

# **CONSTITUTION OF ASIA ESTATE PLANNING ASSOCIATION**

## **Article 1 - Name of Society**

1. This Society shall be known as “Asia Estate Planning Association” (hereinafter referred to as the “Society”).

## **Article 2 – Place of Business**

2. Its place of business shall be at “1 North Bridge Road #06-16 High Street Centre Singapore 179094” or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

## **Article 3 – Objects**

3. The objectives of the Society shall be:

(a) To provide a platform for advocates and practitioners of estate planning to learn, network and share their knowledge and experience with one another to the betterment of families and businesses.

(b) To foster interaction and dialogue among members, the community and the government through the establishment of a forum where members can share their knowledge and experience in estate planning.

## **Article 4 – Membership**

Any person of legal majority of good moral character or business entity who is of good reputation shall be eligible for membership to the Society.

### **4.1 Honorary Membership**

4.1.1 The Council may elect distinguished persons, who in its opinion may benefit the Society and assist the Society in carrying out the objectives of the Society, to be Honorary Members.

4.1.2 The election must be by motion, duly proposed and seconded.

4.1.3 A person elected an Honorary Member becomes an Honorary Member of the Society upon his written consent to take up the membership.

4.1.4 An Honorary Member may choose to give up his membership in writing to the Council. The Council may elect to recall his membership in writing.

4.1.5 An Honorary Member shall have no voting rights.

4.1.6 Membership is not transferable.

## **4.2 Ordinary Membership**

4.2.1 Any individual who is an advocate or practitioner of estate planning may be admitted as an Ordinary Member of the Society upon the approval of the Membership Committee.

4.2.2 Ordinary Members who are individuals aged 21 years old and above (“**Individual Ordinary Members**”) shall have the right to vote and to hold office in the Society.

4.2.3 Ordinary Members shall pay a membership fee to be determined by the Council based on the recommendation from the Membership Committee and be entitled to all privileges of membership of the Society.

4.2.4 Membership is not transferable.

4.2.5 An Ordinary Member may choose to give up his membership in writing to the Council. The Council may elect to recall his membership in writing.

## **4.3 Corporate Membership**

4.3.1 Any entity may be admitted as a Corporate Member of the Society upon the approval of the Membership Committee.

4.3.2 Corporate Members shall pay a membership fee to be determined by the Council based on recommendation from the Membership Committee.

4.3.3 Corporate Members shall enjoy the privileges of participating in all classes, courses, seminars and programmes of the Society.

4.3.4 Corporate Members have no voting rights.

4.3.5 Membership is not transferable.

4.3.6 A Corporate Member may choose to give up his membership in writing to the Council. The Council may elect to recall his membership in writing.

## **4.4 Youth Membership**

4.4.1 Any individual below the age of 21 may apply to join the Society as Youth Member upon the approval of the Council.

4.4.2 Youth Members shall pay a membership fee to be determined by the Council based on the recommendation from the Membership Committee.

4.4.3 Youth Members shall enjoy the privileges of participating in all classes, courses, seminars and programmes of the Society.

4.4.4 Youth Members shall have no voting rights.

4.4.5 Membership is not transferable.

4.4.6 A Youth Member may choose to give up his membership in writing to the Council. The Council may elect to recall his membership in writing.

## **Article 5 – Application for Membership**

5.1 Any individual or any nominated representative of an entity wishing to join the Society should submit an application to the Secretary.

5.2 Eligible individuals or nominated representatives of entities shall become members of the Society only upon approval of the Membership Committee or the Council and on the payment of the relevant membership fees.

5.3 A copy of the Constitution of the Society shall be provided to every approved applicant.

## **Article 6 – Membership Fees**

6.1 Applicable membership fees are to be proposed by the Membership Committee and approved by the Council.

6.2 The income and property of the Society whensoever derived shall be applied towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferable 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.

## **Article 7 – Forfeiture of Membership**

7.1 The Secretary shall submit to the Council the name of any member who fails to pay any indebtedness due to the Society or offends against the rules and regulations of the Society or whose conduct shall in the opinion of the Membership Committee render him unfit for membership of the Society within sixty (60) days after receipt by the Secretary of written notice thereof. The Council shall thereafter decide whether the member shall be expelled or retained.

7.2 Any member may be expelled from the Society for cause by a two-thirds (2/3) vote of the Council members present and voting.

## **Article 8 - Resignations**

Any member may resign from the Society, and said resignation shall become effective upon acceptance thereof by the Council. The Council may withhold acceptance, however, until all indebtedness has been paid, all Society funds and property have been returned, and all rights to the use of the Society's name have been surrendered.

