



NATURE SOCIETY SINGAPORE CONSTITUTION (2026)

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PART I – PRELIMINARY

1 NAME

The name of the Society shall be the “Nature Society Singapore”.

2 REGISTERED ADDRESS

2.1 The place of business of the Society shall be “510 Geylang Road, #02-05, The Sunflower, Singapore 389466” or such other place as may be decided upon by the Executive Committee from time to time 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.

2.2 The postal address for correspondence shall be as stated in Article 2.1 herein or any place/s as may be decided by the Executive Committee from time to time.

2.3 The Society’s place of meeting shall be at the registered address or such other place/s as may be decided by the Executive Committee from time to time.

3 OBJECTIVES

3.1 The objectives of the Society are:

- (a) to promote an interest in the flora and fauna of Singapore and the surrounding Southeast Asian region;
- (b) to promote an awareness of nature and the environment and the conservation thereof;
- (c) to encourage and promote responsible attitudes towards the conservation of our natural heritage and the environment; and
- (d) to initiate and support research projects relating to the study and conservation of nature and the environment;

3.2 to have all such other objectives and do all such other things as are complementary or incidental to the attainment of the foregoing objectives, or any of them and particularly as follows:

- (a) prepare, publish and disseminate such books, periodicals, pamphlets, photos, articles and drawings as well as produce such films, videos and recordings in whatever form, electronic or otherwise, as may be necessary or relevant to educate its members and the public;
- (b) organise forums, talks, seminars, lectures, shows, recreational and study trips and other like events, to help educate its members and the public; and
- (c) do all things and engage in such lawful activities as are necessary to achieve its objectives, including maintaining its offices, owning/managing of property real or personal, entering into agreements and contracts, signing and executing deeds and undertaking or executing any

representation or trust, as well as employing persons and terminating their services.

PART II – INTERPRETATION

4 DEFINITIONS

In this Constitution, and in all By-laws and Regulations made hereunder, unless there is something repugnant in the subject matter or context: -

“Annual Budget” means Annual Budget as described in Article 25.5

“Any Other Business” means Any Other Business as defined in Article 29.3(h)

“By-laws and Regulations” means the by-laws and regulations made by the Executive Committee pursuant to Article 22.2 (f)

“Centralized Institute” means a non-private Institution set up under the ambit of the Ministry of Education for the purposes of offering a three (3) year centralized pre-university program leading to the GCE ‘A’ Level Examination

“Election Officer” means the person appointed as the Election Officer pursuant to Article 34

“General Meeting” shall mean Annual General Meeting or Extraordinary General Meeting as the case may be

“Extraordinary General Meeting” means a General Meeting other than an Annual General Meeting

“Member” includes all categories of members, unless otherwise stated

“Resolution” means a Resolution as defined in Article 29.3(g)

“The Society” means the “Nature Society Singapore”

“The Executive Committee” means the Executive Committee of the Society constituted in accordance with Article 19

“The Council” means the Council of the Society constituted pursuant to Article 26

“Treasurer” means the person elected as Honorary Treasurer pursuant to Article

19.1(iv) *The singular includes the plural and vice versa.*

The masculine includes the feminine and vice versa.

In case of doubt, the provisions of the Interpretation Act, Chapter 1, Singapore Statutes, shall apply save where it is expressly inconsistent with this Constitution.

5 INTERPRETATION

In the event of any disagreement in the interpretation of this Constitution or the By-laws or Regulations passed hereunder, the views of the Executive Committee shall prevail.

6 AMENDMENTS TO THE CONSTITUTION AND RESOLUTIONS PASSED AT GENERAL MEETINGS

6.1 No alteration of, or addition to this Constitution shall be made except at a General Meeting upon approval of not less than two-thirds (2/3) of the total votes cast, and shall not come into force without the prior sanction of the Commissioner of Charities and Registrar of Societies.

The total votes cast shall be made up of:

- (i) the votes cast by Members eligible to vote and present in person and
 - (ii) proxy votes addressed to the Honorary Secretary
- and in the form prescribed in **Annex 2**.

Members eligible to vote and present in person, shall vote by a show of hands.

6.2 Any proposed Amendment to the Constitution shall be sent to all Members together with the notice of the General Meeting not less than twenty-one (21) days before the date of the General Meeting. Members shall be notified by either publishing the notice of the General Meeting together with the proposed amendment in any publication of the Society circulated to all Members or by sending the notice together with the proposed amendment by post to all Members, as the Executive Committee shall think fit.

6.3 Such Amendment to this Constitution shall not become effective until approved by the Registrar of Societies and the Commissioner of Charities.

6.4 A Resolution shall bind the Society and the Members to the same extent as they are bound by the provisions of this Constitution. The Constitution is, however, paramount and, in the event that a Resolution or its application is inconsistent with a provision in this Constitution, the provision in the Constitution shall prevail. The Executive Committee shall have the power to determine whether a Resolution is or is not inconsistent with a provision in this Constitution.

6.5 The Executive Committee shall have the sole discretion in interpreting and determining the scope and application of all Resolutions.

6.6 The Honorary Secretary of the Society shall maintain at all times a record in physical form of all Resolutions passed. A copy of all Resolutions shall also be published on the Society's website in the event that one is maintained.

PART III – MEMBERSHIP & PRIVILEGES

7 MEMBERSHIP

Save as hereinafter provided membership shall be open to persons interested in the natural heritage of Singapore and the surrounding regions without restriction as to age, gender, nationality, race or religion, and to lawfully constituted corporations, schools, institutions, societies and other bodies of persons as may be approved by the Executive Committee in accordance with the provisions herein.

8 CATEGORIES & PRIVILEGES OF MEMBERSHIP

8.1 There shall be four categories of membership, viz :

- (a) Ordinary Membership
- (b) Life Membership
- (c) Honorary Life Membership
- (d) Junior Membership/ Student Membership

8.2 Except for Honorary Life Members, all other categories of membership shall pay such annual or one-time subscriptions, entrance fees and/or donations as may be determined by the Executive Committee from time to time.

