



YMCA OF SINGAPORE CONSTITUTION & RULES

ARTICLE ONE: — NAME AND OBJECT

Sec. 1 Name and Place of Business

The name of this Association shall be “Young Men’s Christian Association of Singapore” hereafter referred to as “the Association” and its place of business shall be at 1, Orchard Road, Singapore 238824.

Sec. 2 Patrons

The Association may, in its discretion, invite persons who are Singapore Citizens to be:-

- (a) Patron-in-chief and
- (b) Patrons, not exceeding four in number.

Sec. 3 Object

The central objective of the Association is to lead young people to the Lord Jesus Christ and to fullness of life in Him. It seeks, therefore, the development of:-

- (a) The spiritual, intellectual, social and physical well-being of young people.
- (b) The influence exerted in the sphere of their daily calling by members of the Association.
- (c) The capacity for Fellowship and Service in the extension of the Kingdom Of God.
- (d) The Sense of responsibility amongst the membership for Community Service at home, and the promotion of YMCA work in other lands.
- (e) The sense of unity in the worldwide movement, and of partnership in fulfilling the Association’s ideals and purposes as expressed in the Basis of Union.

Basis of Union

The Young Men’s Christian Associations seek to unite those persons who, regarding Jesus Christ as their God and Saviour according to the Holy Scriptures, desire to be His disciples in their efforts for the extension of His Kingdom among people.

The objectives are to be carried out primarily in Singapore.



Sec. 4 Agencies

The agencies of the Association for the attainment of this object shall be:-

- (a) A programme of activities which aims to provide for the spiritual, intellectual, social and physical needs of young people. Any agencies may be used which unite its members in fellowship through activities designed to help them in the development and training of the powers of body, mind and spirit during the whole period in which character is being formed.
- (b) Any agencies within or without the Association premises, not inconsistent with the Christian character and purpose of the Association as stated above.

ARTICLE TWO : - MEMBERSHIP

Sec. 5 General

Any person whose application for membership has been approved by the Board of Directors may become a member of the Association upon payment of such membership fees or contributions, as are from time to time fixed by the Board of Directors.

Sec. 6 Life Membership

- (a) The Life Membership of the Association is a fellowship of persons who are committed to the Christian way of life, who desire to be disciples of the Lord Jesus Christ, and who seek to associate themselves with others in Christian service in and through the Association.

The Life Members are entrusted the task of maintaining the Christian purpose of the Association, and of seeking to make that purpose effective. Theirs is the responsibility of undertaking the direction of the Association's policy and the control of its affairs; and from them the Board of Directors is constituted.

The Life Membership of the Association constitutes the striking force of the Association in its campaign to win people for Jesus Christ, and to train them for Christian Service.

Life Membership shall be open to any person 21 years of age and above, who, loyally accepting the challenge of Christ is willing to take his part in the fellowship and service which the Association exists to promote. Such person may apply to the Board of Directors to be a Life Member upon receiving the support of two Life Members as a Proposer and a Seconder respectively and affirming his subscription to the aims and purposes for which the Association stands.



He or she shall:-

- (i) be a Singapore citizen or permanent resident of Singapore,
- (ii) be a baptised member of a Christian church, and
- (iii) subscribe to the purpose and objects of the Association.

A Life Member is entitled to all privileges of membership including the right to vote and hold office. Such person shall enjoy all the privileges of a Life Member for life unless he ceases to be a member. Such Life Members shall not be required to pay further membership fees.

Any member who was on or before 28th June 1996 entitled to vote at the Annual or Special General Meetings of the Association shall be deemed to be a Life Member notwithstanding that such member may be under 21 years of age, is Singapore Citizen or permanent resident or is not a baptised member of a Church.

- (b) The condition of Life Membership shall be the acceptance of the following personal Declaration:

“I subscribe to the purpose of the Young Men’s Christian Association which seeks to encourage persons to develop in Body, Mind and Spirit in all their relationships according to the teachings and principles of Jesus Christ, and I desire to co-operate fully in carrying on this service. I hereby pledge my loyalty to the best interests of this Association.”

