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1 NAME, ADDRESS AND AREA OF OPERATION

1.1 The Society shall be called the TRC Multi-Purpose Co-operative Society Ltd and its registered office shall be at 1 Sophia Road, #03-08 Peace Centre, Singapore 228149. Every change of address shall be notified to the Registrar and to any non-members who may be creditors of the Society.

1.2 The area of operation of the Society shall be in Singapore.

2 INTERPRETATION

2.1 In this By-law, 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] "Allowance" means the remuneration paid to a member of the Board of Directors of the Society in consideration of his voluntary services rendered to the Society on a regular basis pursuant to section 65 of the Act;
- [c] "Audit Committee" means the audit committee as prescribed in section 36 of the Act;
- [d] "Board" or "Board of Directors" means the governing body of the Society which is responsible for the management of the affairs of the Society;
- [e] "By-laws" means the By-laws of the Society;
- [f] "Central Co-operative Fund" means the fund established under section 71 of the Act;
- [g] "Committee" refers to the Sub-Committees formed by the Board;
- [h] "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;
- [i] "Dividend" means a portion of the net surplus of the Society distributed among members in proportion to the paid-up share capital, subscription capital and bonus shares held by them in the Society;
- [j] "Employee" means a person who is a full-time paid staff of the Society;
- [k] "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);
- [l] "Fragrance Fund" means a certain portion from the net surplus of the Society and is intended to help deserving individuals as part of the Society's community service;

- [m] “Honorarium” means a portion of the net surplus of the Society distributed among some or all of the members of the Board in consideration of their services which would not otherwise be remunerated;
- [n] “Institutional Member” means a co-operative society or trade union;
- [o] “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;
- [p] “Manager” means the most senior executive employed by the Board to run the affairs of the Society;
- [q] “Member” means an Ordinary Member, an Associate Member or an Institutional Member, and “Members” shall mean any two or more of them who are duly admitted to the membership of the Society in accordance with the By-laws;
- [r] “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;
- [s] “Officer” includes a Chairman, Vice-Chairman, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, member of the Board of Directors, Manager, member of any Committee constituted under the By-laws, employee, internal auditor, liquidator or other person empowered under the Act, the Rules or the By-laws to give directives with regard to the business of the Society or to supervise such business;
- [t] “Patronage Refund” means a portion of the net surplus of the Society distributed among the members in proportion to the volume of business done by them with the Society from which the surplus of the Society was derived;
- [u] “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;
- [v] “Rules” means the Co-operative Societies Rules or any rule made under the Act for the time being in force in Singapore;
- [w] “Savings” means a voluntary regular savings from members which shall be withdrawable subject to conditions laid down in the By-laws;
- [x] “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;
- [y] “Sinking Fund” means a certain portion from the net surplus of the Society and is intended to serve as a guaranteed sum for bad debts;
- [z] “Society” means the TRC Multi-Purpose Co-operative Society Ltd;

- [aa] "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;
- [bb] "TRC" means the Tamils Representative Council;
- [cc] "Term Deposit" means the Society receives a sum from members for a specific period only to such extent and under such conditions laid down in the By-laws or Rules;
- [dd] 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;
- [d] to establish and operate such co-operative schemes, ventures and projects for the benefit of the members;
- [e] to promote greater awareness and consciousness of a progressive and improved lifestyle among members of the Indian community; and
- [f] to do such other things or provide such facilities or services as may be necessary, incidental or conducive to the attainment of the above objects.

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

- [a] to appoint or act as representatives and agents for the purpose of carrying on with the business of the Society;
- [b] to invest the funds of the Society in accordance with section 69 of the Act;
- [c] to raise funds by obtaining loans from the members and non-members and deposits from members and their immediate family members subject to the Act and the By-laws;
- [d] 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;
- [e] to frame administrative policies and rules and such other regulations as may be required for the proper conduct of the Society's business; and

[f] 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 Membership of the Society shall consist of:

- [a] Ordinary Members, who shall be of Indian origin;
- [b] Associate Members, who shall be such other persons who are existing Associate Members of the Society duly admitted prior to the date of registration of the amendment of this By-law, and who shall have no voting rights and not eligible to stand for election to office or to be co-opted to hold office in the Society but shall enjoy such benefits or services as the Board of Directors may allow; and
- [c] Institutional members shall be such trade union or co-operative organisations approved by the Board of Directors.

