



THE SINGAPORE TEACHERS' CO-OPERATIVE SOCIETY LTD

BY-LAWS OF THE SOCIETY
(EFFECTIVE FROM 09/07/2010)

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THE SINGAPORE TEACHERS' CO-OPERATIVE SOCIETY LTD BY-LAWS OF THE SOCIETY

1. NAME, ADDRESS AND AREA OF OPERATION

- 1.1 The Society shall be called The Singapore Teachers' Co-operative Society Limited (Teachers' Co-op).
- 1.2 The registered address of the Society shall be at 150 Changi Road, #02-06, Guthrie Building, Singapore 419973. Every change of address shall be notified to the Registrar and to any non-members who may be creditors of the Society.
- 1.3 The area of operation of the Society shall be in the Republic of Singapore.

2. INTERPRETATION

- 2.1 In these by-laws, unless the context otherwise requires:-
- (a) "**Act**" means the Co-operative Societies Act, (Cap 62) or any amendment thereto for the time being in force in Singapore;
 - (b) "**Rules**" means the Co-operative Societies Rules, or any rule made under the Act for the time being in force in Singapore;
 - (c) "**By-laws**" means the By-laws of the Society;
 - (d) "**Society**" means The Singapore Teachers' Co-operative Society Limited (Teachers' Co-op);
 - (e) "**Registrar**" means the Registrar of Co-operative Societies and the Assistant Registrars of Co-operative Societies appointed under section 3 of the Act, and includes a person exercising such powers of the Registrar as may have been conferred upon him under that section;
 - (f) "**Committee**" or "**Committee of Management**" means the governing body of the Society which is responsible for the management of the affairs of the Society;
 - (g) "**Officer**" includes a Chairman, Deputy Chairman, Honorary Secretary, Honorary Assistant Secretary, Honorary Treasurer, Honorary Assistant Treasurer, a member

of the Committee of Management, Manager, member of any committee constituted under the By-laws, employee, internal auditor, liquidator, or any other person empowered under the Act, the Rules or the By-laws to give directives in regard to the business of the Society or to supervise such business;

- (h) "**Ordinary Member**" means any person duly admitted to the membership of the Society in accordance with the By-laws;
- (i) "**Related Officer**" means any person who is a full-time employee in a School/Institute governed by the Ministry of Education;
- (j) "**Family Member**" means the spouse and legal child/children of an Ordinary Member;
- (k) "**Associate Member**" means any member who has resigned from the education service or any person who is an employee or member of an organisation or institution related to education and which has the approval of the Committee of Management.
- (l) "**employee**" means a person who is a full-time paid staff of the Society;
- (m) "**Central Co-operative Fund**" means the fund established under section 71 of the Act;
- (n) "**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;
- (o) "**honorarium**" means a portion of the net surplus of the society distributed among some or all of the members of the Committee of Management in consideration of their services which would not otherwise be remunerated;
- (p) "**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;
- (q) "**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;
- (r) "**dividend**" means a portion of the surplus of the Society distributed among the members in proportion to the paid-up share capital and bonus shares held by them in the society;
- (s) "**patronage refund**" means a portion of the net surplus of the Society distributed among members in proportion to the volume of business done by them with the Society from which the surplus of the Society was derived;

- (t) **“audit committee”** means the audit committee as prescribed in section 36 of the Act;
- (u) **“deposit”** means money received on current or deposit account and include subscription capital, but does not include:
 - (i) a deposit that is paid pursuant to a hire-purchase agreement or that is referable to the provision of services or to the giving of security; and
 - (ii) such other deposit as may be prescribed;
- (v) **“financial service”** means receiving deposits, granting loans, or such other service of a financial nature as may be prescribed, other than in relation to the carrying on of insurance business within the meaning of the Insurance Act (Cap. 142);
- (w) **“key employee”** means a chief executive officer, chief operating officer or chief financial officer, or a person holding a position analogous to that of chief executive officer, chief operating officer or chief financial officer, and includes a person purporting to act in any such capacity;
- (x) **“Manager”** means the most senior executive employed by the Committee to run the affairs of the Society;
- (y) **“subscription capital”** means a regular obligatory savings deposit made by members which is intended to serve as guarantee capital for loans taken or guaranteed by a member and which may not be withdrawn except for such specific purposes and under such conditions as are laid down in the by-laws or except on a termination of membership; and
- (z) Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural.