- (c) Every applicant for Life Membership shall be required first to join the Association as an Ordinary (Life) Member, Ordinary (Term) Member or volunteer for a period of three months, and at the end of such period he shall be eligible for election by the Board of Directors as a Life Member, upon signing a written acceptance in the terms of the foregoing Declaration. The condition of three months as an Ordinary (Life) Member, Ordinary (Term) Member or volunteer shall not apply in the case of a young person of the required age who has been for three years a Youth (Term) Member of good standing.
- (d) Only Life Members are eligible to attend Annual or Special General Meetings of the Association.
- (e) A Life Member’s legal spouse and children below 21 years of age are entitled to Family Membership. Family Members are entitled to all privileges of membership except the right to attend Annual or Special General Meetings of the Association, to vote and to hold office. Family Membership shall cease when the principal Life Membership has ceased. Family Membership for children shall cease once the child turns 21 years of age or when the principal Life Membership has ceased, whichever is earlier.

Sec. 7 Ordinary Membership – Ordinary (Life) Member, Ordinary (Term) Member and Youth (Term) Member

- (a) Ordinary (Life) Membership and Ordinary (Term) Membership shall be open to any person 21 years of age and above. Youth (Term) Membership shall be open to any person below the age of 21 years.
- (b) An Ordinary (Life) Member, Ordinary (Term) Member or a Youth (Term) Member is entitled to all privileges of membership except the right to attend Annual or Special General Meetings of the Association, to vote and to hold office.



- (c) Other than set out in Sec 10(b), Ordinary (Life) Members shall not be required to pay further membership subscription.
- (d) Ordinary (Life) Member's and Ordinary (Term) Member's legal spouse and children below 21 years of age are entitled to Family Membership. Family Members are entitled to all privileges of membership except the right to attend Annual or Special General Meetings of the Association, to vote and to hold office. Family Membership shall cease when the principal Ordinary (Life) Membership or Ordinary (Term) Membership has ceased. Family Membership for children shall cease once the child turns 21 years of age or when the principal Ordinary (Life) Membership or Ordinary (Term) Membership has ceased, whichever is earlier.

Sec. 8 Corporate Membership

- (a) A corporation, firm, business partnership or association may apply for Corporate Membership. A Corporate Member is not entitled to attend Annual or Special General Meetings of the Association, to vote or to hold office.
- (b) The election of Corporate Members shall entirely be at the discretion of the Board which will be empowered to fix such limits in the number of such members as it thinks fit.
- (c) Corporate Members shall be entitled to nominate one or more persons belonging to their organisation. Such nominees shall be entitled to enjoy the privileges of an Ordinary (Term) Member.

Sec. 9 Honorary Life Membership

Honorary Life Membership may be conferred by the Board on persons who have rendered outstanding service and/or contributions toward the movement, community and/or nation.

Sec. 10 Membership Fees

- (a) Members shall pay such membership fees or contributions as are from time to time fixed by the Board of Directors.
- (b) Life Members and Ordinary (Life) Members shall pay such membership fees as are current at the time of his application.
- (c) Any member whose fee is three months in arrears, written notice having been given to his last registered physical or electronic address, may have his membership cancelled.



Sec. 11 Discipline

- (a) The Board of Directors shall in its absolute discretion on its own motion or at the request of five members in writing have power to suspend or expel any member whose conduct is found, in their judgement, to be inconsistent with the Christian purposes of the Association or its Constitution & Rules, or whose general attitude and spirit is found to be prejudicial to the best interest of the Association and its membership.
- (b) The right of suspension until the next meeting of the Board may be exercised by the President or the General Secretary.
- (c) The member so suspended or expelled shall forfeit all his right and interest in the Association or to any claim for a refund of the whole or any part of any fees previously paid by him or on his behalf to the Association.
- (d) No member shall be expelled except by a vote of four-fifths of the Board of Directors present at any regular meeting.

