

CONSTITUTION OF TRANSIENT WORKERS COUNT TOO (TWC2)

This amended version was adopted at our AGM on 16th April 2023, 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 “180B BENCOOLEN STREET #09-01 THE BENCOOLEN Singapore 189648” 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 in the 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.
- 7.5.1 The Executive Committee has the power to convene, hold or conduct a General Meeting, whether by way of a physical meeting, or a meeting by electronic means if it resolves that it is expedient to do so for the convenience of members and/or to comply with applicable law or regulation. A member may attend a General Meeting to be held physically by his physical presence, or attend a General Meeting to be held by electronic means by observing and listening to the proceedings of the meeting by electronic means if access to both an audio broadcast and audio-visual broadcast is provided to the member. For the purposes of this Constitution, "electronic means" means electronic communication, video conferencing, telephone conferencing (with the participant confirming on the telephone, his or her identity card number and a specially generated password for the purposes of telephone conferencing), audio-visual or any other electronic means, and "electronic mail" means mail sent by electronic means.
- 7.5.2 At least two weeks' notice shall be given of an Annual General Meeting and at least ten days' notice of an Extraordinary General Meeting. Such notice must be sent by electronic mail to each member and be published on the website of the Society.
- 7.5.3 Subject to paragraph 7.5.1, if a General Meeting is to be held physically, notice of the meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members.
- 7.5.4 Subject to paragraph 7.5.1, if a General Meeting is to be held by electronic means, notice of the meeting shall:
- a) State the means by which the meeting can be electronically accessed by both an audio broadcast and audio-visual broadcast, including the online location if the meeting is to be held at an online location;
 - b) State the means by which the chairperson of the meeting may be appointed by a member (entitled to vote at the meeting) as that member's proxy at the meeting, in accordance with paragraphs 7.6.1, 7.6.2 and 7.6.3;
 - c) Require a member to send to the Secretary by post or electronic mail the matter(s) which the member wishes to raise at the meeting one week before the meeting, and any such matter, if substantial and relevant and sent within the week before the meeting, would be responded to at the meeting by electronic means; and
 - d) List and attach any documents relevant to the meeting.
- 7.5.5 Any document required to be laid or produced before a General Meeting may be laid or produced by sending it by electronic mail to each member and published on the website of the Society and published at the online location provided in the notice of the meeting under paragraph 7.5.4(a).
- 7.6.1 Voting by proxy shall not be allowed at a General Meeting to be held physically.

- 7.6.2 Voting by proxy at a General Meeting to be held by electronic means shall be the only means to vote and shall take place in accordance with the following rules:
- a) Members shall be given the opportunity in the notice of a General Meeting to appoint the chairperson of the meeting as their proxy to vote at the meeting by depositing with the Secretary an instrument of appointment either by post or by electronic mail to an electronic mail address stated in the notice of the meeting;
 - b) Any member appointing the chairperson of the General Meeting as his proxy shall indicate how he wishes to vote on each resolution and be given the opportunity to withdraw his appointment of proxy;
 - c) Each such member has not withdrawn his original appointment of proxy before the meeting; and
 - d) A member may not vote otherwise at the General Meeting to be held electronically than by way of appointing the chairperson of the meeting as the member's proxy.
- 7.6.3 The Society may treat an instrument of appointment of the chairperson of the General Meeting as proxy as a valid instrument of appointment of proxy for an adjourned or postponed meeting enabling the chairperson to vote accordingly at the meeting if:
- a) The resolutions proposed at the adjourned or postponed meeting are the same as the resolutions to be proposed at the original meeting;
 - b) The member has indicated how he wishes to vote on each such resolution;
 - c) The member has been given an opportunity to withdraw the appointment; and
 - d) Such member has not withdrawn the appointment.
- 7.7.1 The following points will be considered at the Annual General Meeting:
- a) The previous financial year's accounts and the annual report of the Executive Committee;
 - b) Where applicable, the election of the office-bearers and Honorary Auditors for the following term; and
 - c) Any other matter raised by the Executive Committee and by a member under paragraph 7.8.1.
- 7.7.2 A document required to be laid or produced before a General Meeting and being notified in the notice of the meeting may be laid or produced by being (a) sent by electronic mail to each member, (b) published on the website of the Society, or (c) published at the online location provided in the notice of the meeting under paragraph 7.5.4(a).
- 7.8.1 Any member who wishes to place an item on the agenda of, or have her/his representation heard at, a General Meeting may do so provided he gives notice of such matter by post or electronic mail to the Secretary one week before the meeting is due to be held.
- 7.8.2 Subject to notice having been given by a member in accordance with paragraph 7.8.1, such member has the right to be heard and have his representation read out (a) at a physical General Meeting, or (b) by electronic means should the General Meeting be held by electronic means.
- 7.9.1 At least 25% of the total voting membership or 30 voting members, whichever is the lesser, shall form a quorum at a General Meeting. The quorum for a General Meeting may be formed by members personally present or electronically present, as the case may be. Proxies may constitute quorum for General Meetings to be held electronically in accordance with paragraph 7.9.4.