## **Article 9 – The Council**

9.1 The Council shall consist of not more than 15 elected members. The Executive Committee of the Council who are Office Bearers shall have voting rights and shall consist of the following:

- A President
- A Vice-President
- A Secretary
- A Treasurer

9.2 The non-Office Bearers of the Council shall have voting rights and shall consist of Ordinary Members who are esteemed practitioners in various estate planning specialisations.

9.3 The Council may, if a need so arises, co-opt estate planning specialists into the Council. The number of Council Members including those co-opted shall not exceed 15 as stated in Article 9.1. Co-opted members of the Council have no voting rights in the Council.

9.4 Ordinary Members interested to serve in the Council shall submit their interest before the Annual General Meeting. The names for the elected Council shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the ordinary members present.

The President may serve for only two consecutive terms of office, which for the avoidance of doubt, shall not include any time spent in office after the Society is first registered and prior to the 1<sup>st</sup> Annual General Meeting being held. However, in the event that no suitable successor for the President can be found, the Council can, with a 2/3 majority, decide to allow the incumbent President to stand for election for a 3<sup>rd</sup> consecutive term which will then be the maximum number of terms allowed.

The Treasurer may only serve for two consecutive terms of office, which for the avoidance of doubt, shall not include any time spent in office after the Society is first registered and prior to the 1<sup>st</sup> Annual General Meeting being held.

All other office bearers may be re-elected with no restriction on the number of re-elections. The term of office of the Council is two years.

9.5 Except as provided in Article 7.2, all resolutions can be passed at Council Meetings by a simple majority and in the event of an equality of votes, the President has the casting vote. A resolution in writing signed by not less than fifty percent (50%) of all the Council Members including the President shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may be contained in a single document or may consist of several documents all in like form. For the purpose of this Rule, "in writing" and "signed" include approval by email.

9.6 The meetings of Council may be conducted by means of video conferencing or other methods of simultaneous communications. A meeting conducted by such means shall be deemed to have been held at the place agreed upon by the Council attending such meeting. The minutes of meetings conducted in the aforesaid manner signed by the President shall be conclusive evidence of any resolutions passed at such meetings.

9.7 In the event there is a need to discuss matters of sensitivity, high importance or urgency, the President or in his absence, the Vice-President, shall have the power to call for a Standing Committee meeting. The Standing Committee shall comprise no fewer than three of the following Office Bearers: President, Vice President, Secretary or Treasurer.

## **Article 10 – Vacancy of the President**

10.1 In the event the office of President shall become vacant for any reason, the Vice-President shall advance in office. In the event such provision for advancement shall fail to fill the office of President, the Council shall thereon call a special election, giving each member of the Society two (2) weeks' prior notice of the time and place thereof, which time and place shall be determined by the Council, and such office shall be filled at said election meeting. The new President shall act only for the duration of the remaining term of the former President.

10.2 In the event of vacancy in any other office, other than that of President, before the end of the term of office, the Council shall have the option of appointing an existing member from the Council to fill

the post. Should there be no suitable candidate, the Council shall have the option of co-opting any member of the Society to fill the vacancy until the next election. Any changes in the Council shall be notified to the Registrar of Societies within two (2) weeks of the change.

### **Article 11 - Duties of the Executive Committee (EXCO)**

11.1 The President shall chair all General and Council Meetings, and be responsible for the administration or management of the Society and shall represent the Society in its dealings with outside parties.

11.2 The Vice-President shall deputise for the President in his absence.

11.3 The Secretary shall keep minutes of all Council Meetings, as well as all records, except financial, of the Society and shall be responsible for their correctness. He shall maintain an up-to-date Register of Members at all times.

11.4 The Treasurer shall keep all funds, and collect and disburse all monies on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to S\$1,000 per month for petty expenses on behalf of the Society. He will not keep more than a certain amount of cash (the sum to be determined by the Council) and money in excess of this will be deposited in a bank to be designated by the Council. Cheques and other bank instruments for withdrawals from the bank will be signed by the Treasurer, and either the President or the Vice-President. The signing limits and tiers of signatory shall be based on a quantum to be approved at the General Meeting.

11.5 Co-opted Council Members shall assist in the general administration of the Society and perform other duties assigned by the Council from time to time.

### **Article 12 - Membership Committee**

12.1 The Membership Committee shall consist of the President, the Vice- President, and one or more Council Members to be determined by the Council.

12.2 The Membership Committee shall have the power to:

12.2.1 Consider and accept membership of the Society;

12.2.2 Propose changes to the membership fees or any other fees (if any) payable by members; and

12.2.3 Review and maintain the Society's Code of Professional Conduct, ensuring that it reflects high standards and is comparable with good practice in other professional bodies. Recommend any necessary changes for approval by the Council.

12.3 All matters such as those mentioned in 12.2 and other matters arising at any meeting of the Membership Committee shall be decided by a simple majority of the votes by signing by not less than fifty percent (50%) of all the Council Members.

