

# **Singapore Retailers Association Constitution and Rules**

*(Incorporated amendments approved at Extraordinary General Meeting held on 29 March 2017)*

## **NAME OF ASSOCIATION**

1. The Association shall be known as the “Singapore Retailers Association” (hereinafter called “the Association”).

## **OFFICE**

2. The principal place of business of the Association shall be at 1 Coleman Street, #05-11B The Adelphi Singapore 179803 or at such other place as the Council may from time to time and at any time determine subject to the approval of the Registrar of Societies.

## **OBJECTS**

3. The objects for which the Association is established are:-
  - (a) to protect, promote and advance the interest of Retail Merchants in the Republic of Singapore;
  - (b) to promote and maintain good relations between the members and their employees and between the members and manufacturers, producers, distributors and consumers of goods sold by the members;
  - (c) to protect and promote the interest of the members generally by all lawful means;
  - (d) to organise the employers in the retail trade with a view to improving standards in the industry;
  - (e) to discuss and consider matters affecting the retail trade and to collect and disseminate such information relating thereto

as may be calculated to be of use to retailers, producers, manufacturers, distributors and the public generally;

- (f) to make representations to governmental authorities and bodies regarding any matter concerning the interests of members;
- (g) to establish, maintain, conduct or assist the establishment, maintenance and conduct of technical and statistical libraries and to provide for copies of parliamentary and departmental reference, official and other papers having reference to the industry, trade and commerce of Singapore and other countries and to collect, tabulate and publish all information which might be calculated to interest members and public generally with reference thereto;
- (h) to promote, establish and finance foundations and fellowship for literary, historical or scientific research, or other matters pertaining to the retail industry;
- (i) to establish bursaries and scholarships for educational purposes and to furnish and award competitive prizes or make contributions to prize fund of educational establishments;
- (j) to promote and encourage any technical or other form of education for the training and development of efficient employees of members, to establish and maintain educational institutions, to promote and organise lectures, addresses, demonstrations, exhibitions and other activities calculated to improve and extend the knowledge of employees of members and to increase their efficiency;
- (k) to establish and support or aid in the establishment and support of associations, institutions, societies, clubs or trusts calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons and to grant pensions and allowances and to make

payments towards insurances in respect of such employees, ex-employees, dependants or connections;

- (l) to enter into any affiliation or alliance with, or to promote or assist in the promotion of any other association, company, firm or organisation, having objects similar to or calculated to benefit generally the members of this Association and to acquire shares and interests in or lend money upon debentures or otherwise to any such association, company, firm or organisation;
- (m) in furtherance of the objects of the Association to make available to any persons, firms or companies not being members of the Association such of the services and facilities of the Association for such time to such extent and upon such terms and conditions as the Council of the Association shall think fit;
- (n) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the associations, companies, firms or organisations with which this Association is authorised to amalgamate, affiliate, fuse or ally;
- (o) to act in conjunction or affiliate with and to appoint representatives to any association of employers either in Singapore or abroad;
- (p) to print, type or produce by Roneo or other duplicating process and publish newspapers, periodicals, pamphlets, circular, bulletins and notices for the distribution of information with respect to matters within the objects of the Association.
- (q) to purchase, take on lease, or licence, or hire, or otherwise acquire, real or personal property of any kind in furtherance of the objects of the Association, and to sell, exchange, or

otherwise dispose of any real or personal property on such terms as may be considered expedient;

- (r) to construct, maintain, and altar buildings, works, plant and machinery, necessary or convenient for the purpose of the Association;
- (s) to establish branches and branch offices, and to provide for the appointment of Local Committees to deal with local matters;
- (t) to sign and execute all deeds, documents and other instruments of every nature and kind whatsoever for carrying out the purposes of the Association herein set out;
- (u) to make, draw, accept, endorse, discount, execute, negotiate or issue, such cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments or securities, as may be deemed necessary for the carrying out of the objects of the Association;
- (v) to accept, undertake, or execute, any trust or gift which may be deemed to be in accordance with or which may further the objects of the Association, or any of them;
- (w) to lend, borrow, or raise, or secure the payment of, money in such manner as the Association shall think fit upon such terms and conditions as shall be deemed expedient and, in particular, by mortgage or debenture, perpetual or otherwise, or other securities, and to charge if need be such mortgages, debentures, or other securities, upon the floating assets or upon all or any of the property of the Association, present or future;
- (x) to raise funds by means of subscriptions of members and levies on members in accordance with the rules for all or any of the purposes and objects of the Association in such

amounts and in such manner as is provided for in these Rules.

## **INTERPRETATION**

4. In the interpretation of these Rules and this Constitution the following words and expressions shall have the meaning hereinafter specified unless the context otherwise requires;-

“Association” means The Singapore Retailers Association.

“Council” means the Council of the Association as provided for under these Rules.

“Month” means a calendar month.

“Financial Year” means the period between 1<sup>st</sup> October and 30 September.

“Secretary” means the Secretary of the Association, and includes any other person, from time to time acting as the Secretary by the authority of the Council.

“In writing” or ‘written’ includes printing, photography, typewriting, telefax, electronic means and other modes of representing or reproducing words in a visible form.

Words importing the masculine gender include the feminine gender.

