

**SINGAPORE ADVERTISERS ASSOCIATION  
RULES AND REGULATIONS**

## **RULES**

### **INTERPRETATION**

1. In these Rules unless there be something in the subject matter or context inconsistent therewith:—

"The Association" means the Singapore Advertisers Association.

"Ordinary Member" means any partnership, company or corporation involved in advertising in Singapore whose application for membership shall have been approved by the Council and whose name shall have been entered on the Register.

"Associate Member" means any partnership, company or corporation involved in business in Singapore as Advertising Agents, Media Owners and such other business or businesses as may from time to time be so classified by the Council and whose application shall have been approved by the Council. They shall not be entitled to vote at General Meetings.

"The Council" means the Council of the Association.

"Register" means the Register of Members as provided for by the Rules.

"The Secretary" and "the Treasurer" means the persons or firms appointed under Rule 15 to act respectively as the Secretary and the Treasurer of the Association.

"The Rules" means the Rules of the Association as herein contained and any future additions, modifications or amendments thereto.

"Month" means Calendar Month.

"In Writing" and "Written" include printing, type-writing, lithography and other modes of representing or reproducing words in the English Language. Words importing the singular number or the masculine gender only include the plural number or the feminine gender and vice versa. Words importing persons include corporations.

The Council shall be the sole authority for the interpretation of the Rules and any By-laws made hereunder, and the decision of the Council thereon shall be final and binding on all Members.

### **NAME**

2. The name of the Association shall be "Singapore Advertisers Association."

### **REGISTERED PLACE OF BUSINESS**

3. The Registered Place of Business of the Association shall be situated at 2101, Ocean Building, Collyer Quay, Singapore 0104 or such other address as may subse-

quently be decided upon by the Council and approved by the Registrar of Societies.

#### OBJECTS

4. The objects of the Association shall be:—

- (1) To enable Members through the Association to speak with one voice and act with one purpose on advertising matters.
- (2) Holding meetings for the discussion of matters of interest to members.
- (3) Promoting or making representation against measures capable of affecting advertisers as a body.
- (4) Providing an official voice whereby members can collectively make known their wishes to media owners and advertising agents, (either as individuals or associations) and thereby seek recognition of just claims.
- (5) To maintain good relations with all other bodies and organisations connected with advertising as a whole or for any particular purpose and to co-operate with them for the benefit of advertising.
- (6) Prosecuting or defending any suits, applications and proceedings against the Association, before any court or tribunal.
- (7) To raise funds by means of subscriptions of Members and levies on Members or otherwise for all the purposes and objects of the Association in such amounts and in such manner as is provided for in the Rules.
- (8) To promote, hold, sponsor or assist in the promoting, holding or sponsoring of Exhibitions of advertising matter or connected with such other objects as may be considered by the Council to be allied to or in conformity with all or any of the objects of the Association.
- (9) Advocating the complete and accurate disclosure of circulation figures by proprietors of all printed advertising media, and of audience or viewers by proprietors of radio, television, film, theatre slide, and out-door media; and supporting the establishment of an Audit Bureau of Circulations and Circulations Audit Board.
- (10) Promoting the elimination of fraudulent, untruthful, misleading or otherwise objectionable advertising increasing thereby the public confidence in advertising and in advertised goods and services.
- (11) Advocating the standardization and simplification of advertising rate cards.
- (12) Entering into any affiliation with, or promoting, or assisting in the promotion of any association, having objects similar to those of the Association, or calculated to benefit generally the members of the Association.
- (13) Printing and publishing newspapers, magazines, periodicals, newsletters, and memoranda for the spreading of information on any matters related to the objects of this Association, and for other like purposes.
- (14) Being at all times of continual service, and supplying information to members on all matters germane to advertising.
- (15) Investing the funds of the Association in such manner and in investments of such kind and nature as the Council may think fit.
- (16) Acting as arbitrator or mediator in the settlement of disputes among members.
- (17) To organise, promote, sponsor and participate in educational and training programmes in advertising and related fields, either on its own or jointly with academic, vocational, cultural and professional organisations.
- (18) Generally to promote, further and protect the mutual interests of Members and to do all such other lawful things as are or may be incidental or conducive to the attainment of the above objects or any of them.
- (19) To participate in such business ventures or incorporate such corporate bodies which the Association deems fit for the fulfillment of its objectives and to invest such funds necessary and pay such costs and expenses thereby incurred.

5. The Association shall not be run for profit and shall not in any way engage or attempt to engage in Trade Union activities as defined in the Singapore Enactment.

