



ROCS REGN UEN: S33CS0022K

# **Singapore Amalgamated Services Co-operative Organisation Limited**

## **By-Laws**

Approved by Registrar  
and registered on  
16<sup>th</sup> Jan 2023

## **1 NAME, ADDRESS AND AREA OF OPERATION**

- 1.1 The Society shall be called the Singapore Amalgamated Services Co-operative Organisation, Limited. (Formerly known as Singapore National Co-operative Union Limited).
- 1.2 The registered address of the Society shall be at 991 Alexandra Road, #01-04, Singapore 119964. Every change of address shall be notified to the Registrar.
- 1.3 The area of operation of the Society shall be in Singapore.

## **2 INTERPRETATIONS**

2.1 In this By-laws, unless the context otherwise required:

- (a) "Act" means the Co-operative Societies Act (Cap. 62) or any amendment thereto for the time being in force in Singapore;
- (b) "Affiliate" means a co-operative society registered under the Act, which has been admitted to the membership of the Society;
- (c) "Allowance" means the remuneration paid to a member of the Committee of Management of the Society in consideration of his voluntary services rendered to the Society on a regular basis pursuant to section 65 of the Act;
- (d) "By-laws" means the By-laws of the Society
- (e) "Central Co-operative Fund" means the fund established under section 71 of the Act;
- (f) "Chief Executive Officer" means the highest-ranking executive appointed by the COM to run the affairs of the Society;
- (g) "Committee of Management" or "COM" means the governing body of SASCO Limited which is responsible for the management of the affairs of the Society;
- (h) "delegate" means:-
- i. a representative of an institutional member who has been appointed to attend and who is entitled to vote; or
  - ii. a representative of a co-operative society which is itself a member of another society, the meetings of which the representative has been elected or appointed to attend, and at which the representative is entitled to vote under the by-laws of that other society;
- (i) "employee" means an individual who is a staff of the Society, whether or not under a contract of service with the Society or appointed by the COM;
- (j) "honorarium" means a portion of the net surplus of the Society distributed among some or all of the members of the COM in consideration of their services which would not otherwise be remunerated;

- (k) "member" means any person duly admitted to the membership of the Society in accordance with the Act, the Rules and the By-laws;
- (l) "net surplus" means the remaining portion of the surplus after provisions have been made for the Central Co-operative Fund and the Singapore Labour Foundation in accordance with section 71 of the Act;
- (m) "officer" includes a chairman, vice-chairman, secretary, assistant secretary, treasurer, assistant treasurer, member of the COM, employee, internal auditor, liquidator or any other person empowered under the Act, the Rules or the By-laws to give directives to the business of the Society or to supervise the business;
- (n) "patronage refund" means a portion of the net surplus of the Society distributed among the members in proportion to the volume of business done by them with the Society from which the surplus of the Society was derived;
- (o) "Registrar" means the Registrar of Co-operative Societies appointed under section 3(1) of the Act and includes a Deputy Registrar, an Assistant Registrar or a public officer appointed under section 3(1) of the Act, exercising such function, duty or power of the Registrar as is delegated to the Deputy Registrar, Assistant Registrar or public officer (as the case may be) under section 3(2) of the Act;
- (p) "Rules" means the Co-operative Societies Rules 2009 or any rules made under the Act for the time being in force in Singapore;
- (q) "Society" means the Singapore Amalgamated Services Co-operative Organisation, Limited. (Formerly known as Singapore National Co-operative Union Ltd.);
- (r) "surplus" means the economic results of the Society as shown in the audited financial statement of the Society after provisions have been made for depreciation and bad debts.

2.2 Where there is a reference to a number of clear days between 2 events, that number of days is exclusive of the days on which those 2 events happen.

2.3 Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural.

### **3 OBJECTS**

3.1 The object of the Society shall be:-

- (a) To propagate the principles and practice of co-operation and to encourage mutual help and assistance among its affiliates;
- (b) to facilitate the operations of affiliate societies in the provision of social, cultural, educational, recreational and charitable activities for the benefit of their members and other disadvantaged groups of people in Singapore;

- (c) to provide aid and relief to members of the affiliate societies and to such other group of people who are in need or in distress;
- (d) to establish and run social and community projects or enterprises and such other welfare activities as may be considered necessary from time to time in the interest of the co-operative movement in Singapore;
- (e) to affiliate to consumer's organisation;
- (f) to establish and co-operate such co-operative schemes, ventures and projects.