ARTICLE THREE : - MANAGEMENT

Sec. 12 Board of Directors

- (a) The Administration of the Association and its agencies shall be controlled and directed by the governing body which shall be called and is referred to herein as the Board of Directors.
- (b) The General Secretary shall be the executive officer of the Board without power to vote.
- (c) The Board of Directors shall consist of 15 Life Members of the Association. Any vacancy resulting from a resignation or other reasons shall be replaced by an elected Life Member at the following Annual or Special General Meeting.
- (d) Members of the Board of Directors shall be elected to terms of 3 consecutive years and shall retire on completion of each term. Members of the Board of Directors shall be eligible for re-election subject to a maximum of 3 terms of 3 consecutive years each in respect of any Director elected after the year 2021 and any such person shall only be eligible for re-election, or re-co-option as a Director after a lapse of at least 2 years. Notwithstanding the above, no Director shall serve on the Board for more than 10 consecutive years.
- (e) Only Life Members of who have been Life Members for a continuous period of 12 months shall be elected to the Board of Directors.
- (f) Any member of the Board leaving Singapore with the intention of being absent for a period of three months or more shall cease ipso facto to be a member of the Board.
- (g) Any member of the Board absenting himself from three consecutive regular meetings without reasonable excuse shall be considered to have resigned from the Board.
- (h) <blank>



- (i) The Board may co-opt where and whenever necessary, not more than 4 additional Life Members to serve on the Board in addition to the 15 members of the Board of Directors. Such co-opted Directors shall be on an annual basis subject to renewal and for a maximum period not exceeding 3 consecutive years. The co-opted Directors shall not be counted as part of the quorum nor have voting rights in a Board meeting.

Sec. 13 Functions of the Board

- (a) The Board shall be responsible for the promotion of the policies and programmes of the Association in accordance with the YMCA Object and the Basis of Union. It shall be responsible for all matters of finance, properties and staff, and be the medium of communication between the Association and the National Council of YMCAs of Singapore.
- (b) The Board shall appoint from its own members such Committees as are necessary.
- (c) The Board shall meet at least six times a year. Six members shall form a quorum. Minutes shall be taken of the proceedings of the Board.
- (d) The Board shall be responsible for the arranging, calling of, carrying out and convening of the Annual General Meeting in the month of May each year.
- (e) The Board shall have power to make regulations and bye-laws for the government of the Association and its branches, not inconsistent with this Constitution & Rules and to rescind, amend or modify such bye-laws.
- (f) Whenever a member of the Board has in any way, directly or indirectly, an interest in a transaction or project or other matter to be discussed at a meeting, the member shall disclose the nature of his interest before the discussion on the matter begins.
- (g) The member concerned should not participate in the discussion or vote on the matter and should also offer to withdraw from the meeting and the Board shall decide if this should be accepted.
- (h) A Board meeting may be held by the requisite quorum of the Board (as set out in Sec 13(c)), being assembled together at the time and place appointed for the meeting; or by means of audio, audio and visual, or electronic communication; or a combination of these means.



ARTICLE FOUR: — ANNUAL GENERAL MEETING

Sec. 14 Date

The Annual General Meeting shall be held in the month of May each year or as soon thereafter as is convenient on a date and time which shall be fixed by the Board of Directors.

Sec. 15 Notice

Notice of the Annual General Meeting shall be circulated to the Life Members of the Association twenty-one days before the date chosen for the meeting and published on the Association's official website.

Sec. 16 Business

The following business shall be transacted: —

- (a) The Annual Report.
- (b) The Statement of Accounts for the previous year.
- (c) The election of Directors for the following year.
- (d) Items of business which have been submitted in writing and received by the General Secretary not less than seven days before the date of the Annual General Meeting.

Sec. 17 Nominations

- (a) No member may stand for election to the Board of Directors unless he or she is a Life Member and fifteen days before the date of the Annual General Meeting written notice of the Nomination or proposal to stand for election is received by the President of the Board of Directors whose address shall be c/o YMCA of Singapore, 1 Orchard Road, Singapore 238824.
- (b) Every Life Member standing for election must either:-
 - (i) be proposed in writing by one and seconded by two Life Members and must attest his consent to such proposal, or
 - (ii) be nominated by the Board of Directors at a meeting prior to the Annual General Meeting.
- (c) (blank)
- (d) All proposals and nominations shall be published on the Association's official website seven clear days before the date fixed for the Annual General Meeting.
- (e) No nominations or proposals shall be made at the meeting.
- (f) Any Life Member who is employed, on a full or part-time basis, by the Association, shall not nominate, stand for election to the Board of Directors or vote at the General Meeting.