#### MEMBERSHIP

6. There shall be two types of membership namely:—

- (a) Ordinary Member
- (b) Associate Member

An "Ordinary Member" shall be as defined in Rule 1.

An "Associate Member" shall be as defined in Rule 1.

Application for membership of the Association shall be submitted in writing to the secretary in the Form set out in the First Schedule to the Rules. The application shall be tabled at the next convenient meeting of the Council and a simple majority in favour shall be sufficient to approve the application. The applicant's particulars shall be entered into the Register after approval and the applicant shall be notified within seven days of the decision of the Council.

In the event of the Council not approving the application the applicant shall be advised that a further application can be submitted after a period of six months. It shall be at the discretion of the Council as to whether any reasons for not approving the application shall be given to the applicant.

#### MEMBERS' REPRESENTATION

7. In all matters affecting their membership of the Association Members may be represented by any Director, Partner, Manager, Secretary or other person whose name shall have been approved by the Council and registered with the Secretary by submitting a form of nomination as set out in the Second Schedule hereto.

#### REGISTER

8. (a) The Secretary shall keep at the Registered Place of Business a book to be called "The Register of Ordinary Members and Associate Members of Singapore Advertisers Association." The Register shall contain the following particulars:—

- (i) The name, address and nature of business of such Ordinary/Associate Member.
- (ii) The date on which the name of any Ordinary/Associate Member was inscribed in the Register as such and the date on which any Ordinary/Associate Member ceased to be such.

(b) All entries in the Register and all amendments to entries therein shall be open to inspection of Members and Officers of the Association during normal hours of business at the Registered Place of Business.

#### RESIGNATION OF MEMBERS

9. Any Ordinary/Associate Member wishing to resign from the Association shall give one month's written notice to the Secretary. The Ordinary/Associate Member shall be liable to the Association for the subscription for the year in which he resigns. Any person so resigning shall cease to have any further interest in the funds and/or property of the Association.

#### EXPULSION OF MEMBERS

10. (a) Any matter involving the conduct of any Ordinary/Associate Member or his expulsion from the Association shall be referred by the President to the Council at a meeting thereof specially convened for that purpose. Seven days notice of such meeting must be given to the Ordinary/Associate Member concerned by the Secretary. The notice shall set out the matter upon which the Council's decision or advice is desired and the Ordinary/Associate Member in question (or his Nominee) shall be entitled to be heard personally and to be present at the meeting for that purpose (but not thereafter) before any decision or recommendation of the Council is recorded.

(b) Any Ordinary/Associate Member who has in the opinion of not less than two-thirds of the members of the Council present and voting at such meeting committed a breach of any of the provisions of the Rules or who has acted in any way contrary to the interests of the Association or whose conduct has in such majority opinion of the Council as aforesaid rendered him unfit to be an Ordinary/Associate Member may be expelled from the Association, but such expulsion shall be subject to confirmation at a further meeting of the Council to be held not earlier than seven days nor later than twenty-one days thereafter. Upon such confirmation being given by not less than two-thirds of the members of the Council present and voting at such further meeting the name of such Ordinary/Associate Member shall be removed from the Register, he shall cease to be an Ordinary/Associate Member, shall forfeit all interest in the funds and property of the Association and thereafter shall be ineligible for membership without the special consent of the Council.

#### SUBSCRIPTIONS

11. (a) Every Ordinary/Associate Member shall, within 7 days after receipt by him of notice from the Secretary of his election, pay to the Association an Entrance Fee, the amount of which shall have been fixed by Ordinary Members in General Meeting, pursuant to Rule 15(7) as amended.

(b) The Council shall have power to allow an extension of time for payment of the entrance fee, but if any member shall fail to pay his entrance fee within the said period of 7 days, or within such further time, if any, as the Council may allow for such payment, the election of such Ordinary/Associate Member shall be null and void.

(c) Every Ordinary/Associate Member shall at the same time as he pays his Entrance Fee, pay to the Association the sum fixed as subscription for the year in which his election takes place. In the event of the application falling within the second half of the financial year of the Association the Ordinary/Associate Member shall only be liable for one half of the annual subscription.

(d) No candidate elected an Ordinary/Associate Member shall be entitled to or to exercise, any of the rights of an Ordinary/Associate Member until he shall have paid to the Association the Entrance Fee and the first subscription payable by him.

