

CONSTITUTION

(Updated on 25 October 2014)

SPGG

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SINGAPORE POLYTECHNIC GRADUATES' GUILD

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CONSTITUTION OF THE SINGAPORE POLYTECHNIC GRADUATES' GUILD

(AMENDED ON 25 OCTOBER 2014)

ARTICLE 1

Definitions

(1) In this Constitution:

" Absent Register "	means the Register of Members Abroad;
" Articles "	mean the Articles contained in this Constitution as altered or amended from time to time;
" Committee "	means the Executive Committee constituted under Article 29;
" Committee Members "	mean members of the Committee for the time being elected or co-opted pursuant to Article 31(8);
" Company "	means a limited company to be incorporated and wholly-owned by the Guild to be known as "SPGG Holdings Pte Ltd" or by any other name approved by the Registrar of Companies and Businesses which will in turn be holding shares in SPGG Companies, pursuant to Article 34A;
" Corporate Nominees "	mean persons nominated under Article 11(3) by the Corporate Members;
" Effective Date "	means the date the amendment to Article 29(3) came into effect;
" Endowment Fund "	means the endowment fund set up under Article 4(13) and having objects and powers as set out in Article 34D;
" Financial Year "	means the financial year of the Guild as provided under Article 43(1);
" General Meeting "	means the Annual General Meeting and the Extraordinary General Meeting of the Guild convened in accordance with the provisions of Article 36;
" Guild "	means the Singapore Polytechnic Graduates' Guild;
" Investee Company "	means a company (whether or not incorporated in Singapore) where at least one Member is a shareholder of the company and which has sought and obtained assistance or guidance from a SPGG Company;

"Manager"	means the Club Manager or the Assistant Club Manager of the Guild for the time being employed;
"Members"	mean Honorary Members, Life Members, Ordinary (Non-Transferable) Members, Ordinary Members, Corporate Members, Associate Members, Associate (Non-Transferable) Members, Student Members, Term Members and Social Members, whose rights, obligations and privileges are governed by these Articles; <i>(Amended on 29 Oct 2010)</i>
"Premises"	mean the place of business as stated in Article 3 and/or any other address where the premises of the Guild is located; and references to the Premises shall include references to any part thereof;
"Rules"	mean the rules and regulations relating to the Guild as may from time to time be prescribed by the Committee;
"ROS"	means the Registrar of Societies or the Registry of Societies, as the case may be;
"Secretary"	means the Honorary General Secretary and, save for Article 29(2), Article 30(3) and Article 31(5), the Honorary Assistant General Secretary;
"SPGG Company"	means a limited company whose shares are beneficially owned by the Company (whether fully or partially provided that at least 50% of the shares in each SPGG Company must be owned by the Company) and which is set up under Article 4(11) to undertake any of the activities therein;
"Treasurer"	means the Honorary Treasurer and, save for Article 29(2), Article 29(4), Article 30(5) and Article 31(5), the Honorary Assistant Treasurer;
"Voting Members"	means Life Members, Ordinary (Non-Transferable) Members and Ordinary Members. <i>(Amended on 29 Oct 2010)</i>

- (2) Words importing the singular include the plural and vice versa; and words importing the masculine gender include the feminine and neuter gender.
- (3) Headings are for ease of reference only and shall have no legal effect.

ARTICLE 2

Name

The name of the Guild as hereunder constituted shall be "Singapore Polytechnic Graduates' Guild" hereinafter referred to as the Guild.

ARTICLE 3

Place Of Business

The place of business of the Guild shall be at the Singapore Polytechnic Graduates' Guild, 1010 Dover Road, Singapore 139658, or at any other place as decided by the Committee and approved by the ROS. The Guild shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

ARTICLE 4

Objects

The objects of the Guild are and it shall have the power to:

- (1) promote the interest and development of the Singapore Polytechnic and of its graduates by channelling the accumulated experience of past and present students into constructive activities as Members;
- (2) facilitate the exchange of information and ideas related to all branches of industrial technology and for these purposes:
 - (a) to hold meetings, organise exhibitions and visits and such other activities as the Guild may deem incidental or conducive to the promotion or attainment of the above object; and
 - (b) to uphold the character and raise the status and to advance the interests of Singapore Polytechnic graduates;
- (3) promote the interests of Members;
- (4) communicate to Members information on all matters affecting Members and to print, publish, issue and circulate such publication or journals in furtherance of any of the objects of the Guild to the extent permitted by law;
- (5) disseminate any formed opinion of the Guild to the widest extent permitted by law;
- (6) provide opportunities for Members to meet one another, and provide facilities for academic, social, cultural, sports and recreational activities among Members;
- (7) raise or borrow money in such manner as the Committee may think fit and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Guild's undertaking, property and assets (whether present or future), for such purposes and in such circumstances and upon such terms and conditions as the Committee may think fit;
- (8) to acquire by purchase, lease, exchange or otherwise property of any tenure or description whatsoever in the Republic of Singapore or elsewhere and to make use of any such property for any purpose connected with the foregoing objects of the Guild including leasing out or selling on any terms, part or parts

of any such property for any purpose which shall be beneficial to the Guild and its Members;

- (9) buy back from Ordinary Members their membership and to sell the same to persons who would be qualified to be Ordinary Members in accordance with the provisions of the Articles and at a price to be from time to time determined by the Committee at its sole and absolute discretion;
- (10) incorporate the Company whose shares will be wholly owned by the Guild, and which will in turn hold shares in SPGG Companies;
- (11) through the Company incorporate or enter into joint ventures with appropriate parties to set up SPGG Companies:
 - (a) pursuant to which the Guild can use its resources and facilities together with the talents, abilities and experiences of its Members to provide consultancy services or to act as “mentors” to other Members, especially those who are considering setting up their own businesses;
 - (b) pursuant to which the Guild can use its resources and facilities together with the talents, abilities and experiences of its Members to organise programmes, facilities and systems whereby if any Member wishes to tap on the expertise or experience of some of its other Members, or would like to consult with certain Members, or would need a mentor to guide them in their path towards running their own business, the relevant services or assistance can be made available to the requesting Member;
 - (c) to enable the Guild to use its resources and facilities together with the talents, abilities and experiences of its Members to promote innovation and entrepreneurship amongst Members, students and graduates of the Singapore Polytechnic;
 - (d) to acquire immovable properties situated in Singapore or elsewhere for the benefit of the Guild and for any other purposes authorised and approved by the Committee;
 - (e) to promote and facilitate distance learning, continuing education and relevant courses for Members and graduates of the Singapore Polytechnic either by itself, or in joint venture with appropriate tertiary institutions;
 - (f) to promote recreational, sports and entertainment activities for Members;

provided that at least 50% of the shares in each SPGG Company must be owned by the Company.

For the avoidance of doubt, different SPGG Companies may be set up to promote or cater to the different objectives referred to in paragraphs (a) to (f) above;

- (12) subject to Articles 34A, 34B and 34C, invest any profits of the Guild in any Investee Company that is being assisted by a SPGG Company, and through

- a SPGG Company to hold shares, be issued shares or subscribe for shares in such Investee Companies;
- (13) set up an Endowment Fund into which all profits and dividends of the Company or arising from any investments undertaken by the Guild (through SPGG Companies) and all donations in favour of the Guild are to be channelled.

ARTICLE 5

Patron(s)

The Guild may invite person(s) of distinction to be the Patron(s) of the Guild.
(Amended on 20 Feb 2004)

ARTICLE 6

Membership

The Guild shall have the following categories of Members:

- (a) Honorary Members;
- (b) Life Members;
- (c) Ordinary (Non-Transferable) Members;
- (d) Ordinary Members;
- (e) Corporate Members;
- (f) Associate Members;
- (g) Student Members;
- (h) Term Members;
- (i) Social Members; and
- (j) Associate (Non-Transferable) Members.

(Amended on 29 Oct 2010)

ARTICLE 7

Honorary Membership

Honorary Membership may be conferred by the Committee on persons distinguished in public life or on persons who have rendered valuable and distinguished services to the Guild or the Singapore Polytechnic. Honorary Members shall not be required to pay any entrance fee or subscription.

Honorary Members may attend General Meetings but shall have no rights to vote and hold office in the Guild.