3.2 In furtherance of its objects, the Society shall be at liberty:

- (a) to enter into contracts with any persons or entities for the purpose of carrying out any of the objects of the Society;
- (b) to appoint or to act as representatives and agents for the purpose of carrying on the activities of the Society;
- (c) to purchase, lease, rent, hold, hire, develop, mortgage, sell or otherwise acquire, deal with or dispose of such movable or immovable properties or any properties or any portion thereof as may be required for use as shops, offices or for any other purposes of the Society for the conduct of its activities and the welfare of the co-operative movement and disadvantaged groups of people;
- (d) to frame administrative policy and rules and such other regulations as may be required for the proper conduct of the Society's activities;
- (e) to grant, subsidise, donate (subject to By-law 7.1(b) below) or approve sum of monies in such form or terms and conditions as the Committee of Management may decide subject to the provisions of the Act and the By-laws;
- (f) to invest the funds of the Society in accordance with section 69 of the Act;
- (g) to do all such other things as may be necessary, incidental, or conducive to the attainment of any of the objects of the Society subject to the prior approval of the Registrar.

#### **4 MEMBERSHIPS**

- 4.1 Membership of the Society shall be open to all registered co-operative societies in Singapore as may be admitted by the Committee of Management in accordance with these By-laws.
- 4.2 Application for membership shall be made in the form prescribed by the Committee of Management, who shall have power to approve or reject any application without assigning any reason therefore provided that an applicant so rejected may appeal in writing to the next Annual General Meeting of the Society.
- 4.3 For the admission to membership by a General Meeting a majority of two-thirds of the authorised delegates present and voting shall be necessary.

- 4.4 The election or rejection of any application shall be notified to such applicant without delay.
- 4.5 Every affiliate admitted to the membership, shall on payment of the entrance fee and the annual affiliation fee, be deemed to have acquired all the rights, duties and liabilities of an affiliate unless otherwise restricted in these By-laws.
- 4.6 Every affiliate shall, on admission, be provided with a copy of the By-laws free of charge.
- 4.7 Every affiliate shall keep the General Secretary informed on any change of its address and the names of the delegates who are authorised to attend and vote at the Annual General Meeting. Such notification shall hold good until otherwise revoked in similar manner. All notices posted or sent via emails or electronic form shall be deemed to be duly served.
- 4.8 Every affiliate shall, unless otherwise disqualified under the Act or the By-laws, have the right to:-
- (a) be represented by three of its officers as its delegates to the Annual General Meeting;
  - (b) exercise one vote per delegate attending the Annual General Meeting;
  - (c) avail itself of all services or benefits provided by the Society; and
  - (d) enjoy all other rights provided under the By-laws.
- 4.9 In the event of the dissolution of the Society, the liability of each affiliate shall be limited to an amount equal to its last affiliation fee. The liability of a past affiliate for the debts of the Society as they existed on the date on which it ceased to be an affiliate shall not continue for a period of more than two years from that date.
- 4.10 Any affiliate may resign from the Society by giving six months' notice in writing and paying all dues up to the effective date of resignation. The Committee of Management may accept a shorter notice of resignation at its discretion. The effective date of cessation of membership by resignation shall be upon the expiry of the six months' notice or such shorter notice accepted by the Committee of Management, as the case may be. During the period of notice, no delegate of such Affiliate shall be eligible to vote or to incur fresh liabilities on behalf of the affiliate with the Society.
- 4.11 An affiliate in liquidation shall be deemed to have withdrawn with effect from the effective date of winding up.
- 4.12 An affiliate in arrears of affiliation fees or contributions for over one year or who contravenes any of the provisions of the Act, the Rules or the By-laws or deemed guilty of conduct detrimental to the Society or the co-operative movement generally, shall not be eligible to exercise voting rights at the General Meeting for as long as such affiliation fees or contributions remain unpaid and/or for such other period as may be determined by the Committee of Management from time to time and may be expelled from the Society by a resolution of the Committee of Management without prejudice to any proceedings that may be taken against such affiliate for the recovery of such arrears of affiliation fees or contributions provided that such affiliate is given a reasonable opportunity to show cause as to why it should not be expelled. An expelled affiliate may, however, appeal in writing to the next Annual General Meeting which may reverse the decision of the Committee of Management if not less than two-thirds of the delegates present and voting so decide.

