



ASIAN LUBRICANTS INDUSTRY ASSOCIATION

BY-LAWS

1. Name

The Asian Lubricants Industry Association, which is registered in Singapore as 201732536M and is at <http://www.asianlubricants.org>, shall also be referred to as the ALIA.

2. Registered Office and Officers

The registered office of ALIA shall be at 150 Beach Road, #35-00 Gateway West Singapore 189720 or at such other place in Singapore as may be decided from time to time.

The Officers of the ALIA shall be the directors who shall be registered with ACRA.

3. Mission

The mission of ALIA shall be to offer practical support and advice to its Members, to be the effective and authoritative voice of the Asian lubricants industry and to further lubricants business interests in the Asia Pacific region.

4. Objectives

- a) To promote the interests of the members of the ALIA, and lubricant manufacturers within East Asia, South Asia, Southeast Asia and Oceania including independent lubricant manufacturers, national oil companies & major oil companies, lubricant additive manufacturers, marketers and distributors, base oil manufacturers, marketers, distributors, trader, agents, other suppliers, and industry-related companies.
- b) To deal by lawful means common problems or key obstacles facing the Asian lubricant industry to effectively advance the collective interests of the members of the ALIA.
- c) To foster lawful cooperation in areas affecting the business, profession or interests of the members of the ALIA.
- d) To act as an advocate and representative of the members of the ALIA and the Asian lubricant industry before government bodies.
- e) To encourage, in the broadest and most liberal manner, the advancement in the development of high-quality lubricants by removing barriers to innovation whether regulatory, knowledge-based or practical concerns.
- f) To provide education, foster professional conduct, gather and disseminate information and knowledge, and conduct activities for the advancement of the Asian lubricant industry, profession, and membership.
- g) To generate awareness among user industries and promote a favorable public perception of the Asian lubricant sector.

5. Interpretation

In these By-Laws the following words shall have the following meanings:

“Auditors” means the Auditors appointed in accordance with statutory guidelines;

“Lubricants” shall be construed as any type of automotive or industrial lubricants or greases or specialty fluids;

“ALIA” shall mean the Asian Lubricants Industry Association as constituted by these By-Laws;

“Council” shall mean the Management Council of the ALIA;

“Chairman” shall mean the person who chairs any Council Meeting or General Meeting.

“Council Meeting” shall mean a duly convened meeting of the Council;

“Council Member” shall mean a member of the Council duly elected or co-opted to that office in accordance with these By-Laws;

“Directors” shall mean the appointed directors with fiduciary responsibility for the ALIA, and as registered with the Accounting and Regulatory Authority (ACRA) in Singapore;

“General Meeting” shall mean an Annual General Meeting or an Extraordinary General Meeting;

“Member” shall mean an Ordinary Member, an Associate Member, or an Honorary Member;

“Membership” shall mean the membership by any Member of the ALIA;

“Nominee” shall mean a person nominated to represent any Voting Member in accordance with Rule 9;

“Rules” shall mean any of the rules contained in these By-Laws;

“Secretariat” shall mean the secretariat of the ALIA at any time; and

“Voting Member” shall mean any Ordinary Member.

6. Categories of Membership

a) The ALIA shall have the following categories of Membership, namely:

- (i.) Ordinary Members;
- (ii.) Associate Members;
- (iii.) Affiliate Members;
- (iv.) Honorary Members.

7. Eligibility for Membership

7.1 Ordinary Members

The following shall be eligible for Membership as an Ordinary Member of the ALIA, namely:

- (a) Any Lubricants manufacturing or blending company, partnership, sole proprietorship or other body of persons, whether incorporated or not, transacting business in the Asia Pacific region;
- (b) Any Lubricants manufacturing or blending company, partnership, sole proprietorship or other body of persons, whether incorporated or not, with an interest in the promotion of the Lubricants business in the Asia Pacific region.

7.2 Associate Members

The following shall be eligible for Membership as an Associate Member of ALIA, namely:

- (a) Any company who supplies base oils, lubricant additives, packaging material and equipment, testing, equipment, consultancy, etc.
- (b) Any company, partnership, sole proprietor or other body of persons, whether incorporated or not, transacting business in the Asia Pacific region which has a lubricants-based subsidiary, a substantial lubricants shareholding, employs lubricants management or conducts business with lubricants companies; and
- (c) Any company, partnership, sole proprietorship or other body of persons, whether incorporated or not, with an interest in the promotion of the Lubricants business in the Asia Pacific region; and
- (d) Any company, partnership, sole proprietorship or other body of persons, whether incorporated or not and whether resident in Asia or not and which is not otherwise eligible for Membership, whose Membership would be consistent with the charter of the ALIA.

