



SINGAPORE  
FURNITURE ASSOCIATION  
新加坡家具商会

**SINGAPORE FURNITURE ASSOCIATION**  
**CONSTITUTION**

Effective on 1 October 2005

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## **Name**

1 This Association shall be known as "Singapore Furniture Association"

## **Address**

2 The Association shall be at

7500A, Beach Road  
#04-302  
The Plaza  
Singapore 199591

or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have prior written approval from the relevant authorities, where necessary.

## **Objectives**

3 Its objectives are:

- i) To promote the business;
- ii) To promote better understanding, co-operation and goodwill among its members;
- iii) To represent the members of the Association in all matters affecting their interests and welfare;
- iv) To represent and protect the interests of the members in Singapore and to encourage co-operation amongst members.

## **Membership**

4 Membership is open to: Any firm or company who is concerned with or involved in the furniture and furnishings trade or business or related trade in Singapore.

5 Any firm or company wishing to join the Association shall be introduced by an existing member, and shall sign and forward to the Hon. Secretary an application for membership in the form provided by the association with a photo copy of the company's registration certificate and a cheque amounting to the entrance fee and the first year subscription fee. All applicants for membership shall be approved by the Executive Committee. The Committee has the right to disapprove any application without providing reasons for the disapproval.

6 The Hon. Secretary shall inform the applicant in writing of the result of the application.

7 A copy of the Rules and Regulations of the Association shall be provided to every approved applicant who has paid their entrance fee.

8 A member must appoint a representative to represent it at meeting or stand for election. The member should inform the committee in writing the name of its appointed representative.

## **Entrance Fees, Subscriptions & Other Dues**

9 An entrance fee of \$300 is payable and will accompany an application for membership. In the event of such application being rejected, the money shall be refunded.

10 The Annual Subscription of \$180 is payable within the first fourteen (14) days of the month of November in each financial year.

11 The amount of annual subscription may only be varied by a general meeting of the members. Any special subscriptions for particular purposes may only be raised from members with the consent of general meeting of the members.

## **Cessation of Membership**

12 A member shall cease to be a member of the Association if:

- a. The annual subscription is in arrears and remains unpaid beyond the month from the date on which written notice requiring payment thereof is sent by registered post to such member by the Hon. Secretary.
- b. They have given one (1) month's notice in writing to the Secretary informing the Secretary of their intention to resign as member.
- c. A member, being a firm, has a receiving order made against their firm, or if the firm is dissolved.
- d. In the opinion of not less than two-thirds of the members of the committee present and voting at a meeting specially convened for the purpose be found guilty of any conduct that is injurious or prejudicial to the interest of the Association the Committee shall have the power to expel such member from the Association provided that fourteen (14) days' notice of such meeting shall be given to such member who shall have the opportunity to be at the meeting at which they shall answer any charges to that effect.

13 Any member who ceases to be a member in pursuance of Rule (12) shall be liable to pay all arrears of subscription due by him at the date of so ceasing to be a member.

### Office Bearers

- 14a The affairs of the Association shall be managed by a Committee which shall consist of seventeen (17) persons of reputation and good standing, all of them shall be elected by the members under the provisions of these Rules.

The Committee shall consist of the following:

- i) The President;
- ii) The First Vice President; Two Vice Presidents;
- iii) One Hon. Secretary;
- iv) One Assistant Hon. Secretary;
- v) One Hon. Treasurer;
- vi) One Assistant Hon. Treasurer;
- viii) One Public Relation Officer;
- ix) One Assistant Public Relation Officer; and
- x) 7 Committee Members.

- b. The following seven office bearers shall automatically be the members of the Standing Committee:

- i) The President;
- ii) The First Vice President;
- iii) Two Vice Presidents;
- iv) Hon. Secretary;
- v) Hon. Treasurer; and
- vi) Public Relation Officer.

