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TRUE COPY**



**MALCOLM TAN BAN HOE
ADVOCATE & SOLICITOR
SINGAPORE**

Adopted & Approved at the AGM held on 17 June 2017

CONSTITUTION OF THE SINGAPORE SCOUT ASSOCIATION

WE, THE MEMBERS OF THE UNIVERSAL BROTHERHOOD OF SCOUTING, IN ORDER TO CONSTITUTE A MOVEMENT BASED ON THE PRINCIPLES OF SCOUTING ESTABLISHED BY LORD BADEN-POWELL OF GILWELL, AND TO DEVELOP YOUTH IN SINGAPORE FOR PURPOSEFUL AND RESPONSIBLE ADULTHOOD, ALWAYS PREPARED TO SERVE GOD, COUNTRY AND HUMANITY, DO ORDAIN AND ESTABLISH THIS CONSTITUTION FOR THE SINGAPORE SCOUT ASSOCIATION.

PART 1 PRELIMINARY

- 1 (a) This Constitution may be cited as the Constitution of The Singapore Scout Association.
- (b) The Singapore Scout Association, formerly known as the Boy Scouts Association, was constituted under the powers granted by the Royal Charter issued under the hand of King George V dated 4th January 1912, and the Boy Scouts Association Act (Cap 26, Statutes of the Republic of Singapore, 1985 Revised Edition) having the force of law in Singapore.
The Singapore Scout Association is registered as a Charity (Registration Number 0196) under the Charities Act on 29th June 1985(**Unique Entity Number: S85CC0196D**)
- 2 (a) In this constitution, unless it is otherwise provided or the context otherwise requires:
 - “Association” means The Singapore Scout Association;
 - “Academy” refers to the Singapore Scout Leadership Academy set up under the provisions of this constitution;
 - “Area” means the geographical and administrative entity known as the “Area” having such powers, functions and responsibilities as spelt out in the Policy, Organisation and Rules of the Association and overseeing such geographical limits as may be determined from time to time by the Commissioners’ Council;
 - “Area Council” refers to the administrative body known as the “Area Council” possessing such powers, functions and responsibilities as spelt out in the Policy, Organisation and Rules of the Association;
 - “Commissioners” refers to any individual who has been conferred a warrant as a Commissioner by the Chief Scout and includes a Deputy or Assistant Commissioner;

“Commissioners’ Council” refers to the administrative body known as “Commissioners’ Council” possessing such powers, functions and responsibilities as spelt out in the Policy, Organisation and Rules of the Association;

“Executive Director” refers to the individual who is the head of the full-time professional staff of the Association, having such powers, functions and responsibilities as spelt out by the Policy, Organisation and Rules of the Association and any other rules made by the Scout Council under the authority of this Constitution;

“Fellow” refers to a member of the Singapore Scout Leadership Academy;

“Group” refers to a unit or a number of units registered with the Association under a single sponsoring authority.

“Policy, Organisation and Rules” refer to the by-laws of the Association which are published in accordance with Article 11(h) of the Constitution;

“Registered Adult Leader” is an adult member whose name appears on the annual register of Adult Leaders of the Association;

“Scout Council” refers to the administrative body that is responsible for the management of the Association as set out in this Constitution, the Policy, Organisation and Rules of the Association, and any other policy document issued under the authority of this Constitution ;

“Senior Commissioner” refers to a person who has been conferred a Warrant as a Commissioner, and includes –

- i. the Chief Commissioner,
- ii. a Deputy Chief Commissioner,
- iii. an Assistant Chief Commissioner, and
- iv. any other Commissioner that the Chief Commissioner may in his discretion so designate;

“Singapore Scout Leadership Academy” refers to the body known as the Singapore Scout Leadership Academy set up under the provisions of this constitution, possessing such functions and responsibilities as may be prescribed;

“Unit” is the smallest organizational and administrative entity in the Association. Units are administered according to the rules governing the various age sections as spelt out in the Policy, Organisation and Rules of the Association;

- 2 (b) In this Constitution, words importing the masculine gender only, include the feminine gender.

