

## **CONSTITUTION OF THE KOINONIA INCLUSION NETWORK**

### **NAME**

1.1 This Society shall be known as the “Koinonia Inclusion Network”, hereinafter referred to as the “Society”.

### **PLACE OF BUSINESS**

2.1 Its place of business shall be at “133 Fidelio Street, Bethany Evangelical Free Church, Singapore 458518” or such other address as may subsequently be decided upon by the Board of Management (hereinafter referred to as the “Board”) 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**

3.1 Its objects are:

- a) To partner Christian communities in including people with disabilities; and
- b) To promote Christian missions by and to people with disabilities.

3.2 In furtherance of the above objects, the Society may, with the approval of relevant authorities where necessary, also produce resources that support the preceding two objects.

3.3 The Society shall not engage in any activities that may undermine the racial or religious harmony in Singapore.

## **STATEMENT OF FAITH**

4.1 The Statement of Faith is attached at Annex A.

## **MEMBERSHIP QUALIFICATION AND RIGHTS**

5.1 Membership is open to any Christian who:

- a) Agrees to the Society's Statement of Faith; and
- b) Is of good character and standing.

5.2 Persons who are below 18 years of age shall not be accepted as members without the written consent of their parent or guardian.

5.3 Only members who are above 21 years of age shall have the right to vote and to hold office in the Society.

## **APPLICATION FOR MEMBERSHIP**

6.1 A person wishing to join the Society should submit his particulars to the Honorary Secretary on a prescribed form.

6.2 A new member must be proposed and seconded by existing members. The name of the proposed new member will then be circulated to existing members via a convenient means of communication for at least one (1) week, after which the Board will decide on the membership, taking into consideration any objections raised.

6.3 A copy of the Constitution shall be furnished to every approved member upon payment of the entrance fee.

6.4 Each member shall notify the Honorary Secretary of any change to their last known address or their email address.

## **CESSATION OF MEMBERSHIP**

7.1 A member of the Society ceases to be a member:

- a) By giving notice in writing to that effect addressed to the Honorary Secretary, and the membership of such a member shall terminate as specific in such notice; or
- b) If the Board, acting in good faith, determines unanimously that such member has acted in a manner contrary to the interest and reputation of the Society, or that such member no longer holds to the Statement of Faith of the Society. The Board may notify its decision to the member by registered mail sent to his last known address and through the Internet via email (as recorded in the Society's register of members); or
- c) Automatically, if three (3) consecutive letters are sent by the Society by registered mail to the last known address of that member (as recorded in the Society's register of members) without response from the member.

7.2 A member whose membership is ceased under clause 7.1b and 7.1c may within one month of the notification of his membership being ceased, appeal to the General Meeting of members against the decision of the Board. The decision of the General Meeting shall be final.

## **ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

8.1 The entrance fees and subscriptions shall be determined by the General Meeting on recommendation from the Board from time to time.

8.2 Annual subscriptions (if applicable) are payable in advance within the first month of the year. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Honorary Treasurer. If he fails to settle his arrears within two (2) weeks of their becoming due, the Chairman may order that his name be circulated to the Society's membership and that he be denied the privileges of membership until he settles his account. If he fails to settle his arrears for more than two (2) months, he will automatically cease to be a member and the Board may take

legal action against him provided that the Board is satisfied that he has received due notice of his debts.

8.3 Any additional fund required for special purposes may only be raised from members with the consent of the general meeting of the members.

8.4 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**

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

9.2 An Annual General Meeting shall be held within three (3) months from the close of its financial year.

9.3 At other times, an Extraordinary General Meeting must be called by the Chairman on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whichever is lesser, and may be called at any time by order of the Board. The notice in writing shall be given to the Honorary Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.

9.4 If the Board does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the

business to be transacted and simultaneously circulating the agenda to the Society's members.

9.5 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Honorary Secretary to all voting members through electronic means to each member's email address registered with the Society. The particulars of the agenda shall be sent at least four (4) days in advance of the meeting to all voting members through electronic means to each member's email address registered with the Society.

