

14 June 2023

Notice of ASPRI Annual General Meeting (AGM) 2023

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Association of Process Industry will be held on 21 July 2023 at 3:00pm (registration begins at 2:15pm), at Level 5 Penthouse, Trade Association Hub, 9 Jurong Town Hall Road, Singapore 609431. The agenda is to pass the following Resolutions:

Ordinary Resolutions:

Resolution 1	To confirm and adopt the minutes of the last Annual General Meeting on 20 July 2022
Resolution 2	To receive and adopt the Audited Accounts for the period from 1 April 2022 to 31 March 2023
Resolution 3	To re-appoint BDO LLP as ASPRI's Auditor for the Financial Year 2023 - 2024

Special Resolutions Part 1 – Proposed Non-Technical (Terminology) Changes to Constitution:

Resolution 4	<p>To add on to Clause 1 of the ASPRI Constitution (additions underlined):</p> <p>-- "<u>Process Sector</u>" shall mean the all-related parties, including but not limited to,</p> <ul style="list-style-type: none"> a) <u>the Process plants manufacturing petroleum, petrochemicals, specialty chemicals and pharmaceutical products,</u> b) <u>Process Construction and Maintenance (PCM) contractors involved in the construction and maintenance of the production units within the abovementioned plants, and</u> c) <u>Other related service providers (e.g., logistics, material suppliers) that are involved in in the construction and maintenance of the production units within the abovementioned plants</u>
Resolution 5	<p>To amend Clause 4.2 of the Constitution (deletions struck through and additions underlined):</p> <p>To promote the technical advancement of the science, art, safety, process, work, occupation, practice and standard of Process <u>Sector</u> Industry Plant Construction and Maintenance and the attainment of knowledge thereof and proficiency therein and to conduct research and experiment therein;</p>

<p>Resolution 6</p>	<p>To amend Clause 4.4 of the Constitution (deletions struck through and additions underlined):</p> <p>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 <u>Sector</u> 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;</p>
<p>Resolution 7</p>	<p>To amend Clause 4.8 of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>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 <u>Sector</u> Industry Plant Construction and Maintenance thereof or its use or application for industrial or other purposes;</p>
<p>Resolution 8</p>	<p>To amend Clause 4.9 of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>To promote, hold, convene or participate in any congress or meeting of Association or individuals for the purpose of discussion or instruction relating to Process <u>Sector</u> Industry Plant Construction and Maintenance in any way or to the advancement of knowledge thereof or proficiency therein;</p>
<p>Resolution 9</p>	<p>To amend Clause 4.10 of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>To raise, preserve and maintain the status of the occupation or calling of Process <u>Sector</u> 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 <u>Sector</u> Industry Plant Construction and Maintenance or any branch thereof;</p>
<p>Resolution 10</p>	<p>To amend Clause 4.16 of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>To grow the local pProcess <u>Sector</u> supporting industry (in technical capability and proficiency), in safe, healthy and environment-friendly work practices, and in professional esteem in society.</p>

<p>Resolution 11</p>	<p>To amend Clause 5.2(a) of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>The Executive Council may at its discretion invite a person who has rendered conspicuous service or its eminent in some branch of Process <u>Sector</u> 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.</p> <p>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.</p>
<p>Resolution 12</p>	<p>To amend Clause 5.2(c) of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>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 <u>Sector</u> Industry Plant Construction and Maintenance, engineering or construction and who is interested in some branches of Process <u>Sector</u> 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.</p>

Special Resolutions Part 2 – Proposed Non-Technical (Grammatical) Changes to Constitution:

Resolution 13	<p>To amend Clause 1 of the Constitution (additions underlined):</p> <p>-- “Members” shall mean a <u>person</u>, 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.</p>
Resolution 14	<p>To add on to Clause 1 of the ASPRI Constitution (additions underlined):</p> <p>-- “<u>working days</u>” means a day on which banks are open for general business in Singapore, other than a Saturday, Sunday, or gazetted public holiday.</p>
Resolution 15	<p>To amend Clause 4.1 of the Constitution (additions underlined):</p> <p>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 workers’ dormitory(ies) either alone or in collaboration with a third party operator subject to the approval of the relevant authorities;</p>
Resolution 16	<p>To amend Clause 4.5 of the ASPRI Constitution (additions underlined):</p> <p>To invite and obtain the opinion, advice, co-operation or assistance of <u>subject matter experts</u>, 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;</p>
Resolution 17	<p>To amend Clause 4.13 of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>To print and publish any journal <u>publication</u>, 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;</p>
Resolution 18	<p>To amend Clause 5.2(b) of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>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 (“<u>Representative</u>”). Each Corporate Member is entitled to one vote.</p>

