

**BY- LAWS OF THE SINGAPORE BANK EMPLOYEES' THRIFT AND
LOAN CO-OPERATIVE LIMITED
(REVISED 2011)**

(These By-Laws to repeal the By-Laws of the THE SINGAPORE BANK EMPLOYEES' THRIFT AND LOAN CO-OPERATIVE LIMITED, first registered on 14th November 1958, and any amendments thereto heretofore made).

BY LAW NO.	
1.	NAME, ADDRESS AND AREA OF OPERATION
1.1	The Society shall be called the <u>Singapore Bank Employees' Thrift and Loan Co-operative Limited.</u>
1.2	The registered address of the Society shall be at #04-03, Pek Chuan Building, 116 Lavender Street, Singapore 338730. <u>Every</u> change of address shall be notified to the Registrar and to any non-members who may be creditors of the Society
1.3	The area of operation of the Society shall be in Singapore.
2.	INTERPRETATION
2.1	In these By-laws, unless the context otherwise requires –
(a)	“Act” means the Co-operative Societies Act (Cap 62) or any amendment thereto for the time being in force in Singapore;
(b)	“allowance” means the remuneration paid to a member of the Committee of Management of the Society in consideration of his voluntary services rendered to the Society on a regular basis pursuant to section 65 of the Act;
(c)	“audit committee” means the audit committee as prescribed in section 36 of the Act;
(d)	“Committee” or “Committee of Management” means the governing body which is responsible for the management of the affairs of the Society;
(e)	“By-laws” means the By-laws of the Society;
(f)	“Central Co-operative Fund” means the fund established under section 71 of the Act;
(g)	“dividend” means a portion of the net surplus of the Society distributed among the members in proportion to the paid-up <u>subscription</u> capital held by them in the Society;

(h)	“deposit” means money received on current or deposit account and include subscription capital, but does not include
(h)(i)	a deposit that is paid pursuant to a hire-purchase agreement or that is referable to the provision of services or to the giving of security; and
(h)(ii)	such other deposit as may be prescribed;
(i)	“financial service” means receiving deposits, granting loans, or such other service of a financial nature as may be prescribed, other than in relation to the carrying on of insurance business within the meaning of the Insurance Act (Cap. 142);
(j)	“employee” means a person who is on the full-time paid staff of the Society
(k)	“honorarium” means a portion of the net surplus of the Society distributed among some or all of the members of the <u>Committee</u> consideration of their services which would not otherwise be remunerated;
(l)	“Manager” means the most senior executive employed by the Committee to run the affairs of the Society;
(m)	“member” means any person duly admitted to the membership of the Society in accordance with the By-laws;
(n)	“net surplus” means the remaining portion of the surplus after provisions have been made for the Central Co-operative Fund and the Singapore Labour Foundation in accordance with section 71 of the Act;
(o)	“officer” includes a Chairman, Vice-Chairman, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, member of the Committee, Manager, member of any committee constituted under the By-laws, employee, Internal Auditor, liquidator or any other person empowered under the Act, the Rules or the By-Laws to give directives with regard to the business of the Society or to supervise such business;
(p)	“patronage refund” means a portion of the net surplus of the Society distributed among the members in proportion to the volume of business done by them with the Society from which the surplus of the Society was derived;
(q)	“Registrar” means the Registrar of Co-operative Societies and the Assistant Registrars of Co-operative Societies appointed under section 3 of the Act and includes a person exercising

	such powers of the Registrar as may have been conferred upon him under that section;
(r)	“Rules” means the Co-operative Societies Rules or any rules made under the Act for the time being in force in Singapore;
(s)	“Society” means the Singapore Bank Employees’ Thrift and Loan Co-operative Limited;
(t)	“subscription capital” means a regular obligatory savings deposit made by members which is intended to serve as guarantee capital for loans taken or guaranteed by a member and which may not be withdrawn except for such specific purposes and under such conditions as are laid down in the by-laws or except on a termination of membership;
(u)	“surplus” means the economic results of the Society as shown in the audited financial statement of the Society after provisions have been made for depreciation and bad debts;
(v)	“key employee” means a chief executive officer, chief operating officer or chief financial officer, or a person holding a position analogous to that of chief executive officer, chief operating officer or chief financial officer, and includes a person purporting to act in any such capacity;
(w)	“employer” means Management of banks operating in Singapore
(x)	Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural.
3.	OBJECTS
3.1	The objects of the Society shall be –
(a)	to promote the economic interest of its members;
(b)	to encourage thrift, co-operation, self-help and mutual assistance amongst its members;
(c)	to provide financial service to members;
(d)	to establish and operate such co-operative schemes, ventures and projects
3.2	In furtherance of these object, the Society shall be at liberty –
(a)	to appoint or to act as representatives and agents for the purpose of carrying on the business of the Society;
(b)	to invest the funds of the Society in accordance with section 69 of the Act;

