

(SCHOOL CO-OPERATIVE)

BY-LAWS OF THE

CO-OPERATIVE LIMITED

1 NAME, ADDRESS AND AREA OF OPERATION

1.1 The Society shall be called the _____
_____ Co-operative
Limited.

1.2 The registered address of the Society shall be at _____
_____, Singapore
_____. Every 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 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) "By-laws" means the By-laws of the Society;
- (d) "Central Co-operative Fund" means the fund established under section 71 of the Act;
- (e) "Committee" or "Committee of Management" means the governing body which is responsible for the management of the affairs of the Society;
- (f) "employee" means a person who is a full-time paid staff of the Society;

- (g) "honorarium" means a portion of the net surplus of the Society distributed among some or all of the members of the Committee in consideration of their services which would not otherwise be remunerated;
- (h) "Manager" means the most senior executive employed by the Committee to run the affairs of the Society;
- (i) "member" means any person duly admitted to the membership of the Society in accordance with the By-laws;
- (j) "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;
- (k) "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;
- (l) "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;
- (m) "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;
- (n) "Rules" means the Co-operative Societies Rules or any rules made under the Act for the time being in force in Singapore;
- (o) "Society" means the _____
_____ Co-operative Limited;
- (p) "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;
- (q) 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 co-operation, self-help and mutual assistance amongst its members;
- (c) to carry on the business of employment, entertainment, insurance, advertising, housing and estate management, investment and travel agencies;
- (d) to provide educational, legal, management consultancy, computer, accounting and secretarial services;
- (e) to promote the buying and selling of consumer goods and services on a co-operative basis;
- (f) to establish and operate such co-operative schemes, ventures and projects.

3.2 In furtherance of these objects, the Society shall be at liberty –

- (a) to enter into contracts with members and non-members for the purchase, produce, manufacture, processing, packaging, storage, packing, transportation, display, distribution or sale of consumer goods and services and to arrange for the registration, grant or use of any trade mark, patent right, licence or permit in relation thereto;
- (b) to appoint or to act as representatives and agents for the purpose of carrying on the business of the Society;
- (c) to invest the funds of the Society in accordance with section 69 of the Act;
- (d) to raise funds by obtaining loans from the members and non-members subject to the Act and the By-laws;
- (e) 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;
- (f) to frame administrative policy and rules and such other regulations as may be required for the proper conduct of the Society's business; and

- (g) 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 of _____

(here state the common bond)

- (b) be 12 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 the payment of entrance or membership fee specified in By-law 7.2. 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 therefor 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 or membership 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.

4.6 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 person 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 shall not exceed the nominal value of the membership fee paid by him or her.
- 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.
- 4.13 Any member who is not liable to the Society may resign from the Society on giving 3 months' notice of resignation in writing. The Committee may accept a shorter notice of resignation at its discretion. The effective date of cessation of membership by resignation shall be upon the expiry of the 3 months' notice or such shorter notice accepted by the Committee, as the case may be. During the period of notice, such member shall not be eligible to vote or to incur fresh liabilities with the Society.

- 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.

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 20% or 60 of the members of the Society, 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 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 elect internal auditors;
- (h) to appoint External Auditors;
- (i) to consider and authorise the payment of allowance or honorarium and provision of other benefits subject to By-law 6.21;
- (j) to consider and determine the maximum amount the Society may borrow, subject to the provisions of the Act and the By-laws;
- (k) to write off bad debts; 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% or 30 of all members qualified to vote, 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 a 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 the 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 all members and that the number of returned votes is not less than one-third of the total membership 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.
- 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 resolutions 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 consisting of not less than 5 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 the next Annual General Meeting of the Society. The Chairman, Secretary, Treasurer and other officers shall be directly elected by

members at the general meeting. Retiring members of the Committee shall be eligible for re-election unless otherwise restricted in the Act, Rules or By-laws.

