

SINGAPORE BOOK PUBLISHERS ASSOCIATION



SBPA

CONSTITUTION

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As of 7 September 2022

Rule 1

Name, postal Address and Place of Meeting

- (a) The Association shall be known as the Singapore Book Publishers Association. The word 'Publishers' shall include book and magazine publishers and such other categories of publishers as the executive committee deems acceptable.
- (b) Its place of business shall be the office of the Honorary Secretary, or at other places as may from time to time be decided by the Executive Committee and approved by the Registrar of Societies.

Rule 2

Aims and Objects

- (a) To encourage fair trade practices and maintain high standards of workmanship and service in the publishing business.
- (b) To co-operate with other Associations representing similar or allied businesses and with organizations of an educational or cultural nature in Singapore and other countries to further the interest in the reading, study, and use of publications.
- (c) To encourage the widest possible distribution of publications in Singapore and throughout the world.
- (d) To promote and protect by all lawful means and interests of the members as defined in rule 3(a).
- (e) To examine proposals likely to affect members and to take appropriate measures.
- (f) To improve the technical skills and educational qualifications of members and seek the resolution of trade problems affecting them.
- (g) To form committees to promote and protect the special interests of members.
- (h) To encourage local publishing and allied trades.
- (i) To encourage local authors to realise their full potential.
- (j) To assist in the enforcement of the Copyright Act of 1987 and related legislation and international conventions.
- (k) To foster national consciousness through publishing.

- (l) To invest in movable and immovable property and to acquire rights and privileges thereof.

Rule 3

Membership

- (a) Ordinary Member
Any person or firm or branch of a firm whose main activity is publishing or who acts as sole agent or representative in Singapore for a local or foreign publisher is eligible for ordinary membership of the Association.
- (b) Associate Member
Associate membership is opened to all firms, companies and individuals involved in the industry who do not qualify for Ordinary membership. Associate members will have the right to attend General Meetings, but will not have the right to vote or stand for elections.
- (c) Every application for membership shall be submitted in a prescribed form approved by the Executive Committee. The application shall be proposed and seconded by two existing members and shall be forwarded to the Secretary who shall, at the first convenient opportunity, submit it to the Executive Committee for approval. The Executive Committee may at its discretion reject any application without assigning any reason thereof.
- (d) Every applicant for Ordinary membership or Associate membership whose application has been approved shall, upon payment of entrance fee and the first annual subscription be admitted as an Ordinary member or Associate member and be entitled to all privileges of membership.
- (e) The Executive Committee may take appropriate action including suspension or expulsion of a member by a unanimous vote if it considers, after a full investigation has been made and written explanations to and from the members have been recorded, that the activities of such member are undesirable and detrimental to the good name of the association. An expelled member may seek re-admission.
- (f) The Executive Committee may bestow non-voting honorary membership to an individual who has contributed to the association or publishing industry. Benefits of such a membership are to be determined by the executive committee.

Rule 4

Entrance fees, subscription and other dues

- (a) The entrance fee and subscription payable shall be based on the two-tiered fees as follows:

For companies with annual gross turnover of less than S\$1 million (based on company self-declaration)

Entrance fee - S\$ 500.00
Annual Subscription - S\$ 500.00

For companies with annual gross turnover equal to or exceeding S\$1 million

Entrance fee - S\$ 1,000.00
Annual Subscription - S\$ 1,000.00

- (b) All annual subscriptions shall be payable in full to the Treasurer within seven days of the due date.
- (c) Any member whose subscription is not received within one month of the due date shall receive a written notification from the Executive Committee. He shall be denied the privileges of membership until his dues are settled.
- (d) Any member who allows his arrears of subscription to remain unpaid for three months shall automatically cease to be a member. He may seek re-admission on payment of a fee to be decided by the Executive Committee.
- (e) Members may be required to pay subscriptions for special projects approved by the annual general meeting. If any member fails to pay such subscription within the specified period, the amount due shall be treated as arrears of annual subscription.
- (f) The Executive Committee can waive entrance fees for new members from time to time, for start-up and micro enterprise publishers only.

