

CONSTITUTION OF
MARUAH (WORKING GROUP FOR AN
ASEAN HUMAN RIGHTS MECHANISM, SINGAPORE)

NAME

1.1 This Society shall be known as "**MARUAH (Working Group for an ASEAN Human Rights Mechanism, Singapore)**", hereinafter referred to as the "Society".

PLACE OF BUSINESS

2.1 Its place of business shall be at "59 Walmer Drive Singapore 555077" or such other address as may subsequently be decided upon by the Executive 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.

OBJECTS

3.1 Its objects are:

- a) to promote and raise awareness, knowledge and understanding of human rights and human rights and related issues at the national, regional and international levels, in Singapore, ASEAN and elsewhere;
- b) to provide a civil society perspective on human rights and related issues at the national, regional and international levels, in Singapore, ASEAN and elsewhere;
- c) to advocate for and work towards the respect for and upholding of human rights in accordance with international and other norms, in

Singapore, ASEAN and elsewhere;

- d) to foster national, regional and international co-ordination and development of all activities in relation to human rights and related issues in Singapore, ASEAN and elsewhere; and
- e) to facilitate the education, participation and engagement of persons, groups and organisations in Singapore with respect to human rights and related issues.

3.2 In furtherance of the above objects, the Society shall, always acting in accordance with the applicable laws of the country:

- a) organise activities and educational programmes to create and enhance awareness and understanding of, and to advance, human rights and related issues;
- b) make representations to relevant parties regarding human rights and related issues;
- c) organise, promote, sponsor, implement, sustain, procure support for or assist in any way projects and events, such as courses, workshops, meetings, consultations, forums, lectures, campaigns, exhibitions, presentations, instructions and rallies;
- d) collect, publish, produce and distribute information and materials (including online and offline publications and audio-visual materials) in respect of human rights and related issues;
- e) seek help from and co-operate and work with other persons, groups and organisations (whether or not they have as their objects the promotion or discussion of human rights) for the purpose of furthering the objects aforesaid;
- f) accept and hold any lands or buildings whether provided with endowments or not that may be donated to the Society for the purpose of furthering the objects aforesaid;

- g) solicit and receive funds, donations, grants, endowments, subscriptions and legacies from individuals and organisations to support and sustain activities organized in fulfillment of, and/or for the purpose of promoting, the objects aforesaid or any of them;
- h) hold or invest and deal with monies of the Society not immediately required upon such securities and in such a manner as may from time to time be determined;
- i) donate, disburse or expend sums of money in any manner approved by the Executive Committee in order to further the objects aforesaid;
- j) invest the funds of the Society not immediately required in such manner as may from time to time be determined in furtherance of the objects aforesaid;
- k) borrow or raise money required for the furtherance of the objects of the Society and for that purpose to pledge the assets of the Society as security, and in this regard, any loans to the Society from any members of the Society shall be strictly non-interest-bearing; and
- l) do all such other lawful things as may from time to time be conducive to the attainment of the objects aforesaid or any of them, including maintaining its offices, the owning/managing of property real or personal, entering into agreements and contracts, signing and executing deeds and undertaking or executing any representation or trust, employing persons and terminating their services.

3.3 The Society shall be a not-for-profit making organization and all its income and property whencesoever derived shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred, directly or indirectly, to the members of the Society, provided that nothing herein shall prevent the payment of remuneration to any officer or servant of the Society and to any person or persons for the

service actually rendered to the Society, the reimbursement of expenses incurred or payments made on behalf of the Society, or the repayment of any interest-free loans made by any member of the Society to the Society.

MEMBERSHIP QUALIFICATION AND RIGHTS

4.1 Membership is open to Singapore Citizens only. There shall be four categories of membership in the Society, namely Founding Members, Ordinary Members, Associate Members and Institutional Members. There shall be no limit on the number of members of the Society or in each category. All memberships are non-transferable.

