

CONSTITUTION OF TRANSIENT WORKERS COUNT TOO (TWC2)

This amended version adopted at AGM 2015, with amendments approved by the Commissioner of Charities and Registrar of Societies.



NAME

- 1 This Society shall be known as the "Transient Workers Count Too (TWC2)", hereinafter referred to as the "Society".

PLACE OF BUSINESS

- 2 Its place of business shall be at "5001 Beach Road, #09-86, Golden Mile Complex, Singapore 199588" or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

- 3.1 Its objects are:
 - a) To improve the welfare of transient workers by providing them, and their employers, with services to help them: (i) cope with situations of work-related or personal distress; (ii) develop skills to ensure a harmonious and mutually beneficial employer-employee relationship.
The Society is not a trade union.
- 3.2 The Society shall be an independent society and shall not hold itself up as a branch, affiliate or proxy of any foreign organisation.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 4.1 Membership is open to all Singapore Citizens (SCs), Singapore Permanent Residents (SPRs) and anyone who has the legal entitlement to remain in Singapore for the period of membership, including but not limited to holders of work, student and dependents' passes.
- 4.2 Persons who are below 18 years of age shall not be accepted as members without the written consent of their parent or guardian.

- 4.3 Only members who are 21 years of age and above shall have the right to vote in the Society. Only SCs and SPRs shall have the right to hold office in the Society.
- 4.4 SPRs shall not take up more than 25% of the members of the Executive Committee.

APPLICATION FOR MEMBERSHIP

- 5.1 A person wishing to join the Society should submit his particulars to the Secretary on a prescribed form.
- 5.2 The Executive Committee will have the right to accept or reject the application for membership and to determine the starting date of membership. The Society will issue a complete refund of the entrance fee to unsuccessful applicants.
- 5.3 A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 6.1 Rates for annual subscriptions shall be decided by the Executive Committee, subject to maxima, if any, that have been decided at a General Meeting of members.
- 6.2 The starting and ending dates for each period of annual membership shall be decided by the Executive Committee. Annual subscriptions are payable in advance and become due on the starting date of the said period. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Treasurer if the member has provided a valid email address. If the member fails to settle his arrears within 4 weeks of their becoming due, his membership shall automatically cease unless the Executive Committee decides otherwise. The cessation of membership shall not prejudice the Society's and Executive Committee's right to take legal action to recover the debts.
- 6.3 Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of members.
- 6.4 The income and property of the Society whensoever derived shall be applied towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Society or to any of them or to any person claiming through any of them.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 7.1 The supreme authority of the Society is vested in a General Meeting of the members presided over by the President.
- 7.2 An Annual General Meeting shall be held not later than 30 April.
- 7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or 30 voting members, whichever is the lesser, and may be called at anytime by order of the Executive Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene the Extraordinary General Meeting.

- 7.4 If the Executive Committee does not within two months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's website.
- 7.5 At least two weeks' notice shall be given of an Annual General Meeting and at least ten days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the Society's website four days in advance of the meeting.
- 7.6 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.
- 7.7 The following points will be considered at the Annual General Meeting:
- a) The previous financial year's accounts and annual report of the Executive Committee.
 - b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.
- 7.8 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one week before the meeting is due to be held.
- 7.9 At least 25% of the total voting membership or 30 voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.
- 7.10 In the event of there being no quorum at the commencement of 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 amend any of the existing rules.

MANAGEMENT AND COMMITTEE

- 8.1 The administration of the Society shall be entrusted to an Executive Committee consisting of the following to be elected at alternate Annual General Meeting:
- A President
 - A Vice-President
 - A Secretary
 - A Treasurer
 - 5 Ordinary Committee Members
- 8.2 Names for the above officers shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers may be re-elected to the same or related post, except the post of the Treasurer shall not be for more than two consecutive terms. The term of office of the Executive Committee is two years.
- 8.3 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless all except one of the tied candidates withdraw, in which case the remaining tied candidate shall be declared as elected.
- 8.4 An Executive Committee Meeting shall be held at least once every two months after giving seven days' notice to Executive Committee Members. The President may call an Executive Committee

Meeting at any time by giving five days' notice. At least half of the Executive Committee Members must be present for its proceedings to be valid.

- 8.5 Any member of the Executive Committee absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Executive Committee and a successor may be co-opted by the Executive Committee to serve until the next Annual General Meeting. Any changes in the Executive Committee shall be notified to the Registrar of Societies and the Commissioner of Charities within two weeks of the change.
- 8.6 The duty of the Executive Committee is to organise and supervise the day-to-day activities of the Society. The Executive Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
- 8.7 The Executive Committee has power to authorise the expenditure of a sum not exceeding \$100,000.00 per month from the Society's funds for the Society's purposes.

