



HPBA (S) CONSTITUTION

Name

1. This Association shall be known as the "HepatoPancreatoBiliary Association (Singapore)", hereinafter referred to as the "Association".

Place of Business

2. Its place of business shall be at "c/o Division of HPB Surgery, Department of Surgery, 1E Kent Ridge Road, NUHS Tower Block Level 8, Singapore 119228", or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Association. The Association shall carry out its activities only in places and premises which have prior written approval from the relevant authorities, where necessary.

Principles

- 3.1 The principles of the Association are as follows:
 - 3.1.1 To be the professional body which sets standards and guidelines for members in the management of Hepatopancreatobiliary (HPB) diseases and disorders in Singapore;
 - 3.1.2 Committing to excellence in patient care and devoting to elevating standards of care of HPB diseases in Singapore;
 - 3.1.3 Encouraging the recruitment, mentorship, training, and career development of individuals interested in HPB disorders;
 - 3.1.4 Embracing a multidisciplinary approach to the treatment of HPB disorders and fostering collegial relationship;
 - 3.1.5 Encouraging Membership by qualified candidates interested in HPB disorders, including anaesthetists, hepatologists, gastroenterologists, radiologists, oncologists, surgeons, transplant physicians, nurses, allied health professionals, and investigators;
 - 3.1.6 Committing to the highest ethical standards in research, education, organizational operation, and interaction with industry.

Membership Qualification and Rights

- 4.1 Membership of the Association shall be in 7 categories:
 - 4.1.1 Founding Member
Founding Members of the Association are defined as members who contributed to the seed fund at the formation of the Association.
 - 4.1.2 Full Member
 - 4.1.2.1 Full Membership is opened to registered medical practitioners who are registered specialists on the Specialist Register of the Ministry of Health of Singapore.
 - 4.1.3 Associate Member



HEPATO PANCREATO BILIARY ASSOCIATION (SINGAPORE)

- 4.1.3.1 Associate Membership is opened to registered medical practitioners and scientists with an interest in HPB disease.
- 4.1.4 Affiliate Member
 - 4.1.4.1 Affiliate Membership is open to state-registered or state-controlled nurses or allied health professionals who are interested in HPB diseases/ disorders.
- 4.1.5 Senior Member
 - 4.1.5.1 Senior Membership may be offered to Full Members upon retirement from active academic or clinical practice. Senior members shall receive notices of activities of the Associations, such as conferences, but will not have voting rights or receive the Association's journal.
 - 4.1.5.2 Senior members will be exempted from the annual membership subscription.
- 4.1.6 Honorary Member
 - 4.1.6.1 Honorary Membership shall be considered for those distinguished individuals who have made exceptional contributions in the fields of hepatic, pancreatic and biliary disease, whether clinical or scientific.
 - 4.1.6.2 Honorary Membership may be proposed by any Members for consideration by the Council, which will seek approval from the voting rights of active members who are excluded from holding office and are exempt from the annual membership subscription.
- 4.1.7 Absent Member
 - 4.1.7.1 Any Full Associate or Affiliate Member who, on posting or is required to be relocated away from Singapore for a continuous period of more than 12 months may apply to convert their existing Membership into Absent Membership.
- 4.2 Only Full Members shall have the right to vote and to hold office in the Association.
- 4.3 Application for elevation of Membership
 - 4.3.1 A person wishing to join the Association should submit their particulars to the Secretary in a prescribed form.
 - 4.3.2 A new member must be proposed and seconded by existing full members. The Council will decide on the application for Membership.
 - 4.3.3 A copy of the Constitution shall be furnished to every approved Member.
 - 4.3.4 Associate members may apply for elevation to Full members subject to approval by the Council.
- 4.4 Termination of Membership
 - 4.4.1 The Council may terminate the Membership of any member if the Council deems that:
 - 4.4.1.1 A member has been convicted of a professional misconduct.
 - 4.4.1.2 A member conducts themselves in a manner either in writing, speech, or behaviour that, in the view of the Council, is prejudicial



HEPATO PANCREATO BILIARY ASSOCIATION (SINGAPORE)

or injurious to the reputation or good standing of the Association.

- 4.4.1.3 A member leaving Singapore permanently unless the Membership is converted to Absent Membership.
- 4.4.1.4 The Member being expelled shall be entitled to appeal to the general meeting against the decision of the Council made pursuant to Rule 4.4.1.2 or 4.4.1.3. A general meeting shall be convened by the Council as soon as practicable for that purpose on request by such Member, provided that such request shall be within two (2) weeks of receipt of the decision of the Council. The decision of the general meeting shall be by way of a simple majority and shall be final and binding on such Member. If such a request is not made within the prescribed time period, the decision of the Council shall be final and binding on such Member.

