

# **CONSTITUTION OF FRIENDS OF THE MUSEUMS (SINGAPORE)**

## **PREAMBLE**

This Society is the successor organisation to the group of volunteers called "The Friends of the National Museum" or as it was also generally known, "Friends of the Museum", "The FOM" or "The Friends", which was established in 1978 under the auspices of The National Museum of Singapore and has continued in service to The National Museum of Singapore, and since 1993, the National Heritage Board, Singapore. All assets and properties owned by the predecessor organisation (The Friends of the National Museum) including Past Presidents of the previous organisation shall transfer to the successor organisation.

## **1. DEFINITIONS**

1.1 In this Constitution, unless the context otherwise requires:

- (a) "**By-Laws**" shall mean the by-laws of the Society for the time being in force.
- (b) "**Council**" shall mean the Council for the time being elected under this Constitution.
- (c) "**Council Members**" with reference to the Council shall mean and include the President, Vice President, Honorary Secretary, Honorary Treasurer, the Council Representatives, Immediate Past President invited to the Council in accordance with Article 7.1.2 and any other members co-opted in accordance with Article 7.1.3.
- (d) "**Museums**" shall mean non-profit making permanent institutions in Singapore in the service of society and of its development, and open to the public, which acquire, conserve, research, communicate and exhibit, for purposes of study, education and enjoyment, material evidence of people and their environment.
- (e) "**NHB**" shall mean the National Heritage Board, Singapore and its successors.
- (f) "**Nominating Committee**" shall mean the committee as defined in Article 9.
- (g) "**Operational Committees**" shall mean the committees as defined in Article 8.
- (h) "**Operational Procedures**" shall mean the Society's current operational procedures governing the conduct and operations of the Society's activities.
- (i)(j) "**Past President**" shall mean any member who served in the position of Co-ordinator (1978-1993) or President (1993 onwards) for the Society or its predecessor organisation..
- (j) "**Society**" shall mean the society established by the Constitution and registered in Singapore on 30 October 2004.
- (k) "**Special Committees**" shall mean ad-hoc committees which are established to perform certain specified tasks.

1.2 In this Constitution, unless the context otherwise requires, the singular includes the plural and vice versa and references to one gender includes both genders.

## **2. NAME**

The Society shall be known as "Friends of the Museums (Singapore)", hereinafter referred to as the "Society".

## **3. ADDRESS**

The place of business of the Society shall be "61 Stamford Road, #02-06 Stamford Court, Singapore 178892", or such other place as may from time to time be decided by the Council, and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

## **4. OBJECTS & POWERS**

4.1 The objects of the Society, functioning as a non-profit organisation, shall be:

- (a) To provide volunteer guides and volunteer support in museums in Singapore;
- (b) To work in partnership with museums in Singapore and NHB, as members of the museum community;
- (c) To provide members with opportunities for training, study and life-long learning to enhance their competence as volunteers in support of the Museums; and
- (d) To provide an avenue for community volunteer support of the Museums.

4.2 In furtherance of the above objects, the Society shall do all that is necessary and expedient to give effect to the objects of the Society, which may include any of the following:

- (a) Developing and administering programmes in partnership with the Museums and NHB;
- (b) Providing docents (volunteer guides) to the Museums;
- (c) Providing support activities for members, including the maintenance of an office;
- (d) Providing study and learning programmes to members;
- (e) Fostering good working relationships with other similar organisations by exchanging information, attending, participating and/or organising regional and international meetings and conferences; and
- (f) Undertaking from time to time any additional activities which support and further the objects of the Society.

