

**SREE NARAYANA MISSION (SINGAPORE)**  
**BY- LAWS 2021 (Approved and passed by Executive Committee of SNM under**  
**Article 19 of the SNM Constitution on 25<sup>th</sup> July 2021)**

**BOARD OF TRUSTEES, AUDIT COMMITTEE, INVESTMENT COMMITTEE AND**  
**COMMITTEE OF INQUIRY**

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## **1. DEFINITION AND INTERPRETATION**

In these By-Laws of the Sree Narayana Mission Constitution (“Constitution”), unless there is anything in the subject or context inconsistent therewith:

- (A) “Board of Trustees (“BOT”) shall mean Elected Trustees and Co-opted Trustees under Article 8 of the Constitution. Elected Trustees may co-opt members into the Board of Trustees.
  - (i) An “Elected Trustee” must be a Life or Ordinary member of the Mission of good standing who has been a Mission member for at least one (1) year prior to the date of election. An Elected Trustee must be a Singapore citizen.
  - (ii) “Co-opted Trustees” need not be Mission members but should be individuals of good repute and standing in Singapore society who bring strong professional abilities and relevant skills to the Board of Trustees. They shall agree with and respect the values of the Mission as envisaged in the Constitution. A Co-opted Trustee must be a Singapore citizen or Singapore Permanent Resident.
- (B) “By Laws” mean the by-laws, rules and regulations made under Article 19 of the Constitution by the Executive Committee of the Sree Narayanan Mission (“SNM” or “Mission) from time to time.
- (C) “Committee” or “EXCO” means the Executive Committee of the Mission for the time being. Committee does not mean or refer to the Audit Committee or Investment Committee, which two Committees shall always be spelt in full in these by-laws.
- (D) “Fund” means the funds of the Mission consisting of subscriptions, donations, gifts, grants, loans and all other monies received from members, the general public, corporate and statutory bodies and Singapore Government as well as income and interest or dividends therefrom.
- (E) “General Body” means the members of the Mission.
- (F) “General Meeting” means any meeting of the General Body that complies with the requirements of Article 13 (General Meetings) of the Constitution.
- (G) “Institution” shall include any care facility, programme or service that comes under the management of the Mission.
- (H) “In writing” means written or printed or partially written or printed and shall include the provision of such information in any electronic form.
- (I) “Male” shall include female and vice-versa where appropriate.
- (J) “Senior Management” refers to all Senior Managers and above employed by SNM.

- (K) "Mission" or "SNM" means the organisation that was registered in Singapore in 1948 under the name of Sree Narayana Mission originally situated at 48 Soon Keat Road, Singapore.
- (L) "Office" means the registered office of the Mission.
- (M) "Official Language" means English and Malayalam used as the official languages of the Mission.
- (N) "Principal Officers" shall mean the President, the Vice-President, the General Secretary and the Treasurer of SNM.
- (O) "Property" means movable and immovable properties of the Mission.
- (P) "ROS" AND "COC" shall refer to the Registrar of Societies and the Commissioner of Charities respectively.
- (Q) "Singapore" means the Republic of Singapore.
- (R) "SNM Employee" shall mean any person(s) appointed to positions on terms and conditions of a "contract of service" and placed on the payroll of the Mission. It shall not include person(s) engaged to provide "services for fee" on terms and conditions under a "contract for services".
- (S) "Sub-Committee" refers to the Sub-Committees appointed by the EXCO. The EXCO may appoint members and/or non-members to serve in such Sub-Committees. The Sub-Committees shall function in accordance with the terms of reference specified by the EXCO and such terms shall be consistent with the objects of the Mission. The President and the General Secretary shall be ex-officio members in all Sub-Committees. When the specified work of a Sub-Committee is completed, the EXCO shall have the power to disband it.
- (T) "Sree Narayana" and "Guru" shall mean the great philosopher, saint, social reformer and spiritual leader popularly known as Sree Narayana Guru who was born in the mid-nineteenth century in Kerala, India.
- (U) Words importing the singular shall include the plural and vice-versa.

## **BOARD OF TRUSTEES (“BOT”)**

### 1.1 PURPOSE

- (A) The Board of Trustees (BOT) is elected by the General Body (Article 13 and 8 of the Constitution) to assist the General Body and EXCO by providing an independent oversight of the Mission’s activities, in order to promote transparency, governance and ensure the prudent, ethical and effective use of the Mission’s assets.
- (B) In seeking to fulfil its purpose, the BOT shall not assume the functions of the EXCO which has been elected by the General Body to manage the Mission, as provided in Article 6 (A) of the Constitution.

### 1.2 APPOINTMENT OF THE BOT

#### 2.2.1 Composition

- (A) The BOT shall comprise a minimum of ten (10) trustees and not more than twelve (12) trustees (including Elected and Co-opted Trustees).
- (B) The ratio of Elected Trustees vis-a-vis Co-opted Trustees will be such that co-opted trustees shall not exceed 1/3 of the BOT. For example:
  - (i) If there are ten (10) members – seven (7) Elected Trustees and three (3) Co-opted Trustees.
  - (ii) If there are eleven (11) members – eight (8) Elected Trustees and three (3) Co-opted Trustees.
  - (iii) If there are twelve (12) members – eight (8) Elected Trustees and four (4) Co-opted Trustees.

