

# Constitution of ASEAN Academy Of Engineering And Technology

## Chapter One General

### Article 1: Name

The institution shall be known as “ASEAN Academy Of Engineering And Technology” or “AAET” in abbreviation, both of which are hereinafter referred to as “The Academy”.

### Article 2: Emblem

The emblem of The Academy is of the design and colour scheme as shown below:



### Article 3: Territory And Governing Law

- (1) The character of The Academy’s scope is transnational and the territory in which its principal operations are to be conducted is in the territories of ASEAN member states as the governing authority of ASEAN may from time to time determine.
- (2) The Academy is registered as a society under The Societies Act, Republic of Singapore and the law of Singapore shall be its governing law.

### Article 4: Objectives:

The Academy, being an honorary and independent association comprising of ASEAN’s leading professional engineers and technologists, affiliated to the ASEAN Organisation and registered as a non-profit Civil Society Organization of ASEAN Secretariat, has tasked upon itself and its fellows the commanding social obligations of dedicating their expertise and networks in the promotion, enhancement and wider application of engineering sciences, technology and innovation for the advancement of economy, society and humanity or the realization thereof in the ASEAN communities in particular and the World communities in general, and is founded with the following principal aims and objectives:

- (1) To promote the solidarity of ASEAN’s community of engineers, technologists, applied scientists and allied professionals in academia, research, government service and in the engineering and technology industry.
- (2) To recognize and honour excellence in engineering and technological contributions to the ASEAN communities in particular and World communities in general.
- (3) To provide strategic research and studies for the advancement of engineering sciences and technology, and advice to the ASEAN Secretariat, other ASEAN intergovernmental organizations, national governments, industries and communities on important and strategic issues concerning engineering sciences, technology and related innovations.
- (4) To promote the growth and development of the engineering sciences’ and technology industry, especially high technology and innovative enterprises in ASEAN.
- (5) To promote greater emphasis on human resource development in the management, innovation and development of engineering sciences and technology, with special emphasis on developing manpower for sustainable technology and economy.
- (6) To assist in nurturing a culture of innovation within ASEAN, especially amongst the young.
- (7) To promote a high standard of professional ethics and social responsibilities within the engineering sciences and technology, and propagate engineering and technological awareness in society and advocate sustainability in human progress and development
- (8) To assist in achieving poverty reduction through better knowledge, command and utilization of engineering sciences, technology and innovation.
- (9) To represent the ASEAN engineering and technology community in international collaborations with sister academies of engineering and technological sciences and other organizations with similar objectives.
- (10) To coordinate closely with The ASEAN Secretariat and collaborate with its corresponding units in implementing programmes and activities falling within the scope of the objectives of the Academy;
- (11) To receive and / or accept donations, endowments, gifts, grants, subsidies, securities listed in the stock exchange and other instruments of value and to hold the same for investment and / or deal with the same in furtherance of the objectives of the Academy; and
- (12) To perform any other services pertinent to the objectives and functions of the Academy.

## **Chapter Two Organization Structure**

### **Article 5: General Assembly, the Council, Executive Council and Committees**

The supreme authority of the Academy shall vest in the General Assembly of the fellows (hereinafter referred to as “the General Assembly”). When the General Assembly stands adjourned, the affairs of the Academy shall be managed by the Council (hereinafter referred as “the Council”). The Council shall form an Executive Council (hereinafter referred to as “the Executive Council”) as Provided in Article 22 herein to executive the business of the

Academy as it may delegate. The Council may set up such working committees, ad-hoc committees for specific portfolios to be chaired by persons appointed from amongst fellows of the Academy or any other appropriate person as the Council shall deem fit and ASEAN Member Country Operation Units (hereinafter referred to as “Country Operation Unit”) to be chaired by persons appointed from amongst the fellows of the Academy and subject to such by-laws, rules and regulations as it may stipulate from time to time.

## **Article 6: Consultative Council**

- (1) All Past Presidents of the Academy shall ipso facto become Life Honorary Presidents (hereinafter referred to as “Life Honorary President”) upon his / their retirement as President of the Academy Provided that a Past President shall ipso facto be disqualified under this Sub-Article if he has been subject to any disciplinary action under Article 13 herein or if he resigns as a result of a no confident vote under Article 27(4) herein.
- (2) The Council may, subject to the approval of the General Assembly, invite eminent individuals who have made special contributions or rendered meritorious services or, in the opinion of the Council, could render the same to the Academy to become Honorary advisors in general or in specific capacity respectively (hereinafter collectively referred to as “Honorary Advisors”), for such terms as the Council may deem fit.
- (3) The Life Honorary President(s) and Honorary Advisor(s) may form a Consultative Council (hereinafter referred to as the “ Consultative Council”) to be chaired by a person elected from amongst them to provide consultation towards the realization of the objectives of the Academy. Life Honorary Presidents and Honorary Advisors’ appointments are of an honorary nature and they may attend all meetings convened by the Academy and speak therein Provided that nothing herein shall confer any right on the same to vote in the meetings.

## **Article 7: Place of Business and Secretariat**

- (1) Its place of business shall be at "70 Bukit Tinggi Road, Singapore 289758" or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies. The Academy shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.
- (2) The Academy shall establish a Secretariat (hereinafter referred to as “the Secretariat”) to be headed by the Secretary General (hereinafter referred to as the “Secretary General”) for the time being and assisted by such number of salaried staff as the Council may from time to time deem necessary at such as place, in the country the Secretary General for the time being resides, as the Council may from time to time determine.

