

**CONSTITUTION OF
SINGAPORE ESTATE AGENTS ASSOCIATION (SEAA)**

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1 NAME

- 1.1 This Society shall be known as the “Singapore Estate Agents Association (SEAA)”, hereinafter referred to as the “Institute”.

2 PLACE OF BUSINESS

- 2.1 This Institute’s place of business shall be at “47 Beach Road #07-01 Kheng Chiu Building Singapore 189683” or such other address as may subsequently be decided upon by the Executive Council (“Exco”) and approved by the Registrar of Societies. The Institute shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3 OBJECTS

The objects of the Institute are inter alia:-

- 3.1 To promote and advance the status and interest of Members competence and ethical standards amongst the members of the Institute and the industry through continuous education, consultation, membership, By-law, industry benchmarks, and codes of conduct, ethics and practices to maintain and further enhance the professionalism in real estate agency work in Singapore.
- 3.2 To seek representation in all bodies, concerning planning, organisation, promotion, development, financing and the administration of those bodies directly or closely associated with real estate agency work in general.
- 3.3 To protect and safeguard the legitimate interests of the members of the Institute in general and, in particular to make representations on all matters pertaining to real estate agency work including the enactment of legislation and code of conduct, ethics and practices for real estate agencies and salespersons.
- 3.4 To further the objects and advancement of the Institute and members of the Institute, it may be necessary for the Exco to communicate, liaise, conduct dialogues and meetings, and attend conferences and conventions with related professionals and/or organisations in foreign countries (“Advancement Related Activities”).

In this respect, the Exco is empowered, in its sole and absolute discretion, to subsidize up to one hundred percent (100%) of the airfare of an economy class ticket and up to one hundred percent (100%) of the registration fee for a maximum of ten (10) members

of the Exco, Mediation Panel and subcommittee members appointed by the Exco per event pursuant to their attendance at Advancement Related Activities.

The Exco shall approve the reimbursement of the airfare of the economy class ticket and registration fee upon the members providing sufficient proof of attendance at such Advancement Related Activities. Members attending Advancement Related Activities shall be responsible for payment of their hotel accommodation, food expenses, transportation and other incidental expenses.

- 3.5 Members who attended Advancement Related Activities shall submit a report, with their recommendations on the advancement of the Institute, to the Exco within fourteen calendar (14) days of his/her return after attending the Advancement Related Activities, failing which the Exco shall forfeit the refund of the member's airfare and registration fees.
- 3.6 The application for the receipt of subsidies in relation to the attendance at Advancement Related Activities shall be submitted with supporting receipts to the Honorary Treasurer by the Exco member at least seven (7) calendar days before the member's attendance at the Advancement Related Activity.
- 3.7 Upon approval by the Exco for the attendance of any Advancement Related Activities, details of the same, including the report submitted by the member, the purpose and subsidies given by the Exco, shall be disclosed at the next or subsequent Annual General Meeting.

4 CATEGORIES OF MEMBERSHIP

- 4.1 The categories of membership of the Institute are as follows:
 - (a) Accredited Ordinary Member;
 - (b) Ordinary Member;
 - (c) Associate Member;
 - (d) Affiliate Member;
 - (e) Affiliate Association;
 - (f) Student Member. -
- 4.2 Membership of the Institute shall not be restricted by reason of citizenship, nationality, race, gender, religion or creed.

- 4.3 In the absence of expressed intention to the contrary, the term 'member' wherever appearing in the Constitution refers to an Accredited Ordinary Member and Ordinary Member such that an Associate, Affiliate, Affiliate Association or Student Member shall not be entitled to vote at the Annual General Meeting and/or Extraordinary General Meeting of the Institute.
- 4.4 For the avoidance of doubt, only Accredited Ordinary Members and Ordinary Members are allowed to vote at the Annual General Meeting and/or Extraordinary General Meeting of the Institute and where clauses within the Constitution refer to as voting of members, they shall categorically be construed as referring only to Accredited Ordinary Members and Ordinary Members. In addition, and without prejudice to the foregoing, only Accredited Ordinary Members are allowed to vote at the Annual General Meeting and/or Extraordinary General Meeting of the Institute for change and/or amendments to the Constitution.
- 4.5 The Exco will have the power, and sole and absolute discretion, in admitting each category of members in accordance with a set of criteria and to decide on the benefits and entitlements offered to each category of members from time to time as determined by the Exco.

