

CONSTITUTION OF CHANGE OUR WORLD

NAME

1 This Association shall be known as “Change Our World”, hereinafter referred to as “COW”.

PLACE OF BUSINESS

2 Its place of business shall be at “114 Lavender Street, CT Hub 2, #13-70 Singapore 338729” or such other address as may subsequently be decided upon by the Board of Directors and approved by the Registrar of Societies. COW shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

3.1 The general objectives of COW are:

- a. to embody a culture of kindness, reciprocity and service to others through youth volunteerism, mentoring and education.
- b. to promote self-awareness, learning and thoughtfulness in the area of social justice and advocacy work.
- c. to rethink the philosophy and practice of ‘charity’ work, integrating new perspectives and research towards greater inclusion, equity and efficacy.
- d. to collaborate with people and groups towards the common good of community.

3.2 In furtherance of our general objectives, and subject to the prior written approval of the relevant authorities, COW may do such functions which are conducive or incidental to their attainment:

- a Organize, coordinate, raise support and provide support both financial

and otherwise for volunteer work that primarily builds and/or impacts children, youth and young adults.

- b Organize public, inter-association and inter-school activities and programmes, and collaborate with other person/s and group/s.
- c Establish a centre/s to provide volunteer opportunities and social services to those in need.
- d Identify and undertake research in any issue affecting youth, marginalized groups and social justice advocacy work; and to disseminate such information to volunteers, members, the general public and policy makers.
- e Hold panels, workshops, courses, classes, exhibitions, film shows, performances and networking events in line with COW's general objectives.
- f Collect, solicit and accept funds, gifts and other subscriptions; to hold in trust, use, mortgage, lease, sell or otherwise acquire and dispose of property, real or chattel; and have and exercise all power that are necessary and convenient to effect all of COW's general objectives.

3.3 The Vision and Mission Statement shall be documented and communicated to the members of the public. The Board shall periodically review and approve the vision and mission of COW.

MEMBERSHIP & SUBSCRIPTIONS

4.1 Membership is open to anyone who subscribes to the objectives and functions of COW. The values (Annex A) guiding our organization, members and volunteers shall be published on the COW website.

4.2 Persons below 18 years of age shall not be accepted as members without the written consent of their parent or guardian.

4.3 Membership shall be divided into the following categories:

a. **Ordinary Membership** (renewable annually) which shall be open to persons above 18 years of age who are Singapore citizens or Singapore permanent residents;

b. **Associate Membership** (renewable annually) which shall be open to the following categories of persons:

- Persons below 18 years of age who are Singapore citizens or Singapore permanent residents;
- Persons below 18 years of age who are not Singapore citizens or Singapore permanent residents;

c. **Executive 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 an Executive Membership by the payment of a one-time lifetime fee;

d. **Honorary Executive Membership** may be conferred upon a person eligible to be an Ordinary Member at the discretion of the Board. A written nomination by no less than ONE Board Member and TWO Executive Members or the equivalent has to be submitted and the person will be voted in by a 3/4 majority of the Board.

4.4 All membership fees shall be determined by the Board and be published on the COW website.

4.5 The Board of Directors may waive or reduce membership fees for any member or category of members.

4.6 An Applicant shall submit an application for membership made in writing or in electronic form, together with a declaration (Annex B) that they support and subscribe to COW's values, objectives and functions, and the requisite membership fees.

4.7 The Board of Directors will periodically update the membership rolls in accordance with its requirements for membership.

RIGHTS OF MEMBERS

5.1 All members may attend General Meetings.

5.2 All members who meet the following requirements have the right to vote:

- i. 18 years of age and above,
- ii. and held membership for at least 3 consecutive years.

5.3 Only Ordinary, Executive and Honorary Executive Members who meet the following requirements have the right to stand for and hold office:

- i. 21 years of age and above,
- ii. held voting membership (subject to 5.2) for at least 2 consecutive years,
- iii. and been proposed and seconded by 2 Executive Members who shall also explain why they are putting up the candidate to stand for office.

RESIGNATION & TERMINATION OF MEMBERSHIP

6.1 Any member may by notice in writing addressed to the Secretary resign and terminate their membership.

6.2 The Board of Directors may by notice in writing terminate the membership of any member:

- a. who, in its opinion,:
 - i. does not support the objectives of COW; or

- ii. has acted in a manner detrimental to the values, interests and reputation of COW;
- 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.

- c. 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 COW

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

SUPREME AUTHORITY AND GENERAL MEETINGS

- 8.1 The supreme authority of COW is vested in a General Meeting of the members presided over by the President.
- 8.2 An Annual General Meeting shall be held in May.
- 8.3 At other times, an Extraordinary General Meeting must be called by the President 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 anytime by order of the Committee. 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 two months from receiving this request to convene the Extraordinary General Meeting.

