



# THE MARITIME LAW ASSOCIATION OF SINGAPORE

c/o Rodyk & Davidson LLP

80 Raffles Place #33-00 UOB Plaza 1, Singapore 048624

Tel: (65) 64551755 Fax: (65) 6557 2522 Email: mail@mlas.org.sg

## **THE CONSTITUTION OF** **“The Maritime Law Association of Singapore”**

### **1. NAME AND PLACE OF BUSINESS**

- a) The name of the Association shall be **“THE MARITIME LAW ASSOCIATION OF SINGAPORE”** hereinafter referred to as the “Association”.
- b) The place of business of the Association shall be at “M/s Haridass Ho & Partners, 24 Raffles Place #18-00 Clifford Centre Singapore 048621” or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies.

### **2. OBJECTS**

The objects and purpose for which the Association is constituted are:

- a) To promote the study and advancement of maritime law and its administration in Singapore.
- b) To promote and to consider with other associations proposals for the unification of the maritime law and practice of different nations.
- c) To afford opportunities for the discussion and consideration of matters of interest to members of the Association and to undertake or to assist in the preparation and promotion of agreements and arrangements in respect of such matters.
- d) To do all such other lawful things as are incidental to or conducive to the attainment of the above objects or of any of them.



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## 3. MEMBERSHIP

There shall be the following classes of members.

a) Constituent Members

Any body of persons registered in Singapore, interested in the objects of the Association may be considered for constituent membership at a General Meeting of the Association decided by a majority of those present and voting. Each body so admitted shall be entitled to nominate from time to time one representative (with power to appoint an alternate) to attend the Meetings of the Association and to vote thereat and of any of the Association's committees of which he is a member.

b) Individual Members

Any person above twenty-one (21) years of age interested in the objects of the Association and all Advocates and Solicitors who hold a practising certificate in Singapore shall be eligible for Individual Membership. All such applications shall be considered by the Executive Committee. Each member shall be entitled to vote at the Meetings of the Association and of any of the Association's committees of which he is a member.

c) Honorary Members

The Association may elect as an honorary member any person who may render special services in the advancement of the objects of the Association. Honorary members shall not pay any subscription and shall not have the right to vote and hold office.



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d) Honorary Life Members

The Association may elect as an honorary life member, any member who has rendered special services in the advancement of the objects of the Association. Honorary life members shall not pay any subscription and shall not have the right to vote and hold office.

e) A person wishing to join the Association as Constituent or Individual Member shall submit an application on a prescribed form to the Secretary. A copy of the Constitution shall be provided to every approved member who has paid his first annual subscriptions.

f) Admission to membership shall be at the discretion of the Committee.

## 4. MANAGEMENT & COMMITTEE

a) There shall be a President, a Vice-President, a Secretary, a Treasurer and not more than eight (8) ordinary Committee Members. The immediate Past President of the Association who is not re-elected shall also be an ex-officio member of the Committee. Names of the various officers except the Immediate Past President shall be proposed and seconded at the Annual General Meeting from the representatives of Constituent Members and Individual Members and election will follow on a simple majority vote of the members. The Committee shall serve for one year until their successors have been elected, at the next Annual General Meeting. All officers may be re-elected year after year.

b) The Committee shall meet at least once in three (3) months, after five (5) days' notice to Committee Members. The President may call a committee meeting at any time by giving three (3) days' notice. Four (4) members of the Committee present in person shall constitute a quorum.

c) The Committee consisting of the President, Vice-President, Secretary, Treasurer and Committee Members shall manage the affairs of the Association and shall consist of not less than six (6) and not more than twelve (12) members, elected



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annually. Four (4) members of the Committee voting in person shall constitute a quorum.

- d) The Committee, either on their own initiative or at the suggestion of any member in writing, may consider and report to the General Meeting of the Association such matters as in the opinion of the Committee concern the objects of the Association.
- e) The Committee shall appoint from their number or otherwise as they see fit (and if they see fit with power to co-opt) such sub-committees as may be deemed necessary to accomplish the objects of the Association. Such sub-committees shall report in writing to the Committee and their terms of office shall expire at the following Annual General Meeting of the Association.
- f) The Committee may authorise any sub-committee or one or more representatives of Constituent Members, Individual Members or Honorary Life Members of the Association to represent the Association and present its views at any National or International Conference or other meeting at which it is considered that the objects of the Association call for such representation, including but not limited to the Comité Maritime International ("CMI").
- g) The Committee may from time to time make, vary and revoke byelaws not inconsistent with these rules for the regulation of the internal affairs of the Association and the conduct of the members. All byelaws shall, until revoked by the Committee, be binding on the members.
- h) Any member of the Committee absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee. The Committee shall fill all vacancies between Annual General Meeting in all elected offices, such appointees to hold office until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.



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- i) The Committee has power to authorise the expenditure of a sum not exceeding S\$5,000.00 per month from the Association's funds for the Association's purposes.

## 5. DUTIES OF OFFICE BEARERS

- a) President

The President shall be the Chief Executive Officer of the Association and shall direct and supervise its affairs subject to this Constitution, and shall preside at all general and committee meetings of the Association. He shall have the power to call special General Meetings of the Association and meetings of the Committee. He shall also represent the Association in its dealings with outside persons.

- b) Vice-President

The Vice-President shall perform such duties as may be assigned to him by the President or by the Committee and the Vice-President shall discharge the duties of the President in the absence of the President.

