



THE MARITIME LAW ASSOCIATION OF SINGAPORE

c/o Enterprise Promotion Centres Pte Ltd, 1003 Bukit Merah Central Inno. Centre #02-10

Singapore 159836

Tel: (65) 6377 6617 Fax: (65) 6278 7518

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 “1003 Bukit Merah Central Inno. Centre #02-10 Singapore 159836” or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary. The Association shall have its website at the following address: <http://www.mlas.org.sg/> or such other address as it adopts.

2. OBJECTS

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

- a) To promote the study and to advance reforms in maritime and international trade law and its administration in Singapore.
- b) To provide a forum for discussion and consideration of issues affecting maritime and international trade law and its administration in Asia.
- c) To promote and to consider with foreign and other Associations proposals for the unification of maritime and international trade law and practice of different countries.



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- d) 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.
- e) To represent Singapore at the Comité Maritime International conferences as the national member.
- f) 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.

3. MEMBERSHIP

There shall be the following classes of members.

a) Institutional Members

Any body of persons registered in Singapore, interested in the objects of the Association may be considered for Institutional 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) Corporate Members

Any body of persons registered in Singapore, whether as a firm, partnership or corporation, interested in the objects of the Association may be considered for Corporate Membership at an Annual General Meeting of the Association by a majority of those present and voting. Each Corporate Member shall be entitled to nominate representatives, not exceeding five in number, to attend any meetings of the Association and to vote thereat and of any of the Association's committees of which he is a member.



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c) 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.

d) Judicial Membership

Any person who is a judge or judicial officer of a court in Singapore and who is substantially concerned with maritime and international trade law shall be eligible for Judicial Membership, which shall terminate when the member ceases to hold office.

e) Law Student Membership

Any person who is enrolled as a student in a Singapore school of law, and who has expressed an interest in the practice of maritime and mercantile law, may be eligible for Law Student membership, which shall terminate at the end of the calendar year in which the member graduates or ceases to be a student at the Law School. A Law Student applicant shall file with the Secretary an application for Law Student membership on a form provided by the Association, accompanied by a one-time subscription in an amount set by the Executive Committee. Each application shall be supported by evidence of enrollment at the school of law, which shall be annexed to the application.

f) Honorary Member

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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g) 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.

4. APPLICATION FOR MEMBERSHIP

- a) A person, institution or corporate body wishing to join the Association should submit his/its particulars to the Secretary on a prescribed form.
- b) The Executive Committee will decide on the application for membership.
- c) A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.

5. 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 "Executive Committee"). The immediate Past President of the Association who is not re-elected shall also be an ex-officio member of the Executive Committee. Names of the various officers except the Immediate Past President shall be proposed and seconded at the Annual General Meeting from the representatives comprising members and election will follow on a simple majority vote of the members. The Executive 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 Executive Committee shall meet at least once in three (3) months, after five (5) days' notice to Executive Committee Members. The President may call a committee meeting at any time by giving three (3) days' notice. Four (4) members of the Executive Committee present in person shall constitute a quorum.



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- c) The Executive Committee shall manage the affairs of the Association and shall consist of not less than six (6) and not more than twelve (12) members, elected annually. Four (4) members of the Executive Committee voting in person shall constitute a quorum.
- d) The Executive 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 Executive Committee concern the objects of the Association.
- e) The Executive 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 Executive Committee and their terms of office shall expire at the following Annual General Meeting of the Association.
- f) The Executive Committee may authorise any sub-committee or one or more representatives comprising 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 Executive 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 Executive Committee, be binding on the members.
- h) Any member of the Executive Committee absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Executive Committee. The Executive Committee shall fill all vacancies between Annual General Meetings in all elected offices, such appointees to hold office until the next Annual General Meeting. Any changes in the Executive Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.



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- i) The Executive 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.

6. 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 Executive 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 Executive 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 Executive Committee may from time to time require.

- d) Treasurer



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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 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 Executive 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 Executive Committee.

7. 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 Executive 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 Executive Committee.
 - ii) The election of office-bearers and Honorary Auditors for the following term.



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- 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 Executive Committee.
- 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 Executive 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.

8. ANNUAL SUBSCRIPTIONS

- a) The annual subscriptions shall be fixed at an Annual General Meeting and shall be payable upon joining the Association or on 1 January of the ensuing year, as the case may be, with the exception of Law Student members, who shall only be required to pay a one-time subscription as provided for in Article 3(e) above.

The following classes of members shall be exempt from the payment of dues:

- (i) Honorary and Judicial Members; and



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- (ii) Members in good standing who have, as of 1 January in any year, maintained membership in the Association for 25 years. A Member(s) so exempted shall be designated as Honorary Life Member.

- b) 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 cease to be a member. All outstanding arrears must be fully paid up before membership can be reinstated. The Executive Committee may, at its discretion, reinstate anyone who ceases to be a member under this rule on his paying up all his arrears.
 - (i) 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.
 - (ii) Any additional funds required for special purposes may only be raised from members with the consent of the general meeting of the members.
 - (iii) The income and property of the Association whensoever derived shall be applied towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person claiming through any of them.

9. AMENDMENTS



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This Constitution may be amended at an Annual General Meeting by a vote of at least two-thirds of those present and voting, provided notice of any such proposed amendment shall be submitted to the Executive 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.

10. AUDIT AND FINANCIAL YEAR

Two voting members (including Honorary or Honorary Life members), not being members of the Executive 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 Executive Committee. The financial year shall be the calendar year.

11. INTERPRETATION

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

12. EXPULSION

- a) The Executive Committee shall have power to expel any member who has violated the rules of the Constitution, or whose conduct shall in the opinion of the Executive Committee render him unfit for membership of the Association.
- b) 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 Executive



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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 Executive Committee then present vote in favour of his expulsion.

13. 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 a 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 hold any lottery, whether confined to its members or not, in the name of the Association or its office bearers, Executive Committee or members unless with the prior approval of the relevant authorities.
- e) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- f) The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

14. DISPUTES

- a) All disputes, controversies or differences arising out of or in connection with this Constitution, including any question regarding its existence, validity or termination, shall be submitted to the Singapore Mediation Centre ("SMC") and the Law Society Arbitration Scheme ("LSAS") for resolution by mediation-



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arbitration, which procedure is deemed to be incorporated by reference to this clause.

- b) The Constitution and all its subsequent variations shall be subject to, governed by and interpreted in accordance with the laws of Singapore for every purpose.

15. 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.