

**CONSTITUTION OF
ASIA CRUISE TERMINAL ASSOCIATION**

NAME

1.1 This Association shall be known as the “**ASIA CRUISE TERMINAL ASSOCIATION**”, hereinafter referred to as the “Association”.

PLACE OF BUSINESS

2.1 Its place of business shall be at “1 Maritime Square (Lobby D) #07-01, HarbourFront Centre, Singapore 099253” or such other address in Singapore as may subsequently be decided upon by the Council and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

DEFINITIONS AND INTERPRETATION

3.1 In this Constitution, the following expressions shall, unless otherwise defined or the context otherwise requires, have the following meanings: -

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| “Articles” | means the provisions of this Constitution; |
| “Council” | means the Council constituted under Article 9.1 to, inter alias, manage the affairs of the Association; |
| “General Meeting” | means any Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) of the Association; |

“Member” means any Ordinary Member or Associate Member or Honorary Member or Affiliate Member, and “Membership” shall be construed accordingly;

“Register” means the Membership Register maintained by the Association under Article **10.3**.

3.2 Where applicable, words importing the singular include the plural and vice versa; words importing a gender include every gender and references to persons include bodies corporate and unincorporated.

3.3 Headings are inserted for convenience of reference only and shall be ignored in the interpretation of the provisions of this Constitution.

3.4 The Council may interpret the provisions of this Constitution and any by-laws or regulations made hereunder, and the decision of the Council shall be binding on all Members until such time there is a dispute to which Members may resolve differences in accordance with this Constitution and the Laws of Singapore.

OBJECTS

4.1 Its objects are to:

- a) provide Members with a platform for regional cooperation in terminal development, operations and management;
- b) serve as an influential alliance in increasing global market awareness of Members’ cruise terminals toward the emergence of a captivating Asia cruise playground;
- c) promote and protect the interests of Members’ cruise terminals; and
- d) improve the standard of and promote the Asia cruise industry at par with international standards.

- 4.2 In furtherance of the above objects, the Association may:
- a) provide best practices in the cruise industry, and promote and assist in the development and implementation of efficient operations and methods;
 - b) upgrade the skills and knowledge of cruise terminal personnel;
 - c) promote cooperation and coordination among Members pertaining to their terminals marketing, operations and management in Asia;
 - d) develop and maintain close relationships with other Asian organizations, especially those of Asia cruise liners, regional or international cruise terminals, cruise-related associations, stakeholders, port agents and travel agents; and
 - e) undertake other activities as may be incidental or conducive to the attainment of the above objects.
- 4.3 The other activities referred to in Article 4.2 above include but are not limited to the following:
- a) continuously formulate, update and implement a cooperative programme for the improvement of cruise terminal operations and management efficiencies;
 - b) continuously exchange information and/or undertake innovations on:
 - i) cruise and passenger processes and handling systems;
 - ii) relevant cruise terminal procedures and documentation;
 - iii) cruise statistics collection and analysis;
 - iv) training of cruise terminal personnel through the exchange of personnel for on-the-job training on various aspects of cruise ships and terminal management;
 - v) cruise berth planning and development;
 - vi) administration of cruise terminal personnel and private agencies involved in the business of the cruise terminal;
 - vii) cruise information systems;
 - viii) planning and development of cruise itinerary with cruise liners; and
 - ix) any other cruise related operational issues that will have material impact on Asia cruise industry.

- c) promote activities and foster closer relationship among Members of the Association through exchange visits, seminars/workshops on cruise terminal and/or cruise-related issues and concerns including planning, operations and management issues and concerns.

CATEGORIES OF MEMBERSHIP, CRITERIA FOR MEMBERSHIP, RIGHTS & DUTIES OF MEMBERS

- 5.1 The Association shall have four (4) categories of Members: -
 - a) Ordinary Members who each has one vote in decisions made at General Meetings;
 - b) Associate Members who are not voting Members;
 - c) Honorary Members who are not voting Members too; and
 - d) Affiliate Members who are not voting Members too.