<p>Resolution 19</p>	<p>To amend Clause 8.9 of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>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 <u>representative</u> to attend a General Meeting. The representative <u>representative</u> shall be taken into account in determining the quorum. Proxies shall not be constituted as part of the quorum.</p>
<p>Resolution 20</p>	<p>To amend Clause 9.4 of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>A Meeting of the Executive Council shall be held at least once every <u>three</u> (3) months after giving <u>at least</u> seven (7) <u>days</u>' notice to Executive Council Members. The President may call a Meeting of the Executive Council at any time by giving <u>at least five</u> (5) day's <u>days</u>' notice. At least $\frac{1}{2}$ <u>half</u> of the Executive Council Members must be present for its proceedings to be valid.</p>
<p>Resolution 21</p>	<p>To amend Clause 9.6 of the ASPRI Constitution (deletions struck through):</p> <p>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 <u>shall</u> not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.</p>
<p>Resolution 22</p>	<p>To amend Clause 9.7 of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>The Executive Council shall appoint committees, sub-committees or task force for any special purpose and may nominate members <u>any person</u> 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.</p>

Special Resolutions Part 3 – Proposed Non-Technical (Grammatical & Terminology) Changes to Constitution:

<p>Resolution 23</p>	<p>To amend Clause 4.3 of the Constitution (deletions struck through and additions underlined):</p> <p>To disseminate, extend, impart and promote knowledge of all improved safe work methods of <u>all types of Process and Construction sector activities, which includes but is not limited to</u> of the daily <u>preventive and predictive</u> maintenance, turnaround maintenance cum capital projects of <u>within the Process Sector Industry Plant Construction and Maintenance</u>.</p>
<p>Resolution 24</p>	<p>To amend Clause 4.6 of the ASPRI Constitution (deletions struck through and additions underlined):</p> <p>To provide for the instruction and for the delivery and holding of <u>events, not limited to</u> lectures, exhibitions, demonstrations, classes, public meetings, <u>seminars, webinars, forums, roadshows</u> and conferences convened directly or indirectly to advance knowledge and research in the science, art, safety, process, work, occupation and safe practice of Process <u>Sector Industry Plant Construction and Maintenance</u> and any ancillary or complementary sciences, arts, safety, processes or occupations or otherwise for the promotion of any of the objectives of the Association;</p>

Special Resolutions Part 4 – Proposed Technical Changes to Constitution:

<p>Resolution 25</p>	<p>To amend Clause 4.15 of the Constitution (deletions struck through and additions underlined):</p> <p>To do all such other lawful things as are incidental or conducive to the attainment of the above <u>objects under this Clause 4;</u></p>
<p>Resolution 26</p>	<p>To amend Clause 9.3 of the Constitution (deletions struck through):</p> <p>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.</p>
<p>Resolution 27</p>	<p>To amend Clause 10.5 of the Constitution (deletions struck through and additions underlined):</p> <p>(a) <u>The Treasurer and the Assistant Treasurer, and the Executive Director and such other persons(s) as the Executive Council may from time to time determine (collectively, the “Responsible Persons”)</u> 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.</p> <p>(b) <u>The Responsible Persons, Treasurer and the Assistant Treasurer</u> shall be responsible for their <u>the correctness of the account of all monetary transactions of the Association.</u></p> <p>(c) 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.</p> <p>(d) The Assistant Treasurer shall assist the Treasurer and deputise for him in his absence.</p>

Resolution 28	<p>To amend Clause 10.6 of the Constitution (deletions struck through and additions underlined):</p> <p>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:</p> <ul style="list-style-type: none">-The President-The Three Vice-Presidents-The Treasurer-The Assistant Treasurer- <u>One of</u> Executive Director / General Manager <p>The expenditure approval limits of the Executive Director and the General Managers are to be determined by the Treasurer and Assistant Treasurer.</p> <p>For the avoidance of doubt, the Executive Council is empowered to appoint two signatories from the incumbent Vice-Presidents.</p>
---------------	---

This Notice has been made available on ASPRI's website and may be accessed at <https://aspri.com.sg/event/aspri-annual-general-meeting-agm-2023/>

To download the latest version of the ASPRI Constitution (edited as at 22 July 2022), kindly click [here](#).

Attached in this email are:

Document	Annex
Programme Schedule	A
Minutes of Meeting of AGM 2022	B
Brief Profile of BDO LLP	C
Reply Slip (Corporate Members)	D1*
Reply Slip (Associate Members)	D2*

**For Annex D, ASPRI members will receive either D1 or D2 based on their respective membership.*

A member may email their proposed agendas or questions to admin@aspri.com.sg **no later than 6 July 2023 (Thursday), 5:00pm**. Due to time constraint during the AGM, the EC reserves the right to assess whether the questions or agendas are substantial enough to be tabled during the meeting.

Yours Sincerely,

Mr. Steven Nah

Secretary

Association of Process Industry (ASPRI) 14th Executive Council