

CONSTITUTION OF PRIMETIME BUSINESS AND PROFESSIONAL WOMEN'S ASSOCIATION

NAME

- 1 This Society shall be known as the "Primetime Business and Professional Women's Association" hereinafter referred to as the "Association".

PLACE OF BUSINESS

- 2 Its place of business shall be at "96 Waterloo Street, SCWO, Singapore 187967" or such other address as may subsequently be decided upon by the Board and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

- 3 Its objects are:
 - 3.1.1 To foster friendly relationships amongst the international business and professional women's community in Singapore.
 - 3.1.2 To provide quality and relevant programmes that enhance the professional and personal growth of members through professional, social and community outreach activities.
 - 3.1.3 To support interaction between Association's members and other international and local, women's and business associations.

DEFINITIONS

- 4.1 "The Board" means the Board as referred to in Section 10 of the Constitution.
- 4.2 "The Nominations Committee" means the Nominations Committee as referred to in Section 9 of the Constitution.
- 4.3 "Subcommittee" means Subcommittee as referred to in Section 13 and may be referred to in writing as programmes or subgroups.
- 4.4 "Website" means www.primetime.org.sg
- 4.5 "In writing" means written, printed, faxed, e-mailed, or communicated in any other mode of representing or reproducing words in a visible form.

- 4.6 “Active Member” means a member as referred to in Section 5 who embodies the objects of the Association, is not in arrears with membership dues or other financial obligations, and regularly participates in Association activities.
- 4.7 “Co-opted Board Member” is a member who is appointed by the Board to assist with Special Projects or who has Special Skills. A co-opted member has no voting rights on the Board.
- 4.8 “Premises” means any location where the Association holds a meeting to conduct business such as a General Meeting, Board meeting etc.
- 4.9 “Venue” means any location where an activity is held.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 5.1 Membership Qualifications
 - 5.1.1 Ordinary membership is open to all business and professional women above 21 years of age and of any nationality normally resident in Singapore who share the objectives of the Association.
 - 5.1.2 Corporate membership is open to companies registered in Singapore and Singapore based companies, who share the objectives of the Association, pursuant to which representatives of such companies, who are business and professional women over 21 years of age, can benefit from certain membership privileges of the Association as defined in the ByLaws.
 - 5.1.3 Honorary membership may be granted by the Board at its discretion. The term of an honorary membership is one year, and Board approval will be required for any renewal.
- 5.2 Any exception to the age qualification must be approved by the Board.
- 5.3 Membership Rights
 - 5.3.1 Only Ordinary members have the right to vote and hold office in the Association.
 - 5.3.2 Corporate and Honorary Members have no voting rights and are not eligible to hold office in the Association.

APPLICATION FOR MEMBERSHIP

- 6.1 A person wishing to join the Association should submit her particulars to the Officer responsible for Membership on a prescribed application form.
- 6.2 The Board will decide on the application for membership and has the sole discretion to accept or reject an application.

6.3 A copy of the Constitution and the ByLaws shall be posted on the Association's Website available for all members to view. New members will be advised that the Constitution and ByLaws are posted on the Website.

ENTRANCE FEES, MEMBERSHIP FEES AND OTHER DUES

7.1 Membership shall be for a term of twelve (12) months beginning from the date the payment for membership dues is received by PrimeTime.

7.2 There shall be no entrance fee payable for all members.

7.3 The annual membership fee shall be determined by the Board from time to time in accordance with the ByLaws of PrimeTime.

7.4 The Board has the right to offer trial and special offer memberships at its discretion.

7.5 With the exception of Honorary membership, all other membership dues are payable in advance within the first month of signing up for membership. Similarly, renewal fees are payable within the first month of renewal of a membership. If a member falls into arrears with her membership dues or renewal fees, she shall be informed immediately by the Office responsible for Membership. If she falls into arrears of more than thirty (30) calendar days, she will automatically cease to be a member.

7.6 If a member fails to meet financial obligations to the Association other than membership dues, she will immediately be denied the privileges of membership. The Board may take legal action against her if the obligation is not met, provided that they are satisfied that she has received due notice of her debts.