- 5.2 The Association accepts Membership from the following persons:
 - a) National cruise terminal authorities and/or country cruise terminals with the government retaining majority interest and/or corporatized or privatized cruise terminal operators shall be eligible to join the Association as Ordinary Members.
 - b) Other cruise related agencies/cruise liners/port agents shall be eligible to join the Association as Associate Members.
 - c) State or local tourism promotion authorities that can provide tangible or intangible benefits to the Association may be offered Honorary Memberships.
 - d) Employees, directors and office-bearers of Ordinary or Associate Members shall be eligible to join the Association as Affiliate Members.

- 5.3 Persons who are below 21 years of age shall not be accepted as Members without the written consent of their parent or guardian.

5.4 It is the duty of Members to provide information, statistics and feedback pertaining to the cruise industry so long as the provision of such information, statistics and feedback is not detrimental to their interests.

5.5 In addition to their other rights and entitlements, all Members shall be entitled to:

- a) attend and participate in General Meetings although only Ordinary Members can vote on decisions to be made in General Meetings, and
- b) receive minutes of the last Annual General Meeting, the Annual Report of the Association, notices of General Meetings, journals or other publications and informative materials distributed by the Association to its Members.

APPLICATION FOR MEMBERSHIP

6.1 A person wishing to join the Association should submit his particulars to the Secretary-General of the Association on a prescribed form together with any other documents and payments as required by the form.

6.2 The Council will decide on the application for Membership.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

7.1 Membership fees shall be determined by the Members in a General Meeting, and unless so determined shall be as follows (with the One-Time Registration or entrance fees being payable when the Membership application is approved by Council and the Annual fees being payable before 1st January of that calendar year). Membership period will commence from 1 January to 31 December annually. 50% discount would be given on the first year of annual membership fee for all new Ordinary or Associate membership applications if membership is approved between 1 July to 31 December. One-Time Registration is still applicable:

Membership Type	One-Time Registration (USD)	Annual (USD)
Ordinary Membership	1,200	3,000
Associate Membership	1,000	3,000
Honorary Membership	Free	Free
Affiliate Membership	10	10

7.2 Any additional fund required for special purposes may only be raised from Members with the consent of the General Meeting of the Members.

7.3 The income and property of the Association whensoever derived shall be applied towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Association or to any of them or to any person claiming through any of them.

SUPREME AUTHORITY AND GENERAL MEETINGS

8.1 The supreme authority of the Association is vested in a General Meeting of the Members.

8.2 An Annual General Meeting shall be held within six months of the accounting year-end of the Association. If any Member wishes to include any item in the agenda for the next Annual General Meeting, the Member shall send the proposed item to the Secretary-General at least 90 days before the date of the next Annual General Meeting, together with the documents the Member wishes to be circulated to the Members for discussion of the proposed item during the next Annual General Meeting. The Council shall have absolute discretion as to whether to include the item proposed by the Member in the agenda for the next Annual General Meeting and as to whether to circulate the said documents to the Member for discussion of the proposed item during the next Annual General Meeting.

8.3 At other times, an Extraordinary General Meeting must be called by the Chairman on the request in writing of not less than 25% of the total voting Membership or thirty (30) voting Members (i.e. Ordinary Members), whichever is the lesser, and may be called at anytime by order of the Council. The notice in writing shall be given to the Secretary-General setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months after receiving this request to convene the Extraordinary General Meeting. Successive requests dealing with similar matters shall not be made within one year.

8.4 If the Council does not within two (2) months after the date of the receipt of the written request convene an Extraordinary General Meeting, the Members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving sixty (60) days' notice to Members setting forth the business to be transacted. The costs of convening such an Extraordinary General Meeting shall be recoverable from the Association.

8.5 At least sixty (60) days' notice shall be given of a General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary-General to all Members.

8.6 Voting by proxy is allowed at all General Meetings provided that the proxy requirements as decided by the Council and stated together with the notice of meeting are complied with by the Members concerned.

8.7 All decisions of the Members in a General Meeting shall be decided by a simple majority of the voting Members present in person or by proxy voting at the General Meeting.

8.8 The following ordinary matters will be considered at the Annual General Meeting:

- a) The previous financial year's accounts and annual report of the Council.
- b) Where applicable, the election of Council Members and Auditors who shall hold office until the conclusion of the next Annual General Meeting provided that any casual vacancy in these posts arising between two Annual General Meetings may be filled by persons appointed by the Council and such persons shall hold office until the next Annual General Meeting.

