

Singapore Anglican Community Services

CONSTITUTION

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CONTENT

1. INTRODUCTION
2. OBJECTS
3. MEMBERSHIP
4. MEMBERSHIP FEES
5. GENERAL MEETINGS OF THE SOCIETY
6. THE BOARD
7. DUTIES OF THE BOARD
8. DUTIES OF OFFICERS OF THE BOARD
9. GUIDANCE FROM THE SYNOD
10. AFFILIATED ORGANISATIONS
11. AMENDMENT OF CONSTITUTION
12. DISSOLUTION OF THE SOCIETY
13. TRUSTEE

1. INTRODUCTION

- 1.1. The Singapore Anglican Community Services (formerly known as The Singapore Anglican Welfare Council), a subsidiary organisation of the Diocese of Singapore, is inaugurated on 31 August 1967 and registered under the Societies Act (Cap. 311) as a Society on 24 June 1975 to minister to, and to carry out community services and welfare work, amongst the needy, destitute and impoverished, in those areas under the jurisdiction of the Diocese of Singapore according to the teaching of our Lord Jesus Christ:

***'Let your light shine before men, that they may see
your good works and glorify your Father in heaven.'***
(Matthew 5:16)

- 1.2. The place of business and address for correspondence shall be No 10 Simei Street 3, Singapore 529897 or such other address as may subsequently be decided upon by the Board and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises that have the prior written approval from the relevant authorities.

2. OBJECTS

- 2.1. The Society shall be the community service arm of the Diocese of Singapore.
- 2.2. The objects of the Society are:
- 2.2.1. To relieve poverty, suffering, ignorance or ill health, whether physical or mental, without limitation of age, sex, race, nationality, religion or moral character, especially by the provision of assistance, shelters, counselling, advisory, training and education.
- 2.2.2. To work with the parishes, congregations and other organisations in the Diocese of Singapore, and to co-operate with other recognised community service organisations, governmental or private, in carrying out community work.
- 2.2.3. To raise, receive, administer, invest or distribute funds, property or goods in kind to those in need.
- 2.2.4. To rent or purchase properties as may be deemed necessary for the pursuit of the Objects of the Society.
- 2.2.5. To enter into contracts for the purposes of the Society.

3. MEMBERSHIP

- 3.1. The Society shall have the following types of membership:
- Ordinary.
 - Life.
 - Honorary.

- 3.2. Ordinary and Life members shall be such persons as approved by the Board and who are members of a Christian church, and who subscribe to and are prepared to actively support the objects of the Society. Such members shall have the right to vote and hold office, subject to clause 6.
- 3.3. Honorary members shall be open to all ordained clergy who are holding the Bishop's licence to officiate in the Diocese of Singapore, as well as such persons who have made outstanding contribution to community service in Singapore as approved by the Board. Such members shall have the same right as ordinary and life members to vote and hold office, subject to the provisions in clause 6.
- 3.4. The Board may, without assigning any reason whatsoever, refuse an application for membership of the Society.
- 3.5. Any member may at any time terminate his membership by giving notice in writing to that effect, addressed to the Honorary Secretary at the registered place of business of the Society.
- 3.6. The Board may remove any member from the membership of the Society provided that in all cases before the member is removed, he/she shall be given an opportunity to be heard at a meeting of the Board.
- 3.7. The member being removed in pursuant to clause 3.6 shall be entitled to appeal to a General Meeting against the decision of the Board. A General Meeting shall be convened by the Board as soon as practicable for that purpose on request by such member, provided that such request shall be made within two (2) weeks of receipt of the decision of the Board. The decision of the General Meeting shall be by way of a simple majority and shall be final and binding on such member. If no such request is made or such request is not made within the prescribed time period, the decision of the Board shall be final and binding on such member.
- 3.8. The Board shall be at liberty to appoint advisors who may be able to contribute professionally by advising the Society on matters in connection with the affairs of the Society or the achievement of its objects. Such appointments may be overturned by a majority of voting members at a meeting held for that purpose.

4. MEMBERSHIP FEES

- 4.1. The Board shall determine the annual subscription for ordinary members and the one-off payment for life members, taking into consideration any objection from members at a General Meeting. All members shall be notified of any changes made by the Board to these fees within 2 weeks after the decision is made.
- 4.2. Honorary members shall be exempted from paying any membership fees.
- 4.3. The Board may suspend the right of any ordinary member who defaults in payments to vote in general meetings of the Society.

