



CONSTITUTION

Effective 6 Sep 2023

With amendments approved at the AWARE 38th Annual General Meeting, by the Registrar of Societies and Commissioner of Charities, and by the AWARE Board.

Name

- 1 The Society shall be known as the "Association of Women for Action and Research" (hereinafter known as "**AWARE**").

Place of Business

- 2 Its place of business shall be at the AWARE Centre, Block 5, Dover Crescent, #01-22, Singapore 130005, or such other address as may subsequently be decided upon by the Board and approved by the Registrar of Societies. AWARE shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

General Objectives

- 3A The objective of AWARE is to promote women's rights and gender equality.

3B 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.

Functions

- 4 In furtherance of the above objective and values, AWARE may carry out the following functions:
 - (a) Raising awareness of all aspects of gender discrimination and women's rights;
 - (b) Conducting or commissioning research on gender equality and women's rights;
 - (c) Providing for the relief of women in need or crisis and those disadvantaged by gender-based barriers, including gender-based violence and sexual violence;
 - (d) Advancing education in gender equality and women's rights;
 - (e) Promoting laws, policies, attitudes, customs and practices in favour of gender equality and women's rights;
 - (f) Promoting the rights of women by advocacy and participation in relevant national, regional and international processes;

- (g) Engaging community and policy makers and participating in civil society; and
- (h) Engaging in any other activity which furthers our objective and values as stated above.

Membership and subscriptions

- 5A Any person who supports and subscribes to the objective and values of AWARE, and who satisfies the membership criteria in Articles 5B and 5C may become a member of AWARE.
- 5B Membership shall be open to all persons aged 15 and above. Persons between 15 to 18 years of age who wish to apply for membership must obtain written parental consent.
- 5C Membership shall be divided into the following membership categories:
 - (a) **Ordinary Membership (Category 1)**, being a renewable annual membership, which is open to women above 18 years of age, who are Singapore citizens or permanent residents (members in this category shall be referred to as "**Cat 1 Members**")
 - (b) **Ordinary Membership (Category 2)**, being a renewable annual membership, which is open to the following categories of persons:
 - Women between 15 and 18 years of age, who are Singapore citizens or permanent residents; and
 - Women above 15 years of age, who are not Singapore citizens or permanent residents;(members in this category shall be referred to as "**Cat 2 Members**")
 - (c) **Associate Membership**, being a renewable annual membership, which is open to the following categories of persons:
 - Persons above 15 years of age who neither qualify for ordinary membership under Clause 5C(a) nor under Clause 5C(b) (members in this category shall be known as "**Associate Members**");
 - (d) **Life Membership (Cat 1 Member), Life Membership (Cat 2 Member) and Life Membership (Associate Member)**, being lifetime membership, which is open to Cat 1 Members, Cat 2 Members and Associate Members respectively, who have been members (in one or more of the foregoing categories) for a total period of at least 10 years (whether consecutively or non-consecutively) and who choose to convert their membership to a lifetime membership through the payment of a one-time conversion fee;
 - (e) **Honorary Life Membership (Cat 1 Member), Honorary Life Membership (Cat 2 Member) and Honorary Life Membership (Associate Member)** being lifetime membership for Cat 1 Members, Cat 2 Members and Associate Members respectively, may be conferred upon a person eligible to be a Cat 1 Member, Cat 2 Member or Associate Member respectively, at the discretion of the Board.

- 5D All membership fees shall be determined by the Board and shall be stated in the Bye Laws.
- 5E Persons who apply to be members must pay their membership fees in full upon application. The Board may waive or reduce membership fees for any member or category of members.
- 5F All memberships (save for Life Membership (Cat 1 Member), Life Membership (Cat 2 Member) and Life Membership (Associate Member), and Honorary Life Membership (Cat 1 Member), Honorary Life Membership (Cat 2 Member) and Honorary Life Membership (Associate Member)) shall automatically lapse when the term in respect of which the member paid their membership fee has lapsed and the member has not renewed their membership and paid the membership fee for another term.
- 5G In respect of all categories of life memberships described under Articles 5(C)(d) and 5(C)(e) above ("**Life Memberships**"), if AWARE has been unable to contact the member after three (3) attempts, whether by using the member's contact details on record with AWARE or by other reasonable means, AWARE may, by giving notice to that member in accordance with Article 24, terminate that member's Life Membership. A person whose Life Membership has been terminated under this section 5G may subsequently contact AWARE and re-apply for Life Membership or any other category of membership for which the relevant eligibility criteria are met.

