

CONSTITUTION OF SINGAPOREAN-GERMAN CHAMBER OF INDUSTRY AND COMMERCE

I. NAME / PLACE OF BUSINESS / OBJECTIVES

1. Name and Place of Business

1.1 The society shall be known as the “Singaporean-German Chamber of Industry and Commerce” hereinafter referred to as “the Chamber”.

1.2 Place of Business

The registered place of business of the Chamber shall be at “25 International Business Park # 03-105 German Centre, Singapore 609916” or such other address as may subsequently may be decided upon by the Board and approved by the Registrar of Societies. The Chamber shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

1.3 The Chamber shall be constituted under the laws of the Republic of Singapore.

1.4 The Chamber is part of the of the global network of bi-lateral German Chambers of Commerce abroad and strives to be an Associate Member of the German Chamber of Commerce and Industry (DIHK) and as such the Chamber performs its scope of activities within the guidelines, quality standards and regulations of DIHK.

2. Objectives

2.1 The objectives of the Chamber shall be:-

2.1.1 to foster bi-national interest, strong commercial relationships between the Federal Republic of Germany, the Republic of Singapore and the Asia-Pacific region as a whole;

2.1.2 to represent the interests of its Members;

2.1.3 to offer and perform services and support for entities from Germany and Singapore no matter whether those entities are Members of the Chamber.

2.1.4 The Board can also decide to offer and perform services and to support entities from other European countries.

2.2 To achieve the objectives the Chamber shall render the following services:

2.2.1 providing information and consulting services, namely rendering expert opinions, market researches and reports;

- 2.2.2 facilitating and intensifying trade between entities from Germany and Singapore;
- 2.2.3 initiating and maintaining of contacts between interested commercial circles and groups in both countries;
- 2.2.4 acting as a representative of its Members on all issues of commercial interest vis-à-vis German and Singaporean authorities and other institutions such as Singapore Business Federation (SBF) and Eurocham;
- 2.2.5 supplying and providing information as regards to the economic situation in Germany and Singapore, developments and up dates upon economic and commercial topics via publications (News Letters, Annual Reports, and other publications);
- 2.2.6 conducting events as seminars, discussion forums, workshops, press conferences and similar;
- 2.2.7 identifying customer target groups, evaluate market opportunities and supply market information for both countries;
- 2.2.8 providing vocational training opportunities being beneficial to German and Singaporean companies;
- 2.2.9 mediating in bi-lateral commercial disputes;
- 2.2.10 representing companies which conduct Trade Fairs or economic development authorities ("Wirtschaftsförderungsgesellschaften");
- 2.2.11 conducting fundraising for specific projects as far as these comply with the law and do not contravene this Constitution;
- 2.2.12 providing all other kind of services meeting the requirements and expectations of the Members in all respects in so far as these are economically feasible, comply with the law and do not contravene this Constitution.
- 2.3 The Chamber shall operate in the bi-lateral commercial interest of Germany and Singapore. This approach shall be reflected by the Board, committees and other bodies of the Chamber.
- 2.4 Wherever suitable, the Chamber may incorporate subsidiaries to perform the above objectives but always seeking the consent from DIHK prior to any such incorporation.
- 2.5 The Chamber may implement committees and advisory councils for specific lines of business.
- 2.6 The Chamber shall refrain from any political activity and strictly comply with the Objectives defined herein.

- 2.7 The Chamber shall not carry out the above objectives and activities without the prior written approval from the relevant authorities, where applicable.

3. Finance and Property

- 3.1 The Chamber will finance its activities by

- Entrance and Membership fees
- Service fees
- Interests and other returns from investments or property
- Subsidies
- Loans and other financial support
- Any other activity being compatible with all applicable laws and this Constitution

- 3.2 The Chamber shall have power:

- 3.2.1 to purchase, take on lease or in exchange, hire or otherwise acquire any real estate or personal property and any rights or privileges for the purposes of the Chamber and to manage any property necessary for the work of the Chamber;

- 3.2.2 to sell, lease, mortgage, dispose of, or turn to account all or any of the property or assets of the Chamber with a view solely to the promotion of its objects;

- 3.2.3 to involve in the establishment, purchase or operation of, or participation in any manner, in any business or undertaking, including that of printing or publishing any reading material, on a co-operative basis or otherwise in the interests of and with the main purpose of furthering the interests of the Chamber.

