

# **SINGAPORE BAKERY & CONFECTIONERY TRADE ASSOCIATION CONSTITUTION**

## **CHAPTER ONE – NAME**

1. The name of the Association shall be “Singapore Bakery & Confectionery Trade Association”. The acronym of the Association shall be “SBCTA”, hereinafter referred to as the Association.

## **CHAPTER TWO – PLACE OF BUSINESS**

2. The Association’s place of business shall be at 50 Lorong 24A Geylang Road, Singapore 398574, or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies.

## **CHAPTER THREE – OBJECTIVES**

3. To serve the bakery & confectionery industry in Singapore and enhance its competitiveness
4. To represent its members at national and international levels through coordinated activities, forums and platforms
5. To protect and promote the interests of its members
6. To monitor industry developments and explore how the industry can be further developed
7. To work with other trade associations or Government agencies to promote mutually beneficial interests

## **CHAPTER FOUR – MEMBERSHIP**

### **MEMBERSHIP CATEGORIES**

There shall be five membership categories:

#### **8. ORDINARY MEMBERSHIP**

- a. Any locally registered sole proprietorship, partnership or company engaged in the operation or management of bakery or confectionery business that has a licensed kitchen and premises.
- b. Each Ordinary Member shall:
  - i. Be entitled to one vote on all issues and matters submitted for a vote by SBCTA member
  - ii. Have the right to nominate and elect or be nominated and elected to hold office in SBCTA, subject to voting at Annual General Meeting
  - iii. Be able to share and enjoy all the services and any privilege that may be obtained or provided by the Association

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## **9. ASSOCIATE MEMBERSHIP**

- a. Any individual who is working in the bakery & confectionery industry under a locally registered company
- b. Students who are recommended by bakery schools and institutions that are SBCTA members
- c. Each Associate Member shall:
  - i. not be entitled to any voting rights
  - ii. not have the right to nominate and elect or be nominated and elected to hold office in SBCTA
  - iii. be able to share and enjoy all the services and any privilege available to this membership tier, that may be obtained or provided by the Association

## **10. CORPORATE MEMBERSHIP**

- a. Any locally registered sole proprietorship, partnership or company related to the bakery & confectionery industry
- b. Each Corporate Member shall:
  - i. not be entitled to any voting rights
  - ii. not have the right to nominate and elect or be nominated and elected to hold office in SBCTA
  - iii. be able to share and enjoy all the services and any privilege available to this membership tier, that may be obtained or provided by the Association

## **11. AFFILIATE MEMBERSHIP**

- a. Any foreign sole proprietorship, partnership or company related to the bakery & confectionery industry
- b. Each Affiliate Member shall:
  - i. not be entitled to any voting rights
  - ii. not have the right to nominate and elect or be nominated and elected to hold office in SBCTA
  - iii. be able to share and enjoy all the services and any privilege available to this membership tier, that may be obtained or provided by the Association

## **12. HONORARY MEMBERSHIP**

- a. Distinguished individuals recognised for their contribution to the progress of the local bakery & confectionery industry; upon invitation only

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- b. Each Honorary Member shall:
  - i. not be entitled to any voting rights
  - ii. not have the right to nominate and elect or be nominated and elected to hold office in SBCTA
  - iii. be able to share and enjoy all the services and any privilege that may be obtained or provided by the Association

### **APPOINTED REPRESENTATIVE**

- 13. A Member which is a company or business firm (and not an individual) shall appoint two (2) representatives in its dealings with SBCTA. For avoidance of doubt, the membership vest in the member company and not the representative, and all membership rights and privileges are for the benefit of the member and is non-transferable.
- 14. The representatives shall have full powers to represent the Member and the acts of the representatives at any meeting shall be deemed to be the acts of the Member.

### **APPLICATION FOR MEMBERSHIP**

- 15. Application for membership shall be made in a prescribed form and be submitted to the Executive Committee for approval.
- 16. The Committee may at its discretion reject, any application without assigning any reason thereof.

### **ENTRANCE FEE**

- 17. Upon acceptance into the Association, a new Member shall be liable to pay a one-time non-refundable entrance fee, which shall be determined by the Executive Committee from time to time for each membership category.

### **SUBSCRIPTION FEE**

- 18. All Members shall pay an annual subscription to SBCTA, the amount of which shall be determined by the Executive Committee from time to time. The Executive Committee may in its absolute discretion declare a discount. Any discounts declared shall apply equally to all Members within the category for which the discount has been declared.
- 19. Membership period is based on calendar year and subscription fee shall be payable in full at the beginning of each year.
- 20. The amount of annual subscription payable by a Member in the year which a Member first joins will be pro-rated on a monthly basis.