(Amended on 29 Oct 2010)

ARTICLE 8

Life Membership

Persons who are Life Members before the coming into force of this Constitution and who continue to be Life Members, shall with effect from 1 January 2008, not be required to pay any subscription.

(Amended on 27 Oct 2006)

Life Members may attend General Meetings and shall have the rights to vote and hold office in the Guild.

(Amended on 29 Oct 2010)

ARTICLE 9

Ordinary (Non-Transferable) Membership

Persons who, before the coming into force of this Constitution, are Ordinary Members of the Guild, shall, unless they have opted and applied to convert their Ordinary Membership to become Ordinary Members as provided under Article 16, become Ordinary (Non-Transferable) Members from the date on which this Constitution comes into force. Henceforth such persons shall have all the privileges, rights, interests, liabilities and obligations of Ordinary (Non-Transferable) Members as provided under these Articles.

Ordinary (Non-Transferable) Members may attend General Meetings and shall have the rights to vote and hold office in the Guild.

(Amended on 29 Oct 2010)

ARTICLE 10

Ordinary Membership

Subject to the provisions of this Constitution:

- (a) all graduates of the Singapore Polytechnic;
- (b) all graduates of the Department of Software Technology (JSIST); and
- (c) all Electrical Engineering, Civil Engineering, Mechanical Engineering, Architecture, Building and Estate Management and Accountancy graduates of the University of Singapore who had before graduation been enrolled in Singapore Polytechnic in 1968 and 1969, may apply to become Ordinary Members.

Ordinary Members may attend General Meetings and shall have the rights to vote and hold office in the Guild.

(Amended on 29 Oct 2010)

ARTICLE 11

Corporate Membership

- (1) Any corporation incorporated or registered as a branch in Singapore may apply to be a Corporate Member. For corporation not incorporated in Singapore, it shall have employee(s) who are graduates of the Singapore Polytechnic.
(Amended on 29 Oct 2010)
- (2) The Committee shall have the sole and absolute discretion to determine the maximum number of such Corporate Members.
- (3) Each Corporate Member shall be entitled to nominate their employee(s) to be their Corporate Nominee(s). The number of nominee(s), entrance fee and subscription fee shall be determined by the Committee.
(Amended on 29 Oct 2010)
- (4) The Committee shall have the sole and absolute discretion to reject any nomination provided it is able to give reasons for its decision.
- (5) A person shall cease to be a Corporate Nominee if he is no longer in the employment of the Corporate Member that nominated him.
- (6) Upon a Corporate Member ceasing to be a Member of the Guild, the privileges of all its Corporate Nominees shall immediately cease.
- (7) A Corporate Member shall continue to pay for all subscriptions notwithstanding that it has not nominated any Corporate Nominees or that any person has ceased to be its Corporate Nominee.
- (8) Corporate Members shall be responsible and liable for the behaviour and conduct of its Corporate Nominees and shall also be liable for the due payment of all entrance fees, subscriptions, registration fees and other monies due, owing or payable on the accounts of their Corporate Nominees or in respect of their membership.
- (9) Corporate Members and their Corporate Nominee(s) shall not attend General Meetings and shall have no rights to vote and cannot hold office in the Guild.
(Amended on 29 Oct 2010)
- (10) The Committee may create a category of Corporate Term Members whose privileges and entitlements are similar to that of a Corporate Member, save that:
 - (a) the length of the Corporate Term Membership shall be for a period of one (1) year or three (3) years;
 - (b) notwithstanding what is stated in Article 24(2)(b), the Corporate Term Membership shall not be transferable;
 - (c) Corporate Term Members and their Corporate Nominee(s) shall not attend General Meetings and shall have no rights to vote and cannot hold office in the Guild;*(Amended on 29 Oct 2010)*

- (d) the Corporate Term Member may elect to have two (2) or four (4) Fixed Nominees or up to ten (10) Open Nominees at an entrance fee and subscription to be determined by the Committee;
- (e) Nominees for Corporate Term Membership must be persons eligible for Ordinary or Associate Membership or otherwise approved by the Committee; and
- (f) there shall not be, at any one time, more than two hundred (200) Corporate Term Members.

Save as provided above, all references in this Constitution to Corporate Members shall include reference to Corporate Term Members.

(Amended on 27 Aug 2004)

ARTICLE 12

Associate Membership

- (1) Subject to the provisions of this Constitution:
 - (a) all teaching and administrative staff (the "Staff") of the Singapore Polytechnic; and
 - (b) diploma holders or graduates of recognized academic institutions as approved by the Committee,

may apply to become Associate Members; provided that priority in the admission of Association Members shall in all instances be given to the Staff and provided further that the number of Associate Members including those re-classified under Article 12A shall at no time exceed such number as determined by the Committee from time to time in its sole and absolute discretion.

Associate Members shall have no rights to vote and hold office in the Guild.

(Amended on 25 Oct 2014)

- (2) A Staff shall not cease to be an Associate Member upon his ceasing to be employed by the Singapore Polytechnic, unless the Committee in its sole and absolute discretion determines that it shall be prejudicial to the interest of the Guild or its Members to allow such Staff to continue to be an Associate Member.

(Amended on 26 Oct 2007)

- (3) The Committee may in its sole and absolute discretion suspend the operation of this Article for such periods as it considers necessary.

ARTICLE 12A

Associate (Non-Transferable) Membership

Persons who are Associate Members before 1 December 2010 shall be classified as Associate (Non-Transferable) Members.

Such members may within a prescribed period, which the Committee may in its sole and absolute discretion determine from time to time, apply to convert their membership to become an Associate Member by submitting such application form as is prescribed by the Committee and the fees as stipulated in Article 19.

Associate (Non-Transferable) Members may attend General Meetings but shall have no rights to vote and cannot hold office in the Guild.

(New Insertion 29 Oct 2010)

ARTICLE 13

Student Membership

- (1) Students of the Singapore Polytechnic may apply to be Student Members as soon as they have commenced their studies at the Singapore Polytechnic.
(Amended on 27 Aug 2004)
- (2) Student Members shall pay such entrance fee and subscription as the Committee may from time to time, in its sole and absolute discretion determine.
- (3) A person shall cease to be a Student Member if he is no longer enrolled in the Singapore Polytechnic.
- (4) If a person who was formerly a Student Member were to apply and is accepted as an Ordinary Member after graduating from the Singapore Polytechnic, the amount of entrance fee which he will have to pay on becoming an Ordinary Member, shall be reduced by such amount as shall be determined by the Committee from time to time in its sole and absolute discretion.
- (5) The discount to the entrance fee payable referred to in Article 13(4) shall apply only if the person applies to be an Ordinary Member within three (3) years of his graduating from the Singapore Polytechnic.
- (6) The Committee may in its sole and absolute discretion suspend the operation of this Article for such periods as it considers necessary.
- (7) Student Members shall not attend General Meetings and shall have no rights to vote and cannot hold office in the Guild.
(Amended on 29 Oct 2010)
- (8) Student Members shall only have the right to use such of the Guild's facilities and in such manner as may from time to time be prescribed by the Committee.
(Amended on 27 Aug 2004)

ARTICLE 14

Term Membership

Subject to the provision of this Constitution:

- (a) any person proposed by a Member; or
- (b) any person proposed by the Manager,

may apply to be a Term Member for a period of one (1) year or three (3) years on such terms as imposed by the Committee in its sole and absolute discretion; provided that there shall not be at any one time more than three hundred (300) Term Members. Term Members shall pay such entrance fee and subscription as the Committee may determine depending on the length of the Term Membership. The Committee may, in its sole and absolute discretion, reduce the entrance fee for staff of Singapore Polytechnic who apply to be Term Members.

(Amended on 27 Aug 2004)

Term Members shall not attend General Meetings and shall have no rights to vote and cannot hold office in the Guild.