8.9 At least 25% of the total voting Membership or thirty (30) voting Members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall be constituted as part of the quorum.

8.10 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 part of the existing Constitution.

MANAGEMENT AND COUNCIL

9.1 The administration of the Association shall be entrusted to a Council consisting of the following to be elected at each Annual General Meeting:

- a) A Chairman
- b) A Vice-Chairman
- c) A Secretary-General
- d) A Treasurer
- e) Up to 20 Ordinary Council Members

9.2 Subject to Article **9.3** below, names for the above offices shall be proposed and seconded at the Annual General Meeting by voting Members, attending the meeting in person or by proxy and election will follow on a simple majority vote of the voting Members present in person or by proxy voting at the General Meeting.

9.3 However, names for the first 50.1% (or any other percentage closest to and more than 50%) of the above offices including names for the Chairman, Vice-Chairman, Secretary-General and Treasurer can only be proposed and seconded by the following founder Ordinary Members of the Association who amongst themselves will also decide on the members and office-bearers of the 1st Council of the Association upon registration of the Association with the Singapore Registrar of Societies:

- a) Keelung Harbor Bureau
- b) Port Klang Cruise Centre Sdn. Bhd.
- c) Port of Kobe
- d) Sakai Port Authority
- e) Shanghai Wusongkou International Cruise Terminal Development Co., Ltd.
- f) Singapore Cruise Centre Pte Ltd
- g) Subic Bay Metropolitan Authority
- h) Kanazawa Port Authority
- i) Jeju Special Self-Governing Province

9.4 All office-bearers may be re-elected to the same or related post for any consecutive term of office. The term of office of the Council ends with the conclusion of the next Annual General Meeting after the Annual General Meeting in which the Council Members were elected. The term of office of the 1st Council formed upon registration of this Association with the Singapore Registrar of Societies shall end with the conclusion of the 1st Annual General Meeting of the Association.

9.5 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 favour of one of themselves.

9.6 A Council Meeting shall be held at least once every three (3) months after giving twenty-one (21) days' notice to Council Members. Majority of the Council Members must be present in person or through teleconferencing for its proceedings to be valid.

9.7 Any member of the Council absenting himself from three (3) meetings consecutively without satisfactory explanations may be deemed by the Council to have withdrawn from the Council and a successor may be co-opted by the Council to serve until the next Annual General Meeting. When there is any casual vacancy in the Council arising from resignation or death of Council Members or for any other reason, a successor may be co-opted by the Council to serve until the next Annual General Meeting too. In either or any case, if the outgoing Council Member is the Chairman or Vice-Chairman of the Association, the successor co-opted to replace the Council Member who has been deemed to have withdrawn from the Council or the Council Member who has otherwise vacated his post, shall as far as possible be nominated by the same Ordinary Member who nominated the outgoing Council Member at the last Annual General Meeting. Any changes in the Council shall be notified to the Singapore Registrar of Societies within two (2) weeks of the change.

9.8 The duty of the Council is to organise and supervise the daily activities of the Association. The Council may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.

9.9 The Council has per quarter calendar year, the power to authorise the net expenditure of a sum not exceeding USD30,000, or half the total annual Membership fees which the Association can collect from its Members, whichever is higher, from the Association's funds for the Association's purposes.

9.10 All decisions by the Council shall be made by a simple majority in Council meetings and if there is a tie, the Chairman shall have the casting vote.

9.11 If deemed necessary by the Chairman, Council decisions can also be made by a simple majority of the Council Members signing written resolution(s) of the Council. Any such resolution may consist of several documents in like form, each signed by one or more Council Members. Also, any such resolution may also be in electronic form and approved via email from a majority of the Council Members or a mixture of electronic form and hardcopy approval.

DUTIES OF OFFICE-BEARERS

10.1 The Chairman shall chair all General Meetings and Council meetings. He shall also represent the Association in its dealings with outside persons.

