

## CONSTITUTION

The Singapore Association of Pharmaceutical Industries was founded in 1966 as the Pharmaceutical Trade Association of Singapore. This Constitution which sets out the objectives, rules and conditions for membership form the basis of operation of the Association.

### **01 NAME**

The name of the Association shall be “Singapore Association of Pharmaceutical Industries”.

### **02 REGISTERED OFFICE**

The registered office of the Association shall be situated at 151 Chin Swee Road, #02-13A/14 Manhattan House, Singapore 169876.

### **03 PLACE OF MEETING**

The place of meeting shall be at the office of the Association or at such other place as the Board of Directors of the Association may, from time to time, decide.

### **04 DEFINITIONS**

In this Constitution, unless there is something in the subject or context inconsistent therewith :-

“Association” means “Singapore Association of Pharmaceutical Industries”;

“Board” means the Board of Directors of the Association elected in the manner prescribed by these Rules;

“Directors” means a member of the Board of Directors;

“General Meeting” means a general meeting of the Association;

“Member” means a business entity constituting as an ordinary or associate member of the Association;

“Rules” means the provisions of this Constitution, as may from time to time be modified or amended in accordance with the provisions herein;

“Trustee” means a person appointed as such from time to time at a General Meeting.

## **05 OBJECTS**

The objects of the Association are :-

- a) To promote the safe and rational use of medicines through concerted, voluntary and self-regulatory measures;
- b) To co-operate with the Government, the medical, pharmaceutical, dental and other related professional and trade organizations in the institution and implementation of appropriate statutory measures for the advancement of drug control so as to protect the public health;
- c) To liaise with international pharmaceutical organizations in the common objective of ensuring that the medicines manufactured and supplied universally for the prevention, alleviation and treatment of ailments are marketed ethically and with propriety;
- d) To help in the dissemination of up-to-date scientific information relating to the storage, use and misuse of drugs;
- e) To promote and support the adoption of high standards of manufacturing practices and quality assurance for pharmaceutical products;
- f) To organize the collection, analysis and distribution of pertinent commercial, statistical and scientific data among Members so as to enhance efficiency and productivity in the pharmaceutical trade; and
- g) To promote and develop appropriate skills for the accurate dissemination of scientific information relating to the safe and effective use of drugs.

## **06 MEMBERSHIP**

- a) Ordinary membership of the Association is open to all international research-based pharmaceutical companies with novel products registered to operate in Singapore.
- b) Any business entity registered in Singapore which is engaged in the promotion and advertising of medicinal products, or in the market research, publication or other activities related to medicinal products, may apply to be an associate Member of the Association.
- c) Application for membership shall be made on behalf of the business by its Managing Director or other authorized persons in the prescribed form, furnishing all the particulars required therein, and shall be proposed and seconded by two Members.
- d) The application shall be considered by the Board at its next meeting and, if approved and upon payment of the prescribed entrance and membership fees, shall thereupon become a Member and shall enjoy all the privileges of the Association except that associate Members shall not propose or second any Member for election to the Board, shall not vote at any General Meeting and shall not be eligible to be a Director of the Board.
- e) Each Member may appoint a representative and an alternative representative who are senior officers of the business to attend to Association matters on its behalf.

- f) All Members are obliged to comply with and conform to the Association's Rules, Code of Marketing Practices and to any other applicable codes, rules, and regulations, as well as directives and decisions of the Board, which may be prescribed or issued from time to time, failing which the Board shall at its sole discretion, be entitled to terminate or suspend the membership of the defaulting Member, or require any corrective action to be taken by the defaulting Member. In the event of any conflict or inconsistency between these Rules, the Code of Marketing Practices or any other applicable codes, rules and regulations, the provisions of these Rules shall prevail and govern.