## Chapter Three Fellowship

### Article 8 Categories of Fellowships

Fellowship of the Academy shall comprise of two (2) categories, namely:

- (A) Voting -Fellows (hereinafter referred to as “Voting-Fellows”).  
Voting Fellows shall comprise of:
  - (a) Distinguished Fellows (hereinafter referred to as Distinguished Fellows”);
  - (b) Senior Fellows ( hereinafter referred as “ Senior Fellows”); and
  - (c) Ordinary Fellows (hereinafter referred to as “Ordinary Fellows”).
  
- (B) Non-Voting-Fellows (hereinafter referred to as “Non-Voting-Fellows”).  
Non-Voting-Fellows shall comprise of:
  - (a) Distinguished Honorary Fellows (hereinafter referred to as “ Distinguished Honorary Fellow”);
  - (b) Honorary Fellows (hereinafter referred to as “Honorary Fellow”);
  - (c) Foreign Fellows (hereinafter referred to as “Foreign Fellow”; and
  - (d) Associate-Fellows” (hereinafter referred to as “Associate Fellow”).

(Voting-Fellows and Non-Voting-Fellows are hereinafter collectively referred to as “Fellows”)

### ARTICLE 9: Nominations and Admission

- (1) The General Assembly may at the recommendation of the Council approve eminent / outstanding individuals to be admitted to the Academy as Fellows of a particular category and sub-category in accordance with the rules and procedures herein set forth Provided that the Academy shall not have more than Two (2) Distinguished Honorary Fellows and Five (5) Honorary Fellows at any one time.
  
- (2) Eligibility for nomination shall be as follows :
  - (A) Voting-Fellows
    - (a) Distinguished Fellows: A nominated person shall be a citizen of any one of the ASEAN Countries and have all the attributes of a Senior Fellow as described in Sub-Article (2) (A) (b) hereof and shall have attained the high standing of a Nobel Laureate or the equivalent thereof.
  
    - (b) Senior Fellows: A nominated person shall be an eminent / outstanding individual who is a citizen of any one of the ASEAN Member Countries and shall have an extraordinary record of accomplishments in the field of engineering sciences or technology and shall have made important contributions to the advancement or application thereof whereby bringing

the realization of significant value to society; and shall have rendered outstanding services and contributions to the Academy.

- (c) Ordinary Fellows: A nominated person shall be an eminent / outstanding individual who is a citizen of any one of the ASEAN Member Countries and shall have contributed in significant magnitude to the advancement or application of engineering sciences and technology for the advancement of the economy, society and/ or humanity or has enabled the realization thereof or towards the promotion and realization of the objectives of the Academy.

**(B) Non Voting-Fellows:**

- (a) Distinguished Honorary Fellows: A nominated person shall be an eminent / outstanding individual who is a non-citizen of any one of the ASEAN Countries, having all the attributes of the Honorary Fellows as described in Sub-Article (2) (B) (b) hereof and shall have attained the standing of Nobel Laureate or the equivalent thereof.
- (b) Honorary Fellows: A nominated person shall be an eminent / outstanding individual who is a non-citizen of any one of the ASEAN Member countries, having achieved an extraordinary record of accomplishments in the field of engineering sciences or technology and made important contributions to the advancement or application thereof whereby bringing the realization of significant value to society.
- (c) Foreign Fellows: A nominated person shall be an outstanding individual who is a non-citizen of any one of the ASEAN Member Countries and has contributed in significant magnitude towards the advancement or application of engineering sciences and technology for the advancement of the economy, society and humanity or enabling the realization thereof, or towards the promotion and realization of the objectives of the Academy.
- (d) Associate Fellows: A nominated person shall be an outstanding individual who is a citizen of one of the ASEAN Member States and has rendered or is able and willing to render meritorious services in the advancement or application of engineering sciences and technology for the advancement of the economy, society and humanity or has enabled the realization thereof or towards the promotion and realization of the objectives of the Academy.

**Article 10: Nomination and Admission Procedures**

All admissions to the Academy shall strictly follow the procedures herein set forth:

- (1) All nominations shall be in the format of the prescribed nomination form, supported with all relevant information and duly consented to by the nominee, signed by not less

than two (2) Voting-Fellows as proposer and seconder respectively and submitted to the Secretariat.

- (2) The Secretariat of the Academy shall upon receiving a duly completed nomination circulate the same to all Voting-Fellows before tabling it for deliberation and decision by the Council which shall not be sooner than twenty-one (21) days after the information of the nomination is circulated to the Voting-Fellows for their comments. Any existing Voting-Fellows who wish to object to the said nomination shall do so in writing, setting out the grounds thereof within 14 days of the date of notification of the relevant nomination.
- (3) The Council shall deliberate and decide on all nominations together with any objections thereto in the following Council meetings and thence present all recommended cases to the forthcoming General Assembly for final approval or rejection.
- (4) The Council shall have absolute discretion in whether to recommend any membership nominations to the General Assembly for approval and shall not be required to assign any reason thereto.
- (5) A nominated person shall become a fellow of the category he/she is nominated for only upon approval by an affirmative vote of two-thirds of the Voting-Fellows present and voting at a General Assembly.

## **Chapter Four Obligations and Rights / Privileges**

### **Article 11: Obligations of Members**

All Fellows of the Academy shall have the obligations of:

- (1) abiding by the Constitution and any bylaws, rules, regulations, orders and directives made thereunder and / or derived therefrom and any resolutions passed by the Fellows in the General Assemblies or the Council from time to time;
- (2) assisting the Academy in promoting and realizing its objectives; and
- (3) upholding the interests, principles, aspirations, spirit and positive image of the Academy.