## **5. MEMBERSHIP**

### **5.1 ELIGIBILITY**

5.1.1 Membership is open to any person who shares the Society's objects and pays the annual membership fee.

5.1.2 The membership of the Society shall comprise the following categories:

- (a) **Individual Membership** – A person who is twenty-one (21) years of age and above. Each Individual member who is resident in Singapore shall have a right to vote and to hold office.
- (b) **Joint Membership** – A person and their spouse or partner sharing a common mailing address. Each Joint member who is twenty-one (21) years of age and above and who is resident in Singapore shall have a right to vote and to hold office.
- (c) **Family Membership** – Two (2) adults and up to three of their children under the age of twenty-one (21) sharing a common mailing address. Each adult member who is twenty-one (21) years of age and above and who is resident in Singapore shall have the right to vote and to hold office.
- (d) **Young Friends Membership** - Persons who are below the age of twenty-one (21) who are not in a family membership. Young Friends shall not have a right to vote and to hold office.
- (e) **Senior Membership** - Persons aged sixty (60) years and above. Such members who are resident in Singapore shall have the right to vote and to hold office.
- (f) **Joint Senior Membership** - A person and their spouse or partner who are both aged sixty (60) years and above, sharing a common mailing address. Each Joint Senior member who is resident in Singapore shall have the right to vote and to hold office.
- (g) **Overseas Membership** – Persons who are not resident in Singapore. Such members shall not have a right to vote or to hold office.
- (h) **Life Membership** – Persons who have made a one-time subscription payment, as determined by the General Meeting from time to time. Only Life Members resident in Singapore and above twenty-one (21) years of age shall have the right to vote and to hold office.
- (i) **Honorary Membership** – Persons who have made a significant contribution to the Society may, on the recommendation of the Council and with their consent, be conferred Honorary Membership at a General Meeting. Honorary Members shall have none of the obligations of membership in the Society, but shall be entitled to all the privileges except those of making motions, of voting and of holding office.
- (j) **Patrons** – Persons who are distinguished in public life and/or have contributed significantly to the development of art, culture and heritage in Singapore may be invited by the Council to serve as Patrons. Patrons shall not have a right to vote or to hold office.

5.1.3 Persons who are below eighteen (18) years of age shall not be accepted as members without the written consent of their parent or guardian.

5.1.4 Membership shall be non-transferable.

## 5.2 APPLICATION FOR MEMBERSHIP

5.2.1 To become eligible for membership in the Society, the prospective member shall submit to the Society an application for membership together with the relevant membership fee.

5.2.2 The Council shall have the power to accept or reject any application or renewal for membership without assigning any reason.

### **5.3 MEMBERS' OBLIGATIONS / RESPONSIBILITIES**

5.3.1 Every member shall be bound by and submit to the Constitution, By-Laws, and Operational Procedures of the Society.

5.3.2 Every member shall observe and abide by the Society's Code of Ethics.

### **5.4 SUSPENSION AND EXPULSION OF MEMBERS**

The Council may expel a member by a two-thirds (2/3) vote of the Council if the member has conducted himself by word or act in a manner, which in the opinion of the Council, is prejudicial to the interests of the Society and/or injurious to its reputation. Such member shall be given the opportunity to present his case in person before the Council.

### **5.5 CONFIDENTIALITY**

Membership information shall be used solely for the Society's objects and powers and shall not be used or released for commercial or solicitation purposes or to promote any other interests or businesses.

## **6. MEMBERSHIP FEES**

Membership fees for all categories of members shall be determined by the General Meeting from time to time and any change in the membership fees shall not apply retroactively.

## **7. COUNCIL**

### **7.1 COMPOSITION**

7.1.1 The Society shall be administered by a Council elected by the membership at the General Meeting. The Council shall be comprised of not more than nine (9) voting members, namely:

- (a) A President
- (b) A Vice President
- (c) An Honorary Secretary
- (d) An Honorary Treasurer
- (e) Up to Five (5) Council Representatives

7.1.2 The Council shall invite the Immediate Past President to be a non-voting member of the Council for a term of one year providing the Immediate Past President is a member of the Society and resident in Singapore.

- 7.1.3 The Council may co-opt up to two (2) other members of the Society who in the opinion of the Council possess skills and knowledge which will assist the Council in carrying out its strategy.

## **7.2 TENURE AND ELECTION OF THE COUNCIL**

Council members shall take office immediately upon election and are eligible for re-election on an annual basis. All Council members shall have the option to stand for election to the same voting Council position for up to three (3) consecutive terms.

## **7.3 VACANCIES ON THE COUNCIL**

- 7.3.1 If the President's position becomes vacant during his year of office, the Vice President will succeed him and serve as President for the remainder of the term.

If the President's position becomes vacant within the first six (6) months of his assuming office and there is no Vice President or the Vice President is not able or willing to succeed as President, an Extraordinary General Meeting shall be held to elect a new President.

If the President's position becomes vacant after six (6) months of his term of office and there is no Vice President or the Vice President is not able or willing to succeed as President, the Council shall elect by a two-thirds (2/3) vote a President pro-tem who shall hold office until the next General Meeting

- 7.3.2 If there is a vacancy in any elected position of the Council, the Council shall elect by a two-thirds (2/3) vote a replacement who shall hold office until the next General Meeting.
- 7.3.3 The Registrar of Societies shall be notified within two (2) weeks of any changes in the Council.

