

THE STATUTES OF THE REPUBLIC OF SINGAPORE

**RUBBER ASSOCIATION OF SINGAPORE
(INCORPORATION) ACT**

(CHAPTER 278)

**1970 Ed. Cap. 200
Act
26 of 1967**

Amended by
22 of 1969
37 of 1973
3 of 1979
13 of 1979
20 of 1984

REVISED EDITION 1985

Rubber Association of Singapore (Incorporation) Act

ARRANGEMENT OF SECTIONS

PART I

PRELIMINARY

Section

1. Short title.
2. Interpretation.

PART II

INCORPORATION OF THE RUBBER ASSOCIATION OF SINGAPORE

3. Establishment and incorporation of Rubber Association of Singapore.
4. Vesting of assets and property in Association.
5. Restriction on use of income.

PART III

OBJECTS OF THE ASSOCIATION

6. Objects.

PART IV

MEMBERSHIP OF THE ASSOCIATION

7. Membership.
8. Members.
9. Exclusive rights of ordinary members.
10. Register of members.

PART V

MANAGEMENT OF THE ASSOCIATION

Section

11. Management Committee.
12. Procedure of Committee.
13. Powers vested in Committee.

PART VI

ESTABLISHMENT OF SINGAPORE RUBBER FUND

14. Establishment and administration of Fund.
15. Collection of cess.
16. Expenses of Association.
17. Annual Report.
18. Financial provisions.

PART VII

MISCELLANEOUS

19. Power to make rules.
 20. Alteration of rules.
 21. Members bound by rules, etc.
 22. Safeguarding of contract.
 23. Directions of Minister.
- The Schedule — Financial provisions.

An Act to incorporate the Rubber Association of Singapore for the conducting of a rubber market in Singapore, for the promotion and regulation of the rubber trade and industry, for the establishment of a Singapore Rubber Fund and for matters incidental thereto.

[1st January 1968]

PART I

PRELIMINARY

Short title.

1. This Act may be cited as the Rubber Association of Singapore (Incorporation) Act.

Interpretation.

2. In this Act, unless the context otherwise requires —
 - “Association” means the Rubber Association of Singapore as constituted by section 3;
 - “body corporate” means any body corporate wherever established, registered or incorporated under the

provisions of any written law, Royal Charter or other instrument;

“by-laws” means any by-laws made by the Committee pursuant to the powers conferred upon it by the Association;

“Committee” means the Management Committee constituted under section 11;

“member” means a person whose name appears in the register as a member in any class or category and includes any two or more persons whose names are registered together as joint members;

“person” means an individual, any company or body corporate and includes a partnership firm;

“register” means the register of members kept pursuant to section 10;

“regulations” means regulations made by the Committee pursuant to the powers conferred upon it by the Association;

“rubber” includes marketable rubber prepared from the leaves, bark or latex of any rubber plant and the latex of any such plant whether fluid or coagulated in any stage of the treatment to which it is subjected during the process of conversion into marketable rubber but it does not include any manufactured article wholly or partly made of rubber;

“rubber plant” includes any of the following:

(a) *Heavea brasiliensis* (Para rubber);

(b) *Manihot glaziovii* (Ceara rubber);

(c) *Castilloa elastica*;

(d) *Ficus elastica* (Rambong);

(e) any other plant which the Minister by notification in the *Gazette* declares to be a rubber plant for the purposes of this Act;

“rules” means rules made under section 19;

“secretary” means the secretary of the Association appointed pursuant to the rules.

PART II

INCORPORATION OF THE RUBBER ASSOCIATION OF SINGAPORE

Establishment and incorporation of Rubber Association of Singapore.

3.—(1) The Rubber Association of Singapore is hereby constituted a body corporate by the name “The Rubber Association of Singapore” and by that name has perpetual succession.

(2) The Association shall have a common seal, which may from time to time be broken, changed, altered and made anew as to the Association seems fit.

