

## Constitution of the IT Service Management Forum (itSMF) Singapore Chapter

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## **Constitution of the IT Service Management Forum (itSMF) Singapore Chapter**

### **Article I: Name**

The name of the Forum shall be the "IT Service Management Forum – Singapore" (hereinafter referred to as the "Forum").

### **Article II: Address**

The registered place of business of the Forum shall be at c/o ieIDEAS Pte Ltd, 120 Lower Delta Road, #02-02 Cendex Centre, Singapore 169208 or such other place as may be decided by the Council and approved by the Registrar of Societies. The Forum shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities where necessary.

### **Article III: Objectives**

The objectives of the Forum shall be:

1. To be recognised by the Government, the IT industry and end-user organisations as the premier, independent and representative body for IT Service Management (hereinafter referred to as "ITSM") in Singapore;
2. To be the forum for members to exchange information and share knowledge and experiences;
3. To unite and promote the interests of all persons who, either have an interest in ITSM, or are engaged in studying, using or providing ITSM products or services;
4. To encourage the establishment, development and use of industry best practice in ITSM in Singapore and to promote the interests of the IT Service Management Forum International Limited (UK) (hereinafter referred to as "itSMF International") which are in tandem with the Forum's objectives.
5. To act as liaison with other parties that share an interest in ITSM;
6. To promote professional development and education of persons engaged in ITSM;
7. To work towards the enhancement of the status and role of professionals in ITSM;
8. To encourage its members, through its programmes and publications, to increase their own professional capacities and performance;
9. To publish and disseminate such information and knowledge as will be of service to members;
10. To undertake such activities, including the holding of meetings, conferences, seminars, workshops and exhibitions, as are appropriate to the attainment of the above objectives.
11. To operate as a local chapter within the itSMF International body that is consistent with the overall goals and code of behavior of the itSMF International, according to the guidelines, mutual commitments, benefits and other methods of collaboration as defining such a relationship, and to the extent the actions and reactions of such a relationship is subject to Singapore laws, regulations and customs.

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### Article IV: Membership

#### 1. Categories of membership

There shall be four general categories of membership with degrees of variation in some:

- Student
  - Individual
  - Honorary
  - Corporate, having variations (Corporate-5, Corporate-10, Corporate Plus)
  - Global
- i. **Student Membership** shall be open to full-time students who have an interest in ITSM. This membership is for a named individual and is not transferable.
  - ii. **Individual Membership** shall be open to persons who have an interest in ITSM. This membership is for a named individual and is not transferable.
  - iii. **Honorary Membership** shall be offered to persons who have made a significant contribution to the development of the Forum or to the IT Service Management industry. This membership will be offered to a named individual. A motion to offer Honorary membership must be passed by a simple majority of members attending an Annual or Extraordinary Meeting. Honorary Membership will be offered for a fixed period, but maybe extended by a nomination at a subsequent General Meeting. This membership is not transferable.
  - iv. **Corporate Membership** shall be available to persons who represent commercial organisations and/or are employees of an end-user organisation that is:
    - Interested in ITSM, or
    - Is supportive of, and/or intends to adopt, and/or have adopted ITSM, or
    - An end-user of ITSM or ITSM-related products or services,
    - A vendor of ITSM related products or services

There are three categories of corporate membership, depending upon the number of employees that will participate in Forum events:

**Corporate-5 membership:** A Corporate-5 member shall nominate not more than five (5) persons from its employee-organisation to participate in the meetings, functions, activities and other benefits of the Forum approved by the Council.

**Corporate-10 membership:** A Corporate-10 member shall nominate not more than ten (10) persons from its employee-organisation to participate in the meetings, functions, activities and other benefits of the Forum approved by the Council.

**Corporate-Plus Membership:** A Corporate-Plus member may nominate more than ten (10) persons, subject to the proviso below, from its employee-organisation to participate in the meetings, functions, activities and other benefits of the Forum approved by the Council.