OR

- 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 the next Annual General Meeting of the Society. 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 or remain a member of the Committee if:-
- (a) he is under 12 years of age;
 - (b) (i) he is not a citizen of Singapore; or
 - (ii) 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 subject to By-law 6.4;
 - (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 previously misused or mismanaged funds of a co-operative society; or
 - (h) he becomes ineligible under any of the By-laws.
- 6.4 A person who is not eligible for membership of the Committee of Management or remain a member of the Committee under By-law 6.3(d), shall not be eligible for membership of the Committee of Management or remain a member of the Committee for the following periods except with the written approval of the Registrar :
- (a) where he has been sentenced to imprisonment in respect of the offence, for a period commencing from the date of his conviction until 5 years after his release from prison; or

- (b) where he has not been sentenced to imprisonment in respect of the offence, for a period of 5 years commencing from the date of his conviction or such shorter period with the leave of the High Court.

6.5 A member of the Committee shall cease to hold office if:-

- (a) he becomes ineligible for membership of the Committee in accordance with By-law 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 Committees or Sub-Committees or officers or employees which will disclose the true position of the Society, its operations and financial conditions;
 - (c) to appoint Committees or Sub-Committees;
 - (d) to keep members informed of the progress of the Society and encourage interest and a 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 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 the 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 or any of the 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 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.
- 6.22.1 The duties of the Chairman shall include the following --
- (a) to preside at all general meetings of the Society and all meetings of the Committee;
 - (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) membership fees;
 - (b) Common Good Fund;
 - (c) General Reserve Fund; and
 - (d) 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.
- 7.2 The entrance or membership fee shall be of such amount as the Committee may determine from time to time.
- 7.3 The funds of the Society may be invested without seeking the Registrar's approval subject to Section 69 of the Act.

8 FINANCIAL MATTERS

- 8.1 The financial year of the Society shall begin on 1st January and end on 31st 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 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;
 - (b) by 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;
 - (c) by contribution to a Common Good Fund;
 - (d) by contribution to a General Reserve Fund; and

- (e) in any other manner as approved by the general meeting in accordance with the provisions of the Act and these by-laws.
- 8.4 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.
- 8.5 All cheques drawn on such account shall have a validity not exceeding 180 days. The Treasurer or any other officer authorized by the Committee may sign cheques for a sum up to \$[xxx]. Cheques for sums in excess of \$[xxx] are to be signed by the Treasurer and at least two other officers authorized by the Committee. All payments shall be correctly made and properly authorised in accordance with the direction of the Committee.
- 8.6 Receipts shall be issued for all monies paid to the Society. The Treasurer or any other officer so authorised by the Committee may sign receipt for a sum up to \$[500]/-. All receipts above \$[500]/- shall be signed by the Treasurer and one other officer so authorised by the Committee.
- 8.7 The Society shall have power to borrow money to be used in its business from members and non-members provided that the Society shall determine from time to time at a general meeting the maximum liability which it may incur in loans from members and non-members. The Society shall obtain approval from the Registrar on the maximum liability which it may incur in loans from non-members.
- 8.8 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.
- 8.9 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) Cash Book;
 - (c) Journals and ledgers;
 - (d) Inventory of Society's Assets;
 - (e) Minutes Books;

- (f) Copy of the Act, the Rules and the By-laws;
- (g) Administrative policies and rules governing the different funds of the Society; and
- (h) 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 and the Society upon any matters arising out of the performance of the audit.
- 10.5 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.
- 10.6 An external auditor shall have the powers prescribed under the Act. The appointment of the External Auditor shall not exceed 5 consecutive years.
- 10.7 Subject to By-law 10.9, two internal auditors shall be elected yearly by and from among members at the Annual General Meeting of the Society. Internal auditors shall inspect, 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.
- 10.8 An internal auditor may be paid an allowance by the Society for the performance of his duties provided that the payment has to be authorised by a resolution to that effect passed by a general meeting of the Society. An internal auditor shall not be eligible to receive an honorarium.
- 10.9 The Committee may recommend to the general meeting the appointment of any organisation or firm as Internal Auditor. If approved by the general meeting, the election of internal auditors under By-law 10.7 shall be dispensed with.

11 PRESIDENT AND VICE-PRESIDENT

- 11.1 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.

12 GENERAL

- 12.1 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.

- 12.2 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.
- 12.3 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.
- 12.4 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.