

# **CONSTITUTION OF COCOA ASSOCIATION OF ASIA**

## **NAME**

1.1 This Society shall be known as the “Cocoa Association of Asia”, hereinafter referred to as the “Association”.

## **PLACE OF BUSINESS**

1.2 2.1 Its place of business shall be at 20, Anson Road, #11-01 Twenty Anson, Singapore 079912 or such other address as may subsequently be decided upon by the Exco and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary

## **MISSION AND OBJECTS**

3.1 Its Mission is:

To represent the interests of the cocoa and chocolate industry within Asia.

3.2 Its objects are:

- (a) To promote interaction among all those involved in the cocoa and chocolate trade in Asia through the exchange of ideas, information and knowledge.
- (b) To promote the interests of the cocoa and chocolate industry in Asia through active participation in trade discussions within the industry, dialogues with government authorities and making representation on behalf of the industry.
- (c) To promote a sustainable growth of the cocoa and chocolate industry by formulating the appropriate strategies, policies and measures.

- (d) To serve as a channel of communication between the industry and government agencies, trade bodies and international trade forums affecting the cocoa and chocolate industry.
- (e) To assist and work in close consultation with the relevant authority in formulating quality standards for cocoa and cocoa products.
- (f) To assist and encourage research and development of cocoa and cocoa related products.
- (g) To introduce and reform and undertake any arrangements with a view to promoting and protecting commercial and other useful objects connected with the trade.
- (h) To provide education and trainings in matters of sustainable development and climate change through networking and collaboration with other organization.
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3.3 The Association shall carry out its objects and activities in accordance with the prevailing laws in Singapore. It shall not engage in activities outside Singapore which are not in accordance with the laws of the foreign country.

### **MEMBERSHIP QUALIFICATION AND RIGHTS**

- 4.1 Ordinary (Voting Rights) Members are Companies registered in Asia,
- Members who are subsidiaries of another Member, will not be entitled to a separate vote. These directly involved in the cocoa bean trade and/or processing and/or the production of industrial chocolate, or in the warehousing and related logistical activities. All members shall have one vote each. Member groups will be considered as one vote for Elections or Association business.

Subsidiary: the parent company holds a majority stake, equivalent to a total of more than 50% of its company's shares.

Affiliate: the parent company possesses a minority stake in its ownership or a total of less than 50% of its company's shares.

4.2 Associate (Non-Voting) Members, are Service Sector companies registered in Asia , as well as associations and individuals whose activities are critical to cocoa trade and connected with the cocoa chain. Associate members shall not be eligible to vote and hold office.

4.3 Should any Associate Member, who does not qualify under 4.1 wish to become an Ordinary Member, then they can apply to the Exco who will then hold a majority vote to accept the application.

4.4 Honorary Membership – The Association may confer Honorary Membership to any individual or organization that it sees fit. Honorary Members shall not be eligible to vote nor hold office.

### **APPLICATION FOR MEMBERSHIP AND DUES**

5.1 A company wishing to join the Association should submit his particulars to the Director of Operations on the prescribed form.

5.2 A new member must be proposed and seconded by existing members. The name will then be posted on the Members Area of the Association's website for one week at the end of which time the Exco will decide on membership, taking into consideration any objection raised.

5.3 A copy of the Constitution shall be furnished to every approved member.

5.4 There shall be no entrance fee payable for all members.

5.5 The annual subscriptions shall be determined by the General Meeting on recommendation from the Exco from time to time.

5.6 Annual subscriptions are payable in advance within the first month of the year. If a member falls into arrears with his subscription or other dues, the member shall be informed immediately by the Treasurer. If the member fails to settle his arrears within eight weeks of their becoming due, the Chairman may order that his name be posted on the Association's website and that the member be denied the privileges of membership until he settles his account. If the member falls into arrears for more than three months, he will automatically cease to be a member and the Council may take legal action against him provided that they are satisfied that he has received due notice of his debts.

5.7 Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the members.

### **SUPREME AUTHORITY AND GENERAL MEETINGS**

6.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the Chairman.

6.2 An Annual General Meeting shall be held in April.

6.3 At other times, an Extraordinary General Meeting must be called by the Chairman on the request in writing of not less than 25% of the total voting membership or 30 voting members, whichever is the lesser, and may be called at any time by order of the Exco. The notice in writing shall be given to the Director of Marketing and Operations setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene the Extraordinary General Meeting.

6.4 If the Exco does not within two months after the date of the receipt of the written request, proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Association's website.

6.5 At least two weeks' notice shall be given of an Annual General Meeting and at least ten days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Director of Marketing & Operations to all voting members. The particulars of the agenda shall be posted on the Association's website four days in advance of the meeting.

6.6 Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings.

6.7 The following points will be considered at the Annual General Meeting:  
a) The previous financial year's accounts and annual report of the Exco.  
b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

6.8 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Director of Marketing & Operations one week before the meeting is due to be held.

6.9 At least 50% of the total voting membership or 30 voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

6.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any of the existing Constitution or the bylaws.