Entrance Fees, Subscriptions and Other Dues

- 5.1 Entrance Fees
 - 5.1.1 Founding Members shall pay SGD 400 for initiation of the Association.
 - 5.1.2 A one-time membership entrance fee of SGD 100 shall be payable by non-Founding Full Members.
 - 5.1.3 A one-time membership entrance fee of SGD 20 shall be payable by Associate Members.
 - 5.1.4 A one-time membership entrance fee of SGD 10 shall be payable by Affiliate Members.
- 5.2 Subscription Fees
 - 5.2.1 There shall be no annual subscription payable by Founding Members.
 - 5.2.2 The annual membership subscription fee of SGD 50 shall be payable by Full Members.
 - 5.2.3 The annual membership subscription fee of SGD 20 shall be payable by Associate Members.
 - 5.2.4 The annual membership subscription fee of SGD 10 shall be payable by Affiliate Members.
- 5.3 Other Dues
 - 5.3.1 Any additional funds required for special purposes may only be raised from members with the consent of the members at the General Meeting.



Supreme Authority and General Meeting

- 6.1 The supreme authority of the Association is vested in a General Meeting of the members presided over by the President.
- 6.1.1 Annual General Meeting
- 6.1.1.1 The Association shall, in each year, hold a general meeting as its annual general meeting (which may be a General Assembly) in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it.
- 6.1.1.2 Not more than 15 months shall elapse between the date of one annual general meeting and the date of the next annual general meeting, provided that, so long as the Association holds its first annual general meeting within 18 months of incorporation, it need not hold an annual general meeting in the year of incorporation or the following year.
- 6.1.1.3 The annual general meeting shall be held at the time and place that the Council has appointed.
- 6.1.1.4 The following points will be considered at the Annual General Meeting:
- a) The previous financial year's account and annual report of the Council.
 - b) Where applicable, the election of office bearers and Honorary Auditors for the following term.
- 6.1.1.5 At least eight weeks' notice shall be given after the date of the receipt of the written request to convene an Annual General Meeting. Notice of the meeting stating the date, time, place, and agenda shall be sent by the Secretary to all voting members at their last updated email addresses at least fourteen days in advance of the meeting. Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.
- 6.1.2 Extraordinary General Meeting
- 6.1.2.1 Any general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.
- 6.1.2.2 An extraordinary general meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or 10 voting members, whichever is the lesser and may be called at any time by order of the Council.
- 6.1.2.3 The notice in writing shall be given to the Secretary setting forth the business that is to be transacted.
- 6.1.2.4 The Extraordinary General Meeting shall be convened within two months of receiving this request to convene the Extraordinary General Meeting.
- 6.1.2.5 Suppose the Council does not within two months after the receipt of the written request proceed to convene an Extraordinary General Meeting. In that case, the members who requested the



HEPATO PANCREATO BILIARY ASSOCIATION (SINGAPORE)

Extraordinary General Meeting shall convene the extraordinary meeting by giving ten days' notice to voting members setting forth the business to be transacted.

- 6.1.2.6 At least two weeks' notice shall be given after the date of the receipt of the written request to convene an Extraordinary General Meeting. Notice of the meeting stating the date, time, place, and agenda shall be sent by the Secretary to all voting members at their last updated email addresses at least four days in advance of the meeting. Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.
- 6.2 Any member who wishes to place an item on the agenda of a general meeting may do so, provided he gives notice to the Secretary one week before the meeting is due to be held.
- 6.3 A minimum of 10 voting members present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.
- 6.4 In the event that 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 part of the existing Constitution.
- 6.5 At a General Meeting, a two-thirds majority is required for the following:
- i) amendment to the Constitution
 - ii) vote of no-confidence of office bearers
- 6.6 For all other matters, a simple majority will suffice.

Management and Council

- 7.1 The administration of the Association shall be entrusted to a Council consisting of the following to be elected at an Annual General Meeting:
- A President
 - A Vice-President
 - A Secretary
 - A Treasurer
 - 3 Ordinary Committee Members
- 7.2 Names of the above officers shall be proposed and seconded at the Annual General Meeting, and the 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 Council is two years.
- 7.3 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, a tiebreaking revote will be taken. In the event of a second tie, the President shall cast the deciding vote.



