

CONSTITUTION OF CATHOLIC BUSINESS NETWORK

NAME

1. This Society shall be known as the “CATHOLIC BUSINESS NETWORK” (hereinafter referred to as the “Society”).

PLACE OF BUSINESS

2. Its place of business will be situated in the Republic of Singapore.

OBJECTS

- 3.1 The aims and objects of the Society are:
 - a) To provide a Catholic network and fellowship for its members and members of the broader community.
 - b) To provide platforms for members and members of the broader community to support each other in the advancement of Catholic morality, values and ethics in the members’ work efforts and through the members’ business practices.
 - c) To encourage members and members of the broader community to live out the Church’s social mission of serving the broader community.
 - d) To help its members and members of the broader community live their faith.
- 3.2 In furtherance of the above objects and provided nothing is done solely for profit, the Society may:-
 - a) purchase, lease, exchange, hire and otherwise acquire any lands, buildings, easement or any other property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Society;
 - b) sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Society for any of the objects and purposes of the Society;
 - c) borrow money, mortgage or charge the whole or any part of its undertaking and property, whether outright or as security for any debt, liability or obligation of the Society or of any third party and raise money in such manner as the Society may think fit for any of the purposes and objects of the Society;
 - d) seek, invite, encourage, appeal for and solicit subscriptions, benefactions, gifts, donations, and bequests to or in any other way raise funds for the Society or for such other charity or causes as may be consistent with the objects of the Society;
 - e) receive and take any gift of money or property or accept subscriptions, contributions, donations, devises or bequests for any of the purposes and objects of the Society;
 - f) establish and maintain such banking account or accounts as it thinks fit into such of which as may be appropriate shall be paid for with all moneys for the time being belonging to the Society;
 - g) partner and associate with other organizations functioning with purposes consistent with the objects of the Society and to enter into any arrangements with any authority, institutions, foundations, or any other entities as may seem conducive to the Society’s objects or any of them and to obtain from any such entity any rights, privileges and concessions which the Society may think it desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions for any of the purposes of the Society;
 - h) support and subscribe to any charitable or public object, and any charity, company, institution, society or club which may be for the benefit of the Society or which may be consistent with any of the objects of the Society;
 - i) make donations for any charitable or patriotic purposes as the Society may deem fit; and
 - j) generally to carry on or undertake any business or activity, do any act or enter into any transaction and to do all such other lawful things as are or may be necessary or incidental or conducive to the attainment of the above objects or any of them.

MEMBERSHIP

- 4.1 Membership shall be classified into:-
- a) Individual Membership; and
 - b) Corporate Membership.
- 4.2 Individual Membership is open to:-
- a) Catholics (baptised and/or those who profess the Catholic faith); and
 - b) Individuals who have attained the minimum age of eighteen (18) years old; and
 - c) Individuals who express a commitment towards fulfilling the objects of the Society.
- 4.3 Corporate Membership is open to:-
- a) companies or businesses or organisations that are owned or part-owned or managed or run by Catholics or by those who profess the Catholic faith; or
 - b) companies or businesses or organizations whose constitution, terms of reference, mission, vision or core values expressly make reference to compliance with Catholic values or teachings or whose operation and conduct reflects the Catholic ethos; or
 - c) companies or businesses or organisations that express a commitment towards fulfilling the objects of the Society.
- 4.4 All members shall have the right to vote. Every Individual Member shall have one (1) vote each. Corporate Members shall be entitled to nominate two (2) nominees as its representative in the Society. Every Corporate Member shall have one (1) vote each.
- 4.5 The number of members in the Society shall be unlimited.
- 4.6 The privileges of a member shall not be transferable.

APPLICATION FOR MEMBERSHIP

- 5.1 Any application to join the Society should be made on such form and in such manner as may be prescribed by the Executive Committee.
- 5.2 The Executive Committee shall decide on the application for membership and shall have the discretion to accept or reject any application. No person shall be admitted as a member of the Society unless he is first approved by the Executive Committee and the Executive Committee shall have absolute discretion as to the admission of any member.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 The entrance fees, annual subscriptions and/or other dues payable by members shall be determined by the General Meeting on the recommendation by the Executive Committee from time to time.
- 6.2 If a member falls into arrears with his subscription, entrance fees or other dues, his membership may be cancelled by order of the Executive Committee.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Society is vested in a General Meeting of the members.
- 7.2 An Annual General Meeting shall be held at least once in every calendar year at such time and place as shall be decided and notified by the Executive Committee.
- 7.3 Any meeting of the Society other than the Annual General Meeting shall be called an Extraordinary General Meeting. The time and place of any general meeting shall be determined by the Executive Committee.
- 7.4 The Executive Committee may, whenever it thinks fit, convene an Extraordinary General

Meeting. 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 and may be called at anytime by order of the Executive Committee. 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 (2) months from receiving this request to convene the Extraordinary General Meeting.

