



**CONSTITUTION OF
SREE NARAYANA MISSION (SINGAPORE)
2026**

CONTENTS

1. INTERPRETATION.....	2
2. NAME.....	4
3. REGISTERED OFFICE.....	4
4. OBJECTS.....	4
5. GENERAL MEMBERSHIP.....	5
6. MANAGEMENT	6
7. OFFICERS & THEIR DUTIES.....	10
8. TRUSTEES.....	13
9. AUDIT & RISK MANAGEMENT COMMITTEE AND EXTERNAL AUDITORS.....	16
10. INVESTMENT COMMITTEE.....	17
11. LEGAL ADVISOR.....	18
12. PATRON.....	18
13. GENERAL MEETINGS.....	18
14. FUNDS AND PROPERTIES	22
15. PROHIBITION	23
16. CESSATION OF CHARITY STATUS	24
17. DISSOLUTION	24
18. MEDIATION AND DISCIPLINARY PROCEEDINGS	24
19. POWER TO MAKE BY-LAWS, RULES AND REGULATIONS	26

1. INTERPRETATION

In these rules unless there is anything in the subject or context inconsistent therewith:

- (A) "By Law" means rules and regulations made by the Committee from time to time.
- (B) "Committee" or "EXCO" means the Executive Committee of the Mission for the time being.
- (C) "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 interests or dividends therefrom.
- (D) "General Body" means the members of the Mission.
- (E) "General Meeting" means any meeting of the General Body that meets the requirements of Article 13 (General Meetings).
- (F) "Institution" shall include any care facility, programme or service that comes under the management of the Mission.
- (G) "In writing" means written or printed or partially written or printed and shall include the provision of such information in electronic form.
- (H) "Male" shall include female and vice-versa where appropriate.
- (I) "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.
- (J) "Office" means the registered office of the Mission.
- (K) "Official Language" means English and Malayalam used as the official languages of the Mission.

- (L) "Principal Officers" shall mean the President, the Vice-President, the General Secretary, the Treasurer, the Assistant General Secretary and the Assistant Treasurer.
- (M) "Property" means movable and immovable properties of the Mission.
- (N) "Singapore" means the Republic of Singapore.
- (O) "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 SNM. It shall not include person(s) engaged to provide "services for fee" on terms and conditions under a "contract for services".
- (P) "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.
- (Q) Trustees
- "Board of Trustees" (BOT) shall mean Elected Trustees and Co-opted Trustees. 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 and 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.
- (R) Words imparting singular number shall include the plural and vice-versa.
- (S) "Year" means the financial year of the Mission, which shall be a period of 12 consecutive months.

2. NAME

- (A) The name of the Mission shall be Sree Narayana Mission (Singapore).
- (B) Respecting the wishes of the founder members the name "Sree Narayana Mission" shall not be removed under any circumstance.
- (C) The Mission was registered in Singapore in 1948 as Sree Narayana Mission originally situated at 48 Soon Keat Road, Singapore. The inspiration, idealism, and enthusiasm to create the Mission in Singapore had its roots and source of energy from the enlightened teachings of Sree Narayana Guru who propagated the moral, humanitarian, and spiritual strengthening of mankind. The members then and now have been and continue to uphold the universal teachings and guidance of the noble and inspiring actions and deeds of Sree Narayana Guru. This philosophy of being and doing good, carrying out humanitarian and charity work and noble samaritan endeavours, and to prevent and alleviate human suffering especially for the less advantaged in our society, coupled with kindness, compassion, humanitarian assistance and sacrifices made without any discrimination against race, religion, gender or ethnicity shall always remain the guiding principles for the members and the Mission to achieve its objectives.

3. REGISTERED OFFICE

The registered office of the Mission shall be No. 12 Yishun Avenue 5, Singapore 768992 or such other places as the Committee may from time to time decide and approved by the Registrar of Societies (ROS).

4. OBJECTS

- (A) To uphold the Guru's vision and teachings which include:
- 'Whichever be the religion, it suffices, if it makes a better man',
 - 'Acts that one performs for one's own sake should also aim for the good of other men'.
 - 'Gain freedom through education'
 - 'Gain strength through organisation'
 - 'Gain prosperity through industry'
 - 'One in kind, one on faith and one in God is man'.
- (B) To promote the interests of the Mission and to encourage generosity.

- (C) To promote and encourage service to mankind, carrying out good deeds, humanitarian and charitable activities so as to relieve physical, emotional and mental pain and suffering.
- (D) To provide opportunities and create goodwill to enhance unity and friendship among members and human society through social, cultural, spiritual and recreational activities.
- (E) To celebrate Sree Narayana Guru Jayanthi (the birthday of Sree Narayana Guru), observe Sree Narayana Guru Samadhi (death anniversary of Sree Narayana Guru) and celebrate other days of significance including the National Day of Singapore and other special occasions as the Committee may deem fit and appropriate.
- (F) To have such other objects that are complementary or incidental to the attainment of the foregoing objects or any one of them including the raising of funds and donations, the purchase or acquisition of movable and immovable properties, the provision of accommodation, facilities and service for the aged, destitute and persons in need of care, and to provide social assistance to the needy.

