

**THE CONSTITUTION OF THE**  
**SINGAPORE RED CROSS SOCIETY**

**PART I**

**GENERAL PROVISIONS**

**Article 1 - Preamble**

1. This Constitution is made pursuant to the Singapore Red Cross Society (Incorporation) Act, Chapter 304 for the organisation and administration of the Singapore Red Cross Society (hereinafter referred to as “the Society”).
2. The Society is a member of the International Federation of the Red Cross and Red Crescent Societies (hereinafter referred to as “the International Federation”) and as such adheres to the Geneva Conventions (1949) and the Fundamental Principles as follows:-
  - a. Humanity – The International Red Cross and Red Crescent Movement, born of a desire to bring assistance without discrimination to the wounded on the battlefield, endeavours, in its international and national capacity, to prevent and alleviate human suffering wherever it may be found. Its purpose is to protect life and health and to ensure respect for the human being. It promotes mutual understanding, friendship, co-operation and lasting peace amongst all peoples.
  - b. Impartiality – It makes no discrimination as to nationality, race, religious beliefs, class or political opinions. It endeavours to relieve suffering of individuals, being guided solely by their needs, and to give priority to the most urgent cases of distress.
  - c. Neutrality – In order to continue to enjoy the confidence of all, the Movement may not take sides in hostilities or engage at any time in controversies of a political, racial, religious or ideological nature.
  - d. Independence – The Movement is independent. The National Societies, while auxiliaries in the humanitarian services of their respective governments and subject to the laws of their respective countries, must always maintain their autonomy so that they may be able at all times to act in accordance with the principles of the Movement.
  - e. Voluntary Service – It is a voluntary relief movement not promoted in any manner by desire for gain.
  - f. Unity – There can only be one Red Cross or one Red Crescent Society in any one country. It must be open to all. It must carry its humanitarian work throughout its territory.

- g. Universality – The International Red Cross and Red Crescent Movement, in which all societies have equal status and share equal responsibilities and duties in helping each other, is worldwide.

## **Article 2 – Name and Emblem**

1. The name of the Society is “Singapore Red Cross Society” and its headquarters shall be at 15 Penang Lane, Singapore or as otherwise determined by the Council.
2. The emblem of the Society shall be the heraldic sign of the Red Cross on a white background in accordance with the Geneva Conventions and national law for all the purposes foreseen by the International Conference of the Red Cross Movement.

## **Article 3 – Rights and Duties**

1. The Society has all the rights and obligations of a member of the International Federation as defined in the Constitution of the International Federation subject to the provisions of the Geneva Conventions and the Singapore Red Cross Society (Incorporation) Act.

## **Article 4 – Objects and Purposes**

1. The primary objects of the Society are as set out in paragraph 5 of the Singapore Red Cross Society Act 1973.
2. In pursuing these objects the Society shall:-
  - a. prevent and alleviate human suffering with complete impartiality, without any form of discrimination;
  - b. act in case of armed conflict, and in peace prepare to act in all fields covered by the Geneva Conventions and on behalf of all war victims, both civilian and military;
  - c. provide emergency relief in time of disaster for the alleviation of human suffering;
  - d. contribute to the improvement of health, the prevention of disease and the mitigation of suffering;
  - e. recruit, train and assign such personnel as are necessary for the discharge of its responsibilities;
  - f. promote the participation of people of all ages in the work of the Movement;
  - g. promote the Fundamental Principles of the Movement and those of International Humanitarian Law amongst the population;
  - h. co-operate with the Government and other organisations to ensure respect for international humanitarian law and to protect the Red Cross and Red Crescent emblems.

## **Article 5 – Patron of the Society**

1. The President of the Republic of Singapore shall be the Patron of the Society.

## **Article 6 – Administration**

1. The affairs of the Society shall be administered by the Council who may from time to time delegate to:
  - a. the Management Committee specific matters pertaining to the general management of the Society as it may deem fit.
  - b. the respective Vice-Chairmen specific responsibilities and duties.
  - c. the various Committees formed by the Council as outlined in Part V on matters as it may deem fit.
  - d. The Operational Committees, as needed.
2. The Council shall be authorised to make rules and create new organisational structures to facilitate the good governance and administration of the Society provided that such rules and structures are not contrary to this Constitution.

## **Article 7 – Panel of Government Advisers**

1. The Council shall establish a panel of advisers from various Government Agencies to provide advice to the Council and the Management of the Society on matters relating to the Society's operations.
2. The Panel may include representatives from the Ministries of Community Development, Youth and Sports, Defence, Education, Foreign Affairs, Health and Home Affairs. The Chairman on the advice of the Council may remove the representative of any of the government agencies from the Panel and appoint the representative of any government agency not already on the Panel to membership of the Panel.
3. Such persons will be appointed by the respective Government Agencies and shall hold office for such period as advised by the said Government Agency.
4. The Panel shall meet with the Chairman, Council Members and Secretary General not less than two times a year at such time and at such place as may from time to time be fixed. The meetings will be chaired by the Secretary General.
5. The members of the Panel may also be called upon to be members of Committees established by the Council or the Management to implement the programmes of the Society.

