, shall be eligible for appointment by the Council as a Honorary Patron of the Society.</p>
<p>14 <u>Trustees</u></p> <p>14.1 If the Society at any time acquires any immovable property, such property shall be vested in the Trustees subject to a declaration of trust.</p> <p>14.2 Any Trustee may at any time resign his trusteeship by notifying the Council in writing. If a Trustee dies or is otherwise incapable of performing his or her duties as a Trustee, such as becoming unsound of mind or had moved permanently or is absent from the Republic of Singapore for a period of one year, shall be deemed to have resigned his or her trusteeship.</p> <p>14.3 If a Trustee is found guilty of misconduct of such kind as to render it inappropriate that he continues as a trustee, a General Meeting may remove that person from trusteeship.</p> <p>14.4 Vacancies in the trusteeship may be filled at a General Meeting, but the number shall not be greater than five or less than two.</p> <p>14.5 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 affixing in the premises of the Society a document containing such proposal at least two weeks before the meeting at which the proposal is to be discussed. The result of such meeting shall then be notified to the Registrar of Societies.</p> <p>14.6 The Registrar of Societies shall be notified of the address of the Society's immovable property, names of its trustees and subsequent changes.</p>	<p>14. <u>Trustees</u></p> <p>14.1. If the Society at any time acquires any immovable property, such property shall be vested in the Trustees subject to a declaration of trust.</p> <p>14.2. The Trustees of the Society shall:</p> <p>14.2.1. not be more than five (5) and not fewer than two (2) in number;</p> <p>14.2.2. be elected by a General Meeting of members;</p> <p>14.2.3. not be members of the Council; and</p> <p>14.2.4. not effect any sale, mortgage or transfer of the Society's property without the prior approval of the General Meeting of members.</p> <p>14.3. The office of the Trustee shall be vacated:</p> <p>14.3.1. if the Trustee dies or becomes a lunatic or of unsound mind or is otherwise incapable of performing his or her duties as a Trustee;</p> <p>14.3.2. if he is absent from the Republic of Singapore for a period of more than one (1) year;</p> <p>14.3.3. if he is guilty of misconduct of such a kind as to render it undesirable that he continues as a Trustee; or</p> <p>14.3.4. if he submits notice of resignation from his</p>

	<p style="text-align: center;">trusteeship in writing to the Council.</p> <p>14.4. Any vacancies in the trusteeship may be filled at a General Meeting.</p> <p>14.5. 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.</p> <p>14.6. Notwithstanding Article 14.2 above, the Society may appoint a corporate trustee to replace the Trustees of the Society upon approval at a General Meeting.</p> <p>14.7. The address of each immovable property of the Society, name of each Trustee and any subsequent change must be notified to the Registrar of Societies.</p> <p>15. <u>The Nominating Committee</u></p> <p>15.1. There shall be a Nominating Committee consisting of three (3) members, including:</p> <p style="padding-left: 40px;">15.1.1. one (1) member of the Board, who shall not also be a member of the Council; and</p> <p style="padding-left: 40px;">15.1.2. two (2) members of the Council, who shall not be the President or a Vice President.</p> <p>15.2. All members of the Nominating Committee shall be appointed by the Council, and the Council shall appoint amongst them a Chairman of the Nominating Committee, who shall chair all the meetings of the Nominating Committee.</p> <p>15.3. The term of the Nominating Committee shall be the same as that of the Council.</p> <p>15.4. If a member of the Nominating Committee resigns, dies or for any</p>
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	<p>other reason ceases to be a member of the Nominating Committee, the Council may fill any vacancy which arises in the membership of the Nominating Committee. Any changes in the Nominating Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.</p> <p>15.5. The Nominating Committee shall meet often enough to undertake its role effectively, and at least once a year, and the Chairman of the Nominating Committee shall have the power to call meetings of the Nominating Committee.</p> <p>15.6. The Chairman of the Nominating Committee, or his duly appointed delegate who shall also be a member of the Nominating Committee, shall attend the Society's Annual General Meeting and be prepared to respond to any questions raised by members on the activities of the Nominating Committee.</p> <p>15.7. The Nominating Committee shall have the following duties:</p> <ul style="list-style-type: none">15.7.1. to regularly review the composition (including the skills, knowledge, experience and diversity) of the Council and the Board, and make recommendations to the Council with regard to any proposed refreshments of Council or Board membership;15.7.2. to make recommendations to the Council in relation to the re-election or re-appointment of any member of the Council or the Board;15.7.3. to source for and identify suitable candidates for Council elections;15.7.4. to identify and recommend suitable candidates to the Council for appointment to the Board; and
