

**CONSTITUTION OF
THE COSMETIC, TOILETRY AND FRAGRANCE
ASSOCIATION OF SINGAPORE (CTFAS)**

NAME

- 01 The name of the Association shall be known as “The Cosmetic, Toiletry and Fragrance Association of Singapore (CTFAS)” (hereinafter referred to as the “Association”).

PLACE OF BUSINESS

- 02 The place of business of the Association shall be situated at 51 Science Park Road, 01-01 The Aries, Singapore 117586 or such other address as may subsequently be decided by the Committee and approved by the Registrar of Societies.

DEFINITIONS

- 03 In these Rules, except where the context otherwise requires:

“The Rules” means the Rules of the Association currently in force.

“The Committee” means the committee of the Association provided for by the rules.

“The Members” means the Ordinary and Associate Members of the Association for the time being admitted as Members of the Association.

“The Ordinary Members” means companies, firms and representative offices incorporated, registered or established in Singapore, for the time being admitted as Members of The Association.

“The Associate Members” means corporations, companies and firms organized, existing, registered or established outside Singapore, for the time being admitted as Members of the Association.

“The President” means the President of the Association as elected by the Members.

“The Vice President” means the Vice President of the Association as elected by the Members.

“The Secretary” means the Honorary Secretary of the Association as elected by the Members.

“The Assistant Secretary” means the Honorary Assistant Secretary of the Association as elected by the Members.

“The Treasurer” means the Honorary Treasurer of the Association as elected by the Members.

“The Assistant Treasurer” means the Honorary Assistant Treasurer of the Association as elected by the Members.

“The Office-Bearers” means the President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant treasurer and Ordinary Committee Member of the Association.

“Singapore” means the Republic of Singapore.

“Member’s Representative” means the duly appointed representative of the Member.

“Trustees” means the Trustees of the Association appointed by the Members in General Meeting.

OBJECTS

04 The objects of the Association shall be:

- 4.1 To provide general assistance and service to the Members.
- 4.2 To help in the dissemination of up-to-date scientific and marketing information to the Cosmetic, Toiletry and Fragrance Industry.
- 4.3 To promote and support the adoption of high standards of manufacturing practices and quality assurance for cosmetic, toiletry, and fragrance products and the related raw materials, packaging, services and machinery supplied to the said industry.
- 4.4 To organize the collection, analysis and distribution of pertinent commercial, statistical and scientific data among Members so as to enhance efficiency and productivity in the said industry.
- 4.5 To liaise with international cosmetic, toiletry and fragrance organizations in the common objective of ensuring the finished products as well as the related raw materials, packaging, services and machinery supplied to the said industry being manufactured and supplied universally, are marketed ethically and with propriety.
- 4.6 To encourage widespread contacts and friendship amongst all Members through social gatherings to bring together persons with the same interests.

- 4.7 To hold professional meetings, seminars, talks, conference and exhibitions and publish newsletters.

MEMBERSHIP

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5.1 Eligibility

Any business entity

- (i) whose business is in the manufacture or distribution of cosmetic, toiletry and fragrance products in Singapore;
 - (ii) whose business is in the manufacture and distribution of related raw materials, packaging, services and machinery to the Cosmetic, Toiletry and Fragrance Industry in Singapore; or
 - (iii) who are wholly owned subsidiaries of companies engaged in the manufacture and distribution of cosmetic, toiletry and fragrance products whether in Singapore or elsewhere;
 - (iv) who are wholly owned subsidiaries of suppliers of raw materials, packaging and machinery to the said industry in Singapore or elsewhere; or
 - (v) whose activities are engaged in the marketing (advertising, market research, packaging design) of cosmetic, toiletry and fragrance products in Singapore, may apply to be Ordinary or Associate Members of the Association.
- 5.2 Ordinary membership is open to companies, firms and representative offices incorporated, registered or established in Singapore. Associate membership is open to corporations, companies and firms organized, existing, registered or established outside Singapore.
- 5.3 Each member shall be represented by one nominee appointed by its business company. Only Ordinary Member shall be entitled to vote and each ordinary member shall have one vote.
- 5.4 Admission

Any organization qualifying for membership may apply for admission to membership by submitting to the Secretary the prescribed form duly completed and signed together with the entrance and subscription fees prescribed in Rules 6.2 and 6.3. A copy of the Constitution of the Society shall be provided to every approved applicant who has paid its entrance fees. Admission of Members shall be at the sole discretion of the Committee.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

