CONSTITUTION OF RSVP SINGAPORE
RSVP Singapore
The Organisation of Senior Volunteers

PREAMBLE

"RSVP Singapore The Organisation of Senior Volunteers" is established with the main objective of engaging seniors who are increasing in numbers, in order to share their experience and talents in serving the community. Through volunteerism they age actively, with a purpose fulfilled.

ARTICLE 1: NAME

This Society shall be known as "RSVP Singapore The Organisation of Senior Volunteers" hereinafter referred to as the "Society".

ARTICLE 2: PLACE OF BUSINESS

Its place of business shall be at "9 Bishan Place #09-03, Junction 8 Shopping Centre, Singapore 579837" or such other address as may subsequently be decided upon by the Board and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises, which have the prior written approval from the relevant authorities, where necessary.

ARTICLE 3: OBJECTS

3.1 The Society shall provide community services to help the young, elderly, needy and the disadvantaged by carrying out such activities in order to:

a) motivate senior citizens in Singapore to share, use and improve their talents and to encourage them to participate in community service;

b) bring together senior citizens who wish to volunteer their services;

c) encourage and train senior citizens to contribute their services;

d) look for and ascertain areas which require the services of senior citizens; and

e) co-ordinate, direct and match the services required with senior citizens available to perform the services, and make all such activities carried out by the Society enjoyable.

3.2 the Society shall have the power, whether in its own name or in the name of its trustees, to acquire and dispose of any shares, stocks, debentures, bonds or securities issued or guaranteed by any company incorporated or carrying on business in Singapore or elsewhere or by any government, public body or authority supreme, municipal, local or otherwise whether in Singapore or elsewhere.

ARTICLE 4: TYPES OF MEMBERS, QUALIFICATION AND RIGHTS

4.1 Ordinary and Associate Memberships are open to all Singapore citizens and Permanent Residents. Non-citizens and non-Permanent Residents, may apply to be Affiliate Members.

4.2 There shall be the following categories of membership:

a) Ordinary Membership: Ordinary Members shall be persons who are fifty years of age and above. Ordinary members have an obligation to serve actively in voluntary assignments as determined by the Board from time to time. Ordinary Members shall have the right to vote. The member may hold office in the Society after a period of one year of active membership .

b) Associate Membership: Associate Members shall be persons who are below the age of fifty. Associate Members shall not have the right to vote and, subject to Article 4.2 (ba), to hold office in the Society. An Associate Member automatically becomes an Ordinary Member at age fifty.

ba) Notwithstanding Article 4.2(b), the Board may, in its discretion, permit an Associate Member to be appointed as a member of the Board subject to the following conditions:

I. the Associate Member is above 40 but below 50 years old at the time of appointment;
II. the Nominations Committee has assessed the Associate Member and recommended the Associate Member to the Board for appointment; and
III. the total number of Associate Members on the Board, including the Associate Member whose appointment is being proposed, shall not exceed one-third of the total number of Board members at any time.

c) Honorary Membership: The Board of Directors shall confer Honorary Membership to persons who have contributed or rendered exceptional services to the Society and/or to the community. Honorary Members shall not have the right to vote or the right to hold office in the society.

d) Affiliate Membership: Affiliate Members shall be persons residing in Singapore who are non-Citizens or non-Permanent Residents. Affiliate Members shall not have the right to vote and to hold office in the Society.

4.3 Each member having the right to vote pursuant to this Constitution shall be entitled to one vote at any General Meeting of the Society.

4.4 Each person shall be allowed to hold only one type of membership in the Society at any one time.

ARTICLE 5: APPLICATION FOR MEMBERSHIP

5.1 A person wishing to join the Society shall submit his/her particulars on a prescribed form.

5.2 On approval of membership by the Management, the new member shall be given relevant RSVP materials during the orientation or training session.

ARTICLE 6: ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

6.1 There will be no annual fee payable. All new members are required to pay a one-time administrative fee to join as member. The amount shall be determined by the Board from time to time.