3. OBJECTS

3.1 The objects of the Society shall be:-

- (a) to promote the economic interest of its members;

- (b) to encourage thrift, co-operation, self-help and mutual assistance among its members;
- (c) to provide financial service to members; and
- (d) to establish and operate such co-operative schemes, ventures and projects.

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

- (a) to appoint or to act as representatives and agents for the purpose of carrying on the business of the Society;
- (b) to raise funds by obtaining loans and deposits from the members and non-members and deposits from members and their immediate family members subject to the Act and the By-laws;
- (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 portion thereof as may be required for use as shops, offices or for any other purposes of the Society for the conduct of its business and the welfare of the co-operative movement;
- (d) to frame administrative policy and rules and such other regulations as may be required for the proper conduct of the Society's business;
- (e) to invest the funds of the Society in accordance with section 69 of the Act;
- (f) to arrange to make budgetary payments on behalf of members;
- (g) to establish a fund out of the net surplus of the Society referred to in By-law 9.3 for the education of its members and their children;
- (h) to organise programmes for co-operative education and training subject to the availability of the relevant Fund;
- (i) to establish such funds as would provides its members or their dependents with financial grants in time of bereavement or other hardships; and
- (j) to do all 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. MEMBERSHIP

4.1 Qualification for Membership

- 4.1.1 Membership of the Society shall be open to all teaching staff/instructors and related officers in the Education Service and Institutes related to the Ministry of Education, or serving in any other organisation or institution related to education as approved by the Committee of Management.
- 4.1.2 Family membership shall be open to the spouse and legal child/children of an Ordinary Member.
- 4.1.3 Associate membership shall be accorded to a member who has resigned from his service and continues his membership with the Society. It shall also be open to employees or a member of an organisation or institution related to education, at the discretion of the Committee of Management of the Society.

4.2 Eligibility

- 4.2.1 Membership of the Society shall be open to all persons, who shall:
- (a) be 16 years of age or above;
 - (b) be of good character;
 - (c) be citizens of or residents in Singapore;
 - (d) not be legally or mentally disabled;
 - (e) not be undischarged bankrupts; and
 - (f) not be convicted of an offence punishable with imprisonment.
- 4.2.2 Application for membership shall be submitted on a form prescribed by the Committee of Management. Every application for membership shall be proposed by one member and seconded by another member.
- 4.2.3 The following dues shall be payable by members:-.
- (a) An Entrance fee of \$10.00 or such other amount as the Committee may determine from time to time;

- (b) A minimum monthly instalment of \$20.00 to purchase a maximum of 2,000 shares in the Society by the Ordinary Members;
 - (c) A subscription of \$1.00 per month by the Ordinary Members towards the Common Good Fund;
 - (d) Family/Associate Members shall contribute a minimum sum of \$20.00 per month to a Savings Account.
- 4.2.4 All members shall agree to pay all their dues to the Society by:-
- (a) normal deductions from their salaries through their employers who shall place such sums so deducted to the credit of the Society or
 - (b) authorise such deductions from their bank accounts.
- 4.2.5 Any member who has retired/resigned from his employment shall pay his dues directly to the Society.
- 4.2.6 Family/Associate Members shall pay their dues through GIRO or per By-law 4.2.4.
- 4.3 The Committee of Management shall have power to approve or reject any application without assigning any reason thereof provided that an applicant so rejected may appeal in writing to a general meeting of the Society.
- 4.4 For the admission to membership by a general meeting, a majority of two-thirds of those present and voting shall be necessary.
- 4.5 The approval or rejection of any application shall be notified to such applicant without delay.
- 4.6 Every member who has been admitted to the membership of the Society shall, on payment of all obligatory dues, be deemed to have acquired all the rights, duties and liabilities of a member of the Society as laid down in the By-laws.
- 4.7 Every member shall, on admission, be provided with a copy of the By-laws free of charge. Extra copies of the By-laws may be obtained on payment of such amount as the Committee may prescribe from time to time.
- 4.8 Statement of accounts shall be sent to every member at least once a year.
- 4.9 Every member may in writing nominate, in the presence of at least two witnesses, one person to whom sums due to him shall be paid on his death.
- 4.10 Every member shall keep the Honorary Secretary informed of any change in his address. All notices posted or sent to his last known address shall be deemed to be duly served.

