

CONSTITUTION

DOWN SYNDROME ASSOCIATION (SINGAPORE)

1 NAME

This Association shall be called the “*Down Syndrome Association (Singapore)*”, hereinafter referred to as the “*Association*”.

2 PLACE OF BUSINESS

The place of business of the Association shall be at “**Block 17A, #01-270, Telok Blangah Crescent, Singapore 090023**” or such other address as may subsequently be decided by the Board of Management and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3 OBJECTIVES

The objectives of the Association are:

- (i) To enable persons with Down Syndrome to attain their full potential;
- (ii) To provide support and information to families of persons with Down Syndrome;
- (iii) To educate the public in all aspects of Down Syndrome;
- (iv) To work towards providing better opportunities for persons with Down Syndrome so that they can have a better and secured future, working with other agencies where appropriate;
- (v) To provide and promote an advisory service about all aspects of Down Syndrome;
- (vi) To assemble and disseminate relevant information on all aspects of Down Syndrome;
- (vii) To initiate and support projects for the direct benefit of persons with Down Syndrome;
- (viii) To promote independence and self-advocacy in persons with Down Syndrome and to provide assistance when necessary;
- (xi) To promote, encourage and participate in
 - a) research into all aspects of Down Syndrome;
 - b) the publication of the results of all relevant research, and;
 - c) the dissemination, and where appropriate, the application of the resulting knowledge; and
- (x) To carry out all other activities in furthering and enhancing the welfare of persons with Down Syndrome.

4 MEMBERSHIP

Membership of the Association shall comprise the following categories: -

- (i) Ordinary Members : Ordinary Membership shall be open to persons aged 18 and above who are interested in the objects of the Association.
- (ii) Associate Members : Associate Membership shall be open **only to persons below 18 years old** and who are interested in the objects of the Association.
- (iii) Corporate Members : Corporate Membership shall be open to all bodies, incorporate or unincorporate firms, businesses and organisations who are interested in the objects of the Association.
- (iv) Honorary Members : Honorary Membership shall be conferred by the Board of Management on individuals who have rendered an outstanding contribution to the Association
- (v) Life Members : Life Membership shall be open to any Ordinary Member who pays the prescribed fee.
- (vi) Family Members : **Family Membership shall be open to any Ordinary Member who pays the prescribed fee for his/her family to become members of the Association. For this purpose, "family" refers to that Ordinary Member's spouse, children below 18 years old, parents and/or unmarried siblings up to a maximum of five (5) members of which at least one member (1) must be a person with Down Syndrome.**

5 **PATRONS**

The Association may invite prominent and distinguished members of the community to be Patrons of the Association. Such Patrons shall be appointed or retired at a General Meeting on the recommendation of the Board of Management.

6 **APPLICATION FOR MEMBERSHIP**

- (i) Those who wish to apply to be an Ordinary, an Associate, a Corporate, or Life Member, **or for Family Membership**, shall complete and forward to the Association an application on such forms as may from time to time be prescribed by the Board of Management.
- (ii) Acceptance of such applications shall be entirely at the discretion of the Board of Management who, without assigning any reason whatsoever, may refuse to accept any such application.
- (iii) A copy of the Association's Constitution shall be furnished to every approved member upon payment of the subscription.

SUBSCRIPTIONS AND OTHER DUES

- (i) There shall be no entrance fees payable. The subscription payable for Ordinary, Associate, Corporate, Life **or Family Membership** and other dues shall be recommended by the Board of Management and approved at a General Meeting.
- (ii) All subscriptions shall be payable in advance. Subscriptions for the first year of membership shall be paid within four (4) weeks of approval of admission to the Association. Failure to do so shall be deemed to be a withdrawal of the application for membership.
- (iii) When a member falls into arrears with his subscription or other dues, he shall be notified immediately by the Honorary Treasurer. If a member continues to default with payment for more than three (3) months after notification of arrears, he shall automatically cease to be a member of the Association.
- (iv) The Board of Management may at its discretion waive or vary the subscription payable by any member. Honorary Members and Patrons are exempted from the payment of subscription
- (v) Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the members.
- (vi) The income and property of the Association whensoever derived shall be applied towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any persons claiming through any of them.

RIGHTS AND PRIVILEGES OF MEMBERS

- (i) All members of the Association shall be entitled to attend all General Meetings of the Association.
- (ii) Ordinary and Life Members shall be entitled to one vote each at a General Meeting and be eligible to stand for election to the Board of Management. **A “Family” as defined in Article 4(vi) above shall be entitled to two (2) votes per Family at a General Meeting. Any one (1) member of the Family shall be eligible to stand for election to the Board of Management provided he/she is at least 18 years old.**
- (iii) Honorary and Associate Members shall not be entitled to vote at General Meetings or to hold office.

