

CONSTITUTION

1. NAME

The Society shall be known as the:-

“Austrian Business Association”, hereinafter referred to as the “Association”.

2. PLACE OF BUSINESS

The place of business of the Association shall be at “5, Jalan Kilang Barat, #08-06, Petro Centre, Singapore 159349” or at such other place as may subsequently be decided upon by the Committee and approved by the Registrar of Societies.

The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities where necessary.

3. OBJECTS

The objects of the Association shall be:-

- (a) To promote the growth of trade between Austria and Singapore and other countries of South East Asia and the Far East.
- (b) To provide a forum in Singapore for Austrian companies and individuals and Singapore companies with interest in commercial relations with Austria to enable them to meet and discuss matters of common interest affecting economic, industrial and commercial issues and to exchange ideas and information.
- (c) To promote, foster, support and represent Austrian related interests of the trade of the Members of the Association by all means and methods consistent with the laws and constitution of the Republic of Singapore.
- (d) To collect, obtain, publish and disseminate statistics and other information relating to trade and to all matters connected therewith as may be of service to the Members.
- (e) To encourage Austrian investment in Southeast Asia and the Far East as a means of protecting its Members' trading position.
- (f) To create and maintain a good general Austrian image as a means of promoting the growth of its Members' economic interests.

- (g) To consider all questions affecting Austrian economic activities in Singapore, Southeast Asia and the Far East.
- (h) To provide the means for the Association to join in representations to the Singapore Government or its representatives or other bodies on issues relevant to the Association and its Members.
- (i) To promote social intercourse between visitors to Singapore with interests relevant to the Association and its Members.
- (j) To do any or all such things as are conducive to the attainment of the above objects.

4. INTERPRETATION

In these Rules where the context so permits the Masculine shall import the Feminine and the Singular shall import the Plural and vice versa and the following words shall have the following meanings.

"Associate Member" means the sub-class of Ordinary Member defined in Rule 5(a)(ii);

"Association" means the Austrian Business Association;

"Bye-laws" mean any bye-laws adopted by the Committee pursuant to Rule 12(h)(ii);

"Corporate Member" means the sub-class of Ordinary Member defined in Rule 5(a)(i);

"Committee" means the committee established under Rule 11;

"Discretionary Member" means the sub-class of Ordinary Member defined in Rule 5(a)(iii);

"General Meeting" means an Annual General Meeting or an Extra-Ordinary General Meeting;

"Member" means:-

- (a) Ordinary Member as defined in Rule 5(a);
- (b) Additional Member as defined in Rule 5(b);
- (c) Individual Member as defined in Rule 5(c); or
- (d) Honorary Member as defined in Rule 5(d);

"Nominee" means a person nominated to represent a Member under Rule 7;

"Rule" means the Rule herein contained and future additions, deletions or amendments thereto;

"Secretary" means the person appointed under Rule 11(i); and

"Sub-Committee" means the committee formed under Rule 15.

5. ELIGIBILITY FOR MEMBERSHIP

There shall be the following classes of Members:

(a) Ordinary Member

There shall be 3 sub-classes of Ordinary Member:

- (i) Corporate Member, being any Austrian company or subsidiary, firm, sole proprietorship, representative office of Austrian company or other body of persons, whether incorporated or unincorporate, and having an office in South East Asia;
- (ii) Associate Member, being any company, firm, sole proprietorship or body of persons, whether incorporated or **unincorporated**, registered in Singapore with interest in the promotion of Austrian products or services in Singapore and South East Asia provided that such Associate Member shall satisfy the Committee that they are directly or indirectly concerned with the promotion of or contribute to Austrian investment, business or trade in South East Asia and the Far East; or
- (iii) Discretionary Member, being any company, firm, sole proprietorship or body of persons, whether incorporated or unincorporate and whether resident in Singapore or not, which, in the opinion of a simple majority in number of the total Committee in office at the time, would contribute to the furtherance of the aims of the Association.

(b) Additional Member

- (i) Ordinary Member shall be entitled to nominate an unlimited number of their employees as Additional Member of the Association provided that their election shall be by a simple majority of the Committee members in attendance at the time.
- (ii) Additional Member may attend and speak at General Meetings.