## **Article 8 – Common Seal**

1. The Society shall have a common seal and such seal may from time to time be broken, changed, altered and made anew, as the Society deems fit.
2. All deeds, documents and other instruments requiring the seal of the Society shall be sealed with the common seal of the Society. This shall be done by the authority of the “Council” in the presence of the Chairman or some other person duly authorised by the Council to act on that behalf and shall be signed by the Chairman and by such duly authorised person. Such signing shall be sufficient evidence that the common seal of the Society has been duly and properly affixed and that the said seal is the lawful common seal of the Society.

## **PART II** **MEMBERSHIP**

### **Article 9 – Membership open to all**

1. Membership to the Society is open to any person who adheres to the principles of the Red Cross Movement and this Constitution.

### **Article 10 – Categories of Membership**

1. Members of the Society shall comprise the following:-
  - a. Honorary Members
  - b. Ordinary Members
  - c. Youth Members

### **Article 11 – Honorary Member**

1. Honorary Members shall be persons elected as such by the Council for valuable services rendered to the Society and/or the Red Cross Movement in accordance with the Fundamental Principles.
2. They shall enjoy all rights and privileges of Ordinary Members.
3. Honorary Members may be elected for life or for such term as the Council may determine.
4. Honorary Members in the Register maintained by the Society, under the previous Constitution, shall continue as Honorary Members.

5. The Council and the Chairman may from time to time consult or seek advice from the Honorary Members on matters of the Society or its operations.
6. Such persons who had been appointed as “Counsellors” or as “Distinguished Counsellors” under the previous Constitutions, while continuing to hold the title, shall be considered Honorary Members and enjoy all the rights of Honorary Members.

## **Article 12 – Ordinary Member**

1. Ordinary members of the Society are either:
  - Life members
  - Subscribing members
2. Ordinary Members shall be eligible to attend General Meetings, speak, vote, nominate, second nominations and to hold elective office, provided they have attained their eighteenth birthday at the time of the General Meeting.
3. The Secretary General shall no later than 7 days prior to any Annual General Meeting of the Society certify the Register of Ordinary Members. A person who is not in the register of Ordinary Members certified by the Secretary General shall not count as a member of the Society for the purposes of establishing a quorum for the Annual General Meeting and shall not be eligible to stand for office in any Annual General Meeting.
4. Life members are persons who applied for and have been accepted by the Council as Life Member on payment of a one-off Life Member subscription (the quantum payable shall be decided by the Council).
5. Life Members will include those who have been previously registered as a Life Member under the Register maintained by the Society, under the previous Constitution upon payment of a one-off Life member subscription.
6. Subscribing Members are persons who applied for and have been accepted by the Council as a Subscribing member on payment of an annual subscription, which will be reviewed periodically by the Council.
7. The annual subscription shall be payable on the 1<sup>st</sup> of January of each year.
8. Subscribing Members in the Register maintained by the Society, under the previous Constitution, who are not Life Members, shall continue as Subscribing Members until 31 December 2012.

### **Article 13 – Youth Member**

1. Youth Members are members of Red Cross Youth as defined in Article 17.
2. Youth Members do not have any voting rights at General Meetings.
3. A Youth Member may at any time choose to pay subscription in order to enjoy the rights and privileges of an Ordinary Member, but will not have voting rights at the General Meeting unless such a Youth Member has attained the age of eighteen years.

### **Article 14 – Resignation and Expulsion**

1. Any member may give notice of resignation in writing at any time.
2. The Council may terminate the membership of a member who is liable for subscription and is in arrears for three months or more.
3. A member of the Society may be suspended, expelled or have his/her membership terminated by the Council.
4. Before taking any action under sub-Article (3) above, the Council shall give the member concerned a right to be heard.
5. Any member expelled or whose membership is terminated in accordance with Article 14 (2) and (3) shall forfeit all rights to or claims upon the Society but shall remain liable for any outstanding payment due at the date of expulsion or cessation of membership.

### **Article 15 – Privileges & Rules of Membership**

1. Ordinary Members shall have the right to participate in all activities of the Society.
2. Members who are eligible to vote shall be entitled to only one vote, exercisable in person at any Meeting notwithstanding that that member may hold different classes of membership in the Society.

## **PART III**

### **VOLUNTEERS**

#### **Article 16 – Volunteers of the Society**

1. Any person who has attained eighteen years of age and who has a common interest in any one or more of the activities or projects initiated and undertaken by the Society may be a Volunteer of the Society.
2. Any person who adheres to the principles of the Red Cross Movement may be accepted as a volunteer of the Society regardless of nationality, race, religious beliefs, class or political opinions.
3. The volunteers of the Society will be mobilised by the Volunteer Management Department. The volunteers shall be organised into various work groups, in line with the mission and programmes of the Society.
4. The Society shall instruct all volunteers in matters relating to skills and learning required for the performance of such functions or activities of the work groups initiated or undertaken by the Society.
5. Any Volunteer of the Society can also be an Ordinary Member of the Society upon payment of the designated subscription and upon his application for membership being accepted by the Council.
6. The Society shall maintain a Register of Volunteers, and the Society shall call on its Volunteers to help fulfill the mission of the Society.
7. The Volunteers shall be eligible to receive the Awards of the Society as approved by the Council. The Volunteers shall also be eligible for any benefits as approved by the Council.
8. Volunteers, unless they are members of the Society, have no voting rights at the AGM.

