

Schedule A
CONSTITUTION OF THE CATHOLIC LAWYERS GUILD

NAME

- 1.1 This Society shall be known as “Catholic Lawyers Guild”, hereinafter referred to as the “Society”.
- 1.2 This Society is affiliated to the Titular Roman Catholic Archbishop of Singapore and is under such higher direction in respect of the Society’s activities in accordance with the Code of Canon Law of the Roman Catholic Church n. 305.

PLACE OF BUSINESS

2. The Society’s place of business will be situated in the Republic of Singapore, at such place as the Council shall from time to time decide and such change of address is effective when notice of change is approved and filed at the Registry of Societies.

OBJECTS

- 3.1 The Society’s objects are:
 - a) To function as a non-profit organisation with chiefly spiritual aims, namely, to assist its members, who are lawyers or legally trained persons professing the Catholic faith, to seek sanctity in the profession, through the practice of Catholic virtues.
 - b) To help newly qualified or graduated Catholic lawyers realise their profession as a noble calling of their faith.
 - c) To render legal assistance to lay persons in the matters of the law with a Catholic perspective.
 - d) To render assistance to the Roman Catholic Archdiocese of Singapore and Catholic organisations in Singapore.
- 3.2 In furtherance of the above objects, the Society may, subject to the approval of the relevant authorities, hold legal clinics for members of the public, public seminars, discussions, forums and issue papers pertaining to the Catholic faith and the law, and request the celebration of Mass to obtain the necessary graces to attain those objects.
- 3.3. To fund its legitimate activities, the Society may raise funds in accordance with rules and regulations pertaining to fund raising under laws of Singapore.

STATEMENT OF FAITH

4. The Statement of Faith of the Society is attached at Annex below.

SPIRITUAL DIRECTOR

- 5.1 Upon presentation by the Council, a Spiritual Director shall be appointed or removed by the Roman Catholic Archbishop of Singapore. The appointment shall be for a term of three years, and may be renewed for further terms by the Archbishop. The Spiritual Director shall advise the Society on religious matters and look after the spiritual welfare of the members.
- 5.2 The Spiritual Director shall have the right to be present at all Council Meetings but has no voting right.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 6.1 Membership is open to all lawyers and law graduates professing the Catholic faith, and residing in, or are non-resident citizens of, the Republic of Singapore. All members must be at least 21 years old, of good repute and good standing.
- 6.2 All members shall have the right to attend the General Meeting, to vote thereat and to hold office in the Society.

APPLICATION FOR MEMBERSHIP

- 7.1 A person wishing to join the Society shall submit his details to the Secretary on a form prescribed by the Council.
- 7.2 The Council will decide on the application for membership.
- 7.3 The Constitution shall be available on the official website of the Society. The Secretary shall on written request of any one dealing with the Society, provide a copy certified by the Secretary as true copy.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER FEES

- 8.1 The Society may impose entrance fees and/or subscriptions and such sums shall be determined by the General Meeting on recommendation from time to time by the Council.
- 8.2 The Society may impose lesser entrance fees and/or subscriptions for different categories of members such as trainee lawyers, young lawyers, and retirees.
- 8.3 Annual subscriptions are payable on such dates determined by the General Meeting. If a member falls into arrears with his subscription or other dues, he shall be informed by the Treasurer. If he fails to settle his arrears within four weeks of being notified by the Treasurer, the President may give written notice via email or notice sent by ordinary post to such member's last known address in the members' register that he be denied the privileges of membership until he settles his account. If he falls into arrears for more than 6 months, he will automatically cease to be a member and the Council may

take legal action against him if Council is satisfied that he has received due notice of his debts.

