

AWARE Byelaws passed by the Board on 6 May 2011

Preamble

- A. Whereas Article 26 of the Constitution empowers the Board to make such bye-laws and regulations as it deems fit, for the implementation of the rules in the Constitutions or the administration of AWARE,
- B. Whereas the Board has, acting in the discretion granted to it by the Constitution, deemed it to be in the best interests of AWARE and the Members for the conduct of AWARE and the Members to be governed by these Bye-Laws.

1. Definitions and Interpretation

(A) Definitions

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

AWARE	The Association of Women for Action and Research.
Applicant	A person who submits an Application.
Application	An application to be a Member; or the renewal of membership by a Member.
Board	The Board of AWARE.
Bye-laws	These bye-laws enacted pursuant to Article 26 of the Constitution.
Constitution	The governing constitution of AWARE, approved by the 23rd Annual General Meeting held on 23 March 2008, subject to the amendments required by the Registry of Societies; approved by the National Council of Social Services on 7 July 2009; and approved by the Registry of Societies (with amendments, all incorporated) by the Registry of Societies on 21 st October 2009; as the same may be amended or varied from time to time.
Disciplinary Committee	The Disciplinary Committee appointed under Bye-law 2.5.
Meeting	An Annual General Meeting or an Extraordinary General Meeting and any valid adjournment thereto.
Member	A member of AWARE.
Membership Committee	The Membership Committee appointed by the Board pursuant to Bye-law 2.5
Notice	A notice of Meeting to Members. The original Notice together with any Supplemental Notices shall be considered one document and be construed in its entirety.
Objectives	The general objectives of AWARE as stated in Article 3 of the

	Constitution, as clarified or elaborated upon by the Board from time to time.
Secretary	The secretary of AWARE.
Supplemental Notice	Has the meaning ascribed to it in Bye-law 3.3.
Website	The official website of AWARE, with current URL (Uniform Resource Locator) at www.aware.org.sg .
working day	A day (other than a Saturday and a Sunday) on which banks generally are open in Singapore for a full range of business.

B. Rules of Interpretation

- 1.2 Unless expressly stated otherwise, for the purposes of these Bye-laws:
- 1.2.1 Any capitalised term used in these Bye-laws but not expressly defined in these Bye-laws shall have the meaning given to such term in the Constitution.
- 1.2.2 Any information sent by email or via a website or any online portal shall be deemed to be sent in accordance with section 15 of the Electronic Transactions Act (Cap 88).
- 1.2.3 Any notice sent by post to a Member's last known address according to the records of AWARE shall be deemed good notice. If a Member consents to receiving notice by email, any notice sent by email to a Member at her last known email address according to the records of AWARE, shall be deemed good notice.
- 1.2.4 In the event and to the extent of any inconsistency between these Bye-Laws and the Constitution, the latter shall prevail. If any provision or part of these Bye-Laws is held to be unenforceable and/or inconsistent with the Constitution and is accordingly struck out, the remaining Bye-Laws will remain in effect to the maximum extent permissible under all applicable laws.
- 1.2.5 Any reference in statutory provision shall include that statutory provision and any regulation made in pursuance thereof as from time to time modified or re-enacted, whether before on or after the date of these Bye-laws, so far as such modification or re-enactment applies or is capable of applying to any act under these Bye-laws.
- 1.2.6 The headings and titles in these Bye-laws are inserted for convenience only and shall be ignored in its construction. Unless the context otherwise requires, words (including words defined in these Bye-laws) denoting the singular number only shall include the plural and *vice versa*. The words "**written**" and "**in writing**" include any means of visible reproduction.
- 1.2.7 Except to the extent that the context otherwise requires, any reference to "**these Bye-laws**" includes these Bye-laws and any attachment, schedule, annexures or appendixes thereto as from time to time amended, modified or supplemented.
- 1.2.8 A reference to the feminine gender includes the masculine gender unless otherwise expressly stated.
- 1.2.9 The words "**include**", "**includes**" and "**including**" are not limiting.

- 1.2.10 The words “**or**”, “**other**” and “**otherwise**” shall be construed disjunctively and not as implying similarity (unless the word similar or some other word of like meaning is added).
- 1.2.11 References to “**days**” shall mean calendar days, unless the term “**working days**” is used.
- 1.2.12 A reference to any person being required to give an approval, consent or anything analogous to the foregoing shall be deemed to include the requirement that such approval, consent or analogous action be in writing.

