



**THE SINGAPORE ASSOCIATION OF
THE INSTITUTE OF CHARTERED
SECRETARIES AND ADMINISTRATORS
(SAICSA)**

CONSTITUTION

SAICSA Constitution

1 NAME

The Association shall be known as The Singapore Association of the Institute of Chartered Secretaries and Administrators (hereinafter referred as "the Association").

2 DEFINITIONS

- a. "The Institute" means The Institute of Chartered Secretaries and Administrators.
- b. "The Association" means The Singapore Association of The Institute of Chartered Secretaries and Administrators.
- c. A "Member" means a Fellow or Associate of the Institute resident in Singapore who has satisfied the conditions stipulated in the bye-laws of the Association and who has been admitted to membership of the Association.
- d. A "Registered Student" means a student who has registered with the Association and who has satisfied the admission eligibility criteria stipulated by the Association.
- e. A "Practising Member" means a 'Member' as defined in 2(c) above and who holds a valid and current Practising Certificate issued by the Association.
- f. A "Graduate" means a Graduate of the Institute resident in Singapore who has satisfied the conditions stipulated in the bye-laws of the Association and who has been admitted as a graduate of the Association
- g. An 'Auditor' means an approved company auditor or a firm of certified public accountants.

3. OBJECTS

The objects are:

- a. To provide an Association in Singapore for Members, Graduates and Registered Students.
- b. To promote any scheme which elevate the status of, and advance the interests of the Association and members in Singapore.
- c. To arrange meetings, lectures, the reading of papers on subjects of professional or topical interest and the dissemination by any other means of information considered to be of value to members, graduates and registered students.
- d. To afford opportunities for social contact among Members, Graduates and Registered Students.
- e. To set up a library for the use of Members, graduates and registered students and such other persons as may be determined by the Council.
- f. To purchase, lease, hold, sell, mortgage, charge or otherwise deal with or dispose of any movable and immovable property in line with the objects of the Association.

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4. MEMBERSHIP

Membership shall be limited to fellows and associates of the Institute resident in Singapore.

5. MANAGEMENT

a. Composition of Council

- (i) The Association shall be managed by a Council which shall comprise ten (10) members elected by and from members of the Association (hereinafter referred to as "elected Council member"), the immediate past chairman, and not more than 2 members co-opted 5b(ii).
- (ii) The Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer shall be appointed by the elected Council members from amongst themselves not more than seven days after each Annual General Meeting.

b. Council's Powers to co-opt other members

- (i) The Council shall have the power to co-opt members to fill casual vacancies as necessary and such co-opted Council members shall hold office for the remainder of the terms of those members who had vacated their office.
- (ii) In addition to the power conferred in paragraph (i) above, the Council may at any time during their term of office co-opt not more than two other members to join the Council and such co-opted Council members shall hold office until the next Annual General Meeting.

c. Appointment of Advisers

- i. The Council may from time to time appoint up to two individuals to serve as advisers of the Association. These advisers need not be members of the Association but should be well respected individuals of significant stature in commerce or in public office. Where these advisers are members of the Association, they should be Fellows of the Association.
- ii. The appointment of advisers is by invitation only and their term of office shall be for a two-year term.
- iii. Advisers shall attend Council meetings in an advisory capacity but do not have voting rights.

d. Subcommittees

The Council shall in its absolute discretion delegate powers to any subcommittee(s) to carry out any duties which the Council may entrust them to perform.

e. Council Meetings

The Council shall hold a minimum of six meetings a year. Half of the total number of Council members present shall form a quorum.

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6. COUNCIL-ELECTION AND RETIREMENT

a. Elections

Nominations for election to the Council must reach the Honorary Secretary at least three calendar days before the Annual General Meeting. Each member standing for election shall be proposed by one member and seconded by another member and the nominee shall signify his consent on the nomination form. The nominee, the proposer and the seconder must not be in arrears of subscription.

b. Terms of office

All elected Council members shall hold office for a term of two years subject to the retirement provision in Rule 6(c) below.

c. Retirement

- i. One-half of the elected Council members, or the number nearest thereto, shall retire by rotation each year, those who have been longest in office being selected first, but shall be eligible for re-election without re-nomination.
- ii. In the event of a tie between longest serving members, the member or members to retire shall be determined by lot.
- iii. Notwithstanding the above, no elected member shall hold the office of Chairman for more than four consecutive years and of Honorary Treasurer for more than two consecutive years.