9.6 Unless otherwise stated in this Constitution, voting by proxy shall be allowed at all General Meetings.

9.7 An Annual General Meeting or Extraordinary General Meeting may be carried out in-person, or by means of a video conference call, or similar communications equipment, by which (i) all members participating in the meeting are able to hear and be heard, by all other members at the meeting, and to vote and raise questions, without the need for members to be in the physical presence of each other, and by which (ii) the Board is able to verify the identity of the attendees. The Board shall decide on the mode of conduct for an Annual General Meeting or Extraordinary General Meeting.

9.8 Participation in the meeting through video conference call, or similar communications equipment, by which (i) all members participating in the meeting are able to hear and be heard, by all other members at the meeting, and to vote and raise questions, without the need for members to be in the physical presence of each other, and by which (ii) the Board is able to verify the identity of the attendees, shall be deemed to constitute presence in person at such meeting and counted in the quorum for such meeting. All resolutions agreed by the membership in such meetings shall be deemed as effective as resolutions passed at an in-person meeting.

- 9.9 The following points will be considered at the Annual General Meeting:
- a) The previous financial year's accounts and annual report of the Board.
  - b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Honorary Secretary one (1) week before the meeting is due to be held.

9.10 At least 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

9.11 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

### **BOARD OF MANAGEMENT**

10.1 The administration of the Society shall be entrusted to a Board of Management consisting of the following to be elected at alternate Annual General Meetings:

- A Chairman
- Up to two (2) Deputy Chairmen
- An Honorary Secretary
- An Honorary Treasurer
- Up to six (6) Ordinary Board Members

10.2 In addition to the individuals stated in Para 10.1, the Executive Director (or, if not available, one staff member nominated by the Board) shall also be an ex-officio member of the Board. The Executive Director shall not have rights to hold office in the Society as an Office-bearer, and will have no voting rights in the Board.

10.3 Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, majority of the Board Members shall be Singapore Citizens. In addition, the Chairman, Honorary Secretary, Honorary Treasurer and their deputies shall be Singapore Citizens or Singapore Permanent Residents. Foreign Diplomats shall not serve as Board Members.

10.4 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members.

10.5 The term of a Board member shall be as follows:

- a) The term of office of a Board member is two (2) years.
- b) All office-bearers, except the Honorary Treasurer, may be re-elected to the same or related post for consecutive terms of office, up to a maximum of five (5) consecutive terms on the Board. Re-election of a Board member who has ceased to be eligible as aforesaid may be considered after a lapse of at least two (2) years. For the avoidance of doubt, the terms of office held by Board members shall include any terms served since 29 Dec 2019.
- c) The Honorary Treasurer may only be re-elected to the post for a maximum of one (1) consecutive term of office, a total of four (4) consecutive years. Re-election of the outgoing Honorary Treasurer may be considered after a lapse of at least two (2) years.

10.6 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.

10.7 A Board Meeting shall be held at least once every three (3) months after giving seven (7) days' notice to Board Members. The Chairman may call a Board Meeting at any time by giving five (5) days' notice. A majority of the Board Members must be present for its proceedings to be valid.

10.8 A Board meeting may be carried out in-person, or by means of a video conference call, or similar communications equipment, by which (i) all members participating in the meeting are able to hear and be heard by all other Board members at the meeting, and to vote and raise questions, without the need for Board members to be in the physical presence of each other, and by which (ii) the Chairman is able to verify the identity of the attendees. The Chairman of the Board meeting shall determine the mode of conduct for the Board meeting.

10.9 Participation in the meeting through video conference call, or similar communications equipment, by which (i) all members participating in the meeting are able to hear and be heard, by all other members at the meeting, and to vote and raise questions, without the need for members to be in the physical presence of each other, and by which (ii) the Board is able to verify the identity of the attendees, shall be deemed to constitute presence in-person at such meeting and counted in the quorum for such meeting. All resolutions agreed by the Board in such meetings shall be deemed as effective as resolutions passed at an in-person Board meeting.

10.10 A resolution in writing, signed or approved by letter or email by a majority of the Board, shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

10.11 Any member of the Board absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Board and a successor may be co-opted by the Board to serve until the next Annual General Meeting. Any changes in the Board shall be notified to the Registrar of Societies and the Commissioner of Charities within two (2) weeks of the change.