(3) The Association may enter into contracts, may sue and be sued in its corporate name and may acquire, purchase, lease, take, hold and enjoy movable and immovable property of every description, and may sell, exchange, convey, assign, surrender and yield up, mortgage, demise, reassign, transfer or otherwise dispose of or deal with any movable and immovable property vested in it upon such terms as to it shall seem fit.

20/84.

(4) All deeds, documents and other instruments requiring the seal of the Association shall be sealed with the seal of the Association pursuant to a resolution of the Committee to that effect in the presence of the Chairman or a Deputy Chairman or some other member of the Committee authorised by the Committee to act in that behalf and of the secretary, who shall sign every such deed, document or instrument to which the seal is affixed, and such signing shall, without further attestation, be sufficient evidence that the seal was duly and properly affixed and that it is the lawful seal of the Association.

(5) Notwithstanding subsection (4), where the seal of the Association is required to be affixed to a certificate of origin endorsed by the Association the seal may in such case be affixed in the presence only of the secretary or in the presence of any other person authorised in this behalf by the Association without a resolution of the Committee.

Vesting of assets and property in Association.

4.—(1) Upon the coming into operation of this Part —
(a) the Rubber Association of Singapore (referred to in this section as the unincorporated association) shall cease to exist as a society under the Societies Act and shall be transferred to and maintained by the Association;

Cap. 311.

- (b) the Association shall take over all the functions of the unincorporated association;
- (c) all the assets and movable and immovable property of every description and all the powers, rights and privileges in connection therewith or appertaining thereto which immediately before the date of commencement of this Part were vested in the unincorporated association shall forthwith vest in the Association freed and discharged from any trust whatsoever, but subject nevertheless to the provisions of this Act; and
- (d) all the liabilities and obligations of the unincorporated association which may have existed immediately before that date shall be transferred to and vest in the Association.

(2) Any existing trustees of the unincorporated association at the date of the commencement of this Part shall forthwith be released and discharged from any duties or responsibilities under any trust which may have existed immediately before that date.

5. The income of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Act, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any member:

Restriction
on use of
income.

Provided that nothing herein shall prevent the payment or repayment in good faith of remuneration or expenses to any officer or servant of the Association or to any member thereof in return for services actually rendered to the Association.

PART III

OBJECTS OF THE ASSOCIATION

6. The objects of the Association are —

- (a) to promote, support, develop and maintain the rubber industry in general, particularly as regards the national and individual interests therein, and with those objects in view to conduct a market in Singapore for the sale and

Objects.
37/72.

purchase of rubber and to make such arrangements and regulations as may be considered desirable for the proper conduct of the trade and commerce in and for the marketing and distribution of rubber, and for those purposes to secure that such trade, marketing and distribution shall so far as possible be carried on through the market established by, and under the arrangements and regulations from time to time formulated by or with the approval of, the Association;

- (b) to obtain and provide (whether by purchase, lease or otherwise), regulate and maintain a suitable building or buildings, room or rooms for the purposes of a rubber exchange, a clearing house or settlement house or both in Singapore and offices in connection therewith and also for the use and convenience of persons using such rubber exchange, clearing house or settlement house and subscribers thereto and also to provide and carry on or let, with or without control, rooms and other premises for the accommodation, refreshment, use or convenience of the members and to construct, alter and maintain any buildings required for any of the purposes aforesaid;
- (c) to establish and carry on the business of a clearing house or settlement house or both for facilitating the conduct of mercantile business and in particular for facilitating the clearing and settlement of contracts for the purchase and sale of rubber, and to make and stipulate such remuneration, terms and conditions in respect of the business as may from time to time be determined;
- (d) to enter into relations and to co-operate to such extent and on such conditions as may be considered desirable with associations or companies having objects altogether, or in part, similar to those of the Association and with chambers of commerce and other trade, mercantile and public bodies throughout the world;