Rule 5

Resignation

- (a) Any member who wishes to resign from the association shall give two weeks' notice in writing to the Secretary and shall pay all dues within 30 days of the written acceptance of his resignation.

Rule 6

Management

- (a) The day to day affairs of the association shall be managed by an Executive Committee. The Executive of eleven members that shall comprise:
 - (i) A President
 - (ii) A Vice-President
 - (iii) A Secretary
 - (iv) An Assistant Secretary
 - (v) A Treasurer and
 - (vi) Six Committee Members

- (b) An election of office bearers shall be held every alternate year at the annual general meeting and shall be by a simple majority vote. Votes may be submitted by mail in the prescribed form available from the Secretary. Nomination for the above positions shall be proposed and seconded by eligible members.
- (c) The function of the Executive Committee is to organise and to supervise the activities of the association and to make decisions on matters affecting its running within the policy laid down by the annual general meeting. The Executive Committee may not act contrary to the expressed wishes of the annual general meeting and shall always be subordinate to it. It shall furnish a report to each annual general meeting on its activities during the previous year.
- (d) The Executive Committee shall meet at least once every three months and 14 days' notice of each meeting shall be given to the members. The President and the Secretary acting together may call for a meeting of the Executive Committee to be held at any time provided at least seven days' notice is given. At least four of the executive committee members must be present at the meeting for its proceedings to be valid and to constitute a quorum.
- (e) Where any urgent matter requiring the approval of the executive committee arises and it is not possible to convene a meeting, the Secretary may obtain such approval by means of a circular message via messaging apps to all executive committee members. The following conditions shall be fulfilled before a decision of the executive committee is deemed to have been obtained.
 - (i) The issue shall be clearly set out in the circular and forwarded to all members of the Executive Committee.
 - (ii) The decision shall be by a majority vote.
- (f) Any member of the Executive Committee who fails to attend three consecutive meetings of the Executive Committee without a satisfactory explanation shall be deemed to have resigned from the Executive Committee.
- (g) In the event of the death or resignation of a member of the Executive Committee, the Executive Committee may co-opt any other member of the Association to fill the vacancy.
- (h) The Executive Committee shall direct the Secretary and other officers in the conduct of the affairs of the Association. It may appoint organisers and staff as it deems necessary. It may suspend or dismiss any organiser or staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decision of the Executive Committee, or for any other reason which it deems good and sufficient in the interest of the association. It shall have powers to co-opt any member of the association to the executive committee or to any other sub-committee which may be appointed in furtherance of the aims of the association.

- (i) The Executive Committee shall give instructions to the trustees regarding the use or disposal of the immovable property of the Association.
- (j) Between annual general meetings, the Executive Committee shall interpret the rules of the Association and determine any point on which the rules are silent.
- (k) Except where they are contrary to or inconsistent with the policy previously laid down by an annual general meeting the decisions of the Executive Committee shall be binding on all members of the association unless and until countermanded by a resolution of an Annual General Meeting.
- (l) The Association shall lend support to the following standing committees and councils:
 - (i) **The Educational Publishers Council**
The Educational Publishers Council looks into the interests of members who publish or distribute educational books. It shall not have more than 10 members. The Chairperson shall be elected at the first executive committee meeting and the other members shall be nominated by the Chairman with the approval of the Executive Committee.
 - (ii) **The Trade and General Publishing Council**
The Trade and General Publishing Council looks into the interests of members who trade books locally and overseas. The Chairperson shall be elected at the first executive committee meeting and the other members shall be nominated by the Chairperson with the approval of the Executive Committee.
 - (iii) **The Academic and Scholarly Publishers Council**
The Academic and Scholarly Publishers Council looks into the interest of members who publish academic and scholarly books. It shall not have more than 10 members. The Chairperson shall be elected at the first executive committee meeting and the other members shall be nominated by the Chairperson with the approval of the Executive Committee.
 - (iv) **New Members Committee**
The New Members Committee investigates, processes and recommends applications for membership. It shall not have more than five members. The Chairperson shall be elected at the first executive committee meeting and other members shall be nominated by the Chairperson with the approval of the Executive Committee.