5. GENERAL MEETINGS OF THE SOCIETY

- 5.1. An Annual General Meeting shall be held each year by the end of May.
- 5.2. An Extraordinary General Meeting may be convened at any time on giving not less than 2 weeks' notice in writing by the Board of its own volition or at the request of not less than one quarter or 30 members of the total membership, whichever is the lesser.
- 5.3. The notice of any general meeting shall be given to all members in writing via post specifying the business to be transacted not less than 2 weeks before the meeting.
- 5.4. The quorum of a general meeting shall be one quarter of the total membership of the Society or 30 members, whichever is the lesser. In the event of there being no quorum at a general meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum but they shall have no power to alter, amend or make additions to any of the existing provisions of the Constitution.
- 5.5. At all general meetings, the business except that under clauses 11 and 12, shall be decided by a simple majority of those present and voting. The President shall decide on the method of voting. In the event of an equality of votes, the President shall have a second or a casting vote.
- 5.6. The Annual General Meeting shall:
 - 5.6.1. Receive and approve the annual report and audited accounts for the preceding year.
 - 5.6.2. Elect the members of the Board in accordance with clause 6 when the term of the current Board ends.
 - 5.6.3. Appoint an auditor for the ensuing year.
 - 5.6.4. Consider and decide on any matter placed on the agenda either by the Board or by any member of the Society and of which not less than 2 weeks' notice in writing has been given.
- 5.7. An Extraordinary General Meeting shall deal only with the business for which it has been called.
- 5.8. The President of the Board shall have the power from time to time to direct any meetings or proceedings of SACS (including but not limited to General Meetings, meetings of the Board) to be convened, held or conducted wholly or partly:
 - 5.8.1. By tele-conferencing, video-conferencing or any other electronic means; and/or
 - 5.8.2. By implementing a proxy feature of appointing the Chairman of the meeting to attend, speak and vote as the proxy of a participant to

such meetings or proceedings in such manner and procedure as the President of the Board may decide.

- 5.9 A member participating in a meeting convened, held or conducted pursuant to Clause 5.8 shall be counted in the quorum for such meeting. No proceedings of such meeting (including any voting thereat) shall be invalidated by reason of any procedural irregularity.

6. THE BOARD

- 6.1 The Board shall consist of:
- The Bishop of the Diocese of Singapore or his nominee, who shall be a member of the Society, elected at the Annual General Meeting;
 - 5 members of the Society nominated by the Synod of the Diocese of Singapore and elected at the Annual General Meeting – at least 2 shall be ordained ministers in the Diocese and the rest shall be members on the Electoral Roll of a Parish in the Diocese;
 - 5 members of the Society elected at the Annual General Meeting; and
 - Up to 2 members to be co-opted by the Board.
- 6.2 The Bishop or his nominee elected at the Annual General Meeting shall be the President of the Board. The members of Board shall determine among themselves at its first meeting after the Annual General Meeting the holders of the following offices in the Board:
- The Vice President
 - The Honorary Secretary
 - The Honorary Treasurer
 - Ordinary Board Members
- 6.3 All Board members except the Honorary Treasurer may serve in the same post for the second and subsequent consecutive terms. However, the Board should regularly consider the renewal of Board membership for the purposes of rejuvenation and succession planning of the Board. The Honorary Treasurer shall not hold office for more than two consecutive terms. Re-appointment of the outgoing Treasurer to the Treasurer position may be considered after a lapse of at least two years.
- 6.4 Each term of office shall be 2 years. Any Board member who fails to attend 3 consecutive committee meetings without reasonable explanation shall be deemed to have ceased to be a Board member. The Board may then suspend the position or appoint another person to be his/her replacement for the remaining period of his/her term. The replacement member shall exercise the same rights as other Board members.
- 6.5 Any changes in the Board need to be notified to the Registrar of Societies (ROS) and the Commissioner of Charities (COC) within 2 weeks of changes.

7. DUTIES OF THE BOARD

- 7.1 The Board shall be the highest governing body of the Society outside the general meetings.
- 7.2 The Board shall be responsible for executing all decisions made and resolutions passed at general meetings of the Society, as well as responsible for all the work of the Society.
- 7.3 The Board shall:
- 7.3.1 Formulate all necessary policies for the operations of the Society.
 - 7.3.2 Determine the administrative structure, personnel policies and regulations, and rules governing the finances of the Society.
 - 7.3.3 Initiate fund-raising activities, subject to the prior approval from the relevant authorities where necessary, to support the work of the Society.
 - 7.3.4 Give other directions as may be necessary for carrying out the objects of the Society.
 - 7.3.5 Be responsible for the endorsement of the annual report and accounts.
- 7.4 Board committees
- The Board shall have the power to appoint committees for purposes to be determined by the Board to assist the Board in administering the affairs of the Society and achieving the objects of the Society. Each appointed committee shall be formed by not less than 3 (Ordinary, Life or Honorary) members, one of whom must be a serving member of the Board. The Board may, from time to time, appoint any Ordinary, Life or Honorary member(s) to any appointed committee if the Board is of the view that such member(s) will be able to make a contribution to the Society by reason of particular experience or specialist expertise.
- 7.5 The Board shall appoint a person to head the staff of the Society and to be responsible for the day-to-day operations of the Society, including the employment of paid staff.
- 7.6 The Board shall meet as often as may be necessary and not less than four times a year. The notice of meeting shall be given to all Board members in writing via post specifying the business to be transacted not less than one week before the meeting.
- 7.7 At all meetings of the Board, the President, or in his absence, the Vice President and any 5 other members of the Board who are physically present at the meeting shall form a quorum. Subject to quorum, any other Board member may attend the meeting via telephone conference, provided that prior notice is given to the Honorary Secretary. The business shall be decided by a simple majority of those present and voting. Subject to quorum, Board members who participate in meetings by telephone conference shall also be entitled to cast their vote at meetings. The chairperson of the meeting shall decide on the method of voting. In the

event of an equality of votes, the chairperson shall have a second or casting vote.