### **Article 13 – Certification Committee**

13.1 The Certification Committee shall consist of the President, the Vice- President, and two or more Council Members to be determined by the Council.

13.2 The Certification Committee shall have the power to:

13.2.1 Consider and accept estate planning courses to be certified by the Society;

13.2.2 Review certified courses for their academic rigour and continuing relevance to the members of the Society.

13.3 All matters such as those mentioned in 13.2 and other matters arising at any meeting of the Certification Committee shall be decided by a simple majority of the votes by signing by not less than fifty percent (50%) of all the Council Members

#### **Article 14 - Audit and Financial Year**

14.1 An internal Honorary Auditor will be appointed at each Annual General Meeting and shall be eligible for reappointment. The accounts of the Society shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Society exceeds S\$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

14.2 The internal Honorary Auditor will be required to audit the annual accounts and present a report upon them to the Annual General Meeting.

14.3 The financial year shall be from 1st January to 31st December.

#### **Article 15 - Supreme Authority and General Meetings**

15.1 The supreme authority of the Society is vested in a General Meeting of the members presided over by the President.

15.2 At least one-quarter (1/4) of the total voting membership or thirty (30) voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

15.3 An Annual General Meeting shall be held within 3 months from the close of the financial year.

15.4 Special Meetings of the Society may be called by the President, in his discretion, and shall be called by the President when requested by the Council or the request in writing of not less than one-quarter (1/4) of the total membership or thirty (30) voting members, at a time and place determined by the person or body requesting the same. Notice of Special Meetings setting forth the purpose, time and place thereof shall be given to each member of the Society by mail or by personal delivery or by electronic means such as email to each member's last known email address, at least two (2) weeks prior to the date thereof.

15.5 If the President does not within two (2) months after the date of the receipt of the written request proceed to convene the Special Meeting, the members who requested for the Special Meeting shall convene the special meeting by giving two (2) weeks' notice to voting members setting forth the purpose, time and place and simultaneously posting the agenda on the Society's notice board.

15.6 Unless otherwise stated in this Constitution, voting by proxy is allowed at all General and Special Meetings.

15.7 At least two (2) weeks' notice shall be given of an Annual General Meeting and any other General or Special Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the

Secretary to all voting members. The agenda for the Annual General Meeting shall include the following:

- The previous year's financial account and annual report of the Society;
- Auditor's report; and
- Where applicable, the election of Office-Bearers

15.8 In the event that there is no quorum at a General Meeting, the meeting shall be adjourned for half an hour. Should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend the existing Constitution. For non-constitutional matters, resolutions shall be passed by simple majority of votes cast.

## **Article 16 – Prohibitions**

16.1 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.

16.2 The funds of the Society shall not be used:

16.2.1 To pay the fines of members who have been convicted in a court of law; or

16.2.2 To pay the legal costs, loss and damages suffered or payable by any individual in any action or proceeding commercial against him/her in his/her personal capacity or as an individual;

Provided that the Society may at its absolute discretion and subject to prior approval of the Council use the funds of the Society to defend the good name of the Society.

16.3 The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

16.4 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

16.5 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its Office-Bearers or members unless with the prior approval in writing of the relevant authorities.

16.6 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of relevant authorities, where necessary.

## **Article 17 – Amendment of Constitution**

The Constitution may be amended at any Annual General Meetings or Special Meetings of the Society by two-thirds (2/3) vote of those present and actually voting; provided that no such action shall be taken at any meeting unless at least one-quarter (1/4) of the total voting membership or thirty (30) voting members, whichever is the lesser, are present at the meeting and unless notice of the said meeting has been duly sent to every member at least two (2) weeks before the date of the meeting. Such notice shall be given to each member of the Society by mail or by personal delivery or by electronic means such as email to each member's last known email address. The amendments shall not come into force without the prior sanction of the Registrar of Societies.

## **Article 18 - Interpretation**

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

## **Article 19 – Disputes**

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

An EGM may be called by the President, in his discretion, and shall be called by the President when requested by the Council or the request in writing of not less than one-quarter (1/4) of the total membership or thirty (30) voting members, at a time and place determined by the person or body requesting the same. Notice of an EGM setting forth the purpose, time and place thereof shall be given to each member of the Society by mail, email or personal delivery, at least two (2) weeks prior to the date thereof.

If the President does not within two (2) months after the date of the receipt of the written request proceed to convene the EGM, the members who requested for the EGM shall convene the EGM by giving two (2) weeks' notice to voting members setting forth the purpose, time and place and simultaneously posting the agenda on the Society's notice board.

## **Article 20 – Dissolution**

20.1 The Society shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the members of the Society expressed, either in person or by proxy, at a General Meeting convened for the purpose.

20.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be donated to deserving charitable institutions as decided by the Council.

20.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.