- c) Secretary

The Secretary shall keep all records, except financial of the Association and shall be responsible for their correctness. He shall keep a record of the proceedings of all meetings of the Association. He shall notify all members of the committees of their election or appointment and shall issue notices of all general and committee meetings. He shall keep an up-to-date roll of the members of the Association at all times. He shall do and prepare such other matters as the Committee may from time to time require.

- d) Treasurer

The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and



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shall be responsible for their correctness. He is authorised to expend up to S\$200.00 per month for petty expenses on behalf of the Association. He will not keep more than S\$200.00 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc for withdrawals from the bank will be signed by the President, Vice-President or the Secretary in addition to the Treasurer. In the event that the Treasurer is not present in Singapore to sign cheques, they may be signed by any two of the President, the Vice-President and the Secretary upon notice being given to the Treasurer.

e) Ordinary Committee Members

The Ordinary Committee Members shall assist in the general administration of the Association and perform any duties assigned by the Committee.

## 6. SUPREME AUTHORITY AND GENERAL MEETINGS

- a) The supreme authority of the Association is vested in a general meeting of the members presided over by the President.
- b) The Annual General Meeting shall be held by April each year at such place and time as the President, with the concurrence of the Committee, shall designate. The following points will be considered at the Annual General Meeting:
  - i) The previous financial year's accounts and annual report of the Committee.
  - ii) The election of office-bearers and Honorary Auditors for the following term.
- c) At other times, an extra-ordinary general meeting must be called by the President on request in writing of one-quarter of voting members or thirty (30) voting members whichever is the lower. An extra-ordinary general meeting may be called at any time by the order of the Committee.



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- d) At least one-quarter of voting membership or thirty (30) voting members whichever is lower of the Association present at a general meeting shall form a quorum. In the event of there being no quorum, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any of the existing articles in this Constitution.
- e) At least fourteen (14) days' notice of the Annual General Meeting or an Extra Ordinary General Meeting shall be given to members. If at any meeting neither the President nor the Vice-President be present, the members present shall choose a member of the Committee present to be Chairman of the Meeting.
- f) No Resolution shall be proposed at any General Meeting unless the terms thereof have been previously notified to the secretary, in writing, not less than seven (7) days before the date of the meeting.

## 7. ANNUAL SUBSCRIPTIONS

- a) Annual subscriptions shall be payable by members for the ensuing year and the amount payable shall be fixed at an Annual General Meeting. The subscription for retirees shall either be reduced or waived.
- b) All subscriptions shall be payable in the instance of joining and thereafter in January of each year. If a member falls into arrears with his subscription or other dues, he shall be informed in writing by the Treasurer. If he fails to settle his arrears within thirty (30) days, he may be denied the privileges of membership, including his right to attend and vote at General Meetings. If such member shall be in arrears for more than twelve (12) months, he shall automatically ceased to be a member. The Committee may, at their discretion, reinstate anyone who ceases to be a member under this rule on his paying up all his arrears.



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- c) The rate of the annual subscriptions may only be varied by a general meeting of the members. Any special subscriptions for particular purposes may only be raised from members with the consent of a general meeting of the members.

## 8. AMENDMENTS

This Constitution may be amended by resolution of two-thirds of the voting Members present at any general meeting of the Association. Notice of any such proposed amendment shall be submitted to the Committee not less than twenty-one (21) days before the meeting at which the proposed resolution is to be considered and a copy shall be forwarded to all members before the meeting. Any alteration or additions/deletions to this Constitution shall not come into force without the prior sanction of the Registrar of Societies, Singapore.

## 9. AUDIT AND FINANCIAL YEAR

Two voting members (including Constituent, Honorary or Honorary Life members), not being members of the Committee, shall be elected as Honorary Auditors at each Annual General Meeting and shall hold office for one year only and shall not be re-elected for consecutive years. They shall be required to audit each year's accounts and present a report upon them to the Annual General Meeting. They may be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Committee. The financial year shall be the calendar year.

## 10. INTERPRETATION

The Committee shall be the authority for the interpretation of the Constitution or any Bye-law may be made hereunder and the decision of the Committee shall be final unless it is reversed at a General Meeting of members.



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## 11. EXPULSION

The Committee shall have power to expel any Honorary, Honorary Life, Constituent Member or Individual Member who has violated the rules of the Constitution, or whose conduct shall in the opinion of the Committee render him unfit for membership of the Association. Before any such member is expelled the Secretary shall give him a minimum of seven (7) days' written notice to attend a meeting of the Committee and give an explanation, and shall inform him of the complaints made against him. No member shall be expelled unless a majority of the Committee then present vote in favour of his expulsion.

## 12. PROHIBITIONS

- a) Gambling of any kind and 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 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.
- 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 attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or services to be supplied by them.
- 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, Committee or members.
- f) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.



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- g) The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Registrar of Societies and other relevant authorities.

## 13. DISSOLUTION

- a) The Association shall not be dissolved, except with the consent of not less than two-thirds (2/3) of the voting members of the Association for the time being resident in Singapore expressed, either in person or by proxy, at a general meeting convened for that purpose.
- b) If upon the dissolution of the Association there shall remain after the payment and satisfaction of all its debts and liabilities any assets or property whatsoever, the same shall be divided equally amongst the members and/or donated to approved charity or charities in Singapore.
- c) A certificate of dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies, Singapore.