



CONSTITUTION

With amendments approved by the 27th
Annual General Meeting on 26 May 2012

Name

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

Place of Business

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

General Objectives

- 3 The general objectives of AWARE shall be:
 - (a) to promote the participation of women in all areas, create an awareness of the contribution women make to society and further develop their potential through amongst other things, education, learning and training opportunities;
 - (b) to promote gender equality by, amongst other things, educating the public on issues relating to gender, equipping women and men to deal with various forms of discrimination and creating awareness of their mutual rights and responsibilities;
 - (c) to promote the well-being of women by, amongst other things, providing emotional psychological or legal support; and
 - (d) to promote 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.

Functions

- 4 In furtherance of the above objectives, AWARE may, with the approval of relevant authorities, where necessary, amongst other things:
 - (a) identify and undertake research in any issue affecting women and families;
 - (b) obtain information relevant to issues affecting women and families and to disseminate such information to members, the general public and policy makers;
 - (c) produce such publications as may be necessary to fulfil AWARE's general objectives;
 - (d) hold exhibitions, film shows, concerts, plays, forums, seminars, workshops, courses and other such activities in keeping with AWARE's general objectives;

- (e) provide social services to women in need;
- (f) provide opportunities for women and men to discuss their roles and responsibilities.

Membership and subscriptions

- 5A Any person who believes in the objectives of AWARE and who satisfies the membership criteria in Articles 5B and 5C may become a member of AWARE.
- 5B Membership shall be open to all persons aged 15 and above. Persons between 15 to 18 years of age who wish to apply for membership must obtain written parental consent.
- 5C Membership shall be divided into the following membership categories:
- (a) **Ordinary Membership** (renewable annually) which shall be open to women above 18 years of age who are Singapore citizens or permanent residents;
 - (b) **Female Associate Membership** (renewable annually) which shall be open to the following categories of persons:
 - Women between 15 and 18 years of age who are Singapore citizens or permanent residents;
 - Women above 15 years of age who are not Singapore citizens or permanent residents;
 - (c) **Male Associate Membership** (renewable annually) which shall be open to the following categories of persons:
 - All men above 15 years of age.
 - (d) **Life Membership** which shall be open to members who have been Ordinary Members for a total of at least 10 years and who elect to convert their annual Ordinary Membership to a lifetime membership by the payment of a one-time life membership fee;
 - (e) **Honorary Life Membership** may be conferred upon a person eligible to be a Ordinary Member at the discretion of the Board.
- 5D All membership fees shall be determined by the Board and shall be stated in the Bye Laws.
- 5E The Board may waive or reduce membership fees for any member or category of members.

Rights of Members

- 6A Ordinary Members are entitled to:
- (a) attend General Meetings;

- (b) vote at General Meetings; and
 - (c) stand for office.
- 6B Female Associate Members shall enjoy all the privileges of Ordinary Members, except that Female Associate Members shall not be entitled to stand for office. For the avoidance of doubt, Female Associate Members are entitled to be elected as Ordinary Board Members, subject to Article 15C.
- 6C Male Associate Members shall be entitled to attend General Meetings but shall not be entitled to:
 - (a) vote at General Meetings; nor
 - (b) stand for election whether for office or Ordinary Board Membership.
- 6D Life Members and Honorary Life Members shall have all the rights and privileges of Ordinary Members, except that (subject to Articles 7A – 7C) their membership is for life. For the avoidance of ambiguity, Articles 15A – 15C are applicable to Life Members and Honorary Life Members.

Resignation and termination of membership

- 7A Any member, including Life Members and Honorary Life Members, may by notice in writing addressed to the Secretary resign and terminate her membership.
- 7B The Board may by notice in writing terminate the membership of any member, including Life Members and Honorary Life Members, :
 - (a) who, in its opinion, :
 - (i) does not support the Objectives of AWARE; or
 - (ii) has acted in a manner detrimental to the interests and good name of AWARE;
 - (b) whose subscriptions are more than 3 months in arrears and reasonable notice of default has been given to such member.

Provided that in the event of termination on the basis of (a) above, the Member has been given prior notice of the intended termination and an opportunity to reply to the allegations, either in writing or orally, as the Board may determine.

- 7C The member whose membership is terminated shall be entitled to appeal to the General Meeting of members. The decision of the General Meeting shall be final and binding.