Sec. 18 Voting

- (a) If the number of nominations or proposals received are equal or less than the vacancies available for election at that Meeting, the Chairman of the meeting shall declare those nominees duly elected.
- (b) If the number of nominations or proposals received are more than the vacancies available for election at that Meeting, voting by ballot at the meeting to elect the nominees shall be carried out. Vacancies shall be filled accordingly by the nominees who received the greater number of votes.
- (c) In the event of a tie in the number of votes received by the remaining nominees for a vacancy or vacancies, the Chairman of the meeting shall determine the elected Director(s) through the drawing of lots.

Sec. 19 Quorum

- (a) Thirty of the Life Members on the roll of the Association at the date and time of the meeting shall constitute a quorum.
- (b) In the event of the quorum being absent in respect to the Annual General Meeting, the meeting may be adjourned and resumed at any time fixed by the members present regardless of the number of members present at the resumed meeting, but the quorum shall have no power to alter, amend or make additions to the existing rules.

Sec. 20 Election of Office Bearers

At the first meeting of the Board of Directors held after the Annual General Meeting, the outgoing President shall lead the Board in the election of a President. The newly-elected President shall then lead the Board in the election of two Vice Presidents, an Honorary Secretary, and an Honorary Treasurer of the Association. Every Office Bearer shall be elected from among the members of the Board of Directors for a period of one year or until their successors are elected. No person shall be elected as the Honorary Treasurer or otherwise hold the office of Honorary Treasurer for more than 4 consecutive years and such person shall only be eligible for re-election as Honorary Treasurer after a lapse of at least 2 years.

ARTICLE FIVE :- SPECIAL GENERAL MEETING

Sec. 21 Special General Meeting

The President of the Association may at any time for the purpose of moving a special resolution call a Special General Meeting of the Association upon the written requisition of fifteen Life Members of the Association or by order of the Board.

Sec 22 Resolution

Any Life Member desirous of moving such resolution at a Special General Meeting shall forward it in writing to the General Secretary over the signatures of the said fifteen Life Members not less than twenty-eight days before the date of such meeting.



Sec. 23 Agenda

At least twenty-one day's notice of the Special General Meeting shall be given to Life Members who shall previously or at the same time be supplied with a copy of the agenda of the proposed meeting.

Sec. 24 Other Rules

- (a) At a Special General Meeting, if no quorum is present within 20 minutes of the time appointed, the meeting shall be considered abandoned.
- (b) Except as herein varied the rules governing Annual General Meetings or any meetings of the Association shall apply to the Special General Meetings.

ARTICLE FIVE A : RULES AS TO ANNUAL & GENERAL MEETINGS

Sec. 25 Chairman

The President and in his absence, one of the two Vice Presidents shall be Chairman at all meetings of the Association and/or the Board of Directors. In the absence of both the President and the two Vice Presidents, the meeting shall elect one of the members of the Board of Directors to be its chairman.

Sec. 26 Voting

Any Life Member shall be entitled to vote.

Sec. 27 Prayer

All meetings of the Association shall be opened with prayer.

Sec. 28 Prohibition

No division or voting shall be allowed upon any religious, denominational or political subject and nothing shall be done which in the opinion of the Chairman may tend to contravene the international, inter-denominational and non-political nature of the Association.

Sec. 29 Notices

Any notice of any meeting may be delivered or sent by post to a member at his last registered physical or electronic address. The posting of such letter by ordinary pre-paid post or electronic mail shall be deemed to be sufficient and effective service of the notice.



Sec. 29A Method of Holding Meetings

Annual and Special General Meetings may be held —

- (a) by the requisite quorum of the members (as set out in Sec 19(a) and 24(b) as the case may be), being assembled together at the time and place appointed for the meeting;

or

- (b) by means of audio, audio and visual, or electronic communication provided that —
 - (i) all of the members who have the right and the wish to participate at the meeting have access to the technology needed to participate in the meeting; and
 - (ii) the requisite quorum of members (as set out in Sec 19(a) and 24(b) as the case may be) can simultaneously communicate with each other throughout the meeting; or
- (c) a combination of Sec. 29A (a) and (b) as the Board may determine from time to time.

