

**BY - LAWS**

**of**

**Society of Cosmetic Scientists (Singapore)**

**Adopted at Extraordinary General Meeting**

**Held On**

**26 Day of February, 2004**

### Interpretation

- 1.1 In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

<b>WORD</b>	<b>MEANING</b>
<u>“Act”</u>	the Societies Act of Singapore;
<u>“AGM”</u>	an Annual General Meeting of the Society;
<u>“Code”</u>	the Code of Professional Conduct of the Society for the time being;
<u>“Constitution”</u>	the constitution of the Society;
<u>“Council”</u>	the executive council comprised of the elected and nominated office bearers of the Society for the time being;
<u>“EGM”</u>	the Extraordinary General Meeting of the Society;
<u>“member”</u>	any member of the Society, including Honorary Members, Ordinary Members, Associate Members and Student Members;
<u>“Society”</u>	SCSS registered as a society with the Registry of Society in the Republic of Singapore;
<u>“SCSS”</u>	Society of Cosmetic Scientists (Singapore);
<u>“Statutes”</u>	the Act for the time being in force applying to or affecting the Society, its Constitution and/or these Bye-laws;

- 1.2 Words importing the singular include the plural and vice versa.
- 1.3 Words importing a gender include neuter and every gender.
- 1.4 Words importing persons include companies, associations and bodies of persons whether corporate or not.
- 1.5 The words:
- (i) “may” shall be construed as permissive; and
  - (ii) “shall” or “will” shall be construed as imperative.
- 1.6 Expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form and the expression “in writing” or “written” shall include communication by telefax, telex, cable or telegram or any form of electronic communication.
- 1.7 References to any act, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force.

- 1.8 Save as aforesaid words and expressions defined in the Statutes shall bear the same meaning in these Bye-laws if not inconsistent with the subject in the context;
- 1.9 The expression "post" and "postal" shall include communication by telefax, telex, cable or telegram or any form of electronic communication.

## **2. The Society**

- 2.1 The Society's postal address for correspondence shall be:-

c/o The President  
 SSCS  
 78 Shenton Way #15-02 Singapore 079120  
 Tel : (65) 63256200  
 Fax : (65) 62201976  
 Email : ADRIAN.JACKLOWSKY@Roche.COM

The address for correspondence shall not be changed without prior approval of the Council.

## **3. Aims and Objectives**

The Members shall endeavour to engage in the appropriate and necessary activities to further its aims and objectives.

## **4. Membership**

### **4.1 Honorary Members**

Upon the recommendation of the Council of the Society, the Society may, by a majority vote in a General Meeting, elect as Honorary Members such persons as may be deemed worthy by virtue of services rendered to the Society or of scientific value in the cosmetic and allied fields. Honorary Members shall be entitled to take part in all the Society's activities.

### **4.2 Ordinary Members**

At the date of their election Ordinary Members must possess the following qualifications:

- 4.2.1 A degree granted by an accredited University in Chemistry, Chemical Engineering, Pharmacy, Medicine, Biology, Physics or related sciences or an equivalent of such degrees as recognised by the Council and at least one year of work experience essentially devoted to some scientific aspect(s) of cosmetics and/or technologically closely related products;

OR

- 4.2.2 Have completed not less than two years full time course for any degree or equivalent qualifications and who have been active in the cosmetic, toiletry, perfumery or allied industries for not less than three (3) years;

OR

- 4.2.3 Any such qualifications as may be prescribed by a resolution of the Council.

### **4.3 Associate Members**

At the date of their election Associate Members must possess one of the following qualifications:

- 4.3.1 An educational standard in two scientific subjects of the General Certificate of Education, Advanced Level, or a recognised equivalent of such qualifications, together with at least three years of experience essentially devoted to some aspect(s) of cosmetics and/or technologically closely related products.
- 4.3.2 An educational standard in two scientific subjects of the General Certificate of Secondary Education, Ordinary Level, or a recognised equivalent together with at least five years of experience essentially devoted to some scientific aspect(s) of cosmetics and/or technologically closely related products.
- 4.3.3 At least seven years' experience relevant to cosmetics, toiletries, perfumeries or closely related products.
- 4.3.4 Any other qualification which, in the opinion of the Council, makes the candidate worthy of Associate Membership.