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	<p>15.7.5. to report to the Council on its proceedings after each meeting on all matters within its duties and responsibilities as set out in these Rules, and make the appropriate recommendations.</p> <p>15.8. In identifying and nominating suitable candidates for Council elections or for Board appointments, the Nominating Committee shall:</p> <p>15.8.1. evaluate the balance of leadership qualities, skills, knowledge, experience and diversity on the Council or Board (as the case may be), and consider candidates in the light of this evaluation;</p> <p>15.8.2. consider candidates from a wide range of backgrounds and from all segments of the community;</p> <p>15.8.3. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Council or Board (as the case may be), including gender; and</p> <p>15.8.4. take care that candidates have enough time available to devote to the position.</p> <p>15.9. The Council shall ensure that the Nominating Committee is provided with the necessary information, and supplied with sufficient resources, for it to carry out its duties.</p> <p>16. <u>The Audit Committee</u></p> <p>16.1. The Audit Committee shall consist of three (3) members, including:</p> <p>16.1.1. one (1) member of the Board, who shall not also be a member of the Council; and</p> <p>16.1.2. two (2) members of the Council, who shall not be the President or a Vice President.</p>
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	<p>16.2. All members of the Audit Committee shall be appointed by the Council, and the Council shall appoint amongst them a Chairman of the Audit Committee, who shall chair all the meetings of the Audit Committee. The Chairman of the Audit Committee shall possess recent and relevant accounting or related financial management expertise or experience.</p> <p>16.3. The term of the Audit Committee shall be the same as that of the Council.</p> <p>16.4. If a member of the Audit Committee resigns, dies or for any other reason ceases to be a member of the Audit Committee, the Council may fill any vacancy which arises in the membership of the Audit Committee. Any changes in the Audit Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.</p> <p>16.5. The Audit Committee shall meet often enough to undertake its role effectively, and at least twice a year, and the Chairman of the Audit Committee shall have the power to call meetings of the Audit Committee.</p> <p>16.6. The Chairman of the Audit Committee, or his duly appointed delegate who shall also be a member of the Audit Committee, shall attend the Society's Annual General Meeting and be prepared to respond to any questions raised by members on the activities of the Audit Committee.</p> <p>16.7. The Audit Committee shall have the following duties:</p> <p>16.7.1. to monitor the integrity of the financial statements of the Society, including any interim statements, and review and report to the Council and the Board any significant financial reporting issues so as to ensure the integrity of the Annual Financial Report of the Society;</p> <p>16.7.2. to review and report to the Council and the Board, at least annually, the adequacy and effectiveness of the</p>
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	<p>Society's internal controls, including financial, operation, and compliance controls;</p> <p>16.7.3. to review the scope and results of any audits conducted by the Society's Auditors;</p> <p>16.7.4. to work closely with the Society's Auditors in the preparation of the Society's Annual Financial Report;</p> <p>16.7.5. to make recommendations to the Council and the Board on the appointment, re-appointment and removal of the Society's Auditors, and approving the remuneration and terms of engagement of the Society's Auditors;</p> <p>16.7.6. to report to the Board and/or the Council on its proceedings after each meeting on all matters within its duties and responsibilities as set out in these Rules, and make the appropriate recommendations.</p> <p>16.8. The Council shall ensure that the Audit Committee is provided with the necessary information, and supplied with sufficient resources, for it to carry out its duties.</p> <p>16.9. The Audit Committee shall review and maintain a Whistle-blowing Policy by which members of the Society and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.</p> <p>16.10. The Audit Committee shall ensure that arrangements are in place for such concerns to be raised and independently reviewed and investigated by the Audit Committee, and for appropriate follow up action to be taken, including the referral of such concerns to the Council and/or the Board.</p> <p>16.11. The Audit Committee shall make available to the public the details of the Whistle-blowing Policy and the</p>