PART 2
THE ASSOCIATION AND THE CONSTITUTION

- 3 The Singapore Scout Association is a charitable body-corporate, administered by the Chief Scout, the Scout Council, and the Chief Commissioner in accordance with its Policy, Organisation and Rules which are made and published under the authority of this Constitution from time to time.
- 3A The Association is a member of the World Organisation of the Scout Movement, fully subscribes to its aims, principles and purpose, and adheres to its Constitution insofar as such adherence is not incompatible with the laws of the Republic of Singapore.
- 4 This Constitution is the supreme legal instrument of the Association and any subsidiary policy or rule which is inconsistent with this Constitution, shall, to the extent of the inconsistency, be void.
- 5 (a) This Constitution can only be amended by a motion put before a general body known as the Constituent Assembly, and supported by not less than two-thirds of all members of that Assembly present and voting. All amendments to this constitution shall not be enforced or applied without the prior approval of
- i) the Commissioner of Charities or Sector Administrator, and
 - ii) the World Scout Committee
- (b) The Constituent Assembly will consist of the following persons who shall have a vote each:
- i) Members of the Scout Council including Members retiring at that Annual General Meeting; and
 - ii) Fifteen representatives from each Area, nominated by the respective Commissioner overseeing each Area, of which not less than nine persons each shall be Unit/Group Scout Leaders.
- (c) In the Article, “amendment” includes addition and repeal.

PART 3
THE CHIEF SCOUT

- 6 The President of the Republic of Singapore or such person as may be appointed by him from time to time shall be the Chief Scout of Singapore.
- 7 The functions of the Chief Scout shall be as follows:

- (a) to foster and encourage scouting in Singapore;
- (b) to appoint a Chief Commissioner in accordance with the recommendations of the Scout Council under Article 13;
- (c) to appoint an Acting Chief Commissioner where the necessity arises under Article 12;
- (d) to issue warrants of all uniformed registered leaders in Singapore.

PART 4
THE SCOUT COUNCIL

- 8 The Scout Council is the highest policy-making body in the Association and is responsible for the management of the Association.
- 9 The Scout Council shall consist of the following members:-
- (a) Twelve (12) elected members who shall be directly elected for a term of three years by the Constituent Assembly at an Annual General Meeting or general meeting in the manner provided for in this Constitution, consisting of:
 - i. The President of the Association, who shall head the Scout Council,
 - ii. Three (3) Vice-Presidents of the Association,
 - iii. The Honorary Secretary of the Association,
 - iv. The Honorary Treasurer of the Association, and
 - v. Six (6) other elected members;
 - (b) Not more than 10 persons who shall be appointed by virtue of their appointments as Senior Commissioners of the Association in the manner as provided for in this Constitution (hereinafter "Appointed Commissioners"); and
 - (c) Up to 8 Members who shall be appointed by the Scout Council in the manner provided for in this Constitution (hereinafter "Appointed Members").
- 10 The rules governing elections to and membership in the Scout Council shall be as follows:
- (a) At each Annual General Meeting, 4 Elected members of the Scout Council shall retire but such retiring members of the Council shall be eligible for re-election. A retiring Elected Member shall act as a Member of the Scout Council throughout the Meeting at which he retires.
 - (b) The Elected Members of the Scout Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became such Elected Members of the Scout Council on the same day those to retire shall be determined by agreement among themselves or, failing such agreement, by lot.

- (c) i. The Secretary of the Scout Council shall issue a call for nominations for election to the Scout Council at least 21 days before the Annual General Meeting, setting out the posts for which elections will be held.
 - a. Nominations shall be declared closed by the Secretary of the Scout Council 7 days after the call for nominations; following which the Secretary shall cause to be published a list of the proposed candidates, together with the respective proposing members.
 - b. Nominations are to be made in the prescribed form (hereinafter referred to as “the nomination form”) duly signed by the candidate and the proposing members; which forms shall be made available by the Secretary of the Council upon issuing the call for nominations.
 - c. Candidates may not contest more than a single position at each Annual General Meeting, or general meeting as the case may be, and are required to indicate the position they intend to contest in the nomination form.
- (d) The Secretary of the Scout Council shall be the Returning Officer of the elections, save where he is a candidate for elections, in which case, the Scout Council shall appoint a Member of the Scout Council to be the Returning Officer. Elections shall be by secret ballot and voting is restricted to members of the Constituent Assembly who shall have a vote each. Any equality in voting shall be resolved in favour of the retiring candidate, if any, or otherwise by lot.
- (e) The President and the Vice-Presidents of the Scout Council, where such vacancies arise, must be elected directly by the members of the Constituent Assembly.
- (f) There shall be a Scout Council Elections Committee whose function is to ensure that candidates nominated for elections to the Scout Council have all necessary qualifications as set out in Article 10(m). The Scout Council Elections Committee shall complete its certification of the nominated candidates at least 7 days before the Annual General Meeting.
- (g) The Scout Council Elections Committee shall consist of:
 - i. The President of the Scout Council who shall be the Chairman of the Scout Council Elections Committee;
 - ii. The Chief Commissioner; and
 - iii. One Invited Member of the Scout Council who shall be appointed by the Scout Council.
- (h) The Scout Council Elections Committee may regulate its own procedure as it deems fit.

