

## **REVISED CONSTITUTION OF THE PHOTOGRAPHIC SOCIETY OF SINGAPORE**

### **AMENDED CONSTITUTION OF PSS APPROVED AT THE AGM HELD ON 18 ~~May~~MAY 2019 AND SUBSEQUENTLY REVISED AT THE EGM HELD ON 3 AUGUST 2025**

#### **1. ~~\_\_\_\_\_~~ Name**

This Society shall be known as "The Photographic Society of Singapore" (hereinafter in these Rules referred to as "the Society").

#### **~~2.~~ 2. Place of Business**

Its place of business shall be ~~the~~at such address as registered with the Registrar of Societies, Singapore.

#### **~~3.~~ 3. Vision**

~~As Singapore's national body in photography, we aspire to be a centre of excellence in the promotion of photographic art – advancing its artistic standards, fostering shared experiences, strengthening community bonds, supporting social well-being and celebrating our cultural heritage through photography.~~

#### **~~4. Mission~~3.1. To be the leading photographic organisation of choice in Singapore and the region for professional and aspiring photographers.**

~~3.2. \_\_\_\_\_ To provide for its members such of the normal facilities of a photographic society as its finances shall permit.~~

~~3.3. \_\_\_\_\_ To organise photographic~~

~~4.1. **To promote and advance artistic excellence** through education, mentorship, recognition pathways and the adoption of relevant technologies, building capabilities and upholding high standards.~~

~~4.2. **To foster shared experiences**, support social and emotional well-being through exhibitions, competitions, seminars or other photographic events of national, regional, or international nature public programmes and collaborations locally and internationally.~~

~~4.3. **To strengthen community ties** through inclusive outreach and participation, broadening access and engaging underserved communities through photography.~~

~~4.4. **To promote cultural identity and exchange** by documenting, preserving and showcasing Singapore's diverse heritage.~~

#### **~~4.~~ ~~\_\_\_\_\_~~ 5. Mission**

~~4.1. \_\_\_\_\_ To promote the appreciation and practice of different fields of photography.~~

~~4.2. \_\_\_\_\_ To create a platform to develop the photographic potential of members.~~

#### **~~5.~~ Emblem**

5.1. The emblem of the Society shall be the camera shutter with the Lion of Singapore profile and the words "PSS".

5.2. An image of the emblem of the Society is annexed hereto in the Schedule to this Constitution.

5.3. The emblem of the Society may from time to time, at the Council's discretion, be modified or substituted in whole or in part.

## **6. Membership**

6.1. Membership of the Society shall be open to any person or organisation interested in photography. There shall be the following categories of membership, or such other categories as may be formed from time to time as decided by Council, namely:

6.1.1. **Ordinary Members:** Singapore citizens and permanent residents who are 18 years of age or over. Ordinary Members ~~who have been a member for six (6) months or longer~~ shall have nominating and voting rights and the rights to hold office in the Council.

6.1.2. **Junior Members:** Singapore citizens and permanent residents who are under 18 years of age. Junior Members shall have the privileges of Ordinary Members except that they shall have no nominating or voting rights ~~or~~ nor rights to hold any office in the Society.

6.1.3. **Life Members:** Singapore citizens, permanent residents and overseas ~~personnel~~ persons who are 21 years of age or over, and, have had their applications for Life Membership approved by the Council. Life Members (except Overseas Life Members) ~~who have~~ shall have nominating and voting rights and the rights to hold office in the Council.

~~been a member for six (6) months or longer shall have nominating and voting rights and the rights to hold office in the Council;~~

6.1.4.- **Corporate Members:** Organisations registered with ACRA Singapore that have their application for membership to the Society approved by the Council. Corporate Members may nominate a representative to attend any General Meeting of the Society, but shall have no nominating or voting rights ~~or nor rights to~~ hold any office in the Society.

6.1.5.- **Affiliate Members:** Photographic societies in any overseas country or in Singapore who have their application for affiliation to the Society approved by the Council. Affiliate Members shall have no nominating or voting rights ~~or nor rights to~~ hold any office in the Society.

6.1.6.- **Overseas Members:** Non-Singapore citizens and non-Singapore permanent residents. Overseas Members shall have no nominating or voting rights ~~or nor rights to~~ hold any office in the Society.

6.1.7.- **Honorary Life Members:** Persons who have rendered distinguished service to the Society or to photography and have been elected by the Council. Honorary Life Members shall possess all the privileges of Ordinary Members; ~~and save that they shall have no nomination or voting rights nor rights to hold any office in the Society.~~

6.1.8.- **Social Members:** Persons who have been identified by the Council as members who are only required to pay a nominal or no membership and subscriptions fee. Social Members shall have no nomination or voting rights ~~or nor rights to~~ hold any office in the Society.

6.2. All applications for any class of membership shall be subject to the approval of the Council.

6.3. The Council may from time to time create, remove, or vary any categories of membership as it deems necessary or convenient for the management of the Society.

## ~~7.~~ **7. Entrance Fee and Subscriptions**

7.1. The annual subscription for all categories of membership shall be determined by the Council. The Council may from time to time vary the entrance fees and subscriptions payable for membership for such period as it may deem fit. All subscriptions are payable in advance.

