

BY-LAWS OF THE SINGAPORE PRESS CLUB

PREAMBLE

The Singapore Press Club (“Club”) is managed and administered by Singapore Press Club Ltd (Company Registration No 202120767D (“Company”), a public company limited by guarantee and incorporated in Singapore. The vision and mission of the Club, for the time being and which may be varied from time to time, are as set out below:

Vision:

A purposeful networking organisation serving Singapore’s vibrant media community, across all platforms and including all media-related professionals and dedicated to their professional development.

Mission:

- Promote journalism as a profession
- Support the growth and digital transformation of the media
- Organise activities that connect media-related professionals
- Curate talks, panel discussions and training opportunities for members

Members of the Club are invited to pay membership fees and abide by the by-laws set out below (“By-Laws”) as well as such other rules, regulations and policies as may be implemented by the Club from time to time, in order to enjoy the services of the Club.

In these By-Laws, the following terms shall have the corresponding definitions:

WORDS	MEANINGS
Annual Meeting	- An annual meeting of the Club Members.
Appointees	- Shall have the meaning ascribed to it under Clause 8.5 below.
Board of Directors	- The board of directors (duly appointed) for the time being of the Company.
Chairman	- The chairman (duly appointed) for the time being of the Board of Directors of the Company.

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| Club Member | - Any person admitted to membership of the Club and who shall fall within one of the categories listed under Clause 1.1 below. |
| Company Member | - Any person admitted to membership of the Company and whose name is entered into the register of Company Members of the Company. |
| Director | - A member of the Board of Directors of the Company. |
| Electronic Communication | <p>- Communication transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person):</p> <p style="margin-left: 40px;">(a) by means of a telecommunication system;
or</p> <p style="margin-left: 40px;">(b) by other means but while in an electronic form,</p> <p style="margin-left: 40px;">such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.</p> |
| Electronic Means | - Electronic communication, video conferencing, tele-conferencing or other electronic means. |
| General Manager | - A person who is appointed by the Board of Directors to be the general manager of the Company and concurrently the general manager of the Club (or such other designation as the Board of Directors may determine from time to time) and who manages the operations of the Company and the Club as well as carries out such duties and functions as the Board of Directors may require from time to time. |
| Management Committee | - Shall have the meaning ascribed to it under Clause 8.1 below. |
| Month | - Calendar month. |

- Ordinary Resolution - A resolution when it has been passed by a majority of not less than 50% of such Club Members or Management Committee members (as the case may be) who, being entitled to do so, vote in person or by Electronic Means or, where proxies are allowed, by proxy present at an Annual Meeting of the Club Members or a meeting of the Management Committee (as the case may be).
- Reserved Matters - The reserved matters referred to in Clause 7.8 and Clause 8.10 below, and as listed in Schedule 1 (attached) and which require approval by the Board of Directors of the Company, either by the approval of two-thirds (2/3) of the Board of Directors present and voting at any Board meeting of the Company or if the matter is to be approved by a resolution in writing, then by such resolution being signed by two-thirds (2/3) of the Board of Directors.
- Special Resolution - A resolution when it has been passed by a majority of not less than 75% of such Club Members or Management Committee members (as the case may be) who, being entitled to do so, vote in person or by Electronic Means or, where proxies are allowed, by proxy present at an Annual Meeting of the Club Members or a meeting of the Management Committee (as the case may be).
- Year - Calendar year.

In these By-Laws, unless the context otherwise requires:

- (a) words importing the singular shall include the plural and *vice versa*;
- (b) references to “persons” shall include individuals, bodies corporate (wherever incorporated), unincorporated associations, trusts and partnerships;
- (c) the headings and marginal notes are inserted for convenience only and shall not affect the construction of these By-Laws;
- (d) references to one gender include all genders; and

- (e) any reference to an enactment or statutory provision is a reference to it as it may have been, or may from time to time be modified, consolidated or re-enacted.

Expressions referring to “writing” or “written” shall, unless the contrary intention appears, be construed as including references to other modes of representing or reproducing words in a visible form, including Electronic Communication.