## **5 GENERAL MEETING**

- 5.1 The supreme authority of a society is vested in the General Meeting, which shall consist of delegates appointed by Affiliates, at which every delegate has a right to attend and to vote. There shall be two types of General Meetings, Annual General Meetings and Extra-ordinary General Meetings.
- 5.2 An Annual General Meeting shall be convened by the Committee of Management and shall be held as soon as practicable, but not later than six months after the end of the financial year, unless the approval of the Registrar has, within the said period of six months, been obtained to extend that period.
- 5.3 An Extra-ordinary General Meeting shall be convened by the Committee of Management whenever it thinks fit, or on receipt of a requisition for such a meeting signed by at least 20% or sixty (60) of the delegates, whichever is the less, stating the objects of the meeting.
- 5.4 If the Committee of Management fails to convene a General Meeting in accordance with By-law 5.3 within one month of receiving the requisition for the meeting, the Affiliates making the requisition shall have the power to convene the General Meeting themselves by notice to all authorised delegates of the Affiliates, stating the objects of the meeting and the fact that the Committee of Management has failed to convene the meeting.
- 5.4.1 The Registrar or his representative may at any time convene a Special General Meeting and may also direct what matters shall be discussed at the meeting.
- 5.5 Notice of every General Meeting shall be sent to each Affiliate, entitled to attend the assembly meeting, at the official email address of the Affiliate and to the Registrar at least fifteen (15) clear days prior to the date of General Meeting. The notice shall state the matters for discussions and the resolutions to be proposed and no other subject shall be discussed without the consent of the majority of the delegates present and voting at such General Meeting.
- 5.6 A copy of each of the following documents must be made available to every member (and/or to every delegate) entitled to attend the Annual General Meeting, at least 15 clear days before the meeting:-
- (a) the Society's annual report, audited financial statements and audit report mentioned in section 34(1) of the Act, including every document required under the Act to be attached to those reports and statements; and
  - (b) such other document as the Registrar thinks necessary and directs to be made available.
- 5.7 The functions of the General Meeting are:-
- (a) to consider and confirm the minutes of the last Annual General Meeting and any other intervening General Meeting;
  - (b) to consider the auditor's report, the reports of the Committee of Management and any reports made by the Registrar or the Committees appointed by the Committee of Management;
  - (c) to approve the financial statements;

- (d) to consider and resolve the manner in which any available net surplus shall be distributed or invested subject to the provisions of the Act and the By-laws;
- (e) to consider and adopt any amendments to the By-laws;
- (f) to define the policy or programme of the Society;
- (g) to elect or remove members of the Committee of Management;
- (h) to elect a panel of two internal auditors;
- (i) to appoint an external auditor;
- (j) to consider and authorise the payment of allowance or honorarium and provision of other benefits subject to By-law 6.30;
- (k) to consider and determine the maximum amount the Society may borrow, subject to the provisions of the Act and the By-laws;
- (l) to write off bad debts;
- (m) to hear and decide upon appeals against expulsion or complaints against the Committee of Management; and
- (n) to transact any other general matters of the Society of which at least three (3) days' notice, in writing shall have been given by an affiliate.

5.8 No business shall be transacted at any General Meeting unless a quorum of delegates is present. The quorum necessary for such transaction shall be thirty (30) or 20% of all delegates qualified to vote, whichever is the less.

5.9 If a quorum is not present within 30 minutes after the time fixed for a general meeting, the delegates present shall form a quorum, except that:—

- (a) a general meeting with such reduced quorum does not have the power to amend the by-laws; and
- (b) any resolution passed at the meeting is not valid unless it is passed with a majority of two-thirds of the delegates present.

5.10 Each affiliate shall be represented by three (3) voting delegates.

5.11 The institutional members shall notify the secretary of the names of the delegates who are authorised to attend general meetings on their behalf.