Rights of Members

- 6A Cat 1 Members are entitled to:
- (a) attend General Meetings;
 - (b) vote at General Meetings; and
 - (c) subject to Articles 12A and 15C, be elected or appointed as Ordinary Board Members and be elected or appointed as Office Bearers.
- 6B Cat 2 Members are entitled to:
- (a) attend General Meetings;
 - (b) vote at General Meetings; and
 - (c) subject to Articles 12A, 12C and 15C, be elected or appointed as Ordinary Board Members, but not be elected or appointed as Office Bearers.
- 6C (a) Associate Members are entitled to:
- (i) attend General Meetings; and
 - (ii) vote at General Meetings subject to Article 11E.
- (b) Associate Members shall not be entitled to stand for election whether for office or Ordinary Board Membership.

- 6D (a) Members holding Life Membership (Cat 1 Member) or Honorary Life Membership (Cat 1 Member) shall have all the rights and privileges of Cat 1 Members;
- (b) Members holding Life Membership (Cat 2 Member) or Honorary Life Membership (Cat 2 Member) shall have all the rights and privileges of Cat 2 Members; and
- (c) Members holding Life Membership (Associate Member) or Honorary Life Membership (Associate Member) shall have all the rights and privileges of Associate Members;

except that in all of the foregoing cases (subject to Article 7A to 7F) their membership is for life.

- 6E Without prejudice to the generality of the foregoing, for the avoidance of ambiguity, references to Cat 1 Members and Cat 2 Members in Articles 11D and 12A to 12C are applicable to members holding the following categories of life membership: Life Membership (Cat 1 Member) and Honorary Life Membership (Cat 1 Member), and Life Membership (Cat 2 Member) and Honorary Life Membership (Cat 2 Member), respectively, and references to Associate Members in Article 11E are applicable to members holding either of the following categories of life membership: Life Membership (Associate Member) and Honorary Life Membership (Associate Member).

Resignation and Termination of Membership

- 7A Any member, including a member holding any of the following categories of life membership: Life Membership (Cat 1 Member), Life Membership (Cat 2 Member), Life Membership (Associate Member), Honorary Life Membership (Cat 1 Member), Honorary Life Membership (Cat 2 Member) and Honorary Life Membership (Associate Member), may by notice in writing addressed to the Secretary resign and terminate her membership.

- 7B The Board may, by a majority vote of two-thirds (2/3) of the Board Members who are entitled to vote on the resolution at a Board meeting, resolve to terminate by notice in writing the membership of any member, including for the avoidance of doubt any member holding any of the following categories of life membership: Life Membership (Cat 1 Member), Life Membership (Cat 2 Member), Life Membership (Associate Member), Honorary Life Membership (Cat 1 Member), Honorary Life Membership (Cat 2 Member) and Honorary Life Membership (Associate Member), who, in its opinion:

- (a) does not support the objective and/or values of AWARE; or
- (b) has acted in a manner detrimental to the interests and good name of AWARE.

Before the membership of a member is terminated pursuant to this Article 7B, the member shall be given at least twenty-one (21) days' prior notice in writing by the Secretary of AWARE or any other person authorised by the Board of the nature of the act(s) or conduct forming the basis for the intended termination and an opportunity to reply to the allegations or complaint(s), either in writing or orally, as the Board may determine.

- 7C The member whose membership is terminated shall be entitled to appeal to the General Meeting of members. The appeal must be submitted to the General Meeting of members not later than the AGM immediately following such termination. If the member submits such appeal in accordance with Article 11B, the appeal submitted shall be included as a Non-Standard Item in the Agenda for the relevant AGM. The decision of the members at the General Meeting shall be final and binding.
- 7D The membership of any member shall cease upon the death of that member.
- 7E In the event of resignation or termination of membership of a member, all offices in AWARE held by that member, including membership of the Board and any committees or sub-committees of AWARE, shall be deemed to be automatically terminated.
- 7F In the event the membership of a member is reinstated at a General Meeting of members pursuant to Article 7C, that member's membership of the Board may also be reinstated by the decision of the members at the same General Meeting of members. However, the reinstatement of that member's membership of any committee or sub-committees of AWARE, if any, shall be decided by the Board, whose decision shall be final and binding.
- 7G The Board may delegate its powers and duties under Article 7B (apart from the termination of membership of a member which must be resolved by the Board in accordance with Article 7B) to a sub-committee consisting of not less than three (3) Board Members who have been members of AWARE for a continuous period of not less than five (5) years ("**the Membership Committee**") and the Membership Committee shall present its findings to the Board, after giving the Member the opportunity to be heard, whereupon the Board shall proceed to vote on the matter as provided in Article 7B.

Friends of AWARE

- 8A Any corporation, partnership, association, society or other entity (whether legal or otherwise) that supports the objective and values of AWARE may apply to become a Corporate Friend of AWARE.
- 8B Corporate Friends of AWARE may be proposed by the Board.
- 8C The Board may impose any fees or terms on Corporate Friends of AWARE.
- 8D Corporate Friends of AWARE shall not be entitled to attend or vote at any General Meeting or to stand for election.