4.11 Rights of Member

4.11.1 Every Ordinary Member shall, unless otherwise disqualified under the Act or the By-laws, have the right to:-

- (a) exercise one vote irrespective of the number of shares held by him;
- (b) avail himself of all services of the Society;
- (c) stand for election to office;
- (d) be co-opted to hold office in the Society;
- (e) participate at a general meeting; and
- (f) enjoy all other rights provided under the By-laws.

4.11.2 Family Members and Associate Members shall have the right to save and borrow from the Society. Such members shall, however, not be shareholders. As such, they shall not have the right to vote at the AGM nor shall they be entitled to benefits from the Common Good Fund.

4.12 The liability of a member, present or past, of the Society shall not exceed the nominal value of the shares held or subscribed by him and the nominal value of any bonus certificates or bonus shares held by him. The liability of a past member for the debts of the Society as they existed on the date on which he ceased to be a member shall not continue for a period of more than two years reckoned from that date.

4.13 Membership shall cease by:-

- (a) resignation subject to By-law 4.14 ;
- (b) insanity;
- (c) expulsion subject to By-law 4.15;
- (d) conviction of an offence punishable with imprisonment;
- (e) bankruptcy;
- (f) termination of employment;

(g) permanent removal of residence beyond Singapore; or

(h) death.

4.14 Any member who is not liable to the Society may resign from the Society on giving 12 months' notice of resignation in writing. The Committee of Management may accept a shorter notice of resignation at its discretion. The effective date of membership by resignation shall in any case be upon the expiry of the 12 months' notice or such shorter notice approved in writing by the Committee, as the case may be. During the period of notice such members shall not be eligible to vote or to incur fresh liabilities with the Society.

4.15 If any member contravenes any provisions of the Act, the Rules or these By-laws or acts in any way detrimental to the interests of the Society, he may be expelled by the Committee of Management provided that he is given a reasonable opportunity to show cause as to why he should not be expelled. An expelled member may, however, appeal in writing to the next general meeting, which may reverse the decision of the Committee of Management if not less than two-thirds of the members present and voting so decide.

4.16 Retirement, Resignation From Service

4.16.1 Any member who retires or resigns from his employment shall seek the Committee's approval for continuation of membership with the Society.

Subject to the Committee's approval, a member who retires or resigns shall be accorded the status of an Associate Member.

4.16.2 Notwithstanding his rights of membership, a retired member is eligible to take a loan or stand as surety on the security of his savings with the Society.

4.16.3 The Committee shall have the power to cease the membership of such a member if he becomes delinquent in the payment of his dues for a period of two consecutive months.

4.17.1 Such a member may write to the Committee requesting suspension of the payment of his dues for a period of time stating his reasons for such suspension.

4.17.2 The Committee reserves the right to accept or to reject such a request. The decision of the Committee shall be final.

5. GENERAL MEETING

5.1 The supreme authority of the Society shall be vested in the general meeting of members.

- 5.2 There shall be two kinds of general meeting, Annual General Meeting and Extra-ordinary General meeting.
- 5.3 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.
- 5.4 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 60 of the members of the Society, whichever is the less, stating the objects of the meeting.
- 5.5 If the Committee of Management fails to convene a meeting in accordance with By-law 5.4 within one month of receiving the requisition for the meeting, the members making the requisition shall have power to convene the meeting themselves by notice to all members of the Society stating the objects of the meeting and the fact that the Committee of Management has failed to convene the meeting.
- 5.6 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.
- 5.7 Notice of every general meeting shall be sent to each member entitled to attend the meeting at least seven clear days, and in the case of a proposed amendment to the By-laws at least fifteen clear days, prior to the date of the general meeting. The notice shall state the matters for discussion and the resolutions to be proposed and no other subject shall be discussed without the consent of the majority of the members present and voting at such general meeting.
- 5.8 The functions of the Annual General Meeting of the Society 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 report made by the Registrar or his representative;
 - (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 the Rules and the By-laws;
 - (e) to consider and adopt any amendments to the By-laws;
 - (f) to elect or remove members of the Committee of Management;

- (g) to appoint the External Auditors;
- (h) to consider and authorise the payment of allowance or honorarium and provision of other benefits subject to By-law 6.13.1;
- (i) to consider and determine the maximum amounts the Society may borrow subject to the provisions of the Act and By-law 9.11;
- (j) to write off bad debts; and
- (k) to transact any other general business of the Society of which due notice has been given to members.