HEPATO PANCREATO BILIARY ASSOCIATION (SINGAPORE)

- 7.4 A Council Meeting shall be held at least once every 6 months after giving seven days' notice to Council members. The President may call a Council Meeting at any time by giving five days' notice. At least half of the Council members must be present for its proceedings to be valid.
- 7.5 Any member of the Council absenting himself from three consecutive meetings without satisfactory explanations shall be deemed to have withdrawn from the Council, and the Council may co-opt a successor to serve until the next Annual General Meeting. Any changes in the Council shall be notified to the Registrar of Societies within two weeks of the change.
- 7.6 The duty of the Council is to organize and supervise the day-to-day activities of the Association. The Council may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
- 7.7 The Council has the power to authorize the expenditure of a sum not exceeding SGD 10,000 from the Association's funds for the Association's purposes.
- 7.8 Duties of the Office-Bearers
- 7.8.1 President.
The President shall chair meetings of the Council and shall ensure that the Memorandum of the Association and these Articles are observed. The President is elected for two (2) years and can be re-elected for another term for a maximum of two (2) consecutive terms. The President should also represent the Association in the AHPBA and IHPBA meetings or any other scientific meetings.
- 7.8.2 Vice-President.
The Vice-President is elected for two (2) years. The role of the Vice-President is to assist the President in his duties. The Vice-President shall serve in the place of the President in his absence.
- 7.8.3 Secretary.
The Secretary is responsible to the Council for the administration of the Association, including maintenance of membership lists, registration of documents, establishing contacts with other scientific societies and organizations, and retention of archives. He will prepare the agenda and rules of procedures. He will be responsible for proper minutes to be taken for each meeting of the Council and the General Assembly and shall keep their records. He is elected for a period of two (2) years.
- 7.8.4 Treasurer.
The Treasurer will oversee the finances of the Association, including the collection of membership fees, payment of the Association's running costs, and oversight of the Association's finances. The Treasurer shall maintain the Association's funds in one or more appropriate accounts and will present details of transactions to the Council at the annual meeting. The Treasurer will also be responsible for overseeing the long-term investments of the Association. He is elected for a period of two (2) years and will assume the responsibilities of the Secretary in the absence



HEPATO PANCREATO BILIARY ASSOCIATION (SINGAPORE)

of the Secretary. He cannot be re-elected to this same post for a consecutive term.

7.8.5 Ordinary Council Members.

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

- 8.1 Two voting members, not members of the Council, shall be elected as Honorary Auditors at each Annual General Meeting. They will hold office for a term of two years only and shall not be re-elected for a consecutive term.
- 8.2 They will be required to audit each year's accounts and present a report on them at the Annual General Meeting. The President may require them to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Council.
- 8.3 The financial year shall be from 1st April of the current year to 31st March of the following year.

Trustees

- 9.1 If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 9.2 The trustees of the Association shall:
 - Not be more than four and not less than two in number.
 - Be elected by a General Meeting of members.
 - Not affect any sale or mortgage of property without the prior approval of the General Meeting of members.
- 9.3 The office of the trustee shall be vacated:
 - If the trustee dies or becomes a lunatic or of unsound mind.
 - If he is absent from the Republic of Singapore for more than one year.
 - If he is guilty of misconduct of such a kind as to render it undesirable, he will continue as a trustee.
 - If he submits notice of resignation from his trusteeship.
- 9.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given together with the notice of the General Meeting 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.
- 9.5 The address of each immovable property, the name of each trustee and any subsequent change must be notified to the Registrar of Societies.

Visitors and Guests

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



HEPATO PANCREATO BILIARY ASSOCIATION (SINGAPORE)

Prohibitions

- 11.1 Gambling of any kind, excluding the promotion or conduct of a private lottery that 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 bad characters into the premises is prohibited.
- 11.2 The funds of the Association shall not be used to pay the fines of members who have been convicted in a court of law.
- 11.3 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.
- 11.4 The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to any arrangements 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.
- 11.5 The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 11.6 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office bearers, Council or members unless with the prior approval of the relevant authorities.
- 11.7 The Association shall not raise funds from the public for whatever purposes without the prior approval of the Head, Licensing Division, Singapore Police Force and other relevant authorities in writing.

Amendments to Constitution

- 12 No alteration or addition/ deletion of this Constitution shall be made except at a General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

Interpretation

- 13 In the event of a question or matter pertaining to today's administration that is not expressly provided for in the Constitution, the Council shall have the power to use its discretion in such matters. The decision of the Council shall be final unless it is revised at a General Meeting.

Disputes

- 14 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at a 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.



HEPATO PANCREATO BILIARY ASSOCIATION (SINGAPORE)

Dissolution

- 15.1 The Association shall not be dissolved, except with the consent of not less than $\frac{2}{3}$ of the total voting membership at a General Meeting convened for that purpose.
- 15.2 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.
- 15.3 A Certificate of Dissolution shall be given to the Registrar of Societies within seven days of dissolution.