4.2 All individual members shall:

- [a] not be below the age of 16 years;
- [b] be of good character;
- [c] be a citizen of Singapore or a permanent resident in Singapore;
- [d] not be legally or mentally disabled;
- [e] not be an undischarged bankrupt; and
- [f] not be a person against whom a conviction stands for an offence punishable with imprisonment.

4.3 Application for membership shall be submitted on a form prescribed by the Board and duly completed and sent to the registered address of the Society and shall be accompanied by the purchase of shares and payment of entrance fee specified in these By-laws, provided that such payment shall be refunded where an application for membership has been rejected. The Board shall have power to approve or reject any application without assigning any reason 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 shall, on payment of the entrance fee and the minimum share-holding, be deemed to have acquired all the rights, duties and liabilities of a member of the Society as laid down in the By-laws.

4.6.1 Every member shall contribute a minimum of \$10 per month towards the thrift savings account. There shall be no limit to the maximum contribution.

4.6.2 Any member may make a voluntary saving of a monthly deposit of not less than \$10 per month. There shall be no limit to the maximum contribution.

- 4.6.3 Any member wishing to apply for loan shall submit on a prescribed form of the society. Such terms and conditions of the loan shall be as laid down in the administrative rules.
- 4.6.3.1 The Society shall not make a loan to any person other than a member of the Society or to any member disqualified under the By-laws. The Board shall from time to time determine the types of loans to be granted, the limit for each type of loan and the terms and conditions for their repayment.
- 4.6.3.2 The Society may charge the borrower expenses associated with the granting of a loan, such as making searches on credit worthiness of the borrower and sureties and other fees as required.
- 4.7.1 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 Board may prescribe from time to time.
- 4.7.2 Statement of Accounts shall be sent to every member at least once a year.
- 4.7.3 Every member may in writing nominate one (1) person in presence of at least two (2) witnesses to whom sums due to him shall be paid on his death.
- 4.7.4 Every member shall keep the 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.
- 4.8 Every member shall, unless otherwise disqualified under the Act or the By-laws have the right to:
- [a] exercise one (1) vote at the general meeting of the Society irrespective of the number of shares held by him;
 - [b] avail himself of all services of the Society;
 - [c] stand for election or nominate members to stand for election to office subject to the provisions of these By-laws;
 - [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.
- 4.9 Membership shall cease by:
- [a] resignation subject to By-law 4.11;
 - [b] becoming ineligible for membership in accordance with By-law 4.2;
 - [c] insanity;
 - [d] carrying on any business similar to that of the Society;
 - [e] permanent removal of residence beyond Singapore;
 - [f] expulsion subject to By-law 4.12;
 - [g] conviction of an offence punishable with imprisonment;

- [h] bankruptcy;
- [i] death; or
- [j] upon dissolution or deregistration of an Institutional Member.

- 4.10 Cessation of membership shall take effect from the date of occurrence of the event or decision of the Board, whichever is earlier.
- 4.11 Any member who is not liable to the Society either as borrower or surety, may give six (6) months' notice of resignation in writing. The Board may accept a shorter notice of resignation at its discretion. The effective date of cessation of membership by resignation shall be upon the expiry of the six (6) months' notice or such shorter notice accepted by the Board, as the case may be. During the period of notice, such member shall not be eligible to vote or incur fresh liabilities with the Society.
- 4.12 If any member contravenes any provision 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 Board 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 Board if not less than two-thirds of the members present and voting so decide.
- 4.13 The liability of a member, present or past, 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 (2) years reckoned from that date.