- (iv) A Corporate Member shall be entitled to send only one representative to attend and vote at a General Meeting. A Corporate Member shall be entitled to one vote but is not eligible to stand for election to the Board of Management.
- (v) All members shall notify the Honorary Secretary of any change of address. Otherwise, all communications to the last known address shall be deemed to have been properly communicated.
- (vi) A member's rights and privileges shall be suspended if his subscription is in arrears or if he is under disciplinary action.

9 **RESIGNATION AND EXPULSION**

- (i) Any member may resign from the Association by giving three (3) months' notice in writing to the Honorary Secretary of his intention to resign from the Association. He shall at the same time pay up any arrears of subscription or other dues. He shall not be entitled to a refund on any unexpired portion of his subscription. The Honorary Secretary shall submit all such resignations to the Board of Management.
- (ii) Any member acting in a manner prejudicial to the interests of the Association and/or in contravention of any of these rules may be expelled from the Association by the members at a General Meeting,
- (iii) A member or office-bearer expelled under para (ii) above shall not be eligible for readmission for a period of one (1) year from the date of expulsion.
- (iv) Any member who ceases to be a member as provided for under Rule 7 (iii) above, resigns or is expelled from the Association shall forfeit all his rights, benefits and privileges.
- (v) Any member who ceases to be a member as provided for under Rule 7 (iii) above, resigns, or has been expelled from the Association shall have the right to re-apply to the Association for membership. **However, the Board of Management has the discretion to impose an administration fee on such re-application for membership.**

10 **BOARD OF MANAGEMENT**

- (i) The Association shall be managed by a Board of Management comprising:

A Chairman
 A Deputy Chairman
 An Honorary Secretary
 An Honorary Treasurer
 Up to six (6) Ordinary/Board Members
An Immediate Past Chairman

Up to ten (10) Ordinary/Board Members shall be elected to form the Board of Management.

An Immediate Past Chairman shall automatically qualify as a member of the Board of Management, provided he has served the full term of two (2) years as Chairman in the immediately preceding term. The Immediate Past Chairman shall hold office in this capacity for up to two terms of office only.

The Immediate Past Chairman shall form part of the quorum of the Board of Management and shall be eligible to vote at Board Meetings.

- (ii) Members elected to the Board of Management shall vote amongst themselves to fill the appointments within the Board of Management. Only Board members who have served at least one (1) term on the Board previously shall hold office positions, unless insufficient Board members have met this requirement to fill all office positions, in which case all elected Board members can hold office.
- (iii) The Board of Management can co-opt up to two (2) other members who shall serve as members on the Board of Management. Such co-opted Board Members shall not form part of the quorum of the Board of Management and shall not be eligible to vote at Board meetings.
- (iv) The Board of Management shall be elected at every alternate Annual General Meeting and shall hold office for a two-year term. All members of the outgoing Board of Management shall be eligible for re-election, subject to Article 10(v) below.
- (v) Each Board member shall not be eligible for re-election if he/she has already served a total of four (4) terms on the Board of Management previously, whether as consecutive terms or otherwise.
- (vi) The office of Honorary Treasurer shall not be filled by the same person for more than two consecutive terms. A member who has been Chairman for two consecutive terms shall not be eligible for appointment as Chairman in the following term.
- (vii) Nominations for election on the form provided by the Association shall be forwarded to the Honorary Secretary to reach him at least seven (7) clear days before the date of the Annual General Meeting during which an election of the Board of Management shall be transacted. Each member to be nominated for election must be proposed and seconded by another member and the nominee must consent to the nomination either by being present at the General Meeting or in writing. Election will be conducted on a simple majority vote of the members present at that General Meeting. In the event of a tie, the Chairman of the meeting shall have a casting vote.
- (viii) A member who is a full-time paid employee of the Association shall not be eligible for nomination for election to the Board of Management.

- (ix) The Board of Management can appoint up to three (3) other persons who shall serve as Advisors. Such Advisors shall not be eligible to vote at Board Meetings nor General Meetings.
- (x) Any member of the Board of Management who wishes to resign from the Board of Management must send in his resignation in writing either to the Chairman or the Honorary Secretary.
- (xi) Any change in the Board of Management shall be notified to the Registrar of Societies and Commissioner of Charities within two (2) weeks of the change.
- (xii) At least 50% of the Board of Management shall comprise parents and/or siblings of a child with Down syndrome, unless the number of such parents and/or siblings running for election to the Board of Management in any election year is fewer than half of the total number of Board Members for that election year.

