

CONSTITUTION

The Nanyang Business School Alumni Association

NAME AND PLACE OF BUSINESS

1. The name of the Society shall be "The Nanyang Business School Alumni Association" and shall hereinafter be referred to as the "Association".
2. The registered place of business of the Alumni shall be at the "Nanyang Business School, Nanyang Technological University, Nanyang Avenue, Singapore 639798" or such address as may subsequently be decided upon by the "Executive Committee" (hereinafter referred to as the "Committee") and approved by the Registrar of Societies.

OBJECTS

3. The objects of the Association are:
 - (a) To serve as a body for members in the promotion and advancement of accounting and business education and knowledge;
 - (b) To encourage and organise educational, social, cultural, sporting and civic activities among members, including the granting of scholarships for the purpose of pursuing academic studies in relevant disciplines;
 - (c) To provide a recognised means of communication and to establish rapport between the Association and its members;
 - (d) To promote interaction between the Association and the business communities and any external body including overseas graduate business schools and associations and other alumni and clubs;
 - (e) To publish papers, journals, newsletters and other materials to achieve the above objects;
 - (f) To acquire by purchase, lease or otherwise land, buildings, tenements or hereditaments and any movable or immovable property for any of the objects of the Association;
 - (g) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association;
 - (h) To borrow and raise monies for the Association and invest any monies of the Association not immediately required for any of its objects in such manner as the Association from time to time thinks fit.

MEMBERSHIP

4. Membership of the Association shall comprise the following categories, namely:

(a) Ordinary Members:

Ordinary Membership shall be open to all persons who are graduates of the Nanyang Business School ("NBS") of Nanyang Technological University ("NTU") and its predecessor bodies in the Singapore Polytechnic, University of Singapore, and the Joint Campus at University of Singapore and National University of Singapore.

(b) Life Members:

An Ordinary Member shall become a Life Member on paying a one time life subscription to be determined by the Committee.

(c) Honorary Members:

Honorary Membership shall be conferred by the Committee at its sole discretion on any individual who has rendered outstanding services to the Association or any individual whose membership is considered to be in the interests of the Association. Honorary Members shall have all the privileges of the membership without paying both the entrance and annual subscription fees except that they shall not be entitled to vote at Annual General Meetings and shall not be qualified to be elected to the Committee.

(d) Associate Members:

Associate Membership shall be open to graduates of Nanyang University (Nantah) and all staff members of NBS of NTU who are not graduates of NBS or its predecessor bodies. Associate Members shall pay entrance and annual or life subscription fees to be determined by the Committee and shall be entitled to the privileges of membership except that they shall not be entitled to vote at general meetings and shall not be qualified to be elected to the Committee.

(e) Corporate Membership:

Corporate Membership shall be open to companies upon invitation by the Committee. Corporate Members will pay an annual of life subscription fee to be determined by the Committee. Corporate Members shall not be entitled to vote at general meetings and shall not be qualified to be elected to the Committee.

5. Ordinary and Life Members shall have the right:

(a) To stand for election, to nominate or second a candidate for election, and to vote in the Association's elections;

(b) To speak and vote at meetings of the Association.

6. Members shall abide by the Constitution and not act in any way inconsistent with its objects.
7. Those who wish to apply to be an Ordinary Member or Life Member shall complete and forward to the Association an application on such form as may from time to time be prescribed by the Committee. Such application must be accompanied by the entrance fee prescribed at the time of application. The Committee shall decide on the membership application. Any application from any person deemed inappropriate or undesirable for Association membership may be rejected at the sole discretion of the Committee. The entrance fee shall be refunded to an applicant whose application is rejected.
8. A copy of the Association's Constitution shall be furnished to every approved member.