#### 2.2.2 Appointment and Term

- (A) The Elected Trustees shall be elected at the Annual General Meeting and shall serve a term of four (4) years. They may be re-elected for a maximum of two (2) further continuous terms at subsequent Annual General Meetings. In an election year, a maximum of eight (8) trustees may be elected.
- (B) The Elected Trustees shall have the power to co-opt up to four (4) other trustees (“Co-opted Trustees”). Co-opted Trustees shall serve a term of two (2) years.

### 2.2.3 Chairperson

- (A) The BOT shall elect from amongst its members a Chairperson during the tenure of four (4) years and as long as he/she is a member of the BOT. Only an Elected Trustee may be elected as a Chairperson.
- (B) The Chairperson shall preside at all meetings of the BOT. In his absence, the meeting shall be chaired by an Elected Trustee nominated by the Chairperson.
- (C) If the Chairperson is unable to perform the functions of Chairperson, the Elected Trustees shall appoint an Acting Chairperson from amongst themselves for the meeting or period concerned.

### 2.2.4 Criteria

- (A) Elected Trustee must be:
  - (i) A Life or Ordinary member of the Mission,
  - (ii) A Singapore Citizen,
  - (iii) Of good standing, and
  - (iv) A Mission member for at least one (1) year prior to the date of election.
- (B) Co-opted Trustees need not be Mission members but should be individuals of good repute and standing in Singapore society and bring strong professional abilities and relevant skills to the BOT. They shall agree with and respect the values of the Mission as envisaged in the Constitution. A Co-opted Trustee must be a Singapore citizen or Singapore Permanent Resident.

### 2.2.5 Vacancies

- (A) In the event of any vacancy amongst the Elected Trustees, the General Body may elect a replacement at a General Meeting or leave the position vacant until the next election AGM.
- (B) In the event of any vacancy amongst the Co-opted Trustees, the Elected Trustees may appoint a replacement or leave the position vacant until after the next election AGM.

### 2.2.6 Termination/Cessation of office

- (A) A member of the BOT shall cease to hold office if
  - (i) the member resigns from office by written notice to the Chairperson,
  - (ii) the member is deemed to lack capacity within the meaning of the Mental Capacity Act (Chapter 177A); or becomes a mentally disordered person or a patient within the meaning of the Mental Health (Care and Treatment) Act (Chapter 178A); or

- (iii) the member is declared a bankrupt under the Insolvency, Restructuring and Dissolution Act 2018.
- (B) If in the opinion of the BOT, a Trustee is guilty of misconduct of such a kind as to render it undesirable that he/she continues as a Trustee, the BOT shall:
  - (i) In the case of an Elected Trustee:
    - (a) Request the EXCO by a two-thirds (2/3) majority vote of the BOT, to call for a General Meeting for the General Body to remove the concerned person as an Elected Trustee.
    - (b) Serve on that Trustee a Notice of Removal of not less than fifteen (15) calendar days to the concerned person to make any representation he/she wishes on the matter.
    - (c) The decision of the General Body shall be final.
  - (ii) In the case of a Co-opted Trustee:
    - (a) Remove him/her by a two-thirds (2/3) majority vote of the BOT,
    - (b) Serve on that Trustee a Notice of Removal of not less than seven (7) calendar days to the concerned person to make any representation he/she wishes on the matter.
    - (c) The decision of the BOT shall be final.

## 2.3 RESPONSIBILITIES

- (A) The BOT shall have the following responsibilities:
  - (i) Appoint the Audit Committee and its Chairperson
  - (ii) Appoint the Investment Committee and its Chairperson and approve the Investment Policy of the Investment Committee.
  - (iii) Consider all complaints that are brought to its attention, and shall, where it considers it appropriate to do so, appoint a Committee of Inquiry ("COI") as well as determine its terms of reference, to investigate any allegation of abuse of power, unfair treatment, impropriety, or any conduct prejudicial to the good order and discipline of SNM on the part of any:
    - (a) EXCO office bearer or EXCO member;
    - (b) Member of the Audit Committee or Investment Committee;
    - (c) Member of any Sub-Committee of SNM;
    - (d) Senior Management (Senior Manager and above) of SNM.
  - (iv) Manage the immovable properties of SNM as follows:

- (a) The Chairperson shall appoint 3 Elected Trustees to hold all immovable properties (if any) of SNM on trust for SNM. The Title Deeds/Title Documents of such properties shall be in the names of these 3 appointed Elected Trustees who shall hold all SNM properties in trust for SNM and shall be governed by the Trustees Act (Chapter 337) and all other relevant legislation in Singapore that applies generally to trustees in Singapore.
- (b) The Chairperson of the BOT shall have the power to appoint an Elected Trustee or trustees to replace any of the said 3 Elected Trustees for any reason whatsoever including vacancies that may arise due to resignation or death.
- (c) The said 3 Elected Trustees (whose names are in the Title Deed / Title Documents of such immovable properties) and BOT shall not affect any sale or mortgage of any immovable property of SNM without the prior approval of the General Meeting of members.
- (v) The BOT may obtain external legal or other independent professional advice that it determines necessary to permit it to carry out its duties within its Terms of Reference.

