



NUS BUSINESS SCHOOL ALUMNI ASSOCIATION (NUSBSA)

CONSTITUTION

**2010
(Amended 2016)**

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NUS Business School Alumni Association Constitution

ARTICLE 1 - NAME

The name of the Association shall be "National University of Singapore Business School Alumni Association" and shall hereinafter be referred to as the "Association".

ARTICLE 2 - PLACE OF BUSINESS

The place of business of the Association shall be the "NUS Business School, 1 Business Link, BIZ 2 Building, Singapore 117592" or such other address as may subsequently be decided upon by the Board of Directors and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have written prior approval from the relevant authorities.

ARTICLE 3 - OBJECTS

3.1 Its objectives are :

- a) To serve as the central body for members concerned with and interested in the advancement of management theory, education, practice and profession.
- b) To encourage and organise educational, social, cultural, sporting and civic activities among members.
- c) To provide a recognised means of communication and to establish rapport between the Association, NUS Business School, and the National University of Singapore (NUS).
- d) To promote interaction between the Association, the business communities and any external body including overseas Business Schools, Associations and other Association.
- e) To publish papers, journals, newsletters and other materials to achieve the above objects.
- f) To acquire by purchase, lease or otherwise land, buildings or tenements and any movable or immovable properties for any of the objects of the Association.
- g) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
- h) To borrow and raise and to invest any monies of the Association not immediately required for any of its objects in such manner as the Association may from time to time think fit.

i) To involve in the establishment, purchase or operation of, or participation in any manner, in any business or undertaking on a co-operative basis or otherwise in the interests of and with the main purpose of furthering the interests of the Association.

3.2 In furtherance of the above objects, the Association may organise activities and functions that will enhance its reputation and standing in the business community.

ARTICLE 4 - MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 There shall be only six (6) categories of members :

(a) Life Membership

Life Membership is open to all persons who have been conferred with degrees or graduate diplomas conducted by the NUS Business School and duly recognised by the NUS.

(b) Ordinary Membership

Ordinary membership is open to all persons who have been conferred with degrees or graduate diplomas conducted by the NUS Business School (BIZ) and its predecessors and duly recognised by the NUS.

(c) Student Membership

All persons who are undergoing the programs leading to degree or graduate diploma prescribed in 4.1 (a) shall be eligible for student membership.

(d) Affiliate Membership

(i) All other persons who are business graduates from other universities and/or have been conferred other equivalent business and management qualifications acceptable to the Board of Directors can be admitted as Affiliate Members.

(ii) The admittance of Affiliate Members into the Association shall be at the discretion of the Board of Directors, but the number of Affiliate Members should not exceed the total number of Life Members at any time.

(e) Corporate Membership

The Board of Directors shall be empowered to offer Corporate Membership to any firm or organisation which has distinguished itself in the field of management or which has contributed distinguished services to the field of management and which is interested in supporting and participating in the activities of the Association

(f) Honorary Membership

(i) The Board of Directors shall be empowered to recommend Honorary Membership to be conferred on any person who has distinguished himself in the field of management or who has contributed distinguished services to the field of management.

(ii) Nomination for Honorary Membership shall be made by not less than 2 members of the Board of Directors. Any decision on recommendation of Honorary Membership shall be taken at a meeting of the Board of Directors called for the purpose and such recommendation shall be made only with the approval of not less than two-thirds of the Board of Directors. The conferment will have to be confirmed by a resolution duly passed at a General Meeting.

(iii) The number of Honorary Membership should not exceed thirty (30) or five percentum of the total membership (whichever is lower) at any time.

(iv) A person conferred with Honorary Membership shall not be required to pay an entrance fee and subscription.

4.2 Only life members who are above 18 years of ages shall have the right to vote, nominate or second a candidate and hold office in the Association.

All student, honorary, affiliate and corporate members shall have such rights and privileges as may be decided at General Meetings of the Association. In no circumstances will they have voting rights of Life members as stipulated in Article 4.2.

4.3 Member Groupings

Members can form Groupings which shall cater to their individual needs so long as the Member Groupings are sanctioned by the Board of Directors and are in complete compliance with this constitution. Each Member Grouping shall draw up bye-laws which will be approved by the Board of Directors and shall be governed by a Member Grouping committee which will be duly elected by all eligible members of the Member Grouping. The Member Grouping shall be accountable to the Board of Directors for their activities and the financial management of any funds allocated to them by the Association. The chairperson of each Member Grouping, or a designated alternate representative, shall be a Member Grouping Representative in of the Board of Directors.