### **Article 12: Rights and privileges of Fellows**

- (1) (A) Each category of Fellows of the Academy shall be entitled to use the respective

abbreviations as follows:

Distinguished Honorary Fellow: D. Hon. FAAET

Honorary Fellow: Hon. FAAET

Distinguish Fellow: D. FAAET

Senior Fellow : SFAAET

Ordinary Fellow: FAAET

Foreign Fellow: FAAET(F)

Associate Fellow: AFAAET

- (B) Distinguished Fellows and Senior Fellows shall be entitled to use the honorary title of “ Academician”.
- (2) Only Voting-Fellows shall have the rights and privileges to nominate, second, vote and be nominated and elected to hold any office for which he is entitled to in an election at the General Assemblies Provided that no member shall be entitled to exercise any of the above-said rights until the expiry of one (1) year from the date of his admission as a fellow;
- (A) In both Annual General Assemblies and Extraordinary General Assemblies, the rights of all Fellows to attend and vote , as appropriate, at the assemblies may be exercised personally or by appointing another fellow to be his / her proxy, Provided that in the latter case, the duly completed prescribed proxy form shall have been filed and received by the Secretariat not less than twenty-four (24) hours before the commencement of the relevant assemblies and no one Voting-Fellow shall act as proxy for more than another one Voting-Fellow in the said assemblies.
- (3) Save and except stipulations contained in sub-article (2) hereof, Fellows of all categories having fulfilled their obligations under Article 11 hereof shall enjoy the same rights and privileges, including:
- (A) to attend, speak and vote at all meetings which they are entitled to attend, speak and vote at;
- (B) to participate in all the activities organized by the Academy which he / she is entitled to participate in; and
- (C) to use all the facilities and resources made available for the use of the Fellows.

### **Article 13: Disciplinary Rules**

- (1) Under the following circumstances , the Council shall have absolute discretion to take whatever disciplinary action it deems fit against the Fellows concerned, including expulsion, suspension of membership, censure or withdrawal of all or part of the rights and privileges of the Fellows concerned :
- (A) when a fellow refuses or fails to abide by the Constitution and / or any bylaws, rules, regulations, orders and directives made thereunder and / or derived therefrom and / or any resolutions passed by the Fellows in the General

Assembly, the Council and / or all other competent authorities of the Academy for the time being;

- (B) when a fellow is found to be engaged in acts inimical or detrimental to AAET, or ASEAN;
- (C) when a fellow is found to be acting directly or indirectly in contrary to the aims, objectives and fundamental values and principles of AAET and/or ASEAN;
- (D) when a fellow is found to have committed gross misconduct which brings disrepute to AAET and or ASEAN;

Provided that

- (a) except in the case of expulsion, in appropriate cases, the Council shall have the same discretion to resume the rights of the affected Fellows as it may deem fit when the circumstances warrant a revision of the cases; and
  - (b) any decision to expel a fellow shall be carried out in accordance with the following procedures:-
    - (i) upon receiving complaints being made against a fellow of the Academy, the Secretary General or if the Secretary General is the subject of complain, the President, shall submit the complaints to the Council to adjudicate as to whether there is a prima facie case against the fellow complained against. In the event that an affirmative finding is reached, the Secretary General shall issue a notice to the fellow concerned setting out the complaints made against him / her and directing him / her to furnish a written explanation within fourteen (14) days from the date thereof;
    - (ii) if no written explanation is given by the said fellow within the stipulated period or if the Council is of the view that the explanation given is unsatisfactory, it may in its absolute discretion issue a show cause notice to the said fellow directing the said fellow to appear before the Council on such time and date (which shall not be less than fourteen (14) days from the date of the show cause notice) and at such venue to answer to the complaints stated therein and to satisfy the Council on the reasons why he / she should not be expelled, if any; and
    - (iii) if the said Fellow fails to satisfy the Council by the reasons given or fails to appear at the appointed time and venue, the Council may by a vote of two-thirds (2/3) majority of the full Council resolve to expel the Fellows concerned and shall, subject to an affirmative vote of two-third (2/3) majority in a motion for his expulsion at a properly constituted General Assembly, be expelled from the Academy.
- (2) Subject to proviso (a) under Sub-Article (1) hereof, any decision or action taken by the Council against any Fellow under this Article is final.



## **Article 14: Withdrawal of Fellowship**

- (1) Any Fellow in good standing desirous of withdrawing from fellowship shall forthwith settle in full all outstanding financial undertakings and / or donations pledged to the Academy, if any, and notify the Council of his / her intention in writing.
- (2) Subject to the recommendation of the Council and approval of the General Assembly, a resigned Fellow in good standing may apply in writing to resume his / her fellowship.

## **Chapter Five General Assembly**

### **Article 15: Supreme Authority**

The supreme authority of the Academy shall be vested in the General Assembly and all executive functions shall be carried out by the Council and/or the Executive Council.