11 POWERS AND FUNCTIONS OF THE BOARD OF MANAGEMENT

The Board of Management shall have the following powers and functions:

- (i) To decide on all matters concerning the management of the Association;
- (ii) To promote and carry out all activities of the Association in accordance with and in furtherance of the objectives of the Association;
- (iii) To raise and receive funds from the general public, acquire or accept leases, purchase, take, hold and use any lands, buildings, messuages or tenements of any nature or kind and wherever situated in Singapore or elsewhere; for the benefit of and in furtherance of the objectives of the Association;
- (iv) To appoint sub-committees for special purposes as and when it considers the same necessary for the proper management and administration or in furtherance of the objectives of the Association;
- (v) To employ such staff as may be necessary to carry out the functions of the Association;
- (vi) To fill any casual vacancy arising in the Board of Trustees or Board of Management by appointment, such appointed person to hold office only until the next Annual General Meeting;
- (vii) To organise and supervise the daily activities of the Association. The Board of Management may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remaining subordinate to the General Meetings; and
- (viii) To make, alter, add to and repeal the by-laws to carry out its abovementioned functions, as long as they are in accordance with the objectives of the

12 DUTIES OF OFFICE-BEARERS

(i)	Chairman	:	The Chairman shall preside at all General and Board of Management meetings of the Association. He shall also represent the Association in its dealings with outside persons.
(ii)	Deputy Chairman	:	The Deputy Chairman shall assist the Chairman in his duties and deputise for him in his absence.
(iii)	Honorary Secretary	:	The Honorary Secretary shall maintain an up-to-date Register of Members. He shall be responsible for keeping all records, except financial, of the Association and minutes of all General and Board of Management meetings. He shall ensure that the Annual Report of the Association is prepared.
(iv)	Honorary Treasurer	:	The Honorary Treasurer shall be responsible for the collection of all monies on behalf of the Association, disbursements and safeguarding of all the funds under the directions of the Board of Management. He shall cause to be kept a proper and accurate record of all financial transactions and prepare an annual financial statement and present it to the auditors for audit. He shall ensure that excess funds of the Association shall be deposited in the name of the Association in banks or other financial institutions appointed by the Board of Management. All cheques and withdrawal of monies from any banks or other institutions shall always be signed by any two (2) of the following persons, namely, the Chairman, the Deputy Chairman, the Honorary Secretary, the Honorary Treasurer and the Executive Director, subject to individual limits (where applicable) which will be determined by the Board.
(v)	Ordinary Board Members	:	The Board Members shall attend all meetings of the Board of Management and General

Meetings, and assist in the management, administration, and promotion of the activities of the Association.

- (vi) Immediate Past Chairman : **The Immediate Past Chairman shall attend all meetings of the Board of Management and General Meetings, and assist generally in the duties of the Board of Management in order to provide continuity in furtherance of the objectives of the Association.**

13 MEETINGS OF THE BOARD OF MANAGEMENT

- (i) The Board shall meet not less than once every **two (2)** months.
- (ii) The Honorary Secretary shall convene a meeting of the Board of Management upon the request of not less than **three (3) members** of the Board.
- (iii) Notice of all meetings of the Board with any Agenda attached thereto shall be sent to each Board member at least seven (7) clear days before the date of the meeting.
- (iv) The Board meeting shall be chaired by the Chairman or in his absence by the Deputy Chairman. In the absence of both the Chairman and the Deputy Chairman, a Board member elected at the meeting by the Board shall chair the meeting.
- (v) The quorum for a meeting of the Board of Management shall be at least half of the composition of the Board of Management. Each Board member shall be entitled to one vote. Decisions shall be carried out by a simple majority vote. In the event of there being an equality of votes, the Chairman of the meeting shall have the casting vote. Board members can attend board meetings via telephone or video conference, and is to be counted into the quorum.
- (vi) Any member of the Board of Management who misses three (3) or more Board Meetings, without adequate reasons, shall be deemed to have resigned.

14 SUB-COMMITTEES

- (i) The Sub-committees which are appointed by the Board of Management for the various activities of the Association may co-opt any person/s to serve on them. These co-opted persons who may be non-members of the Association shall not have any rights and privileges of a member.
- (ii) The Sub-committees are responsible to the Board of Management and shall forward their reports and accounts to the Board of Management.