7. VOTING RIGHTS

- a. Subject to a quorum being present at any meeting every question shall be decided by a majority of the members present.
- b. Graduates and registered students shall not be entitled to vote at any ordinary Meetings, Annual General Meeting or Special General Meeting.

8. ORDINARY MEETINGS

- a. Ordinary Meetings of members of the Association shall be held at such times and places as the Council may appoint.
- b. The Chair shall be taken by the Chairman, or in his absence, by the Vice Chairman or, if these officers are absent, the members shall elect a Chairman for the occasion.

9. ANNUAL GENERAL MEETINGS

The Annual General Meeting shall be held not later than 31 March in each year to receive the Council's report and Financial Statements for the preceding year ended 31 December; to elect Council members; to elect an Auditor for the ensuing year; and to transact any other business for which notice in writing must have been given to the Honorary Secretary at least three days before the Annual General Meetings.

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10. SPECIAL GENERAL MEETINGS

The Honorary Secretary shall convene a Special General Meeting:

- a. at the request of the Chairman,
- b. if the Council so resolve, or
- c. upon receiving a requisition from ten or more members

The notice convening such a meeting shall state fully the objects for which it is called and shall be held within one month from the receipt of a request, the passing of a resolution, or the receipt of a requisition as the case may be.

11. DECISION OF CHAIRMAN

The Chairman at any meeting shall, where there is an equality of votes, have the right to give a second or casting vote. The Chairman shall decide points of order and practice at any meeting and his decision shall be final.

12. NOTICES

At least seven clear days' notice of all meetings shall be given to each member.

13. MINUTES

The minutes of Ordinary Meetings, Annual General Meetings, Special General Meetings and Council Meetings shall be recorded by the Honorary Secretary.

14. QUORUM

- a. No meeting shall proceed with business of the Association unless a quorum is present.
- b. The quorum necessary for the transaction of business at meetings of members (namely Ordinary Meetings, Annual General Meeting or Special General Meetings) shall be ten of the members present in Singapore at the time.
- c. If no quorum is present, the meeting shall be adjourned for half an hour and the members present at the expiry of half hour shall form a quorum except that they shall have no power to amend the Constitution.

15. ACCOUNTS

The Honorary Treasurer shall keep proper accounts which shall be made up to the 31st December each year. Such accounts duly certified by the Auditor, shall be laid before the Annual General Meeting together with the Council's Report and Financial Statements.

16. FINANCE

The funds of the Association shall be under the control of the Council. Cheques shall be signed by the Honorary Treasurer or, in his absence, any other member of the Council, duly appointed for the purpose, and countersigned by a member of the Council or a full-time employee of the Association approved by the Council for this purpose.

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17. DUES

- a. Members, graduates and registered students shall pay subscriptions and fees as may be determined by the Council from time to time.
- b. Members who are in arrears of subscription shall not be entitled to attend or vote at any general meeting of the Association.

18. TRUSTEES

- a. The property of the Association shall be vested in the trustees and dealt with by with them as the Council may from time to time direct by resolution (of which an entry in the minute book shall be conclusive evidence).
- b. The Council shall appoint three members of the Association, who are not serving on the Council, as trustees subject to a Declaration of Trust.
- c. The trustees shall hold office until death, resignation or removal from office by the Council. Where by reason of such death, resignation or removal, it is necessary that a new trustee or trustees be appointed, the Council shall nominate the person or persons to be appointed the new trustee or trustees.
- d. The trustees shall be indemnified against risk and expense out of the Association's property.
- e. No trustee shall effect any sale, mortgage or transfer of property without the prior approval of members at a general meeting.
- f. The addresses of immovable properties, names of trustees and any subsequent changes must be notified to the Registrar of Societies.