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 Board and shall be held as soon as practicable, but not later than six (6) months after the end of the financial year, unless the approval of the Registrar has, within the said period of six (6) months, been obtained to extend that period.
- 5.4 An Extra-Ordinary General Meeting shall be convened by the Board whenever it thinks fit, or on receipt of a requisition for such a meeting signed by at least sixty (60) members or 20% of the total membership, whichever is the less, stating the objects of the meeting.
- 5.5 If the Board fails to convene a meeting in accordance with By-law 5.4 within one (1) 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 Board 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 (7) clear days and in the case of a proposed amendment to the By-laws, at least fifteen (15) 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 Board and any report made by the Registrar or his representative;
 - [c] to approve the financial statements and the budget of the following year;
 - [d] to consider and resolve the manner in which any available 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 to the Board;
 - [g] to elect internal auditors;
 - [h] to appoint the external auditors;
 - [i] to consider and authorise the payment of allowance or honorarium and provision of other benefits subject to By-law 6.13.1;
 - [j] to consider and determine the maximum amount the Society may borrow subject to the provisions of the Act and the By-laws;
 - [k] to write off bad debts; and
 - [l] to transact any other general business of the Society of which due notice has been given to the members.
- 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 thirty (30) members or 20% of all members qualified to vote, whichever is the less.
- 5.9.2 If a quorum is not present within thirty (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.
- 5.10.1 All members, other than Associate Members, who are not in default shall be eligible to vote at any general meeting of the Society. A defaulting member shall be one who has failed to pay his dues within such time as may be required by these By-laws or within such extended time as may be allowed by the Board of Directors.

- 5.10.2 Each member shall have one (1) vote regardless of the number of shares held by him.
- 5.10.3 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.
- 5.10.4 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.
- 5.10.5 In the case of amendment of By-laws, a resolution to amend the By-laws shall be passed either:
- [a] by not less than three-quarters of the total number of votes at the disposal of the members present and voting at general meeting duly summoned; or
 - [b] if a referendum is held, by not less than three-quarters of the votes returned, provided that the voting papers have been sent to all members of the Society and that the number of returned votes is not less than one-third of the membership or 500, whichever is the less, and the returned votes are examined and counted under the supervision of the Registrar.
- 5.10.6 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 an amendment of the By-laws registered after he became a member, if and so far as that amendment 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.
- 5.10.7 Minutes of the general meeting shall be entered in the minute book and shall contain:
- [a] the number of members present at the meeting and the name of Chairman who presided;
 - [b] the time the meeting commenced and ended; and
 - [c] all resolutions and decisions made at the meeting.
- 5.10.8 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 that meeting and the secretary, and when so signed shall be evidence of anything contained therein.

6 BOARD OF DIRECTORS

- 6.1 The control of the affairs of the Society shall be entrusted to a Board of Directors comprising fifteen (15) members:

- [a] Three (3) members appointed by the TRC Council; and
 - [b] Twelve (12) elected by members at an Annual General Meeting.
- 6.2.1 All members of the Board of Directors shall be appointed at the Annual General Meeting for a term expiring at the end of the next Annual General Meeting of the Society. Retiring members of the Board shall be eligible for re-appointment unless otherwise restricted in the Act, Rules or By-laws.
- 6.2.2 All elected members of the Board of Directors shall be elected at the Annual General Meeting for a term expiring at the third Annual General Meeting thereafter. One-third of the elected members shall retire in rotation at each Annual General Meeting of the Society after serving a three-year (3) term. Retiring members of the Board shall be eligible for re-election unless otherwise restricted in the Act, Rules or By-laws.
- 6.2.3 Suspension of members of the Board subject to confirmation or to being set aside.
- [a] The Board may suspend any of its members where a majority of the members of the Board are satisfied that such a member has acted in a manner prejudicial to the interest of the registered society or of the co-operative movement.
 - [b] A member of the Board who is suspended under the above clause shall with immediate effect cease to exercise all rights in the management or administration of the affairs and businesses of the registered society.
 - [c] Any suspension shall be subject to confirmation and/or being set aside by majority of the members at the earliest general meeting of the registered society held after the suspension.
 - [d] Before confirming or setting aside the suspension, the general meeting shall hear the member who was suspended by the Board if he so chooses to be heard.
- 6.3.1 No Ordinary Member shall be eligible for membership of the Board of Directors of the Society, to be a key employee or remain a member of the Board or a key employee if:
- [a] he is under twenty-one years of age;
 - [b] (i) he is not a citizen of Singapore; or
(ii) he is not 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 funds of a co-operative society; or