## **07 ENTRANCE FEE AND MEMBERSHIP FEE**

- a) The entrance and membership fee shall be as recommended by the Board from time to time, subject to the Members' approval at a General Meeting. The annual membership fees shall fall due on the first day of April.
- b) A newly admitted Member shall pay the first annual membership fee to the nearest quarter.
- c) Any Member whose membership fee is three months in arrears may be divested of all rights and privileges of the Association and unless payment of such arrears is made within one month of a notice sent thereafter, such Member may be deemed to have resigned, provided that upon payment of arrears within that one month, all rights and privileges shall be restored to the Member.

## **08 RESIGNATION**

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

## **09 TERMINATION OR SUSPENSION OF MEMBERSHIP**

The Board may at its sole discretion forthwith order the termination or suspension of a Member's membership with the Association if :-

- a) the membership fee is in arrears for more than four months as in Section 7;
- b) the Member ceases to be engaged in any of the activities included in paragraphs a) and b) of Section 6;
- c) the Member has been adjudicated insolvent by the competent authority; or
- d) the Member breaches any of the Association's Rules, Code of Marketing Practices, or other applicable codes, rules, regulations, or directives or decisions of the Board, as may be prescribed or issued from time to time, and such breach:
  - (i) if capable of remedy is not remedied within the remedy period stipulated in a notice given by the Association of such breach; or

- (ii) is incapable of remedy, unless upon request of the Association, such Member gives the Association a written undertaking that such breach shall be discontinued forthwith and shall not be repeated. If, after twenty one (21) working days from the date of such request, no such undertaking has been received by the Executive Director of the Association, then a further notice shall be sent to the Member concerned informing him that his membership has been terminated or suspended.

Provided that any Member whose membership is so terminated or suspended may request that his termination or suspension is considered at an Extraordinary General Meeting of the Association specially convened for the purpose. In accordance with Section 14(b) of these Rules, at least one quarter of the total ordinary membership must be present to form a quorum for such Extraordinary General Meeting. The Member concerned may, if he/she so wishes, be represented by legal counsel at such Extraordinary General Meeting. Any decision to reinstate the membership of such Member at such meeting shall be by a majority vote of two-thirds of the ordinary Members present in accordance with Section 10(d) and shall be final.

## **10 RESTORATION OF MEMBERSHIP**

Any Member whose membership has been terminated or suspended in circumstances relevant to the corresponding paragraph of Section 9 of this Constitution:-

- a) may be reinstated upon payment of entrance fee, all arrears and any membership fee that would have fallen due in the interim period; or
- b) may be reinstated if such Member re-engages in the business activities listed under Section 6 (a) and (b) of these Rules; or
- c) may be reinstated if such Member has been cleared of his insolvency by the competent authority, and upon payment of entrance and membership fees; or
- d) may be reinstated by the majority vote of two-thirds of the ordinary Members present at any Extraordinary General Meeting specially convened for the purposes of considering the reinstatement of a Member whose membership has been terminated or suspended. For the avoidance of doubt, at least one quarter of the total ordinary membership must be present to form a quorum for such Extraordinary General Meeting in accordance with Section 14(b) of these Rules; or
- e) may be reinstated if the Board deems it appropriate to restore the membership of such terminated or suspended Member.

## **11 MANAGEMENT**

- a) The affairs of the Association shall be managed by a Board who shall consist of the following officers to be elected at alternate Annual General Meetings:

A President,  
2 Vice-Presidents, and  
Nine Directors

- b) If the President shall vacate office before the expiry of the term of office, the remaining Directors shall appoint one of the 2 Vice Presidents to fulfill the role of President for the remainder of the said term.
- c) The Board may appoint any TWO elected Board Directors, other than the President and the two Vice-Presidents, to act as Secretary and Treasurer of the Association. The Board shall have power to appoint or remove any person appointed or employed by the Association. The Secretary and Treasurer, if removed by the Board, shall continue to serve as Directors, until the expiry of their term of office.
- d) The Board shall have power to make:
  - (i) any regulations or bye-laws it may consider necessary to give effect to the objects set out in these Rules, subject to a General Meeting of Members; and
  - (ii) any decisions or directives it may consider necessary to give effect to the Association's Rules, Code of Marketing Practices, or other codes, rules and regulations, as prescribed or issued from time to time. All decisions or directives of the Board shall be final and binding on Members.
- e) The Board of Directors shall hold meetings at such time and place as it deems fit and at least half of the Board of Directors shall form a quorum for all purposes.
- f) The Board shall have power to appoint Committees and Sub-Committees for the purpose of carrying out its functions.
- g) A Director of the Board shall vacate office :-
  - (i) if he/she is absent from three consecutive Board meetings without leave of absence or not being represented by proxy;
  - (ii) if he/she is being represented by a proxy for 4 consecutive meetings; or
  - (iii) if his/her appointment as representative is withdrawn or cancelled by the Member he/she represents.
- h) In the event of any vacancy occurring in the Board, the Board shall invite Member companies to nominate their senior staff to fill such vacancy. When there are more nominations received than the number of vacancies, the Board shall conduct a secret ballot. The nominees receiving the most votes shall be appointed to the Board. Where more than five vacancies occur at any one time, the Board shall call for an Extraordinary General Meeting for the purpose of electing substitutive Directors.

## **12 DUTIES OF OFFICERS**

- a) **President**  
The President or a Vice-President shall preside and act as Chairman at all General and Board meetings. He shall represent the Association in all matters pertaining to the Association.
- b) **Vice-President**  
A Vice-President shall deputize for the President in the latter's absence.

- c) **Secretary and Treasurer**  
The Secretary shall oversee the administration of the Association, and the Treasurer shall ensure that accounts and records of transactions of the Association are kept accordingly.
  - d) Directors shall attend meetings and contribute to the decision making on matters presented to the Board.
- 13** All officers of the Association shall be proposed, seconded and elected at an Annual General Meeting of the Association and they shall hold office for a two-year term from the time of their election, after which they shall retire and shall be eligible for re-election for another two-year term at an Annual General Meeting.

#### **14 GENERAL MEETING**

- a) The Annual General Meeting (AGM) of the Association shall be held in June of each year to receive the report of proceedings and accounts for the year ending 31 March and to elect officers of the Association. At least one quarter of the total ordinary membership shall form a quorum.
- b) An Extraordinary General Meeting (EGM) may be called by the President on the request in writing of ten or more Members stating the purpose of the meeting, or on the request in writing by a Member whose membership has been terminated under Section 9d. For such meetings at least one quarter of the total ordinary membership shall form a quorum.
- c) Notices calling for AGMs and EGMs shall be given no less than fourteen days and seven days, respectively, in advance.
- d) Any ordinary Member desirous of moving a resolution at an AGM may do so provided he/she gives notice of such resolution in writing to the Executive Director not less than seven days before the date of such meeting.
- e) Nominations for election to the Board shall be made by ordinary Members in the prescribed Nomination Form which is to be returned to the Executive Director not later than two days before the AGM at which the election is to be held.

#### **15 PROCEEDINGS AT GENERAL MEETINGS**

- a) If within half an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting, if convened upon the request of Members, shall be dissolved. In any other case it shall be adjourned for half an hour and, if at such General Meeting a quorum is not present, the Members present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any of the existing rules.
- b) The President, or in his/her absence, a Vice-President, shall preside at all General Meetings of the Association. If the President, and the Vice-President be absent, a Director of the Board shall be elected for the purpose. Every Member present shall be entitled to one vote upon each motion before the General Meeting and each motion shall be decided by a show of hands or by secret ballot. A motion shall only be approved by a majority vote of two-thirds of the Ordinary Members present and such vote shall be final.