- 15 The duties of the office bearers are as follows:

- a. Externally the President shall represent the Association while internally he shall guide various Sections. His main duties are as follows:
- i) Shall act as Chairman at all general and committee meetings.
  - ii) To put into effect all resolutions.
  - iii) To supervise various Sections in their work.
  - iv) To have custody of the Association's Seal, to sign documents.
- b. The First Vice President shall assist the President and shall act for him during his absence. The two Vice Presidents shall also assist the President and act for the President and the First Vice President during their absence.
- c. The Hon. Secretary's main duties are as follows:
- i) to execute all tasks assigned by the President and to schedule for meetings.
  - ii) shall correctly keep all records and minutes of all general and committee meetings except financial, of the Association, and shall have custody of the Association's belongings.
  - iii) shall handle matters not relating to the other sections.
  - iv) During the absence of both the President and the Vice Presidents, he shall act for them.
- d. The Assistant Hon Secretary shall assist the Hon. Secretary and act for him during his absence.
- e. The Hon. Treasurer's main duties are as follows:
- i) shall keep all income, collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness.
  - ii) shall have custody of the Association cheques, property title deeds and deposits receipts.
  - iii) He is authorised to draw up to S\$500.00 per month for petty expensed on behalf of the Association. He will not keep more than S\$500.00 in the form of cash and, money in excess of this, will be deposited in a duly authorised bank account to be named by the Association.
  - iv) Cheques, etc. for withdrawals from the bank will be signed by any two of the following persons:  
The President or the Hon. Secretary or the Hon. Treasurer.
  - v) Every month, he shall submit statement of income and expenditure accounts to the Executive Committee.
  - vi) At the Annual General Meeting, he shall submit the audited statement of income and expenditure accounts for approval.
- f. The Assistant Hon Treasurer shall assist the Hon. Treasurer and act for him during his absence.
- g. The Hon. Public Relations Officer main duties are as follows:
- i) shall be responsible for public relation matters. In case of an important matter he should first consult the President.
  - ii) shall be responsible for promoting good relationship among the members, organise various cultural and recreation activities of the Association.
  - iii) shall be responsible for the promotion of new membership.
- h. The Assistant Public Relation Officer shall assist the Public Relation Officer and act for him during his absence.
- i. The Standing Committee shall plan for and execute daily routines and report to the Executive Committee accordingly. The standing committee shall handle any urgent matter with discretion but this must subsequently be reported to the Executive Committee for confirmation.

- 16 The office of member of the Committee shall be terminated (way of termination, will be in accordance with rule 12d) if member:
- a. during his period of office ceases to be representative of the member of the Association for whom he is representing;
  - b. becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - c. becomes of unsound mind or a person or estate is liable to be dealt with in any way under the law relating to mental disorder;
  - d. absenting himself from three (3) meetings consecutively without satisfactory explanation by writing;
  - e. resigns his office by notice in writing to the Association;

- f. be removed from his office by extraordinary resolution of the Association;
- g. the member company is no longer a member of the Association.
- h. during his period of office neglects his duties, commits corruption and crimes which are punishable by law.
- i. violates the rules and regulations of the Association, and whose actions & behavior are strongly damaging to the reputation of the Association.

#### **Election and Appointment of Officers**

- 17a. Nomination forms together with the list of members shall be sent out to the members for nomination by the Hon Secretary four weeks before the date of the Annual General Meeting. Such nomination forms must be returned to the Association before the specified date. Member nominated to stand for election must give their consent and be proposed by a member.
- b. The Hon. Secretary will compile the list of nominees elected by the members. Should the numbers of nominees be within 17, this 17 nominees would form the Executive Committee.
- c. If the numbers of nominees exceeds 17, ballot paper together with the list of nominees shall be sent out by the Hon. Secretary two weeks before the General Meeting. Such ballot paper must be returned to the Association before the specified date.
- d. Members must elect according to the nominated name list. Any person whose name is not in the list shall not be eligible to stand for election.
- e. The sealed ballot papers shall be opened publicly at the General Meeting of Members. Any vote that is not cast according to the list issued by the Association or not filled in accordance to the stipulated regulation shall be treated as Spoilt Vote.
- f. The Members of the Executive Committee, so elected by majority of votes, shall hold office for a term of two years until the following Annual General Meeting.
- g. The tenure of office of the President shall not exceed two terms. All officers except the Hon. Treasurer and Assistant Hon. Treasurer may be re-elected term after term to the same or related post for a consecutive term of office.
- h. If the office of President shall be vacant, the First Vice President shall take his place until the next Annual General Meeting. If the post of the First Vice President is vacant, any one of the two Vice Presidents shall take his place until the next Annual General Meeting. Should all the above-mentioned not be available, the Committee shall elect one of their members or some other person, who is a member of good standing to be the President or Vice-President until the next Annual General Meeting.
- i. The Committee may appoint a member or representative of any member to fill any casual vacancy in the Committee.