- [h] he becomes ineligible under any of the By-laws of the Society.
- 6.3.2 The Board shall suspend a member of the Board or a key employee from being a member of the Board or a key employee, respectively, if any proceedings are instituted against the member of the Board or the key employee in respect of any offence involving fraud or dishonestly.
- 6.4.1 A member of the Board of Directors shall cease to hold office if:
- [a] he becomes ineligible for membership of the Board in accordance with By-law 6.3;
 - [b] he becomes legally or mentally unsound;
 - [c] he gives notice of resignation to the Board;
 - [d] he is removed by a general meeting or by TRC in the case of an appointed director;
 - [e] he fails to be present at three (3) consecutive meetings of the Board without satisfactory reasons acceptable to the Board;
 - [f] he engages in any conduct prejudicial to the good name of the Society; or
 - [g] he passes away.
- 6.4.2 A member of the Board, who resigns under By-law 6.4.1[c] shall not be eligible for election or nomination until after an interval of not less than one year.
- 6.5 A member of the Board who ceases to be a member under By-laws 6.4.1 [d] and [e] shall not be eligible for election or nomination until after an interval of not less than two (2) years.
- 6.6 If, during the term of office of the Board, a vacancy occurs in the Board, the Board of Directors may, and if the number of members falls below five (5) shall, co-opt a member of the Society to serve on the Board of Directors until the next general meeting of the Society.
- 6.7.1 The Board of Directors, shall meet not later than seven (7) days from the date of the general meeting, to elect from among themselves a Chairman, two (2) Vice-Chairmen, a Secretary, a Treasurer and such other officers as it deems fit.
- 6.7.2 The Board shall be empowered to appoint a secretary and a treasurer or a secretary or a treasurer from among the employees of the Society who, in such case, shall not be a member of the Board of Directors but shall have the right and the duty to attend all meetings of the Board.
- 6.7.3 The Board shall have power to appoint Committees or Sub-Committees from among themselves or the employees or the members of the Society to be fully responsible for the daily efficient functioning of the Society or for any other purposes which it may deem fit.
- 6.8.1 The Board of Directors 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 restriction duly laid down in a general meeting or in the By-laws.

6.8.2 Without limiting the generality of By-law 6.8.1, the duties and powers of the Board of Directors 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 the 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 or 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 Board during the preceding financial year with such recommendations as they deem necessary to maintain or improve the service 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 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 (1) year;
- [k] to exercise any or all of the powers conferred in these By-laws; and
- [l] 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 Board in carrying out their duties, and the records shall be available for inspection by the Registrar and by the auditor.

6.8.4 The Board 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, any or all duties of the Secretary or Treasurer, or

both may be delegated to such manager and when all duties of the Secretary of Treasurer, or both are so delegated, the Society may operate without electing a Secretary or a Treasurer of both.

