

CONSTITUTION

of

The Singapore Council

of

Women's Organisations

Mission

The Singapore Council of Women's Organisations having been founded by women, seeks to unite the various women's organisations, clubs, committees, groups and women leaders together, working in accordance with its various aims and objectives.

The Singapore Council of Women's Organisations seeks to co-ordinate these associations into a national movement and to act on their behalf in matters for which it is authorised by its members.

It seeks to promote the ideals of 'Equal Space, Equal Voice and Equal Worth' for women in Singapore.

1. Name

This organisation is called "The Singapore Council of Women's Organisations" (SCWO).

2. Registered Place of Business

SCWO's registered place of business is at 96 Waterloo Street, Singapore 187967, or at any other place decided by the Board and approved by the Registry of Societies.

3. Aims and Objects

The object of the SCWO is to provide direct and support services that address the needs of women in Singapore, with special focus on the needs of vulnerable women.

In furtherance of the above object but not otherwise, and provided that nothing is done for commercial reasons or solely for profit, the SCWO may exercise the following powers:

- 3.1 to act as a federation of women's organisations by:
 - 3.1.1 providing a forum for women leaders to exchange views and discuss issues related to their organisations and to women in Singapore
 - 3.1.2 creating opportunities for member organisations to share information and collaborate with each other
 - 3.1.3 identifying areas of common interest, and purpose, and furthering these through unified effort

- 3.1.4 fostering friendly relationships, goodwill and understanding amongst women, irrespective of origin, race or religion
- 3.1.5 providing leadership and working positively towards peace and understanding throughout the world by actively participating regionally and internationally with other like-minded organisations which subscribe to similar aims and objects.
- 3.2 to promote and improve the status of women in Singapore in all fields, and where necessary, seek legislative and policy changes to ensure justice and equal opportunity for women as embodied in the Convention to Eliminate All Forms of Discrimination Against Women (CEDAW) and Universal Declaration of Human Rights.
- 3.3 to serve as a resource centre for information about women in Singapore and carry out research and training programmes that will benefit women.

4. Membership

All women's organisations and clubs which subscribe to the aims and objectives of SCWO regardless of whether they are working actively on these, may become members.

4.1 Categories of Membership

4.1.1 Ordinary Membership:

Women's organisations and clubs whose main concern and activities are with and for women.

4.1.2 Associate Membership:

Mixed organisations and clubs where women make up at least 20% of the total membership, and Women's Sub-Committees of mixed organisations which have more than 20 women members, and both of which subscribe to the aims and objectives of SCWO.

4.1.3 Junior Membership:

Girls' organisations or clubs, committees or groups where the majority of members are under 18 years old.

4.2 Approval of Membership Applications:

All applications for membership must be approved by the Board.

4.3 Exclusions:

All organisations which are Ordinary Members of SCWO on 21 June 2003 will retain their membership status regardless of Sections 4.1 and 4.2.

5. Friends of SCWO

Individuals, groups or corporations which have contributed or have rendered outstanding service to SCWO, may be conferred the title "Friend of SCWO," on the recommendation of the Board.

6. Patron-in-Chief and Patrons

6.1 Appointment of Patron-in-Chief and Patrons:

The Board may recommend the appointment of a Patron-in-Chief and Patrons for approval by the General Meeting.

6.2 Resignation and Disqualification of Patron-in-Chief and Patrons:

6.2.1 The Patron-in-Chief and Patrons may resign from their appointment at any time by a written notice to the Honorary General Secretary.

6.2.2 If a Patron-in-Chief has been appointed by virtue of her office in the Government, her appointment will cease when she no longer holds the office.

6.2.3 If a Patron is incapacitated or guilty of conduct which is detrimental to the interests of the SCWO, the Board may recommend the termination of her appointment, which must be approved at a General Meeting. The Patron will be informed of the Board's decision and will be given an opportunity to make a written statement to the Board, with a request that it will be circulated to the Ordinary Members.

7. Joining Fee & Annual Subscription

The joining fee for admission and annual subscription will be the sums decided by the General Meeting.

8. General Meetings

SCWO will hold the following General Meetings:

8.1 Annual General Meeting (AGM):

This meeting must be held once a year. All Ordinary, Associate and Junior

Members may attend.

8.2 Extraordinary General Meeting (EGM):

The Board or 12 Ordinary Members may requisition for an Extraordinary General Meeting.

8.3 Virtual Meeting and Electronic Voting

Both the Annual General Meeting and the Extraordinary General Meeting may be held in person, virtually or by way of a hybrid meeting, as the Board, in its absolute discretion, deems fit. A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the Annual General Meeting or the Extraordinary General Meeting, as the case may be, as he or she would have if attending such a meeting in person.