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND OTHER DUES

9. The quantum of the entrance fee, annual subscription fee and life subscription fee shall be determined from time to time by the Committee. The annual subscription shall be payable in such manner as the Committee may from time to time decide. The entrance and annual subscription fee will be waived in the first year of membership for graduates of NBS who register as Ordinary Members in the first year following graduation, starting from their convocation date.
10. For retiree Ordinary Members, the entrance fee is waived and the annual subscription is reduced by half.
11. All annual subscriptions shall be payable in advance within 2 weeks before 1st July. A member whose annual subscription is not paid within 30 days of such subscription becoming due on 1st July shall be notified by letter and, in the event of non-payment within a further 30 days thereof, shall be deemed to be in arrear and he shall cease to enjoy the privileges of the Association or to vote at any meeting.
12. Any member whose subscription remains unpaid on the expiration of six months of his subscription becoming due shall at the discretion of the Committee cease to be a member, and his name shall be erased from the Register of Members but may be re-admitted to membership upon payment of all arrears. The Committee shall have the discretion to waive any fees in arrears.

CESSATION OF MEMBERSHIP

13. A member of the Association may at any time cease to be a member through the following:

- (a) Resignation:

Notice of resignation shall be given to the Association in writing and the member remains liable for all arrears in subscriptions or other dues. No member shall be entitled to a refund on any unexpired portion of his annual subscription.

(b) Default:

Default of annual subscription as provided for under Article 12.

(c) Expulsion:

As a result of disciplinary action as provided under Article 23(h).

(d) Bankruptcy:

If any member is adjudged bankrupt, or makes any composition or arrangement with his creditors under the provision of any statute, he shall thereupon cease to be a member of the Association, and shall forfeit all rights in and claims upon the Association and its property; but upon the application being made by such member to the Committee stating the cause of his bankruptcy or the reason for making the composition or arrangement, he may in the absolute discretion of the Committee be re-admitted and restored to his former rights by the Committee.

MANAGEMENT AND COMMITTEE

14. The administration of the Association shall be vested in the Committee.

15. The Committee shall consist of the following persons:

- (a) A President
- (b) A First Vice-President
- (c) A Second Vice-President
- (d) An Honorary Secretary
- (e) An Honorary Treasurer
- (f) Five other Ordinary Committee Members
- (g) A representative from NBS of NTU nominated by the Dean of NBS

16. The immediate past President shall be an Ex-officio Member of the Committee and he shall have no voting rights.

17. The Committee shall serve for a two year term, subject to Article 20.

18. All elected members of the Committee shall be eligible for re-election for a consecutive term with the exception of the Honorary Treasurer who shall not be re-elected to the same position for a consecutive term of office.

19. Only Singapore citizens and Singapore permanent residents shall be eligible for election to the posts of President, Vice-President, Honorary Secretary and Honorary Treasurer. A member who is a full-time paid employee of the Association shall not be eligible for nomination for election to the Committee.

20. Members of the Committee shall hold office from the date of election / appointment / co-option until the next occasion upon which a new Committee is elected.

21. The Committee shall:
- (a) Be responsible for the formulation of policies and organisation of activities which are consistent with the objects of the Association;
 - (b) Have charge of the assets (except immovable properties) of the Association;
 - (c) Be responsible for the proper expenditure of the Association's finances;
 - (d) Publish an annual report on the Association's activities which report shall also include the annual accounts of the Association;
 - (e) Meet as often as the business of the Association may require, but shall meet at least once every 3 months after 7 days' notice to Committee Members. The President may call a Committee meeting at any time by giving 5 days' notice. At every meeting not less than half of the Committee members present at the meeting shall constitute a quorum;
 - (f) Have such administrative powers as may be necessary for properly carrying out the objects of the Association in accordance with these rules;
 - (g) Not act contrary to the expressed wishes of the general meeting without prior references to it and always remain subordinate to the general meeting.
22. Any member of the Committee absenting himself from three meetings consecutively without any satisfactory explanation shall be deemed to have withdrawn from the Committee.
23. The Committee shall have the following powers:
- (a) To appoint standing or special committees for the proper administration of the Association and to exercise control over such committees;
 - (b) To delegate to such sub-committees such powers as it considers necessary;
 - (c) To co-opt a number of voting members to sit on the Committee as Ordinary Committee Members. These co-opted members shall serve a term of 2 years and shall be eligible for re-appointment to the Committee. These co-opted members shall have voting rights at meetings of the Committee;
 - (d) To invite a representative from NBS of NTU nominated by the Dean of NBS to sit on the Committee for a term of 2 years. Any nominee so appointed shall retire at the alternate Annual General Meeting but shall be eligible for re-appointment to sit on the Committee. Such nominee shall have voting rights at meetings of the Committee;
 - (e) To decide on the application of new members to the Association;
 - (f) To accept the resignation of any member of the Association;
 - (g) To accept the resignation of any office bearer and to appoint a member to fill the vacancy thus arising or any casual vacancy on the Committee until the next election and such appointee shall be eligible for election as a member of the Committee at such election;