### **Article 16: Annual General Assemblies**

- (1) The General Assembly shall meet at least once annually.
- (2) One-fifth (1/5) of the total number of Fellows, or one-fourth (1/4) of the Voting-Fellows, whichever is lower, attending in person or via any tele/video conference facilities at site approved by the Council or by proxy appointed under Article 12(3), shall constitute a quorum for a General Assembly.
- (3) The annual General Meeting of the Academy shall be held annually at a date after the 31<sup>st</sup> of December of each year but on or before 30<sup>th</sup> of June of the ensuing year or such extension of time not exceeding thirty (30) days thereof as the Council may deem fit, to transact the following businesses:-
  - (A) To confirm and, if approved, adopt the minutes of the preceding Annual General Assembly;
  - (B) To discuss matters arising from Sub-Article (3)(A) above;
  - (C) To consider and, if approved, to adopt the annual report presented by the Secretary General for the preceding year ending 31<sup>st</sup> of December;
  - (D) To receive and, if approved, adopt the annual financial report and the audited accounts presented by the Honorary Treasurer for the preceding year 31<sup>st</sup> of December;
  - (E) To elect by secret ballot twelve (12) Council Members from amongst the eligible Voting-Fellows to be the elected members to form the new Council in accordance with rules set up by the Council from time to time under Article 20(2) hereof, biennially;
  - (F) To appoint a firm of qualified and licensed auditors to be the external auditor ( hereinafter referred to as the “External Auditor” for the ensuing year;

- (G) To elect by secret ballot two (2) Voting-Fellows from amongst the eligible Voting-Fellows to be the internal auditors ( hereinafter referred to as “ Internal Auditors”) to perform the internal auditing functions in accordance with the rules stipulated in Article 32(1)(B) hereof , biennially;
  - (H) To deliberate any proposed resolutions duly submitted by the Fellows; and
  - (I) To transact any other businesses for which fourteen (14) days written notice has been given to the Secretary General before the meeting and deemed expedient and necessary by the Council to be dealt with in the General Assembly.
- (4) In the event that a quorum is not present within half an hour from the time appointed, the meeting shall be adjourned and re-held on the fourteenth (14<sup>th</sup>) day commencing the day following the adjourned meeting and at the same time and venue as specified in the notice under Article 17 herein. If the same venue is not available for the adjourned General Assembly, the same may be held at another appropriate venue Provided that all Fellows shall be informed of the same in writing not less than seven (7) days prior to the adjourned assembly.
- (5) The adjourned meeting as Provided under Article sub(4) hereof shall proceed notwithstanding that a quorum is not present within half an hour of the time appointed Provided that no resolution relating to amendment of the Constitution, fundamental change of policy, dealing involving any real property or financial commitment of the Academy shall be passed thereat.

### **Article 17: Notice of General Assembly**

The notice calling for the Annual General Assembly specifying the venue, time and date of the proposed Annual General Assembly together with the agenda, documents pertaining to matters to be dealt with and the annual report and audited statement of accounts for the previous year shall be issued to the members not less than twenty one (21) days before the Annual General Assembly.

### **Article 18: Extraordinary General Assembly**

- (1) All general assemblies other than the Annual General Assembly or AGM shall be called Extraordinary General Assemblies ( hereinafter referred to as “Extraordinary General Assembly or EGM”) .
- (2) An Extraordinary General Assembly may be held at any time :
  - (A) if the Council resolves to hold an Extraordinary General Assembly; or
  - (B) if requisitioned in writing by not less than one fifth (1/5) of the total number of the Fellows, or one-fourth (1/4) of the Voting Fellows of the Academy, whichever is lower Provided that

- (a) a requisition made thereunder shall be lodged with the Secretariat and shall contain the names and signatures of the requisitors together with agenda and reasons thereto;
  - (b) the President shall within seven (7) days from the date of delivery of the requisition to the Secretariat issue an appropriate notice of meeting to all Fellows stating the date, time, venue of the assembly together with the agenda and reasons thereto accordingly;
  - (c) should the notice calling for the Extraordinary General Assembly not be issued by the President for any reason whatsoever within seven (7) days of receipt of the requisition, any three (3) of the requisitors may jointly issue the required notice of meeting to the members;
  - (d) the President shall have the right to preside over any assembly convened under Sub-Article (2)(B) hereof, Provided that should he refuse or decline to preside over the assembly, the assembly can elect from amongst the Fellows present a person to preside over the assembly ; and
  - (e) no Extraordinary General Assembly requisitioned under Sub-Article (2) (B) hereof shall be held thirty (30) days after the date of receipt of the requisition by the Secretariat.
- (3) Notice of meeting for all Extraordinary General Assemblies stating the date, time, venue of the assembly together with the agenda and reasons thereto shall be issued to all Fellows, with another set displayed at the Secretariat, not less than fourteen (14) days prior to the date of the assembly, Provided that the President may shorten the notice period to not less than seven (7) days if he shall be of the opinion that the requisitioned Extraordinary General Assembly is one of urgency Provided further that any such shortened notice shall be ratified by a resolution at the assembly convened under the notice.
- (4) The quorum for an Extraordinary General Assembly shall be the same as that required for an Annual General Assembly as stipulated in Article 16(2) hereof, Provided that notwithstanding anything Article 16(2) Provided, in the case of an Extraordinary General Assembly being convened upon requisition as hereinbefore Provided, the quorum required shall not be less than the number of Fellows requisitioning the assembly. The Extraordinary General Assembly shall be deemed aborted and no adjournment shall be allowed in the event that a quorum as stipulated in this sub-Article is not present within thirty (30) minutes from the time appointed, and unless otherwise approved by the Council, no Extraordinary General Assembly requisitioned for the same matters shall be allowed within six months thereof;
- (5) Unless otherwise specifically Provided for by this Constitution, no resolution shall be passed in an Extraordinary General Assembly unless all requirements under this Article are fully complied with and the relevant motion is voted in favour by not less than half (1/2) of the eligible Voting-Fellows present and voting which shall not, in any event, be less than the number of Fellows requisitioning the Extraordinary General Assembly.