2. Membership

(A) Types of Membership and Membership Fees

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

Individual Memberships
 Ordinary Membership
 Female Associate Membership
 Male Associate Membership
 Life Membership
 Honorary Life Membership

- 2.2 For the avoidance of doubt, all Members are also Ordinary Members with all the rights and obligations attending thereto (as stated in Article 6A of the Constitution), save for the following categories of Members:

Female Associate Members; and
 Male Associate Members; and
 Friends of Aware.

- 2.3 Life Members are Ordinary Members who have paid the one-time life membership fees to convert their membership to a life-time membership without further payment of membership fees.

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

<i>Type of Membership</i>	<i>Membership Fees</i>
Ordinary Membership	<i>\$40 annually</i>
Female Associate Membership	<i>\$40 annually</i>
Male Associate Membership	<i>\$40 annually</i>
Life Membership	<i>\$400 one time conversion fee</i>
Honorary Life Membership	<i>Free</i>

The fees for full time students below 25 years of age who qualify for Ordinary and Associate (Male or Female) Membership is \$5 annually.

The membership fees shall be published on the Website.

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

(B) Membership Committee

- 2.5 The Board may delegate all or some of its duties and responsibilities in relation to membership applications and membership disciplinary and termination matters set out below to a Membership Committee and / or a Disciplinary Committee, save that the ultimate decision to reject a membership application on the basis that the Applicant does not satisfy Article 5A or to terminate a membership shall be made by the Board.

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

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

(C) Applications for Membership

- 2.6 An Application shall be subject to review by the Board or, if the Board has delegated such duties and responsibilities under Bye-law 2.5 to the Membership Committee, the Membership Committee.

- 2.7 Honorary Life Membership will be conferred by the Board.

- 2.8 An Applicant shall submit an Application made in writing (including in electronic form) and submit the same together with an affirmed Declaration of Values and the requisite membership fees.

- 2.9 Pursuant to the requirements of Article 5A, an Applicant shall affirm and acknowledge her belief in and alignment with the Objectives by agreeing to and affirming the Declaration of Values.

A copy of the current application forms and Declaration of Values is set out in **Appendix A**.

The Board may amend the application forms and Declaration of Values from time to time.

- 2.10 An Application shall be rejected if it is incomplete, illegible or not submitted with the affirmed Declaration of Values and membership fees.

- 2.11 Before an Application is accepted, the Membership Committee and / or the Board may, if it deems necessary, make enquiries of the Applicant, including conducting interviews in person or by any other means, so as to determine whether:

- (a) the Applicant believes in and is aligned with the Objectives; and
- (b) the Applicant is aware of, understands and subscribes to the Declaration of Values.

- 2.12 Where the Board rejects an Application, the Applicant will be informed by the Board in writing within the later of 6 months of receipt of the Application or of the date of the interview (where applicable); and any membership fees received will, unless the Applicant instructs otherwise, be returned at the Applicant's risk to the Applicant's last known address.
- 2.13 Memberships are deemed to be granted or renewed only upon the President or the Executive Director issuing such notice for and on behalf of AWARE.
- 2.14 Notwithstanding Bye-law 2.12, to minimise costs incurred for Meetings and to ensure smooth Meetings, no Application for new membership received by AWARE after the day of the despatch of the Notice shall be approved or rejected by the Board until the day after the Meeting. For the avoidance of doubt, this provision does not apply to renewals of membership.

(D) Resignation

- 2.15 Pursuant to Article 7A of the Constitution, any Member may by written notice to the Secretary resign and terminate her membership. The resignation shall take effect from the receipt of the notice.
- 2.16 The resignation does not affect subsisting obligations of confidentiality and non-disclosure.
- 2.17 A Member who resigns from AWARE is not entitled to any refund of the membership fees paid.