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- 6.1 All Members (whether Ordinary or Associate Members) shall pay the same rate of entrance fees and annual subscription fee.
- 6.2 The entrance fee shall until otherwise determined by the Members at a General Meeting of the Association, be S\$50.
- 6.3 The annual subscription fee shall until otherwise determined by the Members at each Annual General Meeting of the Association be \$380, a 2-year subscription be \$700.
- 6.4 No other dues or fees shall be payable by Members unless the imposition thereof is approved by the Members at a General Meeting.
- 6.5 A Member shall pay its entrance and annual subscription fees in full to The Treasurer upon its application for membership in accordance with Rules 6.2 and 6.3. The due annual subscription fee shall be determined pro-rata on a quarterly basis at the time of application. Thereafter, the member shall pay such fee in advance on 1 January of every year.
- 6.6 Any Member whose subscription remains unpaid for 60 days from the due date shall upon receiving a written notification signed by or on behalf of the Secretary be denied the privileges of membership until all arrears are settled.
- 6.7 Any Member whose subscription remains unpaid for 90 days from the due date shall automatically cease to be a Member of the Association but shall in the discretion of the Committee be eligible for re-admission and the Committee may at its discretion waive the entrance fee or any part thereof.

RESIGNATION

- 07 A Member desirous of resigning from the Association may do so by forwarding a written notice of his intention to do so to the President. Such resignation shall become effective from the date of receipt of the notice by the President provided that the subscription for the relevant financial year to the nearest quarter has been paid.

TERMINATION OF MEMBERSHIP

- 08 Membership with the Association shall cease if:
 - (i) the membership fees are in arrears for 90 days from the due date as in Rule 6;

- (ii) the Member ceases to be engaged in any of the activities included in Rule 5;
- (iii) the Member who has been adjudicated insolvent by the competent authority;
- (iv) the Member who, after due inquiry by the Committee of inquiry of the Association formed for the purpose, is found to have committed breaches of any of the Association's Rules or the Regulations or Code of Marketing Practices, as may be prescribed from time to time by the Committee, shall be given notice requiring him to give the Association a written undertaking that such breaches shall be discontinued forthwith and shall not be repeated. If, after three weeks from the date of such notice, no such undertaking has been received by the President of the Association, then a further notice shall be sent to the Member concerned informing him that his membership has been terminated.

Provided that any Member whose membership is so terminated may request that his termination be considered at an Extraordinary General Meeting to the Association specially convened for the purpose. The Member concerned may, if he so wishes, be represented by legal counsel at such Extraordinary General Meeting. Any decision arrived at such meeting shall be by a majority vote of two thirds of the ordinary Members present and shall be final.

RESTORATION OF MEMBERSHIP

- 09 Any Member whose membership has been terminated in circumstances relevant to the corresponding paragraph of Rule 8 of this constitution:
- (i) may be reinstated upon payment of entrance fee, all arrears and any subscription fee that would have fallen due in the interim period; or
 - (ii) may be reinstated if such Member re-engages in the manufacture, distribution and use of cosmetic, toiletry and fragrance products in Singapore; or
 - (iii) may be reinstated if such Member has been cleared of his insolvency by the competent authority, and upon payment of entrance and subscription fee.

OFFICE-BEARERS

- 10 10.1 The term of office of the office-bearers shall be two years. All of them shall be eligible for re-election to the same post. The maximum number of consecutive terms for the Treasurer shall be 2.

Nominations together with the written agreement of the nominee, must be sent to the Secretary at least seven days before the date of the Annual General Meeting.

Election shall be confirmed by a majority of the votes cast at the Annual General Meeting.

- 10.2 Every office-bearer shall be a Member's representative.
- 10.3 Any vacancy may be filled by an officer appointed by the Committee until replaced by a regularly elected officer.

THE COMMITTEE

- 11 11.1 The Committee shall consist of:
 - (i) A President
 - (ii) 2 Vice Presidents
 - (iii) A Secretary
 - (iv) An Assistant Secretary
 - (v) A Treasurer
 - (vi) An Assistant Treasurer
 - (vii) A maximum of **13** Ordinary Committee Members
- 11.2 The committee shall hold meetings at such time and place as it deems fit but not less than four times a year. At least 7 days' notice to Committee Members shall be given. The President may call a Committee meeting at any time by giving 3 days' notice. At least half the number of the Members of the Committee shall form a quorum for all purposes.
- 11.3 The Committee shall have power to appoint Sub-Committees for the purpose of carrying out its functions.
- 11.4 A Committee Member shall vacate office:
 - (i) if he is absent from three consecutive Committee meetings without leave of absence;
 - (ii) if his appointment as representative is withdrawn or cancelled by the Member he represents.
- 11.5 The duty of the Committee is to organise and supervise the daily activities of the Association and to make decisions on matters affecting its running 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 Meeting.

DUTIES OF OFFICERS

12 12.1 President

The President shall preside and act as Chairman at all General and Committee Meetings. He shall represent the Association in all matters pertaining to the Association.