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21. Membership will be automatically renewed each year unless the Association is notified in writing prior to the end of the relevant year. Members will have to pay the annual subscription where membership is automatically renewed.
22. The Association reserves the right to terminate all benefits and rights pertaining to the Association if a Member does not pay the subscription fee after three written reminders. The Member shall cease to be a member and the name shall be removed from the Register of Members.
23. Any change in subscription fee shall be notified to each Member by means of a circular from the Association.

### **RESPONSIBILITIES OF MEMBERS**

24. Every Member shall be bound to further to the best of its ability the objectives, interests and influence of the Association, and shall observe all by-laws of the Association made pursuant to the powers hereinafter contained.
25. It is the responsibility of all Members to:
  - a. Safeguard the interests of the Association and observe the provisions of the Constitution as well as to adhere to all resolutions passed at General Meetings
  - b. Assist in the achievement of the objectives of the Association
  - c. Pay promptly all monies due to the Association

### **RESIGNATION**

26. A Member may terminate its membership by giving at least thirty (30) days' notice in writing to the Association. Any Member who ceases to be a member for whatever reason shall nevertheless remain liable for all outstanding subscriptions and other monies due to SBCTA. There shall be no pro-rated refund of subscription fee.

### **EXPULSION, SUSPENSION AND CESSATION OF MEMBERSHIP**

27. The Executive Committee may expel membership from any Member who wilfully disobeys any of the rules, or is guilty of any conduct rendering him unfit in their opinion to be a Member. Provided that before expelling, the Executive Committee shall call upon him for an explanation of his conduct, and shall hear what he may wish to argue in his defence. A Member expelled in accordance with this rule shall remain liable for all subscription arrears and outstanding payments due and shall have no claims whatsoever against SBCTA.
28. A person shall cease to be a Member if: -

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- a. Being an individual, he dies or becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental disorder.
- b. Being an individual, he becomes bankrupt or makes any arrangement or composition with his creditor generally.
- c. The Member has been convicted of an offence which in the opinion of the Executive Committee is a serious criminal offence, including without limitation any offence involving violence and dishonesty.
- d. Being a body, corporate, institution, association or organisation an order is made or a resolution is passed for the winding-up of such body or it has ceased to be registered with the relevant authority.
- e. Being a sole-proprietorship, it ceases to be registered with the Accounting and Corporate Regulatory Authority (“ACRA”).
- f. Being a partnership, it has been dissolved or de-registered with ACRA.

### **CHAPTER FIVE – THE EXECUTIVE COMMITTEE**

#### **COMPOSITION**

29. The management of the affairs of the Association shall be vested in an Executive Committee (“Exco”) which shall consist of a President, two Vice-Presidents, General Secretary and Assistant General Secretary, Treasurer and Assistant Treasurer and up to ten (10) Exco Members where the total number of Exco Members shall be no more than fifteen (15).
30. The President and the majority of the Exco shall be Singapore Citizen or Permanent Resident of Singapore.
31. The Exco shall have the power to co-opt a maximum of two (2) Members to serve on the Exco. Co-opt Members shall have no voting rights on the Exco.
32. Any casual vacancy or vacancy shall be filled by the Exco at its discretion until the next Annual General Meeting.

#### **TERMS OF OFFICE**

33. The Exco shall be elected by the Ordinary Members at each alternate Annual General Meeting. All office-bearers may be re-elected to the same post for a consecutive term of office. The term of office of the Exco is three (3) years.
34. The President shall not hold the positions for more than two (2) consecutive terms and the Treasurer shall not hold the position for more than one (1) term.