(E) Disciplinary Proceedings and Termination of Membership

- 2.18 The membership of any Member may be terminated in accordance with Article 7B of the Constitution. Accordingly, members may be subject to disciplinary and termination proceedings in accordance with the provisions below.
- 2.19 If the Board receives a complaint (a "**Complaint**") that a Member (the "**Relevant Member**"):
- (a) does not support the Objectives; or
 - (b) has acted in a manner detrimental to the interests and good name of AWARE,
- the Complaint shall be referred to the Membership Committee to conduct an investigation.
- 2.20 The Membership Committee shall have the power by notice served on the Relevant Member to call for such information and documents as the Committee considers necessary to enable it to perform its functions under these Bye-laws. The Relevant Member shall furnish the information or documents within 14 days from the service of the notice.
- 2.21 The Membership Committee shall consider whether or not the Complaint discloses a *prima facie* case and, if it finds that it does not, shall dismiss the Complaint. If the Membership Committee finds that the discloses a *prima facie* case, it may:
- (a) prefer the Complaint to the Disciplinary Committee as a formal complaint;

- (b) with the consent of the Relevant Member, issue an order that the Disciplinary Committee could make under these Bye-laws, if the Complaint was preferred to the Disciplinary Committee; or
 - (c) issue the Relevant Member with a caution; or
 - (d) order that no further action be taken on the Complaint.
- (i) The Membership Committee shall notify the Relevant Member and the Board accordingly. The notice must explain the findings or decisions; explain the extent to which the findings or decisions could be communicated to others.
 - (ii) The Membership Committee shall also report to the Members at the next Annual General Meeting, any consent order it made or any caution issued. Except in so far as the Membership Committee and the Board in their absolute discretion otherwise directs, the report shall (1) state the name of the Relevant Member; and (2) describe the order made, and if made with her consent, state so, but need not include the name of any other person concerned in the Complaint.

2.22 Before taking any decision under Bye-law 2.21, the Membership Committee shall

- (a) give an opportunity for the Relevant Member to make written representations; and
- (b) may, if it thinks fit, give the Relevant Member an opportunity of being heard before the Membership Committee (but shall not be under a duty to do so).

2.23 In deciding whether to prefer a Complaint to the Disciplinary Committee, the Membership Committee may take into account a previous Complaint against the Relevant Member which the Membership Committee had found that a *prima facie* case was disclosed but which no formal Complaint was preferred to the Disciplinary Committee.

2.24 If the Membership Committee prefers a formal Complaint to the Disciplinary Committee, it should inform the Board accordingly and send to the Disciplinary Committee and to the Relevant Member, a summary of the material facts and matters which were considered together with a summary or copy of any representations.

2.25 Upon being informed under Bye-law 2.24, the Board shall appoint at least 1 of its members as a member of the Disciplinary Committee.

2.26 As soon as practicable after the appointment of the Disciplinary Committee, the Disciplinary Committee shall notify the Relevant Member of the terms of the Complaint and the time and place fixed for the hearing. If the Relevant Member does not attend the hearing, then the Disciplinary Committee may hear the formal Complaint presented by the Membership Committee in the Relevant Member's absence.

2.27 The Disciplinary Committee shall hear the formal Complaint and form its opinion accordingly and may:

- (a) dismiss the Complaint;
- (b) reprimand the Relevant Member;
- (c) terminate the membership of the Relevant Member, including a recommendation that no application for her re-admission be entertained or unless certain conditions are fulfilled.

- 2.28 The Relevant Member shall, for the duration of the investigation of the Complaint, be suspended from participating in AWARE's activities and from other rights of membership.
- 2.29 If the Relevant Member disagrees with any order made by the Disciplinary Committee pursuant to Bye-law 2.27(c), she may appeal to a Meeting for reinstatement of her Membership.
- 2.30 An order for termination of membership by the Disciplinary Committee takes effect immediately. The termination does not affect subsisting obligations of confidentiality and non-disclosure, and the Relevant Member is not entitled to any refund of the membership fees paid.
- 2.31 The Disciplinary Committee shall report to the Members at the next Annual General Meeting, any reprimand that it issued or termination of membership it ordered under Bye-law 2.27. Except in so far as the Disciplinary Committee in its absolute discretion otherwise directs, the report shall (1) state the name of the Relevant Member; and (2) describe the order made, and if made with her consent, state so, but need not include the name of any other person concerned in the Complaint.
- 2.32 Notwithstanding anything in these Bye-laws, the Chair of the Board may at any time make such public statements as she thinks fit concerning any Complaint.

(F) Moratorium on Applications

- 2.33 No Applications shall be accepted by the Board for the period starting from the day that a Notice is issued and ending the day after the Meeting for which that Notice was issued has been deemed to be validly held.
- 2.34 Notwithstanding clause 2.33, existing Members may renew their Membership at any time.