7.2. The income and property and any proceeds from the sale or disposal of any property, whether real or chattel, of the Society when-so-ever or how-so-ever derived shall be applied towards the promotion of the objects of the Society as set forth in this Constitution and no portion, whether in whole or in part, thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or capital distribution or otherwise

howsoever by way of profit to any person who at any time are or have been members of the Society or to any of them or to any person claiming through any of them.

**8. General Meetings**

8.1. The supreme authority of the Society is vested in a General Meeting of the members.

8.2. The Annual General Meeting of the Society shall be held ~~no later than~~ by the end of May of each year ~~and at~~. At such meeting, the Report and Statement of Accounts of the Council shall be received and adopted. The election of office bearers of the Council (~~other than the appointed positions such as Honorary Secretary and Honorary Treasurer~~) shall ~~also~~ be conducted ~~once every two years~~ during the Annual General Meeting. ~~as applicable~~.

**8.3. Extraordinary General Meetings**

8.3.1. An Extraordinary General Meeting shall be convened whenever the Council shall deem it desirable; or at the request in writing of not less than one-quarter of the total membership eligible to vote or 20 such members of the Society, whichever is the lower, stating the reason for such meeting, which shall take place within 21 business days of such request.

8.3.2. If the Council does not convene the Extraordinary General Meeting within 21 business days, the members who requested for the meeting shall convene the Extraordinary General Meeting by giving 14 business days' notice to members eligible to vote setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board.

#### 8.4. **Meeting Format**

8.4.1. General Meetings (Annual or Extraordinary) may be held either:

- (a) **Physically** at a designated venue; or
- (b) **Virtually** via electronic means (e.g., video conference, teleconference) that allow all members participating to communicate with each other simultaneously and instantaneously; or
- (c) **Hybrid**, combining physical and virtual participation.

8.4.2. The Notice convening any General Meeting shall specify the format, date, time, and place or platform (if virtual/hybrid). The notice shall be posted at least 14 business days before the date of such meeting.

8.4.3. For virtual or hybrid meetings, the Council shall make arrangements to:

- (a) verify the identity of members participating;
- (b) ensure members have a reasonable opportunity to participate, speak, and vote on matters; and
- (c) ensure the technical integrity of the voting process.

#### 8.5. **Quorum**

8.5.1. At any General Meeting one-quarter of the members eligible to vote or 20 such members, whichever is the less, shall form a quorum. Members present virtually shall also be counted towards the quorum.

8.5.2. In the absence of a quorum, the Meeting shall be adjourned for 30 minutes, and should the number of members present still be insufficient to form a quorum, those present shall then be considered a quorum, ~~but they shall have no power to alter, amend or make additions to these Rules.~~

8.5.3. Notwithstanding the foregoing, if a Meeting is called pursuant to a request in writing of not less than one-quarter of the total membership eligible to vote or 20 such members of the Society, and if fewer than three-quarters of the members who made the request in writing are present at the Meeting, the Meeting shall be deemed cancelled.

~~deemed cancelled.~~

#### 8.6. ~~Unless otherwise stated in this Constitution, voting~~ **Voting**

### **8.6.1. Voting by Proxy**

Voting by proxy shall not be allowed at all General Meetings. A member eligible to vote may appoint another member eligible to vote as his proxy by submitting a duly completed and signed proxy form to the Honorary Secretary at least 48 hours before the scheduled start of the meeting. No member, including the Chairman of the General Meeting, shall hold more than two (2) proxy votes.

### **8.6.2. Voting at Virtual/Hybrid Meetings**

For virtual or hybrid meetings, voting may be conducted by a show of hands or by any other method determined by the Chairman that is fair, verifiable, and in accordance with the meeting's procedures as announced at the start.

## **9. The Council**

9.1. The Society shall be managed by a Council consisting of members who shall be elected at

~~alternate Annual General Meeting to the following thirteen (13) Meetings up to a maximum of eleven (11) Council member posts:-- including the office of:~~

~~\* President~~

~~\* Deputy President~~

~~\* Vice Presidents (2) President~~

~~Honorary Secretary~~

~~\* Assistant Honorary Secretary~~

~~Honorary Treasurer~~

~~\* Assistant Honorary Treasurer~~

~~\* General Council Members (6) not exceeding 6); and \_\_\_\_\_~~

~~By appointment and not subject to election at AGM, the office of:~~

~~\* Honorary Secretary; and~~

~~\* Honorary Treasurer~~

9.2.—~~The~~ In addition, the Council may, for the purpose of succession planning and skills enhancement, co-opt up to ~~two (2) five (5)~~ additional appointed members ("Co-Opted Member") Members") for up to terms of two years, renewable subject to the review and endorsement of the Nominating Committee ~~to be included as-~~, provided that at all times at least half of the Council Members, excluding the office of the Honorary Secretary and the Honorary Treasurer, are members duly elected at an Annual General Meeting.

9.3. The nomination and election of Council ~~member positions in the Annual General Meeting~~members shall be as follows:--:

9.3.1. Nominations of Council members shall be made by (i) the Nominating Committee; and/or (ii) by any member who has a voting right, provided that the nomination is seconded by another member who has a voting right. All nominations, regardless of origin, must be endorsed by the Nominating Committee based on a fit and proper assessment, which must be submitted to the Committee for evaluation.

