



SINGAPORE
FURNITURE ASSOCIATION
新加坡家具商会

SINGAPORE FURNITURE ASSOCIATION
CONSTITUTION

Effective on 1 October 2005
Revised on 15 January 2014

1 Name

This Association shall be known as the Singapore Furniture Association; in short SFA.

2 Address

SFA shall be at "10 Toh Guan Road #03-09, Singapore 608838" or such other address as may subsequently be decided upon by the Executive Committee; in short, Exco and approved by the Registrar of Societies. SFA shall carry out its activities only in places and premises which have prior written approval from the relevant authorities, where necessary.

3 Objectives

Its objectives are:

- 3.1 To promote the business;
- 3.2 To promote better understanding, co-operation and goodwill among its members;
- 3.3 To represent the members of SFA in all matters affecting their interests and welfare.
- 3.4 To represent and protect the interests of the members in Singapore and to encourage co-operation amongst members.

4 Membership

- 4.1 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.
- 4.2 Any firm or company wishing to join SFA 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 SFA 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 applications for membership shall be approved by the Exco. The Exco has the right to disapprove any application without providing reasons for the disapproval.
- 4.3 The Hon. Secretary shall inform the applicant in writing of the result of the application.
- 4.4 A copy of the Constitution of SFA shall be provided to every approved applicant who has paid their entrance fee.
- 4.5 A member must appoint a representative to represent it at meetings or stand for election. The member should inform SFA in writing the name of its appointed representative.

5 Entrance & Subscriptions Fees

The entrance and annual subscription fees shall be determined by the Exco. Any special fees for particular purposes may only be raised from members at a General Meeting. Annual subscription fee in respect of SFA financial year i.e. from November to October of the following year shall be payable in advance on 1st November of each year.

6 Cessation of Membership

A member shall cease to be a member of SFA if:

- 6.1 The annual subscription remains unpaid one month from the date on which written notice requiring payment is sent by email and facsimile to such member by the Hon. Secretary.
- 6.2 They have given one months' notice in writing to the Hon. Secretary informing the Hon. Secretary of their intention to resign as member.
- 6.3 A member, being a firm/company, has a receiving order made against their firm/company, or if the company is dissolved.
- 6.4 In the opinion of not less than two-thirds (66%) of the members of the Exco present and voting at a meeting specially convened for the purpose, the member is found guilty of any conduct that is injurious or prejudicial to the interest of SFA, the Exco shall have the power to expel such member from SFA, 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.
- 6.5 Any member who ceases to be a member in pursuance of Rule (6) shall be liable to pay all arrears due by firm/company on the date of cessation.

7 Office Bearers

- 7.1 SFA shall be managed by the Exco which shall comprise seventeen (17) persons of reputation and good standing, all of whom shall be elected by members of SFA under the provisions of the Constitution.
- 7.2 The Exco shall consist of the following:
 - i) The President;
 - ii) The First Vice President; Two (2) Vice Presidents;
 - iii) One Hon. Secretary;
 - iv) One Assistant Hon. Secretary;
 - v) One Hon. Treasurer;
 - vi) One Assistant Hon. Treasurer;
 - viii) One Public Relations Officer;
 - ix) One Assistant Public Relations Officer; and
 - x) Seven (7) Committee Members.

- 7.3 The following seven (7) 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 Relations Officer.

8 Duties of Office Bearers

8.1 President

The President shall represent SFA in conferences and dealings with public authorities and any third party. He may in his discretion delegate any of his duties to the other Vice-Presidents and members of the Exco. He shall also be in custody of the official Seal of SFA.

8.2 Vice President

The First Vice President shall assist the President and shall act for him during his absence. The two (2) Vice Presidents shall also assist the President and act for the President and the First Vice President during their absence.

8.3 Honorary Secretary

The Honorary Secretary shall be responsible for the operations of the Secretariat of SFA. He shall supervise the proper recording of all meetings and maintenance of the register of membership. During the absence of the President and the Vice-Presidents, he shall act for them.

8.4 Assistant Honorary Secretary

The Assistant Honorary Secretary shall assist the Honorary Secretary and act for him during his absence.