- (iii) Additional Member shall not have the right to vote at General Meetings.
 - (iv) Additional Member who are not Additional Member of Corporate Member shall not be eligible for membership of the Committee or any Sub-Committee save as provided under Rule 11(h) and 12(h)(iii) and (iv).
 - (v) Additional Member shall be entitled to attend all functions of the Association but not to receive its documents and literature unless separately applied for, when the Secretary will supply these at cost.
- (c) Individual Member
- (i) Individual member, being:
Any Austrian Passport holder resident in Singapore who is engaged in business or a profession in Singapore, provided he is 21 years of age or over and who would not be eligible for any other category, or:

Any person, whether an Austrian passport holder or not and whether resident in Singapore or not, provided he is 21 years of age or over and is not eligible for any other membership category, who, in the opinion of a simple majority of the Committee members in attendance at the time, would contribute to the furtherance of the aims of the Association.
 - (ii) Individual Member may attend and speak at General Meetings.
 - (iii) Individual Member shall not have the right to vote at General Meetings.
 - (iv) Individual Members shall not be eligible for membership of the Committee or any Sub-Committee save as provided under Rule 11(h).
- (d) Honorary Member
- (i) The Committee may by a simple majority of the Committee members in attendance at the time elect any person to be an Honorary Member for life or any shorter period of time it may see fit. An Honorary Member may attend General Meetings by specific invitation of the Committee. An Honorary Member shall not be entitled to a vote and shall not be liable for any debts of the Association nor to pay any subscriptions and shall not be eligible

for membership of the Committee or any Sub-Committees save as provided under Rule 11(h) and Rule 12(h)(iii) and (iv).

- (ii) The Commercial Counsellor at the Austrian Embassy in Singapore shall ex officio be invited to be an Honorary Member of the Association and of its Committee.

6. APPLICATION FOR MEMBERSHIP

Prospective members must complete the prescribed form of application for membership set out in the First Schedule annexed hereto expressing their agreement to be bound, if admitted, by this Constitution and the Bye-laws.

7. MEMBERS' NOMINEE

In all matters affecting their membership of the Association a Member who is not a natural person shall be represented by one Nominee being a director, partner, manager, secretary or other person of similar status whose name shall have been approved and registered by the Committee by submitting the form of nomination as set out in the Second Schedule annexed hereto provided always that such Member may change its Nominee by submitting a further form of nomination as set out in the Third Schedule annexed hereto and the nomination of such new Nominee shall have been approved and registered with the Committee. A Nominee's Appointment shall otherwise cease on his death or resignation or on the Member so appointing him ceasing to be a Member, whichever event first occurs. Provided always that no Committee member nor any officer of the Association shall be entitled to assign such appointment or office to any Nominee by virtue of any of the provisions of this Rule.

8. ELECTION TO MEMBERSHIP

Election shall be made by a simple majority of the Committee members in attendance at the time. Committee members shall receive, at least three (3) days advance notice of the proposed elections. A copy of the constitution shall be furnished to every approved Member upon payment of entrance/subscription fees.

9. ENTRANCE FEE

Honorary Members, Additional and Individual Members are not required to pay any entrance fee. Entrance fees for Ordinary Members (Corporate Members, Associate Members and Discretionary Members) shall be determined by the General Meeting on recommendation from the Committee from time to time. Payment for the entrance fee shall be tendered with the application for membership under Rule 6.

10. ANNUAL SUBSCRIPTIONS

Except for Honorary Members who are not required to pay any subscriptions, all other Members shall pay subscriptions annually, the first payment to commence from the date of their election as Ordinary, Additional or Individual Member (as the case may be) and subsequent payments to be made annually thereafter. The Subscriptions payable shall be determined by the General Meeting on recommendation from the Committee from time to time. If a Member falls into arrears with his subscription, he shall be informed by the Treasurer accordingly. If he falls into arrears for more than 6 months, he will automatically cease to be a Member.

11. MANAGEMENT AND COMMITTEE

- (a) The affairs of the Association shall be managed by a Committee. Nominations for election to the Committee shall be lodged with the Secretary in writing not less than twenty-one (21) clear days before the date of each Annual General Meeting. No Nomination to the Committee shall be allowed without receiving a consent in writing from the relevant candidate accepting the office in question.
- (b) The Committee shall consist of nine (9) persons., The Committee shall comprise of a President, two (2) Vice-Presidents, one (1) Secretary, one (1) Treasurer, three (3) ordinary Committee members and the Commercial Counsellor at the Austrian Embassy in Singapore. The Commercial Counsellor shall serve in an ex officio capacity and shall not be entitled to vote.
- (c) The election of the President, each of the two (2) Vice-Presidents and five (5) Committee members shall be decided at the Annual General Meeting. Election of the Committee shall be determined by way of a simple majority of the Members present. In the case of two (2) or more candidates receiving an equal number of votes the Chairman of the Annual General Meeting shall have a casting vote.