BY-LAWS OF THE CLUB

1. CLUB MEMBERSHIP:

- 1.1 The categories of Club membership shall include (without limitation) the following:
- Regular Members
 - Associate Members
 - Corporate Partners/Corporate Members
 - Media Company Partners/Members
 - Social Members
 - Non-Resident Members
 - Honorary Members
 - Life Regular Members and Life Associate Members
 - Student Members
- 1.2 Any Club Member, as defined in the categories above who has changed his occupation during his Club membership can remain a member in that category until the expiry of his annual Club membership.
- 1.3.1 For the avoidance of doubt, the expression “Club Member” as used in these By-Laws does **not** refer to nor include “Company Member”, and *vice versa*.
- 1.3.2 The Management Committee reserves the right to change any of the Club membership categories or eligibility criteria, or adopt additional Club membership categories or eligibility criteria, as it may consider necessary from time to time, and embark on any Club membership promotion initiatives, implement incentives, including but not limited to varying membership fees or other privileges. This shall be at the Management Committee’s sole discretion.
- 1.4 The following eligibility criteria (as may be varied or supplemented by the Management Committee from time to time) will apply to each category of the Club membership for the time being:

1.4.1 Regular Members

Editorial and management staff of newspapers, magazines, radio, television and news agencies, in any medium of language, are eligible to be Regular Club Members. Regular membership is also open to media professionals of digital media organisations, news photo services and feature services. Others who are engaged or involved in media activities may also be considered for Regular membership as the Management Committee deems appropriate.

Resident professional freelance journalists whose main income is derived from the above media activities may be considered at the sole discretion of the Management Committee.

Every Regular Member must be resident in Singapore.

Taking into account the composition of the Regular membership, the Management Committee may admit non-editorial staff of the above-mentioned media entities as Regular Members if it is of the view that these members can assist in promoting the Club's objectives.

1.4.2 Associate Members

Those whose business or professional work is closely related with the media profession, such as public relations professionals and information officers in government agencies may be admitted as Associate Members.

Taking into account the composition of the Associate membership, the Management Committee may admit ex-journalists, former media-related professionals and other non-media professionals as Associate Members, if it is of the view that these members can assist in promoting the Club's objectives.

1.4.3 Corporate Partners/Corporate Members

A corporation may be invited by the Management Committee to be a Corporate Partner of the Club if the Management Committee deems that it can assist the Club in promoting its objectives.

A Corporate Partner is entitled to nominate any three of its employees to be Corporate Members on payment of the applicable fees. A valid Corporate membership can be transferred at any time to another staff in the corporation with the approval of the Management Committee. A Corporate Partner may nominate more than three Corporate Members from among its employees ("Additional Corporate Members") subject to the approval of the Management Committee and payment of the applicable fees.

A Corporate Partner that has not nominated any Corporate Member for a consecutive period of three years shall be deemed to have terminated its Corporate partnership.

1.4.4 Media Company Partners/Members

A media company may be invited by the Management Committee to be a **Media Company Partner** of the Club if the Management Committee deems that it can assist the Club in promoting its objectives.

A **Media Company Partner** is entitled to nominate any of its employees to be Regular Members on payment of the applicable fees as agreed with the Club's Management Committee. The Media Company Partner may nominate and add employees to be a member at any time of the term of membership (up to the number of members as agreed) but all membership will expire same time as the Media Company Partner's membership expiry date.

1.4.5 Social Members

The Management Committee may invite those who are not eligible for Regular, Associate or Corporate membership but who, in the judgment of the Management Committee, are able to contribute to or promote the Club's interests to become a Social Member subject to the payment of the applicable fees.

1.4.6 Non-Resident Members

Any Club Member leaving Singapore may, upon application in writing prior to his departure, be accorded Non-resident membership status and have his membership fees waived for a maximum period of three (3) years. Upon proper notification to the Club, on their return, such Club Members shall revert to their original Club membership subject to their eligibility for the applicable Club membership category.

