

# Articles of Association

Danish Business Association of Singapore

**Revised in June 2021**

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## **DANISH BUSINESS ASSOCIATION OF SINGAPORE (DABS)**

### **RULES**

#### **(A) ASSOCIATION'S NAME AND OBJECTS**

##### **I Name**

The Society shall be known as the DANISH BUSINESS ASSOCIATION OF SINGAPORE, "DABS".

##### **II Place of business**

The registered place of business of the Association shall be at the Royal Danish Embassy, 101 Thomson Road #13-01 United Square, Singapore 307591 or at such other address as from time to time may be determined by the Committee and approved by the Registry of Societies.

##### **III Objects of the Association**

The objects of the Association shall be:

- (a) To provide a forum, on an organised and continuing basis for Danish organisations and their senior executives, Singaporeans and other nationals

who are senior executives of Danish companies, which can identify, examine and discuss matters of common interest affecting economic, industrial and commercial objectives of its members.

(b) To facilitate by lawful means the exchange of views and information between member companies and government bodies and other companies in Singapore and in Denmark.

(c) To seek affiliation with other appropriate bodies in order to develop further the abovementioned objectives.

#### **IV Interpretations**

(a) "The Association" means the Danish Business Association of Singapore - a body registered under the Society's Act (Chap 262 1970 Singapore edition).

(b) "The Constitution" means the Constitution of the Association currently in force.

(c) "The Committee" means the Committee of the Association.

(d) "Roll" means the complete list of all classes of membership of the Society.

(e) "The Office" means the registered place of business of the Association.

(f) "The Seal" means the seal of the Association.

(g) "Month" means the calendar month.

(h) "In writing" means written, printed or lithographed, or partly another, and other modes of representing or reproducing words in a visible form.

(i) Words importing the masculine gender include the feminine gender, and words in the singular shall include the plural.

#### **(B) MEMBERSHIP**

##### **I Class of Membership**

The membership shall consist of:

a ) Corporate Members (voting) and Corporate Members (non-voting)

b ) Individual Members (Non-Voting)

The names of all members shall be entered in the Roll of the Association.

**II Qualification for Membership**

(a) Corporate Voting Membership

i Membership shall be open to all companies, and branch/ representative offices of Danish companies, registered and domiciled in Singapore, in which there is a direct Danish interest.

ii Members shall be entitled through their duly appointed representatives to attend and vote at General Meetings of the Association.

iii Membership shall be unlimited unless the Committee determines otherwise.

iv. Voting members shall be entitled to hold office in the Committee.

Members may appoint an alternate representative who shall be entitled to vote at General Meetings of the Association in the absence of the duly appointed representatives.

(b) Corporate (non-voting) and individual members (non-voting)

i non-voting Membership shall be open to all companies or individuals who in the opinion of the Committee, contribute towards achievement of the objectives of the Association.

ii Subject to the approval of members of the Committee, non-voting Members shall be entitled to hold office in the Committee provided the Associate Member is a Danish national or a fluent Danish speaker.

iii Non-voting Members shall not be entitled to vote at General Meetings of the Association.

iv Non-voting Membership shall be unlimited in numbers unless the Committee determines otherwise.

The Committee's decision as to an applicant's qualification for membership with respect to membership categories shall be final.

### III Application for Membership

(a) Any company or individual, wishing to become a member of the Association shall submit its name to the Honorary Secretary, and shall be required to complete an application for membership in such form as may be determined by the Committee.

(b) All applications for Corporate voting membership, Corporate non-voting membership, and individual membership shall be scrutinised by not fewer than three members of the Committee, and applicants shall be elected by a majority vote. In the event of an equality of votes, the vote of the President, if among the scrutineers, shall be binding, and if not among the scrutineers the application in question shall be referred to the President whose decision shall be binding.

(c) Upon the election of an applicant for Corporate voting membership, Corporate non-voting membership, and individual membership, notice thereof shall be given to the successful applicant, who shall be furnished with a copy of these Rules, and who shall thenceforth be a Corporate voting member, Corporate non-voting member, and individual Member of the Association and shall be deemed to be bound thereby.