- (d) A resolution in writing signed or approved by letter, telex or telefax by all the Committee members shall be as effective as a resolution passed at a meeting of the Committee duly convened and held, and it may consist of several documents in the like form, each signed by one or more Committee member.
- (e) The President, each of the two (2) Vice-Presidents and each of the five (5) Committee Members shall:-
- (i) hold office for a period of two (2) years; and
- (ii) be eligible for re-election where they are so nominated in the manner provided in sub-rule (a) hereof. The Treasurer, however, should not be re-elected for more than two consecutive two-year terms of office.
- (f) The President, each of the two (2) Vice-Presidents and each of the five (5) Committee members shall cease to hold office if the Member whom he represents ceases to be a Member of the Association.
- (g) In the event of the President ceasing to be a Member of the Association, or member of the Committee, or to hold that office for any reason, whatsoever, the Committee shall elect one of the Vice-Presidents as President and one of its Committee Members as Vice-President to replace the Vice-President ceasing to be under this provision and in the event of any Vice-President ceasing to be a Member of the Association or a member of the Committee or to hold office for any reason whatsoever the Committee shall elect in his place one of its members as Vice-President.
- (h) In the event of a Committee member ceasing to be a Member of the Association or member of the Committee, or to hold that office for any reason whatsoever, the Committee shall have power to co-opt any Member or Nominee to the Committee. Such co-opted Committee member shall hold office until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two weeks of the change.
- (i) The Committee shall elect a Secretary by a simple majority of the Committee members in attendance at the time and an Assistant Secretary may be appointed to deputise in his absence.
- (j) The Committee shall elect a Treasurer and may depute to him such powers in relation to the collection of monies due to the Association and otherwise in any manner as the Committee may decide. Any Honorary Treasurer elected under this sub-rule shall be eligible for re-election but shall not serve in that office for more than four consecutive terms. The Treasurer may be elected by a simple majority of the Committee members in attendance at the time and an Assistant Treasurer may be appointed to deputise in his absence.

12. POWERS AND DUTIES OF COMMITTEE

- (a) The President shall chair all General and Committee Meetings. He shall also represent the Association in its dealings with outside persons.
- (b) The Vice Presidents shall assist the President and the Committee shall appoint one of them to deputise for him in his absence.
- (c) The Secretary or Assistant Secretary shall keep all records, except financial and shall be responsible for their correctness. He will keep minutes of all General and Committee Meetings. He shall maintain an up-to-date Register of Members at all times.
- (d) The Treasurer or Assistant Treasurer shall keep all funds and disburse all monies on behalf of the Association. He shall keep an account of all monetary transactions and shall be responsible for their correctness.
- (e) Ordinary Committee Members shall assist in the general administration of the Association and perform duties assigned by the Committee.
- (f) The management of the business and funds of the Association shall be vested in the Committee who shall exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by law expressly directed or required to be exercised or done by the Association in General Meeting.
- (g) All monies belonging to the Association not required for current expenses shall be kept with such bank or banks as the Committee may decide. Payment must be authorised by the Secretary or the Treasurer jointly with one member of the Committee. The sums paid out must not exceed the total of monies available.
- (h) The Committee shall have the power subject to the approval of the General Meeting to
 - (i) invest the monies of the Association and to deal with the property of the Association as such Committee shall from time to time think fit in all respects with power to invest in or upon such stocks, funds, shares, securities or other investments as are authorised by law with liberty to vary and transfer the same from time to time, subject to the conditions of Rule 22(a), (b) and (c);

- (ii) frame Bye-Laws from time to time or to amend the same for the management of the Association provided they are consistent with the provisions of this Constitution;
 - (i) invite such person or persons as the Committee shall in the interest of the Association, think fit to attend the Committee meetings from time to time;
 - (ii) fill vacancies and co-opt other Member or Nominee to the Committee not exceeding six (6) in number. The co-opted Member or Nominee shall not have voting rights nor form part of the quorum at Committee meetings.
 - (iii) appoint one or more persons to act as the executives of the Association who may be designated by any suitable title approved by the Committee for such period and at such salary, if any, and on such conditions as may be determined by the Committee and he shall act under the general directions of the President and shall be responsible only to the Committee. However, such persons shall have no right to vote at any meeting of the Association;
 - (iv) appoint a company or body of persons to act as Trustees of the Association and to pay the professional fees of any trust corporation which may be so appointed as the Trustees; and
 - (v) use its own discretion in the event of any questions or matter arising out of any point which is not expressly provided in this Constitution. The decision of the Committee shall be final unless it is reversed at a General meeting of members.
- (i) The duty of the Committee is to organise and supervise the daily activities of the Association. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meeting.

