

CONSTITUTION OF DYSLEXIA ASSOCIATION OF SINGAPORE

NAME

1. This association shall be known as the "Dyslexia Association of Singapore" (hereinafter referred to as the "Association").

PLACE OF BUSINESS

2. Its place of business shall be at "1 Jurong West Central 2, #05-01 Jurong Point Singapore 648886" or such other address as may subsequently be decided upon by the Executive Committee (as hereinafter defined) and approved by the Registrar of Societies.

AIMS

3. Its aims are :

- (a) To put quality first in delivering a comprehensive and effective professional service for dyslexic people on a not-for-profit basis.
- (b) To provide an assessment service for children suspected of having dyslexia and/or specific learning difficulties.
- (c) To provide a treatment service for dyslexic children, including teaching programmes.
- (d) To raise public and professional awareness of the nature and incidence of dyslexia.
- (e) To enable others (teachers, parents and professionals) to help dyslexic individuals.
- (f) To assist and elicit support for people with dyslexia and their families.
- (g) To promote and carry out local research into dyslexia and to disseminate results.
- (h) To network with other organizations in Singapore, the region and throughout the world.

GOAL

- i. To build a world class organization dedicated to helping dyslexic people in Singapore and reaching out to South East Asia.

MEMBERSHIP

4. There shall be four classes of members, namely ordinary, junior, corporate, life and honorary members:
 - (a) Ordinary members : All persons aged 18 years and above shall be eligible to apply for ordinary membership.
 - (b) Corporate members : All voluntary and commercial organizations, clubs and institutes of learning shall be eligible to apply for corporate membership.
 - (c) Life members : All persons who are eligible to apply for ordinary membership shall be eligible to apply for life membership. Life members shall enjoy the same rights and privileges as ordinary members.
 - (d) Honorary members : Honorary membership may be conferred by the Association at a general meeting on any person who has rendered outstanding service to the Association.
5. Membership is open to application by all persons and organizations who subscribe to the aims of the Association. Employees can be accepted as members but they cannot nominate or vote for other members to serve on the Executive Committee nor hold office themselves. Employees must also abstain from voting at Annual General Meetings when they have vested interest in the item concerned
6. An applicant for membership shall complete a prescribed form which shall be sent to the Hon Secretary with the prescribed subscription.
7. An applicant shall be duly proposed and seconded by two members of the Association. An applicant shall be admitted to membership by the Executive Committee at its sole discretion and no reason need be given for rejections.
8. Upon approval of the application, the name of the new member together with such particulars as the Executive Committee shall require shall be entered in the membership register and the new member shall be notified of his admission into the Association. A copy of the Constitution of the Association shall be provided to every approved applicant who has paid his subscription.
9. The Executive Committee may expel any members whose conduct in its opinion has been prejudicial to the aims and interests of the Association. No member, however, shall be expelled without being given an opportunity to appear before the Executive Committee to present his defence. The Executive Committee may decide to remove members including life members if they do not respond to the Association's written communication after 6 months. Members may, however, be reinstated by the Executive Committee if they can show valid cause why they were unable to respond during the above 6 months.

SUBSCRIPTIONS AND OTHER DUES

10. The membership subscriptions shall be determined from time to time by the Executive Committee.
11. Annual subscriptions shall be payable on 1st April of each year or on admission.
12. It shall be the duty of each member to pay his subscriptions promptly when due. The Executive Committee may terminate the membership of any member who is more than three months late in paying his subscriptions.

PATRONS

13. The Association may, on the recommendation of the Executive Committee, at a general meeting appoint suitable persons, subject to their consent, to be Patrons of the Association. Patrons must be Singapore citizens.

SUPREME AUTHORITY AND GENERAL MEETINGS

14. The supreme authority of the Association is vested in a general meeting of the members presided over by the President.
15. A annual general meeting shall be held no later than September each year. At other times an extraordinary general meeting must be called by the President on the request in writing of 20 or more members and may be called at any time by order of the Executive Committee.
 - 15.1 The members may meet together either in person or by telephone, radio, conference television or any other form of audio or audio-visual instantaneous communication by which all persons participating in the meeting are able to hear and be heard by all other participants without the need for physical presence. The meeting shall be deemed to have been held at the registered office of the Association, unless otherwise agreed, and all members participating at that meeting shall be deemed for all purposes of these regulations to be present at that meeting.
 - 15.2 In case of a meeting which is not held in person, the fact that a member is taking part in the meeting must be made known to all the other members taking part, and no member may disconnect or cease to take part in the meeting unless he makes known to all other members taking part that he is ceasing to take part in the meeting. Until a member makes it known that he is ceasing to take part in the meeting, he is deemed to continue to form part of the quorum.
 - 15.3 The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted. For the purpose of this Regulation, the expression "signed" shall include telefax, telex, cable, telegram or any form of electronic communication approved by

the Executive Committee for such purpose from time to time incorporating, if the Executive Committee deem necessary, the use of security and/or identification procedures and devices approved by the Executive Committee.