## 2.4 MEETINGS

- (A) Only members of the BOT have the right to attend and vote at BOT's meetings. Other individuals such as EXCO members, the chief executive officer and / or other members of the senior management team of SNM, Legal Advisor of SNM and/or external advisers may be invited by the BOT to attend for all or part of any BOT meeting as an advisor(s) or observer(s). The decision, as to who (if anyone) will be permitted to attend the BOT meeting shall be decided by the BOT by a simple majority vote. The minutes of the BOT meetings shall include names of all invitees and reasons for inviting them to the meetings. Such invitees shall not be entitled to vote at BOT meetings or be present when the BOT has to vote on any matters.
- (B) The BOT may conduct its meeting by means of tele or video conferencing or similar communications equipment by means of which all members participating in the meeting can hear each other without the physical presence of one another. Participation in a meeting in such manner shall be deemed to constitute presence in person at such meeting. Minutes of such meeting signed by the Chairperson of the Meeting shall be conclusive.
- (C) Any member of the BOT who is absent for three (3) successive meetings of the



BOT without written explanation to the Chairperson may be requested to cease to be a member of the BOT. If at the third meeting, a written explanation for such absence is submitted, the BOT shall consider such explanation and decide by a simple majority vote whether or not the absent member shall remain in the BOT. If the BOT decides that the absent member should cease to be a member of the BOT, this BOT member shall be asked to resign as a BOT member. If this BOT member refuses to do so, then the BOT may convene a Committee of Inquiry hearing and / or this matter shall be brought up to the General Body at a General meeting for deliberation and decision.

#### 2.4.1 Frequency

The BOT shall meet at least once every four (4) months:

#### 2.4.2 Quorum

- (A) The quorum for all meetings of the BOT shall not be less than half (1/2) of the BOT.
- (B) If the BOT comprises:
  - (i) Ten (10) Trustees, the quorum will be five (5) members of which three (3) must be Elected Trustees.
  - (ii) Eleven (11) Trustees, the quorum will be six (6) members of which four (4) must be Elected Trustees.
  - (iii) Twelve (12) Trustees, the quorum will be seven (7) members of which four (4) must be Elected Trustees.

#### 2.4.3 Voting

- (A) The BOT shall decide, on all matters in accordance with the powers vested in it, by a majority vote. In the event of a tie, the BOT Chairperson shall have the casting vote.
- (B) During a General Meeting no member of the BOT shall vote against matters that were discussed at BOT level if the BOT had already voted in favour when such matters were discussed unless approved in writing by the BOT.
- (C) Vacancies in the BOT at any time shall not invalidate any decision taken by the BOT as long as there are a minimum of ten (10) BOT members of whom seven (7) must be Elected Trustees.

## 2.5 CONFLICT OF INTEREST

- (A) It is the responsibility of every member of the BOT to report any possible real, potential or perceived conflict of interest. Where such conflict of interest may arise, the affected member must err on the side of caution, and declare the nature of the conflict of interest, and recuse himself/herself from further participation in any formal or informal discussion, including voting, on such matter.
- (B) When the BOT needs to make a decision on any matter where one or more BOT member(s) has/have a conflict of interest, it is the responsibility of the BOT to ensure that:
  - a. Affected members recuse themselves from further discussions and voting on the affected matter
  - b. All decisions are made by vote, with a simple majority required based on the presence of a quorum;
  - c. The minutes of the meeting include details of the potential conflict of interest matter and actions taken.
- (C) The BOT shall have the right to restrict any BOT member, determined to have possible real, perceived or potential conflict of interest, from further participation in any discussion on any matter, if the member does not offer to recuse himself/herself from discussions on the matter.
- (D) Any member of the BOT who is found to have not declared a conflict of interest and had gone on to participate in further discussions or voting on a matter shall be deemed to have breached the By Laws related to Conflict of Interest. The BOT shall then determine the severity of the offence and take appropriate disciplinary action ranging from a warning to dismissal from the BOT. Such decisions shall be voted on by the BOT and recorded in detail in the minutes of the meeting.

## 2.6 SECRETARIAT FUNCTIONS

- (A) The CEO, assisted by Head, Finance Department shall be the Secretary for the BOT. The Secretariat shall
  - i) propose the agenda of meetings.
  - ii) ensure appropriate follow-up on issues and matters arising from the meetings.
  - iii) maintain records of proceedings of all meetings and any other related matters.

## 2.7 TRAINING

- (A) Members who are new to the BOT will undergo an induction programme on SNM as an organisation with Institute of Public Character (“IPC”) status and an overview of the Social Service sector.
- (B) Regarding training, new members would be encouraged to attend all relevant workshops and seminars.

### **3. AUDIT COMMITTEE**

#### **3.1 PURPOSE**

- (A) The Audit Committee shall assist the BOT to maintain a high standard of corporate transparency and governance by providing an independent oversight in the following areas across SNM, its institutions and sub-committees:
  - (i) Financial statement reporting process.
  - (ii) Risk management and internal controls (in relation to financial, operational, compliance, sustainability and systems controls).
  - (iii) Internal audit (resources, performance and scope of work).
  - (iv) External audit (review of audited financial statements).