1.4.7 Honorary Members

The Management Committee may invite any person who has contributed exemplary services to the Club and inductees to the Press Club Hall of Fame (HOF) who have contributed to the Singapore Media Industry to become an Honorary Member subject to a unanimous vote of approval at a properly constituted Management Committee meeting. No membership fees shall be levied on Honorary Members.

1.4.8 Life Regular Members and Life Associate Members

Any Regular Member or Associate Member who has been an active Club Member for a continuous minimum period of three (3) years may apply to be a Life Regular Member or Life Associate Member (as the case may be) subject to the approval of the Management Committee and payment of the prevailing fees. Such a Life Regular Member or Life Associate Member (as the case may be) must also continue to meet the criteria of Regular membership or Associate membership (as the case may be) for a further consecutive period of one (1) year. If a Life Regular Member or Life Associate Member (as the case may be) changes his occupation and fails to meet the criteria of continuous Regular membership or Associate membership within the first one (1) year of his Life Regular membership or Life Associate membership (as the case may be), the Management Committee shall reserve the right to revoke his Life Regular membership or Life Associate membership (as the case may be) without compensation. Such revocation shall be at the sole discretion of the Management Committee.

The criteria set out above for the Life Regular Members and Life Associate Members will not apply to those who have been registered as Life Regular Members or Life Associate Members (as the case may be) of the Singapore Press Club (UEN No. S71SS0029D) as at 1 April 2016, save for the immediate paragraph below.

In order to maintain the currency of the register of Life Regular Members and Life Associate Members, the Management Committee shall from time to time require Life Regular Members and Life Associate Members to update their contact details. Life Regular Members and Life Associate Members who remain not contactable for a consecutive period of three (3) years, shall have their membership revoked. The Management Committee may, subject to its sole discretion, consider appeals for reinstatement of Life Regular membership or Life Associate membership (as the case may be) and also impose administration charges.

1.4.9 Student Members

Students who are enrolled full-time in a degree or other certified programme at an accredited institution or university for journalism, mass communication, public relations or similar course, or who are associated with student chapters of the Club, may apply to become Student Members. All applications shall be accompanied by a letter from the school or a valid student card showing the expiry of the student status. Student membership is subject to the approval of the Management Committee and the payment of the applicable fees and is only valid for one year but renewable on proof of continued student status.

Upon graduation or discontinuation of study, former Student Members may apply to convert to Regular or Associate Members on proof that they meet the respective membership criteria or Social Member in the interim before commitment to a job that meets the relevant membership criteria.

2. CLUB MEMBERSHIP FEES:

- 2.1 In addition to the joining fees set out under Clause 2.4, the following subscription rates (as may be varied or supplemented by the Management Committee from time to time) will apply to each category of the Club membership for the time being:

Regular	\$75 per annum
Associate	\$200 per annum
Corporate Partner/Corporate Member	\$250 per transferable Corporate Member per annum
Media Company Partners/Members	\$5,000 per annum to nominate 100 and below staff as members. Additional members to pay \$75 per annum.
Social	\$150 per annum
Non-Resident	Nil (maximum period of 3-years with proof of non-residency)
Honorary	Nil (renewable on yearly basis)
Life Regular	\$750 one time
Life Associate	\$1,800 one time
Student	\$40 per annum

- 2.2 Revisions to any of the above rates of membership fees may be approved from time to time by the Management Committee.
- 2.3 At the discretion of the Management Committee, administration fees amounting to 20% of the applicable membership fees may be levied for reinstatement of memberships that have lapsed beyond three (3) months. Upon payment of such administration fees and membership dues, the membership shall be renewed until the next applicable anniversary of the membership.

- 2.4 In addition to the subscription rates set out under Clause 2.1 above, the following joining fees (as may be varied or supplemented by the Management Committee from time to time) will apply to the categories below for the time being:

Joining Fees (one time)

Regular: \$50
Associate: \$50
Corporate Partner: \$1,000
Media Company Partners: \$1,000
Social: \$50

For the avoidance of doubt, joining fees will not apply to existing members of the registered society i.e. the Singapore Press Club (UEN No. S71SS0029D) and whose subscriptions are not in arrears as at the date of incorporation of the Company.

