



NORWEGIAN BUSINESS ASSOCIATION (SINGAPORE) **- NBAS CONSTITUTION**

I Name

The Association shall be known as the “Norwegian Business Association (Singapore)”, (hereinafter referred to as the “Association”).

II Place of Business

The Association shall have its registered office at c/o Royal Norwegian Embassy, 16 Raffles Quay, # 44-01 Hong Leong Building, Singapore 048581 or at such other address as from time to time may be decided by the Committee and approved by the Registrar of Societies.

III Objectives

The Association shall be a non-profit organization which objectives shall be:-

- i) on an organized and continuing basis to provide a forum where the Norwegian business community in Singapore can meet and discuss matters of common interest.
- ii) to facilitate by lawful means the exchange of views and information within the Norwegian business community and between the Norwegian business community and other business communities in Singapore and the region.
- iii) to co-operate with the Royal Norwegian Embassy and Innovation Norway in Singapore to promote trade, investments, finance, industry and cultural co-operation between Norway and Singapore on a bilateral or multilateral level.

IV Qualification for Membership

a) Ordinary Membership

- i) Ordinary membership shall be open to all companies, branch/representative offices and proprietorships registered in Singapore, in which there is a Norwegian interest.
- ii) Ordinary Members shall be entitled through their duly appointed senior representative to hold office and to vote at the General Meetings of the Association.

b) Associate Membership

- i) Associate membership shall be open to :-
 - a) a person who is engaged in business or profession in Singapore for a company that does not qualify for ordinary membership provided that
 - he or she is a Norwegian citizen resident in Singapore, or
 - he or she is recognised as promoting Norwegian business in Singapore, or
 - he or she is recognised as promoting Singaporean business in Norway.
 - b) Persons whom the Committee otherwise should recognise may benefit the objectives of the Association.
- ii) Associate Members shall be permitted to speak, but not entitled to vote at General Meetings of the Association.

V Application for Membership

- a) Any company or person, wishing to become a Member of the Association shall submit its/his particulars to the Secretary in such form as may be decided by the Committee.
- b) All applications for Membership shall be presented by the Secretary to the Committee for approval. Upon receipt of an application for Ordinary Membership, the Committee will assess and decide at its discretion whether the criteria for Ordinary Membership in article IV (a) above are fulfilled. The assessment of whether the “Norwegian interest” criterion is fulfilled shall be based, inter alia, on whether the applicant (i) directly or indirectly controls, is controlled by or is under common control with any Norwegian registered company(ies); (ii) is owned, fully or partly, by any Norwegian registered company(ies); (iii) has a strong presence or interest in the Norwegian business community in Singapore; (iv) may benefit the objectives of the Association; or (v) has any other Norwegian interest which makes the applicant qualify for Ordinary membership.
- c) Upon the approval, notice thereof shall be given to the successful applicant, who shall be furnished with a copy of this Constitution, and who shall be deemed to be bound thereby and henceforth be an Ordinary Member or an Associate Member of the Association.
- d) The names of all Members shall be entered in the Roll of the Association.

VI Annual Subscriptions and other Dues

The annual subscription fee shall be determined by the General Meeting on recommendation from the Committee from time to time, and be payable within 30 days of being called for by the Committee:

The Committee shall be entitled at its discretion, to revoke the Membership of a defaulting Member. Subscription fees paid by new Members admitted after 1st October will cover the remaining period of the year as well as the following calendar year. However, should the subscription fee be revised subsequently, the difference due to the revision shall be settled accordingly by the Member.

VII Disciplinary Act

The Committee may suspend for a period of up to six months, or expel, any Member who is persistently in default this Constitution, or whose conduct is unbecoming or against the interest of the Association. Where the Committee intends to exercise its powers under this Constitution, the Member concerned shall be given notice of the conduct complained of, and shall be given a reasonable opportunity to explain its position in writing or otherwise. The Committee's decision shall be final and conclusive, unless the Member so suspended or expelled shall appeal to a General Meeting whose decision shall be final.

VIII Notification of Change of Address

Any alteration in the residence or place of business of any Member shall be notified to the Secretary. A notice to any Member sent by post or telefax or e-mail to his address in the Register of Members shall be deemed to be duly delivered.