4.2 Founding Members.

- (a) All members of the Society upon its creation shall be Founding Members. In addition, the Executive Committee may, at any time during the first three (3) months after the creation of the Society, designate in its sole discretion any one or more persons to be Founding Members, in which event such persons shall be deemed for the purposes of this Constitution to have been members of the Society upon its creation and accordingly Founding Members.
- (b) Save where a Founding Member resigns from the Society in accordance with this Constitution or where Rule 6.2 applies, the membership of Founding Members shall in no event cease, expire or be terminated for any reason, and shall last for life.
- (c) Founding Members shall have the rights to vote and to hold office in the Executive Committee.

4.3 Ordinary Members.

- (a) Subject to and without prejudice to Rule 4.3(b) below, only Associate Members who have been members of the Society for not less than two (2) years and who have demonstrated (to the

Executive Committee's satisfaction) commitment to the objects of the Society shall be eligible for Ordinary Membership. Any Associate Member who is so eligible may apply to the Executive Committee to be made an Ordinary Member, and the Executive Committee shall approve or reject such application in its sole discretion without assigning any reason whatsoever, taking into account such factors and considerations as it deems appropriate in its sole discretion.

- (b) Notwithstanding Rule 4.3(a) above, the Executive Committee may, at any time and by written order, make any Associate Member an Ordinary Member with immediate effect, regardless of the duration for which that Associate Member has been a member of the Society.
- (c) Ordinary Members shall have the rights to vote and to hold office in the Executive Committee.

4.4 Associate Members.

- (a) Associate Membership shall be open to all who are at least 18 years of age and who are not members of any political party in Singapore or elsewhere.
- (b) All Associate Members shall have no voting rights and shall, subject to Rule 8.4 below, not be eligible to hold office in the Executive Committee.

4.5 Institutional Members.

- (a) Institutional Membership shall be open to any group, society, organisation or entity (but not natural person), whether or not registered or incorporated, that is organised and subsisting in Singapore, to whom the Executive Committee decides to invite to join the Society as an Institutional Member.
- (b) All Institutional Members shall have no voting rights and shall not be

eligible to hold office in or be co-opted into the Executive Committee. Institutional Members shall have speaking rights at the General Meeting, provided such speaking rights are exercised through a single representative duly authorised in writing by the Institutional Member, an original copy of which authorisation shall be submitted to the Secretary prior to the General Meeting.

- 4.6 References in this Constitution to “voting members” means Founding Members and Ordinary Members.

APPLICATION FOR AND CESSATION OF MEMBERSHIP, AND INVITATION TO INSTITUTIONAL MEMBERS

- 5.1 A person wishing to join the Society as an Associate Member should submit his particulars to the Secretary in the prescribed form.
- 5.2 The Executive Committee shall have full power and discretion to grant or refuse admission to any applicant for Associate Membership, for any or no reason. No person shall be admitted as an Associate Member of the Society without the prior approval of a majority of the Executive Committee.
- 5.3 The Executive Committee may in its sole discretion invite any group, society, organisation or entity (but not natural person), whether or not registered or incorporated, that is organised and subsisting in Singapore, to join the Society as an Institutional Member. Such group, society, organisation or entity shall be admitted as an Institutional Member upon the Secretary's receipt of an original copy of its acceptance in writing, provided the Executive Committee had not decided to revoke such invitation prior to such acceptance.
- 5.3 A copy of the Constitution (whether in hard or soft copy) shall be furnished to every approved Associate Member and every Institutional Member who has accepted the invitation of the Executive Committee.