- 2.5 Members in arrears for more than six (6) months shall have their names removed from the Register of Club Members and shall no longer enjoy the rights and privileges of membership.
- 2.6 Subject to such restrictions pertaining to the Reserved Matters under Clauses 7.8 and 8.10 below, the income and property of the Company and/or the Club, irrespective of when and how derived, shall be applied towards the promotion of the objects of the Company and/or the Club. No portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or by way of profit to the persons who at any time are or have been Club Members or Company Members (as the case may be) or to any person claiming through any of them.
- 2.7 As long as membership is not terminated in writing by the Club Member or the Club, it is assumed that the Club Member desires to continue as a member of the Club upon expiry date and will continue to pay the subscription fees due.

3. APPLICATIONS FOR CLUB MEMBERSHIP:

- 3.1 Applications for all categories of Club membership must be submitted with supporting proof of occupation status for eligibility assessment by the Membership Committee.
- 3.2 The Management Committee shall establish a Membership Committee that shall comprise at least three (3) members of the Management Committee, one of whom shall be the President or any Vice President and who shall chair this Membership Committee.
- 3.3 Neither the Management Committee nor Membership Committee is obliged to offer reasons for any reclassifications under Clause 9.4 below or any rejected applications.

4. MEMBERSHIP PRIVILEGES:

- 4.1 In the matter of voting, only those Regular, Associate, Corporate Members and Media Company Members whose subscriptions are not in arrears shall be entitled to attend and to vote at Annual Meetings.
- 4.2 Social Members may only participate in social, cultural and sporting events as determined by the Management Committee and shall be required to pay the prescribed fees of each event.
- 4.3 Honorary Members may be invited by the Management Committee to hold advisory positions in the Club but shall not be eligible to vote at the Club's Annual Meetings.
- 4.4 Guests from other overseas press clubs, with reciprocal arrangements with this Club, are eligible to attend the Club's events, upon verification by the Club's Secretariat. Guests shall be required to pay the prescribed fees and charges for each event, if applicable.
- 4.5 Club Members shall observe these By-Laws as well as all prevailing rules, regulations and policies as may be implemented by the Club from time to time and are fully responsible for the conduct of their guests at the Club's events.

5. TERMINATION OF CLUB MEMBERSHIP:

- 5.1 A Club Member may resign his membership on one month's notice, in writing, to the President and the General Manager of the Management Committee. Resignation shall not release a Club Member from his obligations to the Club until all his dues are paid and his resignation accepted by the Membership Committee.

6. EXPULSION AND SUSPENSIONS:

- 6.1 Any Club Member is liable for expulsion from membership for misconduct, non-payment of dues and such other misdemeanour as the Management Committee may decide by Ordinary Resolution passed at a Management Committee meeting.
- 6.2 The Management Committee may suspend a member during period of investigations.
- 6.3 Prior to expulsion, a member shall have the right to a hearing with the Management Committee within two (2) weeks of notification.
- 6.4 Charges shall be listed in the notice given to the member requesting him to appear before a meeting to discuss his expulsion.

- 6.5 Non-appearance of a member, charged with misconduct, at a meeting shall not prevent the Management Committee from discussing the charges in the absence of the offending member and from deciding on a vote of expulsion.
- 6.6 A member so expelled shall be notified, in writing, and the notice sent to him by registered post.