9. Representation at SCWO Meetings

- 9.1 An Ordinary Member may send two representatives to General Meetings of the SCWO, one of whom will be the Designated Representative, who must be a member of the Executive Committee of her organisation.
- 9.2 Associate and Junior Members may send one representative to meetings of the SCWO.

10. Voting Rights

- 10.1 At all meetings, a resolution will be passed by a simple majority unless the meeting decides otherwise. If there is a tie, the Chairperson will have a casting vote.
- 10.2 There will be one vote for each Ordinary Member and the vote can only be exercised by the Designated Representative.
- 10.3 Associate and Junior Members will have no voting rights at the AGMs and EGMs.
- 10.4 The right to vote can only be exercised when all subscriptions and dues have been paid before the meeting.
- 10.5 All voting will be by secret ballot unless the meeting decides otherwise.

11. Notice of and Business to be transacted at Meetings

11.1 Annual General Meetings (AGM):

- 11.1.1 The Agenda for the AGM must include the reading and passing of minutes of the previous AGM, adoption of reports of the various committees and

the audited Financial Accounts of the previous year and any other matters for which due notice has been given.

11.1.2 There must be an election of members to the Board every two years.

11.1.3 The Honorary General Secretary must send out the notice of the AGM with the agenda at least 21 days before the AGM.

11.1.4 A member who wishes to include an item on the agenda under Any Other Business (AOB) must give notice of her intention to do so by sending the topic she wants to be discussed duly endorsed by her own organisation to reach the Honorary General Secretary not later than 10 days before the AGM.

11.1.5 The AGM must be held not later than June each year.

11.2 Extraordinary General Meeting (EGM):

11.2.1 Twelve Ordinary Members may requisition for an EGM. The requisition must state the objects of the meeting and must be signed by the Members and deposited at the SCWO office.

11.2.2 Upon receipt of the requisition, the President must call for an EGM within 14 days and the Honorary General Secretary must send out a notice of the meeting, together with the objects of the meeting as specified in the requisition, not later than 10 days before the meeting.

11.2.3 If the President does not convene the EGM within the 14 days, the Members requisitioning the meeting may convene the meeting.

11.2.4 The meeting must not be held later than two months after the requisition.

11.2.5 The Board may call for an EGM at any time by giving not less than 10 days' notice to Members, together with the agenda for the meeting.

12. Quorum

12.1 At the AGM and EGM, the quorum will be one third of the Ordinary Members.

12.2 At AGMs, if there is no quorum, the meeting will be adjourned for 30 minutes. After the adjournment, the meeting will be re-convened and voting members present will constitute a quorum. All resolutions passed at the adjourned meeting will be deemed to have been passed as if there had been a quorum. The adjourned meeting has no power to pass any resolution relating to changes to the Constitution.

- 12.3. At EGMs, if there is no quorum, the EGM will not be adjourned but be recorded as aborted owing to lack of support.

13. Nominations

- 13.1 A Nominations Committee comprising three persons who are not members of the Board and who will not be standing for election will be appointed by the Board at least three months before every AGM in which elections are to take place.
- 13.2 Nominations for the President and the Board members must be filed on prescribed forms and must be submitted to the Nominations Committee Chairperson not later than four weeks before the AGM in which elections are to take place.
- 13.3 If there is only one nomination received for the President, she will be deemed elected.
- 13.3.1 If there are no nominations received for the President, the number of Board members to be elected will be increased to 12, and the Board members will elect the President from among themselves at the first Board meeting.
- 13.3.2 For the post of President there will be no nominations from the floor.
- 13.4 If there are less than 11 nominations received for Board membership by the Nominations Committee, the members nominated will be deemed elected.
- 13.5 If the nominations received by the closing date are less than required to fill the Board complement, nominations may be made from the floor at the AGM for the remaining vacancies on the Board PROVIDED that:
- 13.5.1 the members nominated are eligible to hold office in the Board; and
- 13.5.2 the authorised representative of the Ordinary Member present at the meeting confirms or there is a letter from the Ordinary Member confirming that it supports her nomination.
- 13.6 A nomination of a representative to the Board by an Ordinary Member must be accompanied by a resolution of the Executive Committee of the Member.
- 13.7 All nominees to the Board must be members of the Executive Committee of the Ordinary Member at the time of nomination.
- 13.8 Any complaints about matters relating to the nomination of members and elections must be made in writing to the Chairperson of the Nominations Committee within seven days of the announcement of the results at the AGM.
- 13.9 The Nominations Committee will be dissolved two weeks after the AGM unless

there are complaints to be investigated, in which case, it will be dissolved after investigations have been completed.

14. Composition of the Board

14.1 The Board will comprise:

- 14.1.1 the elected President and 11 other elected members;
- 14.1.2 not more than three co-opted members;
- 14.1.3 the Immediate Past President as an ex-officio member.