(Amended on 29 Oct 2010)

ARTICLE 14A

Social Membership

- (1) Subject to the provisions of this Constitution, any person aged 21 years and above, may apply to be a Social Member on such terms as imposed by the Committee in its sole and absolute discretion.
 - (2) Social Members shall only have the right to use such of the Guild's facilities and in such manner as is from time to time prescribed by the Committee, and shall have no other rights.
 - (3) Social Members shall pay such entrance fee on an annual basis and subscription fee on an annual basis as the Committee may from time to time, in its sole and absolute discretion determine.
 - (4) The Committee shall have the sole and absolute discretion to determine the maximum number of such Social Members.
 - (5) Social Members shall not attend General Meetings and shall have no rights to vote and cannot hold office in the Guild.
- (Amended on 29 Oct 2010)*
- (6) Any Social Member (who meets the criteria set out in Articles 10 or 12) may apply to convert his membership and to become an Ordinary Member or Associate Member by submitting such application form as is prescribed by the Committee.

- (7) The conversion fee to be paid by a Social Member when converting to become an Ordinary Member or Associate Member shall be determined by the Committee from time to time in its sole and absolute discretion.
- (8) A Social Member who converts his membership to Ordinary or Associate Membership within a period of three (3) years from the date of his commencement as a Social Member shall be entitled to such discount as determined by the Committee from time to time in its sole and absolute discretion taking into account the annual entrance fee that has already been paid by the Social Member.
- (9) The Committee may, in its sole and absolute discretion, approve such application if the Social Member had paid all monies due, owing or payable to the Guild and is able to comply with the conditions set out in Articles 15 and 17.
- (10) Upon the approval of the application for conversion, a notice in writing thereof shall be given to him and he shall within fourteen (14) days from the date of such notice, pay to the Treasurer, the amount of the conversion fee payable by him. Upon payment of his conversion fee, but not before, he shall become an Ordinary Member whose membership shall become transferable or Associate Member (as the case may be) and he shall be entitled to all the privileges of an Ordinary Member or Associate Member (as the case may be) as provided in these Articles.
- (11) If the conversion fee is not paid within fourteen (14) days from the date of the notice as aforesaid, the conversion shall be void unless the Member satisfies the Committee that the delay in payment was due to a sufficient cause.
- (12) Articles 20, 21 and 24 shall not apply to Social Members.
- (13) Articles 22 and 23 shall apply to Social Members save that the guests referred to in Articles 22 and 23 may only make use of such facilities as determined by the Committee in its sole and absolute discretion pursuant to Article 14A(2) above.

ARTICLE 15

Eligibility

Except with the unanimous approval of the Committee, no person shall be a Member:

- (a) who has been expelled from the Guild or ceased to be a Member under any of these Articles, except by virtue of the Member's resignation, transfer of membership, sale of membership back to the Guild; or
- (b) whose election was declared null and void, or whose previous nomination was withdrawn or had lapsed; or
- (c) in the case of a Student Member, who is not at least 16 years old, in the case of a Term Member or a Social Member, who is not at least 21 years old, and in the case of all other Members who is not at least 19 years old.

ARTICLE 16

Conversion of Membership

- (1) Any Life Member or Ordinary (Non-Transferable) Member of the Guild may within a prescribed period, which the Committee may in its sole and absolute discretion determine from time to time, apply to convert their membership and to become an Ordinary Member by submitting such application form as is prescribed by the Committee.
(Amended on 29 Oct 2010)
- (2) The Committee may at any time and from time to time determine the conversion fee to be paid by a Life Member or Ordinary (Non-Transferable) Member of the Guild.
(Amended on 29 Oct 2010)
- (3) The Committee may, at its sole and absolute discretion, approve such application provided that the Life Member or the Ordinary (Non-Transferable) Member had paid all monies due, owing or payable to the Guild before such application is submitted.
- (4) Upon the approval of the application for conversion, a notice in writing thereof shall be given to him and he shall within fourteen (14) days from the date of such notice, pay to the Treasurer, the amount of the conversion fee payable by him. Upon payment of his conversion fee, but not before, he shall become an Ordinary Member whose membership shall become transferable and he shall be entitled to all the privileges of an Ordinary Member as provided in these Articles.
- (5) If the conversion fee is not paid within fourteen (14) days from the date of the notice as aforesaid, the conversion shall be void unless the Member satisfies the Committee that the delay in payment was due to a sufficient cause.

ARTICLE 17

Application for Membership

- (1) The Committee shall give notice as to the date of opening and closing of application for each category of Members.
- (2) Every person applying for membership as an Ordinary Member, Corporate Member, Associate Member, Student Member, Term Member or Social Member shall complete the relevant application form obtainable from the Secretary. The application form (which shall be in such form as the Committee shall determine) shall set out in full the objects of the Guild and shall, inter alia, require the applicant to state his (or in the case of a Corporate Member, the Corporate Nominees') name in full, address, sex, age, profession or occupation and year of graduation (if applicable). Every such application form shall be signed by the applicant, the proposer and the seconder.

- (3) Any person applying for membership shall satisfy the Committee that he is eligible for membership, and save for persons applying to be a Student Member, Term Member or a Social Member, shall be proposed by and seconded by another Member (other than a Student Member, a Term Member or a Social Member), and who shall vouch from their personal knowledge for the suitability of the person for admission as a Member, having regard to the objects of the Guild.
- (4) Any omission from or inaccuracy in the particulars relating to or the description of any applicant may render his admission voidable at the sole and absolute discretion of the Committee.
- (5) It shall be the duty of the Committee in exercising its powers of selection to consider carefully the suitability of the applicant for admission as an Ordinary Member, Corporate Member, Associate Member, Student Member or Social Member (as the case may be), having regard to the objects of the Guild.
- (6) A candidate applying to be an Ordinary Member, Corporate Member, Associate Member, Student Member, Term Member or Social Member shall be elected where a simple majority in favour of his election is obtained at a Committee Meeting at which the election of Members is considered.

(Amended on 27 Aug 2004)

ARTICLE 18

Admission of Members

- (1) Upon the admission of a Member, a notice in writing thereof shall be given to him and (and except in the case of a Social Member) he shall be furnished with a copy of this Constitution. All Members (except Honorary Members) shall pay to the Treasurer within fourteen (14) days from the date of such notice, the amount of his entrance fee and first subscription. Upon payment of his entrance fee and first subscription, but not before, he shall become a Member of the Guild and be bound by this Constitution and be entitled to all the privileges of membership as provided herein.
- (2) If the entrance fee and/or first subscription is not paid within fourteen (14) days from the date of such notice as aforesaid, the admission of such Member shall be void unless he satisfies the Committee that the delay in payment was due to a sufficient cause.

(Amended on 27 Aug 2004)

ARTICLE 19

Entrance Fee, Conversion Fee, Transfer Fee and Subscription

- (1) The entrance fee, conversion fee, transfer fee and monthly subscription shall be determined from time to time, and shall be payable in such manner as the Committee may determine.

- (2) Where any law or regulation or official directive of a competent authority relating to any tax, duty or levy on the supply of goods and services in Singapore arising from or in connection with the enactment of the Goods and Services Tax Act (Cap. 117A) shall subject the Guild to any tax, duty or levy in respect of entrance fee, subscription and/or other payments by the Members, the Members shall pay to the Guild such tax, duty or levy payable by the Guild.

ARTICLE 20

Members Abroad

- (1) The Guild shall keep an Absent Register for Members who intend to leave Singapore temporarily for a period exceeding six (6) months.
- (2) A Member who wishes to be placed on the Absent Register shall apply in writing to the Secretary before the Member leaves Singapore.
- (3) The Committee may, at its sole and absolute discretion, approve such application provided the Member has paid up all monies due, owing or payable to the Guild before such application is submitted.
- (4) On approval the Member shall not be required to pay any subscription whilst his name is on the Absent Register. The spouse and children of the Member shall not be entitled to make use of the facilities of the Guild whilst the Member is placed on the Absent Register. The Guild may charge the Member an administrative fee for being placed on the Absent Register, the amount of which is to be determined by the Committee in its sole and absolute discretion.
- (5) The Secretary shall be notified immediately in writing once the Member returns to Singapore and the Member shall resume payment of the subscription.
- (6) If the Member shall not be in Singapore for a continuous period exceeding three (3) years, the Committee may delete the Member's name from the Absent Register unless written notice is given to the Secretary stating the Member's intention to remain on the Absent Register and the Member pays to the Guild an administrative fee of such amount as the Committee may from time to time decide.
- (7) The Guild shall not be obliged to communicate with the Member or give any notice of any General Meetings to the Member or extend any of the privileges of the Guild whilst the Member's name is placed on the Absent Register.

