

# **CONSTITUTION OF COMMERCIAL DIVING ASSOCIATION (SINGAPORE)**

## **NAME**

1. This Association shall be known as the “Commercial Diving Association (Singapore)”, hereinafter referred to as the “Association”.

## **PLACE OF BUSINESS**

2. Its place of business shall be at “6 Tech Park Crescent Singapore 638126” or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registry of Societies. The Association shall carry out its activities in places which have the prior approval from the relevant authorities, where necessary.

## **OBJECTIVES**

3. Its objects are:
  - a. To promote and encourage high standards and best practices in the Commercial Diving Industry;
  - b. To enhance the ability to compete in local, regional and international markets;
  - c. To champion safety and health at work for the Commercial Diving Industry;
  - d. To integrate and promote safety and health in the operations and business of the Commercial Diving Industry;
  - e. To promote and implement initiatives to upgrade the efficiency and effectiveness of the Commercial Diving Industry through awareness, training, certification, management and supervisory skills; establishment of good work practices;
  - f. To promote industrial bi-lateral learning of any lesson learnt from diving incidents to prevent similar recurrences and reduce risk to as low as reasonably practicable;
  - g. To promote, develop, review and update training blue prints to meet the requirements of the relevant skill standards to National level and identify new training needs;
  - h. To provide for the instruction and for the delivery and holding of lectures, exhibitions, classes, public meetings and conferences convened directly or indirectly to advance knowledge and research in the science, process, work, occupation and safe practice of the Commercial Diving Industry and

Safety and Health processes or occupations or otherwise for the promotion of any of the objectives of the Association;

- i. To promote, hold, convene or participate in any congress or meeting of Associations or individuals for the purpose of discussion or instruction relating to the Commercial Diving Industry in any way or to the advancement of knowledge thereof or proficiency therein;
- j. To print and publish any journal, newspaper, periodical, book or leaflet that the Association may think desirable for the promotion of its objects and to accept and publish advertisements therein or such terms as it considers desirable;
- k. To promote and provide mutual benefit to its members, and to develop and maintain camaraderie and professional conduct;
- l. To afford members of the Association opportunities for the exchange of ideas and information with respect to the Safety, Health, Processes and Practices of the Commercial Diving Industry procedures and other allied, ancillary processes and safe practices; and
- m. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

## **MEMBERSHIP QUALIFICATION AND RIGHTS**

4.1 Membership is open to individuals, companies, partnerships, and other body corporate.

4.2 The different categories of membership are as follows:

a. Honorary Member

A person who has rendered conspicuous service or is eminent in some branch of the Commercial Diving Industry, engineering, construction or an allied science, art, safety process or occupation and who in recognition thereof is elected as Honorary Member by the Executive Committee.

The Honorary Member shall have no rights to vote and to hold office in the Association;

b. Corporate Member

Corporate Membership is open to any Company, Partnership or other body corporate that carries out any Commercial Diving activity in Singapore, as defined as any underwater or subsea works requiring the services of Commercial Divers and ancillary persons supporting the Commercial Divers in the conduct of their tasks. A Corporate Member may appoint one representative who is above 18 years of age to act for itself as member of the Association and to exercise the rights to vote and to hold office in the Association.

The Corporate Member shall be entitled to three voting rights at the Annual General Meeting and Extraordinary General Meeting.

Note: The corporate member shall be expected to comply with commercial diving safety standards established by the Association for members. On its part, the Association will promote the use of these standards as the baseline for the industry. The Association maintains the right to ascertain that members are in compliance with these standards. Those members found not conforming to the standards will be given opportunity to improve. Members that failed to do so after being notified by the Association may be expelled from the Association.

c. Individual Member

Individual Membership is open to a person who has produced evidence to the satisfaction of the Executive Committee that he is at least 18 years of age: and

- i) Possesses a certificate of competency (C0C) as a Commercial Diver or Diver Support Technician, or an equivalent qualification approved by a recognized institution or other qualification which, in the opinion of the Executive Committee, is the equivalent to such C0C or alternatively has had experience in work of such nature as to satisfy the Executive Committee that he should be exempted under the special circumstances from having such C0C or equivalent qualification; or
- ii) Has been engaged in the practice of or associated with some branch of the Commercial Diving Industry; and / or
- iii) Has attained such degree of standing in some branch of the Commercial Diving Industry as in the opinion of the Executive Committee should entitle him to be accepted as an Individual Member.

