

CONSTITUTION OF SINGAPORE ASSOCIATION FOR PRIVATE EDUCATION

1. NAME

- 1.1 This Association shall be known as the “Singapore Association for Private Education (SAPE)”, hereinafter referred to as the “Association”.

2. PLACE OF BUSINESS

- 2.1 Its place of business shall be at 461 Clementi Road Singapore 599491 or such other address as may subsequently be decided upon by the Management Committee 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.

3. AIMS AND OBJECTIVES

- 3.1 The objects of the Association shall be as follows:
- 3.1.1 To represent and safeguard the welfare and interests of all its Members and their students and alumni;
 - 3.1.2 To work with its Members to raise the quality of education and student services as well as to promote Singapore as an education hub.
 - 3.1.3 To be a self-regulatory association to promote, protect and advance the professionalism, integrity and reputation of its Members.
 - 3.1.4 To work with relevant government agencies and other stakeholders on all matters pertaining to educational services provided by its Members with the objective of promoting the private education industry in Singapore as a trusted and well-regarded sector and to secure all necessary requirements for the benefit of local and foreign students who study in Member establishments.
 - 3.1.5 To work with relevant government agencies and other stakeholders to inculcate better civic consciousness, courteous behaviour and greater awareness amongst Members of their social responsibility as citizens and residents among the whole community.
- 3.2 To achieve its objectives, the Association shall have the following powers (which shall be in addition to the powers the Association may have under all applicable laws and regulations):
- 3.2.1 To own properties and engage in commercial activities related to education and student services deemed to promote and advance the professionalism of Members and enhance the quality of provision of services to their students;

3.2.2 Without prejudice to the generality of the foregoing, to establish companies, acquire shares and other securities in companies, business entities, business trusts, collective investment schemes. The Club is required to inform Registrar of Societies in writing that the setting-up of the companies is in line with their overall objectives;

3.2.3 To provide annual bursaries, scholarships and other non-monetary support to needy students of its Members;

3.2.4 To accept gifts in kind or of a monetary nature, obtain grants or subsidy from relevant government agencies, engage in fund-raising activities and events for charity and for the advancement of the objectives of the Association;

3.2.5 To associate itself or form associations and collaborative ventures with similar local and overseas organizations in support of its objectives.

4. MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 Membership in the different categories is open to all Private Education Institutions (PEIs) and schools carrying on business in Singapore in the education industry. Admission of Members shall be at the sole discretion of the Management Committee.

4.2 Classes of Membership are as follows:

a. Ordinary Members (Voting Category)

Category A: PEIs with EduTrust Star or 4-Year EduTrust certification.

Category B: PEIs with EduTrust Provisional certification.

Category C: PEIs registered under the Enhanced Registration Framework (ERF) without EduTrust certification.

For the purpose of this Article 4.2(a):

“EduTrust” shall refer to the voluntary certification scheme administered by the Council for Private Education.

“Enhanced Registration Framework” or “ERF” shall have the meaning ascribed to it in the Private Education Act.

b. Associate Members (Non-Voting Category)

Category D: Membership is open to PEIs and schools which do not qualify to become Ordinary Members under Article 4.2(a) but which the Management Committee deems fit to approve as an Associate Member.

c. Honorary Members (Non-Voting Category)

Category E: Membership may be conferred by the Association on individuals who are distinguished Members of the public or by service to the Association. Honorary Members shall not

be required to pay any entrance and/or subscription fees.

- 4.3 Members with changes in their CPE Certification or accreditation status shall notify the Association, in writing, of the change within three (3) working days. Where the changes affect the class of membership of the Member, the change in membership category shall take effect from the date the written notification is received by the Association. Notwithstanding the change in category, the adjustment in the annual subscription for that member shall take effect only in the following financial year.
- 4.4 Each Member shall nominate one Representative, who shall be not less than 21 years of age, to attend all General Meetings and notify the Management Committee, in writing, of the nomination and any changes thereto, accordingly. The Representative of a Member shall have the power to appoint another person being an officer of the Member to represent the Member in his stead and to vote on the Member's behalf at any meeting or adjournment thereof, provided the Representative gives authority in writing to such substitute representative.
- 4.5 Only the appointed Representative of an Ordinary Member shall have the right to vote and to hold office in the Association. Each Ordinary Member shall have only one vote at General Meetings and only one Representative shall be entitled to attend and vote on behalf of a Member.
- 4.6 A member shall cease to be a Member in any of the following events:
 - a. It gives one (1) month's notice in writing to the Secretary of its resignation from membership; provided that the Management Committee, may in its absolute discretion, resolve to accept the resignation of a Member notwithstanding that one month's notice has not been given;
 - b. It no longer satisfies the criteria for membership as set out in Article 4.2 hereof;
 - c. If in the opinion of the Management Committee, a Member has refused or neglected to comply with the provisions of Code of Conduct or Bye-laws made by the Management Committee and adopted by a General Meeting;
 - d. If it fails to pay the annual subscription fee within three (3) months after the date on which subscription or any levy is due.