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## POWERS OF THE EXECUTIVE COMMITTEE

35. The Exco shall exercise the following powers and duties:
- a. Control all finances of the Association
  - b. Engage, control and dismiss paid personnel as it may deem necessary
  - c. Exercise administrative powers as may be necessary for properly carrying out the objectives of the Association in accordance with the Constitution
  - d. Make recommendations as deemed necessary for approval by the General Meeting on matters outside the scope or powers of the Exco
  - e. Implement all resolutions and decisions approved at General Meetings
  - f. At its discretion, join any organisation or body it deems fit to further the interest of the Association
  - g. Raise special funds on voluntary basis for such purpose as it shall deem fit from time to time
  - h. Purchase, take in exchange, lease, hire or otherwise acquire any estate or interest therein, any real or personal property, rights, or privileges which the Association is authorised to purchase or acquire and which it may deem requisite or expedient to acquire for the purpose of the Association's business and at its discretion to sell, subdivide, let, exchange or dispose of, any property of the Association on such term as to credit or otherwise, as it may think fit
  - i. At its discretion, pay for any property rights, or privileges acquired by or services rendered to the Association, whether wholly or partially in cash or in bonds, debentures or other securities of the Association and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Association or not so charged
  - j. Secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge on or over any of the property of the Association for the time being or in such other manner as it may think fit
  - k. Raise or borrow money in the name or otherwise on behalf of the Association as it may from time to time think expedient, and secure the repayment thereof or the fulfilment or discharge of any liability, guarantee, or obligation of or undertaking by the Association in such manner and upon such terms and conditions as it thinks fit, and in particular by the issue of bills or notes, by mortgage or charge on or over any of the property or assets of the Association, both present and future
  - l. Sell, exchange or otherwise dispose of or lease, sub-lease, let on hire and grant options over any property of the Association at such prices or at such rentals, fees or hire and upon such terms as it shall think fit and from time to time determine or agree to variations of any lease, sub-lease, tenancy, occupancy, licence or hiring

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- m. appoint solicitors, estate agents, property consultants or any person to act on behalf of the Association in any matter and on such terms as it thinks fit
  - n. commence, prosecute, discontinue or settle any actions or proceedings in any court, civil or criminal, in any part of the Republic of Singapore for the recovery or protection of the property of or the enforcement of any rights of the Association
  - o. invest and deal with the monies of the Association not immediately required upon such securities or without security and in such manner as it may from time to time think fit;
  - p. do such other acts and things as are incidental to or necessary for effecting any of the purposes indicated above
  - q. decide on all matters relating to the management of the Association and all issues arising out of or not covered by any of the provisions of the Constitution
36. The Exco shall be entitled to an indemnity from the assets of the Association for all expenses and other liabilities properly incurred by them and bona fide in the management of the affairs of the Association.

### **DUTIES OF OFFICE BEARERS**

#### **37. PRESIDENT**

The President shall:

- a. be the Chairman of the Exco and of all General Meetings of SBCTA
- b. have the right to call Committee Meetings
- c. have a casting vote at all meetings of Members and of the Exco
- d. participate and represent the Association at external events and meetings

#### **38. VICE-PRESIDENTS**

All duties, powers and responsibilities of the President shall, in his absence, devolve upon one of the Vice-Presidents so elected as Acting President of the Exco and execute all powers vested by the Constitution.

#### **39. GENERAL SECRETARY**

The General Secretary shall:

- a. promote, organise and administer all the affairs and activities of the Association
- b. be responsible for convening all General and Committee Meetings of the Association
- c. safe keep minutes of all General and Committee meetings, records and documents of the Association
- d. submit at Committee Meetings any matter for discussion received from Members and other bodies.

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- e. submit on behalf of the Exco an Annual Report of SBCTA at the Annual General Meeting
- f. execute all proposals approved by the Annual General Meetings
- g. maintain an up-to-date Register of Members
- h. keep the seals of the Association

**40. TREASURER**

The Treasurer shall:

- a. manage all financial matters of the Association
- b. prepare and report the financial status of the Association at monthly Exco and Annual General Meetings
- c. keep records of the Association's accounts
- d. ensure that instructions are given in relation to all banking accounts of SBCTA that cheque signing shall require any of the two (2) authorised signatories (President, General Secretary or Treasurer) to be valid
- e. ensure approval is obtained from the Exco for expenses exceeding \$20,000
- f. be allowed to retain a sum not exceeding \$500 in cash for petty expenses, at any given time, and that such records must be maintained
- g. submit on behalf of Exco a Financial Report for the year at the Annual General Meeting
- h. Submit accounts to the auditors at least six (6) weeks before the Annual General Meeting
- i. Keep a record of all Members in arrears of subscription or other monies due to SBCTA

**41. OTHER EXECUTIVE COMMITTEE MEMBERS**

The other Exco Members shall perform such duties and exercise such powers as may be assigned to them by the Committee. In the absence of the President and Vice Presidents, Exco Members shall elect a person amongst themselves to perform and exercise the duties, powers and responsibilities of the President in the interim.