#### 4.4 **Student Members**

Students are defined as:

- 4.4.1 Those pursuing an accredited educational course (scientific or technical) leading ultimately to Ordinary Membership or Associate Membership of the Society.
- 4.4.2 Those who, in the opinion of the Membership Committee, have the required academic qualifications and who are gaining, or actively seeking to gain, approved experience and expecting admission to Ordinary Membership or Associate Membership of the Society.
- 4.4.3 At the time of their election to Student Membership, students must have a minimum qualification of two scientific subjects of the General Certificate of Secondary Education, Ordinary Level, or a recognised equivalent.
- 4.4.4 Membership of this grade is temporary; it covers only the period that a candidate for membership is under training. All Student Memberships are reviewed at the end of three years. Re-election is only permitted if the Membership Committee is satisfied of the Student's ultimate intention to become a member.

#### 5. **Election of Members**

- 5.1 All members shall be elected by a resolution of the Council with not less than two-thirds (2/3rds) of those present voting in favour.
- 5.2 Applications shall be considered at the first meeting of the Council following receipt of the application. The Council may require the applicant to produce evidence of his fitness to become a member, if necessary by interview.

#### 6. **Admission**

Every applicant for membership shall be informed in writing of the decision of the Council and, if elected, the date of election.

#### 7. **Resignation**

A member may resign his membership at any time by notification in writing to the Honorary Secretary. The resigning member shall be liable to pay all outstanding monies owed to the

Society but the Council, in accepting the resignation, shall have power in appropriate circumstances to waive such payment either wholly or in part.

## **8. Suspension and Removal**

- 8.1 The Council shall have power to suspend or terminate the membership of any member:
- 8.1.1 whose subscription shall be **three** months or more in arrears and provided that one month prior notice shall have been given by the Honorary Treasurer;
  - 8.1.2 who has been convicted of an indictable offence; or
  - 8.1.3 who has been guilty of conduct such as would, in the opinion of the Council, render him unworthy of membership of the Society.
- 8.2 Any disciplinary decision of the Council shall be approved by resolution passed at a Council meeting at which at least two thirds of those present and voting are in favour thereof.
- 8.3 Suspension shall be for a term not exceeding twelve months, during which period all rights and privileges attaching to the membership shall cease.
- 8.4 A member whose membership shall have been terminated shall thenceforth be excluded from the Society and his name shall be removed from the Register, but such termination shall be without prejudice to the right of the Society to recover any debt or enforce any obligations for or in respect of which the member may have become liable.
- 8.5 The annual subscription or any portion thereof shall not be recoverable by a member who has been removed or suspended in accordance with the provisions of this Bye-law.
- 8.6 Complaint regarding the conduct of a member shall be communicated in writing to the Honorary Secretary who shall lay it before the Council for their consideration.
- 8.7 If the Council considers that there is a *prima facie* case for suspension or removal under Bye-Law 8.1.3, then a member against whom a complaint has been made shall be duly notified at least fourteen (14) days before the meeting of the Council at which this is to be considered and such member shall have the right to appear and be heard.

## **9. Re-admission**

A former member may apply for re-admission. Application shall be made in writing addressed to the Honorary Secretary, and shall be considered by the Council, whose decision shall be communicated to the applicant by the Honorary Secretary.

## **10. Rights and Privileges**

- 10.1 All members shall have the right to attend meetings of the Society, subject to these Bye-laws and the limitation.
- 10.2 Only Honorary Members and Ordinary Members are entitled to nominate, and to serve as Officers of the Society and Members of the Council.
- 10.3 Only Honorary Members and Ordinary Members are entitled to one vote each, either in person or by proxy, or by postal vote on any motion at General Meetings.

**11. Register of Members**

An up-to-date Register of all members of the Society shall be maintained. This shall contain the names, addresses, dates of election, qualifications and other such particulars as the Council may require.

**12. The Council**

In addition to those members of the Council as set forth in Article 8.1 of the Constitution, the Council may further consist of such additionally elected members or co-opted members as are allowed by the Constitution and the Bye-laws.

**13. Nomination of Officers****13.1 President**

The President shall be nominated by the Council and election to this office shall be subjected to confirmation at the Annual General Meeting. The term of office shall be 2 years. He shall be eligible for re-election for not more than four (4) further successive years. He shall be eligible for election again after an interval of not less than two (2) years from his vacation of this office unless there are exceptional circumstances.

**13.2 Vice-President**

The Vice-President shall be nominated by two eligible members, and be elected at the Annual General Meeting. The term of office shall be 2 years. He shall be eligible for re-election for not more than four (4) further successive years. He shall be eligible for election again after an interval of not less than two (2) years from his vacation of this office unless there are exceptional circumstances.