(c)	to raise funds by obtaining loans from the members and non-members and deposits from members and their immediate family members subject to the Act and the By-laws;
(d)	to purchase, lease, rent, hire, hold, develop, mortgage, sell or otherwise acquire, deal with or dispose of such movable or immovable properties or any portion thereof as may be required for use as shops, offices or for any other purposes of the Society for the conduct of its business and the welfare of the co-operative movement;
(e)	to frame administrative policy and rules and such other regulations be required for the proper conduct of the Society's business; and
(f)	to do all other things as may be necessary, incidental or conducive to the attainment of any of the objects of the Society subject to the prior approval of the Registrar.
4.	MEMBERSHIP
4.1	Membership of the Society shall be open to all persons, who shall –
(a)	be employees of a bank operating in Singapore who have served a minimum service of 3 months with their respective employer,
(b)	be 16 years of age or above;
(c)	be citizens of or residents in Singapore;
(d)	be of good character;
(e)	Not be legally or mentally disabled;
(f)	Not be undischarged bankrupts; and
(g)	Not be convicted of an offence punishable with imprisonment.
4.2	Application for membership shall be submitted on a form prescribed by the Committee and shall be accompanied by payment of entrance fee specified in By-laws <u>7.2</u> , provided that such payment shall be refunded where an application for membership has been rejected.
4.3	The Committee shall have power to approve or reject any application without assigning any reason therefore provided that an applicant so rejected may appeal in writing to a general meeting of the Society.
4.4	The approval or rejection of any application shall be notified to such applicant without delay.

4.5	Every member who has been admitted to the membership of the Society shall, on payment of the entrance fee, be deemed to have acquired all the rights, duties and liabilities of a member of the Society as laid down in the By-laws.
4.5(a)	Every member shall undertake to furnish the Society with a full & true statement of his liabilities at the time of application for admission to the Society & his assets, whenever required to do so.
4.6	Every member shall, on admission, be provided with a copy of the By-laws free of charge. Extra copies of the By-laws may be obtained on payment of such amount as the Committee may prescribe from time to time.
4.7	Statement of Accounts shall be sent to every member at least once a year.
4.8	Every member may in writing nominate one or more persons in the presence of at least two witnesses to whom sums due to him shall be paid on his death.
4.9	Every member shall keep the Secretary informed of any change in his address. All notices posted or sent to his last known address shall be deemed to have been duly served.
4.10	Every member shall, unless otherwise disqualified under the Act or the By-laws, have the right to -
(a)	Exercise one vote
(b)	avail himself of all services of the Society;
(c)	stand for election to office;
(d)	be co-opted to hold office in the Society;
(e)	participate at a general meeting; and
(f)	enjoy all other rights provided under the By-laws.
4.11	The liability of a member, present or past, of the Society shall not exceeding S\$500.00 or one month's salary, whichever is less. The liability of a past member for the debts of the Society as they existed on the date on which he ceased to be a member shall not continue for a period of more than two years reckoned from that date.
4.12	Membership shall cease by:
(a)	resignation subject to By-law 4.13;
(b)	insanity;
(c)	permanent removal of residence beyond Singapore;

(d)	expulsion subject to By-law 4.14;
(e)	conviction of an offence punishable with imprisonment;
(f)	bankruptcy; or
(g)	death.
(h)	termination or resignation of service, subject to By-Law 4.18;
4.13	Any member who is not liable to the Society may resign from the Society on giving 12 months notice of resignation in writing. Under exceptional circumstances, the Committee may accept a shorter notice of resignation at its at its discretion. Such member shall not be eligible to vote or be compelled to pay subscription during the period of notice.
4.14	A member who contravenes any of the provisions of the Act, the Rules or the By-laws or acts in any way detrimental to the interests of the society may be expelled by the Committee, provided that he is given a reasonable opportunity to show cause as to why he should not be expelled. An expelled member may appeal in writing to the next general meeting, which may reverse the decision of the Committee if not less than two-thirds of the members present and voting at the meeting so decide.
4.15	Any member, who at the time of submitting his resignation is indebted to the Society as borrower and whose total subscription and specific deposit are equal to or greater than the amount of loan outstanding, may be allowed to offset this amount against the said subscription and specific deposit and the balance, if any, shall be paid to him only upon expiry of the 12 months' notice of resignation. The Committee may, at its discretion, accept a shorter notice and pay the balance earlier. Such member shall not be compelled to pay subscription during the period of notice.
4.16.1	The effective date of cessation of membership by resignation shall, in any case, be upon expiry of the 12 months' notice of resignation or such shorter notice approved in writing by the Committee, as the case may be. During the period of notice such member shall not be eligible for office in the Society or to incur fresh liabilities with the society either as borrower or surety or both provided that he shall be eligible for dividends in accordance with By-laws 8.3(a) and 8.4.

4.16.2	On the cessation of membership by insanity, permanent removal of residence beyond Singapore, termination or resignation of service or death, the amount due to the member after deduction of any amount owed by him to the Society shall be paid to him, his nominee or his legal personal representative, as the case may be, at once without profits, or after the last day of the financial year, with the dividend found due thereon, at the discretion of the member or his nominee or his legal representative.
4.17.1	If a member retires from his employment, he may, with the permission of the committee, provided that he is free from all liabilities to the Society either as borrower or surety, remain as a member and continue his subscription, or he may suspend further subscriptions, but leave the amount to his credit in the Society and receive his share of the annual dividend on his subscription as provided for in the By-laws.
4.17.2	Such members shall not be eligible for loan nor shall they be eligible to stand sureties for loans.
4.17.3	Members retaining their membership under this By-Law shall make arrangement themselves for the prompt payment of all their dues to the Society.
4.17.4	Such member shall be permitted to serve on the Committee.
4.18	If a member is dismissed or removed from his employment or is declared a bankrupt, he shall be deemed to have ceased to be a member of the Society.
4.19	The Committee shall have power, without reference to the general meeting, to expel any member whose payments to the Society are more than two months in arrears or may at their discretion, impose a fine not exceeding \$5/- for every month in which a member is more than two months in arrears provided the member has been given a written notice of the intention to expel him or to impose such fine on him and that he has been given a reasonable opportunity to show cause why he should not be expelled or fined.
4.20	The net amount standing to the credit of an expelled member, shall only be refunded to him after twelve months from the date of the expulsion. An expelled member shall not be entitled to any dividend or interest for the year in which his

