

ASSOCIATION OF ASIA PACIFIC PERFORMING ARTS CENTRES - Rules of Association -

1. PREAMBLE

Pursuant to the Memorandum of Understanding entered into on the 18th day of October 1996 at the Victorian Arts Centre, Melbourne, the following Rules are hereby promulgated and shall form a part of the said Memorandum of Understanding.

The Memorandum of Understanding as the foundation of AAPPAC shall not be subject to change. However, the members of AAPPAC have the power to amend the Rules of the Association, in accordance with the provisions in these rules.

2. DEFINITIONS

Unless otherwise specifically indicated to the contrary, the following descriptions shall have the meanings ascribed to them for the purpose of these rules.

“AAPPAC” – shall mean, the Association of Asia Pacific Performing Arts Centres.

“ASIA PACIFIC REGION” – shall include but not be limited to the continents of Asia and Australasia being encompassed by the Indian and Pacific Oceans henceforth referred to as “the Region”.

“PERFORMING ARTS CENTRE” – an organisation or corporation, which has as its main business the operation of performing arts facilities including the production of shows therein.

“EXECUTIVE COUNCIL” – shall be as described under rule 5.

“SECRETARIAT” – shall be as described under rule 7.

“ELECTRONIC MEANS” – shall mean electronic communication, video-conferencing, tele-conferencing or other electronic means.

3. MEMBERS

3.1 The members of AAPPAC (“members”) shall be those performing arts organisations that have been admitted as Members, Associate Members and Peak-Associate Members of AAPPAC.

3.2 Member – shall be any performing arts centre or body representing a performing arts centre in the Region that has paid the membership fee and other dues.

3.3 Associate Member – any performing arts centre or body representing a performing arts centre that does not wish to become a Member may apply to be an Associate Member of AAPPAC. This is also open to festivals, agencies and other arts organisations and is not limited to the Region. Associate Members

shall not be entitled to representation on the Executive Council or to vote at the Annual General Meeting.

- 3.4 Peak-Associate Member – any like-minded peak bodies or associations within or outside the Region. This membership tier will not be publicised and membership is by invitation only. Peak-Associate Members shall not be entitled to representation on the Executive Council or to vote at the Annual General Meeting.

4. ENTITY

- 4.1 The Association is registered as a non-profit society on the 29th day of March 2016 in Singapore. AAPPAC is to abide by its Rules of Association and the obligations under the Societies Act. Key obligations include the following:
- 4.1.1 Maintain proper accounts and records of the transactions and affairs of AAPPAC for a period of at least five years;
 - 4.1.2 Submit an Annual Return and its audited statement of accounts to the Registrar of Society, Singapore (ROS) annually;
 - 4.1.3 Submit to the ROS an audited statement of accounts of any fund-raising appeal 60 days after its completion;
 - 4.1.4 Apply to change its name, place of business and rules;
 - 4.1.5 Apply to use any flag, symbol, emblem, badge or other insignia;
 - 4.1.6 Submit an audited statement of accounts (income and expenditure and balance-sheet) within 60 days of the conclusion of any fund-raising appeal;
 - 4.1.7 Submit declaration of immovable property and name of each trustee; and
 - 4.1.8 Submit a certificate upon its voluntary dissolution.
- 4.2 Its place of business shall be at “1 Esplanade Drive, Esplanade – Theatres on the Bay, Singapore 038981” or such other address as may be subsequently decided upon by the Executive Council and approved by ROS. The AAPPAC shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

5. EXECUTIVE COUNCIL

- 5.1 The Executive Council (EXCO) act under a brief provided by; and is accountable to Members through the Annual General Meeting. The general conduct of the business of the AAPPAC shall be undertaken by the EXCO supported by the Secretariat.