8.5 Honorary Treasurer

8.5.1 Shall keep all income, collect and disburse all moneys on behalf of SFA, taking care of the assets and liabilities of SFA. To keep an account of all monetary transactions and shall be responsible for their correctness.

8.5.2 Shall have custody of SFA's cheques, property title deeds and deposits receipts.

8.5.3 Cheques, etc. for withdrawals from the bank will be signed by (two of the following persons :) any two of the followings, one from Group 1 and one from Group 2.

(Group 1) President or 1st Vice-President,
(Group 2) Hon. Secretary or Hon. Treasurer

8.5.4 Every month, he shall submit statement of income and expenditure accounts to the Exco.

8.5.5 At the Annual General Meeting, he shall submit the audited statement of income and expenditure accounts for approval.

8.6 Assistant Honorary Treasurer

8.6.1 The Assistant Hon. Treasurer shall assist the Hon. Treasurer and act for him during his absence.

8.7 Hon. Public Relations Officer

8.7.1 The Hon. Public Relations Officer shall be responsible for public relation matters. In case of an important matter he should first consult the President.

8.7.2 The Hon. Public Relations Officer shall be responsible for promoting good relationship among the members, organize various cultural and recreation activities.

8.7.3 The Hon. Public Relations Officer shall be responsible for the promotion of new membership.

8.8 Assistant Public Relations Officer

8.8.1 The Assistant Public Relations Officer shall assist the Public Relations Officer and act for him during his absence.

8.9 Standing Committee

8.9.1 The Standing Committee shall plan for and execute daily routines and report to the Exco accordingly. The standing committee shall handle any urgent matter with discretion but this must subsequently be reported to the Exco for confirmation.

8.10 Ordinary Exco Members

8.10.1 Ordinary Exco Members shall assist in the management of SFA and carry out other duties that are conducive to attaining the objectives of SFA.

9 Termination of Exco Members

The office of members of the Exco shall be terminated (way of termination, will be in accordance with rule 6.4) if member: 6.4: *In the opinion of not less than two-thirds (66%) of the members of the Exco present and voting at a meeting specially convened for the purpose, the member is found guilty of any conduct that is injurious or prejudicial to the interest of SFA, the Exco shall have the power to expel such member from SFA 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 the Exco shall answer any charges to that effect.*

- 9.1 During his period of office, he ceases to be representative of the member of SFA for whom he is representing.
- 9.2 Becomes bankrupt or makes any arrangement or composition with his creditors generally.
- 9.3 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.
- 9.4 Absenting himself from three (3) meetings consecutively without satisfactory explanation in writing.
- 9.5 Resigns his office by notice in writing to SFA.
- 9.6 Be removed from his office by extraordinary resolution of SFA.
- 9.7 The member company is no longer a member of SFA.
- 9.8 During this period of office neglects his duties, commits corruption and crimes which are punishable by law.
- 9.9 Violates the rules and regulations of SFA, and whose actions & behavior are strongly damaging to the reputation of SFA.

10 Election and Appointment of Office Bearers

- 10.1 Nomination forms together with the list of members shall be sent out to the members for nomination by the Hon Secretary four (4) weeks before the date of the Annual General Meeting. Such nomination forms must be returned to SFA before the specified date. Member nominated to stand for election must give their consent and be proposed by a member.
- 10.2 The Hon. Secretary will compile the list of nominees elected by the members. Should the number of nominees be within seventeen (17), these seventeen (17) nominees would form the Exco.
- 10.3 If the number of nominees exceeds seventeen (17), ballot paper together with the list of nominees shall be sent out by the Hon. Secretary two (2) weeks

before the Annual General Meeting. Such ballot paper must be returned to SFA before the specified date.

- 10.4 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.
- 10.5 The sealed ballot papers shall be opened publicly at the Annual General Meeting of Members. Any vote that is not cast according to the list issued by SFA or not filled in accordance to the stipulated regulation shall be treated as invalid vote.
- 10.6 The Members of the Exco so elected by majority of votes, shall hold office for a term of two (2) years until the following Annual General Meeting.
- 10.7 The tenure of office of the President shall not exceed two (2) successive 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.
- 10.8 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 Exco 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.
- 10.9 The Exco may co-opt members to fill casual vacancies as necessary.
- 10.10 Only members with more than one (1) year with SFA shall be eligible to stand for election as Exco members. Only members of Exco with more than one (1) term with the Exco shall be eligible for election as Office-Bearers.