- 5.4 A member of the Society may at any time resign from the Society by giving notice in writing to that effect addressed to the Secretary of the Society at its place of business. The Executive Committee may at any time terminate the membership of an Institutional Member, without assigning any reason whatsoever.
- 5.5 The Executive Committee may from time to time prescribe the circumstances and/or reasons under which any member of the Society who is not a Founding Member may be expelled from the Society so as to cease to be a member thereof, provided that in all cases before a member (who is not an Institutional Member) is expelled hereunder he shall have been given a notice of the proposal to expel him and shall be given an opportunity to show cause why he should not be expelled. Such circumstances and/or reasons may include the member having acted in such manner as to demonstrate a lack of commitment to or a disagreement with the objects of the Society, and the Executive Committee having reason to believe that the member is a member of a political party whether in Singapore or elsewhere. A member (who is not an Institutional Member) so expelled after being such opportunity to show cause may, within one month from the date of notification of his expulsion, file an appeal in writing to the Executive Committee, which shall then appoint a committee of not more than three Founding Members and/or Ordinary Members (of which the member so expelled may nominate one) to decide such appeal, which committee shall act impartially and independently.
- 5.6 Notwithstanding anything to the contrary herein, in the event any member who is not a member of a political party whether in Singapore or elsewhere files any nomination or election papers to stand in any Parliamentary, Presidential or other elections in Singapore (whether as a candidate of a political party or as an independent candidate or otherwise), shall immediately resign from the Society. For the avoidance of doubt, the filing of nomination or election papers referred to above does not include the filing of an application to be a Nominated Member of Parliament of Singapore. Where a member who has filed such papers does not so

resign, the Executive Committee shall expel the member from the Society in accordance with Rule 5.5 above. Where a person who is a member who resigned or was expelled from the Society in accordance with this Rule is not appointed to any elected or appointed office (including the office of a Non-Constituency Member of Parliament) as a result of or in connection with such elections, or where such person was appointed to any elected or appointed office but the term(s) has(ve) ended, then the Executive Committee may, in its sole discretion, reinstate such person to the category of membership that such person was immediately before the resignation or expulsion, provided always that such person satisfies the then-prevailing criteria for that category of membership.

SUBSCRIPTIONS AND NON-PAYMENT

- 6.1 The entrance fees and subscriptions (if any) shall be determined by the General Meeting on recommendation from the Executive Committee from time to time.
- 6.2 Where any entrance fees and/or subscriptions are payable, and a member (including a Founding Member) falls into arrears with his fees, subscription or other dues, he shall be informed immediately by the Treasurer. If he fails to settle his arrears within two (2) weeks of the notification by the Treasurer, the President may order that the member be suspended and denied all privileges of membership until he settles his account. If he fails to settle his arrears for more than three (3) months of the notification by the Treasurer (regardless of whether or not he was suspended by order of the President), the Executive Committee may expel the member from the Society (provided it first provides the member with notice of the proposal to expel him and a reasonable opportunity to be heard) in which event he will cease to be a member and the Executive Committee may take legal action against him provided that they are satisfied that he has received due notice of his debts.
- 6.3 Any additional fund required for special purposes 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 whosoever derived shall be applied towards the promotion of the objects of the Society 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 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 in all matters is vested in a General Meeting of the members. For the avoidance of doubt, such supreme authority includes the power to remove any or all members of the Executive Committee from office.
- 7.2 An Annual General Meeting shall be held within three months after the close of the Financial Year.
- 7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, and may be called at any time by order of the Executive Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.
- 7.4 If the Executive Committee does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting may convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's

notice board or on a freely-accessible website that is duly notified to all members.

7.5 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) days' notice of an Extraordinary General Meeting. 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 be posted on the Society's website and/or sent to all members (whether by e-mail or otherwise) not less than four (4) days before the meeting.

7.6 Voting by proxy shall not be allowed at all General Meetings.

7.7 The following points will be considered at the Annual General Meeting:

a) The previous financial year's accounts and annual report of the Executive Committee.

b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

Any voting member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one (1) week before the meeting is due to be held. Only voting members may place items on the agenda.

7.8 At least 25% of the total voting membership or ten (10) voting members, whichever is the lesser, present at a General Meeting shall form a 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. In addition, regardless of whether there is a quorum, the President may at any time before the commencement of a General Meeting decide to adjourn the meeting for up to two (2) hours for any reason.