Annual General Meeting (AGM)

- 9A The supreme authority of AWARE is vested in a General Meeting of the members.
- 9B The AGM must be held once a year before the end of May or such other date within that calendar year as the Board may decide.
- 9C At least twenty-one (21) days' notice should be given for AGMs other than an Election AGM (as defined in Article 9E). At least forty-two (42) days'

notice should be given for an Election AGM. The notice given for an Election AGM shall include the prescribed forms referred to in Article 12F(c) for nomination of candidates for election to the Board.

- 9D The Agenda for the AGM must be given or made available to all members entitled to receive notice of an AGM at least fourteen (14) days before the AGM and shall include:
- (a) the approval of minutes of the previous AGM, adoption of the Annual Report and the audited Financial Accounts of the previous financial year and appointment of the Auditors for the current financial year (collectively, "**Standard Items**"); and
 - (b) election of Board Members (if applicable) including the profiles of members nominated and accepted for election as Board Members referred to in Article 12F, and any other business to be transacted at the AGM for which due notice has been given (collectively, "**Non-Standard Items**", which expression shall also include all matters apart from Standard Items duly tabled for resolution at an AGM).
- 9E Members to the Board are elected at alternate AGMs (each an "**Election AGM**"). In the event of vacancy on the Board in a non-election year, the General Meeting may elect Board Members whose term shall expire at the next Election AGM.
- 9F A copy each of all documents required to be approved or adopted by the members at a General Meeting (including, in the case of an AGM, the minutes of the previous AGM, the Annual Report of the previous financial year and the audited Financial Accounts for the previous financial year, including every document required by law to be attached thereto) shall be given or made available to all members entitled to receive notice of the General Meeting at least fourteen (14) days before the date of the General Meeting.

Extraordinary General Meetings (EGMs)

- 10 EGMs may be called by the President at any time:
- (a) by order of the Board. The notice, in writing, of the EGM shall set out the business to be transacted and shall be given or made available to all members entitled to receive notice of a General Meeting at least fourteen (14) days before the EGM; or
 - (b) upon request, by at least 25% of the total membership or twenty-five members, whichever is the lesser ("**Requisition**"). The Requisition must be in writing, must state the proposed business to be transacted at the meeting and must be signed by the requisitioning members and deposited at AWARE's place of business, with a copy sent to the official email address of AWARE. Upon receipt of the Requisition, the President must, within fourteen (14) days, call for an EGM and the Secretary must give or make available to all members entitled to receive notice of a General Meeting, the notice of meeting, together with the proposed business to be transacted at the meeting as specified in the Requisition, not later than fourteen (14) days before the meeting. If the President does not call for the EGM and the Secretary does not give or make available to all members entitled to receive notice of a General Meeting,

the notice of meeting within the said fourteen (14) days of receipt of the Requisition, the members requisitioning the meeting may convene the EGM by giving, to all members entitled to receive notice of a General Meeting, a notice in writing, setting forth the business to be transacted at least fourteen (14) days before the EGM. An EGM convened by requisitioning members must be held within two (2) months of the date of the Requisition, after which the Requisition ceases to have effect.

General Meetings – General Provisions

- 11A Only persons who became members at least forty-two (42) days before the General Meeting and who continue to be members for the period up to and including the date of the General Meeting are eligible to attend the General Meeting, provided that members whose memberships lapsed (pursuant to Article 5F) not more than two (2) years before the General Meeting are eligible to attend the General Meeting if they renew their membership and pay the membership fee for another term at any time before or on the date of the General Meeting and remain members on the date of the General Meeting.
- 11B Any member eligible to attend an AGM who wishes to place an item on the agenda of an AGM may do so provided she gives notice of the proposed agenda item to the Secretary at least fifteen (15) days before the meeting is to be held.
- 11C *(reserved)*
- 11D Cat 1 Members and Cat 2 Members are entitled to one vote each.
- 11E
- (a) Subject to Articles 11E(b) and 11E(c), Associate Members are entitled to one vote each.
- (b) The total votes of Associate Members on any resolution shall not exceed 25% of the total votes of all members on such resolution.
- (c) In the event that, when voting on any resolution, the number of votes by Associate Members is greater than 25% of the total votes, then the Associate Members' votes will be pro-rated so that they are equal to 25% of the total votes rounded down to whole numbers.
- 11F For the avoidance of doubt, the right to vote at a General Meeting can only be exercised by members who (unless waived) have fully paid up their membership fees at the time of the meeting, and who are not the subject of on-going disciplinary proceedings.
- 11G Corporate Friends of AWARE have no voting rights at General Meetings
- 11H At least one tenth of the total membership of AWARE that is eligible to vote, or 30 members present at a General Meeting, whichever is greater, and including for the avoidance of doubt, Associate Members, shall form a quorum.
- 11I In the event of there being no quorum at an AGM, the meeting shall be adjourned for 30 minutes (and in the case of a physical meeting held pursuant to Article 11M(a)(i) at the same place) and should the number

then present be insufficient to form a quorum, those present (including Associate Members) shall be considered a quorum, but they shall have no power to pass any resolution relating to changes in the Constitution.