Words importing persons include companies, partnerships, firms, corporations and co-operative societies, statutory or otherwise.

Words importing “member’s representative” or “representative” include “member’s alternative representative” or “alternative representative”.

## **MEMBERSHIP**

5. The Association shall consist of :-
  - (i) Founder Member being
    - (a) all firms, corporations and co-operative societies who shall have served on the Pro-Tem Committee prior to the incorporation of the Association;
    - (b) all individuals, firms, corporations and co-operative societies who shall be members on the 3<sup>rd</sup> day of January 1978.
  - (ii) Ordinary Members being all individuals, firms, corporations and co-operative societies who shall be subsequently admitted to ordinary membership in accordance with these Rules;
  - (iii) Associate Members being all individuals, firms, corporations and co-operative societies not carrying on business as a retailer but being associated directly or indirectly with the retail industry.
  - (iv) Personal Members being all individuals who are employed by Founder Members, Ordinary Members or Associate Members.
6.
  - (i) Founder members and ordinary members shall subject to compliance with these Rules be entitled to exercise all the rights of membership including the right to attend and vote at general meetings to nominate for and to hold office in the Association.
  - (ii) Associate members shall not be entitled to vote at any meeting of members of the Association or to requisition a meeting of members or to be counted in determining whether a quorum of members is present at a meeting or to

nominate any person for any office or position or to be nominated for or to hold any office or position in the Association or to share in the division of the assets upon a dissolution of the Association but shall be otherwise entitled to the benefits of membership and of the services of the Association.

- (iii) Personal Members shall not be entitled to vote or attend any meeting of members of the Association or to requisition a meeting of members or to be counted in determining whether a quorum of members is present at a meeting or to nominate any person for any office or position or to be nominated for or to hold any office or position in the Association or to share in the division of the assets upon a dissolution of the Association but shall be otherwise entitled to the benefits of membership and of the services of the Association. The deprivation shall not apply to such Personal Member, if he is also the duly nominated representative of a Founder Member, Ordinary Member or Associate Member.
7. Each applicant for membership shall complete and sign an application in such form as shall be specified by the Council from time to time and shall lodge such application with or post it to the Secretary at the office of the Association.
  8. Each application for membership shall be submitted to a meeting of the Council convened by notice in writing containing the name and address of the applicant which may accept or refuse to accept it, or adjourn from time to time consideration of it, and may require additional information to be furnished in respect of the applicant or his business, or may reject it without giving any reason for so doing. If an application is accepted by the Council the Secretary shall inform the applicant in writing and he shall become a member on payment of his first subscription where upon his name shall be entered in the register of members.
  9. Each member being an individual, firm, corporation or co-operative society may appoint a representative who may be any person

appointed to represent such member in all matters incidental to the business of the Association involving the presence in person of a member being an individual or requiring the exercise of a vote under these Rules or

otherwise, any such appointment being in writing signed or executed by such member duly authorised in writing and registered with the Secretary of the Association and any such appointment may be revoked from time to time by notice to the Secretary and any other similarly qualified person may be appointed in manner aforesaid as such representative. Each person so appointed shall be known and is hereinafter referred to as a “member’s representative”.

- 9A. Any member’s representative may appoint any person to be an alternate representative in his place. Any person whilst he so holds office as an alternate representative shall be entitled to receive notices of and to attend all General Meetings of the Association, and to vote at any such meeting at which his appointer is not present, and generally in the absence of his appointer to exercise all the powers of his appointer.
10. Each member being an individual, firm, corporation or co-operative society shall be bound by its member’s representative appointed under these Rules in all matters in respect of which such member’s representative is authorised or deemed to be authorised by these Rules to act and the opinion of the Council on the scope of the authority of such member’s representative shall be final and conclusive.

## **CESSATION OF MEMBERSHIP**

11. Any member wishing to withdraw from the Association shall give not less than one month’s notice in writing to the Secretary of his intention to do so, and such notice shall be accompanied by payment of all subscriptions, levies, fees and dues of whatever description which may be then due and owing by the member. Any subscriptions, levies and dues which may accrue during the said



period of notice shall also be paid by such member otherwise such notice shall be void and of no effect. If the conditions of withdrawal stipulated by this rule have been fulfilled the membership of the member withdrawing shall terminate at the expiration of the said notice.

12. If in the opinion of two-thirds of the members of the Council a member infringes any of the rules or bye-laws of the Association or is guilty of any act contrary to the interests of the Association or the interests of the Association require that any member shall cease to be a member, the Council may by notice in writing request the member to resign from membership of the Association within a time specified in such notice, and in default of the receipt of such resignation within the time limited the Council shall submit the question of the cancellation of the membership of such member to a subsequent meeting of the Council and upon the passing of a resolution by the Council for the cancellation of his membership such member shall thereupon cease to be a member of the Association PROVIDED that any such member shall have first been given opportunity of showing cause in person or by writing to a meeting of the Council why his membership should not be cancelled.
13. (i) Any member who shall cease to be a retail trader or who shall in the opinion of the Council relinquish direct or indirect association with the retail trade shall be deemed thereupon to have resigned his membership and he shall then cease to be a member provided that the Council may permit the continuation of such membership for such period and upon such terms as it thinks fit.
- (ii) Any Personal Member who shall cease to be an employee of a Founder Member, Ordinary Member, or Associate Member shall then cease to be a member provided that the Council may permit the continuation of such membership for such period and upon such terms as it thinks fit.