- 5.2 The EXCO shall consist of a maximum of nine Members but no less than seven Members, including the Chair and the Deputy Chair. This excludes the Secretary-General, who shall be an ex officio (non-voting) member of the EXCO.
- 5.2.1 Members of the EXCO are appointed for a term of three years and covering three annual conferences.
- 5.2.2 The Chair and Deputy Chair of AAPPAC shall be members of the EXCO.
- 5.2.3 The Chair and Deputy Chair of AAPPAC shall be elected by the Members and shall serve for a term of three years and covering three annual conferences.
- 5.2.4 EXCO members are expected to participate in all the processes of AAPPAC and to attend all EXCO Meetings. EXCO members may participate, attend, and vote at such a meeting in person, by proxy or by electronic means. EXCO members that are unable to attend the EXCO Meeting can nominate a proxy to attend and vote on their behalf at the meeting. Secretariat must be informed of the nominated proxy in writing, prior to the EXCO meeting.
- 5.2.5 EXCO positions can only be filled by individuals who are employed as the head of a Member-centre. This is defined as an appointed representative of the Member-centre, authorised to represent the centre in all AAPPAC related matters. This individual is generally expected to be the Chief Executive Officer (CEO) or an equivalent senior management member of the centre. Individuals so nominated are to be elected in their own right.
- 5.2.6 In the event of that individual ceasing to be employed by the Member centre, then the Member's position on the EXCO will be declared as vacant.
- 5.2.7 In the event of the position of Chair falling vacant under the terms of rule 5.2.6, there will be an automatic succession of Deputy Chair to Chair for the remaining period of the term.
- 5.2.8 In the event of the position of Deputy Chair falling vacant under the terms of rules 5.2.6 and 5.2.7, the EXCO shall elect from the ordinary Members of the EXCO, a Member to become the Deputy Chair for the remaining period of the term.
- 5.2.9 In the event of more than two (2) positions of the ordinary EXCO member falling vacant under the terms of rules 5.2.6 and 5.2.8, if the remaining term is more than eighteen (18) months, the positions may be filled by election amongst the Membership for the remainder of the term and ratified at the next AGM. If the remaining term is less than twelve (12) months, the position will be left vacant until the next scheduled election.

- 5.3 The EXCO shall meet as required but at least once each financial year to review the direction of AAPPAC and discuss relevant issues, including:
- 5.3.1 Review and monitor major trends within the industry;
 - 5.3.2 Develop and prepare AAPPAC responses to and contributions towards performing arts issues in the region;
 - 5.3.3 Review progress against key strategies and outcomes for AAPPAC and prepare relevant reports for approval by Members;
 - 5.3.4 Ensure that all governance obligations of the Association are met including financial; conference and membership issues;
 - 5.3.5 Any other business relating to the Association; and
 - 5.3.6 Ensure that all Members are fully apprised of the above matters.
- 5.4 In the event if any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the EXCO shall have power to use its discretion. The decision of the EXCO shall be final unless it is reversed at an Annual General Meeting of Members.
- 5.5 An EXCO Meeting, outside of the Annual Conference, shall also be convened at least six (6) months before the conference and in the same city hosting the upcoming conference. This is to enable Member-host to consult and present their proposed conference programme to EXCO members.
- 5.6 The quorum for a meeting of the EXCO shall be more than half of the total members of the EXCO.

6. ELECTION PROCEDURE

Nomination and Election Timelines

- 6.1 The Secretariat shall call for nominations at least six (6) months before the end of the current EXCO's tenure. The call for nominations will be for a period of one (1) month.
- 6.2 Secretariat shall compile the list of nominees and ensure that there are candidates for all positions. In the event that there are no nominations for a position by the stipulated deadline, the election timeline maybe adjusted accordingly, and Secretary-General will notify the current EXCO and seek their assistance to approach suitable Head(s) of Member-centre(s) to consider standing for election.
- 6.3 Secretariat shall solicit written statements in addition to CVs, biographies, photos and references from the candidates. The final list of candidates and their write-ups will be sent to the Membership at least three (3) months before the end of the current EXCO's tenure and one (1) month before the voting takes place.

- 6.4 The results of the voting shall be announced to all the Members, no later than four (4) weeks from the casting of votes for the EXCO. The results of the elections will also be shared and properly recorded in the minutes of the following Annual General Meeting of the Members.