7.3 Affiliate Members

Any registered international or national lubricants business association or similar organisation.

7.4 Honorary Members

The Directors of the ALIA shall be Honorary Members.

8. Privileges of Membership

8.1 Ordinary Members

Each Ordinary Member shall be entitled to:

- (a) Attend and speak at General Meetings and be nominated for election to the Council;
- (b) Vote at General Meetings and for members nominated to serve on the Council; and
- (c) Attend all functions of ALIA and receive its documents and literature.

8.2 Associate Members

Each Associate Member shall be entitled to:

- (a) Attend and speak at General Meetings but shall not be entitled to vote at General Meetings nor be nominated to serve on the Council;
- (b) Attend all functions of ALIA and receive its documents and literature.

8.3 Affiliate Members

- (a) Affiliate members are independent of ALIA. An affiliate member may, by approval of the Council, be associated with ALIA and collaborate with its activities.
- (b) Any affiliate member in a formal relationship with ALIA shall not conduct activities that cause detriment to ALIA and its members. In most cases the formal arrangement will be documented in the form of a Memorandum of Understanding or similar.
- (c) An affiliate member may be represented with observer status at the ALIA Council and General Meetings, subject to agreement by the Council. It is the role and responsibility of an Affiliate Member in a formal relationship with ALIA to uphold the objectives of ALIA and support ALIA activities within its region.
- (d) An affiliate member shall maintain effective communication with ALIA and ensure there are no activities detrimental to ALIA.
- (e) An approved Affiliate Member shall not be required to pay a subscription fee.

8.4 Honorary Members

- (a) Each Honorary Member shall be entitled to attend Council Meetings;
- (b) Be entitled to attend General Meetings but shall not be entitled to be nominated for election to the Council nor to vote at the General Meetings to which such Honorary Member is invited.

8.5 Transferability and Convertibility

Membership shall not be transferable or convertible except as follows:

- (a) In the case of an Ordinary Member and provided the prior approval of the Council is obtained, by transfer to another ALIA within the same group of companies as such Ordinary Member;
- (b) In the case of an Associate Member, by conversion into an Ordinary Membership provided the conditions for eligibility of such Ordinary Membership are met and on payment of any additional fee arising as a consequence.

8.6 Responsibilities of Member

Every Member shall be bound to further to the best of his/her ability the objects, interests and influence of ALIA, and shall observe all by-laws of ALIA made pursuant to the powers hereinafter contained.

It is the responsibility of all Members:

- (a) To safeguard the interests of ALIA and to observe the provisions of the Constitution of ALIA as well as to adhere to all resolutions passed at General Meetings;
- (b) To assist in the achievement of the objectives of ALIA;
- (c) To pay promptly all monies due to ALIA; and
- (d) To abide by all decisions of the Council.

9. Nominee Representation of Membership

Each Ordinary Member which is not a sole proprietorship shall be represented by a Nominee who shall be a director, senior manager, partner or person of similar status appointed by such Ordinary Member for that purpose. Notice of that appointment shall be promptly given in writing to the Secretariat by the Ordinary Member appointing the Nominee. Any Member may change its Nominee at any time by giving not less than seven days prior written notice to the Secretariat. A Nominee's appointment shall cease

on resignation or death of the Nominee or on the termination of the Membership of the Member appointing such Nominee.

10. Application for Membership

Applications for Membership shall be submitted through the Secretariat and authorized by the directors, prior to the Council for its approval in accordance with its normal procedures.

The Council may, in its absolute discretion and without being required to assign any reason reject any application for admission to membership to the Association.

11. Admission to Membership

Admission to Membership shall occur once the relevant application has been approved by the Council and written notification of that approval has been given to the relevant Member by the Secretariat.

12. Entrance & Annual Subscription Fees

Entrance fees and annual subscriptions payable by Ordinary Members shall be recommended by Council and authorized by the Directors. They may from time to time waive the fees for such period as it may deem fit.

12.1 Affiliate Members

There shall be no annual subscription payable by any Affiliate Member.

12.2 Honorary Members

There shall be no annual subscription payable by any Honorary Member.

13. Resignation

Members may resign from the Association by giving one month's notice in writing to the Secretary. A resigning member shall not be entitled to a refund of entrance fees or subscriptions or any part thereof.