9.3.2. To be eligible as a member of the Council, ~~(excluding the posts of President, Vice President, Honorary Secretary and Honorary Treasurer), a person shall have been a person shall be an Ordinary or Life Member of the Society for a period of at least six (6) months;~~

9.3.3.— ~~\_\_\_\_\_ The Nominating Committee shall assess candidates against criteria it deems relevant to the needs of the Society and the requirements of the office, with the objective of ensuring that the Council is composed of individuals who collectively possess the appropriate expertise, experience, and diversity to effectively lead the Society.~~

9.3.4. To qualify for nomination for the post of President, Deputy President and/or Vice President, a person shall have ~~been an Ordinary Member for a minimum period of thirty-six (36) months, of which twelve (12) months shall have been as a member of relevant leadership experience. Prior service on the Council; or in a similar organisational role is desirable but not mandatory.~~

9.3.4.—~~5.~~ To qualify for nomination for the post of ~~Vice-President, appointed~~ Honorary Secretary or ~~appointed~~ Honorary Treasurer, a person shall have ~~been an Ordinary Member for a minimum period of twenty-four (24) months, of which twelve (12) months shall have been as a member of the Council;~~ relevant experience appropriate to the role.

9.3.5.—~~6.~~ All ~~the office bearers, except the Honorary Treasurer,~~ may be re-elected to the same or related post for a consecutive term of office. The term of office for ~~the Council is two (2) years. each elected Council member is two (2) years, subject to a cumulative maximum of nine years. A member's final term may be shortened to one year to comply with the nine-year limit.~~

9.3.6.—~~All 7.~~ In the event that the post of a Council ~~members can only member becomes vacant midway through its term for any reason whatsoever, the Council may appoint another person to serve up to a maximum as a member of the Council for the remaining term. The Council may also remove any such member it has appointed and appoint another person to fill the vacancy in his stead. Any such Council member appointed pursuant to this Article shall hold office only until the next Annual General Meeting and is then eligible for re-election.~~

9.3.8. **Cumulative Term Limit:** No member, whether elected or by appointment (subject to the overriding provision in clause 9.5), shall serve on the Council for more than a cumulative total of nine (9) years ~~from the date of~~. This limit applies to all service on the Council, whether consecutive or non-consecutive, and includes any service prior to the adoption of this rule for which records exist. For members who served prior to 18 May 2019, their first appointment, which cumulative service shall be deemed to be 18 May 2019 for those who have served ~~commenced on the Council prior to 18 May 2019.~~ for the purpose of this limit. Subject to the terms set out in section 9.5 herein, service as an appointed officer counts toward the cumulative nine-year limit if the individual also served as an elected Council member.

9.4. The method of election of office bearers shall be by simple majority voting at the

Annual General Meeting. In the event of a tie, re-votes shall be taken to determine ~~who shall~~  
~~be~~ the successful candidate. \_\_\_\_\_

~~9.5.~~

~~9.5~~ The office of that of the Honorary Secretary and Honorary Treasurer shall be by  
appointment instead of by election, save that a person holding the office of the Honorary  
Treasurer may be appointed for a maximum of 4 (four) years, which may, by the  
recommendation of the Audit Committee in consultation with the Nominating Committee,  
be extended by a further term of 2 years.

~~9.6.~~ A firm of Certified Public Accountants shall be appointed as Auditors at each Annual  
General Meeting ~~to audit the accounts of. Their appointment, reappointment, and~~  
~~remuneration must be recommended by the Audit Committee, which shall consider an~~  
~~evaluation and fee proposal submitted by the Society for a term of one (1) year.~~ Honorary  
Treasurer. The Auditors may be reappointed from year to year ~~not~~, but no individual audit  
partner shall sign off on the audit for a period exceeding five (5) consecutive years  
consecutively. ~~They will be required to audit each year's accounts and present an Annual Financial Report~~  
~~upon them to the Annual General Meeting; and may be required by the President, the Council or the Audit~~  
~~Committee to audit the Society's accounts for any period within their tenure of office at any date and make~~  
~~a report to the Council.~~

#### ~~9.6.7.~~ **Council Meetings**

~~9.7.1.~~ The Council shall meet at least once ~~a month~~ every two months and more  
often if it deems necessary. ~~A notice~~

~~9.7.2.~~ Notice of at least ~~7~~10 business days shall be given for a Council Meeting,  
specifying its format and connection details if virtual.

~~9.7.~~

~~9.7.3.~~ Members participating virtually shall be deemed present, shall count towards  
the quorum, and may vote.

~~9.8.~~ Any Council member who ~~has been served Notice of Council meetings and who~~  
absents himself from two consecutive ~~monthly~~ Council meetings without a satisfactory  
explanation shall be considered as having resigned voluntarily from the Council.

~~9.8.9.~~ At ~~the any~~ meeting of the Council, half of the current number of ~~council~~ Council  
members shall form a quorum.

