

**CONSTITUTION OF
HARVARD UNIVERSITY ASSOCIATION OF ALUMNI IN SINGAPORE**

ARTICLE I – NAME

- 1.1 This Society shall be known as the “Harvard University Association of Alumni in Singapore”, hereinafter referred to as the “Club”.

ARTICLE II - PLACE OF BUSINESS

- 2.1 Its place of business shall be at “40B Nassim Hill #06-42 Nassim Mansion Singapore 258474” or such other address as may subsequently be decided upon by the Committee (as defined below) and approved by the Registrar of Societies. The Club shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

ARTICLE III – PURPOSE

- 3.1 The main purpose of the Club is to advance the mutual welfare of Harvard University (the “University”) and its alumni in Singapore by:
- 3.1.1 Providing opportunities for students, alumni, parents of students, and friends of Harvard University to meet and to serve as advocates for the University, and to articulate the role and direction of the University;
 - 3.1.2 Promoting and elevating the stature of the University within the community through club programming;
 - 3.1.3 Providing opportunities for alumni to remain connected to the University and to serve the University;
 - 3.1.4 Encouraging life-long learning, intellectual enrichment, professional growth, and social interaction through forums of continuing education and development; and
 - 3.1.5 Attracting the world’s most outstanding and talented individuals to Harvard University.
- 3.2 The Club’s activities will focus on three areas: Programming, Outreach and Structure.
- 3.2.1 Programming - maintaining an active event calendar for social and professional development activities.

- 3.2.2 Outreach - growing the number of active members in the Club year on year to improve the quality of relationships in the Harvard community.
- 3.2.3 Structure - maintaining a dispersed leadership model allowing for broad participation from various segments within the Harvard community and alumni from the college and different graduate schools and divisions of Harvard University.

ARTICLE IV - MEMBERSHIP QUALIFICATION AND RIGHTS

- 4.1 Membership is open to alumni, current students, faculty and staff of Harvard University working or having residence in Singapore. From time to time, the Club may require an annual membership fee as determined by the General Meeting on recommendation from the Committee. The Committee reserves the right to create multiple classes of membership with varying rights and obligations, including, but not limited to those listed below.
- 4.2 Classes of membership
 - 4.2.1 Ordinary Member
 - 1. Any person who has received a degree awarded by Harvard University;
 - 2. Any person who has completed one semester at Harvard University or Radcliffe College as an instructor;
 - 3. Any person who has received a certificate of completion from an official program of the University of six (6) weeks or more;
 - 4. Any person who has received an honorary degree from Harvard University;
or
 - 5. Parents of current undergraduates at Harvard.
 - 4.2.2 Student Member
 - 1. Any person who has completed one semester at Harvard University or Radcliffe College as a student.
 - 4.2.3 Life Member
 - 1. Any qualified Ordinary or Student Member who pays the lifetime membership fee.

- 4.3 Subject to Clause 4.6 below, members in good-standing are allowed to vote at the Annual General Meeting or any Extraordinary General Meeting on Club matters, vote in any election, stand for election and/or hold office. To be in good standing, a member shall have (i) timely paid membership fees and other dues as stipulated herein and (ii) provided the Club with his or her up-to-date contact information, constituting the member's legal name, mailing address, email address and phone number. If a member fails to respond to an official request in writing by the Secretary (to either pay dues or update their contact information) within one month, he or she ceases to be a member in good standing, unless the Committee in its sole discretion determines otherwise.
- 4.4 Members shall enjoy any other benefits negotiated on behalf of the Club such as reciprocal club access and discounts.
- 4.5 Persons who are below 18 years of age shall not be accepted as members without the written consent of their parent or guardian.
- 4.6 Only members who are at or above 18 years of age shall have the right to vote and to hold office in the Club.

ARTICLE V - APPLICATION FOR MEMBERSHIP

- 5.1 Eligible persons shall become members upon acceptance of the Committee's invitation on the appropriate form through email or other written correspondence. Each member shall be entitled to one vote upon any matter coming before the Club, provided that a member shall not be entitled to vote for so long as any dues levied by the Club or amounts owing to the Club remain due and unpaid.

