

CONSTITUTION OF LANDSCAPE INDUSTRY ASSOCIATION (SINGAPORE)

NAME

- 1 This society shall be known as the "LANDSCAPE INDUSTRY ASSOCIATION (SINGAPORE)", hereinafter referred to as the "Association".

PLACE OF BUSINESS

- 2 Its place of business shall be at "200 Braddell Road, #01-03 BCA Braddell Campus, Singapore 579700" or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

3.1 Its objects are:

- (a) To enhance professionalism and capabilities of members by promoting commerce and trade, set the standard for excellence in landscaping.
- (b) To promote public awareness of environmental and industry's concerns.
- (c) To foster closer relationship amongst members and facilitate valuable network with various government departments, trade organisations and associations, both locally and internationally.
- (d) To provide a forum for identifying and addressing the industry's concerns and opportunities, as well as advance and protect the interests of the members.
- (e) To improve the standards of service and to promote upgrading of management and technical skills and knowledge of persons engaged in landscaping services via the following media: education, training, research study, talks, dialogues, discussions, workshops, exhibitions, business development mission and the promoting of literatures and materials conducive to attainment of these objects.
- (f) To promote the beautification and enhancement of our environment.

3.2 In furtherance of the above objects, the Association may:

- (a) Advertise in various means of media and publications to promote business activities; and

- (b) Organise various events and activities that will enhance the industry and the business of the members.

3.3 The above may be carried out subject to the approval of the relevant authorities.

MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 The membership of the Association shall consist of Corporate Member, Associate Member and Professional Member.

4.2 Corporate Membership
Any company registered with ACRA, and with its primary business in Singapore may apply to be a Corporate Member provided its business activity falls within the following categories:

1. Landscape Services Provider: Implementer, Maintenance, Arboriculture, Turf
2. Nursery: Growers, Retail / Wholesale Nurseries
3. Playground Operator / Companies
4. Specialists: Irrigation, Water Features, Garden Lighting
5. Suppliers: Fertilisers, Equipment, Hardscape & Softscape
6. Materials: Equipment Suppliers, Landscape-related Products, Equipment & Materials Supplier.

All Corporate Members may enjoy the privileges and benefits provided by the Association and shall be entitled to be represented by one (1) representative at any General Meeting. Each Corporate Member shall be entitled to one (1) vote at the General Meeting, and may be entitled to stand for office and/or hold office in the Association.

4.3 Associate Membership

Any associations or organisations, either local or foreign, whose objects are not incompatible with the objects of the Association, may apply to be an Associate Member, provided its business falls under the following defined sectors: –

1. Pest Control, Cleaning, Water Proofing
2. General equipment and product supplier
3. Machinery rental / Dealers / Manufacturers
4. Organisation – Zoological Garden / Gardens-by-the-Bay / Country Clubs etc.
5. Non-landscape related company or organisation

All Associate Members may enjoy all the privileges and benefits provided by the Association and shall be entitled to be represented by one or more representatives at any General Meeting. The representative(s) of an Associate Member may attend any General Meeting but shall not have the right to vote at the General Meeting and shall not be entitled to stand for office and/or hold office in the Association.

4.4 Professional Membership

Any individual Arborists, Practicing Horticulturists, or Playground Safety Inspector who hold relevant certification(s) so recognised by the Council may apply to be a Professional Member.

Professional Members shall enjoy the privileges and benefits of the Association, but they shall not be entitled to vote at the General Meeting of the Association in his individual capacity.

Each category of the Professional Members will elect one (1) representative to be co-opted as a Council member in the Council of the Association. He/she will be entitled equal rights and privileges of the other elected Council members but excludes the right to vote at the General Meeting of the Association.

A Co-opted Council Member, who is a Professional Member, shall not, during his term, concurrently be nominated as a representative of a Corporate Member or an Associate Member.

The Council may, from time to time and in its sole discretion, make amendments to the professional categories as it deems fit.

- 4.5 Only members who are above 21 years old shall have the right to vote and to hold office in the Association.
- 4.6 In the absence of expressed intention to the contrary, the term 'member' wherever appearing in these Rules, refer to Corporate, Associate and Professional Members.
- 4.7 All members shall abide by the Constitution of the Association.