Friends of AWARE

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

Annual General Meeting (AGM)

- 9A The supreme authority of AWARE is vested in a General Meeting of the members.
- 9B The AGM must be held once a year before the end of March or such other date as the Board may decide.
- 9C At least three weeks' notice should be given for Annual General Meetings.
- 9D The following points shall be considered at the AGM:
 - (a) Minutes of the previous AGM;
 - (b) Accounts of the previous financial year;
 - (c) The Annual Report including reports by committees;
 - (d) Where applicable, the election of Board members and Honorary Auditors for the following term.
- 9E Members to the Board are elected at the AGM for a term of two years. In the event of vacancy on the Board in a non-election year, the General Meeting may elect Board Members whose term shall expire at the next Election AGM.

Extraordinary General Meetings (EGMs)

- 10A EGMs may be called by the President at anytime:
 - (a) by order of the Board;
 - (b) upon request, by at least 25% of the total membership or twenty-five members, whichever is the lesser. The request must state the objects of the meeting and must be signed by the requisitioning Members and deposited at AWARE's place of business. Upon receipt of the requisition, the President must, within fourteen (14) days, call for an EGM and the Secretary must send out notice of meeting, together with the objects of the meeting as specified in the requisition, not later than fourteen (14) days before the meeting. If the President does not convene the EGM within the said fourteen (14) days, the Members

requisitioning the meeting may convene the meeting. The meeting must not be held later than two (2) months after the requisition.

10B At least two weeks' notice should be given for EGMs.

General Meetings – General Provisions

11A Any member who wishes to place an item on the agenda of the general meeting may do so provided she gives notice to the Secretary at least 10 days before the meeting is to be held.

11B The agenda for meetings shall be made available to members one week in advance of the meeting by the Secretary.

11C Ordinary and Female Associate Members are entitled to one vote each. The right to vote can only be exercised by Ordinary Members and Female Associate Members whose membership fees are fully paid up at the time of the meeting.

11D Male Associate Members and Friends of AWARE have no voting rights at General Meetings.

11E At least one tenth of the total voting membership of AWARE or 30 members present at a general meeting, whichever is greater, shall form a quorum.

11F In the event of there being no quorum at an AGM, the meeting shall be adjourned to the same day at a later time at the same place 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 pass any resolution relating to changes in the Constitution.

11G At EGMs, if there is no quorum, the EGM will not be adjourned but be recorded as aborted owing to lack of support.

11H At all General Meetings, a resolution will be passed by a simple majority unless the meeting decides otherwise. If there is a tie, the President will have a casting vote.

11I Unless the meeting decides otherwise, all voting will be by show of hands.

The Board

15A Only persons who have been Ordinary or Female Associate Members for a total of at least 2 years are eligible to stand for election to the Board.

15B Only Ordinary Members may be elected as Office Bearers.

15C Ordinary Members and Female Associate Members may be elected as Ordinary Board Members, provided that the total number of Female Associate Members at any one time on the Board shall not exceed 25% of the Board.

15D The Board shall be elected at alternate annual general meetings ("**Election AGM**") and comprise of:

Office Bearers:
President
1st Vice-President
2nd Vice-President
Secretary
Treasurer
Vice-Treasurer

Ordinary Board Members:
3 Ordinary Board Members

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

- 15E Each immediate Past President (IPP) shall serve on the Board for one year and shall have the right to vote at Board Meetings.
- 15F Names for each of the positions set out in Article 15C shall be proposed and seconded at each Election AGM. An election shall follow on a simple majority vote of the members.
- 15G The Board has the power to 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 provided that the total number of Female Associate Members at any time on the Board shall not exceed 25% of the Board (inclusive of IPP and co-opted members). Co-opted members shall have the rights and responsibilities as decided by the Board, including the right to vote.
- 15H (a) In the event that the position of the President falls vacant for any reason, the Board shall appoint one of the Vice-Presidents to be the President until the next Election AGM. In the event that neither of the Vice-Presidents is able to accept the President's position, the Board shall appoint a Board Member to fill that vacancy until the next Election AGM.
- (a) Subject to Article 15H(a), in the event that the position of an Office Bearer falls vacant for any reason, the Board may appoint another Board Member or co-opt an Ordinary Member or Female Associate Member (subject to Article 15G) to fill that vacancy until the next Election AGM.
- (c) In the event that the position of an Ordinary Board Member falls vacant for any reason, the Board may co-opt an Ordinary Member or Female Associate Member (subject to Article 15G) to fill that vacancy until the next Election AGM.
- (d) Any Changes in the Board shall be notified to the Registrar of Societies and the Commissioner of Charities within two (2) weeks of change.

