

CONSTITUTION OF
WOMEN IN ENERGY, ASIA

NAME

1.1 This Society shall be known as the “Women in Energy, Asia”, hereinafter referred to as the “Society”.

PLACE OF BUSINESS

2.1 Its place of business shall be at "1 Harbourfront Avenue, #02-01 Keppel Bay Tower, Singapore 098632" or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

3.1 Its objects are:

- a) to give female professionals of the energy sector a platform to grow their industry network and foster their careers through mentoring, role-modeling and professional development; and
- b) to contribute to the development of training and employment opportunities and enhancement of educational opportunities for women in the societies and countries in which the energy sector operate.

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

- a) organize regular events throughout each year that will provide the opportunity to hear a variety of innovative speakers, panel discussions and other such activities to support the intellectual, professional and personal growth of its members;

- b) provide a peer mentoring program;
- c) organise all types of training or courses for women to advance their employment opportunities; and
- d) take all action and conduct all activities in furtherance of the above objectives.

MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 Membership is open to (a) all persons above 21 years of age and (b) all corporates or partnerships ("**corporate member**") with interest in the energy sector.

4.2 Each corporate member shall have the right to nominate, from time to time during the duration of its membership:

- a) a person above 21 years of age (the "**nominated corporate representative**") to represent it:
 - (i) as a Committee Member (if voted by an Annual General Meeting); and
 - (ii) to exercise its voting rights at an Annual General Meeting or Extraordinary General Meeting; and
- b) up to 20, or such other number as the Committee may from time to time decide, representatives to attend events organised by the Society.

4.3 Only individual members and corporate member representatives who are above 21 years of age shall have the right to vote and to hold office in the Society.

4.4 Each corporate member shall be entitled to only one vote at a Committee meeting, an Annual General Meeting or an Extraordinary General Meeting to be exercised through its nominated corporate representative whose particulars are registered with the Secretary from time to time. Such nominated corporate representative may vote by proxy at an Annual General Meeting or an Extraordinary General Meeting provided that the name, contact number and contact email address of such proxy is received by the Secretary at least three (3) days before any such Annual General Meeting or Extraordinary General Meeting.

4.5 Nothing in this Constitution shall prevent an individual from holding both an individual membership and being appointed a nominated corporate representative of a corporate member and, from exercising rights in his/her capacity both as an individual member and a nominated corporate representative at the same time.

APPLICATION FOR MEMBERSHIP

5.1 A person, corporate or partnership wishing to join the Society should submit his/her/its particulars to the Secretary on a prescribed form determined by the Committee.

5.2 The Committee will decide on the application for membership.

5.3 A copy of the Constitution shall be made available to the public on the Society's website or failing which, be furnished to every approved member by email upon request of such member.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

6.1 The entrance fees to become members and the subscriptions payable by members shall be determined by the Committee from time to time.

6.2 In addition, with respect to any event organised by the Society from time to time, the Committee shall be entitled to determine:

- a) the persons eligible to be invited to attend such event; and
- b) the fees payable by the persons eligible to be invited to attend such event.

6.3 Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting on recommendation from the Committee from time to time.

6.4 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 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 fifteen (15) voting members, whichever is the lesser, and may be called at anytime by order of the 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 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 sending the agenda by email to the members' email addresses as recorded on the Society's Register of Members on the date such notice is sent.

7.5 At least fourteen (14) days' notice shall be given of an Annual General Meeting and at least five (5) 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 sent by email to the members' email addresses as recorded on the Society's Register of Members on the date such agenda is sent, no later than two (2) 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 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/she gives notice to the Secretary at least seven (7) days before the meeting is due to be held.

7.8 At least 25% of the total voting membership or fifteen (15) 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.

7.10 Unless required by the Societies Act, the Societies Regulations or any other provision of this Constitution, all matters shall be decided by the General Meeting on a simple majority vote of the members present and voting.

