

# **CONSTITUTION**

**OF THE**

**ASSOCIATION OF CERTIFIED SECURITY AGENCIES**

(Third Revision 30<sup>th</sup> July 2015)



## **NAME**

1. This Association shall be known as the “Association of Certified Security Agencies”, hereinafter referred to as the “Association”.

## **PLACE OF BUSINESS**

2. The place of business shall be decided by the Executive Committee and approved by the Registrar of societies. The Association shall carry out its activities only in places and premises which have the prior approval from the relevant authorities.

## **DEFINITIONS**

3. In this Constitution, the following words have the following meanings:

(a) "**Private Security Services**" refers to the functions as set out at Section 13 of the Private Security Industry Act carried out by individuals who are referred to as “Security Officers” under the Act.

(b) “**Executive Committee**” means the Executive Committee of the Association

(c) “**Majority Vote**” means the affirmative votes of more than fifty percent (50%) of the members present at a meeting and who are entitled to vote.

(d) “**Private Investigation Services**” refers to the functions as set out at Section 5 of the Act carried out by individuals who are referred to as “Private Investigators” under the Act.

(e) “**Private Security Industry**” includes the activities of Private Security Services and Private Investigation Services.

(f) “**Licence**” means any of the licences granted under the Act.

(g) “**The Act**” means the Private Security Industry Act (Cap. 250A) of Singapore.

## **OBJECTIVES**

4. The objectives of the Association are as follows:

- a. To promote professionalism, standards and ethical conduct in the Private Security Industry.
- b. Establish a framework for the self-regulation of members in terms of professionalism, standards and ethical conduct and to encourage the observance of any such regulations that arise from this framework.
- c. To provide an avenue for like-minded agencies and organisations operating or engaged in the Private Security Industry to interact and to co-operate for the collective good and betterment of the Private Security Industry.
- d. To conduct and carry on any other activities that serves the aforesaid objectives and purposes of the Association or which are incidental thereto, with the approval of the relevant authorities where necessary.
- e. To organize and participate in social responsibility events and overseas study tours and maintaining a foundation to disperse bursaries to needy family members.

## **MEMBERSHIP**

5. Membership to the Association shall only be open to organisations and agencies which agree to abide by the Constitution of the Association. Membership shall consist of the following classes:-

- a. Ordinary Member
- b. Associate Member
- c. Honorary Member

### **5.1 Ordinary Member**

Any security organisation or agency that meets the admission criteria set out by the Association in its Constitution and Bylaws and which is granted a Licence, may apply to be an Ordinary Member.

### **5.2 Associate Member**

Any organisation or body that is engaged in the Private Security Industry but does not meet the requirements to be an Ordinary member, may apply to be an Associate Member.

### 5.3 Honorary Member

Such membership may be conferred upon any organisation or company of acknowledged eminence in the Private Security Industry or where the Executive Committee is of the view that conferring such membership will contribute to the objectives of the Association.

6. Each organisation accepted as a member shall by letter to the Executive Committee nominate an executive of managerial position in the organisation to serve as the representative of that organisation. In the event, the person nominated as the representative is unable to attend any meeting or activity, the organisation may by letter to the Executive Committee nominate a replacement. . The representative of an Ordinary Member shall have voting rights and be eligible to hold office in the Executive Committee.

### **PATRON**

6A. The Executive Committee may invite a reputable citizen to be the Patron of the Association. The Patron shall be an Honorary Member and may attend meetings of the Association. He shall advise the Association on general administration and on matters pertaining to the Private Security Industry. He shall have no financial responsibility or any liability whatsoever.

### **EX-OFFICIO MEMBER**

7. The Executive Committee may appoint one or more reputable organisations, which in its opinion would further the aims of the Association, to be *ex-officio* members of the Executive Committee. If so appointed, such *ex-officio* members shall be represented in the Executive Committee by a nominee appointed by the Chief Executive Officer of the organisations appointed. The *Ex-officio* members shall be in addition to the Executive Committee. The *ex-officio* members shall attend executive committee meetings but shall not have any voting rights in any of the proceedings of the Executive Committee and whose attendance shall not constitute part of the quorum for meetings, but may, with their consent, be appointed to sit in any sub-committee of the Association and play an active role in such sub-committee(s). The *ex-officio* members will not be required to pay any fees (whether administrative fees, entrance fees and subscriptions, or otherwise) to the Association.