## **7.4 POWERS AND DUTIES OF THE COUNCIL**

The Council shall do all things necessary to advance the objects of the Society, including, but not limited to:

- (a) Implementing the Society's strategic plan, as approved by the Council;
- (b) Administering the Society in accordance with the Constitution, By-Laws and Operational Procedures;
- (c) Reviewing and approving amendments to the By-Laws of the Society;
- (d) Reviewing and approving proposed amendments to the Operational Procedures;
- (e) Overseeing the administrative and financial affairs of the Society, including the approval of the annual budget and any supplements thereto;
- (f) Determining nature and scope of responsibility of the Council Representatives before the Nominating Committee nominates candidates for elected positions in the Society;
- (g) Approving Chairpersons of the Operational Committees and Special Committees, to assist the Council in carrying out its functions;
- (h) Recommending Honorary Members for approval by members in General Meeting and inviting/appointing Patrons for such term of office as it deems appropriate; and

- (i) Appointing delegates to represent the Society at local and/or international conferences and events.

## **7.5 COUNCIL MEETINGS**

The Council shall meet at a time and place as specified by the President for the dispatch of ordinary business and for carrying out the objects of the Society as this Constitution empowers it to perform.

## **7.6 QUORUM AND VOTING**

- 7.6.1 The President, or in his absence, the Vice President, shall act as the Chairperson of all Council meetings. Should neither be able to attend, the Council members present shall elect another Council member to chair the meeting.
- 7.6.2 A majority of voting Council members shall form a quorum. All Council members who are eligible to vote shall have one vote. Unless otherwise provided in the Constitution, all decisions of the Council shall be made by a majority vote of those members present and voting at the meeting. In the event of a tie, the Chairperson of the meeting shall have a second or casting vote.
- 7.6.3 Notwithstanding Article 7.6.2, a two-thirds (2/3) vote of the voting Council members shall be required for items for which there was no previous notice and which do not require the approval of the members in General Meeting.

## **7.7 REMOVAL OF COUNCIL MEMBERS**

A Council member shall cease to hold office immediately:

- (a) if he dies or becomes a bankrupt, a lunatic or of unsound mind.
- (b) if he is absent from the Republic of Singapore for a period of more than three (3) consecutive months without explanation satisfactory to a majority of the Council.
- (c) if he is guilty of misconduct of such a kind as to render it undesirable that he continues as a Council member.
- (d) if he submits notice of resignation from his office.

## **7.8 DUTIES OF OFFICE BEARERS**

- 7.8.1 The President shall chair all General and Council meetings. He shall also represent the Society in its dealings with outside persons.
- 7.8.2 The Vice President shall assist the President and deputise for him in his absence.
- 7.8.3 The Honorary Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will keep minutes of all General and Council meetings. He shall ensure that an up-to-date Register of Members is maintained at all times.
- 7.8.4 The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness.

7.8.5 Council Representatives shall assist in the general administration of the Society and perform duties assigned to them by the Council from time to time.

## **8. OPERATIONAL COMMITTEES AND SPECIAL COMMITTEES**

8.1 Operational Committees and Special Committees shall be established by the Council to assist the Council in carrying out its functions in furtherance of the objects of the Society.

8.2 The Chairpersons of the Operational Committees shall be selected by their committee members and approved by the Council.

8.3 The Chairpersons of the Operational Committees shall have the responsibilities outlined in the By-Laws and Operational Procedures. The Chairpersons shall recruit as required committee members from the Society's membership in order to carry out the committees' responsibilities.

## **9. NOMINATING COMMITTEE**

9.1 Nominating Committee shall be appointed annually by the Council.

9.1.1 The Council shall appoint one (1) member from the Society to head the Nominating Committee. The Head of the Nominating Committee is answerable to the Council.

9.1.2 The Council shall appoint one (1) elected Council member to be on the Nominating Committee.

9.1.3 These two individuals have the right to co-opt up to three (3) individuals from the membership.

9.2 The Nominating Committee shall, in its discretion, and according to the procedures established by the Nominating Committee, identify suitable candidates from the membership for each elected office to be filled, and present its recommendations to the Council.

9.2.1 Upon endorsement of a slate of candidates by the Council, notice of the Council-endorsed slate of officers shall be distributed to all eligible voting members at least thirty (30) days prior to the Annual General Meeting.

9.3 Nominations for elected positions may also be submitted to the Honorary Secretary by members. Each nomination shall be proposed by one member and one seconder and the nominee shall signify his consent on the nomination form. Such nominations must be received by the Honorary Secretary at least thirty (30) days before the date of the General Meeting.

