

CONSTITUTION OF DEBRA SINGAPORE

(Last updated on 31 October 2020)

NAME

This Society shall be known as the “DEBRA Singapore”, hereinafter referred to as the “Society”.

PLACE OF BUSINESS

Its place of business shall be at “100, Bukit Timah Road, KK Women’s and Children’s Hospital, Singapore 229899” or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS TO BE CARRIED OUT IN SINGAPORE

Its objects are:

- (a) to create awareness of *Epidermolysis Bullosa* or EB, among the general public and promote the well-being of those suffering from EB;
- (b) to promote and foster co-operation and exchange of information amongst those who suffer from EB and supportive organizations;
- (c) to stimulate and promote research in EB with a clear purpose to find a cure and develop approaches to therapy and palliative care;
- (d) to promote regional and international co-operation amongst patients, families, clinicians and those related to the EB community;
- (e) to acquire and publish literature and scientific works with the ultimate goal of contributing to a better understanding of EB;

- (f) to organize clinical meetings, seminars, conventions and similar gatherings that help EB patients, their families, friends and donors; and
- (g) to provide services directly or indirectly to EB sufferers; benefits include medical care, social assistance, advice, information, and any other form of care or assistance.

MEMBERSHIP QUALIFICATION AND RIGHTS

Membership shall be of four categories: Ordinary, Honorary, Life and Junior. Membership is open to Singaporeans, PRs and non- Singaporeans. Membership criteria are as follows:

- **Ordinary Members** will be those who fulfill the criteria below:
 - i. Minimum age: 18 years
 - ii. Place of Residence of Members: Singapore
- **Honorary Members** consist of those who serve the community and can contribute to the Society. These members are determined by the Executive Committee and are exempted from the payment of fees, if any, at any point in the future.
- **Life Membership** is open to Ordinary Members upon payment of a one-time fee as decided by the Executive Committee.
- **Junior Membership** is open to those below 18 years old and only with written consent from a parent/guardian. Junior members are not allowed to vote or hold any office in the Society. Upon attaining the age of 18, Junior Members are required to write in to the Society secretariat to request for an upgrade to Ordinary membership.

All Ordinary, Honorary and Life Members above 21 years of age shall have the rights to vote and to hold office in the Society.

Only Members are entitled to attend meetings of the Society.

APPLICATION FOR MEMBERSHIP

Every application for membership shall be sent to the Executive Committee for consideration. The Executive Committee may in its discretion reject any application without giving a reason.

A percentage of 51% of all members must be either patients of EB or their families/friends. Medical professionals/doctors/ scientists/ researchers can form at most 49% of all members.

Membership is free to all and obtainable with approval from the Executive Committee. All applications for membership should be made in writing to the Executive Committee.

RESIGNATION / TERMINATION OF MEMBERSHIP

Members who wish to resign from the Society shall give a written statement to the Secretary two (2) weeks prior to the resignation.

Any member who fails to abide by the constitution of the Society or act in a manner that would bring discredit to the Society may be removed or suspended for a period of time deemed reasonable by Executive Committee. Before the Executive Committee expels or suspends membership, the member shall be informed of the reasons for the dismissal or suspension in writing. The member will be given an opportunity to explain and defend himself. Dismissal or suspension shall be effected unless the general meeting suspends or overturns the decision on appeal by the member.

SUBSCRIPTIONS

The annual subscription for Ordinary Members is free till decided differently by the General Meeting of members.

The membership fees shall be determined by the General Meeting on recommendation from the Executive Committee as deemed fit in the future.

The Society is authorized to accept contributions in any monetary form.

The income and property of the Society whensoever derived shall be applied towards the promotion of the objects of the Society 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 Society or to any of them or to any person claiming through any of them.

SUPREME AUTHORITY AND GENERAL MEETINGS

The supreme authority of the Society is vested in a General Meeting of the members.

An Annual General Meeting shall be held within 3 months from the close of its financial year. The date, time and place will be determined by the Executive Committee.

At other times, a Special General Meeting can be held:

- i. when deemed necessary by the Executive Committee; or
- ii. by a joint request in writing of not less than one-fifths of the voting members by explaining purposes and reasons for such a meeting. This request should be sent to Secretary of the Society.

A Special General Meeting which may be requested by the members shall be held at a date within one month from the date of receipt of such a requisition.

If the Executive Committee does not within one month after the date of the receipt of the written request proceed to convene a Special General Meeting, the members who requested for the Special Meeting shall convene the Special Meeting by giving 14 days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's website.

Announcement and agenda for the Special General Meeting shall be distributed by the Secretary to all members at least 14 days before the date fixed for the meeting.

