

# CONSTITUTION OF SOCIETY OF LOSS PREVENTION IN THE PROCESS INDUSTRIES

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## NAME

- 1 The society shall be known as the Society of Loss Prevention in the Process Industries (hereinafter referred to as the Society).

## PLACE OF BUSINESS

- 2 Its place of business shall be at 14 Robinson Road #13-00 Far East Finance Building Singapore 048545 or such other address as may subsequently be decided upon by the Executive Committee of the Society and approved by the Registrar of Societies.

## DEFINITIONS

- 3 In this Constitution, unless the context otherwise requires, the following terms shall have the meanings assigned to them respectively:
- (a) **'Loss Prevention'** means the prevention of all losses associated with incidents and accidents in the process industries, i.e. pro-actively safeguarding the safety and health of people, preventing damage to property and preserving the environment.
  - (b) **'Process Industries'** means any industrial installations engaged in manufacturing, processing, transformation, handling and storing of chemical, petroleum and its products, natural gas, industrial gases, pharmaceutical.
  - (c) **'Relevant Agencies'** means any agencies whose activities and/or business are one way or the other related to loss prevention. Such agencies shall include regulatory authorities, statutory boards, insurance companies and loss prevention consultant firms.
  - (d) **'Research Organisations'** means any organisations whose activities and/or business are one way or the other related to loss prevention. Such research organisations shall include recognised universities, polytechnics, and research institutions.

## OBJECTS

- 4 Its objects are as follows:
- (a) To promote loss prevention in the Process Industries (hereinafter referred to as the Industries).
  - (b) To facilitate the exchange of loss prevention information among the industries, relevant agencies and research organisations.
  - (c) To disseminate through publications, technical talks, short courses and conferences, information on recent advances in industrial practices for loss prevention.
  - (d) To hold meetings, exhibitions and visits and other related activities as the Society may deem to be conducive to the promotion of loss prevention.

## MEMBERSHIP

- 5 (a) There shall be five (5) classes of membership, namely Honorary Fellows, Ordinary Members, Associate Members, Student Members and Corporate Members. Only Ordinary Members and Corporate Members have voting rights at the Society's general

meetings. As such, Ordinary Members and Corporate Members shall be known as Voting Members of the Society.

- (b) **Honorary Fellows** shall be distinguished and eminent persons whose membership shall in the opinion of the Executive Committee add prestige to or advance the interest of the Society. Honorary Fellows shall only be conferred by the Executive Committee.
  - (c) **Ordinary Members** shall be persons:
    - either**
    - i) who are not less than 21 years of age; and
    - ii) who are graduates from recognised universities and polytechnics in the field of engineering, applied science and industrial/occupational hygiene; and
    - iii) who have minimum three (3) years of industrial or relevant experience in the area of loss prevention,
    - or**
    - iv) who have been practising loss prevention in the Industries in senior positions for a period of not less than ten (10) years.
  - (d) **Associate Members** shall be persons who are interested in the area of loss prevention and related areas.
  - (e) **Student Members** shall be persons who are undergraduates or students of recognised universities and polytechnics or equivalent in the field of engineering, science, biomedical, life sciences, occupational safety and health, industrial hygiene, or any related field of studies.
  - (f) **Corporate Members** shall be companies whose activities and business are related to the "Process Industries", or companies who are interested in the promotion of loss prevention. Each Corporate Member shall be entitled to nominate two (2) representatives to represent the company at the Society's activities and any general meetings. The nomination is subject to the approval by the Executive Committee.
- 6
- (a) A person wishing to join the Society should submit his personal particulars by completing an application form as prescribed by the Society and sent it to the Honorary Secretary.
  - (b) The applicant must be proposed and seconded by existing Voting Members. His or her membership application shall be reviewed and approved or disapproved by the Executive Committee whose decision is final. The Executive Committee will determine the class of membership to which a membership application is approved. A copy of the Constitution of the Society shall be provided to every successful applicant who has paid the prescribed fees.
- 7
- The above Clauses 6(a) and 6(b) shall also be applicable to a company wishing to join the Society as Corporate Member.

## **ENTRANCE FEES AND SUBSCRIPTIONS**

- 8
- The following entrance and annual subscription fees for all classes of membership within two (2) weeks of the approval.