## **Chapter six Council and Executive Council**

### **Article 19: Functions and Powers of The Council**

Subject to the articles of this Constitution and the authority and direction of the General Assembly, the Council shall have the power and be authorized to carry out all executive functions to manage the affairs of the Academy.

### **Article 20: Election of Council Members**

- (1) Subject to Article 12(2) herein, all Voting-Fellows being not in breach of the Articles herein, having performed their obligations under this Constitution and desirous of rendering meritorious services and actively assisting the Academy in realizing its objectives are eligible to participate in the election of new Council Members under Article 16(3)( E) hereof or be appointed as Council Members under Article 22(2) ( both elected and appointed Council member are hereinafter individually referred to as “ Council Member” and they are collectively referred to as “Council Members”).
- (2) Subject to the articles of this Constitution, the Council shall set up by-laws, rules and regulations for the election of Council Members in the General Assembly under Article 16(3)(G) hereof.
- (3) The Immediate Past President shall ex officio be a member of the Council for the following term(s) until his successor is replaced by a new President.

### **Article 21: Tenure of Council Members**

Each Council shall serve for a tenure of two (2) years Provided that all Council members shall retire from their positions upon the conclusion of the election for new Council members in the second Annual General Assembly from the Annual General Assembly which elected them and may offer themselves for re-election.

### **Article 22: Election of Executive Council Members & Transfer of Power Etc**

The Council consisting of the twelve (12) Council members elected by the General Assembly and the immediate Past President (hereinafter referred to as “Immediate Past President”)

- (1) shall within fourteen (14) days after the General Assembly in which the twelve (12) Council members were elected
  - (A)elect from, except the Immediate Past President, amongst themselves the following office bearers of the new Executive Council (hereinafter referred to as “the Executive Council”):

One (1) President,  
 One (1) First Vice President,  
 One (1) Second Vice President,  
 One (1) Secretary General,  
 One (1) Deputy Secretary General,  
 One (1) Treasurer,  
 One (1) Deputy Treasurer;

(B) complete the process of transfer of powers and handing over ongoing works between the incumbents and the newly elected Council. The responsibility of all daily affairs of the Academy after the conclusion of the election of new Council members and before the completion of the transfer of powers process shall remain with the incumbent Executive Council members in the capacity of caretaker-officers.

(2) may appoint from amongst the Voting-Fellows a maximum of two outstanding Fellows to become additional Council members

### **Article 23: Executive Council**

- (1) The Executive Council shall be responsible for the execution of all resolutions and directives made by the General Assembly and the Council and for the planning and execution of the Academy's activities.
- (2) The Executive Council shall consist of the following office bearers:
  - (A) The President;
  - (B) The First Vice President;
  - (C) The Second Vice President;
  - (D) The Secretary General;
  - (E) The Deputy Secretary General;
  - (F) The Treasurer;
  - (G) The Deputy Treasurer.
- (3) No person shall serve for more than three (3) consecutive terms or more than a maximum of six (6) consecutive years, whichever is the longer, as President of the Academy, Provided that for the purposes of this sub-article, the limitation herein stipulated shall not include any time the President serves in the capacity of acting president, if any, and Provided further that notwithstanding that there is a break after the stipulated maximum term/ period has been served, no person being the past president shall serve in the same position again before the lapse of one (1) full year from the date of his last day in office as president.
- (4) The President shall, ipso facto, forthwith resign from his office upon receiving an affirmative vote of two-thirds (2/3) majority in a motion of no confidence against him at a Council *meeting* with not less than two-thirds of all Council members present and voting or at a properly constituted General Assembly of Fellows.

## **Article 24: Functions and Duties of Council Members & Office bearers**

Subject to the Articles herein and directions of the General Assemblies:-

- (1) The President shall:
  - (A) be the official principal representative of the Academy;
  - (B) lead the Executive Council and the Council in formulating general policy and setting the strategic direction for the Academy and be responsible for the overall management of the affairs of the Academy;
  - (C) have the power to employ and dismiss members of staff of the Academy, whether paid or unpaid;
  - (D) preside over all General Assemblies, Council and Executive Council meetings;
  - (E) jointly sign cheques drawn on the account(s) of the Academy with any financial institutions in accordance with Article 30(2) herein; and
  - (F) have the power to authorize payment of annual budgeted expenses and sanction expenditures duly approved by the preceding General Assembly.
- (2) The First Vice President shall:
  - (A) assist the President in attending to the affairs of the Academy and shall assume the role of acting-President when the President is absent or on leave of absence.
  - (B) jointly sign cheques drawn on the account(s) of the Academy with any financial institutions in accordance with Article 30(2) herein; and
  - (C) have the power to authorize payment of annual budgeted expenses and sanction expenditures duly approved by the preceding general Assembly.
- (3) The Second Vice President shall:
  - (A) assist the President and the First Vice president in attending to the affairs of the Academy and assume the role of acting-President when the President and the First Vice President are both absent or on leave of absence;
  - (B) jointly sign cheques drawn on the account(s) of the Academy with any financial institutions in accordance with Article 30(2) herein; and
  - (C) have the power to authorize payment of annual budgeted expenses and sanction expenditures duly approved by the preceding General Assembly.
- (4) The Secretary General shall:



- (A) be deemed to be the Academy's public officer;
  - (B) be responsible for the proper administration, management and control of the Secretariat;
  - (C) be responsible for the overall planning, coordinating and execution of all the programs and activities of the Academy;
  - (D) keep an updated register of members of the Academy;
  - (E) jointly sign cheques drawn on the account(s) of the Academy with any financial institutions in accordance with Article herein 30(2) ;
  - (F) have the power to authorize payment of annual budgeted expenses and sanction expenditures duly approved by the preceding General Assembly;
  - (G) be responsible for :-
    - (a) coordinating with the ASEAN Secretariat and formulating plans for the Academy to collaborate with it in implementing common programmes and activities, and to keep it informed of the progresses thereof; and
    - (b) keeping the ASEAN Secretariat informed of any material changes in the Constitution, policy, constitution of the Council, Executive Council or such other information it may from time to time require.
- (5) The Deputy Secretary General shall assist the Secretary General in dealing with the affairs of the Academy, and shall assume the role of acting-Secretary General during his/her absence or while he / she is on leave of absence.
- (6) The Treasurer shall:
- (A) be responsible for the planning and managing of the financial affairs of The Academy;
  - (B) take charge of the Academy's title deeds, financial instruments, money, accounting books, documents and submit monthly statements of income and expenditure to the Council for approval;
  - (C) be responsible for preparing an annual balance sheet and financial statements for the approval of the Council after it has been duly audited by the appointed auditor and presenting the same to the Annual General Assembly for approval;
  - (D) ensure that all monies received by the Academy are deposited in a timely fashion into accounts in the name of the Academy with a licensed financial institution(s) approved by the Council;
  - (E) jointly sign cheques drawn on the account(s) of the Academy with any financial institutions in accordance with Article 30(2) herein;

- (F) be authorized to keep in his custody a sum of cash not exceeding the equivalent of US Dollar one thousand ( US\$ 1000 ) for petty expenses.
- (7) The Deputy Treasurer shall assist the Treasurer in the performance of his duties and assume the role of acting-Treasurer during his/her absence or while he/she is on leave of absence, save that he / she shall not perform the role under Article 24(6)(E) hereof.
- (8) The Internal Auditors shall be responsible for auditing the accounts and carrying out due diligence where necessary on the performance, management and operations of the Academy and ensure that the same are in compliance with the professional practices, rules and regulations.
- (9) The Chairmen of the various working committees, committees for specific portfolios or Country Operation Units set up by the Council, if any, shall:
- (A) have the power to recommend suitable persons to the Council as members of the various committees or units respectively.
- (B) lead their respective committees / units to achieve their goals and endeavour to promote and further the objectives of the Academy.
- (10) The Deputy Chairmen of the various committees, if any, shall assist the Chairmen of the respective committees in performing the functions of the respective committees and shall assume the role of acting-Chairman of their respective committees when the Chairman is absent or on leave of absence.
- (11) All members of the Council shall actively participate in the affairs of the Council, executing the resolutions and directives of the Council and the General Assembly and assisting the Academy in realising its objectives.

## **Article 25: Council Meetings**

- (1) The President shall convene Council meetings at least once every six (6) months by giving prior written notice to all Council members. The President may call emergency Council meetings at any time as he may deem expedient and necessary. All Council members shall attend the Council meetings personally.
- (2) One Half (1/2) of the total number of the Council members, including those present in the meeting in person and those attending the meeting via any tele/video conferencing facilities approved by the Council, shall form a quorum for all meetings of the Council.
- (3) Unless otherwise Provided specifically in this Constitution, all resolutions of the Council shall be passed with affirmative votes of not less than a simple majority of the Council Members participating in person or via any tele/video conference facilities approved by the Council, and voting on the relevant motions Provided that the President or the person acting on his behalf shall have no casting vote in the event of a tied votes.



- (4) In the event of a tied vote in all Council meetings, the chairman of the meeting shall have the casting vote.
- (5) Subject to the proviso in sub-article (1) hereof, the notice calling the Council meeting shall be given not less than fourteen (14) days prior to the date of the meeting. If a quorum is not present at a Council meeting, the meeting shall be adjourned to such time, date and place as may be determined by the President.
- (6) The President shall, upon a joint written requisition by more than half of the members of the Council, proceed to convene an emergency Council meeting as soon as practicable but in any event not later than ten (10) days after the receipt by the Secretariat of the requisition. Subject to the rules and stipulations contained in this Article, if the President does not within fourteen (14) days after the date of delivery of the requisition proceed to convene a meeting, the requisitors may themselves convene an emergency Council meeting at the Secretariat premises, Provided that
  - (A) any notice of meeting hereof shall contain the names of the requisitors, objectives, date / time, venue of the meeting and shall have be signed by all the requisitors and delivered to all members of the Council Members not less than seven (7) days before the meeting;
  - (B) the rules and stipulations under Sub-Article (2) and (3) hereof shall apply in all meetings convened under this sub-Article.
  - (C) the meeting shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present at the meeting within thirty (30) minutes from the time appointed; and
  - (D) no meeting so convened shall be held after the expiration of thirty (30) days from the date of deposit of the requisition.

## **Article 26: Vacancy in Council or Executive Council**

Any vacated office of a Council member and / or an Executive Council member occasioned by resignation, death or disqualification before the expiry of the term the person is elected to serve shall be filled in the following manner:-

- (1) for a vacancy in the Council, the Council may appoint the unsuccessful candidate who secured the highest number of votes in the preceding election for the office, failing which the vacancy may be left unfilled until the next Council election.; and
- (2) for a vacancy in the Executive Council, the Council may appoint from amongst its members a suitable person to fill the vacancy,

Provided that the Fellow filling the vacancy shall serve only the unexpired term of service of the office vacated as aforesaid.