10.2 The Vice-Chairman shall assist the Chairman and deputise for him in his absence.

10.3 The Secretary-General shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General Meetings and Council meetings. He shall maintain an up-to-date Register of Members at all times. The duties of the Secretary-General shall also include but are not limited to the following:

- (a) To procure and distribute documents and information;
- (b) To publish the journal of the Association;
- (c) To supervise the Permanent Secretariat of the Association appointed by the Council;
- (d) To perform such other functions as may be assigned by the Members in General Meetings.

10.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to S\$3,000 per calendar month for petty expenses on behalf of the Association. He will not keep more than S\$5,000 in the form of cash and money in excess of this will be deposited in one or more banks to be named by the Council. Cheques, etc. for withdrawals from the bank(s) will be signed by the Treasurer and either the Chairman or the Vice-Chairman or the Secretary-General. The duties of the Treasurer shall also include but are not limited to the following:

- (a) To maintain a positive or credit balance in the bank account(s) of the Association;
- (b) To submit the Association's budget till the next Annual General Meeting for deliberation and approval by the Council;
- (c) To notify Council of any deviation of actual income and expenditure from the approved budget;
- (d) To ensure that bank reconciliations are periodically performed and then checked by independent persons;
- (e) To prepare the annual returns of the Association for submission to the Singapore Registrar of Societies;
- (f) To render to the Council, the Members in General Meetings, and/or the Singapore Registrar of Societies an account of the financial position and all monetary transactions of the Association.

10.5 Ordinary Council Members shall assist in the general administration of the Association and perform duties assigned by the Council from time to time.

AUDIT AND FINANCIAL YEAR

11.1 One (1) voting member, not being member of the Committee, shall be elected as Honorary Auditor at each Annual General Meeting and will hold office for a term of one year only and shall not be re-elected for a consecutive term. The accounts of the Society shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Society exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

11.2 They:

- a) Will be required to audit and duly certify each year's accounts if found to be correct, duly vouched and in accordance with law or provide a report in what respects he finds incorrect, unvouched or not in accordance with law.
- b) May be required by the Chairman to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Council.

11.3 The financial year shall be from 1st January to 31st December.

TRUSTEES

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

12.2 The trustees of the Association for each immovable property shall:

- a) Not be more than four (4) and not less than two (2) 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.

12.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or bankrupt or of unsound mind.

- b) If he is absent from the Republic of Singapore for a period of more than one (1) 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.

12.4 Trustees may be removed and/or new trustees may be appointed by Members in a General Meeting.

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

VISITORS AND GUESTS

13.1 Visitors and guests may be admitted into the premises of the Association but they shall not be admitted into the privileges of the Association. All visitors and guests shall abide by the Association's rules and regulations contained in this Constitution or decided upon by the Council.

PROHIBITIONS

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

14.2 The funds of the Association shall not be used to pay the fines of Members who have been convicted in court of law.

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

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

14.5 The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office-bearers, Council or Members unless with the prior approval of the relevant authorities.

14.6 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

AMENDMENTS TO CONSTITUTION

15.1 The Association shall not amend its Constitution without the prior approval in writing of the Singapore Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a General Meeting and with the consent of a simple majority of the voting Members present in person or by proxy voting at the General Meeting.

15.2 In addition to the requirements of Article 15.1, this Article 15.2 and Articles 15.1, 9.3, 9.1 and 2.1 shall not be amended or deleted without at least two-thirds (2/3) of the surviving founder Ordinary Members specified in Article 9.3 voting in favour of the amendment or deletion.

INTERPRETATION

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

16.2 The official language of the Association shall be English. Although the Association may make available any of its documents in other languages by translating them from English, if there is any discrepancy between the English version of the document and its version in the other language, the English version shall prevail.

DISPUTES

17.1 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 in Singapore for settlement using Singapore law as the applicable law.

DEFICIT

18.1 Any deficit in the accounts of the Association shall be borne equally by all Ordinary Members.

DISSOLUTION

19.1 The Association shall not be dissolved, except with the consent of not less than two-thirds (2/3) of the total voting Membership of the Association and not less than two-thirds (2/3) of the surviving founder Ordinary Members specified in Article 9.3 expressed, either in person or by proxy, at a General Meeting convened for the purpose.

19.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of Members may fairly determine or donated to charitable organisation(s).

19.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Singapore Registrar of Societies.

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