

**CONSTITUTION OF THE AMERICAN SOCIETY OF HEATING,  
REFRIGERATING AND AIR-CONDITIONING ENGINEERS, INC  
SINGAPORE CHAPTER**

1. NAME

The organisation shall be known as the "American Society of Heating, Refrigerating and Air-conditioning Engineers, Inc. Singapore Chapter" (herein after referred to as the "Chapter").

2. ADDRESS

Its place of business shall be at 159 Sin Ming Road #07-02 Lobby 2 AMTECH Building, Singapore 575625 c/o Mr Tan G S, ASHRAE Singapore Chapter, or such other address as may subsequently to be decided upon by the Board of Governors (herein after referred to as the "Board") and approved by the Registrar of Societies (herein after referred to as the "ROS").

3. OBJECTIVES

The objectives of the Chapter are exclusively scientific and educational and include, but are not limited to :-

- (a) the advancement of the sciences of heating, refrigerating and air-conditioning engineering and related sciences,
- (b) the continuing education of the members and other interested persons in said sciences, through lectures, demonstrations, and publications,
- (c) the rendering of career guidance to students of the sciences, and
- (d) the encouragement of scientific research.

4. MEMBERSHIP

4.1 Qualifications

Membership is open to all members of the Society in good standing and residing in Singapore, as prescribed by the Board of Directors of the Society, who have properly joined the Chapter.

Student members shall be bona-fide full-time students with an approved local educational institution.

4.2 Grade

Members shall hold the same grade of membership as held in Society.

#### 4.3 Rights and Privileges

All Chapter members shall be entitled to the same rights and privileges, except that (a) student members, and (b) members who have not paid Chapter fees, subscriptions, assessments or other charges within thirty (30) days of their due date shall not be entitled to voting privileges or the right to election or appointment as an Officer, Governor, or Committee Chairman of the Chapter. All rights and privileges of a member are vested solely in the member and may not be delegated or transferred, except as provided in Clause 7.3 and Clause 18.1.

#### 4.4 Suspension

In the event that a member does not pay all the Chapter fees, subscriptions, assessments or other charges within six (6) months of their due date, all rights and privileges of membership in the Chapter shall be suspended. Such membership rights and privileges shall be restored to the member upon full payment thereof. Delinquency in payment of Chapter subscriptions or other Chapter charges will not affect a member's standing in the Society.

#### 4.5 Termination

Membership shall terminate upon the death of any member, the moving of a member's residence outside Singapore or the written receipt of notice by the member terminating membership.

#### 4.6 Expulsion

A member may be expelled only by action taken by the Board. However, the expulsion from the Chapter shall not affect the member's standing in Society although the Board may recommend similar action to be taken by Society.

### 5. ENTRANCE FEES, SUBSCRIPTIONS AND OTHER FEES

5.1 The Board, at its discretion, may levy such dues, fees, charges or other assessments as are reasonable and necessary to meet current operating expenses of the Chapter.

5.2 Not Used.

5.3 Annual subscription is due and payable together with member's renewal of the ASHRAE Society annual membership due. Student Members are exempt from paying subscription as long as they remain in such a capacity.

5.4 Annual subscriptions may only be varied by a general meeting of the members.

5.5 ASHRAE Singapore Chapter Life Member will be recognized when he/she is upgraded to ASHRAE Society Life Member, have completed 15 years of continuous Chapter membership, and at least 65 years of age. Chapter Life Member is exempted from the Chapter Dues.

## 6. MEETINGS

6.1 Regular meetings of the Chapter shall be held at least on a quarterly basis (a minimum of four per calendar year) at such place and time as is prescribed by the Board.

6.2 An annual meeting for the purpose of installation of the Board shall be held by the last day of May of each calendar year at such place and time as is prescribed by the Board.

6.3 Special meetings may be called by the President or at the request of the Board or fifteen percent (15%) of the members with voting rights.

6.4 Notice of meetings shall be sent by the Secretary to all members setting the place, date and time. In the case of a special meeting the purpose will also be stated.