5.12 Each delegate shall have one vote and that vote shall be exercised in person and not by proxy. Subject to this Act or in the By-laws, a question referred to the delegates present at a General Meeting shall be decided by a majority of votes:-

- (a) In the case of an equality of votes, the motion is held to be lost.
  - (b) The chairperson has no casting vote.
  - (c) In the case of election or removal of officers, voting shall be by secret ballot.
- 5.13 Where it is provided in this Act or in the By-laws that a resolution is passed by at least a prescribed majority of the delegates present and voting at a General Meeting, the resolution is deemed to be passed if not less than the prescribed majority of the total number of votes at the disposal of the members are cast in favour of the resolution.
- 5.14 In the case of amendment of By-laws, a resolution to amend the By-laws shall be passed either:-
- (a) by not less than three-quarters of the total number of votes at the disposal of the delegates present and voting at General Meeting duly summoned; or
  - (b) If a referendum is held, by not less than three-quarters of the votes returned, provided that the voting papers have been sent to all the delegates representing the affiliates and that the number of returned votes is not less than one-third of the total number of delegates or five hundred, whichever is the less, and the returned votes are examined and counted under the supervision of the Registrar.
- 5.15 No By-law or amendment to a General Meeting shall be valid until it has been registered by the Registrar.
- 5.16 Minutes of the General Meeting shall contain be duly recorded and contain:-
- (a) the number of delegates present at the meeting;
  - (b) the name of the chairman who presided;
  - (c) the time the meeting commenced and ended; and
  - (d) all resolutions and decisions made at the meeting.
- 5.17 Minutes of the general meeting shall be endorsed by the COM within 60 days after the date on which that general meeting is held.
- 5.18 After the minutes of the general meeting have been considered and confirmed at an Annual General Meeting, the COM shall cause those minutes to be entered in the minute book within 30 days after the date on which the Annual General Meeting is held.
- 5.19 The minutes of each meeting shall be read or shall be taken as read if previously circulated at the next meeting and shall, if confirmed or after amendment, be signed by the chairman of that meeting and the secretary, and when so signed shall be evidence of anything contained therein.

## **6 COMMITTEE OF MANAGEMENT**

- 6.1 The control of the affairs of the Society shall be entrusted to a Committee of Management consisting of not less than five and not more than fifteen (15) members.



- 6.2 The nomination of candidates to the COM must be made on the nomination form prescribed by the Society, which shall be available to candidates at the Society's office or on its website. The completed nomination form must be signed by the candidate, his proposer and seconder. The proposer and seconder must be members of the Society. The completed form must be submitted to the Society on or before the deadline stipulated by the Society.
- 6.3 All members of the COM shall be elected every three (3) years, at the Annual General Meeting and shall be eligible for re-election unless otherwise restricted in the Act or in the By-laws. They shall be representative as far as possible of all affiliates of the organisation.
- 6.4 A motion for the election of 2 or more individuals as members of the COM by a single resolution at a general meeting shall not be made unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.
- 6.5 A resolution passed in pursuance of a motion made in contravention of By-law 6.4 shall be void, whether or not it's being so moved was objected to at the time.
- 6.6 Where a resolution pursuant to a motion made in contravention of By-law 6.4 is passed, no provision for the automatic re-election of retiring members of the COM in default of another election shall apply.
- 6.7 A motion for approving an individual's election, or for nominating an individual for election, must be treated as a motion for the individual's election.
- 6.8 If, during the term of office of the COM, a vacancy occurs in the COM, the COM may, and if the number of members falls below 5, shall, co-opt an individual (who need not be a member of the Society) to serve on the COM until the next general meeting of the Society.
- 6.9 The COM may appoint, at any time and whether or not there is any vacancy in the COM, up to 2 individuals (each of whom need not be a member of the Society) to serve in the COM until the next general meeting of the Society. The appointment must be approved by a majority of all of the existing members of the COM.
- 6.10 No delegate shall be eligible for membership of the Committee of Management or remain a member of the COM if :-
- (a) he is under twenty-one years of age;
  - (b) he is not a citizen of Singapore; or
  - (c) he is not resident in Singapore, subject to section 60(2) of the Act except with the approval of the Registrar;
  - (d) if he is an undischarged bankrupt (whether he was adjudicated bankrupt by a Singapore court or a foreign court having jurisdiction in bankruptcy);
  - (e) he has been convicted of an offence involving fraud or dishonesty subject to By-law 6.11 below;

- (f) he has been convicted of an offence under the Act;
- (g) he has been dismissed as an employee of a co-operative society;
- (h) except with the Registrar's written approval, if he has previously been removed by the Registrar from the COM of any society, or suspended by the Registrar, under section 94(1) or 94A(1) of the Act; or
- (i) he becomes ineligible under any of the By-laws.

