



A SOCIETY
CONSTITUTION
OF
The Catholic Medical Guild

1. NAME AND AFFILIATION

- 1.1. This Society shall be known as the “Catholic Medical Guild”, hereinafter referred to as the “Society”.
- 1.2. This Society is affiliated to the Titular Roman Catholic Archbishop of Singapore (as incorporated by the Roman Catholic Archbishop Act (Cap. 375)), and is under such higher direction of the Roman Catholic Archbishop of Singapore (the “Archbishop”) in respect of the Society’s activities in accordance with the Code of Canon Law of the Roman Catholic Church.
- 1.3. Catholic values and ethos form a fundamental and key aspect of the Society.

2. PLACE OF BUSINESS

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 by the Registrar of Societies.

3. OBJECTS

- 3.1. The Society’s objects are:
 - a) To provide a Catholic network and fellowship for its members.
 - b) To encourage the ethical practice of science and medicine.
 - c) To assist in developing the health of communities in need.
 - d) To help its members live their faith.
- 3.2. In furtherance of the above objects and provided nothing is done solely for profit, the Society may:
 - a) Purchase, lease, exchange, hire and otherwise acquire any land, buildings, easements or any other property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Society;
 - b) sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Society for any of the objects and purposes of the Society;
 - c) borrow money, mortgage or charge the whole or any part of its undertaking and property, whether outright or as security for any debt, liability or obligation of the Society or of any third party and raise money in such manner as the Society may think fit for any of the purposes and objects of the Society;
 - d) seek, invite, encourage, appeal for and solicit subscriptions, benefactions, gifts, donations and bequests to or in any other way raise funds for the Society or for such other charity or causes as may be consistent with the objects of the Society;

- e) receive and take any gift of money or property or accept subscriptions, contributions, donations, devises or bequests for any of the purposes and objects of the Society;
 - f) establish and maintain such banking account or accounts as it thinks fit into such of which as may be appropriate shall be paid for with all money for the time being belonging to the Society;
 - g) partner and associate with other organisations functioning with purposes consistent with the objects of the Society and to enter into any arrangements with authority, institutions, foundations or any other entities as may seem conducive to the Society's objects or any of them and to obtain from any such entity any rights, privileges and concessions with the Society may think it desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions for any of the purposes of the Society;
 - h) support and subscribe to any charitable or public object, and any charity, institution, society or club which may be for the benefit of the Society or which may be consistent with any of the objects of the Society;
 - i) make donations for any charitable or patriotic purposes as the Society may deem fit; and
 - j) generally to carry on or undertake any business or activity, do any act or enter into any transaction and to do all such other lawful things as are or may be necessary or incidental or conducive to the attainment of the above objects or any of them.
- 3.3. The Society shall not engage in any activities that may undermine the racial or religious harmony in Singapore. The Society shall also not engage in activities outside Singapore which are not in accordance with the laws of the foreign country.
- 3.4. The income and property of the Society, whensoever derived, shall be applied towards the promotion of the objects of the Society as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Society or to any of them or to any person claiming through any of them.
- 4. PATRON SAINTS**
- 4.1. The Guild is placed under the patronage of St. Luke, SS. Cosmas and Damian.
- 5. SPIRITUAL DIRECTOR**
- 5.1. A Spiritual Director may be appointed or removed at anytime 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 be an Ordinary Member.
- 5.3. The Spiritual Director shall be an ex-officio member of the Council, with the right to vote at Council Meetings. The Spiritual Director shall also have the right of veto in all spiritual and/or moral issues.
- 6. MEMBERSHIP QUALIFICATION AND RIGHTS**
- 6.1. Membership shall be classified into: -
- a) Ordinary Membership; and
 - b) Associate Membership.