3. General Meetings

- 3.1 A Meeting shall be called in accordance with Article 9 and Article 10 of the Constitution and in accordance with the procedures described below to supplement and clarify the general provisions for Meetings set out in Articles 11A to 11I of the Constitution.

(A) Giving of Notices of Meetings

- 3.2 A Notice may be dispatched to Members by post or by email at the last known address provided by the Members.
- 3.3 A Notice may be supplemented or varied by the Board by a further Notice to Members ("**Supplemental Notice**") at any time between the time of dispatch and the time of the Meeting, to, amongst other things, state or change the venue of the meeting or include additional agenda items for Meetings pursuant to Bye-law 3.10.
- 3.4 For the purposes of Article 9C and Article 10B of the Constitution, the mandatory notice period shall be deemed to have commenced from the date when the original Notice was first served or deemed to have been served.

- 3.5 A Notice shall be deemed to be served:
- 3.5.1 If by post, the day which the Notice is posted; and
 - 3.5.2 If by email, in accordance with section 15 of the Electronic Transactions Act (Cap 88).
- 3.6 The Notice shall specify the day and the hour of the Meeting and the agenda to be presented in the Notice.
- 3.7 Notices shall be sent to:
- 3.7.1 every Member whose membership is in force on the date of the Notice, who is not in arrears of fees and who is not at that time undergoing the disciplinary proceedings described above; and
 - 3.7.2 the Auditors of AWARE.

No other person is entitled to receive Notices.

- 3.8 The accidental omission to give Notice of a Meeting to or the non-receipt of notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at the Meeting.

(B) Agenda at a Meeting and Matters Arising

- 3.9 Any Member who wishes to place an item on the agenda of the Meeting may do so provided she gives notice to the Secretary at least 10 days before the Meeting is to be held.
- 3.10 The additional agenda items for Meetings shall be made available to Members one week in advance of the Meeting by the Secretary.

(C) Presence at Meeting

- 3.11 Members may be required to respond to the Secretary at least 7 days before the date appointed for the Meeting to notify her of their intention to attend a Meeting.
- 3.12 Entry into the venue of the Meeting (“**Venue**”) shall be subject to space constraints and safety concerns. Entry will be granted, in order of priority to:
- 3.12.1 Members who have notified the Secretary that they are attending the Meeting; and
 - 3.12.2 By priority of attendance at the Venue on the day of the Meeting.

(D) Proceedings at Meetings

- 3.13 If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting if convened on the requisition of Members shall be dissolved. In any other case, it shall stand adjourned to the same day at a later time as the Board may determine and the same place, save that the Meeting shall have no power to pass any resolution relating to changes in the Constitution.

- 3.14 The President shall preside as Chair at every Meeting, but if at any Meeting she shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to act as Chair, the Members present shall choose any Board Member (as defined in Bye-law 4.2), or if no Board Member be present, or if all the Board present decline to take the chair, one of themselves to be Chair of the Meeting.
- 3.15 The Chair of the Meeting may, with the consent of any Meeting at which a quorum is present, and shall, if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. It shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 3.16 At every Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands by the Members entitled to vote and present in person, unless before or upon the declaration of the result of the show of hands, a poll be demanded by the Meeting. Unless a poll be so demanded, a declaration by the Chair of the Meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the book of proceedings of AWARE shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn.
- 3.17 In the case of an equality of votes whether on a show of hands or on a poll as aforesaid, the Chair shall be entitled to a second or casting vote in addition to the vote or votes to which she may be entitled as a Member.
- 3.18 If a poll is demanded, it shall be taken in such manner and at such time and place as the Chair of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.
- 3.19 If a poll be duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chair may direct and the result of a poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. The Chair may, and if so requested shall, appoint scrutineers and may adjourn the Meeting to some place and time fixed by her for the purpose of declaring the result of the poll.
- 3.20 The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.
- 3.21 No poll shall be demanded on the election of a Chair of a Meeting and a poll demanded on a question of adjournment shall be taken at the Meeting and without adjournment.
- 3.22 If at any Meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not invalidate the result of the voting unless it be pointed out at the same Meeting, and be of sufficient magnitude, in the opinion of the Chair to invalidate the result of the voting.

