



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of the members of the Old Victorians’ Association will be held by way of electronic means on **22 June 2020, 8PM Singapore Time** for the purpose of considering and, if thought fit, passing with or without modifications the special resolution set out below.

RESOLVED THAT:

1. To adopt the proposed amendments to the Rules of the Association attached hereto or as may otherwise be proposed at the EGM.

(The Rules of the Association are generally referred to as the “constitution”.)

BY ORDER OF THE COUNCIL

Loke Swee Leong

President

Old Victorians' Association

Date: 28 May 2020

(Please see notes and proposed amendments to the Rules of the Association on the following pages.

This document comprises 12 pages.)

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NOTES:

1. The provision of notice, convening, holding, conducting, attendance at, provision for quorum, and voting at the EGM are and will be pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Registered Societies) Order 2020 ("Order").
2. The EGM will be held by electronic means. A member may watch the proceedings of the EGM via a "live" webcast through mobile phone, tablet, or computer. A member who wishes to watch the "live" webcast must first pre-register by **15 June 2020** at this link: <https://forms.gle/emGmtVFotCBfkbpu5>.
3. Following the verification of membership, instructions to access the webcast will be sent via email to the member.
4. A quorum may be formed by members electronically present. A member is deemed to be present at the EGM if the member has appointed the Chairman of the EGM as his/her proxy.
5. As the EGM will be held by electronic means, a member will not be able to attend the EGM physically. As provided for under the Order, if a member wishes to exercise his/her voting rights at the EGM, the member must appoint the Chairman of the EGM to attend, speak, and vote on his/her behalf. The designated Chairman of the EGM is **Mr Loke Swee Leong**, President of OVA.
6. In appointing the Chairman of the EGM as proxy, the member must give specific instructions in the Proxy Form. If no specific instructions are given, the proxy will not be able to vote on the member's behalf.
7. The electronic Proxy Form is available at this link: <https://forms.gle/cd7oB3n395ssd8AbA>. The Proxy Form must be submitted to OVA by **15 June 2020**. Proxy Forms must only be submitted electronically via the link provided here.
8. For members' reference, the Proxy Form is set out on the next page.

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Old Victorians' Association

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PROXY FORM

This form of proxy shall be used for the Extraordinary General Meeting (“EGM”) of the members of the Old Victorians’ Association which will be held way of electronic means on **22 June 2020, 8PM Singapore Time**.

I, _____ (input full name), of identity number _____ (input last 4 digits and alphabet) hereby appoint:

The Chairman of the EGM as my proxy to attend, speak, and vote on my behalf at the EGM and at any adjournment thereof.

By submitting this Proxy Form, shall be deemed to be present at the EGM for purposes of determining quorum.

My Vote

Voting will be conducted by poll. If you wish the Chairman of the EGM to cast your vote for or against any proposed resolution, or to abstain, please indicate accordingly under “For”, “Against”, or “Abstain”.

	For	Against	Abstain
<i>Special resolution: To adopt the proposed amendments to the Rules of the Association attached hereto.</i>			

Date: _____ 2020

By submitting this Proxy Form, I confirm my appointment of the Chairman of the EGM as my proxy and to cast the vote, on my behalf, as indicated above.

(Proposed amendments to the Rules of the Association follow on the next page.)

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PROPOSED AMENDMENTS TO THE RULES OF THE ASSOCIATION

The proposed amendments to the Rules of the Association are set out below. For ease of reference, the full text of the Rules proposed to be amended has also been reproduced.

1. PREAMBLE

Existing PREAMBLE

We, the Old Victorians, Singapore, believing in the need to ensure the spirit of Victoria School and Victoria Junior College, and to maintain the comradeship that exists between us all, do hereby establish the Old Victorians' Association Singapore.

Proposed amendment to existing PREAMBLE

We, ~~the Old Victorians, Singapore~~ the former students of the School, believing in the need to ensure the spirit of the School ~~Victoria School and Victoria Junior College~~, and to maintain the comradeship that exists between us all, do hereby establish the Old Victorians' Association Singapore.

2. RULE 2

Existing Rule 2

2. INTERPRETATION

a. For the purpose of these Rules:

- i. "The Association" shall mean the OLD VICTORIANS' ASSOCIATION.
- ii. "The School" shall mean Victoria School, Victoria Junior College, the former Victoria Afternoon School and the former Victoria Bridge School.
- iii. The masculine shall include the feminine.
- iv. "The Principal" shall mean the Principal or Acting Principal of Victoria School and the Principal or Acting Principal of Victoria Junior College.
- v. "The Council" shall mean the Management Committee of the Association unless otherwise stated.