### **ADMISSION TO MEMBERSHIP**

8. Any company or organisation meeting the membership criteria of the Association and desiring to be admitted to membership of the Association shall make an application to this effect in the prescribed application form and forward it to the Chairman of the Nominations Sub-Committee for consideration. The Nominations Sub-Committee shall deliberate the application based on an approved criteria and make its recommendation to the Executive Committee.

*Membership criteria:*

- a. Date of company registration is at least 1 year from the date of application
- b. At least 2 letters of nominations from existing ACSA members

9. The Executive Committee shall by a Majority Vote approve such application.

10. Payment of the necessary entrance fee and subscriptions in full by such approved applicants shall constitute admission to membership provided that such payment is made within 4 weeks after written approval of acceptance of membership by the Honorary Secretary.

11. A copy of the Constitution and its Bye-Laws shall be made available to all members in its web page for download or reference and a soft copy emailed to members registered email address without fee.

**ENTRANCE FEE & SUBSCRIPTIONS**

12. Entrance fees and annual subscriptions for Members shall be determined and may only be varied by a Majority Vote at the General Meeting of the Association. The entrance fees and annual subscriptions shall be as follows:

- (a) The entrance fees upon acceptance into the Association are:

Ordinary Member - \$500.00  
Associate Member - \$500.00  
Honorary Member - Nil

- (b) The Annual Subscriptions are:

Ordinary Member - \$400.00  
Associate Member - \$300.00  
Honorary Member - Nil

13. (a) Entrance fee and annual subscriptions are payable immediately upon approval for admission and thereafter on the first day of April of each year. There shall be no pro rating of annual subscriptions.

13. (b) Any additional funds required for special purposes may only be raised from members through a Majority Vote by members present at a General Meeting of the Association.

## **CESSATION OF MEMBERSHIP**

### **15. Resignation**

Any member wishing to resign his membership of the Association shall give one month's notice to the Honorary Secretary in writing of his intention to do so. No refund shall be made for any subscription fees paid in respect of any resignation.

### **16. Default in Payment**

Any member whose annual subscription is unpaid for more than three (3) months shall cease to be a member and shall forfeit all rights and claims upon the Association and its properties. Such a member will be required to reapply and pay the normal entrance fee for readmission and make good all outstanding arrears.

### **16A Automatic Cessation of Membership**

Any member whose Licence has expired, suspended or revoked shall automatically cease to be a Member and shall forfeit all rights and claims upon the Association and its properties.

### **17. Expulsion of Members**

17.1 Where any member acts in breach of this Constitution or the Bylaws, or where the conduct of any member is, in the opinion of the Executive Committee, injurious to the character of the Association or objectionable in any respect, such member may be required by the Executive Committee to resign and if the member so requested to resign does not resign within 1 week, such member shall be expelled by resolution of the Executive Committee and shall cease to be a member and all sums which have been paid by such member, shall thereupon be forfeited.

17.2 A member expelled under this rule, shall have a right of appeal by giving written notice of appeal to the Honorary Secretary within 10 days from the posting of notice of expulsion.

17.3 Thereupon, an Extraordinary General Meeting of members shall be convened within 28 days and if the members at such meeting decide by Majority Vote to rescind the expulsion, then the member shall be reinstated as from the date of such resolution.

### **18. Forfeiture of Rights**

Any member expelled in accordance with the above rule, or otherwise ceasing to be a member of the Association shall forfeit all rights to or claims to the Association or its property or funds.

## **SUPREME AUTHORITY AND GENERAL MEETINGS**

19. The supreme authority of the Association is vested in a General Meeting of the members.

20. An Annual General Meeting shall be held in June.

21. At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than **20%** of the total voting membership or who have a specific agenda; and may be called at any time by order of the Executive Committee. The request in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene the Extraordinary General Meeting.

22. If the Committee does not within two months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 10 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Association's notice board.

23. At least 20 working days' notice shall be given of an Annual General Meeting and at least 10 working days' notice of any Extraordinary General Meeting. The Honorary Secretary shall send to all voting members' registered email and post the same on the Association's web page no less than 20 working days' before the meeting. Notice shall be given in soft copy (PDF format). Notice of meeting shall state the date, time, place of meeting and particulars of its agenda. For the avoidance of doubt, working days do not include Saturday, Sunday and Public Holidays.