ARTICLE 21

Privileges of Membership

- (1) Save as herein provided, all Members and Corporate Nominees shall have the right to use all the Guild's facilities in accordance with the Rules from time to time prescribed by the Committee.

- (2) Student Members and Term Members shall only have the right to use such of the Guild's facilities and in such manner as is from time to time prescribed by the Committee.
- (3) Student Members shall not be entitled to:
 - (a) enter the part of the Premises where the jackpot machines are located or to participate in tombola sessions or to consume alcohol on the Premises; and
 - (b) introduce guests to the Guild.

ARTICLE 22

Guests

- (1) The spouses and unmarried children below 21 years of age of Members (except Student Members and Social Members) and Corporate Nominees shall, upon the issuance of an identification card to each of them and on payment of an administrative fee as prescribed by the Committee, be entitled to use those facilities of the Guild as such Members are entitled to use. The use of such facilities shall be subject to this Constitution and such registration and other requirements of any Rules made under this Constitution.

(Amended on 27 Aug 2004)
- (2) Members (other than Student Members or Social Members) or Corporate Nominees whose spouses and unmarried children have been registered with the Guild and issued with the relevant identification cards shall, in addition to the monthly subscriptions, pay a monthly fee to the Guild, the amount of which shall be determined by the Committee from time to time in its sole and absolute discretion.

(Amended on 27 Aug 2004)
- (3) The Committee shall have the right to exclude any spouse or child of a Member or a Corporate Nominee from the Premises and from the use of any facilities of the Guild indefinitely or for such period as the Committee may determine without assigning any reason whatsoever. In such an event, the spouse or child so excluded shall surrender the identification card to the Guild. During the period of such suspension, the Member or the Corporate Nominee shall not be required to pay the additional monthly fee under Article 22(2) in respect of his spouse or child. No spouse or child shall have the right to be heard before the Committee.
- (4) The spouse and child (provided that he is more than 15 years old) shall, upon showing their respective identification cards, be entitled to sign for all food and beverages purchased in the Premises. The Members and the Corporate Nominees shall be responsible for the debts incurred by their spouses and children.
- (5) The conduct of such spouse or child shall be the responsibility of the relevant Member or the Corporate Nominee and the Committee shall be entitled to take action under Article 26 against that Member or Corporate Nominee for any misbehaviour or violation of any Rules by his spouse or child as if such misconduct were the personal misconduct of that Member or Corporate Nominee.

ARTICLE 23

Other Guests

- (1) Guests may be introduced by Members and Corporate Nominees. Guests must be signed in and must at all times be accompanied by such Member or Corporate Nominees while on the Premises.
(Amended on 27 Aug 2004)
- (2) Any Member or Corporate Nominee introducing a guest shall be fully responsible for the proper conduct of such a guest.
- (3) The Committee shall have the power to control and restrict the introduction of guests.

ARTICLE 24

Transfer

- (1) Save as otherwise provided in this Article 24, no Member may transfer his membership.
- (2)
 - (a) An Ordinary Member may transfer his membership to any person who is, under this Constitution, qualified to be an Ordinary Member of the Guild.
 - (b) A Corporate Member may transfer its membership to any corporation which is, under this Constitution, qualified to be a Corporate Member of the Guild.
 - (c) An Associate Member may transfer his membership to any person who is, under this Constitution, qualified to be an Associate Member.
(Amended on 29 Oct 2010)
- (3) Every application for a transfer of membership shall be submitted in writing in such form as may be prescribed by the Committee and shall be accompanied by such statutory or other declaration of the proposed transferor and the proposed transferee as may be prescribed by the Committee and payment of the transfer fee.
- (4) The Committee may, from time to time in its sole and absolute discretion, determine the amount of transfer fee that is to be paid in respect of a transfer. Such transfer fee may be calculated by reference to a percentage of the then prevailing entrance fee for Ordinary Members, Corporate Members or Associate Members (as the case may be) or be a fixed amount.
(Amended on 29 Oct 2010)
- (5) All application for transfers of membership shall be subject to the approval of the Committee. No transfer shall take effect except upon payment of the prescribed transfer fee.
- (6) Upon the death of an Ordinary Member, the Committee may in its absolute discretion, on payment of an administrative fee as determined by the Committee from time to time, transfer the membership of the deceased Ordinary Member to the person nominated by the deceased Ordinary Member prior to his death or in the absence of such nomination by the deceased Ordinary Member, to the person nominated by the personal representatives of the deceased Ordinary Member. Such

nominated person must be a person who, under this Constitution, is qualified to be an Ordinary Member of the Guild.

- (7) Upon the approval of the Committee and the payment of the prescribed transfer fee and all other amounts due, owing or payable by the transferor to the Guild, the transferee shall be an Ordinary Member or a Corporate Member or an Associate Member, as the case may be.

(Amended on 29 Oct 2010)

ARTICLE 24A

Sale of Membership to the Guild

- (1) A Life Member, Ordinary Member, Corporate Member or Associate Member who has been a Member for not less than five (5) years, may offer to sell his or its membership to the Guild at any time by giving to the Secretary notice in writing and completing the form (if any) that may be prescribed by the Committee.

(Amended on 29 Oct 2010)

- (2) A Life Member, Ordinary Member, Corporate Member or Associate Member intending to sell his or its membership to the Guild remains liable for any unpaid subscription and any other debt due, owing and unpaid up to the time of sale.

(Amended on 29 Oct 2010)

- (3) The price at which the Guild may decide to buy back the membership shall be as determined from time to time at the sole and absolute discretion of the Committee.

- (4) The Guild may sell the membership which it has purchased pursuant to this Article to persons or corporations who are qualified to be Ordinary Members, Corporate Members or Associate Members at such sale price as the Committee may, from time to time, at its sole and absolute discretion decide.

(Amended on 29 Oct 2010)

ARTICLE 25

Resignation

Any Member may resign from the Guild by giving to the Secretary at least one (1) month's notice in writing to that effect, provided that any Member giving such notice shall be liable to pay his subscription and all other debt due, owing and unpaid up to the date of resignation.

ARTICLE 26

Expulsion, Suspension or Fine of Members

- (1) All Members and Corporate Nominees shall be bound by these Articles and by such Rules as may be in force.
- (2) The Committee shall have power to expel any Member or Corporate Nominee who has, in the opinion of the Committee, acted in any way prejudicial to the interest of the Guild or its Members or has acted in a way derogatory to the Guild or has in any

way violated any provision of these Articles or the Rules or whose conduct would in the opinion of the Committee render the Member or the Corporate Nominee unfit for membership to the Guild. Any Member may appeal to the Committee against the decision of the Disciplinary Committee. In the event any Member is aggrieved by the decision of the Committee, he may appeal to the General Meeting whose decision shall be final and binding.