(E) Votes

- 3.23 Subject to these Bye-laws, every Member who is entitled to vote under the Constitution who is present in person shall have one vote and on a poll every such Member shall have one vote.
- 3.24 A Member shall be entitled to be present or to vote on any question, if at the date and time of the Meeting she satisfies the following criteria:
- 3.24.1 Her identity has been satisfactorily verified by the Membership Committee;
- 3.24.2 She is not in arrears of membership fees; and
- 3.24.3 She is not the subject of on-going disciplinary proceedings.

4. Elections to the Board

- 4.1 These provisions in section 4 shall be supplemental to the provisions of Article 9E and Articles 15A to 15H of the Constitution.
- 4.2 There shall be a Board delegated by the Members with the supreme authority of AWARE, comprising Board members ("**Board Members**") each of whom is elected by majority vote of Members present in and eligible to vote in a Meeting.
- 4.3 The election of Board Members ("**Board Elections**") shall be conducted as follows:
- 4.3.1 There shall be an Elections Committee appointed by the Board who shall be independent of the Board and have oversight of the nominations and election processes for appointment to the Board. The Elections Committee shall comprise of 3 Members.
- 4.3.2 Any person wishing to be elected as Board Member must, at the time that the Board Elections are called, be eligible for such position ("**Candidate**") in accordance with the following criteria:
- 4.3.2.1 Fulfil the eligibility criteria as described in Articles 15A to 15C of the Constitution;
- 4.3.2.2 Be otherwise eligible to vote in accordance with Bye-law 3.24;
- 4.3.2.3 Is not disqualified by reason of the Societies Act, the Charities Act and their subsidiary legislation and any other applicable law or regulation; and
- 4.3.2.4 Has complied with the nomination procedure as described below.

Nomination Procedure

- 4.4 The Board shall, no later than six (6) weeks prior to the date of the Board Elections, appoint an Elections Committee which shall administer the nominations and elections process. The Elections Committee shall be constituted in the manner and have the duties as described in the "Terms of Reference of Elections Committee" attached as Appendix B herein.
- 4.5 The Board shall issue an invitation for nominations of Candidates concurrently with the issue of the Notice of Annual General Meeting. The Notice of Annual General Meeting during an Election AGM (as defined in the Constitution) shall be issued at least six (6) weeks prior to the Annual General Meeting.

- 4.6 All Candidates must submit an elections nomination form ("Form") which requires each Candidate to disclose and/or confirm the following:
 - 4.6.1 Personal details
 - 4.6.2 Prior experience with AWARE experience (e.g. her length of membership, volunteer and office bearer contributions.)
 - 4.6.3 Prior experience with other NGO/voluntary and/or corporate/business/other work experience relevant to governance of AWARE.
 - 4.6.4 Reasons for wanting to serve on the Board and how she sees herself contributing to the Board and to AWARE's interests.
 - 4.6.5 AWARE's standard Declaration of Values (as described at Appendix A).
 - 4.6.6 A confirmation and signature from the Candidate's proposer and seconder. The persons acting as proposer and seconder shall also explain why they are putting the Candidate up for election.
- 4.7 Candidates may obtain a copy of the Form from the AWARE office.
 - 4.7.1 Four (4) weeks prior to the date of the Board Elections, the Candidate must submit her copy of the Form to the Elections Committee, containing legible, true and complete answers to each of the fields within the Form.
 - 4.7.2 Each Form may only be used by one Candidate, although the Candidate may, in her copy of the Form, indicate interest in standing for one or more Board positions.
 - 4.7.3 The Elections Committee may reject any Form if it is submitted later than four (4) weeks prior to the date of the Board Elections or if any field in the Form was not filled in completely, legibly and with full disclosure.
- 4.8 Of all the Candidates whose Forms are accepted by the Elections Committee, the Elections Committee shall review the Candidates and their submitted Forms. The Elections Committee shall, in its discretion and with reference to the Constitution and the Bye-Laws, decide the eligibility of any Candidate to stand for the Board Elections.
 - 4.8.1 If any Candidate is deemed by the Elections Committee to be ineligible to stand, she shall be disqualified from standing.
- 4.9 All Candidates who have been disqualified shall be notified in writing ("Disqualification Notice") no later than three (3) weeks prior to the date of the Board Elections.
 - 4.9.1 Candidates who have received the Disqualification Notice may appeal in writing ("Appeal") to the Board against such disqualification, such appeal to be received by the Board no later than two (2) weeks prior to the date of the Board Elections.
 - 4.9.2 The Board shall review each Appeal and shall, no later than one (1) week prior to the date of the Board Elections, inform in writing each Candidate who submitted an Appeal of the Board's decision.

