

AWARE Bye-laws (first passed by the Board on 27 March 2018, and last amended on 11 March 2024)

Preamble

- A. Whereas Article 23 of the Constitution empowers the Board to make such bye-laws and regulations as it deems fit, for the implementation of the Articles in the Constitution or the administration of AWARE,
- B. Whereas the Board has, acting in the discretion granted to it by the Constitution, deemed it to be in the best interests of AWARE and the Members for the conduct of AWARE and the Members to be subject to these Bye-laws, and
- C. These Bye-laws, incorporating the consequential amendments resulting from the latest amendments to the Constitution effective from 6 September 2023, shall have effect as of 11 March 2024 and supersedes all previous versions of the Bye-laws.

1. Definitions and Interpretation

(A) Definitions

- 1.1 As used in these Bye-laws, capitalised terms have the meanings given them below or elsewhere in these Bye-laws:

AWARE	The Association of Women for Action and Research.
Appeal	Has the meaning ascribed to it in Bye-law 4.12.
Applicant	A person who submits an Application.
Application	An application to be a Member, or for the renewal of membership by a Member, in the prescribed form.
Board	The Board of AWARE.
Board Elections	Has the meaning ascribed to it in Bye-law 4.2.
Bye-laws	These Bye-laws enacted pursuant to Article 23 of the Constitution, as amended or varied from time to time by the Board pursuant to Article 23 of the Constitution.
Candidates	Has the meaning ascribed to it in Bye-law 4.4.
Complaint	Has the meaning ascribed to it in Bye-law 2.13.

Constitution	The governing constitution of AWARE, being the version last approved by the Annual General Meeting held on 6 May 2023, with amendments approved by the Commissioner of Charities and the Registrar of Societies and which came into effect on 6 September 2023, as the same may be amended or varied from time to time.
Declaration	Has the meaning ascribed to it in Bye-law 2.6.
Disqualification Notice	Has the meaning ascribed to it in Bye-law 4.11.
Eligible Members	Has the meaning ascribed to it in Bye-law 3.6.
Meeting	An Annual General Meeting or an Extraordinary General Meeting, and any valid adjournment thereof.
Member	A member of AWARE.
Membership Committee	The Membership Committee appointed by the Board pursuant to Article 7G of the Constitution
Nomination Form	Has the meaning ascribed to it in Bye-law 4.5.
Notice	A notice of Meeting to Members. The original Notice together with any Supplemental Notices shall be considered one document and be construed in its entirety, and references to a “ Notice ” shall be deemed to include any Supplemental Notice(s) unless the context otherwise requires.
Objectives and Values	The general objectives and Values of AWARE as stated in Articles 3A and 3B of the Constitution respectively, as clarified or elaborated upon by the Board from time to time, and the words “ Objectives ” and “ Values ” shall be interpreted accordingly.
Previous Bye-laws	A version of the Bye-laws previously passed by the Board, which has been superseded by these Bye-laws.
Previous Constitution	A version of the governing constitution of AWARE previously in force, which has been superseded by the Constitution.
Relevant Member	Has the meaning ascribed to it in Bye-law 2.13.

Secretary	The secretary of AWARE.
Supplemental Notice	Has the meaning ascribed to it in Bye-law 3.3.
Venue	Has the meaning ascribed to it in Bye-law 3.10.
Website	The official website of AWARE, with current URL (Uniform Resource Locator) at www.aware.org.sg

(B) Rules of Interpretation

1.2 Unless expressly stated otherwise, for the purposes of these Bye-laws:

1.2.1 Any capitalised term used in these Bye-laws but not expressly defined in these Bye-laws shall have the meaning given to such term in the Constitution.

1.2.2 In the event and to the extent of any inconsistency between these Bye-laws and the Constitution, the latter shall prevail. If any provision or part of these Bye-laws is held to be unenforceable and/or inconsistent with the Constitution and is accordingly struck out, the remaining Bye-laws will remain in effect to the maximum extent permissible under all applicable laws.

1.2.3 Any reference to a statutory provision shall include that statutory provision and any regulation made in pursuance thereof as from time to time modified or re-enacted, whether before on or after the date of these Bye-laws, so far as such modification or re-enactment applies or is capable of applying to any act under these Bye-laws.

1.2.4 The headings and titles in these Bye-laws are inserted for convenience only and shall be ignored in its construction. Unless the context otherwise requires, words (including words defined in these Bye-laws) denoting the singular number only shall include the plural and *vice versa*. The words “**written**” and “**in writing**” include any means of visible reproduction.