SUPREME AUTHORITY AND GENERAL MEETINGS

8.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the President. The general meeting may be convened, held, or conducted, whether wholly or partly, in person or by electronic means.

8.1.1. A member may only attend a general meeting by observing and listening to the proceedings of the meeting by electronic means if access to both an audio broadcast and audio-visual broadcast is provided to the member.

8.2 An Annual General Meeting shall be held in May.

8.3 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 30 voting members, whichever is the lesser, and may be called at any time by order of the Board.

8.4 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 60 calendar days from receiving this request to convene the Extraordinary General Meeting.

- 8.5 If the Board does not within 60 calendar days 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 have the right to convene the Extraordinary General Meeting by giving 10 calendar days' notice to voting members in writing setting forth the business to be transacted and simultaneously posting the agenda on the Association's Website.
- 8.6 At least 14 calendar days' notice shall be given of an Annual General Meeting and at least 10 calendar days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be prepared by the Secretary in writing to all voting members. The particulars of the agenda shall be posted on the Association's Website 4 calendar days in advance of the meeting.
- 8.7 Electronic voting and voting by absentee ballot is allowed at all General Meetings. Absentee ballot procedure will be determined by the Board. Voting by proxy is not allowed.
- 8.8 It is the members' responsibility to maintain current membership information so that the Association can send all notices in writing to the member.
- 8.9 The following points will be considered at the Annual General Meeting:
 - a) The previous financial year's accounts and annual report of the Board.
 - b) Where applicable, the election of Board members, Honorary Auditors, and appointment of a Certified Public Accounting firm for the following term.
- 8.10 Any member who wishes to place an item on the agenda of a General Meeting may do so provided she gives notice to the Secretary one week before the meeting is due to be held.
- 8.11 The quorum for a General Meeting shall be at least 25% of the total voting membership or 30 voting members, whichever is the lesser, present at a General Meeting. A quorum may be formed by members personally or electronically present.
- 8.12 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.

NOMINATIONS COMMITTEE

- 9.1 A Nominations Committee comprising at least 3 active members shall be appointed by the Board.
- 9.2 The role of the Nominations Committee is to accept and qualify nominees for Board positions for election at the AGM and appointment during the Board year.

- 9.3 All nominees and proposers shall be active voting members and nominations will be submitted on the prescribed form.
- 9.4 The Nominations Committee will advise the Board of the results of qualification by the agreed timeline.
- 9.5 The Nominations Committee will be dissolved two weeks after the Annual General Meeting unless there are complaints to be investigated, in which case, it will be dissolved after investigations have been completed.

MANAGEMENT AND BOARD MEMBERS

- 10.1 The administration of the Association shall be entrusted to a Board consisting of the following to be elected at an Annual General Meeting:
 - A President
 - A Secretary
 - A Treasurer
 - And up to 9 Board members
- 10.2 The term of office of a Board Member is 1 year. All Board members may be re-elected to the same post for consecutive terms of office, but for no more than 2 consecutive terms in the same post. Thereafter, Board Members can remain on the board but in a different role and for no more than 2 years. Nominees for the above-mentioned Board positions will be posted on the Association's Website at least 14 days before the Annual General Meeting.
- 10.3 Election at the Annual General Meeting will be determined by a majority vote by secret ballot. Absentee ballots will be considered in the count to elect the Board. In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdraw in favour of one of themselves.
- 10.4 A Board Meeting shall be held at least once every 3 months after giving 7 calendar days' notice to Board Members. The President may call a Board Meeting at any time by giving 5 calendar days' notice. At least 50% of the elected Board Members must be present to establish a quorum and for its proceedings to be valid. The meeting may be convened, held, or conducted, whether wholly or partly, by electronic means.
- 10.5 A majority vote of the Board members is required for all Board decisions requiring a vote. In the event of a tie, the Chairman of the meeting shall have a casting vote. A member of the Board may vote at a meeting of the Board by electronic means.
- 10.6 Any Board member absenting herself from 3 meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Board and a successor may be appointed by the Board to serve until the next Annual General Meeting. Any change in the Board shall be notified to the Registrar of Societies within 14 calendar days of the change.