16. At least two weeks' notice will be given of an annual general meeting and at least ten days' notice for an extraordinary general meeting.
- 16.1 A notice or other document may be served by the Association upon any member, either personally, or by sending it through the post in a prepaid letter addressed to such member at his address
- 16.2 Without prejudice to the provisions of Regulation 16.1, any notice or document (including, without limitation, any accounts, balance sheet, financial statements or report) which is required or permitted to be given, sent or served under this Constitution by the Association, or by the Executive Committee, to a member may be given, sent or served using electronic communications:
 - a. to the current address of that person; or
 - b. by making it available on a website prescribed by the Association from time to time; or
 - c. in such manner as such member expressly consents to by giving notice in writing to the Association in accordance with the provisions of this Constitution.
17. The following points will be considered at the annual general meeting :
 - (a) The previous financial year's accounts and report of the Executive Committee
 - (b) The election of office bearers and Honorary Auditors for the following term of office.
18. Any member who wishes to place an item on the agenda of a general meeting may do so provided he gives notice to the Hon Secretary at the registered address of the Association one week before the meeting is due to be held.
19. At least one quarter of the total membership of the Association present or 30 voting members, whichever is the lesser, at a general meeting shall form a quorum. In the event of there being no quorum, 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 rules.

MANAGEMENT AND EXECUTIVE COMMITTEE

20. The general management and policy of the Association shall, subject to any resolutions of the members, be directed by a committee ("the Executive Committee") consisting of the following to be elected at each annual general meeting:
- A President
 - A Vice President
 - An Hon Secretary
 - An Hon Treasurer
 - An Asst Hon Secretary
 - An Asst Hon Treasurer
 - 5 Ordinary Committee Members
21. Only ordinary and life members may stand for election to the Executive Committee; they must also have been members of the Association for at least one year and they cannot be employees of the Association. At least two members of the Executive Committee shall be parents of dyslexic children unless such parents shall not be available for election or decline to be elected.
22. Candidates for election to the Executive Committee shall be duly proposed by one member and seconded by another. The nominations must reach the registered address of the Association one week before the annual general meeting. Election will follow on a simple majority vote of the members. They will serve a one year term of office from the date of their election to the date of the next annual general meeting.
23. Members of the Executive Committee may be re-elected year after year provided that:
- (a) No person on the outgoing Executive Committee shall be eligible for election if he has served 4 or more consecutive years on the Executive Committee.
 - (b) The Hon Treasurer and the Asst Hon Treasurer shall not be re-elected to the same or related post for a consecutive year.
 - (c) Except for the first annual general meeting, a minimum of 3 members of the outgoing Executive Committee shall not stand for re-election. If there are insufficient volunteers, then the members with the longest service on the Executive Committee shall retire and if there are several of them with the same length of service, retirement shall be determined by ballot.
24. In addition, the Executive Committee may co-opt any member (including junior members) to serve on the Executive Committee, either as replacements or as additional committee members, provided that the total

number of members on the Executive Committee shall at no time exceed twelve.

25. (a) The Executive Committee shall meet as often as shall be required but not less than four times a year. At least one-third of the Executive Committee members must be present for its proceeding to be valid. The Executive Committee members may meet together either in person or by telephone, radio, conference television or any other form of audio or audio-visual instantaneous communication by which all persons participating in the meeting are able to hear and be heard by all other participants without the need for physical presence. The meeting shall be deemed to have been held at the registered office of the Association, unless otherwise agreed, and all committee members participating at that meeting shall be deemed for all purposes of these regulations to be present at that meeting.

In case of a meeting which is not held in person, the fact that a committee member is taking part in the meeting must be made known to all the other committee members taking part, and no committee member may disconnect or cease to take part in the meeting unless he makes known to all other committee members taking part that he is ceasing to take part in the meeting. Until a committee member makes it known that he is ceasing to take part in the meeting, he is deemed to continue to form part of the quorum.

The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted. For the purpose of this Regulation, the expression "signed" shall include telefax, telex, cable, telegram or any form of electronic communication approved by the Executive Committee for such purpose from time to time incorporating, if the Executive Committee deem necessary, the use of security and/or identification procedures and devices approved by the Executive Committee.

- b. Any member of the Executive Committee absenting itself from three meeting consecutively 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 general meeting. Any changes in the Committee shall be notified to the Registrar of Societies and the Commissioner of Charities within two weeks of the change.
- c. Notice of the meeting may be given by telefax, telex, cable, telegram or any form of electronic communication approved by the Executive Committee for such purpose from time to time incorporating, if the Executive Committee deem necessary, the use of security and/or identification procedures and devices approved by the Executive Committee.