The Secretary shall send the agenda to each member at least 14 days before the Annual General Meeting and include a copy of the minutes of the meeting and the annual activity reports and statements sheet of the Society for the previous year that have been audited. Copies of these documents shall also be made available to be read by the members.

The following points will be considered at the Annual General Meeting:

- i. The previous financial year's accounts and annual report of the Executive Committee.
- ii. Election of the Executive Committee and appoint auditors (if applicable)

Manage other matters presented at the meeting.

At least 25% of the total voting membership or 30 voting members, whichever is the lesser, present at a General meeting shall form a quorum.

If a quorum is not present half an hour after the time appointed to the meeting, the meeting shall be adjourned to a date (not more than 30 days) as determined by the Executive Committee.

Clause 11(i) and 11(j) of the constitution pertaining to quorum and adjournment of Annual General Meeting shall apply to a Special General Meeting, but if a quorum is not enough after half an hour from the time appointed for the Special General Meeting at the request of the members, then such a meeting shall be cancelled and the Special General Meeting with the same purpose shall be held within 6 months.

The Secretary shall send to each member a copy of the minutes of the Annual General Meeting and Special General Meeting within 3 months after the conclusion of the meeting.

EXECUTIVE COMMITTEE

An Executive Committee shall be elected at each Annual General Meeting and will comprise the following:

President

Secretary

Treasurer

Three (3) to five (5) Ordinary Committee Members

At least 50% of the Executive Committee shall consist of either Singapore citizens or Singapore Permanent Residents. The names for the positions are to be proposed and seconded and election will be by a simple majority vote by the members at the Annual General Meeting. All office-

bearers may be re-elected to the same or related post for a consecutive term of office. The Treasurer shall only be eligible to serve a maximum of 2 consecutive terms, i.e. 2 years. The term of office of the Executive Committee is one (1) year.

The functions of the Executive Committee are to manage the daily work of the Society and decision-making on matters within the general policy laid down by the general meeting. The Executive Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and the Executive Committee must always comply with the decision of the General Meeting. The Executive Committee shall submit a report on its activities for the previous year at every General Meeting.

The Executive Committee shall meet at least two times a year. Notice of each meeting shall be given to members of the Executive Committee seven (7) days in advance. The President with not less than 4 Executive Committee members together may call for a meeting of the Executive Committee to be held at any time.

The quorum for Executive Committee meetings shall not be less than one- half of members of the Executive Committee.

The Executive Committee shall have the power to form sub-committees to deal with special matters.

The Executive Committee shall be responsible for the management of the Society in all matters.

The Executive Committee shall appoint an editor who will be responsible for forming an editorial board consisting of two or more members, and whose duties will be to edit, circulate and publish the Proceedings of the Society. The Proceedings of the meeting shall be the official publication of the Society.

The editorial board shall be responsible to the Executive Committee. It will also be responsible for updating all content on the Society's Facebook page and other social media.

The Executive Committee shall have the power to spend such sums of money as deemed necessary for the Society's purposes.

If urgent matter arises which requires the approval of the Executive Committee and if a meeting cannot be held, the Secretary may obtain approval from the Executive Committee members with the distribution of a circular. The conditions below must be met before the decision of the Executive Committee:

- i. The issue must be clearly set out in circulars distributed to every member of the Executive Committee;
- ii. At least half of the members of the Executive Committee must express their consent or objection to it; and
- iii. The decision must be by a majority vote. Any decision obtained by circular letter shall be reported by the Secretary to the next Executive Committee meeting and recorded in the minutes.

Members of the Executive Committee who fail to attend three meetings of the Executive Committee consecutively without satisfactory explanation shall be deemed to have resigned.

If a member of the Executive Committee dies or resigns, the candidate who receives the most votes in the previous election will be called to fill the vacancy. If no such candidate exists or rejects the position, the Executive Committee shall appoint another member to fill the vacancy until the next Annual General Meeting. Any changes in the Executive Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

The Executive Committee shall give instructions to the Secretary and guidance on the business of the Society, and to appoint managers and staff as considered important. It may suspend or dismiss any manager or employee for negligence at work, cheating, inefficiency, refusal to carry out the decisions of the Executive Committee, or for any other reason that could damage the interests of the Society.

The Executive Committee shall submit all the old documents of the Society such as the registered constitution, a copy of the Annual Statement, feedback letters, account books, bank books, cheques and receipts, land titles, list of assets and so on to the new Executive Committee.

The Executive Committee will notify the Commissioner of Charities (COC) or Sector Administrator (SA) of any changes in the governing Board Members.

The COC or SA must be notified of the name of the Trustee and the address of each immovable property as well as any subsequent changes.

