

CONSTITUTION OF ASSOCIATION OF PROCESS INDUSTRY

INTERPRETATION CLAUSE

1. In these Clauses, unless the context requires otherwise:
 - “the Association” shall mean the ASSOCIATION OF PROCESS INDUSTRY.
 - “General Meeting” of the Association shall mean a meeting of Members duly convened and held in accordance with these Clauses whether an Annual General Meeting or an Extraordinary General Meeting.
 - “Members” shall mean a company, partnership or other body corporate whose name shall have been entered on the Register of Members and, where a Member has appointed a Representative and/ or an Alternative in accordance with the Clauses.
 - “Registered office” shall mean the office of the Association for the time being under the provisions of Clause 3.
 - “Representative” shall mean representative referred to in Clause 5.2.(b) as long as he is qualified there under to be a Representative.
 - “the Clause” shall mean the Clauses herein contained and any future additions, amendments, deletions or modifications thereto.
 - Words importing the singular number only shall include the plural number and vice versa as the case may be.
 - Words importing the masculine gender shall include the feminine or neuter and vice versa.

NAME

2. This Association shall be known as the “Association of Process Industry”, hereinafter referred to as the “Association”.

PLACE OF BUSINESS

3. Its place of business shall be at “9 Jurong Town Hall Road, #04-11 Jurong Town Hall, Singapore 609431” or such other address as may subsequently be decided upon by the Executive Council 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.

OBJECTS

4. Its objects are:
 - 4.1 To promote and implement initiatives to upgrade the efficiency and effectiveness of the Members through workers training, certification, management and supervisory skills, mechanisation and establishment of

better work methods, and the setting up and operation of a workers' dormitory either alone or in collaboration with a third party operator subject to the approval of the relevant authorities;

- 4.2 To promote the technical advancement of the science, art, safety, process, work, occupation, practice and standard of Process Industry Plant Construction and Maintenance and the attainment of knowledge thereof and proficiency therein and to conduct research and experiment therein;
- 4.3 To disseminate, extend, impart and promote knowledge of all improved safe work methods of the daily maintenance, turnaround maintenance cum capital projects of Process Industry Plant Construction and Maintenance;
- 4.4 To afford members of the Association opportunities for the exchange of ideas and information with respect to the science, art, safety, process and practices of Process Industry Plant Construction and Maintenance procedures and other allied, ancillary or complementary sciences, arts, processes and safe practices and to encourage exchange or supply of information in relation thereto;
- 4.5 To invite and obtain the opinion, advice, co-operation or assistance for the promotion of any object of the Association or otherwise for its use or benefit of Engineers, Industrialists and other persons of standing or eminence and of any Association or Institute having complementary aims or object to those of the Association;
- 4.6 To provide for the instruction and for the delivery and holding of lectures, exhibitions, demonstrations, classes, public meetings and conferences convened directly or indirectly to advance knowledge and research in the science, art, safety, process, work, occupation and safe practice of Process Industry Plant Construction and Maintenance and any ancillary or complementary sciences, arts, safety, processes or occupations or otherwise for the promotion of any of the objectives of the Association;
- 4.7 To identify, develop, promote and review training initiatives and programme to meet the requirements of the relevant National skill standards and supporting the training needs in the Process Industry;
- 4.8 To establish, endow, offer, give or contribute towards any fellowship, scholarship, prize, medal or award for any proficiency, research, investigation, experiment, literary contribution, essay or effort connected directly or indirectly or in any other manner with the science, art, safety, process, practice or occupation of Process Industry Plant Construction and Maintenance thereof or its use or application for industrial or other purposes;
- 4.9 To promote, hold, convene or participate in any congress or meeting of Associations or individuals for the purpose of discussion or instruction relating to Process Industry Plant Construction and Maintenance in any way

or to the advancement of knowledge thereof or proficiency therein;