- 3.3 The Property and finance of the Chamber shall be managed and controlled jointly by the Board and the Executive Director.

- 3.4 Donations, subsidies and other funding being vested to a specific purpose shall be used solely for the so specified purpose.

- 3.5 No Member shall have any right in the funds and property of the Chamber.

4. Liability / Trustees

- 4.1 The Members shall not be personally liable for any debt of the Chamber.

- 4.2 If the Chamber at any time acquires funds remaining the property of a third party, those funds have to be kept on a separate bank account, which is known as a trustee account. All third party funds shall be accounted for separately from the Chamber's own accounts.

II. MEMBERSHIP

5. Category and Eligibility

5.1 There shall be four categories of membership:

- Ordinary Corporate Members
- Ordinary Individual Members
- Associate Members
- Honorary Members

5.2 Membership of the Chamber shall be open to:

5.2.1 Ordinary Members: Any person, corporation, association, private, public or official body having its place of business or domicile in either Germany or Singapore and who is participating in trade or other commercial activities in Germany or Singapore may be admitted to Ordinary membership. Any person without trade or other commercial activities in Germany or Singapore may be admitted only to Associate Membership.

5.2.1.1 Any such person, corporation, association, private, public or official body qualifying for Ordinary Corporate membership shall appoint only one representative in accordance with S 6.2 exercising all the membership rights and privileges (Ordinary Corporate Member).

5.2.1.2 Any Ordinary Member may nominate in addition to the Ordinary Corporate Member (S 5.2.1.1) further representatives as Ordinary Individual Members.

5.2.2 Associate Members: Any person, corporation, association, private, public or official body having an interest in the activities of the Chamber and substantially supporting the same may be admitted to Associate membership.

5.2.3 Honorary Members: The Board may with the votes of sixty percent (60%) of the present Board Members confer Honorary Membership other than Honorary Presidency, to an organisation or a person in recognition of its or his contribution or service to the Chamber and/or the bi-lateral trading activities. An Honorary Member shall not be entitled to receive notices of or attend or vote at any General Meeting, and shall not be entitled to any of the privileges or rights or be subject to any liabilities of a Member of the Chamber.

5.3 Honorary Presidency: The General Meeting may with the votes of sixty percent (60%) of the present Members confer Honorary Presidency to a person in recognition of his contribution or service to the Chamber and/or the bi-lateral trading activities. An Honorary President shall not be entitled to receive notices of or attend or vote at any General Meeting, and shall not be entitled to any of the privileges or rights or be subject to any liabilities of

a Member of the Chamber.

6. Admission to Membership

- 6.1 Any person, corporation, association, private, public or official body desiring to become a Member of the Chamber should submit an application to the Board in accordance with such procedure as may be laid down by the Board.
- 6.2 If any corporation, association, private, public or official body should desire to obtain the advantages of Ordinary Corporate Membership, it shall nominate a person to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership (§ 8.2, 8.3) on its behalf. The nominated representative must have his domicile in Singapore. Every person so nominated shall cease to be a member of the Chamber if his nomination is revoked by the body nominating him or if he is no longer having his domicile in Singapore. No person shall without the prior approval of the Board act as nominated representative for more than five (5) Ordinary Corporate Members at the same time whereas the Board may approve or reject such application without assigning any reason thereof as the Board deems fit.
- 6.3 Any Ordinary Corporate Member desiring to nominate in addition to its representative (S 6.2) any of its members as Ordinary Individual Member should submit an application to the Board in accordance with such procedure as may be laid down by the Board. Every person so nominated shall cease to be a Member of the Chamber if his nomination is revoked by the body nominating him.
- 6.4 The Board may approve or reject any application without assigning any reason thereof as the Board deems fit. The Board may also approve or reject any nomination as representative (S 6.2) without assigning any reason thereof as the Board deems fit. The rejection of a nominated representative shall be deemed to be a rejection of the entire application (S 6.1). In the case of an existing Ordinary Corporate Member the rejection of a newly nominated representative (S 6.2) shall not affect the membership as such but the Ordinary Corporate Member shall not exercise its membership privileges as long a nominated representative has not been approved.
- 6.5 Payment of the necessary entrance fees and subscriptions by the approved applicants shall constitute admission to membership.