- 7.10 If at any General Meeting the President or Vice-President is not present within fifteen minutes after the time appointed for holding the same, the voting members present shall choose one of the Executive Committee Members who are not holding the post of Secretary or Treasurer to preside as chairperson of the General Meeting.
- 7.11 At a General Meeting, unless a poll is demanded by at least ten (10) voting members who are entitled to vote thereat, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson directs and the result of such poll shall be deemed to be a resolution of the Society in General Meeting. In case of an equality of votes at any General Meeting the Chairperson of the General meeting shall be entitled to a second or casting vote.
- 7.12 Save for any casting vote referred to in Rule 7.11, each voting member shall have one vote and no more.
- 7.13 Notwithstanding anything to the contrary in this Constitution, (a) no member of the Society shall be entitled to hold any office or to vote at any meeting unless the current subscription which at the time of such meeting is due from such member to the Society shall have been paid, and (b) salaried servants, employees or staff of the Society, whether paid part-time for their service or not, shall have no voting rights, even if they would otherwise have been entitled to vote.
- 7.14 All General Meetings shall be conducted in accordance with the law and practice of meetings generally applicable in Singapore.

EXECUTIVE COMMITTEE

- 8.1 Subject always and without prejudice to Rule 7.1 or this Constitution, the administration of the Society shall be entrusted to an Executive Committee elected and/or co-opted in accordance with this Rule 8 as are not by this Constitution declared to be exercisable only by the Society in a General Meeting.
- 8.2 Each Annual General Meeting shall elect seven (7) voting members to the Executive Committee for a term of two (2) years. These duly-elected Executive Committee Members shall appoint from among themselves the following office-bearers:
 - (a) President
 - (b) Vice-President
 - (c) Secretary
 - (d) TreasurerThe other three (3) duly-elected Executive Committee Members shall be Ordinary Executive Committee Members.
- 8.3 No person shall hold the office of President, Vice-President, Secretary or Treasurer for more than two (2) consecutive terms, but such person shall be eligible for appointment to the same post after a lapse of one (1) term.
- 8.4 In addition, the duly-elected Executive Committee may (either at the General Meeting at which it was elected or at any Executive Committee Meeting thereafter) co-opt not more than four (4) members of the Society to serve as Ordinary Executive Committee Members for the duration of the term of office of the duly-elected Executive Committee. For the avoidance of doubt, Associate Members may be co-opted as Ordinary Executive Committee Members, provided always that such co-opted Associate Members shall remain Associate Members and such co-opting shall not affect or change in any way their category of membership. Except for the election of office-bearers referred to in Rule 8.2 above and subject to Rule 8.13 below, such co-opted Ordinary Executive Committee Members shall have the power to vote at any meeting of the Executive Committee and

shall be counted in the quorum.

- 8.5 Voting members who are paid employees of the Society shall not be disqualified from being elected to the Executive Committee or holding office in accordance with this Rule 8 by reason only of them being paid employees. Similarly, members who are paid employees of the Society shall not be disqualified from being co-opted to the Executive Committee in accordance with Rule 8.4 by reason only of them being paid employees. Notwithstanding the foregoing, paid employees of the Society shall not at any time comprise more than one-third of the Executive Committee and the President and the Treasurer shall not be paid employees.
- 8.6 The Executive Committee may as it deems necessary or expedient appoint and delegate any of their powers and authorities to sub-committees consisting of one (1) or more Executive Committee Members and any other persons as the Executive Committee may think fit. Any sub-committee so formed shall conduct its business and exercise its powers and authorities in accordance with the directions of the Executive Committee but subject thereto, any such sub-committee may conduct its business in such manner as may be determined by such sub-committee. Any such sub-committee shall maintain records of all its proceedings and copies of resolutions passed by such sub-committee (whether at a meeting or by resolutions in writing) shall be tabled at subsequent meetings of the Executive Committee. For the avoidance of doubt, each sub-committee that is duly constituted by an Executive Committee shall survive the expiry of the term of office of that Executive Committee, but may be dissolved by the succeeding Executive Committee.
- 8.7 The Executive Committee shall meet as often as it deems necessary or as may be called by the President, and a clear majority of Executive Committee Members shall constitute a quorum at such meetings (save that at the first meeting of the Executive Committee after the creation of the Society, the presence of the President, Treasurer and Secretary shall constitute a quorum for the purposes of such first meeting). Unless consent to shorter notice is obtained from, or notice is waived by, each