- 8.4 The Society may charge members and non-members for participation in activities that are made available to them.
- 8.5 Any additional funds required for special purposes may only be raised from members with the consent of the General Meeting of the members.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 9.1 The supreme authority of the Society is vested in a General Meeting of the members presided over by the President.
- 9.2 An Annual General Meeting shall be held at least once in every calendar year at such time and place as shall be decided and notified by the Council, such date not to be more than 15 months after the last Annual General Meeting.
- 9.3 At all times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 20 voting members, and may be called at any time by the order of the Council. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene the Extraordinary General Meeting.
- 9.4 If the Council does not within 2 weeks after the date of receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 10 days' notice to voting members setting forth the business to be transacted.
- 9.5 At least 2 weeks' notice shall be given of an Annual General Meeting and at least 10 days' notice of an Extraordinary General Meeting. Notice of Meeting stating the date, time and place of Meeting shall be sent by the Secretary to all voting members.
- 9.6 Notices of all General Meetings including adjourned meetings may be sent by email to the email addresses on record in the members' register. If there are no email addresses on record, the notices may be sent by ordinary post to such member's last known address on the members' register.
- 9.7 Voting by proxy shall not be allowed at all General Meetings.
- 9.8 The following matters will be considered at the Annual General Meeting:
 - a) The previous financial year's accounts and annual report of the Council.
 - b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

- 9.9 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one week before the Meeting is due to be held, and the Secretary shall promptly give notice to the members of such request.
- 9.10 At least 20 voting members, present at a General Meeting shall form a quorum.
- 9.11 In the event of there being no quorum at the commencement of a General Meeting, the Meeting shall be adjourned for half an hour and those present shall be considered a quorum, but they shall have no power to amend any articles of the existing Constitution.

MANAGEMENT AND COUNCIL

- 10.1 The management and administration of the Society shall be entrusted to a Council. The duty of the Council is to organise and supervise the day to day activities of the Society. The Council may not act contrary to the expressed wishes of the General Meeting and shall always remain subordinate to the General Meeting.
- 10.2 Subject to any direction given by a General Meeting, the Council has power to authorise the expenditure of sums from the Society's funds for the Society's purposes, in such manner as is prudent, financially sound and having regard to the Society's cash flow and total funds available.
- 10.3 The Council shall comprise the following Office Bearers and Council Members, who are to be elected at an Annual General Meeting or appointed in accordance with the other provisions in this Constitution:

Office Bearers

- a. A President
- b. One to two Vice Presidents
- c. A Secretary
- d. An Assistant Secretary (this position being optional)
- e. A Treasurer
- f. An Assistant Treasurer (this position being optional)

("Office Bearer" includes any person appointed under Article 10.7 to succeed any Office Bearer who is disqualified or resigns or dies)

Council Members

- g. 5 to 10 Council Members elected at an Annual General Meeting
- h. Persons op-opted by Council under Article 10.6, subject to a maximum of 5.
- i. The persons co-opted by Council under Article 10.7 to replace any Council Member who is disqualified or resigns or dies.

The term "Members of the Council" shall include Office Bearers and Council Members.

Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, all Members of the Council should be either Singapore Citizens or Singapore Permanent Residents.

- 10.4 Names for the Office Bearers and Council Members shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. Nominees are not required to be present at the Annual General Meeting but they are required to give prior consent to being elected. Election will be either by secret ballot or, subject to the agreement of majority of the voting members present, by show of hands. In the event of a tie, a re-vote shall be taken and if it still results in a tie, the President shall have the second or casting vote.
- 10.5 The term of each Office Bearer or Council Member elected at an Annual General Meeting, shall be for 2 years, with effect from the date of the Annual General Meeting at which the person is elected.
- 10.6 The Council may at any time, co-opt and appoint up to 5 additional Council Members to serve in the Council until the next Annual General Meeting. The co-opted Council Members shall have the same powers and duties as the Council Members elected at the Annual General Meeting.
- 10.7 (A) An Office Bearer or Council Member may resign by giving 2 weeks prior written notice to the Council of his intention to do so and a successor may be appointed by the remaining Members of Council to serve until the next Annual General Meeting, and such successor shall have the same powers and duties as his predecessor.

