

CONSTITUTION OF VEHICLE RENTAL ASSOCIATION

1. NAME

This Association shall be shown as the Vehicle Rental Association.

2. PLACE OF BUSINESS

Its place of business shall be 50 Ubi Avenue 3 Frontier #05-06 Singapore 408866 or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. *(Approved by EGM held on 25 August 2023)*

3. OBJECTIVES

Our objectives are:

- a. To encourage, promote and protect the interest of all its members.
- b. To act as liaison body between the Government authorities, other non-government bodies and its members as a whole.
- c. To organize activities and programmes to improve the expertise and services of every members and lead the vehicle rental industry. *(Approved by EGM held on 25 August 2023)*
- d. To act as a medium of communication between its members.
- e. To establish and promote just and proper trade practices amongst its members.
- f. To collect information, data and statistics relating to the industry for the benefit of its members.

4. MEMBERS

- a.
 - i. Ordinary Membership is open to any vehicle rental company or firm or technologies companies or firm directly related to vehicle rental or vehicle renting or vehicle leasing registered with the ACRA and/or owning vehicle registered with the Land Transport Authority for vehicle rental or leasing. *(Approved by EGM held on 25 August 2023)*
 - ii. Associate Membership is open to any organizations/individuals that do not qualify for membership under 4 (a) (i) provided that they are related to the vehicle rental industry. Associate members have no voting rights at any of the Association meetings and are not eligible to be elected to the Executive Committee. *(Approved by EGM held on 25 August 2023)*
- b. Every application for membership shall be proposed and seconded by two existing members and submitted to the office of the Association together with the requisite entrance fees and subscriptions.

- c. Each application for membership shall be considered by the Executive Committee at the first convenient opportunity and the Executive Committee may approve or reject any application without assigning any reason thereof.
- d. Any application once approved shall, with immediate effect, be entitled to the privileges of membership.

5. ENTRANCE FEES, SUBSCRIPTION AND OTHER DUES

- a. An entrance fee of S\$200.00 is payable at the time of application of membership.
- b. **The annual subscription for Ordinary and Associate Membership shall be \$250.00 per annum.** *(Approved by EGM held on 25 August 2023)*
- c. The annual subscription are payable in advance in January of each year for the calendar year January to December. Any member who fails to settle his subscription within one month of their becoming due shall be denied until his subscriptions are paid.
- d. Any member whose subscription is in arrears for more than three months shall be liable for termination by the Executive Committee.
- e. The entrance fee and the rate of annual subscriptions may only be varied by a general meeting of the ordinary members. Any special subscriptions for particular purposes may only be raised from members with the consent of the general meeting of the members.

6. GENERAL MEETING

- a. The supreme authority of the Association is vested in a general meeting of the members chaired by the President. At least one-quarter of the total voting strength of the Membership present at a general meeting shall form a quorum.
- b. **For the purpose of establishing the voting strength at a general meeting, ordinary member shall be entitled to one vote per member, provided all arrears/outstanding have been paid to the VRA 7 days before the commencement of the annual general meeting or special meeting.** *(Approved by EGM held on 25 August 2023)*
- c. **The annual general meeting will be held in 1st quarter of each year.** *(Approved by EGM held on 25 August 2023)* The Agenda for the annual general meeting shall include:
 - i. the audited report of the Executive Committee;
 - ii. the audited accounts of the Association for the previous financial year.
 - iii. every alternate year, the election of office-bearers for a period of two year including auditors and trustees.
- d. At least four weeks' notice shall be given of the annual General Meeting. Any member who wishes to place an item on the agenda of the annual meeting may do so provided notice is given to the Secretary at least two weeks before the meeting.

- e. Nominations for the election of office-bearers shall open at the same time the notice of the annual general meeting is given at each alternate year. Nominations shall close two weeks before the meeting, the secretary shall circulate the list of nominations received at the close of nominations to all members. Proposer and Seconder cannot propose and second for more than three nominees. Nominees cannot be proposed and seconded by the same member. All nominees shall be present physically at the General Meeting or any meeting or thru means of proxy via signed proxy form.. *(Approved by EGM held on 25 August 2023)*
- f. At least seven days before the annual general meeting, the secretary shall circulate to all members copies of minutes of the previous general meetings, the annual report of the Executive Committee, the audited annual accounts of the Association and motions to be considered of the general meeting.
- g. An extraordinary general meeting shall be called:
- i. Whenever the Executive Committee deems it necessary or;
 - ii. at the joint request in writing of at least 20% the members, stating the objectives and reasons for such a meeting and the notice for the meeting shall be issued within fourteen days of the receipt of such requisition. *(Approved by EGM held on 25 August 2023)*
- h. In the event of there being no quorum at the 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 alter, amend or make additions to the Constitution unless such resolution is passed with a two-thirds majority of those present. However, notwithstanding the aforesaid, if no quorum is present after half an hour from the time appointed for the extraordinary general meeting requisitioned by member, the meeting shall be cancelled and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six months from the date thereof.