- (i) At the close of nominations, the Secretary of the Scout Council shall cause the nomination papers to be forwarded to the Scout Council Elections Committee.
- (j) If, when nominations close, the number of candidates nominated is equal to or less than the number of vacancies, all such candidates whom are certified by the Scout Elections Committee to be qualified to stand for elections shall deemed to be elected.
- (k) No person shall be eligible for election as President of the Scout Council should that person have held office as President of the Scout Council for a total of 9 years or more as at the close of nominations.
- (l) No person who had previously been elected as the Honorary Treasurer may be eligible to be elected to such post until the expiry of 3 years after the completion of his previous term of office.
- (m) No person not being a retiring Member of the Scout Council shall be eligible for elections as a Member of the Scout Council unless he is certified to be qualified for election by the Scout Council Elections Committee in accordance with the provisions of this Constitution.
- (n) A person shall be qualified to be elected as a Member of the Scout Council if he :-
 - (a) Is nominated by at least three registered members of the Association;
 - (b) Satisfies the Scout Council Elections Committee that he:
 - i. is a Singapore Citizen / Singapore Permanent Resident;
 - ii. is of the age of 21 years or above on the last day of nomination;
 - iii. does not hold any appointment as a Commissioner (including but not limited to the appointments of Assistant Commissioner and/or Deputy Commissioner) as at the close of nominations;
 - iv. is a person of integrity, good character and reputation and is able to deal properly with any potential conflicts of interest;
 - v. is willing to commit time and possesses a genuine interest in voluntary work and the objectives of the Association in particular and has background knowledge appropriate to the Association;
 - vi. will be able as a Member of the Scout Council to contribute to the growth and development of Scouting in Singapore;
 - vii. has good standing in the community;

- viii. is not and has not been found or declared to be of unsound mind;
- ix. is not an undischarged bankrupt;
- x. has not been convicted of an offence by a Court of Law in Singapore or elsewhere and sentenced to imprisonment for a term of not less than one year or to a fine of not less than \$2,000 and has not received a free pardon.

The disqualification of a person under this clause may be removed by a free pardon by the President, or where the said conviction is overturned by an appellate court, and shall, if not so removed or overturned, cease at the end of 5 years beginning from the date on which the person so convicted was released from custody, or the date on which the fine was imposed on such person.

- (o) A decision of the Scout Council Elections Committee as to whether a candidate for election to the Scout Council has fulfilled the requirement of paragraph b(iv) to b(vii) both inclusive of Article 10(n) (b) shall be final and shall not be subject to appeal or review in any Court.
- (p) The Scout Council may prescribe detailed rules not inconsistent with this Constitution governing the conduct of elections.
- (q) Any Elected Member of the Scout Council shall vacate office if:
 - i. If he becomes incapable by reason of mental disorder of exercising his functions as such member;
 - ii. A bankruptcy order is made against him;
 - iii. Is convicted of an offence by a Court of Law in Singapore or elsewhere and sentenced to imprisonment for a term of not less than one year or to a fine of not less than \$2,000 and has not received a free pardon;

The disqualification of a person under this clause may be removed by a free pardon by the President, or where the said conviction is overturned by an appellate court; and shall, if not so removed or overturned, cease at the end of 5 years beginning from the date on which the person so convicted was released from custody, or the date on which the fine was imposed on such person.
 - iv. Without the consent of a general meeting holds any office of profit under the Association;

- v. Becomes directly interested in any contract or proposed contract with the Association and fails to declare that interest to the Scout Council or to a general meeting or otherwise acts in situation of conflicts of interest;
 - vi. The Constituent Assembly resolves that he shall retire;
 - vii. He dies;
 - viii. Makes personal use of confidential or privileged information;
 - ix. Resigns from office by a letter in writing addressed to the Secretary of the Scout Council.
- (r) The position of any Elected Member absent for 2 (two) consecutive Council Meetings without leave of absence shall automatically become vacant. Acceptance of an apology by the Scout Council shall be deemed grant of such leave.
 - (s) All acts done in good faith by the Scout Council shall, notwithstanding the subsequent discovery of some defect in the election of any member, be as valid as if such member had been duly elected.