- 10.7 Any Board member who is unable to fulfill her term may resign from the Board with written notification to the Secretary. A successor may be appointed by the Board to serve until the next Annual General Meeting.
- 10.8 In addition to the elected Board members, up to 3 members may be co-opted to serve on the Board. Co-opted Board members will be elected to the Board for a specific project or to provide specific skills for the Board to conduct its activities. Co-opted Board members will be approved by a majority vote of the Board and will not have voting rights on the Board.

POWERS AND RESPONSIBILITIES OF THE BOARD

- 11.1 The duty of the Board is to organise and supervise the daily activities of the Association. The Board may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
- 11.2 The Board shall have full power to adopt ByLaws in line with this Constitution regulating the affairs of the Association. Such ByLaws so made, amended, or repealed shall come into operation at such time determined by the Board. In the event there is any conflict between this Constitution and the ByLaws, this Constitution shall prevail. Any changes to the ByLaws will be posted on the Association's Website.
- 11.3 The Board has the power to authorise the expenditure of such sums as it may deem fit from the Association's funds for the Association's purposes while maintaining an appropriate amount of funds in reserve for the Association.
- 11.4 The President shall chair all General and Committee meetings. She shall also represent the Association in its dealings with outside persons.
- 11.5 The Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. She will keep minutes of all General and Board meetings.
- 11.6 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an accurate and complete account of all monetary transactions and shall be responsible for their correctness. She shall deposit all money and other valuables belonging to the Association in such bank or banks as may be designated or approved by the Board except such sum in cash, the amount of which shall be fixed by the Board from time to time, to meet petty cash expenses on behalf of the Association.
 - 11.6.1 Cheques and other promissory notes for withdrawals from the bank require a dual signature by the Treasurer and the President. Board members with responsibility to assist the Treasurer and deputise for the President may be assigned as alternate signatories.

11.7 The Board Members shall assume roles (titles and job descriptions) as defined in the ByLaws in alignment with the Objectives and relevant to the Association.

AUDIT AND FINANCIAL YEAR

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

12.2 A firm of Certified Public Accountants shall be appointed as auditors at each Annual General Meeting for a term of one year and be eligible for reappointment. The appointed firm of Certified Public Accountants will be required to audit each year's accounts and provide a report to be presented at the Annual General Meeting.

SUBCOMMITTEES

13.1 The creation and dissolution of a Subcommittee requires Board approval.

13.2 The Subcommittee Chair will be appointed by the Board.

13.3 Subcommunities will provide activities in line with the Society's Objects.

COMMUNICATIONS

14 No press release or other official external communication to any institution may be made in the name of the Association except with the approval of the President or Officer responsible for Communication and one other Board member.

TRUSTEES

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

15.2 The trustees of the Association shall:

- a) Not be more than 4 and not less than 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.

15.3 The office of the trustee shall be vacated:

- a) If the trustee dies, lacks mental capacity, or becomes of unsound mind.
- b) If he or she is absent from the Republic of Singapore for a period of more than one year.
- c) If he or she is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.

- d) If he or she submits notice of resignation from his trusteeship.

15.4 Notice of any proposal to remove a trustee from his or her trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the Website at least 14 calendar days before the General Meeting at which the proposal is to be discussed.

VISITOR OR GUESTS

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

PROHIBITIONS

17.1 Save as permitted under written law and in particular, the Gambling Control Act 2022, gambling 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.

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

17.3 The Association shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

17.4 The Association shall not attempt to restrict or interfere with trade or make, directly or indirectly, any recommendation to or any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.

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

17.6 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

17.7 The Association 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.

AMENDMENTS TO CONSTITUTION

18 No alteration, addition or deletion to this Constitution shall be made except at a General Meeting and with the consent of two-thirds of the voting members either present at the General Meeting or represented by absentee ballot vote, and they shall not come into force without the prior sanction of the Registrar of Societies.

INTERPRETATION

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

DISPUTES

20 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 may bring the matter to a court of law for settlement.

DISSOLUTION

21.1 The Association shall not be dissolved, except with the consent of not less than 60% of the total voting membership of the Association for the time being resident in Singapore expressed, either in person or by absentee ballot, at a General Meeting convened for the purpose.

21.2 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 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.

21.3 A Certificate of Dissolution shall be given within 7 days of the dissolution to the Registrar of Societies.