	expulsion took place.
5.	GENERAL MEETING
5.1	The supreme authority of the Society shall be vested in the general meeting of members.
5.2	There shall be 2 types of general meetings, Annual General Meeting and Extra-Ordinary General Meeting.
5.3	Annual General Meeting shall be convened by the Committee and shall be held as soon as practicable but not later than 6 months after the end of the financial year, unless the approval of the Registrar has, within the said period of 6 months, been obtained to extend that period.
5.4	An Extra-Ordinary General Meeting shall be convened by the Committee whenever it thinks fit, or on receipt of a requisition for such a meeting signed by at least 60 members or 20% of the total membership, whichever is the less, stating the objects of the meeting.
5.5	If the Committee fails to convene a meeting in accordance with By-law 5.4 within one month of receiving the requisition for the meeting, the members making the requisition shall have power to convene the meeting themselves by notice to all members of the Society stating the objects of the meeting and the fact that the Committee has failed to convene the meeting.
5.6	The Registrar or his representative may at any time convene a Special General Meeting and may also direct what matters shall be discussed at the meeting.
5.7	Notice of every general meeting shall be sent to each member entitled to attend the meeting and to the Registrar at least 7 clear days and, in the case of a proposed amendment to the By-laws, at least 15 clear days, prior to the date of the general meeting. The notice shall state the matters for discussions and the resolutions to be proposed and no other subject shall be discussed without the consent of the majority of the members present and voting at such general meeting.
5.8	The functions of the Annual General Meeting shall be:
(a)	to confirm the minutes of the last Annual General Meeting and any other intervening general meeting;
(b)	to consider the Auditor's report, the report of the Committee

	and any report made by the Registrar or his representative;
(c)	to approve the financial statements;
(d)	to consider and resolve the manner in which any available net surplus shall be distributed or invested subject to the provisions of the Act and the By-laws;
(e)	to consider and adopt any amendments to the By-laws;
(f)	to elect or remove members of the Committee;
(g)	to appoint the External Auditors;
(h)	to consider and authorise the payment of allowance or honorarium and provision of other benefits subject to By-law 6.21;
(i)	to consider and determine the maximum amount the Society may borrow, subject to the provisions of the Act and the By-laws;
(j)	to write off bad debts;
(k)	to elect a Panel of 4 internal auditors; and
(l)	to transact any other general business of the Society of which due notice has been given to the members.
5.9.1	No business shall be transacted at any general meeting unless a quorum of members is present. The quorum necessary for such transaction shall be 20% of all members qualified to vote or 30 such members, whichever is less.
5.9.2	If a quorum is not present within 30 minutes after the time fixed for a general meeting, the members present shall form a quorum, except that a general meeting with such reduced quorum shall not have the power to amend the By-laws and that any resolution passed at the meeting shall not be valid unless it is passed with a majority of two-thirds of the members present.
5.10.1	Except as otherwise provided in the Act or in these By-laws, a question referred to the members present at a general meeting shall be decided by a majority of votes. In the case of an equality of votes, the motion shall be held to be lost. The Chairman shall have no casting vote. In the case of election or removal of officers, voting shall be by secret ballot.
5.10.2	Where it is provided in the Act or in the By-laws that a resolution shall be passed by not less than the prescribed majority of the members present and voting at a general

	meeting, the resolution shall be deemed to be passed if not less than the prescribed majority of a total number of votes are cast in favour of the resolution.
5.10.3	In the case of amendment of the By-laws, a resolution to amend the By-laws shall be passed either --
(a)	by not less than three-quarters of the total number of votes at the disposal of the members present and voting at a general meeting duly summoned; or
(b)	if a referendum is held, by not less than three quarters of the votes returned, provided that the voting papers have been sent to the all members and that number of returned votes is not less than one-third of the total votes entitlement or 500,whichever is the less, and the returned votes are examined and counted under the supervision of the Registrar.
5.10.4	No By-law or amendment to a By-law of the Society shall be valid until it has been registered by the Registrar. A member of the Society shall not, without his consent in writing having been first obtained, be bound by any amendment of the By-laws registered after he became a member, if and so far as that amendment requires him to take or to subscribe for more shares than the number held by him at the date of registration of the amendment, or to pay upon the shares so held any sum exceeding the amount unpaid upon him at that date, or in any way increases his liability to contribute to the share capital of the Society.
5.11.1	Minutes of the general meeting shall be entered in the minutes book and shall contain --
a.	the number of members present at the meeting and the name of the Chairman who presided;
b.	the time the meeting commenced and ended; and
c.	all resolution and decisions made at the meeting.
5.11.2	The minutes of each meeting shall be read or shall be taken as read if previously circulated at the next meeting and shall, if confirmed or after amendment, be signed by the Chairman of that meeting and the Secretary, and when so signed shall be evidence of anything contained therein.
6.	COMMITTEE OF MANAGEMENT
6.1	The control of the affairs of the Society shall be entrusted to a