5. GENERAL MEMBERSHIP

- (A) The General membership shall consist of Ordinary Members, Life Members, Associate Members, Honorary Members, Junior Members and Corporate Members. The Committee will set the subscription rates for all classes of membership.
- (B) An Ordinary Member shall be a Singapore Citizen subscribing to the objects of the Mission, who has attained the age of 21 years and who has paid the prescribed annual subscription upon approval of membership by the Committee (no proration). This Clause is fundamental and shall not be altered or deleted except with the prior written approval of the relevant sector regulator(s), the Commissioner of Charities (COC) and Controller of Residential Property or any other relevant authority in charge of the administration of the Residential Property Act and the Registrar of Societies (ROS).
- (C) A Life Member shall be one who meets with the eligibility requirements of an Ordinary Member and who has been approved as such by the Committee on paying the prescribed subscription in advance.
- (D) An Associate Member shall be a non-Singaporean residing in Singapore and who has paid the prescribed annual subscription as required and who has been approved as a member by the Committee.

- (E) An Honorary Member may or may not be a Singapore citizen who has been recommended by the Committee and approved by the General Body. Such recommendation may be extended to a person who has distinguished himself in public life or by service to Sree Narayana Mission (Singapore). He will not be required to pay any subscription.
- (F) A Junior Member shall be any Singapore resident who has attained the age of 16 years but is less than 21 years on the date of application and who has paid the prescribed subscription fee and who has been approved as a member by the Committee.
- (G) A Corporate Member shall be any corporate organisation. The admission of a Corporate Member shall be at the sole discretion of the Committee.
- (H) Any member whose subscription is in arrears for a period of three months and who fails to pay it even after the receipt of due notice, is liable to be deprived of membership at the discretion of the Committee. Any member who has been deprived of membership in this manner shall be notified in writing by the General Secretary.
- (I) When such members apply for fresh membership, the matter shall be referred to the Committee for approval.

6. MANAGEMENT

- (A) (i) The management of the Mission shall be vested in the Committee elected by the General Body. All members of the Committee shall be Ordinary or Life members and shall serve in an honorary capacity, hold office for a period of two (2) years and shall be eligible for re-election.
- (ii) The term of President and General Secretary shall be restricted to two (2) consecutive terms (totalling four (4) years) at any one time on a continuous basis.
- (iii) The term of Treasurer and Assistant Treasurer shall be restricted to two (2) consecutive terms (totalling four (4) years) at any one time on a continuous basis. Re-election of the outgoing Treasurer may be considered after a lapse of at least two (2) years. They shall also not be eligible to serve in the Audit & Risk Management Committee for the term immediately following the completion of their term of office as Treasurer and/or Assistant Treasurer.
- (iv) The supreme authority of the Mission shall be the General Body and the Management of the Mission shall be vested in the Committee.

- (B) The Committee shall consist of:
 - (i) President
 - (ii) Vice-President
 - (iii) General Secretary
 - (iv) Assistant General Secretary
 - (v) Treasurer
 - (vi) Assistant Treasurer
 - (vii) Nine (9) Members
- (C) Any member of the Committee may resign from the Committee at any time by informing the General Secretary in writing.
- (D) Such resignation from the Committee shall not be accepted if the member concerned tenders his resignation after committing an act prejudicial to the interest of the Mission and such member shall not be absolved from any liability arising therefrom unless the Committee decides otherwise.
- (E) Any member of the Committee who is absent for three successive meetings of the Committee without a written explanation to the General Secretary shall automatically cease to be a member of the Committee. If at the third meeting, a written explanation for such absence is submitted, the Committee shall consider such explanation and decide by a simple majority vote whether or not the absent member shall remain in the Committee. Leave of absence for a period not exceeding three consecutive months may be granted on application.
- (F) The Committee shall have power to co-opt any Ordinary or Life Member of the Mission into the Committee to fill vacancies due to death, resignation, expulsion or otherwise and he shall serve the balance of the term of the Committee member that he is replacing.
- (G) Any changes in the Committee shall be notified to the sector regulator(s) the COC and ROS within seven (7) working days of the change.
- (H) The Committee shall have power to form Sub-Committees and to appoint members and non-members to serve in such Sub-Committees.
- (I) The Sub-Committees shall be delegated with such powers as shall be necessary to discharge the duties entrusted to them. The Sub-Committees shall function in accordance with the terms of reference specified by the Committee 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 Committee shall have the power to disband it.