Conflict of Interest Policy: Whenever any member of the management board in any way, has an interest (either directly or indirectly) in a transaction, project or other matter to be discussed at a meeting, the members should disclose the nature of his/her interest before the decision on the matter begins. In addition, the member concerned should not participate in the discussion or vote on the matter, and should also offer to withdraw from the meeting. The Executive Committee shall then decide if this should be accepted.

DUTIES OF OFFICERS

The **President** during his term of office, shall preside at all General Meetings and all meetings of the Executive Committee and be responsible for the conduct of all meetings. He/she will have a casting vote and shall sign the minutes of the meeting once approved.

The **Secretary** shall conduct the business of the Society in accordance with the constitution and shall carry out all orders of the General Meeting and Executive Committee. She/he is responsible for conducting all correspondence and keeping all records and documents of the Society except books of accounts and financial documents. The Secretary shall keep a membership register containing detailed information such as the name of members by category, location, and date of birth, identity card number, occupation, name and address of the employer and residential address of every member.

The **Treasurer** is responsible for all financial matters of the Society. She/he shall be solely responsible for the accuracy of financial statements that comprise the statement of receipts and expenditure and balance sheet. Additionally, the Treasurer shall be responsible for:

- i. The collection and accounting of all the funds of the Society and shall issue receipts of all payments made to the Society, except in the financial transactions of the various conferences and meetings organized by the Society.

- ii. She/he shall open such banking accounts as the Executive Committee may direct, and shall deposit therein all monies received on behalf of the Society, except in the financial transactions of the various conferences and meetings organized by the Society.
- iii. She/he shall be responsible for the preparation and submission of the audited Statement of Accounts at the Annual General Meeting. The Statement of Accounts shall include receipts and expenditures of the various conferences and meetings organized by the Society.

Expenses of less than S\$5,000 can be approved by either the President or the Treasurer. Either party is not allowed to approve any payments due to themselves.

Expenses more than S\$5,000 at a time must be approved by the Treasurer **AND** the President or the Secretary.

Ordinary Committee Members shall assist the Executive Committee in carrying duties as directed.

Additionally, the Executive Committee of the Society shall authorize the respective organizing committee for such conferences and meetings to open a separate banking account for each respective conference or meeting, and the authorized signatories for such accounts shall be the Treasurer of the organizing committee and the Chairman or Secretary of the respective organizing committee.

The Treasurer of the respective organizing committee shall be responsible for the collection and accounting of all the funds relating to the conferences and meetings it organizes. He/she shall also be responsible for the preparation and submission to the Treasurer of the Society the Statement of Accounts of such conferences and meetings before the end of each financial year.

FINANCIALS

The following rules are subject to the provisions of the constitution where the monies of the Society can be used for things that are beneficial for the purposes of the Society and include administrative expenses.

The Treasurer may hold cash of not more than SGD 500 at any time. More money than the amount must be put into a bank account in the name of the Society within seven (7) days.

Expenses of less than S\$5,000 can be approved by either the President or the Treasurer. Either party is not allowed to approve any payments due to themselves.

Expenses more than S\$ 5,000 at a time must be approved by the Treasurer AND the President or the Secretary.

The financial statements for the year shall be prepared by the Treasurer and examined by the auditors appointed under Clause 12 of the Constitution as soon as possible after the conclusion of the financial year. The financial statements that have been audited shall be circulated for the information of members and submitted to be approved at the following Annual General Meeting. Each copy shall be provided for members at the place of business of the Society.

The Society's financial year shall be from 1st April to 31st March.

ELECTION OF AUDITORS

A firm of Certified Public Accountants shall be appointed as Auditors at alternate Annual General Meeting and shall be eligible for reappointment.

They are required to audit the financial statements of the Society for two years. Auditors shall certify and sign the statement of accounts prior to its presentation at the Annual General Meeting.

AFFILIATION

The Society may seek affiliation with other medical bodies locally and internationally.

PROPERTY

The Society may acquire by purchase, hire, lease, grant or sale of any moveable or immoveable properties in furtherance of the objects of the Society.

The Society may receive, borrow or invest monies for any of the objects of the Society.

VISITORS AND GUESTS

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

PROHIBITIONS

Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

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

The Society 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.

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

The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Executive Committee or members unless with the prior approval of the relevant authorities.

The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

AMENDMENTS TO THE CONSTITUTION

The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies, Commissioner of Charities (COC), or Sector Administrator (SA). No

alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

ADVISOR / PATRON

The Executive Committee may, if necessary, appoint a person who is qualified to be Advisor/Patron of the Society, provided the person designated has given a written consent in advance.

INTERPRETATION

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

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 this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

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

In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds should only be given to other registered charitable organizations or exempt charities with similar objectives, in Singapore.

A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies, COC or SA.