The Individual Member shall be entitled to one voting right at the Annual General Meeting and Extraordinary General Meeting. .

d. Associate Member

Associate Membership is open to any person or company or partnership or other body corporate who / that does not fall under the other categories or in the opinion of the Executive Committee is not directly associated with the Commercial Diving Industry and who is interested in some branches of the Commercial Diving Industry.

An Associate Member may attend meetings of the Association but shall have no right to vote at such meetings. The Associate Member shall not be entitled to hold office in the Association.

Associate Members may include:

- i) Any company, Partnership or other body corporate engaged in the engineering, manufacturing, supporting, refining, maintenance and construction of Marine structures by means of, or with the assistance of,

Commercial Diving Operations, including Shipbuilders, Marine Construction companies, and Owners of said structures.

- ii) Any company, Partnership or other body corporate engaged in the manufacturing, supply, servicing and maintenance of diving plant and equipment, and
- iii) Any company, Partnership or other body corporate engaged in the Training or Continuing Education of Commercial Divers, including Consultancy services for Commercial Diving companies.

e. Student Member

Student Membership is open to a person who, to the satisfaction of the Executive Committee, is not a Commercial Diver or Diver Support Technician, but who is undergoing training, internship or instruction leading to a recognised Certificate of Competency, or a person who is planning to undergo such training, internship or instruction. His membership shall continue so long only as the Executive Committee is of the opinion that he satisfactorily continues or pursues such course of training, internship or instruction.

A Student Member may attend meetings of the Association but he shall not be entitled to vote at such meetings. He shall not hold any office in the Association.

### **APPLICATION FOR MEMBERSHIP**

- 5.1 A person wishing to join the Association should submit his application for membership to the Secretariat on the prescribed form. The Executive Committee will decide on the application for membership.
- 5.2 Membership is valid for one year, and is renewable subject to payment of the requisite subscription fee.
- 5.3 A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.

### **ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

- 6.1 The entrance fees and annual subscriptions shall be determined by the Executive Committee.
- 6.2 Annual subscriptions are payable in advance within the first month of the Financial year. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Secretariat. If he fails to settle his arrears within 4 weeks of their becoming due, the Executive Committee may order that his name be posted on the Association's notice board and that he be denied the privileges of membership until he settles his account. If he falls into arrears for more than 3 months' dues, he will automatically cease to be a member and the Executive Committee may

take legal action against him provided that they are satisfied that he has received due notice of his debts.

## **CESSATION OF MEMBERSHIP**

### **7.1 Resignation:**

- a. Any Member wishing to resign will give one month's notice in writing to the President;
- b. Any Member so resigning shall cease to have further interest in the funds and/or property / assets of the Association;
- c. Any Member so resigning shall upon acceptance of the notice of resignation by the Association be liable to pay to the Association all arrears of subscription, levies and other sums due at the date to the Association;
- d. The Association shall reserve the right to take such action as is necessary, including legal action, to recover any arrears of subscription, levies and other sums due to the Association;
- e. Any Member who or which has resigned and thereafter seeks to rejoin the Association may apply under the provisions of Article 5, which such said application may be accepted by the Executive Committee on such terms and conditions as the Executive Committee may decide in the circumstances of the case.

### **7.2 Cessation - A Member shall cease to be a Member of the Association in the following instances:**

- a. A resolution has been duly passed for the winding up or dissolution or cessation of the Member or an order of court of competent jurisdiction or an Order or Notice of the competent authority, is made for the dissolution or winding up or cessation of the Member as the case may be;
- b. Any adjudication order in bankruptcy is made against the Member.