- 11J At EGMs, if there is no quorum as stipulated in Article 11H, the EGM will not be adjourned but be recorded as aborted owing to lack of support.
- 11K Save and except as otherwise required by Applicable Laws (as defined in Article 12I(c)) or provided in this Constitution (including Article 22), at all General Meetings, all resolutions will be passed and decisions taken by a simple majority of members present and voting ("**simple majority vote**"), unless the meeting (by way of a simple majority vote and by a show of hands) decides otherwise. If there is a tie, the President will have a casting vote.
- 11L Unless the General Meeting decides otherwise (which decision will be by show of hands):
- (a) All voting on Standard Items will be by show of hands.
 - (b) All voting on Non-Standard Items will be by secret ballot.
- 11M
- (a) A General Meeting may, as determined by the Board from time to time, be held:
 - (i) by the requisite quorum (as set out in Article 11H and Article 11I, as the case may be) being physically assembled together at the time and place appointed for the meeting; or
 - (ii) by using virtual meeting technology (as may be defined in the Companies Act 1967 and any amendment or re-enactment thereof), provided that the virtual meeting technology determined by the Board to be used for the meeting enables members eligible, and wishing, to participate in the virtual meeting, to :
 - (1) attend, listen, and speak at the meeting; and
 - (2) exercise their rights to vote and have their votes taken into account during the course of the meeting; or
 - (iii) by a combination of Article 11M(a)(i) and (ii), without any number of the members participating in the meeting being together in the same place.
 - (b) A member eligible to attend and vote at a General Meeting who attends (using the virtual meeting technology determined by the Board to be used for the meeting) a General Meeting duly convened and held in accordance with Article 11M(a)(ii) or (iii) shall:
 - (i) qualify as being present at, and be included in the quorum for, the meeting; and
 - (ii) have her vote counted if she casts it using the virtual meeting technology determined by the Board to be used for the meeting.

- 11N (a) The following documents may be given or made available by being produced or made available on the AWARE website or by such other means as the Board may determine:
- (i) the notices of the AGM and EGM referred to in Article 9C and Article 10A(a) respectively;
 - (ii) the Agenda for the AGM referred to in Article 9D;
 - (iii) the prescribed forms for nomination of candidates for election to the Board referred to in Article 9C;
 - (iv) the profiles of members nominated and accepted for election as Board Members referred to in Article 9D(b); and
 - (v) copies of the documents required to be approved or adopted by the members at an AGM referred to in Article 9F.
- (b) In the case where the Board has determined that notice of a General Meeting should be given by ordinary or electronic mail, the accidental omission to give notice thereof to, or the non-receipt thereof by, any person entitled to receive notice of a General Meeting shall not invalidate the proceedings at the General Meeting.

The Board

- 12A Subject to Article 15C, only persons above 18 years of age, who have been a Cat 1 Member and/or Cat 2 Member for a total of at least two (2) years within the ten (10) years preceding the Election AGM, who are not prohibited from being a Board Member by virtue of Applicable Laws (as defined in Article 12I(c)), and who are eligible to vote in accordance with Article 11F, are eligible to stand for election to the Board.
- 12B Subject to Article 15C, only Cat 1 Members may be elected or appointed as Office Bearers.
- 12C Members who are eligible under Article 12A as at the date of the relevant Election AGM may be elected or appointed as Ordinary Board Members, provided that the total number of Cat 2 Members at any time on the Board shall not exceed 25% of all the Board Members (including co-opted members of the Board).
- 12D The Board shall comprise:

Office Bearers:

President
1st Vice-President
2nd Vice-President
Secretary
Treasurer
Assistant Treasurer

Ordinary Board Members:

3 Ordinary Board Members, subject to Article 12H(c)
Immediate Past President ("**IPP**") as an ex officio member, subject to Article 12E.

Unless with the prior approval in writing of the Registrar or any Assistant Registrar of Societies, the majority of the Board Members shall be Singapore Citizens. Foreign diplomats shall not serve as Board Members.

The Board shall satisfy all requirements under Applicable Laws (as defined in Article 12I(c)), including the requirements under the Charities (Institutions of a Public Character) Regulations or any superseding or replacement regulations.

12E Each IPP shall serve on the Board for one (1) year immediately after stepping off as President and shall have the right to vote at Board Meetings (subject to Article 12G).

12F Nominations for each of the positions (apart from IPP) shall be made as follows:

(a) A Nominations Committee comprising three (3) persons will be appointed by the Board at least three (3) months before every Election AGM. All of the members of the Nominations Committee must not stand for election at the Election AGM. Persons who served on previous Nominations Committees will be eligible to be re-appointed by the Board.