ARTICLE 5 - APPLICATION FOR MEMBERSHIP

5.1 A person wishing to join the Association should submit his particulars to the Secretary on a prescribed form.

5.2 The Board of Directors will decide on the application for membership.

5.3 A copy of the constitution shall be furnished to every approved member upon payment of the subscription fee.

ARTICLE 6 - SUBSCRIPTIONS

6.1 The entrance fee and subscription for all types of membership shall be determined from time to time by the Board of Directors. The subscription shall be payable in such manner as the Board of Directors may from time to time decide.

6.2 Subscriptions, if determined and collected, are payable in advance within thirty (30) days. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Treasurer. If he fails to settle his arrears within two months of their becoming due, the President may order that his name be updated in the Association's web site and that he be denied the privileges of membership until he settles his account. If he falls into arrears for more than three months, he will automatically cease to be a member and the Board of Directors may take legal action against him provided they are satisfied that he has received the due notice of his debts.

6.3 Any additional funding required for special purposes may only be raised from members with the consent of the general meeting of members.

ARTICLE 7 - SUPREME AUTHORITY AND GENERAL MEETINGS

7.1 The supreme authority of the Association is vested in a General Meeting presided over by the President.

7.2 The Annual General Meetings of the Association shall be held every year and not later than six (6) months after the financial year end, at a place upon a date and time to be fixed by the Board of Directors.

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 members or twenty (20) voting members, whichever is the lesser, and may be called at anytime by order of the Board of Directors. 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 months from receiving this request to convene the Extraordinary General Meeting.

7.4 If the Board of Directors does not within two 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 days notice to voting members setting forth the business to be transacted and simultaneously updating the agenda in the Association's web site.

7.5 At least two weeks' notice shall be given of an Annual General Meeting and at least ten 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 updated in the Association web site four days in advance of the meeting.

7.6 Unless otherwise stated in this constitution, voting by proxy is allowed at all General Meetings except under Article 14.

- a) The instrument appointing a proxy shall be in writing in a form prescribed by the Board of Directors or as near thereof as possible. A member shall only appoint as his proxy a member who is entitled to exercise a vote at a meeting of the Association. Each member shall be allowed to accept a maximum of 2 proxy votes.
- b) The proxy shall be valid for use at one meeting only or for any adjournment of that Meeting.
- c) The Board of Directors shall be entitled to issue an appeal for proxies in favour of the President or his nominee.
- d) The instrument in proper form appointing a proxy must be deposited with the Secretary of the Association not less than forty-eight hours before the meeting at which it is intended to be used.

7.7 The following points will be considered at the annual General Meeting:

- a) The previous financial year's accounts and the annual report of the Board of Directors.
- b) Where applicable, the election of office bearers and Honorary Auditors for the following term.

7.8 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one week before the meeting is due to be held.

7.9 At least 25% of the total voting membership or twenty (20) 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.

7.10 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 of the existing constitution.

7.11 Unless otherwise provided, a motion or resolution at any General Meeting shall be carried out by a simple majority of those Life members present and voting.

ARTICLE 8 - MANAGEMENT AND BOARD OF DIRECTORS

8.1 The administration of the Association shall be entrusted to a Board of Directors consisting of the following to be elected at alternate Annual General Meeting :

- a) President,
- b) Three Vice-Presidents,
- c) Secretary,
- d) Assistant Secretary,
- e) Treasurer,
- f) Assistant Treasurer,
- g) Seven Directors

8.2 All office bearers, except the Treasurer may be re-elected to the same or related post for a consecutive term of office. The President's term will be restricted to two consecutive terms. The term of the office of the Board is two years.

a) A notice calling for nomination for election of office bearers to the Board of Directors shall be sent by the Secretary to all voting members not less than 14 days before the Annual General Meeting.

b) All such nominations in a form prescribed by the Board of Directors must be returned to the Secretary not later than 3 days before the Annual General Meeting.

c) Each nomination form shall be signed by the proposer and seconder and shall contain the written consent of the candidate for election as a member of the Board of Directors.

d) Should the number of nominations received 3 days before the Annual General Meeting be insufficient to fill any of the posts in the Board of Directors, those already so nominated shall be deemed to have been elected to their respective posts in the Board of Directors.

e) Nominations may then be made from amongst and by those Life members present at the Annual General Meeting, and those so nominated may be elected to fill the remaining vacancies in the manner prescribed in Article 8 Clause 8.3.

8.3 Election will be either by show of hands or, subject to the agreement of the members present, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.

The election procedure shall be as follows :

- a) The Board of Directors shall appoint two members to act as scrutineers; the persons appointed shall not be office bearers or members of the Board of Directors nor shall they be candidates for election at the meeting.
- b) Scrutineers shall examine the nominations and where there is only one nomination to an office or only sufficient nominations in respect of the vacancies for Board of Directors under Article 8.2, shall advise the person presiding at the meeting who shall forthwith declare the persons so nominated to be elected.
- c) Where there is more than one nomination for an office or more than a sufficient number of nominations for members of the Board of Directors under Article 8.2, the scrutineers shall issue ballot papers to those present and entitled to vote, and after the papers have been marked, shall collect them and shall report the number of votes cast for each person nominated to the person presiding at the meeting who shall announce the result of the ballot.
- d) In the event of an equality of votes the election shall be determined by a second or subsequent ballot.