ARTICLE VI - ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 The annual membership fees, if any, shall be determined by the General Meeting on recommendation from the Committee from time to time. Annual fees so determined will apply to the full calendar year immediately following the General Meeting from 1st January of that year.
- 6.2 Any additional debt funds required for special purposes may only be raised from members with the consent of the General Meeting of the members. The Club shall be permitted to raise funds through participation fees charged to participants in Club activities and through donations, provided such fundraising does not breach any of the prohibitions set out in Article XIII.

- 6.3 The income and property of the Club whensoever derived shall be applied towards the promotion of the objects of the Club 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 persons who at any time are or have been members of the Club or to any of them or to any person claiming through any of them.

ARTICLE VII - SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Club is vested in a General Meeting of the members. All matters concerning the business and affairs of the Club to be decided on by the Club's members shall be presented to, discussed at and decided by a General Meeting of the members, save that elections of members to serve as members of the Committee shall in all cases be conducted through an electronic poll and no General Meeting shall be required for that purpose.
- 7.2 An Annual General Meeting shall be held within three (3) months from the close of the Club's financial year.
- 7.3 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 thirty (30) voting members, whichever is the lesser (or, if the President shall fail to call such Extraordinary General Meeting within thirty (30) days of such request, by any other Committee member), and may be called at any time by order of the Committee. Any request in writing for the President to call an Extraordinary General Meeting shall be given to the Secretary and shall set forth the business that is to be transacted. The Extraordinary General Meeting shall be convened by the Committee within two (2) months from receiving this request to convene the Extraordinary General Meeting.
- 7.4 If the Committee does not within two (2) 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 (10) days' notice to voting members, via email or other written format, setting forth the business to be transacted and simultaneously posting the agenda on the Club's notice board or its electronic equivalent.
- 7.5 At least two (2) weeks' prior written notice shall be given of an Annual General Meeting and at least ten (10) days' prior written notice shall be given of an Extraordinary General Meeting. Notice of a meeting stating the date, time and place of the meeting shall be sent by the Secretary to all voting members, via email or other written format. The particulars of the agenda shall be posted on the Club's notice board or its electronic equivalent not less than four (4) days in advance of the meeting.

- 7.6 Voting by limited proxy shall be allowed at all General Meetings.
- a) The signer of the proxy will issue in writing his/her wishes to the proxy holder or directly to the Secretary. The proxy holder must cast the vote in the way designated by the signer.
 - b) The Secretary is charged with validating all the proxy votes.
 - c) The proxy holder is limited to a maximum of 3 proxies at a General Meeting.

- 7.7 The following points will be considered at the Annual General Meeting:
- a) The previous financial year's accounts and annual report of the Executive Committee.
 - b) Where applicable, the election of Honorary Auditors for the following term.
 - c) Annual report to be issued to the Harvard Alumni Association including club membership, dues, governance, events and programmes.

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he or she gives notice to the Secretary not less than seven (7) days before the meeting due to be held.

- 7.8 At least 25% of the Club's total voting membership or seventy-five(75) voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Votes that will be cast by proxy shall not be counted for purposes of determining whether the quorum requirement has been satisfied.
- 7.9 In the event of there being no quorum at the time scheduled for commencement of a General Meeting, the commencement of that meeting shall be adjourned for half an hour, and should thereafter the number then present remain insufficient to form a quorum, those present shall be considered not to have formed a quorum, and no General Meeting will be convened. Should the members present decide to meet to discuss Club affairs, such meeting shall have no power to amend any part of the existing Constitution or otherwise undertake or affirm any action or conduct any official business of the Club.
- 7.10 In the event of there being no quorum at the time scheduled for commencement of a General Meeting and after adjournment for half an hour as provided in Clause 7.9, the President shall call for a General Meeting to be held not less than five (5) days nor more than thirty (30) days after the date on which the adjourned General Meeting was to have been held. At such General Meeting the quorum requirements set out at Clause 7.8 shall apply, except that 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 VIII - MANAGEMENT AND COMMITTEE

- 8.1 The administration of the Club shall be entrusted to a Committee (the "Committee") consisting of 4 executive members and 5 non-executive members, for a total of 9 members. Each Committee member will be elected By the Club's members by an election conducted by electronic means.