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Proposed amendment to existing Rule 2

2. INTERPRETATION

a. For the purpose of these Rules:

i.a. “The “Association” shall mean the OLD VICTORIANS' ASSOCIATION.

ii.b. “The “School” shall mean Victoria School, Victoria Junior College, the former **Kampong Glam Malay Branch School, Victoria Afternoon School and**, the former Victoria Bridge School **and the former Jalan Besar Boys' School**.

iii.c. The masculine shall include the feminine.

iv.d. “The “Principal” shall mean the Principal or Acting Principal of Victoria School and the Principal or Acting Principal of Victoria Junior College, **as the case may be**.

v.e. “The “Council” shall mean the Management Committee of the Association unless otherwise stated.

3. RULE 3

Existing Rule 3

3. PLACE OF BUSINESS AND MEETING

a. Its place of business shall be at Victoria School, Geylang Bahru Lane, Singapore 1233, or such other place as may be decided upon by the Council with the prior approval of the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

Proposed amendment to existing Rule 3

a. Its place of business shall be at Victoria School, ~~Geylang Bahru Lane, Singapore 1233~~ **2 Siglap Link, Singapore 448880**, or such other place as may be decided upon by the Council with the prior approval of the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

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4. RULE 6

Existing Rule 6

6. SUBSCRIPTION

a. There shall be no entrance fee or subscription fee in the case of Honorary Membership but an application for Ordinary Membership shall be accompanied by an entrance fee of fifty dollars (\$50) and subscription fee of twenty-four dollars (\$24). An application for Life Membership shall be accompanied by a one-off payment of one hundred dollars (\$100). Life Members shall not be required to pay subscription fee. Ordinary Members shall be required to pay a subscription fee of twenty-four dollars (\$24) for each financial year.

b. Subscriptions may be paid direct to the Honorary Treasurer or through any member of the Council or any other person authorised so to do in writing by the Council. The Honorary Treasurer shall issue receipts for same within a fortnight of his receiving the subscriptions. Any Council member receiving subscriptions from members shall hand over same to the Honorary Treasurer within seven days of such receipt.

Proposed amendment to existing Rule 6

6. SUBSCRIPTION

a. There shall be no entrance fee or subscription fee in the case of Honorary Membership but an application for Ordinary Membership shall be accompanied by an entrance fee of fifty dollars (\$50) and subscription fee of twenty-~~four~~ **five** dollars (~~\$24~~**\$2425**). An application for Life Membership shall be accompanied by a one-off payment of one hundred dollars (\$100). Life Members shall not be required to pay subscription fee. Ordinary Members shall be required to pay a subscription fee of twenty-~~four~~ **five** dollars (~~\$24~~**\$2425**) for each financial year.

b. Subscriptions may be paid direct to the Honorary Treasurer or through any member of the Council or any other person authorised so to do in writing by the Council **or through any electronic means prescribed by the Council**. The Honorary Treasurer shall issue receipts for **the** same ~~within a fortnight~~ **as soon as practicable** of his receiving the subscriptions. Any Council member receiving subscriptions from members shall hand over **the** same to the Honorary Treasurer within seven days of such receipt.

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5. RULE 8

Existing Rule 8

8. MANAGEMENT

- a. The management of the affairs of the Association shall be vested in the Council comprising the President, one First Vice-President, one Second Vice-President, one Honorary General Secretary, one Asst. Honorary Secretary, one Honorary Treasurer, one Asst. Honorary Treasurer, one Sports Secretary, one Social Secretary and not more than eight other members who shall be elected at an AGM or EGM. The tenure of the Council shall be two years. All except the Hon. Treasurer may be re-elected. The Immediate Past President shall act as an Advisor in the Council but he shall not have a vote nor be considered as part of the quorum in Council meetings.
- b. The duty of the Council is to organise and supervise the daily activities of the Association and to make decisions on matters affecting its running when the General Meeting is not sitting. It may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
- c. The Council shall have the power to fill vacancies in their ranks but when a vacancy occurs in the office of a President the First Vice-President shall ipso facto become the President.
- d. The Council shall have the right to appoint and delegate such powers as necessary to a sub-committee.
- e. The Council shall have the power to remove the name of any member from the Register of the Members or deal with him as they shall deem proper for any breach of these Rule or if his conduct in the opinion of the Council is injurious to the character or interest of the Association. A member so dealt with by the Council shall have the right to appeal to the General Body.
- f. The Honorary Treasurer shall keep all funds, and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to \$200/- per month for petty expenses on behalf of the Association. He will not keep more than \$200/- in the form of cash and money in excess of this will be deposited in a bank to be named by the Council Cheques etc. for withdrawals from the bank will be signed by the President, or Secretary in addition to the Hon. Treasurer. He shall issue receipt for all payments made to him. He shall draw up a Balance Sheet and an Income and Expenditure Account as at the Thirty-first day of December in each year, at which date the financial year of the Association shall end. The Balance Sheet shall be duly audited by the Honorary Auditors and shall be submitted to the Annual General Meeting for approval.