13. COMMITTEE MEETINGS

The Committee shall meet at least once in every quarter, not less than four (4) members of the Committee shall form a quorum.

14. NOTICE OF COMMITTEE MEETINGS

A notice in writing stating the time, place and agenda of a Committee meeting shall be circulated to the Committee members not less than five (5) clear days before such meeting is held. At least half of the Committee Members must be present for its proceedings to be valid.

15. SUB-COMMITTEE

The Committee may from time to time appoint from among their number or from the Ordinary Members or their Nominees such Sub-Committee as they may deem necessary or expedient and may depute or refer to them such powers and duties of the Committee as the Committee may determine. Sub-Committee shall periodically report their proceedings to the Committee, and shall conduct their business in accordance with the directions of the Committee.

16. CHAIRMAN

The President shall be the ex-officio Chairman of the Committee. In the absence of the President the chair shall be taken by one of the Vice-Presidents elected by the Committee and in the absence of both Vice-Presidents a Chairman shall be elected.

17. NOTICE OF ANNUAL GENERAL MEETING

Notice in writing stating the time, place and agenda of a General Meeting shall be circulated to Members not less than fourteen (14) days before such Meeting is to be held.

18. ANNUAL GENERAL MEETING

(a) An Annual General Meeting of the Association shall be held not later than six (6) months after the end of the financial year, which shall end on 31st December, or in the case of the First Annual General Meeting not later than twelve (12) months from the date of registration of the Association upon a date and a time to be fixed by the Committee for the following purposes:-

- (i) To receive and, if approved, pass the Accounts for the year ending 31st December;
- (ii) To elect two honorary auditors for the purposes of Rule 23; and
- (iii) To transact any other business of which notice in writing shall have been given to the Secretary not less than seven (7) clear days before the meeting.

- (b) The quorum at a General Meeting shall be ten (10) in number or twenty-five percent (25%) of the total voting membership, whichever is lesser. If within half (1/2) an hour from the time appointed for the meeting, a quorum is not present, then those present shall be considered a quorum but shall have no power to alter, amend or make additions to any of the existing rules.

19. EXTRAORDINARY GENERAL MEETING

- (a) Extraordinary General Meeting shall be called on the application of not less than a quarter of the Members provided that notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Secretary shall arrange for such a meeting within two months of receipt of the application. The Committee may at any time call an Extraordinary General Meeting.
- (b) If the Committee does not within two 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 10 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Association.

20. PROCEEDINGS AT GENERAL MEETING

- (a) At all General Meetings of the Association the President and in the absence of both Vice-Presidents a member of the Committee shall be elected by the Committee to take the chair.
- (b) Every Member present in person or by Nominee shall be entitled to one vote.
- (c) A Member may appoint any Member or the Nominee of another Corporate Member, hereinafter referred to in sub-rule (d) as the proxy, to attend and vote at a General Meeting by a duly signed instrument of proxy in the form set out in The Fourth Schedule annexed hereto, which shall be deposited with the Secretary, not less than twenty-four (24) hours before the time fixed for holding the meeting.
- (d) A proxy shall not be entitled to vote as a proxy except on a poll when such proxy shall then be entitled to vote in his own right and as a proxy and at any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is requested
 - (i) by the Chairman; or

- (ii) by at least five (5) Members present in person or by Nominee or by proxy.

21. MINUTES

The Committee shall cause minutes to be made of all proceedings at all Meetings of the Association and of the Committee. The minutes of every General Meeting shall be read and confirmed at the first Committee Meeting to be convened after every General Meeting and copies of the confirmed minutes shall with reasonable dispatch be circulated to all Members.