Class of Membership	Entrance Fee	Annual Subscription Fee
Honorary Fellow	Waived	Waived
Ordinary Member	\$30	\$80
Associate Member	\$30	\$40
Student Member	Waived	\$10
Corporate Member	Waived	\$600

The annual membership subscription is payable on a 12-month calendar basis.

- 9 Membership subscription is payable within one (1) week from the date of membership expiry. If a member falls into arrears with his subscriptions or other dues he shall be informed immediately by the Honorary Treasurer. If he fails to settle his arrears within four (4) weeks of its becoming due the President may order that his name be posted on the Society's notice board and that he be denied the privileges of membership until he settles his account. If he falls into arrears for more than three (3) months of its becoming due he will automatically cease to be a member and the Executive Committee may take legal action against him provided that they are satisfied that he has received due notice of his debts.
- 10 The rate of annual subscription may only be varied by a general meeting of the members. Any special subscription for particular purposes may only be raised from members with the consent of the general meeting of the members.

#### **RIGHTS AND PRIVILEGES OF MEMBERS**

- 11 All members of the Society shall be entitled to receive a copy of the Constitution on registration.
- 12 All members shall receive all notifications and circular concerning the affairs of the Society.
- 13 All members of the Society shall be entitled to attend all General Meetings of the Society.
- 14 Only Voting Members shall be entitled to one vote each at General Meetings.
- 15 All Voting Members of the Society shall be eligible to stand for election to the Executive Committee.

#### **TERMINATION OF MEMBERSHIP**

- 16 A member may at any time by giving notice in writing to the President terminate his membership of the Society, but shall continue to be liable for any subscription or other debt unpaid at the date of his termination. Any such member having discharged all his liabilities to the Society and wishing to rejoin may make fresh application in accordance with Clause 6.

#### **EXECUTIVE COMMITTEE**

- 17 The administration of the Society shall be entrusted to an Executive Committee (hereinafter referred to as the Committee) consisting of the following:

President  
Vice President  
Honorary Secretary  
Honorary Treasurer  
Six (6) Ordinary Committee Members

The above posts, with the exception of Honorary Treasurer, shall be elected once every two years at an Annual General Meeting.

The Executive Committee may appoint the immediate Past President, if available, as an Honorary Executive Committee Member. The Honorary Executive Committee Member shall participate in the Executive Committee meetings but shall not have voting rights on Executive Committee resolutions.

- 18 Names of the above officers shall be proposed and seconded at the annual general meeting and election will follow on a simple majority vote of the Voting Members. All Officers except the Honorary Treasurer may be re-elected to the same or related post after each two-year term. The Honorary Treasurer shall be re-elected at each annual general meeting.
- 19 The Committee may invite any person and/or representative from relevant agencies and research organisations to sit on the Committee in an advisory capacity. Such representation shall be renewable annually and they shall have no voting rights in the Committee and shall not hold any office.
- 20 Candidates for election to the Committee from among Voting Members of the Society, must be proposed and seconded by other Voting Members, with the candidate's consent to his nomination, on the prescribed Nomination Form and shall be submitted to the Honorary Secretary not less than seven (7) consecutive days before the scheduled date of the Annual General Meeting where the election of the Committee is due once every two years, with the exception of the Honorary Treasurer to be elected each year.

#### **POWERS OF THE COMMITTEE**

- 21 Should any vacancy arise in the Committee, the Committee may co-opt a Voting Member to serve for the remaining term of office. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 22 The Committee shall have powers at any of its meetings to:
  - (a) Enact any by-laws not inconsistent with the Constitution to ensure the proper management and administration of the Society.
  - (b) Appoint Sub-committees for special purposes as it considers necessary for the proper management and administration or in furtherance of the Objects of the Society.
  - (c) Determine the affiliation of the Society with other bodies or organisations.
- 23 A Committee member shall in no circumstances authorise the release of information concerning members of the Society to non-members or external organisations without the prior consent of the Committee.
- 24 The Committee shall have the power to authorise the expenditure of a sum not exceeding \$50,000.00 per month from the Society's funds for the Society's purposes.

#### **MEETING AND WORK OF THE COMMITTEE**

- 25 The Committee shall meet at least once in every two (2) months. Such meetings shall be convened by the Honorary Secretary on instructions from the President.