- (h) To expel from the Association any member whose conduct is such as shall in its opinion be injurious to the reputation of the Association or the interests of the members. Before a member is expelled, his conduct shall be inquired into by the Committee and he shall be given full opportunity to defend himself and to justify or explain his conduct. If a majority of the Committee present when the matter is inquired into are of the opinion that the member has been guilty of such conduct and that the member has failed to justify or explain it satisfactorily, the Committee shall call on the member to resign and, if he does not resign, shall expel him. An expelled member shall not be entitled to any refund of his subscriptions and shall remain liable for his full subscription for the year during which he was expelled and all other fees outstanding at the date of his expulsion;
- (i) To authorise publications or release official statements on behalf of the Association, such publications and statements to be consistent with the objects of the Association. No official statement may be made except by the President or the Honorary Secretary and only with the approval of the Committee;
- (j) To give a decision upon any matter consistent with the objects of the Association but not provided for in this Constitution;
- (k) To convene meetings of the Association;
- (l) To raise and receive funds from the members and from the general public, acquire or accept leases, purchase, take, hold and use any lands, buildings, or tenements of any nature or kind and wherever situated in Singapore or elsewhere for the benefit of the Association and in furtherance of the objects of the Association;
- (m) To authorise expenditure from the Association's funds for the Association's purposes;
- (n) To make bye-laws not inconsistent with this Constitution to regulate the future conduct and affairs of the Association. Such bye-laws shall be posted at the notice board of the Association premises and shall be binding on all the members.

DUTIES OF OFFICE BEARERS

- 24. The President shall:
 - (a) Preside over all general and Committee meetings;
 - (b) Represent the Association in its dealings with outside persons;
 - (c) Have the right to call meetings of the Committee;
 - (d) Have a casting vote at Committee meetings.
- 25. The Vice-Presidents shall assist the President and the First Vice-President shall deputise for the President in the latter's absence.

26. The Honorary Secretary shall:
- (a) Be responsible for convening all meetings of the Association and of the Committee;
 - (b) Keep minutes of meetings of the Association and of the Committee;
 - (c) Carry out the decisions of the Association and of the Committee;
 - (d) Have charge of all Association records except financial records and conduct the correspondence of the Association;
 - (e) Submit at Committee meetings any matter for discussion received from members of the Association;
 - (f) Submit the records of the Association for inspection by any member of the Association who shall have given one week's notice of intention to inspect the records;
 - (g) Prepare the annual report of the Association for presentation to members;
 - (h) Maintain an up-to-date register of members at all times.
27. The Honorary Treasurer shall:
- (a) Keep all funds and collect and disburse all monies on behalf of the Association;
 - (b) Keep an account of all monetary transactions in a proper manner and shall be responsible for their correctness;
 - (c) Have power to retain in his hand for petty expenses of the Association a sum of money to be determined by the Committee and to deposit any excess in the bank(s) to be named by the Committee;
 - (d) Be responsible for making all payments on behalf of the Association and all such payments exceeding the sum of S\$500.00 shall be made by cheque drawn in the name of the payee;
 - (e) Sign all cheques issued in conjunction with the President or any of the Vice-Presidents or the Honorary Secretary, on behalf of the Association;
 - (f) Make financial reports at regular intervals prescribed by the Committee.
28. The Ordinary Committee Members shall assist in the general administration of the Association and perform any duties assigned to them from time to time.

REPRESENTATIVE OF NBS OF NTU

29. The representative of NBS nominated by the Dean of NBS of NTU shall:
- (a) Represent NBS of NTU in the Association;

- (b) Provide the link between NBS of NTU and the Association;
- (c) Present the Association views and deliberations to NBS of NTU.