**EXECUTIVE COMMITTEE MEETINGS**

- 42. The Exco shall meet once every month, unless otherwise determined by the Exco. At least four (4) Exco members must be present for its proceedings to be valid.
- 43. All questions arising before the Exco shall be determined by a majority of votes, unless otherwise stated in this Constitution or by the Exco prior to the relevant meeting. In the case of an equality of votes, the President shall have a second or casting vote. Any resolution or decision in writing signed by all committee members shall be as valid and effectual as if it had been made and reached at a meeting where all its members are present.



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44. An Exco Member shall cease to be an Exco Member if the individual representing it fails to attend three consecutive Executive Committee meetings without any explanation satisfactory to the Executive Committee. However, leave of absence for a period not exceeding six (6) months may be granted on application.

### **CHAPTER SIX – GENERAL MEETINGS**

#### **GENERAL REQUIREMENTS**

45. The General Meetings of the Association shall include the Annual General Meeting and/or the Extraordinary General Meeting and shall be convened by the General Secretary.
46. The Annual General Meeting shall be held each year after March but not later than 31 July at such time and place as the Exco shall determine.
47. An Extraordinary General Meeting shall be held at such time as the Exco deems necessary or when a minimum of one third of the total voting Members have requested so, by notice in writing addressed to the General Secretary. On receipt of such notice, the General Secretary shall, within fourteen (14) consecutive days, issue notice of the meeting in accordance to Rule 48, setting forth the business that is to be transacted.
48. The agenda of Annual General Meeting shall consist of:
- a. an annual report,
  - b. financial report for the previous financial year ended on 31 December
  - c. election of office bearers for the following term
  - d. appointment of auditors for the current financial year
  - e. any other matter of which notice in writing has been given to the General Secretary at least seven (7) consecutive days in advance of the meeting.

#### **NOTICE OF GENERAL MEETINGS**

49. Notice of General Meetings stating the meeting date, time, place and nature of business to be transacted shall be sent to all Members at least fourteen (14) days before the date of meeting in writing and shall be sent either by post or email which has been notified to the Association by any Member for the purpose of receiving such notice.

#### **QUORUM**

50. At all General Meetings, the quorum shall consist of at least twenty-five (25%) of the total voting membership or 15 voting members of the Association, whichever is the lesser, present at the meeting.

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51. If the required quorum is not obtained, the meeting shall be adjourned for half an hour and should the number then be insufficient to form a quorum, those present shall constitute a quorum, but they shall have no power to amend this Constitution.
52. In the case of an Extraordinary General Meeting convened by the requisition of the Members as per Rule 47, if a quorum is not present within fifteen (15) minutes from the stipulated meeting time, the meeting shall be dissolved.

### **VOTING PROCEDURES**

53. At all the General Meetings, each Ordinary Member shall have one vote provided that it shall at the date of the meeting been an Ordinary Member for at least three (3) months and have paid all monies due to the Association.
54. Votes may be given either personally or by proxy. Proxies (who shall be voting members of SBCTA) shall be appointed in writing signed by the appointer and appointee. The appointment of a proxy shall be notified to the General Secretary not less than twenty-four (24) hours before the meeting.
55. All resolutions except as otherwise provided shall be adopted upon a vote of the majority of the voting membership. Voting shall take place by the show of hands or by secret ballot if a ballot is called for by the Chairman or by not less than five (5) Ordinary Members.
56. Unless otherwise provided for in this Constitution, questions at any meeting of SBCTA shall be decided by a majority of votes, and, in the case of equality of votes, the chairman of the meeting shall have a second or casting vote.

### **ELECTION OF THE EXECUTIVE COMMITTEE**

57. Any two Ordinary Members may nominate any Ordinary Member for election to the Exco at the Annual General Meeting by submitting the nomination form to the General Secretary at least fourteen (14) days before the Annual General Meeting.
58. The nominated Ordinary Member must have been a member of the Association for at least one (1) year before the nomination date.
59. Every Ordinary Member shall be entitled to vote for as many candidates as there are vacancies to be filled and no more.
60. Subject to the limits set out in Rule 29, the candidate or candidates who receive the most votes (by proxy or in person) shall be declared elected, and in the case of two or more candidates receiving an equal number of votes, the chairman of the meeting shall have a second or casting vote.