	Committee of Management of not less than five and not more than 30 members.
6.2	All members of the Committee of Management shall be elected at the Annual General Meeting of the Society for a term expiring at the end of 3 Annual General Meetings thereafter. The Chairman, Secretary, Treasurer and other officers shall be elected by the members of the Committee of Management from among themselves within seven days from the date of the general meeting. Retiring members of the Committee shall be eligible for re-election unless otherwise restricted in the Act, Rules or By-laws.
6.3	No person shall be eligible for membership of the Committee of Management, to be a key employee, or remain a member of the Committee or a key employee if:-
(a)	he is under 21 years of age;
(b)i (b)ii	he is not a citizen of Singapore; or he is not resident in Singapore, subject to section 60(2) of the Act, except with the approval of the Registrar;
(c)	he is an undischarged bankrupt,
(d)	he has been convicted of an offence involving fraud or dishonesty except with the approval of the Registrar;
(e)	he has been convicted of an offence under the Act;
(f)	he has been dismissed as an employee of a co-operative Society;
(g)	he has been found to have previous misused or mismanaged funds or of a co-operative society; or
(h)	he becomes ineligible under any of the By-Laws.
6.4	The Committee shall suspend a member of the Committee or a key employee from being a member of the Committee or a key employee, respectively, if any proceedings are instituted against the member of the Committee or the key employee in respect of any offence involving fraud or dishonesty.
6.5	A member of the Committee shall cease to hold office if:-
(a)	he becomes ineligible for membership of the Committee in accordance in with By-Laws 6.3
(b)	he passes away;

(c)	he becomes legally or mentally unsound;
(d)	he gives notice of resignation to the Committee ;
(e)	he is removed by a general meeting; or
(f)	he fails to be present at three consecutive meetings of the Committee without satisfactory reasons acceptable to the Committee
6.6	A member of the Committee, who resigns under By-law 6.5(d) shall not be eligible for election to the Committee until after an interval of not less than one year.
6.7	A member of the Committee who ceases to be a member under By-law 6.5(e) or (f) shall not be eligible for election until after an interval of not less than two years.
6.8	If, during the term of office of the Committee, a vacancy occurs in the Committee, the Committee of Management may, and if the number of members falls below five, shall, co-opt a member of the Society to serve on the Committee until the next general meeting of the Society.
6.9	The Committee shall have power to appoint Committees or Sub-Committees from among themselves or the employees or members of the Society to be in charge of the daily efficient functioning of the Society or for any other purposes, which it may deem, fit.
6.10.1	The Committee of Management shall represent the Society before all competent public authorities and in all dealings and transactions with third persons, with power to institute or defend suits brought in the name of or against the Society and, in general, direct and supervise the business and property of the Society and shall exercise all the necessary powers to ensure the full and proper administration and management of the affairs of the Society, except those powers reserved for the general meeting of members and subject to any restrictions duly laid down in a general meeting or in the By-laws.
6.10.2	Without limiting the generality of By-law 6.10.1, the duties and powers of the Committee of Management are --
(a)	to consider and approve or reject applications for membership

	of the Society;
(b)	to call for and regularly examine reports from Committee or Sub-Committee
(c)	to appoint Committee or Sub-Committee;
(d)	to keep members informed of the progress of the Society and encourage interest and sense of ownership on the part of the members;
(e)	to present to the Annual General Meeting of the Society an annual report on the activities of the society during the preceding financial year, together with the audited financial statements of the Society and the auditor's report for the year;
(f)	to prepare and present to the Annual General Meeting of the Society a proposal for the distribution of any net surplus accrued during the preceding financial year, in accordance with the Act and the By-Laws;
(g)	to make a report to the Annual General Meeting of the work of the Committee during the preceding financial year with such recommendations as they deem necessary to maintain or improve the service provided by the Society to members;
(h)	to consider and take immediate action on matters reported by the Registrar, the audit committee or the auditor;
(i)	to exercise any or all the powers conferred in these By-Laws;
(j)	to sanction additional expenditure up to a maximum, as may be prescribed by members at a general meeting, in excess of approved budget for any one year; and
(k)	to carry on the business of the Society generally and to frame rules for the conduct of such business as may be necessary.
6.11	A full and correct record shall be kept of all proceedings of the Committee in carrying out its duties, and the records shall be available for inspection by the Registrar and by the auditor.
6.12	The Committee may appoint, on such terms and conditions as it thinks fit, a manager to administer and manage the affairs of the Society and may employ such other persons as it considers necessary to assist the manager in the discharge of his duties. Where a full-time Manager is appointed, all duties of the Secretary or Treasurer, or both may be delegated to such Manager. Where all duties of the Secretary or Treasurer, or both are so delegated, the Society may operate without