- 7.9.2 Quorum will be formed by members being present physically if the meeting is to be held physically. Quorum will be formed by members being electronically present if the meeting is to be held electronically.
- 7.9.3 A member is deemed to be physically present at a General Meeting to be held physically if he attends the meeting in person and is verified by the Secretary or any other person appointed by the Executive Committee to mark the physical attendance of members as being present at the meeting.
- 7.9.4 A member is deemed to be electronically present at a General Meeting to be held by electronic means if he has appointed the chairperson of the meeting as his proxy to attend, speak and vote at the meeting. The relevant quorum requirements are to be determined by the voting instructions and proxies submitted by the members prior to the commencement of the meeting. A member is electronically present at a General Meeting if he:
- a) attends the meeting in accordance with paragraph 7.5.1;
 - b) is verified by the Secretary or any other person appointed by the Executive Committee to mark the attendance of members as being electronically present at the meeting; and
 - b) is acknowledged by electronic means by the chairperson of the meeting as being present at the meeting.
- 7.9.5 A member may vote by proxy at a General Meeting to be held by electronic means in accordance with 7.6.2 without the requirement to be electronically present at the meeting, and a member may opt to electronically attend a General Meeting to be held by electronic means and not vote at the meeting.
- 7.10 In the event of there being no quorum at the commencement of a General Meeting:
- a) if held physically, 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; and
 - b) if held by electronic means, the meeting shall be adjourned for half an hour and should the number then electronically present be insufficient to form a quorum, those electronically 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 Executive Committee Members

- 8.2.1 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. Re-appointment of the outgoing Treasurer may be considered after a lapse of at least two years.

- 8.2.2 The Committee shall have the power to remove the Committee member who is appointed by the Committee before the expiration of his period of office and may appoint another person in his stead.
- 8.3.1 Election at an Annual General Meeting to be held physically may be either by a show of hands or, subject to the agreement of the majority of the voting members present, be 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.
- 8.3.2 Election at an Annual General Meeting to be held by electronic means shall be by electronic voting conducted by the chairperson of the meeting in accordance with the instruments of appointment of proxies provided to the chairperson under paragraph 7.6.2. There shall be no re-vote in the event of a tie at a meeting held by electronic means and the tied candidate who has not withdrawn shall be declared as elected.
- 8.4.1 An Executive Committee Meeting shall be held at least once every two months after giving seven days' notice in writing to Executive Members. The President may call an Executive Committee Meeting at any time by giving five days' notice in writing. The quorum for an Executive Committee Meeting is at least half of the Executive Committee Members, and may be formed by Executive Committee Members personally or electronically present.
- 8.4.2 An Executive Committee Meeting may be convened, held or conducted in person or wholly or partly by electronic means. An Executive Committee Member may participate at an Executive Committee Meeting either in person, or by electronic means whereby all persons participating in the Meeting are able to hear and be heard by all other participants, without the Executive Committee Member being in the physical presence of another Executive Committee Member or Members, in which event such Member shall be deemed to be present at the Meeting. An Executive Committee Member participating in a Meeting by electronic means may be taken into account in ascertaining the presence of a quorum at the Meeting and may vote at the Meeting by electronic means. An Executive Committee member may vote at an Executive Committee Meeting by electronic means.
- 8.4.3 An Executive Committee member is electronically present at an Executive Committee Meeting if he:
- a) attends the meeting by observing and listening to the proceedings of the meeting by electronic means if access to both an audio broadcast and audio-visual broadcast is provided to the member;
 - b) is verified by the Secretary or any other person appointed by the Executive Committee to mark the attendance of members as being electronically present at the meeting; and
 - c) is acknowledged by electronic means by the chairperson of the meeting as being present at the meeting.
- 8.4.4 Notice of an Executive Committee Meeting must be sent by electronic mail to all Executive Committee Members to the electronic mail address of each Member notified by the Member to the Executive Committee. Such notice shall describe the means by which the Meeting can be electronically accessed (including the online location if the Meeting is held at an online location) and may be accompanied by any other documents relevant to the Meeting.