7. Cessation of Membership

- 7.1 Membership of the Chamber shall cease through:-
- death
 - resignation
 - expulsion and
 - bankruptcy.

- 7.1.1 Resignation – Any Member may resign his membership by giving to the Executive Director three (3) months notice to the end of the financial year in writing to that effect and pay all monies due to the Chamber; the resignation letter has to be addressed to the Executive Director and sent by e-mail or mail.
- 7.1.2 A Member, who has not paid his subscription two (2) weeks after a second written reminder has been sent to him at his last address registered with the Chamber, shall cease to be a Member and his name shall be removed from the Roll of Members. The Chamber may suspend the rights and privileges of a Member in arrears until such arrears are made good.
- 7.1.3 Expulsion – Any Member may be expelled, or his membership be suspended by the vote of sixty percent (60%) of the Board if he is convicted of a criminal offence which in the opinion of the Board is of a serious nature or if he is a bankrupt; The Board may expel any Member, or suspend his membership, if he has conducted himself, whether in the premises or elsewhere, by word or act, in a manner deemed to be contrary to the Objects of the Chamber or detrimental to the interests of the Chamber and/or injurious to its reputation.
- 7.1.4 Any Member who ceases to be a Member by virtue of Paragraphs S 7.1.2 and S 7.1.3 shall be liable to pay all arrears of subscription due by it or him at the date of so ceasing to be a Member.
- 7.1.5 The Chamber shall through the Executive Director notify in writing such Members its decision to suspend or expel it or him from membership. The Chamber's decision shall be final. The name of any Member who has been expelled from membership shall be removed from the Roll of Members.
- 7.1.6 A person whose name has been removed from the Roll of Members may apply at any time to the Chamber for reinstatement and such person may be reinstated conditionally or unconditionally as the Board may in its discretion deem fit. The Chamber shall not be bound to reinstate him nor assign any reason thereof.
- 7.2 Any cessation of membership other than dissolution does not entitle the Member to any claim, compensation whatsoever in respect of the Chamber's funds or property of whatever nature no matter whether the Member has, resigned, been removed expelled, suspended or otherwise lost membership under any provision in this S 7.

8. Membership Rights and Privileges / Duties

- 8.1 The supreme authority of the Chamber shall be vested in a General Meeting of the members presided over by the President or in his absence by the Vice President.
- 8.2 Every Ordinary Corporate Member (S 5.2.1.1) and Ordinary Individual

Member (S 5.2.1.2) has the right to attend at all General Meetings, place items on the agenda and vote.

- 8.3 Only Ordinary Corporate Members (S 5.2.1.1) are eligible to stand for election but subject to S 15 and provided that the membership rights and privileges have not been suspended under S 7.1.2.
- 8.4 Every Ordinary Member (S 5.2.1.1 and S 5.2.1.2), whether a person or corporation has one vote. Corporations execute their voting rights through their nominated representative (S 6.2 and S 6.2).
- 8.5 An Ordinary Member may nominate a proxy to execute the right to vote. A person so nominated may only hold up to five (5) proxies. The proxies have to be surrendered to the Executive Director before the beginning of the General Meeting. After the General Meeting has been declared to be in session by the President, proxies presented then shall be ignored and considered null and void.
- 8.6 Every Member shall be entitled to seek support and advice from the Chamber in all affairs being within the Objectives of the Chamber (§ 2.2). Should the requested service to be rendered by the Chamber cause substantial investment in time, personal, skills or likewise the Chamber may charge for its services so rendered. The fees being charged shall be stipulated in a list of fees and the fees shall be fixed by the Executive Director from time to time but with the consent of the Board. Members shall be charged discounted rates.
- 8.7 Every Member shall not conduct himself, whether in the premises or elsewhere, by word or act, in a manner being contrary to the Objectives of the Chamber or detrimental to the interests of the Chamber and/or injurious to its reputation and shall pay the entrance and all subsequent annual subscription fees being due and applicable.