5 ACCREDITED ORDINARY MEMBER

- 5.1 The Exco may admit into membership and elect as Accredited Ordinary Member, the nominee of any company, partnership or sole proprietorship incorporated or registered with the Accounting and Corporate Regulatory Authority ("ACRA") and holding an estate agent licence under section 28 of the Estate Agents Act (Cap. 95A) (Revised Ed. 2011) (the "Act"). A one-person Estate Agent, where the individual is either a sole proprietor or a sole director, is eligible only for admission as an Accredited Ordinary Member.

For the avoidance of doubt, an Accredited Ordinary Member can be a practicing Key Executive Officer, Executive Director, Managing Director, Chief Executive Officer, Chief Operating Officer or equivalent.

- 5.2 Every Accredited Ordinary Member shall be eligible to be elected and to hold any position in the Exco and shall be entitled to vote at the Annual General Meetings and Extraordinary General Meetings.

6 ORDINARY MEMBER

- 6.1 The Exco may, according to the criteria set, admit into membership

and elect as Ordinary Member, any individual who is registered as a salesperson under section 29 of the Estate Agents Act (Cap. 95A) (Revised Ed. 2011) (the "**Act**") and had served as Council member, Mediation Board or subcommittees member previously in Institute of Estate Agents (IEA) or Singapore Estate Agents Association (SEAA) or SIEA for at least two terms (can be non-consecutive terms).

- 6.2 Every Ordinary Member shall be eligible for election or appointment only as members of the Exco, and to the offices of 2nd VP, Asst Hon Sec & Asst Hon Treasurer. For the avoidance of doubts, an Ordinary Member shall not be eligible for selection or appointment to the offices of President, 1st VP, Hon Sec and Hon Treasurer of the Institute.

7. ASSOCIATE MEMBER

- 7.1. The Exco may admit into membership and elect as Associate Member, any individual who is registered as a salesperson under section 29 of the Estate Agents Act (Cap. 95A) (Revised Ed. 2011) (the "**Act**").
- 7.2. Every Associate Member shall be eligible for election or appointment only as members of the Exco.

8. AFFILIATE MEMBER

- 8.1 The Exco may admit into membership and elect as Affiliate Member, the nominee of any company or person who is directly or indirectly related to the real estate industry, including but not limited to banks, property websites/portals, lawyers, training consultants, vendors, movers, insurers, interior designers, renovation contractors and car rental companies.

9. AFFILIATE ASSOCIATION

- 9.1 The Exco may at its absolute and unfettered discretion admit into membership and elect as Affiliate Association, any Association that is directly or indirectly related to the real estate industry.

10. STUDENT MEMBER

- 10.1 The Exco may admit into membership and elect as Student Member, any individual who is currently undertaking the Real Estate Salesperson ("RES") course / Real Estate Agency ("REA") course and is not a registered salesperson under the Act.
- 10.2 Student Members are entitled to be admitted into membership for a maximum period of two (2) years.
- 10.3 Upon registration as a salesperson under the Act, the Student

Member shall inform the Institute of the said registration and shall be admitted into membership as an Associate Member. Upon admittance as an Associate member, the said member shall also be liable to pay the respective entrance and annual subscription fees.

11. DESIGNATION

- 11.1 Every Accredited Ordinary Member, Ordinary Member, Associate Member or Student Member shall be entitled to use the initials “AOM”, “OM”, “AM”, “AFFIL” or “SM” respectively, as the case may be, to indicate the category of membership that the member holds.

12. RESIGNATION

- 12.1 Any member desirous of resigning from the Institute may do so by forwarding a written notice of its/his/her intention to do so to the Honorary Secretary of the Institute, which shall then be forwarded by the Honorary Secretary to the President of the Institute.

Such resignation shall become effective from the date of receipt of the notice by the Honorary Secretary of the Institute, provided that the subscription for the relevant financial year has been paid.

13. RESTORATION OF MEMBERSHIP

- 13.1 Any member whose membership has been terminated in circumstances relevant to the clause 22 of this Constitution or has resigned pursuant to the clause 12 of this Constitution, may be reinstated:
- (a) where applicable, if such member has been cleared of his/her insolvency or his/her bankruptcy by the competent authority and upon payment of entrance and subscription fees;
 - (b) if the Exco deems it appropriate to restore the membership of such terminated or suspended member; and
 - (c) by a simple majority vote of the Exco members present and voting at the meeting of the Exco convened for the purposes of considering the re-instatement of a member whose membership has been terminated or suspended.

14. ENTRANCE FEES AND ANNUAL SUBSCRIPTION FEES

- 14.1 The entrance fees and subscriptions shall be determined by the Annual General Meeting and/or Extraordinary General Meeting on recommendation from the Exco from time to time.