- (J) The Committee may from time to time raise or borrow, for the purpose of the Mission, such sums of monies as they think proper, in such manner and upon such terms and conditions in all respects as they think fit provided that where any question arises regarding either the raising or borrowing of monies or the incurring of any capital expenditure by the Mission in excess of \$4,000,000 for any one project relating to the social service sector, or \$100,000 for any other one project, then that question and any other question arising out of the same or incidental thereto shall be decided by a majority vote of the members entitled to vote and expressed in person at a General Meeting.
- (K) The Principal Officers of the Committee shall be empowered to take decisions on matters of urgency by simple majority and any ensuing action taken shall be considered bona-fide. However, the Committee shall be kept informed of all such decisions and actions as soon as practicable and the same shall be minuted at the next Committee meeting.
- (L) The Committee shall have power to reimburse travel and other reasonable expenses to those assisting the Mission in their honorary capacity.
- (M) The Committee shall have power to appoint, pay, control and terminate or dismiss employees, setting their terms and conditions of service, executing all agreements on behalf of the Mission and its Institutions and generally setting policies and doing everything for their efficient running.
- (N) The Committee shall meet at least once in two months to pass the minutes of the previous meeting, examine and approve the accounts of the Mission and its Institutions and transact any other business connected with the management of the Mission.
- (O) Members may participate in a meeting via teleconference or any other such capabilities by and through which all persons participating in the meeting can communicate with each other, without a member being in physical presence of other members and participating in a meeting pursuant to this provision shall constitute presence in such a meeting.

- (P) The Committee shall also meet if so requested by the President or the General Secretary to discuss any specific matter or if requisitioned in writing signed by any four or more members of the Committee within seven (7) calendar days of receipt of such requisition.
- (Q) The Committee shall decide all questions that arise but not provided for in the Constitution and its decision shall be final and shall be in force so long as it is not cancelled or reversed by the Committee or the General Body.
- (R) The quorum for all meetings of the Committee shall not be less than half (1/2) of the Committee.
- (S) The Committee shall resign forthwith if a General Meeting passes a resolution of no-confidence in the Committee and demands its resignation. Such meeting immediately after passing such resolution shall also elect a new Committee, which shall hold office for the remaining period of the current term.
- (T) If more than half of the Committee members resign en masse, a new Committee shall be elected at an Extraordinary General Meeting (EOGM) within thirty (30) calendar days of such resignation in accordance with the Articles governing the General Meeting. Any member of the out-going Committee may stand for re-election. The new Committee shall hold office for the remaining period of the current term.
- (U) When a new Committee is elected the out-going Committee shall hand over charge as soon as possible and in any case within seven (7) calendar days of such election. In the interim the outgoing Committee shall not incur any expenditure or launch fresh activities for the Mission and its Institutions except incur expenditure and conduct activities necessary for the day-to-day functioning of the Mission and its Institutions. Should expenses be incurred in default of this provision the outgoing Committee shall make good the same either collectively or individually as the case may be.
- (V) The out-going Committee shall be responsible for the proper handing over of all funds and properties of the Mission and its Institutions as on date of handing over to the incoming Committee. Any discrepancies, loss or damage, if proved to be or suspected to have been caused due to neglect or done deliberately shall be referred to the Legal Advisor and further action in the matter shall be taken in accordance with the advice of the Legal Advisor.

- (W) A verbal declaration by the Chairman at a meeting that a resolution or decision has been approved unanimously or by a particular majority or lost or not lost by a particular majority shall be conclusive evidence of the votes recorded in favour of or against such resolutions or decisions.
- (X) The Committee shall have power to accept or reject any application for membership without assigning any reason.
- (Y) The Committee shall have the power to suspend, debar or dismiss from holding office in the Committee or membership of the Mission any member whose conduct is found to be prejudicial to the objects and interests of the Mission. Such member shall have the right to appeal to the next Annual General Meeting whose decision shall be final.
- (Z) Whenever a member of the Committee or Sub-Committees in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins.
- (AA) The member concerned should not participate in the discussion or vote on the matter and should also offer to withdraw from the meeting and the Committee shall decide if this should be accepted.

7. OFFICERS & THEIR DUTIES

(A) President and Vice President

- (i) The President shall preside over all Committee and General meetings and shall exercise general supervision of the work of the Mission and its Institutions and shall be the spokesperson for the Mission and its Institutions. The President shall have a second or casting vote at committee meetings.
- (ii) The Vice President shall deputise the President in his absence.
- (iii) The President shall, in conjunction with other Principal Officers, Chief Executive Officer and the Head of Finance be authorised to sign cheques or approve electronic payments of the Mission and its institutions in accordance with the Finance Policy Manual.
- (iv) Without giving prior notice the President may discuss matters that are not included in the Constitution of the Mission if the General Meeting approves.

But decisions arrived at such discussions shall not contravene the provisions laid out in the Constitution of the Mission.