14. Any member whose subscription is in arrears at the end of any financial year shall be liable to have his membership cancelled by the Council at the expiration of one month after he shall have been served by the Secretary with a notification to pay such arrears unless the sum shall in the meantime be paid in full.
15. The membership of any member shall terminate:-
  - (i) in the case of an individual upon the making of a sequestration order or the execution of a deed of assignment or arrangement for the benefit of creditors against or by the individual;
  - (ii) in the case of a firm upon the dissolution thereof or upon the making of a sequestration order or the execution of a deed of assignment or arrangement for the benefit of creditors against or by the firm or any member thereof;
  - (iii) in the case of a company upon the notification in a Government Gazette on the winding up or liquidation thereof or in the case of a co-operative society upon the making of an order of deregistration thereof. Provided that at the written request of the liquidator, accompanied by his undertaking to pay in full all membership and other duties accruing as from the date of the commencement of the liquidation or deregistration as the case may be, the Council may provide that the membership of the company in liquidation or of the co-operative society in deregistration shall not terminate.
16. Any member who withdraws from membership or whose membership is otherwise terminated pursuant to these rules shall cease to have any claim or interest of any nature whatsoever to or in any of the funds or assets of the Association, or against any member of the Council or officer of the Association.

## **REGISTRATION OF MEMBERS**

17. The Secretary shall keep a Register of Members indicating separately, founder members, ordinary members, associate members and personal members. The particulars to be included in the Register for each founder member, each ordinary member, each associate member and each personal member shall be his name and address, the date of his admission to membership, the number of his employees, and such other particulars as the Council may direct from time to time.

### **SUBSCRIPTION AND LEVIES**

18. (i) The annual subscription of each member shall be payable twelve (12) months in advance on the first date of October of each year or on such other dates as the Council may from time to time and at any time prescribe.  
  
(ii) The amount of the annual subscription payable by founder members or ordinary members or associate members or personal members shall be such amounts as the Council may from time to time and at any time determine.
19. The Council may from time to time provide for the abatement of a proportionate part of the subscription of any member admitted as such during the currency of any financial year.
20. Subject to the approval by at least two-third of the founder members and ordinary members of the Association present in person or their representatives at a general meeting, the Council may whenever it deems necessary and expedient, impose a levy on founder members and ordinary members to meet capital expenditures, such as that arising from the purchase of land and buildings and any other expenses of the Association in meeting its objects other than those mentioned in paragraphs (h), (i), (j) and (k) of Rule 3 hereof; provided that no member shall be required to pay in any one year a

levy exceeding three years' subscription and such levy, may at the discretion of the Council be paid in instalments.

21. Any member failing to pay any levy within one month after notification thereof has been posted to him by the Secretary, or being in arrears three months with the payment of his subscription, shall be disqualified from voting at any meeting of the Association and from taking part in any proceedings thereof and shall be liable to pay a penalty of ten percent of the amount of the levy and subscription. Any subscription levy or other moneys due by a member to the Association may after the lapse of three months from the date when such moneys became due, be recovered at law in proceedings instituted in the names of the trustees.

## **GENERAL MEETINGS**

22. An Annual General Meeting of the Association shall be held in every calendar year at such time and place as may be determined by the Council.
23. The General Meeting referred to in the last preceding rule shall be called an Annual General Meeting and all other meetings of the Association shall be called Extraordinary General Meetings.
24. The Council may whenever it thinks fit and it shall on the requisition of not less than one-half of the total number of founder members and ordinary members forth with proceed to convene an Extraordinary General Meeting of the Association and in the case of such requisition the following provisions shall have effect:-
  - (i) The requisition must state the objective of the meeting and must be signed by the requisitionists and deposited with the Secretary at the office and may consist of several documents in like form each signed by one or more requisitionists.
  - (ii) If the Council does not proceed to convene a meeting to be held within twenty-one days from the date of the requisition being so deposited the requisitionists or a majority of them may themselves convene the meeting but any meeting so

convened shall not be held after three months from the date of depositing such requisition.

- (iii) Any meeting convened under this clause by the requisitionists shall be convened in the same manner as early as possible as that in which meetings are to be convened by the Council.
- 25 Meetings of members of the Association shall be called by notice in writing specifying the place, day and hour of meeting and in case of special business the general nature of such business sent by post or otherwise served as hereinafter provided. Not less than fourteen days' notice shall be given of an annual general meeting and not less than seven days' notice of an extraordinary general meeting except that in a case of special urgency the President or in his absence a Vice President, may authorise a shorter notice of an Extraordinary General Meeting.
26. The accidental omission to give any such notice to any of the members shall not invalidate a resolution at any meeting or any proceedings thereat.

### **PROCEEDINGS AT GENERAL MEETINGS**

27. The business of any Annual General Meeting shall be:-
- (i) To receive and consider a report by the Council of the proceedings of the Association for the previous year and a duly audited balance sheet and statement of revenue and expenditure.
  - (ii) To elect members of the Council.
  - (iii) To appoint Auditors.
  - (iv) To transact any other business of which due notice shall have been given or which in the opinion of the President may be expedient and which under these Rules may be transacted at an Annual General Meeting.