The amount of entrance fee and annual subscription fees for each category of membership shall be subject to change as shall be determined by the Exco from time to time and approved with or without amendment by a resolution of an Annual General Meeting and/or Extraordinary General Meeting convened for that purpose.

14.2 The fees are currently fixed as follows:

Entrance Fees

Accredited Ordinary Member –\$200.00

Ordinary Member – \$150.00

Associate Member – \$100.00

Affiliate Member – \$250.00

Affiliate Association – Any amount matching the Affiliated Association's membership fees

Student Member- S\$25.00

Annual Subscription Fees

Accredited Ordinary Member –S\$100.00

Ordinary Member – S\$75.00

Associate Member –S\$50.00

Affiliate Member – \$250.00

Affiliate Association – Any amount matching the Affiliated Association's membership fees

Student Member – S\$25.00

15. ARREARS

- 15.1 When a member falls into arrears with his subscription and fails to settle the same within one month of him being notified in writing to do so, the Exco may direct that his name be posted on the Institute's notice board, whereupon the defaulting member shall be suspended of the privileges of membership, including the usage of the Institute's premises until such time as he has settled his account.

If, after a member's name has been posted on the Institute's noticeboard, he fails to pay all sums due, the Exco may, remove the member's name from the Institute's Register of Members and he shall thereafter cease to be a member. In addition, the Exco shall have the power and sole and absolute discretion to decide if the former member shall be barred from any category of membership for any period of time and the decision of the Exco shall be final.

16. OTHER CONTRIBUTIONS AND DUES

- 16.1 Any levy, special subscription and other charge for any particular purpose may only be raised from the members with the consent of an Annual General Meeting and/or Extraordinary General Meeting of the members.
- 16.2 The income and property of the Institute whensoever derived shall be applied towards the promotion of the objects of the Institute as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Institute or to any of them or to any person claiming through any of them.
- 16.3 The amount of entrance fee, annual subscription fee, other contributions and dues and any additional fund required for special purposes shall be such as proposed by the Exco and approved with or without amendment by a simple majority vote of the Voting Members present in person or by proxy at the Annual General Meeting and/or Extraordinary General Meeting of the Institute.

17. SUPREME AUTHORITY AND GENERAL MEETINGS

- 17.1 The supreme authority of the Institute is vested in the Annual General Meeting and/or Extraordinary General Meeting of the members.
- 17.2 An Annual General Meeting shall be held once a year but not later than 31st May following the close of the Institute's financial year which shall be 31st December. Save for the election of the Salespersons Exco members pursuant to Clause 18.4(d), only Accredited Ordinary Members and Ordinary Members shall be entitled to vote at the Annual General Meeting and/or Extraordinary General Meeting of the Institute. For the avoidance of doubts, only Accredited Ordinary Members are allowed to vote for change and/or amendments to the Constitution.

At least twenty-one (21) calendar days' notice shall be given to all

Accredited Ordinary, Ordinary, Associate, Affiliate and Affiliate Association Members of the Annual General Meeting and/or Extraordinary General Meeting and particulars of the agenda for the meeting will be posted on the Institute's notice board or website and circulated to all Accredited Ordinary, Ordinary, Associate, Affiliate and Affiliate Association Members seven (7) calendar days before the meeting is due to take place.

- 17.3 The following business shall be considered at the Annual General Meeting:
- (a) the previous financial year's accounts and annual report of the Exco;
 - (b) the election of Exco members, including Salesperson Exco Members (at every alternate Annual General Meeting); and
 - (c) the appointment of Auditors, Honorary Patrons and Honorary Advisors
- 17.4 Any Accredited Ordinary, Ordinary and Associate Member may move a resolution at the Annual General Meeting. Any Accredited Ordinary, Ordinary and Associate Member who wishes to move a resolution at an Annual General Meeting may do so provided he gives notice in writing to the Honorary Secretary not less than fourteen (14) calendar days before the meeting is due to be held. Upon receipt of the said resolution, the Honorary Secretary shall circulate it to the members not less than seven (7) calendar days before the Annual General Meeting.
- 17.5 Any Accredited Ordinary, Ordinary or Associate Member may forward his nomination to be elected as an Exco member to the Honorary Secretary not less than thirty (30) calendar days before the Annual General Meeting is due to be held.

Subject to clause 18.4(d), in the event the Honorary Secretary receives a nomination from:

- i) an Associate Member intending to run for the position of Salesperson Exco Member as well as a nomination from an Accredited Ordinary Member and Ordinary Member representing the same Estate Agent, the nomination from the Accredited Ordinary Member or Ordinary Member shall take precedence respectively and the Associate Member's nomination shall be disqualified from consideration for election as a Salesperson Exco Member; and/or
- ii) an Ordinary Member intending to run for the position of Salesperson Exco Member as well as a nomination from an

Accredited Ordinary Member representing the same Estate Agent, the nomination from the Accredited Ordinary Member shall take precedence respectively and the Ordinary Member's nomination shall be disqualified from consideration for election as a Salesperson Exco Member.