9 ORDINARY MEMBERS

9.1 Ordinary Membership shall be open to any person aged eighteen (18) years and above.

9.2 Ordinary Members shall be entitled to vote and to hold office.

9.3 Ordinary Members shall receive such numbers of the Society's publications as may be determined by the Executive Committee from time to time.

10 LIFE MEMBERS

10.1 Life Membership shall be open to any person who has been an Ordinary Member for not less than ten (10) years of continuous and uninterrupted membership.

10.2 A Life Member shall pay a one-time subscription of not less than twenty-five (25) times the annual subscription for Ordinary Members, such subscription to be determined by the Executive Committee from time to time.

10.3 Life Members shall have the right to vote, to hold office, and to receive such numbers of the Society's publications as may be determined by the Executive Committee

from time to time.

11 HONORARY LIFE MEMBERS

- 11.1 Honorary Life Membership may be conferred on any person who has rendered valuable services to the Society, or who has made an outstanding contribution to the study and conservation of the natural history of Singapore or the surrounding regions provided that the Executive Committee shall first recommend such person to the Society and such recommendation is approved by a majority of the Members voting at a General Meeting by way of a Resolution.
- 11.2 Subject to Article 11.3 herein, Honorary Life Members shall be entitled to all the privileges enjoyed by Ordinary Members except the right to vote and to hold office.
- 11.3 An Honorary Life Member who was an Ordinary Member immediately preceding his/her approval as Honorary Life Member shall have the right to vote, to hold office and to receive such numbers of the Society's publications as may be determined by the Executive Committee from time to time.
- 11.4 An Honorary Life Member who was not an Ordinary Member immediately preceding the conferment of Honorary Life Membership on him shall have the right to vote and all other privileges of an Ordinary Member (as if the Honorary Life Member is an Ordinary Member), if he pays the annual subscription payable by an Ordinary Member and is aged eighteen (18) years and above.

12 STUDENT MEMBERS / JUNIOR MEMBERS

- 12.1 Student Membership shall be open to any full-time student between the ages of eighteen (18) years and thirty-five (35) years. A full-time student for the purposes of this section shall be any student enrolled on a full-time basis in one of the following Singapore based institutions:
- (a) Centralized Institute
 - (b) Junior College
 - (c) Institute of Technical Education
 - (d) Polytechnic
 - (e) University
 - (f) National Institute of Education or any other statutory or professional body
 - (g) Any other institution approved by the Executive Committee.
- 12.2 Junior Membership shall be open to any individual between the ages of twelve (12) years and eighteen (18) years. All applications for Junior Membership shall be made on behalf of the proposed members by their parents or legal guardians.
- 12.3 Student Members and Junior Members shall be entitled to receive such copies of the Society's publications as may be determined by the Executive Committee from time to time but shall not be entitled to vote or to hold office.

13 APPLICATION FOR MEMBERSHIP

Applications for membership shall be submitted to the Honorary Secretary in such prescribed form as may be adopted by the Executive Committee from time to time. The Executive Committee shall have the sole discretion to approve or reject any such application.

14 MEMBERSHIPS NON-TRANSFERABLE

All memberships are non-transferable.

15 PATRONS AND ADVISORY COUNCIL

15.1 The Executive Committee may invite distinguished persons to become Patrons of the Society.

15.2 The Society shall have a committee to be known as the “Advisory Council” and, for that purpose, may invite persons whom the Executive Committee consider suitably qualified to become members of the Advisory Council, for such period as the Executive Committee deems appropriate.

15.3 The Advisory Council shall advise the Executive Committee on all matters referred by the Executive Committee, including matters relating to the Society’s functions, policies, objectives and administration.

PART IV – ADMINISTRATION

16 FINANCIAL YEAR

The financial year of the Society shall commence on 1st of January and end on 31st December in the same year.

17 SUBSCRIPTIONS AND ENTRANCE FEES

17.1 Subject to specific provisions on payment of subscriptions and entrance fees in this Constitution, Members shall pay such annual subscriptions and entrance fees as may be determined by the Executive Committee from time to time.

17.2 Other than a one-time subscription by a Life Member, subscriptions shall be due and payable annually in advance on the date of joining the Society.

17.3 Where a Member fails to pay his subscription within one (1) month after it has become due and payable, his membership shall cease and automatically join the Associate program (Friends of NSS). However, he may re-apply for membership on payment of the subscription specified in Article 17.1.

17.4 Subscriptions for the current year, once paid to the Society, are non-refundable.

18 EXPULSION FROM MEMBERSHIP

18.1 The Executive Committee shall have power to expel any Member who, in the opinion of the Executive Committee, has acted in a way prejudicial to the interests of the Society, or has tarnished the name of the Society or brought the Society into disrepute, or contravened a provision of the Constitution, or whose conduct has rendered the Member unfit to remain a member of the Society.

18.2 Before a Member is expelled or proceeded against under this Article, he shall be given not less than twenty-one (21) days' notice in writing by the Honorary Secretary or other person authorized by the Executive Committee, informing the Member of the nature of the act or conduct rendering that Member unfit for membership, and giving that Member a chance to be heard by the Executive Committee at a meeting to be convened for that purpose.

18.3 After having heard the Member at the meeting convened pursuant to Article 18.2, the Executive Committee shall take a vote on the expulsion of the Member and the decision by simple majority of the Executive Committee members present in person and voting shall prevail. In the event that the Executive Committee shall decide to expel the Member, the Member shall thereby cease to be a member of the Society, whereupon all privileges of membership shall forthwith be deemed withdrawn.

18.4 If the Member fails to attend the meeting convened pursuant to Article 18.2, the

Executive Committee shall proceed to deliberate on the question of expulsion in the Member's absence and shall call for a vote in accordance with Article 18.3.