~~9.~~

~~9.10.~~ The Council may fill any vacancy which arises in its membership, including office  
bearers, ~~upon the recommendation of the Nominating Committee.~~ Council members  
appointed in this way shall hold office until the ~~next~~ following Annual General Meeting at  
which they will be eligible for re-election. Any changes in the ~~Committee~~ Council shall be  
notified to the Registrar of Societies within two (2) weeks of the change.

#### 10. **Powers of the Council**

10.1. The Council shall manage the affairs of the Society and **may** make such standing orders **or policies** as it deems necessary for the **effective** management of the Society.

10.2. The Council shall have the authority to enter into contracts on behalf of the Society in line with the mission and vision of the Society, including employing staff and contracting for services, as it deems fit.

10.3. The Council may ~~meet any expenses for the requirements of the Society by authorising~~ **authorise** payment ~~for the same~~ from the **Society's** funds ~~of the Society~~ **for expenses necessary for the Society's operations**. All funds of the Society shall be deposited in the name of the Society with a bank or other financial ~~institutions~~ **institution** approved by the Council.

10.4. The Council shall approve a Delegation of Authority framework, which shall define the limits of authority for office bearers, committees, and staff.

~~44.~~ **11. Duties of the Office Bearers**

11.1. The President shall chair all General and Council meetings. He shall also The President together with the respective office bearers shall represent the

Society in all its dealings with outsideexternal persons and bodies., acting within the authority delegated by the Council.

~~11.2. Either The Deputy-President and failing him the Vice-President mayshall deputise for the President in his absence with, in accordance with the Delegation of Authority framework and perform such authorityother duties as assigned by the Council.~~

~~might be delegated by the President.~~

~~11.3. The Honorary Secretary shall keep all non-financial records of the Society (other than the financial) and~~

~~shall be responsible for their accuracy. He shall keep minutes of all General and Council meetings and shall as well as that of the Advisory Board, Audit Committee and Nominating Committee and attend to the general correspondence and business of the Society.~~

~~11.4. The Assistant Honorary Secretary shall assist the Honorary Secretary in the discharge of his duties.~~

~~duties.~~

~~11.5. The Honorary Treasurer shall keepbe the custodian of all the funds of the Society, collect and disburse all money~~

~~on behalf of the Society, and shall keep an accountmaintain accurate accounts of all monetary transactions of the Society and. He shall be responsible for its correctnessthe preparation of the Society's financial statements. A sum of no more thanpetty cash float, not exceeding \$1,000 or such other sum as may be determined by the Council at any one time from the funds of the Society may be kept in the custody of the Society's staff as Petty Cash which shall be accounted for., may be maintained.~~

~~11.6. The Assistant Honorary Treasurer shall assist the Honorary Treasurer in the discharge of his duties.~~

~~duties.~~

~~11.7. The General Council Members shall assist the key office bearers in managing the Society's~~

~~Society's affairs, as well as and shall take lead roles in~~ organising events and activities to achieve the ~~Society's aims of, as delegated by the Society Council.~~

~~11.8.~~ All office bearers shall at all times act honestly and use reasonable diligence in the discharge  
of the duties of their offices.

~~11.9.~~ An office bearer shall not make improper use of his position ~~as an office bearer of the Society~~  
or ~~any of~~ information acquired by virtue of his position ~~as an office bearer of the Society~~ to gain, directly or indirectly, an advantage for himself or for any other person or to cause detriment to the Society.

~~11.10.~~ All office bearers shall perform their duties within the limits of authority set out in the ~~Delegation of Authority framework approved by the Council.~~

## ~~12.~~ **12. The Advisory Board ("Board")**

12.1. The Board shall comprise ~~Nine (9)~~ **up to ten (10)** members:-

- ~~(a)~~ **(a)** The President;
- ~~(b)~~ **(b)** Two (2) Council members as appointed by the Council; and
- ~~(c)~~ **(c)** ~~Six (6)~~ **Up to Seven (7)** members of the Society, who shall not be members of the Council, as appointed by the Council on the recommendation of the Nominating Committee.

~~12.2.~~ Members of the Board will appoint among themselves a Chairman of the Board, who shall not  
be a ~~Council member of the Council.~~ The Chairman of the Board shall chair the meetings of the Board.

~~12.3.~~ ~~Members of the Board shall take up office contemporaneously with the Council's tenure.~~

~~12.4.~~ The Board shall have the following duties:-:

12.4.1. To help chart the strategic growth and development of the Society.

12.4.2. To share experience, raise vital resources, ~~implement~~ **advise on** programme goals and counsel on **strategic** issues raised by the Council.



~~12.4.~~ ~~12.5.~~ Other than the ~~office bearers~~ President and the two Council members, the rest of the Board Members shall not hold any executive

powers, and shall not be involved in the day-to-day management of the Society. Non-Council Board members serve in an advisory capacity only.

#### ~~12.6.~~ ~~12.5.~~ **Board Meetings**

The Board shall meet as often as necessary but at least thrice a once per year, preferably jointly with the Council. Meetings may be held physically, virtually, or in a hybrid format.

~~12.7.6.~~ The Board shall be responsible for establishing and maintaining a Code of Conduct for the Society, which shall be reviewed annually and made available to all members of the Society upon request.