- 17.6 Extraordinary General Meetings shall be convened at such time as the Exco shall determine in its sole and absolute discretion or shall be convened at any time on a written requisition signed by at least ten (10%) percent of the Accredited Ordinary Members and Ordinary Members of the Institute whose subscriptions have been paid up to date. Such requisition shall state the purpose of the meeting and be addressed to the Honorary Secretary.

An Accredited Ordinary Member or Ordinary Member who wishes to move a resolution at the meeting may do so provided he gives notice in writing to the Honorary Secretary not less than fourteen (14) calendar days before the meeting. Only Accredited Ordinary Members and Ordinary Members shall be entitled to vote at the Extraordinary General Meetings. Seven (7) calendar days' notice shall be given to all Accredited Ordinary, Ordinary, Associate, Affiliate and Affiliate Association Members and particulars of the agenda for the meeting shall be posted on the Institute's notice board or website and circulated to all Accredited Ordinary, Ordinary, Associate, Affiliate and Affiliate Association Members seven (7) calendar days before the meeting is due to take place.

- 17.7 If the Exco does not within sixty (60) calendar days 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 (10) calendar days' notice to the voting members setting forth the business to be transacted and simultaneously posting the agenda on the Institute's notice board.

For the purposes of giving notice pursuant to clauses 17.2-17.7 such notice may be given via electronic means.

- 17.8 QUORUM. At least one quarter (1/4) of the total Accredited Ordinary and Ordinary membership of the Institute must be present either in person or by proxy at the Annual General Meeting and/or Extraordinary General Meeting for its proceedings to be valid.

Members can send in their attendance forms to indicate if they are attending the Annual General Meeting and/or Extraordinary General Meeting. Members who have sent in their proxy forms and the proxy forms that have been received by the Honorary Secretary in time for the Annual General Meeting and/or Extraordinary General Meeting are deemed to be present for the meeting.

In the event of there being no quorum at the commencement of an

Annual General Meeting or Extraordinary 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 alter, amend, delete or make additions to any part of the existing Constitution.

- 17.9 VOTING. Every Accredited Ordinary member and Ordinary Member present shall be entitled to one vote upon each motion before the Annual General Meeting and/or Extraordinary General Meeting and each motion shall be decided by a show of hands. For the purposes of election of Exco members, members shall not be entitled to vote by proxy. A motion shall only be approved by a majority vote of the members present and such vote shall be final.

18. ELECTION OF MEMBERS OF THE EXECUTIVE COUNCIL (“Exco”)

- 18.1 The administration and management of the Institute shall be entrusted to the Exco to be elected at alternate Annual General Meeting.

- 18.2 The Exco shall comprise the following office-bearers who will be appointed by the Exco themselves and each office-bearer will have one (1) vote except for the President:

- (a) President. The President will have two (2) votes when it comes to matters that need to be decided by Exco voting and the 2nd vote shall only be cast in the event of a deadlock. The President cannot be a Salespersons Exco Member;
- (b) 1st Vice-President;
- (c) 2nd Vice-President;
- (d) Honorary Secretary;
- (e) Assistant Honorary Secretary;
- (f) Honorary Treasurer;
- (g) Assistant Honorary Treasurer; and
- (h) Thirteen (13) Exco members.

18.3 In the event the President is unable to fulfill his/her duties as the President of the Exco by reason of death or illness, retirement and/or bankruptcy, the 1st Vice-President or 2nd Vice-President shall be appointed President of the Exco. The Exco shall have the power to co-opt and appoint a suitable candidate to fill the vacant position of 1st Vice-President or 2nd Vice-President from the respective category of Estate Agents so as to maintain the

composition of the Exco set out in clause 18.4.