- 18.5 The Executive Committee may delegate its powers and duties under this Article 18 to a sub-committee consisting of not less than three (3) members of the Executive Committee who have been Members for a continuous period of not less than five (5) years (the Sub-Committee) and the Sub-Committee shall present its findings to the Executive Committee, after giving the Member the opportunity to be heard, whereupon the Executive Committee shall proceed to take a vote as provided for in Article 18.3.

PART V – MANAGEMENT OF THE SOCIETY

19 THE EXECUTIVE COMMITTEE

19.1 The affairs of the Society shall be managed by an executive committee (the Executive Committee) comprising the following office bearers (the Office Bearers):

- i. President
- ii. Vice-President
- iii. Honorary Secretary
- iv. Honorary Treasurer
- v. Up to three Executive Committee Members

Provided That :-

- a) The immediate past President may, at the sole discretion of the Executive Committee, be invited to be an ex-officio member of the Executive Committee, but with no voting rights, and
- b) Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, the majority of the Executive Committee Members shall be Singapore Citizens. Foreign Diplomats shall not serve as Executive Committee members.
- c) Any changes in the Executive Committee shall be notified to the Registrar of Societies and the Commissioner of Charities within two (2) weeks of such change.

20 ELECTIONS OF OFFICE BEARERS

20.1 The Office Bearers forming the Executive Committee shall be elected every two years at the Annual General Meeting and shall hold office for two years until the Annual General Meeting two years later.

20.2 The procedure for elections is set out in Article 29 herein.

21 DUTIES OF OFFICE BEARERS

21.1 The President shall:

- (a) represent the Society in all its dealings with the government, the public and with the Members;
- (b) serve as Chairperson at all General Meetings, Executive Committee meetings, Council meetings and Advisory Council meetings; and

- (c) undertake such other duties and responsibilities as may be determined by the Executive Committee from time to time.

21.2 The Vice-President shall:

- (a) in the absence of the President, act on his behalf and in so doing, shall execute such powers, duties and responsibilities as are vested in the office of the President; and
- (b) undertake such other duties and responsibilities as may be determined by the Executive Committee from time to time.

21.3 The President or, in his absence the Vice-President, may delegate powers, duties and responsibilities vested in the office of the President to any other member of the Executive Committee as he shall consider necessary.

21.4 The Honorary Secretary shall:

- (a) maintain the records and statutory registers of the Society and deal with its correspondence;
- (b) be responsible for the preparation and submission of all notices, returns and documents required by law;
- (c) keep minutes of all General Meetings, Executive Committee meetings, Council meetings and Advisory Council meetings; and
- (d) generally perform duties and carry out responsibilities which the Executive Committee considers to be within the scope of duties and responsibilities of an Honorary Secretary of the Society and as may from time to time be prescribed by the Executive Committee

Provided that: the Chairperson of any Special Interest Group or Committee shall not be entitled to hold office as Honorary Secretary and, in the event that such Chairperson shall be elected Honorary Secretary, his position as such chairperson shall *ipso facto* be deemed relinquished thereby.

21.5 The Honorary Treasurer shall ensure that:

- (a) a true and accurate account of all monies received and expended by the Society is kept;
- (b) all returns and documents pertaining to the accounts and taxation are duly prepared for submission as required by law and within the time prescribed;
- (c) all monies are kept securely on behalf of the Society and are disbursed in accordance with the Society's needs and obligations and in accordance with the Executive Committee's directions;
- (d) the Balance Sheet and Income and Expenditure Accounts are prepared and audited annually and are submitted to the Executive Committee for

approval before presentation to the Members at Annual General Meeting;

- (e) All payments by the Society are approved by two signatories: (1) the Honorary Treasurer or Honorary Secretary and (2) the President or Vice-President;
- (f) all Special Interest Groups and Committees prepare and submit Annual Budgets in a timely and accurate manner for approval by the Executive Committee and that no expenses shall be incurred for the relevant financial year unless the Annual Budgets have been approved;
- (g) prior approval of the Executive Committee is obtained for any unbudgeted Special Interest Group or Committee project expenses;
- (h) prior approval of the Executive Committee is obtained for the use of the respective reserve funds of Special Interest Groups or Committees.
- (i) the overall budget for the Society's operating costs presented to the Executive Committee for approval shall be reasonable and that, in the course of the financial year, where a deficit is expected, a short-term plan for meeting the deficit shall be proposed for the consideration of the Executive Committee; and
- (j) prior approval of the Executive Committee shall be obtained for any transfer of funds between Special Interest Groups and Committees or amongst Special Interest Groups or amongst Committees.

Provided that the Chairperson of any Special Interest Group or Committee shall not be entitled to hold office as Honorary Treasurer and, in the event that such Chairperson shall be elected Honorary Treasurer, his position as such Chairperson shall *ipso facto* be deemed relinquished thereby.

22 POWERS OF THE EXECUTIVE COMMITTEE

22.1 The Executive Committee shall have full powers to carry out the objectives of the Society in accordance with this Constitution.

22.2 Without prejudice to the generality of the provision of Article 22.1, the Executive Committee shall have power to do the following:

- (a) To organise and supervise the activities of the Society and to make decisions on matters affecting its operation;
- (b) To appoint a person from amongst the members of the Executive Committee or to co-opt suitable individual from amongst the Members to fill any vacancy in the Executive Committee resulting from death, illness, resignation, or termination of office pursuant to this Constitution of an Office-Bearer;
- (c) The Executive Committee shall have the power to remove an Executive

Committee Member who is appointed and/or co-opted by the Executive Committee before the expiration of his or her period of office and may appoint another person in his or her stead;

