

**CONSTITUTION OF
Association of Independent Wealth Managers (Singapore)**



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NAME

- 1.1 This Society shall be known as the “Association of Independent Wealth Managers (Singapore)”, hereinafter referred to as the “Society”.

PLACE OF BUSINESS

- 2.1 Its place of business shall be at 20 McCallum Street, #18-01 Tokio Marine Centre, Singapore 069046 or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTIVES

- 3.1 Its objects are:
- a) Representation of its members (the “Members”) in Singapore and abroad;
 - b) Preservation of the reputation and standing of independent wealth managers in Singapore and other financial markets;
 - c) Joint development, with the authorities and trade associations, of new rules of professional conduct;
 - d) Collection of data and information regarding the profession, the Society and its Members to ensure their proper representation in public, regulatory and trade association matters;
 - e) Provision of support to Members with respect to professional and related matters;
 - f) Organization of meetings to exchange information and experience and to promote the Society’s objectives; and
 - g) To act as a forum to exchange ideas and network amongst its Members and other industry professionals.

MEMBERSHIP QUALIFICATION AND BENEFITS

The Committee of the Society can propose changes to its membership categories at a General Meeting. There are two types of memberships for companies.

Ordinary Membership

- 4.1 Ordinary Membership is open to companies incorporated in Singapore, in which the core business is to act as Independent Wealth Managers/ External Asset Managers (“IWM/EAM”), serving accredited investors and institutional investors and where the wealth are held in custody with the client’s chosen independent financial institution in a Financial Action Task Force (“FATF”) country. The IWM/ EAM operates under a Limited Power of Attorney (“LPOA”) given by their respective

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clients on their bank accounts held with these clients chosen custodian banks. Ordinary Members with less than one year of existence will be put under probation for the first year of its membership to allow them to build up their business credential and track record.

- 4.2 Ordinary Members are invited to join the Society's meetings, including General Meetings, and are eligible to serve on the Committee and are allowed to vote. Probation Ordinary Members are invited to join the Society's meetings, including General Meetings, but are **not** eligible to serve on the Committee and **not** to vote.
- 4.3 The main benefits of joining the Society are the following:
- **Access** to the market with the support of an organized and recognized entity;
 - **Insight** to the best IWM market practices and industry direction;
 - **Ability** to share, exchange and transfer knowledge, connections and skills amongst industry practitioners and external service providers;
 - **Maintain & enhance** the IWM's professional conduct and delivery to clients and the community.

Associate Membership

- 4.4 Associate Membership is open to companies with an interest in the Independent Wealth Management industry in Singapore.
- 4.5 Associate Members are invited to join the Society's meetings; however they are **not** eligible to serve on the Committee and are **not** allowed to vote during the Society's meetings, including General Meetings.
- 4.6 The Society offers its Associate Members a valuable platform to make contact with its members. They also receive the following benefits:
- The opportunity to appear as a speaker at the meetings;
 - Invitation to the Society's events (e.g. forums, seminars, members meetings, golf tournaments); This benefit does not include access to selected events for Ordinary Members only.
 - Preferential conditions for all Society's events;
 - Access to the "member's area" of the Society's Web site;
 - Opportunities for event sponsoring;
 - Opportunities of service and products presentations.

APPLICATION FOR MEMBERSHIP

Ordinary Membership

- 5.1 A company who wish to join the Society as an Ordinary Member should apply online by the completion of Ordinary Membership Application Form found under <https://www.aiwm.sg/aiwm-memberships/ordinary-membership-application-form/>. The applicant will then print out the completed application form, signed by the company authorized signature(s) and send it in physical hard copy to the Secretary at the Society's registered office address, furnished with relevant company information stipulated in the application form, namely but not exclusive to:

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COMPULSORY DOCUMENTS REQUIRED:

- a) Most recent business filing (ACRA filing)
- b) Organizational Chart, Company profile/ brochure
- c) Completed and signed code of Ethics Statement (attached with the application form)
- d) Business card of key executives
- e) Documentary Evidence of the Monetary Authority of Singapore (“MAS”) Registration or License
- f) MAS Confirmation of Registered Representative of Company Key Executives
- g) Letter signed by Directors of the Company to certify that the firm has at least 50% of its activities and revenues are generated from being IWM/EAM
- h) Proof of Professional Indemnity Insurance (“PII”) Cover, if any (e.g. letter issued by insurance company)
- i) Cheque of the annual membership fee