7. EXECUTIVE COMMITTEE

- a. The affairs of the Association shall be managed by an Executive Committee consisting of:
- A President
 - A Vice President
 - An Honorary Secretary
 - An Honorary Treasurer
 - An Immediate Past President
 - And four Ordinary Committee members
- (Approved by EGM held on 25 August 2023)*

- b. **Removal of specific portfolio for 4 ordinary committee members.** *(Approved by EGM held on 25 August 2023)*
- c. All members of the Executive Committee except immediate Past President shall be elected once every two years from amongst the members by secret ballot at the alternate Annual General Meeting of the Association and they shall hold office in one portfolio for a term of two years. All retiring members of the Executive Committee may be re- elected to the same office except for the Honorary Treasurer who shall not hold the same office for a consecutive term.
- d. Nomination for candidates for election to the Executive Committee must be submitted in the prescribed Nomination Form, which shall be sent to all ordinary members four weeks before the Annual General Meeting and such form shall be proposed and seconded by members. Proposer and Secunder cannot propose and second for more than three candidates. Candidates cannot be proposed and seconded by the same member. All candidates shall be present physically at the General Meeting or any meeting or thru means of proxy via signed proxy form.** *(Approved by EGM held on 25 August 2023)*
- e. Candidates shall be elected on a simple majority of votes cast.
- f. Where no nominations form has been received for a particular office to the Executive Committee, the incumbent Executive Committee member shall deemed to have been re- elected. In the event that he declines, that office shall be filled by the incoming Executive Committee.
- g. Accredited representatives of members are eligible for election to the Executive Committee.
- h. The Executive Committee shall meet for the dispatch of the Association's business at such places, and times as they think fit. The Executive Committee shall hold not less than six committee meetings in a year.
- i. At least seven days' notice shall be given to the Executive Committee members of each meeting and the President alone or not less than three members of the Committee acting together may call for a special meeting to be held by giving not less than forty-eight hours' notice.
- j. The quorum for the Executive Committee meetings shall be one-half of the total number of Committee members.
- k. The function of the Executive Committee is to organize and supervise the day-to-day activities of the Association and to make decisions on matters affecting its running within the general policy laid down in the Constitution and by the members at general meetings. The Committee may not act contrary to the expressed wishes of the members at the general meetings without prior reference to them and shall always remain subordinate to them.

- l. A casual vacancy in the Committee shall be filled by the Executive Committee but the person so appointed shall only hold office until the next election of the Executive Committee. Changes in the Committee shall be notified to the Registrar of Societies within two weeks of the change.

- m. For justifiable reasons and after due consideration, the Executive Committee may censure, fine, suspend or expel a member who has, in the opinion of not less than two-thirds of the Executive Committee present and voting at such a meeting, been guilty of malpractice, or conduct detrimental to the interest of Members of the Association or calculated to bring the trade into disrepute, or has willfully or persistently refused or neglected to comply with the Constitution or abide by any Bye-laws or Resolutions passed at a General Meeting of the Association duly convened. However, for each and every case, the member concerned shall be given an opportunity to give an explanation either in writing or in person to the Executive Committee before a decision is made.

8. DUTIES OF OFFICERS

- a. The President shall preside at all meetings of the Association and of the Executive Committee. He shall see that the duties of the respective officers of the Association are properly and faithfully performed. He shall submit on behalf of the Executive Committee an Annual Report to the members at the Annual General Meeting.
- b. The Vice-President shall in the absence of the President, act in the place of the President.
- c. The Honorary Secretary shall conduct the business of the Association as instructed by the Executive Committee. He shall keep all records, except financial, of the Association and shall be responsible for their correctness. He shall issue proper notices of all Executive Committee and 8 General Meeting of the Association and keep minutes of such meetings. He shall be authorized to countersign all negotiable instruments of the Association and to conduct all correspondence and sign such correspondence on behalf of the Association. He shall also perform such other duties as may be decided of Executive Committee. He shall also see that the duties of employees or professional secretaries are properly and faithfully performed. He shall also maintain an up-date register of Membership at all times.
- d. The Honorary Treasurer shall be responsible for the financial records of the Association, keep accounts of its financial transactions and shall be responsible for their correctness. He shall under the authority of the Executive Committee disburse the Association's funds. He shall also be authorized to expend and maintain a cash float of SS200.00 for petty expenses, to be reimbursed as and when required. The honorary Treasurer shall present to the Executive Committee a monthly statement of account and to the Annual General Meeting, a duly audited financial statement for the preceding financial year.

- e. Any member of the Committee absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the committee. Changes in the Committee shall be notified to the Registrar of Societies within two weeks of the change.