IX The Committee

The Committee shall conduct the day-to-day affairs of the Association. The Committee shall consist of:-

- The President
- The Secretary
- The Treasurer
- Three to ten Committee Members as the Annual General Meeting may decide from time to time
- The Norwegian Ambassador to Singapore (to the extent willing)

Each Committee Member shall be elected for a two-year term, except for the Secretary whose position shall be reserved for a Representative from Innovation Norway in Singapore. If the Representative of Innovation Norway does not take up the position as Secretary, the Association shall elect another person to take up the post for a two-year term.

The Committee may from time to time invite others to attend its meetings with a right to move but with no right to vote.

X Election of Committee

- a) Names for election to the office of President, Treasurer and ordinary Members of the Committee shall be proposed and seconded at the General Meeting and election will follow on a simple majority vote of the Members present and voting at the General Meeting.
- b) In case there should be more than one candidate for a position at the Committee the voting for that position shall be by secret ballot and the person who first achieves more than 50% of the votes of the Members present shall be elected.
- c) Committee Members may be re-elected to the same or related office for consecutive terms of office.

XI Vacancies in the Committee

- a) A Committee Member will lose his/her seat if he/she resigns from the Member Company or leaves Singapore.
- b) The Committee shall have power to fill any casual vacancy in the Committee until the next General Meeting.

XII Committee Meetings – Powers of the Committee

- a) A Committee meeting shall be held whenever considered necessary, and not less than once every two – 2 months. At least one half of the Committee Members must be present to constitute a quorum. All questions shall be decided by simple majority among those present. The Committee Members shall be given seven – 7 – days' notice of Committee meetings.
- b) The Committee shall be vested with the direction and general management of the Association for properly carrying out its objectives in accordance with this Constitution.
- c) In the event of any question or matter pertaining to the day-to-day administration of the Association arises, which is not expressly provided for in this Constitution, the Committee shall be entitled to determine such question or matter in its discretion. The decision by the Committee shall be final unless it is reversed at a General Meeting of the Members.
- d) The Committee shall have the power to authorise the expenditure of such sums, as it may deem fit from the Association's funds for the purposes of the Association.
- e) The Committee may appoint one or more sub-committees and co-opt members to the sub-committees as and when deemed necessary or expedient.

- f) The Committee shall have power to appoint, pay and dismiss staff as it may deem necessary.
- g) The Committee may not act contrary to decisions made at the General Meeting.

XIII Duties of Office Bearers

- a) The President shall :-
 - i) act as Chairman at all Committee and General Meetings and shall be responsible for the proper conduct of business at such Meetings;
 - ii) represent the Association in its dealings with the Governments of Norway and Singapore, media, the public, Chambers of Commerce and other business groups;
 - iii) have a second and casting vote at Committee and General Meetings.
- b) The Secretary shall :-
 - i) keep all records, except financial records of the Association;
 - ii) attend all Committee and General Meetings, record the decisions and minute them for approval;
 - iii) be responsible for keeping accurate and up-to-date Register of Members of the Association and shall notify the Registry of Societies within two-2-weeks of any changes in the office bearers.
 - iv) keep minutes of all General and Committee Meetings.
- c) The Treasurer shall :
 - i) retain all funds collected, and disburse all money on behalf of the Association and keep an account of all monetary transactions, and shall be responsible for their correctness.
 - ii) issue and sign receipts, vouchers and other related documents for money received on behalf of the Association.
 - iii) render such financial reports or statements to be submitted at Committee meetings and an Annual Statement of income and expenditure and balance sheet as at 31 December each year for submission to the General Meeting;
 - iv) deposit all money and other valuables belonging to the Association in such bank or banks as may be designated or approved by the Committee, except such sum in cash to meet

petty cash expenses on behalf of the Association, the amount of which shall be fixed by the Committee from time to time.

- d) All Committee Members shall assist in the general administration of the Association and perform duties assigned to them by the Committee from time to time.
- e) Performing payments on behalf of the Association:
 - 1) any and all cheques to be issued by the Association shall be signed by two signatories authorised in accordance with item 2) below;
 - 2) the following persons shall be authorised to sign cheques on behalf of the Association in accordance with item 1) above;
 - (i) the President, the Treasurer and the Secretary; and
 - (ii) in addition the President, the Treasurer and the Secretary may jointly authorise in writing any member of the Association's secretariat (the "Secretariat") to be signatory(ies) to cheques to be issued by the Association, provided that a cheque signed by such authorized member of the Secretariat shall require the co-signature of either the President, the Treasurer or the Secretary.