Where a meeting, a function, an activity or benefit(s) is one for which the Forum will levy a charge for participation, the participation of the number of nominees that is in excess of twenty (20) shall be subject to the rules of participation then prevailing.

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- v. **Global Membership** shall be open to persons who represent vendors that hold a global membership at the itSMF International and are in good standing. Such persons will be commercial providers and/or are employees of an organisation that provides ITSM or ITSM-related products or services for the acquisition of gain.

Organizations that are members of the itSMF International and in good standing will automatically become Global members of the local Forum and will have full membership rights (including voting) in this Forum.

### 2. Admission of Members

- i. Membership application: any person may apply to the Council for membership using the prescribed forms.
- ii. No application shall be processed unless accompanied by a prescribed form duly signed, or by an online application at the Forum's website.
- iii. No application shall be accepted unless the subscriptions due have been paid into the bank account of the Forum.
- iv. The Council may, by simple majority, admit or refuse an application provided that no application shall be rejected unreasonably. A rejected application will be returned with a letter of explanation or an email briefly stating the reason(s) for the rejection.
- v. Members of the Forum shall be expected to behave according to the Code of Practice as defined and published by the itSMF International. Any failure to conform will be subject to disciplinary sanctions, including reprimand and/or disbarment from this Forum and may also be subject to excommunication from the International community. The Council shall convene a Tribunal/hearing to deal with such matters at its discretion. The will of the Council shall prevail but be amenable to the International Board/Tribunal.

### 3. Registration of Members

- i. The Council shall maintain a Register of Members. Every person whose application for membership has under Article V been accepted shall be entitled to be admitted and registered as a member.
- ii. A membership card, an email or a letter will be issued to each member on joining the Forum and on renewal of membership.
- iii. Transfer of membership from one person to another, within a membership category, is permissible; however such transference is subject to the discretion and approval of the Council.

### 4. Nomination and Election

- i. Only persons belonging to the following membership categories currently residing in the country and who are at least twenty-one (21) years of ages shall be entitled to nominate candidates for election and vote on all issues at the Annual General Meeting/ Extraordinary General Meeting:
  - a) Individual member
  - b) Honorary member
  - c) Corporate-5 member
  - d) Corporate-10 member
  - e) Corporate-Plus member
  - f) Global member

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- ii. The voting entitlement at the Annual General Meeting/Extraordinary General Meeting is limited to only one (1) vote per MEMBERSHIP, regardless of the membership category, or the number of persons registered by the organization.
- iii. Voting slips shall be used to identify members eligible to vote at the Annual or Extraordinary General Meeting.

### Article V: Subscriptions

1. There shall be no entrance fee payable for all members. The rates of annual subscriptions shall be as follows:

<u>Membership Category</u>	<u>Annual Fee</u>
Student	\$20
Individual	\$200
Honorary	None
Corporate-5	\$1,000
Corporate-10	\$1,500
Corporate-Plus	\$2,500
Global	None

2. The rate of annual subscription can only be varied by an Annual or Extraordinary General Meeting of the members. Any obligatory subscriptions or additional funds required for particular purposes may only be raised from members with the consent of an Annual or Extraordinary General Meeting of the members.
3. Annual subscriptions shall be due on the 1st day of the month in which the application is first received and will expire on the last day of the preceding month in the following year.
4. Any member whose subscriptions remain unpaid as at the date of an AGM or EOGM shall be ineligible to nominate and to vote or to stand for election. Such a member shall be considered 'member in arrears; not in good standing'.
5. Any 'member in arrears; not in good standing' failing to pay his subscription by 90 days, shall be given notice of his arrears. If he fails to settle his arrears after the notice period, he shall be deemed to have ceased to be a member.
6. Any member who wishes to resign from the Forum shall give four (4) weeks notice in writing to the Council. There will be no refunds of subscriptions.