MANAGEMENT AND COMMITTEE

8.1 The administration of the Society shall be entrusted to a Committee consisting of the following to be elected at each Annual General Meeting:

A President

A Vice-President

A Secretary

An Assistant Secretary

A Treasurer

An Assistant Treasurer

Four (4) Ordinary Committee Members

Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, majority of the Committee Members shall be Singapore Citizens or the nominated corporate representatives of Singapore incorporated corporate members. In addition, the President, Secretary, Treasurer and their deputies shall be Singapore Citizens or Singapore Permanent Residents or the nominated corporate representatives of Singapore incorporated corporate members. Foreign Diplomats shall not serve as 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. All office-bearers may be re-elected to the same or related post for a consecutive term of office. The term of office of the Committee is one year.

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, 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) withdrew in favour of one of themselves.

8.4 A Committee Meeting shall be held at least once every alternate calendar month upon the President or the Vice-President giving seven (7) days' notice to Committee Members. The President or the Vice-President may in addition call a Committee Meeting at any time by giving five (5) days' notice. Save in respect of a resolution in writing, the majority of the Committee Members must be present for its proceedings to be valid, provided that if a meeting is adjourned for the lack of majority Committee Members to such a time and place as may be decided by the President or the Vice-President, the Committee Members present at the adjourned meeting will be entitled to conduct proceedings and such proceedings will be valid. Voting by proxy is allowed at all Committee Meetings provided that the name, contact number and contact email address of such proxy is received by the President or the Vice-President before any such Committee Meeting. The President or the Vice-President may invite an observer to attend any proceedings of the Committee provided that such observer shall comply with such rules as may be stipulated from time to time by the Committee. A resolution in writing circulated to all the Committee Members and signed or approved by majority Committee Members shall be deemed to be effective.

8.5 If (i) any member of the Committee absenting himself/herself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee unless the Committee decides otherwise or (ii) any member of the Committee resigns with no less than thirty (30) day prior notice, a successor may be co-opted by the Committee (acting on a majority basis) to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

8.6 The duty of the Committee is to organise and supervise the daily activities of the Society. The 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 Committee has power to authorise the expenditure of a sum not exceeding \$25,000 per month from the Society's funds for the Society's purposes.

8.8 The Committee has the power to form sub-committees for such purposes as the Committee may determine, and to decide on the working procedures of such sub-committees. Further, the Committee has the power to appoint the members of such sub-committees, including members of the Society who are not on the Committee.

8.9 The Committee has the power to prescribe and publish such by-laws as may from time to time be applicable to the activities of the Society and which are not inconsistent with this Constitution.

DUTIES OF OFFICE-BEARERS

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

9.2 In addition to the rights conferred on the Vice-President in this Constitution, the Vice-President shall assist the President and deputise for him/her in his/her absence.

9.3 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He/She will keep minutes of all General and Committee meetings. He/She shall maintain an up-to-date Register of Members at all times.

9.4 The Assistant Secretary shall assist the Secretary and deputise for him/her in his/her absence.

9.5 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He/She is authorised to expend up to \$500 per month for petty expenses on behalf of the Society. He/She will not keep more than \$5,000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.

9.6 The Assistant Treasurer shall assist the Treasurer and deputise for him/her in his/her absence.

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

9.8 Any contracts to be signed on behalf of the Society shall be signed by the President and either the Vice-President or the Secretary or the Treasurer, provided that all such contracts shall have been approved by the Committee.

AUDIT AND FINANCIAL YEAR

10.1 Two (2) voting members, not being members of the Committee, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of one year only and may be re-elected for a consecutive term. The accounts of the Society shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Society exceeds \$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 Committee.

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

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

11.4 Notice of any proposal to remove a trustee from his/her trusteeship or to appoint a new trustee to fill a vacancy must be given by sending such notice by email to the members' email addresses as recorded on the Society's Register of Members on the date such notice is sent, at least fourteen (14) days before the

General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

11.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

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 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.

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

13.3 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.

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

13.5 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.

13.6 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 Committee shall have power to use their own discretion. The decision of the 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 may bring the matter to a court of law for settlement.

DISSOLUTION

17.1 The Society shall not be dissolved, except with the consent of two-thirds (2/3) of the voting members present at the 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.

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