8.4 A Board of Directors meeting shall be held at least once every two months after giving seven day's notice to Board members. The President may call a Board Meeting at any time by giving three (3) day's notice. At least six (6) of the elected Board Members must be present for its proceedings to be valid.

8.5 Any member of the Board absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Board and a successor may be co-opted by the Board to serve until the next Annual general Meeting. Any changes in the Board shall be notified to the Registrar of Societies within two weeks of the change.

8.6 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 remain subordinate to the General Meeting.

8.7 The board has power to authorise the expenditure of a sum not exceeding \$10,000 per month from the Association's general funds and reserves for the Association's purposes.

8.8 The Board of Directors shall have the following powers :

- a) i) to appoint standing or special committees for the proper administration of the Association and to exercise control over such committees;
- ii) to delegate to such committees such powers as it considers necessary;

iii) to appoint the **seven (7)** non-designated Directors to head these committees and to designate them accordingly.

b) i) to approve the application of any new members of the Association;

ii) to accept the resignation of any member of the Association;

iii) to accept the resignation of any member of the Board of Directors or any other office bearer of the Association and to fill, by appointment from among the Life members, the vacancy thus arising;

iv) to co-opt members to assist the Board of Directors in its administration.

c) to take disciplinary action against members who violate the Constitution of the Association;

d) to authorise publications or release official statements on behalf of the Association, such publications and statements to be consistent with the objects of the Association. No official statement may be made except by the President or Secretary and only with the approval of the Board of Directors ;

e) to give a decision upon any matter consistent with the objects of the Association but not provided for in this Constitution;

f) to convene meetings of the Association;

g) to appoint the following persons as non-voting ex-officio members to the Board of Directors

(i)The Immediate Past president (IPP), (ii)The Dean of NUS Business School or his alternate

h) The Board of Directors shall be empowered to recommend prominent personalities of the business communities or academia to be patrons of the Association.

Nomination for Patrons shall be made by not less than 2 members of the Board of Directors. Any decision on recommendation of Patron(s) shall be taken at a meeting of the Board of Directors called for the purpose and such recommendation shall be made only with the approval of not less than two-thirds of the Board of Directors. The appointment shall have to be confirmed by a resolution duly passed at a General Meeting.

The main role of the Patron(s) shall be to advise, support and assist the Association in the objects of the Association as defined in Article 3

ARTICLE 9 - DUTIES AND POWERS OF MEMBERS OF THE BOARD OF DIRECTORS

9.1 The President shall :

- a) preside over all General and Board of Directors Meetings;
- b) represent the Association in its dealings with outside persons and entities;
- c) have the right to call meetings of the Board of Directors ; and
- d) have the casting vote at Board of Directors Meetings.

9.2 The Vice-President shall

- a) assist and the President and deputise for him in his absence.

9.3 The Secretary shall :

- a) keep all records, except financial, of the Association and shall be responsible for their correctness;
- b) keep minutes of meetings of the Association and of the Board of Directors;
- c) maintain an up-to-date Register of Members and Registry of Member Groupings;
- d) be responsible for convening all meetings of the Association and of the Board of Directors;
- e) conduct the correspondence of the Association including annual submissions to the Registrar of Societies;
- f) submit at Board of Directors meetings any matter for discussion received from members of the Association;
- g) submit the records of the Association for inspection by any member of the Association who shall have given one week's notice of intention to inspect the records;
- h) prepare the annual report of the Association for presentation to members;
- i) be responsible for the dissemination of news and circulars and to communicate and update members of Association's activities and plans; and
- j) supervise the Secretariat of the Association.

9.4 The Assistant Secretary shall :

a) assist the Secretary and deputise for him in his absence.

9.5 The Treasurer shall :

a) keep all funds and collect and disburse all monies on behalf of the Association;

b) keep an account of all monetary transactions in a proper manner and shall be responsible for their correctness;

c) be authorised to expend up to \$500 for petty expenses on behalf of the Association; d) not keep more than \$500 in the form of cash and money in excess of this will be deposited in a bank to be named by the Board of Directors;

e) sign all cheques issued in conjunction with the President or the Vice-President or the Secretary, on behalf of the Association;

f) make financial reports at regular intervals prescribed by the Board of Directors;

g) be responsible for the timely submission of the annual returns to the Comptroller of Income Tax, pay the necessary taxes that are due and all other matters related to taxation;

h) organise invoices to members for membership fees which are due and timely reminders to members for membership fees which are overdue and be responsible for accounts receivable from members; and

i) Assist in fund-raising activities.