15 AUDIT AND FINANCIAL YEAR

- (i) The Association shall at each Annual General Meeting appoint a firm of Auditors who are Certified Public Accountants to hold office for a term of one (1) year until the next Annual General Meetings. The remuneration of the Auditors, if any, shall be fixed at the Annual General Meetings. The Auditors shall be eligible to be re-appointed for consecutive terms. The Auditors will be required to audit each year's accounts and present a report upon them to the Annual General Meeting. They may be required by the Board of Management to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Board of Management.
- (ii) The appointment or re-appointment of External Auditor must have the prior approval of the Commissioner of Charities.
- (iii) The financial year of the Association shall be from 1 January to 31 December.

16 TRUSTEES

- (i) If the Association at any time acquires any immovable property, such property shall be vested in trustees, subject to the declaration of the Trust. Trustees shall be appointed at a General Meeting on the recommendation of the Board of Management. The number of Trustees shall not be greater than four (4) or less than two (2). The Trustees shall not effect any sale or mortgage of property without the approval of the General Meeting of Members.
- (ii) Any trustee may resign from his office at any time. If a trustee dies or becomes a lunatic or of unsound mind or moves permanently or is absent from the Republic of Singapore for a period of one (1) year, he shall be deemed to have resigned his trusteeship. His office may be terminated by the General Meeting in the interest of the Association. Vacancies shall be filled in accordance with Rule 11(vi) above.
- (iii) 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 affixing in the premises of the Association a document containing such proposal at least two (2) 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.
- (iv) The Registrar of Societies and the Commissioner of Charities shall be notified of the address of the Association's immovable property, names of trustees and any subsequent change.

17 ANNUAL GENERAL MEETING

- (i) The Annual General Meeting of the Association shall be held within 6 months from the close of the financial year. The exact time, date and place shall be determined by the Board of Management.

- (ii) The notice specifying the place, date and time of the Annual General Meeting shall be sent at least fourteen (14) days before the date of the meeting by prepaid post to each member at the address given in the Register of Members.
- (iii) The Agenda for the Meeting, the Association's Annual Report and the audited Accounts for the preceding financial year, shall be forwarded to the members with the notice of meeting specified in Rule 17(ii) above.
- (iv) The business to be transacted at the Annual General Meeting shall be:
 - (a) to receive and approve the Annual Report and Accounts of the Association for the preceding financial year;
 - (b) where applicable, to elect members of the Board of Management;
 - (c) to appoint an auditor for the next financial year;
 - (d) to transact any other business of which seven (7) days' notice in writing has been given to the Honorary Secretary.
- (v) Any member who wishes to place an item on the Agenda of the Annual General Meeting may do so provided he gives notice to the Honorary Secretary one (1) week before the meeting is due to be held.

18 EXTRAORDINARY GENERAL MEETING

- (i) An Extraordinary General Meeting may be convened by the Board of Management at its discretion or upon receipt of signed written requisition by one-quarter of the total number of paid up voting members or twenty (20) paid up voting members, whichever is less, stating their objects and reasons for requisitioning such a meeting.
- (ii) Upon receipt of the requisition, the Board of Management shall call for an Extraordinary General Meeting to be held within twenty-one (21) days from the receipt of such requisition.
- (iii) Notice of the Meeting specifying the place, date and time of the meeting, together with the Agenda shall be forwarded to all members at least seven (7) days before the date of the Meeting.
- (iv) No business other than that which has been duly notified shall be transacted at an Extraordinary General Meeting.

19 REPRESENTATION AT GENERAL MEETING AND VOTING

- (i) The supreme authority of the Association is vested in a General Meeting of members presided over by the Chairman. All Ordinary, Life and Corporate Members who are not in arrears of subscription or otherwise in default shall be eligible to vote at any General Meeting of the Association with effect from the first anniversary of their membership. **A “Family” as defined in Article 4(vi) above shall be entitled to two (2) votes at any General Meeting with effect from the first anniversary of membership.**
- (ii) All voting members shall each have one vote. Voting by Proxy shall not be allowed unless otherwise stated.
- (iii) Corporate Members shall notify the Honorary Secretary in writing of the names of their representatives who are authorised to attend meetings on their behalf.
- (iv) At the General Meeting, the Chairman, and in his absence the Deputy Chairman shall chair the Meeting and if both be absent, a Board member present shall be elected by the meeting to be Chairman for the purpose of that meeting.
- (v) Voting shall be conducted by a show of hands and decisions shall be carried on the basis of a simple majority of the voting members present, unless otherwise specified. In the case of an equality of votes, the Chairman shall have a second or casting vote, except in the election of members to the Board of Management. Where election of Board Members is concerned, voting shall be by secret ballot.
- (vi) If thirty (30) or more members should so request for voting by ballot, such request shall be met.