## **MANAGEMENT AND COUNCIL**

7.1 The administration of the Association shall be entrusted to the Exco consisting of a Chairman, Vice-Chairman, Treasurer and Secretary to be elected at the alternate Annual General Meeting. The Exco shall not comprise of more than one person from an Ordinary Member company, including subsidiaries and

affiliates. The Exco should be made up of the following Ordinary Member representation: Processor, Trader and FMCG.

Three of the Exco positions, Chair, Vice-Chair and Treasurer will be rotated by Category on a two-year basis, as per the simulation chart below. The position of Secretary will be left open for any Ordinary Member.

**Simulation for 3 categories + 1 open**

EXCO Position	2023	2025	2027	2029	....
Chair	Processor	Trader	FMCG	Processor	Processor
Vice Chair	Trader	FMCG	Processor	Trader	Trader
Treasurer	FMCG	Processor	Trader	FMCG	FMCG
Secretary	Open	Open	Open	Open	Open

**STEP 1: Nomination stage**

- Voting members to nominate one person from each specific category
- In the next election (2023) the position by category will be as the above chart, thereafter the position will rotate as shown.

**STEP 2:**

- A listing of the persons nominated will be presented to the membership at least three weeks before the election.

**STEP 3: Actual Election**

- Full details of all confirmed nominees will be presented to the Membership, by Exco position at least three weeks before the Election.

7.2 Only one representative from each Ordinary Member may stand for election for the above offices. Names for the above offices shall be proposed at least one month before the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers, except the Treasurer, may be re-elected to the same or related post for a consecutive term of office. The term of office of the Exco is two years.

7.3 Election will performed by a secret ballot, either at an in-person, or an on-line Annual General Meeting. In the event of a tie, the Chairman of the meeting shall have a casting vote.

7.4 The Chairman may call a Quarterly Members Meeting at any time by giving five days' notice. At least ½ of the Association Members must be present for its proceedings to be valid.

7.5 Quarterly Members Meetings shall be held at least once every three months after giving seven days' notice to Association Members. Any member of the Exco absents himself from three Quarterly Members Meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Exco and a successor may be co-opted by the Exco to serve until the next Annual General Meeting. Any changes in the Exco shall be notified to the Registrar of Societies within two weeks of the change.

7.6 The duty of the Exco is to organise and supervise the day-to-day activities of the Annual General Meeting. The Exco may not act contrary to the expressed wishes of the Annual General Meeting without prior reference to it and always remains subordinate to the Annual General Meetings.

7.7 The Exco has power to form sub-committees when it deems fit and may appoint from suitable representatives of the members as members of the sub-committees. Decisions made by the sub-committees shall be endorsed by the Committee.

7.8 The Exco has power to authorise the expenditure of any sum not exceeding the amount decided upon by the General Meeting of members each month from the Association's funds for the Association's purposes.

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

8.1 8.1 The Chairman shall chair all General and Exco meetings. He shall also represent the Association in its dealings with outside persons.

8.2 The Vice-Chairman shall assist the Chairman and deputise for him in his absence.

8.3 The Secretary in conjunction with the Director of Marketing and Operations shall keep all records, except financial, of the Association and shall be responsible for their correctness.

Minutes must be produced of all General and Exco meetings, and an up-to-date Register of Members at all times.

8.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. The Treasurer is authorized to expend up to \$1,000 per month for petty expenses on behalf of the Association. Treasurer will not keep more than \$1,000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Exco. Cheques, etc. for withdrawals from the bank will be signed by two signatories, one of the signatories being the Treasurer and the other either the Chairman or the Vice-Chairman or the Secretary.

8.5 Ordinary Council Members shall assist in the general administration of the Association and perform duties assigned by the Council from time to time.

### **AUDIT AND FINANCIAL YEAR**

9.1 Two(2) voting members, not being members of the Council, shall be elected as Auditors at alternate Annual General Meeting and will hold office for a term of two years only and shall not re-elected for a consecutive term.

9.2 They:

- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- b) May be required by the Chairman to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Exco.

9.3 The financial year shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

### **TRUSTEES**

10.1 If the Association at any time acquires any immovable property, such

property shall be vested in trustees subject to a declaration of trust.

10.2 The trustees of the Association shall:

- a) Not be more than four and not less than two in number.
- b) Be elected by a General Meeting of members.
- c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

10.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.
- b) If he is absent from the Republic of Singapore for a period of more than one year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

10.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Association's premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

10.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

### **VISITORS AND GUESTS**

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

### **PROHIBITIONS**

12.1 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 Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

12.2 The funds of the Association shall not be used to pay the fines of members who have been convicted in a court of law.

12.3 The Association 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.

12.4 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.

12.5 The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

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

12.7 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

### **AMENDMENTS TO CONSTITUTION AND BYLAWS**

13.1 No alteration or addition/deletion to this Constitution or the bylaws of the Association shall be made except at a General Meeting and with the consent of two-thirds of the voting members present at the General Meeting. Amendments to this Constitution shall not come into force without the prior sanction of the Registrar of Societies.

### **INTERPRETATION**

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

### **DISPUTES**

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

### **DISSOLUTION**

16.1 The Association shall not be dissolved, except with the consent of not less than  $\frac{3}{5}$  of the total voting membership 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.

16.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

16.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.

**~ THE END ~**