ARTICLE SIX: — COMMITTEES

Sec. 30 Appointment of Committees

At the first meeting of the Board of Directors immediately following the annual election, the Board shall appoint such Standing Committees as may be deemed necessary. The authority and duties of such Committees are to be governed by Terms of Reference, and such Terms of Reference shall be regularly reviewed and approved by the Board. The Board of Directors shall be at liberty to cancel the appointment of such committees at any time. Such Standing Committees may include:

- a) Governance Committees to assist the Board in fulfilling their functions with respect to the corporate governance of the Association.
- b) Administrative Committees to assist the Board in fulfilling their functions with respect to the exercise of executive powers on matters that are not delegated to the Executive Committee under Sec. 31.
- c) Oversight Committees to assist the Board in fulfilling their functions with respect to the Association's Programmes and Social Enterprises. The Oversight Committees provides guidance to the General Secretary and ensures good stewardship of financial resources, in accordance with the objectives and core values of the Association. In the case of Programmes, Oversight Committees shall work with the General Secretary and his designated staff to advance programmes that are socially impactful and extend Christian service to the community. In the case of Social Enterprises, the Oversight Committees shall work with the General Secretary and his designated staff to ensure their long-term profitability and financial sustainability.
- d) Other committees that are set up from time to time to provide advice to the Board and guidance and support for the General Secretary and his designated staff in various areas of work. Committees may also be appointed as steering committees for events organised by the Association.



Sec. 31 Executive Committee

There shall be an Executive Committee comprising the President, two Vice Presidents, an Honorary Secretary, and an Honorary Treasurer. It shall meet at least once every two months in between Board meetings with executive powers to administer the affairs of the Association in accordance with its Constitution, Rules and Regulations and the Board's policy.

Sec. 32 Minutes of Committee Meetings

Minutes of meetings of each Committee are to be recorded, filed with the Association, and made available to the Board of Directors. The Board shall be kept updated of the work of each Committee in the manner stipulated in their Terms of Reference.

Sec. 33 (blank)

ARTICLE SEVEN: — DUTIES OF OFFICERS

Sec. 34 President

The President shall lead the Board and ensures its effectiveness in governing the Association. He shall work with the Board of Directors and the General Secretary to achieve the Association's objectives. He chairs Annual and Special General Meetings and meetings of the Board and the Executive Committee. The President or his authorised representative shall represent the Association in dealings with outside persons or organisations. He is the ex-officio member of all Committees and may attend all meetings after informing the Committee chairperson in adv.

Sec. 35 Vice -President

The two Vice-Presidents shall assist the President in his duties. Either of the two Vice-Presidents during the absence or disability of the President shall have the power to perform all the duties of the President. In the absence of both the President and both Vice-Presidents, the Board of Directors shall elect from among their members an Acting President.

Sec. 36 Honorary Treasurer

The Honorary Treasurer shall provide oversight and authority over the financial matters of the Association which shall be carried out by the General Secretary and his designated employee(s).

Sec. 36A Honorary Secretary

The Honorary Secretary shall provide oversight and authority over all maintenance of records, except financial records, of the Association and the convening of and maintaining of minutes of all Annual and Special General Meetings and meetings of the Board of Directors which shall be carried out by the General Secretary and his designated employee(s).



Sec. 37 General Secretary

The General Secretary shall serve as Executive Officer of the Board and of the Association. He shall be responsible for implementing the policies and directives of the Board. He shall have general supervision of the work of all employees. He, or in his absence his designated employee(s), shall be the secretary at all meetings of the Board of Directors and Committees.

Sec. 38 Control of Officers & Employees

All Officers and employees shall be appointed and be under the control of the Board of Directors.

Sec. 39 Auditor

The accounts of the Association shall be audited annually by a public accountant appointed by the Board of Directors. Any appointment of or change of auditor must have the prior approval of the Comptroller of Income Tax.

ARTICLE EIGHT: — BRANCHES

Sec. 40 Establishment

The Association may at such times and places as may be deemed advisable establish carry on and manage branches with liberty to discontinue the same at any time.