5.9 Quorum at General Meeting

- 5.9.1 No business shall be transacted at any general meeting unless a quorum of members is present. The quorum necessary for such transaction shall be 20% or thirty of all members qualified to vote, whichever is the less.
- 5.9.2 If a quorum is not present within 30 minutes after the time fixed for a general meeting, the members present shall form a quorum, except that a general meeting with such reduced quorum shall not have the power to amend the By-laws and that any resolution passed at the meeting shall not be valid unless it is passed with a majority of two-thirds of the members present.

5.10 Voting at General Meeting

- 5.10.1 Except as otherwise provided in the Act or in these By-laws, a question referred to the members present at a general meeting shall be decided by a majority of votes. In the case of an equality of votes the motion shall be held to be lost. The Chairman shall have no casting vote. In the case of election or removal of officers, voting shall be by secret ballot.
- 5.10.2 Where it is provided in the Act or in these By-laws that a resolution shall be passed by not less than a prescribed majority of the members present and voting at a general meeting, the resolution shall be deemed to be passed if not less than the prescribed majority of the total number of votes are cast in favour of the resolution.
- 5.10.3 In the case of amendment of the 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 members present and voting at a 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 members of the Society and

that the number of returned votes is not less than one-third of the total membership or five hundred whichever is the less, and the returned votes are examined and counted under the supervision of the Registrar.

- 5.10.4 No By-law or amendment to a By-law of the Society shall be valid until it has been registered by the Registrar. A member of the Society shall not, without his consent in writing having been first obtained, be bound by any amendment of the By-laws registered after he became a member, if and so far as that amendment in any way requires him to take or to subscribe for more shares than the number held by him at the date of registration of the amendment, or to pay upon the shares so held any sum exceeding the amount unpaid upon him at that date, or in any way increases his liability to contribute to the share capital of the Society.

5.11 Minutes of General Meeting

- 5.11.1 Minutes of the general meeting shall be entered in the minutes book and shall contain:-
- (a) the number of members present at the meeting and the name of the Chairman who presided;
 - (b) the time the meeting commenced and ended; and
 - (c) all resolutions and decisions made at the meeting.
- 5.11.2 The minutes of each meeting shall be read or shall be taken as read if previously circulated at the next meeting and, if confirmed or after amendment, signed by the Chairman of the meeting and the Secretary, and when so signed shall be evidence of anything contained therein.

6. COMMITTEE OF MANAGEMENT

6.1 Committee:

The control of the affairs of the Society shall be entrusted to a Committee of Management consisting of not less than eleven and not more than fifteen members.

6.2 Constitution of the Committee of Management

- 6.2.1 All members of the Committee shall be elected at the Annual General Meeting of the Society.

6.2.2 The Committee members shall retire in rotation, one third (or the number closest to one third) retiring at each Annual General Meeting, Retiring committee members shall be eligible for re-election.

6.2.3 Subject to the condition stated in By-law 6.2.2 all committee members shall be elected to the Committee for a term expiring at the third Annual General Meeting thereafter.

6.3.1 No person shall be eligible for membership of the Committee of Management of the Society, to be a key employee, or remain a member of the Committee or a key employee if:-

(a) he is under twenty-one years of age;

(b) he is not:

(i) a citizen of Singapore; or

(ii) resident in Singapore, subject to section 60(2) of the Act,

except with the approval of the Registrar;

(c) he is an undischarged bankrupt;

(d) he has been convicted of an offence involving fraud or dishonesty, except with the approval of the Registrar;

(e) he has been convicted of an offence under the Act;

(f) he has been dismissed as an employee of a co-operative society;

(g) he has been found to have previously misused or mismanaged the funds of a co-operative society; or

(h) he becomes ineligible under any of the By-laws of the Society;

6.3.2 The Committee shall suspend a member of the Committee or a key employee from being a member of the Committee or a key employee, respectively, if any proceedings are instituted against the member of the Committee or the key employee in respect of any offence involving fraud or dishonesty.

6.4 Cessation of Membership of the Committee of Management

6.4.1 A member of the Committee shall cease to hold office if:-

- (a) he becomes ineligible for membership of the Committee of Management in accordance with By-laws 6.3;
- (b) he becomes legally or mentally unsound;
- (c) he gives notice of resignation to the Committee of Management;
- (d) he is removed by a general meeting;
- (e) he fails to be present at three consecutive meetings of the Committee of Management without satisfactory reasons acceptable to the Committee of Management; or
- (f) he passes away.

6.4.2 A member of the Committee of Management, who resigns under by-law 6.4.1 (c) shall not be eligible for election to the Committee of Management until after an interval of not less than one year.