All other business transacted at any Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

28. Save as herein otherwise provided, twenty founder members and ordinary members present in person or by their representatives shall be a quorum for a General Meeting.
29. No business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.
30. The President shall be entitled to take the chair at every General Meeting and in his absence a Vice President in attendance at the meeting or if at any meeting the President or a Vice President shall not be present within fifteen minutes after the time appointed for holding such meeting the members present shall choose one of their number to be President.
31. If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon such requisition as aforesaid shall be dissolved but in any other case those members who are present shall be a quorum and may transact the business for which the meeting was called but they shall have no power to alter or make additions to any of the existing rules.
32. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
33. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall on a show of hands and at any poll have a second or casting vote in addition to the vote to which he is entitled as a member.

34. At any General Meeting unless a poll is demanded by at least two-thirds of the members present who are entitled to vote a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
35. If a poll is demanded as aforesaid it shall be taken in such manner by post or otherwise and at such place and time (not being later than fourteen days after the meeting at which the same is demanded) as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.
36. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
37. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **THE COUNCIL**

38. The management of the business and control of the Association shall be vested in the Council, which in addition to the powers and authorities by these Rules specially conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Association, and are not hereby specially directed or required to be exercised or done by the Association in a General Meeting.
39. (1) The Council shall consist of not less than ten nor more than eighteen founder members and ordinary members, who shall be elected once every two years at an Annual General Meeting and who shall be known as Ordinary Councillors.

Only member firm's representative holding at least the position of general manager is eligible for election as Councillor.

(2) Any Councillor with the approval of the Council may appoint his alternative representative in the Association to be his alternative Councillor during such period as he thinks fit. The alternative Councillor must be holding at least the position of general manager or its equivalent. Any person while he holds office as an alternative Councillor shall be entitled to notice of meetings of the Councillors and to attend and vote there at accordingly, and to exercise all the powers of the appointer in his absence. An alternative Councillor shall cease to hold the office under any of the following circumstances:

- (a) the alternative Councillor ceases to be eligible as an alternative Councillor;
- (b) the appointer vacates office as a Councillor, or;
- (c) the alternative Councillor resigns as an alternative Councillor by notice in writing to the Association by the himself or by the appointer

40. (1) The Council may at any time by resolution appoint to the Council a member of a branch but so that there shall not be more than five of such appointed members at any one time.

(2) Members so appointed may be removed by the Council by resolution at any time but unless so removed shall hold office until the next ensuing annual general meeting of the Association.

41. Each member of the Council holding office by virtue of the provisions of Rule 40 shall during his tenure of office have the same powers, rights and privileges and be subject to the same obligations and disabilities as an ordinary member of the Council.



42. No person shall be eligible to be an ordinary Councillor unless he is a member of the Association or a member's representative duly appointed in accordance with Rule 9 hereof.
43. The members of the Council who shall be in office at the time when these rules come into force shall act as and deemed to be the Council within the meaning of these rules until the first Annual General Meeting of the Association held thereafter.
44. At the last monthly meeting of the Council of the year in which the election of Ordinary Councillors is to be carried out the Executive Director or some other officer or member of the Association may be appointed Returning Officer for the election of ordinary members of the council and in default of such appointment a senior executive of the Association shall be the Returning Officer and at such meeting the Council may appoint two scrutineers who shall not be members or candidates for the Council and in default of such appointment two scrutineers shall be appointed at the Annual General Meeting when the election of Ordinary Councillors is being carried out.
45. Nominations of members for election to the Council as ordinary Councillors shall be in writing in such form as may from time to time be prescribed by the Council and shall be signed by one or more representatives of members of the Association entitled to vote at such election and shall bear the consent of the candidate for election to his nomination endorsed thereon in writing and shall contain the name of the firm, corporation or co-operative society of which he is a member or member's representative and such nomination shall be lodged with the Returning Officer at least seven (7) days prior to the Annual General Meeting at which such election is to be concluded.
46. Upon the receipt of such nominations the Returning Officer shall determine which nominations are in order and in accordance with the Rules and

- (1) if the number of nominations which are in order exceeds the number of members to be elected to the Council a ballot shall be taken at the Annual General Meeting and
  - (a) the Returning Officer shall thereupon have prepared ballot papers setting out the names of the candidates so nominated and shall deliver to each member present at the meeting a ballot paper endorsed by the Returning Officer with a notation indicating the number of votes which the member is entitled to exercise. Each member shall cross off the ballot paper all names except those of the candidates for whom he desires to vote.
  - (b) no voter shall vote for not less than ten nor more than eighteen candidates, and any vote contrary to this rule shall be deemed invalid.
  - (c) When all the ballot papers have been collected at the meeting the Returning Officer shall in the presence only of the scrutineers proceed with the counting of the votes set forth therein and upon completion thereof shall certify in writing to the President the result of such ballot.
- (2) if the number of nominations which are in order does not exceed the number of members to be elected to the Council, the Returning Officer shall as soon as possible after closing time for the receipt of nominations furnish the President in writing with particulars of the nominations which are in order.

47. (1) At the said Annual General Meeting:
- (a) if a ballot has been held the Returning Officer shall declare the result of the ballot and thereupon the President shall declare elected those candidates equal in number to the positions to be filled who have received the greatest number of votes and

such candidates shall at the conclusion of the meeting assume office in place of the retiring members of the Council.