(b) Nominations shall be submitted for:

(i) the President;

(ii) the Treasurer;

(iii) the Assistant Treasurer; and

(iv) six (6) Board Members without identification of potential Office Bearers or differentiation of the roles of Board Members.

Members wishing to be considered for the roles of Treasurer or Assistant Treasurer shall have recognised accounting qualifications and/or appropriate practical financial or business experience, and shall clearly describe such qualification or experience in the nomination submitted by that member.

(c) Nominations for the President and the Board Members must be submitted using the prescribed forms to the Nominations Committee no later than four (4) weeks before the Election AGM (the "**closing date**"). Nominations shall be subject to review and acceptance by the Nominations Committee.

(d) For each of the roles of the President, the Treasurer and the Assistant Treasurer, if there is only one nomination received for that role by the closing date and the nomination is accepted by the Nominations Committee, the person so nominated will be deemed elected for that role.

(e) If there are no nominations received and accepted for the roles of the President, the Treasurer and/or the Assistant Treasurer by the closing date, the number of Board Members to be elected will be increased from six(6) accordingly to seven (7), eight (8) or nine (9) (as the case may be). The Board will appoint the President, the Treasurer and/or the Assistant Treasurer from among themselves at the first Board meeting that is held after the Election AGM in accordance with Article 12G.

- (f) For the post of President there will be no nominations from the floor.
- (g) If there are fewer than nine (9) nominations (including the President, the Treasurer and the Assistant Treasurer) received for Board membership by the Nominations Committee by the closing date which are accepted by the Nominations Committee, the members nominated and accepted will be deemed elected (provided that these nominated members fulfil the eligibility criteria for Board membership or for Office Bearers (as the case may be) in accordance with this Constitution).
- (h) If the nominations received by the closing date are fewer than that required to fill the full Board complement, nominations may be made from the floor at the Election AGM for the remaining unfilled vacancies on the Board (subject to Article 12F(e)), provided that the member(s) nominated are eligible to stand for election to the Board in accordance with this Constitution, and are present at the Election AGM and confirm that they are willing to be nominated.
- (i) Any appeals against a rejection of a nomination by the Nominations Committee must be submitted and decided in accordance with the Bye-laws. Any other complaints about matters relating to the nomination of members and elections must be made in writing to the Chairperson of the Nominations Committee within seven (7) days of the announcement of the election results.
- (j) The Nominations Committee shall, unless the Board decides otherwise, be automatically dissolved after the relevant Election AGM.

12G Subject to Articles 12B and 12C, the members of the Board other than the IPP will appoint the following Office Bearers from among the existing Board Members at the first Board meeting that is held after the Election AGM:

President (where there was no nomination for President)

1st Vice President

2nd Vice President

Secretary

Treasurer (where there was no nomination for Treasurer)

Assistant Treasurer (where there was no nomination for Assistant Treasurer)

Provided that the persons appointed as Treasurer and Assistant Treasurer shall have recognised accounting qualifications and/or appropriate practical financial or business experience, and the Board shall co-opt qualifying Cat 1 Members pursuant to Article 12H(a) to fulfil these roles if there are no existing Board Members who qualify.

The members of the Board who were not appointed as Office Bearers shall serve as Ordinary Board Members.

12H The Board has the power to co-opt:

- (a) Cat 1 Members to fill vacancies of an Office Bearer (except President);
- (b) Cat 1 Members and/or Cat 2 Members to fill vacancies of Ordinary Board Members; and/or

(c) up to a total of two additional members as Ordinary Board Members;

Provided that the total number of Cat 2 Members at any time on the Board shall not exceed 25% of all the Board Members (including for the avoidance of doubt, co-opted members of the Board). Co-opted members of the Board shall have the rights and responsibilities as other Board Members, including the right to vote, except where the Board (excluding co-opted members) decides otherwise. Only members who meet the criteria set out in Article 12A and Article 12B can be co-opted to the Board for the purposes of Articles 12(H)(a) and 12(H)(b).

For the purposes of Article 12H(c), the Board may co-opt members who do not meet the two-year membership criteria stated in Article 12A.

- 12I
- (a) In the event that the position of the President falls vacant for any reason, the Board shall appoint one of the Vice-Presidents to be the President until the next Election AGM. In the event that neither of the Vice-Presidents is able to accept the President's position, the Board shall appoint a Board Member (subject to Article 12B) to fill that vacancy until the next Election AGM.
 - (b) In the event that the position of an Office Bearer (other than the position of President) falls vacant for any reason, the members of the Board other than the IPP may appoint another Board Member to fill the vacancy (subject to Article 12B) or co-opt into the Board a Cat 1 Member (subject to Article 12H(a)) to fill that vacancy until the next Election AGM.
 - (c) Any changes in the Board shall be notified to the Registrar of Societies and the Commissioner of Charities within the relevant timeframe under the Societies Act or Charities Act or their subsidiary legislation (including the Charities (Institutions of a Public Character) Regulations) or any other applicable laws or regulations, or any order, direction or notice made thereunder (collectively, "Applicable Laws").