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	<p>procedure for raising such concerns in line with the Whistle-blowing Policy.</p> <p>17. <u>Committees</u></p> <p>The Council shall have the right to establish such other committees with respect to issues that it deems fit for the proper running of the Society.</p> <p>18. <u>Conflicts of Interest</u></p> <p>18.1. Every member of the Council, the Board, and the Committees, shall make periodic declarations to the Audit Committee of any interest he has that may, whether directly or indirectly, conflict with his duties to the Society.</p> <p>18.2. The form and extent of the declarations and the frequency of the declarations shall be determined by the Audit Committee.</p> <p>18.3. The Audit Committee shall review all declarations made pursuant to Rule 18.1 and determine if any conflict or potential conflicts exists.</p> <p>18.4. Every member of the Council, the Board, and the Committees, who enters into a transaction, acquires any interest in property or becomes aware of any circumstances which may, whether directly or indirectly, create a conflict between his interest and his duties to the Society, shall send a written notice to the Audit Committee setting out the facts and the nature, character and extent of the conflict or potential conflict.</p> <p>18.5. The Audit Committee shall, as soon as practicable after the receipt of written notice referred to in Rule 18.4, or upon determining that a conflict or potential conflict is disclosed pursuant to Rule 18.3, convene a meeting with representatives of the Council and the Board to determine the resolution of any conflict or potential conflict of interest. The member to whom the conflict or potential conflict relates shall abstain from participating in such a meeting, unless his participation is required, he agrees to abstain from voting at the meeting and he agrees to</p>
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	<p>abide by any decision or outcome of the meeting.</p> <p>18.6. Every member of the Council, the Board, and the Committees established under these Rules who receives any gift or hospitality from a third party in connection with his role, shall send a written notice to the Audit Committee setting out the facts and nature of the gift or hospitality, unless he reasonably believes the value of the gift or hospitality, and the aggregate value of all gifts and hospitalities received from that third party in connection with his role over the preceding six (6) months does not exceed \$50.00.</p> <p>18.7. The Audit Committee shall review all notices made pursuant to Rule 18.6 and determine what further actions, if any, are required.</p> <p>19. <u>Interested Person Transactions</u></p> <p>19.1. Every member of the Council, the Board, and the Committees established under these Rules who is in any way, whether directly or indirectly, interested in a transaction or proposed transaction with the Society shall as soon as is practicable after the relevant facts have come to his knowledge send a written notice to the Audit Committee containing details on the nature, character and extent of his interest in the transaction.</p> <p>19.2. The Audit Committee shall periodically review all transactions entered into or proposed by the Council, the Board or the Committees on behalf of the Society, and determine if any of the transactions or proposed transactions constitute Interested Person Transactions.</p> <p>19.3. The Audit Committee shall, as soon as practicable after the receipt of any written notice referred to in Rule 19.1, or upon determining that an Interested Person Transaction has been entered into or proposed pursuant to Rule 19.2, convene a meeting to review the Interested Person Transaction</p>
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<p>15 <u>Change of Address and Resignations</u></p> <p>15.1 Unless the Honorary Secretary shall have been notified in writing it shall be presumed that the last known registered address of a member in the Books of the Society is the correct address for all purposes of correspondence and communication.</p> <p>15.2 Any member of the Society wishing to resign from the Society shall give notice of his desire to do so, in writing, to the Honorary Secretary and a member shall not be deemed to have resigned in the absence of such notice.</p>	<p>20. <u>Change of Address and Resignation</u></p> <p>20.1. Unless the Honorary Secretary shall have been notified in writing, it shall be presumed that the last known registered address of a member in the books of the Society is the correct address for all purposes of correspondence and communication.</p> <p>20.2. Any member of the Society wishing to resign from the Society shall give notice of his desire to do so, in writing, to the Honorary Secretary and a member shall not be deemed to have resigned in the absence of such notice.</p> <p>21. <u>Defaulters</u></p> <p>21.1. A member whose subscription remains unpaid for three months shall be served by the Honorary Treasurer with a notice requesting him to pay it within the ensuing fourteen (14) days. Should the subscription remain unpaid after this period has elapsed, the name of the member, shall, in the absence of any reason which to the Council seems reasonable, be removed from the current list of members of the Society. Provided always the Council may suspend the operation of this rule at its discretion.</p> <p>21.2. A member of the Society whose name has been removed from the current list of members may not enjoy any of the privileges of membership until such time as he has paid the arrears of subscription due to the Society.</p>