- 6.2. Ordinary Membership is open to:
 - a) All Catholic medical doctors who are, or have been, registered with the Singapore Medical Council;
 - b) All life members of the guild, prior to 2023.
- 6.3. Ordinary Membership is not open to corporations. Ordinary Membership is not open to persons who are below 21 years old.
- 6.4. All Ordinary Members shall have the right to vote. Each Ordinary Member shall have one (1) vote.
- 6.5. The number of Ordinary Members in the Society shall be unlimited.
- 6.6. The privileges of an Ordinary Member shall not be transferable.
- 6.7. Associate Membership is open to:
 - a) All Catholic allied healthcare professionals registered with their respective professional regulatory bodies; or
 - b) Medical students and allied healthcare students.
- 6.8. All Associate Members can attend any General Meeting, but do not have the right to vote or to hold any office in the Society.

7. APPLICATION OF MEMBERSHIP

- 7.1. A person wishing to join the Society shall submit his details to the Secretary on a form prescribed by the Council. Duly approved applicants shall be admitted as members upon payment of the entrance fee as determined from time to time by the Council.
- 7.2. The Council will decide on the application for membership and shall have the discretion to accept or reject any application. No person shall be admitted as a member of the Society unless he is first approved by the Council, and the Council shall have absolute discretion as to the admission of any member.

8. ENTRANCE FEES, SUBSCRIPTIONS AND OTHER FEES

- 8.1. The Society may impose entrance, annual subscriptions and/or other dues payable by Ordinary Members and Associate Members and such sums shall be determined by the General Meeting on recommendation by the Council from time to time.
- 8.2. The Society may impose different entrance fees and/or subscriptions for the different categories of members.
- 8.3. Annual subscriptions are payable on such dates determined by the Council. If a Member falls into arrears with his subscription or other dues, he may be denied the privileges of membership until he settles his account. If he falls into arrears for more than twelve (12) months, his membership may be cancelled / terminated by order of the Council.

- 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.

9. GENERAL MEETINGS

- 9.1. The Supreme Authority of the Society is vested in the General Meeting of the Members. 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. The Annual General Meeting should be held no later than six (6) months from the close of its financial year.
- 9.2. The Annual General Meeting shall take place once a year around the Feast of St. Luke (October 18th) or such other date as may be practicable.
- 9.3. Any meeting of the Society other than the Annual General Meeting shall be called an Extraordinary General Meeting. The time and place of any General Meeting shall be determined by the Council.
- 9.4. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting must also be called by the Council upon the request in writing of not less than 25% of the total voting membership or thirty (30) Members, whichever is the lesser. 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 (2) months from receiving this request to convene the Extraordinary General Meeting.
- 9.5. If the Council does not convene the Extraordinary General Meeting within two (2) months after the date of receipt of the written request, the Members who requested for the meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting Members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board, if any.
- 9.6. At least fourteen (14) days notice shall be given of an Annual General Meeting and at least ten (10) days notice of an Extraordinary General Meeting. A notice of the meeting stating the date, time and place of the Meeting shall be sent by the Secretary to all voting members.
- 9.7. Notices of all General Meetings, including adjourned meetings, may be sent by email to the email addresses on record in the members' register.
- 9.8. Provided also that the accidental omission by the Council to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 9.9. The points which are to be discussed at the Annual General Meeting shall include the following for Annual Returns purposes:
 - a) The previous financial year's accounts and annual report of the Council.
 - b) Where applicable, the election of office-bearers and auditors for the following term.