7. MEETINGS

- 7.1 An Annual Meeting of the Club Members shall be held each year within six (6) months of the financial year end of the Company. The serving Management Committee shall continue to hold office until a new Management Committee is elected. Unless otherwise stated in these By-Laws, voting by proxy is allowed at all Annual Meetings.
- 7.2 At least two (2) weeks' notice shall be given of an Annual Meeting. The notice of Annual Meeting, stating the date, time and place of meeting will be sent to all voting Club Members. The particulars of the agenda shall be posted on the Club's website four (4) days in advance of the meeting.
- 7.3 For meetings which are called by the Management Committee, and which are not Annual Meetings, at least ten (10) days' notice of such meetings of the Club Members must be given. The notice of such meeting, stating the date, time and place of meeting, will be sent to all voting Club Members. The particulars of the agenda shall be posted on the Club's website four (4) days in advance of the meeting.
- 7.4 The quorum for an Annual Meeting or any other meeting of the Club Members shall be thirty (30) Club Members eligible to vote. Proxies shall not be constituted as part of the quorum. In the event of there being no quorum at the commencement of an Annual Meeting, the Annual Meeting shall be adjourned for half an hour and those then present who are eligible to vote shall be considered a quorum but they shall have no power to alter, amend or make additions to any part of these By-Laws.
- 7.5 Any meeting requested by the Club Members (other than an Annual Meeting or a meeting called by the Management Committee) may be called by the President on any date upon written request of no less than thirty (30) Club Members from Regular, Associate, Life Regular, Life Associate and Corporate Members. When such a request has been properly made, the meeting must be convened not later than two (2) months after the receipt of such request specifying the subjects for which the meeting is requested. In the event of there being no quorum (as stated under Clause 7.4 above), the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present who are eligible to vote (which shall not be less than ten (10)) shall be considered a quorum but they shall have no power to alter, amend or make additions to any part of these By-Laws.

- 7.6.1 The voting Club Members may participate in an Annual Meeting by Electronic Means by which all persons participating in the Annual Meeting are able to hear and be heard by all other Club Members without the need for a Club Member to be in the physical presence of another Club Member(s) and participation in the Annual Meeting in this manner shall be deemed to constitute presence in person at such meeting. The Club Members participating in any such Annual Meeting shall be counted in the quorum for such general meeting and subject to there being a requisite quorum under these By-Laws, all resolutions agreed by the Club Members in such Annual Meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Club Members duly convened and held. An Annual Meeting conducted by Electronic Means is deemed to be held at the place agreed upon by the Club Members attending the general meeting, provided that the President or alternatively, at least one of the Club Members present at the Annual Meeting was at that place for the duration of the Annual Meeting. The minutes of such a meeting signed by the President shall be conclusive evidence of any resolution of any meeting so conducted.
- 7.6.2 The Club Members participating in any such Annual Meeting shall be counted in the quorum for such Annual Meeting and, subject to there being a requisite quorum under these By-Laws, the Club Members may vote at such Annual Meeting by Electronic Means. All resolutions agreed and passed by the Club Members in such Annual Meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Club Members duly convened and held.
- 7.6.3 In the case of any Annual Meeting which is not held in person, the fact that a Club Member is taking part in the meeting must be made known to all the other Club Members taking part, and no Club Member may disconnect or cease to take part in the meeting unless he makes known to all other Club Members taking part that he is ceasing to take part in the meeting.
- 7.7 Every voting Club Member who is present in person, by Electronic Means or by proxy or attorney (as the case may be) or in the case of a corporation by a representative, shall have one (1) vote.
- 7.8 The Club Members shall be entitled to vote and decide on all matters pertaining to the Club save for the Reserved Matters.

8 MANAGEMENT COMMITTEE

- 8.1 The Management Committee is delegated the duty by the Board of Directors to organise and supervise the daily operations of the Club and may not act contrary to the expressed wishes of the Club Members expressed at the Annual Meetings. The term of office of the Management Committee is two (2) years (except for the members of the Management Committee appointed by the Board of Directors of the Company under Clause 8.3).

8.2 In case of an equality of votes whether on a show of hands, either in person or by Electronic Means (as the case may be), the President shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a Club Member. Members of the Management Committee may either be elected by Club Members at Annual Meetings (through the anonymous casting of votes) or alternatively, appointed by the Board of Directors of the Company from time to time.

8.3 The Management Committee shall comprise the following:

- (a) One (1) President,
- (b) Three (3) Vice-Presidents,
- (c) One (1) Honorary Treasurer, to be appointed by the Board of Directors of the Company,
- (d) One (1) Assistant Honorary Treasurer,
- (e) the General Manager, to be appointed by the Board of Directors of the Company,
- (f) eight (8) ordinary Management Committee members ("Ordinary MC Members"), and
- (g) such other persons as the Management Committee may co-opt from time to time under Clause 8.9(a) ("Co-Opted MC Members").

all of whom, with the exception of those appointed by the Board of Directors of the Company and those co-opted by the Management Committee under Clause 8.3(g), must be elected with the highest number of votes at an Annual Meeting.