<p>16 <u>Expulsion</u></p> <p>16.1 The Council shall have the power, after proper enquiry, to expel from the Society any member whose conduct has been found, by a majority of at least two-thirds of the members of the Council present at the enquiry, prejudicial to the interests of the Society.</p> <p>16.2 The Council shall ensure that at the enquiry the member in question is afforded an opportunity to be heard and to state his or her case.</p> <p>16.3 No refund of entrance fee, advance subscription or life membership</p>	<p>22. <u>Expulsion</u></p> <p>22.1. The Council shall have the power, after proper enquiry, to expel from the Society any member whose conduct has been found, by a majority of at least two-thirds of the members of the Council present at the enquiry, to be prejudicial to the interests of the Society.</p> <p>22.2. The Council shall ensure that at the enquiry the member in question is afforded an opportunity to be heard and to state his case.</p>

<p>subscription shall be made to a member expelled by the Council.</p>	<p>22.3. No refund of entrance fee, advance subscription or life membership subscription shall be made to a member expelled by the Council.</p>
<p>17 <u>Prohibition</u></p>	<p>23. <u>Prohibition</u></p>
<p>17.1 Gambling in any form shall not be permitted in the premises of the Society.</p>	<p>23.1. 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.</p>
<p>17.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in court.</p>	<p>23.2. The funds of the Society shall not be used to pay the fines of members who have been convicted in Court.</p>
<p>17.3 The Society shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any trade union activity, as defined in any written law relating to trade unions for the time being in force in Singapore.</p>	<p>23.3. The Society shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any trade union activity, as defined in any written law relating to trade unions for the time being in force in Singapore.</p>
<p>17.4 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.</p>	<p>23.4. The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.</p>
<p>17.5 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing from the Assistant Director of Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.</p>	<p>23.5. 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.</p>
<p>18 <u>Amendment to Rules</u></p>	<p>24. <u>Amendments to Rules</u></p>
<p>18.1 No alterations or additions to these Rules shall be made except at a General Meeting with a full quorum present, and they shall not come into force without the prior sanction of the Registrar of Societies.</p>	<p>24.1. No alterations or additions to these Rules shall be made except at a General Meeting with a full quorum present, and they shall not come into force without the prior sanction of the Registrar of Societies.</p>

<p>19 <u>Dissolution</u></p> <p>19.1 The Society shall not be dissolved except with the consent of not less than three-fifths of the members of the Society eligible to vote for the time being and being residents in Singapore expressed either in person or by proxy at a General Meeting convened for the purpose, or by postal vote.</p> <p>19.2 In the event of the Society being dissolved in the manner provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be divided equally amongst the members. Notice of dissolution shall be given within seven days of the dissolution to the Registrar of Societies.</p>	<p>25. <u>Dissolution</u></p> <p>25.1. The Society shall not be dissolved except with the consent of not less than three-fifths of the members eligible to vote for the time being residents in Singapore of the Society expressed either in person or by proxy at a General Meeting convened for the purpose, or by postal vote.</p> <p>25.2. In the event of the Society being dissolved in the manner provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds, properties and assets of the Society whatsoever shall be distributed to registered charities and institutions of public character that promote photographic interests as nominated at a General Meeting of the members, or in the absence of such a nomination, as nominated by the Trustees.</p> <p>25.3. Notice of dissolution shall be given within seven days of the dissolution to the Registrar of Societies.</p> <p>26. <u>Rules or By-laws</u></p> <p>26.1. The Council may from time to time make such rules or by-laws as it deems necessary or convenient for the management of the Society.</p> <p>26.2. The Society at a General Meeting shall have the power to alter or repeal the rules or by-laws and to make additions to them, and the Council shall adopt such means as it deems sufficient to bring to the notice of members all such rules or by-laws, which so long as they shall be in force, shall be binding on all members provided nevertheless that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in this Constitution.</p>
<p>20 <u>Interpretation</u></p> <p>20.1 When any matter not provided for in the Rules arises, the Council shall have the power to use its own discretion to dispose of or settle the same.</p>	<p>27. <u>Interpretation</u></p> <p>27.1. When any matter not provided for in the Rules arises, the Council shall have the power to use its own discretion to dispose of or settle the same.</p>

20.2 The authentic text of these Rules shall be the English text.	27.2. The authentic text of these Rules shall be the English text.
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SCHEDULE: EMBLEM OF THE PHOTOGRAPHIC SOCIETY OF SINGAPORE