6.11 Where an individual has been convicted, whether in Singapore or elsewhere, of any offence (not being an offence under this Act) involving fraud or dishonesty, he shall not be eligible to be or remain a member of the COM for the following periods except with the written approval of the Registrar :-

- (a) where he has been sentenced to imprisonment in respect of the offence, for a period commencing from the date of his conviction until 5 years after his release from prison; or
- (b) where he has not been sentenced to imprisonment in respect of the offence, for a period of 5 years commencing from the date of his conviction or such shorter period with the leave of the High Court.

6.12 The COM shall suspend a member of the COM from being a member of the COM, if any proceedings are instituted against the member of the COM in respect of any offence involving fraud or dishonesty.

6.13 A member of the Council shall cease to hold office if:-

- (a) he becomes ineligible for membership of the COM in accordance with By-law 6.10;
- (b) he becomes legally or mentally unsound;
- (c) he gives notice of resignation to the COM;
- (d) he is removed by a General Meeting;
- (e) he ceases to be a delegate of any affiliate;
- (f) he fails to be present at three consecutive meetings of the Committee of Management without satisfactory reasons acceptable to the Committee of Management; or
- (g) he passes away.

6.14 A member of the COM, who resigns under By-law 6.13(c) shall not be eligible for election to the COM until after an interval of not less than one year.

6.15 A member of the Committee of Management who ceases to be a member under By-law 6.13(d) or (f) shall not be eligible for election until after an interval of not less than 2 years.

- 6.16 The Committee of Management shall, immediately after their election and in any case not later than seven (7) days from the date of the General Meeting, meet to elect from among themselves a Chairman, a Vice-Chairman, an Honorary General Secretary, an Honorary Treasurer and Assistant Treasurer, and such other officers as it deems fit. The office of the Secretary and Treasurer may be held by one and the same person.
- 6.17 The Committee of Management shall be empowered to appoint a Secretary and a Treasurer or a Secretary or a Treasurer from among the employee or delegates who, in such case, shall not be a member of the COM but shall have the right and the duty to attend all meetings of the COM.
- 6.18 The COM shall have power to appoint Committees or Sub-Committees from among themselves or the employees or the delegates to be in charge of the daily efficient functioning of the Society or for any other purpose which it may deem fit.
- 6.19 The Committee of Management shall represent the Society before all competent public authorities and in all dealings and transactions with the third persons, with power to institute or defend suits brought in the name of or against the Society and, in general, direct and supervise the business and property of the Society and shall exercise all the necessary powers to ensure the full and proper administration and management of the affairs of the Society, except those powers reserved for the General Meeting and subject to any restrictions duly laid down in a General Meeting or By-laws.
- 6.20 Without limiting the generality of By-Law 6.19, the duties and powers of the Committee of Management are:-
- (a) to consider and approve or reject applications for membership of the Society;
  - (b) to call for and regularly examine reports from Committees or Sub-Committees or officers or employees which will disclose the true position of the Society, its operation and financial conditions;
  - (c) to appoint Committees or Sub-Committees;
  - (d) to keep affiliates informed of the progress of the Society and a sense of ownership on the part of the affiliates;
  - (e) to present to the Annual General Meeting of the Society an annual report on the activities of the Society during the preceding financial year, together with the audited financial statements of the Society and the auditor's report for the year;
  - (f) to prepare and present to the Annual General Meeting of the Society a proposal for the distribution of any net surplus accrued during the preceding financial year, in accordance with the Act and the By-laws;
  - (g) to make a report to the Annual General Meeting of the work of the COM during the preceding financial year with such recommendations as they deem necessary to maintain or improve the service provided by the Society to affiliates;
  - (h) to consider and take immediate action on matters reported by the Registrar or the auditors;