Rule 7

Duties of Office-Bearers

- (a) The President shall represent the Association. He shall preside at Executive Committee meetings and shall be responsible for their proper conduct. He shall sign the minutes of each meeting after they are approved by the Executive Committee.
- (b) The Vice-President shall act for the President during the latter's absence.
- (c) The Secretary shall conduct the business of the association in accordance with its rules and shall carry out the instructions of the general meeting of the Executive Committee. He shall be responsible for keeping all books, documents and papers except the financial records. He shall attend all executive committee meetings and record the proceedings.
- (d) The Assistant Secretary shall assist the Secretary in his general duties and shall act for the Secretary in his absence.
- (e) The Treasurer shall be responsible for the finances of the association. He shall keep account of its financial transactions, collect subscriptions and be responsible for their correctness. He shall present a report on the accounts of the association at each meeting of the Executive Committee. He shall not hold office for more than two years and shall be eligible for re-appointment after a lapse of two years.

Rule 8

General Meeting

- (a) An Annual General Meeting of the association shall be held in September each year, at a time and place to be decided by the executive committee. The business of the Annual General Meeting shall be:
 - (i) To receive the Executive Committee's report on the working of the Association during the previous year.
 - (ii) To receive the Treasurer's report and the audited accounts of the Association for the previous year.
 - (iii) To elect once every two years an Executive Committee and appoint external auditors and legal advisors for the ensuing term.
 - (iv) To deal with such other matters as may be put before it.
- (b) At least one-quarter of the total membership of the Association must be present at a general meeting for its proceedings to be valid and to constitute a quorum.

- (c) If half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be adjourned by half an hour. At the commencement of the adjourned meeting, the members present shall be deemed to form the quorum and shall have the power to proceed with the business of the day but they shall have no power to amend the constitution of the Association.
- (d) A preliminary notice of the annual general meeting stating the date, the time and the place and calling for motions for discussion, motions for amendment of the Rules and nominations for the election of the Executive Committee shall be sent by the Secretary to all members at least 21 days before the date fixed for the meeting.
- (e) Nominations for the election of officers, motions for amendments of the rules and motions for discussion at the Annual General Meeting must reach the Secretary not later than 14 days from date of the preliminary notice.
- (f) The Secretary shall send to all members at least seven days before the meeting an agenda including copies of minutes and reports, motions and nominations for the election of officers, together with the audited accounts of the Association for the previous year.
- (g) An Extraordinary General Meeting of the Association shall be convened:
 - (i) Whenever the executive committee deems it necessary or
 - (ii) At the joint request in writing of not less than two-thirds of the members, stating the reasons for such a meeting.
- (h) An Extraordinary General Meeting requisitioned by members shall be convened within 30 days of the requisition.
- (i) Notice and agenda for an Extraordinary General Meeting shall be forwarded by the Secretary to all members at least fifteen days before the date fixed for the meeting.
- (j) Paragraphs (b) and (c) of this rule regarding the quorum and the postponement of an annual general meeting shall also apply at an extraordinary general meeting, but with the provision that if no quorum is present after half an hour from the time appointed for a postponed extraordinary general meeting, the meeting shall be null and void and shall be requisitioned a lapse of at least six monthss.
- (k) The Secretary shall forward to all members a copy of the draft minutes of each annual and Extraordinary General Meeting as soon as possible after its conclusion.