8.4.1 The Club membership criteria for the members of the Management Committee (whether elected or appointed under Clause 8.3) above shall be as follows:

Clause	Appointment in the Management Committee	Club Membership Criteria
8.3(a)	President	President shall be either a Regular Member or Life Regular Member.
8.3(b)	Vice President	Any two (2) of the Vice Presidents shall be either Regular Members or Life Regular Members. The remaining Vice President shall be a Regular Member, Associate Member, Life Regular Member, Life Associate Member or Corporate Member.



8.3(c)	Honorary Treasurer	The Honorary Treasurer to be appointed by the Board of Directors of the Company and shall be a Regular Member, Associate Member, Life Regular Member, Life Associate Member or Corporate Member.
8.3(d)	Assistant Honorary Treasurer	The Assistant Honorary Treasurer shall be a Regular Member, Associate Member, Life Regular Member, Life Associate Member or Corporate Member.
8.3(e)	General Manager	The General Manager to be appointed by the Board of Directors of the Company and shall be a Regular Member, Associate Member, Life Regular Member, Life Associate Member or Corporate Member, provided always that the Management Committee may from time to time waive such Club membership criteria for the General Manager at its absolute discretion.
8.3(f)	Ordinary MC Members	A total of eight (8) Ordinary MC Members comprising at least five (5) Regular Members or Life Regular Members and the rest can be Associate Members, Life Associate Members, Corporate Members and/or Media Company Partner Members.
8.3(g)	Co-Opted MC Members	Co-Opted MC Members shall be Regular Members, Associate Members, Life Regular Members, Life Associate Members or Corporate Members, provided always that the Management Committee may from time to time waive such Club membership criteria for any Co-Opted MC Members at its absolute discretion.

- 8.4.2 Any Corporate Member who has been elected pursuant to Clause 8.3 shall immediately cease to be an ordinary member of the Management Committee upon the termination or transfer of his Corporate membership. For the avoidance of doubt, in the event of a transfer of Corporate membership, the succeeding or replacement Corporate Member shall not be automatically appointed as ordinary member of the Management Committee.
- 8.5.1 For purposes of Clause 8.3, the Board of Directors is entitled to appoint up to three (3) persons (“Appointees”) to the Management Committee inclusive of the Honorary Treasurer and General Manager. The Appointees need not be members of the Board of Directors.
- 8.5.2 The Management Committee shall be entitled to nominate up to two (2) members from the Management Committee (“MC Nominees”) to be appointed onto the Board of Directors, of whom one of them may be the President or any of the Vice Presidents of the MC. An MC Nominee shall immediately cease to be a Director of the Company upon his cessation as a member of the Management Committee.
- 8.6 The Management Committee shall meet at least six (6) times a year and the quorum shall be at least five (5) members of the Management Committee. Notice of meeting shall be given at least seven (7) days in advance.
- 8.7.1 The Management Committee members may participate in a meeting by Electronic Means by which all persons participating in the meeting are able to hear and be heard by all other members without the need for a member to be in the physical presence of another member(s) and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting. The members of the Management Committee participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum under these By-Laws, all resolutions agreed by the members in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Management duly convened and held. A meeting conducted by Electronic Means is deemed to be held at the place agreed upon by the members attending the meeting, provided that the President or alternatively, at least one of the members present at the Annual Meeting was at that place for the duration of the meeting. The minutes of such a meeting signed by the President shall be conclusive evidence of any resolution of any meeting so conducted.
- 8.7.2 The Management Committee members participating in any such meeting shall be counted in the quorum for such meeting and, subject to there being a requisite quorum under these By-Laws, the members may vote at such a meeting by Electronic Means. All resolutions agreed and passed by the members in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Management Committee duly convened and held.