14. Cessation of Membership

A member admitted to membership shall cease to be a member if:

- (a) the member has a liquidator, provisional liquidator, receiver, receiver and manager or official manager appointed to it;
- (b) the member resolves to wind-up or is subject to an order to wind-up;
- (c) the member resigns;
- (d) the member is found by the Council to have failed to comply with the rules, regulations and by-laws of the Association; and
- (e) the member is in arrears of membership subscriptions for more than six (6) months.

15. Council

15.1 Election

The Council shall be elected bi-annually.

15.2 Composition of Council

The Council shall consist of up to nine elected Council Members, together with up to five Council Members co-opted in accordance with Rule 15.7.

15.3 Nominations for Election

- (a) Nominations for persons to be elected to the incoming Council signed on behalf of at least two Ordinary Members shall be delivered to the Honorary Secretary in writing not less than forty-five days before the date of the Annual General Meeting from which that incoming Council is to hold office.
- (b) If the persons nominated for election to the incoming Council are no more than seven in number then the persons so nominated shall be automatically deemed to be the elected Council Members of the incoming Council.

15.4 Contested Election Procedure

If the persons nominated for election to the incoming Council exceed [seven] in number then the incoming Council Members shall be elected by the Voting Members by a simple majority of votes cast by ballot. For that purpose, the Secretary shall issue to all Ordinary Members, not less than thirty days before the date of the Annual General Meeting, an appropriate form of ballot paper bearing the name of the persons nominated for election as Council Members. The completed ballot papers shall be returned to the Secretary not less than twenty-one days before the date fixed for the Annual General Meeting.

15.5 Confidentiality of Ballot

- (a) All voting in accordance with Rule 14.4 shall be by secret ballot with the Secretary taking such steps and instituting such procedures as are reasonably necessary to ensure its confidentiality.
- (b) No information regarding the manner in which any Ordinary Member has voted shall be divulged except to the Secretary, who shall be responsible for counting the votes and notifying the existing Council and the Members of the names of those persons voted in as elected Council Members of the incoming Council, and on request made to the Chairman by any five Ordinary Members and within fourteen days of the ballot, the Auditors, who may at the request of the Chairman inspect and audit the ballot papers and report on the conduct and result of the ballot to the Chairman.

15.6 Tied Vote in Ballot

If two or more persons receive an equal number of votes in the ballot to become an elected member of the incoming Council then the Chairman shall exercise a second or casting vote unless the Chairman has a conflict of interest in which event such second

or casting vote shall be cast by the first existing elected Council Member who has no such conflict of interest, commencing with a Vice Chairman.

15.7 Election of Chairman and Vice-Chairman

- (a) The existing Chairman shall chair a meeting of the members of the incoming elected Council at which an election shall take place by secret ballot among the incoming elected Council Members to decide the incoming Chairman and up to three Vice-Chairmen for the following year, to take up office from the next Annual General Meeting.
- (b) The incoming Chairman shall be elected first followed by the incoming Vice-Chairmen. Members of the incoming elected Council standing for Chairman or Vice Chairman may vote in their own favour. In case of a tied vote for the office of Chairman, the existing Chairman may exercise a second or casting vote unless the existing Chairman has a conflict of interest in which event such second or casting vote shall be cast by the first existing elected Council Member who has no such conflict of interest, commencing with a Vice Chairman. In case of a tied vote for the office of Vice Chairman, the incoming Chairman shall exercise a second or casting vote. Any member of the incoming Council who is unable to attend the meeting called to elect the incoming Chairman and Vice Chairman may instruct in writing another incoming member or the existing Chairman to vote as a proxy on such person's behalf.

15.8 Notification of Incoming Council

A list identifying the incoming Chairman, Vice Chairmen and other incoming elected Council Members shall be circulated to Members by the Secretary not less than fifteen days prior to the Annual General Meeting.

15.9 Term of Office

The Council shall hold office for two (2) years from the close of the Annual General Meeting following its election until the close of the Annual General Meeting two years hence and Council Members shall be eligible for re-election save as set out in Rule 15.10.

15.10 Mandatory Cessation of Office

A Council Member shall:

- (a) Cease to hold office if the Member whom such person represents ceases to be a Member; and
- (b) Not serve on the Council for more than six consecutive years except in the case of being elected Chairman or Vice-Chairman when that term shall be extended

to eight consecutive years unless in any such case an extension is approved by a General Meeting.

15.11 Procedure for replacing Chairman and Vice-Chairman during a Year of Office

- (a) If the Chairman ceases to hold office the Council shall elect a Vice- Chairman as Chairman.
- (b) If a Vice-Chairman ceases to hold office the Council shall elect in such Vice Chairman's place one of the other Council Members as Vice- Chairman.