Terms of Office

- 16A The term for each elected board position shall be 2 years.

- 16B All office bearers shall not hold the same office for more than 2 consecutive terms, save that the President shall serve an additional term of 1 year in an ex-officio capacity as Immediate Past President.
- 16C The term of co-opted Board Members shall be determined by the Board, save that it shall not extend beyond the next Election AGM.

Resignation of Board Members

- 17A A Board Member may at any time resign from the Board by giving 30 days written notice of her resignation to the Secretary.
- 17B A Board Member who is unable to fulfil the duties of her term shall inform the Board and resign from the Board or subject to the approval of the Board, obtain leave of absence.
- 17C A Board Member who:
- (a) dies or becomes of unsound mind;
 - (b) is convicted of a criminal offence and fined \$2,000 or more, and/or is sentenced to imprisonment for more than two weeks;
- shall be deemed to have resigned from the Board.

Removal and Disqualifications of Board Members

- 18A Any member of the Board absenting herself from three meetings consecutively without a satisfactory explanation may be removed by the Board.
- 18B In all other cases, any member of the Board can be removed if her removal is approved at a general meeting.
- 18C To ensure the independence of the Board from the paid executive management of AWARE, the officers and staff appointed by the Board shall not be Board members. If a Board Member takes on a paid executive role for more than six (6) months, she shall resign as a member of the Board.

Powers / Role of the Board

- 19A The Board shall be responsible for setting, reviewing and implementing the vision, mission, policies, strategies and bye-laws of AWARE. The Board may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.
- 19B The Board may:
- (a) appoint, delegate any of its powers to and manage the staff of AWARE, including the Executive Director and the Centre Manager;

- (b) establish and / or oversee the establishment of sub-committees to carry out specific projects or to oversee or undertake certain functions;
- (c) enter into contracts, establish trusts and generally regulate the transaction of all business for and on behalf of AWARE;
- (d) receive subscriptions, donations, interest, dividends and contributions from the Government and from any other persons and bodies;
- (e) raise funds by all lawful means;
- (f) utilise the funds in such manner as the Board may think fit in carrying out the objects of AWARE; and
- (g) generally to do all such other acts as may be necessary to carry out the purposes of AWARE.

Duties of Office Bearers

20A The President shall:

- (a) preside at all meetings of the Board;
- (b) have in addition to her vote, a casting vote in the event of a tie;
- (c) be responsible for the external affairs and expedite the activities of AWARE; and
- (d) secure the observance of the provisions of the Constitution and overall conduct of activities of AWARE.

20B The 1st Vice-President shall:

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

The 2nd Vice-President shall:

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

20C The Secretary shall:

- (a) attend to the general correspondence of AWARE;
- (b) record and keep minutes of all meetings of the Board;
- (c) send out notices and information of AWARE's activities to Members;

- (d) prepare and submit the Annual Return and other documents in compliance with all relevant laws and regulations; and
 - (e) carry out any other duties as directed by the Board.
- 20D The Treasurer shall:
- (a) keep proper books of accounts of AWARE;
 - (b) prepare financial statements for audit and submission to the relevant authorities; and
 - (c) deal with other related matters.
- 20E The Vice-Treasurer shall:
- (a) assist the Treasurer in the performance of her duties; and
 - (b) carry out the duties of the Treasurer in her absence and when she so acts, she will exercise all the power of the Treasurer.
- 20F Ordinary Board Members shall assist the Officers of the Board in all matters pertaining to the activities of AWARE.

