

# Chapter Rules

## 1. Preamble

Chapters formed pursuant to Art Rule 10.7.1 of the constitution of the SGTech shall be governed by these Rules pursuant to Rule 10.7.2 of SGTech's constitution.

## 2. Formation of Chapters

2.1 Chapters shall be formed by Council at its sole discretion if it considers that it would be in the interests of SGTech to do so.

2.2 On the formation of a Chapter, Council shall:

2.2.1 stipulate the name of the Chapter following the convention "SGTech (description of Chapter) Chapter".

2.2.2 stipulate the objects and purposes of the Chapter;

2.2.3 appoint the members of the first Chapter Committee which committee shall be responsible for the management and supervision of the Chapter;

2.2.4 stipulate the classes of membership, if any, and the membership criteria of the Chapter. For the avoidance of doubt, membership of Chapters shall be open only to SGTech members;

2.2.5 stipulate the membership fees for Chapters; and

2.2.6 stipulate when the first Chapter General Meeting should be held.

## 3. Chapter Members

3.1 Members of the Chapter ("Chapter Members") shall be represented at all meetings of the Chapter by not more than 2 representatives authorised in writing. If any representative is not able to attend any meeting, that representative may appoint in writing an alternate to attend the meeting. Representatives shall be either the owners or employees of the Chapter Member.

3.2 Each Chapter Member shall have only one vote at any meeting of the Chapter.

## **4. Chapter Committee**

- 4.1 The management and administration of the Chapter shall be vested in a Committee ("Chapter Committee") which shall be elected (except for co-opted members) in the manner provided herein. The first Chapter Committee appointed under Rule 2.2.3 herein shall hold office until the first Chapter General Meeting.
- 4.2 The number of Chapter Committee Members inclusive of office bearers shall be determined by Council on the formation of the Chapter. The number may be varied by Council by 30 days notice prior to a Chapter Meeting and such change shall be effective from the date of that Council Meeting.
- 4.3 Council or the Chapter Committee may co-opt members to the Chapter Committee to fill vacancies. Any one of the authorised representatives of a Chapter Member may be either elected or co-opted as a Chapter Committee Member.
- 4.4 The Chapter Committee shall have the following office bearers:
  - 4.4.1 Chapter Chairman;
  - 4.4.2 Chapter Vice-Chairman;
  - 4.4.3 Chapter Secretary;
  - 4.4.4 Chapter Treasurer.
- 4.5 The Chapter Committee shall also have the following ex-officio members with no voting rights:
  - 4.5.1 The Executive Director, SGTech;
  - 4.5.2 A member of Council, if Council so decides; and
  - 4.5.3 Immediate past Chairman.
- 4.6 Any Chapter Committee Member who ceases to be a member of either SGTech or of the Chapter shall automatically cease to be a Chapter Committee Member.
- 4.7 Chapter Committee Members shall not receive any remuneration or salary.

## **5. Chapter Committee Members**

- 5.1 At Chapter General Meetings, Chapter Members shall elect a Chapter Chairman and all of the Chapter Committee Members. If there are insufficient candidates, Chapter Committee Members shall be co-opted as provided in Rule 4.3.
- 5.2 Any Chapter Member eligible to vote may nominate anyone of the representatives of another member of the Chapter as a candidate for election as a Chapter Committee Member. A Chapter Member may nominate more than one candidate. Such nomination shall be in the form prescribed by Council and submitted (by fax or post) to the registered office of SGTech by the deadline stipulated by the Chapter.
- 5.3 Within 7 days after the Chapter Meeting the newly elected Chapter Chairman shall appoint in writing from amongst the elected and co-opted Chapter Committee Members the Vice-Chairman, Chapter Secretary and Chapter Treasurer. The Chapter Chairman shall address his letter of appointment to the appointee with copy to all Chapter Committee Members and the Ex-officio members.
- 5.4 If there is any casual vacancy in the Chapter Committee, Council or the Chapter Committee may co-opt a representative from amongst Chapter Members to fill the vacancy. If there is any casual vacancy amongst the office bearers the Chapter Chairman shall appoint any other Chapter Committee Member to fill the vacancy.
- 5.5 Council shall be entitled to remove or replace any Chapter Committee Member without giving any reason. The Chapter Committee may remove for good cause any Chapter Committee Member at any Chapter Committee Meeting.
- 5.6 When a Chapter Committee Member is absent for 3 consecutive scheduled meetings of the Chapter, that Chapter Committee Member's seat shall become vacant unless the Exco reinstates that Chapter Committee Member.

## **6. Meetings of Chapter Committees**

- 6.1 The Chapter Committee shall meet at least once every 2 months. Provided always that urgent business may be attended to by teleconference if all Chapter Committee Members are contacted by telephone or other means. After any teleconference meeting, the minutes thereof shall be prepared within 5 days by the Chapter Secretary or Chapter Chairman and sent to all Chapter Committee Members.
- 6.2 The quorum at Chapter Committee Meetings shall not be less than 35% of Chapter Committee Members.

- 6.3 The agenda for Chapter Committee Meetings shall be sent to Chapter Committee Members at least 7 days before the Meeting.
- 6.4 A circular resolution signed by a majority of Chapter Committee Members shall be as valid and effectual as if it had been passed at a Chapter Committee Meeting duly convened and held. Any such circular resolution may consist of several documents in like form each signed by one or more of the Chapter Committee Members.
- 6.5 At Chapter Committee Meetings the Chapter Chairman shall have a casting vote.