- d. A resolution in writing signed by at least one-third of the Executive Committee members shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted and may consist of several documents in like form each signed by one or more of the Executive Committee members. The expression "in writing" and "signed" include approval by any such Executive Committee member by telefax or any form of electronic communication approved by the Executive Committee for such purpose from time to time incorporating, if the Executive Committee deemed necessary, the use of security and/or identification procedures and devices approved by the Executive Committee.
26. The powers and the duties of the Executive Committee shall be :
- (a) To organize and conduct activities in pursuit of the objects of the Association and carry out the directions and wishes of the members as contained in any resolution of a general meeting; and 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.
 - (b) To report to the annual general meeting and approve annual accounts for submission thereto;
 - (c) To appoint such sub-committees for such purposes and delegate such powers and duties to such sub-committees as it may think fit;
 - (d) To co-opt members to serve upon itself and on any sub-committee subject to Article 14 above and such appointment to be subject to review at the first Executive Committee meeting after the next annual general meeting;
 - (e) To appoint a replacement for any office bearer who has resigned or is unable to continue his duties through death, illness or otherwise until the end of the term;
 - (f) To appoint advisors and consultants to the Association, Executive Committee or any sub-committee, such appointment to be subject to review at the first Executive Committee meeting after the next annual general meeting;
 - (g) To open bank accounts and to stipulate the terms for the operation of the accounts including the designation of authorised signatories.
 - (h) To arrange the place and covering of meetings;
 - (i) To appoint proxies to represent it at other meetings;
 - (j) To employ any person or persons in the service of the Association on such terms as it may think fit.

- (k) To do such things and undertake such activities as may be determined in furtherance of the aims of the Association.

DUTIES OF OFFICE BEARERS

27. The duties of the office bearers are as follows :

- (a) The President shall act as chairman at all general and committee meetings and shall have a casting vote in the event of a tie. He shall also represent the Association in its dealings with outside persons and organizations;
- (b) The Vice-President shall assist the President and deputise for him in his absence;
- (c) The Hon Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He shall keep minutes of all general and committee meetings. He shall maintain an up-to-date register of members at all times.

For that purpose of this Regulation, any register, index, minute book, minute or other documents required by this Constitution or by the relevant authorities to be kept by or on behalf of the Association may, be kept in hard copy form or in electronic form, and arranged in the manner that the Hon Secretary and Executive Committee think fit. If such records are kept in electronic form, the Hon Secretary and Executive Committee shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Hon Secretary and Executive Committee shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and facilitating the discovery of any falsifications.”

- (d) The Hon Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association. He shall maintain proper records of the finances of the Association and shall be responsible for their correctness;
- (e) The Asst Hon Secretary shall assist the Hon Secretary and deputise for him in his absence;
- (f) The Asst Hon Treasurer shall assist the Hon Treasurer and deputize for him in his absence;
- (g) The Ordinary Committee Members shall have such duties as may be assigned to them from time to time by the Executive Committee.

AUDIT AND FINANCIAL YEAR

28. Two voting members, not being members of the Executive Committee, shall be elected as Hon Auditors at each annual general meeting and will hold office for a term of one year only and shall not be re-elected for consecutive terms. They will be required to audit each year's accounts and present a report upon them to the annual general meeting. They may be required by the President to audit the Association's accounts for any period within their term of office at any date and make a report to the Executive Committee.
29. The financial year shall be from 1st April to 31st March of the following calendar year.

TRUSTEES

30. If the Association at any time acquires any immovable property, such property shall be vested in the Trustees subject to a declaration of trust. No person shall be a trustee while serving as a member of the Executive Committee. 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 a 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 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 addresses of immovable properties, names of trustees and any subsequent change must be notified to the Registrar of Societies.

PROHIBITIONS

31. Gambling of any kind and the playing of paikow or mahjong, whether for stakes or not, are forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
32. The funds of the Association shall not be used to pay the fines of members who have been convicted in court.
33. 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.
34. 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 a any goods or services which adversely affects consumer interest.

35. 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, except with the written approval of the relevant authorities.
36. The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
37. The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Registrar of Societies and other relevant authorities.

AMENDMENTS TO RULES

38. No alterations, additions or deletions to these rules shall be made except at a general meeting, and they shall not come into force without the prior sanction of the Registrar of Societies and the Commissioner of Charities.

INTERPRETATION

39. In this Constitution, where the context so admits, the singular shall include the plural and the plural shall include the singular, and the masculine shall include the feminine.
40. In the event of any question or matter arising out of any point which is not expressly provided for in the rules, the Executive Committee shall have power to use their own discretion. The decision of the Executive Committee shall be final unless it is reversed at a general meeting of members.

DISSOLUTION

41. The Association shall not be dissolved, except without the consent of not less than $\frac{3}{5}$ of the members of the Association for the time being resident in Singapore expressed, either in person or by proxy, at a general meeting convened for the purpose.
42. 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 donated to an approved charity or charities in Singapore which is/are registered under the Charities Act Chapter 37.
43. A certificate of dissolution shall be given within 7 days of the dissolution to the Registrar of Societies and the Commissioner of Charities.