1.2.5 Except to the extent that the context otherwise requires, any reference to “**these Bye-laws**” includes these Bye-laws as from time to time amended, modified or supplemented.

1.2.6 A reference to any gender includes all other genders, unless the context otherwise requires or unless otherwise expressly stated.

1.2.7 The words “**include**”, “**includes**” and “**including**” are not limiting.

1.2.8 The words “**or**”, “**other**” and “**otherwise**” shall be construed disjunctively and not as implying similarity (unless the word similar or some other word of like meaning is added).

1.2.9 References to “**days**” shall mean calendar days.

1.2.10 A reference to any person being required to give an approval, consent or anything analogous to the foregoing shall be deemed to include the requirement that such approval, consent or analogous action be in writing.

2. Membership

(A) Types of Membership and Membership Fees

2.1 A Member may hold any of the following types of membership, in accordance with her eligibility as set out in Article 5C of the Constitution.

<i>Individual Memberships</i>
Ordinary Membership (Category 1)
Ordinary Membership (Category 2)
Associate Membership
Life Membership (Cat 1 Member), Life Membership (Cat 2 Member) and Life Membership (Associate Member)
Honorary Life Membership (Cat 1 Member), Honorary Life Membership (Cat 2 Member) and Honorary Life Membership (Associate Member)

2.2 The membership fees for the different categories shall be as follows.

<i>Type of Membership</i>	<i>Membership Fees</i>
Ordinary Membership (Category 1)	<i>\$40 annually; \$70 for 2 years; \$100 for 3 years.</i>
Ordinary Membership (Category 2)	<i>\$40 annually; \$70 for 2 years; \$100 for 3 years</i>
Associate Membership	<i>\$40 annually; \$70 for 2 years; \$100 for 3 years</i>
Life Membership (Cat 1 Member), Life Membership (Cat 2 Member) and Life Membership (Associate Member)	<i>\$400 one time conversion fee</i>
Honorary Life Membership (Cat 1 Member), Honorary Life Membership (Cat 2 Member) and Honorary Life Membership (Associate Member)	<i>Free</i>

The fees for full time students below 25 years of age who qualify for Ordinary Membership (Category 1), Ordinary Membership (Category 2) and Associate Membership is \$10 for 2 years.

The membership fees shall be published on the Website.

Membership fees may be revised from time to time by the Board

2.3 Persons who under the Previous Constitution were:

Ordinary Members	shall be considered to be (Cat 1) Members
Female Associate Members	shall be considered to be (Cat 2) Members
Male Associate Members	shall be considered to be Associate Members
Life Members	shall be considered to hold Life Membership (Cat 1 Member)

(B) Membership Committee

2.4 The Board may delegate all or some of its powers and duties to a Membership Committee in accordance with Article 7G of the Constitution.

Where the Board does not appoint a Membership Committee, the Board shall be responsible for all matters which are referred to in these Bye-laws as matters to be carried out by the Membership Committee.

The Board has the right to appoint and terminate the appointment of any member of the Membership Committee.

(C) Applications for Membership

2.5 Honorary Life Membership (Cat 1 Member), Honorary Life Membership (Cat 2 Member) and Honorary Life Membership (Associate Member) will be conferred by the Board.

2.6 An Applicant shall submit an Application made in writing or in electronic form, together with a declaration that she supports and subscribes to the Objectives and Values ("**Declaration**"), and the requisite membership fees. The Declaration is included as Appendix A for information and convenience, subject to any changes to Articles 3A and 3B of the Constitution.

2.7 An Application shall be rejected if it is incomplete, illegible or not submitted with the Declaration and membership fees.

2.8 Members who had signed and submitted the declaration of values under the Previous Bye-laws shall be deemed to have subscribed to and affirmed the Declaration. Members who do not agree with the Declaration shall terminate their membership under Article 7A of the Constitution and Bye-laws 2.9-2.11 below.

(D) Resignation

2.9 Pursuant to Article 7A of the Constitution, any Member may by notice in writing addressed to the Secretary resign and terminate her membership. The resignation shall take effect from the receipt of the notice.

2.10 The resignation does not affect any subsisting obligations of confidentiality and non-disclosure.

2.11 A Member who resigns from AWARE is not entitled to any refund of the membership fees paid.

(E) Termination of Membership Proceedings

2.12 The membership of any Member may be terminated by the Board with a majority vote of two-thirds (2/3) of the Board Members who are entitled to vote on the resolution at a Board meeting in accordance with Article 7B of the Constitution. Accordingly, members may be subject to termination of membership proceedings in accordance with the provisions below.