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

- (a) The previous financial year's accounts and annual report of the Committee.
- (b) The election of office bearers for the respective two-year term where applicable.

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

26. At least **20%** of the total voting membership present at a General Meeting shall form a quorum.

27. 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 alter, amend or make additions to any of the existing Constitution.

28. Vote at the General Meeting shall be by election slips provided. Any member can request to observe the counting. In the event of a tie, the Chairman of the meeting shall have a casting vote. Each Ordinary Member shall have only one vote for each respective office bearer. For matters discussed during “Any Other Business” (AOB), a show of hands by simple majority shall decide the issue. The Associate and Honorary members shall have no voting rights.

29. Members shall only vote at meetings in person. No member may vote by proxy. Members must not be in arrears of their subscription fees and must be members of ACSA for at least ninety (90) days before they can be eligible to vote.

## **EXECUTIVE COMMITTEE**

30. The administration of the Association shall be entrusted to an Executive Committee consisting of the following to be elected at the end of every 2-year term at the Annual General Meeting.

- A President
- A Vice President
- An Honorary Secretary
- An Assistant Honorary Secretary
- An Honorary Treasurer
- An Assistant Honorary Treasurer
- Five to Seven Ordinary Committee Members

31. Nominees for the above offices shall be proposed and seconded at the Annual General meeting. To be eligible for election as President, the nominee must be an employee of an ACSA member Security Agency for the past 5 years holding a senior management position as well as being a past or present ACSA member in the Executive Committee for at least 3 consecutive years. For each office the nominee with the highest number of votes shall be elected to that office. All office-bearers except for the President and Honorary Treasurer may be re-elected to the same or related office at the end of their term for another consecutive term of office. The President may be re-elected to the same office at the end of his term for a consecutive term of office but subject to a maximum cap of 3 terms (i.e. a total of 6 years). The term of office of the Executive Committee is 2 years. The incumbent Executive Committee shall handover all documents and assets including signing off the bank account to the newly elected Executive Committee within 30 days after the Annual General Meeting.

32. Meetings of the Executive Committee shall be held at least bi-monthly after giving 14 days' notice to Committee Members. At least one half of the executive committee members must be present as a quorum for its proceedings to be valid. All matters discussed in the bi-monthly meeting shall be decided by a Majority Vote with the Chairman of the meeting having an additional casting vote if the votes are tied.



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

34. The duty of the Executive Committee is to organise and supervise the daily activities of the Association and to make decisions on matters affecting its operation when the General Meeting is not sitting. It may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.

35. The Executive Committee has power to authorise the expenditure of a sum not exceeding \$7000.000 per month from the Association's funds for the Association's purposes.

### **DUTIES OF OFFICE-BEARERS**

36. The duties of the office-bearers are as follows:

a. The President shall chair all General and Committee meetings. Ordinarily, meeting decisions are to be made by a Majority Vote of the Executive Committee in the event of an equality of votes, the President shall have a casting vote. He shall also represent the Association in its dealings with outside persons.

b. The Vice President shall assist the President and deputise for him in his absence.

c. The Honorary Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and Committee meetings. He shall maintain an up to date Register of members at all times.

d. The Assistant Honorary Secretary shall assist the Honorary Secretary and deputise for him in his absence.

e. The Honorary 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 \$200.00 per month for petty expenses on behalf of the Association. He will not keep more than \$200.00 in the form of cash and money in excess of this will be deposited in a bank to be named by the Executive Committee. Cheques, etc. for withdrawals from the bank will be signed by the President in addition to the Honorary Treasurer.

f. The Assistant Honorary Treasurer shall assist the Honorary Treasurer and deputise for him in his absence.

g. The Ordinary Committee Members shall assist in the general administration of the Association and perform any duties assigned by the Executive Committee from time to time.

### **APPOINTMENT OF SALARIED PERSONS**

37. The President, with the majority approval of the Executive Committee, may appoint one or more salaried persons to be charged with the day to day administration and management of the Association. Persons so appointed will report to the President but be accountable to the Executive Committee and shall perform duties and tasks as directed by the Executive Committee.

### **AUDIT AND FINANCIAL YEAR**

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

38A. They:

(a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.