#### **3.2 APPOINTMENT OF THE AUDIT COMMITTEE**

##### **3.2.1 Composition**

- (A) The BOT shall appoint an Audit Committee that has sufficient and relevant expertise to fulfil its role effectively.
- (B) The Audit Committee shall comprise a minimum of four (4) members and no more than six (6) members as determined by the BOT.
- (C) No member (including the Chairperson) of the Audit Committee shall concurrently be a member of the Investment Committee.

##### **3.2.2 Chairperson**

- (A) The BOT shall appoint the Chairperson of the Audit Committee.
- (B) The Chairperson must be a BOT member.

##### **3.2.3 Term**

- (A) The Audit Committee and its Chairperson shall be appointed on a year-to-year basis and not exceeding four (4) consecutive years. In the event the members of the Audit Committee fail to fulfil their obligations satisfactorily, the BOT shall appoint alternative members.
- (B) The Audit Committee may co-opt advisers/experts from time to time, if necessary, to assist the Audit Committee in carrying out its duties diligently.

#### **3.3 RESPONSIBILITIES**

- (A) The Audit Committee shall:
  - (i) Undertake the activities stated in these By Laws.

- (ii) Seek any information it requires from any employee, BOT, EXCO or subcommittee member of SNM in order to perform its duties.
  - (iii) Have direct and unrestricted access to the representatives of the external auditor.
  - (vi) Be permitted to obtain external accounting, legal or other independent professional advice that it determines necessary to permit it to carry out its duties within its Terms of Reference.
- (B) The specific responsibilities of the Audit Committee shall be to provide independent oversight of the following: -

### 3.3.1 Financial Statement Reporting Process

- (i) To review the annual financial statements in conjunction with the external auditors and Finance Sub-Committee before it is submitted to the EXCO for endorsement. The Audit Committee shall carry out its functions as stated in the document attached herein as “Annex A”
- (ii) Monitor the integrity of the financial information provided by SNM, in particular by reviewing the relevance and consistency of the accounting standards used by SNM.
- (iii) Assess, and challenge, where necessary, the accuracy, completeness, and consistency of financial information (including interim reports) before it is submitted to the EXCO for endorsement.
- (iv) Review the assurance provided by Senior Management regarding the financial records being properly maintained and the financial statements giving a true and fair view of SNM's operations and finances.

### 3.3.2 Risk Management and Internal Controls

- (i) Review SNM's risk management policies, and work with Senior Management and EXCO in the design and implementation and monitoring of the risk management and internal control systems.
- (ii) Review the adequacy and effectiveness of the risk management and internal control systems at least annually, with respect to financial, operational, compliance and systems controls. This may include reviewing Senior management and/ or Internal Auditor reports to highlight significant findings and recommendations, inclusive of Senior management's responses
- (iii) Review significant risks SNM faces and how these are being mitigated.
- (iv) Ensure relevant internal controls are in place as provided for in Annex A.

- (v) Review regulatory compliance matters particularly those in relation to the compliance with the Charities Act (Chapter 37), IPC regulations and Anti-Money Laundering guidelines and any other relevant legislations and regulations issued by the relevant regulatory bodies.
- (vi) Review compliance with any corporate code of conduct or governance process that may be adopted by SNM.
- (vii) Review SNM's procedures for detecting fraud and whistleblowing and ensure that arrangements are in place by which staff of SNM and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control, or any other matters.

### 3.3.3 Internal Audit

- (i) To evaluate and recommend the engagement of auditors for internal audits, if deemed necessary. The services may be provided by a qualified person from an audit firm other than the offices of the appointed external auditor of SNM.
- (ii) To initiate, monitor and periodically review any internal audits by reviewing the progress reports, any major internal audit recommendations and any major findings of internal investigations and Senior management's responsiveness to them.
- (iii) Review the scope of work and audit plans and effectiveness of the Internal audit functions at least annually.

### 3.3.4 External Audit

- (i) To endorse an external auditor to General Body for appointment by General Body at a general meeting
- (ii) Review the external auditors' audit plans pertaining to the nature and scope of the audited financial statements.
- (iii) Review the audited financial statements with the Finance Sub Committee and provide its recommendations to the EXCO for endorsement.

## 3.4 MEETINGS

- (A) The Secretariat shall convene a meeting upon request of the Chairperson or any member of the Audit Committee.
- (B) Whenever possible, Audit Committee meetings shall be scheduled to allow for

adequate time for business, and so that they can be reported promptly and effectively to the BOT.

- (C) The Audit Committee may invite other BOT Members to attend any meeting for certain agenda items. The Audit Committee may also instruct any representative of the external auditors, internal auditors, EXCO member or any officer or employee of SNM and its institutions to attend its meetings and provide pertinent information as necessary. The minutes of the Audit Committee meetings shall include names of all invitees and reasons for inviting them to the meetings. Such invitees shall not be entitled to vote at the meetings or be present when the Audit Committee has to vote on any matters.
- (D) The Audit Committee may take external professional advice that it deems necessary to permit it to carry out its duties.
- (E) The Audit Committee may conduct its meeting by means of tele or video conferencing or similar communications equipment by means of which all members participating in the meeting can hear each other without the physical presence of one another. Participation in a meeting in such manner shall be deemed to constitute presence in person at such meeting. Minutes of such meeting signed by the Chairperson of the Meeting shall be conclusive.
- (F) Any member of the Audit Committee who is absent for three(3) successive meetings of the Audit Committee without written explanation to the Chairperson shall automatically cease to be a member of the Audit Committee. If at the third meeting, a written explanation for such absence is submitted, the Audit Committee shall consider such explanation and decide by a simple majority vote whether or not the absent member shall remain in the Audit Committee.