Appointed Commissioner

- (t) The following persons shall by virtue of their appointments be appointed to the Scout Council (hereinafter "Appointed Commissioners"):

:

- i. The Chief Commissioner;
 - ii. Not more than 9 Senior Commissioners nominated by the Chief Commissioner.
- (u) Commissioners appointed to the Scout Council in accordance with Article 10(t) shall assume office on the issuance of the warrants for their uniformed appointments by the Chief Scout and shall remain in office until the expiry of their warrants if not renewed, or on their resignation or relinquishment of their uniformed appointments.

Appointed Members

- (v) The Scout Council may as soon as practicable after each Annual General Meeting appoint up to 8 invited members. Appointed Members shall hold office in the Scout Council, with all rights and privileges of the elected members until the next Annual General Meeting but shall be eligible for re-appointment should the Scout Council so decide.

- (w) The Scout Council may act notwithstanding any vacancies in its numbers but if at any time the number of members in the Scout Council is reduced below 10, the Council shall act only for the purpose of filling up vacancies among the members or convening a general meeting.
- (x) Any member of the Scout Council who has a financial interest in any contract or arrangement made, or proposed to be made, with the Association shall disclose his interest to the meeting of the Scout Council at which that contract or arrangement is first taken into consideration if his interest then exists, or in the any other case at the first meeting of the Council after the acquisition of his interest. If he becomes interested in a contract or arrangement after it is made or entered into, he shall disclose his interest at the first meeting held after he becomes so interested. No member of the Scout Council shall vote as a member of the Scout Council in respect of any contract or arrangement in which he is interested as aforesaid. If a member does so vote then his vote shall be disregarded. All declarations of interest under this clause shall be recorded in the minutes.
- (y) For the avoidance of doubt, it is hereby provided that all Appointed Commissioners and Appointed Members shall have full voting rights in any matter.

11 The Scout Council shall have the following powers and functions:

- (a) To approve the formation of Area councils to co-ordinate the work of the Areas and to foster and encourage the aims and principles of the Movement;
- (b) To raise and administer funds for the furtherance of Scouting in Singapore;
- (c) To establish and maintain a Headquarters and such facilities which, from time to time, the Association may require or acquire;
- (d) To provide such publicity as is necessary, to produce publications and to organize the meetings, rallies, conferences and other undertakings to further the interest of the association as a whole;
- (e) To meet no later than four weeks after the Annual General Meeting where an election was held in order to appoint the various Committees;
- (f) To lay at the Association's Annual General Meeting, the audited accounts and a report by the Chief Commissioner on the state of the Movement in Singapore and the progress of its work;
- (g) To make such by-laws from time to time, and to vary or repeal the same for the conduct of meetings of the Scout Council and of any committee under its purview and for the effective running of the Association;

- (h) To cause to be published for general circulation a compilation of all the Association's by-laws, such by-laws being known as the Policy, Organisation and Rules of the Singapore Scout Association;
- (i) To appoint such full-time officers and employees as it thinks fit and to regulate the conduct and dismissal of such officers and employees.
- (j) The Scout Council may appoint Committees and the Chairman of each Committee with such powers and authority as may be specified. The President shall be an ex-officio member of all such Committees and the Chairman of each Committee shall be appointed from amongst the Members of the Scout Council. Subject to this Constitution and to any directions of the Scout Council, each Committee shall regulate its own affairs as it sees fit, and may co-opt additional members and may involve any other person whether a member of the Association or not but who can assist in the work of the Committee;
- (k) To expel, or suspend for a period not exceeding 12 months, any member of the Association who in the opinion of the Scout Council has acted in a manner prejudicial to the interest of the Association at the discretion of the Council, provided that such member shall have a right to be heard and a right of appeal on giving such notice as required by Article 23 hereunder, to a General Meeting of the Association, which may confirm, vary or revoke the Council's decision. An expelled member shall not be eligible to rejoin the Association for at least three years from the date of the expulsion without the express permission of the Scout Council.
- (l) To co-opt any person who is a member of the Association to fill casual vacancies. Any person so co-opted shall hold office until the next Annual General Meeting. The Scout Council is under no obligation to fill all vacancies unless the existence of such vacancies hampers the work of the Association.