19. PROHIBITIONS

- a. 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 Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- b. The funds of the Association shall not be used to pay the fines of members who have been convicted in court of law.
- c. The Association 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.
- d. The Association shall not indulge in any political activity or allow its funds and /or premises to be used for political purposes.
- e. The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Council or members unless with the prior approval of the relevant authorities.

20. AMENDMENTS TO THE CONSTITUTION

No alterations, additions or deletions to this Constitution shall be made except at a special general meeting and such amendments shall not come into force until approval of the Registrar of Societies has been obtained.

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21. BYE-LAWS

The Council, where it considers it expedient for the purpose of achieving the Association's objects may introduce Bye-Laws for that purpose.

22. DISPUTES

- a. In the event of any dispute amongst members, they shall table the dispute before an arbitration panel to be constituted as follows:
 - i. Each party to the dispute shall appoint an independent qualified arbitrator each (the nominated arbitrators).
 - ii. A referee shall be appointed by the nominated arbitrators by agreement amongst themselves and the referee shall have a casting vote.
- b. The cost of arbitration shall be borne by the respective parties in their own personal capacities.
- c. The decision of the arbitration panel shall be final and binding on all parties.
- d. For the purpose of this rule, "a dispute amongst the members" means a dispute that divides the members on issues at a general meeting and where such issues cannot be resolved at two general meetings subsequent to the general meeting at which the issues arose.

23. DISSOLUTION

- a. The Association shall not be dissolved except with the consent of at least seventy-five percent (75%) of all voting members residing in Singapore expressed in person or by proxy at a special general meeting convened for that purpose.
- b. In the event of the Association being dissolved as provided by the above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be distributed according to the instructions determined at the general meeting.
- c. A Certificate of Dissolution of the Association shall be given to the Registrar of Societies within seven days of the passing of the resolution of dissolution at the special general meeting.

***** END *****

**THE SINGAPORE ASSOCIATION OF
THE INSTITUTE OF CHARTERED
SECRETARIES AND ADMINISTRATORS
(SAICSA)**

BYELAWS

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1. Members

The Association's membership is made up of Fellows, Associates and Honorary members.

1.1 Fellows

1.1.1 The Membership Committee ("Committee") elects Fellows. For a person to be elected:

- He must have passed the relevant stipulated examinations that he is not exempt from;
- He must satisfy the Committee that, considering his own character and his position, he is fit and proper to be elected;
- His main occupation for at least 8 years in total, and for 3 years in the last 10 years, must have been as:
 - ❑ A secretary, or assistant secretary
 - ❑ A senior executive or administrative position that, in the Committee's opinion, has at least the same status as a secretary or assistant secretary;
 - ❑ A senior academic in a university, or other higher or further education body;
 - ❑ A member in public practice;
 - ❑ Or alternatively, he must have completed any other professional development that the Committee decides on;
- Any experience must have been with one or more organisations that, in the Committee's opinion, justifies electing the person as a Fellow; and
- He must give the Committee any information it requires about his duties and any organisation he has served.

The 8-year qualifying period can be reduced by up to 3 years; see bye-law 1.2.2.

1.2 Associates

1.2.1 The Committee elects Associates. For a person to be elected:

- He must have passed the relevant stipulated examinations that he is not exempt from;
- He must satisfy the Committee that he is fit and proper to be elected;
- His main occupation for at least 6 years, or for periods totaling at least 6 years, must have been in one or more positions that are relevant to the profession of being a Chartered Secretary, or alternatively he must have completed any other professional development that the Committee decides on; and
- He must give the Committee any information it requires about his duties and any organisation he has served.

The 6-year qualifying period can be reduced by up to 3 years; see bye-law 1.3.2.