OPTIONAL DOCUMENTS TO BE SUBMITTED:

- a) Any newspaper clipping about the company and its key executives (if any)
 - b) Any article/write-ups of the company and its key executives (if any)
 - c) Any background documents that may assist the Committee to expedite the Due Diligence on the applicant
- 5.2 The Committee will decide on the application for Ordinary Membership within 60 days of the application being submitted, based on the application and if required, an interview of the applicants’ founders and key executives with at least two of the Committee Members. The Committee’s decision is absolute and final, with no obligation to elaborate the reasons for its decision.
- 5.3 All Ordinary Membership applicants must either be MAS registered Fund Management Company or Capital Market Services Licence holder. Applicants must present the Society the documentary evidence of their registration and/or the relevant licence with MAS. Applicant must certify in writing that the firm has at least 50% of its activities and revenues being generated from IWM/EAM activities and submit this declaration alongside with the other documents upon application.
- 5.4 The founder and/or key officers of an Ordinary Membership applicant are expected to have a minimum of 8 years of relevant experience in the financial industry, including but not limited to investment or portfolio advisory, fund or portfolio management and/or any work or professional experience that the Committee may regard in their discretion as relevant to the Society and in line with MAS set criteria. The founder and/or key officers must be “registered representative” under MAS registrar and kindly provide the Society with the print out of the registration confirmation issued/published by MAS.
- 5.5 The Society expects that applicants for Ordinary Membership shall have a PII, as per the guidelines of the MAS, before they are admitted as Ordinary Members of the Society.
- 5.6 Members must commit and ensure to provide independent wealth management services on a professional and ethical basis, upholding the standards of integrity expected of an IWM/EAM. These standards are intended to establish and solidify the industry’s standing and reputation. All Members must meet the Fit and Proper Criteria (“FSG-G01”) set by MAS, including but not limited to the expectation of

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being financially sound and with good integrity and able to meet all financial commitments at all times. Ordinary members are expected to adhere to the rules and guidelines issued by the MAS.

- 5.7 All Ordinary Members must adhere to the Society's Membership Protocol and Code of Ethics and file the Ethics Statement on an annual basis upon every annual membership renewal.
- 5.8 Applicants with less than one year of existence as IWM/EAM if accepted as Ordinary Members will be put under probation for the first year so as to allow such member firm to build up their business credentials and track record. After the probation period the Committee will review and determine whether to confirm or terminate the membership or otherwise extend the period of probation in its absolute discretion, without elaborating on its decision.
- 5.9 Upon submission of the membership application, the company should download and read the Society's Constitution.
- 5.10 The Committee may terminate the membership without prior notice if it determines in its absolute discretion that a Member has not adhered to the Society's Code of Ethics and Professional Best Practices Reference Manual and/or in breach of any MAS guidelines or AIWM Membership Protocol. Such termination has to be approved at a Committee meeting with a 2/3 majority with a minimum of 5 Committee members being present. The member has the right of representation to provide an explanation before such a decision is made final.
- 5.11 An Ordinary Member whose membership is terminated by the Society may appeal the decision via the President and/or the Secretary within 10 days of the date of the notified termination. Any such appeal has to be in writing to the President of the Society. The full Committee of the Society shall review the appeal and make a final decision within 60 days of the appeal being submitted. The full Committee's determination is final, absolute and binding.

Associate Membership

5. 12 A company who wish to join the Society as an Associate Member should apply online by the completion of Associate Membership Application form found under <https://www.aiwm.sg/aiwm-memberships/associate-membership-application-form/>. The applicant will then print out the completed application form, sign by the company authorized signature(s) and send it in physical hard copy to the Secretary at the Society registered office address, furnished with relevant company information stipulated in the application form, namely but not exclusive to:

COMPULSORY DOCUMENTS REQUIRED:

- a) Most recent business filing (ACRA filing)
- b) Organizational Chart, Company profile/ brochure
- c) Business card of key executives
- d) Cheque of the annual membership fee