**13.3 Honorary Secretary**

The Honorary Secretary shall be nominated by two eligible members, and be elected at the Annual General Meeting. The term of office shall be 2 years. He shall be eligible for re-election for not more than four (4) further successive years. He shall be eligible for election again after an interval of not less than two (2) years from his vacation of this office unless there are exceptional circumstances.

**13.4 Honorary Treasurer**

The Honorary Treasurer shall be nominated by two eligible members, and be elected at the Annual General Meeting. The term of office shall be 2 years. He shall be eligible for election again after an interval of not less than two years from his vacation of this office unless there are exceptional circumstances.

**14. Vacant Office**

Should an office become vacant between successive Annual General Meetings, the Council shall have power to fill the vacancy from the Members of Council; except that in the case of the President, the Vice-President shall act as President.

**15. Resignation**

15.1 An officer may resign his office by notice in writing to the Honorary Secretary.

- 15.2 A member of Council may resign by notice in writing to the Honorary Secretary.

**16. Vacation**

- 16.1 An officer shall automatically cease to hold his office if he ceases to be a member of the Society.
- 16.2 A member of Council shall automatically cease to be so if he ceases to be a member of the Society.

**17. Nomination of Members of Council**

The Members of Council shall be elected from among the members, but no member may accept nomination for more than one office or for simultaneous election as an Officer of the Society and as a member of the Council. Each member of Council shall be nominated in writing by at least two members and elected at the Annual General Meeting. The members of Council shall serve for a period not exceeding four (4) years and shall be ineligible for re-election until after the expiration of one year. At least three new members of Council shall be elected annually.

**18. Election of Officers and Council**

- 18.1 Nominations for election as Officers or members of Council, accompanied by letters of acceptance signed by the nominees, shall be received by the Honorary Secretary fourteen (14) clear days before the Annual General Meeting.
- 18.2 In the event the number of nominations for office or for Council exceed the number of vacancies, a ballot shall be conducted. Ballot papers shall be sent by post not later than seven days before the date of the Annual General Meeting to all Members of the Society, and shall be returned so as to be received by the Secretary not later than the commencement of the Annual General Meeting.
- 18.3 In the event of a ballot taking place, at least two scrutineers who are Members of the Society but who are not officers, members of Council or candidates for election, shall be appointed by the Meeting and shall count the votes at the Meeting.
- 18.4 The results of the ballot shall be declared by the Chairman at the Annual General Meeting. In the event of an equality of votes the election shall be determined by lot.

**19. Taking of Office**

The officers and members of the Council elected at the Annual General Meeting shall take office immediately after the close of the Annual General Meeting.

## 20. Duties of Officers

20.1 **The President** of the Society shall be ex-officio Chairman of the Council, and except for the provision in the Constitution and Bye-laws, shall preside at all Meetings of the Society.

20.2 **The Vice-President** shall exercise all the functions of the President during the latter's absence or disability.

20.3 **The Honorary Secretary** shall be responsible for:

20.3.1 The administration of the Society's Secretarial facilities.

20.3.2 Recording proceedings of every General Meeting and Council Meeting of the Society in separate books kept solely for such purpose.

20.4 **The Honorary Treasurer** shall have the custody of all the funds and property of the Society, for which he is responsible to the Council who shall empower him to use the same in such manner as they may deem necessary for carrying on the objectives for which the Society is formed.

The Honorary Treasurer shall be responsible for:

20.4.1 Supervising the keeping of proper accounts of receipts and expenditure which shall be made up to the thirty first day of March each year.

20.4.2 The sending out of notice of subscriptions due.

20.4.3 Presenting a financial report to each Council Meeting. He shall also prepare an Annual Balance Sheet and statement of income and expenditure which, duly audited, shall be presented at the Annual General Meeting together with a report of the financial position of the Society.

20.4.4 The payment of servants of the Society and expenses in relation to premises rented, leased or owned by the Society. Accounts shall be paid by the Honorary Treasurer. All cheques shall be signed by the Honorary Treasurer or his nominated deputy and one other authorised Officer of the Society.

20.5 Funds of the Society:

20.5.1 The funds of the Society shall be kept in a banking account in the name of the Society.

20.5.2 Such funds as may not be required for current expenditure may, at the discretion of the Council, be invested in securities authorised by law for the investment of Trust Funds.