ARTICLE 7: SUPREME AUTHORITY AND GENERAL MEETINGS

7.1 The supreme authority of the Society is vested in a General Meeting of the members presided over by the Chairman.

7.2 An Annual General Meeting shall be held within 6 months after the end of the financial year.

7.3 At other times, an Extraordinary General Meeting shall be called by the Chairman on the request in writing of not less than 25% of the total voting membership or 30 voting members, whichever is the lesser, and may be called at any time by order of the Board of Directors. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within 2 months from receiving this request to convene the Extraordinary General Meeting.

7.4 If the Board does not within 2 months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 10 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's website.

7.5 At least 2 weeks' notice shall be given for holding an Annual General Meeting and at least 10 days' notice for holding an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting together with the agenda shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the society's website 4 days in advance of the meeting.

7.6 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed in all General Meetings.

7.7 The following points will be considered at the Annual General Meeting.

a. The previous financial year's accounts and annual report of the Board of Directors;

b. Where applicable, the election of office-bearers for the following term;

c. Other points for consideration.

7.8 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the Secretary 7 days before the meeting is due to be held.

7.9 At least 25% of the total voting membership or 30 voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

7.10 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any provision of the existing Constitution.

ARTICLE 8: MANAGEMENT AND BOARD

8.1 THE BOARD

a) The administration of the Society shall be entrusted to a Board of Directors consisting of at least 3 members and a maximum of 15 members, 10 of whom are elected at alternate Annual General Meetings.

b) The immediate Past Chairman shall continue to serve as an advisor to the Board, without voting rights, for another term. However, if the immediate Past Chairman is re-elected as a member of the Board in accordance with the Constitution, he or she shall not be required to serve as an advisor as provided above but shall continue to serve as a member of Board in accordance with the Constitution.

c) The Board shall then co-opt not more than 5 members to the Board. The co-opted Board member can be exempted from the one-year membership requirement.

d) Paid staff may become Board Members. Such members shall not comprise more than one-third of the Board and such members shall not chair the Board.

e) All Board Members, however appointed, are entitled to one vote in the Board of Directors. The Board shall have the power to remove the Board member who is appointed by the Board before the expiration of his period of office and may appoint another person in his stead.

8.2 ELECTION OF BOARD MEMBERS

a) Names of the proposed candidates shall be proposed and seconded before the Annual General Meeting (AGM) in the manner prescribed and presented by the Nomination Committee. There shall be no nominations from the floor at the AGM. Election will follow on a simple majority vote of the members. All Board members may serve on the Board for a maximum of five consecutive terms of office. The Honorary Treasurer who has served two consecutive terms of office shall be eligible for re-appointment after a lapse of at least one term. The term of office of the Board is two years. For the avoidance of doubt, the terms of all Board members and committees, in particular, Board members co-opted under Article 9.1(c) and 9.1(e) shall expire with the term of office of the Board by which they were co-opted or appointed.

b) Nominees, Proposers and Seconders shall be paid Ordinary members.

c) Nominated candidates shall be persons of good character, shall be a member participating actively in at least one of the Society's activities for the preceding 12 months.

d) The Board shall meet within one week of being elected to the Board at the Annual General Meeting. The elected member with the highest number of votes shall call for the first meeting of the Board Members. If no election was held, Board Members present shall amongst themselves elect a Board Member to chair the first meeting. He/she shall chair the Board meeting until the Chairman is elected in the following manner:

Step One:
Each elected Board Member shall be allowed to nominate one member only to the post of Chairman. If only one person is nominated to the post, he/she shall become Chairman. The nominees (a maximum of three) with the highest number of nominated votes shall be considered for the post of Chairman.

Step Two:
Each elected Board Member shall be allowed one vote and allowed to vote for one nominated person. The person with the highest number of votes shall become Chairman.

e) When the Chairman has been elected, he/she shall then take on the role of chairing the meeting. Procedures or steps to nominate and elect Board Members to the remaining positions shall follow the ones to nominate and elect the Chairman.

f) Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.

8.3 MEETINGS

a) A Board meeting shall be held at least once in three months after giving seven days' notice to members of the Board. The Chairman may call a Board meeting at any time by giving five days' notice. A majority of the Board Members must be present for its proceedings to be valid. Any resolution by the Board must be approved by a majority of Board members.

b) Any member of the board absenting himself/herself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Board and a successor may be co-opted by the Board of Directors to serve until the next Annual General Meeting. Any change in the Board shall be notified to the Registrar of Societies and Commissioner of Charities within two weeks of the change.