XIV Sub-Committees

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

XV Supreme Authority and General Meetings

- a) The Supreme authority of the Association is vested in a General Meeting of the Members presided over by the President. The Annual General Meeting shall be held not later than 31 March of each year, on a day to be fixed by the Committee.
- b) The new Committee elected shall take office on 1st April and the Outgoing Committee shall be responsible for all official activities of the Association occurring before 31st March.

XVI Business considered at Annual General Meetings

- a) The following business will be considered at the Annual General Meeting:
 - i) to receive from the Committee an Annual Report and Statement of Accounts for the preceding financial year and Budget for the current financial year;

- ii) to elect the office bearers for the following term, where applicable;
 - iii) to appoint an auditor for the following term, where applicable;
 - iv) to transact any other business which have been properly brought forward at the meeting.
- b) Unless otherwise stipulated herein, voting shall be by simple majority of the voting Members present. Voting at a General Meeting shall be by hand, unless the President or a majority of those present request it to be by secret ballot. Each voting Member shall be entitled to a single vote.
 - c) At least three – 3 – weeks before the General Meeting, the Secretary shall send a notice of the Meeting and particulars of the Agenda to every Member.
 - d) Any Member who wishes to add to the agenda any new item of a nature concerning the Association or Members, which can only be discussed at a General Meeting, may do so by giving notice to the Secretary within fourteen – 14 – days before the General Meeting is scheduled to be held.
 - e) The Annual Report, Statement of Accounts, Budget and additions to the Agenda which can only be discussed at a General meeting, shall be placed in the registered place of business of the Association and circulated to all members at least ten – 10 – days before the Annual General Meeting.

XVII Extraordinary General Meetings

- a) The Committee may at any time for any special purpose call an Extraordinary General Meeting.
- b) The Committee shall within fourteen – 14 – days upon receiving a written demand by more than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, call an Extraordinary General Meeting. The written demand stating the purpose for which the Meeting is required, shall be lodged with the Secretary of the Association.
- c) The Secretary shall give at least fourteen – 14 days notice of any Extraordinary General Meeting to all Members of the Association.

XVIII Quorum at General Meetings

- a) At least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, of the Association must be present at a General Meeting in order to form a quorum. Substitute representative of

an Ordinary Member shall count towards a quorum only in the absence of the duly appointed representative of a voting member.

- b) In the event of there being no quorum after 15 minutes of its commencement, the General Meeting shall be adjourned seven – 7 – days from the first Meeting at a place and time to be appointed by the Secretary, and should those then present be insufficient to form a quorum, the Members present shall be considered a quorum and the meeting shall proceed with the business according to the agenda but it shall not have power to amend the Constitution.

XIX Amendments to the Constitution

Any proposal involving an amendment of the Constitution shall not be carried except by a two-thirds majority vote of the members present and voting at an Annual General Meeting or an Extraordinary General Meeting called for the purpose. The amendments shall not come into force without the prior sanction of the Registrar of Societies.

XX Financial Year

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

XXI Audit

The accounts shall as soon as practicable after the end of each Financial Year be audited by an approved firm of Public Accountants. The auditors shall be appointed at the Annual General Meeting for a term of two years and eligible for reappointment for consecutive terms. No partners or employees of this firm shall be eligible to sit on the Committee.

The auditor:-

- a) will be required to audit each year's account and 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.

XXII Annual Report

The Committee shall draw up an Annual Report on the State of the Association, which shall be presented at the Annual General Meeting.

XXIII Prohibitions

- a) 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 Society'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 Society shall not be used to pay the fines of members who have been convicted in court of law.
- c) 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.
- d) The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- e) The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- f) 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.

XXIV Dissolution of the Association

The Association shall not be dissolved, except with the consent of not less than three-fifths of the total voting members of the Association at a General Meeting convened for the purposes.

In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and disposal of the remaining funds shall either be decided by the General Meeting or donated to an approved charity/charities in Singapore.

A Certificate of Dissolution shall be given within seven-7-days of the dissolution to the Registry of Societies.

XXV Disputes

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.