(B) The General Secretary and Assistant General Secretary

- (i) The General Secretary shall be responsible for the general administration of the Secretariat including
 - (a) the summoning of all Committee and General Meetings of the Mission,
 - (b) the maintenance of an up-to-date Register of Members,
 - (c) the conduct of correspondence on behalf of the Committee and the Mission and its Institutions,
 - (d) the dissemination and distribution of information of the activities of the Mission and its Institutions,
 - (e) the keeping of minutes of the Committee and General Meetings of the Mission.
- (ii) The General Secretary shall deal with all official correspondence, issue authorised statements, call meetings of the Committee and the General Meetings whenever necessary, prepare minutes of meetings and reports on the activities of the Mission and its Institutions, sign cheques or approve electronic payments in accordance with Article 7(A) (iii).
- (iii) The General Secretary shall give at least three (3) working days' notice of any Committee meeting in writing or through electronic means. The General Secretary is also empowered to transact any business by bringing it to the notice of all Committee members in writing or through electronic means and getting it approved.
- (iv) The General Secretary shall give members twenty-one (21) calendar days' notice of the General Meeting through post or electronic means.
- (v) The Assistant Secretary shall assist the General Secretary in his duties.

(C) Treasurer and Assistant Treasurer

- (i) The Treasurer shall be responsible for the proper administration of all funds belonging to the Mission or under the control of the Committee including
 - (a) the issue of receipts for all funds received by the Mission,
 - (b) the collection of subscription fees,

- (c) the keeping of bank accounts,
- (d) the drawing up and presentation of the statement of accounts to the monthly Committee meeting,
- (e) the drawing up and presentation of the audited statement of Accounts and Balance Sheet to the Annual General Meeting,
- (f) reporting to the Committee and the General Meeting on the financial state of the Mission,
- (g) the payment of all bills properly incurred on behalf of the Mission,
- (h) the signing of cheques and approving electronic payments in accordance with Article 7(A)(iii),
- (i) and the keeping of a sum of not more than \$3,000 for Mission and a total of \$10,000 for the various Institutions for meeting contingencies.
- (ii) The Assistant Treasurer shall assist the Treasurer in his duties. In the absence of the Treasurer the Assistant Treasurer shall perform duties of the Treasurer as may be directed by the Committee.

(D) Committee Members

- (i) All Committee Members shall assist the other office bearers of the Mission in the execution of their duties when their help is sought.
- (ii) Committee Members shall not use Mission properties for their personal use.
- (iii) No member including a member of the Committee is allowed to remove from the Mission premises any property belonging to the Mission without the prior written approval of the Committee.
- (iv) No Committee Member shall give any statement to any organization or media in his individual capacity on matters concerning the Mission and its Institutions. The Committee is empowered to take action against members who contravene this rule. In times of emergency the President and/or General Secretary may give statements without prior consultation with the Committee but shall inform the Committee as soon as is practicable.
- (v) During the General Meeting no Committee member shall vote against matters that were discussed at Committee level if he had already voted in favour when such matters were discussed unless approved in writing by the Committee.

8. TRUSTEES

BOARD OF TRUSTEES (“BOT”)

- (A) The Mission shall have a BOT comprising 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- seven (7) Elected Trustees and four (4) Co-opted Trustees.
 - (iii) If there are twelve (12) members – eight (8) Elected Trustees and four (4) Co-opted Trustees.
- (C) Elected Trustees shall serve a term of four (4) years. The Elected Trustees shall be elected at the Annual General Meeting and 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.
- (i) 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.
- (D) The Elected Trustees shall be eligible for election only if they have been Life or Ordinary members of the Mission and in good standing for at least one (1) year prior to the date of election.
- (E) The BOT shall elect from amongst its members a Chairperson during the tenure of four (4) years and as long as he is member of the Board. Only an Elected Trustee may be elected as a Chairperson.
- (F) The quorum for all meetings of the BOT shall not be less than half (1/2) of the BOT. 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.

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 Chairman shall have the casting vote.

- (G) The Chairman shall preside at all meetings of the BOT. In his absence, the meeting shall be chaired by an Elected Trustee nominated by the Chairman. If the Chairman is unable to perform the functions of Chairman, the Elected Trustees shall appoint an Acting Chairman from amongst themselves for the meeting or period concerned.

- (H) 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.

- (I) The BOT shall appoint: -

- (i) The Audit & Risk Management Committee and its Chairperson. The Chairperson must be a BOT member.

The said 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 & Risk Management Committee fail to fulfill their obligations satisfactorily, the BOT shall appoint alternative members. The Audit & Risk Management Committee shall report to the BOT.

- (ii) The Investment Committee and its Chairperson. The Chairperson must be a BOT member. The said 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 fulfill their obligations satisfactorily, the BOT shall appoint alternative members. The Investment Committee shall report to the BOT.