22. TRUSTEES OF ASSOCIATION PROPERTY

- (a) Any immovable property which the Association may acquire, including all leasehold property, and all investments of the Association shall be vested in a trustee company or in trustees (hereinafter called "the Trustees") who shall be not more than four (4) and not less than two (2) in number, to be held in trust for the Association.
- (b) The Trustees shall be appointed by a simple majority of the Committee members in attendance at the time who shall have power to remove any of the Trustees and all vacancies occurring by removing, resignation or death shall be filled up at the same time.
- (c) The Trustees shall be indemnified against risk and expense out of the Association's property and the Trustees shall deal with the property vested in them as the Committee shall from time to time direct by resolution as evidenced by a true copy of any resolution passed by the Committee certified as such by the President or one of the two Vice-Presidents and the Secretary of the Association for the time being.
- (d) Notice of any proposal to remove a trustee from trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Association premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.
- (e) The addresses of immovable properties, names of trustees and any subsequent change must be notified to the Registrar of Societies.

23. AUDIT AND FINANCIAL YEAR

- (a) Two (2) Members not being a Committee member shall be elected as Honorary Auditors at alternate Annual General Meetings and will hold

office for a term of two (2) years only and shall not be re-elected for a consecutive term or the Committee may appoint a firm of Certified Public Accountants as auditors for a term of one (1) year which shall be eligible for re-appointment. They will be required to audit each year's accounts and present a report on them to the Annual General Meeting. They may be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Committee.

- (b) The financial year shall be from 1st January to 31st December.

24. ALTERATION OF CONSTITUTION

The Constitution shall not be amended nor shall any new Rule be adopted without the consent of fifty percent (50%) of the Members of the Association present and voting in person or by Nominee or by proxy at any Annual or Extraordinary General Meeting and they shall not come into force without the prior sanction of the Registrar of Societies.

25. VISITORS AND GUESTS

Visitors and Guests may be admitted to the functions of the Association and into its premises if any, but unless otherwise permitted by the Committee on such terms determined by it they shall not be admitted into the privileges of the Association. All visitors and guests shall abide by its rules and regulations.

26. PROHIBITIONS

- (a) Gambling of any kind is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the Association's premises is prohibited.
- (b) The funds of the Association shall not be used to pay the fines of Members who have been convicted in Court of Law.
- (c) The Association shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- (d) The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangements with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.

- (e) The Association shall not hold any lottery whether confined to its members or not, in the name of the Association, or its office bearers, Committee or Members, unless with the prior approval of the relevant authorities.
- (f) The Association shall not indulge in any political activity or allow its funds or premises to be used for political purposes.
- (g) The Association 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.

27. DISSOLUTION

- (a) The Association shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the Members for the time being resident in Singapore expressed either in person or by proxy at a General Meeting convened for the purpose.
- (b) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds will be given to some charitable institution to be determined by the Association at the time of winding up.
- (c) Notice of Dissolution will be given within seven (7) days of the dissolution to the Registrar of Societies.

FIRST SCHEDULE
Application for membership under Rule 6

To: Austrian Business Association

Name: _____ Designation: _____

_____ Company: _____

_____ Address: _____

_____ Tel: _____ Fax: _____

_____ Category of membership: _____

- Ordinary Member
 - Corporate
 - Associate
 - Discretionary
- Additional Member
- Individual Member
- Honorary Member

We/I wish to apply for membership and we/I agree to be bound by the provisions of the Constitution and By-laws of Austrian Business Association.

Signature: _____

Date: _____

Please enclose cheque, or bank draft. If payment is remitted, please remit in full, free of all bank charges, the amount of \$ _____ to account no: _____ with _____

SECOND SCHEDULE
Nomination of Nominee under Rule 7

[To be written on Member's letterhead]

To: The Secretary
Austrian Business Association
[address]

Dear Sir

We confirm we are in receipt of a copy of the Constitution of the Austrian Business Association.

In accordance with Rule 7 of the Constitution, we nominate [name and designation] to be our Nominee to represent us for consideration by the Committee.

Sincerely

[Name, Designation]

THIRD SCHEDULE
Change of Nominee under Rule 7

[To be written on Member's letterhead]

To: The Secretary
Austrian Business Association
[address]

Dear Sir

In accordance with Rule 7 of the Constitution of the Austrian Business Association, we write to nominate [name, designation] to replace [name, designation] to represent us.

Sincerely

[Name, Designation]

FOURTH SCHEDULE
Proxy form under Rule 20(c)

FORM OF PROXY

To:

Austrian Business Association
[Address]

Tel:
Fax:

I/We _____
(name of ordinary member)

of _____
(firm/address)

being an ordinary member of Austrian Business Association hereby appoint _____
_____ * as my/our proxy to vote on my/our
behalf at the Annual General Meeting to be held on _____ at _____ am/pm
and at any adjournment thereof.

Signature of Member

Date

* You may nominate another member or member's representative who will be attending to be your proxy.