~~12.8.~~ ~~7.~~ All members of the Council and the Board shall adhere to the Code of Conduct, and sign their

agreement thereof upon their election or re-election to the Council, or upon their appointment or re-appointment to the Board.

#### ~~13.~~ **13. Honorary Patron**

13.1. A person in good standing who, in the opinion of the ~~council~~ Council, can enhance the reputation of

the Society and contribute to its progress by contributing in kind or a monetary sum of such number as may be as determined by the Council from time to time, shall be eligible for appointment by the Council as an Honorary Patron of the Society.

The Council reserves the right to change the Honorary Patron from time to time.

#### ~~14.~~ **14. Trustees**

14.1. ~~\_\_\_\_\_~~ If the Society at any time acquires any immovable property, such property shall be vested in

~~the~~ Trustees subject to a declaration of trust.

14.2. ~~\_\_\_\_\_~~ The Trustees of the Society shall:

14.2.1. not be more than five (5) and not fewer than two (2) in number;

14.2.2. be elected by a General Meeting of members;

14.2.3. not be members of the Council; and

14.2.4. not effect any sale, mortgage or transfer of the Society's property without the prior approval of the General Meeting of members.

14.3. \_\_\_\_\_ The office of the Trustee shall be vacated:

14.3.1. \_\_\_\_\_ if the Trustee dies or becomes ~~a lunatic or of unsound mind or is otherwise~~ incapable of performing his ~~or her~~ duties ~~as a Trustee~~;

14.3.2. \_\_\_\_\_ if he is absent from ~~the Republic of~~ Singapore for a period of more than one (1) year;

14.3.3. \_\_\_\_\_ if he is guilty of misconduct ~~of such a kind as to render, rendering~~ it undesirable that he continues as a Trustee; or

14.3.4. \_\_\_\_\_ if he submits a written notice of resignation ~~from his trusteeship in writing~~ to the Council.

~~14.4.14.4.~~ Any ~~vacancies~~vacancy in the trusteeship may be filled at a General Meeting.

14.5. \_\_\_\_\_ Notice of any proposal to remove a Trustee ~~from his trusteeship~~ or to appoint a new Trustee

~~to fill a vacancy~~ must be ~~given by posting it posted~~ on the Society's notice board ~~in the Society's premises at (or its website) 'at~~ least two (2) weeks before the relevant 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.

14.6. \_\_\_\_\_ ~~Notwithstanding Article 14.2 above, the~~ \_\_\_\_\_ The Society may appoint a corporate trustee to replace

~~the individual~~ Trustees ~~of the Society~~ upon approval at a General Meeting.

14.7. \_\_\_\_\_ The address of ~~each any~~ immovable property ~~of the Society, name of each Trustee~~ and ~~any~~

~~subsequent change~~ the particulars of the Trustees must be notified to the Registrar of Societies.

## 15. The Nominating Committee

15.1. There shall be a Nominating Committee consisting of three (3) members, including:

15.1.1. one (1) member of the Board, who shall not also be a member of the Council; and ~~who shall act as Chairman of the Nominating Committee;~~

~~15.1.2. 15.1.2. two (2) members~~ one (1) member of the Council, who shall not be the President or a Vice President.; and

15.1.3. one independent member who is not on the Board or the Council.

~~15.2. All members of the Nominating Committee shall be appointed by the Council, and the Council which shall also appoint a Chairman from amongst them a Chairman of the Nominating Committee, who shall chair all the meetings of the Nominating Committee..~~

~~15.3. The term of the Nominating Committee shall be the same as that of the Council.~~

~~15.3. 15.4. If a member of the Nominating Committee resigns, dies or for any other reason ceases to be a member of the Nominating Committee, the Council may fill any vacancy which arises in the membership of the Nominating Committee. Any changes in the Nominating Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.~~

~~15.5. The Nominating Committee shall meet as often enough as necessary, and at least once a year, to undertake its role effectively, and at least once a year, and the Chairman of the Nominating Committee shall have the power to call meetings of the Nominating Committee.. Meetings may be held physically, virtually, or in a hybrid format.~~

~~15.4. 15.6. The Chairman of the Nominating Committee, or his duly appointed delegate who shall also be a member of the Nominating from the Committee, shall attend the Society's Annual General Meeting and be prepared AGM to respond to any questions raised by members on the Committee's activities of the Nominating Committee..~~

~~15.7. 15.5.~~ The Nominating Committee shall have the following duties:

~~15.75.1. to To regularly review the composition (including the skills, knowledge, experience and, diversity) of the Council and the Board, and make recommendations to the Council with regard to any proposed refreshments of Council or Board membership; for refreshment.~~

~~15.75.2. to To make recommendations to the Council in relation to on the re-election or reappointment re-appointment of any member of the Council or the Board; member.~~

~~15.75.3. to To source for and, identify, and evaluate suitable candidates for Council elections;~~

~~15.7.4. to identify and recommend suitable candidates to the Council for appointment to the Board; and~~

~~15.7.5. to report to the Council on its proceedings after each meeting on all matters within its duties and responsibilities as set out in these Rules, and make the appropriate recommendations.~~

~~15.8. In identifying and nominating suitable candidates for Council elections or for and Board appointments, the Nominating Committee shall:~~