Notice of all meetings of the Committee with any Agenda attached thereto shall normally be sent to each Committee member at least seven (7) consecutive days prior to the date of the meeting.
- 26 The quorum for the meeting of the Committee shall be at least one-half (1/2) of its members.
- 27 The President shall act as chairman at all committee meetings. In the event of the President being absent, the Vice President shall take the Chair. If the President and Vice President are absent, the Committee members present shall elect one of their members to Chair the meeting.

- 28 Each member of the Committee shall be entitled to one vote but in the event of there being an equality of votes the chairman of the meeting shall have a casting vote.
- 29 Any member of the Committee who absent himself from three (3) consecutive meetings without an explanation satisfactory to the Committee shall ipso facto cease to be a member thereof.
- 30 The duty of the Committee is to organise and supervise the daily activities of the Society and to make decisions on matters affecting its running when the general meeting is not sitting. It may not act contrary to the expressed wishes of the general meeting without prior reference to it and always remains subordinate to the general meeting.

#### **DUTIES OF OFFICE BEARERS**

31 The duties of the office bearers are as follows:

(a) The President shall:

- i) chair all General Meetings and Committee meetings of the Society. He shall also represent the Society in its dealings with outside persons and organisations in accordance with the principles and policies as determined by the Committee, and
- ii) prepare and present at the Annual General Meeting of the Society the annual report of the Society covering the period since the last preceding Annual General Meeting.

(b) The Vice-President shall assist the President and shall deputise for him in his absence.

(c) The Honorary Secretary shall:

- i) be responsible for keeping all records, except financial, and minutes of all General Meetings and Committee meetings, and for preserving the confidentiality of all such records and minutes,
- ii) maintain and be responsible for the confidential custody of a register of members of the Society, which shall be validated and updated from time to time by the Committee,
- iii) be responsible for convening all General Meetings and Committee Meetings, when directed to do so by the President or the Committee, and

(d) The Honorary Treasurer shall:

- i) keep all funds, and collect and disburse all monies on behalf of the Society in accordance with the directions of the Committee,
- ii) be responsible for keeping account of all money transactions and other financial records, and for their correctness,
- iii) maintain a petty cash float of not more than \$1,000.00 for miscellaneous expenses to be reimbursed as and when required,
- iv) sign all cheques for withdrawal of monies and ensure that they are countersigned by the President, Vice-President or Honorary Secretary,
- v) prepare and present to the Annual General Meeting a duly audited Financial Statement for the preceding financial year, and
- vi) perform such other financial duties as may be assigned by the President or the Committee.

- (e) The ordinary committee members shall assist in the administration of the Society and perform any other duties assigned by the Committee.

### **SUPREME AUTHORITY**

- 32 The supreme authority of the Society shall be vested in a general meeting of the members presided over by the President.

### **ANNUAL GENERAL MEETING**

- 33 The Annual General Meeting shall be held in May/June each year for the following purposes:
  - (a) To confirm the Minutes of the last Annual General Meeting.
  - (b) To receive and adopt the Annual Report of the Society.
  - (c) To receive and approve the Annual Accounts of the Society.
  - (d) To elect the Committee and Honorary Auditors of the following year.
  - (e) To transact any other business duly notified; such other business to be transacted shall be notified in writing to the Honorary Secretary, together with the names of the proposers and seconders, not less than twenty-one (21) days before the date fixed for the Meeting.
- 34 (a) Notice of every Annual General Meeting together with the Agenda shall be notified by the Honorary Secretary to all members in writing not less than one calendar month before the date fixed for the Meeting.
  - (b) Not less than fourteen (14) days before this date, the Honorary Secretary shall notify all members in writing of the business to be transacted thereat. This notice shall include the Annual Report and Audited Statement of Accounts and any other business including those duly notified under Clause 35(e).

