

# **CONSTITUTION OF BIRD SOCIETY OF SINGAPORE**

## **NAME**

0.1 This Society shall be known as the “Bird Society of Singapore”, hereinafter referred to as the “Society”.

## **PLACE OF BUSINESS**

2.1 Its place of business shall be at “85 Bukit Drive, #06-13 The Raintree, Singapore 587848” or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises with the prior written approval from the relevant authorities, where necessary.

## **OBJECTS**

3.1 Its objects are:

- a) To promote an interest in birds and birdwatching, in Singapore and the surrounding region.
- b) To advance regional ornithological knowledge and promote transparent record and data sharing.
- c) To initiate and support research projects relating to the study and conservation of birds.
- d) To develop capacity within the local birdwatching scene by providing resources suitable for all skill levels within the community.
- e) To encourage, promote, and educate responsible attitudes towards and ethical treatment of all flora and fauna, with a focus on birds.

3.2 In furtherance of the above objects, the Society may:

- a) Administer and gather records for the Society’s online repository of birds, allowing for a publicly accessible repository for records of rare species.
- b) Prepare, publish, and disseminate such books, periodicals, pamphlets, photographs, journals, articles and drawings as well as produce such films, videos and recordings in whatever form, electronic or otherwise, as may be necessary or relevant to educate its members and the public.

- c) Organise forums, talks, guided walks, seminars, lectures, congresses, conferences, shows, as well as recreational, study and welfare trips and other like events, so as to help educate its members and the public.
- d) Do all things and engage in such lawful activities as are necessary to achieve its objectives, including maintaining its offices, owning/ managing of property real or personal, entering into agreements and contracts, signing and executing deeds and undertaking or executing any representation or trust, as well as employing persons and terminating their services.

### **MEMBERSHIP QUALIFICATION AND RIGHTS**

4.1 Membership is open to persons interested in birds, ornithology, ecology and conservation of birds in Singapore and the surrounding regions without restrictions as to gender, nationality, race or religion, and to lawfully constituted corporations, schools, institutions, societies and other bodies of persons as may be approved by the Executive Committee in accordance with the provisions herein. A maximum of one (1) representative per entity is allowed.

4.2 Persons who are below eighteen (18) years of age shall not be accepted as members without the written consent of their parent or guardian.

4.3 Only members and representatives of entities who are above eighteen (18) years of age shall have the right to vote and to hold office in the Society.

4.4 Membership commences on the date of sign-up upon successful membership application.

### **APPLICATION FOR MEMBERSHIP**

5.1 A person wishing to join the Society should submit his particulars to the Secretary on a prescribed form as may be adopted by the Executive Committee from time to time.

5.2 The Executive Committee will decide on the application for membership.

5.3 A copy of the Constitution shall be furnished to every approved member upon payment of the annual membership fee within two (2) weeks of approval of membership.

5.4 Membership Categories

#### 5.4.1 Ordinary Membership

5.4.1.1 Ordinary Membership is open to any person aged eighteen (18) years and above.

5.4.1.2 Ordinary Members who have been members for at least six (6) months or longer shall be entitled to nominate, vote and hold office.

#### 5.4.2 Junior / Student Membership

5.4.2.1 Junior / Student Membership is open to children or students aged seven (7) years to seventeen (17) years of age.

5.4.2.2 All applications for Junior / Student Membership shall be made on behalf of the proposed members by their parent or legal guardian.

5.4.2.3 Junior / Student Members will not be entitled to nominate, vote or hold office.

5.4.2.4 Junior / Student Members will be promoted to Ordinary members when they turn eighteen (18) years of age based on their date of birth.

#### 5.4.3 Life Membership

5.4.3.1 Life membership shall be open to any person aged eighteen (18) years and above, who opts to pay a one-time membership fee of not less than ten (10) times the annual membership fee for Ordinary Members.

5.4.3.2 Life Members will be entitled the same rights to nominate, vote and hold office as Ordinary Members who have been members for at least six (6) months or longer.

#### 5.4.4 Honorary Life Membership

5.4.4.1 Honorary Life Membership shall be conferred to founding members of the Society and on any person or member who has rendered valuable services to the Society, or who has made outstanding contributions to the study and conservation of birds, ornithology and ecology in Singapore or the surrounding regions.

5.4.4.2 Honorary Life Membership recommendations shall be proposed by members of the Executive Committee and such recommendations are approved by majority of the members voting at a General Meeting by way of a resolution.

5.4.4.3 Honorary Life Members will be entitled the same rights to nominate, vote and hold office as Ordinary Members who have been members for at least six (6) months or longer.

