

# CONSTITUTION OF THE BELGIUM LUXEMBOURG CHAMBER OF COMMERCE

---

## **1. NAME**

1.1 The Society shall be known as the “Belgium Luxembourg Chamber of Commerce” (hereinafter referred to as the “BLCC”).

## **2. PLACE OF BUSINESS**

2.1. The place of business of the BLCC shall be at “4 Battery Road, #25-01 Bank of China Building, Singapore 049908” or such other address as may from time to time be determined by the Board of Directors (“Board”) and approved by the Registrar of Societies. BLCC shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

## **3. MISSION AND OBJECTIVES**

3.1 The mission of the BLCC is to develop, foster and strengthen bilateral business, economic, commercial and industrial relations between Singapore and Belgium and Luxembourg, their governments, institutions and companies by using all necessary and lawful means within its scope.

3.2. The objectives of the BLCC shall be:

- (a) To promote trade, services and investments between the Republic of Singapore and Belgium and Luxembourg.
- (b) To provide the means of the BLCC to join in representations to the Singapore Government or its representatives or other bodies relevant to the BLCC and members of the BLCC.
- (c) To act as the representative on common interest of the members of the BLCC and to speak on their behalf.
- (d) To co-operate with any institutions, societies or chambers having objectives altogether or in part similar to the BLCC
- (e) To do any and all such things as are conducive to the attainment of the above objectives

## **4. MEMBERSHIP**

### **4.1 MEMBERSHIP QUALIFICATION AND LIMITATIONS**

4.1.1 Membership of BLCC is open to all companies, institutions, associations, professionals and individuals engaged in developing economic activity connected to Singapore and/or Belgium/Luxembourg. Membership is also open to companies, institutions, associations, professionals and individuals from any other country who are interested in the mission of BLCC. Hereinafter called the “Members”.

4.1.2 Individuals who are below 18 years of age shall not be accepted as Members.

4.1.3. Membership shall be unlimited unless the Board determines otherwise.

### **4.2 CLASSES OF MEMBERSHIP**

The membership classes shall consist of:

- (i) Platinum Member
- (ii) Gold Member
- (iii) Corporate Member
- (iv) Individual Member
- (v) Honorary Member
- (vi) Young Professional Member

and such other classes of membership as the Board shall decide to create from time to time (**“Other Membership Classes”**).

### **4.3. APPLICATION FOR MEMBERSHIP**

4.3.1 Any individual or entity (**“Applicant”**) wishing to become a Member of the BLCC should submit its particulars on the BLCC’s website (<http://blcc.org.sg/>) and shall be required to complete an application for membership in such form as may be determined by the Board.

4.3.2. Applications received via the BLCC website will be handled by the person designated by the Board. An email confirmation is sent to the applicant to provide him with the access instructions.

If the Board does not approve the application, the Applicant is informed within ten (10 days) after the application. If payment has already been made the payment will be refunded in full. Any new Member must be approved by the majority of the Board.

#### **4.4 ELIGIBILITY OF MEMBERSHIP**

Besides the benefits provided to the respective Membership classes as described in the BLCC's website (<http://blcc.org.sg/membership-types>), the following terms and conditions apply:

##### 4.4.1 Platinum Member

4.4.1.1 Any entity shall have the right to apply to become a Platinum Member of the BLCC.

4.4.1.2 Platinum Members shall be entitled to vote at the General Meeting of the BLCC in accordance to Article 6.

4.4.1.3 Each Platinum Member may designate two (2) individual representatives, whom each shall have a voting right at the General Meeting of the BLCC.

##### 4.4.2 Gold Member

4.4.2.1 Any entity shall have the right to apply to become a Gold Member of the BLCC.

4.4.2.2 Gold Members shall be entitled to vote at the General Meeting of the BLCC in accordance to Article 6.

4.4.2.3 Each Gold Member may designate two (2) individual representatives, whom each shall have a voting right at General Meeting of the BLCC.

#### 4.4.3 Corporate Member

4.4.3.1 Any entity shall have the right to apply to become a Corporate Member of the BLCC.

4.4.3.2 Corporate Members shall be entitled to vote at the General Meeting of the BLCC in accordance to Article 6.

4.4.3.3 Each Corporate Member may designate one (1) individual representative, whom shall have one (1) voting right at General Meeting of the BLCC.