9.6 The Assistant Treasurer shall :

a) assist the Treasurer and deputise for him in his absence.

9.7 The other Directors shall assume specific portfolios and responsibilities as designated by the Board of Directors.

9.8 The IPP shall provide the Board of Directors with continuity from the previous Board of Directors and follow through on issues and activities that are of significance to the Association.

9.9 The Dean of NUS Business School shall :

a) represent the NUS Business School in the Association;

b) provide the link between NUS Business School and the Association;

c) present the Association's views and deliberations to the NUS Business School.

9.10 The Member Grouping Chairperson is a member :

- a) duly elected by all eligible members of the Member Grouping and duly appointed by the Member Grouping to be their representative on the Board of Directors;
- b) who shall be the Board of Directors' liaison to the Member Grouping;
- c) report to the Board of Directors the activities and financial management of the Member Grouping;
- d) who shall ensure that the Member Grouping is in full compliance with the Association's Constitution;

ARTICLE 10 - AUDIT AND FINANCIAL YEAR

10.1 Two voting members, not being members of the Board of Directors, shall be elected as Honorary Auditors at alternate Annual General Meeting and shall hold office for a term of two years and shall not be re-elected for a consecutive term.

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 Association's accounts for any period within their tenure of office at any date and make a report to the Board of Directors

10.3 The Financial Year of the Association shall be from 1st April to end of March.

ARTICLE 11 - TRUSTEES

11.1 If the Association 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 Association shall:

- a) Not be more than four and not less than two 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 is absent from the Republic of Singapore for a period of more than one year.
- c) If he is guilty of misconduct of such a kind as a render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

11.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by updating it in the Association's web site at least two 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 properties, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

ARTICLE 12 - VISITORS AND GUESTS

12.1 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.

ARTICLE 13 - 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 Association'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 Association shall not be used to pay fines of members who have been convicted in court of law.

13.3 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.

13.4 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 service which adversely affect consumer interests.

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

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

13.6 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

ARTICLE 14 - AMENDMENTS TO CONSTITUTION

14. No alteration or addition/deletion to this Constitution shall be made except at a general meeting and with the consent of two-thirds of the voting members present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

ARTICLE 15 - INTERPRETATION

15. 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 of Directors 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.

ARTICLE 16 - DISCIPLINARY PROCEDURES AND DISPUTES

16.1 Disciplinary Procedures

(a) The Board of Directors may suspend a member or Member Grouping for such period as it shall determine or may expel a member or a Member Grouping, if the member or Member Grouping :

(i) is convicted of a criminal offence which in the opinion of the Board of Directors is of a serious nature;

(ii) has conducted himself or itself, whether on the Association's premises or elsewhere, by word or act, in a manner which in the opinion of the Board of Directors is prejudicial to the interests of the Association and/or injurious to its reputation;

Provided that such member or Member Grouping has been given an opportunity to present his or its case in person before the Board of Directors, and provided further that such member or Member Grouping may, within thirty days from the date of the Board of Directors's decision or such extended period as may be approved by the Board of Directors, lodge a Notice of Appeal to the Committee of Appeal against this decision for its consideration, this considered decision of the Committee of Appeal shall be final.

(b) The Board of Appeal shall consist of three (3) persons :

- (i) the Dean of the NUS BUSINESS SCHOOL, NUS;
- (ii) a past President of the Association;
- (iii) the current President of the Association.

In the event that any of the members specified above are unable to fill the above positions, the Board of Directors shall have the right to appoint suitable replacements for the purpose.

(c) The Board of Directors shall through the Secretary, notify in writing such member or Member Grouping its decision and/or decisions to suspend or expel the member or Member Grouping from membership of the Association.

(d) The name of any person who has been expelled from membership shall be removed from the Register of Members. The name of any Member Grouping which has been so expelled shall be removed from the Register of Member Grouping.

(e) A member or Member Grouping whose name has been removed from the Register of Members and Register of Member Grouping, may apply, after a period of two years, to the Board of Directors for reinstatement, and such member or Member Grouping may be reinstated conditionally or unconditionally as the Board of Directors at its discretion deem fit. The Board of Directors shall not be bound to reinstate the said member or Member Grouping or assign any reason thereof.

(f) Members and Member Groupings shall abide by the Constitution and not act in any way inconsistent with its objects

16.2 Disputes

In the event of any dispute, other than that prescribed in Article 16.1, 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.

ARTICLE 17 - DISSOLUTION

17.1 The Association shall not be dissolved except with the consent of not less than 3/5 of the total voting membership of the Association for the time being in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

17.2 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.

17.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.