- 6 MTHS	-5 MTHS	-4 MTHS	-3 MTHS	-2 MTHS	-1 MTH	End of Current EXCO's Tenure
Call for Nominations	Nomination Period (1 mth)	Secretariat compiles List of Nominees & Supporting Info	Members receive and considers Nominees (1 mth)	1. Vote For EXCO (2 wks) 2. Vote For Chair & Dy Chair (2 wks)	Announcement of new EXCO	

Eligibility

- 6.5 Only Full Members are eligible to nominate candidates for election and to vote. Full Members can only vote at the election if there are no membership fees outstanding.
- 6.6 A candidate can only run for election if he has been a paid Full Member of AAPPAC for at least twelve (12) months.
- 6.7 Only the Head of a Member-centre can stand for election. This is defined as an appointed representative of the Member-centre, authorised to represent the centre in all AAPPAC related matters. This individual is generally expected to be the Chief Executive Officer (CEO) or an equivalent senior management member of the centre. Individuals are to be elected in their own right.

Standing for Election

- 6.8 Any candidate who is interested or has consented to stand for election must be nominated by a Member-centre in good standing. The nominator and candidate cannot be from the same Member-centre.
- 6.9 The duly completed forms are to be submitted to the Secretariat by the closing date for nominations. The form must be signed by the nominated candidate to indicate consent.
- 6.10 Incomplete forms shall not be processed for the election and will thus be considered null and void.
- 6.11 No self-nomination is permitted.
- 6.12 All candidates must understand the roles and responsibilities of the EXCO as stipulated in the Rules of Association. All candidates must be prepared to make every effort to participate in all the processes of AAPPAC and to attend all EXCO meetings during their tenure.

Voting

- 6.13 The Secretariat shall manage and remain impartial throughout the election process.

- 6.14 Voting is compulsory for all Full Members. Voting by casting of votes will be done by any electronic or digital means and must be done by Heads of Member-centres, including those standing for election.
- 6.15 The Members shall consider for election each candidate who fulfils the criteria spelt out in rules 6.5, 6.6 and 6.7 in a two-stepped ballot process:
- First, votes will be casted for nine (9) positions in the EXCO.
 - Thereafter, votes will be casted for positions of Chairman and Deputy Chairman from amongst the nine elected EXCO members.
- 6.16 In the event that a position has only one candidate, there shall be a walk over.
- 6.17 Counting of votes shall be done by the Secretary-General and witnessed by the AAPPAC appointed auditors or appointed witnesses.
- 6.18 The Secretary-General shall declare the candidate who receives the most votes elected to the respective EXCO position. The number of votes casted for the candidates will not be revealed to the Membership.
- 6.19 In the event of a tie for any of the positions, another ballot shall be held for the tied positions only.

7. SECRETARIAT

- 7.1 The Secretariat shall be located at the performing arts centre of a Member for a term of three (3) years provided that the EXCO may decide on the location of the Secretariat or the establishment of a permanent Secretariat if so warranted by circumstances, subject to ratification at the Annual General Meeting.
- 7.2 The Secretariat shall be headed by the Secretary-General. It shall be responsible for the coordination and administration of AAPPAC and supporting the role of the Chair, EXCO and the Members at the Annual General Meeting.
- 7.3 The tasks of the Secretariat includes, but are not limited to:
- Planning and organising the Annual Conferences, Annual General Meetings and EXCO meetings with centre-hosts;
 - Membership recruitment;
 - Financial – collection of annual fees and general accounting;
 - Website updates and maintenance;
 - Production of quarterly E-newsletter;
 - Facilitate engagements of Members, for example through regular communication and dissemination of information i.e. Bi-monthly dissemination to AAPPAC Programmers Group for artists seeking presentations; and
 - Other tasks assigned to it by the EXCO and Membership as a whole.

- 7.4 The Secretariat Host is to be evaluated by the EXCO and approved by the Membership at the Annual General Meeting. Centre-host should be prepared to provide office space to the AAPPAC Secretariat for at least five years.
- 7.5 The bidders for the AAPPAC Secretariat Host are required to demonstrate their capacity and capability to undertake this responsibility. Criteria for the selection of the Secretariat Host is to include but not limited to, the following:
- Access to staff that is knowledgeable about regional cultural issues and their importance;
 - Ability to provide office space, overhead, infrastructure such as facilities, utilities, telecommunications, computers and meeting space for Secretariat staff;
 - Access to good telecommunications infrastructure, including high-speed Internet connections;
 - Capable IT support staff;
 - Bilingual / Multilingual staff (English being one of the proficient languages);
 - Strong organisational capability of staff;
 - The Host must be an established arts venue with a good track record and sound corporate reputation. It should also be financially and organisationally stable to ensure the continuity of the Secretariat;
 - Experience in hosting other international programmes; and
 - As a minimum, Host should have been a member of AAPPAC for three (3) years, have been participating in three Annual General Meetings, to better understand the workings of the Association.