6.5 A quorum for the transaction of business shall consist of twenty-five percent (25%) of the total voting membership or 30 voting members, whichever is the lesser, and a majority of the Board. If there is no quorum, the meeting may proceed after one hour except for business relating to financial or constitutional changes.

6.6 The vote of a majority of the members present having voting rights is necessary for the adoption of any matter.

## 7. MANAGEMENT

The property and affairs of the Chapter shall be managed by the Board. The Board may execute all business of the Chapter that does not require action by the full membership. The presiding officer shall briefly report on these actions to the members in attendance at the next regular Chapter meeting.

### 7.1 Composition of Board

The Board shall consist of the elected officers, five (5) other elected members and the immediate past president, who shall be ex-officio of the Board.

7.2 Meetings shall be at the discretion of the Board. A special meeting may be called by the President or at the written request of two (2) members of the Board.

7.3 A quorum for the transaction of business shall consist of a majority of the

Board present. The vote of a majority of the members present shall be necessary for the adoption of any matter.

- 7.4 Any member of the Board absenting himself from three consecutive meetings without satisfactory explanation shall be deemed to have withdrawn from the Board. A successor may be appointed by the Board to serve until the next Annual General Meeting.

## 8. OFFICERS

- 8.1 The officers of the Chapter shall be the President, President-Elect, Secretary, and Treasurer.

### 8.1.1 The President

The President shall be the Chief Executive Officer of the Chapter and shall have general direction of the affairs of the Chapter and general supervision of its several officers, subject to the control of the Board.

### 8.1.2 The President-Elect

The President-Elect shall automatically succeed to the office of the President at the conclusion of the President's term of office. In the absence of the President, the President-Elect shall exercise the powers and perform the duties of the President.

### 8.1.3 The Secretary

The Secretary shall send notices of meetings, keep minutes of the Board meetings and of each Chapter meeting, maintain a membership roster, a roll or membership attendance at the meetings and maintain such books, papers and records as the Board may direct.

### 8.1.4 The Treasurer

The Treasurer shall receive all funds including fees, subscription, charges and other assessments and deposit such funds in banks or other depositories. He shall disburse funds only as authorized by the Board. He shall keep appropriate records of receipts and expenses and make a full financial report at the Chapter's annual meeting. He shall complete any tax forms as may be required by the local government. Cheques issued by him shall be countersigned by the President or the President-Elect of the Chapter.

## 9. COMMITTEES

### 9.1 General

All Chapter Committees shall be designated as Standing Committees or Special Committees. Standing Committees are mandatory and are of a continuing nature and shall comprise of Membership Promotion

Committee, Publicity & Publication Committee, Student Activities Committee, Research Promotion Committee, Chapter Technology Transfer Committee. Special Committees are created for a specific purpose and may be dissolved when their functions have been completed.

## 9.2 Appointment

The President, with the advice and approval of the duly-elected Board, shall appoint a Chairman and at least two (2) Committee members to each of the Standing Committees of the Chapter. The Chairman of the Standing Committee shall be a member of the Board, but he shall have no right to vote in the board meeting.

## 9.3 Membership Promotion Committee

The Membership Promotion Committee shall encourage applications by person qualified for membership in the Society; shall encourage increased member participation in Chapter affairs; and shall encourage members to advance in their membership grade in the Society.

## 9.4 Publicity and Publication Committee

The Publicity & Publication Committee shall publicise the name, purposes and activities of the Chapter in an effort to obtain qualified members; and shall report Chapter activities of public interest to the news media. The Committee shall obtain news of interest to Chapter members and supervise the publishing of the Chapter newsletter.

## 9.5 Student Activities Committee

The Student Activities Committee shall assist and cooperate with other technical and scientific organizations to influence institutions of higher learning and junior college education in mathematics and science; shall assist in the formation and/or continuing operation of student branches of the Chapter; and shall assist with Chapter participation in continuing education courses and related activities.

## 9.6 Research Promotion Committee

The Research Promotion Committee shall conduct an annual campaign to obtain investments in ASHRAE Research, The ASHRAE Foundation and Education through the ASHRAE Learning Institute.