20.6 Officers of the Society and other persons carrying out duties on behalf of the Society may be provided with monies from which to pay incidental expenses and shall render an account, to be accompanied by receipts or vouchers, to the Honorary Treasurer.

## 21. Meetings of Council

21.1 The Council shall convene a council meeting thirty (30) days subsequent to the Annual General Meeting.

21.2 Except where otherwise provided in the Constitution, all resolutions shall be decided by a simple majority of those present and voting, and in the case of an equality of votes the Chairman shall have the casting vote.

- 21.3 The accidental omission to give notice or the non-receipt of notice of any meeting of Council shall not invalidate the proceedings of the meeting.
- 21.4 Should extraordinary circumstances arise which demand an urgent decision of Council, the President may organise a written vote of Council members. Such a vote will only be carried out if two thirds of total Council (rounded upwards to the nearest number of members) returns a written vote in favour within the time specified.

## **22. Committees**

- 22.1 The Council may delegate appropriate powers to committees of Council where the Chairman and at least one other member shall be members of Council. At least one member of Council shall be present at any committee meeting. In exceptional circumstances the Council may invite non-members of the Society to serve on such committees.
- 22.2 For purposes not involving delegation of powers, the Council may appoint committees consisting of members of the Society. Such committees may, with the approval of the Council, co-opt additional members from outside the Society.
- 22.3 All committees shall conform to such regulations, whether by standing orders or otherwise, as the Council may prescribe, and shall report and be responsible to the Council.
- 22.4 The Council may appoint members of the Society to serve with representatives of other bodies on joint committees for the consideration of matters of mutual interest.

## **23. Meetings of the Society**

- 23.1 General Meetings (including the Annual General Meeting) for the conduct of business shall be held at such time and place as set forth in Article 7.2 of the Constitution.
- 23.2 There shall be scientific meetings at which lectures and discussions of scientific and technical interest shall take place.
- 23.3 There shall be social meetings of such kinds as may be decided by the Council.
- 23.4 Scientific meetings and social meetings shall be held at such time and place as the Council shall determine from time to time.

## **24. Quorum**

The quorum requirement as set forth in Article 7.9 of the Constitution shall not apply in the event of postal voting.

## **25. Voting at General Meetings**

- 25.1 The Chairman of any Meeting of the Society shall only have a casting vote.
- 25.2 Authorities appointing Members present to act as proxies for absent Members shall be made available to the Chairman at the commencement of any Meeting and shall be recorded as "Members present by proxy".

25.3 Subject to other provisions in the Constitution, any motion before a General Meeting shall be decided by a simple majority of votes expressed by a show of hands, unless a demand for a ballot be made by five Members present, or a postal vote by ten Members present.

25.4 In the event of a postal vote the results shall be declared at a further Meeting to be held not less than twenty one days and not more than twenty eight days after the Meeting at which the motion was proposed. A copy of the motion and voting paper shall be sent to each member within fourteen days of the Meeting at which the motion was proposed. The voting paper shall be received by the Honorary Secretary before the opening of the subsequent Meeting. Scrutineers who shall be Members of the Society, but who may not be officers or members of Council shall be appointed by the Meeting and shall count the votes at the Meeting.

## **26. Annual General Meeting**

26.1 The Annual General Meeting ("AGM") shall be held in March of each year.

26.2 At the time the AGM notice is sent to all members, only the Honorary Members and Ordinary Members shall be asked to submit nominations for vacancies to be filled and shall be given the names of those persons not eligible for election as officers and members of Council.

26.3 The agenda of the AGM shall be sent to all members at least 14 days before the AGM.

26.4 Copies of the Balance Sheet and Statement of Income and Expenditure, duly audited, shall be sent with the agenda to all members. At the same time the list of nominations and voting papers for election of officers and members of Council shall be sent to Honorary Members and Ordinary Members only.

## **27. Extraordinary General Meeting**

The procedure at the Extraordinary General Meeting shall follow those procedures as set forth in the Constitution.

## **28. Scientific Meeting**

The responsibility for the scope and practice of scientific meetings shall rest with the Council.

## **29. Annual Subscriptions**

29.1 The Annual Subscriptions for Ordinary Members and Associate Members who have passed the statutory age of retirement shall be half the current rate appropriate to their grade. This change shall take effect from and including the first subscription renewal date after an Ordinary Member or Associate Member reaches the age of statutory retirement. Members or Associate Members who retire before the age of statutory retirement and who have been members for at least 25 years may, at the discretion of the Council, also benefit from this concession.