(e) Except in cases provided for by Rule 11(c) every Ordinary/Associate Member, shall on or before the 31st March in each calendar year, pay to the Association for such year an Annual Subscription, the amount of which shall have been fixed by Ordinary Members in General Meeting pursuant to Rule 15(7) as amended. Any Ordinary/Associate Member who, having failed to pay his annual subscription on or before the 31st March in any calendar year, shall fail or neglect to pay such subscription within one calendar month after receipt from the Secretary of a written notice requiring such payment, shall cease to be a Member.

(f) A member to whom the provisions of the Rule shall become applicable, shall be liable for the annual subscription for the year in which he shall cease to be an Ordinary/Associate Member.

#### LEVIES

12. If at any time it deems that an emergency has arisen making it advisable that a levy should be made, the Council shall call an Extraordinary General Meeting to consider whether such levy should be imposed. Fourteen days notice shall be given of such meeting to all Ordinary Members or their Nominees specifying the nature of the business to be transacted. If such Extraordinary General Meeting by a majority of not less than two-thirds of those present and voting, resolves that a levy should be imposed the levy shall forthwith become due and payable from the date specified in such resolution.

#### MANAGEMENT

13. (a) The President, two Vice-Presidents and each member of the Council shall be elected from amongst Ordinary Members at each Annual General Meeting and shall hold office only until the next Annual General Meeting. Retiring Council Members shall be eligible for re-election.

The secretaries shall issue nomination papers to Ordinary Members twenty-eight days before the date of the Annual General Meeting. Such nomination papers shall be returned to the secretaries NOT LATER THAN SEVEN DAYS after the date of the despatch of the nomination papers.

The secretaries shall collate the nominations received and issue to all Ordinary Members a list of such nominations together with a voting paper providing for the insertion of the names of the President, two Vice-Presidents and the ~~twelve~~ Council Members resident in Singapore. Such voting papers shall be returned to the secretaries to reach them NOT LATER THAN SEVEN DAYS before the date of the Annual General Meeting.

(Amended by EGM held on 23 Jun 04)

At the Annual General Meeting the names of the nominees who have been voted to the offices of President, two Vice-Presidents and Council shall be written upon a blackboard and suitably displayed for Ordinary Members information. In the event of there being nominees in excess of the required numbers the Ordinary Members present in person or by their nominated representative shall be issued with voting papers and such voting papers shall be collected and two scrutineers from among Associate Members present shall be appointed to check the voting papers and advise the Secretary who will announce the names of those elected to the offices of President, two Vice-Presidents and Council.

**NOTE:** A Member may nominate a representative from his own organisation if he so wishes.

(b) Each Council Member may appoint an alternate subject to the approval of the Council immediately after his election. A person so appointed as an alternate shall act as such only during the term of office of the appointing Council Member. An alternate Council Member shall be entitled to attend all meetings of the Council not attended by the Council Member whose alternate he is, and at any such meeting he shall have and exercise all the powers of such Council Member.

(c)(i) A casual vacancy shall be created if the representative of the Ordinary Member serving on the Council as President, Vice-President or Council Member leaves the employ of the Ordinary Member or is in any way unable to continue to act as the representative of the Ordinary Member on the Council.

(c)(ii) A casual vacancy may be filled by the Council but the person so appointed shall only hold office till the next Annual General Meeting.

(Amended by EGM (d) held on 23 Jun 04)

The Council shall consist of the President, two Vice-Presidents and ~~twelve~~ <sup>at least three</sup> other members; all of whom shall be resident in Singapore.

(Amended by EGM held on 23 Jun 04)

(e) Meetings shall take place at the discretion of the President and ~~eight~~ <sup>four</sup> members shall form a quorum. A meeting of the Council shall be called on the requisition in writing by any ~~six~~ <sup>two</sup> of its members.

(f) Each Council Member shall be entitled to one vote, but the Chairman at any Meeting shall have an original as well as a casting vote.

- (g) The proceedings of all Council Meetings shall be entered in a Minute Book which shall be signed by the Chairman as a true record at the next succeeding Council Meeting.

