

CONSTITUTION OF KNOWLEDGE MANAGEMENT SOCIETY (KMS), SINGAPORE

NAME

1. This Society shall be known as the "Knowledge Management Society (KMS), Singapore ", hereinafter referred to as the "Society".

PLACE OF BUSINESS

2. Its place of business shall be at "14 Robinson Road, #08-01A, Far East Finance Building Singapore 048545" or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTIVE

3. The Society exists to promote knowledge management among organizations which seek to become more knowledge ready, in order to be more future ready. The support to member organizations will include knowledge management benchmarking, training and education and the promotion of knowledge communities and networks within Singapore and globally.

MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 Ordinary Membership is open to Singapore Citizens or Permanent Residents and whose work is related to or who have an interest in knowledge management. Ordinary Members shall have voting rights, so long as they are fully paid up Members as acknowledged by the Society. Only ordinary members shall have the rights to hold office in the Society.

4.2 Associate Membership is open to full-time or part-time students studying in local or overseas educational institutions who have an interest in knowledge management. Associate Members shall have no voting rights.

4.3 Corporate Membership is open to registered organizations in Singapore whose employees' work is related to or who have an interest in knowledge management. Employees of corporate members will enjoy free access to the society-organized events unless otherwise notified. Proof of employment may be requested by the Society at its events. Each organization is only entitled to one voting right. The employee with the voting right has to be nominated in writing by the organization to the

Society at least three days before the General Meeting.

4.4 External Membership is open to Foreigners that are not Singapore Citizens or Permanent Residents and whose work is related to or who have an interest in knowledge management. External Members shall have no voting rights.

4.5 Honorary Membership is conferred by the Executive Committee on individuals who have rendered outstanding service in knowledge management in Singapore and overseas. Honorary Members shall not have the right to vote or the right to hold office in the Society.

APPLICATION FOR MEMBERSHIP

5.1 An individual or organization who wishes to join the Society should complete the online membership application form available at the Society website or via email as provided by the Society.

5.2 The Executive Committee will decide on the application for membership.

5.3 A copy of the Constitution shall be made accessible to every approved member.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

6.1 There shall be no entrance fee payable for all members.

6.2 Annual subscriptions are payable as follows:

Ordinary Membership	S\$250
Associate Membership	S\$150
Corporate Membership	S\$500-2000 (depending on category)
External Membership	S\$250
Honorary Membership	Nil

** With effect from Nov 2017 onwards*

6.3 Annual subscriptions are payable in advance within the first month of the year. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Secretary. If he fails to settle his arrears within 4 weeks of their becoming due, the President may order that his name be posted on the Society's digital notice board and that he be denied the privileges of membership until he settles his account. If he falls into arrears for more than three months, he will automatically cease to be a member and the Executive Committee may take legal action against him provided that they are satisfied that he has received due notice of his debts.

6.4 Any additional fund required for special purposes may only be raised from

members with the consent of the General Meeting of the members.

SUPREME AUTHORITY AND GENERAL MEETINGS

7.1 The supreme authority of the Society is vested in a General Meeting of the members presided over by the President.

7.2 An Annual General Meeting shall be held by end of February.

7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or 30 voting members, whichever is the lesser, and may be called at any time by order of the Executive Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene the Extraordinary General Meeting.

7.4 If the Executive 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 ten days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board.

7.5 At least two weeks' notice shall be given of an Annual General Meeting and at least ten days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Society's digital notice board four days in advance of the meeting.

7.6 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.

7.7 The following points will be considered at the Annual General Meeting:

- a) The previous financial year's accounts and annual report of the Executive Committee.
- b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

7.8 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one week before the meeting is due to be held.

7.9 At least 25% of the total voting membership or 30 voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

7.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any of the existing rules.

MANAGEMENT AND EXECUTIVE COMMITTEE

8.1 The administration of the Society shall be entrusted to an Executive Committee consisting of the following to be elected at alternate Annual General Meetings (once every 2 years):

- A President
- 2 Vice-Presidents
- A Secretary
- A Treasurer
- 5-14 Executive Committee Members

8.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers may be re-elected to the same or related post for a consecutive term of office. The term of office of the Executive Committee is two years.

8.3 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favor of one of themselves.

8.4 An Executive Committee Meeting shall be held at least once every 3 months after giving seven days' notice to Executive Committee Members. The President may call an Executive Committee Meeting at any time by giving five days' notice. At least 1/2 of the Executive Committee Members must be present for its proceedings to be valid.

8.5 Any member of the Executive Committee absenting himself from two meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Executive Committee and a successor may be co-opted by the Executive Committee to serve until the next Annual General Meeting. Any changes in the Executive Committee shall be notified to the Registrar of Societies within two weeks of the change.

8.6 The duty of the Executive Committee is to organize and supervise the day to day activities of the Society. The Executive Committee shall have the power to form Working Committees from time to time to execute tasks such as standardization and content management. The Executive 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 Meetings.

8.7 The Executive Committee has power to authorize the expenditure of a sum not exceeding \$10, 000 per month from the Society's fund for the Society's purposes. Any amount exceeding \$10, 000, for Society activities, will require endorsement at the AGM or EOGM. This does not include expenses associated with the annual conference.

DUTIES OF OFFICE-BEARERS

9.1 The President shall chair all General and Executive Committee meetings. He/She shall also represent the Society in its dealings with outside persons.

9.2 The Vice-Presidents shall assist the President and deputize for him in his/her absence.

9.3 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will keep minutes of all General and Executive Committee meetings. He shall maintain an up-to-date Register of Members at all times.

9.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He/She is authorized to expend up to \$500 per month for petty expenses on behalf of the Society. He/She will not keep more than \$500 in the form of cash and money in excess of this will be deposited in a bank to be named by the Executive Committee. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President.

9.5 Executive Committee Members shall assist in the general administration of the Society and perform duties assigned by the Executive Committee from time to time.

AUDIT AND FINANCIAL YEAR

10.1 A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting for a term of 1 year and shall be eligible for reappointment.

10.2 They:

- a) Will be required to audit each year's accounts and present a report upon them to

the Annual General Meeting.

- b) May be required by the President to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Executive Committee.

10.3 The financial year shall be from 1st November to 31st October.

TRUSTEES

11.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

11.2 The trustees of the Society shall:

- a) Not be more than four and not less than two in number.
- b) Be elected by a General Meeting of members.
- c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

11.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.
- b) If he is absent from the Republic of Singapore for a period of more than one year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

11.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Society's 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.

11.5 The address of each immovable properties, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

PROHIBITIONS

12.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

12.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in a court of law.

12.3 The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

12.4 The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement 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.

12.5 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

12.6 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Executive Committee or members unless with the prior approval of the relevant authorities.

12.7 The Society 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.

AMENDMENTS TO CONSTITUTION

13 No alteration or addition/deletion to this Constitution shall be made except at a General Meeting and with the consent of two-thirds of the voting members present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

INTERPRETATION

14 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have power to use its own discretion. The decision of the Executive Committee shall be final unless it is reversed at a General Meeting of members.

DISPUTES

15 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

16.1 The Society shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of the Society for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

16.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

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

THE END