III. GENERAL MEETINGS

9. Supreme Authority

The supreme authority of the Chamber shall be vested in a General Meeting of the members presided over by the President or in his absence by one of the Vice-Presidents.

10. Annual General Meeting

- 10.1 An Annual General of the Chamber shall be held on or before 31st of March.
- 10.2 The business to be transacted at the Annual General Meeting shall be:-
 - 10.2.1 to receive and approve the Annual Reports and Accounts of the Chamber of the current year;

- 10.2.2 to elect the Board Members for the ensuing year. The Executive Director shall not stand for election but shall be appointed by the DIHK in accordance with S 19.1;
- 10.2.3 to elect the President of the Chamber;
- 10.2.4 to elect a firm of public accounts as auditors;
- 10.2.5 Resolutions to amend or alter the Constitution may only be submitted in an Extraordinary General Meeting (S 11).
- 10.2.6 Any Ordinary Member (S 5.2.1.1 and S 5.2.1.2) who wishes to place an item on the agenda of the General Meeting may do so provided he gives notice to the Executive Director fourteen (14) calendar days before the meeting is scheduled.
- 10.3 At least twenty-one (21) calendar days' notice in writing specifying the place, date and time of the Annual General Meeting shall be given. To comply with this notice period it is sufficient if the notice and its necessary enclosures have been sent out twenty-one (21) calendar days prior to the scheduled day not counting the scheduled day of the Meeting itself.
- 10.4 The Notice and Agenda shall specify that items to be put before the meeting shall be notified to the Executive Director seven (7) calendar days before the date of the meeting.
- 10.5 The Board's annual report and the audited accounts for the preceding year shall be made available to the members seven (7) calendar days before the date of the meeting within the office of the Chamber during normal office hours.
- 10.6 The invitation including the agenda may either be sent by mail, e-mail or any other electronic form of transmission.

11. Extraordinary General Meeting

- 11.1 The Extraordinary General Meeting of the Chamber shall be convened by the Executive Director on the instruction of the Board, the President, or on the written application to the Executive Director of ten percent (10%) of the Members together with a statement of the objectives for which the meeting is desired. Such a meeting shall be held within twenty- eight (28) calendar days from the receipt of the application.
- 11.2 Notice of an Extraordinary General Meeting shall be posted to members not less than twenty-one (21) calendar days before the date of the meeting. The notice must be in writing specifying the place, date and time of the Extraordinary General Meeting. To comply with this notice period it is sufficient if the notice and its necessary enclosures have been sent out twenty-one (21) calendar days prior to the scheduled day not counting the scheduled day of the Meeting itself.

11.3 Only the topics for which the Extraordinary General Meeting is called shall be on the Agenda.

11.4 The invitation including the Agenda may either be sent by mail, e-mail or any other form of electronic transmission.

12. **Quorum and Voting**

12.1 At least ten percent (10%) of the total membership of the Chamber eligible to vote shall be present at the commencement of the General Meeting or Extraordinary General Meeting to constitute a quorum, provided that if the required quorum is not obtained, such 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 or regulations of this Constitution. Proxies shall not be constituted as part of the quorum.

12.2 Every Ordinary Member of the Chamber is allowed to be present and vote and General Meetings.

12.3 A Member may vote by proxy. Proxy shall only be another Ordinary Member. An Ordinary Member shall only carry up to five (5) proxies. Every Member submitting a valid ballot paper shall have one (1) vote.