- 6.9 The Board shall meet as often as the business of the society may require and in any case not less frequently than once in every three (3) months. Notice of every meeting of the Board shall be sent to each member of the Board at least seven (7) clear days prior to the date of the meeting.
- 6.10 The quorum for a meeting of the Board 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 Board shall vote on any matter in which he is individually interested.
- 6.11 Minutes of Board 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 decision taken including whether each decision was taken unanimously or by a majority.
- 6.12.1 In the conduct of the affairs of the Society, a member of the Board shall at all times act honestly and use reasonable diligence in the discharge of the duties of the office.
- 6.12.2 A member of the Board 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 Board.
- 6.12.3 A member of the Board 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 if the Board shall declare at a meeting of the Board the fact and nature, character and extent of the conflict. The declaration shall be made:
- (a) after he becomes a member of the Board; or
 - (b) if he is already a member of the Board, 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 Board has appointed a person as a manager or a Committee or Subcommittee to administer and manage the affairs of the Society, such appointment shall not absolve the Board from its responsibility for the proper direction of the affairs of the Society.
- 6.13 A member of the Board, 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.

6.14.1 The duties of the Chairman shall include the following:

- [a] to preside at all general meetings of the Society and all meetings of the Board;
- [b] to sign the minutes of all meetings at which such minutes are confirmed in token of correctness;
- [c] to exercise regular supervision over the officers and employees of the Society;
- [d] to represent the Society for any purposes as the Board 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 Board;
- [f] to serve on appropriate Committees or Sub-committees constituted by the Board; and
- [g] to perform such other duties specified in these By-laws or entrusted to him by the Board.

6.14.2 In the absence of the Chairman, his duties shall be carried out by the Vice Chairman or in the absence of both the Chairman and the Vice-Chairman, by any other person elected by a majority of those present at that meeting.

6.15 The duties of the Secretary shall include the following:

- [a] to maintain correctly and up-to-date, all the records, paper and registers of the Society;
- [b] to keep an inventory of the property belonging to the Society;
- [c] to sign on behalf of the Board and conduct its correspondence;
- [d] to summon and attend the general meetings and meetings of the Board 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 statement 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 Board or specified in these By-laws.

- 6.16 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 Board.
 - [b] to prepare or cause to be prepared all receipts, voucher financial statements and documents required by the By-laws or called for by the Board;
 - [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 Board or specified in these By-laws.
- 6.17 The duties of the Manager shall include the following:
- [a] to manage the business and property of the Society;
 - [b] to attend all meetings of the Society and of the Board and to carry out all instructions of the Board;
 - [c] to record or cause to be recorded the whole of the transactions of the Society in the books prescribed for the purpose; and
 - [d] to perform all or any of the duties of the Secretary or Treasurer as may be entrusted to him by the Board.
- 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] Share Capital;
 - [b] Bonus Certificates and Bonus Shares;
 - [c] Subscription capital;
 - [d] Members' deposits;
 - [e] 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;
 - [f] General Reserve Fund;
 - [g] Sinking Fund; and
 - [h] Fragrance Fund.
- 7.2 The Funds of the Society may be invested in accordance with section 69 of the Act.

- 7.3.1 The authorised share capital of the Society shall be 5,000,000 which shall be divided into 5,000,000 shares of the value of \$1 each. Each member shall hold at least 50 shares. No member shall hold more than one-fifth of the share capital of the Society.
- 7.3.2 The full value of the shares allotted to any member on application shall be payable by the member within one (1) month from the date he is accepted as a member. The Board may at its discretion extend the period for the payment of the full value of the share allotted.
- 7.3.3 The minimum number of shares prescribed in By-law 7.3.1 shall not be withdrawable except on cessation of membership in accordance with By-law 4.9. Shares in excess of the prescribed minimum may be withdrawable and/or transferable, subject to the provision of the Act and any limitations laid down in the By-laws. 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.
- 7.3.4 A member may transfer any share held by him, subject to the following conditions:
- (a) the member has held that share for not less than one (1) year; and
 - (b) the transfer is in favour of the Society, a member of the Society or a person or a trade union whose application for membership has accepted by the Board of Directors of the Society.
- 7.4 The entrance fee for admission to membership shall be of such amount as the Board may determine from time to time.
- 7.5 The General Reserve Fund of the Society shall be kept in the form of liquid assets. The Society shall pay into the General Reserve such percentage of its net surplus as may be determined by the Board from time to time.