8.4 CONFLICT OF INTEREST

a) Any member of the Board who is directly or indirectly interested in any contract or other matters to be entered into by the Society, shall, as soon as it becomes practical, disclose the fact. He/She shall not be present or otherwise participate at the meeting during the time when the contract or matter is being considered.

8.5 DUTIES

a) The duty of the Board is to govern and manage the activities of the Society. The Board shall initiate, determine and develop policies and form relevant committees to carry out approved projects and programmes of the Society. The Board shall employ professionals and office staff and determine their terms of employment.

b) The Board shall accept donations, contributions and grants from the government, corporations, institutions and the general public on behalf of the Society to carry out the Society's activities. The Board of Directors has power to authorise the expenditure of a sum not exceeding $50,000 per month excluding expenses incurred for the running expenses of the office from the Society's funds for the Society's purposes.

c) The Board shall approve an annual budget appropriate for the Society's corporate and programme plans and monitor monthly its budget expenditure to prevent or minimise operating deficits.

d) The Society shall not provide any loans, donations, grants or financial assistance, which are not part of core charitable programmes.

e) The Board may formulate bye-laws for carrying out the day-to-day administration of the Society. The by-laws shall not be in conflict with the provisions of the Society's constitution.

f) The Board of Directors shall have the authority to appoint an investment committee to supervise the investment of reserves, if any, subject to the terms of reference given by the Board of Directors.

g) The Board shall not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meeting.

8.6 **CODE OF CONDUCT**

a) The Board of Directors has established a code of conduct that shall regulate Board members' conduct. Breach of any one or more of the terms in the Code of Conduct and/or egregious conduct may result in the dismissal of the members involved from the Board by a majority of members present at the Board meeting.

ARTICLE 9: NOMINATIONS COMMITTEE

9.1 The Nominations Committee shall comprise 3 Board Members appointed by the Board for the tenure of the Board. The Board shall decide who shall become Chairperson.

9.2 The Nominations Committee shall recommend Board appointments, review independence of Board Members, size, structure and composition of Board. The Committee shall ensure that Board Members possess suitable personal attributes and core competencies required of the Board.

9.3 The Nominations Committee shall inform all members of the Society at least two months before the Annual General Meeting that nominations to the positions are open.

9.4 Nominations of persons to the Board shall be on a prescribed form. Persons who meet the requirements spelt out on the prescribed form will have his/her nomination accepted. They shall be submitted to Chairperson, Nominations Committee not later than four weeks (28 days including holidays) before the Annual General Meeting. The Nominations Committee shall have the authority and sole discretion to refuse a nomination to run for election to the Board.

9.5 The Nominations Committee shall present the Slate of Candidates to the Annual General Meeting and the Committee shall conduct the election.

ARTICLE 10: AUDIT COMMITTEE

10.1 The Audit Committee shall comprise 1 or more members appointed by the Board. The Board shall decide who shall become Chairperson.

10.2 The Audit Committee shall ensure periodic internal audits or checks/reviews on controls, processes, key programmes and events.

ARTICLE 11: DUTIES OF OFFICE-BEARERS

11.1 The Chairman shall chair all General, Board and Executive Committee meetings. He/She or his/her authorised representative shall represent the Society in its dealings with outside persons.

11.2 The First Vice-Chairman shall assist the Chairman and deputise for him/her in his/her absence. The Second Vice-Chairman shall assist the Chairman and deputise for him/her in his absence and in the absence of the First Vice-Chairman. The First Vice-Chairman shall become the Chairman, should the Chairman be not able to carry out his duties due to unforeseen circumstances. Similarly, the Second Vice-Chairman shall become the First Vice-Chairman under similar circumstances, or if the First Vice-Chairman becomes the Chairman.

11.3 The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He/She shall keep minutes of all General and Board meetings. He/She shall maintain an up-to-date Register of Members at all times. He/She shall be responsible for sending out any notice or communication to members. Any communication sent by post is taken to be sent on the date of postage. The date of receipt is one day after the postage date. For public holiday after postage date, one day should be added to obtain date of receipt.