1.2.2 The Committee can reduce the qualifying periods for election

The Committee can reduce the 8 and 6 year qualifying periods in bye-laws 1.1 and 1.2 by up to 3 years where a person has:

- A degree from a university which the Committee considers of suitable academic standing;

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- A diploma or other certificate which is nationally recognised as being equivalent to a degree from such a university;
- A professional qualification which the Committee recognises as justifying the reduction in the qualifying period; or
- Completed any other professional development that the Committee decides justifies reducing the qualifying period.

1.3 Honorary members

The Council appoints Honorary members as set out in Article 15 of the ICSA Charter. Honorary members are entitled to the same membership privileges as Fellows, except for the right to vote and take part in managing the Association's affairs. Honorary members do not have to pay membership subscriptions or fees.

1.4 People who cannot become members

The following people are automatically prevented from becoming members, unless the Council makes an individual exception:

- those who decline to become Graduates;
- those who do not keep up being a Graduate; and
- those who are not allowed to continue to be Graduates under bye-law 2.6.2, or under the bye-laws dealing with discipline.

1.5 Membership application forms

Applications for membership must be made to the Membership Committee on the appropriate form. The form must be fully completed, and sent with the correct election fee and subscription.

1.6 Professional conduct

For as long as a person is a member, he must observe strictly the standards of professional conduct which the Council requires under Article 4(e) of the ICSA Charter, and the Association's Constitution and bye-laws. The application form referred to in bye-law 1.5 will contain a declaration to this effect.

1.7 Membership certificates

- 1.7.1 When a Fellow or Associate is elected, he is entitled to a membership certificate, which he can keep whilst he is a member.
- 1.7.2 Membership certificates will be in the form decided on by the Council, and they belong to the Association at all times. Certificates must be returned to the Association when a person is no longer a member, unless the Council agrees otherwise.

1.8 Members must give their details the Association

Members must give details to the Association, and keep it informed of any changes relating to:

- their home and business addresses;
- their official positions; and
- any other information that the Council reasonably needs.

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1.9 Subscriptions and Dues

1.9.1 Members must pay their subscriptions and so on promptly

Members must promptly pay subscriptions and other monies due under any regulations made by the Council.

1.9.2 Members who do not pay their subscriptions

If a member does not pay his subscription when it is due his membership will lapse, and his name will be removed from the membership register. A grace period of up to six months can be given. The member will still be liable to pay the amount he owes. The Committee can make general, special or individual exceptions to this bye-law by passing a resolution.

Where the disciplinary bodies are considering a member's conduct, his membership will not lapse under this bye-law until the procedure is complete.

1.10 Resigning membership

1.10.1 Any member who does not owe any money to the Association can resign by writing to the Association. He must return his membership certificate with his resignation letter, unless the Committee agrees otherwise.

1.10.2 The Council can refuse to accept a resignation where the disciplinary bodies are considering a member's conduct (under bye-law 5).

1.10.3 A member who resigns is not entitled to any refund of his subscription.

1.11 Re-electing members

To be re-elected as a member, a person must comply with the prevailing bye-laws, and any other conditions stipulated by the Committee.

2 Graduates

2.1 When a person has passed the relevant stipulated examinations that apply to him, he becomes a Graduate (Grad. ICSA) unless he declines in the three months after the Association notifies him that he has passed. The Council can fix a different period.

2.2 While he is a Grad.ICSA, a person can describe himself as a Graduate of the Association, and use the designatory letters 'Grad.ICSA' after his name. However, he must not describe himself as a Chartered Secretary. A Graduate is entitled to a certificate stating he is a Graduate

2.3 A Grad.ICSA is not a member of the Association, and is not entitled to attend or vote at any general meetings.

2.4 A Grad.ICSA is, however, subject to the same disciplinary rules as a member.

2.5 A Grad.ICSA must pay an annual subscription at a level decided by Council, but this must not be more than the subscription for Associates.

2.6 Moving on from being a Graduate

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2.6.1 Grad.ICSA should apply to become either an Associate or a Fellow within 10 years of becoming a Graduate.