Rule 9

Financial Provisions

- (a) Subject to the following provisions in this rule, the funds of the Association may be expended for any purpose, necessary for the carrying out of its objects, including the expenses of its administration, the payment of salaries, allowances and expenses to its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.
- (b) The Executive Director and Treasurer may hold a petty cash advance not exceeding \$500/- at any one time. All money in excess of this sum shall within 2 days of receipt be deposited in a bank approved by the Executive Committee. The Bank accounts shall be in the name of the Association.
- (c) All payments, transfer or withdrawals out of the association's accounts shall be signed jointly by the President and the Treasurer. In the absence of the former, the Vice-President or Secretary may sign in his place. The Executive Committee shall appoint one or more of its members to sign in their place should the above persons be not available.
- (d) The Treasurer and President (or one other Executive Committee member) have the power to authorise operating expenses up to S\$20,000 per month. For projects without at least 50% funding from government agencies, the Executive Committee shall authorise such expenditure as is appropriate but not exceeding S\$125,000 for any one project. For expenditure in excess of this amount, the approval of an Extraordinary General Meeting shall be obtained. For projects with at least 50% funding from government agencies, the Executive Committee shall authorise such expenditure as is appropriate but not exceeding S\$250,000 for any one project. For expenditure in excess of this amount, the approval of an Extraordinary General Meeting shall be obtained. These projects shall include local and overseas trade fairs.
- (e) As soon as possible after the end of each financial year, a statement of income and expenditure and a balance sheet for the year shall be prepared by the Treasurer. They shall be audited as required under rule 10 and submitted for the approval of the Annual General Meeting. Copies shall be made available at the registered office of the association for the perusal of members.

Rule 10

Audit

- (a) **Internal Auditors**
One or more persons, who shall not be office-bearers of the Association, shall be appointed by the annual general meeting as internal auditors. He/They shall hold office for two years and be eligible for re-appointment after a lapse of two years.

(b) External Auditors

The Annual General Meeting shall appoint an accounting firm as external auditors. This appointment shall be for a term of two years unless terminated earlier by the Executive Committee.

- (c) The external auditors shall be required to audit the accounts of the association for the year and prepare a report and certificate for the annual general meeting. They may also be required by the President to audit the accounts of the association for any period and make a report to the Executive Committee.

Rule 11

Trustees

- (a) Three trustees who must be members of the Association and over 21 years of age, shall be appointed at the first Executive Committee meeting following the acquisition of any immovable property. They shall hold office during the term of the current Executive Committee. Thereafter they may be invited for election at the Annual General Meeting. They shall have vested in them the right to buy, sell, transfer and withdraw property and distribute any earnings arising therefrom. They shall act in accordance with the written approval of the Executive Committee.
- (b) The trustees shall not buy, sell, transfer and withdraw property and distribute any earnings therefrom without the consent and authority of a general meeting of members.
- (c) A trustee may be removed from office by the Executive Committee on the grounds of ill health, unsound mind, absence from Singapore or any other reason that renders him incapable of performing his duties; in the event of death, resignation or removal of a trustee, the vacancy shall be filled by a member appointed by the Executive Committee pending the Annual General Meeting.

Rule 12

Prohibitions

- (a) 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.
- (b) The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, committee or members unless with the prior approval of the relevant authorities.

- (c) Gambling of any kind such as the playing of paikow or Mahjong whether for stakes or not, is forbidden on the Association's premises. The introduction of materials for gambling or opium smoking and of bad characters into the premises is prohibited.
- (d) The funds of the Association shall not be used to pay the fines of members who have been convicted in court.
- (e) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (f) The Association shall not engage in any trade union activity as defined in any written law relating to trade unions presently in force in Singapore.
- (g) The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Director, Criminal Investigation Department and other relevant authorities.

Rule 13

Amendment of Constitution

- (a) This constitution may not be amended except by a resolution supported by a majority of two thirds of the members present at a general meeting. Such amendments shall take effect from the date of their approval by the Registrar of Societies.

Rule 14

Dissolution

- (a) The association may be voluntarily dissolved by a resolution of not less than four-fifths of the total membership.
- (b) 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.
- (c) The Registrar of Societies shall be informed within seven days of the dissolution of the Association.