- (3) Before any such Member or Corporate Nominee is expelled, the Secretary shall give the Member or the Corporate Nominee (and in the case of a Corporate Nominee, the relevant Corporate Member) at least seven (7) days written notice to attend a meeting of a disciplinary committee (the "Disciplinary Committee") set up by the Committee to adjudicate on the complaints made against the Member or the Corporate Nominee. The notice shall also inform the Member or the Corporate Nominee (and in the case of a Corporate Nominee, the relevant Corporate Member) of the complaints made against such Member or Corporate Nominee.
- (4) If after hearing such Member or Corporate Nominee two-thirds (2/3) of the members of the Disciplinary Committee then present and voting shall vote for the expulsion of the Member or the Corporate Nominee, such Member or Corporate Nominee shall thereupon cease to be a Member or Corporate Nominee.
- (5) If such Member or Corporate Nominee and/or Corporate Member refuses to attend the meeting in answer to the notice calling upon the Member or the Corporate Nominee and/or Corporate Member to do so, the Disciplinary Committee may nevertheless proceed in the Member's or the Corporate Nominee's or the Corporate Member's absence.
- (6) The Disciplinary Committee shall have the discretion and may at the conclusion of such hearing suspend the Member or the Corporate Nominee and the Corporate Member for not more than one (1) year and/or impose a fine not exceeding Two Hundred dollars (\$200.00) ("Disciplinary Action"). Notice thereof shall thereafter be given to such Member or the Corporate Nominee and the Corporate Member and the name of such Member or the Corporate Nominee and the Corporate Member shall be posted on the Guild's Notice Board for one (1) month. Whilst the Corporate Nominee is suspended hereunder, the Corporate Member shall not be entitled to make a nomination to replace the said Corporate Nominee. Any Member may appeal to the Committee against the decision of the Disciplinary Committee. In the event any Member is aggrieved by the decision of the Committee, he may appeal to the General Meeting whose decision shall be final and binding.
- (7) When the Disciplinary Action has been carried out, the Guild shall restore to the Member or the Corporate Nominee the privileges of which he had been deprived.
- (8) The Committee shall have the power to exclude such Member or Corporate Nominee from the Premises until such meeting of the Disciplinary Committee shall have been held and concluded.
- (9) If any Member or Corporate Nominee becomes insane, is convicted of a criminal offence, is adjudged a bankrupt, or makes a composition or arrangement with creditors under the provisions of any law, the Committee may without prejudice to Article 26(2), withdraw any or all privileges which the Member or the Corporate Nominee would otherwise be entitled to or terminate his membership with the Guild, but the Committee shall have the discretionary power to reinstate such Member with or without any payment of the entrance fee.

ARTICLE 27

Appeal against Expulsion, Suspension or Fine

- (1) Any Member or Corporate Nominee and Corporate Member who has been expelled or received any Disciplinary Action shall have the right within fourteen (14) days of the date of the posting of notice of expulsion or the Disciplinary Action imposed by the Disciplinary Committee to require the Committee to consider the decision of the Disciplinary Committee and may attend a meeting of the Committee and make representations to the Committee for this purpose.
- (2) The Committee reconsidering the decision of the Disciplinary Committee may include Members who had been on the Disciplinary Committee that made the original decision.
- (3) The Committee shall have the absolute discretion to suspend the execution of the expulsion or Disciplinary Action decided by the Disciplinary Committee until an appeal under Article 27(1) above has been heard. Any Member aggrieved by the decision of the Committee may appeal to a General Meeting of Members whose decision shall be final.

ARTICLE 28

Effect of Ceasing to be a Member

Any Member shall, upon ceasing to be a Member of the Guild (whether by reason of his resignation, transfer of membership, expulsion or otherwise), forfeit all rights, privileges and claims upon the Guild, its property and funds but shall continue to be liable to the Guild for any outstanding debts.

ARTICLE 29

Management of the Guild

- (1) The affairs of the Guild shall be managed by a body to be called "The Executive Committee" (that is the Committee) which shall be the governing body of the Guild.
- (2) Only Voting Members may be elected as Committee Members. The Committee shall consist of twelve (12) members, namely, the President, two (2) Vice Presidents (1st and 2nd Vice Presidents), the Secretary, the Honorary Assistant General Secretary, the Treasurer, the Honorary Assistant Treasurer and five (5) members all of whom shall be elected at the Annual General Meeting. The elected Committee Members may co-opt another four (4) Voting Members into the Committee to be Committee Members until the next Annual General Meeting when election for the Committee shall take place but the Members thus co-opted shall not have voting rights at Committee meetings.
- (3) The Committee shall hold office for a period of two (2) years.

- (4) No Committee Member shall hold the post of Treasurer or Honorary Assistant Treasurer for two terms consecutively.

ARTICLE 30

Powers and Duties of Officers

(1) **The President**

- (a) The President shall be responsible for the general management and ensure the well being of the Guild, and shall in particular:
- (i) be the spokesman for the Guild;
 - (ii) communicate from time to time with other bodies for the purpose of obtaining and transmitting information on all matters likely to prove beneficial or of interest to Members and to the Guild.
- (b) The President shall be the Chairman of the Committee.
- (c) The President shall countersign all resolutions passed by the Committee, and in conjunction with the Treasurer shall sign all cheques of the Guild.
- (d) The President shall have the right to call for meetings of the Committee.

(2) **The Vice-President**

- (a) There shall be two (2) Vice Presidents, the 1st Vice President and the 2nd Vice President who both shall assist the President in the duties as enumerated in Article 30(1).
- (b) All duties, powers and responsibilities of the President, shall in his absence, be entrusted upon the 1st Vice President and in the absence of the 1st Vice President upon the 2nd Vice President or in the absence of both Vice Presidents, on a Committee Member elected by the Committee.”

(3) **The Secretary**

- (a) The Secretary shall be responsible for summoning all General Meetings of the Guild and all meetings of the Committee.
- (b) The Secretary shall conduct the correspondence of the Guild under the directions of the Committee and shall keep a register of Members, the Absent Register and such other registers as may be required by the Committee or by this Constitution.
- (c) The Secretary shall keep the minutes of all General Meetings of the Guild and of all meetings of the Committee.
- (d) The Secretary shall keep all Members fully informed of all important activities of the Guild.

(4) **The Honorary Assistant General Secretary**

The Honorary Assistant General Secretary shall assist the Secretary in the performance of the latter's duties and shall assume the duties of the Secretary in his absence and shall succeed the Secretary in the event of the latter's position becoming vacant.

(5) **The Treasurer**

- (a) The Treasurer shall be responsible for keeping the accounts of the Guild and shall issue receipts for all payments made to the Guild.
- (b) Notice shall be given by the Treasurer to Members whose subscriptions are in arrears or who are otherwise indebted to the Guild for an inordinate length of time.
- (c) The Treasurer shall open such banking accounts as the Committee may direct and shall deposit therein all monies received by him on behalf of the Guild.
- (d) All cheques shall be signed by the Treasurer and countersigned by the President.
- (e) The Treasurer shall be responsible for drawing up the Statements of Accounts for the Financial Year, and a Balance Sheet for presentation to the Annual General Meeting.
- (f) The Treasurer shall report to the Committee at each Committee Meeting on the financial state of the Guild.

(6) **The Honorary Assistant Treasurer**

The Honorary Assistant Treasurer shall assist the Treasurer in the performance of the latter's duties and shall assume the duties of the Treasurer in his absence and shall succeed the Treasurer in the event of the latter's position becoming vacant.

ARTICLE 31

Election of Committee

- (1) With effect from the Effective Date, the Committee shall serve for a 2 years period and at the alternate Annual General Meetings after the Effective Date, twelve (12) Voting Members shall be elected to the Committee and they shall hold office for a period of two (2) years. As such, after the Effective Date, election for the Committee shall take place only in alternate years.
- (2) All candidates shall be proposed and seconded on forms prescribed by the Committee and such forms must be signed by the candidate for election as signifying that candidate's willingness and eligibility to accept office. Nominations must be received by the Secretary not less than twenty-one (21) days before the date of the Annual General Meeting and the names of the nominees shall be posted on the Guild's Notice Board not less than fourteen (14) days before the date of the Annual General Meeting.

- (3) Election shall be by ballot when the nominations exceed the required number and in the event of an election by ballot, any votes cast by a Voting Member for less than four (4) or more than twelve (12) of the nominees shall be deemed to be invalid. If insufficient nominations are received the Voting Members present at the Annual General Meeting shall be entitled to propose, second and elect such additional Voting Members to be members of the Committee as are necessary to complete the requisite number.
- (4) No person shall be eligible for election to the Committee unless the person has been a Voting Member for at least one (1) year preceding the date of the election.
- (5) The President, the two (2) Vice Presidents, the Secretary, the Honorary Assistant General Secretary, the Treasurer and the Honorary Assistant Treasurer shall be the officers of the Guild and they shall be elected by the Committee from amongst the Committee Members.
- (6) In the event of any casual vacancy or vacancies arising in respect of any of the offices stated in Article 31(5), the Committee shall at its next meeting elect one or more of the Committee Members to fill the vacancy or vacancies.
- (7) The Committee shall have the power to appoint a Voting Member (who would be qualified to be elected as a Committee Member) to fill any casual vacancy on the Committee until the next Annual General Meeting when election for the Committee shall take place.
- (8) The Committee elected pursuant to Article 31(1) may co-opt four (4) Voting Members to be members of the Committee until the next Annual General Meeting when election for the Committee shall take place. The co-opted Committee Members shall however not hold office as the President, Vice-President, Honorary General Secretary, Honorary Assistant General Secretary, Honorary Treasurer or Honorary Assistant Treasurer, nor shall they have voting rights at Committee Meetings.
- (9) Upon the expiration of the term of the President and the Honorary General Secretary, the person may again stand for election to the Committee. In the event the said persons are not elected to the Committee or even if they do not wish to stand for election to the Committee, the said persons shall nevertheless be co-opted into the Committee but only for a term of one (1) year to assist the new President and the Honorary General Secretary in their duties and responsibilities as such. Whilst the said persons are on the Committee for that period of one (1) year, they shall have the same responsibilities as all other Committee Members but they shall not have voting rights at Committee Meetings.
- (10) Any changes in the Committee shall be notified to the Registrar of Societies.