APPLICATION FOR MEMBERSHIP

- 5.1 A(n) person/organisation/company/institution/association/society wishing to join the Association should submit his/its particulars to the Secretary on a prescribed form.
- 5.2 A new member must be proposed and seconded by existing members. The Council will decide on membership, taking into consideration any objection raised.
- 5.3 A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 The fees payable by members shall be such sums as determined by the Council from time to time.

- 6.2 The Council by a simple majority as provided for herein shall have the absolute discretion to decide upon the entrance fee for all categories of membership if it considers necessary to adjust or waive the said fee without giving any reasons thereof.
- 6.3 Annual subscriptions are payable within the sixty (60) days when invoice is being billed. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Honorary Treasurer through a letter of notification by means of fax and post. If he fails to settle his arrears within thirty (30) days of their becoming due, he shall be denied the privileges of membership until he settles his account. If he falls into arrears for more than three months, the Council may take legal action against him provided that they are satisfied that he has received due notice of his debts.
- 6.4 All subscriptions in arrears must be made good to the Association prior to the closing of the financial year.
- 6.5 Any additional fund required for special purposes may only be raised from members at the general meeting and such proceedings shall only be valid with the consent of the General Meeting of the members through a majority vote.
- 6.6 The Council Member may at its sole discretion forthwith order the termination or suspension of a Member's membership if the annual subscription fee is in arrears for more than three (3) months or the Member remains in arrears for more than one (1) month from the delivery of final notice of being in arrears (such notice to be sent by registered post to the last known address of the Member and deemed to be delivered upon posting)

RESIGNATION OF MEMBERSHIP

- 7.1 Any member wishing to resign from the Association shall state the reasons in writing to the Secretary and shall pay the subscriptions up to the month of resignation and settle all outstanding donations.
- 7.2 Any member who resigns from the Association shall not be entitled to ask for refund or return of money and articles previously donated to the Association. Such money and articles, once donated, shall become the property of the Association.
- 7.3 The Association may take legal action against members who fail to settle debts in forms such as subscriptions or other dues owing to the Association provided that they are satisfied that he has received due notice of his debts.

SUSPENSION AND TERMINATION OF MEMBERSHIP

- 8.1 The Council may expel any Member who wilfully violates any provision of the Constitution, Code of Ethics, or engages in conduct deemed by the Council to be inappropriate or unbecoming of a Member. Before any expulsion is carried out, the Committee shall provide the Member an opportunity to explain their conduct and present their case in person or in writing.

- 8.2 A Member expelled under this provision shall remain liable for all outstanding subscription fees and other dues owed to the Association. The expelled Member shall have no claims whatsoever against the Association arising from the termination of their membership.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 9.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the President.
- 9.2 An Annual General Meeting shall be held within 6 months from the close of its financial year.
- 9.3 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 membership or 30 voting members, whichever is the lesser, and may be called at anytime by order of the Council. 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.
- 9.4 If the Council 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 agenda and the business to be transacted.
- 9.5 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 agenda, date, time and place of meeting shall be sent by the Secretary to all voting members.
- 9.6 Unless otherwise stated in this Constitution, voting by proxy shall be allowed at all General Meetings.
- 9.7 The following points will be considered at the Annual General Meeting:
- a) The previous financial year's accounts and annual report of the Council.
 - b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.
- 9.8 The handing over of duties from out-going office-bearers to the in-coming office-bearers shall be held within three months from the election. The out-going Council Members shall complete all outstanding matters within the period of three month from the Annual General Meeting as so to ensure smooth take-over by the in-coming Council Members.

The out-going office-bearers will serve in the Council for additional 3 months after the election or until completely handing over the outstanding matters. However, they shall have no voting rights in any council meetings.

- 9.9 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.
- 9.10 At least 25% of the total voting membership or 30 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.
- 9.11 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 rules.

MANAGEMENT AND COMMITTEE

- 10.1 The administration of the Association shall be entrusted to a Council consisting of the following to be elected at alternate Annual General Meeting:
- a. A President,
 - b. A 1st Vice-President,
 - c. A 2nd Vice-President,
 - d. An Honorary Secretary,
 - e. An Honorary Treasurer, and
 - f. 10 Ordinary Council Member
- 10.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting based on the simple majority vote. The appointment of office bearers shall be undertaken through a voting process within the newly elected Council of 15 members. It comprises of President, 1st Vice-President, 2nd Vice-President, Honorary Secretary, Honorary Treasurer, and 10 Ordinary Council Members. All office-bearers, except the Treasurer may be re-elected to the same or related post for a consecutive term of office. The term of office of the Committee is two years.
- 10.3 The President is allowed to serve up to maximum two consecutive terms only. However, he/she can be re-elected after a break of one term.
- 10.4 Elected members must serve a minimum of 1 term as a Council Member before he/she is eligible to be nominated for the following office bearers:
- President
 - Honorary Secretary
 - Honorary Treasurer
- 10.5 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favour of one of themselves.