12 Vacancies in the Scout Council shall be filled in accordance with the following procedures:

- (a) –
- (b) In the case of the President's office being declared vacant, the Council shall appoint the Vice-President as the acting President who will continue in office till the next election at an Annual General Meeting, or at an Extraordinary General Meeting, as the case may be;
- (c) In the case of the Vice-President's office being declared vacant, the Council shall appoint a Member as the acting Vice-President who will continue in office till the next election at an Annual General Meeting, or at an Extraordinary General Meeting, as the case may be.

- (d) In the case of either the Honorary Secretary's or the Honorary Treasurer's office becoming vacant, the Council shall appoint one of the Members to fill the vacancy, and such Member will continue in such office till the next election at an Annual General Meeting, or at an Extraordinary General Meeting, as the case may be;
- (e) In the case of the Chief Commissioner's office becoming vacant, the Scout Council will appoint a Deputy Chief Commissioner or such other person who fulfils the requirements set out in Article 14(b) to act as the Chief Commissioner subject to the approval of the Chief Scout;
- (f) Where the office of an Appointed Commissioner, other than that of the Chief Commissioner, becomes vacant, the Chief Commissioner shall nominate another Commissioner to fill the vacancy;
- (g) In the case where an Elected Member resigns, the Scout Council may, at its discretion, co-opt any person who fulfils the requirements set out in Article 9(n)(b) to fill the vacancy left by the resigned Elected Member;
- (h) The Scout Council is under no obligation to fill all vacancies unless the existence of such vacancies hampers the work of the Association.

PART 5
THE CHIEF COMMISSIONER

- 13 A Chief Commissioner shall be appointed by the Chief Scout on the recommendation of the Scout Council and he shall hold office for a term of four years and may be eligible for reappointment for another term of four years.
- 14 (a) No person shall be appointed Chief Commissioner unless he is qualified for appointment in accordance with the provisions of this Constitution.
- (b) A person shall be qualified to be appointed as Chief Commissioner if he:
- (i) is a Singapore Citizen;
 - (ii) possesses the Woodbadge;
 - (iii) has an aggregate of not less than five years of service as a registered adult leader in the Association;
 - (iv) is of sound mind and body;
 - (v) is not an undischarged bankrupt;
 - (vi) has not been convicted of an offence by a court of law in Singapore and sentenced to imprisonment for a term of not less than one year and has not received a free pardon.
- 15 The function of the Chief Commissioner shall be:

- (a) to foster and encourage Scouting in Singapore;
 - (b) to supervise generally the working of the Commissioners' Council in accordance with the Directives of the Scout Council;
 - (c) to recommend to the Chief Scout the appointment of all Commissioners;
 - (d) to define the jurisdiction of the Area Councils;
 - (e) to carry out any other tasks as are assigned to him either under this Constitution or by the Scout Council or the Annual General Meeting.
- 16 The Chief Commissioner may recommend to the Chief Scout, the appointment of one or more Deputy Chief Commissioners who will exercise such functions and responsibilities as he may delegate.
- 17 The office of the Chief Commissioner shall become vacant:
- (a) upon the death of the Chief Commissioner;
 - (b) if the Chief Commissioner resigns his office by writing under his hand addressed to the Chief Scout through the President of the Scout Council;
 - (c) if the Chief Commissioner is removed from office in accordance with Articles 18 and 19; or
 - (d) if the Chief Commissioner is disqualified from office by virtue of Article 14(b).
- 18
- (a) The Chief Commissioner may only be removed from office by the Chief Scout on the recommendation of the Scout Council after it has considered a petition for his removal.
 - (b) The Petition for removal may be drafted by any member of the Scout Council and it must be signed by not less than one third of the members of the Scout Council.
 - (c) The Petition must state clearly the reasons for the proposed removal. The grounds for the proposed removal must fall under one or more of the following:
 - (i) is permanently physically or mentally incapable of discharging his functions;
 - (ii) has intentionally violated the Constitution;
 - (iii) is guilty of misconduct or corruption involving the abuse of the powers of his office; or
 - (iv) has committed any offence involving fraud, dishonesty or moral turpitude;
 - (v) has ceased to command the confidence of the Scout Council.
 - (d) The Petition shall be tabled and discussed by the Scout Council and if the desires, the Chief Commissioner shall be given an opportunity to be heard;
 - (e) The Petition will only be valid if it is circulated by the Executive Director to all members of the Scout Council two full weeks before the meeting.