The committee encourages original and independent research by the members in the sciences of heating, refrigeration and air-conditioning, and in conjunction with the Chapter Technology Transfer Committee, shall encourage lectures, demonstrations and discussions on technical topics of interest for presentation at Chapter meetings.

## 9.7 Chapter Technology Transfer Committee

The committee shall develop liaison on technical issues with local levels of government, promote and administer the chapter technology and government activities awards programs, make arrangements for speakers for programs and technical sessions at chapter meetings, including speaker's requirements for equipment, accommodations and travel arrangements and act as host throughout the meetings. The committee shall coordinate the efforts of the chapter by making arrangements with area educational institutions for continuing education courses, and develop an active "Speakers Bureau" to present talks and seminars to chapters and regions.

## 9.8 Special Committees

Additional or special committees may be appointed at any time by the President with advice and approval by the Board. Announcement shall be made at the next regular meeting. The Chairman of a Special Committee shall not be a member of the Board.

## 10 AUDIT

10.1 Two (2) persons who are not members of the Board shall be elected as Honorary Auditors at each Annual General Meeting. They shall hold office for one year only and may not be re-elected in the following term. They will be required to audit each year's accounts and to present a report to the Annual General Meeting. They may be required by the President to audit the Chapter's accounts for any period within their tenure of office at any date and make a report to the Board.

10.2 The financial year shall be from 1<sup>st</sup> March to end of February.

## 11. NOMINATIONS, ELECTIONS, VACANCIES AND REMOVAL

### 11.1 Nominating Committee

11.1.1 A Nominating Committee shall be elected by members at the preceding Annual General Meeting. The Nominating Committee shall consist of five (5) members in good standing. One (1) member of the Board may serve on the Nominating Committee, but not as its Chairman. Nominations shall be made by members from the floor at such meeting. Nominees receiving the five (5) highest number of votes shall be elected. In the case of a tie, there shall be a run-off election which shall be held at the same meeting. The Nominating Committee shall elect its own Chairman.

11.1.2 The Nominating Committee shall nominate eligible members for election to the Board at the Annual General Meeting. Names of eligible members may also be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of eligible voting members present. The outgoing President shall automatically be appointed the Immediate Past President and the outgoing President-Elect shall be

appointed the President without election. Nomination to the post of President-Elect shall be from candidates who had previously served for a minimum of one year with the Board.

#### 11.2 Eligibility for Re-election

Officers and Board members are elected to one-year terms, but may be re-elected to consecutive terms with the exception of the Treasurer post. The President may be re-elected to the same post for one additional consecutive term. If the President is re-elected for an additional consecutive term, the President-Elect will also need to be re-elected in accordance with the election procedure set forth in Clause 11.6.

#### 11.3 Duties of Nominating Committee

The Nominating Committee shall select from the members eligible to hold office one (1) candidate for each office except President, and for each member to be elected to the Board and shall obtain from each candidate a written statement that the candidate is a member in good standing in the Society and consents to stand for election. Not less than thirty (30) days before the Annual General Meeting, the Nominating Committee shall present to the Secretary the names of the candidates selected, together with their statements.

#### 11.4 Duties of Secretary

The Secretary, upon receiving nominations from the Nominating Committee shall prepare a list of candidates and send it to each member with voting rights at least ten (10) days prior to meeting.

#### 11.5 Nomination by Members

Additional nomination of members, consenting orally or in writing to be candidates, may be made from the floor at the meeting.

#### 11.6 Voting and Elections

The President shall appoint three (3) tellers to assist in conducting the election. The votes shall be promptly tallied and the candidate receiving the majority of the votes cast for each respective post shall be declared elected. If there is a tie vote, there shall be a run off election. If at this meeting more than one such nomination from the floor is made for any one office or membership on the Board, a vote shall be taken to select the name of the opposition candidate to be placed on the ballot.

#### 11.7 Installation

Officers and members of the Board shall assume their duties after handover at the first joint Board meeting with the outgoing Board which shall take place no later than thirty (30) days from the Annual General

Meeting of the Chapter.