Executive Committee Member, at least seven (7) days' notice of such meeting shall be given to each Executive Committee Member. If at the time fixed for an Executive Committee Meeting there is no quorum, the meeting shall be adjourned for half an hour and if at such adjourned meeting there is still no quorum, the meeting shall proceed to its business as if a quorum were present provided no less than three (3) Executive Committee Members (who are not co-opted Executive Committee Members) are present at the adjourned meeting. No business shall be transacted at any adjourned meeting other than the business that was on the agenda of the meeting from which the adjournment took place. The decisions made at such adjourned meetings must subsequently be endorsed by a majority of the Executive Committee members.

- 8.8 Executive Committee Members may participate at an Executive Committee Meeting by conference telephone or by other means of communication equipment whereby the Executive Committee Members participating in the meeting are able to hear each other. The Executive Committee Members so participating shall be deemed to be present at the meeting. An Executive Committee Member participating in a meeting in such manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Such a meeting shall be deemed to take place where the largest group of Executive Committee Members present for purposes of the meeting is assembled or, if there is no such group, where the Chairperson of the meeting is present.
- 8.9 Notwithstanding anything to the contrary in Rule 9, if at any Executive Committee Meeting, the President or the Vice-President of the Society is not present within fifteen minutes after the time for holding the same, the Executive Committee Members present shall choose one Executive Committee Member present to preside as chairperson of the meeting.
- 8.10 Every Executive Committee Member shall declare any conflict of interest and shall not vote or participate in any discussions in any matter where a conflict of interest arises. In deciding whether any conflict of interest arises, the decision of the Chairperson of the meeting shall be final. No

Executive Committee Member may chair any Executive Committee Meeting if he has a conflict of interest.

- 8.11 A resolution in writing (including in soft-copy form) signed (including by way of electronic signature) by a majority of Executive Committee Members shall be as effective as a resolution passed at an Executive Committee Meeting duly convened and held, and may consist of several documents in the like form each signed or approved by one or more Executive Committee Members. The expression "in writing" and "signed" include approval by telefax or electronic communication by any such Executive Committee Member.
- 8.12 The duty of the Executive Committee is to organise and supervise the daily activities of the Society. The Executive 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.
- 8.13 The office of an Executive Committee Member shall be vacated automatically in any one of the following events, namely:
 - (a) if he dies; or
 - (b) if he resigns in writing from the Executive Committee under his hand delivered to the Executive Committee; or
 - (c) if he becomes a mentally disordered person within the meaning of the Mental Disorders and Treatment Act (Cap. 178) or any other legislation in Singapore with similar or equivalent application; or
 - (d) if he is adjudged a bankrupt; or
 - (e) if he has been convicted of an offence punishable by imprisonment for a term of not less than two (2) years; or
 - (f) if he fails to attend three (3) consecutive Executive Committee Meetings without leave of the Executive Committee; or
 - (g) if he is required to do so by a notice signed or approved by a

majority of the other Executive Committee Members.

8.14 In addition:

- (a) any or all co-opted Ordinary Executive Committee Members may be removed from office by a General Meeting of members or by the unanimous vote of the duly-elected Executive Committee Members then in office; and
- (b) any or all duly-elected Executive Committee Members may be removed from office by a General Meeting of members.

8.15 In the event that a co-opted Ordinary Executive Committee Member vacates or is removed from his office, the duly-elected Executive Committee may co-opt a replacement for the remainder of the term of office of the Executive Committee and otherwise in accordance with Rule 8.4, or may decide not to co-opt a replacement at all.