5. APPLICATION FOR MEMBERSHIP

- 5.1 A PEI or school wishing to become a member of the Association shall submit its details to the Secretary on an application form prescribed by the Association.
- 5.2 The Management Committee will decide on the approval for Membership.
- 5.3 A copy of this Constitution and the Code of Conduct shall be furnished to every approved Member, upon payment of the entrance fee.

- 5.4 Every Member shall on admission to membership undertake to be bound by, observe and perform the provisions of this Constitution and the Code of Conduct, as amended from time to time.

6. ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 An entrance fee of \$1,000.00 is payable within two weeks of approval of membership, in default of which membership may be cancelled by order of the Management Committee.
- 6.2 Annual subscriptions are payable as follows:
- a. Ordinary Members under Category A – S\$3,000.00.
 - b. Ordinary Members under Category B – S\$2,000.00.
 - c. Ordinary Members under Category C – S\$1,500.00.
 - d. Associate Members – S\$1,000.00.
 - e. Honorary Members – not applicable.
- Annual subscriptions paid are non-refundable on termination of membership.
- 6.3 The Management Committee shall have the power, at any time and from time to time, to enact, amend and vary the entrance fees and annual subscriptions for the different categories of membership.
- 6.4 Annual subscriptions are payable on the 2nd January of every calendar year or within fourteen (14) working days of approval of the membership application, whichever is later. If a Member falls into arrears with the subscription or other dues, the Member shall be informed immediately by the Treasurer, in writing. If the Member fails to settle the arrears within six (6) weeks of their becoming due, the President may order that the Member's name be posted on the Association's notice board and that the Member be denied the privileges of membership until the Member settles its account in full. If the Member fails to settle its arrears for more than three (3) months, it will automatically cease to be a Member and the Management Committee may direct the Association to take legal action against the Member, to recover all arrears and outstanding amounts due to the Association, provided that the Management Committee is satisfied that the Member has received due notice of its debts.
- 6.5 Any additional funds required for special purposes may only be raised from Members with a resolution of Members obtained at a General Meeting.
- 6.6 The income and property of the Association whensoever derived shall be applied towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the Members who at any time are or have been Members of the Association or to any of them or to any Member claiming through any of them.

7. SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Association is vested in a General Meeting of the Members.
- 7.2 An Annual General Meeting shall be held within six (6) months from the last day of the previous financial year.
- 7.3 Only Ordinary Members, who have paid all subscriptions and fees in full, through their appointed Representatives or substitute representatives may attend General Meetings and be eligible for election to the Management Committee. Non-voting Members may attend as observers.
- 7.4 The Management Committee shall have power to co-opt Representatives of Ordinary Members into the Management Committee to fill any vacancies.
- 7.5 An Extraordinary General Meeting may be called at any time by order of the Management Committee. Upon the request in writing of not less than twenty-five per cent (25%) of the total voting membership or thirty (30) voting Members, whichever is the lesser, the Management Committee shall convene an Extraordinary General Meeting. The requisition in writing for an Extraordinary General Meeting shall be given to the Secretary setting forth the business that is to be transacted at the Extraordinary General Meeting. The Extraordinary General Meeting shall be convened within two (2) months from the date of receipt of the requisition.
- 7.6 If the Management Committee does not within two (2) months after the date of the receipt of the requisition 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 (10) working days' notice in writing to voting Members setting forth the business to be transacted and simultaneously posting the agenda on the Association's notice board.
- 7.7 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) working 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 posted on the Association's notice board four (4) working days in advance of the meeting.
- 7.8 The non-receipt of any notice of General Meetings by any Member or person entitled to receive such notice, shall not invalidate any resolution passed, or proceeding had, at any General Meeting.
- 7.9 Unless otherwise stated in this Constitution, voting by proxy shall be allowed at all General Meetings. The proxy form in the prescribed format shall be submitted to the Secretary no later than twenty-four (24) hours before the time of the General Meeting. Proxy forms received after the stipulated deadline shall not be accepted.
- 7.10 The following points will be considered at the Annual General Meeting:
 - a. The previous financial year's accounts and annual report of the Management Committee.

- b. Where applicable, the election of office bearers and Honorary Auditors for the following term.