## **Article 27: Disqualification of Council Members and Executive Council Members**

A person shall ipso facto be disqualified from being or remaining as a Council member or Executive Council member of the Academy:

- (1) if he / she has been subject to any disciplinary action under Article 13(1) hereof;
- (2) if he / she has been convicted of any criminal offence; or
- (3) if he / she becomes a bankrupt; or
- (4) if he /she is a person of unsound mind; or
- (5) if he / she ceases to be a citizen of any one of the ASEAN Member States; or
- (6) if he /she shall, without assigning any reason acceptable to the Council, fail to attend Council meetings or Executive Council Meetings , as the case may be, for four times consecutively or for more than two-thirds (2/3) of the number of meetings held respectively in a calendar year.

## **Chapter Seven Committees**

### **Article 28: Working Committees etc**

The Council may, subject to any by-laws, rules and regulations, it may from time to time stipulate, establish such working committees and or specific function committees for such term as it may deem expedient and necessary and appoint a chairman and a deputy chairman from amongst its Fellows or other appropriate persons to be in charge of each of such committees so established. All committees so established shall submit regular working reports to the Council.

## **Chapter Eight Country Operation Units**

### **Article 29: Country Operation Units**

- (1) Subject to the governing laws, rules and regulations of the ASEAN country concern, the Council may, as it deems expedient and necessary and subject to such by-laws, rules and regulations as it may from time to time stipulate, establish in each Member State of ASEAN organization an operation unit (hereinafter referred to as Country Operation Unit) consisting of AAET Fellows residing in the state and incorporating such other appropriate persons as it may deem necessary to promote and realize the objectives of the Academy in the state.
- (2) All operating expenses of a Country Operation Unit shall be borne solely by members of the respective operation unit Provided that the Council may at its absolute discretion

contribute financial assistance toward the operation cost of a Country Operation Unit as it deems fit .

- (3) All Country Operation Units shall regularly keep the Council informed of the progress of their respective operations and shall submit a written annual report on the state of their respective operations to the Council before the end of every calendar year.
- (4) The Council shall have the discretion to dissolve a Country Operation Unit as it may deem fit.

## **Chapter Nine Financial Matters**

### **Article 30: Financial Management**

- (1) The financial year shall be from 1 January to 31 December of the year.
- (2) Save and except sub-Article (3) hereto, all monies received by the Academy shall be deposited into an account maintained at a licensed financial institution approved by the Council in the name of the Academy.
- (3) All payment vouchers of the Academy shall be subject to the confirmation of the Secretary General and the approval of the Treasurer. All cheques drawn on the account of the Academy shall be signed jointly by any two of the followings, namely the President, the First Vice President, the Second Vice President, the Treasurer and the Secretary General.
- (4) The Treasurer may keep in his custody a sum of cash not exceeding the equivalent of US Dollar One Thousand (US\$ 1,000) at any one time for petty expenses of the Academy.
- (5) The Treasurer shall annually at the end of each financial year ending 31<sup>st</sup> December prepare an annual balance sheet and financial statements in accordance with approved accounting procedures and standards and submit the same duly audited by the Internal Auditors and the external auditor appointed under Articles 16(F) and 32( 2 ) hereof ( hereinafter referred as the “External Auditor”) to the Council and the Annual General Assembly for approval respectively, with another copy made available at the Secretariat for inspection by the Fellows.
- (6) The Council shall have the power to authorize reimbursement for reasonable expenses incurred and payment of fair allowance to Council Members and non-salaried personnel in the performance of their duties on the behalf of the Academy.

### **Article 31: Trustees & Immovable Properties**

- (1) The Academy may acquire and/or deal in land, buildings and other property whether movable or immovable either by purchase or otherwise and may charge, transfer or otherwise deal with such land or buildings or other property in accordance with the law applicable to such transactions and where dealings involve immovable property, no such transactions shall be done unless duly authorized by a resolution of three-fourth (3/4) majority of Voting-Fellows present and voting at a General Assembly.
- (2) All immovable properties of the Academy shall be registered in the joint names of Four (4) trustees (hereinafter referred to as the “Trustees”) appointed by the General Assembly at the recommendation of the Council from amongst its Fellows. The Academy may, upon recommendation of the Council and with the approval of the General Assembly, appoint new Trustees in place of one or more of the original Trustees in the event of death, resignation or removal from office by the Academy for any reason whatsoever.
- (3) The Academy shall indemnify and keep indemnified the Trustees appointed under Sub-Article (2) hereof against any liabilities of whatsoever nature incurred in good faith in the carrying out of their duties as trustees.

### **Article 32: Auditors**

The Academy shall elect two (2) Internal Auditors and appoint a firm of External Auditors to ensure that it is operating under the best institution governance and financial management.

- (1) Internal Auditors
  - (A) Two (2) voting Member-Fellows, not being members of the Council, shall be elected as Internal Auditors at each Annual General Meeting and will hold office for a term of one year only and shall not re-elected for a consecutive term.
  - (B) The Internal Auditors shall be responsible for performing periodical auditing and due diligence function to ensure that the Academy is being managed under approved accounting rules and complying with good institution governance.
- (2) External Auditor
  - (A) The Academy shall appoint a firm of qualified and licensed auditors to be the external auditor on remuneration basis annually.
  - (B) No auditing firm whose partner or member of staff is A Fellow of the Academy shall be appointed as External Auditor of the Academy.
  - (C) The external auditor shall be responsible for auditing the full accounts of the preceding financial year and presenting the duly audited accounts together with a financial statement to the General Assembly for its approval.
  - (D) The Council may request the External Auditor to perform and submit an interim auditing report as it may deem necessary.