- 18.4 The composition of the Exco shall comprise of twenty (20) Exco members from different Estate Agents. Exco members comprising 18.4(a), (b) and (c) are to be voted in by the Accredited Ordinary members while Exco members comprising 18.4 (d) will be voted in by the Ordinary Members and Associate members at the Annual General Meeting:
- (a) five (5) Exco members comprising
 - (i) three (3) local large agencies with 1,000 Associates or more
 - (ii) two (2) local large agencies with 100 Associates or more
 - (b) five (5) Exco members comprising international property consultants (global real estate company offering comprehensive services to investors, property owners, tenants and developers around the world. The services can include but are not limited to market research, brokerage, valuation, advisory, property management, investment and project management);
 - (c) five (5) Exco members comprising mid-tier and boutique agencies (with less than 100 Associates); and
 - (d) five (5) Exco members comprising Ordinary and/or Associate members (the "Salespersons Exco Members") who do not belong to the agency of the other Exco members.
- 18.5 In the event that there is an insufficient number of nominations from any and/or all of the above categories to form the Exco, or in the event of a vacancy in any of the categories, the elected members of the Exco shall co-opt members from the respective category of Estate Agents so as to form the Exco in accordance with the composition of the Exco prescribed in clause 18.4.
- 18.6 The Immediate Past President shall be an ex-officio of the Exco but shall not have the right to vote nor constitute part of the quorum at Exco meetings.
- 18.7 All Exco members shall hold office for a term of two (2) years. All Exco members may hold the same office for two consecutive terms provided always that the Honorary Treasurer and Assistant Honorary Treasurer shall not be allowed to hold the same or related office for more than one term without a break of two (2) full years.

19. DUTIES OF MEMBERS OF THE EXECUTIVE COUNCIL

- 19.1 The duties of the office-bearers are as follows:

- (a) the President, and in his absence, the 1st Vice-President, shall act as chairman at all Annual General Meeting and/or Extraordinary General Meeting as well as Exco meetings of the Institute;
- (b) the 1st Vice-President or in his absence, the 2nd Vice-President shall deputise for the President in the latter's absence;
- (c) the Honorary Secretary shall keep all records, except financial records, of the Institute and shall be responsible for their correctness. He shall keep minutes of all Annual General Meeting and/or Extraordinary General Meeting as well as Exco meetings of the Institute. He shall also be responsible for and shall keep the Institute's seal.
- (d) the Assistant Honorary Secretary shall assist the Honorary Secretary in his duties and deputise for the Honorary Secretary in the latter's absence;
- (e) the Honorary Treasurer shall be in custody of all funds, collect and disburse all moneys on behalf of the Institute, keep an account of monetary transactions and shall be responsible for their correctness.

He is authorized to expend up to S\$5,000.00 for petty expenses on behalf of the Institute. He shall not keep more than S\$3,000.00 in cash at any time and any money in excess of this amount shall be deposited in the Institute's bank account.

Cheques for withdrawals from the bank shall be signed by the President and one of the Vice-Presidents or one of the Vice-Presidents and the Honorary Treasurer, and in his or her absence, the Assistant Honorary Treasurer.

- (f) the Assistant Honorary Treasurer shall assist the Honorary Treasurer in his duties and shall deputise for the Honorary Treasurer in the latter's absence;
 - (g) All other Exco members shall assist in the general administration of the Institute and perform duties assigned by the Exco from time to time.
- 19.2 An Exco member must be personally present for all Exco meetings held during his term in the Exco unless a prior satisfactory explanation in writing is given to the President for his absence.
- 19.3 Any member of the Exco absenting himself or herself from three (3) meetings consecutively without satisfactory explanations to the Exco and/or in breach of his or her obligation in 19.1 (g) shall be

deemed to have withdrawn and/or resigned from the Exco. In such a case, a replacement may be co-opted by the Exco to serve for the remainder of the term of office of the Exco member that is being replaced. Any changes in the Exco shall be notified to the Registrar of Societies within 14 calendar days of the change.

- 19.4 The Exco shall hold meetings as and when necessary but four (4) calendar days' notice for the convening of the meeting shall be given to the Exco members. The Honorary Secretary with the concurrence of one other Exco member may call an Exco meeting at any time by giving four (4) calendar days' notice.

- 19.5 Quorum: At least two-thirds (2/3) of the Exco members must be present for the proceedings to be valid,

Voting: The President of the Exco, or in his/her absence, a Vice-President of the Exco, shall preside at the meeting. If the President and Vice-President are absent, a member of the Exco shall be elected by the Exco for this purpose.

Every Exco member present shall be entitled to one vote upon each motion before the meeting and each motion shall be decided by a show of hands. A motion shall only be approved by a majority vote of the members present and such vote shall be final. In the event of a tie, the Chairman of the meeting shall have a casting vote.

- 19.6 The duty of the Exco is to manage and administer the affairs of the Institute. It may not act contrary to the expressed wishes of any Annual General Meeting and/or Extraordinary General Meeting without prior reference to it and shall always remain subordinate to the Annual General Meeting and/or Extraordinary General Meeting.

