

CONSTITUTION OF

German Association – Deutsches Haus

NAME

1.1 This Society shall be known as “German Association – Deutsches Haus”, hereinafter referred to as the “Society”.

PLACE OF BUSINESS

2.1 Its place of business shall be at 4 Battery Road, #25-01 Bank of China Building, Singapore 049908, 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 The Society’s object is to cultivate friendship and understanding between members of the German-speaking community in Singapore and other inhabitants of Singapore.

MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 Persons who are below 18 years of age shall not be accepted as members without the written consent of their parent or guardian. Only members who are above 21 years of age shall have the right to vote and to hold office in the Society.

4.2 There shall be three (3) categories of membership:

Active Membership,

Corporate Membership,

Honorary Membership.

4.3 Only Active Members and the Corporate Members shall be entitled to vote in General Meetings and to elect the Committee. Only Active Members and Corporate Members may be elected as members of the Committee, in the manner described below.

Active Members

4.4 Active Members include members who are subject to an individual membership, as well as members who are subject to a family membership. The following are applicable to Active Members:

- (a) An individual membership allows one individual to be regarded as an Active Member, and a family membership allows one individual, his/her spouse and his/her children to be regarded as Active Members. The individual, his/her spouse and his/her children above the age of 21 years of age each have an active and passive voting right.
- (b) Active Members may not transfer their membership.
- (c) Active members are entitled to all the privileges of the Society, including the right to vote and the right to hold office.
- (d) Active Membership shall be valid for a term of twelve (12) months, which shall be automatically renewed thereafter for further 12-month periods, until and unless terminated by the Society or by the Active Member giving the Society at least two (2) months' notice prior to the expiry of such 12-month term. Notwithstanding the foregoing, the membership of an Active Member may, under exceptional circumstances, be renewed for shorter periods of six (6) months whereby membership fees will be charged pro rata.
- (e) Active Members above the age of 21 years have an active and passive voting right.

Corporate Members

4.5 The following are applicable to Corporate Members:

- (a) Corporate Membership shall be open to all companies which operate in Singapore or target the Singaporean market, regardless of whether such companies are registered in Singapore.
- (b) Corporate Members shall each appoint one representative ("Corporate Member Representative"), and shall exercise their rights through the Corporate Member Representative. Corporate Members shall inform the Society of the identity of the Corporate Member Representative, and shall update the Society in case of any change in the Corporate Member Representative.
- (c) Each Corporate Member (acting through its Corporate Member Representative) is entitled to the right to (one) vote.
- (d) The passive voting right of Corporate Members is restricted in a way that a Corporate Member Representative may only be elected to hold the office of Ordinary Committee Member or Secretary and not any other office / position. For the avoidance of doubt, any Corporate Member Representative who is elected into the office of Ordinary Committee Member or Secretary shall be regarded as a representative of the Corporate Member, and not as the Ordinary Committee Member or the Secretary of the Society in his/her personal capacity. In the event there is a change of the identity of the Corporate Member Representative of the Corporate Member who has been elected into the office of the Ordinary Committee Member or Secretary of the Society, the new Corporate Member Representative shall take over the office as the Ordinary Committee Member or Secretary, as the case may be.
- (e) Corporate Membership shall be valid for a term of twelve (12) months, which shall be automatically renewed thereafter for further 12-month periods, until and unless terminated by the Society or by the Corporate Member giving the Society at least two (2) months' notice prior to the expiry of such 12-month term.

- (f) Notwithstanding the foregoing, the membership of a Corporate Member may, under exceptional circumstances, be renewed for shorter periods of six (6) months whereby membership fees will be charged pro rata.

Honorary Members

4.6 The following are applicable to Honorary Members:

- (a) A person may be nominated by the Committee to become an Honorary Member in recognition of her/his special contributions or service to the Society.
- (b) Such person may become an Honorary Member upon approval of the members at a General Meeting.
- (c) The Ambassador of the Federal Republic of Germany in Singapore is an Honorary Member by virtue of her/his office.
- (d) Honorary Members are not required to pay any membership fees.
- (e) The term of Honorary Membership shall be for an indefinite period of time, until and unless terminated by the Honorary Member herself/himself or the Society.