- (e) in the furtherance of the objects aforementioned to carry on the trade or business of warehousemen, lightermen, forwarding agents, removers, storers, packers and carriers of rubber and other goods and merchandise of every description and to issue warrants to persons warehousing goods with the Association;
- (f) to consider and deal with all questions connected with the trade, marketing and distribution of rubber and with the interests of the Association and its members;
- (g) to make and enforce in such manner as may seem expedient by-laws and regulations as to the conduct of the rubber trade and the terms and conditions on which it is to be carried on and for the maintenance of proper standards of conduct in the carrying on of such trade, and for the regulation of transactions between members and between members and others;
- (h) to provide means to facilitate the business and the transaction of the business of the trade, and to set up forms of contract for the transaction of business between members of the Association and between members of the Association and others;
- (i) to inspect, sample and grade rubber in any part of the world in such manner as may be considered expedient;
- (j) to act as arbitrator and to appoint arbitrators and umpires in any dispute affecting rubber or any dealing therein and otherwise to make arrangements for the settlement of disputes by arbitration;
- (k) to appoint agents in any part of the world for any purpose incidental to any of the objects of the Association;
- (l) to afford members and others facilities for co-operation in all matters affecting the interests of persons interested in or connected with the production of, or trade or commerce in, rubber;
- (m) to encourage research in the uses of rubber and take steps for the diffusion among the public of

information with reference to its possible uses and to cooperate with others in the matters aforesaid, and to make all such payments in connection therewith as may seem fit;

- (n) to borrow or raise any moneys required for the purposes of the Association in such manner and upon such securities as the Association thinks fit;
- (o) to receive money, bills of exchange and negotiable and other securities, and make receipts, bills of lading, warehouse warrants or certificates or other documents of title to goods on deposit at interest or otherwise and to invest, lend and deal with moneys of or under the control of the Association in such manner as may from time to time be determined; to receive by way of security or deposit or for any purpose goods, merchandise and property of every description or warehouse warrants or certificates or other documents of title relating thereto and to accept such responsibility, if any, in respect thereof as may be determined and to issue warrants or documents of title in respect thereof;
- (p) to act as agents for depositors or others in respect of money, goods, merchandise, articles and things from time to time deposited with or under the control of the Association and in collecting, paying or remitting money or securities for money in Singapore or elsewhere;
- (q) to undertake and execute any trusts which may appear conducive to the objects of the Association or the interests of its members or other persons interested in or connected with the production of, or trade or commerce in, rubber;
- (r) to act as representatives in Singapore or in any country abroad of any company or association having objects similar to any of the objects of the Association;
- (s) to indemnify any member in respect of action taken, or to be taken, or liability incurred, or to be incurred, by him which the Committee may consider conducive to the interests of its members;

- (t) to provide and collect from members, or otherwise, funds for the purpose of carrying on or furthering the objects of the Association or any of them;
- (u) to perform any functions which are vested upon the Association under any written law;
- (v) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

PART IV

MEMBERSHIP OF THE ASSOCIATION

- 7.—(1) Membership of the Association shall — Membership.
- (a) be confined to persons carrying on or intending to carry on business in such classes of the rubber trade or industry as may from time to time be prescribed by the rules; and
 - (b) comprise ordinary members and such other category or categories as may from time to time be prescribed by the rules.
- (2) Ordinary membership shall be confined to persons who —
- (a) carry on or intend to carry on business in the rubber trade or industry in and from a place of business in Singapore; and
 - (b) in the case of individuals, are ordinarily resident in Singapore, or in the case of corporations, are either incorporated in or registered under any written law of Singapore.
- 8.—(1) Such persons who are admitted to membership of the Association from time to time by the Committee in accordance with the rules shall become members of the Association. Members.
13/79.
- (2) Any person who is aggrieved by the decision of the Committee in refusing to admit him as a member may appeal to the Minister whose decision shall be final.
- (3) Where an appeal is made to the Minister pursuant to subsection (2), the Association shall furnish the Minister with such information as he requires for the purposes of the

determination of the appeal. After consideration of the written representations made by the applicant, the Minister may, if he considers that there is insufficient ground for interfering with the decision of the Committee, dismiss the appeal or, if he is of the opinion that the applicant should be admitted as a member, reverse the decision of the Committee and order the Committee to admit the applicant as a member.