(b) if a ballot has not been held because the number of nominations which are in order does not exceed the number of members to be elected to the Council the Returning Officer shall read out the nominations and

(i) thereupon the President shall declare elected those candidates so nominated.

(ii) if after all the nominations received have been submitted to the meeting the whole of the positions on the Council have not been filled the President shall refer to the Council the question of filling the remaining vacancies.

(2) If at any election of Ordinary Councillors all vacancies are not filled the Council may at its discretion at any time fill any such vacancy by appointing thereto any person eligible to be an Ordinary Councillor and any such member so appointed shall hold office until the next Annual General Meeting of the Association at which the election of Ordinary Councillors is to be carried out.

48. The decision of the Returning Officer shall be final and binding with regard to any matter touching the validity or formality of any nomination or vote or any matter touching or concerning such election and the conduct thereof.

49. In the event of any casual vacancy or vacancies on the Council occurring, the Council may proceed at any meeting after the occurrence of the vacancy or vacancies, by resolution to appoint a member to fill such vacancy or vacancies. The person so appointed shall hold office by virtue of such appointment, only during the balance of the term of his predecessor.

50. The Council may at any time grant any one of its members leave of absence for such period and upon such grounds as it deems fit, and in the event of a member of the Council being so granted leave of absence for a period in excess of three months the Council shall have power to appoint a deputy to act in his place during the period of absence.

## **OFFICE BEARERS**

51. (1) At the first meeting of the Council after the Annual General Meeting of the Association at which the election of Ordinary Councillors have been carried out, the Council shall elect from its members a President, two Vice Presidents, a Secretary and a Treasurer during the current and the following financial years of the Association and thereafter until their successors are appointed. Provided no elected members shall hold the offices of President and Treasurer for more than 3 terms.
- (2) The election shall be conducted in the following manner:-
- (a) The Executive Director shall take the chair for the purpose of the election of the President and in the event of there being no Executive Director, a senior executive of the Association.
- (b) The election of President shall take place first and each candidate shall be nominated at the meeting by one member of the Council and seconded by another. If there is only one candidate he shall be declared elected. If there is more than one candidate there shall be a ballot and each member of the Council shall be entitled to one vote but the President shall not be entitled to any casting vote. If the voting is even the candidates receiving the same number of votes shall draw lots and the successful candidate shall be declared elected as President.

- (c) The President shall then take the chair and the election of the two Vice Presidents, a Secretary and a Treasurer shall be held in the following manner:
  - (i) In the election of the Vice Presidents, the President shall declare each candidate elected if there are not more than two nominations. If there are more than 2 nominations there shall be a ballot conducted as aforesaid.
  - (ii) In the election of the Secretary and the Treasurer, the President shall declare each candidate elected if there is only one candidate for the Secretary and Treasurer respectively. If there are more than one nomination for any of the offices there shall be a ballot conducted aforesaid.

If at the meeting all the offices of Vice Presidents, the Secretary and the Treasurer are not filled, the vacancies may be filled at a subsequent meeting.

- (3) The Council shall re-elect from among its Council Members to fill the office of President and/or one or both of the Vice President in any of the following events:
  - (i) That an office-bearer/member-firm appointed earlier as President or Vice President withdraws or resigns from its appointment and/or from the Association.
  - (ii) That an office-bearer/member-firm appointed earlier as President or Vice President withdraws or replaces its representative to the Association.

- (iii) That a representative of an office-bearer member-firm appointed earlier as President or Vice President ceases to be such a representative of the member-firm.

## **VACATION OF OFFICE**

52. It shall be competent for the Council, by resolution of a majority of its members present, to declare vacant the office of any member of the Council, if such member :
- (1) becomes bankrupt or insolvent or makes an assignment for the benefit of his creditors or compromises with his creditors; or
  - (2) is a member's representative of a firm which, or any partner in which, becomes bankrupt or insolvent or makes an assignment for the benefit of its or his creditors or compromises with its or his creditors or is a member's representative of a firm or corporation which is in course of liquidation or is a member's representative of a co-operative society which is in course of deregistration other than for the purposes of amalgamation; or
  - (3) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (4) is convicted of any indictable offence; or
  - (5) without leave of absence first obtained, absents himself from three consecutive meetings of the Council for any reason other than sickness or accident; or
  - (6) in the opinion of two-thirds of the members of the Council (such opinion not being determined until such member has been afforded a reasonable opportunity of being heard in his defence) has infringed any of the rules or by-laws of the Association or any of the bye-laws or orders of the Council

or is deemed guilty to any act, proceeding, or practice which the Council may consider to be dishonourable, or to be inconsistent with his position as a member of Council, or calculated to bring discredit on the Association, or to be otherwise inimical to its interest; or

- (7) from any cause whatsoever ceases to be a member or a representative of a member of the Association; or
- (8) by writing resigns from the Council; or
- (9) ceases to be eligible as a Councillor under Rule 42.