~~15.8.1. evaluate the balance of to ensure a robust and effective leadership qualities, skills, knowledge, experience and diversity on the Council or Board (as the case may be), and consider candidates in the light of this evaluation; pipeline.~~

~~15.8.2. consider candidates from a wide range of backgrounds 5.4. To evaluate and from and orse, if deemed appropriate, all segments of the community;~~

~~15.8.3. consider candidates on merit and against objective criteria and with due regard to nominations for the benefits of diversity on the Council or Board (elections, as the case may be), including gender; and per Rule 9.3.1.~~

~~15.5.5. To report to the Council after each meeting.~~

~~15.6. 15.8.4. take care that candidates have enough time available to devote to the position.~~

~~15.9. The Council shall ensure that the Nominating Committee is provided with the necessary information; and supplied with sufficient resources; for it to carry out its duties.~~

## **16. The Audit Committee**

16.1. The Audit Committee shall consist of three (3) members, including:

16.1.1. one (1) member of the Board, who shall not also be a member of the Council; ~~and and who shall act as Chairman of the Audit Committee; and~~

~~16.1.2. 16.1.2. two (2) members~~ one (1) member of the Council, who shall not be the President or a Vice President.; ~~and~~

~~16.1.3. one independent member who is not on the Board or the Council.~~

16.2. All members ~~of the Audit Committee~~ shall be appointed by the Council, ~~and the Council which~~ shall appoint a Chairman from amongst them ~~a Chairman of the Audit Committee, who shall chair all the meetings of the Audit Committee..~~ The Chairman of the Audit Committee shall possess ~~recent and relevant~~ accounting or ~~related~~ financial management ~~expertise or~~ experience.

~~16.3. The term of the Audit Committee shall be the same as that of the Council.~~

~~16.4. If a member of the Audit Committee resigns, dies or for any other reason ceases to be a member of the Audit Committee, the Council may fill any vacancy which arises in the membership of the Audit Committee. Any changes in the Audit Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.~~

~~16.5.3. The Audit Committee shall meet often enough to undertake its role effectively, and at least twice a year, and the Chairman of the Audit Committee shall have the power to call meetings of the Audit Committee as often as needed. Meetings may be held physically, virtually, or in a hybrid format.~~

~~16.6.4. The Chairman of the Audit Committee, or his duly appointed delegate who shall also be a member of from the Audit Committee, shall attend the Society's Annual General Meeting and be prepared to respond to any questions raised by members on the activities of the Audit Committee..~~

16.7.5. The Audit Committee shall have the following duties:

16.75.1. ~~—to monitor the integrity~~To maintain an overview of the financial statements~~performance~~ of the Society, ~~including any interim statements, and review~~ and report ~~to the Council and the Board any~~ significant financial reporting issues ~~so as to the Council and Board~~ to ensure the integrity of the Annual Financial Report ~~of the Society~~;

16.75.2. ~~—to~~To review ~~and report to the Council and the Board~~, at least annually, the adequacy and effectiveness of the Society's internal controls, ~~including~~ (financial, operation, ~~operational~~ and compliance ~~controls~~);

16.75.3. ~~—to~~To review the scope and results of ~~any audits conducted by the Society's Auditors~~; ~~the external audit~~.

16.75.4. ~~—to~~To work closely with the Society's Auditors in the ~~review~~ (not preparation) of the Society's Annual Financial Report;

16.7.5. ~~—to~~5. To make recommendations to the Council and the Board on the appointment, ~~reappointment and re-appointment~~, removal ~~of the Society's Auditors~~, and approving the, ~~and~~ remuneration ~~and terms of engagement~~ of the Society's Auditors; ~~having considered the Honorary Treasurer's evaluation and recommendations~~.

~~16.75.6. To review all Conflict of Interests declarations and Interested Person Transactions.~~

~~16.5.7. To report to the Board and/or the Council on its proceedings and Board after each meeting on all matters within its duties and responsibilities as set out in these Rules, and make the appropriate recommendations.~~

~~16.8.6. The Council shall ensure that the Audit Committee is provided with the necessary information, and supplied with sufficient resources, for it to carry out its duties.~~

~~16.9.7. The Audit Committee shall review establish and maintain a Whistle-blowing Policy by which members of the Society and any other persons may, in confidence, raise concerns about possible for the confidential reporting of improprieties in matters of financial reporting or other matters.~~

~~16.10.~~

~~16.8. The Audit Committee shall ensure that arrangements are in place for such the independent review and investigation of concerns to be raised and independently reviewed and investigated by the Audit Committee, and for appropriate follow up action to be taken, including the referral of such concerns to the Council and/or the Board.~~

~~16.11. The Audit Committee shall make available to the public the details of under the Whistle-blowing Policy and the procedure for raising such concerns in line with the Whistle-blowing Policy.~~

~~16.9. The Whistle-blowing Policy and reporting procedure shall be made publicly available.~~

~~17. — 16.10. Committees~~

~~The Chair of the Audit Committee may co-opt persons for whistleblowing investigations after consulting the Board Chair or Chair of the Nominating Committee. The Council shall have the right be informed promptly, depending on the confidentiality nature of the investigation where if it involves any members of the Council, then Council may not be required to be notified.~~

## ~~17. Committees~~

~~The Council may establish such other committees with respect to issues that as it deems fit for the proper running of the Society and shall delegate authority to them as per the Delegation of Authority framework. Committee meetings may be held physically, virtually, or in a hybrid format.~~

## ~~48. 18. Conflicts of Interest and Interested Person Transactions~~

~~18.18.1. — 1. Every member of the Council, the Board, and the all Committees, shall make periodic declarations to the Audit Committee of declare any interest he has that may, whether directly or indirectly, conflict with his their duties to the Society. Declarations shall be made: (a) **Annually**, via a prescribed~~

~~18.2.~~ The form and extent of the declarations and the frequency of the declarations shall be determined by the Audit Committee.