20 QUORUM

One-quarter of the total number of paid up voting members or thirty (30) paid up voting members, whichever is less, shall constitute a quorum for a General Meeting. If at the time fixed, a quorum is not present, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, the members present shall be considered a quorum and may proceed with the meeting but they shall have no power to amend the Constitution.

21 AMENDMENTS TO CONSTITUTION

No alteration, addition or deletion to the Constitution shall be made except at a General Meeting by a resolution which shall be carried by a two-third majority of the total number of voting members present. Such alteration, addition or deletion shall only take effect after approval has been given by the Registrar of Societies and the Commissioner of Charities.

22 DISCLOSURE OF INTEREST

If a member of the Board of Management is directly or indirectly interested in any contract, proposed contract, or other matter and is present at a meeting of the Association or of the Board of Management or any Sub-Committee thereof at which the contract or other matter is the subject of consideration, the member shall, at the meeting and as soon as is practicable after it commences, disclose the fact, and shall not thereafter be present during the consideration or discussion of, and shall not vote on any question with respect to that contract or other matter.

23 PROHIBITION

- (i) Gambling of any kind whether for stakes or not, is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- (ii) The funds of the Association shall not be used to pay the fines of members who have been convicted in Court.
- (iii) The Association 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.
- (iv) The Association 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, allowances or rebate relating to any goods or service which adversely affects consumer interests.
- (v) The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Board of Management or members unless with the prior approval of the relevant authorities.
- (vi) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (vii) The Association 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.

24 INTERPRETATION

In the event of any question or any matter pertaining to day-to-day administration which is not expressly provided for in the Rules, the Board of Management shall have power to use their own discretion. The decisions of the Board of Management shall be final unless it is reversed at a General Meeting of members.

25 DISPUTES

In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with the Rules in the Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

26 CESSATION OF CHARITY STATUS

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

27 DISSOLUTION

- (i) The Association shall not be dissolved except with the consent of not less than three-fifths of the total paid-up voting membership of the Association for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.
- (ii) In the event that the Association being dissolved as provided above, the funds of the Association shall be used for the settlement of all debts and liabilities legally incurred on behalf of the Association and any surplus assets shall be distributed to other Institutions of a Public Character with similar objectives and registered under the Charities Act in Singapore as members shall decide by majority at the General Meeting, unless otherwise allowed by the Commissioner of Charities.
- (iii) A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.

28 BRANCHES

The Association shall set up branches from time to time to further the objectives of the Association. The Board of Management shall make, amend or revoke by-laws for the running and management of the branches. Such by-laws so made shall not make the branch an independent society from the Association. No branch shall be established without the prior approval of the Registrar of Societies.

BY-LAWS

1 FINANCIAL RESTRICTIONS

- (i) The Board of Management may authorise the expenditure per month of a sum not exceeding 15% of the total expenditure incurred in the previous year for the daily activities of the Association.
- (ii) The expenditure per annum of up to a further three hundred thousand dollars (\$300,000) in total may be authorised for special projects, to be defined as new, non-recurrent and/or ad-hoc projects, activities, or appointments carried out as either a single event or multiple events over any duration, subject to approval by:
 - (a) The Executive Director, for special projects costing a maximum of three thousand dollars (\$3,000) in total;
 - (b) The Executive Director, and either the Treasurer of the Board of Management or a member of the Administrative Committee, for special projects costing more than three thousand dollars (\$3,000) and up to a maximum of ten thousand dollars (\$10,000) in total; or
 - (c) The Board of Management, for special projects costing more than ten thousand dollars (\$10,000) in total.
- (iii) Special projects costing more than one thousand dollars (\$1,000) in total shall require the consideration of three (3) comparable quotes by the abovementioned parties before approval.

2 CLARIFICATION OF ARTICLE 10(V) OF CONSTITUTION

Article 10(v) of the Constitution shall only come into effect at the start of the 2017 to 2019 term. Any member intending to run for election to the Board of Management during this term will be considered in his/her first term with regard to Article 10(v) only, regardless of whether he/she has served any number of terms in the Board of Management prior to the said election term.