### **PROCEEDINGS OF THE COUNCIL**

- 53. The Council shall, unless it shall otherwise determine, meet at least once in each month on such day or days as the President shall from time to time determine, for the despatch of business, and may adjourn and otherwise regulate all meetings and proceedings.
- 54. At a meeting of the Council, five members shall form a quorum. Questions arising at any meeting of the Council shall be decided by a majority of votes and in the case of an equality of votes the President shall have a second or casting vote.
- 55. A duly convened meeting of the members of the Council for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions, by or under these Rules for the time being vested in or exercisably by the Council generally. Provided always that a resolution signed by all the Ordinary Councillors, for the time being in Singapore so long as they constitute a quorum, shall be as valid and effective as a resolution passed at a meeting duly convened.

### **POWERS OF THE COUNCIL**

- 56. Without in any way limiting the general powers conferred by these Rules or otherwise on the Council it is hereby expressly declared that it shall have the following powers, that is to say, power:-

- (1) to adopt such measures as it from time to time deems expedient for the purpose of giving effect to the objects of the Association or any of them:
- (2) to purchase, take in exchange, or on lease or otherwise acquire, and for any estate or interest therein, any real or personal property, rights, or privileges which the Association is authorised to purchase or acquire and which it may deem requisite or expedient to acquire for the purpose of the Association's business, and at its discretion to sell, sub-divide, let, exchange or dispose of, any property of the Association on such terms as to credit or otherwise, as it may think fit;
- (3) as its discretion to pay any property rights, or privileges acquired by or services rendered to the Association, either wholly or partially in cash or in bonds, debentures or other securities of the Association and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Association or not so charged;
- (4) to secure the fulfilment of any contracts or engagements entered into by the Association by mortgages or charge of all or any of the property of the Association for the time being or in such other manner as it may think fit;
- (5) to raise or borrow money in the name or otherwise on behalf of the Association as it may from time to time think expedient, and to secure the repayment thereof or the fulfilment or discharge of any liability, guarantee, or obligation, of or undertaking by the Association in such manner and upon such terms and conditions as it thinks fit, and in particular by the issue of bills or notes, by mortgage or charge of or on any of the property or assets of the Association, both present and future;
- (6) to appoint, under contract or otherwise, an Executive Director, an Administrator, Divisional Secretaries, other



Employees and Agents, for permanent, temporary or special services as it may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments subject to any contract to remove, suspend or dismiss, any such person;

- (7) to appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Association any property belonging to the Association or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of any such trustee or trustees;
- (8) to institute, conduct, defend, compound, or abandon, any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Association;
- (9) to refer any claims or demands by or against the Association to arbitration and observe and perform the awards;
- (10) to act on behalf of the Association in all matters relative to bankrupts and insolvents, assignments or liquidations;
- (11) to make and give receipts, releases and other discharges for money payable to the Association, and for the claims and demands of the Association;
- (12) to draw, accept, make endorse, transfer, discount, guarantee and negotiate such cheques, bills of exchange and promissory notes, and give such indemnities and guarantee and enter into such other obligations as may see to it to be expedient for the purposes of the Association;

- (13) to provide for the local management of affairs of the Association in any place in such manner as it shall think fit and to establish any local Committee and delegate to any such Committee all or any of the powers, authorities or discretions, or duties, vested in or imposed upon the Council by these Rules;
- (14) to invest and deal with any moneys of the Association not immediately required for the purposes thereof upon such securities and in such manner as it may think fit, and from time to time to vary or realise such investments;
- (15) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute, and do all such acts, deeds and things, in the name and on behalf of the Association as it may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purpose of the Association;
- (16) to exercise all the powers of the Association relating to trade marks, copyrights, letters patent, concessions, licences, inventions, rights and privileges;
- (17) to entrust to, and confer upon, any member of the Council, or any Committee of the Council, or officer of the Association, such of the powers exercisable by the Council under these Rules as it may think fit, and from time to time revoke, withdraw, alter or vary, all or any of such powers;
- (18) to affiliate the Association with, and consent to the affiliation with the Association of any organisation, association or body corporate, having objects altogether or in part similar to those of the Association upon such terms and conditions and subject to the payment of such fees for subscription (if any) as the Council may think fit, and at any time to terminate or cancel such affiliation by or with the Association;

- (19) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the associations, companies, firms or chambers, with which this Association is authorised to amalgamate, affiliate, fuse, or ally, and to transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the association, companies, firms or chambers, with which this Association is authorised to amalgamate, affiliate, fuse or ally;
- (20) to appoint the Committees required under these Rules to be appointed, and Special Committees from amongst its own number or otherwise to examine and inquire into any special matter in connection with the objects or business of the Association with power to take action therein, and to appoint members of the Association to act with any such Special Committee, and dissolve such Special Committees whenever it may think proper and generally to determine the constitution and regulation of the procedure of any Committee, whether Special or appointed under these Rules;
- (21) to establish and support or aid the establishment and support of associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Association or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance in respect of such employees, ex-employees, dependents or connections;
- (22) from time to time to make and to alter, vary, and rescind, such byelaws for the carrying out of these Rules, to put into effect the powers and authorities thereby vested in the Council, and for regulating the conduct and proceedings of the Association and of the Council meetings and generally to provide for all such matters and things relating to the management of the property of the Association and to the conduct of its business as are not inconsistent with or

repugnant to these Rules or required to be done by the Association in general meeting;

(23) to consider, approve and/or veto, resolutions or decisions of committees.