- 4.10 To raise, preserve and maintain the status of the occupation or calling of Process Industry Plant Construction and Maintenance Engineering or any branch thereof and to promote the well-being of members of the Association and of all persons and companies engaged in the occupation or Process Industry Plant Construction and Maintenance or any branch thereof;
- 4.11 To take any gift or property (whether subject to any special trust or not) for any one or more of the objects of the Association;
- 4.12 Subject to Clause 16.7, to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions for the funds of the Association in the shape of donations, annual subscription or otherwise;
- 4.13 To print and publish any journal, newspaper, periodical, book or leaflet that the Association may think desirable for the promotion of its objects and to accept and publish advertisements therein or such terms as it considers desirable;
- 4.14 To acquire and dispose of property for any of the object aforesaid; and
- 4.15 To do all such other lawful things as are incidental or conducive to the attainment of the above objects;
- 4.16 To grow the local process supporting industry (in technical capability and proficiency), in safe, healthy and environment-friendly work practices, and in professional esteem in society.
- 4.17 To create awareness and promote good practices on safety, health and environment of the Process Industry.
- 4.18 To conduct training to help the Process workforce to deepen skill and multi-skill with its comprehensive offerings of courses and skills development initiatives.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 5.1 Membership is open to companies, partnerships, and other bodies corporate.
- 5.2 The different classes of membership are as follows:

- (a) Honorary Member

The Executive Council may at its discretion invite a person who has rendered conspicuous service or its eminent in some branch of process industry plant construction and maintenance, engineering, construction or

an allied science, art, safety, process or occupation to become an Honorary Member. An Honorary Member shall pay no entrance fee or subscription and shall have no rights to vote and to hold office in the Association.

The tenure of the Honorary Member will expire at the end of the term of the Executive Council which had invited him or if he submits a written notice of resignation.

(b) Corporate Member

Corporate Membership is open to any Singapore registered company, partnership or other body corporate engaged in the engineering, manufacturing, supporting, refining, maintenance and construction of process plants. A Corporate Member may appoint one representative and an alternative, who must be a salaried employee of the Corporate member or member of its board of directors and is above 21 years of age to act for itself as Corporate member of the Association and to exercise the rights to vote and to hold office in the Association. Each Corporate Member is entitled to one vote.

(c) Associate Member

Associate Membership is open to any company, partnership or other body corporate who/that does not fall under the other membership classes or in the opinion of the Executive Council is not directly associated with the Process Industry Plant Construction and Maintenance, engineering or construction and who is interested in some branches of Process Industry Plant Construction and Maintenance, engineering or construction. An Associate Member may attend meetings of the Association but he shall have no rights to vote or hold office in the Association.

APPLICATION FOR MEMBERSHIP

- 6.1. A company, partnership or other body corporate wishing to join the Association should submit an application for membership to the Secretariat on a prescribed form. The Executive Council will decide on the application for membership.
- 6.2. A membership is valid for one year renewable thereafter for subsequent one-year periods subject to payment of the requisite annual subscription fee.
- 6.3. A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee and the appropriate annual subscriptions.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 7.1. The entrance fees and annual subscriptions shall be determined by the

Executive Council.

- 7.2. Memberships are auto-renewable annually and annual subscriptions are payable in advance within the first month of the financial year. A Member shall on the relevant due date(s) pay in full all subscriptions and other dues payable to the Association. The Executive Council shall have the right to deprive a Member of any of his rights or benefits, suspend his membership and/or terminate his membership if he has failed to make payment of the subscription or other dues payable to the Association after a period of 3 months after the relevant due date of payment. The Executive Council shall have the right to set out the procedures for the collection of all subscription and other dues payable to the Association, and the procedures for depriving a Member of any of his rights or benefits, suspending his membership and/or terminating his membership for failure to pay in full all subscription and other dues.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 8.1. The supreme authority of the Association is vested in a General Meeting of the Members presided over by the President.
- 8.2. An Annual General Meeting shall be held not later than July each year.
- 8.3. At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or 30 voting Members, whichever is the lesser, and may be called at anytime by order of the Executive Council. The request in writing shall be given to the Secretariat setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within 2 months from receiving this request to convene the Extraordinary General Meeting.
- 8.4. If the Executive Council does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the Members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting Members setting forth the business to be transacted and simultaneously posting the agenda on the Association's notice board.
- 8.5. At least 2 weeks' notice shall be given of an Annual General Meeting and at least 10 days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary or Secretariat to all voting. The particulars of the agenda shall be posted on the Association's notice board 4 days in advance of the meeting.
- 8.6. Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings. For election purposes, the proxy must be a salaried

employee and is above 21 years of age from the member partnership, company or other body corporate or a director of the board of directors from the member company and not from any partnership, company, or other body corporate.