#### POWERS OF THE COUNCIL

14. (a) The Council shall have absolute power to regulate, manage and control all the affairs of the Association (including power to make bye-laws not inconsistent with these Rules) and to carry out its objects (subject only to the Rules) and may 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 a General Meeting of the Association, and no resolution passed at any such General Meeting shall invalidate any prior act of the Council which would have been valid if such resolution had not been made.
- (b) The Council shall have discretionary powers to issue a written caution to any Member for any of the reasons contained in Rule 10, instead of expelling a Member.
- (c) The Funds of the Association shall be under the control of the Council, who shall cause an account to be opened with a Bank in Singapore, into which all monies belonging to the Association shall be paid, and all cheques drawn on the said account shall be signed by the President or one of the two Vice-Presidents and countersigned by the Secretary.
- (d) A Secretary or firm of Secretaries and a Treasurer or firm of Treasurers shall be appointed by the Council for such period at such salary or honorarium and on such conditions as may from time to time be determined by the Council and they shall act under the general direction of the President or, in his absence, of the Vice-Presidents, and shall be responsible only to the Council and, save as herein provided, they shall not be obliged to carry out any wishes or instructions of individual Members. They shall attend all Council and General Meetings but shall have no vote.
- (e) The Council shall have the power to appoint Committees/Sub-Committees from amongst Ordinary/Associate members, the officers of such Committees/Sub-Committees being from amongst the Ordinary members on the Committee/Sub-Committee. The Committee/Sub-Committee shall have the power to co-opt.

#### GENERAL MEETINGS

15. (1) The Annual General Meeting of the Association shall be held at least once a year not later than 30th April, at such time and place as may be expedient.
- (2) **ANNUAL.** Should the Council fail to call an Annual General Meeting such meeting shall be called by the Secretary on the requisition in writing of any 10 Ordinary members.
- (3) **EXTRAORDINARY.** If the Council deem it necessary or on the requisition in writing of any 15 Ordinary members duly lodged with the Secretary, the Secretary shall call an Extraordinary General Meeting.
- (4) Twenty-one days' notice at the least of every Annual or Extraordinary General Meeting shall be sent to each Ordinary/Associate member by prepaid post to the address given in the Register specifying the time and place of the meeting and the business to be transacted thereat. Copies of audited accounts for the previous year shall be circulated to all members at least SEVEN DAYS before the Annual General Meeting.
- (5) The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by any person entitled to receive such notice shall not invalidate any resolution or business transacted at that Meeting.
- (6) The quorum at a General Meeting shall be 25% of the total Ordinary membership of the Association present personally at the general meeting. In the event of there being no quorum present at a General Meeting the meeting shall be adjourned for thirty minutes after which should the number then present still be insufficient to form a quorum those present shall be considered a quorum but they shall have no power to alter, amend or make additions to any of the existing rules under the constitution.
- (7) The business of an Annual General Meeting shall be:—
- (a) To receive the Council's Report and Accounts for the previous year together with the Auditors' Report thereon and if approved to pass them.

- (b) To elect a President, two Vice-Presidents and Council for the ensuing year.
  - (c) To appoint Auditors.
  - (d) To fix the amount of the Entrance Fee to be charged for the next calendar year.
  - (e) To fix the amount of the Annual Subscription for the next calendar year.
- (8) All business other than that stated above shall be conducted at an Extraordinary General Meeting and shall be known as special business.
  - (9) Each Ordinary Member present personally shall be entitled to one vote. In the event of equality of votes the Chairman of the meeting shall be entitled to a casting vote in addition to his own vote as an Ordinary Member.
  - (10) Resolutions duly proposed and seconded at an Annual General Meeting shall be decided by a simple majority on a show of hands.
  - (11) Resolutions duly proposed and seconded at an Extraordinary General Meeting shall be decided by a majority of those present and entitled to vote thereon.
  - (12) The President of the Association shall preside as Chairman at every General Meeting; but if he shall not be present within fifteen minutes after the time appointed for holding the meeting then either of the two Vice-Presidents shall preside and in their absence Ordinary Members present may choose another Ordinary member of the Council to take the chair or if no Council member be present the Members may then choose some other Ordinary member present to preside.
  - (13) The proceedings of all General Meetings shall be entered in a Minute Book which on being signed by the Chairman at the next General Meeting as a true record shall be conclusive evidence of the business done and passed at the aforesaid General Meeting.

#### VOTING

16. At all general meetings of the Association, Ordinary members entitled so to do, may vote personally, or by their nominated representative.

#### ACCOUNTS AND AUDIT

17. (a) The Council shall cause true accounts to be kept of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place.

(b) The financial year of the Association shall end on the 31st December in each year.

(c) At the Annual General Meeting held in each year the Council shall lay before the Members a true Balance Sheet and Income and Expenditure Account made up to the 31st December then preceding. The Accounts and the Income and Expenditure Account shall be signed by the President, or either of the Vice-Presidents, a Member of the Council and the Secretary.

The Association shall in addition submit to the Registrar of Societies the Income and Expenditure Account and Balance Sheet for the same period.