- (i) to approve or reject such person as delegate of an Affiliate Society for any reason whatsoever;
  - (j) to exercise any or all of the powers conferred in these By-laws;
  - (k) to sanction additional expenditure up to a maximum, as may be prescribed by the delegates at a General Meeting, in excess of the approved budget for any one year; and
  - (l) to carry on the operation of the Society and to frame rules for the conduct of such operation as may be necessary.
- 6.21 A full and correct record shall be kept of all the proceedings of the COM in carrying out their duties, and the records shall be available for inspection by the Registrar and the auditor.
- 6.22 The COM shall meet as often as may be required and in any case not less frequently than once in every three months. Notice of every meeting of the Committee of Management shall be sent to each member of the COM at least seven (7) clear days prior to the date of the meeting.
- 6.23 The quorum for a meeting of the COM shall be half of the number of its members. Decisions shall be taken on a simple majority of votes. The Chairman shall have no casting vote. No member of the COM shall vote on any matter in which he is individually conflicted.
- 6.24 Minutes of COM meetings shall be recorded by the General Secretary and shall include:-
- (a) the number and names of those present;
  - (b) the name of the chairman of the meeting; and
  - (c) a brief record of business done and decisions taken including whether each decision was taken unanimously or by a majority.
- 6.25 In the conduct of the affairs of the Society, a member of the Committee of Management shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office.
- 6.26 A member of the Committee of Management who is in any way, whether directly or indirectly, interested in a transaction or proposed transaction with the Society shall as soon as practicable after the relevant facts have come to his knowledge declare the nature and extent of his interest at a meeting of the Committee of Management.
- 6.27 A member of the Committee of Management who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as a member of the Committee of Management shall declare at a meeting of the Committee of Management the fact and nature, character and extent of the conflict. The declaration shall be made:-
- (a) after he becomes a member of the Committee of Management; or
  - (b) if he is already a member of the Committee of Management, then after he commenced to hold office or to possess the property, as the case requires.

- 6.28 The Secretary shall record every declaration made, pursuant to By-laws 6.26 and 6.27 in the minutes of the meeting at which the declaration was made.
- 6.29 Where the COM has appointed a person as a Chief Executive Officer or a Committee or Sub-Committee to administer and manage the affairs of the Society, such appointment shall not absolve the COM from its responsibility for the proper direction of the affairs of the Society.
- 6.30 A member of the Committee of Management, who is not an employee of the Society, may receive an honorarium or allowance (but not both) and other benefits from the Society, provided that the payment of an honorarium or allowance and the provision of any such benefits are authorised by a resolution to that effect passed by a general meeting of the Society.
- 6.31 The Committee of Management may appoint, on such terms and conditions as it thinks fit, a Chief Executive Officer to administer and manage the affairs of the Society and may employ such other persons as it considers necessary to assist the Chief Executive Officer in the discharge of his duties. Where a full-time Chief Executive Officer is appointed, all duties of the Secretary or Treasurer, or both may be delegated to such him. Where all duties of the Secretary or Treasurer, or both are so delegated, the Society may operate without electing a Secretary or Treasurer, or both.
- 6.32 The duties of the Chairman shall include the following:-
- (a) to preside at all meetings of the COM, and if necessary, at the General Meeting;
  - (b) to sign the minutes of all meetings at which such minutes are confirmed in token of their correctness;
  - (c) to exercise general supervision over the officers and employees of the Society;
  - (d) to represent the Society on any co-operative organisation or for any purposes as the COM may decide;
  - (e) to certify or sign appropriate documents, returns and statements required under the Act, the Rules, the By-laws or the direction of the COM;
  - (f) to serve on Committees or Sub-Committees constituted by the COM; and
  - (g) to perform such other duties specified in these By-laws or entrusted to him by the COM.
- 6.33 In the absence of the Chairman, his duties shall be carried out by the Vice-Chairman or in the absence of both the Chairman and the Vice-Chairman, by any other person elected by a majority of those present at that meeting.
- 6.34 The duties of the General Secretary shall include the following:-
- (a) to maintain, correctly and up-to-date, all records, papers and registers of the Society;
  - (b) to keep an inventory of the property belonging to the Society;
  - (c) to sign on behalf of the COM and conduct its correspondence;

- (d) to summon and attend the General Meetings and meetings of the COM and to record the proceedings of such meetings;
- (e) to have custody of the common seal of the Society;
- (f) to submit all minutes and such information, returns and statements required under the Act or called for by the Registrar within the prescribed period; and
- (g) to conduct the ordinary business of the Society and perform all the duties entrusted to him by the COM or specified in these By-laws.

6.35 The duties of the Treasurer shall include the following:-

- (a) to take charge of all financial transactions of the Society including all moneys received by the Society from a Bank, affiliate society or others and to make disbursements in accordance with the directions of the COM.
- (b) to prepare or cause to be prepared all receipts, vouchers, financial statements and documents required by the By-laws or called for by the COM;
- (c) to be responsible for the proper and punctual keeping of all the accounts and books of accounts of the Society; and
- (d) to perform all the duties entrusted to him by the COM or specified in these By-laws.