- 7.5 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 fourteen (14) days' notice in writing to voting members setting forth the business to be transacted.
- 7.6 At least fourteen (14) days' notice shall be given of an Annual General Meeting and at least seven (7) days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent to all voting members.
- 7.7 Provided also that the accidental omission by the Executive Committee to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 7.8 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.
- 7.9 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 office-bearers of the Executive Committee for the following term.

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 not less than seven (7) days before the meeting is due to be held.

- 7.10 At least 20% of the total voting membership present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.
- 7.11 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 part of the existing Constitution.
- 7.12 The President may where he in his discretion think expedient or appropriate allow members to participate in a meeting by means of conference telephone or video or other communication equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 7.13 Save as expressly stated herein or unless otherwise decided by the Executive Committee, at any general meeting a resolution put to the vote of the meeting shall be decided by a simple majority on a show of hands. In case of an equality of votes whether on a show of hands or on a poll the President shall be entitled to a second or casting vote.
- 7.14 Subject to the provisions under any law, a resolution in writing signed by a simple majority of the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

MANAGEMENT AND EXECUTIVE COMMITTEE

- 8.1 The administration of the Society shall be entrusted to an Executive Committee consisting of the following to be elected or appointed at alternate Annual General Meeting:
- A President
 - 1 to 2 Vice-Presidents
 - A Honourary Secretary
 - An Assistant Honourary Secretary (Optional)
 - A Honourary Treasurer
 - An Assistant Honourary Treasurer (Optional)
 - 5-10 Council Members
 - With option for the aforesaid Executive Committee to co-opt up to 5 additional Council Members into the Executive Committee
- Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, majority of the Executive Committee members shall be Singapore Citizens.
- 8.2 The term of office of the Executive Committee is two (2) years.
- 8.3 Names for the above offices shall be proposed at the Annual General Meeting and election will follow on a simple majority vote of the members present and voting at the meeting. All office-bearers, except the President, the Treasurer, and the Assistant Treasurer shall not serve more than five (5) consecutive terms of office.
- 8.4 The President shall not serve more than two (2) consecutive terms as President. The Treasurer shall not serve more than one (1) consecutive term as Treasurer, and the Assistant Treasurer shall not serve more than one (1) consecutive term as Assistant Treasurer.
- 8.5 Election will be either by secret ballot or, subject to the agreement of the majority of the voting members present, by show of hands or in such other manner as may be agreed. In the event of a tie, a re-vote shall be taken and if it still results in a tie, the President shall have the second or casting vote.
- 8.6 An Executive Committee Meeting shall be held at such place and at such times as the Executive Committee may deem fit. The quorum necessary for the transaction of the business of the Executive Committee shall be at least one-third (1/3) of the total number of Executive Committee Members, or such other number as may be fixed by the Executive Committee.
- 8.7 Any member of the Executive Committee absenting himself from three (3) meetings consecutively without satisfactory explanations may be deemed by the President to have withdrawn from the Executive Committee and a successor may be co-opted by the Executive Committee to serve until the next Annual General Meeting. A member of the Executive Committee may resign by giving two (2) weeks' written notice to the President of his intention to do so and a successor may be co-opted by the Executive Committee to serve until the next Annual General Meeting.
- 8.8 Members of the Executive Committee may participate in a meeting by means of conference telephone or video or other communication equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 8.9 A resolution in writing signed by a simple majority of the Executive Committee members for the time being shall be as valid and effective as a resolution passed at a meeting of the Executive Committee duly convened and held. Such resolution in writing may consist of several documents in the like form each signed by one or more of the Executive Committee members. The expressions "in writing" and "signed" include approval by telefax or electronic mail by any such Executive Committee member.
- 8.10 Subject to the clauses in this Constitution, questions arising at any meeting of the Executive

Committee shall be decided by a majority of votes and a determination by a majority of the members of the Executive Committee shall for all purposes be deemed a determination of the Executive Committee. In case of an equality of votes the President shall have a second or casting vote.