Sec. 41 Delegation

Such branches shall be under the jurisdiction of the Board of Directors who may delegate such of its powers as it may from time to time consider necessary for the maintenance, management and working of the branch.

Sec. 42 Committee of Management

The Board of Directors may approve the appointment of a Committee of Management in such branches upon such terms and conditions and subject, such rules and bye-laws as it shall deem fit provided always that such committee shall not exceed seven members.

ARTICLE EIGHT A:- SOCIAL ENTERPRISES

Sec. 42A Establishment

The Association may set up and operate businesses as for-profit Social Enterprises to support the work of the Association. The profits of these Social Enterprises' shall be channeled to support the Association's programmes to serve the community.



ARTICLE NINE :- PROPERTY & TRUSTEES

Sec. 43 Vesting

All immovable properties belonging to or acquired by the Association shall be vested in a Board of Trustees or such public trust corporation, as the Board of Directors shall from time to time appoint. The Board of Trustees shall consist of not less than 2 and not more than 6 Life Members of the Association on 5-year terms. The Board of Directors may appoint such public trust corporation in place of a Board of Trustees subject to approval at a General Meeting.

Sec. 44 New Trustees

- (a) The Board of Directors in their discretion shall have power to remove any of the trustees and to appoint new trustees on any vacancy occurring thereby or occurring by resignation, death, insanity, bankruptcy or otherwise.
- (b) Notification of such change shall be given to the Registrar of Societies.

Sec. 45 Trust

Such trustees shall hold the said properties upon trust for the Association and shall deal with the same in the manner and under the directions of the Board of Directors.

Sec. 46 Dealings

The Board of Directors may in furtherance of the objects of the Association: —

- (a) acquire by purchase, lease or otherwise land, buildings, tenements or hereditaments and any movable or immovable properties;
- (b) construct, maintain and alter any houses, buildings or works;
- (c) sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property;
- (d) borrow and raise money and invest any moneys of the Association not immediately required for any of its objects in such manner as the Board may from time to time think fit.

ARTICLE TEN: — INTERPRETATION & AMENDMENTS

Sec. 47 Amendments

No alteration or amendment to this Constitution & Rules shall be made except at a Special General Meeting of the Association by a resolution carried by a majority of three-fourths of the Life Members present and voting at a meeting specially convened for the purpose provided always that such proposed alterations or amendments shall previously have been approved by the Board of Directors.



No alterations or additions to this Constitution shall come into force without the prior sanction of the Registrar of Societies and the Commissioner of Charities.

Sec. 48 Interpretation

The Board of Directors shall be the sole authority for the interpretation of this Constitution & Rules and of the regulations and by-laws made thereunder and any decision made by it shall be final and binding on the members.

ARTICLE ELEVEN: — MISCELLANEOUS

Sec. 49 Annual Report and Balance Sheet

The annual financial statements duly audited by a public accountant and the annual report shall be presented to the Board of Directors for approval and shall subsequently be circulated to all members of the Association at least twenty-one days before the Annual General Meeting.

Sec. 50 Financial Year

The financial year of the Association shall be from the 1st January to the 31st December in each year.

Sec. 51 Prohibitions

- (a) Gambling of any kind; the use of liquor and/or narcotics; and the Promotion of public lotteries are expressly disallowed in connection with any part of the work of the Association.
- (b) The funds of the Association shall not be used to pay the fines of members who have been convicted in court.
- (c) 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.
- (d) The Association shall not indulge in any political activity or allow its funds and/ or its premises to be used for political purposes.

Sec. 52 Representation

Representatives to the National Council of YMCAs of Singapore and other bodies shall be appointed by the Board of Directors at the first meeting of the Board held immediately after the Annual General Meeting.



Sec. 53 Dissolution

- (a) The Association shall not be dissolved, except with the consent of not less than 3/5 of the Life Members of the Association expressed, either in person or by proxy at a General Meeting convened for the purpose, or by postal vote.
- (b) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds if any, will be transferred to other institutions of a public character with similar objectives that are registered under the Charities Act, unless otherwise allowed by the Commissioner of Charities.
- (c) Notice of dissolution shall be given within 14 days of the dissolution to the Registrar of Societies.