- 19 A valid Petition to remove the Chief Commissioner will be carried if it is approved by a two-thirds majority of all Scout Council members. For this sole purpose, Scout Council members may vote by proxy.

**PART 5A
SINGAPORE SCOUT LEADERSHIP ACADEMY**

- 19A A Singapore Scout Leadership Academy shall be set up by the Association with the approval of the Scout Council, on such terms as the Scout Council may specify.
- 19B The Academy shall bring together former senior leaders of the Association, thus providing a platform for them to continue to lend their support to the Association and Scouting in Singapore.
- 19C In the pursuance of its mission, the Fellows of the Academy may:
- (a) act as the Association's advocates and ambassadors in the promotion of Scouting in Singapore;
 - (b) provide advice or support to the Scout Council, Commissioners' Council and such other bodies as appropriate;
 - (c) assist the Scout Council, Commissioners' Council and any other component of the Association to teach relevant courses upon request;
 - (d) provide consultancy to the Scout Council and Commissioners' Council,
 - (e) on the request of the Scout Council, generally interact with government agencies and local or international academic or industrial organisations with a view towards promoting the interests of the Association and of Scouting in general;
 - (f) participate in the Association's committees or task forces, when requested; and
 - (g) perform other roles and functions that are in line with SSA's objects and as approved by the Scout Council.
- 19D (1) Members of the Academy shall be appointed by the President of the Association, in consultation with the Scout Council.
- (2) A member of the Academy shall be called a Fellow of the Singapore Scout Leadership Academy.
- (3) A person shall be qualified to be appointed as a Fellow if, at the time of appointment, he:
- (a) has previously held office as a member of the Scout Council for a minimum of six years; and
 - (b) does not hold any appointment as a Commissioner (including but not limited to the appointments of Honorary Commissioner, Assistant Commissioner and/or Deputy Commissioner).

- (4) Upon appointment to the Academy, a Fellow shall be registered as a life member of the Association.
- (5) Subject to the provisions of this Constitution, the appointment of a Fellow to the Singapore Scout Leadership Academy shall be for life.
- (6) A Fellow's membership in the Academy shall cease in any of the following circumstances:
- (a) He becomes a bankrupt;
 - (b) He is incapable by reason of mental disorder of exercising his functions as a Fellow;
 - (c) He is convicted by a Court of Law in Singapore or elsewhere and sentenced to imprisonment for a term of not less than one year or to a fine of not less than \$10,000 and has not received a free pardon;
 - (d) The Scout Council:
 - (i) is of the opinion that he has acted in a manner prejudicial to the interests of the Association, or
 - (ii) finds him guilty of misconduct of such a nature as to render it undesirable that he continues as a Fellow,

provided that he shall the right to be heard by the Scout Council before a final decision is made;
 - (e) The Scout Council resolves that he shall retire;
 - (f) He dies; or
 - (g) He resigns from office by way of a letter addressed to the Secretary of the Scout Council.

PART 6 MEETINGS

A. ANNUAL GENERAL MEETING

20 The Association must hold its Annual General Meeting, not later than June each year to transact the following business:

- (a) Receive the report of the Chief Commissioner;
- (b) Receive, and if approved, adopt a financial report on the affairs of the Association together with the audited accounts of the Association and all the Area Councils for the previous year;
- (c) To elect members to the Scout Council when vacancies arise;
- (d) To elect an auditor who shall be a registered accountant;
- (e) To appoint one or more legal advisers;

- (f) To decide on what percentage (if any) of the monies from the Reserves Account to be transferred to the Endowment Fund Account; and
- (g) To discuss any matters relating to the Association for which seven days' notice in writing shall have been given to the Honorary Secretary.

21 The Annual General Meeting is open to all registered Adult Leader Members of the Association.

22 The Annual General Meeting shall be convened by the Honorary Secretary of the Scout Council giving fourteen days' written notice, incorporating the agenda, the audited accounts for the previous year and the Chief Commissioner's Report.