- 19.7 The Exco shall not relinquish any of its duties until the succeeding Exco has taken office.

20 POWERS OF EXECUTIVE COUNCIL

- 20.1 The Exco shall have the power to appoint Honorary Patrons. Honorary Patrons shall be Singapore Citizens of distinguished character and who by reason of their positions, experience or eminence have made significant contribution to the growth and development of the Institute. Honorary Patrons are eligible for re-appointment annually. Honorary Patrons shall not be entitled to vote at the Annual General Meetings and/or Extraordinary General Meetings and shall not be entitled to be elected or to hold positions in the Exco.

- 20.2 The Exco shall have the power to appoint Honorary Advisors who

shall hold office during the term of office of the Exco that appoints them. The Honorary Advisors are eligible for reappointment annually. Honorary Advisors shall not be entitled to vote at the Annual General Meetings and/or Extraordinary General Meetings and shall not be entitled to be elected or to hold positions in the Exco.

- 20.3 The Exco has the power to authorize necessary expenditures of sums not exceeding the approved budget from the Institute's funds for the Institute's purposes. The Exco may delegate this authority to the President and/or Honorary Treasurer.
- 20.4 The Exco shall have the power and sole and absolute discretion to make, vary and repeal By-Law and Code of Conduct and Ethics to achieve the objects of the Institute, and to establish the procedure and conduct for the Mediation Panel, as well as for the regulation of the affairs of the Institute.
- 20.5 The Exco shall have the power to act, in a fair and bona fide manner and in the interests of the Institute, as follows:
 - (a) to reprimand a member;
 - (b) to suspend a member from exercising any of the rights or privileges of membership for such time as the Exco may determine in its absolute discretion;
 - (c) to request a member to resign his or her membership with the Institute;
 - (d) to expel a member from the Institute;
 - (e) to decide on the benefits and privileges accorded to each category of membership; and/or
 - (f) to do all such acts which shall be in the interest of the Institute.
- 20.6 The Exco may appoint Sub-Committees and may delegate such authority to them, subject to the provisions of the Constitution, By-Law and any decision of an Annual General Meeting and/or Extraordinary General Meeting.

21 SECRETARIAT

- 21.1 The Exco shall form a Secretariat to assist the Exco to handle the day-to-day operational matters of the Institute (the “**Secretariat**”).
- 21.2 The responsibilities of the Secretariat shall include, but not be limited to:

- (a) promote the Institute to estate agents, salespersons and other relevant parties;
- (b) to encourage and facilitate estate agents and salespersons to be members of the Institute;
- (c) undertake various publicity campaigns and initiatives, including talks to industry stakeholders to promote the Institute;
- (d) liaise with institutions both in Singapore and overseas to further advance and promote the interests of the Institute and its members;
- (e) deal with the media after clearance from Exco;
- (f) report on an annual basis the Institute's financial status and progress of its activities and meetings to members;
- (g) make recommendations on how best to achieve a successful and profitable Institute;
- (h) liaise with governmental agencies and other organisations on matters relating to estate agency industry.

21.3 The salaries and remuneration of the secretariat staff shall be recommended by the CEO and determined by the President, 1st VP, 2nd VP, Hon. Secretary and Hon. Treasurer by simple majority.

22 DISCIPLINARY PROCEDURE

22.1 If any member in the opinion of the Exco fails to abide with or has violated any clause of the Constitution, the By-Law, Code of Conduct and Ethics or the recommendation of the Exco, is guilty of conduct derogatory to the dignity of or injurious to the reputation or interest of the Institute (to be determined by the Exco in its absolute and sole discretion) or if the member is insolvent or bankrupt, the Exco may exercise its sole and absolute discretion to take any of the following actions:

- (a) reprimand the member;
- (b) suspend the member from exercising any of the rights or privileges of membership of the Institute for such period of time or on such conditions as the Exco may determine in its absolute discretion;
- (c) by written notice request the member to resign;
- (d) expel the member from the Institute;