6.5 A member of the Committee of Management who ceases to be a member under By-laws 6.4.1 (d) and (e) shall not be eligible for election until after an interval of not less than two years.

6.6 If, during the term of office of the Committee of Management, a vacancy occurs in the Committee, the Committee of Management may, and if the number of members falls below eleven, shall co-opt a member of the Society to serve on the Committee of Management until the next general meeting of the Society.

6.7 Election of Officers

6.7.1 The Committee of Management shall, immediately after their election and in any case not later than seven days from the date of the general meeting, meet to elect from among themselves a Chairman, a Deputy Chairman, an Honorary Secretary, an Honorary Assistant Secretary, an Honorary Treasurer, an Honorary Assistant Treasurer and such other officers as it deems fit.

6.7.2 The Committee may appoint, on such terms and conditions as it thinks fit, a manager to administer and manage the affairs of the Society and may employ such other persons as it considers necessary to assist the manager in the discharge of his duties. Where a full-time Manager is appointed, all or any of the duties of the Secretary or Treasurer, or both may be delegated to such Manager. 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. The Manager may be designated the Chief Executive Officer of the Society.

6.7.3 The Committee shall have power to appoint committees or Sub-Committees from among themselves or the employees or the members of the Society to be in charge of the daily efficient functioning of the Society or for any other purposes which it may deem fit.

6.8 Powers and Functions of Committee

6.8.1 The Committee of Management shall represent the Society before all competent public authorities and in all dealings and transactions with 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 of members and subject to any restrictions duly laid down in a general meeting or in the By-laws.

6.8.2 Without limiting the generality of By-law No. 6.8.1, 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 consider and approve or reject applications for additional shares in the Society;
- (c) 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 operations and financial conditions;
- (d) to appoint committees and Sub-Committees;
- (e) to keep members informed of the progress of the Society and encourage interest and a sense of ownership on the part of the members;
- (f) 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;
- (g) 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;
- (h) to make a report to the Annual General Meeting of the work of the Committee of Management during the preceding financial year with such recommendations as they deem necessary to maintain or improve the services provided by the Society to the members;
- (i) to consider and take immediate action on matters reported by the Registrar, the audit committee or the auditor;
- (j) to consider and approve or reject applications for loans subject to the provisions laid down in Section 67 of the Act and these By-laws;
- (k) to exercise any or all of the powers conferred in these By-laws;

- (l) to sanction additional expenditure up to a maximum as may be prescribed by members at a general meeting in excess of the approved budget for any one year;
 - (m) to appoint, suspend and dismiss any officer of the Society whose appointment is not reserved to the general meeting;
 - (n) to define the duties of officers of the Society and fix their remuneration, if any, and to arrange that they furnish adequate security for the proper fulfillment of their duties;
 - (o) to appoint delegates or representatives to represent the Society in the Singapore National Co-operative Federation or other such organisation in which the Society may have an interest;
 - (p) to elect or nominate representative to attend conferences, seminars, training courses and meetings related to the co-operative movement;
 - (q) to expel any member in accordance with the By-law 4.15; and
 - (r) to carry on the business of the Society generally and to frame rules for the conduct of such business as may be necessary.
- 6.8.3 A full and correct record shall be kept of all proceedings of the Committee of Management in carrying out their duties, and the records shall be available for inspection by the Registrar and by the auditor.
- 6.9 The Committee of Management shall meet as often as the business of the Society may require and in any case not less frequently than once in every three months. Notice of every meeting of the Committee shall be sent to each member of the Committee at least 7 clear days prior to the date of the meeting.
- 6.10 The quorum for a meeting of the Committee of Management 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 Committee of Management shall vote on any matter in which he is individually interested.
- 6.11 Minutes of the Committee of Management meetings shall be recorded by the Secretary in the Minute Book 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.

6.12 Liability of Members of the Committee

6.12.1 In the conduct of the affairs of the Society, a member of the Committee shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office.

6.12.2 A member of the Committee 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.

6.12.3 A member of the Committee 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 shall declare at a meeting of the Committee the fact and nature, character and extent of the conflict. The declaration shall be made:

(a) after he becomes a member of the Committee; or

(b) if he is already a member of the Committee, then after he commenced to hold office or to possess the property,

as the case requires.

6.12.4 The Secretary shall record every declaration made pursuant to By-laws 6.12.2 and 6.12.3 in the minutes of the meeting at which the declaration was made.