### **7.3 Expulsion:**

- a. Any Member unwilling to or refusing to comply or conform to the Constitution of the Association or acts in any way contrary to the interests of the Association shall be liable to be expelled from the Association;
- b. Any matter involving the conduct of any Member or the expulsion of the Member from the Association shall be referred by the President to the Executive Committee at a meeting thereof specially convened for the

purpose. At least seven (7) days' notice of such meeting must be given to the Member concerned by the Secretariat. The notice shall set out the matters for which the meeting has been specially convened and the Member in question shall be entitled to be heard personally and to be present at the meeting for that purpose before any decision or recommendation of the Executive Committee is made;

- c. Any Member who or which has in the opinion of the Executive Committee present and voting at such meeting, committed a breach of any of the provisions of the Constitution of the Association or who or which has acted in any way contrary to the interests of the Association or whose conduct has in opinion of the Executive Committee rendered him unfit to be a Member may be expelled from the Association;
- d. Any Member expelled shall upon receipt of notice of expulsion from the Association remain liable to pay to the Association all arrears of subscription, levies and other sums due to the Association at that date;
- e. The Executive Committee shall have the discretionary powers to issue a written caution to any Member instead of expelling such Member.

## **SUPREME AUTHORITY AND GENERAL MEETING**

- 8.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the President.
- 8.2 An Annual General Meeting shall be held in the first quarter of the year.
- 8.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 30% of voting members or may be called at anytime by order of the Executive Committee. The notice in writing shall be given to the Secretariat setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within 2 months from receiving this request.
- 8.4 If the Executive Committee does not within 2 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 14 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda.
- 8.5 At least 2 weeks' notice shall be given of an Annual General Meeting and Extraordinary General Meeting. Notice of meeting stating the date, time, place and agenda of meeting shall be sent by the Secretary or Secretariat to all voting members.
- 8.6 Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings.

- 8.7 The following points will be considered at the Annual General Meeting:
- a. The previous financial year's accounts and annual report of the Executive Committee.
  - b. Where applicable, the election of office-bearers and Honorary Auditors for the following term.
- 8.8 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretariat one week before the meeting is due to be held.
- 8.9 At least 30% of the total voting membership, present at a General Meeting shall form a quorum. A Corporate Member may appoint a representative to attend a General Meeting. The representative shall be taken into account in determining the quorum.
- 8.10 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 amend any of the existing Constitution.

### **MANAGEMENT AND EXECUTIVE COMMITTEE**

- 9.1 The administration of the Association shall be entrusted to the Executive Committee consisting of the following to be elected at alternate Annual General Meeting:
- A President
  - A Vice-President
  - A Secretary
  - An Assistant Secretary
  - A Treasurer
  - An Assistant Treasurer
  - Four Ordinary Committee Members
- 9.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers, except the Treasurer and Assistant Treasurer may be re-elected to the same or related post for a consecutive term of office. The maximum term of office of the Executive Committee is 4 years.
- 9.3 Election will be by show of hands, subject to the agreement of the majority of the voting members present. 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 shall be the successful candidate unless the contesting candidate(s) withdrew in favour of one of themselves.

- 9.4 An Executive Committee Meeting shall be held at least once every 3 months after giving seven days' notice to Executive Committee Members. The President may call an Executive Committee Meeting at any time by giving seven day's notice. At least ½ of the Executive Committee Members must be present for its proceedings to be valid.
- 9.5 The Executive Committee may as it deems fit appoint sub committees for the effective implementation and administration of the policies of the Association.
- 9.6 Any member of the Executive Committee absenting himself from 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 changes in the Executive Committee shall be notified to the registrar of societies within two weeks of the change.
- 9.7 The duty of the Executive Committee is to set policy and direction for the Association in accordance to the objects of the association. The Executive Committee may not act contrary to the express wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
- 9.8 The Executive Committee shall nominate members or a member of the Association or such other persons as it deems desirable to serve on any public bodies.
- 9.9 The Executive Committee shall commence, prosecute and defend all legal actions and suits as the Executive Committee may deem necessary or expedient in the name of and on behalf of the Association and to compromise or submit to arbitration the said actions and suits as Executive Committee may in its absolute discretion think fit.
- 9.10 The funds of the Association shall be vested in and under the control of the Executive Committee who shall receive subscriptions and donations to the funds and shall have power to pay and employ the same at such times and in such manner and for such purposes as it may in its absolute discretion consider desirable for the benefit of the Association.
- 9.11 The Executive Committee shall decide on expenditures exceeding SGD\$10,000. The decision to spend shall be based on the agreement of 80% of the executive members. For amounts equal to or less than SGD\$10,000, the authorization of the expenditure shall be made by the President and the Treasurer collectively.
- 9.12 Executive Committee is empowered to borrow and/or invest and deal with the monies of the Association and provide security on behalf of the Association for any borrowings in such manner as it deems fit and from time to time to vary or realize such investments.



