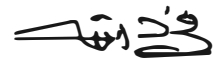


By-Laws

Approved for Submission:

Chairman, Farihullah s/o A W Safiullah



Date: 12 September 2023

Approved by Commissioner of Charities in 2023

1 NAME, ADDRESS AND AREA OF OPERATION

- 1.1 The Home shall be known as "SASCO Senior Citizens' Home (hereinafter referred to in this constitution as the "Home").
- 1.2 The registered address of the Home shall be at 991 Alexandra Road, #01-04, Singapore 119964. Every change of address shall be notified to the Commissioner of Charities.
- 1.3 The area of operation of the Home shall be in Singapore.

2 PROGRAMME UNDER SASCO LIMITED

- 2.1 SASCO Senior Citizens' Home is a programme under the Singapore Amalgamated Services Co-operative Organisation (SASCO) Limited (hereinafter referred to in this constitution as "Limited" or "Ltd"), formerly known as Singapore National Co-operative Union Limited, a Society registered under the Co-operative Societies Act (1979), who has amongst its objects, to run and establish social and community projects for the benefit of the vulnerables and less-privileged in Singapore.

3 INTERPRETATIONS

- 3.1 In this By-laws, unless the context otherwise required:
 - (a) "Act" means the Charities Act or any amendment thereto for the time being in force in Singapore;
 - (b) "Appointed Board Member" means a Board Member appointed under By-law 6.2.
 - (c) "Board" means the body consisting of Appointed Board Members, in accordance with By-law 6.2, that governs the Home;
 - (d) "By-laws" means the By-laws of the Home;
 - (e) "CEO" means a person appointed as Chief Executive Officer or their equivalent by the Board according to the powers conferred on them by By-law 9;
 - (f) "COM" means the Committee of Management of SASCO Limited, parent-body of SASCO Home;
 - (g) "Key Office Bearer" means a person who holds the position of Chairman, Secretary, Treasurer or any other key appointment in the Home Board.
- 3.2 Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural.

4 OBJECTS

4.1 The objects of the Home shall be as follows:

- (a) To promote physical activity for health and wellness, foster senior volunteerism, community befriending and bonding, for social integration and inter-generational harmony, and inspire active and quality ageing through the Home's programmes and activities.
- (b) To engage elder communities to provide aged care services, active ageing and assisted living programmes, giving access to vulnerable segments of the community such as elderly and the less privileged.

4.2 In furtherance of the above objects, but not otherwise, and provided that nothing is done for commercial reasons or solely for profit, the Home may exercise the following powers:–

- (a) To raise funds and or conduct fundraising activities, including seminars, workshops and educational events, to support the services and programmes of the Home subject to the Charities Act, Charities (Fund-Raising Appeals for Local and Foreign Charitable Purposes) Regulations 2012 and the Charities (institutions of A Public Character) (for IPCs).
- (b) To invest the funds of the Home in accordance with its Investment Policy and the Code of Governance for Charities and IPCs (2023).
- (c) To purchase, lease, rent, hire, hold, 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 Home for the conduct of its business and the welfare of the charity movement;
- (d) To frame administrative policy and rules and such other regulations as may be required for the proper conduct of the Home's business; and
- (e) To do all other things as may be necessary, incidental, or conducive to the attainment of any of the objects of the Home.

5 PATRON

5.1 The Board may at its discretion from time to time invite patron(s) and the person(s) so appointed must not be representative(s) on the Board.

6 BOARD

6.1 The Home shall be governed, and the control of its affairs shall be entrusted to a Board comprising not less than 10 and not more than 15 members.

6.2 Members of the Board shall be appointed by the Committee of Management (COM) of SASCO Limited, provided that more than half of the Board members must be independent of SASCO Limited. A committee member is "Independent" if he is:

- (a) not a member of the Committee of Management of SASCO Limited or the senior management of SASCO Limited; and
 - (b) not related in any way to a member of the Committee of Management of SASCO Limited or the senior management of SASCO Limited.
- 6.3 The nomination of candidates to the Board must be made on the nomination form prescribed by the Home, which shall be available to candidates at the Home's office. The completed nomination form must be signed by the candidate, his proposer and seconder.
- 6.4 The proposer and seconder must be members of the Board or Affiliate Members of the SASCO Ltd. The completed form must be submitted to the Home.
The Board shall elect from among themselves the following key positions:
- i. Chairman
 - ii. Secretary
 - iii. Treasurer
- And may also elect if they see fit, a vice-chairman, assistant secretary and assistant treasurer.
- 6.5 All members of the Board shall have power to vote at Board meetings of the Home.
- 6.6 All Board members shall hold office for up to three years and shall be eligible for re-appointment subject to any restrictions set out in these By-laws.
- 6.7 No member shall be appointed to the office of Treasurer (or the equivalent appointment like a Finance Committee Chairman or a person on the Board responsible for overseeing the finances of the Home) for more than four years consecutively. Re-appointment of the outgoing Treasurer (or equivalent appointment) may be considered after a lapse of at least two years.
- 6.8 If, during the term of office of the Board, a vacancy occurs in the Board, the Board may, co-opt an individual (who need not be a member of the Society unless the vacated office is a representative of SASCO Ltd) to serve on the Board until the end of the term of the Board. The Board in consultation with SASCO Ltd shall replace the representative who vacated the office in the Board with another member of the SASCO Ltd COM.
- 6.9 Any changes in the Board shall be notified to the Commissioner of Charities within two (2) weeks of the change.
- 6.10 The Board shall have the power to co-opt if and when necessary, additional members to serve on the Board provided that in so doing, the provisions of Rule 6.1 of this Constitution are complied with.