#### 4.4.4. Individual Member

4.4.4.1 Any individual shall have the right to apply to become an Individual Member of the BLCC.

4.4.4.2 Individual Members shall be entitled to vote at General Meeting of the BLCC in accordance to Article 6 and will have (1) one vote.

#### 4.4.5. Honorary Member

4.4.5.1. Honorary Members shall be the Ambassadors of Belgium and Luxembourg to Singapore, the consul and/or Honorary consul of Belgium and Luxembourg to Singapore, the representatives of the different trade organisations of Belgium and Luxembourg.

4.4.5.2. Honorary Members shall have all the privileges of membership without paying the annual membership fee except that they shall not be entitled to vote at the General Meeting and shall not be qualified to be directors or members of the Board.

#### 4.4.6. Young Professional Member

4.4.6.1. A Young Professional Member, is an individual professionally active in Singapore and residing in Singapore under the age of 36 at the moment of application for membership.

4.4.6.2. A Young Professional Member has no voting right at the General Meeting, except for the Young Professional Members which are also director in the Board.

### **4.5 ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

4.5.1 Application for membership can be done at any time during the business year of the BLCC. A Member joining the BLCC shall pay a yearly fee to the BLCC at such rate or rates as the Board may from time to time decide, either generally or in a specific case. This fee covers a membership for 365 days.

4.5.2 If a Member falls into arrears with its subscription fee or other dues, it shall be informed immediately by the Treasurer of the BLCC (or any person designated to act on his behalf for that purpose). If the Member fails to settle its arrears for more than four (4) weeks, the President may

order its membership privileges (including but not limited to the voting right at the General Meeting) to be denied until it settles its account. If the Member falls into arrears for more than two (2) months, it will cease to be a Member unless otherwise decided by the Board.

4.5.3 An entity or individual who ceases to be a Member for any reasons whatsoever shall not be entitled to claim a refund in whole or in part of any membership fee in respect of the unexpired portion of the year.

4.5.4 The income and property of the BLCC derived shall be applied towards the promotion of the objectives of the BLCC as set forth in Clause 3 of 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 BLCC or to any of them or to any person claiming through any of them.

## **4.6 TERMINATION OF MEMBERSHIP**

4.6.1 The Board may suspend for a period up to six (6) months, or expel, any Member who is in persistent default of the Constitution, or whose conduct is considered by the Board to be unbecoming or against the interests of the BLCC. Where the Board intends to exercise its powers of suspension or expulsion under the Constitution, the Member concerned shall be given notice of the conduct complained of, and shall be given a reasonable opportunity to explain its position in writing or otherwise. The Board's decision shall be final and conclusive. Where a Member has been found guilty of a criminal offence, such Member may be expelled without notice by the Board at the discretion of the Board.

4.6.2 The Board may terminate the membership of any Member who ceases to meet the conditions of eligibility for membership of the BLCC. Where the Board intends to exercise its powers of termination under the Constitution, the Member concerned shall be given notice on the grounds for termination of its membership and shall be given a reasonable opportunity to explain its position in writing or otherwise. The Board's decision shall be final and conclusive.

4.6.3 The Member who has been expelled or whose membership has been terminated by the Board shall be entitled to appeal to a General Meeting against the decision of the Board. A General Meeting shall be convened by the Board as soon as practicable for that purpose on request by such Member, provided that such request shall be made within two (2) weeks of the receipt of the decision of the Board. The decision of the General Meeting shall be made by way of a simple majority and shall be final and binding on such Member. If no such request is made or such request is not made within the prescribed time period, the decision of the Board shall be final and binding on such Member. When the decision to expel or terminate a Member has become final and binding, it shall thereupon cease to be a Member, without prejudice to its liabilities to the BLCC which have been incurred up to, including but not limited to the cessation of its membership.

4.6.4 A Member may resign from the BLCC provided it has given fourteen (14) days' notice in writing to the BLCC and provided further that the said Member shall remain responsible for the commitments and liabilities to the BLCC incurred up to the last day of the notice period.

## **5. ELECTION, FUNCTION AND POWERS OF THE BOARD**

### **5.1 ELECTION OF THE BOARD**

#### 5.1.1 Election of the Board

5.1.1.1 The day-to-day affairs of the BLCC shall be conducted by a Board elected at an Annual General Meeting. Election of the Board will follow on a simple majority vote of the Members present at the Annual General Meeting or duly represented.

