

AWARE Byelaws passed by the Board on 16 June 2010

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, and
- C. Unless otherwise specified, these Bye-laws shall have effect as of 16 June 2010.

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 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.

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	\$40 annually
Female Associate Membership	\$40 annually
Male Associate Membership	\$40 annually
Life Membership	\$400 one time conversion fee
Honorary Life Membership	Free

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.

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 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; and

4.3.2.3 Is not disqualified by reason of the Societies Act, the Charities Act and their subsidiary legislation.

5. Transitional Provisions

5.1 This Bye-law 5 takes effect from 21st October 2010 (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.

5.2 Persons holding the offices of Executive Committee Members and/or Office Bearers immediately prior to the Effective Date shall, with effect from the Effective Date, continue to hold such offices, but as members of the Board and/or Office Bearers, for the remainder of her term of office and shall exercise, perform and discharge all the functions powers and duties conferred or imposed upon the relevant office of the Board by the Constitution as amended on the Effective Date.