

Date: 4 May 2026

EXPLANATORY NOTE TO MEMBERS

REGARDING THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE PHOTOGRAPHIC SOCIETY OF SINGAPORE (PSS)

Purpose of the proposed amendments to the constitution of PSS

The Council has proposed a comprehensive revision of the PSS Constitution to strengthen governance, modernise operations, clarify membership rights, and ensure continuity and expertise in leadership. The key changes are summarised below for your attention.

1. Refresh of Vision and Mission (Clauses 3 & 4)

The Vision and Mission have been updated to better reflect PSS's role as Singapore's national body in photography—advancing artistic excellence, fostering community well-being, and celebrating cultural heritage through inclusive outreach and technological adoption.

2. Modernised Meeting Formats & Voting (Clauses 8 & 9)

- **Virtual/Hybrid Meetings:** The Society may now hold General and Council Meetings physically, virtually, or in a hybrid format, with provisions for identity verification and voting integrity.
- **Proxy Voting:** Members who are unable to attend may now appoint another eligible member as a proxy (maximum 2 proxy votes per member).

3. Strengthened Leadership & Governance Structure (Clause 9)

- **Appointed Roles (not elected):** The **Honorary Secretary** and **Honorary Treasurer** will be appointed rather than elected. This ensures continuity and technical expertise.
- **Tenure Limit for Treasurer:** The Honorary Treasurer may serve a maximum of 4 years, extendable once by 2 years upon recommendation of the Audit Committee.
- **9-Year Cumulative Term Limit:** As previously approved at an EGM held on 3 August 2025, no Council member (elected or appointed) may serve more than a cumulative 9 years. Prior service before 18 May 2019 is deemed to have commenced on that date. Proposed amendments adds clarity on how the 9-year cumulative term limit will be administered.
- **Co-Option:** The Council may co-opt, by appointing up to 5 additional members for up to 2-year terms to bring in external expertise.

4. Clearer Membership Rights (Clause 6)

Voting and nomination rights are now clearly defined for each membership class:

- **Voting rights:** Ordinary, Life (excluding Overseas Life), and Honorary Life Members (except Honorary Life Members have no voting/nominating rights under the proposed changes – *note: Clause 6.1.7 states Honorary Life Members have no nomination or voting rights, which differs from Ordinary Members. Members should note this distinction.*)
- **No voting rights:** Junior, Corporate, Affiliate, Overseas, and Social Members.

The 6-month membership qualification period for voting has been removed.

5. Strengthened Structure & Role of Key Committees (Clauses 15 & 16)

- **Nominating Committee (NC):** 3 members (1 from Board non-Council, 1 Council member not President/VP, 1 independent). Oversees candidate evaluation, succession planning, and endorsement of nominations.
- **Audit Committee (AC):** 3 members (1 from Board non-Council with financial experience, 1 Council member not President/VP, 1 independent). Oversees financial integrity, internal controls, external audit, and whistle-blowing.

6. Conflicts of Interest & Whistle-blowing (Clause 18)

- Mandatory annual and ad-hoc declaration of conflicts.
- The Audit Committee will review all Interested Person Transactions.
- A formal Whistle-blowing Policy will be established and made publicly available.
- Gifts or hospitality above \$50 (or \$50 aggregate from one source in 6 months) must be declared.

7. Advisory Board (Clause 12)

The Advisory Board is formalised with up to 10 members (including the President and 2 Council members). It advises on strategy but has no executive powers.

8. Other Clarifications

- **Expulsion & Defaulters (Clauses 20–21):** Clear procedures for non-payment and conduct prejudicial to the Society.
- **Indemnity (Clause 27):** Office bearers and committee members are indemnified against liabilities incurred in good faith.
- **Dissolution (Clause 24):** Requires consent of at least three-fifths of eligible voting members.

Recommendation from the Council

The Council recommends that members **vote in favour** of the resolution to adopt the Revised Constitution. These amendments align PSS with contemporary governance best practices, provide operational flexibility, and strengthen the Society for the future.