- 8.11 The Executive Committee may delegate any of their powers to committee(s) consisting of such member or members of the Society and/or to such other person or persons as they in their discretion think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Executive Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Executive Committee, so far as the same are applicable and are not superseded by any regulations made or notice by the Executive Committee.
- 8.12 The Executive Committee may also at any time where it deems fit or desirable form and appoint a Board of Advisors to advise and assist the Executive Committee in achieving the purpose and objects of the Society. The Board of Advisors shall have a non-binding advisory role only. The Board of Advisors shall comprise such persons as may be appointed by the Executive Committee from time to time. The Executive Committee may remove any or all members of the Board of Advisors before the expiration of his period of office. The Executive Committee shall have the power at anytime and from time to time appoint any person to be a member of the Board of Advisors either to fill a casual vacancy for the unexpired term of office, or as an additional Advisor.
- 8.13 The Executive Committee may also co-opt up to 5 additional Council Members to serve in the Executive Committee until the next Annual General Meeting. The co-opted Council Members shall assist in the general administration and activities of the Society and to perform such duties as may be assigned by the Executive Committee from time to time.

DUTIES OF OFFICE-BEARERS

- 9.1 The President shall chair all General and Executive Committee meetings. He shall also represent the Society in its dealings with outside persons.
- 9.2 The Vice-President shall assist the President and deputise for him in his absence. The Vice-President shall have the second and casting vote in the absence of the President.
- 9.3 The 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 Executive Committee meetings. He shall maintain the Register of Members.
- 9.4 The Assistant Secretary shall assist the Secretary and deputise for him in his absence.
- 9.5 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. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and counter-signed either the President or the Vice-President or the Secretary.
- 9.6 The Assistant Treasurer shall assist the Treasurer and deputise for him in his absence.
- 9.7 Council Members shall assist in the general administration and activities of the Society and perform duties assigned by the Executive Committee from time to time.

TRUSTEES

- 10.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 10.2 The trustees of the Society shall:
- a) Not be more than five (5) and not less than three (3) in number
 - b) Be elected by a General Meeting of members; and
 - c) Not effect any sale or mortgage of property without the prior approval of the

General Meeting of members.

- 10.3 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 (1) 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.
- 10.4 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 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.
- 10.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

PROHIBITIONS

- 11.1 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 Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 11.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.
- 11.3 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.
- 11.4 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 11.5 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Executive Committee or members unless with the prior approval of the relevant authorities.
- 11.6 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.

AMENDMENTS TO CONSTITUTION

- 12.1 No alteration or addition/deletion to this Constitution shall be made except at a general meeting and with the consent of two-thirds (2/3) of the members present and voting at the General Meeting.

INTERPRETATION

- 13.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have power to use their own discretion. The decision of the Executive Committee shall be final unless it is reversed at a General Meeting of members.
- 13.2 In this Constitution:-
- a) Words denoting the masculine gender only shall include the feminine gender.
 - b) Words denoting the singular number only shall include the plural number, and vice versa.
 - c) Words denoting persons shall include corporations.
 - d) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic mail and/or other modes of representing or reproducing words in a visible form.

- e) Subject as aforesaid, any words or expressions defined in the Act and the Interpretation Act (Cap. 1) shall, unless the context otherwise requires, bear the same meanings in these Articles.

13.3 Any notice may be given to any member in any of the following ways:

- a) by delivering the notice personally to him;
- b) by sending it by prepaid mail to him at his registered address in Singapore; or
- c) or by sending a telefax of the notice to him at such fax numbers or via electronic mail at such valid email addresses as might have been previously notified by the member concerned.

DISPUTES

14.1 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 and in this regard, members submit to the non-exclusive jurisdiction of the Singapore Courts.

TERMINATION

15.1 A Member may resign from his membership with the Society upon giving written notice to the President and/or the Secretary of his intention to do so.

15.2 A person's membership with the Society may be cancelled by order of the Executive Committee if:-

- a) the member is in the reasonable and considered view of the Executive Committee or of the Board of Advisors to be in the interest of the Society to do so; or
- b) the member falls into arrears with his subscription, entrance fees or other dues.

DISSOLUTION

16.1 The Society shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) of the total voting membership of the Society 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 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 or given to an approved charity or charities in Singapore.

16.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.