Terms of Office

- 13A Except as expressly provided otherwise herein, the term for each elected board position shall commence on the date of the Election AGM at which the Board Member is elected and end on the date of the immediately following Election AGM.
- 13B All office bearers shall not hold the same office for more than 2 consecutive terms, save that the President shall serve an additional term of 1 year in an ex-officio capacity as IPP.
- 13C A Treasurer who has served for 2 consecutive terms may be considered for reappointment to the Treasurer or appointment to the Assistant Treasurer post after a lapse of at least two (2) years.
- 13D The term of co-opted Board Members shall be determined by the Board, save that it shall not extend beyond the next Election AGM.

Resignation/ Vacation of Office by Board Members

- 14A A Board Member may at any time resign from the Board by giving thirty (30) days written notice of her resignation to the Secretary.
- 14B A Board Member who is unable to fulfil the duties of her term shall inform the Board and resign from the Board or, subject to the approval of the Board, obtain leave of absence.
- 14C The office of a Board Member shall become vacant if the Board Member:
- (a) ceases to be or becomes prohibited from being a Board Member, by virtue of Applicable Laws;
 - (b) becomes mentally disordered and incapable of managing herself or her affairs or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental capacity;
 - (c) dies;
 - (d) is convicted of a criminal offence, whether in Singapore or elsewhere, involving fraud or dishonesty, punishable with imprisonment of three (3) months or more; or
 - (e) ceases to be either a Cat 1 Member or Cat 2 Member for any reason.

Removal and Disqualifications of Board Members

- 15A Any member of the Board absenting herself from three (3) Board meetings consecutively without an explanation satisfactory in the reasonable opinion of the Board, may be removed by the Board.
- 15B In all other cases, any member of the Board can be removed if her removal is approved at a General Meeting by a simple majority vote.
- 15C To ensure the independence of the Board from the executive management of AWARE, no member of the Staff shall stand for election to the Board. Officers and Staff whose appointments require approval of the Board or the Human Resources Board Committee shall not be Board Members and shall also not be related to any Board Member. If a Board Member takes on an executive role in AWARE for a total period of more than six (6) months consecutively, she shall resign as a member of the Board.
- 15D The term "Staff" used in this Article 15 and in other provisions of the Constitution, if any, shall refer to all persons engaged in a contract of service with AWARE, whether on a part-time, temporary or full-time basis. For the purposes of Article 15C, an Officer or member of the Staff shall be considered to be "related to any Board Member" in Article 15C if she is the child, grandchild, sibling, parent, grandparent, spouse, spouse's parent or spouse's sibling, of any Board Member.

Powers / Role of the Board

- 16A The Board shall have full powers to carry out, and shall be responsible for setting, reviewing and implementing, the vision, mission, policies, strategies and bye-laws of AWARE, and ensuring AWARE's compliance with Applicable Laws. The Board may not act contrary to the expressed wishes of the

General Meeting without prior reference to it and shall always remain subordinate to the General Meeting.

16B Without prejudice to the generality of Article 16A, and subject always to compliance with Applicable Laws, the Board shall have power to do the following:

- (a) employ and remunerate such Staff as is necessary to carry out the work of AWARE, including an Executive Director, to whom may be delegated, upon such terms and conditions and with such restrictions as the Board considers fit, any of its powers to manage the daily business and activities of AWARE, including the preparation of its annual budget and engagement, and remuneration and promotion of Staff in accordance with approved internal rules and regulations;
- (b) delegate any of its powers to committees or sub-committees consisting of such member or members of the Board as it think fits; and any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board;
- (c) establish committees or sub-committees as it shall consider desirable to carry out specific projects or to oversee or undertake certain functions, and to delegate to such committees or sub-committees so established any of its powers and duties as it considers appropriate, provided always that such committees or sub-committees shall be subject to the supervision and/or oversight of the Board;
- (d) acquire by purchase, lease or otherwise land or buildings and any moveable or immoveable properties;
- (e) sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of its moveable or immoveable properties;
- (f) borrow and raise money and invest any moneys of AWARE not immediately required for any of its objects in such manner as the Board may from time to time think fit, including making loans, on such arms' length terms and conditions as it deems fit, to any company incorporated pursuant to Article 16B(j);
- (g) enter into contracts, establish trusts and generally regulate the transaction of all business for and on behalf of AWARE;
- (h) receive subscriptions, donations, interest, dividends and contributions from the Government and from any other persons and bodies;
- (i) raise funds by all lawful means;
- (j) incorporate a company or companies under the Companies Act 1967 (and any amendment or re-enactment thereof), all or the majority of the shares of which shall be held by trustees appointed by the Board in accordance with Article 20A, to undertake such activities identified by the Board, and/or to which such assets, undertaking and activities then undertaken by AWARE as determined by the Board may be transferred. AWARE shall inform the Registrar of Societies in writing that the incorporation of the company is in line with the overall objectives and purposes of AWARE;

- (k) utilise the funds in such manner as the Board may think fit in carrying out the objective and purposes of AWARE; and
- (l) generally to do all such other acts as may be necessary to carry out the objective and purposes of AWARE.