29.2 In the case of Ordinary Members, Associate Members and Students joined or elected on or after 1<sup>st</sup> December, the subscription shall not be renewable until one year from the next subscription renewal date. The subscription rates will be notified to members by Invoices for Renewal of Subscription distributed annually, through agenda for Annual and/or Special General Meetings, through Newsletters and other means generally used by the Society to communicate with its members.

- 29.3 Any member whose membership ceases due to his failure to pay his Annual Subscriptions as set forth in Article 6.4, on payment of all indebtedness, and with the approval of the Council, may be restored to membership in accordance with Bye-law 9 herein.
- 29.4 No annual subscription shall be payable by Honorary Members or by Members and Associate Members over 70 years of age with effect from the first renewal date after their 70<sup>th</sup> birthday.
- 29.5 Notwithstanding any provisions herein, the Council shall have power to remit or reduce the sum payable by a member, or to defer the time of payment as the Council deems fit.

### **30. Indemnification of Officers**

The Council members and other persons authorised by the Council to act on its behalf shall be indemnified by the Society in respect of all losses and proper expenses incurred by them and claims made against them in or about the proper discharge of their respective duties, except such as may arise from their own respective wilful default, and none of them shall be liable for any other person or for joining in any receipt of document, or for any act of conformity, or for any loss or expense caused to the Society except in the case of the like default.

### **31. Distribution of Funds**

The Society shall not make any dividend, gift or bonus into or between its members, but shall devote its funds solely to the furtherance of its aims. If upon the winding up of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever it shall be paid or transferred to a charitable cause.

### **32. Trusts**

- 32.1 The Council may from time to time appoint a Corporate Trustee or up to three Trustees being individuals of whom two shall be members of Council at the time of the formation of the Trust.
- 32.2 At the discretion of the Council funds may be invested via a Trust as set forth in Bye-law 32.1 above in securities authorised by law for the investment of the Society's trust funds.

### **33. Notices**

A notice required by the Constitution or Bye-laws to be sent to members shall be deemed to have been duly sent when it has been posted to the members at the addresses last appearing in the Society's membership register.

### **34. Alterations, Additions or Interpretation of the Constitution/Bye-laws**

- 34.1 Amendments to the Constitution or Bye-laws may be proposed by the Council or by members of the Society. In the latter case the proposal shall be sent to the Honorary Secretary in writing and shall be signed by at least 25% of the total voting membership or ten (10) members.
- 34.2 The Council upon receipt of written request shall call a General Meeting to discuss the proposed amendment(s).
- 34.3 In the event a quorum is not present, any amendment to the Constitution may be decided by a postal vote, at the discretion of the Council.

- 34.4 Copies of any amendments to the Constitution shall be posted to all members.
- 34.5 Additions to, or alterations, suspensions, and repeal of the Constitution and/or Bye-laws shall be effected by the procedure laid down herein and the Constitution.

**35. Honorary Editor and Honorary Education Secretary**

The Council is authorised to appoint annually an Honorary Editor of the Journal and an Honorary Education Secretary from amongst the Members. If not elected members of Council, the Council has authority to co-opt them if it so wishes. If already members of Council on their appointment to these offices Council may co-opt a corresponding number of additional members.

**36. Publications**

- 36.1 The responsibility for the scope and content of publications shall rest with the Council.
- 36.2 The Society may publish a Journal which shall be issued at such interval as may be determined. The Journal shall consist of scientific and technological papers which have been communicated to the Society and of such other matters as may be prescribed.
- 36.3 The Journal shall, if the Council deem fit, be published jointly with other similar representative bodies, but the Council shall have power from time to time to make further or other arrangements for the publication of the Journal. The Journal shall be circulated to the entire membership.
- 36.4 Mutual arrangements may be made between the Society and any other parties to cover the cost of the Journal circulated.
- 36.5 The Society may also publish books, monographs, brochures and other publications as are concerned with and related to the furtherance of the aims and objectives of the Society.
- 36.6 Unless otherwise agreed, the copyright in all matter for publication shall belong to the Society.

**37. Servants of the Society**

- 37.1 The Council may appoint servants and agents at such remuneration and subject to such terms as the Council may decide and shall have the power to terminate any such service or agency.
- 37.2 Any such paid servant or agent shall not be a member of the Council.