9. FINANCE

- a. The funds of the Association shall be under the control of the Executive Committee, 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 Vice-President or Honorary Secretary in addition to the Honorary Treasurer.
- b. The Association shall be financed by membership fees which may be varied by resolution carried by a simple majority vote at a general meeting and by contribution and such other means as are approved by the Executive Committee and General Meeting.
- c. All membership fees and subscriptions shall be payable in advance before the Annual General Meeting.
- d. The Executive Committee shall cause true financial accounts to be kept of all source of money received and expended by the Association and the matters in respect of which receipt and expenditure take place.
- e. The financial year of the Association shall end on 31 December in each year.
- f. At the Annual General meeting held in each year, the Executive Committee shall lay before the Members an audited Balance Sheet and Income and Expenditure Account made up to 31 December then preceding. The Balance Sheet and the Income and Expenditure Account shall be signed by the President and the Honorary Treasurer.
- g. Every such Balance Sheet and Income and Expenditure Account shall be accompanied by a report of the Executive Committee as to the state of affairs of the association.
- h. Every such Balance Sheet and Income and Expenditure Account shall be audited by a firm of Public Accountants appointed by the Members at the previous annual general meeting and the Auditor's report shall be annexed to every such Balance Sheet and Income and Expenditure Account.
- i. The book of accounts shall be kept at the Registered Office of the Association.

10. **AUDITORS**

The Association shall have auditors, who are required members of the Singapore Society of Accountants as Public Accountants, Singapore. They shall be appointed by the members at the Annual General Meeting and their remuneration shall be fixed at this meeting

- a. Two voting members not being members of the Executive Committee shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of two years only and shall not be elected for a consecutive term. They:
 - i will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
 - ii may be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Executive Committee.

11. **TRUSTEES**

If the Association at any time acquire any immovable property, such property shall be vested in Trustees subject to a declaration of trust. Any trustee may at any time resign his trusteeship. If a trustee dies or becomes a lunatic or of unsound mind or moves permanently or is absent from the Republic of Singapore for a period of one year, he shall be deemed to have resigned his trusteeship. If a trustee is guilty of misconduct of such a kind as to render it undesirable that he continues as trustee, a General Meeting may remove him from his trusteeship. Vacancies in the trusteeship may be filled at a General Meeting, but the number shall not be greater than four or less than two. 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 affixing, in the premises of the Association, a document containing such proposal at least two weeks before the meeting at which the proposal is to be discussed. The result of such meeting shall then be notified to the Registrar of Societies. The address of immovable properties, name of trustees and any subsequent changes must be notified to the Registrar of Societies.

12. AMENDMENTS TO THE CONSTITUTION

- a. Any proposal addition, deletion or amendment to the Constitution shall be submitted to the Executive Committee in writing.
- b. The Honorary Secretary shall consider the proposal, and, if thought fit, convene an Extraordinary General Meeting or table same at the Annual General Meeting, whichever is earlier, to consider and if thought fit, to adopt such proposal, with or without modification. The notice convening such meeting shall set forth the proposal and the reason therefore if such has been given and the recommendations of the Executive Committee in connection therewith.
- c. Any proposal which is adopted by resolution passed at a General Meeting by a two-thirds majority vote of the quorum present shall be valid and binding upon all members forthwith, and such addition, deletion or amendment shall not come into force without the prior written approval of the Registrar of Societies.

13. INTERPRETATION

In the event of a question or matter arising out of any point which is not expressly provided for in the constitution, the Executive Committee shall have the power to use their own discretion.

14. INDEMNITY

in any prosecution, action or suit at law commencing against any member of members of the Executive Committee, or any servant or agent of the Association for anything done or them in the proper or reasonable discharge or their duty of the Association, such person or persons shall be defended and 13 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 of law and the property and funds of the Association may be applied for such purpose as may be directed by the Executive Committee from time to time.

15. **PROHIBITIONS**

- a. The funds of the Association shall not be used to pay the fines of members who have been convicted in Court.
- b. 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.
- c. Gambling of any kind such as the playing of pai-kow or mahjong, whether for slakes or not, is forbidden in the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- d. The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office- bearers, committee or members.
- e. The Association shall not indulge in any political activities or allow its fund and/or premises to be used for political purpose.
- f. The Association shall not raise fund from the public for whatever purpose without the prior approval in writing to the Registrar of Societies and other relevant authorities.
- g. The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendations to, or 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 to be supplied by them.

16. **DISSOLUTION**

- a. The Association shall not be dissolved except with the consent of not less than three-fifths of the members of the Association for the time being resident in Singapore expressed, either in person or by proxy, at General Meeting convened for the purpose.
- b. In the event of the Association being dissolved as provided in (a) above, 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 cost of winding-up, shall be distributed on a pro-rate basis among the members in proportion to the years of membership or donated to charitable organizations.
- c. Notice of the dissolution will be given within seven days of the dissolution to the Registrar of Societies.

17. **DATE OF REGISTRATION**

19th April 1987

18. **Date of Full Constitution Submitted To ROS**

20th June 1989

19. **Date of Full Amended Constitution Submitted To ROS**

16 September 2023