8 FINANCIAL MATTERS

- 8.1 The financial year of the Society shall begin on 1st January and end on 31st December.
- 8.2 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 Cooperative Fund or the Singapore Labour Foundation as the Society may opt under section 71(2)(b) of the Act.
- 8.3 The remaining surplus may be distributed in one or more of the following ways at the discretion of the general meeting:
- [a] by payment of a dividend not exceeding 10% pro-rata on the amount of shares, bonus shares and subscription capital held by members as at the end of the financial year for which the net surplus is distributed;
 - [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 Board in consideration of their services which would not otherwise be remunerated subject to section 65(1) of the Act and By-law 6.13;
- [d] by contribution to a General Reserve Fund;
- [e] by contribution to a Sinking Fund;
- [f] by contribution to a Fragrance Fund;
- [g] by contribution not exceeding 10% of the net surplus to a charitable purpose;
- [h] by payment of bonus certificates or bonus shares; and
- [i] in any other manner as approved by the general meeting in accordance with the provisions of the Act and these By-laws.

8.4 [a] 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 and bonus shares when declared subject always to any restriction imposed in these By-laws. Dividend, if unclaimed, shall be credited to the Dividend Unclaimed account of the member.

[b] A member holding bonus certificates shall only be entitled to claim payment out of the funds of the Society after five (5) years from the date when the bonus certificates were issued. No interest or dividend shall be paid on such bonus certificates.

[c] A member holding bonus shares shall only be entitled to claim payment out of the funds of the Society after ten (10) 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.

8.5 Shares held by members shall not be withdrawn except on cessation of membership in accordance with By-laws 4.9. Shares shall normally be withdrawn after expiry of three (3) months from the date of cessation of membership. The Board may at its discretion allow withdrawal of shares to be made earlier.

8.6 The Board of Directors shall open or cause to be opened in the name of the Society such account with any bank registered under the Banking Act (Cap 19) to which all moneys received shall be deposited.

8.7 All cheques drawn from such account shall be authorised, from time to time, by the Board of Directors as laid down in the administrative rules.

8.8 Receipts shall be issued for all moneys paid to the Society other than moneys received through GIRO. Receipts shall be signed by the Treasurer or the Secretary or any other officer of the Society so authorised by the Board.

8.9 [a] 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.

[b] The Society shall have power to take loans or deposits from members and their immediate 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 immediate 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 immediate family members. The immediate family members referred to are as prescribed in the Rules.

- 8.10 The Society shall as soon as practicable but not later than six (6) months after the close of the financial year, submit to the Registrar one (1) copy of the audited financial statements of the Society and the audit report for that year.
- 8.11 The Board shall from time to time authorise the maximum amount of cash which may be retained by any officer at any one time.

9 BOOKS, DOCUMENTS AND SEAL OF THE SOCIETY

- 9.1 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] Stock Register;
 - [d] Cash Book;
 - [e] Petty Cash Book;
 - [f] Journals and ledgers including General Ledger, Sales Ledger & Purchases Ledgers;
 - [g] Register of Assets;
 - [h] Register of Purchases;
 - [i] Subscription Register;
 - [j] Loan and Deposit Register;
 - [k] Register of Member's Liabilities;
 - [l] Minutes Books;
 - [m] Copy of the Act, the Rules and the By-laws;
 - [n] Administrative Policies and Rules governing the different funds of the Society; and
 - [o] any other books and documents that may be found necessary or prescribed by the Registrar.
- 9.2 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.
- 9.3 The Society shall have its own common seal of a design approved by the Board. All contracts, and important documents shall be sealed with the seal of the Society. The

seal shall not be affixed to any document except with the authority of the Board and such sealing shall be attested to by the signatures of the Chairman of Board, the Secretary and the Treasurer or by such officer authorised by the Board.