(4) The Minister may depute any person or persons by name or the person for the time being discharging an office designated by him to exercise the powers and perform the duties of the Minister under this section subject to such conditions, exceptions and qualifications as the Minister may determine. [7A

Exclusive rights of ordinary members.

9. Only ordinary members shall be entitled to attend and vote at any meeting of the Association; and subject to sections 11 and 13, only ordinary members or officers or employees ordinarily resident in Singapore of corporations which are ordinary members shall be eligible to be members of the Committee. [8

Register of members.

10.—(1) The Association shall keep a register of members at its registered office, and the register shall show with respect to each member the category and class of his membership and the register shall be conclusive proof of the facts recorded therein.

(2) All persons with a place of business in Singapore who were members of the Association immediately before the date of the commencement of Part II shall, if they so elect in accordance with subsections (3), (4) and (5), be deemed to be members of the Association and shall be registered as members of the Association in the register referred to in subsection (1) and in the manner provided therein.

(3) Any person as is referred to in subsection (2) shall make an election in writing addressed to the secretary within one month of the date of commencement of this Part indicating whether or not he wishes to become a member of the Association.

(4) Any such person who fails to make an election within the time specified in subsection (3) shall be deemed to have elected to become a member of the Association.

(5) Any election which is made or deemed to be made under this section shall be irrevocable.

(6) Any person whose name has not been recorded in the register within 3 months of the date of commencement of this Part shall apply in writing to the Committee to have his name so registered. [9

PART V

MANAGEMENT OF THE ASSOCIATION

11.—(1) The management of the Association shall be vested in a Management Committee.

Management
Committee.
37/73
13/79
20/84.

(2) The Committee shall consist of —

- (a) 12 members to be elected by members of the Association in accordance with the rules; and
- (b) not more than 3 other members to be nominated by the Government,

all of whom shall be appointed by the Minister.

(3) The Committee shall from time to time elect from among members appointed under subsection (2) (a) —

- (a) a chairman;
- (b) a first deputy chairman; and
- (c) a second deputy chairman,

all of whom shall be appointed by the Minister.

(4) Every member of the Committee shall hold office for a term of two years unless his appointment is revoked by the Minister or unless he sooner resigns from that office and shall be eligible for reappointment.

(5) No member shall be appointed chairman of the Committee for more than two consecutive terms.

(6) There shall be not more than 9 alternate members of the Committee of whom 6 members shall be elected by members of the Association in accordance with the rules and one member shall be nominated by the Government for each of the members appointed under subsection (2) (b).

(7) All alternate members of the Committee shall be appointed by the Minister and shall be eligible for reappointment.

(8) Every alternate member of the Committee shall hold office for a term of two years unless his appointment is revoked by the Minister or unless he sooner resigns from that office.

(9) If a member or an alternate member of the Committee resigns, dies or has his appointment revoked or otherwise vacates his office before the expiry of the term for which he has been appointed, the Minister may appoint a person in accordance with the rules to fill the vacancy for the residue of the term for which the vacating member was appointed.

(10) Any member of the Committee who without reasonable cause absents himself from 3 consecutive ordinary or special meetings of the Committee and any member who has been found or declared to be of unsound mind or has become bankrupt or has made an arrangement with his creditors or has been sentenced to imprisonment shall be deemed to have vacated his office and the Minister shall be informed accordingly.

(11) The Minister may at any time revoke the appointment of the chairman or of any other member of the Committee.

(12) The appointment of every member and alternate member of the Committee shall be published in the *Gazette*.

[10

Procedure of
Committee.
20/84.

12.—(1) At every meeting of the Committee 8 members of the Committee shall form a quorum.

(2) The first deputy chairman shall in the absence of the chairman preside at any meeting of the Committee; and in the absence of both the chairman and the first deputy chairman, the second deputy chairman shall preside at the meeting.

(3) An alternate member of the Committee may attend any meeting of the Committee and, subject to the rules, in the absence of any member of the Committee in respect of whom he is the alternate member shall have the right to vote at the meeting and when so voting shall be deemed to be a member of the Committee.