### IV Entrance Fees and Subscriptions

The following annual subscriptions shall be payable within 30 days of election and/or annual invoicing, failing which the Committee shall be entitled at its entire discretion to revoke the election of the defaulting Voting Member, Substitute Voting Member or Associate Member.

#### Annual Subscription

Corporate Voting Member and Corporate non-voting Member S\$950.00  
Individual Member S\$100.00

Subscription fee paid by new members admitted after 1 October will cover the remaining period of the year as well as the following calendar year. However, should the subscription fee be revised by the Committee, the difference due to the revision will be settled accordingly.

The elected Committee has the right to change the membership subscription at any time for a permanent or temporary period with the consent of the general meeting of Voting Members. However, the membership fee for the following year has to be notified in writing to members by 1 December of the preceding year. Annual subscription shall be payable in advance for the

year beginning 1 January.

## **V Disciplinary Action**

The Committee may suspend for a period of up to six months, or expel, a Voting Member or Individual Member who is in persistent default of these Rules, or whose conduct is unbecoming or against the interest of the Association. Where the Committee intends to exercise its powers under the Rules, the Voting Member or Individual Member concerned shall be given notice of the conduct complained of, and shall be given a reasonable opportunity to explain his/her position in writing or otherwise. The Committee's decision shall be final and conclusive.

## **(C) MANAGEMENT AND FUNCTION OF THE COMMITTEE**

### **I Governing Body**

A Committee elected at an Annual general Meeting shall conduct the day-to day affairs of the Association.

### **II Members of the Committee**

(a) The Annual General Meeting shall elect a Committee of not less than five but not more than ten members, who shall hold office for a period of time of one year.

(b) In addition to the above paragraph II(a), one non-elected Committee Member shall be the Head for the time being of the Danish Embassy in Singapore.

### **III Composition**

The Committee shall consist of the following:

Elected : One (1) President

One (1) Vice President

One (1) Honorary Secretary

One (1) Honorary Treasurer

Not more than Six (6) but not less than One (1) Committee members

Non-elected: One (1) Honorary Vice President being the Head for the time being of the Danish Embassy in Singapore

#### **IV Election of Committee**

(a) Names for the Committee shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the Voting Members present and voting at a general meeting.

(b) The elected members shall nominate and appoint among themselves the post of President, 1st and 2nd Vice Presidents, Honorary Secretary and Honorary Treasurer. All officers may be nominated each year.

(c) A Committee meeting shall be held whenever considered necessary, and not less than once every three months. At least one half of the Committee members shall be a quorum, and in case an equality of votes, the President, if present, shall have a casting vote. The Committee shall decide all questions by a simple majority. Seven days notice of Committee meetings shall be given.

#### **V Vacancies in the Committee**

(a) The Committee member will lose his/her seat if he/she resigns from the company or leaves Singapore.

(b) The Committee shall have power to appoint a member to fill any casual vacancy on the Committee as Committee member until the next Annual General Meeting. A member so appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election.

#### **VI Powers of the Committee**

(a) The Committee, in addition to the powers hereinafter especially conferred upon them, shall be vested with the direction and general management of the Association for properly carrying out the objects of the Association in accordance with the Constitution.

The Committee shall have the full power to make, alter, add to or reject by-laws and rules regulating the affairs of the Association in any matters not provided for in the Constitution. Such by-laws or rules so made, added to, altered or rejected shall come into operation at such time as is fixed by the Committee.

(b) The Committee shall have power to authorise the expenditure of such sums as it may deem fit from the Association's funds for the Association's purposes

(c) The Committee may appoint a sub-committee and co-opt members to the Committee as and when deemed necessary or expedient.

(d) The Committee shall have power to appoint, pay and dismiss a secretary and such other officers as it may deem necessary.

(e) The Committee may not act contrary to decisions made at General Meetings without first referring such matters to a General Meeting of Voting Members for approval.