## **10. GENERAL MEETINGS**

10.1 The supreme authority of the Society is vested in a General Meeting of the members presided over by the President.

10.2 The Annual General Meeting shall be held within three (3) months of the close of the financial year in each year to receive the Council's report and the audited Financial Statement for the preceding year ending 30th September, to elect the

Council Members, to appoint an Auditor for the ensuing financial year, and to transact any other business for which notice in writing must have been given to the Honorary Secretary at least thirty (30) days before the Annual General Meeting.

- 10.3 The Honorary Secretary shall convene an Extraordinary General Meeting:
- (a) at the request of the Council whenever it determines that a question of urgent importance has arisen.
  - (b) upon receipt of a written requisition by at least ten percent (10%) or fifty (50) voting members, whichever is the lower.

The notice convening such meeting shall state fully the objects for which it is called and the Extraordinary General Meeting shall be held within sixty (60) days from the receipt of the request or requisition.

- 10.4 No less than fourteen (14) days' notice in writing must be given to all voting members for any General Meeting, and such notice shall set out the date, time and venue of the meeting and the agenda including the text of any resolutions proposed for consideration. The notice shall be accompanied by an absentee ballot form which allows a vote 'for', 'against' and 'abstain' on all resolutions. In the case of an Annual General Meeting, the notice shall also include a list of all candidates nominated for the Council.
- 10.5 Notices for all General Meetings shall be sent by ordinary post or electronic mail, as the Council deems fit, to each voting member at the address of such member in the Society's membership records.
- 10.6 Absentee ballots must be signed by the voting member and include his membership number. Absentee ballots must be received by the Honorary Secretary no later than twenty-four (24) hours before the General Meeting.
- 10.7 The quorum for a General Meeting shall be ten percent (10%) or one hundred (100) voting members, whichever is the lower, present in person or represented by absentee ballot.
- 10.8 The President shall be the Chairperson at all General Meetings of the Society. Should the President be absent the Chairperson shall be the Vice President, failing him, a Council member appointed by the President.

## **11. FINANCIAL YEAR**

The financial year of the Society shall be from 1st October to 30th September.

## **12. AUDIT**

- 12.1 A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting for a term of one year and shall be eligible for reappointment. No partners or employees of such accounting firm shall be eligible to serve on the Council.
- 12.2 The appointed firm of Certified Public Accountants:
- (a) shall be required to audit each year's accounts and submit a written opinion to the Society;



- (b) may be required to present a report to the members at the General Meeting;
- (c) may be required by the President to audit the Society's accounts for any period within his tenure of office at any date and make a report to the Council.

### **13. TRUSTEES**

- 13.1 If the Society 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 Society shall:
- (a) not be more than four (4) and not less than two (2) in number;
  - (b) be elected by a General Meeting of members for a two (2) year term;
  - (c) not effect 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 bankrupt, 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 given to members of the Society in writing at least fourteen (14) days 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 property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

### **14. PROHIBITIONS**

- 14.1 Gambling of any kind, whether for stakes or not, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act, Cap. 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 14.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in a court of law.
- 14.3 The Society 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.
- 14.4 The Society 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 and service which adversely affect consumer interests.

- 14.5 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 14.6 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, the Council, or members unless with the prior approval of the relevant authorities.
- 14.7 The Society 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.

## **15. AMENDMENTS TO CONSTITUTION**

No alteration, addition or deletion to the Constitution of the Society, except as provided herein, shall be made except at a General Meeting by a resolution, which shall be carried by a majority of no less than two-thirds (2/3) of the voting members present at the General Meeting or represented by absentee ballot, and amendments to the Constitution shall not come into force without the prior sanction of the Registrar of Societies.

## **16. BY-LAWS AND AMENDMENTS TO BY-LAWS**

No alteration, addition or deletion to the By-Laws of the Society shall be made except at a Council Meeting by a resolution, which shall be carried by a majority of no less than two-thirds (2/3) of the Council members present and voting.

## **17. INTERPRETATION**

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

## **18. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases where they are applicable, and in which they are not inconsistent with the Constitution and the By-Laws.

## **19. DISPUTES**

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.

## **20. DISSOLUTION**

- 20.1 The Society shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the total voting membership of the Society for the time being resident in Singapore expressed in person or by absentee ballot, at a General Meeting convened for the purpose.
- 20.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society 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.
- 20.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

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