6.12.5 Where the Committee of Management has appointed a person as a manager or a committee or Sub-Committee to administer and manage the affairs of the Society, such appointment shall not absolve the Committee of Management from its responsibility for the proper direction of the affairs of the Society.

6.13 Restriction of Honorarium and Allowance to Members of the Committee and Supervisory Board

6.13.1 A member of the Committee, 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

6.14 Duties of the Chairman

6.14.1 The duties of the Chairman shall include the following:-

- (a) to preside at all general meetings of the Society and all meetings of the Committee of Management;
- (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 purpose as the Committee of Management 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 Committee of Management;
- (f) to serve on appropriate Sub-Committees constituted by the Committee of Management; and
- (g) to perform such other duties specified in these By-laws or entrusted to him by the Committee of Management.

6.14.2 Duties of Deputy Chairman

In the absence of the Chairman, his duties shall be carried out by the Deputy-Chairman or in the absence of both the Chairman and the Deputy-Chairman, by any other person elected by a majority of those present at that meeting. **(w.e.f. 28/05/2011)**

6.15. Duties of the Secretary

6.15.1 The duties of the Secretary shall include the following:-

- (a) to maintain, correctly and up-to-date, all the 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 Committee and conduct its correspondence;
- (d) to summon and attend the general meetings and meetings of the Committee of Management and to record the proceedings of such meetings in a minute book;
- (e) to have custody of the common seal of the Society;
- (f) to submit all minutes of meetings 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 Committee of Management or specified in these by-laws.

6.15.2 Duties of the Assistant Secretary

The Assistant Secretary of the Committee shall perform such duties and transact such business which customarily pertains to his office including:-

- (a) assisting the Secretary in his duties;
- (b) exercising all the duties of the Secretary in his absence;
- (c) serving on appropriate Sub-Committees constituted by the Committee of Management;
- (d) performing all such duties as may be entrusted to him by the Committee of Management;

6.16 Duties of the Treasurer

6.16.1 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, members or others and to make disbursements in accordance with the directions of the Committee of Management;
- (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 Committee of Management;
- (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 Committee of Management or specified in these By-laws.

6.16.2 Duties of the Assistant Treasurer

The Assistant Treasurer shall perform such duties and transact such business which customarily pertains to his office including:-

- (a) assisting the Treasurer in his duties;
- (b) exercising all the duties of the Treasurer in his absence;

- (c) serving on appropriate Sub-Committees constituted by the Committee of Management;
- (d) performing all such duties relating to finance as may be entrusted to him by the Committee of Management;

6.17 The duties of the Manager or Chief Executive Officer shall include the following:-

- (a) to manage the business and the properties 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;
- (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 the Treasurer as may be entrusted to him by the Committee of Management.

6.18 The offices of Chairman and Manager shall not be held by one and the same person.

7. FUNDS OF THE SOCIETY

7.1 The funds of the Society shall consist of:

- (a) Entrance Fees;
- (b) Share Capital, Bonus Certificates and Bonus Shares;
- (c) General Reserve Fund;
- (d) Common Good Fund;
- (e) Library Fund;
- (f) Building Fund;
- (g) Scholarship Fund;

- (h) Co-operative Education And Training Fund;
- (i) 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; and
- (j) Savings Deposits.

7.2 The funds of the Society shall be invested in accordance with Section 69 of the Act.

7.3 Share Capital

7.3.1 The authorised capital of the Society shall be \$10,000,000, raised by the issue of fully paid shares which shall be one class all ranking equally and of the nominal value of \$1.00 each.

7.3.2 Every member shall hold up to a maximum of two thousand fully paid shares in the Society. No member, other than a society or trade union, shall hold more than one-fifth of the share capital of the Society.

7.4 The Entrance Fee shall be credited to the Entrance Fee Account from which expense on printing and stationery shall be met.

7.5 General Reserve Fund

7.5.1 The General Reserve Fund of the Society shall be kept in the form of liquid assets. The Society shall pay into the General Reserve Fund such portion of its net surplus as the Committee may decide from time to time.

7.5.2 The General Reserve Fund shall be indivisible and no member shall be entitled to claim a specific share of it. The General Reserve Fund shall be used:-

- (a) to meet unforeseen losses;
- (b) to provide a margin beyond the liabilities of the Society so as to ensure its ability to pay such liabilities in full in the event of dissolution; and
- (c) to enable the Society by reason of the income derived from the General Reserve Fund to reduce the rate of interest on loans granted to members without causing a reduction in the rate of dividend on share capital and bonus shares.