#### 3.4.1 Frequency

The Audit Committee shall meet at least three (3) times within 12 months or whenever deemed necessary (which includes one (1) joint meeting with the Finance Sub-Committee to review SNM's Audited Financial Statement).

#### 3.4.2 Quorum

The quorum shall not be less than two thirds of the Audit Committee members at each meeting, whether in person or via telephone or video conference.

#### 3.4.2 Voting

The voting shall be by a majority. If there is a tie, the Chairperson shall have the casting vote.

### 3.5 CONFLICT OF INTEREST

- (A) It is the responsibility of every member of the Audit Committee to report any possible real, potential or perceived conflict of interest. Where such conflict of interest may arise, the affected member must err on the side of caution, and declare the nature of the conflict of interest, and recuse himself/herself from further participation in any formal or informal discussion, including voting, on such matter.
- (B) When the Audit Committee needs to make a decision on any matter where one or more Audit Committee member(s) has/have a conflict of interest, it is the responsibility of the Audit Committee to ensure that:
  - a. Affected members recuse themselves from further discussions and voting on the affected matter.
  - b. All decisions are made by vote, with a simple majority required based on the presence of a quorum;
  - c. The minutes of the meeting include details of the potential conflict of interest matter and actions taken.
- (C) The Audit Committee shall have the right to restrict any Audit Committee member, determined to have possible real, perceived or potential conflict of interest, from further participation in any discussion on any matter, if the member does not offer to recuse himself/herself from discussions on the matter.
- (D) Any member of the Audit Committee who is found to have not declared a conflict of interest and had gone on to participate in further discussions or voting on a matter shall be deemed to have breached the By Laws related to Conflict of Interest. The Audit Committee shall then determine the severity of the offence and take appropriate disciplinary action ranging from a warning to dismissal from the Audit Committee. Such decisions shall be voted on by the Audit Committee and recorded in detail in the minutes of the meeting.

### 3.6 SECRETARIAT FUNCTIONS

- (A) The CEO, assisted by Head, Governance shall be the Secretary for the Audit Committee. The Secretariat shall
  - iv) propose the agenda of meetings.
  - v) ensure appropriate follow-up on issues and matters arising from the meetings.
  - vi) maintain records of proceedings of all meetings and any other related matters.



### 3.7 TRAINING

- (A) Members who are new to the Audit Committee will undergo an induction programme on SNM as an organisation with Institute of Public Character (IPC) status and an overview of the Social Service sector.
  
- (B) Regarding training, new members would be encouraged to attend all relevant workshops and seminars.

### **Supplementary Responsibilities**

(to be read in conjunction with the Audit Committee By-Laws)

#### 1. Financial Statements:

Reviewing financial statements for reporting to the EXCO on an annual basis to ensure that the financial statements and the disclosures are true and fairly represented. The process would include review of:

- (i) the suitability of the accounting policies and principles adopted by SNM and any significant changes during the year;
- (ii) the adequacy of financial statement disclosures;
- (iii) any significant adjustments, reclassifications or additional disclosures proposed by the external auditors;
- (iv) any major fluctuations in financial statement balances in the current year compared to the previous;
- (v) any unusual circumstance or situation reflected in the financial statements;
- (vi) any unusual or significant commitments or contingent liabilities; and
- (vii) comments on significant variances on the actual financial status against Budget.

#### 2. Internal Controls:

Reviewing Internal Audit functions to ensure appropriate internal controls, including financial, operational and compliance controls and risk management policies and systems are in place. The process would include review of:

- (i) critical control systems and functions supporting the financial reporting process;
- (ii) scope of the internal audit work;
- (iii) internal audit plans and reports;
- (iv) follow-ups by Senior Management with regards to the internal auditors' recommendations; and
- (v) compliance with relevant legislations and regulations issued by the relevant regulatory bodies.

## **4 INVESTMENT COMMITTEE**

### **4.1 PURPOSE**

- (A) The Investment Committee is charged with assisting the BOT to invest SNM's investible assets so as to preserve the inflation-adjusted true value of these investible assets (minimally in line with consumer price inflation plus a percentage to be determined from time to time). The Investment Committee shall adopt a conservative and cautious stance in pursuing its investment activities over the long term (defined as 5 to 10 years).
- (B) The EXCO shall stipulate the quantum of reserves to be invested.

### **4.2 APPOINTMENT OF THE INVESTMENT COMMITTEE**

#### **4.2.1 Composition**

- (A) The BOT shall appoint an Investment Committee that has sufficient and relevant expertise to fulfil its role and responsibilities.
- (B) The Investment Committee shall comprise at least five (5) members of whom at least two (2) members shall be members of the BOT.
- (C) No member of the Investment Committee shall concurrently be a member of the Audit Committee.

#### **4.2.2 Chairperson**

- (A) The BOT shall appoint the Chairperson of the Investment Committee. The Chairperson of the Investment Committee must be a BOT member.