#### **Article 17 – Red Cross Youth**

1. The Red Cross Youth shall open its membership to all persons who are in the Singapore Education System (or its equivalent), including its tertiary institutions. Such members, who are below the age of 25 years of age, will be considered the Youth Members of the Society.
2. The Red Cross Youth will be headed by a Director, Red Cross Youth, who will be assisted by the Red Cross Youth Steering Committee. The Director of the Red Cross Youth and the members of the Red Cross Youth Steering Committee need not be Youth Members but must be Staff or Members of the Singapore Red Cross, appointed by the Secretary General.

3. The management and the operations of the Red Cross Youth shall be set out in the by-laws as approved by the Council.
4. The Red Cross Youth will be organised into Red Cross Junior / Youth Units based in schools, tertiary institutions and in the community.
5. The Red Cross Youth shall seek to promote the fundamental principles of the Red Cross Movement and encourage the participation of children and young persons in the work of the Red Cross Movement.

## **PART IV**

### **THE COUNCIL**

#### **Article 18 – Composition**

1. The Council shall consist of not less than 15 members and not more than 19 members, of which at least two thirds shall be citizens of Singapore.
2. The Council shall comprise the following :-
  - a. The Chairman
  - b. The Secretary General
  - c. Up to eight persons who shall be appointed by the Chairman on account of their special knowledge and expertise upon the recommendation of the Governance and Nomination Committee. Such appointed members shall hold office from the first meeting of the Council after the Annual General Meeting to the last meeting of the Council before the Annual General Meeting two years later, and shall be eligible for re-appointment.
  - d. Up to nine persons who shall be elected from among the Members in the manner provided in Article 21 of this Constitution. Such members shall be elected at the Annual General Meeting of the Society and shall hold office for 2 years.
  - e. Council should aim to have representation of different gender, age and interest groups.
  - f. Council should aim to include at least one youth not older than 25 years of age when he/she is appointed or elected into the Council.
  - g. Only members who have been admitted to the register of members for at least six (6) months may be elected to the Council. Council members shall continue to be liable to fulfil all the responsibilities of membership during their tenure in the Council.



- h. Any person appointed into the Council who is not already a member shall be admitted to the register of members and shall be liable to fulfil all the responsibilities of membership throughout their tenure in the Council.

## **Article 19 – Chairman of Council**

1. The Chairman of the Council shall be appointed for a term of three years by the President of Singapore. He shall be eligible for re-appointment.
2. The Chairman shall chair the meetings of the Council, and shall be an ex-officio member of the Committees established by the Council as provided for in Article 27.
3. The Chairman shall represent the Society in its dealings with the public authorities of Singapore, other members and agencies of the Red Cross Movement, and any third party.
4. The Chairman shall be responsible for the general direction and supervision of the administration of the Society.
5. The Chairman shall be competent to take any urgent measure for the purposes of the Society which requires a decision of the Council to meet to decide on the issue provided it is impossible for the Council to meet owing to exceptional circumstances. The Chairman shall report and account for such measures at the next meeting of the Council, whichever is appropriate.
6. The Chairman may in his discretion delegate any of his duties to a Vice-Chairman or any other member or members of the Council.

## **Article 20 – Election and Appointment of Members**

1. The Society shall, at an Annual General Meeting, elect not more than nine members from among all the Members of the Society as members of the Council.
2. The Chairman shall, at an Annual General Meeting, appoint not more than eight persons on account of their special knowledge and expertise upon the recommendation of the Corporate Governance and Nomination Committee, as members of the Council.
3. An elected or appointed member shall hold office for two years commencing on the date of his election, and no longer than three consecutive full terms of two years each.
4. Nominations of candidates for the election under this Article may be submitted by any Member entitled to attend the Annual General Meeting and which nomination shall be seconded by at least one other Member.

## **Article 21 – Resignation and Termination from the Council**

1. Any elected or appointed member may resign from the Council. One month's notice of resignation shall be given in writing to the Chairman prior to the resignation.
2. Any elected or appointed member may be terminated, subject to approval by a minimum of two-thirds of the Council members present and voting.
3. The Chairman may choose to suspend membership of the Council of any member prior to any termination by the Council. Such notice shall be given in writing by the Chairman. In the event that Council declines to terminate the member's membership of the Council, such suspension shall be terminated.
4. The Council may appoint substitute members to fill any vacancy whether caused by resignation or otherwise subject to the conditions as stipulated in Article 19. Substitute members are subject to the recommendation of the Governance and Nomination Committee.

## **Article 22 – Appointment of Vice Chairman**

1. The Council may choose to appoint one or more Vice-Chairmen from among the members of the Council.
2. The Chairman and the Council may assign specific duties to the Vice-Chairmen as they deem fit.
3. The Chairman may appoint one or more of the Vice Chairmen to deputise him in the event of his absence.