2.6.2 The Committee will consider the cases of Grad.ICSA who do not meet the requirements to become an Associate or a Fellow (set out in bye-laws 1.1 and 1.2) within the 10 years to decide whether they can, or cannot, continue to be Grad.ICSA. The Committee can impose conditions for a person to continue as a Grad.ICSA.

3 Affiliated persons

3.1 The Committee can invite people who have not passed the relevant stipulated examinations to take part in activities which support the Association's objectives. They are affiliated persons, and they are not members. The Committee can make regulations about them, and these can set subscriptions or fees to be paid by them to the Association.

4 Members in public practice

4.1 A member can only carry on public practice as a Chartered Secretary in Singapore if he has a valid practising certificate issued under regulations made by the Council.

4.2 The regulations referred to in bye-law 4.1 must set out, among other things:

- the definition of 'public practice as a Chartered Secretary';
- the qualification and experience required;
- the professional standards and rules which must be upheld;
- the fee for granting, and renewing, a practising certificate;
- when a practising certificate can be withheld, withdrawn or suspended; and
- the procedure for dealing with complaints against members in public practice.

4.3 The Committee can pass regulations relating to practising certificates, but they must be consistent with the bye-laws.

5. Disciplinary proceedings

5.1 Disciplinary bodies

5.1.1 The Association's disciplinary bodies are:

- The National Investigation Group sets up to investigate matters referred to in bye-law 5.2.7;
- The Disciplinary Tribunal sets up to carry out the duties set out in bye-law 5.2;
- The Appeal Tribunal sets up to hear appeals against decisions of the National Disciplinary Tribunal, as sets out in bye-law 5.4.

5.1.2 The Council will appoint and confirm appointments to all the disciplinary bodies.

5.1.3 The Council can remove members from all or any of the disciplinary bodies.

5.1.4 At least once every three years the Council must review the membership of the disciplinary bodies and their operations. After carrying out the review, the Council can appoint and remove members.

5.1.5 There must be no overlap in the members of any of the disciplinary bodies which consider a particular case.

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5.1.6 Members of the disciplinary bodies stay in office until they resign or are removed by the Council.

5.1.7 One-off Investigation Groups

The National Disciplinary Tribunal can ask the Council to confirm the appointment of a one-off Investigation Group if it appears that disciplinary action is appropriate against a council member.

5.2 Disciplinary Procedures

5.2.1 The Council must make regulations setting out the constitution and procedures to be followed by the disciplinary bodies established under bye-law 5.1.

5.2.2 The Council can, if it considers it necessary or desirable, appoint people who are not members of the Association to the disciplinary bodies and where appropriate as Chairman of the body. However, non-members must not make up more than one third of the membership of any disciplinary body.

5.2.3 If it appears that a member might have done any of the things referred to in bye-law 5.2.7, the National Investigation Group, or a one-off Investigation Group, will investigate this in the way it thinks right, and decide whether or not to refer the matter to the National Disciplinary Tribunal.

5.2.4 If the National Investigation Group decides to refer a matter to the National Disciplinary Tribunal under bye-law 5.2.3, it must provide a written report of its investigation, with any supporting evidence it thinks appropriate. The National Investigation Group must state whether in its opinion there are sufficient grounds to bring one or more charges, and if so what charge or charges the member should answer.

5.2.5 If the National Investigation Group report states that there are grounds to bring one or more charges, the National Disciplinary Tribunal must arrange for the charges to be heard. The National Disciplinary Tribunal must at the same time give the member a copy of the National Investigation Group's report.

5.2.5 The member, and any representative whose name he has given to the National Disciplinary Tribunal in writing, can:

- attend and be heard at the hearing;
- call and cross-examine witnesses; and
- make written representations about any charges.

5.2.6 After the hearing, the National Disciplinary Tribunal must consider and decide whether it is satisfied that each charge has been proved.