- 10.6 A Council Meeting shall be held at least once every 2 months after giving seven days' notice to Council Members. The President may call a Council Meeting at any time by giving five days' notice. At least ½ of the Council Members must be present for its proceedings to be valid.
- 10.7 Any member of the Council absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Council and a successor may be co-opted by the Council to serve until the next Annual General Meeting. Any changes in the Council shall be notified to the Registrar of Societies within two weeks of the change.
- 10.8 The duty of the Council is to organise and supervise the day-to-day activities of the Association. The Council may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
- 10.9 The Council has power to authorise the expenditure of a sum not exceeding \$100,000 per month from the Association's funds for the Association's purposes.
- 10.10 The Council shall have the discretion to co-opt up to two (2) members to serve in the Council. The term of office of Co-opted Council Members shall be decided by the Council provided that such term shall not exceed the remaining term of office of the existing Council.
- The co-opted Members shall have no voting rights in any Council meetings.
- 10.11 To appoint the recently retired President as “Immediate Past President (IPP) for one 2-year term. The IPP will be invited to present in the Council meeting and his role is to facilitate the transition to and assist the new Council.
- “IPP” is a non-executive position and shall have no voting rights in any Council meetings.
- 10.12 To appoint past Presidents who have served a minimum of one full-term as Honorary President at the discretion of the Council.
- 10.13 To appoint past Council members (who have served a minimum of 3-term) as “Honorary Council Member”. The “Honorary Council Member” title shall be accorded at the discretion of the council to the individual who have served at the Council and not the company they represent.
- 10.14 The Council may invite “Honorary President” and “Honorary Council Member” to attend Council meetings and tap on their experience and network. The “Honorary President” and “Honorary Council Member” may be appointed to represent the Association to attend external meetings, lead a taskforce and organise events.
- 10.15 “Honorary President” and “Honorary Council Member” are non-executive positions. They will not participate in Council meetings and shall have no voting rights in any Council meetings.

DUTIES OF OFFICE-BEARERS

- 11.1 The President shall chair all General and Council meetings. He shall also represent the Association in its dealings with outside persons.
- 11.2 The 1st or 2nd Vice-President shall assist the President and deputise for him in his absence.
- 11.3 The Honorary Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and Council meetings. He shall maintain an up-to-date Register of Members at all times.
- 11.4 The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to \$500 per month for petty expenses on behalf of the Association. He will 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 Council. Cheques, etc. for withdrawals from the bank will be signed by the Honorary Treasurer and either the President or the Vice-President or the Honorary Secretary.
- 11.5 Ordinary Council Members shall assist in the general administration of the Association and perform duties assigned by the Council from time to time.

AUDIT AND FINANCIAL YEAR

- 12.1 Two voting members, not being members of the Council, shall be elected as Honorary Auditors at alternate Annual General Meeting and will hold office for a term of two years only and shall not be re-elected for a consecutive term.
- 12.2 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 Council.
- 12.3 The financial year shall be from 1st April to 31st March.

TRUSTEES

- 13.1 If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 13.2 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 effecting any sale or mortgage of property without the prior approval of the General Meeting of members.

13.3 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 to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

13.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be made known to all members 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.

13.5 The address of each immovable properties, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

VISITORS AND GUESTS

14.1 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.

PROHIBITIONS

15.1 Gambling of any kind 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.

15.2 The funds of the Association shall not be used to pay the fines of members who have been convicted in a court of law.

15.3 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.

15.4 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.

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

- 15.6 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Council or members unless with the prior approval of the relevant authorities.
- 15.7 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.

AMENDMENTS TO CONSTITUTION

15. 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.

INTERPRETATION

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

DISPUTES

17. In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

- 18.1 The Association shall not be dissolved, except with the consent of not less than $\frac{3}{5}$ of the total voting membership of the Association for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 18.2 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.
- 18.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.