OPTIONAL DOCUMENTS TO BE SUBMITTED:

- a) Any newspaper clipping about the company and its key executives (if any)
- b) Any article/write-ups of the company and its key executives (if any)
- c) Any background documents that may assist the Committee to expedite the Due Diligence on the applicant

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- 5.13 The Committee will decide on the application for Associate Membership within 60 days of the application being submitted on a case-by-case basis, based on the application and if required, an interview of the applicants' founders and key executives with at least two of the Committee Members. The Committee's decision is absolute and final, with no obligation to elaborate the reasons for its decision.
- 5.14 Upon submission of the membership application, the company should download and read the Society's Constitution.
- 5.15 All Associate Members must respect and abide by the Society's Membership Protocol and Constitution and their respective professional conduct of their own profession.
- 5.16 An Associate Member whose membership is terminated by the Society may appeal the decision via the President and/or the Secretary within 10 days of the date of the notified termination. Any such appeal has to be in writing to the President of the Society. The full Committee of the Society shall review the appeal and make a final decision within 60 days of the appeal being submitted. The full Committee's determination is final, absolute and binding.

FEES

- 6.1 The annual membership fee for Ordinary Members and Probation Ordinary Members is S\$ 2,000. The annual membership fee for Associate Members is S\$5,000. The fees are payable upon submission of their application or within two weeks after approval of membership and upon its annual renewal in June, in default of which membership may be terminated forthwith by the Committee.
- 6.2. The membership fee shall be reviewed and prescribed at the General Meeting of Members on recommendation from the Committee from time to time.
- 6.3 Any additional funding for the Society may only be raised from members with the consent of the general meeting of the members.
- 6.4 The income and property of the Society derived shall be applied towards the promotion of the objects of the Society as set forth in this Constitution and no portion shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the persons who at any time are or have been members of the Society or to any of them or to any person claiming through any of them.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Society is vested in a General Meeting of the Members.
- 7.2 An Annual General Meeting ("AGM") shall be held in *(to be assigned by the Registry of Societies)*, within 3 months of the end of the financial year.
- 7.3 At other times, an Extraordinary General Meeting ("EGM") must be called by the President on the request in writing of not less than 25% of the total voting membership or twenty **(20)** voting members, whichever is the lesser, and may be called at anytime by order of the Committee. 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.
- 7.4 If the Committee 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 twenty-one (21) days' notice to

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voting members setting forth the business to be transacted and simultaneously submitting the agenda to the Committee for distribution to the members.

- 7.5 At least three (3) weeks' notice shall be given of an AGM and at least twenty-one (21) days' notice of an EGM. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall either be circulated by email to all members and/or posted on the Society's website by the Committee seven (7) days in advance of the meeting.
- 7.6 Unless otherwise stated in this Constitution voting by proxy is allowed at all General Meetings.
- 7.7 The following points will be considered at the AGM:
- a) The previous financial year's accounts and annual report of the Committee.
 - b) Where applicable, the election of office bearers and Financial Verification Committee for the following term.
- Any member who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the Secretary one (1) week before the meeting is due to be held.
- 7.8 At least 25% of the total voting membership present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.
- 7.9 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.

MANAGEMENT AND COMMITTEE

- 8.1 The administration of the Society shall be entrusted to a Committee consisting of the following to be elected at alternate Annual General Meetings:
- The President
 - The Vice President
 - The Secretary
 - The Treasurer
 - Up to 2 Ordinary Committee Members
- 8.2 Elections for the entire Committee are to be held every 2 years at the Annual General Meeting. During the said meeting, any 2 Committee Members shall be replaced with 2 new members wherein the replacement members must not be elected into the Committee for 2 years preceding the Election.
- 8.3 Nominated names for the Committee Members shall be proposed via secret ballotage and seconded at the Annual General Meeting and election will be based on the majority vote of the members.
- 8.4 The elected 6-member committee will vote internally via secret ballotage to select elected Committee members to fill the post of President, Vice President, Secretary and Treasurer (Office Bearers) and subsequently announced to all members.
- 8.5 Any Office Bearers within the Committee, or any regular Committee Member, will hold the term for 2 years upon successful election.
- 8.6 Upon completion of a regular 2-year term, any Office Bearer within the Committee and/or any regular Committee Member may contest for similar or

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different Committee position consecutively in the subsequent election for another term and/or for subsequent future terms.