2.13 If the Board receives a complaint or it otherwise comes to the Board's notice (each, a "**Complaint**") that a Member (the "**Relevant Member**");

(a) does not support the Objectives and/or Values; or

(b) has acted in a manner detrimental to the interests and good name of AWARE,

the Board shall take steps to verify the information received, and if necessary, conduct an investigation or refer the matter to the Membership Committee to investigate.

2.14 For the purposes of the verification and/or investigation referred to in Bye-law 2.13, the Board / Membership Committee shall have the power by notice served on the Relevant Member to call for such information and documents as the Board / Membership Committee considers necessary to enable it to perform its functions under these Bye-laws. The Relevant Member shall furnish the information or documents within 14 days from the service of the notice.

2.15 The Board / Membership Committee may, following the verification / investigation referred to in Bye-law 2.13:

(a) order that no further action be taken on the Complaint;

- (b) issue the Relevant Member with a caution;
- (c) issue the Relevant Member with a reprimand;
- (d) terminate (or, in the case of the Membership Committee, recommend to the Board to terminate) the membership of the Relevant Member; or
- (e) issue any other order as it may consider appropriate in the circumstances,

Provided that, in the case of:

- (i) Bye-law 2.15(b), Bye-law 2.15(c) and Bye-law 2.15(e), in notifying the Relevant Member of the decision of the Board / Membership Committee, the Board / Membership Committee may, as it deems appropriate, also notify her of the basis thereof and the extent to which the same may be communicated to others; and
- (ii) Bye-law 2.15(d), the Relevant Member shall be served with at least 21 days' prior notice in writing of:
 - (1) the intention to terminate the Relevant Member's membership; and
 - (2) the nature of the act(s) or conduct forming the basis for the intended termination,

and be given an opportunity to reply to the allegations or Complaint, either orally or in writing, as determined by the Board.

- 2.16 The Membership Committee shall keep the Board informed and updated on its verification and/or investigation findings and decisions.
- 2.17 The Relevant Member may, for the duration of the investigation of the allegations or Complaint, be suspended from participating in AWARE's activities and from other rights of membership, including, if she is a Board, committee or sub-committee member, attending and participating in meetings of the Board, committee or sub-committee, as the case may be.
- 2.18 An order for termination of membership by the Board takes effect immediately. The termination does not affect any subsisting obligations of confidentiality and non-disclosure of the Relevant Member, and the Relevant Member is not entitled to any refund of the membership fees paid.
- 2.19 Notwithstanding anything in these Bye-laws, the Board may at any time make such public statements as it thinks fit concerning any Complaint.

3. General Meetings

3.1 A Meeting shall be called in accordance with the Constitution and the procedures described below which supplement and clarify the general provisions for Meetings set out in the Constitution.

(A) Giving of Notices of Meetings

3.2 A Notice may be dispatched to Members by ordinary or electronic mail in accordance with Article 24 of the Constitution.

3.3 A Notice may be supplemented or varied by the Board by a further Notice to Members ("**Supplemental Notice**") to, amongst other things, state or change the Venue, provide information regarding virtual or hybrid meeting arrangements, and/or include additional agenda items for the Meeting.

3.4 For the purposes of Article 9C and Article 10B of the Constitution, the mandatory notice period shall be deemed to have commenced from the date when the original Notice was first served or deemed to have been served.

3.5 The Notice shall specify the day and the hour of the Meeting.

3.6 The Notice shall be sent to every Member whose membership is in force on the date of the Notice and who is not in arrears of fees and who is eligible to attend the Meeting in accordance with Article 11A of the Constitution ("**Eligible Members**").

(B) Information to be provided to Members Prior to a Meeting

3.7 In the event that the Agenda for an Annual General Meeting and/or any or all of the documents listed in Article 11N of the Constitution are made or to be made available by publication at an online location, the Eligible Members shall be notified (in the Notice or separately by ordinary or electronic mail) of the address of the online location where the Agenda and/or said documents can be accessed.

3.8 In the case of a Meeting to be held using virtual meeting technology or at a physical place and using virtual meeting technology pursuant to Article 11M(a)(ii) or Article 11M(a)(iii) of the Constitution respectively, the Eligible Members shall be notified (in the Notice or separately by ordinary or electronic mail) of the following, as relevant:

- (a) the particulars of the virtual meeting technology to be used (e.g. "live" webcast);
- (b) the arrangements for Eligible Members to participate in the Meeting using virtual meeting technology (e.g. the link to access the "live" webcast);
- (c) the method prescribed or to be used to authenticate or verify their identity by electronic means; and
- (d) instructions on how to cast their votes by electronic means.

