



STATUTES OF THE ASSOCIATION

Statutes of the Association

PART ONE:

FORM, DESIGNATION, OBJECTS, MEANS,

HEAD OFFICE, DURATION

ARTICLE ONE: FORM

A registered association, which will be governed by the present Articles of Association, is formed between the undersigned and natural persons or legal entities who adhere to the present Articles of Association and fulfil the conditions set out hereafter.

ARTICLE TWO: DESIGNATION

The designation of the association is:

Defence Industries Association (DIA)

ARTICLE THREE: OBJECTS

The objects of the present association are:

- represent and promote the interest of the Association's members to the local and international defense communities.
- create links of friendship, professional co-operation and mutual understanding among members.
- promote programmes to improve productivity, operational excellence, safety and innovative solutions through sound technology.
- be a major influence in the training and recruiting of young engineers to increase professional standards within the industry in Singapore.
- foster information and communication within all levels of the defense industry.
- organize with various related professional bodies and educational establishment, training courses apprenticeship schemes and related vocational links.



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The exercising of any action, if necessary, in a court of law, to ensure the respect of the objectives set out above.

ARTICLE FOUR: MEANS

To realize its objects, the association will, in particular, be able to provide or undertake to organize the following activities:

- To associate natural persons or legal entities with competency in or, in a more general manner, an interest in the field of defense.
- To encourage any form of partnership or of exchange and collaboration in the different fields of defense.
- To promote research, whether fundamental or applied, training or information in the field of defense.
- As a general rule, whether on its own account or for that of a third party, to initiate any operation, including sale of products and of services, which could be directly related to the objects, or likely to facilitate or develop the realization of these.

ARTICLE FIVE: REGISTERED HEAD OFFICE

The registered head office of the association is in Singapore.

This registered head office may be transferred to any other place in the same Country on simple decision of the board of directors. The decision to transfer will be taken in accordance with the conditions providing for the modification of the Articles of Association.

ARTICLE SIX: DURATION

The association is created for an indeterminate duration.



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PART TWO: FORMATION

ARTICLE SEVEN:

MEMBERS OF THE ASSOCIATION

The association is made up of Individual members, subscribing members, and honorary members.

- **Individual members** Active Member represent themselves as an individual. An active member can be placed on the Council and play a part in decision making.
- **Subscribing members** Subscribing Members shall have no voting rights and shall not be eligible to hold any Committee Post. This membership is open to local companies who are dealing with manufacture or distribution of defense/marine/offshore/IT/Cybersecurity products. They pay to the association the subscription provided for by the present Articles of Association.
- **Honorary members** Any member or person who has rendered distinguished services to the Association, may be conferred Honorary Membership at a General Meeting, upon a proposal by the Committee. An Honorary member has no voting rights and shall not be eligible to hold any Committee post. Furthermore, honorary members are exempt from paying the subscription provided for by the present Articles of Association.



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ARTICLE EIGHT:

CONDITIONS OF ADMISSION OF NEW MEMBERS

For admission as an individual member, the following conditions must be met:

- Agree with the aims of the Association.
- This Membership is open to all individual above the age of 18 years old.
- There will be no discrimination with regards to race, sex or creed.
- A new individual member must be proposed by an existing member.
- Every application for election as an individual member shall be made on the prescribed form to be provided for the purpose.

For admission as a subscribing member, the following conditions must be met:

- Agree with the aims of the Association.
- This membership is open to local companies who are dealing with manufacture or distribution of defense/marine/offshore/IT/Cybersecurity products.
- Applications shall be made on the prescribed form to be provided for the purpose.

For admission as an honorary member, the following conditions must be met:

- has rendered distinguished services to the Association.

The Committee will consider all applications for election and shall decide which applications are to be admitted to the Association. No reason shall be given for rejection of any application. The board's decisions on the subject are final.

In any case, at the annual general meeting, the board of directors informs members of memberships accepted during the past year.

ARTICLE NINE: LOSS OF MEMBERSHIP

Membership is lost:

- Through death of a natural person or dissolution of a legal entity for whatever reason.
- Through resignation. Any member of the association has the right to resign; to that effect, the interested party should notify the President of his decision, giving at least one month's notice, by registered letter with acknowledgement of receipt.