- 8.4.5 A document required to be laid or produced before an Executive Committee Meeting may be laid or produced by being sent with the notice of meeting sent electronically under paragraph 8.4.4.
- 8.4.6 Minutes of the proceedings at an Executive Committee Meeting by electronic means signed by the chairperson of the Meeting shall be conclusive evidence of such proceedings and of the observance of all necessary formalities and, subject to there being a requisite quorum in accordance with paragraph 8.4.1, all resolutions agreed by the Executive Committee Members at such meeting shall be deemed to be effective as resolutions passed at a meeting in person of the Executive Committee Members duly convened and held.
- 8.5 Any member of the Executive Committee who has resigned from the Executive Committee, or has been absenting himself from three meetings consecutively by reason of illness or 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. The Executive Committee shall have the power to remove the co-opted member who is appointed by the Executive Committee before the expiration of his period of office and may appoint another person in his stead. 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 by a simple majority of those present has power to authorize the expenditure per month of a sum not exceeding 10% of the Society's cash in hand and bank deposits for the Society's purposes. Further, the Executive Committee by a 2/3 majority of those present has power to authorize the expenditure per month of a sum not exceeding 40% of the Society's cash in hand and bank deposits for the Society's purposes, with any such authorization to be notified to the membership within one month of the resolution having been made.

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 INTRODUCTION

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. Each Honorary Auditor will hold office for a term of two years and may be reelected for one consecutive term, and may again be reelected on the same basis of one term plus one consecutive term, after having ceased to act as an Honorary Auditor for two years.

10.2 AUTHORITY AND MEMBERSHIP

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 is responsible for assisting the Executive committee in discharging its responsibilities for monitoring the integrity of the society's financial statements and the effectiveness of the systems of internal controls and to monitor the effectiveness, performance, and objectivity of the external auditors.

- 10.5 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;
- e) Advise the Executive Committee on the selection of the external auditor and to make appropriate recommendations, through the Executive Committee, to members to consider at the Annual General Meeting concerning the appointment or re-appointment of the auditor

and make a report upon 10.5(a) to (e) at Annual General Meetings.

- 10.6 The Audit Committee shall meet with the Treasurer and at least two other office-bearers of the Executive Committee at least once a year. The minutes of the meetings shall be circulated to all members of the Executive Committee.

- 10.7 The Audit Committee together with the Treasurer may ask to meet with the external auditor.

- 10.8 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.
- 10.9 The Audit Committee is authorised by the Executive Committee to:
- a) Investigate, or cause to be investigated, any activity within its terms of reference; and
 - b) Seek any information that it requires from any employee of the Society to perform its duties and require all employees to co-operate with any request made by the Audit Committee.
- 10.10 The financial year shall be from 1st January to 31st December.

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:
- a) Not be more than four and not less than two in number.
 - b) Be elected by a General Meeting of members.
 - c) Not effect any sale or mortgage of property without the prior approval of
 - a) the General Meeting of members.
- 11.3 The office of the trustee shall be vacated:
- a) If the trustee dies or becomes a lunatic or of unsound mind.
 - b) If he is absent from the Republic of Singapore for a period of more than one year.
 - c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - d) 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 to be held physically or by electronic means and with the consent of two-thirds of the voting members present whether physically or electronically, as the case may be, 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 of the Society being dissolved or in the event 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 organization(s), or Institution(s) of a Public Character, when the Society is an Institution of a 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.

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 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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