11 Appointment of Advisors

- 11.1 The Exco may from time to time appoint up to two individuals to serve as advisors of SFA. These advisors need not be members of SFA but should be well respected individuals of significant stature in commerce or in public office. Advisors shall attend Exco meetings in an advisory capacity but do not have voting rights.

12 Proceedings of Exco

- 12.1 An Exco Meeting shall be held at least once every two (2) months and at such time or times as it may deem advisable after seven (7) days' notice to Exco members. The President may call this meeting at any time by giving two days' notice. At least half (50%) of the Exco members must be present for its proceeding to be valid.

- 12.2 Any action to be taken by the Exco may be taken without the meeting if all the Exco members entitled to vote on the matter consent in writing to the action. The consent shall be treated for all purposes as a vote at a meeting of the Exco at which a quorum was present and voting.
- 12.3 A Standing Committee Meeting shall be held with at least one (1) day notice called by the President. At least half of the Exco must be present for its proceeding to be valid.
- 12.4 In the event of there being no quorum, the meeting shall be adjourned for half an hour (30 minutes), 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.
- 12.5 Each member of the Exco 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.

13 Powers and Duties of Exco

- 13.1 Without prejudice to the general powers conferred by the proceeding rules the Exco shall have the following powers:
 - 13.1.1 To organize and supervise the daily activities of SFA and to make decisions on matters affecting its running when the Annual General Meeting is not sitting. It may not act contrary to the expressed wishes of the Annual General Meeting without prior reference to it and always remains subordinate to the Annual General Meeting.
 - 13.1.2 To appoint any departmental committee or sub-committee, whether permanent or temporary, for such special purpose as the Exco may determines.
 - 13.1.3 To make, vary and repeal by-law, to appoint and dissolve such Exco of SFA.
 - 13.1.4 To purchase office equipment and such other articles which may from time to time be required by SFA and to pay for the same in cash or otherwise as may be deemed expedient.
 - 13.1.5 Subject to the approval of members at the Annual 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 SFA.
 - 13.1.6 To make and give receipts; release and other discharges for money payable to SFA and for the claims and demands of SFA.
 - 13.1.7 To raise or borrow money in the name of or otherwise on behalf of

SFA 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 SFA 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 SFA, 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.

- 13.1.8 To appoint Hon President, Hon Advisor and Hon Exco Member from time to time, subject to the criteria as set up by the Exco. Such appointees may be invited to attend Exco meetings as observers, and they shall have no voting rights.

14 Proceedings of Annual General Meeting

- 14.1 An Annual General Meeting will be held once every year not later than the month of April.
- 14.2 The Exco may, whenever they think fit, shall upon a requisition made by writing by not less than twenty (20)% of the total number of voting members forthwith proceed to convene an Extraordinary General Meeting.
- 14.3 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 SFA. Such requisition must be signed by the requisitioner and may consist of several documents in like form each signed by one (1) or more requisitioner.
- 14.4 The Exco 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 or a single majority of the members may themselves convene an Extraordinary 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.
- 14.5 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 SFA, such notice to be sent by post or otherwise serve as hereinafter provided.
- 14.6 In all cases, seven (7) 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.
- 14.7 The business of the Annual General Meeting shall be to receive and consider the Balance Sheet and Accounts and the Report of the Exco, to elect

members of Exco, to appoint Auditors and to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting.

- 14.8 All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
- 14.9 No businesses other than those specified in the agenda shall be transacted at any Annual General Meeting
- 14.10 The Annual General Meeting of SFA shall be held in the month of April. The quorum of the Annual General Meeting of SFA shall be one quarter (25%) of the total number of voting members or thirty (30) voting members present at the Meeting. In the event of there being no quorum at the scheduled time of the Annual General Meeting, the Meeting shall be adjourned for half an hour (30 minutes), after which whatever number of members then present shall form a quorum. However, the Annual General Meeting so convened shall have no power to amend any part of the existing Constitution.
- 14.11 The President or in his absence the Vice-President shall preside as Chairman at every Annual General Meeting of SFA. If there is 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 Exco present shall choose someone from their membership or members' representatives to be the Chairman.
- 14.12 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.
- 14.13 At any Annual General Meeting, a resolution put to the vote of meeting shall be decided by 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 (50%) of the members present in person.
- 14.14 Any member who is unable to attend any meeting in person can appoint a proxy. Such proxy must be registered with the Hon. Secretary prior to the commencement of any meeting. One member can only hold one proxy. Proxies not so registered shall have no voting rights or powers.
- 14.15 Every member representing their company shall have one vote. Any member who has not paid his membership subscription fees shall not have the right to vote.
- 14.16 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.