## **Article 23 – Meetings**

1. The Council shall hold not less than four meetings in each year at such time and place as the Chairman may from time to time prescribe.
2. At least seven days' notice of any meeting shall be given specifying the nature of the business unless the Chairman certifies that the issue to be discussed is an issue of exceptional urgency, in which event a shorter period of notice as specified by the Chairman may be given.
3. The Chairman or in his absence any Vice Chairman may summon a special meeting of the Council at any time, or if so requested in writing by not less than one-third of the Council.
4. Whenever a member of the Council in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting of the Council, the member shall disclose the nature of his interest before the discussion on the matter commences. The member shall not participate in the discussion or vote on the matter. The member shall also offer to withdraw from the meeting and the Council shall decide if this offer should be accepted.

## **Article 24 – Urgent Matters**

1. If the Chairman, any of the Vice Chairmen or the Secretary General certifies that a resolution proposed to the Council is required on an urgent basis, no meeting of the Council need be convened but that resolution shall be reduced into writing and circulated to all members of the Council in counterparts and shall be passed if not less than half of the members of Council signify their agreement to that resolution.

## **Article 25 – Quorum and Voting**

1. One half of the members of the Council shall constitute a quorum for ordinary matters. Matters shall be decided by a simple majority of those present and voting.
2. In matters pertaining to changes in the Constitution, two third of the members of the Council shall constitute a quorum. Matters shall be decided by three quarters of those present and voting.
3. Each member of the Council shall have only one vote. In the event of there being no majority, the Chairman shall have a casting vote.

## **Article 26 – Duties and Powers of the Council**

1. The Council shall be responsible for carrying out the objectives of the Society as laid down in the Constitution and shall have power to:
  - a. appoint committees, allocate duties to such committees and regulate the exercise of such duties;
  - b. formulate policies and directions of the Society and for this purpose shall have the overriding authority over any and all committees established by the Council;
  - c. appoint such officers as it thinks fit and regulate their conduct and discipline;
  - d. establish, regulate, manage and re-structure any bodies of the Society and / or any activity, programme or any other function which the Society is involved in;
  - e. receive reports including reports from the Management Committee, and other agencies of the Society on the programmes of the Society, activities in various areas and the management of the Society;
  - f. approve an annual budget and work plan for the Society as presented by the Secretary General;
  - g. consider and approve Awards, Honours and Badges to persons in recognition of their outstanding service and / or long service to the Society.

2. The Council shall be the only body of the Society with power to amend or alter this Constitution.
3. The Council shall, if it thinks necessary, formulate and issue by-laws, directives and / or instructions for the various committees of the Society, including the Management Committees, the Steering Committees and agencies of the Society.
4. The Council shall cause a record to be kept of all properties of the Society.
5. The Council shall cause a register to be kept of all members and volunteers of the Society.
6. The Council shall approve and present for adoption the Annual Report of the Society, the Audited Statement of Income and Expenditure, and the Audited Balance Sheet for the year to the Annual General Meeting.
7. The Council shall nominate to the Annual General Meeting for its approval an auditor or auditors who must be registered as a Public Accountant or Accountants under the Accountants Act 2004.

#### **Article 27 – The Executive Committee**

1. The Council may appoint an Executive Committee (EXCO) from amongst the members of the Council to assist in its duties, whenever deemed necessary.

#### **Article 28 - The Secretary General / Deputy Secretary General and Management Committee**

1. The Secretary General shall be appointed by the Council. The Council may appoint deputies to the Secretary General as and when required. The Council may also appoint the Chief Financial Officer / Director of Finance.
2. The Secretary General is the Chief Executive Officer of the Society. The Secretary General and Deputy Secretaries General shall be responsible for implementing the policies and directives laid down by the Council.
3. The Secretary General shall be a Member of the Council
4. The Secretary General shall chair the Management Committee of the Society. The Secretary General shall present the records of the meetings of the Management Committee to the Council.
5. The Management Committee will comprise the Secretary General, the Deputy Secretaries General, Chief Financial Officer, the Directors of the various Divisions of the Society, and any other senior staff of the Secretariat as the Secretary General so includes.

6. The Secretary General may require the attendance of any member of the Secretariat or any executive of the various Divisions at the meetings of the Management Committee
7. The Secretary General, assisted by the Management Committee, shall perform the following duties:
  - a. be responsible for carrying out the policies and objectives of the Society as approved by the Council;
  - b. report at every ordinary meeting of the Council the progress of the programmes of the Society since the previous meeting of the Council;
  - c. supervise the Secretariat and its staff;
  - d. perform such other duties as may be delegated to it by the Council from time to time;
  - e. present the Annual report and the Audited Balance Sheet and Audited Statement of Income and Expenditure to the Council;
  - f. draw up an annual budget for the Society and present it to Council.

## **PART V**

### **THE COMMITTEES OF THE COUNCIL**

#### **Article 29 – Preamble**

1. The Council may from time to time, establish, eliminate and modify the power and authority of any Committee of the Council.