- (d) To co-opt from amongst the members suitable individuals of good standing with relevant expertise to sit on the Council and to support its work;
- (e) To form or approve the formation of such Special Interest Groups or Committees as the Executive Committee may consider desirable or expedient to carry out the Society's objectives and purposes and which Special Interest Groups or Committees shall be subject to the supervision of the Executive Committee;
- (f) To make, repeal and amend such By-laws and Regulations as are necessary for implementing the objectives and managing the activities of the Society, including the determination of subscription fees and entrance fees; as well as to make, repeal and amend the By-laws and Regulations that govern the formation and workings of Special Interest Groups and Committees;
 - i. All By-laws and Regulations referred to in this Article shall be passed by a simple majority of the members of the Executive Committee present in person and voting at the Executive Committee meeting, and the adoption of such By-laws and Regulations shall be confirmed in writing by the President or, in his absence, the Vice-President.
 - ii. Notice of all new or repealed or amended By-laws and Regulations adopted or approved by the Executive Committee shall be posted on the Society's website within one month of their adoption or approval and shall also be published in the Society's newsletter within three months of their adoption or approval, or within such period as the Executive Committee shall decide.
- (g) In respect of Special Interest Groups and Committees:-
 - i. to require that each Special Interest Group and Committee submits quarterly reports on its proposed, ongoing and completed activities;
 - ii. in connection with the Annual Budget of each Special Interest Group and Committee, to approve budget deviations upon recommendation by the Treasurer; and
 - iii. to take such appropriate action as the Executive Committee shall deem fit to deal with any breach of the Constitution or the By-laws or Regulations by any Special Interest Group or Committee or any of its members.
- (h) To purchase, take in exchange, lease or otherwise acquire any estate or

interest in any real or personal property, rights or privileges which the Society has the power to purchase or acquire and which the Executive Committee may deem necessary or expedient to acquire for the purpose of the Society's operation and activities, and at its sole discretion to sell, sub divide, let, license, exchange or dispose of any property of the Society on such terms as to credit or otherwise, as it may think fit, subject to Articles 30.4 and 30.5;

- (i) To pay for any property rights or privileges acquired by, or for services rendered to, the Society either wholly or partially out of the funds of the Society or from credit facilities to be obtained from a financial institution secured by a mortgage of all or any part of the property of the Society, subject to Articles 27.4 and 27.5;
- (j) To modify or replace the prescribed forms annexed to this Constitution, as the Executive Committee deems appropriate, notwithstanding the provisions in Article 29; and
- (k) To do all that is reasonably necessary or feasible in order to properly carry out its duties and responsibilities under this Constitution and the By-laws and Regulations.

22.3 The Executive Committee may at its sole discretion send copies of any Society publication/s to any other person, corporation, society or body, free of charge or at such price as may from time to time be decided by the Executive Committee or in exchange for their journals and publications.

23 PROHIBITION ON MAKING OF PUBLIC STATEMENTS

23.1 Public statements on any matter relating to the Society communicated by any Member, Special Interest Group or Committee via any form of media (including but not limited to personal interviews, circulars, letters, press releases, pamphlets, books, journals, magazines, newsletters and other publications, websites, blogs, and other web-based communications or electronic or telephonic devices) must first be approved by the Executive Committee before their release. The Executive Committee shall have full power to disallow the making or releasing of any public statements by any Executive Committee member, any member of a Special Interest Group or Committee or any Member, on any matter relating to the Society, failing which the Executive Committee shall be at liberty to dissociate itself from such statements as well as to seek such remedies, legal and otherwise, as it may deem necessary against the party disseminating such public statements without prior approval. In this respect, the Executive Committee shall also have the power to bring proceedings under Article 22 against the party disseminating such public statements. The Executive Committee shall also have the power to bring proceedings under Article 22 in relation to comments, statements and remarks, which in its view are directed against the Society, its Special Interest Groups or Committees or its individual Members, and which are carried on the Society's official books, journals, magazines, newsletters, websites, blogs, e-groups and other web-based communications.

23.2 The powers conferred to the Executive Committee under this Article shall be subject to the written law of the Republic of Singapore.

24 EXECUTIVE COMMITTEE MEETINGS

24.1 The Executive Committee shall meet as frequently as the business and affairs of the Society require, as determined by the President provided that the Executive Committee shall meet not less than four times in a year, and the meetings may be held jointly with meetings of the Council. Any such joint meeting shall be called and minuted as an Executive Committee/Council Meeting.

24.2 Not less than ten (10) days' notice in writing shall be given of Executive Committee Meetings.

24.3 An Executive Committee meeting may also be called upon a written requisition sent to all Executive Committee members by not less than three (3) members of the Executive Committee, at least seven (7) days' before the date of the proposed Executive Committee Meeting.

24.4 The quorum for a meeting of the Executive Committee shall be two-thirds (2/3) of the Executive Committee present virtually or in person. The quorum for a joint meeting of the Executive Committee and Council shall be ten (10) members of the Council present in person, six (6) of whom shall be members of the Executive Committee.

24.5 Any Executive Committee member who fails to attend three (3) consecutive meetings of the Executive Committee without obtaining leave of absence from the Executive Committee shall *ipso facto* cease to be a member thereof provided that the Executive Committee may, at its sole discretion, re-appoint the member.

24.6 Voting at Executive Committee Meetings shall be by show of hands or poll through a messaging app such as Whatsapp, each member present in person having one (1) vote and the Chairperson having a casting vote. The Chairperson shall have the right to require that voting on a particular matter shall be by secret ballot.

24.7 Where a conflict of interest arises at an Executive Committee Meeting, the Executive Committee Member concerned should not vote on, nor participate in discussions on, the matter. The Executive Committee Member should also offer to withdraw from the Executive Committee Meeting, and the other Executive Committee Members should decide if he or she is required to withdraw from such Executive Committee Meeting.

25 SPECIAL INTEREST GROUPS AND COMMITTEES

25.1 No interest group or committee may be set up by any Member without the prior approval of the Executive Committee pursuant to Article 22.2(e) and only those

Special Interest Groups and Committees so approved shall have the right to represent themselves as being a Special Interest Group or Committee, as the case may be, of the Society.

25.2 The Executive Committee may approve the formation, continuance and dissolution of Special Interest Groups and Committees made up of Members Provided That such Special Interest Groups and Committees are:

- (a) set-up, managed and operated in furtherance of the Society's objectives;
- (b) represented on the Council by the chairpersons of the respective Special Interest Groups or Committees, or such other persons as may be nominated by the Special Interest Groups or Committees; and
- (c) governed by and subject to such By-laws and Regulations governing Special Interest Groups and Committees as may be adopted by the Executive Committee from time to time.