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- Through exclusion pronounced by the board of directors for non-payment of the membership fee, infringement of the present Articles of Association, or the possible internal rules and regulations, or on serious grounds. The interested party will have been invited, beforehand, to appear before the Committee to give an explanation.
- Through loss of one the conditions of admission.

ARTICLE TEN: LIABILITY

No member of the association, even those involved in its administration, is personally liable for the commitments entered into by the said association; only the assets of the association are answerable.



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PART THREE: RESOURCES

ARTICLE ELEVEN: RESOURCES

The association's resources consist of:

- Subscriptions paid by active and associate members; the amount of this subscription is fixed by the annual general meeting, on the board of directors' proposal. The subscription is payable by each member every year, during the first month of the new yearly period.
- Contributions of any kind or sum, paid by members.
- Grants from the government, or from any public or private establishment.
- Sums received in return for services or sales of products realized by the association.
- Products and income from possessions of value belonging to the association.
- Any other legally authorized resources.

PART FOUR: ADMINISTRATION AND OPERATION

ARTICLE TWELVE: GENERAL MEETINGS

The general meeting is the association's supreme organ; its decisions, taken regularly, are binding on dissidents and absentees who have not sought representation. It consists of all the members of the association.

Members are invited to attend a general meeting at least once a year and, as a general rule, each time that the interests of the association call for such a meeting.

The meeting is called on the President's initiative. However, the board of directors can, on majority of its members, decide to call a meeting; in the same way, the meeting can be regularly called, following formal request coming from at least 25% of the active members of the association.

Written notification to attend, accompanied by the agenda, is sent to every member, at least 30 days before the meeting. Any useful information concerning the general meeting thus called will be held at the disposal of each member at the head office of the association.



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Each active member only has one sole vote. Every active member can be represented by another active member, in the knowledge that one member cannot be proxy to more than two members.

Associate and honorary members do not have voting rights and cannot represent an active member at the general meeting.

ARTICLE THIRTEEN:

ORDINARY GENERAL MEETING

Competence of the ordinary general meeting:

The ordinary general meeting determines the association's general policy within the limits of its objects and of its Articles of Association.

It hears the reports on the management by the committee and on the financial and moral status of the association.

It approves the accounts of the past financial year, fixes the sum of the yearly subscription fee on the board of directors' proposal and votes the budget of the financial year.

During this meeting, the place of the meeting which is to close the following financial year is also decided.

It approves the possible internal rules and regulations proposed by the board of directors.

As a general rule, it takes a stand on every problem which does not, statutory, come within the competence of an extraordinary general meeting.

Rules of quorum and majority

The ordinary general meeting will only be able to deliberate legitimately if at least 20% of the active members having paid the membership fee are present or are represented.

The deliberations of the ordinary general meeting are adopted in a first ballot by absolute majority of the members who are present or are represented. In the event of this majority not being reached, the deliberation will be adopted in a second ballot by relative majority of valid votes of the members who are present or are represented. In the event of votes being equal, the President has the casting vote.

Votes are cast by a show of hands, unless at least a quarter of the members who are present or are represented demand a secret ballot.



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Voting by mail is possible when decided by the board for active members not being present or represented at the general meeting concerning all decisions announced in the invitation to the meeting, using the voting material attached to the invitation and following the outlined procedure. Votes by mail must have arrived at the association's office named in the invitation two weeks prior to the general meeting.

ARTICLE FOURTEEN:

EXTRAORDINARY GENERAL MEETINGS

Competence of the extraordinary general meeting

The extraordinary general meeting gives a ruling on any question which comes under its competence alone, that is, in particular, modifications to be made to the present Articles of Association, early dissolution or merging with any association.

Rules of quorum and majority

The extraordinary general meeting will only be able to deliberate legitimately if at least 20% of the active members having paid the membership fee are present or are represented.

Deliberations are adopted on the majority of two thirds of the members who are present or are represented.

Votes are cast by a show of hands, unless at least a quarter of the members who are present or are represented demand a secret ballot.

Voting by mail is possible when decided by the board for active members not being present or represented at the general meeting concerning all decisions announced in the invitation to the meeting, using the voting material attached to the invitation and following the outlined procedure. Votes by mail must have arrived at the association's office named in the invitation two weeks prior to the general meeting.