15.12 Procedure for replacing Council Members during a Year of Office

If a Council Member ceases to hold office the Council shall have power to co- opt any person eligible to stand for election to the Council under these Rules to fill the vacancy. The Council Member so co-opted shall hold office until the next Annual General Meeting.

16. Authority and other Council Matters

16.1 Resolutions of the Council

All resolutions of the Council shall be decided by a simple majority of votes cast by those Council Members present at a duly convened and quorate Council Meeting.

16.2 Authority of Council to Manage Business

The representation of the ALIA shall be vested in the Council which shall exercise all such powers and perform all such acts and things as may be exercised or performed by ALIA unless such acts and things are required under these By- Laws to be exercised or performed by the Members at a General Meeting. The day-to-day administration shall be performed by a Secretariat which shall be appointed by the Directors and guided by the Council.

16.3 Banking of Monies

All monies belonging to ALIA not required for current expenses shall be kept with such banks or financial institutions as the Council may recommend. All payments shall be authorised by the Council Chairman or Treasurer jointly with one Director.

16.4 Borrowing of Monies

The Directors shall have the authority to establish facilities with such banks or financial institutions as the Council shall from time to time recommend for the purposes of borrowing by way of overdraft, term loan or otherwise such monies as the Council may consider necessary in order to permit the proper funding of the



business of ALIA provided always that the total amount borrowed at any time shall not exceed US\$20,000.

16.5 Investments

With the concurrence of the majority of Council Members, the Directors shall have the authority to invest the monies of ALIA and to deal with the property of ALIA in such manner as shall be determined in its discretion.

16.6 Internal Regulations

The Council shall have power to issue internal regulations from time to time for the management of ALIA provided such regulations are consistent with these By-Laws.

16.7 Co-opted Council Members and Invitees to Council Meetings

- (a) The Council shall have power to co-opt up to five (5) Council Members from the Membership and to invite to the Council Meetings at any time any such persons as the Council may determine to be appropriate.
- (b) The Directors of ALIA, as Honorary Members, shall be entitled to attend all meetings of the Council.

16.8 Appointment of Honorary Secretary

The Council shall appoint one (1) Honorary Secretary who shall be responsible for administrative matters, and routine activities, and discharging financial duties in the absence of the appointment of an Honorary Treasurer.

16.9 Appointment of Honorary Treasurer

The Council shall have the power to appoint one (1) Honorary Treasurer, responsible for financial matters in relation to the receipt of monies due to ALIA and otherwise as the Council may decide. Any Honorary Treasurer appointed under this Rule shall not serve in that office for more than two (2) consecutive years.

16.10 Appointment of Secretariat

The Council shall recommend and the Directors shall have the authority to appoint a Secretariat for the purpose of the administration of ALIA on such terms and conditions as the Directors may determine.

16.11 Determination of Other Matters

The Council shall have power to determine any issue concerning ALIA not expressly provided for herein provided such determination is consistent with these By-Laws.

16.12 Notice and Frequency of, and attendance at, Council Meetings

- (a) A notice in writing stating the time, place and agenda of a Council Meeting shall be circulated by the Secretary to the Council Members not less than ten (10) days before that Council Meeting is to be held.
- (b) Council Meetings shall be held with such frequency as the Council shall determine but in any event the Council shall meet at least twice each year.
- (c) Attendance at Council Meetings may be either in person or, where facilities are available, by video conferencing, telephone conferencing, or by other electronic means, as agreed by the Chairman.

16.13 Quorum and Voting at Council Meeting

At any meeting of the Council not less than [five] elected Council Members shall form a quorum. Council members should make every effort to attend meetings of the Council in person or alternatively, and at the sole discretion and with the approval of the Chairman, by electronic conferencing.

16.14 Sub-Committees

- (a) The Council shall have the power to establish from among the Council Members or the Members such Sub-Committees as it considers appropriate with such mandate as the Council may determine.
- (b) All Sub-Committees so appointed shall report their proceedings to the Council and shall conduct their business in accordance with the Council's directions.

16.15 Chairman of the Council

The Chairman shall be the Chairman of the Council or, in the absence of the Chairman, a Vice-Chairman or, in the absence of a Vice Chairman, one of the Nominees present chosen in each case by a majority of the Council Members present.

17. Notice of General Meetings

Notice in writing stating the time, the place and the agenda of each General Meeting shall be circulated by the Secretary to the Members not less than fourteen days before that General Meeting is to be held.