(C) Presence at Meeting

3.9 Eligible Members may be asked to respond to the Secretary at least 7 days before the date appointed for the Meeting to notify her of their intention to attend a Meeting.

3.10 In the case of a Meeting at a physical place or at a physical place and using virtual meeting technology held pursuant to Article 11M(a)(i) or Article 11M(a)(iii) of the Constitution respectively, entry into the venue of the Meeting (“**Venue**”) shall be subject to space constraints and safety and health concerns. Entry will be granted, in order of priority to:

(a) Members who have notified the Secretary that they are attending the Meeting;
and

(b) By priority of attendance at the Venue on the day of the Meeting.

(D) Proceedings at Meetings

3.11 The President shall preside as Chair at every Meeting, but if at any Meeting she shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to act as Chair, the Members present shall choose any Board Member, or if no Board Member be present, or if all the Board present decline to take the chair, one of themselves to be Chair of the Meeting.

3.12 Subject to Article 11J of the Constitution, the Chair of the Meeting may, with the consent of any Meeting at which a quorum is present, and shall, if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. It shall not be necessary to give notice to Members of an adjournment or of the business to be transacted at an adjourned Meeting.

3.13 At every Meeting:

(a) resolutions on Standard Items (as defined in Article 9D(a) of the Constitution) put to the vote of the Meeting shall be decided on a show of hands by the Members entitled to vote and be present (including any person attending using virtual meeting technology pursuant to Article 11M(b) of the Constitution), unless before or upon the declaration of the result of the show of hands, the Members decide otherwise by a show of hands;

(b) resolutions on Non-Standard Items (as defined in Article 9D(b) of the Constitution) put to the vote of the Meeting shall be decided by secret ballot of the Members entitled to vote and be present (including any person attending using virtual meeting technology pursuant to Article 11M(b) of the Constitution), unless the Members decide otherwise by a show of hands;

(c) a declaration by the Chair of the Meeting that a resolution (whether or not voted on by show of hands or by secret ballot) has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minutes of the Meeting signed by the Chair of the Meeting shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In case of any dispute as to the admission or rejection of a vote the Chair shall determine the same and such determination shall be final and conclusive.

3.14 In the case of an equality of votes whether on a show of hands or on a secret ballot as aforesaid, the President shall be entitled to a second or casting vote in addition to the vote or votes to which she may be entitled as a Member.

3.15 If a secret ballot is carried out, whether for a Non-Standard Item or for a Standard Item upon the Members' decision pursuant to Bye-law 3.13(a), it shall be taken in such manner as the Chair may direct. The Chair may if she deems fit appoint scrutineers and may adjourn the Meeting to some place and time fixed by her for the purpose of declaring the result of the secret ballot.

3.16 No secret ballot shall be carried out for the election of a Chair of a Meeting and a secret ballot on a question of adjournment shall be taken at the Meeting and without adjournment.

3.17 If at any Meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not invalidate the result of the voting unless it be pointed out at the same Meeting, and be of sufficient magnitude, in the opinion of the Chair, to invalidate the result of the voting.

(E) Votes

3.18 Subject to Articles 11A, 11D and 11E of the Constitution, a Member shall be entitled to be present (whether physically or using virtual meeting technology) or to vote on any question, if at the date and time of the Meeting she satisfies the following criteria:

(a) Her identity has been satisfactorily verified by the Membership Committee;

(b) She is not in arrears of membership fees (unless waived); and

(c) She is not the subject of on-going disciplinary proceedings.

4. Elections to the Board

4.1 These provisions shall be supplemental to the provisions of Article 9E and Articles 12A to 12I of the Constitution.

4.2 The election of Board Members ("**Board Elections**") shall be conducted in the manner set forth below.

(A) Nomination Procedure

4.3 The Nominations Committee appointed pursuant to Article 12F(a) of the Constitution, which is independent of the Board, shall have oversight of the nominations and election processes for appointment to the Board.

4.4 The Board shall, concurrently with the issue of the Notice of Annual General Meeting, issue an invitation (together with the Nomination Form) for nominations of eligible Members wishing to be elected as Board Members ("**Candidates**").

4.5 All Candidates must submit the prescribed form referred to in Article 12F(c) of the Constitution ("**Nomination Form**") duly completed in full. The Nomination Form requires each Candidate to disclose and/or confirm relevant details for their nomination, including the following:

- (a) Personal details;
- (b) Prior experience with AWARE (e.g. her length of membership, volunteer and office bearer contributions);
- (c) Prior experience with other NGO/voluntary and/or corporate/business/other work experience relevant to governance of AWARE;
- (d) Relevant skills, knowledge and experience;
- (e) Reasons for wanting to serve on the Board and how she sees herself contributing to the Board and to AWARE's interests;
- (f) The Declaration;
- (g) Reasons for continuing to serve on the Board if they have already been on the Board for ten consecutive years or more¹; and
- (h) A confirmation and signature from the Candidate's proposer and seconder. The persons acting as proposer and seconder shall also explain why they are putting the Candidate up for election. Proposers and seconders must be Eligible Members.