25.3 All monies collected by each Special Interest Group or Committee shall be deposited with the Honorary Treasurer and held in a special fund attributed to that Special Interest Group or Committee and its disbursement shall be subject to such By-laws and Regulations as may be determined by the Executive Committee from time to time.

25.4 The Executive Committee may, upon recommendation by the Honorary Treasurer, require that monies from a special fund of a Special Interest Group or Committee be used for the general funds of the Society in such proportion and for such duration as the Executive Committee, in consultation with the Special Interest Group or Committee, shall decide.

25.5 At the commencement of each financial year and no later than March of the financial year, each Special Interest Group or Committee shall prepare and submit to the Honorary Treasurer an annual budget (the SIG/C Annual Budget) indicating its major projects and all related on-going or anticipated expenses for the financial year.

25.6 No project or expense of any Special Interest Group or Committee shall be undertaken or expended without the SIG/C Annual Budget being first approved by the Executive Committee. Every project shall be fully financially funded or sponsored by independent donors provided that, where such sponsorship is unobtainable, the accumulated funds of the Special Interest Group or Committee, as the case may be, may be used for the project, only with the prior approval of the Executive Committee.

25.7 At the request of the Executive Committee, Special Interest Groups or Committees shall assist and participate in all fund-raising activities, membership drives and other activities of the Society, to raise funds for the Society and for such other purposes as may be required by the Executive Committee.

25.8 All Special Interest Groups and Committees shall keep proper accounting records of

all income and expenses, disbursements and receipts, whether in money or in kind, including records of all publications and subscriptions and a list of their properties and assets, and shall submit such records to the Honorary Treasurer and in a timely manner so as to enable the Society to prepare its full audited accounts.

25.9 Every Special Interest Group and Committee shall submit quarterly reports on its proposed, ongoing and completed activities and affairs to the Executive Committee for discussion at the Executive Committee meetings and Council meetings.

25.10 Three copies of every publication, in whatever form, produced by every Special Interest Group or Committee shall be deposited and delivered to the Society at its premises within one month of its publication.

25.11 The Chairpersons of Committees shall be appointed by the Executive Committee and for such period as the Executive Committee shall determine.

25.12 Chairpersons of Special Interest Groups shall not hold office for longer than three (3) consecutive years.

26 THE COUNCIL

26.1 The Society shall have a council to be known as “The Council” which shall comprise the following:

- (a) All members of the Executive Committee.
- (b) The Chairperson of each Special Interest Group and Committee or, in his absence, a member of the Special Interest Group or Committee nominated by the Chairperson.
- (c) Other Members of good standing with relevant expertise who have been co-opted by the Executive Committee to sit on the Council and to support its work.

26.2 The meetings of the Council shall be chaired by the President or, in his absence, another member of the Executive Committee nominated by the President.

26.3 The Council shall meet at such times as the Executive Committee shall decide provided that not less than ten (10) days’ written notice shall be given for the holding of meetings of the Council.

26.4 The nature and purpose of the Council shall be as follows:

- (a) The Council shall be representative of the Society’s varied interests.
- (b) The role of the Council shall be of a consultative nature.

- (c) The meeting of the Council shall be a forum to enable the Executive Committee and the Special Interest Groups and Committees (units) to keep one another informed of the varied interests and matters each of them is engaged in or proposes to engage in so as to ensure that their work or activities are within the objectives of the Society, and to ensure that such work and activities are not against the interests of the Society nor against the interests of the work and activities of the other units represented on the Council. The Council shall conduct its affairs and deliberations by discussion and consensus provided that, in the event that no consensus is reached on any issue, the Council shall refer the issue to the Executive Committee for a decision.

26.5 The quorum for a meeting of the Council shall be six (6) members of the Council present in person, two (2) of whom shall be members of the Executive Committee.

26.6 A meeting of the Council can also be called, upon written requisition sent to all Council members by not less than five (5) members of the Council, giving not less than seven (7) days' prior notice.

27 TRUSTEES

27.1 The Society shall have not less than two (2) but not more than four (4) trustees (the Trustees) who shall be appointed at a General Meeting from among the Members who are individuals.

27.2 The office of the Trustee shall be vacated:

- (a) If the Trustee dies or becomes of unsound mind;
- (b) If he is absent from the Republic of Singapore for a period of more than one year;
- (c) If he is guilty of misconduct of such a kind as to render him, in the opinion of the Executive Committee, unfit to continue as a Trustee;
- (d) If he submits a written notice of resignation from his Trusteeship; or
- (e) If he is removed from his Trusteeship at an Extraordinary General Meeting.

27.3 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 posting it on the notice board in the Society's premises at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such a General Meeting shall then be notified to the Registrar of Societies and Commissioner of Charities.

27.4 The immovable property of the Society shall be vested either in the Trustees, subject to a declaration of trust, or in a Trust Company to be decided by the Executive Committee. The Trustees shall be indemnified against risks and expenses out of the Society's property.

27.5 The Trustees shall not enter into any transaction whatsoever including any sale, lease or mortgage of any immovable property without the prior approval of the Executive Committee and a Resolution of Members at a General Meeting passed by not less than two-thirds (2/3) of the Members eligible to vote and present in person thereat. The total votes cast shall be made up of (i) the votes cast by Members eligible to vote and present in person and (ii) proxy votes addressed to the Honorary Secretary and in the form prescribed in **Annex 2**. Members eligible to vote and present in person shall vote by a show of hands.

27.6 The addresses of immovable properties and the names of Trustees and any subsequent changes thereof must be notified to the Registrar of Societies and the Commissioner of Charities within the period prescribed by law.

28 AUDIT COMMITTEE

28.1 The audit committee shall be chaired by a member of the Executive Committee.

28.2 The roles and responsibilities of the audit committee shall follow in accordance with the prevailing Charity Code of Governance.