18.3. The Audit Committee shall review all declarations made pursuant to Rule [18.1] and determine if \_\_\_\_\_ any; \_\_\_\_\_ and  
(b) **Ad-hoc**, as and when a new conflict or potential conflicts exists.

~~18.4.~~ Every member of the Council, the Board, and the Committees, who enters into a transaction, acquires any interest in property or becomes aware of any circumstances which may, whether directly or indirectly, create a conflict between his interest and his duties to the Society, shall send a written notice to the Audit Committee setting out the facts and the nature, character and extent of the conflict or potential conflict.

~~18.5.~~ The Audit Committee shall, as soon as practicable after the receipt of written notice referred to in Rule [18.4], or upon determining that a conflict or potential conflict is disclosed pursuant to Rule [18.3], convene a meeting with representatives of the Council and the Board to determine the resolution of any conflict or potential conflict of interest. The member to whom the conflict or potential conflict relates shall abstain from participating in such a meeting, unless his participation is required, he agrees to abstain from voting at the meeting and he agrees to abide by any decision or outcome of the meeting proposed.

18.2. ~~18.6.~~ Every member of the Council, the Board, and the Committees established under these Rules who receives any gift or hospitality from a third party in connection with his role, shall send a written notice to the Audit Committee setting out the facts and nature of the gift or hospitality, unless he reasonably believes the value of the gift or hospitality, and the aggregate value of all gifts and hospitalities received from that third party in connection with his role over the preceding six (6) months does not exceed \$50/-.

18.7. The Audit Committee shall review all notices made pursuant to Rule [18.6] declarations and determine what further actions, if any, are required a conflict exists.

~~19.~~ **Interested Person Transactions** 18.3. A member

~~19.1.~~ Every member of the Council, the Board, and the Committees established under these Rules who is in any way, ~~whether directly or indirectly,~~ interested in a transaction or proposed transaction with the Society shall as soon as is practicable after the relevant facts have come to his knowledge send a written notice to the Audit Committee containing details on the nature, character and extent of his interest in the transaction. (an "

~~19.2.~~ The Audit Committee shall periodically review all transactions entered into or proposed by the Council, the Board or the Committees on behalf of the Society, and determine if any of the transactions or proposed transactions constitute Interested Person Transactions.

~~19.3.~~ The Audit Committee shall, as soon as practicable after the receipt of any written notice referred to in Rule [19.1], or upon determining that an Interested Person Transaction") must immediately declare the nature and extent of their interest in writing to the Audit Committee.

~~18.4.~~ ~~has been entered into or~~ The Audit Committee shall review all declarations and proposed transactions to identify Interested Person Transactions.

~~18.5.~~ pursuant to Rule [19.2], The Audit Committee shall convene a meeting as necessary to review and determine the appropriate management or resolution of any conflict or Interested Person Transaction. The interested member shall not participate in relevant discussions or votes unless requested, and must abide by the Committee's decision.

~~18.6.~~ Every member of the Council, Board, and Committees who receives any gift or hospitality in connection with their role valued over \$50 (or exceeding \$50 in aggregate from one source in six months) must declare it in writing to the Audit Committee.

~~20.~~ **19. Change of Address and Resignation**

~~19.20.1.~~ Unless the Honorary Secretary shall have been notified in writing, it shall be presumed that

~~the~~ 1. A member's last known registered address of a member in the Society's books of the Society is the shall be deemed correct address for all purposes of correspondence and communication.

~~20.2.~~ Any member of the Society wishing to resign from the Society shall give notice of his desire to do so, in writing, to unless the Honorary Secretary and is notified in writing of a change.

~~19.2.~~ A member wishing to resign shall give written notice to the Honorary Secretary. ~~Absence of such notice means the member is not be~~ deemed to have resigned in the absence of such notice.