Duties of Office Bearers

17A The President shall:

- (a) preside at all meetings of the Board;
- (b) have in addition to her vote, a casting vote in the event of a tie;
- (c) be responsible for the external affairs and expedite the activities of AWARE;
- (d) uphold the observance of the provisions of the Constitution and overall proper conduct of activities of AWARE; and
- (e) perform all such duties and responsibilities as required by Applicable Laws.

17B The 1st Vice-President shall:

- (a) assist the President in the performance of her duties; and
- (b) carry out the duties of the President in her absence and when she so acts, she will exercise all the powers of the President;

and the 2nd Vice-President shall:

- (i) assist the President in the performance of her duties; and
- (ii) carry out the duties of the 1st Vice-President in her absence and when she so acts, she will exercise all the powers of the 1st Vice-President.

17C The Secretary shall:

- (a) record and keep minutes of all meetings of the Board;
- (b) send out official notices to members;
- (c) carry out any other duties as directed by the Board; and
- (d) perform all such duties and responsibilities as required by the Applicable Laws.

17D The Treasurer shall:

- (a) oversee the keeping of proper books of accounts of AWARE;
- (b) oversee the preparation of financial statements in accordance with the requirements of Applicable Laws for audit and submission to the

relevant authorities and deal with other financial matters of AWARE;
and

(c) perform all such duties and responsibilities as required by Applicable Laws.

17E The Assistant Treasurer shall:

(a) assist the Treasurer in the performance of her duties; and

(b) carry out the duties of the Treasurer in her absence and when she so acts, she will exercise all the powers of the Treasurer.

17F Ordinary Board Members shall assist the Officers of the Board in all matters pertaining to the activities of AWARE.

Proceedings of the Board

18A A Board meeting shall be held at least once in two (2) months, after at least seven (7) days' notice to Board Members.

18B For its proceedings to be valid, at least 50% of all the Board Members (including for the avoidance of doubt, co-opted members of the Board) or 5 Board Members, whichever is fewer, must be present.

18C Paid Staff who are not Board Members can be invited to attend Board meetings, ex-officio, to provide information and facilitate necessary discussion, but such non-Board Members should neither take part in decision-making nor vote.

18D All decisions of the Board at a Board meeting shall be made by a simple majority vote of Board Members (who are entitled to vote thereon) present and voting at such meeting. If there is a tie, the President will have a casting vote. A resolution in writing, signed by at least two-thirds of the Board Members entitled to vote at a Board Meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board Members duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Board Members. The resolution in writing may, in the first instance, be affirmed by email by a Board Member, provided that this is subsequently confirmed by a resolution signed in writing by that Board Member.

18E Board Members may participate in a meeting by means of video conference, telephone conference or other similar communication means whereby all participants at the meeting can hear each other, and such participation in a meeting shall be deemed as constituting presence at the meeting. The meeting shall be deemed to be held in Singapore. Voting may be done verbally or in such manner as decided by the chairperson so as to permit the accurate recording of each vote.

18F If any Board Member has an actual or potential conflict of interest or any interest in any matter or transaction or proposed transaction that AWARE has entered into or proposes to enter into, either directly or indirectly, she must, as soon as practicable, declare her interest to the Board. She must not take part in the discussions or deliberations relating to the conflict or the matter, transaction or proposed transaction or vote in relation to the

matter relating to the conflict or on the transaction or proposed transaction. She should also offer to withdraw from the meeting, and the other Board Members should decide if this is required. However, she shall be taken into account in ascertaining whether a quorum is present.

Accounts and Audit

- 19A The accounts of AWARE shall be audited by such auditing entity duly approved and as required under Applicable Laws ("**Auditors**").
- 19B The Auditors will be required to audit each financial year's accounts and their report shall be made to the Board and tabled before the AGM.
- 19C The financial year shall be from 1st January to 31st December.
- 19D AWARE shall maintain account(s) with such banks as the Board may determine. The Board shall determine the processes and authorized personnel for the operation of the account(s).