#### **4.2.3 Term**

- (A) The Investment Committee and its Chairperson shall be appointed on a two (2) year basis and not exceeding four (4) consecutive years. In the event the members of the Investment Committee fail to fulfil their obligations satisfactorily, the BOT shall appoint alternative members. The Investment Committee shall report to the BOT.

### **4.3 RESPONSIBILITIES**

- (A) The Investment Committee shall:
  - (i) Undertake any activity within its Terms of Reference as stated in these By Laws.
  - (ii) Seek any information it requires from any employee and/or committee member.

- (iii) Obtain any independent professional advice that it determines necessary to permit it to carry out its duties within its Terms of Reference.
- (B) The specific responsibilities of the Investment Committee shall be to :
- (i) Determine investment goals and objectives of SNM with the intent of preserving capital and future purchasing power.
  - (ii) Ensure an appropriate investment strategy is established for the portfolio of assets and to oversee its execution.
  - (iii) Establish investment policies including the study and selection of asset classes, determining asset allocation ranges, risk tolerance level, investment time horizon and performance objectives.
  - (iv) Review asset allocations once every two (2) years or earlier, if necessary, to ensure that the allocations remain relevant and appropriate.
  - (v) Regularly monitor the performance and effectiveness of the investment strategies to ensure that they are consistent with the investment objectives of SNM.
  - (vi) Ensure that funds are prudently, ethically and effectively managed with the assistance of management and external fund managers.
  - (vii) Establish a process of evaluating, selecting and terminating external fund managers.
  - (viii) Recommend to the BOT the appointment of suitable fund managers based on multi-dimensional selection criteria.
  - (ix) Evaluate the performance of external fund managers on a regular basis to ensure that investment guidelines are adhered to.
  - (x) Submit to the BOT a report on fund performance once every six (6) months and to provide an update on the investments annually at the Annual General Meeting.
  - (xi) Appoint professional investment management firms to manage the investable assets on a discretionary basis in line with its conservative and cautious stance. In this regard the Investment Committee will draw up guidelines for the investment management firm(s) to follow.

#### 4.4 MEETINGS

##### 4.4.1 Frequency

The Investment Committee shall meet every 3 months or more often as deemed necessary.

#### 4.4.2 Quorum

The quorum for an Investment Committee meeting shall consist of a minimum three (3) members, one of whom must be a BOT member, whether in person or via telephone or video conferencing.

4.4.3 The voting shall be by a majority. If there is a tie, the Chairperson shall have the casting vote.

#### 4.4.4 Chairperson

The Investment Committee Chairperson shall preside over all Investment Committee meetings and in his absence, may nominate another SNM Trustee sitting on the Investment Committee to chair the meeting.

#### 4.4.5 Ex-officio Members

The President and the Treasurer shall be ex-officio members of the Investment Committee.

#### 4.4.6 Telephone or Video Conferencing

The Investment Committee may conduct its meeting by means of telephone or video conferencing or similar communications equipment by means of which all members participating in the meeting can hear each other without the physical presence of one another. Participation in a meeting in such manner shall be deemed to constitute presence in person at such meeting. Minutes of such meeting signed by the Chairperson of the Meeting shall be conclusive.

#### 4.4.7 Attendance

Any member of the Investment Committee who is absent for three(3) successive meetings of the Investment Committee without written explanation to the Chairperson shall automatically cease to be a member of the Investment Committee. If at the third meeting, a written explanation for such absence is submitted, the Investment Committee shall consider such explanation and decide by a simple majority vote whether or not the absent member shall remain in the Investment Committee.

#### 4.5 CONFLICT OF INTEREST

- (A) It is the responsibility of every member of the Investment Committee to report any possible real, potential or perceived conflict of interest. Where such conflict of interest may arise, the affected member must err on the side of caution, and declare the nature of the conflict of interest, and recuse himself/herself from further participation in any formal or informal discussion, including voting, on such matter.
- (B) When the Investment Committee needs to make a decision on any matter where one or more Investment Committee member(s) has/have a conflict of interest, it is the responsibility of the Investment Committee to ensure that:
  - i. Affected members recuse themselves from further discussions and voting on the affected matter.
  - ii. All decisions are made by vote, with a simple majority required based on the presence of a quorum;
  - iii. The minutes of the meeting include details of the potential conflict of interest matter and actions taken.
- (C) The Investment Committee shall have the right to restrict any Investment Committee member, determined to have possible real, perceived or potential conflict of interest, from further participation in any discussion on any matter, if the member does not offer to recuse himself/herself from discussions on the matter.
- (D) Any member of the Investment Committee who is found to have not declared a conflict of interest and had gone on to participate in further discussions or voting on a matter shall be deemed to have breached the By Laws related to Conflict of Interest. The Investment Committee shall then determine the severity of the offence and take appropriate disciplinary action ranging from a warning to dismissal from the Investment Committee. Such decisions shall be voted on by the Investment Committee and recorded in detail in the minutes of the meeting.

#### 4.6 SECRETARIAT FUNCTIONS

- (A) The CEO, assisted by Head, Finance Department shall be the Secretary for the Investment Committee. The Secretariat shall
  - vii) propose the agenda of meetings.
  - viii) ensure appropriate follow-up on issues and matters arising from the meetings.

