



CONSTITUTION

This Society has been created to bring about a human society which is
in Harmony with Nature;
where humans can flourish,
enabled by a Built Environment that contributes to the Well-Being of People;
while staying within Planetary Boundaries.

1 NAME

- 1.1 This Society shall be known as the “The Circle for Human Sustainability”, hereinafter referred to as the “Society”.

2 PLACE OF BUSINESS

- 2.1 Its place of business shall be at “195 Pearl's Hill Terrace #02-48, Singapore 168976” or such other address as may subsequently be decided upon by the 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.

3 OBJECTS

- 3.1 The Society’s objects (“Objects”) are:
- a. To bring about an ecologically responsible way of life;
 - b. To bring together professionals from traditionally separate disciplines – science, sociology, economics and built environment – to consider things holistically and come up with holistic solutions;
 - c. To provide a platform for the creation of a socially balanced economic system linked to planetary boundaries;
 - d. To equip professionals with relevant skills, knowledge and tools to deliver a physical environment which enables ecologically responsible behaviour; and

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- e. To disseminate information to and share knowledge with the public.

3.2 In furtherance of the above Objects, the Society may:

- a. Promote, support, organise or participate in think tanks, forums, conferences, seminars, exhibitions, scholarships, courses, lectures, workshops, working groups and the like, in Singapore and overseas;
- b. Initiate, conduct, participate in or commission research such as data collection and measurement, studies, experiments, prototyping, test bedding and the like, including sourcing for potential investors to fund such endeavours, in Singapore and overseas;
- c. Publish or communicate by any means information, research results, ideas, guides, commentary and the like, in Singapore and overseas;
- d. Disseminate information on and/or develop tools, guides, templates and the like, to support and enable professionals to provide services aligned to the Objects;
- e. Establish relationships, liaisons and affiliations, and communicate, confer and collaborate with other persons or bodies in Singapore and overseas, with similar or related objects or interests;
- f. Engage with policy makers and regulators;
- g. Employ agents, servants, or independent contractors (not being Committee members) as may be necessary;
- h. Subject to such consents as may be required by law, purchase, sell, mortgage, charge or lease any property which may be required for the purposes of the Society;
- i. Provide, equip, furnish, fit out with all necessary plant, furniture and equipment and maintaining buildings and properties;
- j. Register as a Charity, if directed by the Committee;
- k. Subject to clauses 6.1, 6.3 and 13.6, collect membership fees, subscriptions, take out loans and receive sponsorships, donations or grants, or otherwise conduct fund-raising activities, for funds which may be used for the purposes of the Society;

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- l. Encourage professionals and other persons from all related disciplines in Singapore and overseas to join the Society; and
- m. Invite any person of distinction, at the discretion of the Committee, who by reason of his or her eminence appears to be able to help promote the Objects, to be a Patron of the Society. The Society may have more than one Patron at any given time.

4 MEMBERSHIP

- 4.1 Membership is open to persons who are above 21 years of age, from the discipline of science, sociology or economics, or the built environment sector, or any other discipline or sector at the discretion of the Committee.
- 4.2 A person wishing to join the Society shall submit his/her particulars to the Secretary on a prescribed application form. The Committee shall decide on the application for membership.
- 4.3 A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.

5 TERMINATION OF MEMBERSHIP

- 5.1 A member may terminate his or her membership by resignation. The termination of membership shall take effect on the date of receipt of written notice from the member to the Secretary. The member remains liable to pay the subscription for the year in which the notice is received, if such subscription has not already been paid.

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- 5.2 The Committee shall have discretion to terminate the membership of a member who:
- a. Is found to have provided false information or made a false declaration in the application form;
 - b. Fails to settle arrears by the date informed by the Treasurer; or
 - c. Becomes a bankrupt.
- 5.3 Membership is automatically terminated if a member:
- a. Is convicted for any criminal act;
 - b. Becomes a lunatic or of unsound mind; or
 - c. Dies.
- 5.4 Resignation or termination of membership does not affect the person's liability to pay arrears, nor the rights of the Committee to take legal action to recover such arrears.

6 ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 The entrance fee(s) and subscription(s) shall be determined by the General Meeting of members at the recommendation of the Committee. The Committee shall have discretion to waive entrance fee(s) and/or subscription(s) in cases it considers justifiable.
- 6.2 Annual subscriptions are payable in advance by 31st January each year. If a member fails to pay in full by the end of February, he/she shall be informed by 14th March by the Treasurer, and shall be denied the privileges of membership until the account is settled. If the arrears is not settled by the end of May, the Committee may take legal action against such member provided that it is satisfied that the Treasurer had duly informed the member of the arrears.
- 6.3 Any additional fund(s) required for special purposes may only be raised from members with the consent of the General Meeting of the members.

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- 6.4 The income and property of the Society whensoever derived shall be applied towards the promotion of the Objects 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 Society or to any of them or to any person claiming through any of them.

7 SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Society is vested in a General Meeting of the members.
- 7.2 An Annual General Meeting (“AGM”) shall be held within 3 months from the close of the Society’s financial year.
- a. Notice of the AGM stating the date, time, place and/or mode of meeting shall be sent by the Secretary to all voting members at least three (3) weeks prior to the AGM.
 - b. Any member who wishes to place an item on the agenda may do so by notifying the Secretary at least two (2) weeks prior to the AGM, including providing particulars of such item.
 - c. The particulars of the agenda shall be sent by the Secretary to all voting members and posted on the Society's notice board at least ten (10) days prior to the AGM.
- 7.3 The following points shall be considered at the AGM:
- a. The previous financial year's accounts and annual report of the Committee;
 - b. The election of Office-Bearers and Honorary Auditors for the following term, where applicable; and
 - c. Any other item on the agenda.