ARTICLE 32

Proceedings of Committee Meetings

- (1) The Committee shall meet at least once in every two (2) months.
- (2) The President, either one (1) of the Vice-Presidents or any other four (4) Committee Members may requisition for an Extraordinary General Meeting of the Committee,

and shall send to the Secretary an agenda of the matters to be discussed at such meetings.

- (3) The Secretary shall convene all Committee meetings and shall give to the Committee Members at least seven (7) days' written notice of such meetings setting out the agenda to be discussed.
- (4) The President shall be the Chairman of the Committee and shall preside over Committee meetings. In his absence, the 1st Vice-President and in his absence, the 2nd Vice President, shall act as Chairman of the meeting. In their absence, one of the Committee Members present except the Secretary shall be elected to act as Chairman of the Committee meeting.
- (5) The President or any person acting as Chairman of the Committee meeting shall have a casting vote at such meetings.
- (6) Six (6) Committee Members shall form a quorum. If within half an hour of the time fixed for the meeting the quorum is not present, the Committee meeting shall stand adjourned to the same day in the next week (of if such a day is a public holiday, the following day) at the same time and place when the quorum necessary for carrying on the meeting shall be four (4) Committee Members.
- (7) Save as specifically provided in this Constitution, all questions arising at any Committee meeting and all decisions to be taken by the Committee shall be decided by a simple majority vote.
- (8) The Secretary shall record the minutes of each Committee meeting and submit the minutes of each Committee meeting for adoption at the next Committee meeting. Subject to the agreement to the President, minutes of Committee meetings shall be open to the inspection of any Voting Member at the Premises on at least a week's written notice to the Secretary.

ARTICLE 33

Powers of Committee

- (1) The Committee may from time to time raise or borrow, for the purposes of the Guild, such sums of money as it thinks fit; provided that if the amount to be raised or borrowed exceeds Five Hundred Thousand dollars (S\$500,000.00), the authorization of the Voting Members at a General Meeting shall be obtained before such sum is raised or borrowed.
- (2) The Committee may from time to time appoint such Sub-Committees as it may deem necessary or expedient, and may delegate to them such of the powers and duties of the Committee as the Committee may determine. A Sub-Committee may include Members who are not Committee Members and non-Members of the Guild provided that the president of each of such Sub-Committee shall be a Committee Member. Such Sub-Committee shall report their proceedings to the Committee as required by the Committee, and shall conduct their business in accordance with the directions of the Committee.

- (3) No such Sub-Committee shall have the power to incur any expenses on behalf of the Guild or give any warranty on behalf of the Guild except to such extent as from time to time authorised by the Committee.
- (4) The Committee shall have the power to:
- (a) appoint, pay and dismiss any persons employed by the Guild;
 - (b) invest any funds of the Guild on any investments authorised by law for the investment of trust funds and otherwise deal with such investments or funds in accordance with law;
 - (c) from time to time make, amend or repeal the Rules as it shall think expedient, for the internal management and well-being of the Guild, provided that such Rules are not inconsistent or conflict with this Constitution;
 - (d) incorporate the Company whose shares will be wholly owned by the Guild, and which will in turn hold shares in SPGG Companies;
 - (e) through the Company incorporate or enter into joint ventures with appropriate parties to set up SPGG Companies:
 - (i) pursuant to which the Guild can use its resources and facilities together with the talents, abilities and experiences of its Members to provide consultancy services or to act as “mentors” to other Members, especially those who are considering setting up their own businesses;
 - (ii) pursuant to which the Guild can use its resources and facilities together with the talents, abilities and experiences of its Members to organise programmes, facilities and systems whereby if any Member wishes to tap on the expertise or experience of some of its other Members, or would like to consult with certain Members, or would need a mentor to guide them in their path towards running their own business, the relevant services or assistance can be made available to the requesting Member;
 - (iii) to enable the Guild to use its resources and facilities together with the talents, abilities and experiences of its Members to promote innovation and entrepreneurship amongst Members, students and graduates of the Singapore Polytechnic;
 - (iv) to acquire immovable properties situated in Singapore or elsewhere for the benefit of the Guild and for any other purposes authorised and approved by the Committee;
 - (v) to promote and facilitate distance learning, continuing education and relevant courses for Members and graduates of the Singapore Polytechnic either by itself, or in joint venture with appropriate tertiary institutions;
 - (vi) to promote recreational, sports and entertainment activities for Members;

provided that at least 50% of the shares in each SPGG Company must be owned by the Company.

For the avoidance of doubt, different SPGG Companies may be set up to promote or cater to the different objectives referred to in paragraphs (i) to (vi) above;

- (f) agree to the facilities and other resources of the Guild being used by the Company, the SPGG Companies or an Investee Company, on such terms and conditions as the Committee shall decide;
- (g) appoint Committee Members or any Members who are prepared to so act and who have the relevant expertise and experience, to be directors of SPGG Companies;
- (h) subject to the other provisions of this Constitution, through a SPGG Company invest in Investee Companies, appoint Committee Members or any Members who are prepared to so act and who have the relevant expertise and experience to represent the Guild as directors in Investee Companies; and
- (i) subject to the other provisions of this Constitution, make decisions in respect of any matters relating to the Company, SPGG Companies, any Investee Company and the Endowment Fund.

ARTICLE 34

Acquisition and Disposal of Property

- (1) The Committee shall have the power to purchase or acquire such movable or immovable property as are required for the purposes of the Guild provided that the cost of such acquisition does not exceed Five Hundred Thousand dollars (S\$500,000.00).
- (2) The Committee shall, with the prior sanction of a General Meeting, have the power to:
 - (a) sell, assign, transfer, convey, mortgage or otherwise dispose of any movable or immovable property of the Guild;
 - (b) raise fund for particular projects of the Guild by the imposition of levies on Members.
- (3) The immovable properties of the Guild shall be held by a corporate trustee (the "Custodian Trustee"). The Custodian Trustee shall be appointed by the Committee and shall act in all dealings in respect of such properties in accordance with the directions of the Committee. The Custodian Trustee shall act in a nominee capacity and shall be indemnified by the Guild for any loss or liabilities which it may suffer as a result of its holding any property as trustee for the Guild. The addresses of immovable properties, names of trustees and any subsequent changes must be notified to the ROS.
- (4) The Guild shall invest One Hundred Thousand dollars (S\$100,000.00) into the Company. In each Financial Year (that is the period from 1 August to 31 July of the following year) out of the profits of the previous financial year, the Committee shall

have the power to invest up to One Hundred Thousand dollars (S\$100,000.00) of the profits into the Company.

- (5) The shares which are held by the Guild in the Company shall subject to the requirements of the Registrar of Companies and Businesses, be registered in the name of the Guild, be held by the office and registered in the name of the office of the President or be held by and registered in the name of the Secretary for and on behalf of the Guild.