8. ANNUAL CONFERENCE

- 8.1 An Annual Conference of AAPPAC will be held once a year.
- 8.2 The Member who is responsible for hosting the Annual Conference shall through the Secretariat advise all Members of the specific location, time and arrangements no less than three (3) months prior to the date of the Annual Conference.
- 8.3 An Extraordinary Meeting may be convened by the EXCO at its discretion. Alternatively, an Extraordinary Meeting must be called by the EXCO upon written request to the Chair from no less than 50% of Members.
- 8.4 An Extraordinary Meeting shall be convened by the EXCO to be held at a place and time to be decided by the EXCO within sixty (60) days of the EXCO's decision to convene the meeting or the date of receipt by the Chair of the request of the Members. One (1) month's prior written notice thereof shall be provided to all Members specifying the agenda for such meeting and any resolutions proposed. A notice may be given to all Members either in person, or by electronic communications or by sending it via post to registered addresses.

- 8.5 Annual Conferences, Annual General Meetings and Extraordinary Meetings shall be chaired by the Chair duly appointed for the present term. In the event that the Chair is unable to attend a meeting, the meeting shall be chaired by the Deputy Chair or, in the absence of the Deputy Chair, a person appointed by the EXCO and endorsed by the Members.
- 8.6 For all Annual Conferences, Annual General Meetings, Extraordinary Meetings and other meetings under AAPPAC, Host-centres are allowed to implement registration fees to participating members to cover the costs of hosting. They are however, to:
- 8.6.1 Submit a budget and proposed registration fees to the Secretariat to also forward it to the EXCO for approval, no less than three (3) months prior to the date of the meeting.
- 8.6.2 The combined costs of hosting and subsidies given (if any) should not exceed the actual total costs by more than 10%.

9. FINANCES

- 9.1 The activities of AAPPAC shall be financed by membership subscriptions, entrance and other fees, levies, investment income and such other sources as the Annual General Meeting or the Extraordinary Meeting may from time to time approve.
- 9.2 The Secretary-General shall submit at the appropriate time for approval of the EXCO, a budget for the following financial year and the EXCO shall table the budget to the next Annual General Meeting for approval.
- 9.3 The Secretary-General shall be responsible for the proper accounting of all income and expenditure and shall submit to the EXCO, an audited statement of account at the conclusion of each financial year. The EXCO shall table the audited statement of accounts to the Annual General Meeting for approval.
- 9.4 The financial year of AAPPAC shall be from 1 January to 31 December.
- 9.5 The Secretary-General shall prepare financial guidelines with regard to expenditures, collection of membership subscription and preparation of accounts for the Association for approval by the Annual General Meeting, including procedures for approval of expenditure.
- 9.6 The income and property of AAPPAC whensoever derived shall be applied towards the promotion of the objects of the AAPPAC as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of AAPPAC or to any of them or to any person claiming through any of them.

10. ADMISSION AND TERMINATION OF MEMBERSHIP

Admission

- 10.1 The procedure for admission of new Members, Associate Members and Peak-Associate Members shall be as follows:
 - 10.1.1 Membership is not of countries or cities and there may be more than one member from a country and/or city;
 - 10.1.2 Upon receipt of a Full Membership application, the Secretary-General will provide members of the EXCO with the application for their consideration and approval; and
 - 10.1.3 Upon receipt of Associate or Peak-Associate Membership applications, only approvals from the Chair and Deputy Chair are required.

Termination

- 10.2 A member may resign from AAPPAC upon at least six (6) months written notice to the EXCO, without prejudice to its continuing commitments to AAPPAC and other members during the period of notice.
- 10.3 Memberships of whichever category shall be terminated when a Member:
 - 10.3.1 Has failed to make payment of any fees and levies currently in force within ninety (90) days from the date of formal notification by the Secretary-General;
 - 10.3.2 No longer meets the requirements for Membership; and
 - 10.3.3 Has been found to have acted in a manner which is prejudicial to the best interest of AAPPAC provided that such member shall have the right to make an exculpatory statement to the EXCO within such period of time which the EXCO may determine.
- 10.4 The EXCO shall inform the AGM next occurring of any termination of membership under rule 10.3 and shall submit its recommendation for ratification at the Annual General Meeting.
- 10.5 There shall be no refund of any fees paid or reduction of fees payable in the event of resignation or dismissal of a Member.
- 10.6 A Member who withdraws from, or whose membership of AAPPAC is terminated, may reapply for membership of AAPPAC subject to the payment of any outstanding dues or debts.