- 9.10. 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 (1) week before the Meeting is due to be held, and the Secretary shall promptly give notice to the members of such requests.
- 9.11. At least 25% of the total voting membership or thirty (30) voting Members, whichever is the lesser, present at a General Meeting shall form a quorum.
- 9.12. In the event of there being no quorum at the commencement of the General Meeting, the Meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.
- 9.13. The Council may where they in their discretion think expedient or appropriate, allow Members to participate in a General 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 General Meeting in this manner shall be deemed to constitute presence at such General Meeting.
- 9.14. The chairperson of a General Meeting is –
- a) the Master of the Guild; or
 - b) in the case where (i) the Master is unwilling to act as the chairperson of the General Meeting; or (ii) the Master is not present within 15 minutes after the time appointed for the holding of the General Meeting, the Deputy Master; or
 - c) in the case where (i) the Master and the Deputy Master are unwilling to act as the chairperson of the General Meeting; or (ii) the Master and the Deputy Master are not present within 15 minutes after the time appointed for the holding of the General Meeting, the Ordinary Member elected by the members present for the purpose of being the chairperson of the General Meeting.
- 9.15. Save as expressly stated herein or unless otherwise decided by the Council or a poll is demanded, at any General Meeting a resolution put to the vote shall be decided by a simple majority on a show of hands. If a poll is demanded, it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson of the General Meeting directs. The result of the poll is a resolution of the meeting at which the poll was demanded. In case of an equality of votes, the chairperson of the General Meeting shall have a second or casting vote.
- 9.16. Subject to the provisions under any law, a resolution in writing signed by a simple majority of the Ordinary Members (unless a higher threshold is required to pass a resolution under this Constitution, then that threshold will apply) for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as a resolution passed at a General Meeting of the Society duly convened and held. Any such resolution in writing may consist of several documents in the like form signed or approved by one or more of the members. The expressions “in writing” and “signed” include approval by telefax or electronic mail by any such member of the Council.

10. MANAGEMENT OF SOCIETY AND THE 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 the 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 other 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) Master
- b) Up to 2 Deputy Masters
- c) Immediate Past Master
- d) Secretary
- e) Treasurer

Other Council Members

- f) 3 to 7 other Council members (excluding the Office Bearers), to be elected at an Annual General Meeting.
- 10.4. Unless with the prior approval in writing of the Registrar or an Assistant Registrar of Societies, the Master, Secretary and Treasurer (or their equivalent roles) shall be either Singapore Citizens or Singapore Permanent Residents, and a majority of the Council have to be Singapore Citizens.
- 10.5. The appointments of all Council members are subject to the approval of the Archbishop and/or his authorised representative(s)(who will be the Spiritual Director unless otherwise directed by the Archbishop).
- 10.6. Names for all Council members, except the Immediate Past Master, shall be proposed and seconded at the Annual General Meeting, and the 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 a 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 outgoing Master shall have the second or casting vote.
- 10.7. The Immediate Past Master shall be automatically co-opted into the Council.
- 10.8. The Council may at any time co-opt any person to fill any vacancy in the Council. A co-opted Council member only holds office until the next Annual General Meeting, and is then eligible for re-election. The Council shall have the power to remove the Council member co-opted pursuant to this Article before the expiration of his period of office and may co-opt another person in his stead. Any co-opting of a Council member under this Article is subject to the approval of the Archbishop and/or his authorised representative(s)(who will be the Spiritual Director unless otherwise directed by the Archbishop).
- 10.9. If any Council member:

- a) resigns by giving two (2) weeks' prior written notice to the Council of his intention to do so, and upon expiry of that notice;
 - b) absents himself from three (3) consecutive meetings of the Council ("Council Meeting") without satisfactory explanation;
 - c) dies;
 - d) becomes mentally disordered and is incapable of managing himself or his affairs or a person whose person or estate is liable to be dealt with in any way under the law relating to mental capacity;
 - e) is adjudicated a bankrupt or makes any arrangement or composition with his creditors generally;
 - f) has been convicted of an offence involving fraud or dishonesty; or
 - g) has been guilty in Singapore or elsewhere of such misconduct unbefitting the office of a Council member as determined by the Archbishop, or if the Archbishop decides that the person is no longer fit and proper to act as a Council member;
- that Council member shall immediately cease to be a member of the Council and his seat will fall vacant.
- 10.10. Any changes in the Council shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 10.11. a) The term of each office bearer in the Council shall be for two (2) years and this term of office is renewable by election at a General Meeting.
- b) The term for other members of the Council shall be for one (1) year, and this term of office is renewable by election at a General Meeting.
- c) The Master shall not hold the same office for more than three consecutive two-year terms (six (6) years in total).
- d) The Treasurer shall not hold the same office for more than two consecutive two-year terms (four (4) years in total).
- e) Save for the foregoing, each Council member shall not serve for more than 10 consecutive years
- f) Re-appointment of the outgoing Master, Treasurer and any Council member who has served their maximum term, may be considered after a lapse of at least two (2) years.
- 10.12. If the Master does not convene the Council Meeting within one (1) month after the date of receipt of the written request, the Council members who requested for the meeting shall convene the Council Meeting by giving five (5) days' notice to Council members setting forth the business to be transacted.
- 10.13. 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 half (1/2) of the total number of members of the Council.
- 10.14. The Master, if present, shall be the chairperson at every Council Meeting. If at any Council Meeting, the chairperson shall not be present within fifteen minutes after the time appointed for holding such