(4) The powers of the Committee shall not be affected by any vacancy in its membership.

(5) The chairman shall have a vote as a member and in the event of an equality of votes he shall have and shall exercise a casting vote.

(6) At the request of any member the vote on any matter before the Committee shall be taken by ballot. [11

13. All the powers of the Association shall be vested in and be exercisable by the Committee except in so far as the same are by this Act or any written law or the rules made thereunder expressly required to be exercised by the Association in general meeting or authorised to be delegated by the Committee. [12

Powers
vested in
Committee.
37/73.

PART VI

ESTABLISHMENT OF SINGAPORE RUBBER FUND

14.—(1) There shall be established a fund to be called the Singapore Rubber Fund (referred to in this Act as the Fund) which shall be controlled and administered by the Committee, subject to the directions of the Minister.

Establish-
ment and
administra-
tion of
Fund.

(2) All moneys received by the Committee from any source whatsoever including the proceeds of any cess as is referred to in section 15 shall be paid into the Fund.

(3) The Fund shall be devoted to the following purposes:

- (a) the payment of the expenses of, or connected with the administration of the Committee; and
- (b) the payment of all expenses necessary for carrying out the purposes of this Act.

(4) This section shall not apply to any fund established and maintained by the Association to be used for the purpose of compensating persons who suffer pecuniary loss from any defalcation committed by any member of the Association in the course of or in connection with their business. [13

13/79.

15.—(1) The Minister, on the recommendation of the Association, may, for the purposes of this Act, make orders for the imposition, collection, valuation or cancellation of a cess on rubber exported from Singapore.

Collection of
cess.

(2) Every order made under subsection (1) shall be published in the *Gazette* and shall be presented to Parliament as soon as possible after publication. [14

16. All expenses incurred by the Association in the administration of this Act shall be borne by the Association.

Expenses of
Association.

[15

Annual
report.
13/79.

17. The Association shall, as soon as practicable after the close of each financial year, submit to the Minister an annual report on the activities of the Association during that year, and the Minister shall cause a copy of the annual report to be presented to Parliament. [15A]

Financial
provisions.
13/79.

18. The financial provisions set out in the Schedule shall have effect with respect to the Association. [15B]

PART VII

MISCELLANEOUS

Power to
make rules.

19. The Association may, with the approval of the Minister, make rules, not inconsistent with the provisions of this Act —

- (a) to prescribe the form of application for membership;
- (b) to regulate the election of members and to prescribe entrance fees and subscriptions;
- (c) to constitute and define the various categories or classes of members and to define the respective rights, privileges and obligations of members and of each such category and class;
- (d) to provide for the suspension, cancellation or termination of membership;
- (e) to provide for the maintenance of proper standards of conduct in the carrying on of the rubber trade and to deal with infringements of them;
- (f) to provide for the election, appointment, tenure of office, rotation, retirement, discipline, disqualification, conduct of proceedings and powers and duties of the members of the Committee;
- (g) to provide for the powers and duties of the chairman and the deputy chairman;
- (h) to provide for the calling and conduct of and procedure at meetings of the Association and voting of members whether by proxy or otherwise at meetings;
- (i) to provide for the appointment of a secretary and other officers of the Association;

- (j) to provide for the keeping, audit and presentation of accounts;
- (k) to authorise the Committee to make such by-laws and regulations as may be expedient; and
- (l) for any other purposes, whether of a similar nature to the foregoing or not, necessary or expedient in or about the management of the Association or for the carrying into effect of any of the objects of the Association. [16

20.—(1) Subject to subsection (2), the rules or any of them may from time to time be revoked, amended or added to by the Association. Alteration of rules.

(2) No revocation, alteration or addition of or to any rules shall be effective —

- (a) unless ratified by the Minister; and
- (b) until it has been published in the *Gazette*. [17

21.—(1) Every person upon becoming a member, or upon being deemed to become a member, shall be bound by this Act and by the rules, by-laws and regulations and the same shall be deemed to constitute a valid and binding contract entered into between himself, the Association and all other members jointly and severally, for the enforcement of which he, the Association or any other member may sue and be sued and due effect shall be given thereto in all courts. Members bound by rules, etc.