18. Holding of Annual General Meetings

An Annual General Meeting of ALIA shall be held not later than the end of June in each year, on a date and at a time and place to be fixed by the Council, for the following purposes:

- (a) To receive and, if approved, pass the Accounts of the ALIA for the immediately past year ending 30 June;
- (b) To appoint the Auditors;
- (c) To transact any other business referred to in the Notice for the Annual General Meeting; and
- (d) To transact any other business of which notice in writing shall have been given to the Secretary not less than seven days before the Annual General Meeting.

19. Holding of Extraordinary General Meetings

- (a) An Extraordinary General Meeting shall be held if the Secretary receives a request requiring the same (which shall also specify the business to be transacted at such a meeting) from either the Council or not less than [twenty] Voting Members or twenty-five per cent of the total Voting Members, whichever is less.
- (b) Any Extraordinary General Meeting so requested shall be held within sixty days of that request being made.

20. Quorum of General Meetings

The quorum at a General Meeting shall be thirty in number of the Voting Members or twenty-five per cent of the total Voting Members, whichever is less, provided that if within thirty minutes from the time appointed for the meeting a quorum is not present then those present shall be considered a quorum but shall have no power to alter, amend or make additions to any of the existing rules.

21. Proceedings at General Meetings

- (a) The Chairman shall be the Chairman at all General Meetings unless the Chairman is absent in which event the procedure set out in Rule 15.15 for determining the Chairman of the Council shall apply equally to that General Meeting.
- (b) A Nominee may appoint a Voting Member as proxy to attend and vote at a General Meeting by a duly signed instrument of proxy which shall be deposited with the Secretary not less than twenty-four hours before the time fixed for holding the Meeting. Each voting member can only represent one proxy.
- (c) Save as required under Rules 23 and 25(a), all resolutions at any General Meeting shall be decided by a simple majority of votes cast by those Voting Members present in person or represented by proxy on a show of hands and the counting of each proxy at a duly convened and quorate General Meeting.

22. Minutes of Proceedings

The Council shall cause minutes to be made of the proceedings of all General Meetings and Council Meetings. The minutes of each General Meeting shall be read and confirmed at the first Council Meeting to be convened after that General Meeting and copies of the confirmed minutes shall be circulated to all Members.

23. Auditors

A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting. The Auditors will hold office for one year and shall be eligible for reappointment. They will be required to audit the accounts of the ALIA for each year and to present their report to the Annual General Meeting. The Auditors may also be required by the Chairman to audit the ALIA's accounts for any period within their tenure of office at any date and to report on the same to the Council. No firm of which any partner thereof is a Council Member shall be eligible for appointment as Auditors.

24. Alteration of By-Laws

These By-Laws shall only be amended, varied or supplemented by a resolution passed at a General Meeting convened for that purpose by not less than [twenty] Voting Members or twenty-five per cent of the total Voting Members, whichever is less.

25. Anti-Trust Guidelines

Members are required to observe the Anti-Trust Guidelines as set forth by ALIA:

- (a) To fully comply with ALIA policies and procedures governing standards and antitrust;
- (b) You will not provide any material that will violate the rights of any third parties, including, but not limited to, patents, copyrights, trade secrets, and trademarks;
- (c) To disclose the existence of any patented materials that you provide; and
- (d) You will not make audio or video recordings of ALIA meetings without the consent of all persons being recorded.

26. Prohibitions

- (a) Gambling of any kind whether for stakes or not, is forbidden on the ALIA's premises. The introduction of materials for gambling and of bad characters into the ALIA's premises is prohibited.
- (b) The funds of the ALIA shall not be used to pay the fines of Members who have been convicted in Court.
- (c) The ALIA shall not attempt to restrict or in any other manner interfere with trade or pricing issues, or anything that might violate anti-trust legislation, relating to the lubricants business.
- (d) The ALIA shall not indulge in any political activity or allow its funds or premises to be used for political purposes.

27. Dissolution

- (a) The ALIA shall only be dissolved by a resolution passed at a General Meeting convened for that purpose by at least sixty per cent of the Ordinary Members.



- (b) If the ALIA is dissolved, all debts and liabilities legally incurred on behalf of the ALIA shall be fully discharged and the remaining funds will be given to some charitable institution to be determined by the Directors at the time of winding up.

28. Disputes

Any dispute arising under or relating to these By-Laws shall be settled in the first instance by mediation, or failing that by arbitration in accordance with the laws of Singapore and the rules of the Singapore International Arbitration Centre.

-End-

Updated as of August 2022