### **EXTRAORDINARY GENERAL MEETING**

- 35 The Committee may convene an Extraordinary General Meeting at any time to conduct any business as it may decide. The Honorary Secretary may convene a meeting of the Committee within seven (7) days if required to do so in writing by five (5) members of the Committee to discuss the convening of an Extraordinary General Meeting.
- 36 An Extraordinary General Meeting shall also be convened by the Honorary Secretary on the signed requisition of one-fifth (1/5) of the total voting membership of the Society, stating the purpose of the meeting. Such meeting shall be held within fourteen (14) days of the requisition unless the purpose is the amendment of the Constitution, in which event it shall be held within twenty-one (21) days.
- 37 Notice of Extraordinary General Meeting together with the business to be transacted shall be given to all voting members in writing no less than ten (10) days before the date fixed for the meeting, unless the purpose is the amendment of the Constitution, in which event fourteen (14) days notice shall be given.
- 38 In the event of the Honorary Secretary failing to call an Extraordinary General Meeting requisitioned by members under Clause 38 within fourteen (14) days of such requisition, it shall be competent for voting members signing the requisition to determine a place, time and date and convene the meeting by giving fourteen (14) days notice of the meeting, together with the business to be transacted thereat, to all voting members of the Society in writing.
- 39 No business, except that which has been duly notified, may be transacted at an Extraordinary General Meeting.

## **CONDUCT OF GENERAL MEETINGS**

- 40 The chair at a General Meeting shall be taken by the President of the Committee, or in his absence, by the Vice-President, or if he is also absent, by election among the remaining Committee members present. All matters relating to the conduct of the meeting not specifically provided for under this Clause, Clauses 43 to 47 may be decided by the Chairman of the meeting at his discretion. No non-members of the Society may attend General Meetings of the Society except by invitation of the Committee. Such persons may only speak with the permission of the President.

## **QUORUM AND VALIDITY OF GENERAL MEETINGS**

- 41 Except as provided under Clause 44, the quorum at a General Meeting shall be 25% of the total voting Membership, or thirty (30) persons, whichever is the smaller number, present at the time fixed for the meeting.
- 42 In the event of there being no quorum, 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 powers to amend or make any additions to the Constitution. The Agenda for the adjourned meeting shall be the same as that for the original meeting.
- 43 Objections if any to the validity of a General Meeting shall be raised and adjudicated when the President calls upon the Honorary Secretary to read the notice convening the meeting. Once the meeting has commenced, no objections may be raised during the progress of the meeting. No meeting shall become incompetent to transact business from the want of a quorum arising after the Chair has been taken and the notice convening the meeting has been read, except for amendments to the Constitution.

## **VOTING PROCEDURE AT GENERAL MEETINGS**

- 44 Voting for election to the Committee and for purposes of amendments to the Constitution shall be by secret ballot. Voting on all other matters shall be by a show of hands. No postal balloting shall be permitted.
- 45 Decisions except where specifically provided for otherwise, shall be by simple majority of those present and voting.

## **FINANCIAL CONTROL**

- 46 The Committee shall exercise control over the funds, receipts and expenditures of the Society in accordance with the financial regulations, which it may draw up and are approved by a General Meeting.

## **FINANCIAL YEAR**

- 47 The financial year shall be from 1st April to 31st March.

## **HONORARY AUDITORS**

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

## **AMENDMENTS TO THE CONSTITUTION**

- 49 The Society shall not amend its constitution without the prior approval in writing of the Registrar

of Societies. No alteration or addition/deletion to this constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting. Notice of intention to propose such a special resolution shall be given in writing to the Honorary Secretary twenty one (21) days before the meeting.

## **PROHIBITIONS**

- 50 Gambling of any kind whether for stakes or not, is forbidden on any Society premises. The introduction of materials for gambling, drug taking, glue sniffing and of bad characters into the premises is prohibited.
- 51 The funds of the Society shall not be used to pay the fines of members who have been convicted in Court.
- 52 The Society shall not engage in Trade Union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 53 The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, or 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 to be supplied by them.
- 54 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 55 The Society shall not raise funds from the public for whatever purpose without the prior approval in writing of the Registrar of Societies and other relevant authorities.
- 56 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.

## **INTERPRETATION**

- 57 In the event of any question or matter arising out of any point that is not expressly provided for in the rules, 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.

## **DISSOLUTION**

- 58 The Society shall not be dissolved, except with the consent of not less than 75% of its total voting membership for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 59 Notice of any proposal to the Committee that the Society be dissolved shall be given to all members not less than one (1) calendar month before the date fixed for the meeting.
- 60 In the event of the Society being dissolved, its assets, if any, after fully discharging all its debts and liabilities, shall be donated to training institutes or approved charities in Singapore as the members in the General Meeting may decide.
- 61 Certificate of dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.