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

- (iii) The BOT shall consider all complaints that are brought to its attention and shall, where it considers it appropriate to do so, appoint a Committee of Inquiry to investigate any allegation of abuse of power, unfair treatment, impropriety or any conduct prejudicial to the good order and discipline of the organisation on the part of any:

- (a) Committee office bearer or Committee member
 - (b) Member of the Audit & Risk Management Committee or Investment Committee.
 - (c) Member of any Sub-Committee
 - (d) Senior management (Senior Manager and above)
 - (iv) The BOT shall determine the terms of reference of the Committee of Inquiry (COI). The COI will present its findings and recommendations to the BOT. The BOT's decision to accept or reject or modify the recommendations will be final.
 - (v) The BOT may at its absolute discretion, invite an external person(s) to sit in a BOT meeting(s) as an advisor(s). Such advisor(s) shall not be entitled to vote at BOT meetings.
- (J) 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.
- (K) 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.
- (L) A member of the BOT shall cease to hold office if
- (i) he resigns his office by written notice to the General Secretary;
 - (ii) he is deemed to lack capacity within the meaning of the Mental Capacity Act; or becomes a mentally disordered person or a patient within the meaning of the Mental Health (Care and Treatment) Act; or
 - (iii) he is declared a bankrupt.
- (M) If in the opinion of the BOT, a Trustee is guilty of misconduct of such a kind as to render it undesirable that he continues as a Trustee, the BOT shall:
- (i) Removal of an Elected Trustee:
Request the Committee, 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.

Serve a Notice of Removal of not less than fifteen (15) calendar days to the concerned person to make any representation he wishes on the matter. The decision of the General Body shall be final.

(ii) Removal of a Co-opted Trustee: By a two-thirds (2/3) majority vote of the BOT, remove the concerned person as a Co-opted Trustee. Serve a Notice of Removal of not less than seven (7) calendar days to the concerned person to make any representation he wishes on the matter. The decision of the BOT shall be final.

(N) All immovable properties and shares and other securities of the Mission shall be vested in three Elected Trustees nominated by the Chairperson of the BOT for this purpose. The Treasurer shall furnish full details of the immovable properties and shares, or other securities of the Mission and premises occupied by its institutions whenever requested by the BOT.

(O) The trustees of the Mission shall not affect any sale or mortgage of property without the prior approval of the General Meeting of members.

(P) The trustees of the Mission shall not take or effect any material action or decision in respect of the shares or other securities of the Mission without the prior approval of the Committee. Approval of the General Meeting of members shall be obtained if the value is S\$4,000,000 and above.

(Q) The address of each immovable property, name of each Elected Trustee and any subsequent change, must be notified to SNM's sector regulator(s) and the COC.

(R) These provisions are fundamental and shall not be altered or deleted except with the prior written approval of the Controller of Residential Properties, SNM's sector regulator(s), COC and ROS.

9. AUDIT & RISK MANAGEMENT COMMITTEE AND EXTERNAL AUDITORS

(A) The Audit & Risk Management Committee shall comprise a minimum of four members and no more than six members.

(B) The Audit & Risk Management Committee shall assist the BOT to ensure a high standard of corporate transparency and governance by providing an independent review of the effectiveness of the following across the Mission, its Institutions and its Sub-Committees:

- internal controls
- authorisation controls

- systems controls
- compliance controls
- financial reporting processes
- operational processes
- risk management policies
- procurement policies
- security and safety management policies

(C) Whenever a member of the Audit & Risk Management Committee in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins.

(D) The member concerned should not participate in the discussion or vote on the matter and should also offer to withdraw from the meeting and the Audit & Risk Management Committee shall decide if this should be accepted.

(E) The General Body shall appoint, after endorsement by the Audit & Risk Management Committee and BOT, Public Accountants registered with the Accounting and Regulatory Authority (ACRA) as external auditor. The external auditor will be required to audit each year's accounts and prepare a report to be presented to the Annual General Meeting. The external auditor may be required by the BOT to audit the Mission's accounts for any period within the Committee's term of office, at any date and make a report to the BOT. Any change of external auditor must be notified to SNM's sector regulator(s) and the COC.

10. INVESTMENT COMMITTEE

(A) The Investment Committee shall assist 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 will adopt a conservative and cautious stance in pursuing its investment activities over the long term (defined as 5 to 10 years). The Committee shall stipulate the quantum of reserves to be invested.

(B) Whenever a member of the Investment Committee in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a

meeting, the member shall disclose the nature of his interest before the discussion on the matter begins.

(C) The member concerned should not participate in the discussion or vote on the matter and should also offer to withdraw from the meeting and the Investment Committee shall decide if this should be accepted.

(D) The Investment Committee may 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.