- 8.7. The following points will be considered at the Annual General Meeting:
- a. The previous financial year's accounts and annual report of the Executive Council.
 - b. Where applicable, the election of office-bearers for the following term.
 - c. The appointments of auditors and
 - d. Any other business included in the notice of meeting.
- 8.8. Any Member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretariat at least ten (10) working days before the meeting is due to be held.
- 8.9. At least 25% of the total voting membership or 30 voting Members, whichever is the lesser, present at a General Meeting shall form a quorum. A Corporate Member may appoint a representative to attend a General Meeting. The representative shall be taken into account in determining the quorum. Proxies shall not be constituted as part of the quorum.
- 8.10. In the event of there being no quorum at the commencement of a General Meeting, 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 amend any provision of the Constitution.
- 8.11. An Annual General Meeting shall be convened, held or conducted electronically with remote electronic voting as an alternative arrangement to physical meeting

EXECUTIVE COUNCIL

- 9.1 The policies and directions of the Association shall be entrusted to the Executive Council consisting of the following to be elected at alternate Annual General Meetings:

A President

Three Vice-Presidents

A Secretary

An Assistant Secretary

A Treasurer

An Assistant Treasurer

Three Committee Members

- 9.2. Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the Members. All office-bearers, except the Treasurer and Assistant Treasurer may be eligible to be re-elected to the same or related post for consecutive terms of office. The term of office of the Executive Council is two (2) years. The Executive Council may establish the procedure and regulations for election.
- 9.3. Election will be either by show of hands or by a secret ballot, subject to the agreement of the majority of the voting members present. In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favour of one of themselves.
- 9.4. A Meeting of the Executive Council shall be held at least once every (3) months after giving seven days' notice to Executive Council Members. The President may call a Meeting of the Executive Council at any time by giving (5) day's notice. At least $\frac{1}{2}$ of the Executive Council Members must be present for its proceedings to be valid.
- 9.5. Any member of the Executive Council absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Executive Council and a successor may be co-opted by the Executive Council to serve until the next Annual General Meeting. Any changes in the Executive Council shall be notified to the registrar of societies within two weeks of the change.
- 9.6. The duty of the Executive Council is to set the strategic direction and priorities of the Association in accordance with the objects of the Association. The Executive Council may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
- 9.7. The Executive Council shall appoint committees, sub-committees or task force for any special purpose and may nominate members to serve on such committees, sub-committees or task force and delegate to such committees, sub-committees or task force such of their duties and powers as the Executive Council may deem fit.
- 9.8. The Executive Council shall nominate Members or a Member of the Association or such other persons as it deems desirable to represent the Association and serve on any public bodies.

- 9.9. The Executive Council shall commence, prosecute and defend all legal actions and suits as it may deem necessary or expedient in the name of and on behalf of the Association and to compromise or submit to arbitration the said actions and suits as the Executive Council may in its absolute discretion think fit.
- 9.10. The funds of the Association shall be vested in and under the control of the Executive Council who shall receive subscriptions and donations to the funds and shall have power to pay and employ the same at such times and in such manner and for such purposes as it may in its absolute discretion consider desirable for the benefit of the Association.
- 9.11. The Executive Council is empowered to borrow and/or invest and deal with the monies of the Association and provide security on behalf of the Association for any borrowings in such manner as it deems fit and from time to time to vary or realise such investments.
- 9.12. The Association's account shall be kept with such bank or banks as the Executive Council may determine.