8.4 If the Board of Directors does not within two months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on COW's notice board.

8.5 At least two weeks' notice shall be given of an Annual General Meeting and at least ten days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted on the COW's notice board four days in advance of the meeting.

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

8.7 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 and Honorary Auditors for the following term.

8.8 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one week before the meeting is due to be held.

8.9 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.

8.10 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 of the existing rules.

MANAGEMENT AND COMMITTEE

9.1 The administration of COW shall be entrusted to a Board of Directors consisting of the following to be elected at each Annual General Meeting:

- A President
- A Vice-President
- A Secretary
- A Treasurer
- 3-7 Ordinary Board Members

Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, all Board Members should be either Singapore Citizens or Singapore Permanent Residents.

9.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers may be re-elected to the same or related post for a consecutive term of office. The term of office of the Board of Directors is one year. The Treasurer shall not hold the same office for more than four consecutive years. Reappointment of the outgoing Treasurer may be considered after a lapse of at least two years.

9.3 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.

9.4 A Board Meeting shall be held at least once every two months after giving seven days' notice to Board Members. The President may call a Board Meeting at any time by giving five days' notice. At least three of the Board Members must be present for its proceedings to be valid.

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

9.6 The Committee shall have the power to remove the Committee member who is appointed by the Committee before the expiration of his period of office and may appoint another person in his stead.

9.7 The duty of the Board of Directors is to organise and supervise the day-to-day activities of COW. The Board of Directors may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.

9.8 The Board of Directors has power to authorize the expenditure of a sum not exceeding \$100,000/- per month from COW's funds for COW's purposes.

CONFLICT OF INTEREST

10.1 Where a conflict of interest arises at a Management Committee / Board of Directors meeting, the Management Committee member / director concerned should not vote on the matter nor participate in discussions. He or she should also offer to withdraw from the meeting, and the other Management Committee members / directors should decide if this is required.

DUTIES OF OFFICE-BEARERS

11.1 The President shall chair all General and Board meetings. He shall also represent COW in its dealings with outside persons.

11.2 The Vice-President shall assist the President and deputise for him in his absence.

11.3 The Secretary shall keep all records, except financial, of COW and shall be responsible for their correctness. He will keep minutes of all General and Board meetings. He shall maintain an up-to-date Register of Members at all times.

11.4 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of COW and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorized to expend up to \$500/- per month for petty expenses on behalf of COW. He will not keep more than \$500/- in the form of cash and money in excess of this will be deposited in a bank to be named by the Board of Directors. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.

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

11.6 Whenever a member of the Board of Directors in any way, directly or indirectly, has an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion begins. The member concerned should not participate in the discussion or vote on the matter, and should also offer to withdraw from the meeting and the Board of Directors shall decide if this should be accepted.

AUDIT AND FINANCIAL YEAR

12.1 Two voting members, not being members of the Board of Directors, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of two years only and shall not be re-elected for a consecutive term.

12.2 They:

- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- b) May be required by the President to audit COW's accounts for any period within their tenure of office at any date and make a report to the Board of Directors.

12.3 The financial year shall be from 1st January to 31st December.

TRUSTEES

13.1 If COW at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

13.2 The trustees of COW shall:

- a) Not be more than four and not less than two in number.
- b) Be elected by a General Meeting of members.
- c) Not effect any sale or mortgage of property without prior approval of the General Meeting of members.

13.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.

- b) If he is absent from the Republic of Singapore for a period of more than one year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

13.4 The trustees of COW shall not effect any sale or mortgage of property without prior approval of the General Meeting of members.

13.5 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by emailing members at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Commissioner of Charities.

13.6 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Commissioner of Charities.

VISITORS AND GUESTS

14.1 Visitors and guests may be admitted into the premises of COW but they shall not be admitted into the privileges of COW. All visitors and guests shall abide by COW's rules and regulations.

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 COW's premises. The introduction of materials for gambling or drug taking and of bad characters to the premises is prohibited.

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

15.3 COW 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 COW 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 interests.

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

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

15.7 COW shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

AMENDMENTS TO CONSTITUTION

16 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 the Commissioner of Charities.

INTERPRETATION

17 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 of Directors shall have power to use its own discretion. The decision of the Board of Directors shall be final unless it is reversed at a General Meeting of members.

DISPUTES

18 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.

DISSOLUTION

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

19.2 COW shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of COW for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

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

~ THE END ~