11. LEGAL ADVISOR

The General Meeting shall appoint the Legal Advisor for a term of two (2) years. The General Meeting may re-elect the Legal Advisor for subsequent terms.

12. PATRON

The Mission may invite person(s) of distinction who have made significant contributions in the various fields of human endeavour, both locally and internationally to serve as the Patron(s) of the Mission based on terms and conditions as determined by the Committee from time to time. The appointment of Patron shall be recommended by the Committee and approved by the General Body.

13. GENERAL MEETINGS

(A) The Annual General Meeting of the Mission shall be held within 5 calendar months after the end of the financial year (unless dispensation is obtained from the COC and/or the ROS to hold it at a later date).

(B) The General Secretary as per Article 7(b) (iv) shall give twenty-one (21) calendar days' notice of the General Meeting to members through post or electronic means.

(C) At least seven (7) calendar days before the Annual General meeting the General Secretary shall send out to all eligible members by way of hardcopy or by electronic means:

- (i) The Minutes of the previous Annual General Meeting or other general meetings.
- (ii) The Annual Report of the Committee.
- (iii) The audited Annual Accounts of the Mission and its Institutions.

- (D) At the General Meeting:
- (i) The fifteen (15) members as per Article 6(B) shall be elected to the Committee and shall hold office for the prescribed term.
 - (ii) The Elected Trustees as per Article 8(A) shall be elected to the BOT and shall hold office for the prescribed term.
- (E) A candidate for election for any office shall be proposed and seconded on the prescribed form by ordinary or life members and the form must be signed by the candidate as signifying his willingness and eligibility to accept office and such candidate shall be elected if his written consent is obtained even if he is not present at the Annual General Meeting.
- (F) Nominations must be received by the General Secretary at least fourteen (14) calendar days before the date of the General Meeting. The names of those nominated shall be sent to members by post or electronic means and posted on the Notice Board of the Mission not less than seven (7) days before the date of the General Meeting.
- (G) Election shall be by ballot when the nominations exceed the required number. If insufficient nominations are received the members present at the General Meeting shall be entitled to propose, second and elect such further members of the Committee as are necessary to complete the required number.
- (H) The General Meeting shall adopt the minutes of the previous Annual General Meeting or any EOGM that had been called prior to the General Meeting, the Annual Report of the Committee together with the Annual Accounts of the Income and Expenditure of the Mission and its Institutions audited by the external auditors.
- (I) The General Meeting shall elect the Committee, a Legal Advisor and appoint External Auditors for a term of two (2) years. The General Meeting shall also elect Trustees for a term of four (4) years.
- (J) The General Meeting shall consider resolutions, and amendments to the constitution.
- (i) No amendments to the 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 Meeting.

- (ii) All amendments to the constitution, once approved by the General Meeting, must be submitted by the Committee and endorsed by the relevant sector regulator(s), and approved by ROS.
- (K) The General Meeting may also transact any other business mentioned in the Agenda placed before the meeting in accordance with the Constitution.
- (L) Members who wish to move any resolution or propose any amendment to the Constitution shall send the text of such resolutions or proposed amendments in writing (either by hand, post or e-mail) so as to reach the General Secretary at least seven (7) calendar days prior to the date of the meeting. Such text of the resolution or proposed amendments shall be posted on the Notice Board and sent by post or electronic means to the members to reach them before the Annual General Meeting.
- (M) An EOGM of the members of the Mission may be held when the Committee deems it necessary. An EOGM shall also be called whenever a requisition for such a meeting signed by at least eighty (80) members eligible to vote and stating the reason for such meeting is received by the Committee. Fifteen (15) calendar days' notice shall be given to the Committee for such a meeting to be called. Only matters for which the EOGM was called shall be discussed and voted on at the meeting.
- (N) The preferred mode of conduct for AGMs or EOGMs shall be physical meetings. However, the Committee may call for a virtual AGM or EOGM if exceptional circumstances warrant it.
 - (ii) In the conduct of physical AGMs and EOGMs, the Committee may consider requests by members to participate virtually if their personal circumstances, physical or otherwise, prevent them from participating in person. The decision of the Committee on any such request shall be final.
 - (iii) If a virtual AGM is called, the Committee must ensure the following requirements are met:
 - (i) **Attendance**

Members are able to observe and listen.
 - (ii) **Right to Make Representations**

Right or entitlement to be heard or to require representations to be read out at the General Meeting.

(iii) Right to Speak

Right or entitlement to speak on a resolution at the General Meeting - members should be able to send in their queries via e-mail/mail and it must be addressed either at or before the General Meeting.

(iv) Quorum

A Quorum may be formed by members being electronically present.

(v) Nominations

Nominations must be received by the General Secretary, either by hand, post or e-mail, at least fourteen (14) calendar days before the date of the General Meeting. The names of those nominated shall be sent to members by post or electronic means and posted on the Notice Board of the Mission and on the website not less than seven (7) calendar days before the date of the General Meeting.