- 6.11 The Board shall have the power to appoint such Sub-Committees as it may deem necessary or expedient and shall clearly lay down the terms of reference of such Sub-Committees, with reference to the SASCO Home's Code of Governance Policy and the Terms of Reference (Board).
- 6.12 The Board shall meet as often as it deems necessary but not less than 6 times each year and at least five (5) Board members shall be required to constitute a quorum at such meetings. Seven clear days' notice of such meetings shall be given to each member of the Board.
- (a) issue notices and convene Meetings;
 - (b) keep a record of the proceedings of such meetings;
 - (c) prepare an Annual Report of the Home for each financial year.
- 6.13 Any member of the Board absenting himself from three consecutive meetings without valid reasons may cease to be a member thereof.
- 6.14 The Chairman shall preside at all Board meetings and represent the Home's Board in its dealings with outside persons.
- 6.15 The Secretary shall:-
- (a) issue notices and convene Meetings;
 - (b) keep a record of the proceedings of such meetings;
 - (c) prepare an Annual Report of the Home for each financial year.
- 6.16 The Treasurer shall:
- (a) Be responsible for the funds of the Home.
 - (b) Keep an account of all monetary transactions and shall be responsible for their correctness.
 - (c) Report on the financial status of Home and present audited financial reports at Board meetings.
 - (d) Not hold office in the Audit Committee.
- 6.17 For proper administration of the Home, the Board appoint such person(s) whether on a remuneration basis or otherwise as it may from time to time deem necessary. Board members may receive remuneration, allowances or honorarium for holding office or for their services as Board members as may be permitted by the relevant authorities under the relevant rules and regulations.

- 6.18 The Board shall be responsible for the proper and smooth operation of the Home. The Board shall also ensure that the accounts are duly audited as soon as possible after the close of the financial year and that a copy of the audited statements of accounts should be forwarded to the relevant authority.
- 6.19 The Board shall have the power to remove the Board member who is appointed by the Board, in consultation with the SASCO Ltd COM, before the expiration of his period of office and may appoint another person in his stead.

7 BOARD MEETINGS

- 7.1 A Board Meeting shall be held at least once every two (2) months after giving at least seven (7) days' notice to Board Members.
- 7.2 At least half of the Board members must be present to form a quorum and for the meeting proceedings to be valid. This will include Board members who participate in the meeting via telephone or video conferencing.
- 7.3 Voting at Board meetings shall be by show of hands unless the meeting decides otherwise by a majority vote for a secret ballot. Each Board member shall have one vote.
- 7.4 Board Members who are not present at a meeting may write in prior to the meeting or call in during the meeting to vote on resolutions or required decisions circulated prior to the meeting.
- 7.5 The Chairman of the Board meeting shall have a casting vote (i.e. second vote) in the event of a tie in the votes.

8 CIRCULAR RESOLUTIONS

- 8.1 The Board may by a circular resolution decide on any matters of Home as stated within its powers under this Constitution. Such circular resolutions shall be as effective as a resolution passed at a Board meeting duly convened and held.
- 8.2 The Secretary or CEO shall circulate such resolutions for the Board Members' approval upon the request by any of the Board Member who shall have a seconder for the same.
- 8.3 The circulation of such resolution(s) shall be relayed to Board Members by any acceptable means of communication adopted by the Board, including via email.
- 8.4 A circular resolution shall be carried upon acceptance by a simple majority of members from the Board and shall be tabled and ratified at the following Board meeting.

9 CHIEF EXECUTIVE OFFICER (CEO)

- 9.1 The Board may appoint a Chief Executive Officer (CEO) or an equivalent to lead the Home management and secretariat staff.
- 9.2 The CEO shall hold office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Board.

- 9.3 The exercise of the CEO's powers and authorities, and the performance of the CEO's duties, shall always be subject to the discretion of the Board.
- 9.4 The role of the CEO will be to implement the strategies, plans and policies approved by the Board and to be responsible for the management and direction of Home.
- 9.5 The CEO shall attend all Board meetings, subject to a determination otherwise by the Board. The CEO shall not have a vote at these meetings but may speak on any matters where required.
- 9.6 Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

10 AUDIT AND FINANCIAL YEAR

- 10.1 A firm of Public Accountants and Chartered Accountants, whose appointment shall be approved by the Board for the next two (2) financial years and shall be eligible for reappointment.
- 10.2 The auditor shall be changed at least once every 5 years, whether to another auditor from the same auditing firm or company or to another auditor from a different auditing firm or company.
- 10.3 The auditors may be required by the Chairman to audit Home's accounts for any period within their tenure of office at any date and make a report to the Board.
- 10.4 The auditors will be required to audit each financial year's accounts and present a report upon them to the Audit Committee and the Board.
- 10.5 Home's financial year shall be from 1st January of each year to 31st December the same year.