meeting, the Deputy Master shall be the chairperson. If both the Master and Deputy Master are also absent from the meeting and if there is a quorum of Council members, the Council members present may choose one of their number to be chairperson of the meeting.

- 10.15. Subject to the Articles in this Constitution, questions arising at any Council Meeting shall be decided by a majority of votes, and a determination by a majority of the members of the Council shall, for all purposes, be deemed a determination of the Council. In case of an equality of votes, the Master shall have a second or casting vote.
- 10.16. Where a conflict of interest arises at an Council Meeting, the Council member concerned should not vote on the matter nor participate in discussions. He should also offer to withdraw from the meeting, and the other Council members should decide if this is required.
- 10.17. Council members may participate in a Council Meeting by means of a telephone conference or video conferencing, or other communication equipment whereby all persons participating in the Council Meeting can hear each other, and participation in a Council Meeting in this manner shall be deemed to constitute presence in person at such Council Meeting.
- 10.18. A resolution in writing signed by a simple majority of the members of the Council shall be as valid and effective as a resolution passed at a Council Meeting duly convened and held. Such resolution in writing may consist of several documents in the like form signed or approved 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.
- 10.19. The Council may delegate any of its powers to committee(s) consisting of such members of the Society and/or such other persons as they, in their discretion, think 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 the 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.
- 10.20. The Council may also, at any time where it deems fit or desirable, form and appoint a Board of Advisors to advise and assist the Council in achieving the purpose and objects of the Society. The Board of Advisors shall have a non-binding advisory role only. The Board of Advisors shall comprise such persons as may be appointed by the Council from time to time. The Council may remove any or all members of the Board of Advisors before the expiration of his period of office. The Council shall have the power at any time and from time to time appoint any person to be a member of the Board of Advisors either to fill a casual vacancy for the unexpired term of office, or as an additional Advisor.

11. DUTIES OF OFFICE-BEARERS

- 11.1. The Master shall chair all General Meetings and Council Meetings. The Master shall also represent the Society in its dealings with outside persons.
- 11.2. The Deputy Master shall assist the Master and deputise for him in his absence. The Deputy Master shall have a second and casting vote in the absence of the Master.

- 11.3. The Immediate Past Master shall act as an advisor to the Council with regards to administrative matters.
- 11.4. The Secretary shall keep all records, except financial, of the Society and shall be responsible for their correctness. He will keep minutes of all General Meetings and Council Meetings. He shall at all times, maintain an up-to-date Register of Members
- 11.5. The Treasurer shall maintain all funds and 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 shall be responsible for their correctness.
- 11.6. Cheques and instruments for withdrawals from the bank will be signed by the Treasurer AND the Master or the Secretary.
- 11.7. Following an Annual General Meeting, the Secretary shall file the list of Council members with 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 Master as true copies, and the banks shall accept this as a mandate for the change of bank signatories.
- 11.8. To assist the banks in checking compliance with this Article, the Members of the Society at the General Meeting, or the Council, shall pass a resolution to list the signatories which comply with this Article and a copy of this resolution, certified by the Master and the Secretary as true, shall be delivered by the Secretary to the banks.
- 11.9. Council members shall assist in the general administration of the Society and perform duties assigned by the Council from time to time.