### **Article 33: Visitors and Guests**

Visitors and guests may be admitted into the premises of the Academy but they shall not be admitted to the privileges of the Academy. All visitors and guests shall abide by the Academy's rules and regulations.

### **Article 34: Prohibitions**

- (1) 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 Academy's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- (2) The funds of the Academy shall not be used to pay the fines of members who have been convicted in court of law.
- (3) The Academy shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- (4) The Academy shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (5) The Academy shall not hold any lottery, whether confined to its members or not, in the name of the Academy or its office-bearers, Council or members unless with the prior approval of the relevant authorities.
- (6) The Academy shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

### **Article 35: Limitation of Liability**

The Academy shall not be liable or responsible for contracts or liabilities which have been incurred in its name without the expressed approval and authority in writing of the Council. The Council may delegate to such person or persons as it may deem fit its powers to approve and authorize the incurrence of liabilities on behalf of the Academy on a case to case basis.

## **Chapter Ten**

## **By-laws, Amendment & Interpretation of Constitution**

### **Article 36: By-laws, rules and regulations**

For the purposes of governing the operations and administration of the Academy, subject to the articles of this Constitution and the spirit thereof, the Council may if it deems necessary set up by-laws, rules and regulations, Provided that any proposed introduction of new by-laws, amendments or revocations and reasons therefore shall be delivered to all Fellows of the Council not less than 14 days before the stipulated meeting of the Council at which the vote shall be taken. An affirmative vote of two-thirds (2/3) majority of the Council members shall be required to approve any new by-laws, rules and regulations, and amendments or revocations thereof.

### **Article 37: Amendment to Constitution**

All articles herein may, at the recommendation of the Council, be amended by a resolution of two-thirds (2/3) majority of the Voting-Fellows present and voting at a General Assembly Provided that a quorum is present. The Secretary General shall submit any such amendments to the Registrar of Societies, Singapore for approval within forty five (45) days of the passing of the said resolution by the General Assembly and notify the ASEAN Secretariat of the same upon receiving approval thereof. The amendments shall take effect upon receiving approval from the Registrar of Societies, Singapore.

### **Article 38: Interpretation**

The Council shall have the ultimate authority to interpret the articles of this Constitution or any by-laws, rules and regulations made thereunder and such interpretation shall be final and binding on all Fellows of the Academy unless it is reversed at a General Meeting of members.

### **Article 39: Dispute**

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.

## **Chapter Eleven**



## **Dissolution**

### **Article 40: Dissolution**

- (1) The Academy may be dissolved by a resolution of three-fourths (3/4) majority of the Voting-Fellows present and voting at a General Assembly attended by not less than three-fourths (3/4) of the total number of Fellows, including not less than three-fourths (3/4) of the Voting-Fellows, of the Academy.
- (2) Upon dissolution under sub-article (1) hereof, the Academy shall, after settling all government taxes and lawful debts, donate its entire residual net assets, if any, to such charitable organisations and or academic / educational institutions and in such manner as the last General Assembly may decide.
- (3) The person presiding over the General Assembly in which the Academy is dissolved shall be responsible for issuing a notice of the dissolution in writing together with a certificate thereof, signed by the President, the Secretary General and the Treasurer, to The Registrar of Societies, Singapore and The ASEAN Secretariat within seven (7) days of the dissolution

## **Chapter Twelve Miscellaneous**

### **Article 41: VOTING**

- (1) Voting at any meeting within the framework of the Academy shall be by show of hands, each member being entitled to only one (1) vote except that the presiding officer may have a casting vote in addition Provided always that voting shall be by secret ballot if it is so demanded by at least one-third of the Voting-Fellows present and voting at the meeting. In any balloting carried out under this Constitution no spoilt vote or unmarked ballot paper shall be deemed to be a vote or be taken into account.
- (2) Where any proceeding or action to be taken in pursuance of or in accordance with any provision of this Constitution requires notification, the validity of the proceedings or action shall not be affected merely on the ground that any fellow(s) entitled to be notified have not received such notification unless such omission either affects more than one-fourth of the number of Fellows so entitled or has been deliberately contrived to significantly affect the outcome of the proceedings or action to be taken.

### **Article 42: Notice**

Any notice required to be sent to any Fellows by or pursuant to any Article in this Constitution, or rules and regulations and by-laws made pursuant to the provisions of this Constitution may be left at or sent by post or any form of telecommunication media including

but not limiting to Fax or email to his / her respective address in the relevant register of Fellows and any document so left or sent shall be deemed to have been duly served.

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## **AAET By-Law 01-2015: AAET Country Chapter**

Pursuant to Article 29(1), Chapter 8 of the Constitution of ASEAN Academy of Engineering & Technology, the following by-laws for AAET country chapters are hereby set up to complement the existing provisions contained in Chapter 8:

1. Country Operation Units are functioning units set up for the promotion and realization of the objectives of AAET without the status of a legal entity or any power / authority to act in any manner for or on behalf of AAET.
2. No Country Operation Unit shall enter into any contractual relationship or make any commitment with any third party in the name, for or on behalf of AAET without prior written approval of the Council.
3. No Country Operation Unit shall make any policy statement without prior written approval of the Council unless the same accurately reflects the established policy of AAET.

By the Council of AAET

Dated this 10th day of May, 2015