

CHAPTER 1

CONSTITUTION OF THE AMERICAN WOMEN'S ASSOCIATION OF SINGAPORE

ARTICLE I: NAME

The name of this organization shall be the American Women's Association of Singapore, with headquarters in Singapore, and shall remain a separate and distinct organization, hereinafter referred to as "AWA".

ARTICLE II: PURPOSE

The purpose of AWA shall be to unite its members for promoting fellowship, furthering cultural interests, and participating in the community activities of Singapore.

ARTICLE III: MEMBERSHIP

The membership of AWA shall include the following categories:

Section 1. Ordinary Membership

A. Any woman who is a citizen of the United States of America or Canada by birth or naturalization.

B. Any non-American or non-Canadian woman who is the wife or dependant of a citizen of the United States of America or Canada by birth or naturalization.

Section 2. Associate Membership

Ladies may become an Associate member provided:

A. Associate Membership is open to any woman not eligible under Ordinary membership. This category may not exceed 50% (fifty percent) of Ordinary membership.

B. Associate Members shall not be eligible to vote, hold office as an Executive or Non-Executive Board Member, count towards the quorum for General Meetings or decide on dissolution.

ARTICLE IV: EXECUTIVE BOARD

Section 1. Composition

The administration of the Society shall be entrusted to a Committee (hereafter known as the 'Executive Board') consisting of:

- President
- Vice-President
- Secretary
- Treasurer
- 3 Directors

To be elected at each Annual General Meeting, all of whom must be Ordinary members of the Association.

Section 2. Duties

The Executive Board shall fulfill the duties of their respective offices, choose the Non-Executive members of the Board, and be responsible for Singapore Government regulations being fulfilled.

Section 3. Term of Office

The term of office shall be a period of one year from July 1 to June 30. All elected officers shall not serve more than two successive terms in the same office.

ARTICLE V: DUTIES OF EXECUTIVE BOARD

Section 1. Duties of the President:

The President shall chair all General and committee meetings. She shall also represent the Society in its dealings with outside persons.

Section 2. Duties of the Vice President:

The Vice-President shall assist the President and deputise for her in her absence.

Section 3. Duties of the Secretary:

The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. She will keep minutes of all General and Committee meetings. It is her responsibility to ensure that an up-to-date Register of Members is available at all times.

Section 4. Duties of the Treasurer:

The 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.

Section 5. Duties of the Directors:

The Directors shall assist in the general administration of the Society and perform duties assigned by the Board as detailed in the AWA Policy Manual.

ARTICLE VI: THE BOARD

Section 1. The Board

The Board shall be composed of:

- A. The Executive Board Officers
- B. Non-Executive Board Officers
- C. Ex-officio Members

Section 2. Duties

The Board shall meet monthly and shall have general charge of the affairs, funds, and properties of AWA.

Section 3. Voting

All members of the Board who are Ordinary voting members of AWA shall be voting members of the Board.

Ex-officio members shall not be voting members of the Board.

The President shall be entitled to a vote only in the case of a tie.

Section 4. Quorum

A Quorum shall consist of two-thirds of the voting board members.

ARTICLE VII: NON-EXECUTIVE BOARD OFFICERS

Section 1. Appointment

Non-Executive Board Officers shall be appointed by the Executive Board.

Section 2. Duties

The duties of each Non-Executive Board Officer will be contained in the AWA Policy Manual. Each Non-Executive Board Officer shall have a copy of her duties as contained in the AWA Policy Manual.

Section 3. Additions or Deletions

Non-Executive Board Officers may be added or deleted from the Board by a two-thirds majority vote by the Voting Board Members.

ARTICLE VIII: EX-OFFICIO & CO-OPTED MEMBERS

The following qualify as Ex-Officio members of the Board:

- The AWA Office or General Manager
- The Board may co-opt additional Members, such as a Historian, as and when deemed necessary, however such co-opted Members shall not be entitled to vote at Board Meetings.

ARTICLE IX: FUNDS

Section 1. Dues

The AWA Board shall be empowered to assess and collect annual subscriptions from the members.

Section 2. Operating Expenses

Money for maintaining AWA shall be raised by various means when deemed necessary.

Section 3. Disbursement of Funds

The Board shall have the authority to disburse funds for incidental and operating expenses of AWA. Disbursement for items outside the annual budget of amounts exceeding \$25,000.00 shall be voted upon by AWA membership.

ARTICLE X: NOMINATIONS AND ELECTIONS

The AWA Board will select and appoint a chair of the Nominating Committee at least 3 month's prior to the Annual General Meeting.

No person serving on the Nominating Committee may be nominated to the slate of officers.

The Nominating Committee shall present a slate of candidates with a minimum of one candidate at the May Meeting. Other nominations (with the previous consent of the nominee) must be received in writing twenty-one days prior to the Annual General Meeting in May.

Absentee voting may be allowed. The use of such ballots and the method for their distribution is at the discretion of the AWA Board.

ARTICLE XI: CONTINUITY OF THE AWA ORGANIZATION

Nominations of officers shall be announced in April and shall be published before the May election.

Election and installation of new officers shall take place at the May Annual General Meeting. The outgoing Officers are responsible for this meeting. The incoming Board of Officers shall have access to all files and papers after election.

The fiscal year shall end June 30th.

A joint Board Meeting shall be held before the end of May.

ARTICLE XII: VACANCIES

In the event the President shall resign, the Vice President shall become President.

In the event the Vice President shall resign, the voting members of the AWA Board shall elect a new Vice President to serve out the remainder of the term.

In the event of vacancies in the offices of both President and Vice President, a temporary President will be appointed by the remaining voting Board members until an election can be held.

The regular rules for nominations and elections will be followed.

The voting Board shall have the power to fill all other vacancies of the Executive Board.

ARTICLE XIII: MEETINGS

The Supreme Authority of the Society is vested in a General Meeting of the members.

the Annual General Meeting must be held on the first Tuesday of May.

Voting by proxy is allowed at all General Meetings.

Proxy votes may be received electronically in writing or in other ways or form determined as acceptable from time to time by the Board.

ARTICLE XIV: QUORUM

At least 25% of the total voting membership or thirty (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.

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 part of the existing Constitution.

ARTICLE XV: RULES OF ORDER

Robert's Rules of Order Newly Revised shall be used as a guide in conducting all meetings and transacting all business of AWA, except in the instances specifically provided for in this Constitution.

ARTICLE XVI: AMENDMENTS

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. Subsequent to this vote, the Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies.

ARTICLE XVII: PROHIBITION

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 Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

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

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.

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

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 unless with the prior approval of the relevant authorities.

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

ARTICLE XVIII: AUDIT

An Auditor, not a member of AWA, will be appointed by the Board. They will be required to audit each fiscal year's accounts and present a record of this account to the membership. They may be required by the President to audit the AWA's accounts for any period within her tenure of office at any date and make a report to the Board.

ARTICLE XIX: DISSOLUTION

AWA shall not be dissolved, except with the consent of not less than three-fifths of the members of AWA expressed whether in person or by proxy at a General Meeting convened for such purpose.

In the event of AWA being dissolved as provided above, all debts and liabilities legally incurred on behalf of AWA shall be fully discharged, and the remaining funds disbursed according to Board recommendation and membership approval.

Notice of dissolution shall be given within seven days of dissolution to the Singapore Registry of Societies.

This revision of the AWA Constitution was passed at the AWA General Meeting on Tue 2nd May 2017, and ratified by the Register of Societies on Mon 5th June 2017.