5.1.1.2 The Board shall have the power to appoint (by a simple majority vote) a Member to fill any casual vacancy on the Board until the next Annual General Meeting. A Member so appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election. In the event of an equality of votes, there will be a second round of voting and if there is still equality of votes, the President (or if the President is not present, the Chairman of the Board meeting convened for the purpose) shall have a casting vote.



5.1.1.3. The Board may appoint committees and sub-committees when deemed necessary or expedient.

#### 5.1.2 Application for Directorship

Any application for directorship is conditioned to the candidate being involved in a professional business, being a Member of BLCC and residing in Singapore at the moment of its application. Furthermore the applicant will complete the application form, which may be amended from time to time by the Board.

The Candidate shall be informed about the outcome of its application.

#### 5.1.3 Term of Directorship

Any Director needs to be elected at the Annual General Meeting and election will follow on a simple majority of vote of the Members present or duly represented at the Annual General Meeting. All Directors of the Board may be re-elected year after year.

#### 5.1.4 Suspension and Termination of Directorship

5.1.4.1 The Board may suspend for a period up to six (6) months, or expel, any Director who is in persistent default of the Constitution, or whose conduct is considered by the Board to be unbecoming or against the interests of the BLCC. Where the Board intends to exercise its powers of suspension or expulsion under the Constitution, the Director concerned shall be given notice of the conduct complained of, and shall be given a reasonable opportunity to explain its position in writing or otherwise. The Board's decision shall be final and conclusive. Where a Director has been found guilty of a criminal offence, such Director may be expelled without notice by the Board at the discretion of the Board.

5.1.4.2 The Board may terminate the directorship of any Director who ceases to meet the conditions of eligibility for directorship of the BLCC. Where the Board intends to exercise its powers of termination under the Constitution, the Member concerned shall be given notice on the grounds for termination of its membership and shall be given a

reasonable opportunity to explain its position in writing or otherwise. The Board's decision shall be final and conclusive.

5.1.4.3 For the avoidance of doubt, it shall be specified that the Director subject to any Board's decision shall not participate to the vote.

5.1.4.4 A Director may resign from the BLCC provided it has given fourteen (14) days' notice in writing to the BLCC and provided further that the said Director shall remain responsible for the commitments and liabilities to the BLCC incurred up to the last day of the notice period.

## **5.2 FUNCTION OF THE BOARD AND ITS DIRECTORS**

5.2.1 The administration of the BLCC shall be entrusted to the Board. The duty of the Board is to organise and supervise the daily activities of the BLCC. The Board may not act contrary to decisions made at a General Meeting without first reverting to a General Meeting of members for approval.

5.2.2 The President of the BLCC shall be elected during the Annual General Meeting by a simple majority, provided the President must be a Belgian or Luxembourg national who is a resident in Singapore.

5.2.3. The other Directors of the Board shall be elected during the Annual General Meeting by simple majority. They need to be Members of BLCC, be involved in a professional business and resident in Singapore.

5.2.4 The Board shall comprise a maximum of twelve (12) Board Directors.

5.2.5 The Board shall elect amongst itself the following directors:

- i. two (2) Vice-Presidents,
- ii. one (1) Secretary,
- iii. one (1) Treasurer,
- iv. one (1) Young Professional Representative
- v. one (1) Luxembourg Representative.

There will be maximum three (3) Young Professional Members in the Board of Directors.

5.2.6 Any Director shall hold office from the date of his election until termination of his directorship as set out under Clause 5.1.4 or until the next Annual General Meeting.

5.2.7 A Board meeting shall be held whenever considered necessary and not less than six (6) times a year. At least seven (7) days' notice of Board meetings shall be given. At least half of the Board Directors need to be present ("quorum") for the Board meeting to take place. If the quorum is not met, the Board meeting shall be rescheduled within the next fifteen (15) days, date at which no quorum is required.

5.2.8 During Board meetings, the Board shall decide all questions by a simple majority of Board Directors present and voting at the Board meeting. In case of an equality of votes, the President (or if the President is not present, the Chairman of the Board meeting convened for the purpose) shall have a casting vote.

5.2.9 Directors may participate in Board meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another without the Director being in the physical presence, and participation in a meeting pursuant to this Clause shall constitute presence in person at such meeting.