#### 5.4.5 Corporate / Group / Entity Membership

5.4.5.1 Corporate / Group / Entity Membership is offered by invitation only. Recommendations for this membership shall be proposed by members of the Executive Committee and approved by majority vote at an Executive Committee Meeting.

5.4.5.2 Only one (1) representative of the corporate / group / entity will be entitled the rights to nominate, vote and hold office as Ordinary Members who have been members for six (6) months or longer.

5.4.5.3 The representative's role will cease immediately upon the initiation by the corporate / group / entity or his resignation or departure. The corporate / group / entity will need to appoint a new representative within three (3) months and notify the Secretary in writing.

5.4.5.4 The representative will be subjected to the same expulsion clause in section 5.6 of the Constitution.

5.5 Memberships are not transferrable.

#### 5.6 Expulsion of member

5.6.1 The Society reserves the authority to expel any member who has acted in a way prejudicial to the interests of the Society and/or its objects, or has caused disrepute to the Society, or contravened a provision of the Constitution, or whose conduct is unbecoming as a member of the Society. The Executive Committee will convene a meeting to vote on the expulsion of the member. The member may be expelled with a majority vote from the Executive Committee.

5.6.2 Before a member is expelled, he shall be given not less than fourteen (14) days' notice in writing by the Secretary or Executive Committee, informing the member of the nature of his act or conduct that rendered him unfit for membership, and giving that member a chance to be heard by the Executive Committee at a meeting to be convened for that purpose.

5.6.3 After having heard the member at the Executive Committee Meeting convened pursuant to Article 5.6.2, the Executive Committee shall take a vote on the expulsion of the member and the decision of a majority of the Executive Committee members present in person and voting shall prevail. In the event that the Executive Committee shall decide to expel the member, the member shall thereby cease to be a member of the Society, whereupon all privileges of membership shall forthwith be deemed withdrawn. Notice of the expulsion shall be sent to the member by registered post.

5.6.4 If the member fails to attend the meeting convened pursuant to Article 5.6.2, the Executive Committee shall proceed to deliberate on the question of expulsion in the member's absence and shall call for a vote in accordance with Article 5.6.3.

5.6.5 A member expelled under clause 5.6.1 may within one (1) month of the notification of his expulsion, appeal to the General Meeting of members against the decision of the Executive Committee. The decision of the General Meeting shall be final.

5.6.6 Upon expulsion, membership to the Society will cease immediately along with all membership privileges withdrawn. If the expelled member is an office-bearer, he will relinquish his appointment and hand over all resources or documents pertaining to or belonging to the Society within one (1) week, failing which legal actions may be initiated for the retrieval of the items.

### **ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

6.1 There shall be no entrance fees payable by members.

6.2 There shall be an annual membership fee of S\$25 payable within two (2) weeks of approval of membership, in default of which membership may be cancelled by order of the Executive Committee.

6.3 The annual membership fee may be revised and shall be determined by the General Meeting on recommendation from the Executive Committee from time to time.

6.4 The annual membership fee is payable in advance up to one (1) month before current membership expires. The member will be given one (1) month grace period from the date of membership expiry to make payment to renew his membership. Failing which, he shall be informed immediately by the Treasurer as a final attempt and he will be given an additional seven (7) days to make payment. Thereafter, his membership is considered as lapsed and the Secretary will remove his name from the membership register.

6.5 The Society may accept free-will offerings from members. These funds will be used for the Society's expenditure and day-to-day operating costs.

6.6 The Society may accept free-will offerings from non-member organisations to fund specific programmes promoting the Society's objects or activities.

6.7 Any additional funds required for special purposes such as programmes or outreach or expenditure may only be raised from members with the approval of the General Meeting of members on the recommendation of the Executive Committee via a majority vote during an Executive Committee meeting.

6.7.1 Should there be a need for fund-raising from public avenues, the request will need to receive a majority vote during an Executive Committee Meeting and the approval of the General Meeting of members. The request will need to adhere to the legal requirements for fund-raising appeal and also in adherence to section 13.4 of this Constitution.

6.8 The income and property of the Society whensoever derived shall be applied towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Society or to any of them or to any person claiming through any of them.

### **SUPREME AUTHORITY AND GENERAL MEETINGS**

7.1 The supreme authority of the Society is vested in a General Meeting of the members.

7.2 An Annual General Meeting shall be held within three (3) months from the close of its financial year.

7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, and may be called at any time by order of the Executive Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.

7.4 If the Executive Committee does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board featured on the Society's website.

7.5 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Society's website-based notice board four (4) days in advance of the meeting.

7.6 Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings.

7.7 The following points will be considered at the Annual General Meeting:

- a) The previous financial year's accounts and annual report of the Executive Committee.
- b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one (1) week before the meeting is due to be held. The final list of agenda items for the Annual General Meeting will be reviewed and decided by the Executive Committee.