12. AUDIT AND FINANCIAL YEAR

- 12.1. Either two Ordinary Members not being Council members or a firm of Public Accountants shall be elected as Honorary Auditors at a Society's Annual General Meeting. However, the accounts of the Society shall be audited by a qualified company auditor if the gross income or expenditure of the Society exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.
- 12.2. The Society will submit to the Registrar of Societies the audited statement of accounts, together with their Annual Returns, within one month of every Annual General Meeting held, or if no meeting is held, within one month after the close of the Societies' financial year.
- 12.3. The Society will maintain proper accounts and records of the transactions and affairs of the Society for a period of at least five (5) years.

13. PROHIBITIONS

- 13.1. 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 bad characters into the premises is prohibited.

- 13.2. The funds of the Society shall not be used to pay the fines of Members who have been convicted in a court of law.
- 13.3. The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- 13.4. 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.
- 13.5. The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 13.6. 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.
- 13.7. The Society shall not raise funds from the public for whatsoever purposes without the prior approval in writing of the relevant governmental authorities.
- 13.8. The Society shall not act contrary to the accepted values of the Catholic Church nor act in contravention of any express directive or order of the Archbishop.

14. AMENDMENTS TO CONSTITUTION

No alterations or addition/deletion of this Constitution shall be made except at a General Meeting and with the consent of at least two-thirds (2/3) of the voting members present and voting at the General Meeting, and they shall not come into force without the prior written approval of the Archbishop, and the sanction of the Registrar of Societies.

15. INTERPRETATION

- 15.1. In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the 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.
- 15.2. In this Constitution: -
 - a) Words denoting the masculine gender only shall include the feminine gender.
 - b) Words denoting the singular number only shall include the plural number and vice versa.
 - c) Words denoting persons shall include individuals and corporations.
 - d) Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography,

photography, electronic mail and/or other modes of representing or reproducing words in a visible form.

- e) Subject as aforesaid, any words or expressions defined in the Societies Act and the Interpretation Act (Cap. 1) shall, unless the context otherwise requires, bear the same meanings in these Articles.

16. DISPUTES

In the event of any dispute arising amongst the Members, they shall attempt to resolve the matter first amongst themselves and failing which at a duly convened Extraordinary General Meeting in accordance with this Constitution. Should the Members fail to resolve the matter amicably, they may bring the matter to the Archbishop (or, as the case may be, the person appointed by the Archbishop or body established by the Archbishop to mediate and resolve such disputes). Only in the event reasonable attempts at mediation and/or resolution by the Archbishop and/or his authorised representatives fail, may they bring the matter to a court of law for settlement, and in this regard, Members submit to the non-exclusive jurisdiction of the Singapore Courts.

17. TERMINATION

- 17.1. A Member may resign from his membership with the Society upon giving two (2) weeks' written notice to the Master and/or the Secretary of his intention to do so.
- 17.2. A person's membership with the Society may also be cancelled by order of the Council if:-
 - a) It is in the reasonable and considered view of the Council, or of the Board of Advisors (if any), in the interest of the Society to do so; or
 - b) The Member falls into arrears with his subscription fees or other dues pursuant to Article 8.3.

18. NOTICE

Any notice may be given to any Member in any of the following ways:

- a) by delivering the notice personally to him; or
- b) by sending it by prepaid mail to him at his residential address in Singapore; or
- c) by sending a telefax / email of the notice to him at such valid email addresses as might have been previously provided by the Member concerned.

19. DISSOLUTION

- 19.1. The Society shall not be dissolved, except with the consent of not less than three-fourths (3/4) of the total voting members present at a General Meeting convened for the purpose, and with the prior consent of the Archbishop.
- 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 may determine with the prior consent of the Archbishop, including being donated or given to an approved charities or charities in Singapore.
- 19.3. A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the

*Model Constitution
Societies
For Catholic Archdiocese of Singapore*

Registrar of Societies [and Commissioner of Charities].