### **5.3 POWERS OF THE BOARD**

5.3.1 The Board shall be vested with direction and general management of the BLCC for properly carrying out the objectives of the BLCC in accordance with the Constitution.

5.3.2 The Board shall have the full power to make, alter, add or reject by-laws and rules regulating the affairs of the BLCC on matters not inconsistent with the Constitution. Such by-laws or rules so made, added to, altered or rejected shall come into operation at such time as is fixed by the Board.

5.3.3 The Board shall have power to authorise the expenditure of such sums as it may deem fit from the BLCC's funds for the BLCC's purposes. The President and the Treasurer can sign singly up to 5,000 SGD per financial transaction. For financial transactions above 5,000 SGD, the President and the Treasurer need to sign jointly.

5.3.4 The Board may not act contrary to decisions made at General Meetings without first referring to such matters to a General Meeting for approval.

5.3.5 The President shall act as a Chairman at all Board and General Meetings and shall be responsible for the proper conduct of business at such meetings. He shall also represent the BLCC in its dealings with third parties.

5.3.6 The Vice-Presidents shall assist the President and one of them shall deputise for him in his absence.

5.3.7 The Secretary shall keep all records, except financial, of the BLCC and shall be responsible for their correctness. He/she will keep the minutes of all General and Board meetings. He/she shall maintain an up-to-date Register of Directors at all times. The Secretary may be assisted and delegate some or all of the below from time to time to a designated person with the President's prior consent.

5.3.8 The Treasurer shall keep all financial records, funds, disburse all monies on behalf of the BLCC, shall keep an account of all monetary transactions and shall be responsible for their correctness. He shall issue and sign receipts, vouchers and other related documents for monies received on behalf of the BLCC. He is authorised to expend up to two thousand (2,000) SGD per month for petty expenses on behalf of the BLCC. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer or the President.. He shall prepare financial reports or statements to be submitted at each Board Meeting and an Annual Statement of Income and Expenditure and Balance Sheet as at 30<sup>th</sup> June each year for submission to the Annual General Meeting. The Treasurer may be assisted and delegate some or all of the below from time to time to a designated person with the President's prior consent.

5.3.9 The Luxembourg representative shall promote the BLCC's membership and activities amongst the Luxembourg community.

5.3.10 In general any Director shall assist in the general administration of the BLCC and perform any duties assigned by the Board from time to time.

## **6. SUPREME AUTHORITY AND GENERAL MEETINGS**

### **6.1 SUPREME AUTHORITY**

6.1.1 The supreme authority of the BLCC is vested in a General Meeting of the Members:

- i. The Annual General Meeting ("**AGM**") shall be held not later than the 15th day of September each year, on a day and at a place to be fixed by the Board.
- ii. The newly elected Board shall take office immediately and shall be responsible for all activities of the BLCC until the conclusion of the following AGM.

6.1.2 At other times, an Extraordinary General Meeting ("**EGM**") must be called by the President on the request in writing of not less than twenty-five (25) % of the total voting Members and may be called at any time by order of the Board. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The EGM shall be convened within two (2) months from receiving this request to convene the EGM.

6.1.3 If the Board does not within two (2) months after the date of the receipt of the written request proceed to convene an EGM, the Members who requested for the EGM shall convene the EGM by giving ten (10) days' notice to the voting Members setting forth the business to be transacted.

## **6.2 GENERAL MEETINGS**

6.2.1 The business considered at AGM shall be as follows:

- i. to receive from the Board an annual report of activities including the number of meetings held during the preceding year, and the financial statements for the preceding financial year;
- ii. to elect the Board for the following year;
- iii. to appoint an auditor for the following year, if applicable;
- iv. to transact any other business that may properly be transacted at the meeting.

6.2.2 At least one (1) month before the AGM, the Secretary shall send a notice of such meeting and particulars of the agenda to every Member. In the event of EGM, the Secretary shall send a notice of such meeting and particulars of the agenda to every Member at least ten (10) days before the EGM.

6.2.3 Any Member who wishes to add to the agenda any new item of a nature concerning the BLCC or Members which can only be discussed at a General Meeting may do so by giving notice to the Secretary at least fifteen (15) days before the General Meeting is scheduled to be held.