- ix) maintain records of proceedings of all meetings and any other related matters.

#### 4.6 TRAINING

- (A) Members who are new to the Investment Committee will undergo an induction programme on SNM as an organisation with Institute of Public Character (IPC) status and an overview of the Social Service sector.
- (B) Regarding training, new members would be encouraged to attend all relevant workshops and seminars.

## **5. COMMITTEE OF INQUIRY (“COI”)**

### **5.1 PURPOSE**

- (A) The BOT shall consider all complaints that are brought to its attention and shall where it considers appropriate to do so, appoint a Committee of Inquiry (“COI”) to investigate any allegation of abuse of power, unfair treatment, impropriety or any conduct prejudicial to the good order and discipline of the organization on the part of any:
- (i) Committee office bearer or Committee member
  - (ii) Member of the Audit Committee or Investment Committee
  - (iii) Member of any Sub-Committee
  - (iv) Senior Management (Senior Manager and above) of SNM,
- who shall be referred to henceforth as “the Respondent”. The person(s) or entity who made the complaint shall henceforth be referred to as “the Complainant”.

### **5.2 COMPLAINT PROCEDURE**

- (A) Any complaint against a Respondent shall –
- (i) be made in writing.
  - (ii) addressed to the BOT; and
  - (iii) be signed by the person making the complaint.
- (B) Upon receipt of such complaint, the complaint shall be forwarded to the BOT Secretariat who shall assist the BOT to frame the charge in accordance with the procedure set out in these By Laws and hand over the original complaint and the charge to the BOT for investigation.
- (C) The BOT may seek the assistance of legal counsel to frame the charge, should it deem it necessary.
- (D) In the event such charge involves parties in an unresolved dispute, the BOT shall be empowered to require the Respondent, to abstain from visiting the SNM’s premises until the said complaint has been resolved.
- (E) For the purposes of ascertaining whether the Respondent is guilty of the charge, the BOT–
- (i) may appoint one or more mediators from the Mediation Sub-Committee (referred to in Article 18 of the Constitution) or members of the BOT, to mediate on the complaint against the Respondent; or
  - (ii) shall immediately appoint a COI and refer the complaint and charge to be investigated by the COI.

- (F) Nothing in this By Law shall prevent the BOT from dismissing the complaint summarily, should the BOT determine that the complaint falls outside its jurisdiction.
- (G) Any person or entity who lodges a complaint commits to appearing before the mediation session or testifying before the COI. If a complaint is dismissed by the BOT on the grounds that there was insufficient evidence against the Respondent due to the complainant's neglect, refusal or failure to testify, the BOT may impose an administrative fee not exceeding \$100.00 against the complainant.

### 5.3 MEDIATION

- (A) Where the BOT has referred the matter for mediation, the appointed mediator(s) shall attempt to mediate the case and get the involved parties to come to an amicable mediated settlement, and submit its report to the BOT.
- (B) The BOT shall send a written notice to the Respondent with a copy of the charge and give the Respondent a minimum of fourteen (14) calendar days written notice to attend the mediation session.
- (C) The BOT may abridge the time to convene a mediation if it deems it necessary to have an expedited mediation.
- (D) The Respondent appearing before the Mediation session may engage legal counsel for the purposes of any mediation session.
- (E) All communications in a mediation will be deemed to be on a without prejudice basis and strictly confidential and shall not be shared with any COI appointed to investigate the complaint should the mediation be unsuccessful.
- (F) If the mediation is not successful, or if the Respondent refuses to attend the mediation, the BOT may appoint a COI and refer the complaint to be investigated by the COI.

### 5.4 APPOINTMENT AND COMPOSITION OF COI

- (A) The COI appointed by the BOT shall comprise a Chairperson and not less than two (2) other persons to hear the complaint.

### 5.5 CHAIRPERSON

The BOT shall appoint the Chairperson for the COI. The Chairperson must be a BOT member.



## 5.6 PROCEDURE FOR CONVENING COI HEARING

- (A) Before any action is taken against the Respondent, the BOT shall send a written notice to the Respondent with a copy of the charge and give the Respondent a minimum of fourteen (14) calendar days written notice to attend the COI hearing.
- (B) The BOT may abridge the time to convene a COI hearing if it deems it necessary to have an expedited hearing.
- (C) The Respondent appearing before the COI may engage legal counsel for the purposes of any COI hearing.
- (D) It shall be in the power and discretion of the BOT to exclude such Respondent(s) from the premises of the Mission until such hearing shall have been held and concluded.

### 5.6.1 Framing of Charges

- (A) Every complaint shall be framed as a charge setting out the facts complained of in such manner as to identify the act or omission complained of (“the offence”).
- (B) Where there are 2 or more distinct offences, a separate charge shall be framed in respect of each offence and a separate finding shall be made on each charge.
- (C) Where there is more than one offence committed in the course of the same transaction, only one charge shall be framed in respect of the most serious offence disclosed.
- (D) More than one Respondent may be dealt with together for the same or different offence if committed in the course of the same transaction.
- (E) The charge may be amended or altered at any time before the finding, but the Respondent concerned shall be informed of the amended or altered charge and shall be given full opportunity to cross-examine or give or call evidence to meet such amended or altered charge.
- (F) A Respondent charged with an offence may be punished for having attempted to commit or having abetted the commission of such offence.