- 9.13 The Association's account shall be kept with such bank or banks as the Executive Committee may determine.

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

- 10.1 The President shall chair all General and Executive Committee meetings. He shall also represent the Association in all dealings with outside persons and organisations or designate another Executive Committee member to be that representative.
- 10.2 The Vice-President shall assist the President and deputise for him in his absence.
- 10.3 The Secretary, with the assistance of the Secretariat shall keep all records, except financial, of the Association and shall be responsible for its correctness. He will keep minutes of all General and Executive Committee meetings. He shall maintain an up-to-date Register of Members at all times.
- 10.4 The Assistant Secretary shall assist the Secretary and deputise for him in his absence.
- 10.5 The Treasurer, with the assistance of the Secretariat 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 the Association funds on behalf of the Association. He will not keep more than SGD\$1000 in the form of petty cash and money in excess of this is to be deposited in a bank to be decided by the Executive Committee. Cheques, etc. for withdrawals from the bank is to be signed by at least two office bearers, the Treasurer and either one of the following: the President, Vice-President or the Secretary. In the absence of the Treasurer, the Assistant Treasurer shall sign on his behalf.
- 10.6 The Assistant Treasurer shall assist the Treasurer and deputise for him in his absence.
- 10.7 Ordinary members of the Executive Committee shall assist in the general administration of the Association and perform duties assigned by the Executive Committee from time to time.
- 10.8 Any office bearer who wishes to resign is to submit his request in writing to the Secretary with at least one month's notice, and this shall be subject to the Executive Committee's acceptance.

### **THE SECRETARIAT**

- 11.1 The Association shall have the power to appoint a Secretariat consisting of a General Manager, and other staff at such salaries and on such conditions

determined from time to time by the Association. The Secretariat shall act under the general directions of the Executive Committee and shall be responsible only to the Association and shall not be obliged to carry out the wishes and instructions of individual members.

11.2 The General Manager and staff will be paid employees of the Association and the appointment of such paid employees may be terminated by the Association subject to the terms and conditions of their appointment(s).

11.3 Powers and Duties of the General Manager:

a. To develop strategies and implement action plans to achieve the Association's objectives in accordance with the policies and directions set by the Executive Committee.

b. To organise, manage and supervise the daily activities of the Association.

c. To engage or dismiss employees of the Association on such terms and conditions of their appointments.

d. To deal with the monies of the Association in such manner as directed by the Executive Committee in the discharge of their duties.

## **AUDIT AND FINANCIAL YEAR**

12.1 An Auditor shall be appointed at each Annual General Meeting for a term of 2 years and shall be eligible for reappointment for not more than 2 consecutive terms.

12.2 They will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.

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

## **TRUSTEES**

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

13.2 The trustees of the Association shall:

a. not be more than 4 and not less than 2 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.

13.3 The office of the trustee shall be vacated:

- a. if the trustee dies or have 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.
- 13.4 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 board 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.
- 13.5 The address of each immovable properties, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

### **VISITORS AND GUESTS**

- 14.1 Visitors and guests may be admitted into the premises of the Association but they shall not be admitted into the privileges of the Association. All visitors and guests shall abide by the Association's rule and regulations.

### **PROHIBITIONS**

- 15.1 The funds of the Association shall not be used to pay the fines of members who have been convicted in court of law irrespective of whether the offence is arising from the business of the Association or otherwise.
- 15.2 The Association shall not engage in any trade union activity as defined in any written law relating to trade unions time being in force in Singapore.
- 15.3 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 service which adversely affect consumer interests.
- 15.4 The Association shall not indulge in any political activity or allow its funds and or premises to be used for political purposes.
- 15.5 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.

- 15.6 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 CONSTITUTION**

- 16.1 General resolutions are considered passed with the consent of majority of the total voting members present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

### **INTERPRETATION**

- 17.1 In the event of any question or matter pertaining to day-to-day administration, which is not expressly provided for in this Constitution, 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.

### **DISPUTES**

- 18.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

### **DISSOLUTION**

- 19.1 The Association shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of the Association either in person or by proxy, at a General Meeting convened for the purpose.
- 19.2 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 disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.
- 19.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.