(3) Notice in writing stating the time, place and agenda of a General Meeting shall be sent to all Members not less than fourteen (28) days before such meeting is to be held. The agenda shall be sent to all Members not less than fourteen (14) days before such meeting. The names of all nominated Candidates for election to the Committee shall be listed in the agenda.

(4) The quorum at a general meeting shall be 25% of the total number of voting Members. If the quorum is not present at the time appointed for holding the general meeting the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, the voting Members so present shall constitute the quorum, but they shall have no power to alter, amend or make additions to the constitution.

(5) A Corporate Member may appoint another Corporate Member to attend and vote at a General Meeting by a duly signed instrument of proxy.

12.4 Voting at all general meetings shall be by a show of hands. However should at least five (5) members request for voting by secret ballot, this request must be complied with and in this event every Member submitting a valid ballot paper shall have one (1) vote.

- 12.5 Except as hereinafter provided motions at general meetings of the Chamber shall be carried out by a simple majority vote.
- 12.6 The items being placed on the agenda on request by an Ordinary Member (S 10.2.5) shall be accessible to all Ordinary Members within the office of the Chamber during office hours at least seven (7) calendar days before the scheduled day of the meeting.

IV. THE BOARD

13. Composition of the Board

- 13.1 The Board shall be constituted as follows:-

A President
Two Vice-Presidents
An Honorary Secretary
An Honorary Treasurer
Up to six (6) Board Members
An Executive Director

- 13.2 The Members of the Board shall be elected at the Annual General Meeting from among those nominated in accordance with § 15. The office bearers except for the President and the Executive Director shall be elected from within the Board.
- 13.3 Members of the Board shall be eligible for re-election unlimitedly but shall hold the same office up to three consecutive terms only. The Honorary Treasurer shall not hold office for more than one term consecutively but may be re-elected up to three (3) consecutive terms only if there is a lack of alternative candidates.
- 13.4 In the event of death, incapacity, resignation, expulsion or absence of a Member of the Board, the Board shall have power to co-opt a Member to fill a vacancy.
- 13.5 The Board may, with a seventy-five percent (75%) vote of all Board Members, suspend any Member of the Board from his Board rights until the next Annual General Meeting and may co-opt another Member in accordance with S 13.4. if the so suspended Board Member conducts himself, whether in the premises or elsewhere, by word or act, in a manner being contrary to the Objectives of the Chamber or detrimental to the interests of the Chamber and/or injurious to its reputation.
- ##### **14. Board Meeting**
- 14.1 The Board shall hold at least four (4) meetings per annum. The Executive Director shall give ten (10) calendar days' notice for the purpose of calling a Board Meeting and the quorum shall be half of the Members of the Board provided always that the President or his deputy is present.

14.2 A special meeting may be called at the request of the President or half of the members of the Board. In the case of extreme urgency the Executive Director may submit business to the Board by circular letter, e-mail or other form of electronic submission to all members of the Board and a vote (given in the same form as the business was transmitted) taken thereon. The decision on such business shall be confirmed and recorded in the minutes of the next meeting.

14.3 The Executive Director or in his absence the Honorary Secretary shall record all Board meetings which protocol shall be approved and/or amended by the Board in its next meeting and signed by the President and the Executive Director.

15. Nomination of Candidates for Election to the Board

15.1 Nominations for election to the Board, duly signed by a proposer and a seconder, shall be submitted in writing to the Executive Director seven (7) calendar days prior to the date of the election. The nomination must specify whether the candidate is nominated to stand for election as “President” or “Board Member”.

15.2 Where, due to the withdrawal of a candidate before election or to any other causes, there is an insufficiency of candidates to fill the number of seats, such nomination may be taken from the floor at the Meeting.

15.3 With the exception of S 15.2 all nominations of candidates for election shall be made available to the Members seven (7) calendar days before the date of the meeting within the office of the Chamber during normal office hours.

15.4 Unless otherwise determined by the Association in the General Meeting, the Board shall have twelve (12) Members including office bearers and shall include no less than six (6) German citizens. The Executive Director shall be an ex-officio Member of the Board.