ARTICLE FIFTEEN: BOARD OF DIRECTORS

Formation

The association is run by a board of directors made up of 15 members elected for year by the ordinary general meeting. Members' posts are not remunerated, however, members will be able to obtain reimbursement, on presentation of receipts, for expenses and disbursements incurred through fulfilment of their mandate.

Every year, renewal of a third of the board will take place during the ordinary general meeting instructed to give a ruling on the accounts of the last financial year.



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The members of the board of directors are elected by list system. The lists, comprising a maximum of five candidate representatives, are to be sent to the President at least two months before the ballot and will be appended to the written notification to attend the general meeting.

The list who has obtained the largest number of votes is elected.

Members are re-eligible.

Only individual members, with the exclusion of subscribing and honorary members, can be appointed members of the board of directors.

Any member of the board of directors can resign, on condition that he notifies the President of his decision, giving three months' notice, by registered letter with acknowledgement of receipt.

In the event of a post being vacant, the board of directors temporarily provides for the replacement of its members; permanent replacement is conducted at the next general meeting, but powers of members elected in this way come to an end at the time when the mandate of the replaced member would normally have expired.

Competence of the board of directors

The board of directors ensures that the general meeting's decisions are executed and it is invested with the most extensive powers to carry out or authorize any actions which are not exclusively the reserve of the general meeting and which are in compliance with the association's objects.

Within this framework, the board of directors has, notably, the power to transfer the registered head office of the association to any other location within the same State, to approve new members and, if necessary, to pronounce exclusions.

The board of directors' meetings

The board of directors meets each time that the interests of the association require such a meeting and at least once a year.

The meeting is called on the President's initiative; however, the board of directors can also meet on formal request coming from at least one third of its members.

The board of directors can invite to its meetings, in a consultative capacity, any members of the association whose professional competency would be useful to the object of its work and can form, with or without their aid, any fact-finding committee for a specific object.



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It can also invite, in a consultative capacity, any outside personality whose technical competency justifies this invitation.

Rules of quorum and majority

For deliberations to be legitimate, at least half of the members must be present or be represented, in the knowledge that one officer cannot be proxy to more than one member.

The board of directors' decisions are adopted by simple majority. In the event of votes being equal, the President has the casting vote.

ARTICLE SIXTEEN: COMMITTEE

Within the board, the board of directors chooses a committee made up of:

- A President
- Two Vice-Presidents
- A General Secretary
- A Treasurer

The officers of the committee are elected for a one year period which is renewable.

The mandate of an officer automatically ends when he / she leaves the board.

The President

Supported by the Vice-Presidents, he/she is responsible for:

- Ensuring that the decisions taken by the board of directors and by the general meeting are executed.
- Representing the association in every act of civil life; in this respect, he is invested with the most extensive powers; in particular, he has authority to go to court in the interests of the association, under the board of director's supervision, a priori, or posteriori in the event of an emergency.
- Calling general meetings or meetings of the board of directors or the committee.
- Chairing these bodies.

In the event of absence, illness, or death, he is replaced in the exercise of all his powers by the first Vice-President.



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The General Secretary

He/She is responsible for everything concerning correspondence and the archives.

He draws up the minutes of meetings or general meetings, and in general, any written documents concerning the operating of the association, with the exception of those concerning the accounts.

He holds the special register in which the aforementioned minutes are kept.

The Treasurer

The treasurer is responsible for everything concerning the management of the association's assets.

He makes any payments decided and authorized by the general meeting or the board of directors.

He/She receives, under supervision of the President, all sums owing to the association. He can only dispose of assets forming the legal reserves on authorization from the board of directors.

He keeps regular accounts of all the operations that he performs and gives an account of these at the annual general meeting, which, if necessary, approves his management.

ARTICLE SEVENTEEN:

INTERNAL RULES AND REGULATIONS

Internal rules and regulations can be laid down by the board of directors, which then has them approved by the ordinary general meeting.

These internal rules and regulations are destined to determine the various points not provided for by the Articles of Association, in particular, those related to the internal administration and operating of the association.

All categories of members will abide by these internal rules and regulations, which will be able to be modified by the ordinary general meeting on the board of directors' proposal.

ARTICLE NINETEEN: LIQUIDATION

Liquidation of the association will be carried out according to the rules in force in the State in which the registered head office of the association is situated.



**DEFENCE INDUSTRIES
ASSOCIATION**

UEN No. T19SS0089E

President

Tan Wee How

Defence Industries Association