8.16 In the event that a duly-elected Executive Committee Member vacates his office under Rule 8.13, that vacancy may be filled by the remaining duly-elected Executive Committee Members in any manner they think fit for the remainder of the term of office of the Executive Committee, provided a member shall not hold more than one position or office in the Executive Committee. The Executive Committee may act notwithstanding any such vacancy and notwithstanding that the number of duly-elected Executive Committee Members in office is fewer than seven (7) so long as there are at least three (3) duly-elected Executive Committee Members in office filling at the minimum the offices of President, Treasurer and Secretary. If and so long as the number of the duly-elected Executive Committee Members in office is at any time and for any reason fewer than three (3) and/or the offices of President, Treasurer and Secretary are not filled by duly-elected Executive Committee Members, the Executive Committee shall call a General Meeting for the purpose of electing Executive Committee Members. If the number of persons elected as Executive Committee Members at any General Meeting (including an Annual General Meeting) is such that the total number of elected Executive Committee

Members in office after the General Meeting would be fewer than five (5), then the General Meeting shall stand adjourned for successive periods of one (1) hour each until five (5) or more Executive Committee Members are elected.

- 8.17 In the event that any duly-elected Executive Committee Member is removed from office by a General Meeting of members, the General Meeting shall immediately elect a replacement in accordance with this Rule 8 as if it was an Annual General Meeting.
- 8.18 Any changes in the Executive Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

DUTIES OF OFFICE-BEARERS

- 9.1 The President shall chair all Executive Committee Meetings. Unless a majority of the voting members present decide otherwise or unless the Executive Committee had nominated any other person to do so prior to the commencement of the General Meeting, the President shall also chair all General Meetings of members.
- 9.2 The President shall be the Society's duly-authorised representative in its transactions with outside persons.
- 9.3 The Vice-President shall assist the President and deputise for him/her in his/her absence.
- 9.4 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 Executive Committee Meetings. He/she shall maintain an up-to-date Register of Members at all times. He/she will issue notices and convene General and Executive Council Meetings. He/she will be in charge of all documents and papers of the Society.
- 9.5 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 will deposit monies into a bank to be named by the Executive Committee, as directed by the Executive Committee. He/she will draw up a Balance Sheet and a Statement of Income And Expenditure annually which shall be duly audited before being submitted to the Annual General Meeting for approval. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.

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

AUDIT AND FINANCIAL YEAR

10.1 Two (2) voting members, not being members of the Committee, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of one year only and shall not be re-elected for a consecutive term. Notwithstanding the foregoing, 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 Auditors:

- a) will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- b) may be required by the President to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Executive Committee.

10.3 The financial year shall be from 1 July of each year to 30 June of the following year.

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 effect 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 posting it on the notice board in the Society's premises 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.

NOTICES

- 12.1 Any notice or other communications may be given by the Society to any member of the Society in any of the following ways: by delivering the notice personally to the member; by sending it by prepaid mail to the member at

the address supplied by such member to the Society; or by sending a telefax or by electronic mail containing the text of the notice or communication to the member at the address supplied by such member to the Society.

- 12.2 Any notice given in conformity with Rule 12.1 above shall be deemed to have been given at any of the following times as may be appropriate: when it is delivered personally to the member, at the time when it is so delivered; when it is sent by prepaid mail, on the day following that on which the notice was put into the post; and when the notice is sent by telefax or electronic mail, on the day it is so sent.
- 12.3 In proving such service or sending, it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter as the case may be or that a telefacsimile or electronic mail was properly addressed and transmitted.
- 12.4 When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall (unless it is otherwise specifically provided or required by this Constitution or by applicable law) be counted in such number of days or period and where the notice is a notice of meeting, both the day of service and the day of the meeting shall (unless it is otherwise specifically provided or required by this Constitution or by applicable law) be counted.
- 12.5 The preceding provisions of this Rule 12 shall apply mutatis mutandis to notices of Executive Committee Meetings or any sub-committee formed under Rule 8.6.

PROHIBITIONS

- 13.1 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.