TRUSTEES

- 30. If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 31. The trustees of the Association shall:
 - (a) Not be more than four and not less than two 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.
- 32. The office of the trustee shall be vacated if:
 - (a) The trustee dies or becomes a lunatic or of unsound mind.
 - (b) He is absent from the Republic of Singapore for a period of more than one year.
 - (c) He is guilty of misconduct of such a kind as to render it undesirable that he continues as trustee.
 - (d) He submits notice of resignation from his trusteeship.
- 33. 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.
- 34. The addresses of immovable properties, names of trustees and any subsequent change must be notified to the Registrar of Societies.

FINANCIAL YEAR

- 35. The financial year of the Association shall be from 1st July to 30th June of the following year.
- 36. A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting for a term of one year and shall be eligible for reappointment. 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 Committee.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 37. The general meetings of the Association shall be the Annual General Meetings and Extraordinary General Meetings. The supreme authority of the Association is vested in a general meeting of the members presided over by the President.
- 38. The Annual General Meeting of the Association shall be held not later than September at a place upon a date and time to be fixed by the Committee for the following purposes:
 - (a) To receive from the Committee a report of the activities of the Association during the preceding year and the audited Statement of Accounts for the last financial year and a list of members;
 - (b) Where applicable, to announce the results of the election of the Committee and / or to conduct the election of the Committee for the following term;
 - (c) Where applicable, to elect Honorary Auditors for the following term;
 - (d) To decide on any item which may be duly submitted to the general meeting as provided under Article 46.
- 39. Notice of the Annual General Meeting shall be sent to all members not less than 14 days before the date fixed for the meeting.
- 40. The Committee may at any time for any special reason call an Extraordinary General Meeting of the Association or shall do so within two months upon the requisition in writing of at least twenty members of the Association or one quarter of the total voting membership, whichever is smaller, stating the object and reasons for such a meeting.
- 41. Notice calling an Extraordinary General Meeting shall be sent to all members not less than 14 days before the date fixed for such meeting and shall state the business to be discussed. No business other than that which has been duly notified shall be transacted at an Extraordinary General Meeting.
- 42. Unless otherwise provided, a motion or resolution at any general meeting shall be carried by a simple majority of those members present and voting.
- 43. Unless otherwise provided, voting shall be by a show of hands unless a ballot is demanded by the person presiding or by at least ten members present and eligible to vote.
- 44. Voting by proxy is not permissible except under Article 54 and Article 64 in which event:
 - (a) The instrument appointing a proxy shall be in writing in a form prescribed by the Committee. A member shall only appoint as his proxy a member who is entitled to exercise a vote at a meeting of the Association.

- (b) The proxy shall be valid for use at one meeting only or for any adjournment of that meeting.
 - (c) The instrument in proper form appointing a proxy must be deposited with the Honorary Secretary of the Association not less than forty-eight hours before the meeting at which it is intended to be used.
45. On a show of hands, every member present shall have one vote. Upon a ballot, every member present in person or by proxy shall have one vote. The person presiding shall have a second or casting vote whether the issue is to be decided by a simple or other stipulated majority.
46. Any member who wishes to place an item on the agenda of an Annual General Meeting may do so provided the member gives notice to the Honorary Secretary one week before the meeting is due to be held. The proposed motion must be supported by two members.

QUORUM

47. At all Annual and Extraordinary General Meetings, at least one quarter of the total voting membership of the Association or twenty voting members present, whichever is smaller, shall constitute a quorum.
48. 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 clause of the existing Constitution.

NOMINATION AND ELECTION OF COMMITTEE MEMBERS

49. A notice calling for nomination for election of members to the Committee shall be sent by the Honorary Secretary to all members not less than 14 days before the Annual General Meeting.
50. All such nominations in a form prescribed by the Committee must be returned to the Honorary Secretary not later than seven clear days before the Annual General Meeting.
51. Each nomination form shall be signed by the proposer and seconder and shall contain the written consent of the candidate for election as a Committee Member and:
- (a) Should the number of nominations received seven clear days before the date of the Annual General Meeting be insufficient to fill any of the posts in the Committee, those already so nominated shall be deemed to have been elected to their respective posts in the Committee;
 - (b) Nominations may then be made from amongst, and by those present at, the Annual General Meeting and those so nominated may be elected to fill the remaining vacancies in the manner prescribed in Article 52.