#### **Proceedings of Committee**

- 18a. An Executive Committee Meeting shall be held at least once every two months and at such time or times as it may deem advisable after seven days' notice to committee members. The President may call this meeting at any time by giving two days' notice. At least one half of the committee members must be present for its proceeding to be valid.
- b. A Standing Committee Meeting shall be held with at least one day notice called by the President. At least one half of the committee members must be present for its proceeding to be valid.
- 19. In the event of there being no quorum, the meeting shall be adjourned for half an hour, after which whatever number of members then present shall form a quorum, but they shall have no power to alter, amend or make additions to any resolutions.
- 20. Each member of the Committee present at the meeting shall be entitled to one vote, but in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

#### **Powers and duties of Committee**

- 21. Without prejudice to the general powers conferred by the proceeding rules the Committee shall have the following powers:
  - a. To organize and supervise the daily activities of the Association and to make decisions on matters, affecting its running when the general meeting is not sitting. It may not act contrary to the expressed wishes of the general meeting without prior reference to it and always remains subordinate to the general meeting.
  - b. To appoint any departmental committee or sub-committee, whether permanent or temporary, for such special purpose as the committee may determines;
  - c. To make, vary and repeal by-law, to appoint and dissolve such committees of the association.
  - d. To purchase office equipment and such other articles which may from time to time be required by the Association and to pay for the same in cash or otherwise as may be deemed expedient;
  - e. Subject to the approval of members at the General Meeting, to purchase, take on lease, otherwise acquire any land, building, houses or other immovable property in the Republic of Singapore as may be required or deemed expedient for the purpose of the Association;
  - f. To make and give receipts; release and other discharges for money payable to the Association and for the claims and demands of the Association;
  - g. To raise or borrow money in the name of or otherwise on behalf of the Association as it may from time to time think expedient, and to secure the repayment thereof or the fulfillment or discharge of any liability, guarantee or obligation of, or undertaking by the Association in such manner and upon such terms and conditions as it may think fit and in particular by the issue of bills and notes, by mortgage or charge of on any of the property or assets of the Association, both present and future, save that in the case of mortgages, the property mortgaged shall not secure more than half of the value of the new assets to be purchased. Such new assets shall either be land, building, houses or other immovable property situated in the Republic of Singapore.
  - h. To appoint Hon President, Hon Advisor and Hon Executive Committee Member from time to time, subject to the criteria as set up by the Executive Committee. Such appointees may be invited to attend executive committee meetings as observers, and they shall have no voting rights.

### **Proceedings of General Meeting**

- 22 An Annual General Meeting will be held once every year not later than the month of April.
- 23 The Committee, may, whenever they think fit, shall upon a requisition made by writing by not less than 10% of the total number of voting members forthwith proceed to convene an Extraordinary General Meeting.
- 24 Any requisition made by members shall express the objects for which it is desired that the meeting be called and shall be left at the registered place of business of the Association. Such requisition must be signed by the requisitioner/s and may consist of several documents in like form each signed by one or more requisitioner/s.
- 25 The Committee shall within fourteen (14) days after the receipt of such requisition proceed to convene the same within fourteen (14) days after the receipt of the acquisition the requisitioner/s or a single majority of the members may themselves convene an Extra-ordinary General Meeting to be held within one (1) month from the date of the deposit of such requisition on such day and at such place as the persons convening the same may determine.
- 26 Twenty-one (21) clear days' notice shall be given to the members of any meeting which may be called to consider any special or extraordinary resolution of the Association, such notice to be sent by post or otherwise serve as hereinafter provided.
- 27 In all other cases, seven days' notice shall be given to members specifying the place, day and hour of the meeting and in case of special business the general nature of such business shall be given by notice sent by post or otherwise served as hereinafter provided.
- 28 The business of the Annual General Meeting shall be to receive and consider the Balance Sheet, and Accounts and the Report of the Committee, to elect members of Committee, to appoint Auditors, and to transact any other business which under these Rules ought to be transacted at an Annual General Meeting.
- 29 All other business transacted at an Annual General Meeting and all business transacted at an Extra-ordinary General Meeting shall be deemed special.
- 30 No businesses other than those specified in the agenda shall be transacted at any General Meeting.
- 31 The Annual General Meeting of the Association shall be held in the month of April. The quorum of the Annual General Meeting of the Association shall be one quarter of the total number of voting members or 30 voting members present at the Meeting. In the event of there being no quorum at the scheduled time of the General Meeting, the Meeting shall be adjourned for half an hour, after which whatever number of Members then present shall form a quorum. However, the General Meeting so convened shall have no power to make addition, rescind or amend the Constitution of the Association.
- 32 The President or in his absence the Vice-President shall preside as Chairman at every General Meeting of the Association. If there be no such President or Vice-President or if at any meeting neither shall be present within fifteen (15) minutes after the time appointed for holding such meeting or shall decline to take or shall retire from the chair, the members of the Committee present shall choose someone from their membership or members' representatives to be the Chairman.
- 33 The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 34 At any General Meeting a resolution put to the vote of meeting shall be decided on a show of hands unless a secret ballot is demanded by at least fifty (50%) members present in person or by representatives entitled to vote, and supported by not less than half of the members present in person.
- 35 Every member present or by representative shall have one vote. Any member who has not paid his subscription shall not have the right to vote
- 36 In the case of any equality of votes upon any question at any meeting the Chairman of the meeting shall be entitled to a casting vote in addition to his own vote.