## **VII Office Bearers**

(a) The President, and in his absence the 1st or 2nd Vice President, shall:

i act as Chairman at all Committee and General Meetings and shall be responsible for the proper conduct of business at such meetings;

ii represent the Association in its dealings with the Governments of Denmark and Singapore and agencies of those of Government, the media, the public, Chambers of Commerce and other national business groups;

iii have a second and casting vote at General Meetings. However, Associate Member assuming the post of President or Vice Presidents shall not have any voting rights in General Meeting.

(b) The Honorary Secretary shall:

i keep all records, except financial records of the Association;

ii attend all meetings (and in his absence the President, 1st Vice President or 2nd Vice President), record the decisions of the Committee and minute them for approval;

iii be responsible for keeping accurate and up to date records of members of the Association and shall notify the Registry of Societies within the prescribed time of any changes in the office bearers and in the Rules of the Association;

iv keep minutes of all general and committee meetings.

(c) The Honorary Treasurer shall:

i retain all funds collected, and disburse all money on behalf of the



Association and shall keep an account of all monetary transactions, and shall be responsible for their correctness;

ii issue and sign receipts, vouchers and other related documents for money received on behalf of the Association;

iii render such financial reports or statements to be submitted at each Committee meeting and an Annual Statement of Income and Expenditure and Balance Sheet as at 31 of December each year for submission to the Annual General Meeting;

iv deposit all money and other valuables belonging to the Association in such bank or banks as may be designated or approved by the Committee except such sum in cash the amount of which shall be fixed by the Committee from time to time to meet petty cash expenses on behalf of the Association;

v be a co-signatory to cheques above SGD 5,000 issued by the Association. The other co-signatories shall be the President, 1st Vice President, 2nd Vice President or the Honorary Secretary. Only two of the five signatures shall be required .

vi perform such other functions as may be required of him by the Committee.

#### **VIII Sub-Committees**

All sub-committees appointed hereunder shall periodically report their proceedings to the Committee at its meeting and shall conduct their business in accordance with the directions of the Committee.

#### **(D) ASSOCIATION'S MEETING**

##### **I Annual General Meetings**

(a) The Annual General Meeting shall be held not later than 31 March of each year, on a day to be fixed by the Committee.

(b) The new Committee elected shall take office on 1 April and the outgoing Committee shall be responsible for all official activities of the Association occurring before 31 March.

##### **II Business considered at Annual General Meetings**

(a) The following business will be considered at the Annual General Meeting:

i to receive from the Committee a report, Balance Sheet and Statement of Accounts for the preceding financial year and budget for the current financial year;

ii to elect the office bearers for the following year;

iii to appoint an auditor for the following year;

iv to transact any other business which may properly be brought forward at the meeting.

(b) Voting shall be by simple majority of the Voting Members present and voting at a general meeting except otherwise stipulated and shall on request by a majority of those present be by a secret ballot. Each member shall be entitled to a single vote.

(c) At least one (1) month before the Annual General Meeting, the Honorary Secretary shall send a notice of such meeting and particulars of the Agenda to every member.

(d) Any member who wishes to add to the agenda any new item of a nature concerning the Association or members which can only be discussed at a general meeting may do so by giving notice to the Honorary Secretary seventeen (17) days before the General Meeting is scheduled to be held.

(e) The Report, Balance Sheet, Statement of Accounts, Budget and additions to the Agenda which can only be discussed at a General Meeting shall be placed in the registered place of business of the Association and circulated to all members at least fourteen (14) days before the Annual General Meeting.

### III Extraordinary General Meetings

(a) The Committee may at any time for any special purpose, call an extraordinary general meeting and shall do so within fourteen (14) days upon the requisition in writing by not less than 25% of the total Voting Membership of the Association or by order of the Committee.

(b) The written requisition stating the purpose for which the meeting is required shall be lodged with the Honorary Secretary of the Association.

(c) At least fourteen (14) days notice of any extraordinary general meeting shall be given by the Honorary Secretary to all members of the Association.

#### **IV Quorum at General Meeting**

(a) At least 25% of the total voting membership of the Association must be present at a General Meeting in person for its proceeding to be valid.