(d) Every such Balance Sheet and Income and Expenditure Account shall be accompanied by a report of the Council as to the state and condition of the Association.

(e) Every such Balance Sheet and Income and Expenditure Account shall be audited by a qualified Auditor appointed by the Ordinary Members in Annual General Meeting and the Auditor's Report shall be annexed to every such Balance Sheet and Income and Expenditure Account.

(f) The Books of account shall be kept at the Registered Place of Business of the Association or such other place as the Council shall think fit subject to the prior approval of the Registrar of Societies.

#### ALTERATION OF RULES

18. Any proposed alteration, addition or amendment to the Rules or to any subsequent Rules which may be adopted hereafter shall be submitted to the Council duly proposed and seconded in writing. The Secretary shall thereupon circulate the same to members of the Council which shall make its recommendation thereon, and convene an Extraordinary General Meeting to consider and, if thought fit, to adopt such proposal. The notice convening any such meeting shall set forth the mover's proposal and the reasons therefore which he may have given and the recommendations of the Council in connection therewith. Any proposal which is adopted by resolution passed by a two-thirds majority in a general meeting shall, subject to prior sanction by the Registrar of Societies, be valid and binding upon all Members.

#### NOTICES

19. (a) All notices sent or required by these Rules to be sent to Members shall be deemed to have been duly served if sent by the Secretary through the post by prepaid letter or postcard addressed to Members at their addresses shown in the Register.

(b) When a given number of days notice is required to be given the day of service shall not, but the day upon which such notice expires shall, be included in such number of days.

(c) Any notice sent by post shall be deemed to have been served on the day after the envelope or wrapper containing the same is posted and in proving service it shall be sufficient to prove that such envelope or wrapper was properly addressed and put into the post office or box.

**INDEMNITY**

20. If any prosecution, action or suit at law be commenced against any member or members of the Council, the Secretary, the Treasurer or any servant or agent of the Association for anything done by him or them in the proper or reasonable discharge of their duty, such person or persons shall be defended and indemnified by and at the cost of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Council from time to time. Provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

**DISSOLUTION**

21. The Council may at any time resolve that the Association shall be wound up and dissolved and thereupon an Extraordinary General Meeting shall be convened to consider and, if thought fit, to pass a resolution that the Association be wound up. Upon such resolution being passed by a majority of not less than three-fifths of the Members present and voting the Council shall call a further meeting not earlier than seven days nor later than twenty-eight days thereafter for the purpose of confirming such resolution and upon such confirmation being passed notice thereof signed by not less than seven Members and by the Secretary shall within fourteen days of the confirmation of the resolution be sent to the Registrar of Societies. Upon such dissolution being registered the property of the Association shall be sold and converted into cash and all surplus funds remaining after satisfying all the liabilities of the Association and the costs of winding up shall be distributed among the Members as at the date of the passing of the winding up resolution pro rata to the total amount of annual subscription and/or levies paid by each of such Members respectively.

**THE FIRST SCHEDULE**

To: The Secretary,

**SINGAPORE ADVERTISERS ASSOCIATION**

I/We .....

of .....

being engaged in or connected with advertising in Singapore hereby apply for ordinary membership/associate membership in Singapore Advertisers Association and request you to enter my/our name(s) on the Register of Members.

(a) I/We hereby agree to conform to and to be bound by the Rules of the Association now in force, a copy of which has been received, and to such amendments thereto as may hereafter be introduced, and to such new Rules as may from time to time be passed.

(b) We acknowledge receipt of a copy of the Code of Advertising Standards adopted by the Association and undertake to comply with its conditions.

Dated, ..... 19....

.....  
(Signature)

Name	Postal Address	Nature of Business

**THE SECOND SCHEDULE**

To The Secretary,

Dear Sir,

**SINGAPORE ADVERTISERS ASSOCIATION**

In pursuance of Rule 7, I/We .....

..... of .....

..... being (a) Ordinary Member(s)/  
Associate Member(s) of the Association, nominate and

appoint ..... of .....

..... to represent me (us)\* and to  
vote on my (our) behalf\* and generally to exercise all powers  
vested in me (us) as (a) Ordinary Member(s)/Associate  
Member(s) and to act for me (us) in all matters affecting my  
(our) membership of the Association in respect of such  
partnership, association, company, corporation and I (we)  
request you to register my (our) Nominee accordingly.

Yours faithfully,

\*To be deleted for an Associate Member.

Stamp One Dollar

Date, ..... 19