### Article VI: Council

1. The Council shall be the governing and executive body of the Forum and shall consist of the following members who shall assume office upon being elected at the Annual General Meeting:
  - A President
  - A Vice-President

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- An Honorary Secretary
  - An Honorary Treasurer
  - A number of Council Portfolio Members, as determined by the Annual General Meeting
2. Only members as provided in Article IV.4.i and that are conformant to the Societies Act of Singapore may stand for election to the Council.
  3. With the exception the Honorary Treasurer, all other office-bearers may be non-Singaporeans. The Honorary Treasurer shall be a Singapore citizen or Singapore permanent resident.
  4. The President and Vice-President should be independent from ITSM commercial activities, and therefore it is preferred that they be from an organization that is not a vendor of ITSM products or services. However, in the event that a suitable non-vendor member is not available for election to these positions, a vendor member may hold either of these positions.
  5. The election of Council shall be by secret ballot. Nomination forms (paper based or electronic) shall be distributed to members, as provided in Article IV.4.i, two (2) weeks before the date of the Annual General Meeting.
  6. Nominations duly proposed and seconded by fully paid-up members, shall be received by the Honorary Secretary either prior to the Annual General Meeting, or during the Annual General Meeting, prior to elections for Council. The Honorary Secretary shall distribute ballot forms during the Annual General Meeting.
  7. All members of the Council shall be elected into office each year at the Annual General Meeting. A council member may hold office in the same position for up to 3 years, after which he/she cannot hold that office on Council for at least 12 months after vacating the position.
  8. In the event of an emergency vacancy arising in the Council, the Council shall be empowered to appoint a member to fill that vacancy until that next Annual General Meeting or until such time as an Extraordinary General Meeting is convened.
  9. A Council meeting shall be held at least once every three (3) months after seven (7) days' notice to Council members. The President may call a Council meeting at any time by giving five (5) days' notice. The quorum during all Council meetings shall be no less than two thirds (2/3) of the Council membership.
  10. The Council shall have the power to draw up by-laws and amend them from time to time provided they do not conflict with the existing Constitution or violates the itSMF International Charter.
  11. The Council shall have the power to set up Committees as and when necessary for any specific purpose provided such purposes do not conflict with the existing Constitution or violates the itSMF International Charter.
  12. The Council shall be empowered to invite such number of unelected representatives from among the members of the Forum as it may deem appropriate to assist the Council in the management of the Forum. Such invited representative shall not be deemed to be members of the Council.
  13. The Council has the power to authorize the expenditure of a sum not exceeding \$3,000 per month from the Forum's funds for the Forum's ordinary expenses. Where necessary,

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Council may authorise not more than \$20,000 for special expenditures to be itemized in the Treasurer's / Auditors report.

14. The Council shall have the power to affiliate the Forum with outside bodies subject to the approval of the itSMF International.
15. The Council shall be empowered to institute legal proceedings against and to defend itself in any legal proceedings against any person or entity including any member or members of the Forum who withhold any books, property or monies or wrongfully or fraudulently use any monies belonging to the Forum.
16. It shall be a function of the Council to authorise delegations of members of the Forum or paid officials to other organisations for the purpose of furthering mutual interest.
17. The Council is empowered to make arrangements for any member of the Forum to represent the Forum on national or international bodies with whom the Forum is affiliated or any such other bodies as may be deemed necessary in the interest of the members.
18. The Council may make by-laws to regulate the professional conduct of the members of the Forum including a Code of Ethics for the inculcation of sound practice, the prevention of illegal and dishonourable practices, and the promotion of the interests of the profession of IT Service Management; such Code of Ethics must be in keeping with the spirit of the itSMF International Code of Practice.
19. The Council shall have the power to borrow or otherwise raise any funds for any purpose whatsoever and/or to provide any security or any other interest over any assets of the Forum in relation thereto PROVIDED ALWAYS that such borrowing and/or provision of security interests shall be in the interest of the Forum membership and approved by an ordinary resolution passed by the members at an Annual General Meeting or a Extraordinary General Meeting.