DUTIES OF OFFICE BEARERS

- 10.1. The President shall chair all General and Executive Council meetings. He shall also represent the Association in its dealings with outside persons.
- 10.2. The Vice-Presidents shall assist the President and deputise for him in his absence. Should the incumbent President vacate his position during his tenure, for any reason including but not limited to, death, injury, resignation or dismissal, the Executive Council is empowered to appoint an Acting President among the incumbent Vice-Presidents until the next Annual General Meeting.
- 10.3. The Secretary, with the assistance of the Secretariat shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and Executive Council meetings. He shall maintain an up-to-date Register of Members at all times.
- 10.4. The Assistant Secretary shall assist the Secretary and deputise for him in his absence.
- 10.5. The Treasurer and the Assistant Treasurer with the assistance of the Secretariat shall keep all funds and collect and disburse all moneys on behalf of the Association under the direction of the Executive Council and shall keep an account of all monetary transactions. The Treasurer and the Assistant Treasurer shall be responsible for their correctness. The Executive Council is authorised to expend expenditure of a sum up to S\$250,000 per transaction from the Association funds on behalf of the Association for the Association's purposes. The Secretariat shall not keep more than \$4000/- in the form of cash and money in excess of this will be deposited in a bank to be named by the Executive Council. The Assistant Treasurer shall assist the Treasurer and deputise for him in his absence.

- 10.6 The Executive Council may appoint any two of the following to be the authorised signatories for and on behalf of the Association and decide on the manner in which the bank accounts shall operate:

- The President
- Three Vice-Presidents
- The Treasurer
- The Assistant Treasurer
- Executive Director
- General Manager

The expenditure approval limits of the Executive Director and the General Managers are to be determined by the Treasurer and Assistant Treasurer.

For the avoidance of doubt, the Executive Council is empowered to appoint two signatories from the incumbent Vice-Presidents.

- 10.7 The Immediate Past President shall serve as an ex-officio and shall not have any voting rights in the Executive Council.
- 10.8 Executive Council Members shall participate and contribute in setting directions in accordance with the objects of the Association and perform duties assigned by the Executive Council from time to time.
- 10.9 Any Council Member who wishes to resign shall submit his/her resignation, subject to the Executive Council's acceptance, in writing to the Secretary with at least one month's notice.
- 10.10 The Executive Council may appoint any of its Past Presidents as it deems fit as an Honorary President. The terms, functions and duration of the office of Honorary President shall be determined by the Executive Council.

THE SECRETARIAT

- 11.1. The Association shall have the power to appoint a Secretariat consisting of an Executive Director, who shall act as the Chief Executive of the Association, and other staff. The salary and other conditions of appointment of the Executive Director shall be determined by the Executive Council whilst those of all other staff shall be determined by the Executive Director in consultation with the President. The Secretariat shall act under the general directions of the Association through the Executive Council and shall be responsible only to the Association and shall not be obliged to carry out the wishes or instructions of individual Members.
- 11.2 The Executive Director and staff will be salaried employees of the Association and the appointment of such salaried employees may be terminated by the Association subject to the terms and conditions of their appointment(s). The Secretariat shall keep the Executive Council informed of any terminations of any salaried employees of the Association.
- 11.3. Roles & Responsibilities of the Secretariat:

The Secretariat (headed by the Executive Director) supports the Executive Council in the operations of Association and the implementation of the policies and programmes in accordance with the strategic direction and priorities set by the Executive Council.

CESSATION OF MEMBERSHIP

- 12.1. Resignation:
 - 12.1a. Any Member wishing to resign shall give one month's notice in writing to the Secretary via the Secretariat;
 - 12.1b. Any Member so resigning shall cease to have further interest in the funds and/or property/assets of the Association;
 - 12.1c. Any Member so resigning shall upon acceptance of the notice of resignation by the Association, be liable to pay to the Association all arrears of subscription, levies and other sums due at the date to the Association;
 - 12.1d. The Association shall reserve the right to take such action as is necessary, including legal action, to recover any arrears of subscription, levies and other sums due to the Association;
 - 12.1 e. Any Member who or which has resigned and thereafter seeks to rejoin the Association may apply under the provisions of Clause 6, which such said application may be accepted by the Executive Council on such terms and conditions as the Executive Council may decide in the circumstances of the case.
- 12.2. Cessation - A Member shall cease to be a Member of the Association in the following instances:
 - 12.2 a. A resolution has been duly passed for the winding up or dissolution or cessation of the Member or an order of court of competent jurisdiction or an Order or Notice of the competent authority, is made for the dissolution or winding up or cessation of the Member as the case may be;
 - 12.2b. An order adjudging a Member bankrupt.
 - 12.2c. If being a firm, it ceases to be registered with Accounting & Corporate Regulatory Authority (ACRA); and
 - 12.2 d. If being a partnership, it is dissolved and ceases to be registered with Accounting & Corporate Regulatory Authority (ACRA).
- 12.3. Expulsion:
 - 12.3 a. Any Member failing to or refusing to comply or conform with the Constitution of the Association or acts in any way contrary to the interests of the Association shall be liable to be expelled from the Association;
 - 12.3b. Any matter involving the conduct of any Member or the expulsion of the Member from the Association shall be referred by the President to the Executive Council at a meeting thereof specially convened for the purpose.