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g. The Honorary Secretary shall keep a proper record of the proceedings at all meetings of the Association and the Council. He shall attend to all correspondence and other matters relating to the Association. He shall have the custody of all records, papers, and other documents of the Association except such as are kept by the Hon. Treasurer. He shall issue all notices and carry out all other duties generally appertaining to his office.

Proposed amendment to existing Rule 8

8. MANAGEMENT

a. The management of the affairs of the Association shall be vested in the Council comprising the President, one First Vice-President, one Second Vice-President, one Honorary General Secretary, one Asst. Honorary **General** Secretary, one Honorary Treasurer, one Asst. Honorary Treasurer, one Sports Secretary, one Social Secretary and not more than eight other members who shall be elected at an **AGM Annual General Meeting** or **EGM Extraordinary General Meeting**. The tenure of the Council shall be two years. All except the **Hon. Honorary** Treasurer may be re-elected. The Immediate Past President shall act as an Advisor in the Council but he shall not have a vote nor be considered as part of the quorum in Council meetings.

b. The duty of the Council is to organise and supervise the daily activities of the Association and to make decisions on matters affecting its running when the General Meeting is not sitting. It may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.

c. The Council shall have the power to fill vacancies in their ranks **by way of co-opting a member or otherwise** but when a vacancy occurs in the office of a President, the First Vice-President shall ipso facto become the President.

d. The Council shall have the right to appoint and delegate such powers as necessary to a sub-committee.

e. The Council shall have the power to remove the name of any member from the Register of the Members or deal with him as they shall deem proper for any breach of these Rule or if his conduct in the opinion of the Council is injurious to the character or interest of the Association. A member so dealt with by the Council shall have the right to appeal to the **General Body members at a General Meeting**.

f. The Honorary Treasurer shall keep all funds, and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorised to expend up to **\$200/- four hundred dollars (\$400) per a month, or in aggregate four thousand eight hundred dollars (\$4,800) a year**, for petty expenses on behalf of the Association. He will not keep more than **\$200/- four hundred dollars (\$400)** in the form of cash and money in excess of this will be deposited in a bank to be named by the Council. Cheques etc. for withdrawals **and/or payments** from the bank will be signed by **at**

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least two (2) Council Members prescribed by the Council as authorised signatories of the Association's bank account(s). One (1) signatory shall be the Honorary Treasurer or Assistant Honorary Treasurer, and one (1) other signatory shall be the President, a Vice-President or the Honorary General Secretary. Payments, transfers and/or withdrawals from the Association's bank account(s) may be made by electronic means and shall be authorised by at least two (2) Council Members in the manner aforementioned. ~~the President, or Secretary in addition to the Hon. Treasurer. He~~ The Honorary Treasurer shall issue receipts for all payments made to him. He shall draw up a Balance Sheet and an Income and Expenditure Account as at the Thirty-first day of December in each year, at which date the financial year of the Association shall end. The Balance Sheet shall be duly audited by the Honorary Auditors and shall be submitted to the Annual General Meeting for approval.

g. The Honorary General Secretary shall keep a proper record of the proceedings at all meetings of the Association and the Council. ~~He~~ The Honorary General Secretary shall attend to all correspondence ~~and and~~ other matters relating to the Association. He shall have the custody of all records, papers, and other documents of the Association except such as are kept by the ~~Hon.~~ Honorary Treasurer. He shall issue all notices and carry out all other duties generally appertaining to his office.

6. RULE 9

Existing Rule 9

9. ACCOUNTS

a. The Council shall have power to authorise the expenditure of a sum of not exceeding the sum of two thousand dollars (\$2,000) a month from the Association's funds for the Association's purposes. Any expenditure in excess of this amount shall require the approval of the members at a General Meeting.