#### **Article 30 – Oversight Committees**

1. The Council shall appoint oversight committees to assist them in fulfilling their functions. These oversight committees exist to provide advice to the Chairman and Council and provide oversight on financial and governance issues relating to the Society.
2. The oversight committees shall consist of the following:
  - i. **Finance and Investment Committee:** The Finance and Investment Committee shall advise the Council on all financial matters as Council may request, and in particular, on the budgets, annual accounts, investments and Financial Report of the Society.

- ii. **Human Resources and Compensation Committee:** The Human Resources and Compensation Committee shall provide advice and guidance on all matters relating to human resource and compensation for both staff and volunteers.
- iii. **Corporate Governance & Nominations Committee:** The Corporate Governance and Nominations Committee shall provide advice and guidance to the Council on matters relating to corporate governance.
- iv. **Audit Committee:** The Audit committee shall be responsible for overseeing internal audit, external audit, internal controls and reviewing Interested Persons Transactions to ensure that they are not prejudicial to the interests of the Society.
- v. **Risk Committee:** The Risk committee is responsible for reviewing the efficacy of the Risk Management Framework, identifying significant and potential risks of the Society, and makes recommendations based on Risk Reports prepared by the management.
- vi. **Fundraising Committee:** The Fundraising Committee shall provide advice and guidance on the fundraising strategies for the Society, and mobilise donations and partnerships, to ensure that fundraising targets are met so as to meet the Society's financial requirement.
- vii. **Committee for Humanitarian Assistance and International Response (CHAIR):** CHAIR is responsible for providing strategic guidance on the administration and management of SRC's Disaster Response Emergency Fund (DREF), Humanitarian Relief Fund (HRF) and International Relief Funds (IRF).

## **Article 31 – Functions of the Finance & Investment Committee**

1. The Finance and Investment Committee shall comprise not less than four members from amongst the Ordinary Members of the Society, who are appointed by the Council.
2. The Chairman of the Committee shall be appointed by the Council from amongst the members of the Council.
3. All members of the Committee, including its Chairman, shall hold office for two years commencing on the date of his appointment. All members may be reappointed but shall serve no longer than two consecutive full terms of two years each on the Committee.
4. The role and duties of the Finance and Investment Committee shall include but not be confined to the following:
  - a. advise the Council on all financial matters as Council may request and, in particular, on the budgets, annual accounts and the financial report of the Society;

- b. to help develop and maintain a robust and transparent system of financial procedures to ensure financial and prudence governance;
  - c. monitor and provide advice on the management of the cash flow of the Society;
  - d. approve expenditures of the Society and variations to the annual budget of the Society as delegated by the Council. When it is not within its authority to approve such expenditure, the Committee is to provide advice to the Council.
  - e. invest the Funds of the Society in accordance with the law and guidelines as approved by the Council.
5. The Committee shall meet at least three times a year and more frequently if it is deemed necessary by the Chairman or by at least two members of the Committee.
  6. A simple majority of all the members of the Committee shall constitute a quorum for the conduct of business of the Committee.
  7. Any decision/act of the simple majority of the members of the Committee attending the meeting will be considered an act/decision of the Committee.

## **Article 32 – Functions of the Human Resources and Compensation Committee**

1. The Human Resources and Compensation Committee shall comprise not less than four members from amongst the Ordinary Members of the Society, who are appointed by the Council.
2. The Chairman of the Committee shall be appointed by the Council from amongst its members.
3. All members of the Committee, including its Chairman, shall hold office for two years commencing on the date of his appointment. All members may be reappointed but shall serve no longer than three consecutive full terms of two years each on the Committee.
4. The role and duties of the Human Resources and Compensation Committee shall include but not be confined to the following:
  - a. assist the Council in defining and overseeing the overall direction of the policies related to human resources management and compensation including the organisation structure and staff establishment.
  - b. assist the Council in succession planning for key positions within the Secretariat, the RCY and the volunteers; and in particular that of the Secretary General, Deputy Secretaries General, the Chief Financial Officer, and the Directors of the Red Cross Youth and Adult Volunteers.

- c. ensure the Society has a fair and sustainable compensation package that is market competitive and hence able to attract and retain staff needed to fulfil the mission of the Society and staff needed to fill management and leadership position within the Society.
  - d. provide advice to the Secretary General and the Council on the annual salary increment and bonuses.
  - e. ensure that there is in place a fair and robust performance appraisal system for the staff of the Society.
5. The Committee shall meet at least three times a year and more frequently if it is deemed necessary by the Chairman or by at least two members of the Committee.
  6. A simple majority of all the members of the Committee shall constitute a quorum for the conduct of business of the Committee.
  7. Any decision/act of the simple majority of the members of the Committee attending the meeting will be considered an act/decision of the Committee.