	electing a Secretary or Treasurer, or both.
6.13	The Committee shall meet as often as the business of the Society may require and in any case not less frequently than once in every three months. Notice of every meeting of the Committee shall be sent to each member of the Committee at least 7 clear days prior to the date of the meeting.
6.14	The quorum for a meeting of the Committee shall be half of the number of its members. Decisions shall be taken on a simple majority of votes. The Chairman shall have no casting vote. No member of the Committee shall vote on any matter in which he is individually interested.
6.15	Minutes of Committee meetings shall be recorded by the Secretary in the minute book and shall include –
a)	the number and names of those present;
b)	the name of the Chairman of the meeting; and
c)	a brief record of business done and decisions taken including whether each decision was taken unanimously or by a majority.
6.16	In the conduct of the affairs of the Society, a member of the Committee shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office.
6.17	A member of the Committee who is in any way, whether directly or indirectly, interested in a transaction or proposed transaction with the Society shall as soon as practicable after the relevant facts have come to his knowledge declare the nature and extent of his interest at a meeting of the Committee.
6.18	A member of the Committee who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as a member of the Committee shall declare at a meeting of the Committee the fact and nature, character and extent of the conflict. The declaration shall be made :
(a)	after he becomes a member of the Committee; or
(b)	If he is already a member of the Committee, then after he commenced to hold office or to possess the property, as the case requires.

6.19	The Secretary shall record every declaration made pursuant to By-laws 6.17 and 6.18 in the minutes of the meeting at which the declaration was made.
6.20	Where the Committee has appointed a person as a manager or a Committee or Sub-Committee to administer and manage the affairs of the Society, such appointment shall not absolve the Committee from its responsibility for the proper direction of the affairs of the Society.
6.21.1	A member of the Committee, who is not an employee of the Society, may receive an honorarium or allowance (but not both) and other benefits from the Society, provided that the payment of an honorarium or allowance and the provision of any such benefits are authorised by a resolution to that effect passed by a general meeting of the Society.
6.21.2	No member of the Committee shall, during their term of office, be granted loans in excess of their paid-up subscription. He shall not be allowed to stand as surety for any loan.
6.22.1	The duties of the Chairman shall include the following --
(a)	to preside at all meetings of the Committee, and if necessary, at the general meetings of the Society;
(b)	to sign the minutes of all meetings at which such minutes are confirmed in token of their correctness;
(c)	to exercise general supervision over the officers and employees of the Society;
(d)	to represent the Society for any purposes as the Committee may decide;
(e)	to certify or sign appropriate documents, returns and statements required under the Act, the Rules, the By-laws or the direction of the Committee;
(f)	to serve on appropriate Committees or Sub-Committees constituted by the Committee; and
(g)	to perform such other duties specified in these By-laws or entrusted to him by the Committee.
6.22.2	In the absence of the Chairman, his duties shall be carried out by the Vice-Chairman or in the absence of both the Chairman and the Vice-Chairman, by any other person elected by a majority of those present at that meeting.

6.23	The duties of the Secretary shall include the following –
(a)	to maintain, correctly and up-to-date, all the records, papers and registers of the Society;
(b)	to keep an inventory of the property belonging to the Society;
(c)	to sign on behalf of the Committee and conduct its correspondence;
(d)	to summon and attend the general meetings and meetings of the Committee and to record the proceedings of such meetings in a minutes book;
(e)	to have custody of the common seal of the Society;
(f)	to submit all minutes of meetings and such information, returns and statements required under the Act or called for by the Registrar within the prescribed period; and
(g)	to conduct the ordinary business of the Society and perform all the duties entrusted to him by the Committee or specified in these by-laws.
6.24	The duties of the Treasurer shall include the following:
(a)	to take charge of all financial transactions of the Society including all moneys received by the Society from a bank, members or others and to make disbursements in accordance with the directions of the Committee;
(b)	to prepare or cause to be prepared all receipts, vouchers, financial statements and documents required by the By-laws or called for by the Committee;
(c)	to be responsible for the proper and punctual keeping of all the accounts and books of accounts of the Society; and
(d)	to perform all the duties entrusted to him by the Committee or specified in these By-laws.
6.25	The duties of the Manager shall include the following –
(a)	to manage the business and property of the Society;
(b)	to attend all meetings of the Society and of the Committee and to carry out all the instructions of the Committee;
(c)	to record or cause to be recorded the whole of the transactions of the Society in the books prescribed for that purpose; and
(d)	to perform all or any of the duties of the Secretary or Treasurer as may be entrusted to him by the Committee.

6.26	The offices of Chairman and Manager shall not be held by one and the same person.
7.	FUNDS OF THE SOCIETY
7.1	The funds of the Society shall consist of --
(a)	Subscription Capital
(b)	Reserve Fund
(c)	Members' deposits;
(d)	Common Good Fund; and
(e)	Donations made by third persons except that no donations from any foreign source, whether offered directly or otherwise, shall be received by the Society without the prior approval of the Registrar.
7.1.1	The funds of the Society shall be invested in accordance with section 69 of the Act.
7.1.2	The Reserve Fund shall be indivisible and no members shall be entitled to claim a specific share of it.
7.1.3	The Reserve Fund shall be used -
(a)	to meet unforeseen loses,
(b)	to provide a margin beyond the liabilities of the Society as to ensure its liability to pay such liabilities in full in the event of dissolution; and
(c)	to enable the Society by reason of the income derived from the Reserve Fund to reduce the rate of interest on loans granted to members without causing a reduction in the rate of dividend on subscription capital.
7.1.4	The Reserve Fund of the Society shall be kept in the form of liquid assets. The Society shall pay into the Reserve Fund at least twenty percent of the surplus resulting from the operation of the Society during the financial year, provided that when the Reserve Fund as reached an amount that is equal to ten percent of the paid up subscription capital, the Society may carry five per cent of its surplus to the Reserve Fund.
7.1.5	The Common Good Fund shall be used only for the benefit of the members of the Society and may, be devoted to any educational, medical social or charitable purposes.
7.1.6	The Common Good Fund shall be derived from the net surplus of the Society, subject to the approval of the general