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- 7.4 Extraordinary General Meeting (“EGM”):
- a. An EGM may be called at any time by order of the Committee.
 - b. An EGM must be called by the Committee within two months of receipt of a written request by not less than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser.
 - c. Notice of meeting stating the date, time, place and/or mode of the meeting shall be sent by the Secretary to all voting members and posted on the Society’s notice board at least ten (10) days prior to an EGM, including particulars of the business to be transacted.
 - d. If the Committee fails to call the EGM requested by members, the members who requested for the EGM may convene the EGM by giving ten (10) days' notice to all voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board.
- 7.5 At least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, in attendance at a General Meeting shall form a quorum.
- 7.6 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 in attendance be insufficient to form a quorum, those in attendance shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

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8 MANAGEMENT AND COMMITTEE

8.1 The administration of the Society shall be entrusted to a Committee consisting of the following to be elected at alternate Annual General Meetings:

Office-Bearers:

- A President
- A Vice-President
- A Secretary
- A Treasurer

Up to five (5) Ordinary Committee Members

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

- a. In the event that no-one is proposed for any of the Office-Bearer positions other than the Treasurer, the incumbent Office-Bearer shall remain in office for another term. In the case of the Treasurer, the Committee shall co-opt a member other than the incumbent Treasurer to fill the office.
- b. In the event that fewer than five Ordinary Committee Members are proposed, the Committee shall have discretion to co-opt any member to make up the shortfall at any time during its term of office, but shall not be obliged to do so.

8.3 Election shall be either by a show of hands or, if requested by three (3) or more voting members in attendance, 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 the elected candidate shall be unless the contesting candidate(s) withdrew in favour of one of themselves.

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- 8.4 A Committee Meeting shall be held at least once every three (3) months or more frequently at the Committee's discretion. Notice of Committee Meetings shall be given by the Secretary at least seven (7) days prior to the scheduled meeting date. The majority of the Committee Members must be in attendance for its proceedings to be valid.
- 8.5 Any member of the Committee who is absent for three (3) or more consecutive meetings without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next election.
- 8.6 Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 8.7 The duty of the Committee is to organise and supervise the daily activities of the Society. The Committee 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.
- 8.8 The Committee has power to authorise the expenditure from the Society's funds for the Society's purposes as it sees fit.

9 DUTIES OF OFFICE-BEARERS

- 9.1 The President shall chair all General and Committee Meetings. The President shall also represent the Society in its dealings with outside persons.
- 9.2 The Vice-President shall assist the President and deputise for him/her in his/her absence.
- 9.3 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. The Secretary shall keep minutes of all General and Committee Meetings. The Secretary shall maintain an up-to-date Register of Members at all times.

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- 9.4 The Treasurer shall keep all funds and collect and disburse all monies on behalf of the Society, and shall keep an account of all monetary transactions and be responsible for their correctness. The Treasurer is authorised to expend up to \$200.00 per month for petty expenses on behalf of the Society. Cheques (or electronic-banking equivalents) for withdrawals from the bank shall be signed (or otherwise authorised) by the Treasurer and one other Office-Bearer.
- 9.5 Ordinary Committee Members shall assist in the general administration of the Society and perform duties assigned by the Committee from time to time.

10 AUDIT AND FINANCIAL YEAR

- 10.1 Two (2) voting members, not being members of the Committee, shall be elected as Honorary Auditors at alternate Annual General Meetings and will hold office for a term of two years only, and shall not be re-elected for a consecutive term. If the gross income or expenditure of the Society exceeds \$500,000 in a financial year, in accordance with Section 4 of the Societies Regulations, the accounts of the Society shall be audited by a qualified company auditor under Section 10 of the Companies Act.
- 10.2 The Honorary Auditors:
- a. Shall be required to audit each year's accounts and present a report to the Annual General Meeting; and
 - 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 Committee.
- 10.3 The financial year shall be from 1st January to 31st December.

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11 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 (4) and not less than two (2) in number;
 - b. Be elected by a General Meeting of members; and
 - 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 if the trustee:
- a. Dies or becomes a lunatic or of unsound mind;
 - b. Is absent from the Republic of Singapore for a period of more than one (1) year;
 - c. Is guilty of misconduct of such a kind as to render it undesirable that he/she continues as a trustee; or
 - d. Submits a notice of resignation from his/her trusteeship.
- 11.4 Notice of any proposal to remove a trustee from his/her trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board at least ten (10) days 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 property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

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12 VISITORS AND GUESTS

12.1 Visitors and guests may be admitted into the premises of or events organised by the Society but they shall not be admitted into the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations.

13 PROHIBITIONS

13.1 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.

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

13.3 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.

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

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

13.6 The Society 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.

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14 AMENDMENTS TO CONSTITUTION

14.1 The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a General Meeting and with the consent of at least two-thirds (2/3) of the voting members in attendance at the General Meeting.

15 INTERPRETATION

15.1 In this Constitution, words such as “attendance”, “in writing”, “Meeting”, “notice board”, “show of hands” or any other prescribed methods of assembly, communication, expression of wish or decision-making process shall apply to physical and/or electronic modes able to satisfy the purpose and suited to the context.

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

16 DISPUTES

16.1 In the event of any dispute amongst members arising out of or in relation to the matters of the Society, they shall bring such dispute to the Committee to facilitate resolution. Should the members fail to resolve the matter, they may then bring the matter to the Singapore Mediation Centre in the first instance, and thereafter any other legal dispute resolution mechanism.

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17 DISSOLUTION

- 17.1 The Society shall not be dissolved except with the consent of not less than two-thirds (2/3) of the total voting membership at a General Meeting convened for the purpose.
- 17.2 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 shall be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.
- 17.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

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