- 8.7.3 In the case of a meeting which is not held in person, the fact that a Management Committee member is taking part in the meeting must be made known to all the other members taking part, and no member may disconnect or cease to take part in the meeting unless he makes known to all other members taking part that he is ceasing to take part in the meeting.
- 8.8 A resolution in writing signed by a majority of the Management Committee members for the time being entitled to receive notice of a meeting of the Management Committee and constituting a quorum shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.
- 8.9 The Management Committee shall have the power from time to time to:
- (a) co-opt any Club Member to be a member of the Management Committee to fill a casual vacancy of an office bearer or an ordinary Management Committee member. In any addition, where the Management Committee deems fit, it may co-opt such Club Member to be a member of the Management Committee to assist on any ad hoc matters or where specific expertise is required;
 - (b) remove (on the ground of misconduct or breach of any term of these By-Laws, rendering such member unfit to remain as a member of the Management Committee) or accept the resignation of any member of the Management Committee; and
 - (c) censure, suspend, or terminate the membership of any Club Member for breach of any rule in these By-Laws, or of any code of conduct or ethics adopted at an Annual Meeting.
- All decisions relating to the above shall be via unanimous votes. Any member of the Management Committee removed from office pursuant to Clause 8.9(b) shall be allowed, within one month from removal of office, to appeal to the Annual Meeting of the Club Members against such decision. The decision of the Annual Meeting shall be final and conclusive.
- 8.10 The Management Committee shall have the power and authority to vote and decide on all matters pertaining to the Club save for the Reserved Matters.
- 8.11 All members of the Management Committee shall be eligible for re-election after their 2-year term.
- 8.12 Vacancies on the Management Committee shall be filled from the ranks of the appropriate category of membership by the Management Committee at a properly constituted meeting.

- 8.13 The Management Committee, through the General Manager and the Honorary Treasurer, shall prepare and furnish to the general membership an annual report together with a statement of account for approval at a properly constituted Annual Meeting.
- 8.14 Any member of the Management Committee absenting himself from four (4) meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the Management Committee and a successor may be co-opted by the Committee to serve until the next Annual Meeting.
- 8.15 The First Management Committee shall comprise the members of the management committee under the registered society i.e. the Singapore Press Club (UEN No. S71SS0029D). The Honorary Secretary and Assistant Secretary of the registered society i.e. the Singapore Press Club (UEN No. S71SS0029D) may become the ordinary members of the First Management Committee.

Financial Matters

- 8.16 The Management Committee shall submit to the Board of Directors for approval of a yearly budget (which includes, among other things, operating expenses and exceptional expenses) within two (2) months from the Annual Meeting of the Club.
- 8.17 The Management Committee shall draw up a financial authority framework, as well as such other matters relating to the Club's financial matters for endorsement by the Board of Directors. The Management Committee may amend the financial authority framework from time to time to be endorsed by the Board of Directors.

Investment of Reserves

- 8.18 The Board of the Directors of the Company shall delegate such powers and authority to the Management Committee to carry out, manage and oversee the investments of the Company's reserves, in accordance with the investment guidelines to be set out pursuant to Clause 8.19.
- 8.19. The Management Committee and its Investment Committee shall set out investment guidelines, as well as such other matters relating to the Club's investment matters, for endorsement by the Board of Directors. The Management Committee and the Investment Committee may amend the investment guidelines from time to time to be endorsed by the Board of Directors.

9 COMMITTEES

- 9.1 The Management Committee has the discretion and power to appoint a Membership Committee, Finance Committee, Investment Committee and such other committees as it deems necessary for the proper administration of the Club. Appointed committees will thereafter play an assisting role to the Management Committee in the administration of the Club. For the avoidance of doubt, the aforesaid appointed committees shall **not** refer to nor include such committees as may be appointed by the Board of Directors from time to time.
- 9.2 The Management Committee will submit to the Board of Directors for approval of such terms of reference ("Terms of Reference") for the various committees, as well as such other matters relating to the Club as the Board of Directors may determine from time to time.