23 Notice of any other business to be placed on the agenda shall be sent to the Honorary Secretary of the Scout Council at least seven days before the appointed date for the Annual General Meeting.

24 The President of the Association shall preside over the proceedings of the Annual General Meeting.

25 In the absence of the President during an Annual General Meeting, the Vice-President shall preside in his place, and in the absence of the both the President and the Vice-President, the meeting may appoint one of the Elected Members to take the chair.

26 There will be no voting by proxy.

27 Where there are an equal number of votes, the chairman of the meeting may exercise a casting vote in addition to his vote as a member of the meeting.

28 One-third of the Constituent Assembly shall form a quorum. However, if there is an insufficient quorum one half hour after the appointed time for the meeting, the meeting shall have the power to proceed with the business of the meeting according to the agenda except to vote on any amendments to the Constitution.

29 The Annual General Meeting shall determine and regulate its own rules of procedures.

30 The Honorary Secretary of the Scout Council or any other person appointed by the Annual General Meeting shall act as Honorary Secretary of the meeting and record the minutes thereof.

B. EXTRAORDINARY GENERAL MEETING

31 In addition to the Annual General Meeting, the Honorary Secretary shall:

- (a) on instructions of the President of the Scout Council; or

- (b) on instructions of the Chief Commissioner; or
 - (c) on a written request signed by not less than two thirds of the members of the Scout Council; or
 - (d) on a written request signed by not less than one third of the Constituent Assembly, convene an Extraordinary General Meeting.
- 32 The rules as set out in Article 21 to 30 shall, except where the context requires otherwise, be applied.

C. SCOUT COUNCIL MEETING

- 33 The Scout Council shall meet not less than four times a year.
- 34 Any other meeting shall be convened by the Honorary Secretary when so directed by the President of the Association or by the Chief Commissioner, or on the receipt of a written request signed by not less than one third of the total members of the Scout Council.
- 35 Any Meeting of the Scout Council shall not proceed unless, at the commencement of that meeting, at least one third of its total membership is present to form the quorum.
- 36 No business which is not specified on the agenda shall be transacted except by the consent of three quarters of the members present.

**PART 7
FINANCE**

- 37 The Association shall have one or more bank accounts. The opening of these accounts shall be approved by the Scout Council. The operation of these accounts shall be governed by the Finance and Accounting Procedures Manual of the Association.
- 38A The Honorary Treasurer, with the assistance of the Executive Director and his full time staff, shall maintain proper books of accounts and ledgers to record all income and expenditure and the assets and liabilities of the Association.
- 38B The books of accounts and ledgers shall be kept at such a place as shall be determined by the Scout Council.
- 38C Upon a written request by any member of the Scout Council to inspect the books of accounts and ledgers, the Scout Council shall consider that request and may impose any

conditions it deem fit before allowing the inspection by that member, or by any other person or persons as the Scout Council may authorize. Such an inspection shall take place during normal office hours.

- 39 The Honorary Treasurer shall cause the financial statements of the Association to be audited at least once a year by the appointed auditor. The financial statements shall be prepared in accordance with Singapore Standards on Financial Reporting. The audited financial statements together with the auditors' report shall be laid before, and approved by, the Annual General Meeting.
- 40 The financial year shall operate from the 1st of January to the 31st December of the same year.
- 41 The Finance and Accounting procedures of the Association shall be governed by the Finance and Accounting Manual, which Manual, and any amendments thereto, shall be approved by the Scout Council.

PART 8 INTERPRETATION

- 42 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Scout Council shall have power to use their own discretion. The decision of the Scout Council shall be final unless it is reversed at a General Meeting of members.
- 43 The interpretation of the provisions of this Constitution and any other by-laws or rules made thereunder shall be vested in the Scout Council. The decision of the Scout Council shall be final unless it is reversed at a General Meeting of members.

PART 9 DISSOLUTION

- 44 In the event of the Association being dissolved, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged. Any remaining funds shall be transferred to another approved Institution of Public Character under Section 37(2) (c) of the Income Tax Act (Cap 134, Singapore Status, 1999 Revised Edition) and which is registered under the Charities Act (Cap 37 Singapore Status, 1995 Revised Edition) or to the Singapore Government as may be decided by the Annual General Meeting or by the Extraordinary General Meeting moving for the dissolution of the Association. Notice of Dissolution shall be given within seven days of the dissolution to the Commissioner of Charities.