ARTICLE 34A

The Company

- (1) All the shares in the Company shall be owned by the Guild.
- (2) Subject to the requirements of the Registrar of Companies and Businesses, the shares in the Company owned by the Guild are to be registered in the name of the Guild, held by and registered in the name of the office of the President, or be held by and registered in the name of the Secretary for and on behalf of the Guild.
- (3) The Guild shall invest One Hundred Thousand dollars (S\$100,000.00) into the Company.
- (4) In each Financial Year thereafter (that is the period from 1 August to 31 July the following year) out of the profits for the previous Financial Year, the Committee shall have the power to invest up to One Hundred Thousand dollars (S\$100,000.00) of the profits into the Company which investment can be in the form of ordinary shares, preferred shares, bonds, convertible notes or loans.
- (5) Should the Committee wish to invest into the Company otherwise than as prescribed under (4) above, approval from a General Meeting must be obtained.
- (6) The Company shall have up to nine (9) directors comprising two (2) currently serving Committee Members, four (4) former Committee Members, and three (3) persons who are not Members and graduates of the Singapore Polytechnic (hereinafter referred to as "**Independent Directors**"). A currently serving or former Committee Member shall qualify to be a director only if he had served as President, Vice President, Secretary, or Treasurer or any combination of the above mentioned position for at least three (3) terms. The Company shall ensure that at any time, at least 1/3 of the directors are Independent Directors.
(Amended on 20 Feb 2004)
- (7) The Memorandum and Articles of Association of the Company shall be approved by the Committee and the business of the Company shall be managed by the directors of the Company in accordance with its Memorandum and Articles of Association and the relevant laws. The directors of the Company shall decide whether and when any SPGG Company shall be set up, whether any investment is to be made and if so, the amount of investment into each Investee Company.
- (8) The quorum for all meetings of the board of directors of the Company shall be three (3) directors, consisting of two (2) Committee Members and one (1) Independent Director.

- (9) The directors of the Company shall have the absolute discretion to determine if any profits of the Company shall be invested into any SPGG Companies, or be declared as dividends to be paid to the Guild (its shareholder) or to be paid into the Endowment Fund.

ARTICLE 34B

SPGG Company

- (1) The Committee shall have the power and the authority to set up SPGG Companies for the purposes and to achieve the objectives set out in Article 4(11). The setting up of each SPGG Company (whether or not its shares are wholly owned by the Company) must be approved by the Committee.
- (2) The shares in a SPGG Company can either be wholly or partially owned by the Company provided that at least 50% of the shares in each SPGG Company must be owned by the Company.
- (3) The Committee shall ensure that it is able to appoint at least half the directors comprising the board of each SPGG Company.
- (4) No SPGG Company shall hold shares in an Investee Company unless the Company has a majority shareholding in the SPGG Company or has a majority representation on the board of directors of the SPGG Company.

ARTICLE 34C

Investee Company

- (1) The Guild may be issued shares in an Investee Company or invest in an Investee Company only through a SPGG Company as provided in this Constitution.
- (2) The Company shall ensure that no SPGG Company shall directly or indirectly pay for any shares in an Investee Company unless the directors of the Company, after having conducted a due diligence exercise and made the relevant investigations, is reasonably satisfied that the Investee Company is well managed and the shares of the Investee Company can be listed on an approved stock exchange, within five (5) years of the SPGG Company's investment into the Investee Company.
- (3) The Committee shall ensure that it is able to appoint at least one director who may either be a Committee Member or any Member nominated by the Committee who has the relevant expertise and experience to represent the relevant SPGG Company as director to every Investee Company that the Company invests in through the SPGG Company.
- (4) The Committee must be kept informed and shall be responsible for monitoring all investments into Investee Companies and shall brief the Members of the progress and status of each investment at each Annual General Meeting.

ARTICLE 34D

Endowment Fund

- (1) The Guild may set up an Endowment Fund into which profits and dividends of the Company or arising from its investments into any Investee Company and donations in favour of the Guild may be channelled.
- (2) Moneys in the Endowment Fund may be used:
 - (a) to help needy students studying at the Singapore Polytechnic to pay for their tuition fees, books or other related expenses;
 - (b) to provide zero interest or low interest loans to Singapore Polytechnic graduates who intend to pursue further education, who are unable to obtain any other form of scholarship or subsidy;
 - (c) to provide various scholarships and awards to students studying at the Singapore Polytechnic;
 - (d) to subscribe for shares in the Company or to provide loans to the Company; and
 - (e) for other charitable purposes.
- (3) No moneys may be withdrawn from the Endowment Fund unless the withdrawal and the utilisation has been approved by the President, both the Vice Presidents, the Secretary, the Treasurer, the Honorary Assistant Treasurer and two-thirds (2/3) of the other Committee Members.
- (4) The Company and the Endowment Fund shall have the power and authority to seek and obtain donations from members of the public and other sources, subject to the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

ARTICLE 35

Attendance of Committee Members at Meeting

Any Committee Member who absents himself from three (3) successive meetings of the Committee without a written explanation to the Secretary shall automatically cease to be a Committee Member. If at the fourth meeting a written explanation for his absence is submitted, the Committee shall consider such explanation and decide whether or not the absent Committee Member shall remain in the Committee. Leave of absence for a period not exceeding three (3) consecutive months may be granted to any Committee Member by the Committee on the application of such Committee Member.

ARTICLE 36

General Meetings

- (1) Only the following Members shall have the rights to attend General Meetings:
 - (a) Honorary Members;
 - (b) Life Members;
 - (c) Ordinary (Non-Transferable) Members;
 - (d) Ordinary Members;
 - (e) Associate Members; and
 - (f) Associate (Non-Transferable) Members.

(Amended on 29 Oct 2010)
- (2) Only Voting Members shall have the right to vote, make nominations and stand for elections at General Meetings.
- (3) Members of the Singapore Polytechnic Board of Governors, Officials of the Singapore Polytechnic and other persons whose presence at the General Meeting is required for some definite business may attend and speak at the General Meeting provided the consent of the Committee is first obtained.
- (4) General Meetings of the Guild shall be convened by the Secretary. Except for the Annual General Meeting, all other meetings of the Guild shall be called Extraordinary General Meetings.
- (5) The Annual General Meeting of the Guild shall be held annually within the first three (3) months of the Financial Year for the following purposes:
 - (a) to receive from the Committee the Annual Report, Balance Sheet and Statement of Accounts for the preceding Financial Year, and a provisional budget for the following Financial Year;
 - (b) to elect the Committee for a 2 year period (as a consequence the election for the Committee will only take place in alternate years);
 - (c) to appoint the auditor for the following year; and
 - (d) to decide on any resolution which may be duly submitted to the meeting as provided in Article 36(7).
- (6) At least one (1) calendar month before the date fixed for the Annual General Meeting, the Secretary shall inform all Members as stipulated in Article 36 (1) in writing of the date, time and venue fixed for such Annual General Meeting, and draw their attention to Article 36(7).

(Amended on 29 Oct 2010)
- (7) Any Member desirous of proposing any resolution at the Annual General Meeting shall give notice thereof in writing to the Secretary, which notice must be received by the Secretary within seven (7) days of the date of the notice referred to in Article 36(6) and the Secretary shall not less than one (1) week before the date of such meeting notify all Members as stipulated in Article 36 (1) of the resolution proposed by such Voting Member and such resolution shall be included as an additional item in the agenda for the Annual General Meeting.

(Amended on 29 Oct 2010)

- (8) An Extraordinary General Meeting shall be held:
- (a) when the Committee deems necessary;
 - (b) on the written requisition of not less than one hundred (100) Voting Members or one-third (1/3) of the current total Voting Members, whichever is lesser, together with a written statement of purpose for which the meeting is desired. Such a meeting shall be held within twenty-one (21) days of the receipt of the written request by the Secretary, and the agenda for such meeting shall be limited to matters contained in the said written statement; or
 - (c) on the requisition of the President or the Vice-President.
- (9) The Secretary shall give written notice to all Members as stipulated in Article 36 (1) of any Extraordinary General Meeting at least fourteen (14) days before the date fixed for such Extraordinary General Meeting. Such written notice shall include the agenda of the Extraordinary General Meeting, and no other matters shall be discussed thereat.
- (Amended on 29 Oct 2010)*
- (10) All General Meetings shall be chaired by the President, or in his absence by the 1st Vice President or in his absence by the 2nd Vice President, or if both of them are also absent then by any Voting Member appointed by the meeting. Every Voting Member shall be entitled to one (1) vote upon any election or motion. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.
- (11) At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a ballot is demanded by not less than one-quarter (1/4) of the Voting Members present at the meeting. There shall be no voting by proxy.
- (12) Save as specifically provided in the Constitution, all questions arising at any General Meeting shall be decided by a simple majority vote.
- (13) At least one-fifth (1/5) or fifty (50) of the current total Voting Members, whichever is lesser, must be present to form a quorum at any General Meeting.
- (14) In the case only of the Annual General Meeting, if within half an hour of the time fixed for the meeting, the quorum is not present, the Annual General Meeting shall be adjourned for half an hour and on resumption of the Annual General Meeting twenty (20) Voting Members then present shall constitute a quorum and the Annual General Meeting shall have the power to deal with the items on the agenda, but shall have no power to alter, amend, or make additions to this Constitution.
- (15) In the case of an Extraordinary General Meeting, if there is no quorum present within half an hour of the time fixed for the meeting, any Voting Member present may declare the Extraordinary General Meeting cancelled and dissolved.