57. The Council shall exercise the powers conferred upon it by these Rules subject to the direction and control of the Association in general meeting.

### **BRANCHES**

58. The Council may at any time and from time to time constitute branches consisting of groups of members having special interests in common, and may at any time dissolve any branch for any reason it may think fit provided that such branch shall not be dissolved unless a resolution is carried by a simple majority at any extraordinary general meeting of members of that branch and approving such dissolution. The establishment of any branch shall have the prior approval of the Registrar of Societies.

59. The Rules of each Branch shall be in such form as may be approved from time to time by the Council, but in the event of any Rule of a Branch being inconsistent with any Rule of the Association the latter shall prevail and the former shall to the extent of the inconsistency be void.

### **TRUSTEES**

60. There shall be two trustees of the Association who shall be appointed by the Council and who shall hold office during the pleasure of the Council. In the event of a vacancy at any time occurring in the office of trustee the Council shall as soon as practicable thereafter fill such vacancy so that there shall at all times be two trustees.

61. There shall be vested in the trustees all property of the Association both real and personal which they shall hold upon trust for the members of the Association and in respect of which they shall execute all contracts, deeds, instruments and documents as directed

from time to time by the Council and in particular the trustees shall at the direction of the Council perform the following functions:-

- (1) commence, prosecute, discontinue and settle any actions or proceedings in any court, civil or criminal, in any part of the Republic thereof for the recovery or protection of the property of or the enforcement at any rights of the Association;
  - (2) purchase, lease hire or otherwise acquire any property or any interest therein upon such terms and conditions as the Council may authorise;
  - (3) sell, exchange or otherwise dispose of or lease, sub-lease, let on hire and grant options over property of the Association at such prices or at such rentals, fees or hire and upon such terms as the Council shall authorise and from time to time determine or agree to variations of any lease, sub-lease, tenancy, occupancy, licence or hiring;
  - (4) borrow money on the security of any property of the Association and mortgage, charge or encumber such property for such purpose;
  - (5) invest moneys of the Association in such forms of investment as the Council shall direct;
  - (6) such other acts and things as are incidental to or necessary for effectuating any of the purposes indicated above.
62. These Rules shall constitute a contract between each member present or future of the Association of the one part and the trustees for the time being of the other part whereby the trustees shall have the right to sue in their own names any member in default in the payment of any moneys payable by him as a subscription, levy or dues under any of the Rules and to recover the same from him and to take any other proceedings at law or in equity against any member who shall have committed a breach of or failed to comply with any of these Rules, provided that no proceedings shall be taken by the trustees without the authority of the Council.

63. The trustees who shall be in office at the time when these Rules come into force shall remain in force until otherwise determined by the Council.

## **ACCOUNTS**

64. The funds of the Association and its income and property shall be under the control of the Council which shall have the sole management thereof.
65. The Council shall cause proper books of accounts to be kept, recording a true account of the financial transactions of the Association, and of all receipts and expenditure and the assets, credits and liabilities of the Association and such books of account shall be kept at the registered office.
66. The Council may from time to time determine to what extent, and at what time and places and under what conditions and regulations the accounts and books of the Association or any of them shall be open to the inspection of the members, and no member shall have any right of inspection respecting any book, account or document of the Association except as provided by these Rules or authorised by the Council or by a resolution of the Association in general meeting.
67. The Treasurer shall in accordance with these Rules cause the books of account to be maintained completely written up as hereinbefore required, and at the end of each financial year of the Association, as determined by the Council, shall cause to be prepared a statement of revenue and expenditure and a balance sheet for such financial year which, after being audited, shall be submitted to the Annual General Meeting for adoption.
68. The Treasurer shall receive and examine all accounts against the Association, and shall submit them to the Council as its next meeting after such accounts shall have been received, and with such comments and memoranda with regard thereto as to him may seem proper.

69. Ordinary expenditure is expenditure in respect of goods supplied for purpose necessarily incidental to the objects of the Association or services rendered for such purposes. It shall include expenses in respect of salaries, wages, the purchase of plant, office equipment, books, stationery and the like, and in respect of travelling and of conferences and discussions, with other persons or bodies calculated to be of benefit to the retail industry.

All expenditure which is not ordinary expenditure shall be deemed to be extraordinary. No extraordinary expenditure shall be incurred unless sanctioned by resolution of the Council.

70. Cheques shall be signed by such persons as may from time to time be authorised by the Council in that behalf provided that one of such persons shall be the President, a Vice President, the Treasurer, the Secretary or the Executive Director.
71. All cheques, negotiable instruments and moneys belonging to the Association shall forthwith, upon receipt thereof, be paid to such bankers as shall from time to time be nominated by the Council to the credit of the Association.
72. It shall be the duty of the Treasurer to certify as to the correctness of accounts for payment, and no statement of receipt and expenditure, or balance sheet, shall be submitted to any meeting of the Association unless the same shall have first been certified as correct by the Treasurer.

## **AUDIT**

73. One or more properly qualified Auditor or Auditors shall be appointed by the Association at the Annual General Meeting.
74. The Auditor or Auditors shall, for audit purposes only, at all reasonable time have access to the books and accounts of the Association and shall be entitled to examine the office-bearers of the Association and members of the Council and officers with regard thereto, and to require such information and explanation or the inspection of any documents or vouchers as to him or them may

appear necessary and proper, and may report from time to time to the Council with regard to such books and accounts.