	meeting. Donations, subject to By-Law <u>7.1(e)</u> may be accepted to the Common Good Fund.
7.2	The entrance fee shall be of such amount as the Committee may determine from time to time.
7.2.1	Every member shall pay a minimum monthly subscription of s\$20.00. There shall be no maximum. The rate of subscription shall not be changed more than twice in any one financial year without the consent of the Committee.
7.2.2	All monthly payments due to the Society by members shall be recoverable by deduction from the monthly salary through their respective employers who shall forward all sums deducted to the Society.
7.2.3	Every member shall agree to the deduction of all payments due to the Society by his employer and shall sign for the full amount of his salary as if such deduction has not been made.
7.2.4	Subscription shall not be withdrawable unless the member resigns from the Society in accordance with By-Laws 4.13, 4.14 and 4.15. A member, who is free from all liabilities to the Society as borrower and as a surety, may be allowed to apply for a withdrawal of an amount not exceeding 90% of his credit subscription credits for the purchase of a house or flat for his own use, provided that he gives three months' notice in writing to the Committee and submits all the necessary documentary evidences acceptable to the Committee. The Committee shall have the discretion to accept a shorter notice or to refuse such withdrawal.
7.3	Every member may subscribe to such savings schemes as the Committee may from time to time introduce. The Committee shall adopt such rules and regulations governing savings schemes as it may deem fit.
7.3.1	The deposit for such specific purposes shall not be less than \$10.00 per month and the rate thereof shall not be varied more than twice in any one financial year.
7.3.2	The rate of interest to be fixed by the Committee from time to time, shall not exceed 10% per annum. Interest shall be paid every six months on 1 st January and 1 st July, and shall be calculated on the minimum monthly balance, provided that such balance does not fall below \$10/-.

7.3.3	Deposits shall be withdrawable, together with interest, up to the last day of the previous month only on the occurrence of the event for which the deposit was made, or on cessation of membership.
7.3.4	Three months' notice in writing shall ordinarily be given of the withdrawal of deposit but the Committee may, at its discretion, accept a shorter notice.
7.4	A member may be eligible to apply for a loan from the Society under such terms and conditions as the Committee may from time to time adopt.
7.5	Every member shall be eligible for a loan or to stand surety for a loan irrespective of his age provided that no member of the Committee shall be eligible for loans in excess of his paid-up subscription or to stand as surety. A contract entered into by a minor with the Society shall be enforceable at law or against such member notwithstanding his minority,
7.6	Loan shall be limited to the amount of six months' gross salary of the borrowing member plus his actual amount of his paid-up subscription provided that the monthly repayment shall not exceed one quarter of his monthly salary.
7.7	Urgent loan for any unforeseen expenditure may be approved by a Sub-Committee, appointed from time to time by the Committee. The Sub-Committee shall comprise the Chairman and two other members of the Committee. All urgent loans shall be submitted to the Committee at its next meeting for ratification.
7.8	Loans together with interest shall ordinarily be repayable in not more than twenty-four monthly installments commencing from the month following that in which the loan was granted. The Committee may, at their discretion, allow repayment over a period not exceeding thirty-six months. A loan on the security of the paid up subscription may be repaid in forty-eight months. A borrowing member may repay a loan in whole or in part at any time before the due date.
7.9	Under exceptional circumstances, the Committee may approve postponement or reduction of any loan installment, provided that no application for postponement or reduction shall be

	considered without the consent of the sureties.
7.10	Loans up to the amount of the member's subscription balance shall be granted on the personal security of the borrowing member while loans in excess of his subscription balance shall be granted only on the personal security of the borrowing member and one or more sureties, and each of whose liability to the Society is within the limit specified in By-Law <u>7.11</u> . Loans may also be granted to a member on such insurance coverage arranged by the Committee and provided that the <u>premium</u> or incidental costs shall be borne by the borrower.
7.11	The limit of total liability to the Society that may be incurred by any one member, either as principal or as surety or both, shall not exceed six months' gross salary plus the amount of subscription standing to his credit.
7.12	It shall be the duty of the Committee to see that fresh surety is provided, or that the loan is immediately recalled in full whenever any of the existing sureties dies or ceases to be a member, or is otherwise ineligible to continue his suretyship, provided that the original surety shall not be released from liability until a new surety has been approved by the Committee or full payment of the loan has been made.
7.13	A borrower, who fails to inform the Committee of the death or inability of his surety to fulfill his obligation, will be liable to have his loan recalled at once.
7.14	Loan shall only be disbursed to a member after complete execution of the necessary bond. Disbursement of a loan shall be made in the name of the borrower by "account payee only" cheque or crossed order cheque.
7.15	The interest shall be 6% per annum on the amount of loan granted and shall be payable in equal monthly installments in the same period as the principal.
7.16	Loans shall be given only for useful or necessary purposes approved by the Committee. The purpose for which a loan is required shall be clearly and truly stated in the application for loan. The Committee shall ensure as far as practicable that the loan is properly used for the purpose for which it was granted. If it is misapplied, the Committee shall have power to recall the loan in full within one month with interest, and in