12.2 Vice –Presidents

The Vice-Presidents shall assist the President and deputize for the President in the latter's absence.

12.3 The Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He/she will keep minutes of all General and Committee Meetings. He/she shall maintain an up-to-date register of members at all times.

12.4 The Assistant Secretary shall assist the Secretary and deputise for him/her in his/her absence.

12.5 The Treasurer shall keep all funds and collect and disburse all money on behalf of the Association and keep an account of all monetary transactions and shall be responsible for their correctness. He/she is authorized to expend up to \$500 per month for petty expenses on behalf of the Association. He/she will not keep more than S\$500 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc for withdrawal from the bank will be signed by the President or the Vice-President or the Secretary in addition to Treasurer.

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

12.7 Ordinary Committee Members shall attend meetings and contribute to the decision making on matters presented to the Committee. They shall assist in the general administration of the Association and perform any duties assigned by the Committee from time to time.

GENERAL MEETINGS

13 13.1. The supreme authority of the Association is vested in a General Meeting of the Members presided over by the President.

- 13.2 An Annual General Meeting shall be held in each year in the month of April at which the following business shall be considered:
- (i) To receive (and approved), pass the accounts for the previous financial year and to receive the annual report of the Committee on the affairs of the Association;
 - (ii) The election of the Committee (at the alternate Annual General Meeting);
 - (iii) To approve the subscription fee for the following year;
 - (iv) To appoint Auditors;
 - (v) Such other business as shall have been communicated to the Secretary one week before the Annual General Meeting.
- 13.3 Not less than fourteen days' notice in writing shall be given by the Secretary to every Member in respect of the holding of the Annual General Meeting.
- 13.4 An Extraordinary General Meeting (EGM) may be called by the President on the request in writing of ten or more Members stating the purpose of the meeting. At least one quarter of the total membership shall form a quorum for a General Meeting or by order of the Committee. At least ten days' notice in writing shall be given by the Secretary to every member in respect of the holding of the Extraordinary General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 14 14.1 If within half an hour from the time appointed for the General Meeting, a quorum is not present, the meeting, if convened upon the request of Members, shall be dissolved. In any other case, it shall be adjourned for half an hour and, if at such meeting a quorum is not present, the Members present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any of the existing rules.
- 14.2 The President, or in his absence, a Vice-President, shall preside at all General Meetings of the Association. If the President, and the Vice President are absent, a Member of the Committee shall be elected for the purpose. Every Member present shall be entitled to one vote upon each motion before the Meeting and each motion shall be decided by a show of hands or by secret ballot. In case of an equality of votes, the Chairman of the Meeting shall have a second or casting vote.

AUDIT & FINANCIAL YEAR

- 15 15.1 The accounts of the Association shall be audited by professional auditors appointed at the AGM.
- 15.2 The financial year of the Association shall be from 1st January to 31 December.

TRUSTEES

- 16 If the Association at any time acquires any immovable property, such property shall be vested in Trustees subject to a declaration of trust. The Committee shall have power to purchase or acquire movable or immovable property or other assets or bonds without having to obtain the sanction of the General Meeting. No immovable property or other assets, bonds or any part of the immovable property, other assets or bonds, owned, controlled by, belonging to the Association shall be sold, assigned, transferred, conveyed, mortgaged or otherwise disposed of without a resolution authorizing or sanctioning such sale, mortgage or other transaction being first passed at a General Meeting of the Association held for such purpose. Any trustee may at any time resign his trusteeship. If a trustee dies or becomes a lunatic or unsound mind 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 him unfit to be 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 to the Members 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 address of immovable properties, names of trustees and any subsequent change must be notified to Registrar of Societies.

PROHIBITIONS

- 17 17.1 The funds of the Association shall not be used to pay the fines of Members who have been convicted in Court.
- 17.2 The Association shall not engage in any trade union activity as defined in any written law relating to trade union for the time being in force in Singapore.
- 17.3 The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association, its Officers, Committees or Members unless relevant authority's approval has been obtained.
- 17.4 The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

- 17.5 Gambling of any kind, such as 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.
- 17.6 The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation, 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 good or services, which adversely affects consumer interest.
- 17.7 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.

AMENDMENT TO RULES

- 18 No alternations, additions or deletions to these rules shall be made except at a General Meeting, and they shall not come to force without the prior sanction of the Registrar of Societies.

INTERPRETATION

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

DISSOLUTION

- 20 20.1 The Association shall not be dissolved, except with the consent of not less than 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.
- 20.2 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 divided equally amongst the existing Members or donated to a charity.
- 20.3 A certificate of dissolution shall be given within 7 days of the dissolution to the Registrar of Societies.