Proposed amendment to existing Rule 9

9. ACCOUNTS

~~a.~~ The Council shall have power to authorise the expenditure of a sum ~~of~~ not exceeding ~~the sum of two thousand dollars (\$2,000)~~ four thousand dollars (\$4,000) a month, or in aggregate forty eight thousand dollars (\$48,000) a year, from the Association's funds for the Association's purposes. Any expenditure in excess of this amount shall require the approval of the members at a General Meeting.

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7. RULE 11

Existing Rule 11

11. MEETINGS

- a. An Annual General Meeting, for which fourteen (**14**) days' notice shall be given, shall be held in March. The meeting shall receive the report of the Council for the past year, consider and if approved, pass the balance sheet and accounts submitted, elect members of the new Council, and transact any other business on the Agenda which may arise or pass any resolution or motion of which at least seven days' notice in writing shall have been given to the Honorary Secretary.
- b. An Extraordinary General Meeting, for which fourteen days' notice shall be given may be called by the Council for any special business which would required to be dealt with by a General Meeting. Such a meeting shall also be convened if a written requisition be submitted stating the nature of the business and signed by not less than twenty (20) voting members.
- c. At least 10 percent of the total voting members shall form the quorum at a General Meeting. In the event of there being no quorum, the meeting shall be adjourned for one hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any of the existing Rule.
- d. The Council shall meet at least four times during their year of office. At least one half of the Council Members shall form a quorum. If any Council Member without sufficient cause, communicated to and allowed by the Council fails to attend three (3) consecutive meetings of the Council, the Council may by resolution declare his seat to be vacant and thereupon he shall cease to be a Council Member.
- e. A notice convening any Council or Sub-Committee meeting shall be issued not less than seven (7) clear days before the date of the meeting.
- f. The Chairman at any meeting shall have a casting vote.
- g. The President or in his absence the First Vice-President or in his absence the Second Vice-President shall preside at all meetings. In the absence of the President, the First Vice-President and the Second Vice-President the members present shall appoint one of their members to be Chairman.

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Proposed amendment to existing Rule 11

11. MEETINGS

a. An Annual General Meeting, for which fourteen (**14**) days' notice shall be given, shall be held in March. The meeting shall receive the report of the Council for the past year, consider and if approved, pass the balance sheet and accounts submitted, elect members of the new Council, and transact any other business on the ~~Agenda~~ **agenda** which may arise or pass any resolution or motion of which at least seven days' notice in writing shall have been given to the Honorary **General** Secretary.

b. An Extraordinary General Meeting, for which fourteen days' notice shall be given may be called by the Council for any special business which would ~~be~~ required to be dealt with by a General Meeting. Such a meeting shall also be convened if a written requisition be submitted stating the nature of the business and signed by not less than twenty (20) voting members.

c. At least 10 percent of the total voting members **or fifty (50) voting members, whichever is less**, shall form the quorum at a General Meeting. In the event of there being no quorum, the meeting shall be adjourned for one hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any of the existing Rule.

d. The Council shall meet at least four times during **each twelve (12) months of being in their year of office**. At least one half of the Council Members shall form a quorum. If any Council Member without sufficient cause, communicated to and allowed by the Council fails to attend three (3) consecutive meetings of the Council, the Council may by resolution declare his seat to be vacant and thereupon he shall cease to be a Council Member. **Any meeting of the Council may be convened, held or conducted, whether wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means. Voting at any such meeting may be by electronic means.**

e. A notice convening any Council or ~~Sub-Committee~~ **sub-committee** meeting shall be issued not less than seven (7) clear days before the date of the meeting.

f. The Chairman at any meeting shall have a casting vote.

g. The President, or in his absence the First Vice-President, or in his absence the Second Vice-President, shall preside at all meetings. In the absence of the President, the First Vice-President and the Second Vice-President, the members present shall appoint one of their members to be Chairman.

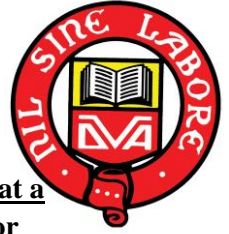
h. Any Annual General Meeting or Extraordinary General Meeting may be convened, held or conducted, whether wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means. Voting at any such Annual General Meeting or

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Extraordinary General Meeting may be by electronic means. Questions to be tabled at a meeting may be by electronic communication, video conferencing, tele-conferencing or other electronic means. Provision for notices for a meeting, circulars and other documents relating to a meeting may be given or sent by electronic communication or other electronic means.

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