11. VOTING

- 11.1 All decisions taken at all meetings shall be by simple majority except on issues of changing Rules and termination of members where two-thirds (2/3) vote given in person, or by proxy or representative, or by electronic means is mandatory. In the event of a tie vote, the Member chairing the meeting shall have a casting vote.
- 11.2 No Member which has failed to pay membership fees and other dues shall be entitled to a vote at EXCO Meetings and Annual General Meetings for so long as such non-payment continues.
- 11.3 For the purpose of all Annual General Meetings, each Member shall be entitled to nominate one voting representative.

12. MEMBERSHIP DUES

- 12.1 The admission fee and annual membership fee and other dues shall be determined by the Annual General Meeting or Extraordinary Meeting and shall apply for the forthcoming accounting year.
- 12.2 Admission and membership fees shall be paid by new members forthwith upon admission. Applications made between January and November will be billed the full membership dues of the corresponding year. Applications made in December will be billed for the following year's membership dues. Membership fees for existing members become due and payable on 1 January each year. See [Appendix 1](#) for the current fees.

13. DISPUTES

In the event of any dispute concerning any Member of AAPPAC, the EXCO can consider such disputes and present its recommendations to the Annual General Meeting. Should the Members fail to resolve the matter, they may bring the matter to a court of law for settlement.

14. AMENDMENT OF RULES

- 14.1 Any Member may propose an amendment, variation, insertion or deletion to the Rules of the Association by providing written notice to the Secretariat at least thirty (30) days prior to an Annual General Meeting.
- 14.2 The Secretariat shall submit the proposal to the EXCO for approval.
- 14.3 At the Annual General Meeting referred to in rule 14.1, the amendment, variation, insertion or deletion shall be voted upon and upon a two-thirds (2/3) majority being reached, the resolution supporting the amendment, variation, insertion or deletion shall be passed and the Rules amended accordingly. Every Member shall have one (1) vote and may be given in person, or by proxy, or by electronic means.

15. RULE OF LAW

All Members of AAPPAC shall accept and respect any difference in the laws governing Member countries and shall not undertake any step which could be misinterpreted as interfering in a Member's domestic purview.

16. PROHIBITIONS

- 16.1 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 AAPPAC's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 16.2 The funds of AAPPAC shall not be used to pay the fines of Members who have been convicted in court of law.
- 16.3 AAPPAC 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.
- 16.4 AAPPAC shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 16.5 AAPPAC shall not hold any lottery, whether confined to its Members or not, in the name of AAPPAC or its office-bearers, EXCO or Members unless with the prior approval of the relevant authorities.
- 16.6 AAPPAC 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, where necessary.

17. DISSOLUTION

- 17.1 AAPPAC shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the total voting membership of AAPPAC expressed, either in person or by proxy or by electronic means, at a General Meeting convened for the purpose.
- 17.2 In the event of AAPPAC being dissolved as provided in rule 17.1, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be disposed of in such manner as the Annual General Meeting of Members may determine.
- 17.3 As articulated in rule 4.1.8, a Certificate of Dissolution shall be given within seven days of the dissolution to the Registry Of Societies.

APPENDIX 1

ADMISSION AND MEMBERSHIP FEES

The following fees are effective as of 1 January 2026.

Full Members

<u>Membership Tiers</u>	<u>Membership Fees</u>
Tier 1 (Annual Operating Income below US\$8 mil)	US\$550
Tier 2 (Annual Operating Income between US\$8 mil to < than US\$15 mil)	US\$1,210
Tier 3 (Annual Operating Income US\$15 mil and above)	US\$1,980

Associate and Peak-Associate Members

<u>Membership</u>	<u>Membership Fee</u>
Associate and Peak-Associate Members	US\$400