DUTIES OF OFFICE-BEARERS

- 9.1 The President shall chair all General and Executive Committee meetings. He shall also represent the Society in its dealings with outside persons.
- 9.2 The Vice-President shall assist the President and deputise for him in his absence.
- 9.3 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will keep minutes of all General and Executive Committee meetings. He shall maintain an up-to-date Register of Members at all times.
- 9.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to \$3,000.00 per month for petty expenses on behalf of the Society. He will not keep more than \$1,000.00 in the form of cash and money in excess of this will be deposited in a bank to be named by the Executive Committee. Cheques, etc. for withdrawals from the bank will be signed by any two of the four office-bearers: President, Vice-president, Secretary, Treasurer.
- 9.5 Ordinary Executive Committee Members shall assist in the general administration of the Society and perform duties assigned by the Executive Committee from time to time.
- 9.6 Whenever a member of the Executive 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. The member concerned shall not participate in the discussion or vote on the matter, and shall also offer to withdraw from the meeting and the Committee shall decide if this should be accepted.

AUDIT AND FINANCIAL YEAR

- 10.1 At Annual General Meetings in years alternate to years in which Executive Committee members are elected, two voting members, not being members of the Executive Committee, shall be elected Honorary Auditors and who will constitute an Audit Committee. They will hold office for a term of two years and shall not be reelected for a consecutive term, subject to paragraph 10.8.
- 10.2 The President shall appoint one of the two elected as Chairman of the Audit Committee

- 10.3 The accounts of the Society shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the Society exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.
- 10.4 The Audit Committee shall:
- (a) Audit each year's accounts or review the audit if it has been conducted by external auditors;
 - (b) Perform independent checks on the credibility and objectivity of financial statements published by the Society;
 - (c) Perform independent process checks on the effectiveness and compliance of internal control and governance systems;
 - (d) Ensure that the Executive Committee is setting the right tone of accountability, transparency, compliance and responsibility;
- and make a report upon 10.4(a) to (d) at Annual General Meetings.
- 10.5 The Audit Committee shall meet with the Treasurer and at least two other office-bearers of the Executive Committee at least twice a year. The minutes of the meetings shall be circulated to all members of the Executive Committee.
- 10.6 The Audit Committee may consult with and, to the extent necessary, disclose financial information to two other persons, who do not need to be members of the Society, but who have the expertise and experience to offer advice, with the aim of having the Society benefit from their advice. The Audit Committee shall ensure that these advisors are bound by appropriate confidentiality agreements.
- 10.7 The financial year shall be from 1st January to 31st December.
- 10.8 As transitory provision, in respect of the Audit Committee to be elected in 2012, an exception shall be made, in that an Honorary Auditor who has served one year shall be eligible for re-election to the Audit Committee with a term of two years, albeit that the total consecutive period he will then serve as Honorary Auditor will be three years.

TRUSTEES

- 11.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.
- 11.2 The trustees of the Society shall:
- Not be more than four and not less than two in number.
 - Be elected by a General Meeting of members.
 - Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.
- 11.3 The office of the trustee shall be vacated:
- If the trustee dies or becomes a lunatic or of unsound mind.
 - If he is absent from the Republic of Singapore for a period of more than one year.
 - If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - If he submits notice of resignation from his trusteeship.

- 11.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Society's premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies and the Commissioner of Charities.
- 11.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies and the Commissioner of Charities.

VISITORS AND GUESTS

- 12 Visitors and guests may be admitted into the premises of the Society but they shall not be admitted into the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations.

PROHIBITIONS

- 13.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 13.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in a court of law.
- 13.3 The Society 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.
- 13.4 The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.
- 13.5 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 13.6 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Executive Committee or members unless with the prior approval of the relevant authorities.
- 13.7 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

AMENDMENTS TO CONSTITUTION

- 14 No alteration or addition/deletion to this Constitution shall be made except at a General Meeting and with the consent of two-thirds of the voting members present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies and the Commissioner of Charities.

INTERPRETATION

- 15 In the event of any question or matter pertaining to day-to-day administration which is not

expressly provided for in this Constitution, the Executive Committee shall have power to use its own discretion. The decision of the Executive Committee shall be final unless it is reversed at a General Meeting of members.

DISPUTES

- 16 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

CESSATION OF CHARITY STATUS

17. In the event that the Society ceases to be a registered charity under the Charities Act, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be donated to charitable organisations 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.

DISSOLUTION

- 18.1 The Society shall not be dissolved, except with the consent of not less than 75% of the total voting membership of the Society for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
 - 18.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds shall be donated to a charity or charities in Singapore which is or are registered under the Charities Act as the General Meeting of members may determine.
 - 18.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies and the Commissioner of Charities.
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