Any Member who wishes to place an item on the agenda of a General Meeting may do so provided it gives written notice to the Secretary one (1) week before the meeting is due to be held.

- 7.11 At least twenty-five per cent (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 be constituted as part of the quorum.
- 7.12 In the event there is 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.

8. MANAGEMENT COMMITTEE

- 8.1 The administration of the Association shall be entrusted to a Committee consisting of the following to be elected at alternate Annual General Meeting:
 - i. President
 - ii. 1st Vice-President
 - iii. 2nd Vice-President
 - iv. Secretary
 - v. Treasurer
 - vi. Up to a maximum of 8 Ordinary Committee Members
 - vii. Ex Officio - Immediate Past President (if any)
- 8.2 The Management Committee shall comprise at most eight (8) Ordinary Committee Members, of whom at least three (3) Members shall be from Category A, one (1) Member from Category B and one (1) Member from Category C. Representatives elected represent the Member and in the event he ceases to represent the Member, the new appointed Representative of that Member shall assume the office.
- 8.3 Names of candidates for election to the Management Committee shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the Members. The Management Committee shall elect from amongst them the office-bearers. 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 shall be two (2) years. Immediate Past Presidents shall serve for a fixed period not exceeding one term in each instance.
- 8.4 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, the Chairman of the meeting shall have a casting vote.

- 8.5 A Management Committee Meeting shall be held at least once every six (6) months after giving seven (7) working days' notice to Management Committee Members. The President may call a Management Committee Meeting at any time by giving five (5) working days' notice. Majority of the Management Committee Members must be present for its proceedings to be valid.
- 8.6 Any Member of the Management Committee absenting himself from three (3) meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the Management Committee and a successor may be co-opted by the Management Committee to serve until the next Annual General Meeting. Any changes in the Management Committee shall be notified to the Registrar of Societies within one (1) month of the change.
- 8.7 The duty of the Management Committee is to organise and supervise the daily activities of the Association. The Management Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meeting.
- 8.8 The Management Committee shall have the power to authorise all expenditure from the Association's funds for the Association's purposes in accordance to the finance policy approved by the Management Committee.
- 8.9 The Management Committee shall have the power to engage employees for the Association.
- 8.10 The Management Committee may appoint Patrons and Honorary Advisors to serve. Such appointees shall not be involved in the running of the affairs of the Association.
- 8.11 The Management Committee, upon obtaining the approval at Annual General Meeting, may represent the Association to:
 - a. Form a company;
 - b. Form a joint venture;
 - c. Acquire or subscribe for equity in a company.

9. DUTIES OF OFFICE-BEARERS

- 9.1 The President shall chair all General and Committee meetings. He shall also represent the Association in its dealings with external parties.
- 9.2 The 1st Vice-President shall assist the President and deputise for him in his absence.
- 9.3 The Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General Meetings and Management Committee meetings. He shall maintain an up-to-date Register of Members at all times.
- 9.4 The 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.

- 9.5 Ordinary Committee Members and Ex Officio - Immediate Past President shall assist in the general administration of the Association and perform duties assigned by the Management Committee from time to time.

10. AUDIT AND FINANCIAL YEAR

- 10.1 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.
- 10.2 The Auditors:
- a. will be required to audit each year's accounts and present a report upon them to the Annual General Meeting; and
 - 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 Management Committee.
- 10.3 The financial year of the Association shall be from 1st January to 31st December.

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 (4) and not less than two (2) 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.
 - d. Hold office for a period of 2 years and may be re-elected.
- 11.3 The office of the trustee shall be vacated:
- a. If the trustee dies or becomes of unsound mind or suffers from any mental incapacity.
 - b. If the trustee is absent from the Republic of Singapore for a period of more than one (1) year.
 - c. If the Trustee is guilty of misconduct of such a kind as to render it undesirable, in the opinion of the Management Committee, that he continues as a trustee.
 - d. If the Trustee submits written notice of resignation from his trusteeship.
- 11.4 Notice of any proposal to appoint trustees, remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Association's premises at least two (2)

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 Trustees shall be of at least twenty-one (21) years of age, and shall be a non-member.
- 11.6 The Management Committee shall ensure that the address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

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.

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 the 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 indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 13.5 The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office bearers, Management Committee 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 Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

14. AMENDMENTS TO CONSTITUTION

- 14.1 The Association 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.

15. INTERPRETATION

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

16. DISSOLUTION

- 16.1 The Association shall not be dissolved, except with the consent of not less than three-fifths ($3/5$) 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.
- 16.2 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.
- 16.3 A Certificate of Dissolution shall be given within seven (7) working days of the dissolution to the Registrar of Societies.