V. MANAGEMENT

16. Functions and Powers of the Board

16.1 The Board shall have general control of the business of the Chamber, and shall be responsible for laying down the policies of the Chamber consistent with the Objects of the Chamber. The Board shall watch and execute all guidelines of the DIHK and safeguard all principles, agreements, guidelines whatsoever which form the basis for being recognised as a Chamber within the network of the DIHK (S 1.4). Every office or membership of the Board other than the Executive Director is an honorary affair without pay.

16.2 The Board shall have control of the finance of the Chamber.

16.3 The Board shall be empowered:

- 16.3.1 to consider applications for membership;
- 16.3.2 to decide on expulsion, suspension and reinstatement of Members;
- 16.3.3 to approve the budget and the audited accounts as rendered by the Executive Director;
- 16.3.4 to review the Entrance and Membership fee to the General Meeting;
- 16.3.5 to approve the list of fees (S 8.6) and subsequent reviews and amendments thereof being proposed by the Executive Director;
- 16.3.6 to report to the General Meeting about the activities of the Chamber.

16.4 Engagements of Board Members against a fee as consultants, service providers, suppliers, etc. of whatever nature have to be approved by the Board and the Executive Director.

17. Duties of the President and Vice Presidents

- 17.1 The President shall chair all General and Board Meetings of the Chamber, promote the development of affairs of the Chamber internally and represent the best interests of the Chamber in all matters with other external organizations. For resolutions or decisions to be passed by the Board the President shall have a casting vote but subject to S 19.3.
- 17.2 The Vice-Presidents shall deputise for the President in the latter's absence and assist the President at all time.

18. Duties of the Honorary Treasurer and Secretary

- 18.1 The Honorary Treasurer shall supervise and ensure proper bookkeeping, advice and assist the Executive Director in preparing annual estimates of income and expenditure, and liaise with the Auditors all relevant items being necessary to prepare the financial statements for auditing.
- 18.2 The Honorary Secretary shall assist the Executive Director recording the minutes of all meetings.

19. Appointment, Duties and Powers of the Executive Director

- 19.1 The Executive Director shall be appointed by the DIHK. The terms and conditions of his employment shall be agreed upon and regulated between DIHK and the Executive Director. The DIHK shall introduce the proposed Executive Director prior to his secondment to the Board, which shall have the right and duty to render its opinion about the suitability, capability and adequacy of the candidate to the DIHK, which shall be considered when making the final decision.

- 19.2 The Executive Director shall transact all the business of the Chamber in accordance with this Constitution, execute the resolutions being passed by the Board and in General Meetings, attend to all correspondences on behalf of the Chamber, convene all meetings, and prepare the annual reports for submission to the meetings, report regularly to the Board and prepare the annual reports for submission to the Annual General Meeting.
- 19.3 Notwithstanding anything else in this Constitution, the Executive Director shall strictly comply at all times with all guidelines of the DIHK and agreements between the Chamber and the DIHK which guidelines and agreements shall always prevail in cases of contradicting Board decisions, Member resolutions, whatsoever and the Executive Director shall be entitled and obliged to object to any Board decisions, Member resolutions, whatsoever so contradicting any guideline of the DIHK or agreement between the Chamber and the DIHK which objection shall overrule the contradicting decision, resolution whatsoever. Any objections by the Executive Director that will be of mutual benefits to the Chamber and DIHK must be notified in a timely manner.
- 19.4 All personnel decisions including terms of employment, retrenchments, and number of employees, whatsoever shall be vested to the Executive Director who shall seek the Board's opinion and advice before making the final decision. The Executive Director may appoint, after consulting the Board, any employee of the Chamber to be his deputy.
- 19.5 The Executive Director shall represent the Chamber in all business transactions and statutory affairs with full power of representation and to conduct payment for all obligations arising thereof with reference to S 18.1.
- 19.6 Signing regulations for cheques, money orders and other financial instruments shall be regulated by a special policy resolved by the Management Board whereas the Executive Director must always be one of the signatories or in his absence the Honorary Treasurer.
- 19.7 The Board has the duty to report to the DIHK about the performance of the Executive Director. Specifically, the Board may request a termination of the contract on grounds of misconduct such as fraud or any act that may bring disrepute to the Chamber.