PART VI – MEETINGS

29 ANNUAL GENERAL MEETING

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

29.2 The Annual General Meeting (AGM) shall be held not later than 31st May in each year.

29.3 The Agenda of the Annual General Meeting shall be as follows:

- (a) To receive the Report of the Executive Committee on the work of the Society in respect of the preceding year;
- (b) To receive the Reports of the Special Interest Groups and Committees in respect of the preceding year;
- (c) To consider and adopt the Audited Statement of Accounts;
- (d) To elect members of the Executive Committee for the ensuing years;
- (e) To elect members of the Audit Committee under Article 28 herein;
- (f) To appoint an Auditor or Auditors for the ensuing year;
- (g) To discuss and vote on any proposed Resolution of any Member, of which written notice has been given in writing to the Honorary Secretary not less than thirty-five (35) days before the date of the Annual General Meeting;
- (h) To discuss Any Other Business proposed by any Member of which written notice has been given in writing to the Honorary Secretary not less than thirty-five (35) days before the date of Annual General Meeting; and
- (i) To discuss and vote on any proposed Amendment to the Constitution by any Member of which written notice has been given to the Honorary Secretary not less than thirty-five (35) days before the date of the Annual General Meeting Provided That such notice shall carry the signatures of not less than thirty (30) Members eligible to vote at General Meetings.

29.4 The President of the outgoing Executive Committee, or any other Executive Committee member appointed by the President shall be the Chairperson of the Annual General Meeting.

29.5 The quorum for an Annual General Meeting shall be at least 25% of the total voting membership or thirty (30) voting members, whichever is lesser. If there is no quorum at the time fixed for the Annual General Meeting, the Chairperson of the meeting shall postpone the meeting for thirty minutes whereupon all Members present in person then shall constitute the quorum, but they shall have no power

to alter, amend or make additions to the Constitution or pass any Resolutions.

29.6 All questions and comments raised by Members at the Annual General Meeting shall be addressed to the Chairperson of the meeting, who may direct a member of the Executive Committee, Special Interest Group or Committee or any Member, as the Chairperson shall deem fit, to address the question or respond to the comment.

29.7 The Chairperson of the Annual General Meeting may take such steps as may be necessary to bring the meeting to order including taking steps to remove any Member or other person who, in the Chairperson's opinion, is behaving inappropriately or whose behaviour is disruptive to the proceedings of the meeting.

29.8 Minutes of the Annual General Meeting shall be circulated to all Members within four months of the date of the meeting.

30 NOTICE OF ANNUAL GENERAL MEETING AND PROCEDURE FOR ELECTIONS

30.1 The first notice (First Notice) of an Annual General Meeting shall be given to Members not less than fifty-six (56) days' (8 weeks) before the date of the meeting. Members shall be notified by either publishing the notice in any publication of the Society circulated to all Members or by sending the notice by post to all Members, as the Executive Committee shall think fit. The First Notice shall include the following:

(a) a call for nominations for the Executive Committee, together with a nomination form, a specimen of which appears in **Annex 1**;

(b) a proxy form, a specimen of which appears in **Annex 2**;

(c) a call for the submission of proposed Resolutions pursuant to Article 29.3(g) together with a form, a specimen of which appears in **Annex 3**;

(d) a call for the submission of any matter or proposal to be discussed at the meeting and considered as "Any Other Business" pursuant to Article 29.3(h).

31 NOMINATIONS FOR OFFICE BEARERS

31.1 Candidates for election as Office Bearers must be nominated (proposed and seconded) by two (2) Members eligible to vote.

31.2 All Executive Committee members are eligible for re-election for subsequent two-year terms. Honorary Treasurer shall not hold the same position for more than four consecutive years. The re-appointment of the outgoing Honorary Treasurer may be considered after a lapse of at least two years from his or her last tenure as Treasurer.

- 31.3 Nomination papers, in the prescribed form, a specimen of which appears in **Annex 1** and which must bear the written consent of the nominee and the names and signatures of the Proposer and Second, must reach the Honorary Secretary not less than thirty-five (35) days (5 weeks) before the date of the Annual General Meeting.

32 SUBMISSION OF PROPOSED RESOLUTIONS PURSUANT TO ARTICLE 29.3(g)

- 32.1 Proposals for Resolutions pursuant to Article 29.3(g), in the prescribed form, a specimen of which appears in **Annex 3** and which must bear the names and signatures of the proposer and the second, must reach the Honorary Secretary not less than thirty-five (35) days (5 weeks) before the date of the Annual General Meeting.

33 SECOND NOTICE OF ANNUAL GENERAL MEETING

- 33.1 The second notice (Second Notice) of the Annual General Meeting shall be given to Members not less than twenty-one (21) days before the date of the meeting. Members shall be notified by either publishing the notice in any publication of the Society circulated to all Members or by sending the notice by post to all Members, as the Executive Committee shall think fit. The Second Notice shall include the names of candidates for election for Office Bearers and a list of the proposed Resolutions, a list of the proposed Amendments to the Constitution and a list of Any Other Business submitted for discussion, if any, and the rationales included with the proposals.
- 33.2 Prior to the Second Notice of the Annual General Meeting, the Executive Committee may propose amendments to the proposed Resolutions and proposed Amendments to the Constitution which may be accepted by the Proposer and Second. If any such proposal by the Executive Committee is not accepted in writing by the Proposer and Second, the proposed Resolution or Amendment to the Constitution, as originally drafted by the Proposer and Second, will stand and will be submitted with the Second Notice of the Annual General Meeting.
- 33.3 With the Second Notice of the Annual General Meeting, the Executive Committee may include short statements expressing its views and those of other Members on the proposed Resolutions and Amendments to the Constitution.