### **Minutes**

- 37 The Committee shall cause proper minute of proceedings to be entered in books provided for the purpose.

### **Accounts and Reports**

- 38 The Committee shall cause proper books of account to be kept at the registered place of business of the Association and in the charge of such persons as the Committee may from time to time direct.
- 39 The Committee shall from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of the Association or any of them shall be opened to the inspection of the members (not being member of the Committee) and no member (not being a member of the committee) shall have any right to

inspect any account book or document of the Association unless authorised by the Committee or by the Association at a General Meeting.

40 At the Annual General Meeting once in every year the Committee shall lay before the Association a Report and an Income and Expenditure Account and a Balance Sheet containing a summary of the assets and liabilities of the Association made up of the last financial year. At the Annual General Meeting a report shall be presented by the Committee as to the state, condition and affairs of the Association. The balance sheet, accounts and report shall be signed by the President and the Hon. Auditors and counter-signed by the Secretary. A printed copy of such accounts and balance sheet and Report of the Committee shall be sent to every member with the notice convening the meeting and a copy shall also be deposited at the place of business of the Association for a period of at least five (5) days before the meeting.

41 Two persons, not being members of the Committee, shall be elected as Honorary Auditors at each Annual General Meeting and shall hold office for two years and may not be re-elected. They shall audit each year's accounts of the Association and all funds connected with, or controlled by, the Association, and sign the reports to be submitted to the Annual General Meeting.

#### **Notices**

42 Each member on election to the Association shall give to the Secretary an address within the Republic of Singapore and shall notify the Secretary of any change in respect thereof.

43 A notice may be served on any member personally or sending it through the post in a prepaid letter addressed to such member at his current registered address and any notices posted to such address shall be considered as having been duly given on the day following such posting to that address.

44 The accidental omission to give notice to any member shall not invalidate any resolution passed at any meeting.

#### **Prohibition**

45a Gambling of any kind, excluding the promotion or conduct of a private lottery, which has been permitted under the Private Lotteries Act Cap 250 is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

b. The funds of the Association shall not be used to pay the fines of members who have been convicted in 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 by any written law relating to Trade Union for the time being in force in the Republic of Singapore.

d. The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office bearers, 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.

#### **Trustees**

45 The immovable property of the Association (including all leasehold property) and all investments of the Association (hereinafter called "the Property") shall be vested either in a limited company or in a trustee company or in the name of four trustees (hereinafter called "the Trustee") to be held in trust for the Association. Such Trustees shall be Singapore Citizens.

47. The Trustees shall be appointed at a General Meeting of the Association. Any general meeting shall have power to remove any of the Trustees and all vacancies occurring by removal or death shall be filled at the same or the next General Meeting. The Registrar of Societies shall be immediately notified of any change of appointment of Trustees.

#### **Dissolution**

48a. The Association shall not be dissolved, except with the consent of not less than 3/5 of the members of the Association for the time being resident in Singapore expressed, either in person or by proxy, at a general meeting convened for the purpose.

b. In the event of the Association being dissolved in accordance with the aforesaid paragraph, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds shall be disposed of in such manner as the General Meeting of members may determine.

c. A Certificate of dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

#### **General**

49 Every member shall be deemed to be bound and abide by the Rules of the Association or any approved amendment thereof.

50 No alteration or addition to these Rules shall be made except at a General Meeting and they shall not come into force without the prior approval of the Registrar of Societies.

51 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 have the power to use their own discretion.