(B) Any Office Bearer or Council Member absenting himself from 3 Council Meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Council and a successor may be appointed by the remaining Members of the Council to serve until the next Annual General Meeting.

(C) Any person who is disqualified from acting as an officer of a society under Section 12 of the Societies Act or as a director of a company under the provisions of the Companies Act, shall be disqualified to act as a Member of the Council, and a successor may be appointed by the remaining Members of the Council to serve until the next Annual General Meeting.
- 10.8 Any changes in the Council shall be notified to the Registrar of Societies within two weeks of change.
- 10.9 (A) The President shall not hold office for more than 2 consecutive terms.

(B) The Treasurer and Assistant Treasurer shall not hold office for more than one term.

(C) All other Office Bearers and all Council Members shall not serve more than 5 consecutive terms of office.

(D) For the calculation of the number of terms for compliance with this Article, the terms served by any person prior to the Annual General Meeting that immediately follows the adoption of these Articles as the new Constitution, shall be disregarded.

- 10.10 The President may call a Council Meeting at any time after giving 5 days' prior notice via email. A Council Meeting shall be held at such place and at such times as the Council may deem fit. The quorum necessary for the transaction of the business of the Council shall be at least one-third (1/3) of the total number of Members of the Council, or such other number as may be fixed by the Council.
- 10.11 Subject to the Articles in this Constitution, questions arising at any Council Meeting shall be decided by majority of votes. In case of an equality of votes the President shall have a second or casting vote.
- 10.12 Members of the Council may participate in a Meeting by means of a telephone conference or video conferencing or other communication equipment whereby all persons participating in the Meeting can hear each other, and participation in a Meeting in this manner shall be deemed to constitute presence at such Meeting.
- 10.13 A resolution in writing signed by a simple majority of the Council shall be as valid and effective as a resolution passed at a Meeting of the Council duly convened and held. Such resolution in writing may consist of several documents in the like form signed by one or more of the members of the Council. The expressions "in writing" and "signed" include approval by telefax or electronic mail by any such member of the Council.
- 10.14 The Council may delegate any of its powers to committee(s) consisting of such members of the Society and/or such other persons as Council thinks fit. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of this Constitution regulating Meetings and proceedings of the Council, so far as the same are applicable and are not superseded by any regulations made or notice given by the Council.

DUTIES OF OFFICE-BEARERS

- 11.1 The President shall chair all General Meetings and Council Meetings. He shall also represent the Society in its dealings with outside persons.
- 11.2 The Vice-President(s) shall assist the President and be the President's substitute(s) in his absence.
- 11.3 The Secretary, assisted by the Assistant Secretary, if any, shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will keep minutes of all General and Council Meetings. He shall at all times, maintain an up-to-date Register of Members.

11.4 The Treasurer, assisted by the Assistant Treasurer, if any, shall ensure cheques and cash are promptly banked into the Society's bank accounts, and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and be responsible for their correctness.

11.5 Cheques and instruments for withdrawals from the bank will be signed by:

EITHER (a) the Treasurer AND the President or a Vice-President or the Secretary;
OR (b) the President AND a Vice President or the Secretary.

Following an Annual General Meeting, the Secretary shall file the list of Office Bearers and Council Members at the Registry of Societies, and thereafter the Secretary shall give notice to the banks that the Society has bank accounts with, of the Registry filing by delivering a copy of the filing, certified by him and the President as true copies, and the banks shall accept this as mandate for the change of bank signatories.

To assist the banks in checking compliance with this Article, the Annual General Meeting or the Council at its first Council Meeting following the Annual General Meeting, shall pass a resolution to list the signatories which comply with this Article and a copy of this resolution, certified by the President and the Secretary as true, shall be delivered by the Secretary to the banks.

11.6 Council Members shall assist in the general administration of the Society and perform duties assigned by the Council from time to time.

AUDIT AND FINANCIAL YEAR

12.1 Two voting members, not being members of the Council, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of 2 years only and shall not be re-elected for a consecutive term.