### **Article VII: Duties of office-bearers**

1. The President shall act as Chairman at all General and Council Meetings. The President or a Council member nominated by the Council shall represent the Forum in its dealings with outside persons or Organisations and the press.
2. The Vice-President shall act as chairman in the absence of the President and shall also deputise for the President whenever necessary.
3. The Honorary Secretary shall keep all records, except financial, of the Council and shall be responsible for their correctness. He shall keep minutes of all General and Council Meetings and conduct the correspondence of the Forum, except those pertaining to the financial and membership matters.
4. A Council Member shall be appointed to manage membership records and shall be responsible for their correctness. He shall manage the correspondence pertaining to membership of the Forum. He shall ensure that a notice of subscriptions due is sent to members within one month of their falling due and shall oversee the receipt of subscriptions and other monies due to the Forum, and oversee the transfer of monies received to the Honorary Treasurer.

A membership card, an email or a letter will be issued to each member on joining the Forum and on renewal of membership.

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The Council Member who manages memberships shall submit quarterly statements of arrears of subscriptions to the Council at the end of the said quarter.

5. The Honorary Treasurer shall keep all funds, collect and disburse all monies on behalf of the Forum and shall keep an account of all monetary transactions and shall be responsible for their correctness.

The Honorary Treasurer shall keep full and correct accounts and shall submit quarterly statements of receipts and payments to the Council at the end of the said quarter. He shall be responsible for submitting to the Auditors a Statement of Receipts and Payments in respect of each year ending on the 31st December together with the Statement of Assets and Liabilities.

The Honorary Treasurer shall submit to the Annual General Meeting, a certified statement of the Forum's accounts.

The Honorary Treasurer shall not keep more than \$500.00 in the form of cash, and money in excess of this shall be deposited in a bank, to be named by the Council.

6. A number of Council members will be appointed to manage various portfolios within the Council. These portfolios may include, but are not restricted to Publications, Membership, Events and Web-site management. The number of Council Portfolio members for each year will be agreed and voted upon at the Annual General Meeting at the start of each operating year.
7. Cheques for withdrawal from the bank in which the Forum's funds are deposited shall be signed by the President (or in his absence the Vice-President) or Honorary Secretary in addition to the Honorary Treasurer. The Council may appoint one of its members to sign in place of the Treasurer in his absence.

### **Article VIII: Secretariat**

1. The Council shall be empowered to determine and execute the most cost-effective means and ways for maintaining day-to-day administration, operations and activities of the Forum, which shall include options to outsource such work to a service provider(s) or to hire a full-time and/or part-time staff to form the Forum's Secretariat.
2. The Secretariat shall be accountable to the Council and provide administrative and secretarial support to Council members in their discharge of their functions and duties of the Forum.
3. The Council shall have power to employ, dismiss and remunerate employees of the Forum. Such employees shall have no voting rights.

### **Article IX: General Meetings**

1. The supreme authority of the Forum is vested in a General Meeting of members presided over by the President.
2. The Annual General Meeting shall be held annually not later than 31st March of each year on a date to be decided by the Council.

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3. An Extraordinary General Meeting shall be convened by the President at the request, in writing, by no less than one quarter (1/4) of the total voting membership or thirty (30) voting members, whichever is the lesser, and may be called at anytime by order of the Council. The notice in writing shall be given to the Honorary Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.
4. If the Council does not within two (2) months 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) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Forum's notice board.
5. The quorum during the Annual General Meeting and the Extraordinary General Meeting shall be one quarter (1/4) of the total voting membership or thirty (30) voting members, whichever is the lesser. Proxies will be constituted as part of the quorum. In the event of there being no quorum during the proceeding, the meeting shall be adjourned to a convenient date within two (2) weeks of said meeting at a place and time to be appointed. Should the members then present be insufficient to form a quorum, those present shall be considered a quorum; however they shall have no power to alter, amend or make additions to any of the existing rules and to ratify proposed amendments to the Forum's Constitution.
6. At least four (4) weeks' notice shall be given for an Annual General Meeting and at least seven (7) days' notice for any other General Meeting.
7. The Annual General Meeting shall:
  - i. Receive any Annual Report and a certified statement of the previous year's accounts;
  - ii. Elect office-bearers and Council members for the following year;
  - iii. Elect Auditors;
  - iv. Consider any other item on the agenda of which is given by a member to the Honorary Secretary before or during the meeting.