### **Article 33 - Functions of the Corporate Governance and Nominations Committee**

1. The Corporate Governance and Nominations Committee shall comprise not less than four members from amongst the Ordinary Members of the Society, who are appointed by the Council.
2. The Chairman of the Committee shall be appointed by the Council from amongst its members.
3. All members of the Committee, including its Chairman, shall hold office for two years commencing on the date of his appointment. All members may be reappointed but shall serve no longer than three consecutive full terms of two years each on the Committee.
4. The role and duties of the Corporate Governance and Nominations Committee shall include but not be confined to the following:

#### **Nominations**

- a. Annually review the collective skills, knowledge and experience required of the Council and make recommendations of any changes required.
- b. Review the succession plans for the Council so as to maintain an appropriate balance of skills and experience on the Council and to ensure progressive refreshing of the Council.



- c. Identify for Chairman's consideration suitable candidates who can be appointed to the Council prior to the Annual General Meeting of the Society.
- d. Identify suitable candidates for election at the Annual General Meeting of the Society to fill vacancies that may arise in the Council.

### **Corporate Governance**

- a. Establish procedures to avoid and disclose conflicts of interest.
  - b. Provide an avenue for staff or other parties to raise issues of concern or grievances and give the assurance that such parties will not be unfairly treated or victimised.
5. The Committee shall meet at least once a year and more frequently if it is deemed necessary by the Chairman or by at least two members of the Committee.
  6. A simple majority of all the members of the Committee shall constitute a quorum for the conduct of business of the Committee.
  7. Any decision/act of the simple majority of the members of the Committee attending the meeting will be considered an act/decision of the Committee.

### **Article 34 – Functions of the Audit Committee**

1. The Audit Committee shall comprise not less than four members from amongst the Ordinary Members of the Society, who are appointed by the Council.
2. The Chairman of the Committee shall be appointed by the Council from amongst the members of the Council.
3. All members of the Committee, including its Chairman, shall hold office for two years commencing on the date of his appointment. All members may be reappointed but shall serve no longer than three consecutive full terms of two years each on the Committee.
4. Audit Committee shall perform the following duties:
  - a. review the findings and observations of the independent internal auditor as to the system of control and Management's implementation of the post audit recommendations;
  - b. where internal controls need to be strengthened, ensure that the Management has properly implemented such controls and provide a report to the Council on the status;

- c. review the audit plan executed by the independent internal auditor as updated for subsequent development and ensure that there are valid reasons for departure from original plans;
  - d. review, together with the Finance and Investment Committee, whether there is reasonable assurance that the financial statements are fairly presented in accordance with the established financial reporting standards;
  - e. recommend to the Council the appointment or re-appointment of the independent auditor and the fees to be paid for the statutory work to be performed for the coming financial year, in consultation with the Finance and Investment Committee;
  - f. meet with the external auditors together with the Finance and Investment Committee, at least twice a year, with part of the meetings devoted to discussions conducted with the external auditors in the absence of members of the Management.
5. The Committee shall meet at least three times a year and more frequently if it is deemed necessary by the Chairman or by at least two members of the Committee.
  6. A simple majority of all the members of the Committee shall constitute a quorum for the conduct of business of the Committee.
  7. Any decision/act of the simple majority of the members of the Committee attending the meeting will be considered an act/decision of the Committee.

### **Article 35 - Functions of the Risk Committee**

1. The Risk Committee shall comprise not less than four members from amongst the Ordinary Members of the Society, who are appointed by the Council.
2. The Chairman of the Committee shall be appointed by the Council from amongst the members of the Council.
3. All members of the Committee, including its Chairman, shall hold office for two years commencing on the date of his appointment. All members may be reappointed but shall serve no longer than three consecutive full terms of two years each on the Committee.
4. Risk Committee shall perform the following duties:
  - a) Identify, assess, and monitor key risks that may impact the Society's operations, financial health, reputation, and compliance.
  - b) Review the adequacy and effectiveness of the Society's risk management framework, policies, and internal controls.

- c) Ensure that Management has implemented appropriate risk mitigation measures and provide a report to the Council and the Risk Management Committee on the status.
  - d) Oversee and ensure that the Society complies with regulatory, legal, and governance requirements related to risk management.
  - e) Promote a risk-aware culture within the Society by advising on best practices for risk identification and mitigation.
  - f) Review and update the Society's risk register periodically to reflect emerging risks.
  - g) Ensure that business continuity and crisis management plans are in place and are regularly reviewed and tested.
  - h) Recommend to the Council any necessary improvements in risk management processes and strategies.
5. The Committee shall meet at least two times a year and more frequently if it is deemed necessary by the Chairman or by at least two members of the Committee.
  6. A simple majority of all the members of the Committee shall constitute a quorum for the conduct of business of the Committee.
  7. Any decision/act of the simple majority of the members of the Committee attending the meeting will be considered an act/decision of the Committee.

### **Article 36 – Functions of the Fundraising Committee**

1. The Fundraising Committee shall comprise not less than four members from amongst the Ordinary Members of the Society, who are appointed by the Council.
2. The Chairman of the Committee shall be appointed by the Council from amongst the members of the Council.
3. All members of the Committee, including its Chairman, shall hold office for two years commencing on the date of his appointment. All members may be reappointed to the Committee.
4. The roles and duties Committee shall include but not be confined to the following:
  - a. establish and oversee the fundraising strategies for the Society and ensure that fund raising targets are met so as to meet the Society's financial requirement.
  - b. identify and solicit funds from external sources of support, including the key external stakeholders of the Society;
  - c. monitor fund raising efforts to ensure ethical and cost effective practices are in place, and that donors are appropriately acknowledged;
  - d. Provide leadership in the key outreach efforts of the Society.