At least seven (7) days' notice of such meeting must be given to the Member concerned by the Secretariat. The notice shall set out the matters for which the meeting has been specially convened and the Member in question shall be entitled to be heard personally and to be present at the meeting for that purpose before any decision or recommendation of the Executive Council is made;

- 12.3c. Any Member who or which has, in the opinion of the Executive Council present and voting at such meeting, committed a breach of any of the provisions of the Constitution of the Association or who or which has acted in any way contrary to the interests of the Association or whose conduct has in opinion of the Executive Council rendered him unfit to be a Member may be expelled from the Association;
- 12.3d. Any Member expelled shall upon receipt of notice of expulsion from the Association remain liable to pay to the Association all arrears of subscription, levies and other sums due to the Association at that date;
- 12.3e. The Executive Council shall have the discretionary powers to issue a written caution to any Member instead of expelling such Member.

AUDIT AND FINANCIAL YEAR

- 13.1. A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting for a term of 1 year and shall be eligible for reappointment.
- 13.2. They:
 - a will be required to audit each year's accounts and present a report upon them to the Annual General Meeting;
 - b 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 Council.
- 13.3. The financial year shall be from 1st April to 31st March.

TRUSTEES

- 14.1. If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration or trust.
- 14.2. The trustees of the Association shall:
 - a not be more than 4 and not less than 2 in number.
 - b be elected by a General Meeting of Members.

- c not effect any sale or mortgage of property without the prior approval of the General Meeting of Members.
- 14.3. The office of the trustee shall be vacated:
- a if the trustee dies or becomes a lunatic or have unsound mind.
 - b if he is absent from the Republic of Singapore for a period of more than one year.
 - c if he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - d if he submits notice of resignation from his trusteeship.
- 14.4. Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Association's premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.
- 14.5. The address of each immovable properties, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

VISITORS AND GUESTS

15. Visitors and guests may be admitted into the premises of the Association but they shall not be entitled to the privileges of the Association. All visitors and guests shall abide by the Association's rule and regulations.

PROHIBITIONS

- 16.1. Gambling of any kind, 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.
- 16.2. The funds of the Association shall not be used to pay the fines of Members who have been convicted in court of law.
- 16.3. 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.
- 16.4. 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 service which adversely affect consumer interests.

- 16.5. The Association shall not indulge in any political activity or allow its funds and or premises to be used for political purposes.
- 16.6. 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 Council or members unless with the prior approval of the relevant authorities.
- 16.7. 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.

AMENDMENTS TO CONSTITUTION

17. No alteration or addition/deletion to this Constitution shall be made except at a General Meeting and with the consent of two-thirds (2/3) of the voting Members present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

INTERPRETATION

18. In the event of any question or matter pertaining to day-to-day administration, which is not expressly provided for in this Constitution, the Executive Council shall have power to use their own discretion. The decision of the Executive Council shall be final unless it is reversed at a General Meeting of Members.

DISPUTES

19. 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 to a court of law for settlement.

DISSOLUTION

- 20.1. The Association shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the total voting membership of the Association at the present time resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 20.2. In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully

discharged, and the remaining funds will be disposed of in such manner as the General Meeting of Members may determine or donated to an approved charity or charities in Singapore.

203. A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.