~~24.~~ **20. Defaulters**

24

~~20.1.~~ A member whose subscription ~~remains~~is unpaid for three months shall be ~~served~~  
~~by the~~

~~Honorary Treasurer with a given 14 days' notice requesting him to pay it within the ensuing fourteen (14) days. Should the subscription remain . If unpaid after this period has elapsed, the name of the member, shall, in the absence of any reason which to the Council seems reasonable, be removed from the current list of members of the Society. Provided always, the Council may remove the member's name from the list, unless there is a reasonable excuse. The Council may suspend the operation of this rule at its discretion.~~

~~21.2.~~ A member ~~of the Society whose name has been removed from the current list of members~~

~~for non-payment may not enjoy any of the membership privileges of membership until such time as he has paid the all arrears of subscription due to the Society are paid.~~

## ~~22.~~ **21. Expulsion**

~~22~~

~~21.1.~~ The Council ~~shall have the power~~may, after a proper enquiry, ~~to expel from where the Society any~~ member

~~whose conduct has been found, by a majority of at least two thirds of the members of the Council present at the enquiry, to be prejudicial to the interests of the Society.~~

~~22.2.~~ The Council shall ensure that at the enquiry the member in question is ~~afforded~~given an opportunity

~~to be heard and to state his case., expel any member whose conduct is found by a two-thirds majority of the Council present to be prejudicial to the Society's interests.~~

~~22.3.21.2.~~ No refund of ~~entrance fee, advance subscription or life membership subscription shall be~~

~~any fees shall be made to a member an expelled by the Council member.~~

## ~~23.~~ **22. Prohibition**

~~23~~

~~22.1.~~ Gambling of any kind, excluding ~~the promotion or conduct of a private lottery which has been~~

~~permitted under the Private Lotteries Act Cap 250 private lotteries, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.~~

~~23~~22.2. The ~~Society's~~ funds ~~of the Society~~ shall not be used to pay the fines of members ~~who have been~~

convicted in ~~Court~~ court.

~~23~~

22.3. The Society shall not ~~attempt to restrict or in any other manner interfere with trade or prices~~ or engage in any trade union activity, as defined ~~in any written law relating to trade unions for the time being in force in~~ by Singapore ~~law~~.

~~23~~22.4. The Society shall not indulge in any political activity or allow its funds ~~and/or~~ premises to be

~~used~~ used for political purposes.

~~23~~22.5. The Society shall not raise funds from the public ~~for whatever purposes~~ without the prior

~~written~~ approval ~~in writing~~ of the Assistant Director ~~of~~ Operations, Licensing Division, Singapore Police Force and other relevant authorities. ~~This clause does not prohibit the Society from receiving unsolicited donations from the public.~~

~~23~~

22.6. The Society shall not hold any lottery, ~~whether confined to~~ ~~in~~ its members or not, in the name ~~or that~~ of

~~the Society or its office bearers, Council, Board, Committees or members unless with the~~ ~~without~~ prior approval of the relevant authorities.

## ~~24.~~ ~~23.~~ **Amendments to Rules**

~~24~~

23.1. No ~~alterations~~alteration or ~~additions~~addition to these Rules shall be made except at a General Meeting with a

~~full~~ quorum present, and they shall not come into force without the prior sanction of the Registrar of Societies.

## ~~25.~~ ~~24.~~ **Dissolution**

~~25~~

24.1. The Society shall not be dissolved except with the consent of not less than three-fifths of the

~~members~~ members eligible to vote ~~for the time being residents in Singapore of the Society,~~ expressed ~~either in person or by proxy~~ at a General Meeting convened for the purpose, or by postal vote.

~~25~~24.2. ~~In the event of the Society being dissolved in the manner provided above~~ ~~Upon~~ ~~dissolution,~~ all debts and

~~liabilities legally incurred on behalf of the Society~~ shall be fully discharged, ~~and the~~ ~~The~~ remaining funds, ~~properties and~~ assets ~~of the Society whatsoever~~ shall be distributed to registered charities

~~and institutions of public character~~ or Institutions of a Public Character that promote photographic interests, as nominated at a General Meeting ~~of the members, or in the absence of such a nomination, as nominated~~ or, in default, by the Trustees.

~~25~~24.3. Notice of dissolution shall be given ~~within seven days of the dissolution~~ to the Registrar of

~~Societies~~ within seven days.

~~26.~~ **25. Rules or By-laws**  
~~26~~

~~25~~.1. The Council may ~~from time to time~~ make such rules or by-laws as it deems necessary ~~or~~

~~convenient~~ for the management of the Society.

~~26~~.2. ~~The Society at a General Meeting shall have the power to alter or repeal the rules or by-laws and to make additions to them, and the Council shall adopt such means as it deems sufficient to bring to the notice of members all such rules or by-laws, which so long as, provided they shall be in force, shall be binding on all members provided nevertheless that no rule or by-law shall be are not inconsistent with, or shall affect or repeal anything contained in this Constitution.~~

~~25~~.2. The Society at a General Meeting may alter, repeal, or add to such rules or by-laws.

~~27.~~ **26. Interpretation**  
~~27~~

~~26~~.1. ~~When any matter not provided for in the Rules arises, the~~ The Council shall have the power to use

~~its own~~ discretion to ~~dispose of or settle the same~~ any matter not provided for in

~~27~~.2. ~~The authentic text of these Rules shall be the~~

~~26~~.2. The English text of this Constitution shall be the authentic text.

**27. Indemnity**

27.

1 Office bearers, Council, members of the Advisory Board and Board Committees, including but not limited to the Audit and Nomination Committees shall be indemnified against liabilities incurred in good faith in the discharge of their duties, subject to the Societies Act.

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**SCHEDULE: EMBLEM OF THE PHOTOGRAPHIC SOCIETY OF SINGAPORE**

*(Emblem to be inserted here)*