The Committee shall consist of nine (9) persons,

A President

A Vice-President

A Secretary

A Treasurer

Five (5) Ordinary Committee Members

- 8.2 The term of office of each Committee member shall be two (2) years, as adjusted to reflect that because of the Committee's scheduling decisions, the Annual General Meeting following the subsequent regular election for such position falls on a date that is more than or less than two years after the prior election.
- 8.3 Elections for Committee membership shall be staggered across alternating annual elections, so that five (5) Committee positions shall be filled by election in one year and four (4) Committee positions shall be filled by election in the subsequent year.
- 8.4 The President and the Secretary shall be elected in years ending in an odd number, and shall serve terms of office running concurrently. The Vice President and the Treasurer shall be elected in years ending in an even number, and shall serve terms of office running concurrently.
- 8.5 Three (3) of the five (5) Ordinary Committee Members shall be elected in years ending in an odd number, and shall serve terms of office running concurrently. Two (2) of the five (5) Ordinary Committee Members shall be elected in years ending in an even number, and shall serve terms of office running concurrently.

- 8.6 A member's candidacy for any Committee position may be proposed by any member, including the candidate for such position. All candidates for election to any Committee position will be required to prepare and present to the Club's membership a statement regarding their proposed candidacy, which statements the Committee will distribute to the members not less than seven (7) days prior to the election.
- 8.7 The electronic means selected to conduct elections will assure the privacy of each member's vote while confirming that no member has voted more than once.
- 8.8 The candidate for any executive office of the Committee who receives the most affirmative votes in the election will be elected to such position. The candidates elected as the Ordinary Committee Members shall be those candidates receiving the five (5) highest vote counts from the votes cast for candidates who have not otherwise been elected to an executive office of the Committee.
- 8.9 A candidate shall be eligible for election only for the Committee position for which such candidate has declared candidacy, as confirmed in such member's candidacy statement given under Article 8.6. A member may only serve in a single Committee membership position (executive or ordinary) at one time. In any single election, a candidate may declare candidacy for both (i) any one of the office of President, Vice President, Treasurer or Secretary and (ii) an Ordinary Committee Member position. If a candidate has declared candidacy for more than one Committee position, each member may elect to vote for such candidate for each or either position. Each vote will designate the position for which such vote is cast, and such vote shall only be counted for purposes of determining the total votes in favor of that candidate for the position for which the vote was cast. Votes cast for one position shall not accumulate or roll over to be counted as a vote cast for any other position for which a member is a candidate. If votes cast in favor of a candidate are sufficient to elect that candidate to more than one position, that candidate shall be elected to the executive position for which such candidate declared candidacy.
- 8.10 All office-bearers, except the Treasurer, may be re-elected to the same or related post for a consecutive term of office. The President shall serve a maximum of two consecutive terms as President. A former President can stand for election as President after a term out of the office of President. The Treasurer shall serve a maximum of one term as Treasurer.

A former Treasurer can stand for election as Treasurer after a term out of the office of Treasurer. A member who has served as President or Treasurer and is barred under this Article from election for another term in such position may run for and be elected to any other Committee position.