11.4 The Treasurer shall oversee all funds and the collection and disbursement of all moneys on behalf of the Society. He/She shall ensure that an account of all monetary transactions is kept and shall be responsible for their correctness. He/She is authorised to expend up to $10,000 per month for petty cash on behalf of the Society. He/She will ensure that not more than $1,000 in the form of cash is kept by Finance and money in excess of this will be deposited in a bank. Withdrawals from the bank will be approved by the Honorary Treasurer or the Assistant Honorary Treasurer and any one of the following: The Chairman, the Honorary Secretary and the First Vice-Chairman. The Assistant Honorary Treasurer shall assist the Honorary Treasurer and deputise for him/her in his absence.

11.5 Ordinary Board Members shall assist in the general administration of the Society and perform duties assigned by the Board of Directors from time to time.

ARTICLE 12: AUDIT AND FINANCIAL YEAR

12.1 A firm of Certified Public Accountants shall be appointed as Auditors at an Annual General Meeting for a term of two years and shall be eligible for reappointment.

a) They shall be required to audit each year's accounts and present a report to the Annual General Meeting;

b) They may be required by the Chairman to audit the Society's accounts for any period within tenure of office at any date and make a report to the Board.

12.2 The financial year shall be from 1st July to 30th June.

ARTICLE 13: TRUSTEES

13.1 If the Society acquires an immovable property, the Board of Directors shall apply to the Public Trustee of Singapore to act as the Trustee of the Society. The immovable property shall vest in the Public Trustee. Any transaction by the Public Trustee with regard to the immovable property shall be in accordance with : -

a) The instructions and approval of a General Meeting held to deal with such transactions and

b) The rules and regulations under which the Public Trustee operates.

13.2 If the Public Trustee of Singapore does not agree to be the Trustee of the Society, then the Chairman and Honorary Treasurer for the time being together shall act as the Trustees of the Society. The immovable property shall vest in the Chairman and Honorary Treasurer for the time being. Any transaction by the Trustees shall be in accordance with the instructions and approval of a General Meeting held to deal with such transactions.

13.3 The particulars of such immovable property, the name of the trustee or trustees and any subsequent change shall be notified to the Registrar of Societies and Commissioner of Charities or his successor.

13.4 Notice of any proposal to remove a trustee from his or her Trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Society's premises at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall be then notified to the Registrar of Societies and Commissioner of Charities.

ARTICLE 14: VISITORS AND GUESTS

14.1 Visitors and guests may be admitted into the premises of the Society but they shall not be admitted into the privileges of the Society unless expressly allowed by the Society.

ARTICLE 15: PROHIBITIONS

15.1 Gambling of any kind, excluding the promotion or conduct of a private lottery, which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

15.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.

15.3 The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

15.4 The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members, which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service, which adversely affect consumer interest.

15.5 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

15.6 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Board or members unless with the prior approval of the relevant authorities.

15.7 The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities as required.

15.8 The Society shall not be involved in money laundering and shall comply with all the relevant legislation and guidelines issued by the authorities relating to anti-money laundering activities.

ARTICLE 16: AMENDMENTS TO CONSTITUTION

16.1 No alteration or addition/deletion to this Constitution shall be made except at a general meeting and with the consent of two-thirds of the voting members present at the General Meeting and they shall not come

into force without the prior sanction of the Registrar of Societies and Commissioner of Charities.

ARTICLE 17: INTERPRETATION

17.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Board shall have power to use its own discretion. The decision of the Board shall be final unless it is reversed at a General Meeting of members.

ARTICLE 18: DISPUTES

18.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

ARTICLE 19: CESSATION

19.1 In the event that the Society ceases to be a registered charity under the Charities Act, all debts, liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be contributed to other institutions of a public character with similar objectives in Singapore which are registered under the Charities Act, as the members of the Society may determine at the General Meeting, unless otherwise allowed by the Commissioner of Charities.

ARTICLE 20: DISSOLUTION

20.1 The Society shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of the Society for the time being resident in Singapore expresses, either in person or by proxy, at a general meeting convened for the purpose.

20.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and any remaining funds and assets will be distributed to other Institution or Institutions of a Public Character with similar objectives, that are registered under the Charities Act.

20.3 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies and Commissioner of Charities.

_____ End _____