15 Minutes

- 15.1 The Exco shall cause proper minutes of proceedings to be entered in books provided for the purpose.

16 Accounts and Reports

- 16.1 The Exco shall cause proper books of account to be kept at the registered place of business of SFA and in the charge of such persons as the Exco may from time to time direct.
- 16.2 The Exco 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 SFA or any of them shall be opened to the inspection of the members (not being member of the Exco) and no member (not being a member of the Exco) shall have any right to inspect any account book or document of SFA unless authorized by the Exco or by SFA at a Annual General Meeting.
- 16.3 At the Annual General Meeting once in every year the Exco shall lay before SFA a Report and an Income and Expenditure Account and a Balance Sheet containing a summary of the assets and liabilities of SFA made up of the last financial year. At the Annual General Meeting, a report shall be presented by the Exco as to the state, condition and affairs of SFA. The balance sheet, accounts and report shall be signed by the President and the Hon. Auditors and counter-signed by the Hon. Secretary. A printed copy of such accounts and balance sheet and Report of the Exco 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 SFA for a period of at least five (5) days before the meeting.
- 16.4 Two (2) persons, not being members of the Exco, shall be elected as Honorary Auditors at each Annual General Meeting and shall hold office for two (2) years and may not be re-elected. The accounts of SFA shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of SFA exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.
- 16.4.1 They:
- (a) shall audit each year's accounts of SFA and all funds connected with or controlled by SFA, and sign the reports to be submitted to the Annual General Meeting.
 - (b) May be required by the President to audit SFA's accounts for any period within their tenure of office at any date and make a report to the Exco.

17 Notices

- 17.1 Each member of SFA shall give to the Hon.Secretary an address within the Republic of Singapore together with an email address and facsimile number of its Authorized Representative and shall notify the Hon.Secretary of any change in respect thereof.
- 17.2 A notice may be served by email and facsimile to its Authorised Representative and such notices shall be considered as duly given on the date the notice is issued.
- 17.3 The accidental omission to give notice to any member shall not invalidate any resolution passed at any meeting.

18 Prohibition

- 18.1 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 SFA's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 18.2 The funds of SFA shall not be used to pay the fines of members who have been convicted in court of law.
- 18.3 SFA 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.
- 18.4 SFA shall not hold any lottery, whether confined to its members or not, in the name of SFA or its office-bearers, Exco or members.
- 18.5 SFA shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 18.6 SFA 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, where necessary.

19 Trustees

- 19.1 The immovable property of SFA (including all leasehold property) and all investments of SFA (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 SFA. Such Trustees shall be Singapore Citizens.
- 19.2 The Trustees shall be appointed at an Annual General Meeting of SFA. Any Annual 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 Annual General Meeting. The Registrar of Societies shall be immediately notified of any change of appointment of Trustees.

20 Dissolution

- 20.1 SFA shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of SFA for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 20.2 In the event of SFA being dissolved in accordance with the aforesaid paragraph, all debts and liabilities legally incurred on behalf of SFA shall be fully discharged, and the remaining funds shall be disposed of in such manner as the General Meeting of members may determine.
- 20.3 A Certificate of dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

21 General

- 21.1 Every member shall be deemed to be bound and abide by the Constitution of SFA or any approved amendment thereof.
- 21.2 SFA shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.
- 21.3 In the event of any question or matter arising out of any point which is not expressly provided for in the Constitution, the Exco shall have the power to use their own discretion.

22 Visitors and Guests

- 22.1 Visitors and guests may be admitted into the premises of SFA but they shall not be admitted into the privileges of SFA. All visitors and guests shall abide by SFA's rules and regulations.