	addition to impose a fine of 50 cents for each \$10.00 of the loan.
7.17	It shall be entirely within the power of the Committee to refuse a loan, to limit the amount and to object to a particular member as surety. No member may claim a loan as a matter of right.
7.18	<p>A loan shall normally fall due at once, and be recovered with interest without delay and without any reference to the term for which it was granted if:</p> <p>a) the membership of the borrower ceases for any reason whatsoever, or the Committee has good reason to believe that the membership of the borrower is likely to cease for any reason whatsoever;</p> <p>b) one of the sureties ceases to be eligible to continue as a surety and the borrower fails to provide another surety to the satisfaction of the Committee;</p> <p>c) the loan is used for any other purpose that for which it was granted;</p> <p>d) any loan installment becomes overdue for more than two months;</p> <p>e) the position of the borrower is considered doubtful; or</p> <p>f) a member retires from his employment and wishes to remain a member under By-Law 4.17.1.</p>
7.19	When a member is granted a loan or becomes a surety for a loan he shall agree to the deduction of installments and interest from his salary by his employer, and he shall sign for the full amount of his salary as if such deduction had not been made. He shall authorise his employer to pay over to the Society any balance of his salary, which may be due to him, on cessation of his membership, if the Society makes a claim therefore.
7.20	When any installment of a loan, whether principal or interest, becomes overdue for more than two months, it shall be the duty of the Committee to recover the balance of the loan with interest from the sureties. If the sureties fail to pay any sums demanded by the Committee within one month, the Committee will take necessary action which it deem fit.

8.	FINANCIAL MATTERS
8.1	The financial year of the Society shall begin on 1 st January and end on 31 st December.
8.2	At the close of each financial year, an amount of not less than 5% of the first \$500,000 of the surplus shall be contributed to the Central Co-operative Fund and 20% of any surplus in excess of \$500,000 shall be contributed to the Central Co-operative Fund or the Singapore Labour Foundation as the Society may opt under section 71(2)(b) of the Act.
8.3	The remainder of the surplus of the Society may be distributed in one or more of the following ways at the discretion of the general meeting –
(a)	by payment of a dividend not exceeding 10% pro rata on the amount of subscription standing to the credit of members on the previous 30 th June;
(b)	payment of a rebate or patronage refund to members in proportion to the volume of business done by them with the Society from which the surplus of the Society was derived;
(c)	payment of honoraria to some or all of the members of the Committee in consideration of their services which would not otherwise be remunerated subject to section 65(1) of the Act and By-law 6.21.1
(d)	by a contribution to a Common Good Fund,
(e)	by contribution to the Reserve Fund;
(f)	by payment of bonus certificate or bonus shares; and
(g)	in any manner as approved by the general meeting in accordance with the provisions of the Act and these by-laws.
8.4	A member whose name appeared in the book of the Society on the last day of the financial year shall be eligible to draw dividend when declared, subject always to any restrictions imposed in these By-laws. Dividend, if unclaimed, shall be credited to the <u>subscription account</u> of the member.
8.4(a)	Dividend shall be credited to the subscription account of the member unless the member applied within one month from the date of the declaration of the dividend for the dividend to be paid to him.
8.5	The Committee shall open or cause to be opened in the name of the Society such account with any bank registered under

	the Banking Act to which all monies received shall be deposited.
8.6	All cheques drawn on such account shall have a validity not exceeding 180 days. All cheques shall be signed by the Treasurer and at least two other officers authorised by the Committee. All payments shall be correctly made and properly authorised in accordance with the direction of the Committee.
8.7	Receipts shall be issued for all monies paid to the Society. The Treasurer or any other officer authorized by the Committee may sign receipts for a sum up to \$500/-. Receipts for sum in excess of \$500/- are to be signed by the Treasurer and any other officer authorised by the Committee.
8.8	The Society shall have power to take loans from non-members provided that the Society shall determined from time to time at a general meeting the maximum liability which it may incur in loans from non-members. The Society shall obtain approval from the Registrar on maximum liability which it may incur in loans from non-members.
8.9	The Society shall have power to take loans or deposits from members and their immediate family members provided that the Society shall determined from time to time at a general meeting the maximum liability which it may incur in loans or deposits from members and their immediate family members. The Society shall obtain approval from the Registrar on the maximum liability which it may incur in loans or deposits from members and their immediate family members.
8.10	The immediate family members referred to in By-Laws 8.9 are as prescribed in the Rules.
8.11	The Society shall as soon as practicable but not later than 6 months after the close of the financial year, submit to the Registrar one copy of the audited financial statements of the Society and the audit report of that year.
8.12	The Committee shall from time to time authorise the maximum amount of cash which may be retained by any officer at any one time.
9	BOOKS, DOCUMENTS AND SEAL OF THE SOCIETY
9.1	The following books and documents shall be kept -
(a)	Register of Members and Nominees;