¹The applicable provisions in the Charities Code of Governance for Charities and Institutions of a Public Character (April 2023 edition) are as follows: "The term limit for all Board members should be set at 10 consecutive years or less. Re-appointment to the Board can be considered after at least a two-year break. ... Should the charity consider it necessary to retain a particular Board member (with or without office bearers' positions) beyond the maximum term limit of 10 consecutive years, the extension should be deliberated and approved at the general meeting where the Board member is being re-appointed or re-elected to serve for the charity's term of service. The charity should disclose the reasons for retaining any Board member who has served on the Board for more than 10 consecutive years, as well as its succession plan, in its annual report."

- 4.6 The Nomination Form:
- (a) may be obtained by a Candidate from the AWARE office;
 - (b) must be submitted by the Candidate to the Nominations Committee no later than four (4) weeks before the Election AGM as stipulated in Article 12F(c) of the Constitution. The answers to each of the fields within the Nomination Form must be legible, true and complete;
 - (c) may only be used by one Candidate, although the Candidate may, in her copy of the Nomination Form, indicate interest in standing for President, Treasurer, Assistant Treasurer, and/or other Board positions; and
 - (d) may be rejected by the Nominations Committee if it is submitted later than four (4) weeks prior to the date of the Election AGM or if any field in the Nomination Form was not filled in completely, legibly, truthfully and with full disclosure.
- 4.7 Of all the Candidates whose Nomination Forms are accepted by the Nominations Committee, the Nominations Committee shall review the Candidates and their submitted Forms. The Nominations Committee shall, in its discretion and with reference to the Constitution and the Bye-laws, determine the eligibility of each Candidate to stand for the Board Elections.
- 4.8 A Candidate must, at the date of the Board Elections, fulfil the eligibility criteria set out in Articles 12A to 12C and (where applicable) Article 12F(b) of the Constitution.
- 4.9 If any Candidate is deemed by the Nominations Committee to be ineligible to stand for elections, she shall be disqualified from standing.
- 4.10 If any Candidate nominated for Treasurer or Assistant Treasurer is deemed by the Nominations Committee to be ineligible to stand for election as Treasurer or Assistant Treasurer, she shall be disqualified from standing for this office. Such disqualification will not affect her eligibility to stand for other positions that she has been nominated for, subject to her fulfilling the eligibility criteria set out in Articles 12A to 12C of the Constitution and deemed by the Nominations Committee to be eligible to so stand.
- 4.11 All Candidates who have been disqualified under Bye-law 4.9 shall be notified in writing ("**Disqualification Notice**") no later than three (3) weeks prior to the date of the Election AGM.
- 4.12 Candidates who have received the Disqualification Notice may appeal in writing ("**Appeal**") to the Board against such disqualification, such appeal to be received by the Board no later than two (2) weeks prior to the date of the Election AGM, failing which the decision of the Nominations Committee shall be final.

4.13 The Board shall review each Appeal and shall, no later than one (1) week prior to the date of the Election AGM, inform each Candidate who had submitted an Appeal of the Board's decision in writing. The Board's decision shall be final.

4.14 The Board shall circulate the list of the Candidates eligible to stand for the Board Elections to all Members no later than one (1) week prior to the date of the Election AGM.

(B) Co-opting of Board Members

4.15 Following a Board Election, the Board may, pursuant to Article 12H of the Constitution, co-opt Cat 1 Members or Cat 2 Members to fill Ordinary Board Members' vacancies or, where it deems necessary, to co-opt up to a total of two additional board members as Ordinary Board Members, if the Board is of the view that such Member(s) possesses skills or experience which would assist the Board in discharging its duties.

Appendix A

Declaration of Values and Agreement to Objectives

By submitting this application, I confirm that I am joining AWARE because I agree with its objective and subscribe to its values, as set out below:

Objective

The objective of AWARE is to promote women's rights and gender equality.

Values

The values of AWARE are as follows:

- We embrace diversity, and we promote understanding and acceptance of diversity.
- We respect the individual and the choices she makes in life, and support her when needed.
- We recognise the human rights of all, regardless of gender, so that everyone can realise their aspirations.