6.36 The duties of the Chief Executive Officer shall include the following :-

- (a) to manage the business and property of the Society;
- (b) to attend all meetings of the Society and of the Committee of Management and to carry out all the instructions of the Committee of Management;
- (c) to record or cause to be recorded the whole of the transactions of the Society in the books prescribed for that purpose; and
- (d) to perform all or any of the duties of the Secretary or Treasurer as may be entrusted to him by the Committee of Management.

6.37 The offices of Chairman and Chief Executive Officer shall not be held by one and the same person.

## **7 FUNDS**

7.1 The funds of the Society shall consist of:-

- (a) Donations made by third persons except that no donations from any foreign source whether offered directly or otherwise, shall be received by the Society without the prior approval of the Registrar;
- (b) Scholarship Fund; and

(c) Reserve Fund.

- 7.2 The funds of the Society may be invested without seeking the Registrar's approval subject to Section 69 of the Act.
- 7.3 The use of the Society's funds shall be in line with the objects of the Society.
- 7.4 Every affiliate society shall, on admission to the membership of the Society, pay an entrance fee of \$20.00 (or such other amount as the Committee of Management may decide from time to time) and an annual affiliation fee for each of its members (such amount as the Committee of Management may decide from time to time) standing on its books on the last day of its previous financial year subject to a maximum of \$500/-. The Committee of Management shall have the power to accept a token or such reduced affiliation fee at its discretion.
- 7.5 The annual affiliation fees from Affiliates shall fall due at the commencement of the financial year of the Society and shall be recoverable as debts to the Society.
- 7.6 The financial year shall begin from 1<sup>st</sup> January and end on 31<sup>st</sup> December. At the close of each financial year, an amount of not less than 5% of the first \$500,000 of the surplus shall be contributed to the Central Co-operative Fund and 20% of any surplus in excess of \$500,000 shall be contributed to the Central Co-operative Fund or the Singapore Labour Foundation as the Society may opt under section 71(2)(b) of the Act.
- 7.6.1 The remainder of the surplus of the Society shall be distributed in one or more of the following ways at the discretion of the general meeting:-
- (a) by payment of a rebate or patronage refund to the Affiliates in proportion to the volume of business done by them with the Society from which the surplus of the Society was derived;
  - (b) by payment of honorarium to some or all of the members of the Committee of Management in consideration of their services which would not otherwise be remunerated subject to section 65(1) of the Act and By-law 6.30; and
  - (c) in any other manner as approved by the general meeting in accordance with the provisions of the Act and these By-laws.
- 7.7 The Committee of Management shall open or cause to be opened in the name of the Society such account with any bank registered under the Banking Act to which all monies received shall be deposited.
- 7.8 The signing mandate for payments via cheque or online banking platform shall be:
- (a) The treasurer and one other officer approved by the COM, for any payment of up to \$5000.
  - (b) The chairman and either the treasurer or one other officer approved by the COM, for any payment in excess of \$5000.
  - (c) any one signatory from Group A and any one signatory, from either Group A or Group B shall sign cheques for amounts less than \$3,000 (or such other amount as the Committee of



Management may determine from time to time), provided that no such two signatories shall both be employees of the Society; and

- (d) any one signatory from Group A and any two signatories, from either Group A or Group B shall sign cheques for amounts of \$3,000 and above (or such other amount as the Committee of Management may determine from time to time). All payments shall be correctly made and properly authorised in accordance with the direction of the COM.

7.9 Receipts shall be issued for all monies paid to the Society. Any one officer authorised by the COM may sign receipt for a sum up to \$2000/-. All receipts above \$2000/- shall be signed by any two officers authorised by the COM.

7.10 The Society shall as soon as practicable but not later than six months after the close of the financial year submit to the Registrar one copy of the audited financial statements of the Society and the audit report for that year.

7.11 The COM shall authorise the maximum amount of cash which may be retained by any one officer at any one time subject to any limit which the Registrar may impose.

7.12 The Society shall have power to borrow money to be used in its business from members and non-members provided that the Society shall determine from time to time at a general meeting the maximum liability which it may incur in loans from members and non-members.