(2) Notwithstanding any written law to the contrary the Official Assignee or liquidator administering the assets of a member upon bankruptcy or winding up shall be entitled to all the rights and be bound by all the obligations of such member under this Act and the rules, by-laws and regulations. [18

22.—(1) This section shall apply to any contract or agreement which — Safeguarding of contract. 3/79.

- (a) purports to be a contract or agreement for the sale or purchase of rubber;
- (b) is in a form prescribed by the rules, by-laws or regulations; and

(c) is entered into by any person with or through the agency of a member.

(2) Notwithstanding anything to the contrary in any written law, no contract or agreement which falls within subsection (1) shall be illegal or invalid on the grounds that the parties to the contract or agreement or any of them did not at the time of entering into the contract or agreement hold or possess any licence or permit to sell, purchase or otherwise to deal in rubber, the holding or possessing of which is required under any written law. [19

Directions of
Minister.

23. The Minister may from time to time issue general directions not inconsistent with the provisions of this Act, and the Association shall comply with those directions. [20

Section 18.
13/79.

THE SCHEDULE

FINANCIAL PROVISIONS

Accounts to
be kept.

1. The Association shall keep proper accounts and records of its transactions and affairs and shall do all things necessary to ensure that all payments out of its moneys are correctly made and properly authorised and that adequate control is maintained over the assets of, or in the custody of, the Association and over the expenditure incurred by the Association.

Appointment
and
remuneration
of
auditor.

2.—(1) The accounts of the Association shall be audited by the Auditor-General or by an auditor appointed annually by the Minister in consultation with the Auditor-General (referred to in this Schedule as the auditor).

(2) The remuneration of the auditor shall be paid out of the funds of the Association.

Financial
statements.

3. The Association shall, as soon as practicable after the close of a financial year, prepare and submit the financial statements in respect of that year to the auditor who shall audit and report on them.

Duties of
auditor.

4.—(1) The auditor shall report —

(a) whether the financial statements show fairly the financial transactions and the state of affairs of the Association; and

(b) such other matters arising from the audit as he considers should be reported.

(2) The auditor shall state in his report whether —

(a) proper accounting and other records have been kept; and

THE SCHEDULE — *continued*

(b) the receipt, expenditure, and investment of moneys and the acquisition and disposal of assets by the Association during the year have been in accordance with the provisions of this Act.

(3) The auditor may at any other time report to the Minister through the Association upon any matter arising out of the performance of his audit.

5.—(1) The auditor or any person authorised by him is entitled at all reasonable times to full and free access to all accounting and other records relating directly or indirectly to the financial transactions of the Association. Powers of auditor.

(2) The auditor or a person authorised by him may make copies of, or extracts from, any such accounting and other records.

(3) The auditor or any person authorised by him may require any person to furnish him with such information which that person possesses or has access as the auditor or any duly authorised person considers necessary for the purposes of the functions of the auditor under this Schedule.

(4) Any officer of the Association who refuses or fails without any reasonable cause to allow the auditor access to any accounting and other records of the Association in his custody or power or to give any information possessed by him as and when required or who otherwise hinders, obstructs or delays the auditor in the performance of his duties or the exercise of his powers shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$500 and in the case where the offence continues after conviction to a fine not exceeding \$100 for every day or part thereof during which the offence continues.

6.—(1) As soon as the accounts of the Association and the financial statements have been audited in accordance with the provisions of this Schedule, a copy of the audited financial statements signed by the chairman of the Committee, together with a copy of any report made by the auditor, shall be submitted to the Minister. Presentation of financial statements and audit reports.

(2) Where the Auditor-General has not been appointed to be the auditor a copy of the audited financial statements and any report made by the auditor shall be forwarded to the Auditor-General at the same time as they are submitted to the Association.

(3) The Minister shall cause a copy of the audited financial statements and of the auditor's report to be presented to Parliament.