Proceedings of the Board

- 21A A Board meeting shall be held at least once in two months, after at least seven days' notice to Board Members.
- 21B For its proceedings to be valid, at least 50% of the Board Members or 5 Board Members (including elected and co-opted members and the IPP), whichever is less, must be present.
- 21C Paid staff who are not Board members can attend Board meetings, ex-officio, to provide information and facilitate necessary discussion but should neither take part in decision-making nor vote.
- 21D A resolution in writing, signed by at least two-thirds of the Board Members entitled to vote at a Board Meeting shall be as valid and effectual as if it had been passed at a meeting of the Board Members duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Board Members. The resolution in writing may, in the first instance, be affirmed by email by a Board Member, provided that this is subsequently confirmed by a resolution signed in writing by that Board Member.
- 21E Board Members may participate in a meeting by means of video conference, telephone conference or other similar communication means whereby all participants at the meeting can hear each other, and such participation in a meeting shall be deemed as constituting presence at the meetings. The meeting shall be deemed to be held in Singapore. Voting may be done verbally or in such manner as decided by the chairperson so as to permit the accurate recording of each vote
- 21F If any Board member has an interest in any contract or proposed contract that AWARE has entered into or is about to enter into, either directly or indirectly, she should declare her interest at the meeting when the

contract/proposed contract is discussed. After that, she must not be present at the discussions during the meeting or vote on the contract.

Accounts and Audit

- 22A Two persons, not being members of the Board will be elected as Hon. Auditors at each AGM and will hold office for one year only and may not be re-elected for three years. Alternatively, a firm of certified public accountants may be appointed as Auditors at each AGM for a term of one year and they shall be eligible for re-appointment. The accounts of AWARE shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of AWARE exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.
- 22B The Honorary Auditors or Auditors will be required to audit each financial year's accounts and present a report upon them to the Annual General Meeting. They may be required by the President to audit AWARE's accounts for any period within their tenure of office at any date and make a report to the Board.
- 22C The financial year shall be from 1st January to 31st December.
- 22D All monies of AWARE must be deposited in approved Bank(s).
- 22E All cheques drawn upon the bank accounts of AWARE will be signed by the Treasurer or Vice-Treasurer and one (1) of the following:
- (a) President
 - (b) Either Vice-President
 - (c) Any other member as the Board may nominate for the purpose.

Trustee

- 23A If AWARE at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust. Any trustee may at any time resign her trusteeship. If a trustee dies or becomes a lunatic of unsound mind or moves permanently or is absent from the Republic of Singapore for a period of one year, she shall be deemed to have resigned her trusteeship. If a trustee is guilty of misconduct of such a kind as to render it undesirable that she continues as a trustee, a General Meeting may remove her from her trusteeship. Vacancies in the trusteeship may be filled at a General Meeting, but the number shall not be greater than four or less than two. Notice of any proposal to remove a trustee from her trusteeship or to appoint a new trustee to fill her vacancy must be given by affixing in the premises of AWARE a document containing such proposal at least two weeks before the meeting at which the proposal is to be discussed. The result of such meeting shall then be notified to the Registrar of Societies and the Commissioner of Charities. The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies and the Commissioner of Charities.

- 23B The Trustees of the Society shall not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

Prohibitions

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

Amendments to the Rules

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

Bye-laws

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

Notice to Members

- 27 If a Member has indicated her consent to receiving communications by e-mail, service by e-mail is deemed to be good service if it is sent to the Member's last known e-mail address.

Interpretation

- 28A In the event of any question or matter arising out of any point which is not expressly provided for in these rules, the Board shall have the power to use their own discretion. The decision of the Board shall be final unless it is reversed at a General Meeting of members.
- 28B In this Constitution:-
- (a) reference to headings are for convenience only and shall not affect the interpretation of any provision;
 - (b) references to "Articles" are to the articles of this Constitution, unless otherwise specified;
 - (c) words denoting individuals include corporations and vice versa;
 - (d) words importing the singular include the plural and vice versa;
 - (e) words denoting one gender include all other genders.

Dissolution

- 29 In the event that AWARE ceases to be a registered charity under the Charities Act, all debts and liabilities legally incurred on behalf of AWARE shall be fully discharged, and any remaining funds shall be used exclusively for charitable purposes in accordance with the prevailing governing instrument before the cessation of its charity status and subject to the approval of the Commissioner of Charities. Where the Commissioner of Charities does not give this approval or gives this approval on terms that are not agreeable by AWARE, the remaining funds shall be donated to another IPC, registered under the Charities Act, with similar objectives to AWARE, as determined by the members at the General Meeting
- 30 AWARE shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of AWARE for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- 31 In the event of AWARE being dissolved as provided above, all debts and liabilities legally incurred on behalf of AWARE shall be fully discharged, and the remaining funds will be donated to an approved Institute or Institutions of Public Character with similar objectives approved under the Charities Act in Singapore as the General Meeting of members may determine.
- 32 A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies and Commissioner of Charities.