7.8 At least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

7.9 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 part of the existing Constitution.

### **MANAGEMENT AND EXECUTIVE COMMITTEE**

8.1 The administration of the Society shall be entrusted to an Executive Committee consisting of the following to be elected at alternate Annual General Meeting:

A President

A Vice-president

A Secretary

A Vice-secretary

A Treasurer

An Outreach Officer

One (1) Ordinary Executive Committee Member

Majority of the Executive Committee Members shall be Singapore Citizens. In addition, the President, Secretary, Treasurer and their deputies shall be Singapore Citizens or Singapore Permanent Residents. Foreign Diplomats shall not serve as Executive Committee Members.

8.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. The term of office of the Executive Committee is two (2) years.

8.2.1 The President may be re-elected to the same post for a consecutive term and serve a total of two (2) terms. Thereafter, a new President will have to be elected.

8.2.2 In the event of extraneous circumstances, the President may be proposed for a third term by a majority vote during an Executive Committee meeting. The proposed re-election for his third term will need to be passed by a majority vote of the members at the Annual General Meeting.

8.2.3 All other office-bearers, including the Treasurer may be re-elected to the same or related post for consecutive terms of office.



8.3 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.

8.4 An Executive Committee Meeting shall be held at least once every three (3) months after giving seven (7) days' notice to Executive Committee Members. The President may call an Executive Committee Meeting at any time by giving five (5) days' notice. Majority of the Executive Committee Members must be present for its proceedings to be valid. Executive Committee Meetings can be held in-person or via tele-conferencing or in combinations. Members who are unable to attend in-person meetings can attend via tele-conferencing and will be considered present.

8.5 Any member of the Executive Committee absenting himself from three (3) Executive Committee Meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Executive Committee and a successor may be co-opted by the Executive Committee to serve until the next Annual General Meeting. Any changes in the Executive Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

8.6 The duty of the Executive Committee is to organise and supervise the daily activities of the Society. The Executive Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.

8.7 The Executive Committee has power to authorise the expenditure of a sum not exceeding S\$3000 per month from the Society's funds for the Society's purposes.

### **DUTIES OF OFFICE-BEARERS**

9.1 The President shall chair all General and Executive Committee meetings. He shall also represent the Society in its dealings with outside persons.

9.2 The Vice-president shall assist the President in his duties and act on his behalf in his absence.

9.3 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will keep minutes of all General and Executive Committee meetings. He shall maintain an up-to-date Register of Members at all times. If both the President and Vice-president are not able to chair the General

and Executive Committee meetings, the Secretary shall chair the meetings in their absence.

9.4 The Vice-secretary shall assist the Secretary in his duties and act on his behalf in his absence.

9.5 The Treasurer shall keep all funds and collect and disburse all monies on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to S\$300 per month for petty expenses on behalf of the Society. He will not keep more than S\$1000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Executive Committee. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Secretary.

9.6 The Outreach Officer shall be responsible for the Society's outreach development, programmes, activities and all documentation for the related activities and events.

9.7 The Ordinary Executive Committee Member shall assist in the general administration of the Society and perform duties assigned by the Executive Committee from time to time.

#### **AUDIT AND FINANCIAL YEAR**

10.1 Two (2) voting members, not being members of the Executive Committee, shall be elected as Honorary Auditors at alternate Annual General Meeting and will hold office for a term of two (2) years only and may be re-elected for a consecutive term. The accounts of the Society shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Society exceeds S\$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

10.2 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 Society's accounts for any period within their tenure of office at any date and make a report to the Executive Committee.

10.3 The financial year shall be from 1 January to 31 December.

## **TRUSTEES**

11.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

11.2 The trustees of the Society shall:

- a) Not be more than four (4) and not less than two (2) 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.

11.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.
- b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

11.4 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 Society's website-based notice board at least two (2) weeks before the General Meeting at which the proposal is to be discussed.

## **VISITORS AND GUESTS**

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

## **PROHIBITIONS**

13.1 The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.

13.2 The Society 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.

13.3 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

13.4 The Society 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.

### **AMENDMENTS TO CONSTITUTION**

14.1 The Society 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.

### **INTERPRETATION**

15.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have power to use their own discretion. The decision of the Executive Committee shall be final unless it is reversed at a General Meeting of members.

### **DISPUTES**

16.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they should first seek to resort to community-based mediation or similar forum for resolution and if that fails, they can then proceed to refer the matter for resolution in the Singapore courts.

### **DISSOLUTION**

17.1 The Society shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the total voting membership of the Society for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

17.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

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

**- END -**