## **7. Chapter General Meetings**

- 7.1 The first Chapter General Meeting shall be held not less than 12 months and not more than 24 months after the formation of the Chapter. Thereafter, Chapter General Meetings shall be held once every 12 months. Chapter General Meetings shall be held on the date and at the time and place fixed by Council.
- 7.2 The quorum for general meetings of the Chapter shall be 25% of the membership of the Chapter who are eligible to vote. If no quorum is present, the Chapter Chairman may adjourn the Chapter General Meeting and recommence the meeting after 15 minutes at the same place if there is a quorum of not less than 10 Chapter Members.
- 7.3 Any business relevant to the Chapter may be conducted at Chapter General Meetings Provided always that any resolution to either dissolve the Chapter or to distribute its assets shall be null and void and of no effect.
- 7.4 Special general meetings of the Chapter may be convened by the Chapter Committee to deal with any urgent or important business or if a request to convene a meeting for a purpose is signed by 50% of Chapter Members and sent to the Chapter Secretary. The Chapter Secretary shall give notice of such meeting including the agenda to Chapter Members at least 7 days before the meeting.
- 7.5 Notice of general meetings of the Chapter shall be given to the Executive Director and ex-officio members in like manner as for Chapter Members.
- 7.6 Resolutions for all business at Chapter General Meetings shall be passed if assented to by a simple majority. Resolutions recommending to Council the dissolution of the Chapter or the distribution of assets shall be passed only if 75% of the Chapter Members approve of a resolution for that purpose.

- 7.7 The Council may make rules from time to time concerning the procedure for and conduct of Chapter General Meetings.

## **8. Chapter Meetings**

- 8.1 The ordinary business of the Chapter other than matters reserved for Chapter General Meetings shall be conducted at Chapter Meetings.
- 8.2 Chapter Meetings shall be held at such frequency as is reasonably necessary to carry out the activities and programs of the Chapter.

## **9. Fees and Levies**

- 9.1 Membership fees for Chapter Members shall be fixed by Council.
- 9.2 The Chapter Committee may raise funds by additional levy subject to prior approval of Council and subsequently Chapter Members before implementation.

## **10. Chapter Finances**

- 10.1 Each Chapter shall use its best endeavours to be financially self-sufficient. No Chapter shall undertake any activity which may impose a financial burden or any other liability on SGTech or members of SGTech who are not members of that Chapter without the prior written approval of the Executive Director.
- 10.2 The Chapter shall present the Executive Director with its programme of activities and reports on its operations at such time and in such form as may be required by the Executive Director.
- 10.3 The Chapter Committee shall be responsible for preparing and agreeing with the Executive Director its budget for the Chapter's financial year. Such budget shall be presented within 4 weeks of the appointment or election of the Chapter Committee.

## **11. Contracts**

- 11.1 Chapters shall have no power or authority to enter into any contract or assume any obligation or liability which will be binding on or enforceable against SGTech.

- 11.2 Subject to Rule 11.1, Chapter office bearers may negotiate contracts or transactions on behalf of the Chapter.

## **12. Accounts and Administration**

- 12.1 The books records and accounts of the Chapter shall be kept by the Secretariat of SGTech. The Chapter Chairman, Chapter Secretary and Chapter Treasurer shall ensure that the Secretariat of SGTech is provided in a timely manner with all documents and information necessary for the SGTech Secretariat or requested by the Executive Director, to keep the books in accordance with the accounting policies of SGTech and to assist in the audit of the Chapter's accounts by SGTech's external auditors and the preparation of SGTech's annual report.
- 12.2 The Chapter Committee shall submit to the Executive Director vouchers for payments to be made on account of the Chapter. All such requests by the Chapter shall be signed by the Chapter Chairman or Chapter Treasurer. The Chapter shall not be entitled to maintain separate bank accounts.
- 12.3 Council, if it deems fit, may direct that the Chapter make a contribution toward the cost and expense of the SGTech's secretariat for providing accounting and or administration services to the Chapter.
- 12.4 The Chapter Secretary shall be responsible for keeping the minutes of all Chapter Committee Meetings and Chapter Meetings. The Chapter Chairman and the Chapter Secretary shall be responsible to deliver to the SGTech secretariat a copy of the minutes within 14 days of each meeting.
- 12.5 The Chapter Chairman, Chapter Secretary and Chapter Treasurer shall keep the Executive Director informed of any matter which may expose SGTech to any financial liability not envisaged in the agreed Budget or any other liability or risks.
- 12.6 At the end of each financial year of SGTech, the Chapter Chairman shall provide to Council an account of the activities in that year and agree the draft accounts of the Chapter for that financial year.

## **13. Dissolution**

- 13.1 The Chapter may be dissolved:
- 13.1.1 with the approval of no less than 75% of the Chapter Members; or

13.1.2 if Council deems that it is necessary in the overall interests of SGTech that the Chapter be dissolved and Council resolves that the Chapter be dissolved.

13.2 Upon the dissolution of the Chapter, after the satisfaction of all debts and liabilities incurred on account of the Chapter, all remaining monies and assets of the Chapter shall be utilized as the Council deems fit for SGTech's purposes.

*Revised in Dec 2017 (Reference to 23rd Apr 2009 version)*