7.7.1 Whenever a member of the Board is 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.

7.7.2 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 Board shall decide if this should be accepted.

8. DUTIES OF OFFICERS OF THE BOARD

8.1. The President shall chair all the meetings of the Board and the general meetings of the Society. He may give necessary directions for the proper conduct of the work of the Society between meetings according to the policies and rules set by the Board, including authorisation of action or expenditure in cases of urgency, provided that the circumstances of such special authorisation shall be reported to the next meeting of the Board. In the absence the President, the Vice President, the Honorary Secretary or the Honorary Treasurer, designated by the President, physically or virtually present, shall chair the meeting of the Board or the general meetings of the Society, on behalf of the President.

8.2. The Honorary Secretary shall keep minutes of all meetings of the Society and the Board and such other records as may be required, and shall deal with correspondence on behalf of the Board.

8.3. The Honorary Treasurer shall supervise and oversee the keeping of accounts of all moneys and funds of the Society, including but not limited to the operation of any bank accounts or accounts in the name of the Society, for which the authorised signatories must be persons appointed and authorised by the Board. Cheques, etc. for withdrawals from the bank will be signed by at least two authorized signatories as delegated by the Board.

9. GUIDANCE FROM THE SYNOD

9.1. The Board shall submit to the Synod of the Diocese of Singapore, the annual report of the Society and such other reports as required by the Synod for information.

9.2. The Synod may give guidance and advice to the Board from time to time on matters concerning the operations of the Society so as to assist the Society in achieving its objects.

10. AFFILIATED ORGANISATIONS

10.1. The Society shall accept suitable Christian organisations whose work has a direct relationship with the objects of the Society as affiliated organisations,

when such affiliation will bring about synergy in reaching out to the community.

- 10.2. The power to accept affiliated organisations lies with the Board. The Board shall also have the power to terminate any affiliation after serving one-month notice of termination to the affiliated organisation, without assigning any reason whatsoever.
- 10.3. In evaluating the admission of any affiliated organisation, the Board shall consider the credibility of the organisation in terms of complying with policies, rules and guidelines established by the relevant authorities.
- 10.4. Affiliated organisations of the Society shall be entitled to use the logo of the Society in their printed documents, publications, stationery and any publicity materials, provided that the statement "Affiliated to the Singapore Anglican Community Services" is included.
- 10.5. The Society shall work with such affiliated organisations to achieve the common goal of serving the community so as to glorify our Father in heaven.
- 10.6. The Society shall have no administrative, operational, financial or legal responsibilities towards such affiliated organisations.

11. AMENDMENT OF CONSTITUTION

This Constitution shall be amended only on a majority of two thirds of the members present and voting at a general meeting of the Society and it shall not be put in force without prior approval from the Bishop of Singapore, Registrar of Societies and the Commissioner of Charities.

12. CESSATION OF CHARITY STATUS

In the event that the Society ceases to be a registered charity under the Charities Act, all debts, liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be contributed to an Institution or Institutions of a Public Character with similar objectives in Singapore which are registered under the Charities Act, as the members of the Society may determine at the General Meeting, unless otherwise allowed by the Commissioner of Charities."

13. DISSOLUTION OF THE SOCIETY

- 13.1 The Society may be dissolved in the event that (i) a motion for dissolution is carried by a majority of two thirds of all members of the Society, who are present and voting at an Extraordinary General Meeting of the Society; and (ii) prior approval for dissolution is granted by The Bishop of Singapore.
- 13.2 In the event of dissolution, all just debts of the Society shall be discharged and any remaining funds should be distributed to an Institution or Institutions of a Public Character with similar objectives that are registered under the Charities Act, and approved by the SACS Board.

- 13.3. A Certificate of Dissolution shall be given to the Registrar of the Societies and the Commissioner of Charities within 7 days of the Resolution passed to dissolve the Society.

14. TRUSTEE

- 14.1 The trustees of the Society for the purpose of holding properties shall be the Secretary of the Synod of the Diocese of Singapore and the Honorary Secretary of Singapore Anglican Community Services.
- 14.2 The Commissioner of Charities and the Registrar of Societies must be notified of any removal of trustee or appointment of new custodian trustee to fill vacancy.
- 14.3 The trustees of the Society shall not effect any sale or mortgage of property without the prior approval of the General Meeting of members.
- 14.4 The Commissioner of Charities and Registrar of Societies must be notified of the address of each immovable properties, name of each custodian trustee and subsequent changes.

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