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

39. The financial year shall be from 1st April to 31st March.

### **TRUSTEES**

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

41. The trustees of the Association shall:

a. Not be more than four and not less than two in number.

b. Be elected by a General Meeting of members.

c. Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

42. The office of the trustee shall be vacated:

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

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

43. Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice in the Association's premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified To the Registrar of Societies.

44. The addresses of immovable properties, names of trustees and any subsequent change must be notified to the Registrar of Societies.

## **DISCIPLINE**

45. All members are to conduct themselves in a manner befitting of the status of the Association and the Executive Committee reserves the right to refer any member to the Ethical Standards Sub-Committee for investigation if any allegation is made against such member. The Executive Committee is empowered, upon review of the findings of the Ethical Standards Sub-Committee to take any action that it deems appropriate and the decision of the Ethical Standards Sub-Committee is final.

## **SUB-COMMITTEES**

46. The Executive Committee shall have the power to appoint the following sub-committees for the specific purposes indicated below as well as any additional sub-committees for such other specific purposes as the Executive Committee shall think fit. The Executive Committee shall similarly have the power to terminate any such appointment.

### a. Nominations Sub-Committee

The functions of Nominations Sub-Committee are to:

- (I) Develop and maintain an admission criteria standard that conforms to the objectives of the Association.
- (II) Verify that all applications for membership to the Association comply with the admission criteria as well as Article 5 of this Constitution.
- (III) Make recommendations to the Executive Committee as to the suitability of the application.

b. Ethical Standards Sub-Committee

The functions of the Ethical Standards Sub-Committee are to:

- (I) Make constant and periodic checks of the activities and conduct of all members to ensure that the highest standards of professional conduct is observed by them.
- (II) Receive and investigate any complaints or information concerning the breach by any member of the rules, standards or Constitution of the Association or behaviour by any member which is prejudicial to the interest of the Association.
- (III) Present the findings of any such investigation to the Executive Committee with a recommendation of the action to be taken against the offending member.

c. Social and Communications Sub-Committee

The functions of the Social and Communications Sub-Committee are:

- (I) Organise member's official gatherings - AGM, EOGM, Forums, and Briefings etc.
- (II) Plan and organise member's social gatherings such as Members Night, Dinner & Dance and other social responsibility events to enable networking among members
- (III) Maintain and keep up-to-date the Associations web page in order to keep members informed and to promote buyer awareness in the Private Security Industry
- (IV) Plan, organize study tours, seminars, workshops etc. to improve the members competencies and facilitate other business opportunities
- (V) Disseminate information periodically to keep members informed and current on industry matters

47. Each Sub-Committee so appointed shall be presided by a member of the Executive Committee appointed by the President and shall include between two to four other Ordinary members of the Association who are to be co-opted by the Sub-Committee Chairman subject to the approval of the Executive Committee.

48. The Sub-Committees shall have the power to draw up such rules, procedures and By-laws pertaining to the areas of their specific purposes but subject to the approval of the Executive Committee. These rules, procedures and By-laws shall be binding on all members of the Association. The Executive Committee may amend, add or delete any of the clauses of the By-laws as and when they deem fit and such amendments, additions and deletions shall be binding on all members.

## **PROHIBITIONS**

49. Gambling of any kind whether, for stakes or not, is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and/or of bad characters into the premises is prohibited.

50. The fund of the Association shall not be used to pay fines of members who have been convicted in court.

51. 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.

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

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

54. The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or services which adversely affect consumer interests.

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

## **AMENDMENTS TO RULES**

56. The Association 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 two-thirds of the voting members present at the General Meeting.

## **INTERPRETATION**

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

## **DISPUTES**

58. In the event of any dispute arising among members, they may if they wish refer their dispute to the Executive Committee for assistance to resolve such dispute amicably and the Executive Committee shall upon receipt of such request use all reasonable efforts and act in good faith and in strict confidence to assist the disputing parties to resolve their differences amicably.

## **DISSOLUTION**

59. The Association shall not be dissolved except with the consent of not less than three-fifths (3/5) of the total voting members of the Association for the time being expressed at a General Meeting convened for the purpose.

60. 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 or other assets shall be donated to the Community Chest of Singapore.

61. A Certificate of Dissolution shall be given to the Registrar of Societies within 7 days of the dissolution.