#### 11.8 Vacancies

Whenever there shall be a vacancy in any office except President-Elect or a member of the Board by resignation or otherwise, the Board shall have the power to fill such office until the next annual election and installation, and such officer shall have the duties, rights, and privileges of the predecessor.

If the President dies, resigns, or is removed from office, the President-Elect shall immediately become President and shall serve for the remainder of the term of the immediate predecessor. If the time served by the President-Elect as President is less than six (6) months, he/she shall continue to serve as President for the next financial year; therefore the office of President-Elect shall remain vacant until the next annual Chapter election. If the President-Elect dies, resigns, is removed from office, or becomes President for more than six months in accordance with the foregoing provisions, a special election shall be held to fill the vacancy.

#### 11.9 Removal

Any officer or member of the Board may be removed by a two-third vote of voting members present at a regular meeting, whenever in the judgment of the members, the best interests of the Chapter will be served thereby. The notice of this Chapter meeting shall contain the statement that an item of importance to the Chapter will be presented for action.

### 12. AMENDMENTS

No alterations or additions to these rules shall be made except at a General Meeting and they shall not come into force without prior notification to Society and sanction of the ROS.

### 13. POWERS

The Chapter shall have the power to perform all lawful acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which it is organised and operated, consistent with the Certificate of Consolidation, ByLaws and Rules of the Board of Directors of Society.

### 14. LIMITATION OF POWERS

14.1 The Chapter is not operated for the pecuniary profit of its members; no part of the net income of the Chapter shall be payable to or shall otherwise be available for the personal benefit of any member; no salary, emolument or compensation shall be paid to any member; and no part of the activities of the Chapter shall consist of the performance of particular services for individual members.



- 14.2 The Chapter shall not have the authority to act for or in the name of Society, the Chapter shall not use the name of Society except as a part of its own name; the Chapter shall not use the emblem of Society without the written approval of the Board of Directors of Society; and the Chapter shall not incur any financial liability or contractual obligation in the name of Society.
- 14.3 The Chapter shall not contribute to, affiliate with or hold membership in any society, association, council or other organisation without prior approval of the Board of Directors of Society.
- 14.4 The Chapter shall not recommend, endorse or approve any product, service, publication, person or entity for the promotion of private interests.

## 15. PROHIBITIONS

- 15.1 The Chapter shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 15.2 The Chapter shall not indulge in any political activity nor allow its funds and/or premises to be used for political purposes.
- 15.3 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 Chapter's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 15.4 The funds of the Chapter shall not be used to pay the fines of members who have been convicted in Court.
- 15.5 The Chapter shall not hold any lottery, whether confined to its members or not, in the name of the Chapter or its office bearers, Committee or members.

## 16. INTERPRETATION

In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for 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 special meeting of members.

## 17. DISPUTES

In the event of any dispute arising amongst members, they shall attempt to resolve the matter at a special 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.

## 18. DISSOLUTION

- 18.1 The Chapter shall not be dissolved except with the consent of not less than sixty (60) percent of the registered members of the Chapter expressed, (either in person or by proxy) at a special meeting convened for that purpose.
- 18.2 In the event of dissolution, all debts and liabilities legally incurred on behalf of the Chapter shall be fully discharged. The remaining funds shall be disposed of as decided at the meeting.
- 18.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the ROS.

### RECORD OF AMENDMENTS

No.	Amendments Accepted at Meetings	Approval by Registrar of Societies, Singapore
1.	First Constitution at AGM	27 August 1981
2.	3 <sup>rd</sup> AGM, 30 March 1985	7 June 1985
3.	EGM, 26 May 1990	6 November 1990
4.	EGM, 26 August 1991	27 September 1991
5.	AGM, 25 March 2000	14 August 2000
6.	AGM, 27 April 2002	September 2002
7.	26 <sup>th</sup> AGM, 26 April 2008	1 September 2008
8.	30 <sup>th</sup> AGM, 27 April 2012	9 November 2012