(b)	Register of Subscription
(c)	Cash Book;
(d)	Journals and ledgers;
(e)	Inventory of Society's Assets;
(f.)	Minutes Books;
(g)	Loan and Deposit Register;
(h)	Copy of the Act, the Rules and the By-laws;
(i)	Administrative policies and rules governing the different funds of the Society; and
(j)	any other books and documents that may be found necessary or prescribed by the Registrar.
9.2	The Society shall keep a copy of the Act, the Rules, the By-laws and a list of members open to inspection by its members free of charge, at all reasonable time at the registered address of the Society.
9.3	The Society shall have its own common seal of a design approved by the Committee. All bonds, contracts and important documents shall be sealed with the seal of the Society. The seal shall not be affixed to any document except with the authority of the Committee and such sealing shall be done in the presence of at least three officers authorised by the Committee, who shall affix their signatures to every document so sealed.
10.	AUDITORS
10.1	Subject to section 33(1) and (2) of the Act, the books and accounts of the Society shall be audited by an external auditor at least once a year. The auditor shall inspect and audit the accounts and other relevant records of the Society and shall forthwith draw the attention of the Registrar and the Society to any irregularity disclosed by the inspection and audit that is, in his opinion, of sufficient importance to justify his so doing.
10.2	The external auditor shall report -
(a)	whether the financial statements give a true and fair view of the financial transactions and the state of affairs of the Society;
(b)	particulars of non-compliance with any accounting standard or requirement referred to in section 34(5) of the Act, the reasons

	and effects of the non-compliance, and such other information and explanation as will give a true and fair view of the financial transactions and the state of affairs of the Society; and
(c)	such other matters arising from the audit as he considers should be reported.
(10.3)	The external auditor shall state in his report whether -
(a)	proper accounting and other records have been kept;
(b)	the receipt, expenditure and investment of monies and the acquisition and disposal of assets by the Society during the year have been in accordance with the Act, the Rules and these By-laws.
10.4	The external auditor may at any other time report to the Registrar, the audit committee and the Society upon any matters arising out of the performance of the audit.
10.5	The external auditor has the right to appear and be heard at any meeting of the audit committee and shall appear before the audit committee when required to do so by the audit committee.
10.6	The audit of the accounts shall include an examination of and report on overdue debts, if any, and an examination of and report on the valuation of assets and liabilities of the Society.
10.7	An external auditor shall have the powers prescribed under the Act. The appointment of the External Auditor shall not exceed 5 consecutive years.
10.8	A Panel of 4 internal auditors shall be elected yearly at the Annual General Meeting of the Society. Internal auditors shall investigate, examine or audit the books of the Society monthly and shall sign them if correct and if they are found to be incorrect to report to the Chairman.
10.9	An internal auditor may be paid an allowance by the Society for the performance of his duties provided that the payment has to be authorized by a resolution to that effect passed by a general meeting of the Society. An internal auditor shall not be eligible for an honorarium.
11.	AUDIT COMMITTEE
11.1	An audit committee shall be appointed by the Committee from among themselves and shall be composed of at least 3 members who shall be independent of the Society in the

	manner prescribed in the Rules.
11.2	If a member of the audit committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced below 3, the Committee shall, within 3 months of that event, appoint such number of new members as may be required to make up the minimum number of 3 members.
11.3	The functions of the audit committee shall be :
a.	to review
(i)	with the external auditor, the audit plan;
(ii)	with the external auditor, his audit report;
(iii)	the assistance given by the officers of the Society to the external auditor;
(iv)	the scope and results of the audit procedures; and
(v)	the balance-sheet and income and expenditure statement of the Society and, if any, the consolidated balance-sheet and income and expenditure statement submitted by the Society's subsidiary;
b.	nominate a person or persons as external auditor; and
c.	any other functions as may be agreed to by the audit committee and the Committee.
11.4	Upon the request of the external auditor, the chairman of the audit committee shall convene a meeting of the audit committee to consider any matter the external auditor believes should be brought to the attention of members of the Committee, or the members, of the Society.
11.5	The audit committee may regulate its own procedure and, in particular, the calling of meetings, the notice to be given of such meetings, the voting and proceedings thereat, the keeping of minutes and the custody, production and inspection of such minutes.
12.	PRESIDENT AND VICE-PRESIDENT
12.1	The Committee may invite one or more reputable citizens to fill the positions of the President and Vice-President of the Society. They shall be honorary members of the Society and shall advise the Committee on its general administration. They shall have a right to attend all meetings of the Society and the Committee but shall have no financial responsibility or liability

	in respect of the debts of the Society. The President shall preside at all meetings of the Society when present. In his absence, the Vice-President shall preside when present.
13.	GENERAL
13.1	Disputes concerning requirements of the Act relating to the constitution, election of officers or conduct of general meetings may be referred to the Registrar in the manner provided in the Act.
13.2	These By-laws are supplementary to the provisions of the Act and the Rules. The Society shall be governed by the Act, the Rules and the By-laws read together. Nothing in these By-laws shall have any power to limit the authority of the Registrar.
13.3	The By-laws of the Society shall, when registered, bind the Society and the members thereof to the same extent as if they were signed by each member and contained covenants on the part of each member for himself and his personal representatives to observe all the provisions of the By-laws.
13.4	No act of the Society or the Committee or any officer shall be deemed to be invalid by reason only of the existence of any defect in the constitution of the Society or of the Committee or of any Committee or Sub-Committee or in the appointment or election of an officer or on the ground that such officer was disqualified for his appointment.