- 13.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.
- 13.3 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.
- 13.4 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Executive Committee or members unless with the prior approval of the relevant authorities.
- 13.5 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.
- 13.6 Public statements including circulars, letters, press release and pamphlets shall be released only with the approval of the Executive Committee.
- 13.7 The Society is not a political party and shall not be affiliated to any political party, local or foreign. It will not allow the Society's funds and / or premises and platforms (i.e. encompassing the new media) to be used in national, Presidential or Parliamentary elections, including the sponsoring of any candidate or member. For the avoidance of doubt, the foregoing does not prohibit or restrict the Society from commenting about or analyzing elections that have concluded.
- 13.8 The Society and its members (in their capacities as members) shall not knowingly or intentionally receive or accept donations or funds from any person who is not resident or located in Singapore, or any organization that is not organized or registered under the laws of Singapore or that otherwise does not have a presence in Singapore and hence are subject to the laws of Singapore. Notwithstanding the foregoing, the Society and its members (in their capacities as members) shall not knowingly or intentionally receive or accept donations or funds from any foreign

persons, groups or organizations which seek to interfere in Singapore's domestic politics, or to subvert or undermine Singapore's domestic laws or the sovereignty and integrity of its political processes, provided always that a good-faith desire to see a change in Singapore's laws shall not in itself constitute such interference, subversion or undermining. In the event and to the extent that the Society or any of its members (in their capacities as members) receives or accepts any donations or funds in accordance with the foregoing, but the donor or funder is not a Singapore Citizen or is an organization that is partly or wholly foreign-owned or foreign-controlled, the Society shall strictly comply with all of the following requirements:

- (a) the Society shall as soon as reasonably practicable, and in any event not later than the end of the calendar month following the calendar month of its receipt of such donation or funds, publish on its website or other publicly accessible platform the details of each such donation or funds, including written certification that to the best of the Society's knowledge, the donor or funder is not a foreign person, group or organization which seeks to interfere in Singapore's domestic politics, or to subvert or undermine Singapore's domestic laws or the sovereignty and integrity of its political processes;
- (b) the Society shall, in its Balance Sheet and Statement of Income And Expenditure (as described in Rule 9.5 above), set out the aggregate amount of such donations and funds received, as well as reasonable details of each individual donation or funds received; and
- (c) the Society shall, in the event and to the extent that the donation or funds were provided in relation to any specific project, program or activity, identify the donor or funder as having donated to or funded such project, program or activity.

In addition, the members of the Society acknowledge and agree that the Society shall at all times act in Singapore's best interests (as determined

by the members) and shall not at any time be subject or influenced by foreign interests or agendas, and accordingly undertake to ensure the same.

- 13.9 The Society may invite non-members to participate in its activities in Singapore. The Society shall not permit or authorize any person who is not a member to organize or lead any of its activities. The Society shall not knowingly or intentionally engage in activities inside or outside Singapore with foreign persons, groups or organizations which seek to interfere in Singapore's domestic politics, or to subvert or undermine Singapore's domestic laws or the sovereignty and integrity of its political processes.
- 13.10 The Society shall not engage in activities outside Singapore which are not in accordance with the laws of the foreign country.

AMENDMENTS TO CONSTITUTION

- 14.1 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.
- 14.2 Such new rules or repeal of existing rules or amendments so adopted shall not come into operation or be implemented until they have been approved in writing by the Registrar of Societies.

INTERPRETATION

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

General Meeting of members.

15.2 In the event of a difference of opinion as to the meaning of a rule or word in this Constitution or in any other document pertinent to the business before any meeting whether of the Executive Committee or otherwise, the interpretation of the President shall be final unless there is manifest error.

DISPUTES

16.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter in accordance with this Constitution. This Rule is without prejudice to the rights (if any) of members to resolve matters by way of private arbitration or court proceedings.

DISSOLUTION

17.1 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 at a General Meeting convened for the purpose.

17.2 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.

17.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

VISITORS AND GUESTS

18.1 Visitors and guests may be admitted into the premises of the Society but

they shall not be admitted into the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations.

BYE-LAWS

- 19.1 Subject to Rule 14, the Executive Committee shall make such bye-laws and regulations as it deems fit, for the implementation of this Constitution or for the administration of this Society, including bye-laws regulating membership and sub-committees, provided that the bye-laws are not inconsistent with this Constitution.