### **Article X: Auditors**

1. One person not being member of the Council will be appointed as Honorary Internal Auditor at alternate Annual General Meeting. The Honorary Internal Auditor will hold office for a two-year term only and may not be re-elected. The final account shall be audited by a firm of external accountants appointed at the Annual General Meeting. They shall be required to audit each year's account not later than 15th February and present a report on them to the Annual General Meeting. They may be required by the President to audit the Forum's accounts for any period within their tenure of office at any date and make a report to the Council.

### **Article XI: Financial Year**

1. The Financial year shall be 1st January to 31st December of the same year.

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### **Article XII: Amendments to the Constitution**

1. Amendments to the Constitution shall be made at the Annual or the Extraordinary General Meeting; such amendments shall not come into force without the prior sanction of the Registrar of Societies.
2. The proposed amendments to the Constitution shall be made in writing to the Honorary Secretary at least three (3) weeks before the Annual or Extraordinary General Meeting and shall be circulated to members at least two (2) weeks before the Annual or Extraordinary General Meeting.
3. Amendments to the Constitution must be approved by a two-thirds (2/3) majority vote of the members attending the Annual or Extraordinary General Meeting.

### **Article XIII: Prohibitions**

1. The funds of the Forum shall not be used to pay fines or legal costs of members who have been convicted in court.
2. The Forum shall not hold any lottery, whether confined to its members or not, in the name of the Forum or its office-bearers, committees, or members.
3. The Forum shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
4. Gambling of any kind, whether for stakes or not, is forbidden on the Forum's premises or meeting places.
5. The Forum shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.
6. The Forum shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.
7. The Forum 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.

### **Article XIV: Trustees**

1. If the Forum at anytime acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
2. The trustees of the Forum shall:
  - i. Not be more than four (4) and not less than two (2) in number.
  - ii. Be elected by a General Meeting of members.
  - iii. Not affect any sale or mortgage of property without the prior approval of the General Meeting of members.
3. The office of the trustees shall be vacated:
  - i. If the trustee dies or become a lunatic or unsound mind.
  - ii. If he is absent from Republic of Singapore for a period of more than one (1) year.

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- iii. If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- iv. If he submits notice of resignation from his trusteeship.
4. Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Forum's premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.
5. The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

### **Article XV: Visitor and Guest**

1. Visitor and guests may be admitted into the premises of the Forum but they shall not be admitted into the privileges of the forum. All visitors and guests shall abide by the Forum's rules and regulations.

### **Article XVI: Interpretation**

1. In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Council shall have power to use its own discretion. The decision of the Council shall be final unless it is reversed at a General Meeting of members.

### **Article XVII: Disputes**

1. In the event of any dispute arising amongst members, they shall attempt to resolve the matter at the Council Meeting or 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.

### **Article XVIII: Dissolution**

1. The Forum shall not be dissolved, except with the consent of not less than two-thirds (2/3) of the members of the Forum, expressed either in person or by proxy at an Extraordinary General Meeting convened for that express purpose, or by postal vote.
2. In the event of the Forum being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Forum shall be fully discharged, and the remaining funds shall be disposed of as decided by an Extraordinary General Meeting. Notice of dissolution shall be given within seven (7) days to the Singapore Registrar of Societies.