34 PROCEDURE FOR ELECTION OF OFFICE BEARERS

- 34.1 The Chairperson of the Annual General Meeting shall appoint from amongst the members, a person (the Election Officer) to oversee the election procedure.
- 34.2 Voting by secret ballot shall be called where there are more candidates than the number of vacancies, or where the Chairperson of the Annual General Meeting

deems fit. Each Member eligible to vote and present in person shall be given a ballot paper during registration before the commencement of the Annual General Meeting. Each ballot paper shall be in a prescribed form, a specimen of which appears in **Annex 4**.

34.3 The Election Officer shall, at the Annual General Meeting, invite every candidate for all contested positions to make a short introductory speech, outlining his individual platform. The Election Officer may impose a time limit on the duration of the respective speeches and shall have authority to instruct a candidate to cease making personal attacks or employing abusive, offensive or vulgar language.

34.4 On the completion of all speeches, the Election Officer shall invite all Members eligible to vote and present in person to cast their votes by completing the ballot papers and by placing them in a ballot box.

34.5 The Election Officer shall be responsible for tallying the vote, including the votes cast by proxy, and certifying the results of the election.

34.6 The Election Officer may be assisted by no more than two other person/s as he may appoint from Members present at the Annual General Meeting.

35 VOTING PROCEDURE ON RESOLUTIONS

35.1 Voting at the Annual General Meeting shall, except for the election of Office Bearers, where appropriate, be by show of hands, unless a secret ballot is demanded by any five Members eligible to vote and present in person thereat.

35.2 Except for election of Office Bearers and Constitutional amendments, all decisions taken at Annual General Meeting shall be by way of Resolutions.

35.3 Unless otherwise provided for in this Constitution, a Resolution shall be passed by simple majority of the total votes cast. The total votes cast shall be made up of: (i) the votes cast by Members eligible to vote and present in person and (ii) the votes cast by proxy. In the event of a tie, the Chairperson of the meeting shall have a second and casting vote.

36 VOTING BY PROXY

36.1 Subject to the other provisions of this Constitution, any Member who is unable to attend the Annual General Meeting but who wishes to participate in the voting of candidates for election or wishes to vote on a Resolution or constitutional amendment may vote thereat by sending to the Honorary Secretary of the Society a written proxy in the form prescribed in **Annex 2** no later than three days before the Meeting.

37 EXTRAORDINARY GENERAL MEETING

- 37.1 An Extraordinary General Meeting may be called (i) by the Executive Committee (ii) by the President or (iii) on a written requisition by not less than thirty (30) Members eligible to vote, which requisition need not be in any specific form, but which shall be signed by each of the requisitionists, and stating the purpose for which the requisition is made for the Extraordinary General Meeting.
- 37.2 The notice of the Extraordinary General Meeting shall be given to Members not less than twenty-one (21) days before the date of the meeting. Members shall be notified by either publishing the notice in any publication of the Society circulated to all Members or by sending the notice by post to all Members, as the Executive Committee shall think fit. The notice shall state the purpose for which the meeting is called.
- 37.3 No business other than that set out in the notice of the Extraordinary General Meeting shall be transacted at the meeting.
- 37.4 The quorum for an Extraordinary General Meeting shall be sixty (60) Members (exclusive of Executive Committee members) eligible to vote and present in person. If there is no quorum at the time fixed for the meeting, the meeting shall not commence.
- 37.5 The procedures set out in Sections 29 to 36 shall apply to proceedings at an Extraordinary General Meeting where appropriate, and the references to Annual General Meetings shall be construed as Extraordinary General Meetings.
- 37.6 Voting at an Extraordinary General Meeting shall be by a show of hands.
- 37.7 All decisions taken at an Extraordinary General Meeting, except Constitutional amendments, shall be by way of Resolutions to be formulated and put to the vote at the meeting. Unless otherwise provided for in this Constitution, a Resolution shall be passed by simple majority of the total votes cast. The total votes cast shall be made up of (i) the votes cast by Members eligible to vote and present in person and (ii) the votes cast by proxy. In the event of a tie, the Chairperson of the meeting shall have a second and casting vote.
- 37.8 Minutes of an Extraordinary General Meeting shall be circulated to all Members within two months of the date of the meeting.

38 NOTICES

- 38.1 Each Member shall notify the Honorary Secretary of any change to his last known address.
- 38.2 Unless otherwise provided in this Constitution, all notices or communications under these provisions may be sent by personal delivery or post to any Member at his last known address or through the internet via email and shall be deemed to have

been received on delivery or in due course of post, as the case may be, provided that for Members who have opted to receive notices or communications via the Internet or email, the notice or communication shall be deemed to have been received on the day the notice or communication is posted on the Society's website or sent via email to the last known email address.

39 INDEMNITY

No Member shall be liable for any loss suffered by the Society or its Members occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever incurred or suffered by the Society or its Members, in the execution of his duties on behalf of the Society, unless the same was incurred or suffered as a consequence of his own dishonesty, wilful default or gross negligence.

40 PROHIBITIONS

- 40.1 Gambling of any kind 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.
- 40.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in a Court of Law.
- 40.3 The Society shall not engage in any trade union activity as defined in any written law relating to trades unions for the time being in force in Singapore.
- 40.4 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 40.5 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office bearers, Committees, Special Interest Groups or members unless with the prior approval of the relevant authorities.
- 40.6 The Society shall not raise funds from the public for whatever purposes without obtaining the necessary approvals, if these are required, from the relevant authorities.
- 40.7 Visitors and guests may be admitted into the premises of the Society but they shall not be allowed access to the library nor to the records of the Society unless written permission has been obtained and in accordance with the Society's By-laws and Regulations. All visitors and guests shall abide by the Society's By-laws and Regulations. A Visitors' Book shall be kept, in which shall be entered the names of all visitors and guests and the dates of their visits. No person shall be admitted as a visitor or guest until his name has been entered in this book.

41 DISSOLUTION OF THE SOCIETY

- 41.1 The Society shall not be dissolved except with the consent of not less than three

fifths (3/5ths) of the Members who are eligible to vote, expressed in secret ballot or by proxy at a General Meeting of the Society.