VI. FINANCE

20. Financial Year

The financial year of the Chamber shall be the period from 1st January to 31st December.

21. Fees and Subscriptions

- 21.1 All fees especially but not limited to Entrance fees and annual subscriptions shall be as determined by the Board from time to time.

- 21.2 Entrance fees are payable on application and shall accompany the prescribed Application for Membership Form.
- 21.3 Annual subscriptions are payable in advance on admission and thereafter annually. The name of the person whose application has been approved shall not be entered in the Roll of Members and he shall not qualify as a Member until his subscription is paid. Annual subscriptions for any year must be fully paid within the first three months of the Financial Year.
- 21.4 A person, corporation, association, private, public or official body approved as a Member on or after the first day of July in any year shall be required to pay a pro-rated subscription as determined by the Board for that year.

22. Auditors

- 22.1 The Board shall appoint the elected auditors (S 10.2.4) to audit accounts and to present a report to the Board. The appointed auditor's tenure of office shall be a maximum of three years.
- 22.2 The Auditors shall audit all statements of accounts, the bank accounts and the petty cash and submit a report to the Board for information. The Audit shall be submitted in writing.

VII DISSOLUTION

23. Dissolution

- 23.1 The Chamber shall not be dissolved except with the consent of sixty percent (60%) of the Ordinary Corporate Members (S 5.2.1 and S 5.2.2) of the Chamber, either in person or by proxy at a General Meeting specially convened for the purpose.
- 23.2 In the event of the Chamber being dissolved as provided above, all debts and liabilities lawfully incurred on behalf of the Chamber shall be fully discharged, and the remaining funds or other assets shall be disposed of as decided by the General Meeting of members.
- 23.3 Notice of dissolution shall be given to the Registrar of Societies within seven (7) days of the dissolution.

24. Prohibition

- 24.1 The funds of the Chamber shall not be used to pay the fines of Members who have been convicted in Court.
- 24.2 The Chamber shall not engage in any political or trade union activity or any other purpose incompatible with the Objectives of the Chamber.

- 24.3 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 Chamber's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 24.4 The Chamber shall not hold any lottery whether confined to its Members or not, in the name of the Chamber or its office bearers or Board Members.
- 24.5 The Chamber 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 service which adversely affect consumer interests.

VIII AMENDMENT TO AND INTERPRETATION OF THE CONSTITUTION

25. Amendment

- 25.1 Motions to amend or alter this Constitution may only be passed in an Extraordinary General Meeting (S 10.2.5, 11).
- 25.2 Proposed amendments or alterations to this Constitution shall be submitted in writing to the Executive Director including the request for an Extraordinary General Meeting. The Proposal and Request have to be made by sixty percent (60%) of the Members of the Board or twenty-five percent (25%) of the Members being eligible to vote.
- 25.3 Amendments or Alterations to this Constitution shall be carried out by sixty percent (60%) of the Ordinary Members (S 5.2.1.1 and S 5.2.1.2) present and subject to the regulations in S 12 (Quorum).
- 25.4 Amendments or Alterations to this Constitution shall only come into force after the approval of the Registrar of Societies has been obtained.

26. Interpretation

In the event of any question or matter arising out of any point which is not expressly provided for in this Constitution, the Board shall have power to use their own discretion. The decision of the Board shall be final unless it is reversed at a General Meeting of members.

IX MISCELLANEOUS

27. The Chamber desires to reflect the Singaporean-German bilateral character in the Board. Therefore the Board comprising of up to twelve (12) members shall achieve the proportionate representation of Singaporean and German representatives but shall include no less than six (6) German citizens.

28. The Chamber has been implemented in succession of the German Business Association and the Delegate of German Industry and Commerce.