Trustee

- 20A If AWARE at any time acquires any immovable property or shares of any company or corporation, or incorporates a company or companies under the Companies Act 1967 (and any amendment or re-enactment thereof), such property or shares (including the shares of any such incorporated company) shall be vested in trustees appointed by the Board, subject to a declaration of trust.
- 20B The number of trustees appointed by the Board shall not be more than four (4) or less than two (2). The Board in its discretion shall have the power to remove any of the trustees and to appoint any new trustees on any vacancy occurring thereby or occurring by resignation, death, insanity, bankruptcy or otherwise. Notification of any change(s) in the trustees shall be notified to the Registrar of Societies and the Commissioner of Charities.
- 20C
 - (a) Any trustee may at any time resign her trusteeship.
 - (b) If a trustee dies or becomes mentally disordered and incapable of managing herself or her affairs or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental capacity, or moves permanently or is absent from the Republic of Singapore for a consecutive period of one year or more, she shall be deemed to have resigned her trusteeship.
 - (c) If a trustee is guilty of misconduct of such a kind as to render it undesirable, in the opinion of the Board, that she continues as a trustee, the Board may remove her from her trusteeship.
- 20D Notice of any proposal to remove a trustee from her trusteeship or to appoint a new trustee to fill her vacancy must be given by posting, on the official website of AWARE, a document containing such proposal at least two (2) weeks before the Board meeting at which the proposal is to be discussed.

- 20E The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies and the Commissioner of Charities.
- 20F The trustees shall not effect any sale or mortgage of property or shares without the prior approval of the General Meeting of members.

Prohibitions

- 21 (a) Gambling of any kind and the playing of paikow or mahjong, whether for stakes or not, is forbidden on AWARE's premises (excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250). The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- (b) The funds of AWARE shall not be used to pay the fines of members who have been convicted in court of law.
- (c) AWARE shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- (d) AWARE shall not hold any lottery, whether confined to its members or not, in the name of AWARE or its Office-Bearers, Board or members, unless with the prior approval of the relevant authorities.
- (e) AWARE shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (f) AWARE shall not raise funds from the public for whatever purpose without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

Amendments to the Rules

- 22 AWARE shall not amend its Constitution without the prior approval in writing of the Registrar of Societies and the Commissioner of Charities. No alteration or addition or deletion to this Constitution shall be passed except at a General Meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

Bye-laws

- 23 Subject to Article 25A, the Board shall make such Bye-Laws and regulations as it deems fit, for the implementation of these Articles or administration of AWARE, including Bye-Laws regulating membership fees and committees, provided that the Bye-Laws shall not be inconsistent with the Constitution.

Notice to Members

- 24 Save as otherwise provided in this Constitution, notices and other correspondence may be delivered or sent to members by ordinary mail at their last known physical address registered with AWARE or by electronic mail at their last known electronic addresses registered with AWARE. The posting or delivery of such notices and other correspondence by ordinary pre-paid mail or electronic mail shall be deemed to be good and sufficient service.

Interpretation

- 25A In the event of any question or matter arising out of any point which is not expressly provided for in these Articles, the Board shall have the power to use its own discretion to decide thereon. The decision of the Board shall be final unless it is reversed at a General Meeting of members.

- 25B In this Constitution:

- (a) reference to headings are for convenience only and shall not affect the interpretation of any provision;
- (b) references to "Articles" are to the articles of this Constitution, unless otherwise specified;
- (c) words denoting individuals include corporations and vice versa;
- (d) words importing the singular include the plural and vice versa, unless the context otherwise requires;
- (e) words denoting one gender include all other genders, unless the context otherwise requires;
- (f) the word "including" or any variation thereof means including, without limiting the generality of any description preceding such word;
- (g) reference to any statute, statutory provision, subsidiary legislation or sector regulation shall be deemed to include any statute or statutory provision subsidiary legislation or sector regulation which amends, extends, consolidates or replaces the same;
- (h) reference to any notice to be given shall mean notice in writing; and
- (i) in the event that the Registrar of Societies and/or the Commissioner of Charities is not the relevant authority having regulatory oversight of AWARE, whether generally or for a specific purpose, reference to the "Commissioner of Charities" or to the "Registrar of Societies" shall be deemed to refer to the relevant authority, sector administrator or governing body as appropriate.

Dissolution

- 26 In the event that AWARE ceases to be a registered charity under the Charities Act, all debts and liabilities legally incurred on behalf of AWARE shall be fully discharged, and any remaining funds shall be used exclusively for charitable purposes in accordance with the prevailing governing instrument before the cessation of its charity status and subject to the approval of the Commissioner of Charities. Where the Commissioner of Charities does not give this approval or gives this approval on terms that are not agreeable by AWARE, the remaining funds shall be donated to

another IPC, registered under the Charities Act, with similar objectives and/or values to AWARE, as determined by the members at a General Meeting.

- 27 AWARE shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of AWARE for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 28 In the event of AWARE being dissolved as provided above, all debts and liabilities legally incurred on behalf of AWARE shall be fully discharged, and the remaining funds will be donated to an approved Institution(s) of Public Character with similar objective and/or values approved under the Charities Act in Singapore as the General Meeting of members may determine.
- 29 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies and Commissioner of Charities.