75. The Auditor or Auditors shall hold office from time to time of his or their appointment until the next Annual General Meeting of the Association, unless he or they have died or retired, and any casual vacancy occurring in the office of Auditor may be filled by resolution of the Council.
76. A retiring Auditor shall be eligible for re-appointment.

### **EXECUTIVE DIRECTOR AND SECRETARY**

77. An Administrator may be appointed by the Council for such period, at such salary, and on such conditions as may from time to time be determined by the Council. He shall act under the general direction of the President, or in his absence the Vice President.
78. The Council may from time to time appoint a person to act as Executive Director of the Association and may from time to time, subject to the provisions of any contract between such person and the Association, remove, suspend or dismiss him from office and may appoint another in his place. Any person so appointed as Executive Director of the Association shall carry out such duties as may be assigned to him by the Council and shall at all times act under the direction of the President and Council. The Council may from time to time and so far as the law may allow require such person, in addition to any other duties assigned to him, to carry out all or any specified duties required of a Secretary under any Act or Regulation of the Republic of Singapore applicable to the Association and the Constitution and Rules of the Association for the time being in force or otherwise usually performed by a Secretary. The Executive Director of the Association, performing or being responsible for the performance of any such secretarial duties as aforesaid, shall be subject to all the obligations imposed on and entitled to all the protection and indemnity extended to the Secretary by any such Act or Regulation as aforesaid and the Constitution and Rules for the time being in force so far as the same shall extend to



and apply to the secretarial duties which the Executive Director is required to perform.

79. The Chief Executive Officer and the Registered Officer of the Association for all purposes within the scope of the Association for which a Registration Officer may be required shall be the Executive Director, if any, and if there is no Executive Director then the Administrator.
80. The duties of the Secretary shall include the following:-
- (1) to carry out the instructions of the council and act as authorised by it;
  - (2) to keep an accurate record of business transacted at all meetings of the Association, the Council and any Committee of the Association;
  - (3) to collect all subscriptions and other moneys due to the Association;
  - (4) to keep a register of members of the Association with their addresses, and to notify branch secretaries of the names and addresses of new members of the Association in their respective branch areas;
  - (5) to issue notices of all meetings connected with the Association and to distribute to members information in respect of resolutions passed by the Council and the Association, and in respect of any other matters of interest to members;
  - (6) subject to the direction of the Council to control and direct the staff of the Association;
  - (7) to prepare the annual report for the approval of the President.

81. Any paid employee of the Association shall have no right to vote at any meeting of the Association.

#### **INDEMNITY**

82. Every President, Vice President, Treasurer, Trustee, Executive Director, Branch Chairman, Manager, Secretary and member of the Council and every other officer and servant of the Association shall be indemnified by the Association out of the funds of the Association against all costs, losses, charges and expenses with respect to any moneys paid or any liability incurred by him by reason of any contract entered into by him or any act or thing done or omitted to be done by him in any of the capacities aforesaid in the course of his office or duty.
83. Travelling expenses shall be included in such indemnity, but only if approved or confirmed by the Council before or after they are incurred.
84. No officer or servant of the Association shall be liable for the acts, receipts or default of any other officer or servant or for any loss or expense or damage which may be incurred by the Association unless incurred through his dishonesty or his wilful refusal or neglect to carry out the duties pertaining to his office or employment.
85. Every servant of the Association, if required so to do by the Council, shall provide a guarantee bond for his or her conduct and integrity of such amount as the Council shall determine.

#### **ALTERATION OF RULES**

86. These rules shall be amended, altered or rescinded only by a resolution carried by a two-third majority of members of the Association present in person or by proxy at an extraordinary general meeting of members called for that purpose by the Secretary at the request of the Council, or on a requisition of members in pursuance of the provisions of Rule 24. Not less than seven days' notice in writing of any such meeting shall be given, and such notice shall contain full particulars of the proposed amendments. Any

amendment of these Rules shall not come into force without the prior approval of the Registrar of Societies.

## **NOTICES**

87. A notice may be given by the Association to any member, either personally or by post to the address supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

## **DISSOLUTION OF THE ASSOCIATION**

88. The Association shall not be dissolved, except with consent of not less than three-fifths of the members of the Association for the time being resident in Singapore expressed, either in person or by proxy at a general meeting convened for the purpose.
89. Upon the dissolution of the Association or should it become defunct as provided by the above Rule, the meeting deciding upon such dissolution or the remaining members of the Association may, after providing for payment of all debts then due, provide either for the pro rata division of the funds then in hand or donate to the charitable organisations.

## **PROHIBITIONS**

90. (1) Gambling of any kind such as the playing of paikow or mahjong, whether for stakes or not, is forbidden on the Association's premises. The introduction of materials for gambling or opium smoking and of bad characters into the premises is prohibited.

- (2) The funds of the Association shall not be used to pay the fines of members who have been convicted in Court.
- (3) The Association 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.
- (4) The Association shall not hold any lottery except those approved by the relevant governmental authority, whether confined to its members or not, in the name of the Association or its office-bearers, Committee or members.
- (5) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.