11 CONFLICT OF INTEREST

- 11.1 Board members shall act in the best interests of Home, and the Board shall set clear policies, procedures and take appropriate measures to declare, prevent and address any conflict of interest that may arise.
- 11.2 Whenever a member of the Board is in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins. The Board Member concerned shall then offer to withdraw and leave the meeting and not participate in the discussion or vote on the matter. The Board shall decide if this should be accepted.

12 TRUSTEE

- 12.1 The trustees of the Home shall be appointed by the Committee Board.
- 12.2 All immovable properties and investments of the Home shall be vested in the Trustee.

- 12.3 The Trustee of the Home shall hold, sell, transfer, lease, mortgage, charge or otherwise dispose of, encumber or deal with the immovable properties and investments of the Home in such manner as the Board shall from time to time direct.
- 12.4 The Trustees of the Home shall not effect any sale or mortgage of property without the prior approval of the Board.
- 12.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Commissioner of Charities.
- 12.6 Any change affecting the trusteeship shall be notified to the Commissioner of Charities.

13 FUNDS

- 13.1 If necessary, the SASCO Limited COM may, after obtaining the necessary approval from the necessary approval from the relevant authorities, organise fund-raising activities to solicit for donations or otherwise in aid of the SASCO Senior Citizens' Home Fund.

The funds of the Home shall consist of:-

- (a) Unrestricted Funds; and
 - (b) Restricted Funds.
- 13.2 The use of the Home's funds shall be in line with the objects of the Home.
- 13.3 The funds of the Home may be invested in accordance with its Investment policy or the governing instruments of the Home.
- 13.4 The signing mandate for payments via cheque or online banking platform shall be (Chairman, Treasurer, Secretary and CEO as authorised signatories) :
- (a) Any two (2) of the authorised signatories for any payment of up to \$3000.
 - (b) Any three (3) of the authorised signatories for any payment in excess of \$3000.
 - (c) For online approvals, any three (3) of the authorised signatories and for amounts up to \$1,000,000.00.

14 ANNUAL REPORT

- 14.1 The Annual Report of the Home covering its proceedings during each Financial Year shall be approved by the Board.

15 EXECUTION OF AGREEMENTS

- 15.1 All agreements required to be executed on behalf of the Home shall be signed by the Chairman and/or Secretary of the COM or may be delegated to the Chairman and/or Secretary of the Board or any executive staff delegated by the COM and the Board.

16 PROHIBITIONS

- 16.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on Home's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 16.2 The Home shall not indulge in any political activities or allow its funds and premises to be used for political purposes or any purposes which are not for the furtherance of the objects of the Home.
- 16.3 The funds of the Home shall not be used to pay the fines of members who have been convicted in the court of law.
- 16.4 The Home shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 16.5 The Home shall not hold any lottery, whether confined to members or not, in the name of Home or of its office-bearers, Board or members unless with the prior approval of the relevant authorities.

17 MEDIA RELATIONS

- 17.1 Only the Chairman (of Board) or CEO, or his delegate, shall be authorised to give press releases relating to matters concerning matters of the Home subject to the approval of Chairman, COM.

18 AMENDMENTS TO BY-LAWS (CONSTITUTION)

- 18.1 Any proposed amendments to this Constitution or incorporation of any new rules, repeal or amendment of existing rules shall have the prior approval of the Board, in consultation with the COM.
- 18.2 Such alterations, amendments or additions/deletions shall only take effect after the approval from the Commissioner of Charities has been received.

19 CESSATION OF CHARITY STATUS

- 19.1 In the event that the Home ceases to be a registered charity under the Charities Act, all debts, liabilities legally incurred on behalf of the Home shall be fully discharged, and the remaining funds will be donated to other organisation(s) or Institution(s) of a Public Character, when the Home is an Institution of a Public Character, as the case may be, with similar objectives in Singapore which are registered under the Charities Act as the members of SASCO Ltd may determine at the General Meeting of SASCO Ltd, unless otherwise

allowed by the Commissioner of Charities. The choice of such organisations can be decided by the Board in consultation with the COM.

20 DISSOLUTION

- 20.1 The Home shall not be dissolved except with the consent of the Board, in consultation with the COM.
- 20.2 In the event of the Home being dissolved as provided for under the provisions of 18.1, all debts and liabilities properly incurred by or on behalf of the Home shall be fully discharged in the remaining asset of the Home shall be distributed to an Institution or Institutions of a Public Character with similar objectives that are registered under the Charities Act.
- 20.3 Notice of the dissolution of the Home shall be given to the Commissioner of Charities within seven (7) days of the decision taken by the Board to dissolve the Home.

21 MATTERS NOT PROVIDED FOR

- 21.1 In all matters not provided for in this Constitution, the decision of the Board shall be final, in consultation with the COM.