(vi) Voting

Members must be able to vote.

(vii) Sharing Documents

Documents must be shared electronically (via e-mail/website) seven (7) calendar days before the General Meeting.

(viii) Notices

Notices must be shared twenty-one (21) calendar days before the General Meeting.

(O) Only Ordinary Members whose annual subscriptions are not in arrears, and Ordinary and Life Members who are not suspended for any reason shall be entitled to participate or vote at the General Meeting of the Mission. Junior Members, Associate Members, Honorary Members and Patrons can participate in the General Meeting but are not entitled to vote.

(P) Members who are not present at the General Meeting shall not be entitled to vote.

(Q) The quorum for any General Meeting shall be at least one-quarter of the total voting membership or 50 members whichever, is lesser.

- (R) In the event of there being no quorum, the meeting shall be adjourned for half an hour and re-convened at the end of the half hour and the members present shall form the quorum, but the meeting shall have no power to alter, amend or make additions to any of the existing provisions in the Constitution unless there is a full quorum.
- (S) Only Ordinary Members and Life Members who have completed at least one year of continuous membership and whose subscriptions are not in arrears shall nominate members or be eligible for nomination and election to any office in the Committee and also for the posts of Trustees and Legal Advisor of the Mission.
- (T) Only members who have continuous membership of at least three months' duration or more before the date of any General Meeting and whose subscriptions are not in arrears shall be eligible to attend any Annual General Meeting.
- (U) Only Ordinary Members and Life Members whose continuous membership of at least three months' duration or more before any General Meeting and whose subscriptions are not in arrears shall be eligible to vote at any General Meeting.

14. FUNDS AND PROPERTIES

- (A) The Mission and its Institutions may receive regular or periodical donations, gifts and grants, in cash or kind, from its members, the public, the Singapore Government and other bodies, institutions or individuals.
- (B) The Mission and its Institutions may adopt any legal means to raise funds for its various projects.
- (C) All funds of the Mission and its Institutions shall be deposited in any bank or investment funds by the Investment Committee in line with the investment policy approved by the BOT. These funds will be maintained separately as "Mission Funds" and "Institution Funds".
- (D) The Investment Policy proposed by the Investment Committee will be subject to approval by the BOT. The Committee will determine the quantum of funds to be invested. The Investment Committee will decide which investment funds to invest in.
- (E) If any sum expended by the Treasurer is not approved by the Committee that sum shall be returned within such time as the Committee shall decide.

- (F) A complete record of all properties, including values where applicable, shall be kept by the Treasurer. Amendments, additions or deletions from the list of properties shall be done by the Treasurer, duly audited, before presentation to the Annual General meeting or whenever called upon to do so by the Committee, BOT or the General Meeting.
- (G) The address of all immovable properties and any subsequent change must be notified to the COC and ROS.
- (H) The accounts of the Mission and its Institutions shall be audited annually by a certified public accountant appointed by the General Body. A copy of the audited financial statements shall be furnished to the COC.

15. PROHIBITION

- (A) The bringing of gambling paraphernalia, drugs in contravention of the Misuse of Drugs Act or persons of ill repute to the premises of the Mission is prohibited. Liquor shall not be consumed in the Mission's premises.
- (B) The funds of the Mission shall not be used to pay the fines and or legal fees of members or staff who have been convicted in a court of law.
- (C) The Mission 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.
- (D) The Mission shall not hold any lottery, whether confined to its members or not, in the name of the Mission or its office-bearers, Committee or members without permission from the relevant authority.
- (E) The Mission shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (F) Employees of the Mission or its Institutions may be eligible for membership but having become members, shall not be eligible for election to the Committee or to the posts of Trustees, nor co-opted into any Sub-Committee or the BOT, nor be appointed as advisors to the BOT, Audit Committee or Investment Committee. A member's voting rights shall be held in abeyance for as long as he is a full-time employee of the Mission or its Institutions.
- (G) No property of the Mission or its Institutions shall be used, lent or otherwise handled by any member except with permission expressed in writing by the Committee at a General Meeting. No property of the Mission shall be sold or otherwise disposed

of except by the Committee at a General Meeting. Any member including Committee members who damages, destroys or sells any property of the Mission or its Institutions shall replace the same or pay such compensation in cash to the Mission within such time as the Committee or the General Meeting may determine.

(H) The Mission may incorporate commercial entities (including a company limited by guarantee) to carry out business activities so long as all or part of the profits generated are used to promote the interests of the Mission and the nature of the commercial business does not conflict with the objects of the Mission. In such an event, the Mission shall inform ROS in writing that the setting up of the commercial entity/entities is in line with their overall objectives.