5. The Committee shall meet at least twice a year and more frequently if it is deemed necessary by the Chairman or by at least two members of the Committee.
6. A simple majority of all the members of the Committee shall constitute a quorum for the conduct of business of the Committee.
7. Any decision/act of the simple majority of the members of the Committee attending the meeting will be considered an act/decision of the Committee.

**Article 37 - Functions of the Committee for Humanitarian Assistance and International Response (CHAIR):**

1. The CHAIR shall comprise not less than four members from amongst the Ordinary Members of the Society, who are appointed by the Council.
2. The Chairman of the Committee shall be appointed by the Council from amongst the members of the Council.
3. Members of CHAIR should preferably include members who have finance, legal or medical background, as well as relevant international and government experience.
4. All members of the Committee, including its Chairman, shall hold office for two years commencing on the date of his appointment. All members may be reappointed but shall serve no longer than three consecutive full terms of two years each on the Committee.
5. The Committee shall be responsible to the Council to ensure that the use of DREF, HRF and IRF is in congruence with the objectives and purposes of these funds.
6. The Committee shall perform the following duties:
  - a) provide strategic guidance on the administration and management of the SRC DREF, HRF and IRF.
  - b) provide oversight and advice with regards to SRC's overseas humanitarian emergencies response and its operational readiness.
  - c) advice SRC management on SRC Disaster Response Policies and Operations
  - d) provide advice and guidance to SRC to enhance SRC's position as a responsible and contributing member of the international community and ways to enhance its operational readiness.
7. As time is of essence (particularly DREF), a simple majority voting shall constitute a decision of the Committee. Where it is not possible to meet, matters requiring the decision of the Committee may be circulated by emails or text messaging as long as the fidelity of the decision is preserved. Such decisions may be ratified at a subsequent meeting of the Committee, and the decision as well as the relevant considerations leading to or justifying the decision must be duly recorded in the minutes of that meeting.

8. The Committee shall meet four times a year and more frequently if it is deemed necessary by the Chairman or by at least two members of the Committee.

### **Article 38 – Other Committees**

1. The Council may from time to time establish committees, which are not oversight in nature, to assist the Council in the critical operations of the Society. The Council shall retain the power to eliminate or modify the power and authority of these committees.

## **PART VI**

## **FINANCE**

### **Article 39 – Funds**

1. Funds – All funds and properties of the Society shall be subject to control of the Council.

### **Article 40 – Cheques of the Society**

1. Cheques – All cheques issued in the name of the Society shall be signed by the Chairman or by a Vice Chairman, and the Chairman of the Finance and Investment Committee, or in his absence a member of the Finance and Investment Committee save for certain approved designated current account(s) where the signatories are the Secretary General and the Chief Financial Officer or a staff of the Finance Department.

### **Article 41 – Expenditure**

1. The Council and its authorised bodies will only enter into any arrangement involving expenditure of money, according to a structure of expenditure approved by the Council on the advice of the Finance and Investment Committee, whether such expenditure be according to the approved Annual Budget or beyond the Approved Annual Budget.

### **Article 42 - Financial Year**

1. The Financial Year shall coincide with the Calendar Year.

### **Article 43 – Annual Budget**

1. The Secretary General shall draw up the annual work plan of the Society and its annual budget in consultation with the Chief Financial Officer.
2. The annual work plan of the Society and its annual budget shall be submitted to Council for approval through the Finance and Investment Committee.

### **Article 44 – Audit**

1. The annual balance sheet and statement of income and expenditure shall be audited by an auditor or auditors who must be registered as Public Accountant or Accountants under the Accountants Act 2004.

## **PART VII**

### **GENERAL MEETINGS**

### **Article 45 – Annual General Meeting**

1. There shall be an Annual General Meeting of Members of the Society every year to be held not later than six months from the end of the last Financial Year of the Society.

### **Article 46 – Agenda**

1. The Agenda of the Annual General Meeting shall include the following:
  - a. Chairman's Address;
  - b. Approval of the Annual Report;
  - c. Approval of the Audited Statement of Income and Expenditure and the Audited Balance Sheet;
  - d. Election of the office bearers as laid down in this Constitution;
  - e. Announcement of the Council Members appointed by the Chairman
  - f. Appointment of the External Auditor;
  - g. Any other business of which notice has been given at least ten days before the Meeting;

## **Article 47 – Notice of Meeting**

1. Members entitled to attend any General Meeting shall be notified of the date of meeting and the provisional agenda not less than three weeks before the date of the meeting.
2. Any business for inclusion on the final agenda as “any other business” must be submitted to the Secretary General not less than ten days before the date of the meeting.