7.6 The Common Good Fund

7.6.1 The Common Good Fund shall be used only for the benefit of the members of the Society and may be devoted to any educational, medical, social or charitable purposes.

7.6.2 The Common Good Fund shall be derived from:-

- (a) a subscription of \$1.00 per month by each member.
- (b) annual contribution not exceeding ten per cent of the net surplus of the Society subject to the approval of the general meeting.
- (c) donations made by third persons, subject to By-law 7.1(j).

7.6.3 The Common Good Fund shall be administered in accordance with the administrative policy and rules.

7.7 Savings & Deposits

Every member may subscribe to such savings schemes as the Committee may from time to time introduce. The Committee shall adopt such rules and regulations governing savings schemes as it may deem fit.

8. LOANS

8.1 A member may be eligible to apply for a loan from the Society under such terms and conditions as stipulated in the Administrative Policy and Rules Governing Loans.

9. FINANCIAL MATTERS

9.1 The financial year of the Society shall begin on 1st January and end on 31st December.

9.2 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.

9.3 The remainder of the surplus of the Society may be distributed in one or more of the following ways at the discretion of the general meeting:

- (a) (i) by payment of a dividend not exceeding ten per cent pro-rata on the amount of shares or bonus shares held by members at the end of the financial year for which the net surplus is distributed;

- (ii) such dividends paid shall be pro-rated according to the number of completed calendar months in the financial year.
 - (b) by payment of a rebate or patronage refund to members in proportion to the volume of business done by them with the Society from which the surplus of the Society was derived;
 - (c) by payment of honoraria to some or all of the members of the Committee in consideration of their services which would not otherwise be remunerated subject to section 65(1) of the Act and By-law 6.13.1;
 - (d) by a contribution not exceeding ten per cent of the net surplus to the Common Good Fund;
 - (e) by contribution to:
 - (i) the Co-operative Education & Training Fund;
 - (ii) the Scholarship Fund;
 - (f) by contribution not exceeding ten per cent of the net surplus to a charitable purpose;
 - (g) by payment of bonus certificates or bonus shares;
 - (h) by further contribution to the General Reserve Fund; and
 - (i) in any other manner as approved by the general meeting in accordance with the provisions of the Act, the Rules and these By-laws.
- 9.4 A member whose name appeared in the books of the Society on the last day of the financial year shall be eligible to draw dividend on shares when declared subject always to any restrictions imposed in these By-laws. Dividend when declared shall be credited to the General Savings of the member unless the member makes a claim to the Society.
- 9.5 A member holding bonus shares shall only be entitled to claim payment out of the funds of the Society after five years from the date when the bonus certificates were issued. No interest or dividend shall be paid on such bonus certificates.
- 9.6 A member holding bonus shares shall only be entitled to claim payment of the funds of the Society after ten years from the date when the bonus shares were issued. A member or a past member shall be eligible to draw dividend on bonus shares when declared.
- 9.7 Shares held by members shall not be withdrawable except on cessation of membership in accordance with By-law 4.13. Shares shall normally be withdrawn after the effective date of

cessation of membership. The Committee of Management may at its discretion allow withdrawal of shares to be made earlier. The value of the shares withdrawn shall not exceed the nominal value of the shares or the book value as shown in the last audited balance sheet, whichever is the less

- 9.8 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 moneys received shall be deposited.
- 9.9 All cheques drawn on such account shall have a validity not exceeding 180 days. All cheques shall be signed by the Treasurer or the Assistant Treasurer and at least by two other officers authorised by the Committee of Management. All payments shall be correctly made and properly authorised in accordance with the directions of the Committee of Management.
- 9.10 Receipts shall be issued for all moneys paid to the Society. All receipts shall be signed by the Treasurer and one other officer so authorised by the Committee of Management provided that the Treasurer may sign receipts for a sum up to \$500.00.
- 9.11 The Society shall have power to take loans from 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 non-members. The Society shall obtain approval from the Registrar on the maximum liability which it may incur in loans from non-members.
- 9.12 The Society shall have power to take loans or deposits from members and their family members provided that the Society shall determine from time to time at a general meeting the maximum liability which it may incur in loans or deposits from members and their family members. The Society shall obtain approval from the Registrar on the maximum liability which it may incur in loans or deposits from members and their family members. The family members referred to in this By-law 9.12 are as prescribed in By-law 2 (j). **(w.e.f. 28/05/11)**
- 9.13 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.
- 9.14 The Committee of Management shall from time to time authorise the maximum amount of cash which may be retained by any officer at any one time.