## **8 BOOKS, DOCUMENTS AND SEAL OF THE SOCIETY**

8.1 The following books and documents shall be kept:-

- (a) Register of Affiliate and their authorised delegates;
- (b) Cash book;
- (c) Journal and ledgers;
- (d) Minute books;
- (e) Inventory of Society's Assets;
- (f) Copy of the Act, the Rules and the By-laws;
- (g) Administrative Policy and Rules governing the funds of the Society; and
- (h) any other books and documents that may be found necessary or prescribed by the Registrar.

8.2 The Society shall keep a copy of the Act, the Rules, the By-laws and a list of affiliates open to inspection by its authorised delegates free of charge, at all reasonable time at the registered address of the Society.

8.3 The Society shall have its own common seal of a design approved by the COM. All bonds, contracts, and important documents shall be sealed with the seal of the Society. The seal shall not be affixed to



any document except with the authority of the COM and such sealing shall be done in the presence of at least three officers authorised by the COM who shall affix their signatures to every document so sealed.

- 8.4 Subject to section 33(1) and (2) of the Act, the books and accounts of the Society shall be audited by an external auditor once at least in every year. The auditor shall inspect and audit the accounts and other relevant records of the Society and shall forthwith draw the attention of the Registrar and the Society to any irregularity disclosed by the inspection and audit that is, in his opinion, of sufficient importance to justify his so doing.
- 8.4.1 The external auditor shall report –
- (a) whether the financial statements give a true and fair view of the financial transactions and the state of affairs of the Society;
  - (b) particulars of non-compliance with any accounting standard or requirement referred to in section 34(5) of the Act, the reasons and effects of the non-compliance, and such other information and explanation as will give a true and fair view of the financial transactions and the state of affairs of the Society; and
  - (c) such other matters arising from the audit as he considers should be reported.
- 8.4.2 The external auditor shall state in his report whether :–
- (a) proper accounting and other records have been kept;
  - (b) the receipt, expenditure and investment of monies and the acquisition and disposal of assets by the Society during the year have been in accordance with the Act, the Rules and these By-laws.
- 8.4.3 The external auditor may at any other time report to the Registrar and the Society upon any matters arising out of the performance of the audit.
- 8.4.4 The audit of the accounts shall include an examination of and report on overdue debts, if any, and an examination of and report on the valuation of assets and liabilities of the Society.
- 8.4.5 An external auditor shall have the powers prescribed under the Act. The appointment of the External Auditor shall not exceed 5 consecutive years.
- 8.5 Subject to By-law 8.7, two internal auditors shall be elected yearly by and from among the delegates at the General Meeting.
- 8.6 The functions of internal auditors shall include but not limited to :–
- (a) Review the adequacy and effectiveness of the society's internal controls;
  - (b) Review the Society's compliance with its By-laws and relevant regulatory requirements;
  - (c) Review the Society's compliance with its approved policies and processes;

- (d) Report to the COM the findings arising from the reviews; and
- (e) Provide recommendations to the COM on the possible corrective and preventive actions to address any findings from its reviews.

8.7 An internal auditor may be paid an allowance provided that such payments have to be authorised by a resolution to that effect passed by the General Meeting. An Internal auditor shall not be eligible to receive an honorarium.

8.8 The Committee of Management may recommend to the General Meeting, the appointment of any organisation or firm as internal auditor. If approved by the General Meeting, the election of internal auditors under By-law 8.5 shall be dispensed with.

## **9 GENERAL**

9.1 Disputes concerning requirements of the Act relating to the constitution, election of officers or conduct of general meetings may be referred to the Registrar in the manner provided in the Act.

9.2 These By-laws are supplementary to the provisions of the Act and the Rules. The Society shall be governed by the Act, the Rules and the By-laws read together. Nothing in these By-laws shall have any power to limit the authority of the Registrar.

9.3 The By-laws of the Society shall, when registered, bind the Society and the affiliate societies thereof to the same extent as if they were signed by each affiliate society and contained covenants on the part of each affiliate society for itself and its authorised delegates to observe all the provisions of the By-laws.

9.4 No act of the Society or the Committee of Management or Sub-Committee or any officer shall be deemed to be invalid by reason only of the existence of any defect in the constitution of the Society or the Committee of Management or Sub-Committee or in the appointment or election of an officer or on the ground that such officer was disqualified for his appointment.