- 8.11 In the event of a tie in respect of any position's election, 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) withdraw in a favour of one of themselves.
- 8.12 The following transitional provisions shall apply only to Committee elections to be held in 2017.
- A) The Constitution of the Club in effect on the date of the 2017 Annual General Meeting provides for one-year terms of office for all Committee members except the Treasurer who is elected to a two-year term. This amended and restated Constitution provides for staggered elections of Committee members for two-year terms.
 - B) To adjust the terms of office of Committee members to allow for two-year terms through staggered elections in alternating years, as provided in Articles 8.2-8.5, it is necessary to provide for elections in 2017 that follow the provisions of this Article 8.12.
 - C) In 2017 an election of all Committee members (save the Treasurer, whose two-year term will not have run) will be conducted at an Annual General Meeting of members in accordance with this Article 8.12, notwithstanding that electronic elections are required by this amended and restated Constitution, which will have been adopted by the members immediately prior to elections to be held at the 2017 Annual General Meeting.
 - D) Prior to the 2017 Annual General Meeting, the Committee will conduct an electronic poll of the Club members to ascertain the Club membership's choices for Committee positions subject to election. The members present at the Annual General Meeting will be asked to vote to ratify by simple majority the membership's electronic poll choices. No candidates who were not presented as candidates to the Club membership in such electronic poll may be presented as candidates for election at the Annual General Meeting.
 - E) If the Annual General Meeting votes to ratify the candidates indicated in the electronic poll, such candidates will with such ratification be elected to such elected to such Committee positions, effective as of the date of the Annual General Meeting.
 - F) If the Annual General Meeting does not vote to ratify the electronic poll choices of the memberships, the President shall declare that no candidates have been elected at such Annual General Meeting, and shall reschedule Committee elections to be held in not less than 30 days, conducted electronically as permitted by this amended and restated Constitution. Serving Committee members' terms of office shall be automatically extended until the date on which they have been

replaced or re-elected.

- G) At the 2017 Annual General Meeting the President and the Secretary each will be elected for a two (2) year term of office. such terms subject to adjustment in accordance with Article 8.2.
- H) At the 2017 Annual General Meeting the Vice President will be elected for a one (1) year term of office, such term subject to adjustment in accordance with Article 8.2. The position of Treasurer will not be open for election at the 2017 Annual General Meeting as the current Treasurer was elected to this position for a two-year term that expires in 2018. The Club membership agrees that from 2018 the Vice President and the Treasurer will be elected by electronic means for two-year terms of office.
- I) At the 2017 Annual General Meeting the three candidates for Ordinary Committee Member receiving the three highest vote counts in the ratified electronic poll (or in any rescheduled Committee elections, if relevant) each will be elected for a two-year term of offices such terms subject to adjustment in accordance with Article 8.2.
- J) At the 2017 Annual General Meeting the two candidates for Ordinary Member receiving the fourth and fifth highest vote counts in the ratified electronic poll (or in any rescheduled Committee elections (if relevant) each will be elected for a one-year term of offices such terms subject to adjustment in accordance with Article 8.2; provided, however, that following such one-year term of office, elections to fill vacancies for these two Ordinary Committee Member positions will be for two-year terms of office and will be conducted by electronic means.
- K) This amended and restated Constitution will be submitted to the Registrar of Societies for its written approval in accordance with Article 14.1.
- L) This Article 8.12 shall apply only to 2017 Committee elections. By voting to approve amendment and restatement of this Constitution to include this Article 8.12, the Club membership is additionally authorizing that this Article 8.12 be deleted in its entirety once the 2017 Committee elections have been conducted.

8.13 A Committee Meeting shall be held at least once every two (2) months after giving seven (7) days' notice to Committee Members (which notice may be waived by unanimous consent of all Committee members). A majority of the Committee Members must be present, in person or by voice/phone, for its proceedings to be valid.

- 8.14/ Any member of the Committee absenting him/herself from three (3)
- 8.15 meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be appointed by the Committee to serve until the next election for such position arising in the ordinary course. In the case of any vacancy in any Committee position, the Committee is allowed to appoint a member-at- large to complete the term of the retiring member, such appointment to be made within one month of the letter of resignation being issued to the President or other date on which the vacancy occurred. Any changes in the Committee's membership shall be notified to the Registrar of Societies within two (2) weeks of the change. The appointment under this Article will be is-made by simple majority vote of remaining Committee members.
- 8.16 The duty of the Committee is to organise and supervise the daily activities of the Club. The Committee may not act contrary to the expressed wishes of the General Meeting without notifying the Club members in advance of such action so as to afford the members a reasonable opportunity to convene an Extraordinary General Meeting at which counter-veiling instructions could be given or Committee members replaced by member vote. The Committee shall always remain subordinate to the General Meetings.
- 8.17 A simple majority of members of the Committee has power to authorise the expenditure of a sum not exceeding the greater of 10% of account balance or \$20,000 per month from the Club's funds for the Club's purposes. Each bank account will require two signatories, one of whom is the Treasurer and the other being either the President or Secretary.
- 8.18 A simple majority of the Committee shall have access to the books, records and mailing list of the Club upon request. The Committee, at its discretion, may request a financial statement from the Treasurer and may request an accounting of related spending from any Officer.
- 8.19 Each ordinary election of Committee members will be conducted by a Nominating Committee. The chair of the Nominating Committee will be a non-executive Committee member selected by a simple majority vote amongst non-executive committee members and will serve as such until the subsequent election. The chair of the Nominating Committee has the power to appoint other members of the Nominating Committee of no fewer than three (3) and no more than five (5) people.
- 8.20 The Nominating Committee shall communicate to the Club a list of nominations for the positions of the Committee at least seven (7) days in advance of the Annual General Meeting, will convey to the members the candidacy statements of each candidate and will set out for the benefit of the members and the candidates the rules of the election and processes used to implement them.