10. BOOKS, DOCUMENTS AND SEAL OF THE SOCIETY

- 10.1 The following books and documents shall be kept:-
- (a) Register of members and their nominees;

- (b) Register of shares, bonus certificates and bonus shares;
- (c) Cash Book;
- (d) Journals and Ledgers;
- (e) Inventory of Society's Assets;
- (f) Sales Book;
- (g) Purchases Book;
- (h) Loan Register;
- (i) Register of Members' Liabilities;
- (j) Minutes Books;
- (k) Copy of the Act, the Rules and the By-laws;
- (l) Administrative Policies and Rules governing the different funds of the Society; and
- (m) any other books and documents that may be found necessary or prescribed by the Registrar.

10.2 The Society shall keep a copy of the Act, the Rules, the By-laws and a list of members of the Society open to inspection by its members free of charge, at all reasonable times at the registered address of the Society.

10.3 The Society shall have its own common seal of a design approved by the Committee of Management. All bonds, contract, 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 Committee of Management and such dealing shall be done in the presence of at least three officers authorised by the Committee of Management, who shall affix their signatures to every document so sealed.

11. AUDIT COMMITTEE

11.1 An audit committee shall be appointed by the Committee from among themselves and shall be composed of at least 3 members who shall be independent of the Society in the manner prescribed in the Rules.

- 11.2 If a member of the audit committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced below 3, the Committee shall, within 3 months of that event, appoint such number of new members as may be required to make up the minimum number of 3 members.
- 11.3 The functions of the audit committee shall be:
- (a) to review :
 - (i) with the external auditor, the audit plan;
 - (ii) with the external auditor, his audit report;
 - (iii) the assistance given by the officers of the Society to the external auditor;
 - (iv) the scope and results of the audit procedures; and
 - (v) the balance-sheet and income and expenditure statement of the Society and, if any, the consolidated balance-sheet and income and expenditure statement submitted by the Society's subsidiary;
 - (b) nominate a person or persons as external auditor; and
 - (c) any other functions as may be agreed to by the audit committee and the Committee.
- 11.4 Upon the request of the external auditor, the chairman of the audit committee shall convene a meeting of the audit committee to consider any matter the external auditor believes should be brought to the attention of members of the Committee, or the members, of the Society.
- 11.5 The audit committee may regulate its own procedure and, in particular, the calling of meetings, the notice to be given of such meetings, the voting and proceedings thereat, the keeping of minutes and the custody, production and inspection of such minutes.

12. THE AUDITORS

- 12.1 Subject to section 33(1) and (2) of the Act, the books and accounts of the Society shall be audited by an external auditor at least once a 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.

12.2 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.

12.3 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 moneys and the acquisition and disposal of assets by the Society during the year have been in accordance with the Act, the Rules and these Bylaws.

12.4 The external auditor may at any other time report to the Registrar, the audit committee and the Society upon any matters arising out of the performance of the audit.

12.5 The external auditor has the right to appear and be heard at any meeting of the audit committee and shall appear before the audit committee when required to do so by the audit committee

12.6 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 the assets and liabilities of the Society.

12.7 An external auditor shall have the powers prescribed under the Act. The appointment of the External Auditor shall not exceed 5 consecutive years.

13. PATRON, PRESIDENT AND VICE-PRESIDENTS

13.1 The Committee of Management may invite a distinguished person in the Government to be the Patron of the Society. The Patron shall have the right to attend all meetings of the Committee of Management and the Society but shall have no voting power. He shall have no financial responsibility or liability in respect of the debts of the Society.

- 13.2 The Committee of Management may invite three or more prominent members in the field of education to fill the positions of President and Vice-Presidents of the Society. They shall be honorary members of the Society and shall advise the Committee of Management on its general administration. They shall have a right to attend all meetings of the Society and the Committee of Management but shall have no financial responsibility or liability in respect of all debts of the Society. The President shall preside at all meetings of the Society when present. In his absence, the vice-President(s) shall preside when present.

14. GENERAL

- 14.1 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.
- 14.2 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.
- 14.3 The By-laws of the Society shall, when registered bind the Society and the members thereof to the same extent as if they were signed by each member and contained covenants on the part of each member for himself and his personal representatives to observe all the provisions of the By-laws.
- 14.4 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 of 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 from his appointment.