14.2 Election of Office Bearers:

The members of the Board other than the Immediate Past President will elect from the 11 elected members the following Office Bearers:

- 14.2.1 3 Vice-Presidents
- 14.2.2 an Honorary General Secretary
- 14.2.3 an Honorary Assistant Secretary
- 14.2.4 an Honorary Treasurer
- 14.2.5 an Honorary Assistant Treasurer

14.3 The Office Bearers must be Singapore citizens or Singapore Permanent Residents.

14.4 Terms of Office:

- 14.4.1 The President will hold office for an initial term of two years and is eligible for re-election for a further term of two years. She will serve an additional term of two years in an ex-officio capacity as Immediate Past President.
- 14.4.2 The Immediate Past President is eligible to stand for election as President or Board member after a break of a term of two years.
- 14.4.3 The Treasurer shall not hold the same office for more than four consecutive years. Re-appointment of the outgoing Treasurer to the Treasurer position or any position which is involved in the finances of a charity may be considered after a lapse of at least two years.
- 14.4.4 All members of the Board will hold office for an initial term of two years and are eligible for re-election for a further term of two years, except that:
 - 14.4.4.1 Board members will be eligible for election to the post of President notwithstanding that they have held office on the Board for two terms.
- 14.4.5 All Board members are eligible for election to the Board after a break of a

term of two years.

14.4.6 Where SCWO is unable to conduct an election through physical means, the election and voting may be held by such virtual means as is reasonably practicable to do so in the circumstances of the day. In an election year where it is not possible to conduct an AGM physically or through virtual means, the term of the existing Board, including both elected and appointed Board members, shall be extended until such time an election can be held either virtually or physically and new Board members elected.

15. Board Meetings

- 15.1 Board meetings must be held regularly and not less than 6 times per year.
- 15.2 No less than one week's notice of the meeting must be given to the Board Members.
- 15.3 The quorum at Board meetings will be six Members.
- 15.4 Board Members may participate in a meeting partially or wholly through virtual means where participants can communicate and interact remotely through electronic means, including but not limited to videoconferencing, teleconferencing, or other appropriate technology, and such participation in a meeting shall be deemed as constituting presence at the meeting.

16. Resignation, Disqualification and Removal of Board Members

16.1 Resignation:

A Board member may at any time resign from the Board by giving written notice of her resignation to the Honorary General Secretary.

16.2 Disqualification:

A Board member will be disqualified from continuing to hold office on the Board if:

- 16.2.1 She ceases to be a member of the Ordinary Member whom she represents;
- 16.2.2 The Ordinary Member whom she represents gives written notice to the Honorary General Secretary of the withdrawal of her representation;
- 16.2.3 The Ordinary Member whom she represents ceases to be a Member of SCWO;
- 16.2.4 She is convicted of a criminal offence and fined \$2000 or more, and/or is

sentenced to imprisonment for more than two weeks;

16.2.5 She is declared a bankrupt;

16.2.6 Member's duty to inform SCWO of disqualification:

If a Board member is disqualified from holding office on the Board, she or the Ordinary Member whom she represents must immediately inform the Honorary General Secretary in writing of such disqualification.

16.3 **Removal:**

16.3.1 A Board member who does not attend three consecutive Board meetings without giving a reason for her absence may be removed by the Board and the Member whom she represents duly informed.

16.3.2 Any Board member may be removed if her removal is approved at a General Meeting.

16.3.3 Any changes in the Board shall be notified to the Registry of Societies and the Commissioner of Charities within two weeks of the change.

17. Powers of the Board

17.1 The Board has the power to appoint a representative of an Ordinary Member to fill any vacancy on the Board. Provided that such new Board members:

17.1.1 must not exceed two at any time;

17.1.2 will hold office until the next elections at the AGM after their co-option to the Board.

17.2 The Board may:

17.2.1 formulate By-laws to regulate the proceedings of the SCWO and for carrying out the administration of the organisation. The By-laws must not be in conflict with the provisions of the Constitution;

17.2.2 co-opt not more than three women who may not be representatives of Members of SCWO to serve as members of the Board;

17.2.3 appoint committees whose members need not be representatives of Members of the SCWO and determine their terms of reference;

17.2.4 appoint such officers and staff as it thinks fit and regulate the conduct and dismissal of such persons;

- 17.2.5 enter into contracts, establish trusts and generally regulate the transaction of all business for and on behalf of the SCWO. The Board will, when any major project, transaction or contract exceeding \$500,000 is contemplated, obtain the approval of Members at a general meeting;
- 17.2.6 receive subscriptions, donations, interest, dividends and contribution from the Government and from any other persons and bodies;
- 17.2.7 raise funds by all lawful means;
- 17.2.8 utilise the funds in such manner as the Board may think fit in carrying out the objects of the SCWO, and
- 17.2.9 generally to do all such other acts as may be necessary to carry out the purposes of the SCWO.