16. CESSATION OF CHARITY STATUS

In the event that the Mission ceases to be a registered charity under the Charities Act, all debts and liabilities legally incurred on behalf of the of the Mission and the Institutions shall be fully discharged and the remaining funds shall be transferred to other charitable organisations, or Institution(s) of a Public Character when the Mission is an Institution of a Public Character, pursuing similar objectives in Singapore as the members of the Mission shall determine at the General Meeting, unless otherwise specified by the COC.

17. DISSOLUTION

(A) The Mission shall not be dissolved except with the consent of two-thirds of the total number of members eligible to vote. The vote will be by means of a ballot.

(B) In the event of the Mission being dissolved, all debts and liabilities incurred on behalf of the Mission and the Institutions shall be fully discharged by the Mission and the remaining funds shall be transferred to other charitable organisations, or Institution(s) of a Public Character when the Mission is an Institution of a Public Character, pursuing similar objectives in Singapore, as members of the Mission shall determine at the General Meeting unless otherwise specified by the COC.

(C) The relevant sector regulator(s), COC and ROS shall be informed within seven (7) working days of the dissolution.

18. MEDIATION AND DISCIPLINARY PROCEEDINGS

(A) The Committee shall appoint a Mediation Sub-Committee and the Committee may, in its discretion, refer any complaint made against any member to a mediation process. The mediators shall be selected from the members of the Mediation Sub-

Committee. The Mediation Sub-Committee shall attempt to mediate the case and come to an amicable mediation settlement. If the mediation is not successful, the Committee may, where applicable, refer the matter to the Disciplinary Sub-Committee for hearing.

- (B) The Committee shall appoint a Disciplinary Sub-Committee comprising a Chairman and not less than three (3) and no more than seven (7) individuals which shall recommend to the Committee appropriate disciplinary action and /or sanction including the expulsion of any member who has in the opinion of the Disciplinary Sub-Committee, acted in a way prejudicial to the interest of the Mission or its members thereof or has breached any provision of the Constitution or its By-Laws, Rules and Regulations, or whose conduct shall in the opinion of the Disciplinary Sub-Committee render the member unfit for membership of the Mission. The member appearing before the Disciplinary Sub-Committee may engage legal counsel for the purposes of any disciplinary hearing held by the Disciplinary Sub-Committee.
- (C) Before any disciplinary action is taken against any member, the General Secretary or any authorised person shall give the member a minimum of fourteen (14) calendar days written notice to attend a hearing by the Disciplinary Sub-Committee to give an explanation, and the General Secretary shall inform the member of the complaint made against such member.
- (D) If such a member refuses to attend the hearing in answer to the notice calling upon the member to do so, the Disciplinary Sub-Committee may nevertheless proceed with the hearing in the member' s absence.
- (E) The Disciplinary Sub-Committee shall have the discretion and may, at the conclusion of such hearing, recommend to the Committee the following:
 - (i) the suspension of the member for not more than one year or
 - (ii) the imposition of a fine not exceeding \$200.00
 - (iii) the issuance of a letter of warning or censure or
 - (iv) any other lesser penalty or any combination thereof,

The Committee will decide upon the recommendation and issue a written notice to the member informing the member of its decision.

- (F) If two-thirds of the Disciplinary Sub-Committee members present, after hearing such member, vote for the expulsion of the member, the Disciplinary Sub-Committee shall accordingly recommend the same to the Committee. Upon acceptance of the Disciplinary Sub-Committee's recommendation, the Committee shall notify the expulsion decision in writing to the member concerned and the member shall thereupon cease to be a member of the Mission.
- (G) It shall be in the power and discretion of the Disciplinary Sub-Committee to exclude such member(s) from the premises of the Mission until such meeting shall have been held and concluded.
- (H) Such member shall have the right to appeal to the next Annual General Meeting against the Committee's decision and the decision of the Annual General Meeting shall be final.
- (I) Any person shall, upon ceasing to be a member of the Mission, forfeit all rights, privileges and claims against the Mission but shall continue to be liable to the Mission for any outstanding debts.

19. POWER TO MAKE BY-LAWS, RULES AND REGULATIONS

- (A) Consistent with the objects of the Mission, the Committee shall have the power to make, repeal and amend By-Laws, Rules and Regulations as may be considered necessary from time to time for the well-being of the Mission and the Institutions under its charge.
- (B) Without prejudice to the generality of the forgoing provision the By-Laws, Rules and Regulations may provide for and regulate including but not limited to
 - (i) efficient management of the Mission,
 - (ii) efficient running of the Institutions,
 - (iii) proper management and administration of funds and assets of the Mission and its Institutions.
- (C) (i) A Constitution Review Sub-Committee (CRC) can be appointed by the General Meeting or the Committee, if deemed necessary, to review and purpose amendments to the constitution.
- (ii) No amendments to this Constitution shall be passed except at an EOGM/AGM and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

- (iii) All amendments to the Constitution must be approved by the respective government-appointed sector regulator(s).