APPLICATION FOR MEMBERSHIP

- 5.1 A person wishing to join the Society should submit her/his particulars on the website (www.german-association.org.sg or any succeeding website domain as may be determined by the Society).
- 5.2 The Committee will decide on the application for membership. The Committee may designate the power to make such decisions to any of its members.
- 5.3 A copy of this Constitution can be found on the website of the Society.

MEMBERSHIP FEES AND OTHER DUES

6.1 The membership fees and any administration and/or entrance fees shall be determined by the General Meeting on recommendation from the Committee from time to time.

6.2 Annual membership fees are payable in advance, and membership shall not be granted unless payment is received by the Society. The membership shall be granted on the date that the Society receives payment of membership fees via the Society's website. The subsequent annual membership fee shall be payable on the same date in each subsequent year.

6.3 If a member falls into arrears with her/his subscription or other dues, she/he shall be informed by the Society in due course. If she/he fails to settle her/his arrears within 30 calendar days of becoming due, the Society may order that she/he be denied the privileges of membership until she/he settles the fees. If she/he fails to settle her/his arrears within 30 further days, she/he will automatically cease to be a member of the Society and the Committee may take legal action against her/him.

6.4 The income and property of the Society whenever 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 4 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 10% 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 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) business days' notice to voting members setting forth the business to be transacted.

7.5 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) business days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting as well as the particulars of the agenda shall be sent by the Secretary to all voting members. If members are allowed to attend the General Meeting through electronic means, the notice shall stipulate all the necessary instructions and shall contain the electronic link through which members may participate in the General 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 she/he gives notice to the Secretary one (1) week before the meeting is due to be held.

7.8 At least 10% 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 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.

7.10 The Society may hold General Meetings through electronic means at a link stipulated on the notice, provided that the following requirements are met:

- a) the attendance of members must be taken at the time specified on the notice so that it may be determined if there is a quorum;
- b) all members participating in the electronic general meeting must be able to communicate with each other contemporaneously; and
- c) no electronic general meeting shall be held if such members calling for a general meeting to be held (pursuant to section 7.3 above) request that the meeting shall not be held electronically.

The Society may (but shall not have the obligation to) hold the meeting at a physical place in addition to the electronic link the same time, at a place stipulated on the Notice.

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,
- a Treasurer and

not less than one (1) and not more than four (4) Ordinary 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 Committee is one year. All office-bearers may be re-elected to the same or related post for a consecutive term of office. The Treasurer may be re-elected twice after the termination of his initial term, and thus for a maximum of three years.

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 three (3) months after giving seven (7) business days' notice to Committee Members. The President may call a Committee Meeting at any time by giving five (5) business days' notice. Majority of the Committee Members must be present for its proceedings to be valid.

8.5 Any member of the Committee absenting herself/himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee 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, manage and supervise the day-to-day running 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.

DUTIES OF OFFICE-BEARERS

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

9.2 The Vice-President shall assist the President and act on the behalf of the President in her/his absence.

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

9.4 The Treasurer shall keep an account of all monetary transactions and shall be responsible for their correctness. Furthermore, the Treasurer shall attend to the collection of membership fees and other charges, the payment of the wages of the society's employees, contractors and all similar transactions. She/He shall prepare the annual accounts for the General Meeting and obtain the certification thereof by the Auditors. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President.

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

AUDIT AND FINANCIAL YEAR

10.1 Two (2) voting members, not being members of the Committee and not being a spouse of a member 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 shall not 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 SGD 500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

10.2 The Honorary Auditors:

- 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 the calendar year from 1 January through 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) Be natural persons and not 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 she/he is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If she/he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If she/he submits notice of resignation from her/his trusteeship.

11.4 Notice of any proposal to remove a trustee from her/his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it by mail to the Society's members at least two (2) weeks 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 No visitors and guests may be admitted into the premises of the Society without express permission of the Management Committee or its representative as may be appointed.

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.

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 a simple majority 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 mediator or if attempts to settle the matter fail following a reasonable period of not less than 6 weeks from the initial notification of the matter, to a court of law for settlement.

DISSOLUTION

17.1 The Society shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) 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) calendar days of the dissolution to the Registrar of Societies.

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