52. The election procedure shall be as follows:
- (a) The Committee shall appoint two members to act as scrutineers; the persons appointed shall not be members of the Committee nor shall they be candidates for election at the meeting;
 - (b) The scrutineers shall examine the nominations and where there is only one nomination to an office or only sufficient nominations in respect of the vacancies for Committee under Article 15, the scrutineers shall advise the person presiding at the meeting who shall forthwith declare the persons so nominated to be elected;
 - (c) Where there is more than one nomination for an office or more than a sufficient number of nominations for members of the Committee under Article 15, the scrutineers shall issue ballot papers to all those present and entitled to vote, and, after the papers have been marked, shall collect them and shall report the number of votes cast for each person nominated to the person presiding at the meeting who shall announce the result of the ballot;
 - (d) In the event of an equality of votes the election shall be determined by a second or subsequent ballot.

PATRON AND ADVISORY COUNCIL

53. (a) The Association may invite prominent personalities of the business or academic communities to be Patrons of the Association. Such patrons shall be appointed or retired at an Annual General Meeting on the recommendation of the Committee. Patrons of the Association shall not be required to pay both the entrance and the annual subscription fees.
- (b) The following persons will be invited to sit on the Advisory Council:
- (i) The Dean of the NBS; and 3 representatives from the NBS who are not members of the Association to be nominated by the Dean.
 - (ii) In addition, 3 prominent members of the business or academic communities will be nominated by the Chairman of the Advisory Council to sit on the Advisory Council. These members shall serve a term of 3 years and shall be eligible for re-appointment to the Advisory Council at an Annual General Meeting on the recommendation of the Committee. The Dean of the NBS shall be the Chairman of the Advisory Council.
- (c) The role of the Advisory Council is to provide advice and guidance to the Committee and to oversee the usage of accumulated funds of the Association. Notwithstanding anything to the contrary in this Constitution, the Committee may not, without the prior written approval of the Advisory Council, incur a deficit in any financial year in excess of 10% of the accumulated funds at the beginning of that financial year. This approval shall be decided by a majority vote of the members of the Advisory Council. Any meeting of the Advisory Council shall be called by the Chairman by giving 7 days' notice.

(d) Article 53 (b) and (c) cannot be amended or removed without the expressed written consent of the Chairman of the Advisory Council.

54. This Constitution may be added to, repealed or amended by resolution at any general meeting provided that no such resolution shall be deemed to have been passed unless it is carried by a simple majority of the total voting members of the Association for the time being resident in Singapore appearing in person or by proxy at such general meeting. Such amendment shall not have any force until it has been submitted to and approved by the Registrar of Societies.

PROHIBITIONS

55. 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 taking of prohibited drugs and of bad characters into the premises is prohibited.
56. The funds of the Association shall not be used to pay the fines of members who have been convicted in Court.
57. 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.
58. The Association shall not indulge in any political activity or allow its funds and / or premises to be used for political purposes.
59. 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, unless with the prior approval of the relevant authorities.
60. The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to or 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 affects consumer interests.
61. The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Director of the Criminal Investigation Department and other relevant authorities.

INTERPRETATION

62. In the event of any question or matter pertaining to the day-to-day administration of the Association which is not expressly provided for in this Constitution, the Committee shall use its own discretion to resolve such question or disputes. The decision of the Committee shall be final unless it is reversed at a general meeting of members.

DISPUTES

- 63. In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with the rules in the Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

- 64. The Association shall not be dissolved, except with the consent of not less than three-fifths (3 / 5) of the total voting members of the Association for the time being resident in Singapore appearing either in person or by proxy at a general meeting convened for the purpose.
- 65. In the event of the Association being dissolved, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds shall be disposed off in the way as decided by the members at the general meeting or donated to an approved charity or charities in Singapore.
- 66. A certificate of dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

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