### 5.6.2 Procedure at COI Hearing

- (A) Every hearing under these By Laws shall be conducted by members of the COI, who may meet for the purposes of the hearing, adjourn and otherwise regulate the conduct of the hearing as the members may deem fit.

- (B) The charge shall be read out and if necessary, explained to the Respondent and he/she shall then be called upon to plead to the charge.
- (C) If the member concerned pleads guilty-
  - (i) The COI shall record briefly the facts in support of the charge and shall explain them to the Respondent ;
  - (ii) The Respondent shall then be invited to make any statement he/she wishes in extenuation of the offence, and such statement shall be recorded, or if he/she has nothing to say, such fact shall be recorded; and
  - (iii) The COI may then accept the plea, record a finding of guilt and shall recommend to the BOT appropriate disciplinary action and /or sanction against the Respondent, including the dismissal from office or termination of employment of any Respondent as appropriate.
- (D) If the Respondent concerned does not plead guilty or refuses to plead:  
The COI shall examine the witnesses in support of the charge and their evidence shall be recorded;
  - i) The Respondent concerned shall be invited to cross-examine the witnesses and examine any documentary evidence;
  - ii) A witness may be re-examined on matters arising out of any cross-examination.
  - iii) If, after hearing the witnesses in support of the charge, the COI finds that no case has been made out against the member concerned, the COI shall dismiss the case, but otherwise he/she shall call on the Respondent concerned for his defence.
  - iv) If called on for his defence-
    - a) The Respondent concerned may give evidence or submit a written statement, and may call witnesses, or he/she may remain silent.
    - b) If the Respondent concerned gives evidence, he/she may be cross-examined, but not as to his character or offences not charged, and he/she may make any explanatory statement on any point arising out of his cross-examination.
    - c) His witnesses may be cross-examined, including cross-examination as to credibility, and he/she may re-examine them.
  - (v) The COI shall, on the evidence, record a finding of guilty or not guilty in respect of the charge or charges relating to abuse of power, unfair

treatment, impropriety or any conduct prejudicial to the good order and discipline of the organization.

- (vi) If the COI finds the member concerned guilty of the charge(s) on a balance of probabilities-
  - a) The member concerned shall be invited to make any statement he/she wishes in extenuation of the offence.
  - b) Such statement shall be recorded, or if he/she has nothing to say, such fact shall be recorded.
  - c) The COI shall record a finding of guilt and shall recommend to the BOT appropriate disciplinary action and /or sanction against the Respondent as provided for in these By Laws, including the dismissal from office or termination of employment of any Respondent as appropriate.
- (vii) If the COI finds the Respondent not guilty of the charge(s) on a balance of probabilities, the COI shall record a finding of not guilty and shall recommend to the BOT that the charge be dismissed.
- (E) The COI shall at all times satisfy itself that the Respondent concerned understands the nature and effect of the proceedings and has a proper opportunity to defend himself, and if he/she requests to do so, with the assistance of legal counsel.
- (F) If the Respondent refuses to attend the hearing of the COI in answer to the notice calling upon the Respondent to do so, the COI shall be empowered to proceed with the hearing in the Respondent's absence and make a finding on the available evidence.
- (G) The COI may for sufficient reasons adjourn any hearing from time to time.
- (H) The COI shall at the conclusion of such hearing, present its findings and shall recommend to the BOT the following:
  - (i) the dismissal of the Respondent from office or employment as the case may be; or
  - (ii) the suspension of the Respondent from office or employment as the case may be, for not more than one year; or
  - (iii) the imposition of a fine not exceeding \$200.00; or
  - (iv) the issuance of a letter of warning or censure; or
  - (v) any other lesser penalty or any combination thereof; or
  - (vi) dismiss the complaint if the allegations are not proven on a balance of probabilities.

- (I) The BOT will decide upon the recommendation made by the COI and issue a written notice informing the Respondent of its decision with a copy sent to the EXCO.
- (J) The BOT shall have the discretion to accept or reject or to modify the recommendations of the COI. the BOT's decision shall be final.

#### 5.7 CONFLICT OF INTEREST

- (A) Whenever a person appointed as a mediator or member of the COI in any way, directly or indirectly, is aware of any potential conflict of interest in the subject matter of the mediation or inquiry he/she shall inform the BOT, who shall appoint an alternate mediator or member of the COI to replace him/her.

#### 5.8 SECRETARIAT FUNCTIONS

- (A) The CEO, assisted by Governance Department, shall be the Secretary for the COI. The Secretariat shall
  - x) assist the BOT to frame the charge(s)
  - xi) extend administrative support to the mediator(s) and COI in the convening, carrying out and completion of the mediation session(s) or COI hearing(s).
  - xii) maintain records of proceedings of all mediation sessions, COI meetings, COI hearings and any other related matters.

#### 5.9 TRAINING

- (A) Members who are new to the COI will undergo an induction programme on SNM as an organisation with Institute of Public Character (IPC) status and an overview of the Social Service sector.
- (B) Regarding training, new members would be encouraged to attend all relevant workshops and seminars.

Dated this 25<sup>th</sup> day of July 2021.

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President,  
For and on behalf of SNM Executive Committee