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## **CHAPTER SEVEN - AUDITOR**

61. A firm of Certified Public Accountants is to be elected as Auditor at each alternate Annual General Meeting and they shall audit the accounts of SBCTA at the end of each financial year or at such time as the President may require, and shall present their reports to the next Annual General Meeting or to the Committee as the case may be.

## **CHAPTER EIGHT - TRUSTEES**

62. Trustees shall be elected at the Annual General Meeting and the number of trustees shall not be less than two (2) or more than four (4). All Trustee Members shall be Singapore Citizens or Permanent Residents of Singapore.
63. Every immovable property of the Association shall be vested in the Trustees subject to a declaration of trust.
64. The Trustees shall act in accordance with the wishes of the Members as expressed in resolutions passed at the General Meeting except that no immovable properties belonging to the Association shall be sold, mortgaged, transferred or assigned unless approved by Special Resolution of the Members in General Meeting.
65. The President of the Association for the time being shall certify all such resolutions passed at General Meetings with regards to all dealings with immovable properties belonging to the Association.
66. A Trustee may be removed from office by the Exco if he is guilty of such misconduct which in the opinion of the Committee would render his continuance in his office undesirable.
67. A Trustee shall be deemed to have resigned from his office if he: -
- i. dies or become unsound of mind
  - ii. departs permanently or is absent from the Republic of Singapore for one (1) consecutive year
  - iii. is adjudicated a bankrupt by a Court of Law in the case of an individual or a firm
  - iv. it has been wound up by a Court of Law in the case of a company
  - v. he has been convicted of any criminal offence of moral turpitude
  - vi. a resolution is passed for his removal as trustee
68. In the event of vacancy or vacancies due to any cause whatsoever, new Trustees may be appointed by the Exco to serve as a temporary Trustee until such a time as a General Meeting is held to elect a new Trustee in place of the Trustee discharged or removed. Notice of any proposal to remove a Trustee or to appoint a new Trustee must be given by affixing a document by the General Secretary containing such statement to the effect that such proposal is to be discussed.

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## **CHAPTER NINE – BY-LAWS TO CONSTITUTION**

69. The Exco shall have the power to formulate By-Laws or Regulations from time to time or to amend the same for administration or management of SBCTA in furtherance of the Association's objectives provided that they shall be consistent with this Constitution.
70. All by-laws shall be binding on all Members, unless otherwise specified.

## **CHAPTER TEN – AMENDMENTS TO CONSTITUTION**

71. Amendments to this Constitution shall be made only at an Annual General Meeting or at an Extraordinary General Meeting.
72. Proposed amendments to this Constitution shall be submitted in writing by not less than ten percent (10%) of the total Members to the Secretary at least twenty-eight (28) consecutive days before the General Meeting or Extraordinary General Meeting and these proposed amendments shall be referred to the Committee, which shall make its recommendation thereon.
73. This Constitution may be amended by a resolution passed by a majority of not less than fifty percent (50%) of the Voting Members present and entitled to vote and the amendments shall only come into force after the approval of the Registrar of Societies has been obtained.

## **CHAPTER ELEVEN - INTERPRETATION**

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

## **CHAPTER TWELVE – DISPUTES**

75. In the event of any dispute arising amongst the Members relevant to the Association, they shall table the matter for resolution before an Extraordinary General Meeting to be held in accordance with the Constitution. If the Members fail to resolve the matter at the Extraordinary General Meeting, they shall bring the matter before a Court of Law for resolution.

## **CHAPTER THIRTEEN – DISSOLUTION**

76. The Association shall not be dissolved, except with the consent of not less than seventy-five percent (75%) of the total voting members expressed, either in person or by proxy at a General Meeting convened for the purpose.

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77. In the event of SBCTA being dissolved as provided above, all debts and liabilities legally incurred on behalf of SBCTA shall be fully discharged, and the remaining funds will either be divided equally among all Members or at the approval of the General Meeting donated to an approved charitable organisation or organisations or an institute or institutes of learning.
78. Notice of dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

### **CHAPTER FOURTEEN - PROHIBITIONS**

79. Gambling of any kind whether for stakes or not, is forbidden on the Association's premises. The introduction of materials of gambling or drug taking and of bad characters into the premises is prohibited
80. The funds of the Association shall not be used to pay the fines of Members who have been convicted in Court
81. 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
82. The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office-bearers, Executive Committee or Members unless with the prior approval of the relevant authorities
83. The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes
84. The Association shall not raise funds from the public for whatever purpose without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities
85. The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, 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 services which adversely affect consumer interests.

**- END -**