- 4.10 The Board shall circulate the list of the Candidates eligible to stand for the Board Elections together with the meeting agenda to all Members one (1) week prior to the date of the Board Elections.

Co-opting of Board Members

- 4.11 Following a Board Election, the Board may, pursuant to Article 15G of the Constitution, co-opt Ordinary or Female Associate Members to fill Ordinary Board Members' vacancies or, where it deems necessary, to co-opt up to a total of two additional board members as Ordinary Board Members, subject to the following:

4.11.1 A Member may be co-opted as an Ordinary Board Member ("Co-Opted Board Member") if the Board is of the view that such Member possesses skills or experience which would assist the Board in discharging its duties.

4.11.2 A Co-Opted Board Member shall have all the obligations of and be subject to the provisions regarding an elected Ordinary Board Member as stated in the Constitution and Bye-Laws.

Effective Date

- 5.1 This Bye-law takes effect from 6 May 2011 (the "**Effective Date**"), the date when the Constitution of AWARE was amended to, amongst other things, provide for the management of AWARE to be undertaken by the Board instead of the Executive Committee. It supersedes the Bye Laws passed by the Board on 16 June 2010.

Appendix A

Declaration of Values and Agreement to Objectives

By submitting this application, I confirm that I am joining AWARE because I agree with its objectives, and specifically:

1. I share AWARE's vision of gender equality and support the aim of creating awareness of the mutual rights and responsibilities of women and men.
2. I believe that the well-being of women requires a woman to have full control over her body and her fertility.
3. I agree that AWARE should embrace diversity of race, age, culture and sexuality; promote tolerance and acceptance of diversity; and respect the individual and the choices she makes in life and support her when needed. These, I agree, are values and norms which would improve the quality of life of women and their families and achieve the betterment of Singapore society as a whole.



Terms of Reference for Elections Committee¹

1. Purpose

All Members who are eligible and inclined to stand for election for Board positions are encouraged to do so. The Elections Committee is to administer the nominations and elections process.

2. Duties

The duties of the Committee shall be:

2.1 To manage the nominations process for the appointment of members to the Board, including:

- (i) scrutinising and verifying the nomination forms to ensure compliance with the Constitution and the Bye-laws, including:
 - with regard to each nomination, both nominators and candidate must be members
 - with regard to each nomination, both nominators and candidate must not be in arrears in their membership dues
 - with regard to each nomination, both nominators and candidate must not be the subject of on-going disciplinary proceedings in AWARE
 - all candidates must not be foreign diplomats
 - all candidates for office bearer positions must be Ordinary Members
- (ii) undertaking due diligence in ensuring that the candidates are eligible for nomination as a Board member, and for this purpose may, at its sole discretion, request further information or document from any candidate or nominator;
- (iii) disqualifying any candidate from standing for elections if in the Committee's reasonable opinion, the nomination form was incomplete or contain dishonest or frivolous information;
- (iv) preparing the list of eligible candidates for election to the Board; and

¹ Capitalised terms used in these Terms of Reference shall bear the same meanings ascribed to them in the Constitution of AWARE or the Bye-laws adopted by the Board of AWARE on 16 June 2010.

Association of Women for Action and Research (AWARE)

(Unique Entity Number: S85SS089B)

Terms of Reference of Elections Committee

- (v) ensuring that sufficient biographical data is received from candidates to assist voting members in determining suitability of each candidate for the Board positions for which they are nominated.
- (vi) strive to receive from the members, candidates for positions on the Board who have characteristics appropriate to the governance role enabling them to govern, not manage, AWARE. These characteristics include:
 - committed to the objectives of AWARE and the Declaration of Values
 - subject to the objectives of AWARE and the Declaration of Values, recognition that they represent a membership of diverse people and are willing to make best efforts at understanding that diversity
 - able to contribute intellectually to debate on issues but with due respect for the diverse viewpoints and opinions of others
 - are visionaries, able to take a long-term view and see the big picture
 - interested in and able to discuss the values underlying the actions taken and to govern through the broader formulations of these values
 - willing and committed to honouring Board decisions once they are made
 - understand the distinction between their personal views (be it based on or related to religious or philosophical beliefs, political or other affiliations, cultural, economic or social background or otherwise) and their obligations to speak for AWARE as a representative of the membership
 - committed not to make judgements without considering previously-stated or considered policy or positions]