- 22.2 Prior to the Exco taking any action set out in this clause, the Exco may on grounds which seem to them proper, hold or order an inquiry or preliminary investigation into the conduct of any member. The member shall be entitled to appear before a Disciplinary Committee appointed by the Exco and to rebut or explain his conduct either personally or in writing provided that notice of his intention to do so is given. The period within which such notice must be given shall be determined by the Exco.
- 22.3 If the member whose conduct is the subject of inquiry or investigation fails to attend before the Disciplinary Committee, the inquiry or proceedings may be proceeded without further notice to that member upon proof of service thereof. The Disciplinary Committee shall upon the conclusion of any such hearing proceed to make any recommendations to the Exco as it deems fit.
- 22.4 The decision of the Exco in respect of this clause shall be by way of a simple majority.
- 22.5 A suspended member remains subject to the Constitution, the By-Law of the Institute as well as the decision of the Exco.
- 22.6 Upon the Exco deciding to request the member to resign his membership by written notice, such notice shall state generally the grounds on which the request is based upon. If within fourteen (14) calendar days of the service of such notice, the member has not resigned, the Honorary Secretary with the concurrence of one (1) other Exco member shall convene an Exco meeting to consider the expulsion of the member.
- 22.7 At the Exco meeting, the Chairman of the meeting shall inform the Exco members present of the matter complained of and the member shall be permitted to address the meeting.
- 22.8 If seventy-five percent (75%) of the Exco members present and voting at the meeting of the Exco convened for the purpose of expelling the member, vote in favour of expelling the member from the Institute, the Honorary Secretary shall give written notice of the decision of the Exco to the member who shall be expelled and cease to be a member of the Institute thereupon. If the seventy-five percent (75%) majority in favour of expelling the member is not achieved, the request for the resignation of the member shall be withdrawn thereupon without any prejudice to the powers of the Exco under this clause.
- 22.9 A member expelled from the Institute under this clause shall not be proposed for membership of the Institute without the prior written approval of the Exco.
- 22.10 For the avoidance of doubt, the term "member" under this clause

shall include Accredited Ordinary, Ordinary, Associate, Affiliate as well as Student members, unless otherwise specified.

- 22.11 The member shall not be entitled to legal representation in any proceedings under this clause.
- 22.12 A member against whom the Exco has taken action pursuant to Clause 22.1 (d) (the “Aggrieved Member”) shall be entitled to appeal to the Annual General Meeting and/or Extraordinary General Meeting of members against the decision of the Exco. The decision of the Annual General Meeting and/or Extraordinary General Meeting shall be final.

23 MEDIATION PANEL AND DISPUTE RESOLUTION CENTRE

- 23.1 The Mediation Panel shall be established by the Exco for the purpose of settling complaints, disputes and claims involving members person, company or firm.
- 23.2 The Mediation Panel shall comprise of nominated representatives from the Institute, other bodies or institutions in the real estate industry, and/or other relevant bodies (including the relevant authority) as decided upon by the Exco.

For the avoidance of doubt, depending on the circumstances of the complaint, dispute or claim submitted to the Mediation Panel for resolution, the Exco shall have the sole and absolute discretion and power to appoint experts, such as lawyers, engineers or accountants, to the Mediation Panel to ensure that the Mediation Panel is adequately equipped to resolve the complaint, dispute or claim, from time to time.

- 23.3 All members shall submit themselves to the proceedings laid down by the Exco and to the authority of the Mediation Panel, to appear before the Mediation Panel when called upon and comply with the recommendations, directions, and decisions which the Mediation Panel so recommends to the Exco.
- 23.4 The Exco shall, on the recommendation of the Mediation Panel without prejudice to any other award, order, recommendation or direction as the Mediation Panel may make, have the power to do all or any of the following:
 - (a) to recommend any party to pay any sum as compensation to the other party;
 - (b) to recommend the release of any part of or the whole of the retention monies held by the stakeholders;
 - (c) to recommend rectification of defects proved to exist;
 - (d) to recommend the dismissal of the whole or the part of the

complaint, dispute or claim referred to the Mediation Panel;

- (e) to recommend any party to the complaint, dispute or claim to pay the whole or any part thereof of the cost of such proceedings;
- (f) to delegate to the Mediation Panel or such other authority or dispute resolution centre which may be established for such purpose, all or some of its powers.

23.5 The Exco shall be empowered to make, vary or repeal any terms of reference to and make, vary or repeal any guidelines for proceedings before the Mediation Panel.

24 FINANCE AND AUDITOR

24.1 The annual statement of accounts and balance sheet of the Institute shall be prepared by the Honorary Treasurer, duly audited by the Auditors and then submitted to the Annual General Meeting for approval. The auditors may be required to submit a report to the Annual General Meeting.

24.2 The auditors shall be required to audit the Institute's accounts for any period within their tenure of office at any date and make a report to the Exco. The Institute, shall, at its Annual General Meeting, appoint its auditors for each financial year. The auditors shall be from a firm of Public Accountants and Chartered Accountants and be eligible for re-appointment.

24.3 The financial year end of the Institute shall be 31st December.

25 CODE OF CONDUCT AND ETHICS

25.1 All members shall comply with the relevant legislation, rules and regulations at the time in force as stipulated by the Council for Estate Agencies (the "CEA") and the Government of the Republic of Singapore (the "Government").