12.2 The Auditors:

a) Will be required to audit each year's accounts and present a report to the Annual General Meeting.

b) May be required by the President to audit the Society's accounts for any period during their tenure of office at any date and report to the Council.

12.3 The financial year shall be from 1 January to 31 December except that the first financial year after the adoption of this new constitution shall be from 1 December 2016 to 31 December 2017.

12.4 The annual statement of accounts shall be submitted to the Roman Catholic Archbishop of Singapore and will faithfully account for the disbursement of contributions and alms which the Society has collected.

TRUSTEES

- 13.1 If the Society at any time acquires any immovable property, such property shall be vested in trustees who shall sign a declaration of trust.
- 13.2 The trustees of the Society shall:
- a) Not be more than four and not less than two in number.
 - b) Be elected by a General Meeting of members.
 - c) Not undertake any sale or mortgage of the property without the prior approval of the General Meeting of members.
- 13.3 The office of the trustee shall be vacated:
- a) If the trustee dies or becomes a lunatic or of unsound mind.
 - b) If he is absent from the Republic of Singapore for a period of more than one year.
 - c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - d) If he submits notice of resignation from his trusteeship.
- 13.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given to the members on the register at least 2 weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.
- 13.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

VISITORS AND GUESTS

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

PROHIBITIONS

- 15.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap.250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- 15.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in a court of law.

- 15.3 The Society shall not engage in any trade union activity as defined in any written law relating to trade unions in Singapore.
- 15.4 The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendations to any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price of any discount allowance or rebate relating to any goods or service which adversely affect consumer interests.
- 15.5 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 15.6 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Council or members unless with the prior approval of the relevant authorities.
- 15.7 The Society shall not raise funds from the public for whatsoever purposes without the prior approval in writing of the relevant governmental /or authorities.

AMENDMENTS TO CONSTITUTION

16. No alterations or addition/deletion of this Constitution shall be made except at a General Meeting and with the consent of two-thirds of the members present at the General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies and the written approval of the Roman Catholic Archbishop of Singapore.

INTERPRETATION

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

DISPUTES

18. In the event of any dispute arising amongst the members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to the Roman Catholic Archbishop of Singapore. They may also bring the matter to a court of law for settlement as the last resort.

DISSOLUTION

- 19.1 The Society shall not be dissolved, except with the consent of not less than three-fifths of the total voting membership present at a General Meeting convened for the purpose, and with the prior consent of the Roman Catholic Archbishop of Singapore.

- 19.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to any approved charity or charities in Singapore, after having observed the norms of alienation in the Code of Canon Law of the Roman Catholic Church, and subject always to the prior written consent of the Roman Catholic Archbishop of Singapore.

- 19.3 A Certificate of Dissolution signed by the President, the Secretary and the Treasurer shall be given within seven days of the dissolution to the Registrar of Societies.



**ANNEX
STATEMENT OF FAITH**

I believe in God, the Father, the Almighty, maker of heaven and earth, of all that is seen or unseen. I believe in one Lord, Jesus Christ, the only Son of God, eternally begotten of the Father, God from God, Light from Light, true God from true God, begotten, not made, one in Being with the Father. Through Him all things were made. For us men and for our salvation he came down from heaven; by the power of the Holy Spirit He was born of the Virgin Mary, and became man. For our sake He was crucified under Pontius Pilate; he suffered, died and was buried. On the third day he rose again in fulfillment of the Scriptures; He ascended into heaven and is seated at the right hand of the Father. He will come again in glory to judge the living and the dead, and His kingdom will have no end. I believe in the Holy Spirit, the Lord, the giver of life, who proceeds from the Father and the Son. With the Father and the Son He is worshipped and glorified. He has spoken through the Prophets. I believe in one holy catholic and apostolic Church. I acknowledge one baptism for the forgiveness of sins. I look for the resurrection of the dead, and the life of the world to come. Amen