2.2 To administer the election process including:

- (i) if deemed necessary by the Committee, issuing guidelines to candidates about fair practices with regard to campaigning for elections, hustings and other relevant matters;
- (ii) the preparation of a ballot containing the names of all candidates;
- (iii) the preparation of an accurate and up-to-date list of eligible voters in accordance with the Constitution and Bye-laws;
- (iv) ensuring that, as the Board shall comprise 7 members:
 - at most one Ordinary Committee Member may be an Female Associate Member
 - at least 4 members of the Board shall be Singapore citizens,

Association of Women for Action and Research (AWARE)

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Terms of Reference of Elections Committee

- (v) ensuring that the ballots are distributed, received and counted;
- (vi) ensuring that the vote tallies are reported to the President. In the event of a tie, the candidate will draw lots in the presence of the Committee, and the result of the draw shall be reported to the President; and
- (vii) ensuring that the ballot papers are kept in a safe place for a period of 3 months, after which they are destroyed.

3. Membership to Committee

- 3.1 Members of the Committee shall be appointed by the Board. The Committee shall comprise 3 members.
- 3.2 The Committee shall be independent of the Board, in that a majority of the Committee shall not be members of the Board, and its Chair shall not be a member of the Board.
- 3.3 A member who wishes to retire or resign from the Committee shall notify the Board in writing, giving at least one-month's notice.
- 3.4 The office of a member shall become vacant upon:
 - (i) her death;
 - (ii) her resignation in accordance with **Paragraph 3.3**;
 - (iii) her ceasing to be a Member, for whatever reason; or
 - (iv) if she was appointed as a Committee member by reason of her being a Board member, upon her ceasing to be a Board member, for whatever reason.
- 3.5 If for any reason, the total number of members shall fall below 3, the Board shall within 3 months of such occurrence, appoint such number of new members so that the total number of members is 3.
- 3.6 The continuing members may continue to act notwithstanding any vacancy in their body, even if their number shall fall below 3 as provided in **Paragraph 3.5**.

4. Administration

4.1 Meetings

- (i) The members may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (ii) The quorum necessary for the transaction of the business of the members may be fixed by the members, and unless so fixed shall be 2.

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- (iii) If a Chair has not been appointed by the Board, the members may elect a Chair of their meetings and determine the period for which she is to hold office; but if no such Chair is elected, or if at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.
- (iv) The committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
- (v) A member may at any time summon a meeting of the members. Notice of every meeting shall be sent to each member. The notice of each meeting, confirming the venue, date and time and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the Committee at least 3 working days prior to the date of the meeting.
- (vi) Subject to these Terms of Reference, questions arising at any meeting of members shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the members.
- (vii) If a member is in a position of conflict in relation to any matter before the Committee, she shall declare that fact and the nature, character and extent of her interests or conflict. That member shall not take part in the discussion of or deliberation on the matter, nor shall she be entitled vote on it. However, she shall be taken into account in ascertaining whether a quorum is present.
- (viii) All acts done in good faith by any meeting of the Committee, or by any Committee member, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member.
- (ix) A resolution in writing signed by a majority of the members shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of a single document or several documents all in the like form, each signed by one or more of the members.
- (x) Meetings of the Committee may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chair shall be conclusive of any meeting conducted as aforesaid.
- (xi) Minutes of all meetings shall be confirmed by the Chair of the meeting and circulated to all the members of the Committee and to the Board.

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5. Disqualification of Candidate

- 5.1 If a candidate is disqualified by the Committee from standing for elections, the Committee shall notify the candidate and the Board simultaneously and as soon as possible, and in any event, within 7 days of receipt of the nomination. The notification to the candidate shall inform the candidate the right of appeal as set out in **paragraph 5.2**.
- 5.2 The candidate has the right of appeal to the Board against the decision of the Committee within 7 days, failing which, the decision of the Committee shall be final.
- 5.3 The appeal by the candidate shall be considered and decided upon by the Board within 7 days of receipt of the appeal.

6. Amendments

- 6.1 Any member may initiate amendments to these Terms of Reference when the need arises due to changes in the relevant rules or when there are changes in the structure, organisation and/or operations of AWARE which affect the matters set out in these Terms of Reference.
- 6.2 Amendments to the Terms of Reference shall be submitted to the Committee for consideration and tabled at a Board meeting for approval.