## **16 COMPLAINTS OF BREACHES OF THE CODES OF MARKETING PRACTICES**

- a) Any complaints of breaches of the Association's Code of Marketing Practices, and such other codes that regulate the activities of Members of the Association shall be dealt with by the Marketing Practices Committee or such other Committee or Sub-Committee appointed by the Board for that purpose ("**Marketing Practices Committee**") in accordance with the procedures set out in the code provided that the Marketing Practices Committee may if it deems fit and in its absolute discretion refer the complaint to the Board or to an external person or body of legal and/or medical experts or consultants to evaluate the complaint and to determine the merits of the same.
- b) The Board shall have the power to terminate or suspend the membership of the defaulting Member, or to require any corrective action to be taken by the defaulting Member.
- c) Any decisions, findings and awards of the Marketing Practices Committee and/or any external body of legal and/or medical experts or consultants or other body or person to which the complaint may have been referred to for determination shall be subject to appeal in accordance with the procedures set out in the Code.

## **17 AUDIT**

The accounts of the Association shall be audited by professional auditors appointed at the AGM.

## **18 TRUSTEES**

- a) If the Association at any time acquires any immovable property, such property shall be vested in Trustees subject to a declaration of trust. Any Trustee may at any time resign his trusteeship. If a Trustee dies or becomes mentally incapacitated or of unsound mind or is absent from the State of Singapore for a period of one year, he/she shall be deemed to have resigned his/her trusteeship. If a Trustee is guilty of misconduct of such a kind as to render him/her unfit to be a trustee, a General Meeting may remove him/her from his trusteeship. Vacancies in the trusteeship may be filled at a General Meeting, but the number shall not be greater than five or less than two. Notice of any proposal to remove a Trustee from his/her trusteeship or to appoint a new Trustee to fill a vacancy must be given to the Members at least two weeks before the meeting at which the proposal is to be discussed. The result of such meeting shall then be notified to the Registrar of Societies.
- b) The Trustees shall deal with any immovable property so acquired by the Association, as directed by resolution of the Board and entry in the minute book shall be conclusive evidence of such a resolution.

## **19 PROHIBITIONS**

- a) The funds of the Association shall not be used to pay the fines of Members who have been convicted in Court.

- b) The Association shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any trade union activity as defined in Trade Union Act, 1940.
- c) The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association, its Board of Directors, Committees or Members.
- d) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- e) 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.

## **20 AMENDMENT TO RULES**

No alterations or additions to these Rules shall be made except at a General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

## **21 INTERPRETATION**

In the event of any question or matter arising out of any point which is not expressly provided for in the Rules, the Board shall have power to use its own discretion.

## **22 DISSOLUTION**

- a) The Association shall not be dissolved, except with the consent of not less than 3/5 of the Members of the Association expressed, either in person or by proxy at a General Meeting convened for the purpose, or by postal vote.
- 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 divided equally amongst the existing Members.
- c) Notice of dissolution shall be given within 14 days of the dissolution to the Registrar of Societies.

## **23 GENERAL PROVISIONS**

### **INDEMNITY**

Every Director of the Board and any Committee and Sub-Committee appointed by the Board and duly appointed office-bearers of the Association shall be indemnified by the Association against, and it shall be the duty of the Association to pay out of the funds of the Association, all costs losses and expenses which any such Director or office-bearer may incur or become liable to pay by reason of any contract made or any act or deed by him on behalf of or as authorised by the Association or in the proper discharge of his duties as such Director or office-bearer. The right of any Director or office-bearer to be indemnified as herein provided shall rank in priority over any other debts owing by the Association to any other Member or Members of the Association. As



between any persons entitled to be indemnified as provided herein, their respective rights to be so indemnified shall rank equally.

### **LIABILITY**

No Director of the Board or any Committee or Sub-Committee or officer-bearer of the Association shall be liable for the acts, neglect, or default of any other, or for any loss damage or expense suffered or incurred by the Association arising or resulting from the defect of or deficiency in the title to any property acquired by the Association or from the bankruptcy, insolvency or liquidation of any person or corporate body with whom any monies, securities or effects may be deposited or from the execution of his/her respective duties unless it is occasioned by his/her own willful actions.

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Amended : November 2013