- 8.7 If any Committee Member withdraws from the Committee during his or her term, the Committee will vote for an ad-interim replacement to be invited into the existing Committee. If any Ordinary Member wants to step forward to join the Committee for an upcoming regular election, existing Committee Members whose initial 2 - year term has been completed may opt to make way for the new member proviso to the candidate being successfully elected by the Ordinary Members.
- 8.8 Election will be conducted either by:
- a) Email submission to the Secretary or
 - b) By show of hands or, subject to the agreement of the majority of the voting members present or
 - c) By a secret ballot
- In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favour of the other party.
- 8.9 A Committee Meeting shall be held at least once every three months after giving fourteen (14) days' notice to Committee Members. The President may call a Committee Meeting at any time by giving seven (7) days' notice. Majority of the Committee Members must be present for its proceedings to be valid.
- 8.10 Any member of the Committee absenting himself without sending an appropriate representative for three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 8.11 The duty of the Committee is to organise and supervise the daily activities of the Society. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings. At regular Committee Meetings **the quorum to make decisions shall be three Committee Members.**
- 8.12 The Committee has power to authorise the expenditure of a sum not exceeding \$ 10,000 per month from the Society's funds for the Society's purposes.

DUTIES OF OFFICE-BEARERS

- 9.1 The President shall chair all General and Committee meetings. He/she shall also represent the Society in its dealings with outside persons.
- 9.2 The Vice President shall assist the President and deputise for him/her in his/her absence and also responsible for organizing and hosting Annual/Extraordinary General Meeting as well as coordinating the Financial Verification Committee
- 9.3 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He/she will keep minutes of all General and Committee meetings. He/she shall maintain an up-to-date Register of Members at all times.
- 9.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He/she is authorised to expend up to \$ 5,000 per month for petty expenses on behalf of the Society. He/she will not keep more than \$ 2,000 in the form of cash and money in excess of this will be

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deposited in a bank to be named by the Committee. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice President or the Secretary (for amounts exceeding \$ 5,000).

- 9.5 Ordinary Committee Members shall assist in the general administration of the Society and perform duties assigned by the Committee from time to time.

AUDIT AND FINANCIAL YEAR

- 10.1 The Committee shall appoint Financial Verification Committee ("FVC") that has relevant expertise to fulfil its role effectively. The FVC shall consist of not less than two member firms and composed exclusively of two (2) members from any of the Ordinary Members' firm, except the Treasurer, elected at each alternate AGM. Committee Members should normally not be considered, unless there are no forthcoming suitable internal FVC being selected from the Ordinary Members' pool. The FVC will hold office for a term of two years only and shall not be re-elected for a consecutive term. The accounts of the Society shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Society exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.
- 10.2 The FVC:
- a) Will be required to review and check each year's accounts and present a report upon them to the Annual General Meeting.
 - b) May be required by the President to review the Society's accounts for any period within their tenure of office at any date and make a report to the Committee.
- 10.3 The financial year shall be from *(to be assigned by the Registry of Societies)*.

TRUSTEES

- 11.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 11.2 The trustees of the Society shall:
- a) Not be more than four (4) and not less than two (2) in number.
 - b) Be elected by a General Meeting of members.
 - c) Not affect any sale or mortgage of property without the prior approval of the General Meeting of members.
- 11.3 The office of the trustee shall be vacated:
- a) If the trustee dies or becomes a lunatic or of unsound mind.
 - b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
 - c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - d) If he submits notice of resignation from his trusteeship.
- 11.4 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 email at least two (2) 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.
- 11.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

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PROHIBITIONS

- 12.1 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 the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 12.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in a court of law.
- 12.3 The Society 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.
- 12.4 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 12.5 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office bearers, Committee or members unless with the prior approval of the relevant authorities.
- 12.6 The Society 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.

AMENDMENTS TO CONSTITUTION

- 13.1 The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. 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.

INTERPRETATION

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

DISPUTES

- 15.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at 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.

DISSOLUTION

- 16.1 The Society shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) of the total voting membership of the Society for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 16.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society 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.
- 16.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

- END -