41.2 In the event of the Society being dissolved as provided herein, 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 charitable organization(s), or Institution(s) of a Public Character, when the Society is an Institution of a Public Character, as the case may be, with similar objectives in Singapore which is (are) registered under the Charities Act, as the members of the Society may determine at a General Meeting.

41.3 Notice of dissolution signed by the Executive Committee shall be given within seven (7) days of the dissolution to the Registrar of Societies and the Commissioner of Charities.

42 OMISSIONS

Any question or matter arising out of any point which is not expressly provided for in the Constitution shall be dealt with by the Executive Committee at its sole discretion and its decision shall be final and binding.

43 OVERRIDING LEGISLATION

This Constitution shall be subject to the provisions of the Societies Act, Chapter 311, Singapore Statutes, and any statutory amendments or re-enactments thereof for the time being in force. In the event of any inconsistency between the provisions herein and the Societies Act, the latter shall prevail.

Annex 1: Sample EXCO Nomination Form Template

NOMINATION FORM FOR NSS EXECUTIVE COMMITTEE 2024/2025

POSITION	Name of Current Member 2023/2024	Name & NSS membership no. of Nominee 2024/2025*	Signature of Nominee	Name & NSS membership no. Proposer **	Signature of Proposer	Name & NSS membership no. Secunder **	Signature of Secunder
President							
Vice President							
Hon Secretary							
Hon Treasurer (Acting)							
Asst Hon Secretary							
Asst Hon Treasurer							
EXCO Member #1							
EXCO Member #2							
EXCO Member #3							

to signify nominee's consent for nomination; nominee's NSS membership number must be provided

All proposer and secunder membership numbers must also be provided

Nominations for members of the NSS Executive Committee 2024/2025:

1. The form above can be used to nominate one or more members of the NSS Executive Committee 2024/2025.
2. All nominations of Members to serve in the various positions of the NSS Executive Committee should be filled into the nomination form above, with a proposer and a secunder included, and be emailed to the Hon Secretary NSS at contact@nss.org.sg by 11.59pm on Sunday, 14 April 2024.

Annex 2: Sample Proxy Voting Form Template for Resolutions

NATURE SOCIETY SINGAPORE
PROXY VOTING FORMS
ANNUAL GENERAL MEETING 2024

Date: Sunday 19 May 2024

Time: 1.00 – 4.30PM

Venue: Singapore Sustainability Academy, 180 Kitchener Road # 06-10 Singapore 208539

To: Honorary Secretary of the Nature Society Singapore

This Proxy Form should be handed over to the Chairperson and Election Officer of the Annual General Meeting by the above-mentioned date and time.

VOTE FOR RESOLUTIONS PROPOSED AT NSS AGM 2024:

a) CONSTITUTIONAL AMENDMENT

I wish to vote *FOR / AGAINST (delete as appropriate)* the attached constitutional amendments as shared in the 2nd Notice for NSS AGM.

**please note that the constitutional amendments have been proposed by ROS and MCCY, and failure to make these amendments will result in NSS losing its IPC status. The loss of IPC status translates to NSS being unable to provide a 250% tax-deductible receipt for all donations received. Please vote wisely.*

Name:
(as per NRIC)

Membership Number:
(this is required or the vote is invalid)

Signature:

Note: The completed proxy form must reach the NSS Office by latest Thurs 16 May 2024 at 2359h via:

- a) Post to: Hon. Secretary (NSS) at 510 Geylang Road, #02-05, The Sunflower, Singapore 389466*
or
- b) Email to: Hon. Secretary (NSS) at contact@nss.org.sg*

Any late or incorrectly filled submissions will be disqualified.

Annex 3: Sample Proposed Resolutions Template

**NATURE SOCIETY SINGAPORE
PROPOSED RESOLUTIONS
ANNUAL GENERAL MEETING 2024**

Date: Sunday 19 May 2024

Time: 1.00 – 4.30PM

Venue: Singapore Sustainability Academy, 180 Kitchener Road # 06-10 Singapore 208539

To: Honorary Secretary of the Nature Society Singapore

Please see below for the proposed resolution at the upcoming NSS AGM 2024.

PROPOSED RESOLUTION (to commence with the word “that”):-

Please write a short rationale for the resolution (approximately 100 words):

Proposed By:

Name:
(as per NRIC)

Membership Number:
(this is required or the form is invalid)

Signature:

Seconded By:

Name:
(as per NRIC)

Membership Number:
(this is required or the form is invalid)

Signature:

Note: The completed resolution form must reach the NSS Office by latest Thurs 16 May 2024 at 2359h via:

- a) Post to: Hon. Secretary (NSS) at 510 ~~Geylang Road~~, #02-05, The Sunflower, Singapore 389466
- or
- b) Email to: Hon. Secretary (NSS) at contact@nss.org.sg

Any late or incorrectly filled submissions will be disqualified

Annex 4: Sample Proxy Voting Form Template for EXCO Voting

NATURE SOCIETY SINGAPORE

PROXY FORMS FOR ANNUAL GENERAL MEETING

Date: Saturday 13 May 2023

Time: 2.00 – 5.00PM

Venue: Main Event Hall, ~~Hollandse Club~~, 22 Camden Park, Singapore

To: Honorary Secretary of the Nature Society (Singapore)

This Proxy Form should be handed over to the Chairperson and Election Officer of the Annual General Meeting by the above-mentioned date and time.

EXECUTIVE COMMITTEE POSITIONS FOR VOTING

Position	Name of NSS member	Proposer	Seconder

I wish to vote for: XXX OR YYY

(circle the name chosen above and delete other name clearly so your choice is clear)

Name:

(as per NRIC)

Membership Number:

(this is required or the vote is invalid)

Signature:

Note: The completed proxy form must reach the NSS Office by latest Wed 10 May 2023 at 2359h via:

- a) Post to: Hon. Secretary (NSS) at 510 Geylang Road, #02-05, The Sunflower, Singapore 389466
or
b) Email to: Hon. Secretary (NSS) at contact@nss.org.sg

Any late or incorrectly filled submissions will be disqualified.