10 THE AUDITORS

- 10.1 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.
- 10.2 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.
- 10.3 The external auditor shall state in his report whether:
- [a] proper accounting and other records have been kept; and
 - [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 By-laws.
- 10.4 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.
- 10.5 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.
- 10.6 The audit of the account shall include and examination of a report on overdue debts, if any, and an examination of and report on the valuation of the assets and liabilities of the Society.
- 10.7 An external auditor shall have the powers prescribed under the Act. The appointment of the external auditor shall not exceed five (5) consecutive years.
- 10.8 An audit committee shall be appointed by the Board from among themselves and shall be composed of at least three (3) members who shall be independent of the Society in the manner prescribed in the Rules.

- 10.9 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 three (3), the Board shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.
- 10.10 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 Board.
- 10.11 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 Board, or the members, of the Society.
- 10.12 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.
- 10.13 Not more than six (6) internal auditors shall be elected yearly by and from among members at the Annual General Meeting of the Society. Internal auditors shall inspect, examine or audit the books of the Society monthly and shall sign them if correct and if they are found to be incorrect, to report to the Chairman. The Board may recommend to the general meeting the appointment of any organisation or firm as internal auditor. If approved by the general meeting, the election of internal auditors shall be dispensed with.
- 10.14 An internal auditor may be paid an allowance by the Society for the performance of his duties provided that the payment has to be authorised by a resolution to that effect passed by a general meeting of the Society. An internal auditor shall not be eligible to receive an honorarium.

11 APPOINTMENT OF TRUSTEES

- 11.1 Should the Society at any time acquire any immovable property, such property shall be vested in not less than two (2) but not more than three (3) Trustees appointed by

the members at the general meeting subject to a declaration of trust. The trustee shall hold office up to a maximum of four (4) years.

11.2 A Trustee may resign his trusteeship at any time. If a trustee dies, he shall be deemed to have resigned his trusteeship.

11.3 A Trustee, after appointment, shall be removed at a general meeting under any of the following circumstances:

[a] becomes mentally unsound;

[b] is adjudicated a bankrupt;

[c] is guilty of misconduct such as to render it undesirable that he continues as a Trustee;

[d] is convicted of an offence involving dishonesty, fraud or moral turpitude.

12 APPOINTMENT OF PATRON

12.1 The Board of Directors may invite a distinguished person amongst Singapore Citizens to be the Patron of the Society to advise and guide the Board on co-operative matters and investments.

12.2 The Patron shall have the rights to attend all meetings of the Society but shall have no voting power. He shall have no financial responsibility or liability in respect of the debts of the Society.

12.3 The Patron shall hold the title for a period of three (3) years. Upon completion of his term, he shall be eligible for reappointment.

13 APPOINTMENT OF ADVISOR

13.1 The Board of Directors may appoint an Advisor who has a good knowledge of the community to give inputs on matters relating to the ground feelings of the Indian community so as to enable the Society to fine tune its programmes, activities and policies to meet the needs of the community and members better.

13.2 The term of appointment shall be for three (3) years in the first instance or such period as decided by the Board for subsequent continuation.

13.3 He shall have the rights to attend all meetings of the society but shall have no voting rights.

13.4 He shall have no financial responsibility or liability in respect of the debts of the Society.

14 APPOINTMENT OF IMMEDIATE PAST CHAIRMAN

14.1 The Board of Directors may appoint an immediate Past Chairman for tenure of three (3) years in the first instance or such period as decided by the Board for subsequent

continuation to give guidance on corporate governance and ensure smooth running of Board meetings.

14.2 He shall have the rights to attend all meetings of the society but shall have no voting rights.

14.3 He shall have no financial responsibility or liability in respect of the debts of the Society.

15 GENERAL

15.1 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.

15.2 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.

15.3 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 representative to observe all the provisions of the By-laws.

15.4 No act of the Society or the Board or the 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 Board or of the Committee or in the appointment or election of an officer or on the ground that such officer was disqualified for his appointment.

15.5 The Registrar or his accredited representative shall have the right to be present and participate in discussion at all meetings of the Society.