## **Article 48 – Attendance, Voting and Quorum**

1. The following categories of members may attend General Meetings:
  - a. Honorary Members;
  - b. All Ordinary Members
2. Not less than one fifth of the members entitled to attend General Meetings shall form a quorum.
3. In the event of the required number not being present another meeting shall be called within half an hour when irrespective of the number of eligible members present, the business fixed for the previous meeting shall be considered.

## **Article 49 – Chairman of the General Meeting**

1. The Chairman of the Council shall be Chairman of the General Meetings.

## **Article 50 – Voting**

1. Members shall vote in person and no voting by proxy shall be allowed.
2. Voting at all General Meetings shall be by a show of hands except for the election of the members for the Council, which shall be by ballot.
3. A member may request that voting be by ballot on any particular issue. Such request shall be acceded to if so agreed upon by the majority of those present.
4. Resolutions at General Meetings other than those required under this Constitution shall be decided by a simple majority vote.

## **Article 51 – Extra-Ordinary General Meetings**

1. Extra-Ordinary General Meetings of the Society Meetings shall be convened by the Secretary General as follows:-
  - a. on the instruction of the Council;
  - b. on the instruction of the Chairman of the Society;
  - c. on the written application to the Secretary General of at least fifty members of the Society together with a written statement of the object for which the meeting is declared.
2. The requirement of an Extra-Ordinary General Meeting shall be as those set out in Article 45 to Article 48 of this Constitution.
3. Only the matter for which the Extraordinary General Meeting is called shall be on the Agenda.

## **PART VIII**

### **AMENDMENTS TO THE CONSTITUTION**

## **Article 52 – Amendments**

1. The Council may from time to time and as it thinks fit repeal or amend this Constitution. Such decision must be in accordance with the provisions in Article 26.
2. The Secretary General shall give notice of such proposed amendments to all members of Council at least twenty-one days before a meeting of Council.
3. In matters pertaining to changes in the Constitution, two third of the members of the Council shall constitute a quorum. Matters shall be decided by three quarters of those present and voting.
4. The Council may, if it deems fit, convene an Extra-Ordinary General Meeting for consultation with the members on the proposed amendments.

## **Article 53 – Approval Required from the Director-General of Health**

1. An amendment to this Constitution shall not come into force unless approval is obtained from the Director-General of Health, and shall take effect from the date the Director-General signifies his approval, or from the date specified in the amending resolution, whichever is later.



## **Article 54 – Notification to the Commissioner of Charities**

1. The Commissioner of Charities shall be notified of any proposed amendments to the Constitution, in order to ensure that any such proposed amendments are in keeping with the provisions of the Charities Act and in keeping with the Society's status as an Institute of Public Character.
2. The Commissioner of Charities shall be notified of the list of members of the Council and thereafter of any changes to the composition of the Council.
3. The Commissioner of Charities shall be notified of any decision to dissolve the Singapore Red Cross under Article 56.

## **PART IX**

### **INTERPRETATION**

## **Article 55 - Interpretation of Constitution**

1. This Constitution shall be read subject to the Singapore Red Cross Society Incorporation Act 1973 and the Singapore Red Cross Society Incorporation Amendment Act 1978. In the event of any inconsistency or ambiguity, the aforesaid Acts of Parliament shall prevail.

## **Article 56 – Controversies**

1. Any dispute over the interpretation of the provisions of the Constitution at a General Meeting shall be resolved by a poll of the members present and voting and the views of the majority shall prevail.
2. Any dispute over the interpretation of the provisions of the Constitution at a meeting of any of the Committees or other bodies of the Society shall be determined by the Chairman.
3. Any member aggrieved at the Chairman's determination, within a period of not less than seven days, can lodge an appeal to the Council. Upon notice by the Secretary General that an appeal has been lodged, no action shall be taken pursuant to the Chairman's determination. The Council shall consider and determine the appeal at its next meeting and the ruling of the Council shall be final.

## **PART X**

### **DISSOLUTION AND GENERAL**

#### **Article 57 – Dissolution**

1. The Singapore Red Cross Society may only be dissolved by law or by a decision of a general meeting with a quorum of four fifths of its members and by a majority of nine tenths of the members present and voting.

#### **Article 58 – Surplus / Assets**

1. In the event of the Society being dissolved the property of the Society shall, after all debts and liabilities of the Society have been paid, be donated to such other organisations or Institutions of Public Character with similar objects registered under the Charities Act as the General Meeting shall by a majority decide.

#### **Article 59 – Payment of Fines**

1. The funds of the Society shall not be used to pay fines, or legal fees, of members who have been convicted in court, except where such convictions are the result of actions done in performance of duties for the Society.

## **PART XI**

### **TRANSITION**

#### **Article 60 – General**

1. The Constitution shall take effect from the 23<sup>rd</sup> June 2025.

#### **Article 61 – Office Bearers**

1. All existing office bearers elected or appointed prior to this Constitution shall cease to hold office on 23<sup>rd</sup> June 2025 and new office bearers shall be elected for this Constitution at the Annual General Meeting of the Society on 23<sup>rd</sup> June 2025.