18. Appointment of Trustees

18.1 Acquisition of Property:

Any immovable property acquired by SCWO will be vested in Trustees (which may include a trust corporation). The Trustees of the Society shall not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

18.2 Appointment of Trustees:

18.2.1 SCWO will appoint a minimum of two and a maximum of four trustees, one of whom will be the incumbent President, or in the alternative, a trust corporation.

18.2.2 The trustees will be appointed by the general body at a General Meeting, on the recommendation of the Board.

18.3 Resignation of Trustees:

Any trustee may at any time resign her trusteeship. If a trustee dies or becomes of unsound mind or moves permanently or is absent from the Republic of Singapore for a period of one year, she will be deemed to have resigned her trusteeship.

18.4 Removal of trustees & appointment of new trustees:

If a trustee is guilty of misconduct of such a kind as to render it undesirable that she continues as a trustee, a General Meeting may remove her from her trusteeship. Vacancies in the trusteeship may be filled at a General Meeting. Notice of any proposal to remove a trustee from her trusteeship or to appoint a new

trustee to fill a vacancy must be given by affixing in the premises of the SCWO a document containing the proposal at least two weeks before the meeting at which the proposal is to be discussed.

18.5 Notification to the Commissioner of Charities:

The result of the meeting will then be notified to the Commissioner of Charities. The addresses of immovable properties, names of trustees and any subsequent changes must be notified to the Commissioner of Charities.

19. Prohibitions

- 19.1 Gambling of any kind, whether for stakes or not, is forbidden on SCWO's premises.
- 19.2 The funds of SCWO must not be used to pay the fines of members who have been convicted in Court unless the conviction was against them in their official capacity.
- 19.3 SCWO shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any Trade Union activity as defined in any written law relating to Trade Unions for the time being in force in Singapore.
- 19.4 SCWO shall not hold any lottery unless approval has been obtained from the competent authorities.
- 19.5 SCWO shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

20. Amendments to the Constitution

- 20.1 Amendments to the Constitution can only be made at the AGM or EGM convened for that purpose by a two thirds vote of the Ordinary Members present and voting in favour of the amendments.
- 20.2 At least three weeks' notice of the proposed amendments must be given by the Honorary General Secretary to all Members.
- 20.3 The Members present at the meeting may propose additional non-material changes to the wording of the amendments which will be discussed and voted upon.
- 20.4 The proposed amendments will only come into force after approval by the Registry of Societies and the Commissioner of Charities.

21. Interpretation

The Board will be the final authority on the interpretation of this Constitution.

22. Accounts and Audit

- 22.1 Two persons who are not members of the Board must be elected as Honorary Auditors at the AGM. They will not be eligible for re-election for a second consecutive term. In the alternative, a firm of accountants or auditors may be appointed by the AGM. They will audit the SCWO's yearly accounts and present a report upon them to the AGM. The President is at liberty to call upon the auditors to audit the SCWO's account for any period within their tenure of office at any date and make a report to the Board.
- 22.2 All monies of the SCWO must be deposited in approved Bank(s).
- 22.3 All cheques drawn upon the Bank accounts of the SCWO will be signed by either the Honorary Treasurer or the Honorary Assistant Treasurer, and one of the following:
- 22.3.1 President
 - 22.3.2 Vice-President
 - 22.3.3 Any other member as the Board may nominate for the purpose

23. Miscellaneous

23.1 **Mode of sending notices/communications:**

Any notice or communication may be sent by post, fax, email or by hand to any Member at the Member's last known address/fax number.

23.1.1 Service by Post:

Where any notice is sent by post, service of the notice will be deemed to have been received by the member.

23.1.2 Service by e-mail:

If a Member has indicated her consent to receiving communications by e-mail, service by e-mail is deemed to be good service if it is sent to the Member's last known e-mail address.

23.2 **Disclosure of Interest:**

Where a conflict of interest arises at a board meeting in view of any discussions, matters raised or any contract or proposed contract that the SCWO has entered into or is about to enter into, either directly or indirectly, she should declare her interest at the meeting. After that, she must not be present at the discussions during the meeting or vote on the contract.

24. Dissolution

- 24.1 SCWO can only be dissolved with the consent of not less than two thirds of the Ordinary Members of SCWO present and voting at the AGM or EGM especially convened for that purpose.
- 24.2 In the event that SCWO is dissolved, or the Society ceases to be a registered charity under the Charities Act, all debts and liabilities legally incurred on behalf of SCWO must be fully discharged and the remaining funds shall be donated to other charitable organisation(s) or Institution(s) of a Public Character when the Society is an Institution of Public Character, as the case may be, with similar objectives in Singapore which is (are) registered under the Charities Act, as the members of the Society may determine at the General Meeting.
- 24.3 Notice of Dissolution must be given within seven days of the dissolution to the Registry of Societies and the Commissioner of Charities.