(b) In the event of there being no quorum after 15 minutes of its commencement, the General Meeting shall be adjourned seven (7) days from the first meeting at a place and time to be appointed by the Honorary Secretary, and should those then present be insufficient to form a quorum, the Voting Members present shall be a quorum and the meeting shall proceed with the business on the agenda but it shall not have power to alter, amend or add to any of the existing rules.

(c) Associate Members may attend General Meetings but shall not be entitled to vote. Substitute Voting Members shall count towards a quorum only in the absence of the duly appointed representative of a Voting Member.

(d) Non-members, invited by the Honorary Secretary, may attend the Annual General Meeting but shall not be entitled to vote.

#### **(E) FINANCIAL MATTERS**

##### **I Financial Year**

The Financial Year of the Association shall end on 31 December of each year, to which day the accounts of the Association shall be balanced.

##### **II Audit**

The accounts shall as soon as practicable after the end of the financial year be audited annually by an approved firm of Accountants appointed at each Annual General Meeting and no partners or employees of this firm shall be eligible to sit on the Committee.

##### **III Annual Report**

The Committee shall draw up a yearly report on the State of the Association, which shall be presented at the Annual General Meeting.

##### **IV Accounts**

The Committee shall keep full and proper accounts of all money received and expended by the Association and of matters in respect of which such receipts and expenditures take place and of all the properties, credits and liabilities of the Association.

#### **V** Care of funds

The Honorary Treasurer shall take and receive all monies payable to the Association under this Constitution. All fees and other monies payable to the Association shall be paid forthwith into a bank account approved by the Committee. Payment of all accounts above SGD 5,000 that are certified as correct by the Committee shall be made therefrom by cheques signed by any two of the following:

1 Honorary Treasurer

2 President

3 1st Vice President

4 2nd Vice President

5 Honorary Secretary

Payment of all accounts below or for the amount SGD 5,000 that are certified as correct by the Committee shall be made therefrom by cheques signed by

The Secretary (employed by the Committee)

#### **VI** Use of Funds

All money arising from fees payable under this Constitution shall be paid to the Association to be applied in the first place to defraying expenses of the administration of this Constitution, including any expenses of the Association that may be allowed under any rules made under the Constitution.

#### **(F)** ASSOCIATION'S POLICY

##### **I** The Seal

The Seal of the Association shall be fixed to such certificates, deeds and documents as required to be sealed, only in the presence of the President and the Honorary Secretary or such persons as they may respectively appoint for the purposes; and the President and the Honorary Secretary or such other persons as aforesaid, shall sign every instrument to which the Seal of the Association is affixed.

## II Amendments to the Rules of the Constitution

Any proposal involving an amendment to the Constitution shall not be carried except by a two-thirds majority vote of the Voting Members present and voting at an annual general meeting or an extraordinary general meeting called for the purpose. The amendment shall not come into force without the sanction of the Registry of Societies.

## III Dissolution of the Association

(a) The Association shall not be dissolved, except with the consent of not less than three-fifths of the Voting Members of the Association for the time being resident in Singapore either in person or by proxy, at a General Meeting convened for the purposes.

(b) 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 disposal of the remaining funds shall either be decided by the general meeting or donated to charitable institutions.

(c) Notice of Dissolution shall be given within seven (7) days of the dissolution to the Registry of Societies.

## **(G) GENERAL**

### I Notification of Change of Address

Any alteration in the residence or place of business of any members shall be notified to the Honorary Secretary. A notice to any Voting Member, Substitute Voting Member, or Associate Member sent by post to his address in the Register of Members shall be deemed to be duly delivered.

### II Prohibitions

(a) Gambling of any kind and the playing of paikow or mahjong, whether or not for stakes, shall not take place on the Association's premises or be organized by the Association. 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 attempt to restrict, or in any manner interfere

with trade or prices or 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, its Committee or Members

(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 engage in any price fixing activities.

(g) The Association shall not engage in any kind of activities that are against the national interest of Singapore.

### III Interpretation

In the event of any question or matter arising out of any point which is not expressly provided for in the Rules, the Committee shall be entitled to determine such question or matter in its discretion, and the Committee's decision shall be final and conclusive.