ARTICLE 37

Members' Accounts

- (1) The account of each Member with the Guild shall be kept as directed by the Committee.

- (2) Each Member shall be required to deposit with the Guild a sum to be determined by the Committee from time to time as security for payment of all monies due, owing or payable under the Member's account with the Guild. The account of each Member shall be kept in credit and for the purpose of construing whether a Member's account is in credit, any deposit made by the Member and held by the Guild as such security shall not be taken into account.
- (3) Should a Member not settle the amounts due and payable by him to the Guild within three (3) months from the date of the Statement of Account showing such amounts to be due and payable (the "Outstanding Amounts"), the Treasurer shall give a notice to the defaulting Member notifying him that if his Outstanding Amounts is not fully paid within fourteen (14) days from the date of the notice, the Committee may suspend his privileges as a Member or delete the Member's name from the Register of Members and he shall thereupon cease to be a Member but without prejudice to the rights of the Guild to recover all monies due, owing or payable to the Guild. If, however, within three (3) months after the defaulting Member's name has been deleted from the Register of Members such Member shall give to the Committee a satisfactory explanation as to why he did not settle his account, the Committee may in its sole and absolute discretion, allow such Member to re-apply for membership and the Committee may waive payment of the entrance fee or any part thereof.
- (4) The Committee may in its sole and absolute discretion post the name of the defaulting Member on the Guild's Notice Board [(as designated by the Committee from time to time) and for such period as the Committee shall deem fit] if the defaulting Member does not settle his Outstanding Amounts within fourteen (14) days from the date of the notice from the Treasurer.

(Amended on 25 Oct 2014)
- (5) A defaulting Member who has been notified by the Treasurer that his account is in debit shall not vote at any General Meeting so long as the account is in debit.
- (6) For the purposes of this Article 37 Members shall include the Corporate Nominees of Corporate Members.

ARTICLE 38

Destruction and Removal of Guild's Property

No person shall take away or permit to be taken away from the Premises under any pretence whatsoever or shall injure or destroy, any property of the Guild. If a Member or a Corporate Nominee offends against this Article the Member or the Corporate Nominee shall, and if a guest offends against this Article the Member or the Corporate Nominee who introduced the guest shall, pay the cost of replacement and/or repairs and the Committee reserves the right to expel such a Member or Corporate Nominee and the Corporate Member.

ARTICLE 39

Borrowing by Members

No Member or Corporate Nominee shall borrow in the name of, or pledge the credit of, the Guild.

ARTICLE 40

Prohibition

- (1) Gambling of any kind whether for stakes or not, are forbidden on the Premises. However, with the approval of the relevant authorities the Guild may install jackpot machines and conduct tombola sessions for the exclusive use and participation of its Members (except Student Members) and Corporate Nominees. No materials or equipment which can be used for gambling shall be brought into the Premises.
- (2) The funds of the Guild shall not be used to pay fines of Members who have been convicted in court.
- (3) The Guild shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any written law relating to trade unions for the time being in force in Singapore.
- (4) The Guild shall not indulge in any political activity or allow its funds and/or Premises to be used for any political purposes.
- (5) The Guild shall not indulge in any religious activity or allow its funds and/or Premises to be used for any religious purposes.
- (6) The Guild 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.

ARTICLE 41

Amendments to the Constitution

- (1) Amendments to the Constitution shall only be made at a General Meeting.
- (2) Any proposed amendments to the Constitution shall be given to the Secretary at least one (1) month before the General Meeting.
- (3) The proposed amendments shall be circulated to all Members and Corporate Nominees at least fourteen (14) days before the date of the General Meeting.
- (4) No resolution proposing the repeal of, addition to or amendment of the Constitution at any General Meeting shall be passed unless two-thirds (2/3) of the Voting Members present vote in favour of such resolution.

- (5) Any repeal, addition or amendments to the Constitution shall not come into force without the sanction of ROS.
- (6) Any Member, if he so wish may obtain a copy of the latest amendments to the Constitution which have been sanctioned by the ROS, from the Guild.

ARTICLE 42

Dissolution

- (1) The Guild shall not be dissolved, except with the consent of not less than three-quarters (3/4) of the current total Voting Members for the time being resident in Singapore, expressed either in person at a General Meeting convened for the purpose, or by postal vote.
- (2) In the event of the Guild being dissolved as provided above, all debts and liabilities legally incurred by the Guild shall be fully discharged and, save for the revenues earned from the operation of the jackpot machines and the conduct of tombola sessions, the balance shall be donated to the Singapore Polytechnic. As for the revenues earned from the jackpot machines and tombola sessions, the same shall be donated to an approved charity selected by the Committee.
- (3) Notice of dissolution of the Guild shall be given to the ROS by the Secretary within seven (7) days of the passing of the resolution.

ARTICLE 43

General

- (1) The Financial Year of the Guild shall begin on the 1st of August and end on the 31st of July. The Committee shall ensure that an Annual General Meeting is held within three (3) months after the end of each Financial Year.
- (2) The Accounts of the Guild shall be audited at the close of each Financial Year, not less than one (1) month before the Annual General Meeting, by an auditor from a registered auditing firm, who shall not be a Committee Member, who shall certify the correctness of the Statement of Accounts (which shall include the Balance Sheet as at the Financial Year End and the Profit and Loss Account for the Financial Year) to be submitted to the Annual General Meeting. The auditor may only be appointed or removed at an Annual General Meeting.
- (3) No Member or Corporate Nominee shall, except for being employed by the Guild on a full-time basis or for professional services rendered at the request of the Committee, or for contracts entered into with the Guild, receive any profit, salary, emolument, or pecuniary benefit from the Guild.
- (4) No Member or Corporate Nominee shall give the address of the Guild in any advertisements, or use the Guild's address, or the Premises, for their personal business purposes.

- (5) All notices posted to the address given by the Member in his application form, or such other address as he shall from time to time indicate to the Secretary in writing as his address, shall be deemed to have been duly given on the second day following the day of posting.
- (6) Every Member and Corporate Nominee shall faithfully and fully abide by every decision made by the Guild or by the Committee until such time as the decision is amended or revoked.
- (7) No press release in the name of the Guild may be made without the previous sanction of the President and the Secretary.
- (8) The Guild shall not be liable in any way whatsoever in respect of the death of or personal injuries to any Member or Corporate Nominee, his spouse or child, or any guest arising in any way out of or through the use or enjoyment of the Guild, its amenities, privileges or facilities or otherwise howsoever arising.
- (9) The Guild shall not be liable in any way whatsoever for the loss of or damage to any articles or property whatsoever brought to the Premises by a Member or Corporate Nominee, his spouse or child, or by any guest.
- (10) The rights and privileges of a Member or a Corporate Nominee shall be suspended and no subscription shall be payable as long as the Member or the Corporate Nominee is employed by the Guild on a full-time basis, enters into contracts with the Guild or renders professional services to the Guild for profit, salary, emolument or pecuniary benefit.
- (11) In the event of any question or matter arising out of any point which is not expressly provided for herein, the Committee shall have the power to use its own discretion. The decision of the Committee shall be final unless reversed at a General Meeting of Members.
- (12) In the event any disputes arises amongst the Members, the relevant Members shall bring the matter to the attention of the Committee who shall resolve the matter in any manner they deem fit. The decision of the Committee shall be final and binding. In the event the Committee is not in a position to resolve the dispute, the matter may then be brought by the relevant Members before a court of law for resolution.

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