6.2.4 At least twenty-five (25) % of the total voting Members present at the General meeting shall form a quorum. Proxies shall be constituted as part of the quorum.

6.2.5 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 part of the existing Constitution.

6.2.6 Each Member shall be entitled to a single vote on any resolution to be voted during General Meetings, except for Platinum and Gold Members who can be represented by two (2) individuals, each of them entitled to one (1) vote.

6.2.7 Each Member shall be entitled to attend and vote at General Meetings in person (respectively by their representative(s) for the case of Platinum and Gold Member) or in their absence, by proxy, provided that no person present at the General Meeting may hold more than five (5) proxies on behalf of Members. References in this Constitution to a Member present and voting at a meeting shall mean that Member in person or by proxy.

6.2.8 The instrument appointing a proxy:

- i. Shall be in a form approved by the Board.
- ii. Shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or, under the hand of an officer or attorney duly authorised. The Board may, but shall not be bound to, require evidence of authority of such attorney or officer.

6.2.9 Voting at General Meetings shall be:

- i. by secret ballot of the Members present and voting.
- ii. By simple majority of the Members present and voting at a General Meeting except where a greater majority is stipulated pursuant the present Constitution. In case of equality of votes there will be a second round of voting. If after the second vote there is still equality of votes, the Chairman of the Annual General Meeting will have a casting vote.

## **7. FINANCIAL MATTERS**

### **7.1 FINANCIAL YEAR**

The financial year of the BLCC shall end on 30<sup>th</sup> June each year, to which day the accounts of the BLCC shall be balanced.

### **7.2 AUDIT**

The accounts shall as soon as practicable after the end of the financial year be prepared annually by an external service provider appointed by the Board and no partner or employee of this firm shall be eligible to sit on the Board. The term of office for the external service provide is one (1) year, renewable each year until notice of termination is given by the Board.

### **7.3 ANNUAL REPORT**

The Board shall draw up a yearly report on the state of the BLCC, which shall be presented at the Annual General Meeting.

### **7.4 ACCOUNTS**

The Board shall keep full and proper accounts of all monies received and expended by the BLCC and of matters in respect of which such receipts and expenditures take place and of all the properties, credits and liabilities of the BLCC.

### **7.5 FUNDS**

The Treasurer shall take and receive all monies payable to the BLCC under this Constitution. All fees and other monies payable to the BLCC shall be paid forthwith into a bank account(s) approved by the Board. Payments that are certified as correct by the President or by the Board shall be made from the said bank account(s).

## **8. TRUSTEES**

If the BLCC at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust. No trustee shall effect any sale or mortgage of property without the prior approval of the General Meeting of Members. Any trustee may at any time resign from his trusteeship.

## **9. VISITORS AND GUESTS**

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

## **10. AMENDMENTS TO CONSTITUTION**

No alteration or addition/deletion to this Constitution shall be passed except at a General Meeting and with the consent of two-thirds (2/3) of



the voting Members present at the General Meeting. The amended Constitution shall not come into force without the prior written approval of the Registrar of Societies. In the event of amendment of the Constitution, the newly voted and approved Constitution by the Registrar of Societies shall be made available to all the Members, who will be duly informed on the same in writing.

## **11. INTERPRETATION**

In the event of any question or matter arising out of any point which is not expressly provided for in the Constitution, the Board shall be entitled to determine such question or matter in its discretion, and the Board's decision shall be final and conclusive unless it is reversed at a General Meeting of Members.

## **12. NOTIFICATION OF CHANGE OF ADDRESS**

Any alteration in the place of business of any Member shall be notified to the Secretary.

## **13. PROHIBITIONS**

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

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

13.3 BLCC 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.

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

13.5 BLCC shall not hold any lottery, whether confined to its members or not, in the name of the BLCC or its office-bearers, Board or members unless with the prior approval of the relevant authorities.

13.6 BLCC shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

## **14. DISSOLUTION**

14.1 BLCC shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the total voting Members of BLCC for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

14.2 In the event of the BLCC being dissolved as provided above, all debts and liabilities legally incurred on behalf of BLCC 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.

14.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

## **15. DISPUTES**

15.1. In the event of any dispute arising amongst Members, they shall attempt to resolve the matter at an EGM in accordance with this Constitution. Should the Members fail to resolve the matter, they may bring the matter to the courts of Singapore.



**-End-**