### **DUTIES OF THE BOARD**

11.1 The duty of the Board is to organise and supervise the daily activities of the Society. The Board may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.



11.2 The Board has the power to authorise or incur the expenditure of a sum not exceeding \$25,000 per month from the Society's funds for the Society's purposes.

11.3 Where a conflict of interest arises at a Board meeting, the Board member concerned should not vote on the matter nor participate in discussions. He or she should also offer to withdraw from the meeting, and the other Board members should decide if this is required.

### **DUTIES OF OFFICE-BEARERS**

12.1 The Chairman shall chair all General and Board meetings. He shall also represent the Society in its dealings with outside persons.

12.2 The Deputy Chairman shall assist the Chairman and deputise for him in his absence.

12.3 The Honorary Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will keep minutes of all General and Board meetings. He shall maintain an up-to-date Register of Members at all times.

12.4 The Honorary Treasurer shall:

- a) Oversee the financial sustainability and financial reporting of the Society;
- b) Ensure financial statements are prepared in accordance with applicable accounting standards and regulations;
- c) Ensure sound financial management and internal controls are in place, with documented procedures in key areas such as procurement, receipting, and payment processes, in a manner approved by the Board; and
- d) Ensure that excess funds of the Society shall be deposited in a financial institution or invested, as decided by the Board.

12.5 Cheques, etc. for withdrawals from the bank will be signed by the Honorary Treasurer and either the Chairman or the Deputy Chairman.

12.6 Ordinary Board Members shall assist in the general administration of the Society and perform duties assigned by the Board from time to time.

### **AUDIT AND FINANCIAL YEAR**

13.1 Two (2) voting members, not being members of the Board, shall be elected as Honorary Auditors at alternate Annual General Meetings and will hold office for a term of two (2) years only. The Honorary Auditors may only be re-elected to the post for a maximum of one (1) consecutive term of office, i.e., a total of four (4) consecutive years. The accounts of the Society shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Society exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

13.2 They:

- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- b) May be required by the Chairman to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Board.

13.3 The financial year shall be from 1st April to 31st March.

### **TRUSTEES**

14.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

14.2 The trustees of the Society shall:

- a) Not be more than four (4) and not less than two (2) in number.
- b) Be elected by a General Meeting of members.
- c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

14.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.
- b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

14.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by providing written notice sent to all voting members through electronic means to each member's email address registered with the Society at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Commissioner of Charities.

14.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Commissioner of Charities.

### **VISITORS AND GUESTS**

15.1 Visitors and guests may be admitted into the premises of the Society but they shall not be admitted to the privileges of the Society nor shall they be admitted into the premises more than six (6) times in a calendar year. These visits are to be confined to not more than once in fourteen (14) days.

15.2 A Visitors' Book shall be kept, in which shall be entered the names of all visitors and guests, together with the names and signatures of the members nominating them and the dates of their visits. No person shall be a visitor or guest till his name has been entered in this book.

## **PROHIBITION**

16.1 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.

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

16.3 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.

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

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

16.6 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 CONSTITUTION**

17.1 The Society shall not amend its Constitution without the prior approval in writing of the Registrar of Societies and the Commissioner of Charities. 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.

## **INTERPRETATION**

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

## **DISPUTES**

19.1 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/CESSATION OF CHARITY STATUS**

20.1 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.

20.2 In the event of the Society being dissolved as provided above, or in the event the Society ceases to be a registered charity under the Charities Act, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be donated to an approved charity or charities with similar objectives in Singapore which is(are) registered under the Charities Act, as the members of the Society may determine at the General Meeting.

20.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.

- END -

**STATEMENT OF FAITH**

1. We believe the Bible to be the inspired, the only infallible, authoritative Word of God.
2. We believe that there is one God, eternally existent in three persons: Father, Son, and Holy Spirit.
3. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.
4. We believe that for the salvation of lost and sinful people, regeneration by the Holy Spirit is absolutely essential.
5. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.
6. We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.
7. We believe in the spiritual unity of all believers in our Lord Jesus Christ, which includes all believers with disabilities.