Membership Committee

- 9.3 There shall be a Membership Committee comprising at least three (3) members of the Management Committee (one of whom must be the President or any Vice President of the Club and who shall be its chairperson) and such other persons as the Management Committee may appoint from time to time. The Membership Committee will meet regularly and carry out such acts, duties and responsibilities in accordance with its Terms of Reference.

All Club membership applications shall be reviewed by the Membership Committee. All decisions of the Membership Committee shall be tabled at a Management Committee meeting for endorsement.

- 9.4 The Management Committee, on the recommendation of the Membership Committee, shall have the absolute discretion to reclassify the status of any Club Member subject to Member paying any additional fees required, as and when it sees fit, and its decision shall be final and conclusive.

Finance Committee

- 9.5 There shall be a Finance Committee comprising at least three (3) members of the Management Committee (one of whom must be the Honorary Treasurer of the Club who shall be its chairperson) and such other persons as the Management Committee or the Board of Directors may appoint from time to time. The Finance Committee will meet regularly and carry out such acts, duties and responsibilities in accordance with its Terms of Reference.

Investment Committee

- 9.6 There shall be an Investment Committee comprising at least three (3) members of the Management Committee (one of whom must be the President of the Club who shall be its chairperson) and such other persons as the Management Committee or the Board of Directors may appoint from time to time. The Investment Committee will meet regularly and carry out such acts, duties and responsibilities in accordance with its Terms of Reference.

10 PRESIDENT & OFFICE BEARERS:

- 10.1 The President shall be the chairman at all Annual Meetings of the Club Members as well as meetings of the Management Committee. In his absence any one of the three (3) Vice-Presidents shall take his place. In the absence of all four, one (1) member of those present shall be elected by a show of hands to be the chairman, provided there is a quorum.
- 10.2 The General Manager (appointed by the Board of Directors of the Company) shall keep all records, except financials, of the Club and shall be responsible for their correctness. The General Manager will keep minutes of all annual and Management Committee meetings. For the avoidance of doubt, any records of the names and other particulars of the Club Members as well as their membership status, as received by the General Manager on or before 30 June 2021 shall be conclusive evidence of the fact without any requirement for further proof.
- 10.3 The Honorary Treasurer and Assistant Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Club and shall keep an account of all monetary transactions and shall be responsible for their correctness.

11 CHANGES TO BY-LAWS

- 11.1 Notwithstanding any provision to the contrary, no alteration or addition/deletion to these By-Laws shall be made except by way of a Special Resolution of the Management Committee and endorsement of the Board of Directors.

SCHEDULE 1 – RESERVED MATTERS

The following matters shall require the approval by the Board of Directors of the Company, either by the approval of two-thirds (2/3) of the Board of Directors present and voting at any Board meeting of the Company or if the matter is to be approved by a resolution in writing, then by such resolution signed by two-thirds (2/3) of the Board of Directors:

1. Any proposed change in the name of the Club;
2. Any proposed activity, transaction or business which is materially different from the business objective of the Company, or any proposed new business not being ancillary or incidental to the mission of the Club;
3. The incurring by the Club of any expenditure, debt or liability, in each case involving an amount in excess of the financial authority limits approved by the Board of Directors from time to time;
4. Any disposal or the acquisition of, or investment in, any undertaking, business, assets and/or any interest in any land or real property by the Club;
5. Any borrowing or repayment of funds or variation of any banking arrangements or facilities (including without limitation any change to bank mandate);
6. Grant of any guarantee, security, indemnity, warranty or other undertaking in respect of any borrowing or obligation of the Company and/or the Club or a third party;
7. Any amalgamation or reconstruction, consolidation or merger of the Club with any corporation, firm, individual or other entity;
8. Implementation of any death, retirement, profit sharing, bonus, share option or other scheme for the benefit of the officers and/or employees of the Club or any variation of any such scheme;
9. Setting up of any club, society, subsidiary, branch, representative office or other entity in Singapore or elsewhere;
10. Participation or formation of any joint venture, consortium or partnership with any corporation, firm, individual or other entity;
11. Any of the matters set out in the items above in relation to, or undertaken by, any of the subsidiaries of the Company and/or the Club (where applicable).