25.2 Notwithstanding clause 25.1 to the extent that it is not contrary to the relevant legislation, rules and regulations at the time in force as stipulated by the CEA and the Government, the Exco shall have the sole and absolute discretion and power to further adopt and/or develop new and additional standards for the Institute for compliance by all members.

26 TRUSTEES

26.1 If the Institute at any time acquires any immovable property, such property shall be vested in the trustees subject to a declaration of

trust.

26.2 The trustees of the Institute shall:

- (a) Be Accredited Ordinary Members ; and
- (b) not be more than four (4) and not less than two (2) in number; and
- (c) be elected at an Annual General Meeting and/or Extraordinary General Meeting of members;
- (d) not effect any sale or mortgage of the immovable property without the prior approval of an Annual General Meeting and/or Extraordinary General Meeting of members; and
- (e) shall act in accordance with resolutions passed at any Annual General Meeting and/or Extraordinary General Meeting.

26.3 The office of the trustee shall be vacated if:

- (a) the trustee dies or becomes a lunatic or of unsound mind; or
- (b) he is absent from the Republic of Singapore for a period of more than one (1) year; or
- (c) he is guilty of misconduct of such kind as to render it undesirable that he continues as a trustee; or
- (d) he ceases to be a member or his membership is suspended; or
- (e) he submits a notice of resignation from his trusteeship.

26.4 A 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 on the Institute's notice board at least twenty-one (21) calendar days before the Annual General Meeting and/or Extraordinary General Meeting at which the proposal is to be discussed.

26.5 The voting members of the Institute in an Annual General Meeting and/or Extraordinary General Meeting may remove a trustee(s) and appoint another in his or their place and on the passing of a resolution of voting members of the Institute removing the trustee(s) such trustee(s) shall cease to be a trustee and shall be deemed to be removed or discharged from the trusts of any property of the Institute held by him as trustee and he shall sign and execute all such acts and documents as are necessary to give effect to such removal or discharge.

27 INDEMNITIES

- 27.1 Every member of the Institute shall be entitled to be indemnified out of the assets of the Institute against all losses and liabilities which he may sustain or incur in the execution of the duties of his office and no member shall be personally liable for any loss, damage or misfortune which may befall him in the execution of his duties for or on behalf of the Institute.

28 VISITORS AND GUESTS

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

29 PROHIBITIONS

- 29.1 Gambling of any kind, whether for stakes or not, is forbidden on the Institute's premises. The introduction of materials for gambling or drug taking and of bad characters into the Institute's premises is prohibited.
- 29.2 The funds of the Institute shall not be used to pay the fine of members convicted in court.
- 29.3 The Institute 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.
- 29.4 The Institute shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 29.5 The Institute shall not hold any lottery whether confined to its members or not, in the name of the Institute or members of the Exco or members unless with the prior approval of the relevant authorities.
- 29.6 The Institute shall not raise funds from the public for whatever purpose without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

30 AMENDMENTS TO CONSTITUTION

- 30.1 The Institute shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. This Constitution shall continue until a resolution for its amendment has been tabled before at least twenty-five percent (25%) of the total Accredited Ordinary members of the Institute or a minimum of two hundred (200) of the Accredited Ordinary members who must be present

(proxies are allowed), at an Annual General Meeting and/or Extraordinary General Meeting duly convened for that purpose, whichever is the lesser and passed by not less than seventy-five percent (75%) of the total Accredited Ordinary members present at the meeting.

31 INTERPRETATION

- 31.1 In the event of any question or matter which is not expressly provided for in the Constitution, By-Law or Code of Conduct and Ethics, the Exco shall have the power to decide thereon by a majority of the Exco.
- 31.2 The decision of the Exco shall be final unless it is reversed at an Annual General Meeting and/or Extraordinary General Meeting Meeting.

32 DISPUTES

- 32.1 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.

33 DISSOLUTION OF THE INSTITUTE

- 33.1 The Institute shall not be dissolved except with the consent of not less than two-thirds (2/3) of the Accredited Ordinary Members of the Institute at an Annual General Meeting and/or Extraordinary General Meeting convened for that purpose.
- 33.2 In the event of the Institute being dissolved as provided herein all debts and liabilities legally incurred on behalf of the Institute shall be fully discharged and the remaining funds will be disposed of in such manner as the Annual General Meeting and/or Extraordinary General Meeting of voting members may determine.
- 33.3 A Certificate of Dissolution shall be given by the Honorary Secretary within seven (7) calendar days of the dissolution to the Registrar of Societies.