5.2.7 If it is found, by the procedure set out in these Bye-laws and any consistent regulations made by Council under bye-law 5.2.1, that a member has:

- a. become bankrupt or insolvent;
- b. been convicted of an offence which might bring discredit on the Association or the Profession;
- c. failed to uphold the code of professional conduct and ethics;
- d. behaved, by doing something or not doing something, in a way considered to bring the Association or the Profession into disrepute;

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- e. disobeyed any decisions of the Council or of its Committees; or broken any of the Association's Bye-laws or Regulations;
- f. failed to comply or co-operate with a disciplinary investigation
- g. failed to comply with a decision or any conditions made by the National Disciplinary or Appeal Tribunal,

The National Disciplinary Tribunal can apply any of the sanctions set out in bye-law 5.3.1.

5.2.8 The National Disciplinary Tribunal must make its decision in a written report setting out:

- a. the details of any charges;
- b. the finding on each charge;
- c. the penalty, or penalties, it recommends for each charge found proved; and
- d. a ruling on whether the report, or any related matter, should be published, and if so how it should be published.

5.2.9 The National Disciplinary Tribunal must give the member a copy of its report and findings together with details of the Appeal procedure.

5.3 Penalties

5.3.1 The National Disciplinary Tribunal can impose one or more of the following penalties as part of its decision under bye-law 5.2.8:

- a. to issue a written reprimand;
- b. to order the member to pay costs;
- c. to fine the member;
- d. to order the member to pay restitution;
- e. to cancel the member's practising certificate and require him to return it;
- f. to deprive the member of his Fellowship or Associateship, either permanently, or for a period, or until he is re-elected as a Fellow or an Associate;
- g. to suspend the member for a specified period, and to decide whether the member should continue to pay his subscription while under suspension;
- h. to call for, and accept, the member's resignation;
- i. to expel the member, and remove his name from the membership register;

5.3.2 A penalty does not affect the member's liability to pay his subscription and any other money he owes to the Association.

5.4 Appeals

5.4.1 A member can appeal against the National Disciplinary Tribunal's decision against him, or against part of it. To appeal the member must ask in writing for the Appeal Tribunal to consider the appeal, giving the grounds for the appeal.

5.4.2 The appeal notice must be received by the Chief Executive of the Association within 28 days from the day after the notice of the National Disciplinary Tribunal's decision was sent to the member.

The appeal notice can be given to:

- a. the person who gave the member the notice of the decision;
- b. the Secretary; or
- c. any other person who is authorised to receive it.

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If the appeal notice is given by telephone, or in any other electronic way, it must be confirmed in writing within 14 days.

- 5.4.3 The National Disciplinary Tribunal's decision will be carried out immediately after 28 days if an appeal notice is not received.
- 5.4.4 If, in accordance with bye-law 5.4.2, an appeal notice is received on time, the member has six weeks from the end of the 28-day period referred to in bye-law 5.4.2 to submit his written appeal application.

The appeal application must set out the grounds for the appeal in detail.

- 5.4.5 The Appeal Tribunal can refuse to hear an appeal if it considers, in all the circumstances, that the request is frivolous or without merit.
- 5.4.6 The Appeal Tribunal will decide how it will hear an appeal.

A member alone, or any representative whose name he has given to the Appeal Tribunal in writing, or both, can:

- a. attend the hearing of the appeal;
 - b. be heard at the hearing;
 - c. call witnesses;
 - d. cross-examine witnesses; or
 - e. make written representations about any charges.
- 5.4.7 After it has heard an appeal, the Appeal Tribunal must reach a decision, which must cover:
- a. details of the decision appealed against;
 - b. a summary of any additional evidence considered;
 - c. the finding on each charge appealed against;
 - d. whether any penalty should be confirmed, quashed, reduced or increased;
and
 - e. whether, and if so how, the appeal decision, and anything relating to it, should be published, and whether this will include the member's name.
- 5.4.8 The Appeal Tribunal must send a copy of its decision to the member, and its decision will be carried out immediately.
- 5.4.9 The decision of the Appeal Tribunal will be final.
- 5.4.10 The decisions of all the National Disciplinary Tribunal and Appeals Tribunal will be reported to Council and recorded by the Secretary.

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