- 8.21 After each electronic election the newly-elected Committee members will take office at the following the Annual General Meeting and will serve as such until the subsequent Annual General Meeting unless prior retired or removed from office pursuant to the provisions hereunder.
- 8.22 Notification of the results of the Committee election shall be transmitted at once to the Harvard Alumni Association.

ARTICLE IX - DUTIES OF OFFICE-BEARERS

- 9.1 The President shall chair all General and Committee meetings. He or she shall also represent the Club in its dealings with outside persons.
- 9.2 The Vice-President shall assist the President and deputise for him or her in his or her absence.
- 9.3 The Secretary shall keep all records, except financial, of the Club and shall be responsible for their correctness. He or she will keep minutes of all General and Committee meetings. He or she shall maintain an up-to-date Register of Members at all times. He or she shall issue minutes of the Annual General Meeting to all members within thirty (30) days of such meeting.
- 9.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Club and shall keep an account of all monetary transactions and shall be responsible for their correctness. He or she is authorised to expend up to \$500 per month for petty expenses on behalf of the Club. He or she will not keep more than \$1,000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.
- 9.5 Ordinary Committee Members shall assist in the general administration of the Club and perform duties assigned by the Committee from time to time.

ARTICLE X - AUDIT AND FINANCIAL YEAR

- 10.1 Two (2) voting members, not being members of the Committee, shall be elected as Honorary Auditors at alternate Annual General Meetings and will hold office for a term of two years only and shall not be re-elected for a consecutive term.
- The accounts of the Club shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Club exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

- 10.2 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 Club's accounts for any period within their tenure of office at any date and make a report to the Committee.
- 10.3 The financial year shall be from 1st December to 30th November.

ARTICLE XI – TRUSTEES

- 11.1 If the Club 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 Club 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.
- 11.3 The office of the trustee shall be vacated:
- a) If the trustee dies or becomes a lunatic or of unsound mind.
 - 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 that he continues as a trustee.
 - d) If the trustee submits notice of resignation from his or her trusteeship.
- 11.4 Notice of any proposal to remove a trustee from his or her trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Club'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 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

ARTICLE XII - VISITORS AND GUESTS

- 12.1 Visitors and guests may be admitted into the premises, meetings or scheduled activities of the Club but they shall not be admitted into the privileges of the Club. All visitors and guests shall abide by the Club's rules and regulations.

ARTICLE XIII – 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 Club'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 Club shall not be used to pay the fines of members who have been convicted in court of law.
- 13.3 The Club 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 Club shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 13.5 The Club shall not hold any lottery, whether confined to its members or not, in the name of the Club or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 13.6 The Club 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, where necessary.

ARTICLE XIV - AMENDMENTS TO CONSTITUTION

- 14.1 The Club 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 in-person at the General Meeting.

ARTICLE XV – 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 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.

ARTICLE XVI – DISPUTES

- 16.1 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.

ARTICLE XVII – DISSOLUTION

- 17.1 The Club shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the total voting membership of the Club for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 17.2 In the event of the Club being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Club 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.
- 17.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and to the Harvard Alumni Association. Following dissolution, the Club will no longer be listed in the Harvard Alumni Association Directory or affiliated with the University.

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